Nightmare Night and Nyx

by RHJunior

Summary

It's been a few months since the events of "Nyx's Family." Twilight has settled into the routine of being a mother, and Nyx has happily settled into the routine of being a (well, MOSTLY) normal little filly. But now they're closing in on one of the favorite holidays of the fall season, Nightmare Night--- which Nyx has never heard of and knows absolutely nothing about....

- Inspired by Past Sins by Pen Stroke
It was a beautiful day in Ponyville. It was late autumn, deep in a beautifully warm Indian summer. The harvest was in, the Running of the Leaves had gone off last month without a hitch, and it was currently pouring buckets of rain straight down from a cinder-grey sky. The pegasi had scheduled a solid "gully-washer" downpour to help sweep away the last of summer's debris, and it was scheduled to last all day. There was simply nothing to do for it except put off all your plans and chores, huddle in your home and wait for it to pass.

Yes, thought Twilight as she curled up on the sofa, poured herself some tea and cracked open the first of a knee-high stack of books. A beautiful day in Ponyville... just about perfect.


If it just weren't for the loud music thumping its muffled way through the ceiling.

"Spike!" she called out. "Spike, would you go upstairs and--- Spike? Where are you?" She peered over the top of her book. Where had her dragon assistant gotten off to... oh yes. Off to Rarity's to help the seamstress sort a new stock of gems. Or more likely to ogle her while she worked; with a high likelihood of curling up in a corner of the boutique to catch up on his sleep.

Which he had complained had been interrupted by the noise....

Twilight sighed and set aside her book. Her life had changed a lot over the past year; this was just one of the little details with which she would have to learn to cope. As patiently as she could, she left the comforts of her couch and trotted up the stairs.

It was a longer climb these days; they had enlarged the library and the rooms above it this past summer, and put in an extra floor. They needed to; it wasn't just Twilight and Spike living there anymore. Twilight muttered to herself as she climbed past her own bedroom and headed for the top floor. "Through two floors, I can hear it? I'm regretting ever teaching her that volume control spell..."

The stairwell ended at a closed door, through which the music could now be heard quite clearly. Twilight winced and braced herself against what was coming as she used her magic to ease the door open. The noise immediately jumped in volume; laying her ears back, she pushed the door open and stood facing the blast headlong.

In many ways the room was a reflection of her own; nice large comfy bed, a nightstand piled with books read and unread and filled with parchment rolls and quills, even a small telescope in the window, all the tidy little amenities that she enjoyed. There the resemblance ended. The bed was rumpled and unmade, the floor was covered with a scattering of toys, clothes, and other items picked up and discarded in mid-agenda, the walls were layered with posters of every conceivable vintage--star charts and elemental tables were lost amidst pony-pop celebrities and movie stars. A particularly large poster of Sapphire Shores dominated the wall over the bed. In the corner stood an oversized, magically volume-enhanced (Twilight knew because, heaven help her, she'd helped put the enchantment on the thing herself) Victrola, which was currently blasting out the latest album of hits by Sapphire Shores at earwax-rippling volume.

In the middle of it all stood a midnight colored alicorn filly with a purple tail and mane. Nyx,
Twilight's daughter.

A little over a year past, Twilight Sparkle and her friends--- not to mention Ponyville and all of Equestria-- had been tumbled into a mess of cataclysmic proportions. A deranged cult, led by none other than Spell Nexus, the headmaster of Celestia's own School for Gifted Unicorns, had tried to use Twilight's blood and the scattered remains of Nightmare Moon's magic in a powerful spell meant to resurrect Nightmare Moon. They had nearly succeeded... but the spell had been botched, and instead of a full grown Empress of the Night, a tiny alicorn filly named Nyx had been born.

Twilight had taken the filly in, and had eventually adopted her-- only to nearly lose her when Celestia, out of fear of Nightmare Moon's return, had taken Nyx away... and given her right into the hooves of Spell Nexus. This time Nightmare Moon WAS restored, and in stunning swift succession had defeated Luna, then Celestia, imprisoning them in the Moon and the Sun, and had then taken over all of Equestria as its queen. But Spell Nexus had miscalculated; this Nightmare Moon was not the same. Unlike her incarnation as Luna's alter ego, she had known a brief time as a filly, had known friendship, and had been loved unconditionally by someone she had called mother.

The changes this wrought in Nightmare Moon's heart had proven Spell Nexus' downfall, as Nightmare Moon, moved by her friends and by her love for Twilight, had surrendered the throne back to Celestia and Luna and had been stripped of her dark power. In the end it had all worked out well; the spell Luna cast to remove Nightmare Moon's magic had restored her to her state as an alicorn filly, in body and spirit. Noone had been truly harmed, and even Spell Nexus and his cultists had turned out to be innocent victims, contaminated by loose fragments of Nightmare Moon's magic. The princesses came away from it all with Luna's full power restored, Spell Nexus and his "cultists" came away with some embarrassing life lessons in safely handling scraps of toxic magic, and Twilight Sparkle had come away with a now legally adopted and dearly loved daughter.

It had been, as Rainbow Dash had put it, one heck of a year.

Nyx was dancing up a storm, mane and tail flailing, accompanied by a happily cheeping Peewee. The little phoenix was buzzing around excitedly, doing his damnedest to imitate Nyx's wild dance moves, to hilarious results. Despite herself Twilight just had to stop and watch the show, stifling her laughter.

"Okay, HEADBANG!" Nyx shouted. Her head disappeared in a purple cloud of thrashing hair; Peewee began bobbing up and down manically like a desk toy on overdrive. After a second they stopped. "Whoa, no more headbanging..." Nyx said, staggering a little. She recovered and jumped up on the bed, the little bird quick to follow. "Aaaand SHAKE YER BOOTY!" Pony rump and phoenix tailfeather were pointed at the sky and waved back and forth. "Go Peewee, go Peewee, shake your groove thang, shake your groove thang..."

Twilight burst out laughing. She sat back on her haunches and clapped her forehooves together. "Bravo, bravo," she shouted. There was a startled "eep!" from the alicorn filly; she spun around in midair and saw her mother in the doorway. "Oh, Hi Mom..." She trotted to the end of the bed and switched off the gramophone. Blessed silence fell over the room. "What's up?"

"Up" is the volume of your music, actually. Too much up." Twilight trotted into the room.

"What were you listening to, anyway?" Twilight asked, stepping over to the Victrola to peer at the record. "It was loud enough to wake the dead."

"If it's too loud, you're too old."

"Excuse me?" Twilight turned around, eyebrow raised and a tart remark on her tongue.
Nyx was holding up the record sleeve with a bit of levitation. "If It's Too Loud, You're Too Old," she repeated. "It's Sapphire Shore's new double-platinum album." Sure enough, the title was scrawled across the cover in brilliant purple, accompanying a portrait of the redoubtable singer, apparently caught in the act of deafening some poor pony in a lounge chair with a bullhorn.

Twilight scowled at being the butt of an unintentional joke. She sighed. Only nine, and already she'd zinged her mother. *Heaven help me when she's a teenager,* she thought.

Nyx blinked at her with childish innocence. "What is it, Mom?"

Twilight rolled her eyes. "Never mind, it's not important. Look, I don't mind you listening to your music, Nyx, but could you please keep it down to about--- half of what it was just a minute ago? I could hear you downstairs. We do live in a library, you know."

Nyx blushed and ducked her head, scrutinizing her hooftips. "Sorry," she said.

Twilight smiled; it was hard to stay angry at Nyx. Especially with a small phoenix chick perched on her head, trying to look contrite as well. Peewee let out a chirp and a whistle on a descending note, his best "I'm sorry" sound. Twilight and Nyx both giggle at him. Convinced he had successfully negotiated a truce with his birdly charms, he leapt into the air and began orbiting them both like a miniature sun. "So you're up a bit late today," Twilight said, changing the subject. "I didn't hear you up and about till just now. Not that I mind since it's not a school day, but---up a little late last night?"

"Oh, um." Nyx turned and began making a pretense of making the bed. "N-not really. I just didn't sleep very good last night..."

"Bad dreams again?" Twilight asked sympathetically. Nyx bit her lip and nodded. Twilight nuzzled her daughter sympathetically. "Same ones, or different this time?" Nyx shook her head. "Different," she said. "But they're always bad."

Twilight nuzzled her again. "You know if you're having bad dreams again, you can always sleep with me tonight..."

Nyx looked embarrassed and looked away. "No, no!-- um. No, I'll be fine. I'm sure I won't have any tonight..." she shuffled awkwardly and went back to pulling the covers back up on her bed.

Twilight felt a little pang in her heart at the rejection. It had barely been a year ago when she had slept every night with Nyx curled up at her side. Was Nyx growing up that fast? "Well... it's a standing invitation, sweetie," she said. "I'm always there for you."

Nyx threw her pillow on the bed, She turned to Twilight and smiled. "I know, Momm----Mom."

She pressed her cheek to Twilight's. Ahh, another little pain. What happened to 'Mommy?' Twilight let it slide. "So you have anything planned for today?"

Nyx frowned. "Not really. We were gonna have a Cutie Mark Crusaders outing, but then they scheduled the rain..."

Just as she spoke, something rapped against the bedroom window. Startled, the two ponies went to see what had caused it. Nyx opened the window and peered outside just in time to get another hoof-full of pebbles to the face. "Ow!"

Down below were four small fillies all but buried in oversized raincoats and hats. Upturned faces revealed them to be four of the Cutie Mark Crusaders; Scootaloo, SweetieBelle, Dinky Hooves and Twist, riding in the trademark Cutie Mark Crusader scooter-pulled wagon. SweetieBelle was looking
the most apologetic. "Sorry Nyx," she called out. "I didn't mean to magic so many pebbles up there."

"What are you guys doing?" Nyx said, rubbing her nose where a pebble had stung her.

"We're gonna round up everybody and head for the clubhouse," Scootaloo shouted. "We can't go crusading, but we're not gonna waste the day. We're gonna stay in the clubhouse all night and have a sleepover. We're gonna make plans for Nightmare Night!"

"Oh please thay you can come," Twist pleaded. "Itth going to be lotth of fun."

"Nightmare what?" Nyx said to Twilight, puzzled.

Twilight blinked. "Oh, that's right--- this will be your first Nightmare Night, won't it? We didn't have one last year because..." Twilight grinned wryly. "Well, you remember last year..." Nyx blushed and looked abashed. "Oh, don't dwell on it, Sweetheart. Anyway, you'll love Nightmare Night-- there's costumes and games and..."

"--Twilight? Can Nyx come to the sleepover?"

"Aaand I think I'll let your friends tell you all about it," Twilight finished. "Yes, Scootaloo, she can go!"

"Really?" Nyx's face lit up with a smile. Without waiting for an answer, the filly dove for her rain poncho and galoshes. She was halfway down the stairs before Twilight could think of anything to say. "Behave yourself, and mind Applejack," Twilight yelled after her daughter. "And take Peewee with you in case you have to send a message home! Oh, go catch her, Peewee--" the little phoenix cheeped and fluttered down the stairs after Nyx. There was the sound of the front door slamming, then a hubbub of little filly voices that quickly receded in the distance under a squeak of wagon wheels and the buzz of pegasus filly wings.

Silence fell like a blanket over the library, save for the shusssh of rain pouring through the branches. Twilight breathed in deep and gave a heartfelt sigh of relief. She closed the window Nyx had left open and put the LP back in its sleeve. She glanced at the vociferous vocalist on the cover. She held the album up and bobbed it around..."myeh myeh myeh, ivvitstewloudyertewold...pheh---" and stuck it back on the shelf.

She trotted back downstairs, a smile on her face, and reclaimed her little nest on the couch. A touch of magic to reheat the tea and all was well with the world. She frowned for a moment as something tickled the back of her mind-- something about Nyx and Nightmare Night-- but she dismissed it. Everything had worked out perfectly. The music was off, Nyx was out of the house and staying at a trusted friend's place, Spike was preoccupied elsewhere, she now had peace and quiet and the whole place all to herself. She took a long sip of tea, cracked open a book and settled down to read.

Darn it. Now she missed the noise.

The fillies held on as the CMC wagon bounced and splashed its way through the streets of Ponyville. They were traveling a bit slower these days, thanks to the wagon holding two extra fillies, but Scootaloo was still towing them at a terrific clip. A faint purpleish force field hovered over them,
shielding the quintet from the downpour. "Neat thpell, Nyx," Twist enthused. Peewee, who had taken a perch on Nyx's shoulder, well under the shelter of her rainhat (Phoenixes didn't care much for rain) cheeped his encouragement.

"Thanks! Uncle Shining Armor taught me," Nyx said. "His magic shield is lots stronger though..."

"I wish I could do stuff like that," Dinky said wistfully, holding onto her basket of muffins. SweetieBelle agreed.

"Well I wish you guys could cast a spell to help push this wagon," Scootaloo said over her shoulder. "We got more members than ever and you guys aren't getting any lighter." It was certainly the truth; after Nyx's return, the membership in the Cutie Mark Crusaders had basically trebled. Applebloom was already at Sweet Apple Acres, but that left three more ponies to pick up. When they did, all of them were going to have to bail out, load their sleeping bags and sleepover goodies in the cart, and run alongside. Whatever way they did it, it was going to slow them down considerably.

"We need a bigger wagon," SweetieBelle admitted. "It's kind of crowded these days as it is."

"But then we'd need more Pegathutheth to pull it," Twist pointed out. "Maybe we should get a thecond wagon...?"

The debate continued till they pulled up to Pipsqueak's house. As they rattled to a halt, the front door banged open and something that seemed to be part sou'wester, part raincoat and part daisies flounced its way out and down the front steps. Pipsqueak's mother stood in the doorway and waved goodbye to it; it got a great deal closer before anyone could see Pipsqueak's cheeky grin under the brim of the enormous hat. He was holding a bundle of daisies in his teeth which he passed to Dinky as he climbed aboard. "For you, M'lady," he said. (4)

There was the expected round of "dawwws," squeals and giggles. Dinky blushed bright as a rose and took the rain-sprinkled bouquet with a smile, nibbling on one as Pipsqueak bore up manfully under the teasing. In truth none of the CMC teased either of them long; the girls would have rather died than embarrass those two into shunning each other. In fact it was more than likely that some of the CMC were looking to earn a Match-Making cutie mark; They'd been swayed into letting Pipsqueak into the CMC just for the sheer cuteness factor of putting him in close proximity to Dinky.

"Truffle and Rumble are already on their way," Pipsqueak said as he squeezed in with the others. "They'll meet us at the clubhouse.(5) Truffle is bringing leftovers from his Dad's restaurant." A chorus of heartfelt yummy noises went up.

No further words were wasted. There were hors d'oeuvres and fancy pastries awaiting! Scootaloo revved up and they powered their way to Sweet Apple Acres.

The whole procession would have ground to a halt, not too long ago. The road leading to Sweet Apple Acres had been a dirt path for ages, and would have been a miry swamp of clay that would have bogged down the scooter and wagon in moments. Since last year, though, the road had been paved with a stout layer of magically-laid cobblestones, clear up to the Apple's front gate and beyond. The road crews had even laid a bed of gravel up to the Apple's farmhouse, and had promised to be back later to lay a solid cobblestone path right up to the front door.

The reason for all this roadlaying was visible from Sweet Apple Acres, even through the rainy mist: the former castle of Nightmare Moon. It was a hulking shadow in the mist, all pointy spires and dark towers. The cultists had built it underneath the ground, and Nightmare Moon's power had raised it up out of the earth to loom over the landscape like a thundercloud on the horizon. That was where all the stone for the roadwork had come from. Workponies had been crawling over it for months now,
chipping away at it, turning fortified walls and grim towers into flagstones and gravel.

Nyx regarded it a little sadly as they pulled up to the Apple's house. SweetieBelle caught her expression and asked, "Is there something wrong, Nyx?" She looked over at the castle in the distance. "You don't miss living in that thing, do you?"

Nyx scrunched up her nose. "Well... yes --- no, kinda sorta," she admitted. The castle had been the source of a lot of terrible memories for her; even now she shivered as some of them flashed across her mind. And the bad dreams she'd had.... Peewee cheeped from his perch under her hat and rubbed his beak against her cheek sympathetically.

But at the same time it seemed sort of sad; it wasn't an ugly castle, and in fact it was kind of pretty and fancy in places. Well it would be if they took all the scary statues and portraits of Nightmare Moon out of it. Besides which, she couldn't help the little filly voice inside her that said I was a princess in my very own castle, that is so cool! "It just feels sad they're just going to tear it all down," she finally said.

"Well that's one thing we gotta talk about," Scootaloo said. "Applebloom's heard some really cool news about the Castle. She'll tell you all about it when we get to the clubhouse. C'mon!" The orange pegasus filly grabbed her saddlebags out of the wagon and threw them over her back.

A brief stopoff at the farmhouse to let Applejack know they'd arrived safe and sound, then it was a foal and filly stampede across the orchards to the CMC clubhouse. They piled inside, muddy, wet and laughing. Rumble, Truffle and Applebloom were already there as promised; Rumble had gotten the little camping stove Big Macintosh had installed lit and was putting marshmallows on sticks while Applebloom handed out towels to everyone. Truffle had laid out the bite-sized treats from his Dad's job on little paper plates; Dinky contributed her basket of muffins. Food was noshed, bottles of apple soda were passed around as the rain drummed on the roof overhead. Peewee flitted from pony to pony, getting pampered with pets and bites of food; despite being Spike's pet, he had practically become a mascot for the CMC, thanks to months of fillies bribing him with sweets to get him to deliver messages, and generally just spoiling the little bird rotten. Spike grumbled that they were making him "so fat he looks like a tennis ball with feathers," but he tolerated it.

After the edge was off everyone's appetite, Applebloom sat up and rubbed her hooves together. "Okay, this meeting of the Cutie Mark Crusaders is now called to order! Secretary Scootaloo, call attendance."

"Is everybody here?" Scootaloo said, mouth full of s'more.


Applebloom wiped her face. "Charmin'. Okay, any old business?" Everyone thought, then shook their heads. "Any new business?" Again, everyone shook their heads 'no,' "Any new Cutie Marks?" She asked hopefully, The blank flanks in the group, including the three founders, stood up and looked back at their unmarked hindquarters on the off-chance that their cutie marks had appeared in the past half hour. Flanks, alas, were still blanks. Applebloom looked a little down. "Didn't think so. Oh well." Everyone sat back down.

Scootaloo waved a hoof. "Oh, I got one new business thingy," she said. "We gotta come up with some new way of getting around. She fanned her wings for emphasis. "you guys are getting kind of heavy..."

"Heyy," Truffle said, looking hurt.
"Hey, no offense, Truffle. It's not you--" Scootaloo said. "I mean, if everybody here looked like Featherweight, it'd still be too much, y'know?" Everyone laughed at that. "Yeah, and it's not really fair, y'know," Rumble chipped in. "having the pegasi do all the pulling..."

"We could use magic to help push," Dinky offered.

Applebloom looked skeptical. "Mmmaybe not, Dinky," she said, rubbing her chin. "That still leaves us Earth ponies out. And um, yore magic---" She didn't say anything further.

"Oh, right," Dinky said, blushing a little. Dinky's magic had just started coming in, and it tended to work in fits and starts. And it also seemed to have the unsettling tendency to make things shoot sparks, catch fire, and explode...

"We could all get scooters like Scootaloo," Rumble suggested.

"But most of us can't push a scooter as fast," Pipsqueak pointed out. "So we'd always be going slow or leaving ponies behind. And we couldn't haul nearly as much stuff as if we had one big wagon." A cloud of chatter rose as everyone debated the ideas back and forth.

"Let's put that on th 'to do' list fer later," Applebloom decided. SweetieBelle dutifully wrote "Get new Crusader Wagon" on the 'to do' sheet that perpetually hung on the treehouse wall. "'Cause raht now, we got us some more important stuff t'do. Getting ready for Nightmare Night!"

The cheer that went up, true to CMC tradition, was deafening. Nyx 'yeeped' in shock, wings flaring. Once she got over her surprise, though, she felt her enthusiasm growing. Whatever this Nightmare Night was, it must be good...

"Yeah, we gotta figure out our costumes an stuff for trick or treating, and come up with some really cool pranks...." Scootaloo enthused. Nyx felt her enthusiasm flag just a little. Pranks? From her first day, Nyx had been a very timid and sensitive filly, and her experience with pranks wasn't very happy. She'd had pranks pulled on her by her crueler classmates--- no names would be mentioned but they rhymed with Diamond Tiara and Silver Spoon--- and the one time she'd tried to pull a jest, as Nightmare Moon, it had most emphatically not gone over well.

She apparently wasn't the only one worried. Twist raised a hoof. "Jutht...little prankth, right?" She asked uncertainly. "Nothing that'th really mean..."

"Of course nothing mean," Scootaloo said, rolling her eyes. "I said COOL pranks, not jerky-butt, troll face Diamond Tiara pranks." The other foals chuckled. Sad to say, Diamond Tiara and her toadie had earned a well-deserved reputation for low cruelty.

"There's also gonna be a costume contest," Applebloom said. "Funniest Costume, Scariest costume, cleverest costume, best group costume... Ah figger if we all work together we could at least win that one. We just gotta come up with an idea."

"I can just see that trophy sitting on our mantlepiece in the clubhouse," Scootaloo said, framing the far wall with her hooves.

"But we don't have a mantlepiece," SweetieBelle protested.

"So what, if we win it, we'll BUILD one!" Scootaloo said.

"Yeah, anyway, that's not the best part of it," AppleBloom went on. Her face lit up with excitement. "Guess who's gonna be coming to town to celebrate Nightmare Night this year---"
"Princess Luna!" Pipsqueak shouted excitedly. Applebloom glared at him, disgruntled. "Yeah, Princess Luna," she said. "Way t' take the wind outta my sails, Pip...."

"Sorry?" Pip apologized, grinning. Nyx blinked in surprise. Princess Luna was coming? She.... didn't know how she felt about that. To say her feelings about the Princesses were mixed would be putting it lightly.

"Yeah, she's coming--- to the grand opening of the new Lunar Palace!" Puzzled looks went around till it clicked. "You mean..." Nyx started.

"Yup. They ain't tearin' down Nightmare Castle, they're renovatin' it. Princess Luna is goin' to make it her new home-away-from-home. They're gonna have a big royal shindig and grand opening.... and then they're gonna make the whole thing over into one big, huge, ginormous haunted castle for Nightmare Night!" Ooohs and Aaahs greeted this announcement. "And Princess Luna herself is goin' to be hosting!"

The excitement was practically at a fever pitch. "Okay, so this is the plan," Scootaloo said. "We're gonna design some awesome costumes, we're gonna make an EPIC haul of candy, we're gonna pull some AWESOME pranks, then we're gonna hit Nightmare Castle and win that trophy, and we're gonna make this the best Nightmare Night EVER!"

The CMC cheer was deafening. "Okay! Anybody have any questions?" Applebloom asked.

Nyx looked around. She raised a hoof. "I got one," she said.

"What is Nightmare Night, anyway?"

.... You could have heard a pin drop.

**Author's Note:**

1. Before you comment--- think about it.

2. We shall not debate the aesthetics of galoshes worn over hooves.

3. Houses built into trees lack the appropriate tin roof for a proper rainy day atmosphere, alas.

4. The author makes absolutely NO apology for shipping Dinky and Pipsqueak.

5. Many adults were puzzled as to what mysterious network the CMC used to communicate with each other so rapidly. They might have been less confused if they had looked up on occasion and noted the numerous kite strings stretched from rooftop to rooftop with soup cans at either end...
Despite past track record with accident and mishap, the original Cutie Mark Crusaders were not, in fact, dumb. Young, inexperienced, rash in their decisions, most certainly, but not dumb. Their friend Nyx, possibly the most emotional and sensitive filly they'd ever known, the filly who had once been Nightmare Moon, who had struggled so hard to overcome BEING Nightmare Moon, who had been dragged backwards through all sorts of guilt and trouble and outright traumatic moments because of Nightmare Moon, and who even now had ponies out there who wanted her imprisoned or exiled or worse because she had once been Nightmare Moon, had just asked them to explain Nightmare Night... a holiday that featured a horrible twisted bogey-monster that would have given the timid Nyx nightmares for weeks--- Nightmare Moon.

