

ALICORN

by Aldea Donder
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A sequel to [Mommy Nearest](#) by Fairy Slayer. Please [rate and review](#).

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Chapter Three The Shadow Risen

Monday morning was well underway in Lower Canterlot.

The streets were crowded with ponies of all colors, shapes, and sizes. Ponies pushing past one another in throngs, scurrying and scrambling, trampling over the best efforts of a dozen generations of urban planners. Rising above it all, the booming pulse of the city—street vendors barking out prices, news colts shouting headlines from the latest edition of the Canterlot Gazette, and the creak-and-clatter of wagons, wagons, wagons.

The city was packed with them. The traffic jam stretched for miles, up and down the avenues and out the city gates, winding a course along the mountain path to the countryside below. The inbound convoy inched its way toward the city square, piled high with goods for market, while the outbound kept pace out of town. If boredom had a face, it belonged to the stallions who were stuck pulling them.

All the while, the townsfolk squeezed and jaywalked amongst them, filling every lick of available space. Ponies going about their daily jobs, running their errands, tending their shops. Ponies on the way to work, to school, to the bakeries and markets to buy food for their families.

Grim Gull was one such pony, traipsing her way through the vendor stalls in Atlas Plaza, her lone coal-black eye darting shrewdly back and forth, looking for lunch.

Looking for a patsy.

The onset of years had not been kind to her. Shriveled and gray and thin to the point of emaciation, she seemed liable to blow away with the slightest gust. The townsfolk tended to shy away from her, but to hell with 'em—if age and infirmity helped her leverage the merchants for a better price, then so much the better.

Speaking of which, here was her mark. A produce merchant. One of those hoity-toity monocled gits from up on the hill, posh and unsympathetic. He would do nicely.

She lowered the cowl of her long, black cloak so he could glimpse her face. The wispy gray strands dangling off her head, like spiderwebs. The eyepatch in all its cycloptic glory. Then she opened with a grin, wide and toothless. “How much for a bushel of apples, dearie?”

The merchant took one look at her and flinched. “Eighteen bits.”

“EIGHTEEN BITS!” she yelled, drawing looks from the nearby crowd. “CELESTIA ABOVE! Where do you get off charging EIGHTEEN BITS for ONE BUSHEL? In my day, we had a word for that—HIGHWAY ROBBERY! Mercy me! Don’t you know we got KIDS TO FEED?”

Right on cue, a little yellow filly slinked through the old mare’s legs and put her hooves up on the counter. “Grandma, is it time to eat yet?”

“No, child, but don’t you worry your little head. Your grandmother’s working it out with the nasty old salespony right now.” She gave the filly a quick pat before turning her smoldering eye back to the merchant. “See there? My granddaughter’s hungry. Are you going to tell her she can’t eat today over a measly eighteen bits? For SHAME, sir! For SHAME!”

“Now, wait just a minute—”

“SEE HERE, sir! I don’t know what kind of SLEAZY OPERATION you think you’re running or what sort of ROBBER BARON you think you are, but EIGHTEEN BITS for ONE BUSHEL is just madness! Like I said, we got kids to feed! Have you no SCRUPLES, sir? Have you no DECENCY? Mercy me, what is this world coming to?”

“Look, lady, I’ve got kids to feed, too!”

“Oh, so YOUR kids are more important than OUR kids? Is that what you’re saying?”

And the quarrel went on.

Meanwhile, high on the northern bluff sat the clock tower, majestic and proud. Its tall marble walls and trimmings of silver and white gold marked it among the grandest structures in the city. As the sun neared its zenith in the azure blue sky, it caught the light and shined like a pearl, a brilliant counterpoint to Castle Canterlot on the southern rise.

The minute hand joined its partner at the twelve. It was high noon.

Then the gears came to life, shaking off the dust of the last hour. The mechanism whirred and clicked. The hammer pulled back on the great bronze bell. And finally—

CLANG... CLANG... CLANG...

The toll of the bell rose above the street noise. Above the shuffling of hooves and the click-clack of wagon wheels as they skipped across the cobblestones. Above the birdsong. Above the breeze.

But not above Grim Gull's screeching tirade. The one-eyed mare was relentless, and she was drawing quite a crowd.

"Is he really charging that much for a bushel of apples?"

"There's no way a pony in her condition can afford to pay so much."

"She's got a filly to feed, too!"

"Disgraceful."

The aforementioned filly was quickly becoming bored with today's episode of merchant harassment. Shakedown, her grandma called them. Every day, it was more of the same. Put your hooves on the countertop, make a pitiful face, and whine about how hungry you are. Then sit back and wait for the extortion ship to come in. Booooooring.

With a heavy sigh, she cast her gaze to the horizon.

CLANG... CLANG... CLANG...

"Grandma! Grandma!"

Annoyance flashed on Grim Gull's face. "What do you want, Sunrise?"

"There's a pony up there!" the filly exclaimed.

"Up where, child?"

The filly pointed off into the distance. "There! In the sky!"

Huh. She'd planned on having another minute and a half before the peanut gallery showed up. Guess they were really on the ball today.

There was a swarm of angry pegasi behind her, but she only had eyes for one of them. A familiar white stallion in radical golden armor, flying at the head of the pack.

"Well, look who it is! Captain Jerkwad, right?"

She twisted around in mid-air so she was flying backwards, casually crossing her legs and folding her arms behind her head. All the while, she maintained forward velocity, staying just out of Tristar's reach.

Captain Tristar growled and flapped twice as hard. He was rewarded with a burst of speed, but Rainbow just opened her wings and caught the air, drifting lazily up and away.

"Nice day for flying, isn't it?"

"GET. BACK. HERE."

"Why? So your goons can pounce and drag me back to that stuffy old castle? Hmm, lemme think." She tapped her chin thoughtfully. "Nah."

"YOU WERE INSTRUCTED TO REMAIN ON CASTLE GROUNDS. YOUR DEFIANCE IS A DIRECT DISOBEDIENCE TO THE WILL OF HER MAJESTY, PRINCESS CELES—"

"Listen, pal, I'm Rainbow Dash! The fastest, coolest, most awesomest pony in Equestria! No pony orders me around. Least of all you." Her brow furrowed. "Come to think of it, I'm, like, the Third Princess or something. Shouldn't I be the one giving *you* orders?"

Tristar's eyes darkened with rage. "I WOULD SOONER PLUCK EVERY FEATHER FROM MY OWN TWO WINGS THAN TAKE AN ORDER FROM A SNIVELING LITTLE—"

"Sheesh. You don't gotta be so dramatic about it. A simple 'yes' or 'no' would be fine."

"THIS IS YOUR LAST WARNING!"

"Like I said, buddy, I don't take orders well. That's why they despised me back in flight school."

Rainbow flipped back around and spread her forehooves out in front of her. She glanced back at Tristar with a sly wink. "I showed them in the end, though, didn't I?"

Tristar lunged, but she zipped away before he could catch her, pitching herself down into another one of her trademark Rainbow Dash death spirals. The streets, lawns, and rooftops of Lower Canterlot zoomed up at her, blurring together into a mishmash of green and white. Then the world somersaulted back into focus as she dived into the narrow ravine between two rows of buildings and leveled out, skirting above the teeming, wagon-clogged throng, a funnel cloud of pegasi hot on her hooves.

The air whistled in her ears as she swooped through the monumental archways, corkscrewed up one gleaming white spire and down the next, blitzed under bridges with zero regard for their perilous narrows. She took ninety degree turns at a hundred miles per hour, crowing with insane, tear-stroked laughter at the onslaught of lateral g's. Celestia, *how she'd missed this!*

Down the length of Sun Street, then circle back along the roundabout and head back up it again. Hang a left onto Phoenix Road, then left again into the Manor District, rolling out of the way of balcony after balcony.

She emerged onto the wide expanse of Atlas Plaza, buzzing right over the canopied market. The guards spilled out behind her, chasing her past statues and fountains and vendor stalls. Past one vendor stall, in particular, where Grim Gull and her granddaughter looked on in amazement.

An enormous grin spread across Sunset's face. "She's incredible!"

The Royal Guard fanned out to block all avenues of escape. Rainbow sneered and doubled back into the Manor District, but there was Tristar with five of his henchmen. He vaulted at her, and she narrowly managed to slip away—but now the guards were pouring into the street, cutting off all hope of retreat. She scanned the area wildly—

There! An open window! She made a break for it.

Prince Blueblood was just sitting down to a prim and proper lunch when a chromatic blur blasted through the window and out into the hall, upending his dining room table, spilling his oh-so-cultured entrée of kelp salad and milkweed simply *everywhere*.

He was even more bewildered when a legion of angry guards piled in after her, topping his most exquisite furniture, trampling his finest china, dislodging priceless works of art from the walls with their thunderous hooves. The fearless prince hid under a tablecloth until the sound and fury had passed, only then peeking out to gander at the trail of carnage, which extended from one side of his house to the other, ending abruptly at the window of his newly-demolished bedroom.

Blueblood gaped in horror. "Good heavens!"

The window opened onto the azure sky. Rainbow smirked. With the guards bottlenecked back in that house, she was home free.

She tucked back her wings and dived, skimming along the gables of a white marble compound, zigzagging past parapet after parapet, pinnacle after pinnacle. At the end of the rooftop, the building took a two hundred foot vertical plunge to the grounds below, where ponies young and old were milling about.

Rainbow's grin stretched from ear to ear. "Time for a victory lap!"

She swooped down and circled the base of the edifice, knocking over at least one bearded old codger in a flurry of papers. As she flew past the massive set of oaken doors that marked the West

Front of the building, the sunlight flashed upon a little golden plaque, highlighting its engraved lettering, although she was traveling far too fast to read it:

**PRINCESS CELESTIA'S
SCHOOL FOR GIFTED UNICORNS
SAGE WHITEHOOF, HEADMASTER**

**FOUNDED IN ETERNAL MEMORY
OF ATLAS, KING OF EQUESTRIA
A.D. 142**

High above, at the top of the tallest tower, a pair of intelligent silver eyes looked down upon the school and the rainbow-hued blur zooming a circuit around it. Sage Whitehoof smiled. Then, with a quick glance at the face of the old grandfather clock ticking away in the corner of his office, he turned away from the window and disappeared in a flash of light.

Rainbow was nearing the end of her third lap when Tristar came at her like a bolt out of the blue, flanked by a dozen other pegasi, with the entirety of the Royal Guard's aerial regiment bringing up the rear. She dodged easily and resumed her arms-behind-head posture.

"What's up, Cap'n? Thought I lost you back there."

An enormous vein bulged in Tristar's forehead just below the lower rim of his centurion helmet. He grit his teeth, red in the face. "YOU'RE A MENACE TO SOCIETY!"

Rainbow pondered that for a moment. "Yeah, they told me that back in flight school too."

"I WILL GIVE YOU ONE LAST CHANCE TO RETURN TO THE CASTLE WITH YOUR DIGNITY INTACT. AS MUCH AS I WOULD ENJOY DRAGGING YOU BACK TO HIGH CANTERLOT IN A NET, I STRONGLY ADVISE YOU TO *LAND NOW*."

"Sure thing, buddy. I'll go quietly. No problem!"

With that, Rainbow blasted off into the sky again, leaving Tristar and the rest of the guards in her dust. She shot them an wicked grin. "But you gotta catch me first!"

Tristar cursed and took off after her.

Not even the roar of the wind could out-decibel Rainbow's maniacal laughter as caught the warm air currents under her wings, riding high on thermals and adrenaline. Enough city-slicking! It was time to show these clowns what speed *really* was.

She set her sights on the western horizon, adjusting her yaw to take her out over the Equestrian countryside. If these morons had a hard time keeping up with her on the streets, just wait until they

got a load of what she was capable of out in the open.

But as Rainbow flew, she caught sight of something strange out of the corner of her eye, which promptly captured her attention. Off in the distance, yet coming up fast on her left. A purple dot, floating in midair.

No, not a purple dot. A purple hot air balloon.

A very familiar purple hot air balloon with a very familiar purple unicorn riding in the basket.

Rainbow slammed on the brakes, skidding to a halt. "Twilight! What are you doing here?"

"Rainbow! What—"

"Unidentified flying object is within range of the Princess!"

"TAKE IT DOWN! TAKE IT DOWN!"

Rainbow's eyes went wide. "Oh, crap!"

She barely had time to duck out of the way before a javelin of pegasi pierced the balloon and blew out the other side. Another seven or eight squadrons followed their lead, zeroing in on the huge purple target and rupturing it from every angle.

Hot air spewed from the puncture points in squealing geysers. As the aircraft began plummeting to the earth thousands of feet below, Twilight rushed to the side of the basket and looked up at her friend with white-faced fear. "RAINBOOOOOW!"

"Hold on, Twilight! I'm comin'!"

Rainbow tucked her wings and dived after the flagging balloon, her face stone-set with determination, but before she could clear a hundred yards, Captain Tristar swooped out in front of her.

"NOT SO FAST!" he yelled.

Rainbow growled and propelled herself forward. "Outta my WAY!"

She barreled into Tristar before he could react, catching him with the brunt of her mach cone, sending him head-over-hooves into a crowd of guards. He knocked them over like bowling pins.