This could only end well.

Scootaloo rubbed the back of her head and tried to think of what to say. "Well, it's like.... um... all about...ghosts and boogeymen and... um... stuff."

"Um, yeah! It's the night that all the, uh---" Sweetiebelle said.

"Ghosts and boogeymonsters and stuff--"

"Right, when they all come out and run around. Woooooo," Sweetiebelle finished, waving her forehooves around.

"Lahk... the headless horse," Applebloom contributed. "And, um, timber wolves! And..Zombie ponies, and... Evil Enchantresses...."

"And the Schmooze!" Scootaloo said. "And.... all sorts of other spooky stuff. Yeah."

"...and y'r sposed to dress up in disguises, so that the ghosts and boogeymonsters and stuff can't find you," Applebloom said, relieved to get back on familiar ground. "And so that's what Nightmare Night's all about."

Nyx's wide turquoise eyes went from one Crusader to the other as they talked. She blinked a couple of times as the snow job went down. "Really? That's what it's all about?"

"Sure it is! Right everybody?" Applebloom, Sweetiebelle, and Scootaloo turned and stared at the others. Their grins as they did so were so unsettling they would have given a timber wolf pause. There was a brief silence, then the rest of the Crusader Club spoke up.

"Oh yeah---"

"Absolutely--"

"Sounds about right..."

"Yeah..."
Only one voice abstained. Pipsqueak frowned, and then spoke up. "But that isn't right! What about where NightmOOOF!"

Scootaloo was fast. Not Rainbow Dash fast, but fast enough. As soon as she saw Pipsqueak start to speak, she shot across the room, all but hit the little Trottingham pony in a tackle, and dragged him out the door. "ScuseusaminuteIforgotsomethingIhadtoaskPipi'skindofprivateberightback!" The door banged shut behind her, and she and Pip were now standing out on the treehouse's balcony, the rain dripping around their ears.

Pip caught his breath and looked at Scootaloo. "Blimey, what was that all about---"

Scootaloo shushed him. "Pip, you can't tell Nyx about Nightmare Night and Nightmare Moon!"

"Well why--- well why bloomin' not?" Pip complained, dropping his voice to a whisper when Scootaloo shushed him again.

"Don't you remember? Nyx IS Nightmare Moon!"

"Whaaaat?"

"Well she used to be. But she got better. She's just Nyx now, don't worry."

"I'm not worried," Pip said. "I'm confused. I thought Princess Luna was Nightmare Moon!"

Scootaloo facehooved. "How can you not remember any of this! Where were you when Nightmare Moon came back and took over Equestria?"

"In Neighpon wif me parents! We were gone for half a year!"

Scootaloo deadpanned. "Oh... right." She struggled for a minute, trying to think of how to explain to Pip about Nyx's origins, and how she was Nightmare Moon and Luna was Nightmare Moon but neither one was the other, but finally gave up. "...It's complicated. Just trust me on this one, okay?"

She decided to exploit the little colt's biggest weakness. "Look, if you tell Nyx that Nightmare Night is all about Nightmare Moon..... you'll make her cry. You don't wanna do that, do you?"

Pip looked stricken. Making a girl cry was the worst possible thing in the whole universe. "okay, I won't say a thing, ever," he promised. " On my honor I won't."

"Pinkie Pie Promise?" Scootaloo said. Pip nodded and went through the motions. "Good."

"Okay. But you gotta explain to me later how Luna and Nyx are both Nightmare Moon..." Pip said. "This is making my head hurt."

They stepped back inside just in time to hear Nyx say, "....So we go door to door and ponies give us treats. But why does trick-or-treating have anything to do Nightmare Night at all?"

"Why?" Truffle said. "I'll tell you why--"

"Because CANDY!!" he and Twist cheered together. Everyone laughed.

"I like how those ponies think," Scootaloo said. "So--- what ideas do we have for the costumes?"

There was a babble of voices as everypony tried to announce their idea first. Applebloom waved her forehooves in the air. "Hold it hold it hold it! How about we all write our ideas down, an' then we'll all read 'em one at a time?" Everyone agreed this was probably a better approach. "Alright, Dinky, could you pass out the sheets of paper? Ah'll git the pencils..."
Nyx sighed as she looked down at her list of ideas. She had gotten as far as writing the numbers down the left hand side—just like Mom always told her was the proper way to start a list—but after that she was finding she was out of ideas. Her first idea had been the costumes from the school play they had done... but they were old costumes and everypony had seen them already anyway. And besides... she blushed a little... she really didn't want to remind anybody of Nightmare Moon anymore. *Nightmare Moon, Nightmare Moon, Nightmare Moon, BLEAGH.* She was even sick of the name. She hastily scribbled that idea out.

Peewee perched on her hoof and idly pecked at the paper. Maybe they could all dress up as birds? Naw, that was awful. And where would they get all the feathers?

Pirates? Soldiers? How about ghosts? That'd be easy, just lots of sheets with holes to look through.... she scratched those ideas down, but she wasn't really thrilled with them. How about space ponies? She wrote that one down, then in a brief flash of inspiration crossed everything else out and wrote down one last idea just as Dinky came around and scooped up the papers. Applebloom stacked them all in a neat pile and Scootaloo began reading them off. "Okay, lessee. Um.... Ghosts...."

"That'd be kind of easy."

"Yeah, and kind of lame. That'd never win the contest."

"Ninjas-- that's kind of cool..."

"But a bunch of people did ninjas last time. And they're almost as plain as ghost costumes--- just black pajamas. We gotta stick OUT."

"Nine ninjas would stick out to me...."

Robots, zombies and monkeys were likewise rejected. Pirates had been done by a couple of the Crusaders the last time as well. The idea for everyone to dress up like bugs--- butterflies, beetles, caterpillars--- seemed like a winner, but hit an impassible snag when somepony suggested what Pipsqueak's costume would be. The little piebald uncharacteristically had dug in his heels and refused to budge. "There is no ruddy way in a kajillion years I am going to Nightmare Night dressed as a LADYBUG!" he finally shouted.

"All right, all right! Bite our heads off, already, Sheesh." Scootaloo said.

Rumble surprisingly added his own objection. "If I'll remind people of the Changelings," he muttered unhappily.

A pall settled over the group. It had happened shortly before Nyx had been born, so she didn't remember, but she knew all about it from the others. Scary bug-ponies with fangs and tattered insect wings, who drained the love out of ponies till they were nothing but a husk, and who could look like anybody at all..... Everyone shivered. "Yyyeah, let's try another idea, huh?" Sweetiebelle implored.

Scootaloo flipped the next paper. She brightened immediately. "Hey, I think I like this one," she said. "'Ponies From the Future.' " Was this yours, Nyx?" Nyx nodded.

"What, you mean like, time travelers?" Rumble asked.
"Yeah, that'd work too," Scootaloo said.

"What do ponies from the future look like?" Dinky said. Scootaloo looked at Nyx.

"Like in the movies," Nyx explained. "They're all... future-y." She waved her hooves around vaguely. "shiny tights and boots and stuff? Like Rodger Bucks from the twenty fifth century."

"Antennas and visors," Applebloom added. "And machiney bits... like Arnold Lippinazer in that one movie."

"Space helmets and rocket packs," Pip said. "And blasto rays and..."

"But what about H.G. Welshpony?" Dinky said. "He dressed all like a gentlepony with a top hat and had this big clock...."

"That's the great thing, ALL those ideas could work. We could all do different ones and still be one big group! We'd all just be from different places in the future..." Scootaloo enthused.

"But how would anybody know we were supposed to all be from the future?" Truffle asked.

"Maybe if we all wore watches?" Sweetiebelle suggested. Everyone took a moment to ponder this.

"Well... we could all have clocks on our costumes... hourglasses and stuff?"

Dinky gasped. "A time machine!" She bounced up and down excitedly where she was sitting. "We could decorate the wagon to look like a time machine. Then we could all ride in together and..."

"Yyyyy, we're gonna need a bigger wagon, though," Scootaloo said.

"Don't y'all worry about that," Applebloom said confidently. "Ah got me some ideas..."

"This isn't going to be like the trebuchet, is it?" Sweetiebelle said unhappily.

"Naw, naw, here, lemme show you..." Applebloom pulled over another sheet of paper and started to draw. Sweetiebelle and Scootaloo bunched in close, along with a couple of others. The rest of the group started chattering about their costume ideas. The meeting broke up into little groups and pairs, everyone drawing and scribbling and giving each other suggestions.

Nyx found herself working next to Truffle and Twist. A warm happy glow settled inside her. She'd had an idea that everyone liked! She set to drawing her idea for her costume with a will, tongue sticking out of the corner of her mouth in concentration.

---

Twilight Sparkle sat across from her friend, sipping her coffee slowly. It was a double mocha blend, very rich and chocolatey; Rarity had been right in saying she would love it. The fashionista was sitting across from her, sipping delicately at her own coffee and blithely chatting about some customer or other at her store. "...So you can imagine, darling, when she asked for twille instead of taupe? Well I was at a loss for words..."

After a few hours of solitude at the library, Twilight had succumbed to boredom and used a message-scroll to make a date with Rarity for coffee. It was an old custom with them now, meeting at the Café’ and chatting about the day. Of course there had been a few changes over the past year; among
other things the outdoor half of the cafe was now sheltered under a large glass awning. The rain pattered on it now, beading it with shimmering raindrops. They sipped their coffee and chatted and listened to the rain fall.

Twilight was only half-listening to Rarity chatter. She was too busy brooding. Anypony who knew her knew that she was very meticulous and analytical. Unfortunately that gave her a tendency to dwell on the most inconsequential of things, and even to go looking for them when there wasn't something handy. This morning, alas, had provided her with something to nitpick over. That album cover...

She sighed and put down her cup. "Rarity-- am I getting old?"

Rarity took pause and blinked at her bookish friend. "Well that's a rather unusual question, darling," she finally answered. "We're all getting older, of course. But we're scarcely old. And you, you're barely twenty now...."

Twilight shook her head. "No, not old in years... I mean...." she waved her hoof and sighed. "You know how I spent this morning? Sending my daughter off to her club meeting, housecleaning, oh, and telling her to 'TURN DOWN THAT NOISE.' " She rested her chin on her hoof and looked sulky. "When exactly did I turn into my mother?"

Rarity's face lit up with understanding. "Oh, Ohhh, I see." She gave Twilight a wry look. "Let me guess. Latest album by Sapphire shores—"

They recited the title together. "If It's Too Loud, You're Too Old." The two of them shared a laugh. "Sweetiebelle took it upon herself to 'share' that little musical treasure with me and the entire boutique," Rarity said. "Poor Opalescence will never be the same." She rested a hoof on Twilight's. "Oh I know what you're feeling, dear. It's not so much you're feeling old; it's maybe that you, well you feel that you've gotten things out of order."

"Come again?" Twilight cocked an eyebrow.

"Well you know the old school rhyme, Twilight; 'First comes love, then comes marriage, then comes the foal and the two-horse carriage,'" Rarity recited with a laugh. "With Nyx you do seem to have skipped ahead a few steps."

Twilight blinked; Rarity had hit the nail right on the head. "I-- I guess you're right," she said. "I mean I never really thought much about romance, or marriage, or having a filly or colt of my own, but--- I guess I did sort of expect them to come in that order."

"And now you feel like you've missed out on something," Rarity concluded. "Well then the solution is rather simple."

"And that would be?"

"Do I have to spell it out for you, darling? Go out on a date or two." Rarity leaned forward. "It will make you feel worlds better to have somepony paying attention to you for a change. Besides, you deserve a Special Somepony in your life. Everypony does. And you're not going to find him if you don't go looking for him, now are you?"

Twilight thought it over. It would be nice to find her Special Somepony; A husband for her--- a father for Nyx? She'd never really had a chance to date. But it certainly looked like fun. Maybe it was time she started. "But where do I begin?" She said out loud.

"Well you could start with the Nightmare Night ball," Rarity said.
Twilight blinked. "Nightmare Night ball??"

"Hadn't you heard? Princess Luna is holding a gala celebration for the completion of The Palace of the Moon!" Twilight greeted this with a blank stare. "Her new private palace?" Still nothing but a blank stare. "The castle your daughter popped out of the ground like a toadstool not a mile outside of town?" Rarity deadpanned.

"Oh! Oh, that," Twilight said, blushing. "Um, I thought they were tearing that down..."

"No, absolutely not. Luna looked around the place and decided that it was just the place for her. You know I do imagine the dear must get a yen to get out from under her sister's wing once in a while." Rarity pondered. "Anyway, all those construction ponies were doing renovations. And Luna is going to hold a Masquerade ball on Nightmare Night to celebrate its completion, and everyone in Ponyville is invited!" She gave a little squeal of delight. "Ooo, I've been SO busy with new dress orders! The ball is going to be in the main ballroom, and they're going to turn the rest of the palace into a haunted castle."

"To keep the foals busy?" Twilight hazarded a guess.

"And to give any fillies wandering the halls an excuse to cuddle up to their big, brave coltfriends," Rarity said with a sly wink. "so what do you say? Let me pick out the ball gown, and you pick out the lucky colt who gets to escort you. Care to give it a spin?"

"Sure, why not?" Twilight said, feeling her spirits lift.

"Fabulous! And now you and I need to go over my little black book and pick a likely candidate," Rarity said. She and Twilight giggled. It was going to be one heck of a Nightmare Night.

Author's Note:

1) Some less than kind ponies had noted Twilight's brain was like a Swiss clock---finely tuned, tightly wound and went "cuckoo" on a regular basis.
They dragged her to the bubbling cauldron. Spell Nexus was there, Luna was there, Celestia was there, Diamond Tiara was there, they were all there, all of them chanting. "Throw her in, throw her in, throw her in!"

"NO!" She screamed. "Don't! Please Don't!"

"You're not a real pony," Diamond Tiara said. "You're just leftovers!"

"And you know what leftovers are good for," Zecora said. "Nothing but soup!"

"MMmrm, SOUP!" Nightmare Moon said. She sat at the table, a bib around her neck, a bowl in one hoof, a giant spoon in the other. "Gonna have me some SOUP!"

Celestia and Luna grabbed her, held her up over the cauldron. The broth glowed with a green and sickly light. "In you go!"

"NOOOOO!" Nyx screamed as she plummeted into the cauldron.

Nyx awoke with a choked-back cry. She was in the Crusaders Clubhouse. She gasped for air, tears rolling down her cheeks. It was another bad dream, like the ones she'd been having for months. The alicorn filly curled up in a ball and cried quietly to herself, not wanting to wake any of her friends.

She was so tired of bad dreams.

She wiped her face on her pillow and curled up in her sleeping bag, listening to the rain. It was dark in the treehouse, but some light still leaked in through the rainy windows from the night outside. It was late at night; Everyone had spent the day plotting and planning for Nightmare Night, and then just playing and goofing around till late. They'd all finally given up to sleep and sprawled wherever there was space for a blanket or sleeping bag. She could hear Twist and Truffle snoring. boy, if there ever was a couple born to be married, it was those two. Of course neither of them could compete with Scootaloo's buzz-saw rasp. There was a tiny amber glow over where Dinky and Pipsqueak were sleeping; a little fairy lamp Dinky used for a night light. For a moment Nyx wished she had a night light, right then. But Dinky was little, nobody seemed to mind--- Would the others have laughed at Nyx if she'd brought one as well?

She noticed a faint glow coming from the doorway. The door was open, and there was a small yellow light sitting out on the narrow porch. She could make out the silhouette of somepony sitting out there, their back turned to her. Did she hear crying?

Curious, she crawled out of her sleeping bag and crept over to the door. The tiny golden light was Peewee; the little phoenix had made a nest out of some cloth scraps he'd found in the rag box and was napping cozily in the shelter of the porch. Sitting next to him was Rumble, the pegasus colt. He was staring out into the rainy night. Nyx could see tears glimmering in his eyes.

She crept closer, her curiosity and sympathy piqued. "Psst?" she whispered, trying not to wake anyone.
Rumble was staring glumly out at the rain, huddling close by the faint glow from the little phoenix chick. There was a shuffling sound behind him, then he heard a "pssst!" Startled, he turned and looked into the dark clubhouse... and saw a pair of glowing, cat-slit turquoise eyes looking back at him. Rumble's big brother Thunderlane liked to joke that Rumble didn't have much going for him, but he had a scream that could put a tornado klaxon to shame. Rumble sucked in air like a jet turbine-

Two indigo hooves came out of the shadows and plugged his mouth. "Rumble, stop! It's me!" the eyes hissed. They moved closer; the purple mane came into the light. Rumble sagged to the floor, wings quivering with relief. "It's you," he said to Nyx. "Horseapples, don't DO that to me!"

"Sorry," Nyx said, eyes downcast. She looked up at him. "I thought I heard..." she hesitated, biting her lip. She couldn't say she heard him crying; boys got all weird about that kind of stuff. If she said she heard him crying he'd just get mad. "I thought I heard somebody get up, so I came to see." She sat down next to him on the porch, on the opposite side of Peewee's little nest. "are you okay?"

Rumble shrugged and looked away. "Did you have a bad dream?" Nyx said softly. Rumble scuffed at the floorboards with his hoof. "Yeah," he admitted finally.

Nyx looked sad. "I'm sorry," she said.

Rumble looked puzzled. "Why are you sorry?" He said. "You didn't give me my bad dreams."

Nyx looked away. "I-- I might have," she said.

Rumble was flummoxed. All he could think of to say was "huh?"

"Because of being Nightmare Moon," she said. "I found out after I came back that a lot of colts and fillies have nightmares now because of me." She didn't say any more. She just remembered all the clues she'd picked up, conversations she'd overheard, accusations colts and fillies had thrown at her, that grownup ponies had thrown at Twilight. All the colts and fillies who had started having bad dreams. How Silver Spoon had trouble sleeping. How Diamond Tiara was constantly afraid her father would be taken away again. How Dinky had to sleep with a night light. It wasn't hard to figure out why.

Rumble actually snorted. "You think it's all because of you?" he scoffed. "That's dumb. You're not the only thing that's happened in Ponyville lately."

Nyx looked surprised. "Like what?"

Rumble grinned. "Y'know, it's kind of hard to remember you're really only one year old," he said. "Lots of stuff happened before you-- er, happened." He counted them off. "There was the hydra. And the cockatrice. And the Ursa Major. And then there was Discord. And the time Cerberus came to town. And the parasprites."

"Who'd be scared of parasprites?" Nyx said scornfully.

"My brother's girlfriend. She hates bugs... Um. I kinda don't like em, either," he confessed. "--Anyway, then the parasprites came. They ate all the food in the house, then someone cast a spell to stop them and they started eating the house, too... she thought they were gonna eat HER, next. She was wearing a skirt they thought was tasty, I guess... she ran all over the place screaming and yelling with parasprites gnawing on her skirt hem..." Nyx felt bad for giggling, but she couldn't help it. "I'm just saying..." Rumble waved his hoof around. "There's lots of scary stuff out there, all the time. It's not all your fault."
Nyx smiled hesitantly. "So what was your bad dream about?" she asked.

Rumble's smile faded away. He looked back out at the rain. "You remember the Changelings? I mean, you heard about them, right?" Nyx nodded, and gave a little shiver. It had happened the year before she was "born"--- the shape-shifting creatures, half insect, half pony, had almost conquered Canterlot. They were the reason every home, every business, every caravan, every train, every office and town hall in Equestria had one of the special emerald lanterns of Celestia's own design alight somewhere inside. Any Changeling that walked into their light would lose their disguise and have their true form revealed. "We were in Canterlot when it happened," Rumble continued. "My parents and brother and sister and me. Just a special outing, to see Canterlot.

"It just happened all at once. There were Changelings everywhere. Everyone was screaming and running... and... we got separated. I ran everywhere looking for Mom, looking for Dad, for my brother... And I found my Mom.

"But it wasn't my Mom."

Nyx gasped, hoof to her mouth, as Rumble continued. "She ran with me down an alley and I was hugging her and telling her how scared I was and--- and she turned into one of those things...." Rumble seemed to curl up into a ball. "then there was this big flash of light, and she was blown away... we found my real Mom down the alley, wrapped up in a big cocoon. We were all safe... but..."

"But ever since then..." Rumble rubbed his eyes with his foreleg. "Ever since then I've had nightmares. Again and again and again. Where my Mom turns into a Changeling, or my Dad, or my big brother, or my sister, or my whole family---" he hiccuped a little. "But the scariest ones are when I look in the mirror and it's me--" He hiccuped again, and again. "And they just won't go away, they just won't stop--"

Nyx did the only thing she could think of. She scooted over to Rumble's side, wrapped her forelegs around him and pulled him close in a hug. Peewee, awoken by the noise, fluttered up to sit on Rumble's shoulder and nuzzled his cheek with his beak. They sat like for a minute, till Rumble's hiccuping sobs finally faded. He sniffled. "Promise you won't tell the guys I was cryin'"? He said.

Nyx smiled and nodded. "I promise..."

They sat and watched the rain for what seemed like hours. "What what were you having bad dreams about?" he finally asked.

So she hadn't been as quiet as she thought. Nyx frowned. "It's... it's stupid, you'll laugh at me," she mumbled.

Rumble shook his head. "Promise I won't," he said, crossing his heart.

"I dreamed I was thrown in a pot to make soup," she said.

Rumble shuddered and nodded. But he didn't have it, he didn't have that "oh I understand" face Nyx was hoping for.

Nyx bit her lip. She just couldn't tell. Why was it so hard to tell ponies about her nightmares? She tried, she tried to tell Twilight and Spike and even Cheerilee, but it was so hard to put the words together. Every time she tried the words sounded too stupid in her head. And when she did say something, nobody seemed to understand. "It's not just one dream. Sometimes I dream that I'm being.... gobbled up," she said. "Or melting into a puddle. Or..." she waved her hooves about,
frustrated.

"So you just have lots of bad dreams," Rumble said. He looked somber. "I guess that's even worse in a way. At least I know what's giving me nightmares." he looked at her, eyes full of sympathy.

Nyx smiled a little sadly. "Thank you, Rumble," she said.

Rumble blinked. "What for?"

"For trying to understand," Nyx said. She leaned forward and gave him a peck on the cheek. The pegasus colt's wings flared in surprise. Nyx giggled at the expression on his face. "G'nite, Rumble." She got up and went back inside. Peewee cheeped and followed. She found her sleeping bag and snuggled down in it, Peewee nestling in beside her. She pulled the flap over both their heads, Peewee's warm glow filling the little cavern made by the cloth over their heads. In a moment she drifted off into a thankfully dreamless sleep.

Rumble sat out on the porch a while longer, still watching the rain. It took him a while to realize he had a goofy smile on his face. He wasn't sure why, but he felt a lot better about things now.

Sundiver grinned. "Awwwww," he said. "That was the most adorable thing ever..."

Lightning Blitz (1) snuffled next to him and woke up. "What? Whuzzat? Keep it down, they'll hear us."

Sundiver snorted. He pointed over the edge of the cloud. "You missed it," he said. "Little wingpup down there just got his first kiss."

"Oh yeah?" Blitz raised an eyebrow, looking over the side. "Which one was it?"

Sundiver grinned. "No less than our assignment," he said.


"Yep. I remember when a little kiss on the cheek made my whole day," Sundiver said wistfully.

"Stay on your side of the cloud. Any activity?"

"Nope. The farmgirl came out and checked on them a couple hours ago, but nopony's come sniffing around."