It didn't deter him for long. Seconds later, he righted himself and set off in pursuit again.

The balloon went down like a ship caught in a vortex, swirling 'round and 'round on its perilous descent, whipping Twilight like a ragdoll until at last, it spat her clean over the side. She grabbed ahold of a flailing sack of ballast and held on for dear life.

The earth and the sky rapidly traded places in her field of vision, the balloon spinning out of control,

enthusiastic about their situation.

“RAINBOOOOOW! THIS IS INSAAAAANE!”

“I KNOW! ISN’T IT GREAT?”

“NOOOOOOOOOO!”

“A TRIPLE RAINBOOM!” Rainbow whooped. “I AM SO COOOOOL!”

They orbited the mountain twice before Rainbow finally ran out the mileage on her sonic rainboom and began to decelerate. She swooped in for a perfect three point landing on a rather unremarkable cliff, bleeding a prismatic trail of light behind her. It wasn’t Canterlot, but Twilight was grateful just have solid earth beneath her hooves again. The second they landed, she collapsed to the ground and hugged the gravelly soil.

“THANK CELESTIA!” I thought we were going to die!”

“Oh, come on, Twi! I totally had your back the whole time!” Rainbow said, cracking her neck from side to side. “You really think I’d let you fall? That would make me, like the most un-awesome pony ever!”

“UN-AWESOME ISN’T A WORD! And there isn’t anything ‘AWESOME’ about this!” Twilight yelled, rounding on her winged friend. With a lump in her throat, she approached the edge of the cliff and looked down over the valley, wincing at the sight of a purple wreckage impaled upon some trees in the distance. She moaned. “My balloon is ruined!”

Rainbow shrugged. “You can fix it, right?”

“No! I can’t fix it! It’s *destroyed*! There’s no way I’ll *ever* be able to—”

“Hey, I hate to interrupt, but we’ve got more important things on our plate,” said Dash. She indicated to the nearby rainbow, which shot off the ledge and curled around the mountain—an unsurreptitious byproduct of her rainboom. “There ain’t no pot of gold at the end of this thing, y’know. Those guards are gonna come after us, and they’ve got one heck of a trail of breadcrumbs to follow.”

Twilight blinked. “Right... The guards... I forgot.”

“There’s a secret door here somewhere,” said Rainbow as she walked along the mountainside, tracing the various stones and crevices with her hoof. “It’s made to look exactly like the rest of the mountain. I’m guessing it’s magic, because they had a unicorn with ‘em when they ‘escorted’ me into the castle this way a week ago...”

She stopped in front of a familiar boulder. A smirk crossed her face.

“Here it is!” she called out over her shoulder. “Open it up, Twi!”

Rainbow's smirk widened to a sly grin. With Twilight on the job, they were practically home free. No way was some rock gonna stand between them and escape. Any second now, she would do some crazy magic stuff, the boulder would roll aside, and they would make their super awesome getaway through the underground.

Aaaaany second now.

Rainbow tapped her hoof. "Yo, Twilight, what's the deal?"

She turned around to chide her friend, but a narrow-eyed glare from the unicorn stopped her dead in her tracks.

"Why were the guards chasing you in the first place?" Twilight asked.

Rainbow bristled. "Because they're a bunch of jerks, that's why!"

"What did you do, Rainbow?"

"Nothing! I just went out for a mid-morning flight, that's all! And, um, I might have implied some less-than-flattering things about the Captain of the Royal Guard's mother... But that's beside the point! Look, this door isn't gonna open by itself, so give it the open sesame, already!"

Twilight heaved an exasperated sigh. Lowering her horn to the stone, she began to probe the complex weave of mana which wrapped around the hidden door, pulling ever-so-lightly on the mystical threads in a slow, cautious attempt to unwind them.

"How long's this gonna take, Twi?"

"Shh!"

"But those pegasi are gonna be here any minute!"

"Quiet! I'm doing my best!"

The spellwork fabric rippled in the arcane wind, a million silver-gold tendrils of light arrayed against a velvet backdrop. Twilight worked her way through the folds, straightening the weave here and there, searching for a hole, a fray, an opening of any kind.

It was then that the guards appeared along a distant ridge, cascading over the lip of the mountain in a constant, gushing stream, their dazzling armor reflecting a brilliant golden shine even from a mile away. Rainbow took an automatic step back. "Twilight..."

"I can't get it! There's a locking enchantment! If we were on the other side of the door, I might be able to do something with it, but the magic is designed to be impervious from outside!"

Still they came, five and seven and ten at a time, surging from beyond the peak and following the rainbow trail. Rainbow eyed the approaching horde with apprehension, ticking down a silent

countdown in her head.

Forty-five seconds out... Forty... Thirty-five...

“TWILIGHT!”

The urgency in Rainbow’s voice struck an ominous tone in Twilight’s mind, and she redoubled her efforts, even though deep down she knew it was in vain, that her attempts to unravel the spell were as pointless and ineffectual as ocean waves crashing ashore, dashing themselves over and over again upon the rocks. In her haste, she made a mistake, she hit upon the wrong thread and felt something go *twang* in her mind.

She stared straight ahead in horror. “Oh no.”

“What? What is it? What’s wrong?” asked Rainbow.

“I... I tripped a ward.”

Rainbow glanced rapidly back and forth between her somber friend and the guards, who were a quarter mile away now, twenty seconds out and fast closing in. “What the hay does that mean?”

“An alarm. I tripped an alarm,” Twilight groaned. “That means that if there’s anypony guarding the other side of this door, they’ve been—”

Their ears were assaulted by the grinding scrape of stone against the granite cliff, and they looked back in time to see the boulder slide out of the way. Four huge, hulking unicorns stood shoulder-to-shoulder in the newly-revealed tunnel.

“—alerted,” Twilight finished with a wince.

One of the unicorns stepped forth. “Halt! Who trespasses?”

“Nopony! Nopony at all!” said Rainbow, backing away. “We were just, uh, out for a picnic, me and my pal here, out here on this nice, scenic cliff, and, we, uh...”

“And then I saw this incredible boulder of yours!” Twilight chimed in. “We were just packing up to leave when I spotted it out of the corner of my eye. I decided to bring it back home for my rock collection.”

Rainbow’s face lit up. “Yeah! For her rock collection! Twilight here is *all about* her rock collection. She loves it. Can’t get enough of it. Actually, I’m a pretty big rock fan myself. You know, Aerosteed, Van Haylen—”

Twilight facehoofed.

“—so you see fellas, this is really just one big misunderstanding. Hey, no harm done though, right? We’ll just be on our way...”

“SEIZE THEM!” Tristar screamed, swooping down from above with a hundred guards at his back. “SEIZE THEM NOW!”

The pegasi had arrived at last. They rained down like a hail of spears, and all Rainbow could do was stare up at them, aghast, her back against the edge of the cliff, as every single guard she’d left reeling in the wake of her rainboom came descending on her all at once, while from out of the tunnel, the four unicorns came a-charging, kicking up clouds of dust with their massive hooves.

Twilight edged away, inches from the drop-off. Her mind went blank.

Before she even knew what she was doing, she grabbed her friend by the shoulder and squeezed her eyes shut. In a flash of light, Twilight and Rainbow disappeared right out from under Tristar’s grasp—

—and reappeared in the yawning maw of tunnel.

The lavender unicorn stumbled about in a daze. “Did I... teleport?”

“CLOSE THE DOOR!” Rainbow yelled. “CLOSE IT! CLOSE IT!”

Sweat beaded on Twilight’s forehead as she shut her eyes again.

On the ledge outside, a rabble of guards were looking around in utter confusion, searching high and low, when unbeknownst to them, a scarlet aura gripped the boulder and dragged it back to its proper home in front of the tunnel. Tristar was the only one to notice. In a wide-eyed panic, he ran to the secret door, reaching out at them in vain.

“COME BACK HERE! YOU WON’T GET AWAY WITH THI—”

The *rumble-thud* of the boulder as it fell in place punctuated Tristar’s remark with an abrupt note of finality.

And then Rainbow and Twilight were all alone in the dark tunnel.

Twilight breathed heavily. “We... We should be safe now. I added my own personal locking enchantment to the door. There’s no way they’ll be able to open it. Not from that side, anyway.”

Rainbow slumped against the wall, suddenly feeling the aftermath of the chase in every muscle and feather of her body. “Awesome.”

“Where... Where are we, Rainbow?”

“In the Warrens. At least, that’s what Luna called ‘em,” said Rainbow. Her eyes strained to pierce the ubiquitous gloom, but to no avail. “Bunch of sorry looking tunnels dug out of the mountain. Supposedly been here for a thousand years. I dunno. I’m no good at describing stuff like this. It would be easier if there were lights—”

Wall-to-wall torches blazed to life at the mention of the word, casting the duo in an infernal red

glow.

“Cool! So it’s like a clapper or something,” Rainbow realized. “Lights.”

The torches went off.

“Lights.”

The torches came on.

“Lights.”

The torches went off.

“Li—”

“DASH! Enough!” Twilight yelled. “Lights!”

The torches came on for the last time.

“C’mon, Twi, not so loud! My head’s pounding enough already!”

“Yeah, well, the strobe light was giving *me* a headache,” said Twilight. She peered around the dusty tunnel in distaste. “...Where did you say we were again? This doesn’t look like anyplace I’ve ever been before.”

“Look, all I know is these tunnels go all through the mountain. There are hundreds of them. Thousands, maybe. It’s like a ginormous ant hill or something. When they brought me in from Ponyville, Luna led me down a hallway that went straight to a secret door in Celestia’s office.”

Twilight looked perplexed. “I practically grew up at the castle. I spent more time there as a filly under Princess Celestia’s tutelage than half the members of the Royal Guard... But I never heard or read anything about this subterranean network.”

“Subterrane-what? Oh boy, here comes that headache again...”

“Come on. We should get going,” Twilight said, biting down on her lip to keep from expressing the full magnitude of her annoyance. “If we’re to have any chance of getting out of here, you’ll have to lead the way.”

“Do I have to?” Rainbow groaned.

Twilight fixed her with a lidded stare. “You know the way and I don’t. It doesn’t get much more cut and dry than that.”

Rainbow sighed and climbed to her hooves. “Okay, whatever.”

With that, the two of them embarked down the shadowy passage, the little alicorn navigating the

winding corridor with all its twists and turns while the unicorn fell into an easy step beside her.

“How are things back in Ponyville?” Rainbow asked at length.

“Pretty normal. Pinkie Pie blew up Sugarcube Corner.”

“She *what?*”

“Yeah, it just happened Friday. Apparently she was trying to perfect a new cupcake recipe. She was looking for something with some extra zip, so she decided to add some nitroglycerine to the batch.”

Rainbow rolled her eyes. “Yep. That sounds like Pinkie Pie, alright.”

“It wasn’t actually her fault... Well, I guess it still pretty much was, but she wasn’t the one who set off the explosion. She invited Applebloom to help her bake, but then Scootaloo showed up, and the two of them got into a food fight...”

A smile cracked Rainbow’s stony façade. “And that sounds like Scoot. Heh. Leave it to Ponyville’s new awesomest pony to blow something up her first week on the job.”

“Thankfully, nopony was hurt. The Cakes aren’t too happy though.”

“Yeah, I’ll bet!” Rainbow laughed. “So where was the third Cutie Mark Crusader while all of this was going down?”

“Sweetie Belle? She’s with her mom and dad. They’re off vacationing somewhere. Believe it or not, her parents actually brought her with them this time instead of imposing on Rarity.”

“I’m sure Rarity was thrilled about that.”

Twilight smiled. “Actually, I think she misses having her around. She keeps dragging herself around Ponyville, complaining how she’s ‘lost her dear, sweet sister, and her inspiration with it.’”

Rainbow raised a dramatic hoof to her brow and did her best Rarity impression, “Oh, Sweetie Belle! Dear, sweet Sweetie Belle! How my heart pines for your company! Of all the worst things that could happen—”

“—this is *the worst! Possible! Thing!*” Twilight and Rainbow finished the sentence together. They broke into a fit of laughter.

“Yeah, that’s pretty much exactly what it’s been like,” said Twilight.

Rainbow snickered. “Hey, how’s your weather been?”

“Warm and sunny. Why?”

“You, uh, haven’t had any natural disasters since I left? Earthquakes? Blizzards? Wildfires? Meteors?”

Famine? Rogue waves?"

The unicorn scratched her head. "Not that I can remember."

Rainbow's expression danced between relief and annoyance. "Hmm."

The silence that followed went unbroken for half a minute. Twilight turned her attention back to their surroundings, examining the primitive glyphs engraved into the walls at every side passage they walked by. She surveyed these offshoot tunnels with interest, but there wasn't much to see. The corridors faded into a narrow darkness, swallowed down into the bowels of the mountain.

"This place really is ancient," she murmured. "There isn't any artistry or artisanship in any of it. Not like there is in the rest of Canterlot. In fact, these excavations probably predate Canterlot by quite some time."

"Yeah, whatever," Rainbow replied, bored.

"I recognize the inscriptions on some of these side chambers. They're dates. But they don't appear to use the modern format. The years etched on this slab refer to the previous age—see? That puts the construction of these tunnels before the War of Night Eternal. Probably back around the time of the Migrations."