"Good." Blitz yawned.

Sundiver and Lightning Blitz were two of Celestia's trusted royal guards, assigned to Ponyville after Nyx's restoration to fillyhood. They were two of a team; unicorns, pegasis, and earth ponies stationed throughout the town and assigned with watching over Nyx, Twilight Sparkle, and (to a lesser extent) the rest of the Elements of Harmony.

At the moment, they were in a low-hanging cloud floating over Sweet Apple Acres. They had hollowed the cloud out from the side, giving them visible cover from above and below, and had camped out there overnight to keep an eye on the alicorn filly and her friends from concealment.
They'd been there a while; the cloud was littered with coffee cups and empty pastry boxes from Sugarcube Corner. It provided a hiding space and, ironically, shelter from the rain, but little else in the way of amenities.

While the others rotated duties, Sundiver and Lightning Blitz were routinely assigned to 'eye in the sky' duty. They were high speed power divers, as their names and talents indicated. Aerial surveillance suited them the best.

Thus far they had kept their presence and purpose hidden from everyone in Ponyville, including their clients. Apparently it had dawned (ha ha, pun) on Celestia that she had an incredible number of eggs all in one very frequently shaken basket, and had dispatched a team of undercover basket-tenders to protect those incredibly valuable targets.

"And about darn time, too," Blitz muttered.

"Whussat?" Sundiver said.

"Didn't you ever wonder why Celestia went so long without putting someone here to protect the Bearers?" Blitz said. "There should've been someone here from day one to protect them..."

Sundiver snorted. "You mean like that poor, frail pegasus damsels who bucked a dragon in the face? Or maybe her soft sweet vulnerable friend who made it cry? And followed that up by staring a cockatrice down? Or maybe you were planning on helping Twilight hoist a few Ursa Minors and chuck them out of town..."

"Okay, okay, point made. They ain't exactly frail little hothouse flowers. Still..."

Sundiver shrugged. "I guess it just crossed a threshold when Twilight's darlin' little dumplin' came on the scene," he said. "A mother with a little foal is vulnerable in whole new ways." Lightning Blitz nodded, his face darkening a bit. In spite of everything, their charges had grown on them a great deal. If Nyx or Twilight had ever been in danger the two of them would have dropped out of the sky like twin thunderbolts of an angry god.

Heck, he'd come within a hair of dropping down and giving that brat Diamond Tiara a tail-whupping she'd have never forgot.

There was a few minute's quiet while the two watchponies ruminated. "Wouldn't mind getting closer to that yellow one, if you know what I mean," Sundiver said idly. "I bet she's soft to cuddle with."

Blitz shook his head. "Not me, brother," he said. "She's sweet and all, but she's got issues. Remember the Grand Galloping Gala a couple years back? I was there." He waved his forehooves in the air. "You're going to looove meeeeee," he intoned. "I don't know if 99 percent sweetheart is worth the 1 percent crazy."

"Well, how about that dressmaker? She suit your fancy?"

"No way. High maintenance, and don't you know it." They both chuckled. "Now speaking of the farmgirl..."

"Oh yeah," Sundiver said dreamily. "Wouldn't mind loungin' under an apple tree with her. All that farmwork made her a FINE figure of a filly."

"Good thing her brother can't hear you talk about her like that," Blitz noted.

"Him? C'mon," Sundiver scoffed. "Besides, he ain't that tough."
"Had your eyes checked lately? We'd be picking what was left of you out of the inside of one of his horseshoes," Blitz said drily.

Sundiver sighed, as much as he hated to admit it his partner had the right of it. That slow-speaking stallion was scary huge. "Well dang if it wouldn't be worth it," Sundiver said.

"True dat," Blitz said. They both shared another chuckle.

They bantered for awhile in the manner of soldiers everywhere, comparing the pros and cons of the mares under their watch. (2) The conversation drifted from mares to dates to the upcoming festival on Nightmare Night. "So what's the plan for that?" Blitz said.

"Commander's a little jumpy about that," Sundiver said.

Blitz nodded. Prime opportunity for any ambitious filly-snatcher.

"Looks like they're going to split up for the evening. Twilight Sparkle's apparently planning on going to the Castle ball, while Nyx goes trick-or-treating and through the "haunted castle" with her friends. He wants us watching from the air, and two tails on the ground for Nyx. There'll be other arrangements inside the palace for Miss Sparkle, he says.

Blitz grunted. "Hope he coordinated with the castle staff and guard," he muttered. "This could be an epic level screwup otherwise.

"Well, que sera sera, as the French ponies say. Catch some more Zs," Sundiver said. "I'll wake you in another hour." Blitz lounged back on the clouds and dozed off, while Sundiver patiently scanned the terrain below for threats. And so another night in the illustrious royal guard passed for two of Celestia's finest.

Author's Note:

1) Lightning Blitz was fully aware, after many years and countless Germaine dictionaries, that his name translated to "Lightning Lightning." It was a mark of his personality that he considered it to not be redundant, but thorough. The fact that his cutie mark was a lightning bolt inside a lightning bolt rather cemented it.

(before you ask: Sundiver's mark was a plunging fireball.)

2) Final score--- Applejack: Work you to death; Pinkie Pie: Party you to death; Rarity: way too ambitious; Twilight: way too obsessive-compulsive; Rainbow Dash: Already in love with her own reflection; Fluttershy: a little pudgy. There was a reason these two stallions were single.
Chapter 4

Morning came, bright and chilly. The Cutie Mark Crusaders were all bundled up in their treehouse, snug as bugs. (Lightning Blitz and Sundiver up in their cloud were a bit less cozy.) While the others were snoozing away, Twist had woken up early and was looking into making some breakfast on the little clubhouse stove. As she was scrounging through the clubhouse's stash of supplies to see what there was to whip up, she noticed a flash of light at the window. Curious, she trotted over and peeked out.

The flash seemed to be coming from a funny little cloud hovering over the orchard. Now Twist was really curious. There was a toy telescope lying on a nearby shelf; she picked it up and tried to bring the cloud into focus. What she saw nearly made her drop the telescope. She gasped and ducked out of sight.

There was somepony up in that cloud, watching them!

Panting in alarm, the peppermint pony tiptoed over to where Nyx was sleeping. A quick shake and the alicorn was awake. "Nykth," Twist whispered. "Nykth, there'th thomepony whoth up in the cloudth thath thpying on uth with binoculararth!"

Nyx scowled blearily at Twist. Something must be wrong, she realized; Twist's lisp always got worse when she was upset, and at the moment she was almost incomprehensible. "Whu's wrong, Twist?" By way of an answer, Twist half-dragged, half-sneaked Nyx over to the window. She poked Nyx into peeping over the windowsill. Nyx looked. She saw the odd-shaped cloud... then she saw the flash of sunlight off a pair of binoculars. She gasped and ducked down.

Twist handed her a spyglass from the toy chest. Nyx put a piece of gauze from the ragbox over the lens, to hide any reflections, and peeked out through a gap in the curtains; the cloud came into focus. It looked like it was hollow-- she could see narrow windows all the way around. She could also see two ponies looking down at them; two white pegasi, one with a red and yellow mane, and one with a blue and white mane in a crewcut and a grouchy face. They were both watching the clubhouse; one had a pair of binoculars in his hooves.

"Who are they?" she whispered, her heart beating faster.

Twist got a knowing look; her eyes narrowed to slits. Her mother had warned her about this sort of thing, and she was always on the lookout. She knew who the watchers in the clouds were.

"Pervertth," she hissed.

Neither filly was old enough to know what a pervert was. But the vague warnings they'd heard about them were enough to make Twist's pronouncement as ominous as the opening theme of the Shining.

"What do they want?" Nyx hissed back.

"To watch little fillieth and colts drething and undrething," Twist whispered. "To thate their deviant tendenthith. That'th what my Mother thayth." The confusion of concepts behind that proclamation
was a work of surrealistic art, but it was enough to make both their skins crawl.

For a brief inkling instant, Nyx had a fleeting recollection of the ponies who had wished her ill after her reformation. But Twist's powers of suggestion wiped that thought away in an instant. Her tiny temper flickered alight at the notion of strange Perverts 'thating deviant tendenthith' at her friends.

Now what would do to teach these cloud-born interlopers a lesson? Briefly, she recalled one of Applebloom's more ambitious construction projects from the week before. It got nobody their Cutie marks but it was custom made for this situation. "Wake up the others," she said. "And get me the toolbox, a bucket, and those bicycle tubes left over from last week's Crusade."

"What do you need thothe for?" Twist asked as she nudged Truffle and Pipsqueak awake.

Nyx scowled at the curtained window. "We're gonna teach those perverts not to spy on Cutie Mark Crusaders," she said, scrunching her nose up defiantly.

Lightning Blitz grunted as he watched the weather teams breaking the clouds up on the horizon. "the foals up yet? It's getting on in the day."

Sundiver looked up from the binoculars, bemused. "They're up. You can hear them moving around." There was a faint clatter from the treehouse below. "They haven't come out though-- and they seem to be avoiding the windows." He heard the banging of a hammer. the tree had long ago lost its foliage, so he had a clear view of... well, nothing. What were they up to?

Blitz switched viewports on the hollowed out cloud and looked down. "What the-- I didn't know they had a skylight!"

Surprised, Sundiver looked down. A large section of the roof had swung up and was propped open on spring hinges. He picked up the binoculars and tried to look down inside. He didn't manage to look down into the clubhouse, though.

His view had suddenly been obscured by a small constellation of apples, which were growing in size at alarming speed--

"CUTIE MARK CRUSADER ANTI-AIRCRAFT ARTILLERY, YAY!"

A dozen grade-A, late season Sweet Apple Acres apples disappeared into the cloud. There was a cascade of thumps followed by an agonized yell. The Cutie Mark Crusaders cheered as apples and curses rained from the suspect cloud-puff.

The CMC had been diabolically busy. The tree in which their clubhouse rested actually came up through the floor and forked inside before emerging from the roof. Under Nyx and Applebloom's supervision, they had strung rubber inner tubes from the forks and attached a sizeable bucket, transforming their treehouse into an enormous slingshot.

"Reload!" shouted Applebloom. More of their hoard of eatin' apples were loaded into the bucket. Truffle, being the heaviest, dragged the bucket back as far as it would go while Pipsqueak sighted for range. "A smidge more to your left, mate," he said, squinting through a spyglass. "Okay, to your back and right... FIRE!" Truffle released the bucket, and another volley of cider in its hardest form shot skyward.
Meanwhile, Sundiver and Lightning Blitz were discovering a serious drawback to their method of concealment; while it had kept them effectively invisible, to their dismay their hollowed-out cloud provided absolutely zero cover from hostile fire. They dodged back and forth in their tiny enclosure to little avail. "We gotta get outta here!" Sundown yelped.

"We can't leave the gear," Blitz said. "Everypony's cover will be blown if we do!"

"So what do we do??"

"Come on you moron--" Blitz ran to the back of the enclosure, put his forehooves against one puffy white wall, and started flapping. "--Help me push! Quick, before they reload!" Slowly the junk-laden cloud started to pull away.

"Oh horseapples, they've got smaller slingshots at all the windows OW OW OW OW!"

Things continued to go badly for the two watchponies. They managed to finally pull their pummeled cloud out of range of the CMC's makeshift apple launchers, only to discover they were now taking fire from above. they'd been flanked!

Nyx, Scootaloo, and Rumble were on a cloud about a hundred feet higher. They weren't strong enough fliers to get so high normally, but while the 'perverts' had been distracted by the incoming apple-slaught, Nyx, SweetieBelle and Dinky had managed to pool their magic and give the three cloudwalker foals a boost to an upper cloud. They were now in hot pursuit, pushing their cloud-raft with their wings and bombing the fleeing enemy with hailstones the size of snowballs, squeezed by hoof out of the cloud cover.

"At least the little stinkers haven't---Ow!--- learned to kick out lightning yet," Sundiver said.

There was a crack of thunder. "---Push harder," Blitz growled.

The aerial bombardment didn't stop till the guards left Sweet Apple Acres airspace and were powering their way to the Everfree. The foals pushed their own cloud back over the clubhouse and fluttered their way back down. "We did it!" Rumble said. Cheers went up from everypony in the treehouse.

"Should we take the slingshots down?" Dinky asked.

"Nah, let's keep 'em," Scootaloo said. She rubbed her chin as she regarded the giant launcher. "Sorta wish we could put this one on a turret, though..."

Sundiver and Lightning Blitz sat in their battered cloud over the Everfree forest, nursed their countless bruises and glumly contemplated the report they would have to write to their superior... and just what their superior would have to say about them abandoning their post.

"Blitz?" Sundiver said.

"What?"

"Something just occurred to me. Something we really oughta have remembered."

"Yeah? What?"
"That cute little innocent alicorn filly? The one we're supposed to protect?"

"Yeah?"

"---Once conquered all of Equestria--- all by herself--- in less than a week."

"So you're saying we underestimated her."

Sundiver combed the remains of an apple out of his hair. "Just a tad...."

---

"Nyx, could you come downstairs for a moment?"

"okay, Mom!" Nyx trotted down from her room to the main floor of the library. Everypony had returned home without incident, each with their own plans for their costume tucked away in their saddlebag. Nyx had been working on her own when Twilight had called up the stairs.

The foals had told Applejack about the incident with the strange ponies, but Applejack had interpreted the story as the fillies chucking apples at some idle passersby who had traipsed onto the property. She had scolded them for pelting ponies with perfectly good fruit, but then let the matter slip her mind. And none of the foals had thought to tell their own parents about it. The strangers had fled, and in the manner of children everywhere, it was out of sight, out of mind.

So it came rather as a shock for Nyx when she found the two pegasi the CMC had driven off standing in the main room of her own house with her mother and Spike, wearing pith helmets and looking bruised, disheveled and rather discomfited.

Then again the shock became mutual when Nyx walked into the room, clapped eyes on them, screamed "It's the perverts!" and ran behind her mother.

Twilight gawped at her daughter, completely flabbergasted. "Wha--- Nyx! What are you..."

Nyx pointed an accusing hoof at them from around her mother's flank. "Those two! Those two were spying on us in the clubhouse yesterday! They were hiding in the clouds, they had binoculars and cameras and stuff and were trying to catch us taking off our clothes---"

"WHAT?"

The accused ponies were staring in slack jawed horror. "NOW WAIT a MINUTE--" one of the bruised pegasi yelped, waving his hooves frantically. There was a frantic gabble of voices and pointing of accusing hooves.

"Excuse me," a third voice said. Everypony stopped talking. A third pony Nyx hadn't noticed before, a unicorn with an indigo coat and coal black mane, stepped into the brief gap. "If you will give me a moment I think I can explain..."

Twilight looked indignant. "You'd better!"

Spike snorted. A small spurt of flame shot from his nostrils, making the pegasus nearest him flinch. 'Protective' did not begin to describe Spike's attitude about Twilight or Nyx. Tiny or not, he was an arrowproof reptile who could spit fire, chew solid diamond, and wade through molten rock. If he ever thought anypony had hurt his foster mother or sister, it would go very, very poorly for them.
"Believe me the explanation is simple," the indigo gentlecolt said. "These two fellows are bird watchers. These fellows work for the Equestrian Aviary Society. We'd received report of an exotic bird sighted in Ponyville and-- ah, there he is!" He said happily, as Peewee flew into the room and perched on Spike's head. "A baby phoenix is quite a find, you know..."

"So why didn't you just come out and meet us, if you wanted to see PeeWee so bad?" Twilight asked suspiciously.

"We couldn't do that," the blonde-and-red maned birdwatcher said. "We had to observe the subject undisturbed in it's natural environment!"

"A treehouse?" Spike deadpanned.

"You gotta work with what you got," the pegasus mumbled apologetically.

"Aaand let me guess, you put up a bird blind, the Cutie Mark Crusaders spotted you spying.... and nature took it's course," Twilight said, with some amusement. She poked lightly at one of the birdwatchers' bruises. The pony flinched and grunted. "Yes," he admitted. "At high velocity, no less."

"We had a slingshot," Nyx said.

"Well, the children were acting in self-defense," Ink Spot said. "And no damage done, in the long run. I do hope it didn't get your daughter in any trouble."

Twilight gave Nyx the gimlet eye. Nyx gulped. It hadn't dawned on her that she could be in quite a bit of trouble for pummeling strangers with high-speed fruit. "Well..." Twilight said, then sighed. "I suppose I'll let it slide. This once." Nyx sighed in relief. "Thank you," she mouthed silently to the gentlepony. He merely chuckled and winked.

"So what is your role in all this?" Twilight asked the indigo unicorn. He smiled. "Oh, forgive me, I didn't introduce myself-- my name is Ink Spot. I'm an editor for Informative Publishing, the publishing house that produces---"

"-- The Astronomer's Guide to All Things Astronomical?" Twilight said with sudden glee.


"So you're in the dictionary and encyclopedia business?" Spike asked, monotone. "Sounds riveting."

"Spike!" Twilight scolded. Ink Spot only chuckled. "Well, it's not exactly a life filled with thrills and danger," he admitted. "But it does have its perks. I get first peek at every new edition of the Encyclopedia Equestria...."

"Ooo," Twilight said.

Spike regarded them both with a blank expression. "ff fascinat ing," he said. "You'll excuse me while I go feed PeeWee, here... You two wanna come along and get some pictures or something?" He said to the two Aviary representatives. They looked at one another and shrugged. "Might as well..."

"Great. ...You guys want some liniment or something for those bruises...?"
Spike toddled off to the kitchen, with the pegasi in tow. Twilight and Ink Spot continued to talk books. Nyx noticed with some interest that Twilight was standing much closer to Ink Spot than was usual for her. She also seemed to be smiling a lot more. And batting her lashes....

Her turquoise eyes widened. She bit back a giggle and crept as silently as she could from the room. Twilight and Ink Spot didn't even notice her leave.
"...And that is where little foals come from," Miss Cheerilee said, turning off the slide projector and stepping in front of the class. "Does anypony have any questions?" ....while looking as if she dearly, dearly hoped that they did not.

Nyx looked around. The other kids looked bemused, stunned, alarmed, or, most commonly, grossed out. She was feeling a little queasy herself. And she sure as heck wasn't going to raise her hoof and ask anything. She suspected the answer just might make her barf.

Diamond Tiara was looking at her.

Nyx hunkered down unhappily. Diamond Tiara looking at anyone was usually a sign that they were about to have a really hard time of it. Without taking her eyes off Nyx, Diamond Tiara whispered something to Silver Spoon and began waving her hoof. Yep, Tiara was up to something rotten. "Miss Cheerilee," she said. "Is that where ALL babies come from?"

"Well yes, Diamond Tiara," Cheerilee said. "Well, birds and dragons like Spike hatch from an egg, but otherwise it's just the same."

"But what about Nyx?" Diamond Tiara pointed out, pointing a hoof at the alicorn filly. "She wasn't born like a real pony. She wasn't even born at all!" Diamond Tiara made a face. "Doesn't that mean she's not a real pony?"

Cheerilee put a hoof to her cheek and tsked. "You're absolutely right, Tiara," she said.

Nyx blinked. No, wait, that was wrong.... She was supposed to scold Tiara and said "how could you say such a thing!" This wasn't how it went....

"I'm sorry, Nyx, but school is only for real little ponies," Cheerilee went on. She went to the attendance board and picked up an eraser. Or was it Cheerilee? She looked more like Princess Luna... no, like Celestia now? Cheeri-Luna-lestia began vigorously erasing Nyx's name from the board. "No, wait!" Nyx pleaded.

"I'm sorry but that's just the way it is..." now it was Nightmare Moon erasing her name off the board. Nyx looked down; to her horror, her hooves were slowly fading away, as if someone was erasing them... then her knees....

"NO! PLEASE! I WANNA BE REAL!"

Nyx woke up with a start and a rather gross snort. She'd fallen asleep at her desk, working on her Nightmare Night costume. She wiped the drool off her chin--- ick--- and off her costume where her cheek had rested--- double ick. She took a few more seconds to wipe the tears off her face.
A knock came at the door. Nyx realized it was what had woken her up. "Nyx? May I come in?"

"Sure, Mom," Nyx called back. The door unlatched and Twilight came in. "Hey, sweetie. What are you working on?"

Nyx looked down at the mess of cloth in front of her. "My costume for Nightmare Night," she said. She held it up.

Twilight tilted her head to the side. There certainly was a lot of purple and spangle to it. "Well, it looks... interesting," she said. "What is it supposed to be?"

Nyx blushed a little. "Um, Pony from the Future," she said.

"Ohh, Like... a time traveler?" Twilight said. Nyx nodded. "Oh, well I can see it a little more, now...." Twilight used her magic to take the half finished costume, and hold it up. "It does seem to need something, though...."

"Yeah, it's mostly finished, but it doesn't look...." Nyx waved her hoof vaguely. "Time-y enough."

"Hmm." Twilight pondered for a moment. "Oh, I know!" she trotted out of the room. A few minutes passed and she returned with a box of junk. "Hah, knew I still had this old stuff." She dug around for a moment. "See, like Rarity would always say, what you need to do is accessorize. Voila!" she said, lifting something out in one hoof. Balanced on her hoof was an hourglass made of silvery metal and crystal and filled with glittering blue-white sand. "Ooo, pretty," Nyx said admiringly.

"I made this my first year in Celestia's School for Gifted Unicorns," Twilight said proudly. "See, I got tired of turning my hourglass over when I was studying, so I enchanted it so that the sand in the bottom goes back up to the top!"

She was right; Nyx could see that the pile of sand in the bottom never got any taller, and new sand kept appearing in the upper half. Wait. Nyx looked puzzled. "Then how do you know when the hour's up?" she asked.

Twilight's smile turned wry. "Not all my ideas were brilliant," she admitted. "Anyway, I figured you could wear it around your waist--" she held up a white hip belt with a carrying loop on the side. "--here, let's see... there!" The endless hourglass fit on the loop with ease; the belt in turn fit on Nyx's waist perfectly.... after they pulled it in to the smallest notch, that is. "AAAnd here's something to balance on the other side." She held up a small thick book with silver lettering on the cover. "My traveler-size edition of Stephen HawkWing's 'A Brief History of Time!' She clapped her hooves together.

Nyx considered the book. "Ummmm... I dunno..." she brightened. "But I bet it'd go really well with Dinky's costume... can she use it? Please?"

"Okay, I suppose. As long as she brings it back--- in good condition." Twilight and Nyx said the last part together. Some things are just in a librarian's blood. Twilight nosed around in the box some more. "Oh, there's some old junk jewelry in here, bracelets, hair barrettes, you might find something that goes with it...."

Nyx started to stick her head down in the box with her mother. She stopped and squinted at her. "Are you wearing makeup, Mom?" Her nose crinkled as she sniffed. "And perfume?"

Twilight's head popped up. She blushed. "Well, just a little," she said.

A sly grin spread across Nyx's face. "Are you going to see Mister Ink Spot again?" she teased in a
Twilight tried to maintain her dignity. "Yes, we're meeting for lunch to discuss getting some new volumes for the library," she said. "No, it is not a date."

"Mmmm hmmmmmm...." Nyx said. By this point the filly was thirty percent smirk by body weight.

"Oh you--!" Twilight said, completely flushed.

Nyx giggled. "You look very pretty, Mommy," she said seriously.

Twilight smiled. "Do you think Ink Spot will like it?" she asked. "I mean, I don't normally wear makeup...."

"Well, it needs something-- oh!" Nyx's eyes widened, and she ran to her dresser. She came back with a tiny jewelry box hovering in her magical grip. When she opened the box, inside was a tiny sapphire pendant on a delicate silver chain. "It was supposed to be a Hearthwarming Day gift," she said shyly, "But I think I oughta go ahead and give it to you now...."

"Oh Nyx," Twilight said as the chain settled around her neck, "It's absolutely lovely. Thank you." She looked over at the clock. "Omigosh, is that the time? I gotta go-- I have to go see Rarity beforehand....!" She turned in a circle, patting her hair absentmindedly. "Be a good girl, finish your homework... Spike will fix something for dinner in a couple of hours, if you get hungry before then there's apples in a bowl on the table---" she gave Nyx a peck on the cheek and ran out the door and down the stairs.

She was at the door when Nyx called her from the upper balcony. "Hey Mom!"

Twilight stopped. "What?"

"Be sure and wear some lipstick for when he gets all smoochy-face," Nyx sing-songed, puckering her face and wiggling her hips. "Mmmmwah mmmwah mmmwahh...."

"Aack!" Twilight magically grabbed a throw pillow from a nearby chair and chucked it at her daughter. Nyx squealed with laughter and ran back to her room. Twilight trotted out of the library, shutting the door firmly behind her, her face flaming.

"That girl...."

Rarity laughed for a good five minutes when she heard the story. She giggled so hard she could barely levitate her measuring tape. "Oh laugh it up," Twilight grouched. "Just wait until YOU have foals---!"

Rarity composed herself and resumed measuring. "Never you mind that," she said. "SweetieBelle manages to mortify me quite often enough all on her own." She wrote her measurements down on a notepad and stepped back. "Thank you dear; Applejack, it's your turn now." Twilight stepped down and Applejack took her place.

They were all gathered together at the Carousel Boutique. Word of the Nightmare Night festivities had raced through Ponyville like caffeinated lightning, and the moment Rarity had heard the words
'masquerade ball' she had insisted on making the costume dresses for the six of them. They were all together now so that Rarity could take their measurements. "Ah don't see why we have to go through all o' this," the farmpony said as she stepped up on the platforms. "You already got our measurements for the Grand Galloping Gala, and the weddin'---"

"Yes, dear, but that was ages ago!" Rarity exclaimed. "And all of us have had our measurements change a bit since then...."

Applejack glared at her. "Are you sayin' ah'm gettin' fat?" she growled.

"Ha! As if, darling," Rarity said. "Especially you and Rainbow Dash. With your strenuous lifestyle?" She poked the cowpony in the ribs. "There's not an ounce of fat on you. But you have gained a bit of muscle lately.... And Rainbow Dash, well, she tends more to the lean--- a genuine racer's build. I daresay she's actually gotten slimmer."

"Heh. Darn right," Dash said, lazily looping the loop overhead.

"...And Fluttershy, why I daresay she's actually gained an inch or two in height, her legs are longer and more willowy than ever." Rarity sighed tragically. "As for myself, I fear I have gained an inch here and there... I'm a bit more soft and marshmallowy than I used to be." She poked at her own tummy with a pout.

"I notice you didn't mention Pinkie Pie and me," Twilight said with a cocked eyebrow.

"Well dearie, you seem to be close to the same size as you were at the wedding," Rarity said, looking over her notebook. "You're one of those ageless lucky few, I suppose. And Pinkie Pie, well...." as one the rest of them looked out the picture window. Rarity had finally gotten fed up with Pinkie's manic antics and had the pink party pony set up her trampoline outside to keep her busy. The pink pony was currently bouncing for all she was worth and chattering away like a squirrel, apparently holding a conversation with a passing butterfly. "I don't know how she does it. She does tend to pudge a bit during the winter months, but.... by all rights, she should be shaped like a big pink beanbag chair by now. It's like she defies the laws of nature."

"Or at least of caloric intake," Twilight agreed. There was a brief air of disgruntlement among the five; they adored Pinkie Pie, but friend or not there was nothing quite as annoying as someone who didn't need to diet or exercise.

"Oh, by the way, Twilight, that is a lovely necklace you're wearing," Rarity said suddenly. "Special occasion?"

Twilight smiled. "It was a gift from Nyx," she said. "She wanted me to wear it for my dinner with Ink Spot."

There was a knowing "Ohhoh" several mares in the room. "So things proceed apace with Mister Spot, do they?" Rarity said, giving Twilight a knowing flutter of the lashes.

Twilight blushed. "It's-- nothing like that, really," she said.

This only generated more giggles and proclamations of "uh huh" and "yeah right." "You keep raht on sayin' that, sugarcube," Applejack chuckled as Rarity measured her barrel.

Rainbow Dash snickered from her perch in the rafters. "You ask me, she's just dating the guy for the free books," she said. Twilight, ever the lady, blew a raspberry at her.

"I must say, Nyx does have an eye for jewelry," Rarity said. "Subtle, almost understated, but just
enough to catch the gentlepony's eye.... brings out your eye color, too," she said. She moved around Applejack's other side. "How is Nyx doing, anyway, dearie?"

Twilight's face fell. "She's.... alright, I suppose."

"But?" Applejack said.

Twilight sighed and started to say something, but just at that moment the door to the boutique banged open. Pinkie Pie bounced in, blowing a tuft of hair out of her face. "Pinkie Pie, why did you come in?" Rarity asked. "It's not your turn yet--"

"Yeah, but I was outside playing on my trampoline like you asked and I've been doing that for ages and ages and ages and now I'm bored!" Pinkie Pie said. "I wanna come in here and do stuff with you all s'more."

"Really now, Pinkie, can't you just... bounce.... on your trampoline a little while longer---"

"But I'm Bee. Oh. Are. Eee. Dee. BORED!" Pinkie complained.

"Pinkie--"

"BORED!"

"Oh very well! You want to help? Here you go!" Rarity rolled up her spare measuring tape and crammed it in Pinkie Pie's mouth. "Now stand there quietly and hold that until I ask for it. Got it?"

"M'kyy," Pinkie said around her mouthful of tape. Miracle of miracles, she proceeded to do just as Rarity asked. "There now," Rarity sighed. "You were saying, Twilight?"

Twilight nibbled at her hoof tip. "Nyx is... she's still having nightmares," Twilight said. "She doesn't admit to it, and she tries to hide it. But I can tell. It's starting to affect her sleep... she dozes off in the middle of the day. She even has bags under her little eyes!"

"What are the nightmares about?" Fluttershy asked sympathetically.

Twilight shook her head. "She won't tell me," she said. "Or she can't. She just tells me they were 'really really awful' and won't say anything more." Twilight sighed. "She's taken to pretending nothing's wrong; just trying to be brave..."

"Sounds like she's toughened up a little," Rainbow Dash said from her perch. "Least she's not as big a crybaby as she was when you first found her."

"Rainbow Dash!" Fluttershy said angrily, startling everyone. "That was very mean to call her that!"

"WHu? Hey, c'mon, Fluttershy, she was," Rainbow Dash said.

Fluttershy was having none of it. It seemed Rainbow Dash had managed to step on just the wrong nerve with the normally timorous pegasus filly. "OF COURSE she was a crybaby, Rainbow Dash," she scolded. "She was a baby. Literally! She was barely a day old when Twilight found her!"

"Well yeah, I guess but--"

"---And think about what her very first day of life was like! She was born all alone. In the dark. In the Everfree Forest. In the middle of a thunderstorm. And she was like that all night and all day, all alone... tangled up in a thornbush, with thunder and lightning and scary animals all around her in the dark..." the yellow pegasus sniffled, her eyes watering. "Of course she cried a lot. I wanna start
crying just thinking about it..." She sat down and sniffled into a tissue.

Rainbow Dash looked absolutely stricken. It had never dawned on her that her words to the filly back then might have been rather cruel; it was like learning the hoofball she'd kicked yesterday had a live kitten inside. She sagged on her rafter, utterly chastised. "Jeez...Fluttershy--- Twilight, I'm sorry--"

"It's okay, Dash... It was a long time ago..." Twilight said, meanwhile silently resolving to give Nyx a big plate of cookies and milk when she got back home, and the biggest hug she could manage.

Pinkie Pie spat out the ball of measuring tape and stuck her two bits in. "Well yeah, I mean DUH," she said, rolling her eyes. "Of course Nyx cried alot. I mean she cries now but back then she cried a LOT more, but it makes sense.... cause she was made out of Nightmare Moon, right? And Nightmare Moon was made out of all the sad, bad feelings Princess Luna had. I think I'd cry a lot and have bad dreams too if I'd been made out of somebody's sad."

"....Ah hadn't thought o' that," Applejack said, bemused.

"Do you think that might be what she's having nightmares about, Twilight?" Rarity asked, noting down Applejack's measurements. "That dreadful night in the forest?"

Twilight shook her head. " I don't know. What little she told me about her dreams... it doesn't sound like she's remembering that night."

"Well, what is in her dreams then?" Fluttershy asked apprehensively. She hoped it wouldn't give HER bad dreams...

"What she's told me has been sort of... confusing," Twilight confessed. "But a lot of them seem to feature Nightmare Moon."

"Wait." Rainbow Dash said. "But she IS nightmare moon....so she's giving herself bad dreams?"

Twilight bit her lip. "There's... so many things about Nyx that I don't understand," she confessed. "What she's feeling, what she's thinking... about who she was, and how she came to be, and who she's going to be-- I've gone through more books trying to understand my little girl than I did when I was trying to figure out Pinkie Pie's Pinkie Sense," she half laughed. "I'm always asking myself, 'is this normal? Should I be worried? Can I help her? Does she need me? Am I missing something?' She rubbed her forehead, fretting. " It's so wonderful and so scary being her mother, all at the same time..."

Rarity sighed. "Welcome to motherhood, darling," she said.

Fluttershy looked up at Twilight through a curtain of hair. "Um, if you don't mind my saying so.... I've seen a lot of new mothers, Twilight... ponies, and among my little animal friends. And it's always exciting, and scary, and they always worry that they're doing the right thing. But it always works out." She smiled. "And I think you're a wonderful mother for Nyx."

It was Twilight's turn to sniffle. "Aw, thank you so much, Fluttershy," she said.

"...Ah wouldn't worry too much about nightmares, Twi," Applejack said, stepping down from the platform. "Your turn, Dash!--- ah mean, youngun's tend to go through these things, havin' a bout o' nightmares over some funny thing or another. But they pass soon enough."

"Yes, quite," Rarity nodded, directing a grumbling Dash into place. "Why, SweetieBelle went through a bout of bad dreams not too long ago, due to some Cutie Mark Crusader mishap." She
paused, blinking as she recalled. "Something to do with a trebuchet and a cheese wheel...."

"I've had that one," Pinkie Pie said thoughtfully.

"Besides that--- you're not alone, sugarcube," Applejack said, throwing a foreleg over Twilight's shoulders. "Y' got all of us to help you when things get rough."

"Yeah," Rainbow Dash said. "Nyx has got five mega-cool godparent-aunts to watch out for her."

"If one mega-cool god-aunt apologizes to her for calling her a crybaby," Fluttershy chided in a soft voice.

Rainbow Dash wilted a little. "Aw, c'mon 'Shy, I said I was sorry..."

"Not to her...."

"But--"

"Not talking til' you do." The butter-colored pegasus stuck her nose up and looked away. It looked like Rainbow Dash really had pushed one of Fluttershy's buttons. Rainbow Dash groaned.

Rarity tapped her on the nose with the end of the measuring tape. "Serves you right, dear," she chanted.

Twilight opened one of her saddlebags and pulled out a roll of onionskin paper. "Rarity? Before you do anything more to the designs... I had a really wonderful idea for the costumes..."

Rarity's eye twitched. "Oh boy, here we go," Applejack muttered.

"No no, I don't want to change anything," Twilight reassured the finicky fashionista. "Not after last time... I wanted to add something." She walked over to the drafting table. Curious, Rarity followed. The sketches of all the dresses were laid out on a single sheet of paper; Rarity had shown them to the girls earlier that week. "See, Nyx told me that the Cutie Mark Crusaders were all doing a costume theme, together," she said. "And I've been thinking 'why don't we do the same?' And I thought up something that I could contribute that would.... tie all the costumes together." She laid her onionskin paper over the sketch. The drawing below showed up through the paper; sketched on the layer above was...

When Rarity saw what Twilight was suggesting, she literally squealed with glee and clapped her hooves together. "Oh, that is simply brilliant!" The other girls gathered around, curious; a babble of questions arose...

"oooo, pretty!"

"Oh, it's a good thing these are all cut the same, otherwise--- but what about colors, darling, will they clash?"

"No... it's a more advanced spell; the colors and patterns will automatically match..."

"Kin ye do so many?" Applejack worried.

"Oh certainly, I've been practicing. I could do a dozen of these, easy. I'll just cast the spell right before we leave for the castle."

"Hey, but what about ...." Rainbow Dash asked.
Twilight had predicted Dash's question. "it's a full polymorphic alteration, Dash, once the spell breaks or wears off everypony will change back to normal."

"Wellll... so long as you're sure...." Dash said.

"Ooo, this is going to be smashing! We are going to out-dazzle everypony in the masquerade..."

The bell at the door jingled; Everyone looked up to see Ink Spot standing in the doorway. "Ah, sorry to interrupt," he said, grinning abashedly, "But I was on my way and--"

"Oh, I'm sorry I forgot the time..." Twilight said. "What time is it? Not that it matters, you're here---"

"Oh that's all right I--"

"Well you two run along," Rarity said, putting her hooves to the stammering pair and pushing them towards the door. "You do have a dinner date to keep after all. I'll keep those sketches, dearie, just to make sure the cut is right. You two have fun now---" The shop door closed behind the couple with a bang. A moment later Ink Spot and Twilight could be seen through the shop windows, walking off in the direction of the cafe' with rather bemused.... but quite happy... expressions on their faces.

"Oooo, I hear wedding bells," Rarity chortled to her friends.

"Heh. Now don't go puttin' the cart before the horse, sugarcube," Applejack chuckled. "Still, they make a cute couple..."

Rarity just smirked. She had an expression on her face like a cat in the cream. "Ohh boy, I see those wheels turning," Rainbow Dash said ominously. "You're planning on playing matchmaker, aren't you Rarity? Jeez, let the egghead do her own fishing!"

"Yes, oh yes," Rarity chuckled slyly. "Fishing indeed." She sashayed over to the drawing board and looked over the gowns. She took a grease pencil and made a few teeeeeny alterations to Twilight's dress... nothing much, just a hemline a little higher here and cut a little lower there.... "And when Mister Ink Spot catches his first glimpse of our little bookworm in this little number, she'll have him hook, line and sinker!"
It was a small rental cottage, just on the edge of town. The ponies that lived there had only moved in a month or so prior. They kept their windows shuttered day and night. They kept to themselves, quietly paid their rent by mail, rarely went out, and after the inevitable "Welcome to Ponyville" assault by Pinkie Pie, never hosted any parties or had any guests. Today, though, their little house was bustling with ponies. Ponies who'd arrived by ones and twos, who spoke to nopony and who were ushered inside quickly and quietly.

They now sat together in the darkened house, twelve of them gathered around the table as Celestia's day waned outside. The leader of the group lit a candle in the middle of the table. "So the time has finally come," he said. "We've planned for tonight for months. Months stealing Spell Nexus' notes, gathering the components, infiltrating the workers at the castle. It all comes down to tonight. Is everything in place for the ritual, Agent Tau?"

"Yes, the components are hidden, the circle is laid out."

"Excellent. What about the target? Agent Beta?"

"I have a tracking spell on her; placed it while she was at school."

"Good. Agent Gamma? Do you have the disguises?"

"What? Oh, that's me. Uh... yeah..." There was a rustling of cloth as several bundles were passed out.

There was a long pause as every pony examined the disguise they were given. "I thought I told you to get item #23, the Sinister Robes costume with the Featureless Mask" he said, clearly annoyed.

"C'mon, Sundae Sprinkles--"

"Code names only, Agent Gamma!"

"Oh, fine, Agent Alpha. C'mon, those things cost three times as much as these!"

"The fate of Equestria at stake and you're going to quibble over a few bits--"

"I didn't have enough! I had to go to the bargain bin to find something affordable!"

'Agent Lambda' put her hoof on 'Agent Alpha's' shoulder. "Really, Dear, it isn't all that important. These will do the trick...."

'Agent Alpha' sighed. "Fine. Whatever." The circle of conspirators donned their disguises. They were now a circle of twelve ponies dressed in cheap hooded ponchos and stiff cardboard masks. "I hated these things as a foal," one agent muttered.

"Trade you the clown mask for your 'Welcome Back Trotter'..."

"Dear," agent Lambda said hesitantly, "Are we-- are we sure about this? Is this really necessary?"
'Alpha' frowned behind his Spider-Pony mask. "I know, dear. But this has to stop. Three times before, Equestria---the whole world---has faced this thing, only to escape by the skin of its teeth. And all three times, it has escaped justice to threaten us all again. Our rulers are compassionate, but this time they have let their compassion blind them. We have to take this into our own hooves." He put his hoof down on the table.

"Tonight, we finally destroy Nightmare Moon!"
Dash and Pinkie Pie. "Ain't you two gonna miss out on prankin' an' trick or treatin'?"

Dash was lying on her back as Aloe shampooed her mane. She gave Applejack a grin and a wink. "Already taken care of, heh," the pegasus said. "Got a super cool awesome idea from a book I read."

"You read a book?" Rarity blurted out.

Rainbow Dash scowled at her. "Yeah, I read a book--- anyway, Pinkie and I went ahead and set up all sorts of pranks all over town in advance," she said proudly.

"Well whut's th' point in that?" Applejack said. "Y' won't be there to see it..."

"That's the cool part," Rainbow Dash said. "I wired all the pranks with cameras. When somepony trips a booby trap, It'll set off a camera and take their picture just as it happens! I'll have a whole Nightmare Night photo album of funny pictures to enjoy the whole year. It'll be awesome!"

"And anyways, Trick or Treating starts two whole hours before the party at the castle does!" Pinkie exulted. "That's still lots of time for trick or treating, not as much as normal but there's cake and punch at the party so that kinda makes up for it but I'm STILL gonna get in LOTS of trick or treating this year before the party...."

"That would explain why she's dressed as a banana," Applejack said.

It was true. Pinkie Pie was currently wearing an enormous banana costume. Only her face and legs were showing through the holes. Without warning she zipped across the room. Applejack suddenly found herself nose to nose with the pink pony. Pinkie bugged her eyes out at her. "Tell me.... do you like, mmmmmBANANAS?" She grinned, smushing her nose against Applejack's.

"Ah refuse to answer that on th' grounds it maht incriminate me," the farmpony said. "Git away."

Pinkie giggled like a loon and bounced away.

"Am I the only one disturbed by the fact that we did NOT find her garb unusual?" Rarity asked.

"She once spent all day dressed as a bale of hay," Dash pointed out. "A bale of hay with Groucho glasses. Wearing a shirt and hat."

"I'll give you that one," Rarity said. She looked out the window; the sun was just about to set. "Oh do go on, Pinkie--- just be back in time for Twilight and I to do the final touches on your costume."

Pinkie bounced into the air in glee and took off. There was a streak of yellow, the front door slammed and she was gone. "Come on Twilight, what's taking so long? Put on your costume and come out so we can see you!"

A voice came from behind the modesty screen. "I will, as soon as you tell me where the rest of it is," Twilight said sarcastically. "What happened to it??"

"Oh a little nip here and a little tuck there, darling." Rarity smirked. "Why, a little too racy for you?"

"This thing isn't racy, Rainbow Dash is racy. This is outright scandalous!"

"Heh.... hey, wait a minute--" Rainbow Dash said. She threw a towel around her mane. "That better be a PUN, sister--"

"Oh you know what I mean," Twilight said. Nothing irritated her like clever wordplay falling flat. "I can't go out like this, what would Ink Spot think if he saw me like this?"
"Whut're you worried about?" Applejack said, amused. "He's already seen ya nekkid."

"---AAAgh!"

The girls all laughed mercilessly. "Oh, do come out dear, the night's a-wasting," Rarity said.

"All right, all right," Twilight said. She stepped around the modesty screen. "Well?"

"Oh, Twilight, you look wonderful," Fluttershy breathed, clapping her hooves together. She was quite right. Twilight was a vision in midnight and silver. Her mane was done up by Aloe and Lotus in a ballerina bun at the base of her neck. Her back hooves were shod in slippers of sparkling indigo, trimmed with silver filigree. Thin anklet chains of silver and indigo gems hung around her forehooves. Her masquerade mask was of the same make, butterfly shaped, sweeping up at the corners into long, gracefully arced antennae. The "gown" itself was a tribute to minimalism, more of a 'little black dress' in size than a ball gown. It was dark midnight with indigo sparkles. It wrapped around the back of her neck and crossed under her barrel, leaving her shoulders and back bare almost to the root of her tail before flaring out into a translucent ruffled skirt that just--- and only just!--- covered her Cutie Mark. Nyx's pendant hung around her neck, shining like an indigo star; matching earrings that only heaven knew how Rarity had procured dangled from her ears.

"Whoa. You sure you don't wanna borrow my baseball bat, Twi?" Rainbow Dash teased. "Inky gets a look at you, you're gonna have to club him senseless to keep his hooves off ya!"

"Rainbow...!" Twilight flushed.

"Oh don't mind her, dear," Rarity said. "She only seems to pick stallions who are desperately uncouth." There was a cough from Dash's corner that sounded suspiciously like 'PrinceBlueblood!' Rarity ignored her. "Come on, dear, add the final touch."

"All right, then," Twilight said. She closed her eyes and began to concentrate. The tip of her horn began to glow, dimly at first, then rapidly brighter. A ribbon of glittering light began unfurling from the end of her horn, spiraling out and around her as she rose up off the ground, wrapping her in a cocoon of light. There was a brilliant flash.

"Well? How do they look?"

The others blinked the spots out of their eyes- and gasped. "Sakes alive," Applejack said, getting to her feet. "They're even purtier than they were the first time y'all did this."

Surprised, Twilight opened her eyes--- and realized she was now hovering, or more accurately fluttering a few feet off the ground. She hiccuped in surprise and dropped to the floor, stumbling a bit, and looked back at her new wings. Two enormous swallowtail butterfly wings now sprouted from her shoulders. They were transparent as stained glass, and faded from dark indigo at the edges to a rich, deep blue near the roots. Tiny glittering sparkles dusted them, making it look as if she had wings cut out of the midnight sky.

"Oh, the Ulysses Swallowtail," Fluttershy said. "A very lovely butterfly. I hope my wings are as nice..."

Rarity squealed in glee, clapping her hooves. "We are going to out-dazzle everypony there!" she said. Sounds of agreement went up all around.

"Say, Twi, aren't you getting ready a little early?" Dash said. "The ball isn't for another two hours, after all..."
"Well," Twilight said, blushing and pawing the floor with one hoof. "I'm going to be going out a little early too. It's Nyx's first Nightmare Night, and I wanted to be there for at least some of it. That, and Ink Spot offered to walk us both around town while Nyx and the CMC are trick-or-treating." A chorus of 'oooOOOooo's' went up. Twilight blushed even more.

There was a knock at the door. Fluttershy went to answer it. "Who is it?" She said timidly.

"It's Ink Spot," Came the answer. "May I come in? I'm here to pick up Twilight."

Fluttershy smiled and opened the door. "Goodness, you're just in time to---" She stopped in mid sentence, eyes round as saucers. "Excuse me a moment." She hastily shut the door and leaned her back against it....

And let out the loudest, most un-Fluttershylike shriek of laughter anypony there had ever heard. The others nearly jumped out of their skins. "Sakes alive girl, what was that for?" Applejack said. No answer was forthcoming; Fluttershy just sat there, hooves crammed against her mouth, eyes dancing with glee. She frantically struggled to control herself for a moment, then giggling fit to bust, got to her feet.

"Come on in, Ink Spot," she said, opening the door.

"Um, quite," the stallion said, stepping inside. "I say, what was all that--- oh my." He and Twilight locked gazes, then looked one another over. "My word...."