"Why would anypony write a bunch of dates all over the walls?"

The unicorn paused. "I'm not sure, but I think they're dates of death."

"Oh, jeeze," Rainbow said, suppressing a shudder. "Hey, Twi, do me a favor, will ya? If you see any skeletons lying around with coins over their eyes, *don't tell me*. I don't want to know about it."

Twilight paled. "There are ponies entombed down here? These aren't just tunnels, then. They're catacombs. That's... really creepy."

"Yeah, I know! I said the same thing to Luna, and she laughed at me!"

Twilight was by no means a superstitious pony, but she found herself inching closer to Rainbow Dash nonetheless. The darkness that wrapped around them seemed suddenly palpable; the silence, save for the click of their hooves against the rough-hewn stone floor, an ominous threat. And as they crept through the maze, she was all too aware of how completely alone they were, wandering in a black abyss with a million tons of rock and dirt suspended above them.

"So... how much farther do we have to go?" she asked. She attempted to conceal the nervousness in her voice—with measured success.

Rainbow grimaced. "Erm. About that..."

"What?"

"I... uh... sorta forgot which way to go. I got lost five minutes ago."

"You what?" Twilight's voice cut like the edge of a knife.

"Hey! Don't blame me! It's dark, and all these tunnels look the same!"

Twilight bit down on the urge to slam her head against the wall. "You could've said something before! How are we going to find our way out of here? These passages could run for miles!"

"What is this, Everypony Pick On Dash Day or something?"

"When you claim to know the way to a secret door in Princess Celestia's office, and then you get us lost, I'd say you have it coming!"

"I didn't claim to know anything! You're the one who told *me* to lead the way, remember? Look, I'm doing the best I can here! I'm a pegasus by birth, if you haven't already forgotten. Creepy underground 'excavations' aren't exactly my scene."

"*Doing the best you can?*" Twilight repeated incredulously. "Rainbow, you're the one who got us into this mess in the first place!"

"Hey, I saved you from the guards!"

"After they destroyed my hot air balloon!"

"How was I s'posed to know they were gonna make Swiss cheese out of your balloon, huh? And anyway, who was there to make the awesome, death-defying catch when you fell? I was." Rainbow folded her arms and looked cross. "Still haven't heard a 'thank you' for that, by the way."

"Thank you? FOR WHAT? I would be safe and sound on the ground in Canterlot right now if you hadn't baited the guards! Honestly, Rainbow, you're so irresponsible! What did you think would come from harassing them right next to my balloon?"

"Speaking of harassment, have you looked in a mirror lately?" asked Rainbow Dash, skewering Twilight with a pointed glare. "Look, I'm real sorry about your property getting destroyed, okay? I'm sorry you're not in Canterlot right now, and I'm sorry you're stuck in this cave with me, and I'm sorry I'm not *perfect* like *you*. Happy?"

Twilight had about three or four retorts just waiting in the wings, but Rainbow's sudden abdication of the argument put her off-balance. "I—"

"Let's just keep going, okay? These caves have gotta end somewhere, and somewhere sounds a whole lot better to me than here. We'll stay on a straight path. Have a little faith in me, huh?"

They pressed on through the solemn darkness. Minutes passed with nary a word between them, and Twilight felt all the fire drain out of her, leaving her tired and doused. She followed along in Rainbow's wake and listened to the steady beat of her hoofsteps, largely drowned out by the silence

ringing in her own ears.

Her conscience gnawed at her until at last, she breached the wall that had grown between them and picked the conversation back up. "I—I'm sorry, Rainbow. You're right. Arguing isn't going to get us out of here any faster. I guess the stress must be getting to me... I shouldn't have been so vituperative with you."

"Vi-tooper-*what?* Man, sometimes I think you make these words up."

"Vituperative. You know. Mean. Angry. Belligerent."

Rainbow's lips pulled back into a half-smile. "Egghead."

"Having a good vocabulary does *not* make me an egghead!"

"Whatever you say," Rainbow laughed, shaking her head. "I really am sorry about dragging you into this whole thing, though. I promise I'll get us out of here. Not exactly sure how yet, but I will."

"Oh yeah?"

"Yeah. Junior Speed Scout's honor."

Twilight rolled her eyes. "Well, now I'm reassured."

"Y'know, you haven't mentioned yet what you were doing out in that hot air balloon in the first place," Rainbow pointed out. "It's not like you to make a trip to Canterlot out of the blue."

"I'm... not exactly sure, myself. Yesterday morning, Spike received an important-looking letter sent under the name of the Academy. It wasn't forthcoming about the details, but it requested my presence in Canterlot as soon as possible."

"Cool! You went to school there, right? At the Academy, I mean."

Twilight nodded. "Yes. I graduated a few years ago."

"Well, maybe it's a class reunion! I remember when my flight school had its one-year. Gilda and I totally crashed that thing."

"I don't think so. The letter was pretty blunt. 'Miss Twilight Sparkle, your honored presence is requested in the court of Her Majesty, Princess Celestia, at your earliest convenience, but no later than such-and-such a date. Please make all appropriate arrangements to ensure your safe and timely arrival.'"

"Weird. Maybe it's a surprise class reunion?"

"Unless they put Pinkie Pie in charge of alumni get-togethers, I highly doubt that," Twilight chuckled. "As a matter of fact, I don't think they do any class reunions whatsoever? ...Rainbow? What are

you doing?"

Rainbow had stopped walking. She stood motionless, her head tilted ever-so-slightly, with a quizzical expression on her face.

Twilight gave her a puzzled look. "Rainbow? What are you—"

"Shh!" Rainbow clamped a hoof over Twilight's mouth.

Only then, in the tomblike silence, did she hear it—from beyond the wall, the muffled sounds of voices holding a conversation. Twilight's eyes swept across the dirt-caked stone. Then they lit up.

"Mmmmpf! Mmmmpf!"

Rainbow removed her hoof from Twilight's muzzle. "What?"

"Look over there!" said Twilight. "There's a chink in the wall!"

Sure enough, there was. A pair of eye-like holes had been filed out of the stone, and a pallid light seeped through from the chamber on the far side. Twilight and Rainbow shared a knowing look before skulking over to the secret lookout.

Rainbow didn't waste any time. She immediately peered through.

"What are you doing?" whispered Twilight. "They might see you!"

"Look! It's Celestia!"

That was all it took for Twilight to throw caution to the wind and put her own eye right up to the remaining hole. Her heart yammered away in her chest like an engine possessed.

On the other side of the wall was Castle Canterlot. Which room of the castle, she couldn't say; the shadowy cobblestone expanse more closely resembled a dungeon than any of the opulent quarters she had inhabited under Celestia's tutelage. But she recognized it from the banners which adorned the walls, and from the royal crests hanging prominently.

And there, seated at the head of a grand table, was the Princess. Even through the tiny cleft in the rock, she struck an imposing figure, her hair billowing majestically in defiance of the still, earthen air. But something wasn't right, Twilight realized. She could see it in the way her shoulders seemed to slump, and how her crown waned low upon her forehead, dull and lusterless.

"Hey! It's that guy! Sage what's-his-name!" Rainbow whispered.

Twilight's eyes doubled in size at the sight of the silver-haired purple unicorn sitting on Celestia's right. She sucked in her breath. "That's Sage Whitehoof! My old headmaster!"

Five other figures also occupied seats around the table, though in the dim incandescence of the wrought-iron chandelier which dangled above, they looked more like carved totems than ponies,

with bodies inanimate and faces grim and shadow-lit. Twilight didn't recognize a single one of them. Nor did she know them by their voices, though their conversation carried through the cracks and reached her in subdued tones:

"...have the full cooperation of the Manehattan Police Department in this matter. Our officers will take all necessary action to avert a crisis, no matter how... vague... it is."

"Your agency's cooperation is appreciated, Commissioner," said Sage, acknowledging the other pony with a friendly smile. He gestured broadly to the others at the table. "As is the cooperation of everypony here today. When a manticore threatens, the best cage is a combined resolve."

Celestia nodded. "The Crown thanks you all for your assistance."

"I only wish we knew *where* this manticore is going to strike," spoke a new voice. "Princess Celestia, we've examined the information you've provided us with a magnifying glass, and while we certainly can't dispute its authenticity, our apprehensions would be allayed if you could inform us as to the whereabouts. The specifics are all a bit hazy—"

"Like spearing fish through muddy waters," another pony muttered.

"—and even if the whereabouts are beyond our reckoning, there are still measures we can implement to serve the public safety. I've talked at length with Mayor Fairmane, and she would feel comfortable going along with this if there were some kind of advisory—"

Sage raised his hoof, and the room fell quiet. "It saddens me to report their stratagem is rather more cunning than that. The Griffin Kingdom is not the most hospitable place for ponies, as you know, and in spite of the considerable efforts of our operative, she was unable to secure anything more comprehensive than what we've told you."

"Mayor Fairmane will have our utmost gratitude if she doesn't reveal this information to the public or the press," said Celestia. "Princess Luna and I share her concern for the people of Manehattan. Not a day goes by where the lives and livelihoods of our subjects are not in our hearts. But it is our opinion that the issuance of a vague warning—good-intentioned though it may be—would only incite mass panic and tip our hand."

Rainbow gave Twilight an odd look. "What are they talking about?"

Twilight just frowned and didn't reply.

Celestia continued, "Since I returned from the Kingdom of the North bearing this news, my sister has been working tirelessly with Tristar, the Captain of my Royal Guard, to ensure the Guard's full involvement in this operation. In his absence, I hope she will volunteer to speak on his behalf and provide our guests with some peace of mind."

She cast her gaze down the table. At the other end, a shadow stirred, and the darkness sloughed off to reveal the meek and unassuming form of the young Princess of the Moon, who shrank back into

her chair just as soon as the attention fell on her.

Twilight stifled a gasp. "It's Luna!"

"Yeah," said Rainbow, looking on solemnly. "It sure is."

Luna fidgeted, looking about as happy as a field mouse in a den full of vipers. "W-What did you have in mind?" she asked.

"Only for you to divulge as much as you are comfortable doing," said Celestia, and she smiled the first genuine smile Rainbow or Twilight had seen of her since they started eavesdropping. "I asked you to attend this proceeding for a reason, dear Sister. You are as much the princess of this realm as I, and we would all value your input."

"I don't know. M-Maybe... Maybe you should just speak for me," said Luna, wilting under the judgmental eyes of the others at the table.

Celestia's smile was unwavering. "That wasn't a request, Luna."

Luna bit down on her lower lip. "Alright..." she said in a small voice.

So small was her voice that Rainbow and Twilight had a difficult time hearing her. They leaned in close and put their ears to the gaps, listening intently as Luna mustered her courage, cleared her throat, and said—

"If either one of you so much as *twitches*, I will *gut you like a fish*."

The blood ran cold in Rainbow's veins. Twilight tensed beside her.

"Eh-heh-heh... How ya doin', Cap'n Tristar?" Rainbow said weakly.

Tristar circled them like a cat around its quarry, forcing them to back away from the wall. The cavernous murk of the tunnels did little to mask his pulsating rage. "Superb."

Rainbow looked up and down the length of the corridor. Two guards stood shoulder-to-shoulder down either avenue of escape, cordoning off all hope of a hasty exit. She played for time. "I didn't think we'd be seeing you again so soon, Tristar, ol' buddy, ol' pal. How'd you and your buddies manage to find us all the way down here?"

"We split up," said Tristar, leering over them as his deputies looked on from down the hall. "My party simply had the fortune—or misfortune, depending on whom you ask—of finding you first."

"Fortune. Definitely fortune. We're such super cool, totally awesome, good-natured ponies, after all."

Tristar snorted. "You are anything but good-natured."

"Oh yeah? What's that supposed to mean?"

“What a short memory you have,” said Tristar, the fury simmering in his amethyst eyes. “Certainly you haven’t forgotten what you said to me yesterday after I interrupted the little game of dodgeball you sprang on diplomatic envoy from Gildsedale?”

“I—er—well, no, but—”

“You called my mother,” Tristar growled, “*a dirty cockatrice sucker.*”

Twilight looked aghast. “Rainbow Miriam Dash! You *didn’t!*”

Rainbow winced. “Can’t anypony around here take a joke?”

“The joke’s on you, you miserable little urchin. I’m going to lock you up in your bedchambers and throw away key. I hope you enjoy the sight of bars, because the only glimpse of the outside world you’re going to get from now on will be through them!”

Rainbow watched with mounting aggravation as Tristar signaled the guards, and they began to close in on either side. Her temper flared. “Oh yeah? I’d like to see you try!”

Tristar advanced, closing the distance and forcing her back until she pressed up against the cold stone of the tunnel wall, and then he brought his face to level with hers, meeting her defiant gaze with a look that was near-manic. “You would do well to listen to your little friend,” he hissed. “I’m in no mood to put up with you. Not now. Not ever. Your antics don’t amuse me, *Rainbow Dash*, and you’ve amounted to nothing more than a thorn in my side since the day you arrived! Today... Today, of all days, you had to pick for your MISERABLE LITTLE GAME OF TAG!”

He pulled back his hoof and slammed it into the granite mere inches from her head, burying it a centimeter in the rock. A web of cracks raced out from the site of impact.

Rainbow flinched.