The reason for Fluttershy's outburst was clear. Twilight's date for the evening was wearing a pith helmet, khaki shirt and shorts, a monocle and a ludicrously enormous mustache that covered half his face... and an enormous butterfly net strapped across his back. Strapped to one hip was a book titled "Field Guide to Butterflies."

There was a moment's silence. Then Ink Spot said the only thing he possibly could:

"Heavens, I think I'm going to need a bigger net."

The room exploded with laughter.

When the laughter finally died down, Ink Spot grinned and tipped his pith helmet to a madly blushing Twilight. "Shall we go, my lovely lepidoptera?" She dimpled and nodded. They walked out the door side by side.

Rarity was all but bouncing with glee. "Ooooo tonight is going perfectly," she said.

Applejack chuckled wryly. "Yup. All that's left is to wait for things to fly to smithereens."

"Well that's not very positive," Fluttershy said.

Applejack chuckled again. "C'mon, y'all. This is us, here. We've done this two-step often enough to know the other hoof has got to come down sooner or later. Ain't nuthin' we ain't gone through before, and it ain't hurt the fun none." Aloe and Lotus had finished braiding applejack's mane and tail. She got to her feet and gave Rarity a suspicious look. "Now, Ah know you wouldn't go and 'spice up' the rest of our outfits like you did Twilight's, now would you, Rarity?"

Rarity stuck out her lower lip and gave Applejack the most insincere innocent look of her life. "Oh now you wound me, Applejack," she said. "I may have altered a bit here and there--- and I did have to make them all more or less match, didn't I?" She started chivvying the farmpony back behind the screen. "And as if it would be the worst thing in the world to look appealing for the nice young
stallions at the party. Come on now, we all want to be dressed and ready for Twilight to return and give us our wings...."

Applejack's eyes widened in alarm; of the six of them, she was second only to Rainbow Dash in dreading being 'gussied up' and girlified. She braced her feet to no avail. The tiles gave no purchase. She was skidded across the floor and behind the modesty screen by an iron-willed Rarity. "Now hold on there, Sally...."

Rainbow Dash cackled as Applejack disappeared behind the screen. Rarity's head reappeared. "Don't laugh too hard, dearie," she said, giving Dash a malevolent smile. "You're next."

A hunchback and an owl stood outside a library door. No, that wasn't the opening line to a joke, that was how Spike was spending the start of Nightmare Night. He tapped his foot impatiently and glared up at Nyx's window. "C'mon, Nyx, the guys are gonna be here any minute--"

"Okay, okay, I'm coming," Nyx called out. She had taken a few minutes to find Mom's copy of "A Brief History of Time" and put its carry-strap around her waist; it turned out Dinky hadn't wanted it after all. She grabbed her trick-or-treat bag--- an old cloth bookbag Mom had given her---climbed out her window, closed it behind her, and jumped.

Spike gave a strangled yelp, but the little alicorn fluttered safely to the ground. "Don't do that to me," he said angrily.

"I have wings you know," Nyx said sarcastically.

"Yeah, right, rub it in," Spike grumbled. He took a second look at his 'sister.' "Whoa, cool costume!" he said. Owlowiscious hooted an agreement.

"Thanks," Nyx said, preening a little. She had made good use of her time, scrounging through Mom's old vintage clothes (and a few penny-shopping trips to the vintage clothes store, and Rarity's piles of old discards....) She was wearing a sleeveless leotard of pale, moon blue cloth that glittered faintly in the lamplight, and a frilled skirt of transparent white cloth. Her back feet were shod in matching pale blue boots with a flared 'buccaneer' top (one of Rarity's old castoffs from when she was a filly... When Nyx had found them, Rarity had referred to them as "simply dreadful" and given them away.) Her front ankles were adorned with several GimCrack Trinkets brand Ever-Glo bracelets(tm), and a matching Gimcrack Trinkets brand Ever-Glo pendant necklace(tm) hung around her neck--- a pale blue glowing disc on a faintly glowing cord. She wore two white eighties-style belts wrapped around her waist; from one, on her left hip, hung her mother's travel-handy copy of 'A Brief History of Time.' From the other, on her right hip, hung her mother's ever-running hourglass, the trickling sand glowing faintly in the moonlight. Her normal hair barette had been replaced with a plain tiara, with the center gem replaced with a wristwatch face and glass she'd saved from Mr. Tock's trash bin. They too glowed--- thanks to the glow in the dark sticker she'd put behind them.

She looked, in her opinion, very future-y.

"So you're.... supposed to be some sort of ..... time princess?" Spike hazarded.

Nyx nodded. "Pony from the future, but close enough," she said. She pointed a hoof at Spike. "And what's your costume? Oooh, Quasimodo?"
Spike looked down at himself. He was dressed in raggedy peasant's robes made from a burlap sack and tied at the waist with a length of rope. He had an enormous hump on his back, and a mossy looking wig sitting on his head like a depressed bird's nest. "Not exactly," he said. "Snips, snails and I are going for the theme costume prize. We're doing 'Frankenpony!' Muwuwuahahahahah." He cackled and waved his claws. Nyx giggled. "Snips is gonna be the monster, Snails is gonna be the mad scientist.... you can guess what that makes me."

Nyx giggled. "I don't know, but I bet you have a hunch," she said. Spike groaned and facepalmed. Even Owlowiscious facewinged. "Oh come on, it was funny---! But what about Peewee? Is he going to stay here by himself?"

Spike shook his head and peeled back the patch on his hump. Underneath the cloth, it was actually a wicker birdcage with a little nest in it, and Peewee sleeping comfortably. "I was gonna make it an extra storage space for more candy, but I decided I didn't wanna leave Peewee all alone," Spike said. He pulled the cloth back in place. Peewee cheeped sleepily and was still.

"Oh, hey, here they are. Hey Guys!" Spike waved at two colts trotting their way. It was Snips and Snails all right; Snails was wearing a white lab coat, black rubber boots, and a pair of goggles pushed up on his forehead; Snips was wearing a square Frankenpony forehead, and bolts stuck on either side of his neck. He was dressed in a brown suit five sizes too large that was padded out with newspaper and looked as if it had been cut apart and crudely stitched back together. All four of his hooves were shod in enormous workboots that made him stand almost as tall as his lanky friend. "Hey Spike, Hey Owlowiscious, Hey Nyx," Snips said. "You guys ready to go trick or treating?"

Spike laughed. "You'd better believe it! Or should I say 'Yeeees, Marster," he groaned, lurching over to Snail's side.

Snails hyucked. "Yes, my lo-yal aysistant Eeegor! It is time to fetch thee brains!"

"Oh yeah, I forgot!" Spike ran back indoors and came back out carrying a shopping bag in one hand--- and a jar tucked under one arm. It was full of liquid, and inside was something pink and squishy that sloshed around in the fluid.

"That isn't a real brain is it?" Nyx said, pointing a hoof in alarm.

"Nah, it's made of rubber," Spike said. "I bought it at the joke shop and stuck it in a jar full of water. Still pretty cool, huh?"

"Ooh wait I got an idea---" Snips began fishing around magically through his costume. He pulled out two or three plastic tubes. "Open the jar and pour out the water." Puzzled, Spike complied. Snips broke the tubes in half and poured the liquid from the tubes in on the still wet 'brain.' "Okay, cool, now close it up and shake it." Spike popped the cork lid of the jar back in and shook it; the oozing liquid dribbled all over the brain began to glow with a sickly green light. "Wow, coooooooool," Spike and Snails said, staring entranced. "Now it looks all Mad Science-y," Snips said.

"What were those things?" Nyx asked.

"Glow sticks," Snips said. "My mom wanted me to use 'em so we didn't trip over nuthin' in the dark. And... well... This way, we still are," he laughed. He was right; the brain in a jar was now glowing brightly enough to serve as a lamp on it's own.

"Yeah, and it's all glowy and slimy and cool looking too," Spike enthused. He hefted the jar. "Not to mention lighter." He tied a length of twine around the neck of the jar and dangled it from one hand like a lantern.
"It's true, I, am a genius," Snips said smugly.

"Yah, it's too bad we don't have more glowy paint or nothin," Snails said. "then we could put it on my mad science coat and say it was Monster Brain juice or somethin'."

"Or put it around Snip's Frankenpony scars and say it was oozing monster blood," Spike said enthusiastically.

Nyx rolled her eyes and stuck out her tongue. She'd been an alter ego to a thousand year old cosmic princess and the reincarnation of an evil magical queen, and a grade-school filly too, and through all that there was one thing she had learned for certain about the Universe: boys were gross.

"You wanna go trick or treating with us, Nyx?" Snails asked suddenly.

Nyx shook her head. "No thank you," she said. "I'm waiting for the other Cutie Mark Crusaders to pick me up."

"Oh, what're they gonna pick you up in?" Snips asked, curious.

Woiiinga, Wooiiinga, Wooiiinga.

All three boys pricked up their ears. "What the heck is that?" Spike said, looking off into the dark. Whatever was making that noise was getting closer. Something large and oddly lit was rolling down the road from Sweet Apple Acres, headed their way....

Nyx looked where everyone was staring. "Oh, that's my ride," she said happily. "Hi Guys!" She hopped up and down, waving.

Woiiinga, Wooiiinga, Wooiiinga.

There was enormous clatter of noise, a few more Woooinga noises, dozens of excited voices and a.... contraption.... pulled up in front of the library. Snips, Snails and Spike were overwhelmed with a jumbled impression of wheels, blinky lights, bobbly antennas and clock faces. "C'mon, Nyx, hop on! We're gonna be late for the start of Trick or Treats!"

"hey, neat costumes y'all!"

"Yeah, I really like your brain!"

"Uhhh, thanks?" Spike said.

Nyx happily climbed aboard the confusing thing. "Come on, Owlowiscious, let's go!" The owl hooted and flapped over to perch on a fairly secure strut. "See you later Spike, Snips, Snails! Happy Nightmare Night!" The contraption began to roll off, leaving three gawping young Ponyvillians in it's wake.

Snips, Snails and Spike stood there staring for a moment, jaws slack, Spike clutching his forgotten brain in his claws.

Snips snapped out of his stupor first and took a couple of steps after the departing Cutie Mark Crusader Contraption. "Hey, wait!.... Can we get a lift?? awwwwww....."
Twilight and Ink Spot left the salon and made their leisurely way to the town square. That was where the Trick-or-Treaters always started their rounds on Nightmare Night, and so things had been planned accordingly; The children would work their way around the town from street to street, trick or treating, and finally gathering at the Town Hall for the traditional telling of the Nightmare Night legend, and the trek out into the woods to leave their tribute to Nightmare Moon.

Twilight had told Spike and Nyx to meet her there. There was no hurry, though; Spike was a reliable little fellow, and Owlowiscious would look carefully after Nyx in Twilight's absence. She and Ink Spot ambled their way to town hall, chatting about this and that and simply enjoying each other's presence. When they arrived, the square was already starting to thron with costumed children and their chaperones.

Twilight spotted a few familiar faces. Or would that be familiar names with UNfamiliar faces? The Cakes were dressed as ....well... bakers, with white aprons and enormous poofy hats. They were pushing an enormous pie on a bakery cart; when she drew closer she saw that the pie had two "blackbirds" sitting in the middle of the opened crust-- the toddlers Pound and Pumpkin dressed in birdy-themed sleepers and looking adorable. "Oh, that is a clever one," Ink Spot agreed.

She spotted Berry Punch nudging her daughter Ruby Pinch along; once again the clever mum had made good use of her few bits. They were both bedecked in balloons. Berry Punch was covered in purple balloons and was obviously intended to be a cluster of grapes; her daughter was wearing a wicker basket with her hooves poking through the bottom and an aviator's helmet on her head, and had a cluster of helium filled balloons tied off above---Ah, a balloonist! Every few steps the excited filly would rise a couple of feet off the ground. Her mother kept a firm grip on the anchor line tied to the little filly's basket and patiently pulled her back down every time she threatened to go airborne.

Twilight shook her head; she wished she knew how the kindly mother and grape-grower had gotten her undeserved reputation as a lush. The mare refused to even touch liquor! "I like my grape juice fresh, not spoiled, thank you," she always said.

The mayor, for a change, had ditched the clown costume and was dressed as a vampire. She seemed to be having trouble keeping the teeth in, though. Her assistant had chosen to go as a mime, and was constantly catching the teeth and handing them back to her superior.

There were lots of clever and creative costumes this year. Her own was gathering quite a number of compliments. Of course, there did seem to be quite a few ponies who opted for the bargain bin approach; she spotted several ponies wearing the cheap plastic poncho and rubber-banded masks that seemed endemic to the season. How did the company who made those dreadful things stay in business...?

She looked around. "I don't see Spike or Nyx or the Cutie Mark Crusaders anywhere, do you?" Ink Spot craned his neck, looking the other way. "I'm afraid not," he said. He actually sounded a little worried. "Do you think we should head towards the library, try and meet them on the way...?"

Twilight smiled. "No, I'm sure they're fine. Spike is a good 'big brother,' and Owlowiscious is with them too. They just probably got hung up getting everything ready with the CMC."
"You're certain..?" Ink Spot said cautiously.

Twilight nodded. "They did say something about wanting to make a big entrance."

Wooinga, wooinga, wooinga....

Twilight and Ink Spot both pricked up their ears. "Did you hear...?" both of them said to each other.

Nyx and the other winged foals buzzed away, accelerating the CutieMarkMobile mark 2 down the road to the town square. The earthponies worked the pedals inside, and the unicorn ponies contributed their magic to the propulsion. By common consensus Scootaloo manned the wheel.

Snips, Snails and Spike merely held on for dear life. Hitchhiking with the CMC.... bad idea.

Applebloom was standing in the back, keeping a lookout fore and aft. The lights of the Ponyville Town Square were dead ahead. "Okay, we're close enough, Pip!" Applebloom said. "throw on the dry ice!"

Ensconced down in the decks below, Pip shouted "aye aye!" and tipped a watering can into a cooler filled with dry ice. he and dinky began working the bellows that pumped the dry ice mist out. Fog began billowing from underneath the Wooinga-ing vehicle.

"Sorry, Snips, Snails, Spike, you gotta get off here," Applebloom said to the trio, who were currently hanging onto the back bumper. "You don't match our costume motif."

"Okay, just stop and let us off..." Spike said.

"Sorry, no can do, It takes too long to stop," Applebloom said. "you'll have to jump."

The boys gaped at her. "What??"

They weren't given time to think it over: filly hooves came out of nowhere and jabbed them in the ribs, making them all yelp and lose their balance. They fell with a scream off the back of the vehicle--and landed safely on their feet. They looked themselves over; they were seemingly unscathed. "Huh, how bout that," Snips said. there was a clatter and bang, and Snips and Snails' red wagon fell to the pavement behind them.

"Honestly, y'all," Applebloom called back to them, "We're only goin' about five miles an hour...!"

Twilight and Ink Spot-- for that matter, everyone in the square--- stared as the strange contraption rolled into sight. It was about as tall as a pony, three times as long and twice as wide, and covered entirely in cardboard spray-painted silver. There was a raised conning tower of sorts near the back. It was lit from within as well as without; There were portals and windows cut in various places covered
in colored cellophane where the light shone through, and the outside was studded with blinking lights, apparently abducted from some unsuspecting Hearthwarming Eve tree. Tubes, dials, gauges and meters studded the outside as well. Both sides had bright red arrows, one labeled "the past" and pointing back, one labeled "the future" and pointing forward. The arrows labeled "past" were blinking---- quite clever how the red lights illuminating them blinked sequentially, Twilight thought idly. The finishing touches were two backlit clock faces fore and aft whose hands, Twilight noted, were spinning backwards, and a spinning bubblegum machine light atop the roof. Fog billowed out from under the skirting around the base, and strange bongs, twangs, and other indescribable noises, like a sci fi foley artist had gone on a bender, emanated from the two Victrola horns jutting like smokestacks from the roof.

The time machine-- for so it was labeled down one side in bright red paint--- circled the square once before pulling into the center of the square. It spun in a circle twice, then wooing-a’d to a halt. The Ponyvilleans followed their equine instincts and gave it a nice wide personal space, staring in nervous apprehension from a good ten feet away.

One door-sized panel on the side fell down, spilling more fog and light into the square. The windows were peeled open, and nine colt and filly heads made their appearance. "Greetings from the FUTURE!" one of them yelled.

"CUTIE MARK CRUSADERS TIME TRAVELERS, YAY!"

There was a round of laughter and even some applause as the notorious bunch spilled out of their "time machine." Even the mayor joined in. "Bravo, quite goo--- pfoo, oh darn there they go ag--- ah, thank you--- good show, Crusaders! Remember everyone, tonight's a special Nightmare Night... our own Princess Luna is going to be hosting the grand opening of her new palace." There was polite applause. "To commemorate the event she is holding a grand masquerade ball in the palace, and all citizens of Ponyville are invited!" The applause was more enthusiastic. "The rest of the Castle will be done up as a haunted house, with a party for the foals down in the dining hall..." definitely enthusiastic cheers went up from the foals. "So all you foals will want to be back here in two hours for the telling of the Legend of Nightmare Night, and then up to the castle for Princess Luna's Nightmare Night celebration!" Everyone applauded, then the youngsters began scrambling to hit the trick-or-treat path.

The CMC milled about in front of Twilight and her date; it was a confusing impression of neon and visors and shiny cloth for a few moments before she could begin to sort them out visually. "Creative bunch, aren't they?" Ink Spot chuckled to her.

Twilight had to agree. She'd never seen so many variations on "time traveler," and she'd read just about every Time Traveler story in the library. Pip was wearing a goldfish bowl helmet, enormous moon boots, and what looked like a mantelpiece clock around his neck like a peytral. his little friend Dinky on the other hand was wearing more Victorian outfit, a jacket and ruffled neckerchief and a top hat-- a top hat with a huge pocket watch stuck in the band. She had a map hanging out of her jacket pocket labeled "History of the Universe". Rumble was resplendent in a body suit made entirely of silver lame', wraparound goggles and what looked like a digital clock stuck to his chest. Applebloom appeared to be some sort of half-robot pony, with one foreleg and one back leg encased in flexible silver tubing and her usual red bow replaced with an enormous silver key (and of course the prerequisite watch strapped around her "good" front leg...) Sweetie Belle was wearing an outfit made up of "Saturn rings" that dangled around her head, ankles, and wrapped her midriff, and a pair of glitter-ball deely-bobbers. She wore a pendant watch around her neck. Truffle was dressed in gold lame and wearing a pyramid shaped hat made of tinfoil, and Twist was wearing a 'devo' hat and a belt made of blinking red lights. And Scootaloo... was wearing a black body stocking artfully ripped here and there, an eyepatch, a white bandana around her head and her purple mane sculpted into a
Twilight laughed out loud. At Ink Spot's puzzled look she said "A private joke; I'll tell you later." She looked around again, where was Nyx--

"Oh, mommy, you're so beautiful!"

Twilight turned around. There Nyx was, a vision in pale blue and midnight, her turquoise eyes alight with wonder. Twilight smiled, her wings fluttering. "And aren't you looking beautiful yourself, sweetheart," she said as her daughter came in for a hug. "Such a pretty costume..."

Nyx ducked her head and pawed the ground bashfully. "Rarity helped me with the trickier bits," she confessed.

"Well it's still your work, and you look absolutely beautiful in it," Twilight insisted.

"Indeed. Like mother like daughter, I say," Ink Spot said with a smile. Nyx blushed like a rose.

... Then she blinked and looked Ink Spot over. Then she looked at her mother. Then back to Ink Spot. And sat on the ground, squealing with laughter. They both figured out what she was laughing at and rolled their eyes.

Nyx managed to get back to her feet, but she was still having a giggling fit. "You're gonna need an awful big jar to take her home in...!" she said, grinning evilly.

"Ack!" Twilight said, giving her a half-playful swat on the rump. "Enough of that out of you!" Ink Spot just chuckled through his fake mustache. "I think we're going to be hearing jokes about that all night," Twilight said.

"Possibly longer," Ink Spot agreed.

"I thought you were going to go ahead to the castle to meet the Princess," Nyx said.

Twilight nuzzled her. "The Princesses can wait," she said. "the party doesn't even start for two more hours. Besides, I didn't want to miss your first night trick or treating."

Nyx smiled, happy. "Wanna see our time machine?"

"I do believe I would," Twilight said. Nyx gleefully hopped up and led her over to the redoubtable vehicle.

"Whoo."

Ink Spot started, and turned around. "Oh, hello Owlowiscious," the book merchant said. The owl was perched on a stump behind him. The library owl had quietly (as always) abandoned his perch in the CMC time machine and flown over while nopony was paying attention. He regarded Ink Spot with calculating eyes.

"Whooo," he said definitively.

"I should tell her? About what?" Ink Spot said.

"Whoo."

"Oh, That." Ink Spot harrumphed nervously. "Well, perhaps.... but...."
"Whoo. Whoo."

"Yes, I know that honesty is the best policy, but-- no. You're right."

"Whoo?"

"Well yes, I will tell her. Just--" he looked over at the lovely mare; She had her head inside the door of the CMC's "time machine" and was exclaiming appreciatively as Nyx pointed out the different features. "---Just not tonight. It would spoil the evening... Tomorrow. Tomorrow it is."

"Whoo." Owlowiscious regarded him skeptically.

"Seriously!" Ink Spot exclaimed. "I give you my word. I'll tell her tomorrow."

"Whoo."

The doorbell rang. Persimmon Juice groaned and went to answer the door. She hated this holiday. To be fair, she hated all holidays, but this one seemed to get on her nerves the most. She didn't like children, she didn't like candy, and she didn't like giving away things to beggars.

She opened the door. Three foals were standing there, eagerly holding out their trick-or-treat bags. "Trick or tree---"

Persimmon Juice let them have it. "What do I have to tell you rotten little beggars? I don't give out candy to foals, especially to measly little begging grubbers like YOU! NOW GET OFF MY PORCH!" She slammed the door with a bang.

The three foals stood gaping at the door. Dinky started to puddle up. "Awww, it's all right, Dinky," Pip said, patting her on the shoulder. He gave a scowl at the door. "Mean old bat..."

"C'mon, this is the end of the street," Rumble said. "Let's get back to the wagon." The three trotted back to the Time Machine.

The Cutie Mark Crusaders hadn't just planned for this night. They had formulated a battlefield strategy that would have left Napoleon sweating. Rather than trot on hoof everywhere, they rode the Time Machine to each street, dismounted, split into groups of twos and threes, depending on the number of houses, and then scattered, each group to a house. They then worked their way around the street, conveyor-belt style, hauled their loot back to the Time Machine, dropped their small bags into their BIG bags inside the wagon, marked that street off the map, and then pedaled to the next street corner. They were strip-mining Ponyville for free candy with stunning efficiency.

When it came to dealing with Trick or Treat scrooges, though, they truly came into their own.

Scootaloo was sitting in the "crow's nest" of the time machine, chewing on a stick of licorice and trying to look tough. "Anything to report?" she asked as the three came up.

"Yeah, last house on the left. No treats, and yelled right in Dinky's face."

"A right mean old crab," Pip agreed.
Scootaloo grinned. "All right, time to break out the good stuff." She ducked down in the conning
tower and came back out with an enormous aerosol can in one hoof, and a pack of toilet paper rolls
in the other. "Whaddya say---shaving cream, or toilet paper?"

"Just WHAT do you think you're going to do with that?" someone exclaimed. The foals jumped and
spun around; it was Twilight Sparkle, the town librarian. Somehow she had sneak ed up on them
without any of them hearing her. She'd come up behind the Crusadermobile just as Scootaloo had
hauled out the TP. She glared at them with adult officiousness.

Pip, heedless of the protocols of Nightmare Night, blurted out everything. "Oh we were gonna
TeePee that lady's house down there," he said, pointing with his ray gun. All the other foals groaned
and facehooved.

Twilight frowned in puzzlement. "Tee Pee...? And just what is that?"

Scootaloo gave her a longsuffering look. "You're kidding, right?"

"No, I am not, young filly..."

Scootaloo rolled her eyes. "It's where you toss rolls of toilet paper all over someone's house and
make a big papery tangle," she said. "It's, like, the oldest Nightmare Night prank ever?"

"What? But that's terrible! It would make a terrible mess!"

Ink Spot cleared his throat. "Um, that is the idea, dear," he muttered in amusement. "I'm guessing
you didn't do much trick or treating in Canterlot?"

"Of course I did," Twilight said. "I went out every Nightmare Night with my parents and a
properly chaperoned group of well-behaved foals."

"Ah. So that would be a 'No.' " Ink Spot murmured in amusement. Twilight huffed at him, but said
nothing.

"Hey, it's Nightmare Night," Scootaloo said. "It's Trick or Treat. She chose 'Trick.' Besides, she
yelled at Dinky!"

"Now that is not how you handle a problem with somepony," Twilight Sparkle scolded. "Which
house was it?" The foals pointed. "Come with me, Nyx; I want you to see this and remember it."
Twilight marched off to the house, Nyx following dutifully behind.

Twilight motioned for Nyx to stand at the bottom of the porch steps, and went up alone to the front
door. She rang the bell. The door opened; A sour-faced yellow pony with a mustard green mane
glared out. Twilight cleared her throat and began to speak. "Excuse me, ma'am, but I was--"

Without a word of warning, the sour-faced mare flung a bucketful of water straight into the unicorn's
face, drenching her. Twilight stood there, dripping water and gasping in shock. The mare gave a
"hmph" of satisfaction and slammed the door in Twilight's sputtering face.

Nyx stood gaping in bug-eyed shock as Twilight marched, dripping, back down the porch steps.
Without a word she walked back to Scootaloo and the CMC wagon. Scootaloo didn't say a word;
she merely rolled her licorice stick from one corner of her mouth to the other, eyebrow raised.

"Well," Twilight said, flipping her wet mane back, "Little pro-tip, kids: toilet paper sticks really good
if you wet it down afterwards. Just a suggestion...." Without another word she marched over to
where Ink Spot stood.
The stallion was shaking with the strain of not laughing. Owlowiscious was not so withholding. *He hooted with laughter, clinging helplessly to Ink Spot's back.*

Nyx almost let a squeal of laughter escape but stifled it. "I'm guessing you want me to *not* see or remember this?" she said, her voice wobbling with glee.

Twilight grumbled as her boyfriend began using his magic to help dry her. A giggling Nyx followed suit, using her magic to help fix her mother's dampened hair. "Not the lesson I wanted to impart," Twilight said.

As they stood there, Spike, Snips and Snails came up behind them. They were wiping their faces with paper towels. "Hey guys, what's up?" Spike asked.

"Um... not much....What happened to you three?" Twilight evaded.

"Eh, one of Rainbow Dash's preset pranks," Spike said.

"Watch out for house number eleven on the next street over," Snails said. "She rigged the jack o' lanterns to barf shaving cream."

"Ewwww," Twi and Nyx said simultaneously.

"So what's going on here?" Spike asked. "Trick, or treat?"

"Either way it's going to prove educational," Ink Spot chortled. "Look." Twilight turned around to see the CMC passing out Super Soakers, while Scootaloo and Applebloom mounted what looked like a leafblower on the roof of the Time Machine. A toilet paper hanger was strapped over the snout and loaded with a double-large bog roll. "Okay, you ponies, you know the plan, let's roll!" Scootaloo shouted. The colts and fillies poured into the time machine and began pedaling.

The CMC halloween float rolled down the street, rapidly approaching the offending pony's house. Scootaloo revved up the leaf blower. Instantly a stream of airborne TP began unspooling off the roll and cascading down over the house. In moments the house was covered with waves of white.

"Now that's clever," Ink Spot said in sincere admiration. "It used to take my mates and me the better part of an hour to get a house that thoroughly bogrolled..."

As soon as they were parallel to the paper shrouded house, the windows on the time machine peeled open and the Super Soakers opened fire. Sprays of water doused the tissue paper, soaking it into a gluey mush. High-pressure jets of water thumped and pattered against the doors and windows; if Persimmon Juice didn't know what was going on, she'd soon come to the door and find out. For good measure, Scootaloo fired off a couple of shaving-cream water balloons from a mounted slingshot, coating the mess with foam. "CUTIE MARK CRUSADER EQUALIZERS, YAY!" They then rumbled off around the corner, heading for the next block at high speed.

Twilight shook her head hopelessly as Nyx laughed helplessly. "They can't build a stage set, sew a dress or fix a table to save their lives," she said, "but ask them to make something for Nightmare Night and they turn into Starswirl the Bearded......"

A door opened. There was an outraged shriek. "Um, okay, what now?" Ink Spot said.

Twilight grinned. "Um, my preliminary studies indicate this is the part where we run for it!" giggling like a schoolgirl on a lark, she took off running, Ink Spot and Nyx right behind. Spike, Snips and
Snails could tell which way the wind was blowing. "Hey, wait for us!" They took off after the fleeing ponies as fast as they could haul their loot-filled wagon.
Meanwhile, at the new Palace of the Moon, preparations proceeded as they predictably might.

Which was to say, the royal staff was having a hissyfit.

Princess Luna was making the rounds, checking to see that all was in preparation. Unfortunately for her peace of mind and good temper, her two hoof-picked assistants, Pomp and Circumstance, were making the rounds with her, all but treading on her heels and keeping up a constant litany of complaints.

"Your Highness, we absolutely must protest!" one of the two ponies trailing Princess Luna said. She turned from the waitstaff she was speaking to and faced the twosome. The two were pale cream colored with meticulously groomed light brown manes and short, carefully trimmed mustaches. They were dressed in matching coattails, vests, cummerbunds and cravats, every corner carefully creased and pressed, every button polished, not a hair out of place, identical right down to their creased pocket handkerchiefs. They were, in fact, twin brothers, identical, even their cutie marks (a crown and scepter) and would have been indistinguishable save for one detail; one was a pegasus, the other a unicorn.

Even then, confound it if Luna didn't keep forgetting which one was which. "Yes, as I am well aware," Luna said sarcastically. "It is all you have done since shortly after I announced my plans for this evening." The two of them glared at her through matching monocles, unyielding. Luna reined in her temper and sighed. She did, after all, hire them to assist her. "Very well, speak your peace."

Pomp and Circumstance glanced at each other. The pegasus was the first to speak. "Your majesty, allow us to 'lay it on the line,' as the saying goes. This is the ceremonial opening of your new palace. You are, as we understand you, trying to step out from under your sister's shadow and show that you are a separate entity from her-- a full and complete ruler of Equestria in your own right. That the common pony can turn to you as readily as to your sister, that they can rely upon you just as much."

"And?" Luna pressed.

"And," his unicorn brother continued--- Pomp? Circumstance? Tartarus take it she was going to tattoo their names on their flanks right over their cutie marks, so help her!--- "we feel, no, we are certain that this..... carnival atmosphere..... is sending absolutely the wrong message."

"Carnival Atmosphere?" Luna said. "And... wrong message... what might that message be?"

"Highness, in less than two hours, some of the creme de la creme' of Canterlot society and nobility is going to descend on this palace for a soiree'---" one said. The other picked up where he left off, "--- and at the same time you are inviting the entire population of an earth pony village to attend as well. When those two groups meet---" they shuddered simultaneously.

"And it goes further," the unicorn said. "The music, the entertainment, the costumes, the food.... it's all of.... the lowest common denominator," he finished. "The sort of thing you'd expect of common carnival fare."
"Can you imagine how offended many of the nobles will be to be rubbing elbows with shopkeepers and farm labor and forced to eat fritters and caramel apples like a country bumpkin---"

"ENOUGH!" Luna snapped, stamping her hoof so hard the stone beneath it cracked. "I thought better of thee than this!" To their credit, neither brother flinched. "Such arrogance and egotism. Dost thou imagine thyself above and higher than the ponies of this village? These ponies, whose work clothes your back, graces your table, and fills your bellies? Among whom the Bearers of the very Elements count their own number? Fie on thee; thou wouldst count thyself honored above thy station to number these 'country bumpkins' as thy kinsmen."

They looked at each other again, their expressions softening a bit. Pomp (the unicorn, she was certain this time) spoke. "We apologize your Majesty. Be sure, we do not share the attitude some nobles have to commoners. But like the attitude or not, whether we share that attitude or not, that is the attitude you will face. The nobility will be scandalized, and they will be far less supportive of you in future endeavors."

"Even now we could possibly help you avoid this," his brother said. "If you would give us some leeway in organizing this...."

"Hast thou considered," Luna said, suddenly patient and calm again, "That mayhap it is not their support I desire?" Pomp and Circumstance were taken aback. "I am Princess of the Moon, whether the houses and lords call me Highness or call me not. I will raise and set the Moon whether or not they e'en acknowledge my existence; I need them not. And I will continue alike long after their houses are dust and their prideful names are forgotten and their title is taken by another." She turned away, looking in the middle distance. "No, tis not their faith I need, tis they who need mine-- and far more deeply, though they know it not, they--- and I--- need the faith and fellowship of the 'common people' they so scorn."

"Accompany me, and listen." She began walking down the hallway again, carefully skirting around the workers trotting back and forth on last-minute errands. "Thou knowest the legend of Hearthwarming Day, I trust." The two brothers muttered acknowledgement. "Allow me to assure you that it is rubbish." Both brothers popped their monocles in surprise. "Oh, the generalities of it are mostly correct--- but the lay of the tale, as it were, is askew. Tis presented that the conflict between the three clans of ponies wast equally divided, with each being equally at fault. I know better-- as does Celestia, though she has allowed this bowderized version to take hoof in these latter days as a--" she waved a hoof dismissively "--- as a sort of parable of harmony." Luna snorted. "Sins and history forgotten are soon history repeated."

"The truth of the tale is that the balance was far from equal. The pegasi controlled all weather, and commanded the skies with their armies. The Unicorns ruled from the mountains, and mastered both sun and moon. While the earth ponies only had the gift of growing things and tending the animals... dost thou sincerely imagine that the earth ponies stood upon equal footing with those that commanded night and day, the forces arcane, the wrath of storms and the art of war from the sky?"

"Any scholar of history, at least of my time, knew that this tale was amiss. And anypony with common sense could see that the earth ponies were, that they had to have been, lorded over by the other two."

"This truth was confirmed not many months past by researchers in the Crystal Empire."

"Twas the earth ponies who were but peasants and slaves to the unicorns and pegasi. Twas the earth ponies who arrived in Equestria two full years before the others. And again, twas not Clover the Clever, but the Earth ponies, with the secrets of their magic, who saved the pony tribes from extinction under the hooves of the Windigoes."
Pomp and Circumstance both gaped at this revelation, but they found were far less than surprised... deep down they had both always suspected the real Hearthwarming tale had played out fairly different from how it was normally portrayed.

"The true story of Hearthwarming has yet to filter down to the common pony. Tales of how we did get our own history wrong rarely sell holiday crafts and treats," Luna snorted. "Scholars so-called still argue and debate what has been proven beyond a doubt. Twill yet be this Hearthwarming season when the full of the truth is to be given out to all of Equestria, and our history books are drastically changed."

"There is.... some point to this story, your majesty?" Pomp finally asked.

"The point, my assistants and minders, is that we are fair close to repeating the sins of the past," Luna said. "I have not been back long, but fair long enough to see that we have a divided kingdom-- and not one divided betwixt day and night. We have an ever burgeoning class of elites, nobility and uplifted names. They are pompous, arrogant and utterly divided from those whom they were appointed to serve. They look with condescension upon the very ponies who put clothes on their backs and food in their mouths." She looked back. "Moreover, those ponies, the 'common ponies,' look with resentment upon Canterlot and the 'upper classes.' They believe that they have no voice with their Princesses that can be heard over the fawning and flattery and influence of the elite."

"It's truly not that bad, is it your majesty?" Circumstance (or was it Pomp?) asked, ruffling his wings. " I mean, certainly there is some abrasion between the classes---"

"Abrasion? Shall I list incidences? Dost thou not recall the Grand Galloping Gala of two years past? How Prince Blueblood--- that poster child for useless ponies--- did abuse the element of Generosity? How the Element of Laughter was bored to tears and scolded for trying to add merriment to the proceedings? How Loyalty was shunned, Honesty was sneered upon for her 'common' fare, and Kindness was left to wander alone in the gardens for lack of a welcome from either Pony or beast?

"Or again how Generosity, despite being of honorable trade and having had hoof in saving Equestria multiple times, having been lashed by the mockery of the higher castes, felt she had to falsely present herself to protect herself and her friends against the abuse and scorn of the upper elite?"

"Or the wedding of our niece Cadence? We were invaded by a Changeling army..... and the invasion almost did succeed, for the staff, the soldiery, even the Elements of Harmony thought it perfectly natural to be verbally abused and disrespected by one of the royalty.

"No, Pomp and Circumstances, the frail sensibilities of the noble classes doth not concern me. I have made my new home here, in the Palace of the Moon, down in Ponyville that the 'common' pony, who doth make up the flesh and bone of this kingdom, who, indeed, have shown me more kindness and welcome despite my fearsome reputation than all the officious nobles combined, might know that they have a Princess too."

"And it would fair serve the noble classes to spend time merrymaking with the common pony." She snorted ".... and maybe take one one night to pull that huge stick out of their collective plots," she added with a mutter and a glower.

Both brothers' monocles popped again at this rather broad sentiment. They stared at their Princess as she walked off down the hallway, then at each other. They shook their heads in dismay.

"This is going to be the Grand Galloping Gala disaster--" Pomp said.

"Times ten," added Circumstance.
"Times one hundred," Pomp agreed.

"Is there anything we can do?"

"Scream, panic, run about, flail about like a madpony?"

"Maybe later. For now I have two thoughts: we have a sworn duty to help the Princess, whether she thinks she needs it or not. And secondly it's far easier to gain forgiveness than permission."

"And you are suggesting?"

The unicorn brother tapped his chin. "Perhaps we can avoid a *complete* social catastrophe if we make a few-- last minute rearrangements. The throne room in this palace is just off the main ballroom...."
"What a HAUL!"

Close to two hours had passed, and the fillies and colts of Ponyville had been busy as heck. There wasn't a foal in the village who wasn't loaded down with a bulging sack of sweets and treats of every description. The Cutie Mark Crusaders were hauling an especially large bounty: their combination of speedy transport and ruthless candy-begging efficiency had let them hit nearly twice the houses of any other group of foals. They had finally stopped and were taking a few minutes to survey their loot.... much to Twilight's relief.

"Oh good heavens, It must be getting close," she fretted. "Does anypony have the time?"

The CMC, her daughter included, all stopped counting candy and stared at her. They looked at each other. And smirked. "Hmmm, geee, I dunno... Do you know what time it is...?" "Nuuh, I dunno.... How bout you?" "Naaaaahhh...." Accompanied by much waving and poking at and holding to the ears of various wristwatches, pocket watches, and alarm clocks. "hmmmm...."

Ink Spot nearly choked on his mustache.

"Funny. Very funny," Twilight said to the giggling foals. Ink Spot took pity on her and showed her his watch. "Oh my goodness! I have to get back to the salon and finish casting the costume spells on the others...." She gave Nyx an affectionate nuzzle. "Now will you be okay by yourself....?"

"Mo-om," Nyx rolled her eyes.

"Okay okay," Twilight relented. "Just stay with the others, once the storytelling is done they'll take you all up to the castle for the haunted house--- take Owlowiscious with you--- I'll meet you at the castle later..."

"Okay, Mom, go, you're gonna be late," Nyx said, pushing her mother towards Ink Spot. Twilight laughed awkwardly and gave in. "Goodbye, sweetie, I love you!" she called over her shoulder.

Nyx waved. "I love you too Mom!"

"I wuv oo too, mummy," a mocking voice sniggered behind her. A pair of fillies laughed. Nyx twirled around; yes, who else would it be but Diamond Tiara and Silver Spoon. The two brat fillies were walking down the far side of the street; they were both made up in expensive princess costumes, complete with jewelry and tall conical hats and fluttering veils. The dresses were fine enough to be real silk, and Nyx had the aching suspicion that the jewelry wasn't all costume either. They were both standing there, snickering behind their hooves at the CMC and Nyx in particular.

Scootaloo stared down at them in disbelief from the crow's nest on the time machine. "Good grief, do you two have cue cards or something?" She said.

"Nah, it's magic," Applebloom said. She was down in the bottom of the time machine, tightening a bolt. "All it takes is fer me to think it's a nice day and they pop up like a case o' the measles."
"Blank Flanks," droned the entire CMC together, mimicking her. She stopped midsentence and scowled. The Crusaders giggled at her expression. "Really, Diamond Tiara," Scootaloo said. "You two need to get some new material."

"Yeah, I got a Chatty Cathy doll that knowth more lineth than that," Twist said. Everyone laughed.

"Oh? Does she say 'Sister Sally Sitting on a Thistle?'" Tiara smirked. Twist's grin disappeared like it had dropped off her face.

"Yeah, I figured that'd make you 'Thut up,'" Tiara said. Silver Spoon laughed. Tiara started walking around the Crusaders and their Time Machine, pretending to look them over. "Oh well, the same old Cutie Mark Crusaders, year after year," she said, letting out a tragic sigh. "a big bunch of raggedy runts---" Dinky cringed and Pip bristled---" crybabies, bedwetters---" Truffle bit his lip and flushed but said nothing--- "blank flanks and poor-house nobodies...." She shook her head in mock pity. "A tragedy, really."

"And look at them--" she pointed a hoof. "They had to go dumpster diving just to make their costumes, and ride around all night in a trash box...."

Temper among the Crusaders flared, but nobody did anything. It was a dirty rotten deal, but the colts couldn't do a thing because you didn't hit girls--- and the fillies couldn't do anything because girls shouldn't fight. The two little weasels knew it, too. No matter what they said or did, if anyone laid so much as a hoof on either of them, all they had to do was run crying to their rich daddies and the hammer would come down.

Nyx stepped forward. Most times Diamond Tiara and Silver Spoon's taunts and jibes just rolled off. Most times. But today, she was on edge from getting so little sleep, and from the fretting worries that nagged the back of her mind, and she just wasn't in the mood to shrug off the spoiled brats and their nasty cutting remarks. She didn't have any clever words or jabs. She never did, really; she wasn't good at them. She just gave up and kept it simple. "Leave us alone, Diamond Tiara," she said.

"Make me," Tiara smirked.

Nyx glowered and stepped forward again. "Leave us alone, Diamond Tiara," she said again. Her voice had taken on a tinny echo; Nyx realized her horn was glowing faintly. To judge by the fear on Tiara's face, she had noticed it as well. The spoiled earth pony and her toady took a step back. The air grew thick and heavy.

Nyx hastily snuffed her magic, shuddering a little. No, she was not a bully. She would not go down that path.

Tiara sniffed, regaining some of her arrogance. "Or you'll what, Phony Pony?" she said.

Nyx started, taken aback "Phony Pony?"

"Yeah, Phony Pony," Silver Spoon said. "Everyone knows you're not really a filly. You're just pretending so you can get away with everything you did."

"Yeah," Diamond Tiara said, looking at Silver Spoon, a cruel smile spreading on her face. "You're not even a real born pony. My Dad knows Spell Nexus, and he said that you were nothing but a--- a glob of magic shaped like one!"
Nyx felt icy chills run down her body. The accusation, foolish as it was, cut so close to her fears that she could feel it bleed. She cringed back, eyes wide with hurt, wings flared. "I am too a real filly," she said, angry and hurt.

Tiara saw her opening and went in for the kill. "Oh really?" she taunted. "Prove it! When's your Birthday? Who's your Mom? your REAL mom, the one who had you in the hospital? Who's your Dad? You're just Nightmare Moon in a filly suit. You're a fake!"

Rumble stepped up next to Nyx. "Shut up, Diamond Tiara," he snorted. "You two are the only fakes around here." He put himself between them and Nyx.

Diamond Tiara glared. "Hmph, you'll see. Someday she'll turn right back into Nightmare Moon, and then you'll be sorry you didn't listen to us."

"SO?" Rumble said. "She DID turn into Nightmare Moon, and she was still nicer than you two. Ignore them, Nyx," Rumble said, pressing his side into hers for support. "They're just jealous because Daddy couldn't buy them a real personality."

There was a collective ‘ooooOOooo BURRRRRRN' from all the foals. Tiara's face turned red and puffy with anger. "Come on, Silver Spoon," she said, turning on her heel. The two flounced off down the street.

"Awww, don't go away angry, Diamond Tiara," Scootaloo called after them. "Just go away."

Everyone laughed. The two earth ponies obviously heard; they simply flounced all the more. They headed for the last house on the street, obviously planning on trick or treating just a bit more... at the last second Nyx recognized one of Rainbow Dash's "hidden" cameras in the bushes. Despite herself, she tried to warn them. "Tiara, SilverSpoon, look out--!

The two earth ponies pretended not to hear her... and consequently walked right into the trap. There was a volley of tremendous bangs as a dozen confetti cannons went off in the bushes around them. Diamond Tiara and Silver Spoon shrieked in panic as they were showered with confetti, streamers and glitter. "Ahhh, my HAIR!" Tiara wailed. There was a bright flash from overhead; Dash's automatic camera had captured the whole scene.

The Crusaders howled.

Tiara spun around scattering glitter and streamers everywhere and glared at them all. "You rotten little Blank Flanks--" Another volley of confetti cannons went off right behind her and Silver Spoon. The two girls shrieked and ran for their lives.

Half the CMC ended up rolling in the street, kicking their feet and laughing helplessly.

Rumble leaned against Nyx. "Couple of dummies," Rumble said. "Ignore them, Nyx; they don't know what they're talking about.... As if they ever did."

For some reason Nyx felt her tummy go all fluttery as Rumble pressed his shoulder to hers. Cheeks warm, she turned her head and kissed his cheek. "Thank you," she whispered. His expression was priceless.

Several of the CMC saw what happened; there were giggles and coos, and not a few (Scootaloo most notable) making gagging noises. None of it erased the smile and blush off Nyx's face, or the goofy grin off Rumble's. "Okay, lovebirds," Applebloom said, "git back on board, everyone, we're gonna be late!" There was a rush for the Time Machine. Truffle gave Rumble a poke in the shoulder. "You okay, Rumble?" he asked curiously.
Rumble nodded and hiccuped.

It was Dinky's turn at the wheel. She took the seat behind the huge clock at the front and took the wheel. "Ready to roll!" she shouted. "Which way is downtown?"

"That's easy," SweetieBelle said, pointing down the street where Diamond Tiara and Silver Spoon had run. Confetti and glitter shone in the streetlights. "Just follow the Trail of Fail." There was a shared laugh, and they all began pedaling and flapping, powering their way down the street and towards Town Hall.

"Almost done in there?"

"Not even close! Just stay outside, Ink Spot--- Rarity and I need elbow room for this!"

Twilight and Ink Spot had returned to the salon, just barely arriving before a certain fourlegged banana raced past them and in the door. At Twilight's urging Ink Spot had stayed outside while Twilight went in to cast the flutter-wing spell on her friends and help Rarity get them into their finished costumes. A considerable time had passed since then, with a good bit of commotion and occasional surges of magical light flashing through the salon's shuttered windows. Ink Spot had found himself waiting outside with a small circle of other costumed stallions... the other bearers' dates for the evening, he presumed. They idly introduced themselves and tried to make conversation, but it was obvious everypony's attention was elsewhere--- specifically the Salon's front door.

There was a fifth and final swelling burst of light. Twilight stepped out the door of the salon, smiling confidently. "Gentlemen, may I present your dates for the evening," she said with grin.