“I had a pressing engagement to attend today. A conference with the Princess, whose importance you can’t even begin to imagine. And you’ve made me very, very late.”

Rainbow rolled her eyes. “Gee, you don’t say.”

Tristar hung his head and fell silent for several seconds. The muscles in his granite-bound arm repeatedly flexed, as if he were beating the hell out of somepony in a mental arena only he could see.

“I wouldn’t expect you to understand,” he said at last, voice dripping with venom. “A peasant like you never could.”

Rainbow’s eye twitched. “Peasant?”

“You’re a gutter trash delinquent. A charlatan with wings and a horn. You ride into Canterlot like you own the place, disrupt the social order, and make a mockery of traditions that predate you by a thousand years. I see right through you, you little brute. What would you know of sacrifice, honor, or

loyalty to a higher cause?"

"I know more about loyalty than you ever will," Rainbow growled.

"Why? Because a pendant appeared around your neck one day which was inscribed with the word? Because you're an Element of Harmony?" Tristar gave a curt laugh.

"Your loyalty is a joke. Loyalty to oneself, to one's ambitions... these are selfish, contemptible things. Just like you... selfish and contemptible. You aren't special. You're just a pathetic dropout who wasn't cut out for Cloudsdale, who ran away when she couldn't pull off the boom.

"You're a stupid, cocky, inconsequential hotshot. The bastard child of an earth pony, no less! It's no surprise how rotten you turned out, given the pair of lowlifes Celestia picked to rear you—"

Rainbow snapped. She launched forward, arms windmilling, and one of her hooves caught Tristar square in the mouth, causing him to stagger back. She would have landed a second blow if the guards hadn't swept in from behind just then and seized her. Her back arched as she tried to get away from them, eyes flashing with rage, ready to pounce on the captain and tear him limb from limb.

"LET ME GO!" she snarled, struggling in vain.

Tristar touched his lower lip, wrinkling his nose in disgust at the trail of crimson that came off on his hoof. "Savage."

A scarlet haze bled from the corners of Rainbow's vision. She hitched against her captors, but it was no use. Even though it took two of them to restrain her, there was just no wrenching free of them.

The other two guards appeared beside her bearing Twilight between them, their arms looped beneath her shoulders, lifting her hooves off the ground. She looked none too happy about it.

"Well, Dash, this is another fine mess you've gotten us into," she said.

Rainbow stared back in shock. "ME? What did I do THIS time?"

"The same thing you did LAST time! You're so irresponsible!"

"I am NOT irresponsible!"

"YOU ARE! You treat this like some kind of game! Like provoking the Captain of the Guard and leading him on a chase through Canterlot isn't a stupid, immature thing to do! We haven't been trapped between a rock and a hard place like this since that one time when the Princess asked us to *kick out* that dragon!"

"Man, you are FULL OF IT! Some friend you are!"

"I said, we haven't been trapped like this since the Princess asked us to KICK OUT that dragon!" She

gave Rainbow a meaningful look.

Rainbow opened her mouth to deliver a stinging rebuke, but then the meaning of Twilight's words sank in. She stared back at her in confusion, her jaw still ajar.

Tristar signaled his underlings with a toss of his head. "Let's go."

One of them gave her a push, and then the guards began to haul their captives back down the tunnel. Tristar took the point, with Twilight still beside her.

"Or the time when we fought Nightmare Moon in the Everfree Forest, at that old castle in the woods," Twilight continued. "Remember how we lit the spark and got the Elements to work? The light was so bright, you had to CLOSE YOUR EYES."

Rainbow grinned. She gave Twilight a small, nigh-imperceptible nod.

"You're such a JERK, Twilight! I can't believe I ever thought you were my friend!" she said.

"I can't believe it either! I hated your guts from the DAY I MET YOU!"

"Yeah, well, SAME HERE!"

"YOU WONDERBOLTS WANNABE!"

"YOU VI-TOOPER-TIVE EGGHEAD!"

"RAINBOW!"

"WHAT?"

"NOW!"

Rainbow closed her eyes milliseconds before the light exploded from the tip of Twilight's horn, filling the tunnel with a blinding radiance. The guards cried out, their grip went slack, and she kicked out with her hind legs just as soon as the opportunity presented itself, catching the left one in the chest and the right one in the shoulder, causing them to backpedal until they teetered, fell, and sprawled upon the floor.

Seconds later, the white glow which permeated her eyelids subsided, and she cracked one eye open to find the tunnel back to its usual state of darkness. Twilight had already incapacitated her own pair of guards, and that just left Tristar, whom, at the moment, was stumbling around, still shielding his retinas, screaming at the top of his lungs—

"YOU LITTLE DEMONS! HOW DARE YOU! WHEN I GET YOU, I—"

"TWILIGHT! TELEPORT US OUTTA HERE!"

Twilight ran over, placed her hoof on Rainbow's shoulder, and began to concentrate with all her

might. But then—

“NOT THIS TIME! I WON’T LET YOU GET AWAY!”

Tristar lunged at them, tackled them, broke Twilight’s concentration and her grip, and all three of them went flailing into the tunnel wall. The old stones grinded against one another in protest, then gave way.

His hooves suddenly without purchase, Tristar grabbed onto the first thing he found—which happened to be Rainbow Dash. Rainbow snarled and twisted in midair, slithered out from under his encircling arms and sank her teeth into the base of his neck. He howled out in pain. Then, in a flurry of dust and rock, they landed in a heap—

—right in the middle of the conference room.

“What the—”

“By Starswirl’s Beard!”

“Good heavens!”

The shouts went up from the ponies at the table, all of them jumping out of their chairs and backing away from the dust cloud which flew out from the wall.

Twilight hit the ground and all the air went out of her lungs. Lying on her back in a gasping daze, she could only stare up at the ceiling through rapidly-blinking eyes and wait for the world to stop spinning.

Then Princess Celestia appeared standing over her, looking down in wide-mouthed confusion at the three equines who’d just come bursting out of the wall, and Twilight’s heart joined her stomach in its nauseating, flip-flopping theatrics.

“What on earth is going on here?” Celestia asked.

Rainbow and Tristar ceased rolling around on the ground attempting to kill each other, both at the same time glancing up at Celestia, suddenly aware of their surroundings. Rainbow loosed her jaw and spat out the mouthful of Tristar’s flesh she’d been clamping down on. She wiped her lips of the blood.

Tristar shoved Rainbow off and took to his hooves, falling into a bow. “Princess Celestia,” he said. “I—I’m sorry. You’ve caught me by surprise.”

The Princess frowned. “It would seem to be the other way around.”

She passed her gaze over each of them in turn. Celestia gave Twilight a look that was gentle, if not impassive. Then she turned her attention to Tristar, and her face hardened.

When she came to Rainbow, her expression changed to... something Twilight couldn’t quite put her

hoof on. Something that wasn't quite guilt and wasn't quite sadness, but didn't fall far from either mark.

"I'm happy you decided to attend this meeting after all, Captain," said Celestia. "Although I'm afraid you're rather tardy. We were scheduled to begin at twelve. Also, I find myself perplexed as to what my daughter and my star pupil and doing here. I trust you have an explanation?"

Tristar winced. He peered beyond the Princess to the other ponies at the table, still up out of their seats, looking on with wide-mouthed alarm. If he was expecting a sympathetic eye, he didn't find one. Just a lot of fear and Sage Whitehoof with a mocking little smile on his face.

"My most abject apologies, Your Majesty. I was preoccupied seeing to your daughter's safety. I did not want to see her come to harm—"

"You're a jackass and a liar!" Rainbow yelled.

Tristar shot her a sidelong glare. "If you'll permit me, Your Majesty, I would not have been late, except that I was busy pursuing your daughter through Canterlot airspace, and then the bowels of the mountain, for the better part of the last half hour. It seems she took it upon herself to flout a direct order from Princess Luna requiring her to remain in the castle."

Celestia looked at Rainbow. "Is this true?"

"You're damn right it is!" Rainbow said, jumping up and pushing past Tristar. "You've had me locked up in this stupid castle for almost a week! I can't go home, I can't see my friends, I can't even FLY! You might as well just chop off my wings!"

Celestia's expression flickered with... something... but it was quickly swept away behind her customary mask of serenity. After a brief pause, she turned to her sister. "Luna, do you have anything to add?"

The midnight blue alicorn retreated, once more, into the cushions of her chair. "I... well, I did tell her to stay in the castle. In light of the recent political situation, I thought it was for the best. At least until you got back from your fact-finding mission."

"Your Majesty, Princess Luna's concerns were well-founded. It would be extremely unwise for your daughter to roam around unchecked while the Ascendancy remains at large," said Tristar.

Celestia nodded, casting her eyes to the rubble-strewn floor. A frown drew taut across her face as she seemed to wrangle with herself in some sort of difficult internal debate.

She walked past Tristar and stuck her head into the new-formed hole in the castle wall. The four guards from whom Rainbow and Twilight had previously escaped looked out from beyond the crumbling passage, but they stepped aside and bowed as the Princess approached.

Celestia peered down the shadowy corridor. "What is this place?"

“A remnant of the old underground,” said Luna. “They probably used it as a service access when they were building this wing of the castle and forgot to close it off.”

“Did you know this was here?”

Luna shook her head. “There are so many tunnels, Sister. I know the major routes through the mountain, but this one is unfamiliar to me. It’s possible it was just lost to time. We use this room so infrequently…”

Celestia frowned. “See that it’s filled. It’s a security risk.”

“Your Majesty,” spoke Sage Whitehoof, taking stand, “Your illustrious captain raises a valid point, and Princess Luna’s judgment was sound. It’s risky for Rainbow Dash—or Miss Sparkle, for that matter—to go about outdoors without escort.”

As Twilight stared up at her old professor, she felt like she was acting out a dream or living on another planet. Then he met her violet eyes with his compassionate silver ones, and he smiled at her with the same warm, reassuring smile she had always known him for. In that moment, it was like she was a filly again, back in his school, in one of his classes. Her face tingled with the rush of hot blood. She tried to hide her blush.

He saw through her, of course. He always saw through her.

But he refrained from comment. Eyes still twinkling, he looked back at Celestia and continued, “That being said, Your Majesty, there are other options worthy of your consideration.”

Celestia stared at him. “What are you suggesting?”

“Only a metaphor, Your Majesty. One which I would convey to all our friends in attendance today,” replied Sage, sweeping his gaze over all the fearful ponies at the table. “Hope is never lost. It wings its way through starless skies, defying fortune’s night. And even though chaos itself may explode through our walls and leave us in disarray… From the ashes that remain, hope itself may again take wing and blaze with glory renewed.”

He gave Celestia a knowing look.

Realization dawned on Celestia. Her face lit up. Only for a second—just long enough to give Twilight a glimpse of the inspiration that tugged at her lips. Then the budding grin vanished, whisked away to wherever it is princess smiles go when they deign to look intimidating.

“Captain Tristar,” she said, slipping back into regal authority mode.

Tristar dipped his head again. “Your Majesty.”

“I have listened to what you’ve had to say and found no merit in your actions. My daughter’s will is her own, and as a princess of this land, she is subservient to no one—not to me, not to my sister, and

certainly not to you and the Royal Guard.”

The fury and indignation rolled off Tristar in waves. “I... see.”

“Therefore, it is my interpretation that whatever ‘order’ you believed Princess Luna to have given Rainbow Dash was, in fact, a suggestion, and nothing more. You were wrong to act on it. From this moment forward, I decree that Rainbow Dash is free to go and do as she pleases.”

Rainbow pumped her hoof in the air. “BOOM! In your FACE!”

Celestia looked at one of the guards still in the tunnel. “You there. Go and fetch Domo. My faithful student, Twilight Sparkle, requires a room at the castle. Instruct her to provide an ample domicile.”

Uttering an affirmative, the guard departed through the main door.

“Captain Tristar. Perhaps you would care to join the rest of us at the table,” said Celestia, motioning to an empty chair.

Tristar did his utmost to conceal his boiling rage as he marched over and sat down. He stared directly ahead with his hooves clasped together, focusing his anger on a spot on the wall just over Rainbow’s shoulder—although she thought she noticed him steal a not-so-furtive glance in her direction once or twice.

Celestia looked back to Rainbow and Twilight. “It pains me to do so, but I must ask you to leave. This meeting was not meant for your ears. If you wait outside, Domo will be along shortly to lead you back upstairs to the upper halls of the castle.”

Rainbow sighed. “Oh boy. Can’t wait for that.”

“We’ll leave you to your meeting, Your Majesty. I’m sorry if we made too big a disturbance,” said Twilight, having finally picked herself up off the floor and assumed a kneeling posture.

Celestia smiled. “Sometimes a little pandemonium can be a welcome thing. Just between you and me, I find these closed-door deliberations to be every bit as exacting as the Grand Galloping Gala. The stir you caused today was a refreshing change, much as it was then. However, be that as it may, this is an affair of state, and I would ask you to respect its privacy and refrain from any further attempts to eavesdrop.”

“We will, Your Majesty,” said Twilight. “Isn’t that right, Rainbow?”

“Hmm? Yeah, whatever.”

Celestia leaned down and nuzzled Twilight. “It’s good to see you, my student. I’m sure you have many questions. We’ll talk later.”