The first out the door was, to everyone's surprise, Fluttershy. She of course took one look at the circle of stallions staring at her, meeped, and vanished back inside. There was a brief commotion inside, and the sound of someone whispering furiously that if she did not get out there and meet her date for the evening, the speaker was going to bite her. The terminally bashful pegasus made a hasty reappearance, scurrying out the door with her rear tucked in as if she expected a bite to the cutie mark at any moment.

She wore a simple one-piece outfit much like Twilight's in cut, save it was more vividly spangled and colored the same rosy pink as her mane. The shoulders and collar were trimmed in a thick collar of soft yellow featherdown that covered her shoulders and fluffed around her cheeks like a mane; the skirt lightly trimmed in the same. She wore pink slippers on all four feet with a pom pom of pink fluff at every toe. Her mask was spangled and pink, but rather than thin antennae two broad, elegant pink peacock feathers arched back over her head. Her wings were powder-puff pink, with a broad band of soft yellow.

"Ohh, a Rosy Maple moth," someone said. "It really really suits her.... erp!" The others began pushing the speaker forward, till finally a very nervous and flustered Caramel appeared. He was dressed as a gypsy rogue, complete with a red bandanna on his head, buccaneer boots, a poufy-sleeved shirt and a tambourine at his hip, and he looked almost as nervous and bashful as Fluttershy did. He lowered his head and rubbed one hoof against the other, blushing. "G...gee, I wish I'da known, I coulda come as a gypsy MOTH... heheh...."

Twilight kept her hooves crossed. Fluttershy blushed, meeped.... and smiled. She took a timid step
toward the awkward farmpony. "That's okay," she said quietly. "You make a very dashing gypsy rogue..." Caramel turned beet red and grinned.

Fortunately before the D'awww meter could be broken, the irrepressible Pinkie Pie made her appearance. There was no helping it; in no reality anywhere would Pinkie be dressed as anything as slow and pokey as a butterfly. her dress was a strapless black and yellow number with an aggressively pleated skirt that flared out like a dandelion behind her. She wore knee high black stockings on her legs, and her mask was a simple wire frame with two pom pom tipped deely boppers bouncing in every direction. Her wings were transparent bumblebee wings with golden yellow trim, and she buzzed out the door and circled the crowd like she was on a manic hunt for nectar. "Oh boy, so where's my date? Huh? Is it you? Is it you? I bet it's you... no, you're not him, OH it's you-- oh, sorry Ink Spot," she said, putting the mustache back---

"I'm over here!" This came from a blue unicorn dressed in a rather snazzy green dragon costume. He trotted up, practically bouncing with as much energy as the pink party pony.

"Pokey Pierce!" Pinkie said gleefully, buzzing over and rubbing noses. "There you are!"

"It's gonna be a fun evening--" Pokey said.

"You bet it is!" They nuzzled again.

"I wonder who's next," Ink Spot murmured to his neighbor.

The pegasus next to him--- Thunderlane, if Ink Spot recalled correctly--- chuckled. "Heh, your guess is as good as...whoa...."

Murmurs of approval and at least one wolf whistle greeted the next filly to exit. Much to said filly's discomfiture. "Ah swear Rarity, I don't know how, but ah'm gonna pay you back for this--!

"Tell me that after the date, farm girl," came the reply as an unshod white hoof pushed the farmpony out into the light.

If the others had been done up like fairies, Applejack was more of a country pixie-- robust, freckled and fresh from the fields. her outfit was cornflower blue, and most resembled a trimmed down pair of bib coveralls..... if coveralls came with pencil-thin straps and with the leg cut way up the hip. There were ruffles in pale blue hemming the hipline and the straps at the shoulder. She was unshod; Rarity had given up and plainly stated that no look other than "barefoot country girl" would do in this case. She was bareheaded; For once she'd been persuaded to leave her Pa's hat in safekeeping. Applejack's tail was braided halfway down its length, and her mane had been woven into a soft golden crown around her ears. Her wings were those of a translucent monarch butterfly, glowing her own golden orange. Her mask was a simple thing with two wire thin antennae.

The fiery blush around her cheeks did nothing to diminish her charms. "Twah-laht," she whispered frantically. "'Am NOT com'tible with this! There ain't nuthin' to this outfit, and its cut clear up over mah cutie mark.... Ah cain't be goin' round tonight with mah date lahk this---"

Twilight smirked and took a moment to savor the schadenfreude. "Aw, wassamatter, Applejack?" She murmured back in an atrocious imitation of the farmpony's accent. "He's alreddy dun seen y'all Nekkid---"

"Y'all are on mah list, Twi," Applejack growled under her breath. "Alright, who'm I gettin' yoked with for this shin-dig... tonight?" In response to her query a pale blue earthpony wearing a nearly
universally recognizable black cape and pointed cowl stepped forward. "Uh, nice... BatStallion costume," Applejack said, looking him up and down. "Mind if I ask who y'all are?"

He grinned and said in a rather husky voice. "Bruce Mane." Applejack gave him a longsuffering look."No, really," he said, pulling his cowl back. He had a close-cropped dark grey mane and a fetching smile. "Bruce Mane. Of Trotham city? My family owns a line of stores in Trotham City.... along with a few other things. We purchase all our apple products from you."

Recognition lit up Applejack's face. "Oh, raht, ah remember you," she said with a smile. "Bought up five barrels of our cider and got in a bidding war with Filthy Rich over our Zap Apple Jam a couple years back! Don't mind tellin' you, you got us out of a long dry spell there..."

"Well, after the Nightmare Moon incident, fresh produce was at a premium...." Bruce said. The two took to chatting. Slick move, Rarity, Twilight thought to herself. Got to give her credit where credit was due. Even if Applejack and Mr. Mane didn't hit it off, she'd have a better time at the masquerade this way. Poor Applejack would probably always rather talk shop than anything else....

The next one out left everyone stunned again. It was Rainbow Dash. Her sleek backless outfit started out sheer at the barrel, then tapered back over her legs in a surprisingly ankle- long sheer train. The cloth shimmered blue and green; her mane and tail had been partially dyed to match, mingling locks of blue and green, pulled into a french braid the length of her neck. Sheer slippers of the same shimmering blue-and-green adorned her feet, and a mask with two short antennae graced her face. Like Fluttershy and Pinkie Pie, the spell had taken its own course, and rather than butterfly wings she sported four long, graceful crystalline dragonfly wings that hummed-- no, trilled--- faintly as she hovered overhead.

"Bluetail dragonfly, I presume," Ink Spot murmured.

"oh yeah, we're gonna knock 'em dead," Dash said. "You ready to go, Thunderlane?"

The grey pegasus pony stepped forward with a lopsided grin, his gold praetorian armor clanking. "Ready as I'll ever be," he said.

Twilight blinked. "Dash and Thunderlane?" she asked aloud.

Thunderlane shrugged. "She asked real nice," he said simply.

"And finally, the evil mind behind this whole evening...." Twilight said, gesturing to the door.

Rarity stepped out. her hair was done up much as it had been at the Grand Galloping Gala, all that time ago. her mask was studded with white diamonds. A stiff white collar stood up around her neck, the swooping line just brushing her cheek and clipped in a diamond and sapphire brooch at the base of her throat. Her dress was backless, but with a far less sheer fit than any of the others, layered in sparkling indigo cloth that started at the point of her collar, went under her barrel and gathered at the point of her hip in a diamond cinched belt, then formed a layered and pleated skirt that hung down to just above her hock. her slippers were studded with white diamonds as well. Whatever governed the flutterwing spell had apparently flipped through all the lepidoptera guides, thrown its metaphorical hands in the air, and given her the wings of a monarch butterfly---- a monarch butterfly with wings of the same deep violet as her mane and cut from clearest stained glass. She struck a pose on the front step, fluttering her lashes. "Fabulous, are we not?"

"Eeyup." An enormous red pony in a tux, tails and top hat, wearing a cloak and a bone-white mask straight out of the Phantom of the Opera, stepped forward and offered Rarity a hoof.
"Thank you, Big MacIntosh," she said, accepting his hoof and stepping down off the stoop.

Applejack's jaw dropped. "You and mah brother?" she said finally.

Rarity looked at Applejack. "Honestly, Applejack, why not? He was so gracious as to ask me, after all." She leaned over to the bemused farmpony. "You do need to let him off the farm more often, dear.... Oh do excuse me, Macintosh..." Rarity stepped across the street to the Carousel boutique.

Applejack sidled over to her brother. "Please swear t' me you ain't gonna tell Granny Smith I went out on a date dressed like this---!"

Macintosh grinned. "Eeeeenope."

Applejack squeaked in dismay. "Oh lawsy, kin you imagine what she'd say---?"

Macintosh's grin spread wider. "She'd want to know why she ain't got no grandson-in-law yet, if'n you're out and about like that...."

Applejack gave a strangled squawk and slugged Macintosh in the shoulder. Hard. *Totally worth it,* the stoic stallion thought to himself as he felt the bruise swell under his sleeve.

"Well, that's that," Rarity said. "Just had to lock up the Boutique. Well then--- shall we be on our way?"

There was the sound of clopping hooves and jingling traces behind them. Everyone turned to see six carriages, each pulled by a pair of Luna's royal night guards, pulling up in front of the boutique. "Courtesy of her majesty Princess Luna," one guard said. "For the Elements of Harmony and their accompaniment for the evening."

"Now that's style," Rarity said.

"Now that's *timing,*" Pinkie Pie retorted.

"I'll have to remember to thank her," Twilight said, relieved. She had not exactly relished the thought of the walk to the Lunar Palace. "All aboard?"

In short order the ponies and their dates were piled aboard the carriages. "Off to the Masquerade!" Rarity cheered. With a whinny and a clatter of hooves, they were on their way.
Chapter 10

Spell Nexus stood at the top of the stairs that led down into the grand ballroom of the Lunar Palace, scratching his false beard contemplatively. Mixed feelings, indeed, being back in this place, and under such circumstances. He popped another orange gumdrop in his mouth and chewed as he surveyed the room.

Not a year past, a moment's folly had resulted in his... corruption... by the remnants of magic of Nightmare Moon. Under its mind-warping influence, he had corrupted others, gathering a following dedicated to Nightmare Moon's rebirth. Astonishingly, he had succeeded. The celestial sisters had been imprisoned, Nightmare Moon had taken the throne of Equestria, and Night Eternal had reigned.... and all of Equestria had nearly been destroyed as a result, first by the ever-deepening cold of a sunless world, then by the monsters of the Everfree. The monsters of Tartarus would have weighed in as well, he was sure, only they would have arrived to find Equestria already destroyed twice over....

Only by the thinnest of margins and by the greatest of miracles had his plans been thwarted--- by Twilight Sparkle, Celestia's prodigy, and by the reborn Nightmare Moon herself. Or perhaps in the end he should say he was defeated by something more basic... a mother's love?

Either way the Princesses had been freed, the endless night had been broken, and the monsters of the Everfree driven back to their lairs. Even he and his "cult" had been cured, purged of the contaminating magic that had enslaved them. Nexus popped another citrus candy in his mouth. Would that he could be purged so easily of the guilt that still ached in him. Oh, forgiveness had been extended... even Night-- Nyx, he corrected himself--- even Nyx had been adamant; he was not at fault. But his guilt would not fade. Especially when he was here, in the former castle of Nightmare Moon, the palace he himself had helped design.... despite all the renovation and rebuilding and all the extensive redecoration, everywhere he looked he saw shadows of his own malevolent hoofwork.

_Sometimes, he thought, it feels as if my past sins are treading on my very fetlocks, looming behind me like some awful doom.... _A cold draft blew over his shoulder. He shivered, turning around to see what door or window the errant breeze had entered.

And found himself nose-to-nose with Nightmare Moon. Her umbral mane writhed about her like a corona of snakes, her glowing cat-pupiled eyes gazing into his.

"Boo."

True to reports, Spell Nexus screamed like a filly. Orange gumdrops flew everywhere as he flipped clean over backwards and landed on the floor in a crash of jingle bells.

The gaunt, towering form, serpentine mane and cruel armor melted away. By the time Spell Nexus had untangled his costume and gotten to his feet, the spectral form had been replaced by that of Princess Luna... who was laughing so hard she was having trouble standing. She leaned against a nearby marble column, wings wrapped around her barrel, laughing till tears rolled down her cheeks.
Spell Nexus struggled to maintain his dignity as he straightened his costume out, glaring—well, actually pouting—at the princess all the while. She gained control of herself and wiped her eyes with a wing. "Tis a grand 'Starswirl the Bearded' costume, good Nexus," she said between giggles. "Thou didst even get the bells right. Though," she continued, her grin widening, "I confess that Starswirl never did scream in quite that high an octave..." her words dissolved in gales of laughter again.


Luna chuckled and, with a sweep of her horn, gathered the headmaster's scattered gumdrops, rebagged them and levitated them over to him. He accepted them with ill grace. "Be at ease, Spell Nexus," she said. "Tis but a jest from friend to friend, on a night made for such revelry. I meant thee no ill."

Nexus grumbled a bit and ate a gumdrop to calm himself. "I'm sorry, Princess Luna," he said. "I am a bit on edge tonight."

Luna looked concerned. "Is there ought amiss?"

Spell Nexus pondered for a moment, then shook his head. "No, I am just... I suppose the surroundings do put me a bit ill at ease. Too many shadows and memories here---" he shook his head. "Never mind. Please disregard an old stallion's maundersing."

Luna dimpled. "Immortal you may be not, but thou art far from old, Spell Nexus. And to a puissant unicorn age is but a little matter of choice and perspective." She grew a little more serious. "I did claim this place and remake it, in the hopes of purging it of the past.... But if thou art set too ill at ease by thy memories of this place, please, do not feel ashamed to take thy leave...."

Nexus shook his head again and straightened his shoulders. "No, no, that would defeat the purpose of even coming here," he said. "I wanted to see the new Palace of the Moon. Wanted to purge those memories for myself, as well." He smiled. "After all, what better opportunity for a symbolic change than a masquerade?" He munched quietly on a hoof-full of gumdrops.

Luna caught the citrus scent of the gumdrops and smiled. "Tis a strange thing..." she said.

"Hm?" Nexus said, his mouth full.

"That one so in love with a fruit of the sun as thee would have been so adamant to bring about the endless night," she teased. "One would imagine the very thought of the orange trees of Equestria withering away would have shattered the hold of Nightmare Moon's magic over thee in an instant."

Spell Nexus stopped chewing. It was a well-known fact that he absolutely adored oranges. Oranges, orange candies, orange sherbet, orange soda— he drank orange juice the way other ponies drank fine wine or aged brandy. "Withered away? What a ghastly thought," he said aloud. "Which brings me to mind; I have wondered how your sister and you actually divide up the duties of leadership, now that you two are.... ah, closer to par." He addressed, of course, Luna's own restoration to full power. She was still a touch smaller than her sister, but the magic she had absorbed in reforming Nyx had made her fully equal in power with Celestia for the first time in over a millennium. "Much has been made of how your authority is equal, but...mind I mean to cause no ill feeling but it strikes me that the Princess of the Night might be less inclined to oversee things like, say, agriculture..."

"No ill feeling taken, Spell Nexus," Luna said. "Agriculture is, of a truth, not my forte'. Far better that the Princess of the Sun should be addressed in matters of the harvest. Though not to say I do not oversee some few such things--- nature doth not cease with the setting of the sun, after all." Spell
Nexus nodded. He had seen the gardens commissioned for the Castle of the Moon; they were almost an inverted reflection of the ones at Canterlot... the paths wandered through beds awash with evening primrose, four o'clocks, night bloom water lilies, moonflowers, gladiolus, and countless other species of night blooming plant, and nocturnal creatures large and small rustled among the bushes.... a subtle reminder that half of every day was, indeed, night.

Luna's smile turned wry. "And neither doth the work and play of my little ponies," she said. "In millennia past there were few duties for my Night Watch, save the guarding of the gates and of those few caravans bold enough to travel in the dark. Today? I may not control the stars, but I find myself commissioning workmen to light the highways and byways of Equestria till the land below Canterlot is more ablaze than the night skies above, and I send out as many keepers of the peace to watch the night as my sister does to watch the day.

"And, of course, there are always the astronomers...." She rolled her eyes. "Wouldst thou believe that many would petition the throne for largesse to build a great ship to sail to the moon? I have assured them that I have been there and tis really NOT worth the trip, but still they plead..."

Nexus blinked at her. "Forgive me, but I thought you were imprisoned IN the moon.... not ON it..."

Luna waved a hoof. "Truth, but I didst return there some short time after my freedom-- to walk its surface, and purge myself of old memories. Twould ill serve me to be unable to look upon mine own Moon without pain."

"So what is it like?"

"Dusty. Very dusty." The princess stuck out her tongue. Spell Nexus chuckled at her expression. "There is air there, and dust, and rocks, and nought else, alas." She pondered for a moment, hoof to chin. "Though our world doth look lovely in the sky from there. Mayhap if I did bring sufficient water to its surface, and perhaps some seed.... hmmm." She pondered the notion of a Moon in bloom. Perhaps with a colony of ponies of its own... *Mayhap I see the allure of yon ship-builder's plan,* she thought.

"It's all about setting aside the past these days isn't it?" Spell Nexus said thoughtfully.

"Aye, and there will be more than a few here tonight whom I hope will set them aside with thee," Luna said.

Nexus winced. "Ah yes, the Bearers of the Elements.... Twilight Sparkle especially," he said with a sigh. "And Nyx," Luna added pointedly. Nexus winced again. Tonight was going to have more than its fair share of-- awkward moments.

"Oh, make not that face," Luna said. "Tis not only you that will find a few moments difficult. Imagine how it is for the child!"

"Hmmm," Spell Nexus said, noncommittally. He wondered briefly; when the Princess said "the child," did she mean Nyx... or Twilight Sparkle? To Nexus, Twilight was still the child prodigy, barely just arrived at his school before she was right back out the door with her first degree....

"Which reminds me--- I must be going," Luna said. "I do have things to tend to this night, after all. I shall speak to thee later, Spell Nexus," she said, and vanished in a puff of smoke and light.

Nexus shook his bag of candies, shrugged, and upended them as he watched the first guests trickle in. It was going to be a very eventful night, he suspected.
The ponies gasped and chattered with one another as their carriages drew up single file to the castle. Luna's architects had done a stunning job; while the palace retained much of its original form, they had subtly changed things here and there, widening the windows, opening the spaces around and through it so that the grim and ominous building now seemed less to loom and more to float, light and serene as a midnight dream. Fairy lights of many colors--- and not a few of the changeling-thwarting emerald lamps--- lit the ramparts and windows and crenelations and illuminated the entryways, their reflections glimmering in the moat.

Rainbow Dash had to remark on that one. "Wait, I don't remember there being a moat," she said as they made its way across it via a low stone bridge. "What good is a moat anyway? Most everything in Equestria can fly."

"It's probably so they could have some place to put the night blooming water lilies," Ink Spot said, pointing at the water. "And I think I see goldfish swimming down there...."

"Really?" Up to this moment, Fluttershy had been curled up in the back of her carriage, huddled in a corner next to Caramel with her eyes squeezed tight shut. It had taken all of her nerve to get this far on Nightmare Night, and she had been reduced to hiding her eyes to keep the passing ghosts, goblins, jack o lanterns and other ubiquitous decorations along the way from unraveling her completely. The thought of seeing some pretty flowers and some friendly goldfish, however, was enough to bolster her courage. She opened her eyes and leaned out the side, peering down into the moat.

Just as she stuck her head out of the window, something huge, green, glowy-eyed and possessing way too darn many teeth erupted from the water. It loomed over the bridge, long slimy jaws snapping. "GATOR!" Rainbow Dash shrieked, falling backwards. Everyone on the bridge screamed. The enormous reptile growled, its stubby forelegs wobbling about---

Then slowly sank back into the water with a hiss of escaping air. Twilight leaned forward, squinting, horn glowing to illuminate the creature. "It's rubber!" she exclaimed.

"What?"

"It is, it's a big rubber inflatable," Twilight insisted. "I saw the seams. It's a prop! It must be rigged to lunge up out of the water whenever anypony crosses the bridge."

Relieved laughter greeted this announcement. "Looks like Princess Lulu has a few pranks of her own planned," giggled Pinkie Pie. Chuckling, they all settled back in their seats--- only to realize that in one carriage there were four dainty yellow legs pointed at the sky. "Anypony give me a hoof here?" Caramel pleaded. "She won't move...."

"Oh dear," Rarity sighed."Just take her forehoof and rub it, Caramel," she said. "She'll come to in a moment...."

They had de-petrified Fluttershy by the time the carriages pulled into the courtyard. They dismounted and made their way, two by two, up the wide steps leading to the palace doors. Just as they reached them, the oaken panels swung wide of their own accord. In a swirl of mist and fog, out stepped a stallion. He was dressed in full plate armor clear down to his hooves. It was black as night, and was festooned with cobwebs that swirled in the night breeze. He clanked ominously with each ponderous
And he had no head. Just an empty collar where darkness and mist swirled.

The girls(1) all screamed again. There was an audible bleat and a "whump" as Fluttershy keeled over. "Not again," Caramel said, quickly kneeling to try and revive his date.

The armor took another hesitant step forward. "Twily?" it said, with a metallic echo. Twilight blinked. The headless horse's hooves reached up to where its head should have been. There was a clank and the clinking of a catch being undone. The hooves pulled away and a helmet materialized between them... and a head appeared where the empty neck had once been. The captain of the guard grinned, shaking out his mane. "Twily, it's me, Shining Armor!"

"Shining Armor?" Twilight exclaimed. She dashed up the steps to him. Shining managed to drop his helmet and raise his foreleg in defense as she cuffed him soundly around the shoulders. "Don't do that ever again!"

The captain of the guard just laughed. "Just doing my duty, little sis..." he chuckled and gave her a hug, which she reluctantly returned. "Glad you could make it to the ball, little sis. It's good to see you again. The little crumb crusher with you?"

"No, Nyx will be coming up with the rest of the village foals," Twilight said, thawing a little in her brother's hug. She'd always hated how he pranked her on Nightmare Night. "What are you doing wandering around dressed like the Headless Horse?"

"Oh, Cadence and I are here as royal guests," he said. "But Luna asked for volunteers to help out with the Haunted Castle and I couldn't resist. She's got me and a bunch of the guard running around dressed up in costume to give the foals a little scare and hand out treats, that sort of thing."

"I can see she went all out on the costume," Twilight noted.

"Pretty neat, huh?" Shining Armor picked up the helmet. It was a dull matte black, and to Twilight's senses hummed faintly with magic. "Invisible helmet. Princess Luna herself enchanted it."

"They're making suits of invisible armor for the guard?" Twilight wondered.

"Ehh, nah," Shining Armor said. "It's a neat trick but it's too heavy and noisy to be much use. I sound like a runaway junk wagon when I try to sneak around in it. But the helmet works great for Nightmare Night." He looked Twilight over. "Aaand might I add you have a pretty snazzy costume going there yourself, sis..."

Twilight blushed. "Little something Rarity and I put together," she said. "Oh, let me introduce you to everyone. You already know Rarity..." She ran through the introductions rather quickly. "...and this is Ink Spot... um, my date for the evening."

"Pleased to meet you, Shining Armor," Ink Spot said, nodding. "Nice to meet Twilight's brother at last."

Shining Armor scrutinized him like he was reviewing a soldier at parade review. "well, Twily vouches for you," he said finally with a raised eyebrow and a quirky grin. "So just consider this my obligatory big-brother greeting and death threat."

"Shining---!" Twilight stamped her hoof.

"Understood, Sir Shining," Ink Spot chuckled. "Your sister is in good hooves, I promise you."
"Relax, Twily, I like him," Shining Armor murmured to his sister. "He's got a trustworthy face---well, what I can see of it behind that mustache...."

"Shining...."