The physical contact dissipated all of Twilight’s earthly woes. With a smile that didn’t end, she tipped her head into the embrace, savoring her mentor’s touch. Then the Princess gave her a little

push, and she started toward the door.

Rainbow followed behind her, but before she could take three steps, she felt Celestia's hoof on her arm. She looked up into the unfathomable magenta eyes of the goddess.

"Rainbow Dash," said Celestia. "I... I want you to be happy. Cutting off your wings is the last thing I want to do. But Rainbow, you must realize, these are dangerous times. Not since the return of Nightmare Moon has there been such a..."

She stopped herself short. Her face betrayed her inner conflict.

"Please. For the sake of your own safety, don't abuse the freedom I've given you. Exercise caution. Exercise judgment. And for my sake, if you wish to leave the castle grounds, wait until this evening before you take to the sky. I'll come find you as soon as I'm done here."

Rainbow gazed up at her. Emotionless. "This evening?" she repeated.

Celestia nodded. "This evening."

"Alright," she replied after some time. "I've had my wings clipped for almost a week. Guess I can suffer being grounded a few more hours."

With that, Rainbow continued on her way up the cobblestone stairs, to where Twilight stood waiting for her beside a thick, wooden door. She felt Celestia's eyes follow her all the way. Without so much as a word of goodbye, she exited the room.

Twilight was more respectful. "Your Majesty," she said, bowing down to Princess Celestia, and then again to Princess Luna.

With one last, wistful look at her old professor, standing there with a coy little smile on his face, she pulled on the handle and heard the hinges of the old door groan loud in protest. And as she slipped through the gap, his voice reached her ears:

"Gentlecolts, once again, I beg you for your discretion. For even if you confide only in your closest associates under oath of secrecy, who among you can say what ears might not be listening behind hollow walls...?"

The door swung shut with a slam.

And once more, Twilight and Rainbow found themselves all alone in a dreary underground corridor. The only light emanated from a funereal procession of candles ensconced on the walls, which themselves seemed to press in on them, suffocating every last gasp of oxygen and happiness. The only thing that marked these narrow confines as a part of the castle and not the tunnels they had just left were the royal tapestries, although even these were a sad sight, caked with dust and insect-chewed.

Rainbow gave Twilight an odd look. “What the heck was that about?”

Affixed to the door was a brass plaque, filthy and tarnished with age. Twilight’s expression turned hard as she squinted up at it, and in the dim candlelight, read the inscription:

WAR ROOM
QUI DESIDERAT PACEM, PRAEPARET BELLUM

“I don’t know,” she said. “But I intend to find out.”

“P-Professor? May I come in?”

The ebony door rose up, ancient and unknowable. Twilight Sparkle stood before it for a time, staring at her skulking reflection in the brass, flinching at the audible quaver as her voice limped down the spiral stair to the floor of the tower, and pretty much feeling like an idiot.

She knocked again, and again there was no answer. Trying the knob, she found it unlocked, and she nudged it open a crack. “Professor?”

The bedroom was immaculate. It had all of the castle’s customary garnishes—expensive marble, elegant furnishings, beautiful latticework, and the like—but not a single personal item adorned it. No artwork, no photographs, no trinkets, tokens, or mementos. The bed might have gone unslept in for a hundred years for how neatly made it was, and Twilight was especially bewildered to see not a single book peeking out from the long-running shelves.

“Twilight Sparkle! Is that you?” said Sage, stepping into view.

She felt the beginnings of a grin, the hot blush creeping up. All those hours in school, listening to his lectures, gazing awestruck at his magic, hanging on his every word... A dozen years of inspiration flashed in front of her eyes.

But she put on an even face. *Professionalism. Sophistication. Maturity. You’re an adult now, Twilight. So act like one.*

“Um... H-H-Hello, Professor Whitehoof,” she heard herself say.

She facehoofed. *Nice job, Twilight. Very sophisticated.*

“Well, don’t just stand out there on the steps, my dear girl! You didn’t have any difficulty making an

entrance a couple of hours ago. I don't see any reason why it should trouble you now. Please, enter."

Twilight did just that.

Sage strolled over to the desk and picked something up. A small hand mirror, by the shape of it, with the looking glass wrapped in velvet cloth. He levitated it into a little trunk, which Twilight now noticed at the foot of the bed, and then he gently shut the lid.

"Are you packing?" she wondered.

"No. Quite the opposite. Princess Celestia has invited me to stay here at Castle Canterlot for the next few weeks, that I might oversee... certain things. I'm free to decline, of course. But just between you and me," Sage said with a wink, "I think I'll stay."

"Really? I mean... are you finding the accommodations satisfactory?"

He smiled. "You always were one for formalities. I've outgrown them, myself. But then again, I have a few more years under my belt than you.

"Why, I remember the day Princess Celestia first brought you to my door. It wasn't so long ago, you know. Oh, I'm sure it seems an eternity to you, but to me, the years are like chariots, racing past on wheels of light. One thing, though, which I'll never forget... even back then, while all your classmates were busy magic fingerpainting, you still had your little nose buried in a textbook."

Twilight turned a deeper shade of crimson. With every expert pull at her heartstrings, she felt her resolve weaken and crack, as the barricades of her self-consciousness threatened to come down in face of a torrent of roiling emotions. She wanted so badly to reach out to him. To show him how much she cared, and how she hadn't forgotten.

Sage continued, "Of course, as grown-up as you fancied yourself, you always found it in you to put aside those little formalities and greet your old professor with a hug..."

That was it. The dam burst, and all her pretenses about maturity and adulthood fell forgotten by the wayside. Twilight ran to Sage, embracing him in friendship.

Sage's silver eyes twinkled. "It's been too long, Miss Sparkle."

"Oh, Professor, I'm sorry. I've been so preoccupied with my advanced studies, and the Princess, and my friends in Ponyville—"

"Nonsense, my dear," said Sage, returning the hug in earnest.

He strolled over to the hearth and reached for an amber bottle on the mantle. "The magic of friendship is ancient and powerful. It's well worth your study. Would you care for a drink?"

"Oh... No, I couldn't."

"You're a grown mare now. You're welcome to share in a drink with your senile old headmaster if

you like.”

“Thank you, Professor, but I’m alright,” said Twilight. She paused for a few moments to ruminate on his words. “Do... Do you really think my studies in Ponyville are important?”

Sage smiled distantly as he poured into a glass. “Absolutely, I do. And Princess Celestia shares in that opinion, to say nothing of Princess Luna. As much as you are Celestia’s protégée, I think you will find you have no greater advocate than the young princess of the moon.”

“Really?”

“She has much to be thankful for, and at least six ponies to whom she owes her gratitude. None of them more so than you. As a matter of fact, we all owe you a great deal.”

Sage sighed. “But I’m a sentimental fool. Forgive me. The hour grows late, and I’m sure you didn’t come all the way to the West Tower to listen to me prattle on.”

“Professor...” Twilight struggled to find the right words.

She approached him again, crossing the room to stand beside him at the fire, and touched him tenderly on the shoulder. “Just being here, with you... Being able to talk to you again, after all this time... It’s well worth a walk in the dark back to my bedchambers.”

Something moved in Sage’s eyes. “You’re too kind.”

Twilight opened her saddle pack and produced the letter. “This came to my home at the Ponyville library yesterday. I assume you sent it?”

“Indeed, I did. Thank you for answering the summons so promptly. I feared you might delay in coming to Canterlot. As intentionally vague as the letter was, it pleases me to see you correctly interpreted its urgency.”

The young unicorn’s brow knit in confusion. “I don’t understand. The last time I got a letter that was anywhere near this serious, a dragon had taken up residence in the mountains west of town, and Princess Celestia asked me to convince it to find another roost. That letter wasn’t vague at all, though. Why the sudden need for secrecy?”

Sage seemed to mull over the question as he stared into the crackling fire, raising his glass every now and then to take a drink.

“Twilight, do you remember the Three Pillars?” he asked at last.

“I—well, yes, of course. Wisdom, Fortitude, and Devotion.”

“Qualities that your friend, Rainbow Dash, sadly lacks. She has a fiery temperament, as you know, and a chip on her shoulder where school and learning are concerned. It wouldn’t be a problem if not for her newfound powers, for what Rainbow Dash lacks in control, she makes up for in raw magical

ability.”

“Are you sure we’re talking about the same Rainbow Dash?”

“Last Wednesday, in a fit of rage, she blew up the royal dining room.”

“She *blew up the dining room*?” Twilight struggled to wrap her brain around the concept of her high-flying pegasus friend slinging spells, and she came up a mile short. She defaulted to sarcasm. “What happened, did somepony insult her favorite Wonderbolt or something?”

Sage chuckled. “There was a little more to it than that. Regardless, it stands to reason that Rainbow Dash is a force of nature. Most of the time, her powers lie dormant beneath the surface... but unchecked by careful study, they have a proclivity to explode forth with all the sound and fury of a volcano. She’s a danger to herself and everypony around her, and so she requires a guiding hoof to teach her the ways of magic. Which is why I’ve nominated you for the task.”

“What? Me? I’ve never taught anypony anything in my whole life!”

“There aren’t very many things in this world more powerful than the magic of friendship, and the bond between you and Rainbow Dash runs deep indeed. You are the pony for the job.”

“But—But—”

Sage’s smile faltered. “Of course, it’s up to you. You are free to decline if you wish. I only hope Princess Celestia won’t be too disappointed...”

Twilight’s eye twitched. “Disappoint...? The Princess...?”

Sage downed the rest of his liquor, then turned away to pour himself another drink, pausing briefly to admire his victorious smirk reflected in the bottom of the glass.

“W-Well, I wouldn’t want to disappoint Princess Celestia...”

“You’ll do it then? Oh, I’m so happy to hear it!” said Sage, clapping her by the shoulders. “Now, don’t fret about a thing. Just make up a list of the items you’ll need brought from your home in Ponyville, and I’ll see that a courier is dispatched to pick them up.”

Twilight looked confused. “Items? From Ponyville...?”

“In preparation for your extended stay, of course,” Sage explained, as if it were the most obvious thing in the world. “I’m sure there are plenty of things you’ll need that you didn’t pack—textbooks, spellbooks, glyphs, charts, reference materials...”

“Spike—”

“—would be better to remain in Ponyville. You’ll want your dragon there so you can send letters to your friends, won’t you?”

Twilight's mind reeled. The conversation was moving too fast.

Sage quelled her anxieties with a reassuring smile. "It's admirable of you to volunteer for this duty. Truly, Rainbow Dash has no better friend in the world. And Princess Celestia has no finer pupil."

"Th-Thank you, Professor," said Twilight. "But... if I'm really going to do this... I think I'd rather go back to Ponyville and do my own packing. I don't know how I feel about the idea of some stranger going through my things, and I never actually said goodbye to any of my—"

"I would advise against that." A hard look swept across Sage's face.

Twilight was taken aback. "Professor?"

"Miss Sparkle, you're a bright girl, and you've known me long enough to trust my judgment. Trust my judgment in this. Stay in Canterlot. Don't go back to Ponyville, and don't venture outside the palace alone."

With those ominous words, Twilight remembered the purpose of her visit. The secret meeting in the lower chambers of the castle, and all the dark things she had overheard from behind that decrepit wall. Curiosity vied with apprehension as she regarded her old teacher, searching for an explanation amidst all the shadows at play on his face in the fitful orange glow of the fire.

"I grew up here in Canterlot," she said, her eyes narrowing. "Before I moved to Ponyville, I lived here for practically my entire life. Nopony has ever told me it wasn't safe to go outside before."

Sage sighed. "Twilight..."

"And the letter. You never answered me when I asked you why it was so vague. You just changed the subject."

"Twilight."

"And that meeting you had with Princess Celestia and Princess Luna, down in that room—that *war room*—"

"Twilight. Please."

"No, Professor," said Twilight, her face taking on a stony countenance all of its own. "There's something going on. If it's drastic enough that you don't want me to leave the castle, I think I have the right to know why."

Sage mustered a weak smile. "I wish I were at liberty to tell you. Two nights ago, the Princess visited me at my home to ask for my expertise in this ordeal. I swore to her then that I wouldn't divulge any of the secrets she revealed to me—secrets she's worked very hard, over many months, to unearth; secrets that ponies much younger and more nimble than I am have risked their lives to come by. I can't betray all that, Twilight. I can't violate that trust. Not even for you."

"I... I guess I can understand that. But—"

"Shh. Listen to me, Twilight."

As he stood there nursing his drink, age itself seemed to seep into his every feature, clouding his eyes and evaporating the levity and the vigor that Twilight had always known him for.

"An old stallion sees many things, in his days upon this earth, that he would sooner forget than go on remembering," he said, his voice heavy with gravity. "I'm old, Twilight. Older than you know. And the things I've seen in my life... Tragedies which ended empires. Injustices that scar the soul. Love so bright, it could light up the sun, turned as cold and dark and desolate as the moon."

"All your life, you've known only peace and pleasantness. A world in harmony under the banner of Celestia... and now Luna, as well. But there are still some ponies who are like me, who are old and full of memories. Who remember the tragedies and the injustices, yet who've forgotten the love. Time has turned their passion to madness, and their bitterness into the worst kind of religion."

Absently, he swirled his glass, peering down at the little vortex which churned the brandy. "Hate is a violent, dangerous, all-consuming thing. It lures in the best of us with false promises and inflamed rhetoric, and one need only wade into it haunch-deep to find oneself seized by the current and swept down to its hungry depths. It seems a few of Equestria's youth have been snared by this undertow, pulled in from the fringes of society to serve a master much more sinister than they realize. It has nothing to do with you—or with Rainbow Dash, for that matter. That this comes on the morn of her Unity is a fluke of timing. No, this has been brewing for a long while now. Especially since the last Summer Sun Celebration."

"Does this have anything to do with Nightmare Moon? With what my friends and I did last year to stop her?" asked Twilight, searching out his eyes. When she found them, she held on and didn't let go.

"I can't tell you that," said Sage. "Believe me. I wish I could."

The darkness wrapped around him now as the fire began to burn out and its orange radiance retreated behind the logs. Sage levitated a poker from the rack beside the hearth and nudged the wood. The flame surged with renewed life.

"Heed my advice," he said. "This castle has stood, impenetrable, since the time of the Coronation. It has never been assaulted. It has never been breached. And as much as our resident captain of the guard might like to boast, it has less to do with the diligence and training of his ranks than it does with the enchantments placed upon the cornerstone. As long as you have a hoof inside the castle or on its grounds, no harm may come to you from anypony with malice in their heart."

"You are destined to do great things, Twilight. Heed my advice. Don't go back to Ponyville. Don't risk your future and your life. Some things are more important."

Sage ended his monologue, and then the room knew only the crackle of the fire, and the whistle of

the wind through the gaps in his curtained window. Twilight was quiet for a long, long time.

At last she spoke again, “My friends. The other Elements of Harmony. Applejack, Pinkie Pie, Fluttershy, and Rarity. Are they in danger?”

“The Princess has placed them under constant surveillance. No harm should come to them.”

“But it could?” Twilight asked, the anxiety rising in her voice. “Maybe you should bring them all to the castle. I mean, if it’s really as dangerous as you say—”

“They have lives. They have stores and farms and animals to tend to, and they have families who love and depend on them.”

“But—”

“Don’t spend your hours fearing for them. They’re under the Guard’s protection. They will be safe enough.”

Twilight’s head spun. “I—I don’t know what to say, Professor. This is all so much. When I left Ponyville this morning, I never expected...”

Sage smiled. “Fortitude, Twilight. Fortitude and Wisdom. Don’t fear. This isn’t your burden to bear. Just walk the path in front of you, and let me handle the rest. Rainbow Dash needs your help.”

Twilight nodded, lost in her thoughts.

Sage patted her on the shoulder. “It’s almost night. You must be tired. Would you like me to walk you back to your room?”

Twilight shook her head. “No. I’m fine. I... I think I need some time by myself to go over all this in my head, anyway. Thank you for everything you’ve told me.”

She took him in a hug again, wrinkling her nose as the silvery hairs of his beard tickled her. After a few moments, she broke it off, and with one last nod and the smallest smile, she marched over to the door.

Her hoof stopped inches from the knob. Then she remembered...

“Professor... What is the Ascendancy?”

The breath hitched in Sage’s chest. He stared into the fire.

“A Brief History of Equestria, Part One, Chapter Two, Page 171. The Canterlot Archives should have a copy,” he replied at length. “If you can’t find the answers you’re looking for there, ask me tomorrow at the end of the day, if by then the whole world doesn’t already know. By the grace of Celestia, I pray that won’t be the case.”

Twilight nodded. "Thank you, Professor. Good night."

The door glided silently open, and Twilight slipped out. Sage listened to the sound of her hoof-falls as she circled down the stairs to the base of the tower and out onto the castle ramparts.

He continued to stare into the fire for a long time after she left.

Then, with a cursory glance toward his trunk, he set the brandy glass back on the mantle and reached straight for the bottle.

The setting sun stroked the marble fixtures of the East Garden with a golden brush, tinting everything its dazzling shade of yellow. On top of a certain alicorn statue lay Rainbow Dash, gazing skyward with her arms behind her head. Nearby, the caretaker worked a rose bush, listening to her relate the day's adventures.

"...and then he called me a PEASANT! That stupid asshole!"

At least, she would have been speaking about the day's adventures if she didn't keep coming back to the subject of Tristar. Over the last fifteen minutes, she had called him by every bad name that was in the book and a few that weren't.

"And then—THEN—he tells me I haven't got any honor. Like he's the most honorable pony ever to walk the face of the earth! And not even ten seconds later, he tackles me THROUGH A WALL!"

"It looks like ye survived, lass."

"Yeah, but seriously, what kind of guy DOES something like that? I'm supposed to be a freaking princess, and BAM! Right through three inches of solid rock! Can you believe that?"

"Actually, I can."

The navy-blue pegasus took off his straw hat to wipe the sweat from his forehead, gazing up at the plant with hard-set determination. It was a big, overgrown thing, towering twice his height above him, with no more than a couple early-spring roses peeking out through the gangling mess. He took a minute to look at it critically, then went straight for the shears, lopping off huge swaths of foliage until it was down to hock-height.

Rainbow glared. "What? You're saying there's a reason why he had to go all linebacker-mode on me?"

"That's a foolish question. There's a reason for everything."

“Oh yeah? And what’s his reason?”

“It seems fairly obvious to me.” Snip. Snip. Snip. “He doesn’t like you.”

“Well, the feeling’s mutual!” With a petulant little sneer, she rolled off her perch and took to the air, drifting over to where the pegasus worked, still staring up at the sky as her wings beat lazily beneath her.

“Aye, lass, you can hate him if you choose. It won’t make a difference to him, though. You’ll always be a bam to him.”

Rainbow flipped over in mid-air to give him an odd look. “A what?”

“A bam.” Snip. Snip.

“What the hay does that mean?”

“It means he won’t be voting for ye in any popularity contests.”

“Well, I coulda told you that already!”

She watched with mild interest as he lowered his shears and kneeled beside the freshly-pruned bush, sweeping out the brush with his hooves and tossing it into a pile. Once that task was done, he took each rose cane in his arms and began to gently strip them down.

“What are you doing, anyway?” she asked.

Scrape. Rustle. Scrape. “Taking off the leaves.”

“Why?”

“So they can grow back again.”

“You just cut the whole thing down to a shrub. What’s the point?”

“The point is to clean it of any insects or diseases that might’ve taken hold. Sometimes ye have to tear out what’s there in order for the plant to grow back up healthy and strong. Don’t worry, she’ll come back tall over the spring and summer. This time next year, I’ll have to trim her down to size again.” He grinned. “I always do.”

He continued to strip the plant, skimming his hooves along the canes in long, downward strokes until all the foliage came off. It was only a few minutes before the bush was brought down to bare sticks and all of the leaves found their way into the pile. When he finished, he stood up again and turned to face Rainbow.

“Now then, lass, how is everythi—” He broke off mid-sentence when he noticed the frown still etched into Rainbow’s face. “Oh, come now, you aren’t still on about that daft captain, are you?”

“So what if I am?” She flipped over again, picked out one mischievous little nimbostratus cloud bobbing his way through a patch of cumuli, and made him the focal point for all her anger. “Guy’s a jerk.”

The old blue pegasus dusted off his hooves and looked off at the sky with her. “Aye, that he is. But what good will it do sit and stew?”

“I just wish I knew why the guy hates my guts so much. I mean, yeah, I probably didn’t do myself any favors when I started running my mouth about his extended family, but that dude’s had it out for me since the day we met.”

“Tristar isn’t some lowly servant. His position as captain of the guard is honorific. It’s been in his family for umpteen generations, passed down from father to son over the centuries. He belongs to a noble caste. He’s a member of the High Court of Canterlot.”

Rainbow turned up her nose. “I don’t see what’s so noble about him.”

“He is what he is, and his noble house happens to be among the most exalted in all the kingdom. His ancestors were some of the most virtuous, courageous, and self-sacrificing ponies ever to lay down their lives in the name of Equestria.”

A smile passed over the caretaker’s face as he stooped down next to the leafless bush again. “They were also some of the proudest. It’s a load of rubbish, lass, but as ye learn the ropes of Canterlot, ye’ll come find the same is true for a lot of the old clans. As the years fade into decades and the decades into centuries, so do titles fade into entitlement.”

“I still don’t see why he’s gotta be such a jerk.”

“The High Court isn’t the most accepting lot. They’re a loud-mouthed bunch of blaggards, and they place a lot of weight on things like pedigree and purity of birth, which you have naught of. I gander your prominence seems very much like an intrusion to them. Then there’s the social order to think of... For a millennium, Princess Celestia has been the fulcrum on which they teeter and totter—and then to have you show up! I’ll betcha five bits they’re all scared out of the gourd you’ll disrupt the status quo, and suddenly Celestia won’t be granting them favors anymore.”

“Good! If they’re anything like Tristar, she oughta just fire them all!”

The caretaker smiled. “Aye, well, that might be wee bit hard. They’re a tad entrenched in way of things anymore, and they wield a lot of power and money. The Princess would have less of a rabble on her hooves if she sacked the all of Parliament.”

Rainbow yawned. “This is super interesting and all, but it still doesn’t change the fact that Tristar is a—what are you doing *now*?”

The old pegasus leaned over the naked canes of the rose bush, giving each one a close eye as he sifted through them. “I’m inspecting the plant. Trying to decide what’s worth keeping.”

“But there’s barely anything left of the plant! You just cut it down to a third of its size and took off every single leaf!”

“Aye. And now I’ll cut her down even more.” He picked out one of the canes in the back and turned it over in his hooves. A frown curled his lip. “Ack. Discolored.” He reached for the shears again.

Rainbow only watched for a minute or two more before she realized how totally, utterly, mind-numbingly bored she was. She flew back over to the alicorn statue and threw herself onto it with a strangled groan.

“ARGH! This SUCKS! I wanna cruise the sky so bad!”

Snip. Snip. Snip. “Well, what’s stopping ye?”

“Stupid Celestia, wasting my time again. As if the last however-many days weren’t bad enough, she’s gotta keep me waiting for hours until her dumb meeting lets out.”

“I’m sure it wasn’t her choice, lass. As the ruler of this kingdom, there are a lot of tasks on her plate which aren’t exactly a barrel o’ monkeys. It takes patience and sacrifice.”

“Sacrifice,” Rainbow muttered. “What a stupid word.”

“It’s an important word.”

She shot the caretaker a look. “What’s so great about sacrifice?”

“It’s a sacred thing. There wouldn’t be an Equestria today if not for it. The next time ye chance to open a history book, ponder, sometime, why there are so few alicorns left in the world, or how this harmony came to be. Little is possible without sacrifice. Celestia has learned that well over her millennial reign, and in time, so will you.”

He finished clipping away at the bush and stepped back to admire his work. With a satisfied smile, he laid down his shears and disappeared off to the shed around the corner. He returned with a wheelbarrow a couple minutes later, squeaking and trundling across the lawn to stop in front of the sizable pile of brush. “Would ya mind giving me a hoof with this?” he asked Rainbow.

“Huh? Oh. Sure.”

Rainbow jumped down off the statue and approached the leafy heap. She picked up a few sticks between her teeth and dropped them into the bed of the wheelbarrow. Then she did it a couple more times.

She would have kept right on doing it if the caretaker’s unimpressed look hadn’t stopped her in her tracks.

“Whafft?” she garbled out from around a mouthful of twigs.

“I meant with magic. That horn of yours could take care of this job in two shakes of a lamb’s tail.”

She spat out the foliage. “Huh? Magic? I don’t know any of that mystic mumbo-jumbo. I’ve only had this thing for a couple weeks.”

“Well, I thought—”

“And what’s with the smear against lambs, anyway? Some of my best friends are lambs.”

“Ah, well, forgive me for being so improper,” the caretaker said with a roll of his eyes. “Might want to consider brushing up on your spells. I’ve known enough unicorns in my day to say magic is a useful skill.”

“So how do you want to do this?” Rainbow asked.

The pegasus picked up a branch in his jaws. “The old fashioned way.”

They worked together for the next five minutes, clearing away all the pruned plant-life. When everything was said and done, a veritable jungle of vegetation spilled over the lip of the wheelbarrow. The caretaker took hold of the handles and made ready to cart it away.

“Time for me to go,” he said. “Don’t worry your head. Celestia will be along shortly. Just give her time.”

Rainbow sighed and sat down against the base of the statue. “See ya.”

“Eyes forward, lass. Eyes forward.”

The caretaker gave her another one of his crafty little winks. Then he started on his way back down the garden path, whistling a jaunty tune as he pushed the wheelbarrow along.

Rainbow just kept staring straight ahead, unblinking, expressionless, as he turned the corner and departed out of view. As the sun reached the end of its daily transit, and the amber-tinted grass shifted to hues of gray and violet beneath the darkening sky.

Ten minutes passed. She closed her eyes.

When she opened them again, there was Celestia right in front of her, coming up the same walk the caretaker had just left by. Her multicolored mane streamed off to the side of her in the gentle breeze.

And... And there was something different about her. It took Rainbow a few seconds to figure out what it was.

She was smiling.

Not the strained kind of smile she had put on the other evening when Rainbow ambushed her in her office. Gone was the usual uncertainty, the apprehension, the weakness that Rainbow had come to expect of her and disdain her for. Instead, just an easygoing smile. And a twinkle in her eye that said

she was planning something.

“Hello, Rainbow.”

Rainbow gazed up at her with a puzzled look. “What’s up?”

Celestia stopped a short distance away. She leaned down to meet her daughter at eye level. “I’m sorry I took so long. I know how anxious you are to fly. I think I might just be able to do something about that... but if you’ll come with me, I have a little surprise for you first.”

Rainbow perked up. “Surprise? What surprise?”

Celestia just smiled. “Come with me, and I’ll show you.”

“Alright. I’ll play.” Rainbow picked herself up off the ground, cracking her neck back and forth. “Where are we going?”

“Up!”

A mighty gust from her wings kicked up a storm of petals and leaves and blades of grass. Rainbow dug in her hooves and shielded her eyes as the sudden whoosh blew back her mane. The Princess skyrocketed high into the air, up and away.

“Come on!” Celestia shouted from twenty feet above. “What are you waiting for? I thought you were the fastest pony in Equestria!”

Rainbow snorted. “Is that a challenge?”

“It’s more than a challenge!” Celestia smirked. “It’s a race!”

“Oh, it’s on!”

She shot off the ground like a cannon. As soon as her hooves left solid earth, Celestia tore off into the night, pointed toward the lilac towers and twilight rooftops of the castle.

Rainbow took off after her, teeth grit and wings pushed to their limit, powering upward as hard and fast as she could. The graying landscape of the garden spiraled out of view beneath her, and then it was just her and the open sky.

And Celestia.

Far out in front of her, the goddess soared. Not flew, but *soared*, as if she were riding uphill on an invisible train. Her wings flared out, but she didn’t flap them. Not once. It was like every molecule of air just leapt out of her way to allow her to slip between the streams.

And Rainbow was stuck behind.

She pumped her wings for all she was worth. Celestia’s contrail arced around the golden domes, fifty

feet of pastel rainbow blazing through the dark of dusk.

Now sixty feet.

Now seventy.

Rainbow growled and pumped her wings all the harder.

Up was the hardest way to fly, and she was starting to feel it in every muscle of her body. Her lungs heaved, and her heart pounded a drumline in her head, and the wind screamed in her ears, and now she was eighty feet behind, and now she was ninety—

“What’s the matter?” shouted Celestia. “Can’t keep up?”

Anger. Little flashes of anger going off like fireworks before her eyes.

“You wish!” she yelled back. And still she flapped. Faster. Faster.

So what if she couldn’t beat Celestia on the ascent? She’d make up for it on the straightaway. All she needed was a little downward momentum. As soon as she heard the whistle of that mach cone, she’d have the whole thing won. Fifteen seconds of straightaway was all it would take.

Celestia swerved around a corner.

She swore.

Then she followed.

Above the magisterial halls of the throne room, between the tapering towers, they flew, the little fuchsia flags atop every spire painting them a narrow racetrack. This was it. Her straightaway. She could feel the mach cone stirring up, the air pressure whipping against her face—

Celestia swerved again.

Rainbow slammed on the brakes and veered sharp, barely managing to avoid slamming into the observatory dome. She snarled. “You’ve gotta be kidding me!”

And on, they went. Celestia threaded the battlements and looped the turrets and took a hairpin turn every other second, and Rainbow chased her, not quite catching up, but not losing ground anymore, either.

And as they went on, she began to feel something bubbling up inside.

Fun. Exhilaration. Happiness.

And something else.

Something to do with Celestia. Something she hadn’t ever felt before.

Something she didn't quite know what it was.

They flew around the pointed tip of the West Tower, the whole of the valley laid out beneath while the moon smiled down from the amethyst sky. Celestia still out front, Rainbow not far behind.

And then she saw it.

Sitting on a ledge of the mountain, where the waterfall crashed down from the snow-covered peak. A round marble building, like a miniature Colosseum, tucked away amidst the crags and crevices.

It was the finish line. It had to be.

And Celestia was flying straight for it.

Celestia was *flying straight*.

Rainbow grinned a devilish grin. She trimmed her wings.

The mountain loomed large, the speed blurred her vision, the scream of the mach cone rang loud, rang shrill, she nosed up, tightened her body, came up fast on Celestia before Celestia even knew what was happening. By the time the goddess realized, it was almost too late, but she kicked it into high gear at the last second, and then they were racing side-by-side, neck-and-neck, down toward the mountain, down toward the finish line. There wasn't enough distance to pull off a rainboom, but Rainbow knew she was fast enough to win, she just knew it.

Because the only thing Rainbow Dash liked more than flying fast—

They dived in unison toward the open top of the building—

—WAS WINNING.

One final burst of speed, and Rainbow pulled out front. They plunged down beneath the marble rim, past the columns and the arches, toward the finish line, toward the floor.

Rainbow's hooves touched down first.

Not half a second later, Celestia landed beside her. "Oh, my, that's the most fun I've had in ages!" she laughed. "But I have to hand it to you. You won the race fair and square."

Rainbow panted. "Ha... Ha... You actually... thought you could win?"

"Against Equestria's best young flyer? Oh no, of course not. I thought I'd give it a try though. You have to admit, I came close."

"Give it a... few more... centuries... of practice... and you might just... stand a chance... of beating me!"

Rainbow's legs buckled. She promptly collapsed onto her back.

"Hold on... just gimme a minute... to catch my awesomeness..."

Celestia leaned down. "If you're winded, a drink from the pool might slake your thirst. It's fresh, clean, ice-cold mountain runoff. Don't worry about the animals. It's enchanted for purity."

"Pool...? Animals...? What the hay are you—whaaaaa?"

Only then did Rainbow open her eyes to the vast, circular lake which stretched eighty feet from side-to-side, dominating the whole floor of the amphitheater. At least a dozen fountains fed into it, adding their gushing white water to the placid blue. And all around, there were towering trees with trunks that shined like pearls in the moonlight and leaves of every color under the sun.

And there were birds. Hundreds of them. Eagles and hawks and owls and parrots and toucans and sparrows and ospreys and loons and doves. Peacocks strutting across the grass with their tails on full display. Giant pink flamingos with dopey grins balancing one-legged in the water.

Rainbow groaned and climbed back to her hooves again.

"How do you feel?" asked Celestia.

"Like I just dropped into Fluttershy's dream come true." She watched in disbelief as a trio of ducks floated up to where they stood on the bank, quacked, and took off laughing amongst themselves. "What is this? Some kind of bird zoo?"

"This is the castle aviary. It's what I wanted to show you."

Celestia pursed her lips and whistled. There was a flicker of orange, a shock of flame in the treetops, and then a huge, fiery bird swooped down and landed on Celestia's hoof. It was—

"Philomena, this is Rainbow Dash. I believe you met before, correct?"

The phoenix flared out her wings in greeting. A plume of fire went up from the tips of her feathers.

Rainbow stared, open-mouthed. "No way."

"Aren't you going to say hello to Philomena, Rainbow?"

"Er... Yeah. What's up, Philomena? Long time no see."

Philomena cawed a hello.

If the blaze of the phoenix was anything to write home about, the fire that burned in Celestia's eyes was something even warmer.

"Hold out your arm, Rainbow," she said.

Rainbow stared up at her suspiciously. “Why?”

“So Philomena can perch on it, of course.”

“What? N-No, I don’t think that’s such a good—”

“Shh, Rainbow. Trust me.”

With trepidation, Rainbow extended her hoof. Philomena opened her wings and took flight, and a burst of hot air washed over Rainbow as the phoenix gave one mighty flap. A second or two later, the fiery bird made the short hop onto her vulnerable, exposed, very-much-not-fire-resistant arm. Rainbow flinched. And then...

Nothing. There was no heat. No pain. No burnination.

“She’s... She’s cool,” Rainbow said.

Philomena flared her wings and preened.

Celestia smiled. “Philomena thanks you for your compliment.”

“No, I mean she’s literally cool. As in, the opposite of hot.”

“Phoenixes only scorch their enemies and those who seek to do them harm. To everypony else, they’re as mild as a daisy.”

Rainbow grinned and sat down at the shore of the pool. She stuck out her other hoof, and Philomena jumped between them, her fiery plumage rustling against her mane. “This is wicked awesome.”

“I’d like you to have her.”

Rainbow stared in disbelief. “What?”

A wisp of sentimentality graced Celestia’s face. She reached out with a delicate hoof and stroked Philomena under her beak. The phoenix gave a soft coo. “Philomena has been my companion for hundreds of years, for countless dozen life cycles. Ever since she was a hatchling, when I saved her from a liontaur in the grim reaches of the Fringe. I arrived too late to rescue her parents—”

Philomena gave a little caw and rubbed her face up against Celestia’s, as if to reassure her. Celestia smiled and closed her eyes.

“—but life goes on. It always does. And over the centuries, Philomena has proven to be the truest of my friends.”

“So where’s the part about me having her come in?”

Celestia chuckled. “That was probably a poor choice of words on my part. Philomena isn’t a

possession to be had. She has a life and a family of her own. But I would like for her to become your companion, just as she has been mine. When you leave Canterlot, let her go with you. When you fly, let her fly by your side.

“This, I ask of you, Rainbow. It’s my only request. I don’t wish to keep you from flying and pursuing your dreams. But with Philomena by your side, at least I’ll know that you’re safe.”

Rainbow was at a loss for words. “I... I don’t...”

“Promise me you won’t fly alone without Philomena with you.”

“Y-Yeah. Of course,” Rainbow said. Then, seconds later, “What’s going on? Does this have anything to do with that thing Twi and me dropped in on earlier this afternoon? That big conference with Princess Luna and all those other ponies?”

“Do you know how to whistle, Rainbow?”

Rainbow blinked. “What? I... yeah, I know how to whistle. But what’s that got to do with—”

“If you ever want to call Philomena, just put your hoof between your lips and blow. Like this.”

Celestia demonstrated. A sonorous note rang forth, golden and pure. At the sound of the note, Philomena stirred on Rainbow’s hoof and gazed at the Princess expectantly.

“She’ll hear you from anywhere in the world, and she’ll come as fast as she’s able to. That’s another aspect of phoenix magic.”

“But what about—”

“Shh. Now you try.”

A trickle of annoyance seeped through the cracks in Rainbow’s poker face. She did as Celestia said and blew a whistle. Once again, the phoenix stirred, staring at her with a deadpan expression, which Rainbow figured probably translated to something like, *‘Really? Did you really just whistle at me from two feet away? I can hear you any place on earth. What the hay are you bothering me for?’*

She cracked a wry grin. “I hear you, buddy.”

“Promise me you won’t go flying without Philomena.”

Rainbow frowned. “I already did.”

“Promise me, Rainbow!”

“I promise! I promise, already! Jeeze!”

Celestia’s hard gaze relented. “Then fly high, Rainbow Dash. Fly high, and may the winds be at your

back. Fly high, and make every second you have on this earth matter.”

She stared off into the heavens. The moon caught her eye, sliding out from behind a ghost of a cloud, and a dark look fell over her face.

“Because there’s no way to know what tomorrow will bring.”

Tuesday morning was well underway in Lower Manehattan.

From the sparkling blue waters of the East River to the banks of the Studson, rimmed with piers, like rows of teeth, and from there out to the harbor, where the steamboats chugged across the bay to the tempo of paddle wheel splashes and belches of white. From the forested walks of Central Park, where the sophisticates were already a-stroll in their finest top hats and monocles, reveling in the chance to see—and be seen by—their fellow emissaries of the urban elite; to the gargantuan constructs of girders and rebar, rising upward from the quaint dwellings of yesteryear to challenge the pegasi’s dominion over the sky.

And Tuesday morning was well underway atop the Equestrian State Building, where no fewer than a hundred officers of the Royal Guard and the Manehattan Police Department stood gathered. All of them had their eyes fixated on the downtown city streets.

Lording over them, imperious and tall, was Tristar. As he paced back and forth along the rim of the antenna spire, looking down on the troops at his command, a tide of scorn seemed to roll off of him with every bold stride and gallant toss of his mane.

The tension was thick enough to cut with a knife.

Rumors had filtered down the ranks, of course. Rumors of an unseen peril, cloaked in darkness, building in the underworld day by day, as fast and intangible as the shadows it inhabited. Even the lowliest grunts, too pathetic and ignoble to be briefed, had insight enough to glean a sliver of the dread which gripped the hearts of their superiors.

Yet nothing had happened. As the morning sun crested the pinnacles and rooftops in the east and shined down upon the city, all was peaceful in Lower Manehattan.

It was... just another Tuesday morning.

Tristar glared through a pair of binoculars. Far off in the distance, on a remote construction site, a company of hardhatted construction ponies were slaving away, swarming over the skeletal frame of a skyscraper like insects over fresh-picked red bone.

“Captain Tristar, sir,” one of the police lieutenants addressed him.

Tristar growled and lowered the binoculars. “What is it?”

“It just turned nine-thirty, sir.”

“And?”

“And... And you asked to be notified every half hour, sir.”

“I know what I asked. Do you think you need to inform me of my own orders?” Tristar snarled.

“I—no, Captain Tristar, sir, I don’t think—”

“Precisely. You don’t think. Now shut up, fool, and let me do my job.”

Tristar turned on his hoof and stormed away.

Nine-thirty meant it was report-in time. An unfortunate necessity, as it meant he had to interact with that moron, Sage Whitehoof. Tristar shot a withering glance at the uppermost rooftop platform, where the old fool was “hard at work” talking to Princess Celestia. Damn his eyes.

He approached the metal stairway that led up to them, then stopped at the foot of it, surveying it with disdain. With another proud toss of his head, he opened his wings and gave them a mighty flap, took to the air, and landed lightly beside the Princess and... that other stallion.

Tristar immediately fell into a bow. “Princess Celestia.”

“Arise, Captain,” said Celestia. “We haven’t time for such formalities.”

“Of course, Your Majesty. Forgive my interruption, but the half hour has arrived, and we require the magical ability of this... wizard... to make the rounds.”

Tristar’s contempt was thinly masked, but Sage just smiled right on back at him with a twinkle in those silver eyes. “Certainly. This wizard is happy to help in any way he can. Your Majesty?”

Celestia nodded. “Proceed.”

Sage’s horn crackled. In a flash of light, he conjured up a crystal ball atop a little onyx pedestal.

“Behold. My preferred method of communication. Simply think of the pony you wish to commune with, and you will be able to speak to them. The crystal is tuned to the diviner’s thoughts.”

Tristar eyed the crystal ball warily. “Black magic...” he muttered.

“What was that?”

“Nothing.”

With a sigh of resignation, he shut his eyes and formed the picture of another stallion in his mind—Otto, his trusted deputy, who was heading the detachment at the southern tip of the island. Taking a second to clear his throat, he spoke loudly and clearly into the crystal ball.

“Otto. Otto Bravemane. Come in, Otto.”

He puffed out his cheeks, pouring all his thought and concentration into keeping the image in his head. After several seconds had passed and there was still no reply from the crystal ball, he cracked open one eye—and was enraged to see Sage smirking at him.

“You have to touch it first, Captain.”

“Why, you—!”

“Gentlecolts, please! We don’t have time for this,” said Celestia.

Tristar slammed his hoof down on the crystal ball. “Otto Bravemane, report in. Now!”

The orb gave a chirp of static, and then a voice resonated forth.

“Captain Tristar? Is that you?”

“Of course it is! Issue your report!”

“Yes sir, Captain. Trottery Park reporting. It’s a beautiful day out here. Castle Garden is open, and the boats are streaming in. There’s a few civvies out and about. Street vendors setting up shop, mostly, and a couple tourists here and there. Nothing suspicious. It really is a beautiful day—”

Tristar scowled. “Enough! Statue of Harmony, report in!”

“Statue of Harmony here. All’s well on the harbor. Seven tour groups so far this morning. A lot of families. A few school field trips. We’re keeping a close eye on the kids, but so far, nothing out of the ordinary. We had some barges go up the river, but they all had the proper paperwork—”

“Manhattan Stock Exchange, report in!”

A new voice came over the line, accompanied by a cacophony of loud shouts and deafening clicking noises: *“Reporting in. The stock market just opened, and it’s, uh, a little on the loud side here. Can you hear me alright? I’ve got nothing to report—it’s all business as usual here—”*

Tristar went down the list, from Broadneigh to Pony Island. They all checked in okay. By the time the last squadron sounded off, it was almost ten, and the Captain of the Guard was thoroughly bemused.

Narrowing eyes joined forces with a contemptuous sneer as he gazed down upon the city. “Where the hell are they?”

The train screamed through a pitch-black tunnel. A bullet in the dark.

On board, the electric lights were out. Hundreds of candles burned in their stead, casting withering fingers of orange across the cabin. Hidden in the murk, barely visible, the faceless forms of a dozen and one cloaked figures cut a terrifying profile.

A dozen and one cloaked figures... plus one more.

The fourteenth loomed larger than the rest. What precious little light there was seemed to pass right through him, as though he were a spectre or a wraith. As he glided down the aisle, his hooves never quite touching the floor, the thirteen fanned around him like a sinister honor guard.

“My friends. The moment is upon us.”

He spoke in a rasping voice which was neither loud nor soft, neither male nor female, but stretched each sentence to its fullest, as if every last word and syllable were laden with a secret diabolical meaning.

“Princess, are you certain of the information you were told regarding this attack?” Tristar asked. “Is there any chance you may have erred? Or that the intel has been compromised?”

Celestia regarded him with frost in her eyes. “Are you certain the sun will rise tomorrow, Captain? Are you certain that when you wake up in the morning beside your loving wife, there will still be an Equestria for you to enjoy? And that your children, when they are roused from their beds, will be able to venture outside and play in the warmth of the day, without fear, under the blessings of freedom and protection which I have provided for a thousand years, without fail?”

Tristar flinched. “I... of course I’m certain, Your Majesty.”

“Then do not ask me whether I have erred, Tristar. I have neither the time nor the inclination to justify myself to you. I looked into Benedict’s eyes when she told me everything she knew. I saw the loyalty there. The honesty. Suffice it to say, the information is trustworthy.”

“Celestia believes her inquisitions have borne fruit. That her mongrel dogs remain loyal to her. Even now, the usurper stands on high, peering down at the city with dread, awaiting the disaster our agent in the North five days ago foretold to her. The same disaster you thirteen martyrs will wreak upon her head.”

The train gave a lurch as it flew around a bend, causing several of the cloaked ponies to lose their balance. The phantom did not falter. Did not sway. Did not so much as twitch.

He looked to the nearest disciple. “Bedlam. I confer upon you the rite of voice. You alone may speak in the name of the Goddess.”

“Shadow. If Celestia is here, we have no hope. She will stop us.”

“She will. But not before you have carried out Our Lady’s will.”

Bedlam lowered his head in reverence. “What does the Goddess will of us, that we may do Her bidding?”

The Shadow fell silent. He didn’t speak again for a long time.

“Forgive me, Your Majesty,” said Tristar, bowing low again—even as a maelstrom of indignation churned behind his purple eyes. “I should not have been so presumptuous. I only meant to clarify. The hour grows late, and my guards are growing restless—”

“They’re my guards first, Tristar, and yours third. Sage Whitehoof is in command of this operation. *You* are here to render support in any way *he* deems appropriate.”

Tristar’s eyes thinned at the sight of the elder unicorn, still with that same damn smile on his face, whimsical and infuriating as ever. “Then—if I may—perhaps the wizard has some advice as to what our next course of action should be.”

“Patience, my friend,” said Sage. “All of our pieces are in place, but it isn’t for us to make the first move. Be at peace. Your valiant heart will be tested soon enough.”

“And where is Princess Luna on this fine morning?” Tristar asked. He directed his sweltering glare down upon the city again. “I was under the impression she would be joining us.”

A tiredness crept back into Celestia's countenance. "It would appear she won't be."

"Pity. Luna is the one pony who might actually be able to quash these insurrectionists. If she were here—"

"Please, Captain. For once in your life, hold your tongue."

"Who better to understand what they aim to achieve?" Tristar asked. "Their goals, their ambitions—"

"To be the harbingers of Her return," the Shadow finally said.

He approached the front of the coach, this shade within a shade, and then he stopped, turned, and looked back on the others, his face hidden beneath his long, black cowl.

"To send a message. To Celestia, and to all ponies, everywhere. That the cancerous spread of the light across these stolen lands will be met by fire... That their cities, their churches, their filthy little homes will burn... burn... all of them... burn..."

The Shadow floated back down the center aisle, pausing to shed his malevolent gaze over each cultist in turn.

"Go forth. In the name of the Goddess."

The darkness itself folded in upon the Shadow's levitating form, and just like that, he vanished into the ether.

Grand Central Station.

The transit hub of Lower Manehattan and a breathtaking monument in its own right. As the sun's golden rays poured through the tall, arched windows and melted on those honeyed walls, a hundred ponies shuffled through the main concourse, bound for destinations near and far.

The terminal glowed with warmth and life.

A lavender-maned white filly bounced through the crowd with stars in her eyes, barely able to keep

a lid on her excitement. “Wow! This place is cool!” she exclaimed.

A skip and three hops behind her, a white stallion in a Hawaiian shirt grinned out from beneath the brim of his straw hat. “Hurry along there, Sweetie Belle! Doncha know we’ve got a train to catch and we don’t want to miss it, yeah?”

“Sure thing, Dad! Hey, what are we gonna do next?”

“Gee, we’ve been out all morning, haven’t we? Maybe we should head on back to the hotel. Your mother’s probably wondering where we are.”

“Awwwww...”

“Hey, don’t look so down in the dumps! We’ll get your mom, grab a bite to eat, and then we’ll find something fun to do. I’ve always wanted to see that there big statue out in the water, eh? Maybe we can give that a looksee. Whaddaya say?”

“Cool! I can’t wait to tell Applebloom and Scootaloo all about—”

A shout went up from somepony on the platform, which was quickly drowned out by the banshee screech of steel wheels against steel tracks. Seconds later, a noise like a thunderclap shook the walls and rained dust down from the ceiling.

Terror ripped through the crowd in waves. The ponies nearest to the center of the commotion turned and ran screaming, while those farther back looked on with nervous confusion.

Sweetie Belle edged closer to her father. “Dad, what’s going on?”

“I don’t know, but stay behind me, okay?”

She did. Curiosity sank its teeth into her, though, and she peeked out around her dad in spite of herself, squinting through the fleeing masses.

The crowd pulled back to reveal thirteen figures cloaked in red. They filed through the door with their cowls drawn over their faces. What was left of the train platform smoldered behind them, cast in rubble, bleeding black columns of smoke.

Sweetie Belle tugged on her father’s leg. “Dad, what are they—”

The cloaked pony out in front turned his horn on the ticket booth.

A jet black ray shot out.

The four-faced golden clock exploded in a molten ball of fire.

And the crowd screamed all the louder.

“ATTENTION, CITIZENS OF EQUESTRIA!”

Sweetie Belle felt her father’s warm muzzle press against the nape of her neck, felt him grab her by the scruff, and the next thing she knew, he tossed her through the air, she landed on his back, and then they were galloping off together, her hooves wrapped tightly around him. Another salvo of explosions rocked the building, shattered windows, rained down shards, and she screamed as a vicious fang of glass bit into her shoulder, drawing a rivulet of blood, but no pony heard her, her voice was lost in the uproar.

The chandeliers were the next to go, the little lightbulbs bursting one after the other in rapid succession, filling the air with a shower of orange sparks and a POP-POP-POP! as they went off again and again and again, and when the sparks went out, the place was dark, the windows the only source of illumination, and even they seemed dimmed, as if a smothering black curtain had been drawn around the building, blotting out the light of the sun.

Then the Equestrian flag hung over the concourse went up in flames, the circle-bound image of Celestia and Luna winding their course around the sun and moon shriveled, turned black, and fell from its mount on the ceiling, giving birth to a bonfire in the center of the room.

Suddenly, it wasn’t difficult to see anymore.

But it wasn’t any easier to breathe. Sweetie Belle squeezed her eyes shut and coughed into her daddy’s mane, the smoke burning the back of her throat...

She felt the push of inertia as her father skidded to a stop. A hundred scared ponies were piled up in front of the exit, pushing and shoving and screaming for their lives.

Sweetie Belle and her father made then one-hundred and two.

“I HAVEN’T GIVEN YOU PERMISSION TO LEAVE!”

Another black ray erupted from the cultist’s horn.

The doors slammed closed.

Then everything exploded.

The bottom fell out, the world upended, her iron grip turned to sand and slipped away, there was a bright light, a blinding flash, one moment there were screams, and the next, just a loud ringing, she felt the tongues of the flame against her hooves, the scalding sting of hot gasses upon her face, and when she opened her eyes, she saw a dozen ponies silhouetted against the orange plume, and when she closed them again, all she could see were the faces of her mother, her father, her sister, making capes for the Cutie Mark Crusaders, winning first prize for the comedy act at the school talent show, running alongside Rarity at the Sisterhooves Soc—

She hit the ground with a thud.

Her vision went black, but the world kept spinning. Twenty-five feet later, she rolled to a stop. A gasp escaped her lips, interwoven with fear, pain, shock, and something more.

“R-Rarity,” she choked out. “Mommy... Daddy... Rarity... help...”

She opened her eyes.

Five feet away, a white stallion lay face-down, motionless. A wisp of smoke curled upward from his smoldering shirt and the charred remains of his hat.

She tried to stand up, tried to crawl to him, but a shooting pain in her ribs put an end to that. She reached out to him in vain. “Daddy...”

Then a shadow fell over her.

Sweetie Belle had never known true terror until that moment, when she looked up into the faceless visage of the cultist. Her blood ran cold, her muscles froze, she couldn’t run, she couldn’t look away. She just lay there, shaking, powerless, afraid.

The last thing she felt was his hoof slamming into her chest, punting her away like a football.

And the last thing she heard before sweet, merciful unconsciousness finally claimed her was his voice, dripping with malice.

“HEAR ME, EQUESTRIA! HEAR ME AND TREMBLE! FOR THE REIGN OF CELESTIA IS OVER. THE TIME HAS COME... FOR THE ASCENDANCY OF THE NIGHT.”

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