"Okay okay. Ahem. Everyone, if you'll follow me, I'll lead you to the Masquerade..." There was a round of applause and everyone fell in behind the Captain of the Guard.

They made their way through gaily decorated hallways to the entryway to the castle ballroom---which was closed tight, and had two rather officious looking ponies in tux and tails standing in front of it. They were identical, right down to their cutie marks, save that one was a pegasus and one was a unicorn. "The bearers of the elements of harmony, and guests," Shining Armor informed them.

"Thank you, Prince Armor," the unicorn said. "We shall announce them shortly." Shining Armor nodded. "I'm afraid I must get back to work," he said. "The Duchess Winterbottom is about to arrive, and I fully intend to scare her right out of her bustle." Everyone chuckled. Shining nodded to the two ponies again and, bowing to his sister's friends, took his leave.

There was a pause. "Well," Twilight said. "Shall we go in?"

The two ponies froze. They looked at one another, engaging briefly in some silent conversation.

Pomp and Circumstance were on the horns of a dilemma. They were desperately trying to save Luna from herself, and keep her from alienating all the nobility in Equestria in a single night. To that end they had conceived a last-ditch plan. They had rearranged affairs to subtly divide the Masquerade into two parties: one for the common ponies, held within the confines of the greater ballroom, and one for the upper-crust high society ponies, held (along with her Highness, Princess Luna) in the throne room right next door. The parties were separated by only an empty archway, and one hell of a lot of sound and light dampening magic----and one very complex ignore-me-I'm-not-interesting spell they had worked together decades to perfect. If they were very careful, they could maintain the illusion with the Princess that the nobility and the common ponies were mingling, without either group actually coming into contact.

And now this.

The Bearers of the Elements of Harmony. Friends of Princesses Celestia, Luna and Cadenza.... one of them even related by marriage. Instrumental in saving Equestria not once, not twice, but three times. Among them a high fashion designer, a champion aeronaut and hero of the young flier's competition, a former fashion celebrity, an influential farming businesspony, and the student apprentice of Princess Celestia herself.

And the six ponies who had so utterly trashed the Grand Galloping Gala that it made headlines for almost a year.

If they put them in the main ballroom with the commoners, Princess Luna was certain to inquire after their absence, at which point the whole ruse would fall apart.

But if they put them into the throne room with the nobility and nouveau riche....

Grand Galloping Gala.

Pomp and Circumstance, contrary to Luna's suspicions, could not in actuality read each other's minds. They could, however, think so alike that they could practically hold an entire conversation without saying a word. Pomp quirked an eyebrow over his monocle. What now?
An eyebrow quirked in return gave the answer. *Watch them.* Pomp whimpered silently, but his brother was right. It would take a personal touch with all six to keep them from breaking the charade-- or leveling the castle. "If you will all follow me," he said, leading them to a side door... that led, by a servant's access hall, straight to the throne room.

1) *Promises were made to not tell which of the men screamed. So we shall only say Big MacIntosh was the only one who* **didn't.**
Chapter 11

The colts and fillies of Ponyville were already gathered in the town square when the CMC came rolling in. They pulled in at the back of the crowd and spilled out. "Everybody grab one of your candy bags," Applebloom said, hopping to the ground. The others grabbed their bags off the coat hooks along the inside of the Time Machine. Nyx grabbed hers and followed, puzzled.

The children were gathered around the podium in front of Town Hall. The mayor was there in her vampire costume, still struggling with her teeth. "Ashenshion, ewwypon-- PFOO!" The offending fangs sailed out over the crowd and disappeared. "Oh confound it all anyway-- Attention, children, attention everypony! Gather round, gather round... we're about to begin!"

"Now everypony, I'm sure you remember our guest from a few years back. She has agreed to join us again, and be our storyteller for Nightmare Night---"

Nyx perked up. Storyteller? This might be good.

"--So give a warm Ponyville welcome to our own ZECORA!" Whistles and hoofstampings greeted the name. There was a billowing cloud of sparkling green smoke, and the zebra appeared onstage. She was dressed this year in a cloak and shawl trimmed with tiny skulls that clicked and clattered as she moved.

Nyx gulped and shrank back. She was already at the back of the crowd, but it didn't seem nearly far enough.

To be fair, Nyx knew-- in her head, anyway-- that she should have had absolutely no problem with the exotic herborologist. Zecora was Mom's friend. She was Applebloom's friend too, for that matter. But Zecora was strange and spooky and mysterious. Whenever Nyx met her, the zebra potionist seemed to be staring straight through her. Judging her.

And worst of all, she lived in the Everfree forest. The wretched, horrible, awful Everfree forest, where all the worst and most dreadful times of Nyx's short life had happened. Where she'd been born in a thunderstorm in the dead of night. Where she'd been tricked into going by Diamond Tiara and Silver Spoon and had been attacked by one of Nightmare Moon's wayward spell-shreds. Where all the monsters had come from that had half-leveled Ponyville and nearly killed her. And Zecora lived there, like it was nothing, brewing her weird potions and---

Nyx couldn't help it. To her, in some way, Zecora was the Everfree Forest.

Zecora was speaking. Nyx tried to listen.

"Follow me, little ones, and you shall hear

the cause of all that you fear

Come with me, and very soon
you shall hear the tale of Nightmare Moon...

Nightmare.... Night.... mare....

Night, mare, MOON?

Nyx's jaw dropped. *Nightmare MOON?*

What followed was not so much the penny finally dropping as the payoff bell at Las Neighgas. Nyx sat there, croggled, as penny after penny after penny dropped for her. Only one thought surfaced from the cacophony; *This whole holiday is about m--- about Nightmare Moon?*

*But-- that doesn't make any sense! Why would anyone have a holiday about Nightmare Moon?*

The crowd of foals was moving. Zecora was leading the herd, guiding them down a well worn path- into the *Whitetail* Woods, Nyx saw with relief. Baffled and curious, she picked up her candy bag and followed.

"--- presenting the Bearers of the Elements of Harmony, and guests!"

Their entrance was everything that Rarity could have dreamed. The six of them stepped forward, their dates slightly behind them, their costumes-- and their dazzling, rainbow-hued wings-- sparkling in the soft light of the royal throneroom. There was an exclamation of delight from the crowd and approval from the gentleponies and mares in attendance, followed by an enthusiastic smattering of applause.

The throneroom had been redone quite thoroughly. It was sweeping and open, with high ceilings-- even higher than the ones in Canterlot, Twilight suspected-- and delicate chandeliers. Most of the ceiling was in fact skylight, and the entire wall behind the throne was replaced with paned glass and french doors that opened out into the night. The floors were marble tile of deep indigo and the blue of midnight clouds, broken only by a red velvet carpet that ran from the stairwell to the foot of the plush throne, where Luna sat in repose.(2)

A brief pause, and they made their way down the flight of steps and down the velvet carpet to the throne. They bowed; Luna quickly bid them rise. "No need for that from dearest friends," she said with a smile--- and thankfully not in the Royal Canterlot voice. "We are pleased that thou hast braved the night to join us." She gave Fluttershy an impish smile. "I suspect twas more of a challenge for some...."

Fluttershy smiled awkwardly and squeaked. The others chuckled.

"Allow us to present our dates for the evening, your Highness," Twilight said. "This is Ink Spot, of--"

"Informative Publishing, yes," Luna said. "We are acquainted."

"She bought a few books from us in person," Ink Spot explained.

"Really? Which ones?" Twilight asked.

"All of them," Luna sighed. "Tis a bit of a read, catching up on a thousand years of history..."
They went around the group, with each of the mane 6 introducing their dates. Luna smiled and graciously welcomed them all, every bit as elegant as her elder sister. "Do mingle and enjoy thyselfes. The entertainment shall begin soon surely, and the banquet is already open."

"Yay, chocolate fountain!" Pinkie Pie cheered and bolted for the buffet line, Pokey right behind her.

"Excuse me highness--" Rarity said in a panic, dashing off after the two to keep them from sticking their heads in the melted chocolate.

Luna chuckled at the antics of the Element of Laughter and her date. "Oh, Fluttershy... perhaps you might enjoy a walk in our night gardens," she said. She pointed to a pair of french doors that led out to the garden. "...And if you do wish to speak with the animals, I am sure this time they will be a bit more friendly."

Fluttershy meeped and blushed. "Thank you your highness..." She and Caramel made their way to the gardens.

Soon the others had dispersed as well. The princess sat back in her throne and pondered. She had been delighted to see them all, but their arrival (and full points to them for that entrance; already they were the talk of every gossip in the room) had underlined something for her. She glanced around; the gaily costumed guests were socializing, the buffet was filled with delectable hors d'oeuvres, and pleasant chamber music-- played by the ever-optimistic Octavia and her quartet-- filled the air. She caught Pomp's eye as he circled the room and with a gesture summoned him to the throne. "How may I be of service, your majesty?"

"Pomp?" She ventured. "How is every little detail going?"

"Quite well, your majesty."

"Food and drink in plenty? Music arranged? Dance floor open? Guests and entertainment all arrived?"

"Of course, your majesty."

"Then tell me something, dear Pomp," the princess said idly. "Why do none of those things I arranged for seem to be present?"

Pomp froze in place. "I don't believe I understand, your majesty," he said carefully.

"The food? the music? The citizens of Ponyville?" she pressed. "I do recall commissioning Sweet Apple Acres and Sugarcube corner, yet I do not see one caramel apple or pumpkin pastry on the buffet. My DJ seems to have gone missing and been replaced with a cellist. And the only citizens of Ponyville I have seen yet this night have been the Elements of Harmony and their consorts for the evening...."

Pomp should have gone to Neighgas with a poker face like that. "I'm sure I don't understand, Highness," he said again. He pointed through the archway at the end of the throneroom. As you can see, the, ah, citizenry seem to have all congregated in the main ballroom...."

"Mmm Hmm," the lady on the throne said.

A tiny bead of sweat formed on the majordomo's brow. "... And so we did arrange for the, ah, more popular music and festival fare to be arranged in the ballroom accordingly...."

"Do tell."
"... so as not to inconvenience anypony, of course."

"And tis sheer coincidence I'm sure that nopony from that room has walked through that wide archway into this one," The indigo alicorn said.

"Surely."

"Surely?"

"Well it may be that they are... intimidated by the presence of so much nobility 'round the throne," Pomp said.

"Really?" The princess said. "For my part, I would have guessed that it were the fault of the "please ignore me" spell that somepony cast upon the archway."

Pomp bit back a groan. The princess crossed her forehooves daintily and shot Pomp a glare that nearly left his spine covered in icicles. "Now, I know I'm a naive little thing, poorly versed in the very sophisticated ways of these complicated, modern times.... not nearly so observant or knowledgeable as my dear sister... so I am sure it was just a mistake on someone's part to cast that spell and divide my party in twain."

"Yes, a mistake," Pomp mumbled.

"And I'm sure that whoever made that little mistake will soon, that is to say immediately, undo it. Am I correct?"

Pomp gulped. "Yes, your majesty," he said.

"The entertainers I commissioned, wherever they have been waylaid, will be allowed to set up at once."

"Yes..."

"And the rest of the 'carnival fare' will be brought out and set up, tut suite."

"Of course your Highness...."

"That will be all."

"As you wish..." Pomp began walking backwards away from the throne.

"And fetch me a caramel apple while you're at it, there's a dear."

---

1) At this point the Crusaders were each in possession of a huge cotton bag full of smaller paper bags--- one for each street they'd looted. Each of those bags was full of candy. Pip and Dinky were liable to need physical help getting theirs back home--- at this point their haul outweighed them.

2) In all things Luna intended to differ from her sister. Bedamned if she was going to stand in a stairwell and shake hooves all day at her own party.
The procession into the woods was led by Zecora, who carried one of the emerald Changeling lanterns, and tailed by two town guardponies who carried the same. Rumble noted that there were a lot more foals in Ponyville than he'd thought. He had no way of knowing that the rebuilding of the Castle of the Moon was drawing workers-- and families-- from all over Equestria, or Ponyville was well on its way to becoming a boom town.

Still it was neat. New faces were always fun. And some of the costumes the new foals were wearing were really neat. Rumble saw one filly dressed as a yo yo; another as a can of trash. There was a colt dressed as a dragon and his friend dressed as a draconequus, and the filly next to him was a cotton candy cloud, complete with chocolate drops on strings for "chocolate rain." One colt was a gryphon, and there were two dressed as diamond dogs, their pockets full of fake gemstones. There was even one next to him with a really awesome changeling costume, with colored goggles for changeling eyes and stockings painted with black holes on her legs. The wings looked really real, but you could see the straps holding them on.

Regardless of how they were dressed, everyone huddled together under the emerald lamplights. It was creepy out in those woods at night, and especially on this night. He found himself practically pressed up to the side of the filly in the Changeling costume, along with Twist. For lack of anything better to do, he struck up a conversation with the new kid. "Hey. I'm Rumble. This is Twist. You new here?"

The filly nodded. "My name's Flitter. Neat costume."

"Thanks!" Rumble beamed. "I'm a pony from the future. Heh. And so's Twist, and all the other Cutie Mark Crusaders."

"Cutie Mark Crusaders?"

"It's a club for ponies who don't have their cutie mark, Twist said. "Um, well... thorta." She looked at her own rather obvious cutie mark.

"Don't worry, you'll hear all about us soon enough," Rumble said. "Ponies are always talking about us."

"Yeah, usually they're YELLING about us," Twist said. Flitter giggled. "That's a thuper Changeling costume, by the way," Twist added.

"Um, thanks," Flitter said. She suddenly seemed to notice Twist's candy bag. "oh, did you get some of those candy canes? I'll trade you for 'em. They're my favorite." She showed the others her treat bag; obviously she'd been bargaining hard with the other foals; most of her treat bag was full of the canes, in every flavor and color imaginable.

"Hey, thothe are mine!" Twist exclaimed.

Flitter scowled. "No they're not-- I got them myself!--"
"No no, she means she made them," Rumble laughed. "Candy making's her special talent. She probably helped make half the candy people bought for Nightmare Night."

"Ohh," Flitter said. "You've got a really good talent. These are really really special." She took one out of the bag, peeled the wax paper off and started sucking on it greedily. It certainly must have been her favorite, Rumble thought; her face practically glowed with pleasure eating them.

Twist blushed. "Thankth," she said.

"Are all the Cutie Mark Crusaders good at making candy?" Flitter asked innocently.

Rumble laughed and shook his head. "Nah. In fact, don't eat anything SweetieBelle tries to make unless you like tummyaches and the taste of charcoal." Flitter and Twist laughed. "But all the Crusaders are pretty cool... even if we are a little crazy."

Twist giggled. "We're probably the crazietht bunch of ponieith in Equethtria," she said. "We've got every kind of weird."

"Weird but cool," Rumble said. "Especially Nyx. Wait'll you meet her..." he looked around. Where was Nyx anyway? After a moment's casting about he saw her; she was trailing way back at the back of the group, almost out of the range of the lamplight. He could just make out the moonglow of her bracelets and her magic hourglass. And he couldn't be sure but she looked unhappy about something. At least, she was frowning a lot and staring at the ground, like she had something on her mind.

Rumble pawed the ground nervously. Maybe he should go back and check on her? Of course, that would mean dropping back almost entirely out of the lamplight. Out of the nice, bright, safe, Changeling-catching lamplight.

He settled for calling "Hey Nyx! C'mon, you're falling behind!...." Nyx seemed to pick up the pace a bit, but she didn't draw much closer to the group. And the lanterns were drawing off... guiltily, Rumble turned and galloped for the safety of the group. She'd be okay. And he could ask her later about what was wrong, right?

Nyx held back as far as she dared. For some reason she didn't want to be seen by Zecora or anyone else...She didn't know why, she couldn't put it in words in her head. Maybe if she'd been a little bit older, she could have put her nebulous thoughts into these words: she wanted to see what this was all about--- without anyone knowing she was listening or changing their words.

Eventually the group reached a clearing in the woods. It was carefully trimmed and mowed, and was large enough for the entire group of foals to enter, with room to spare. Which was fortunate, because every foal gave a wide berth to what was standing in the middle of the open area: a life-size statue of Nightmare Moon. She was rearing back on her hind legs, wicked sharp hooves flailing, fangs bared in a hideous leer.

Nyx stopped, thunderstruck. Fangs??

Zecora turned and faced the huddled group of fillies. Only her lamplit eyes were visible under the hem of her robe. "Listen close, my little dears, and I shall tell you where you got your fears, of Nightmare Night, so dark and scary, and Nightmare Moon, who makes you wary..."

Zecora was way too good at this. She had the foals gassed up in minutes with her sinister voice and ominous rhymes. Nyx could see several of the smaller ones shivering already. She stepped back out of the light and huddled behind a bush. I have to hear this, something inside her said. I have to hear what they're all saying when they don't think I'm there....
Zecora continued "Every year we don a disguise, to save ourselves from her searching eyes, for Nightmare Moon wants one thing this night-- to gobble you up in one swift bite!!" the zebra lunged forward, growling and gnashing her teeth. The foals shrieked in fear, several of them tucking their faces in each other's sides.

All except one, hiding just out of the lamplight behind a bush. Nyx was gaping in speechless horror as Zecora went on, describing in gruesome detail how Nightmare Moon was going to go about tonight, searching for children to gobble up like candy corn. Nyx couldn't believe it. She collapsed in her hiding place, tears welling in her eyes. They think I ate ponies? ATE them?? It was too much to bear. She'd done awful things as Nightmare Moon--- but she'd never killed anyone, and she'd never ever eaten anypony! How could they say things like this? How could Zecora.... This, this was too much! She was too stunned to even cry.

Her shocks for the evening were far from done. She composed herself to listen in some more... and now Zecora was telling them all how to keep Nightmare Moon from eating them up! ".... quickly now my tiny friends, Nightmare Moon you must not offend--- fill her belly with a treat or two--- so she won't return to COME.. EAT... YOU!!" More antics with the green smoke, and now "Nightmare Moon" was lunging about, looking for a pony to devour. Shrieks and not a few wails of fear went up. A couple of the smaller foals burst outright into tears and had to be comforted by their brothers or sisters.

Once everyone was composed, though, one by one the foals trooped up and obediently poured a hefty share of their night's loot at the statue's feet.

Nyx--- couldn't even think of words to describe how she felt. She'd been stunned before, but now she was absolutely gobsmacked. She watched in silence as her friends and schoolmates and every other foal in Ponyville walked up, some shivering in fear, to toss their hard-won candy at Nightmare Moon's stone feet like pagans offering a sacrifice to some ancient bloody idol.

Dinky gave her candy, looking like she expected to be devoured on the spot. And the filly in the changeling costume looked like she'd lost her best friend when she dumped her candy canes out.

Nyx watched, her emotions heating up. No, she did have a word for what she was feeling now. Outrage. Absolute, white hot OUTRAGE, blazing like hammered steel straight from the furnace. They were using her to swindle candy out of little kids! She was so angry she got up and stamped her front hooves in the soft dirt in rage.

She stayed behind her bush, breathing heavily, teeth grinding in the righteous fury only a child who's seen adults break the rules can muster. The last of the fillies left their 'tribute' at the statue's feet. "Now my dears, the night is yet full, make your way to the festival, Princess Luna's castle fair, you'll find a glorious party there!" The foals cheered in relief and happily followed the lantern-bearers back down the path. Zecora waited until the last of them was out of sight, then, chuckling to herself, popped a gumdrop from the tribute into her mouth.

Ohh, that just tore it.

Scowling like a tiny thunderstorm, Nyx stepped out from her hiding place and walked up behind the ruminating zebra. "Aintcha afraid Nightmare Moon will catch you eating her stash?" she said, her voice dripping sarcasm.

Zecora "accked" and choked, spluttering as she dislodged her pilfered treat. She obviously hadn't been expecting company. She managed to clear her throat and compose herself. She turned around, smile pasted on her face. "Ack, ahem-- And what is this? Someone who / has to pay Nightmare Moon her--- oo dear...." she finished lamely, staring down into the angriest little alicorn face in the
world. A face that happened to belong to the nine-year-old reincarnation of Nightmare Moon herself.

Zecora's storytelling skills, unprepared for possibly the most confusing confluence of story, character and audience in history, simply blew out. The only thing she could think was one phrase, the one known to every parent who'd ever been caught out about the Easter Bunny, Santa Claus or the Tooth Fairy:

_Busted._

She stood there, stammering for a moment. "Erk?" she said.

The tableau held for a frighteningly long time. Nyx stared at Zecora so hard that by all rights two icy holes should have been burned into the zebra's forehead. Without a word, Nyx dumped her bag of candy, all of it, right at Zecora's feet. _"Enjoy your candy,"_ Nyx hissed, and, sticking her nose in the air, turned on her heel and galloped off after the others.

"Wait-- but it's not-- I didn't--- you don't--- " Zecora shouted after her, her rhyming failing utterly. "Drat."

---

The downward spiral had begun.

Once Pomp and Circumstance had hastily removed the "please ignore me" spells from the archway, it hadn't taken long for the two sides of the party to begin noticing each other. There was no massive spillover from one to the other yet--- some pony instinct for herding was keeping the upper crust and the hoi polloi divided--- but it was only a matter of time. It was after all hard for the nobility to ignore the loud music and boisterous dancing in the next room. Or for the common ponies to ignore the stuffy-looking people staring at them from the archway in horrified fascination.

Pomp and Circumstance tried to delay the inevitable. Pomp bustled about, offering drinks and canapes to various ponies, trying to direct the attention of alarmed courtiers to the buffet table, to the chamber quartet, to anything, please, dear heaven, but the archway from which all the light, noise and sound of commoners at play was emanating. Circumstance had to resort to a mix of officiousness and unctuousness--- "how can I help you? Is there anything you need? Something, anything? No?" -- to keep the hoity-toity averse Ponyville ponies on their side of the line. One look at his schmoozing face was enough to send them backpedaling into the room, thankfully.

Of course, it would be the Bearers of the Elements and their dates who finally broke the line. And of the twelve, it would be Pinkie Pie and Pokey Pierce who did it first. The majordomo brothers made their first critical error at setup: they had placed a chocolate fountain in one room, and an array of treats on sticks in the other. Their second critical error was forgetting that Pinkie Pie was now airborne. Even as they hovered by the archway, ever on the watch for breach of containment, Pinkie had flown by overhead with Pokey dangling from her arms, then returned the same way with a dessert cart full of 'carnival fare' in Pokey's magical clutches.(1)

By the time they had spotted the two, it was too late. Pinkie and Pokey were elbow deep in it, doing absolutely frightening things to gourmet chocolate. "chocolate covered canape's... blech," Pinkie Pie gave her verdict, throwing the half-eaten "treat" into a nearby trashcan. "Anything else we haven't tried?"
"Ooh, I got one," Pokey said. He levitated a caramel apple from the cart over to the fountain. "Caramel apple... coated in chocolate..." he looked around. "ooh, crush up some of those mixed nuts!"

Pinkie pie obliged, scattering nut bits all over the table as she crunched them underhoof. Once she had reduced the entire bowl to crumbs, Pokey rolled the still-warm caramel-chocolate apple in the bowl and held it up. "Triple layer choco-caramel nut apple," he said proudly. Pinkie oooohed. He quickly made a second one. "Oh wait!" Pinkie said suddenly. She carefully pulled the apples off the sticks. "they need something in the middle..."

"Hey, yeah!" Pokey levitated one of the apples up and pressed the tip of his horn to the stem. There was a loud "plock!" and the neatly-cut core shot out of the end of the apple, sailing across the room to strike the Baron Winchester in the eye. "Sorry," Pokey called, magically whisking a table napkin over to the spluttering baron. "Now, let's see...." he filled the hole through the apple with mixed nuts and chocolate, then coated the whole thing with chocolate once again--- and drizzled caramel sauce over the top for a final touch. "Viola," he said proudly, handing the paper plate over to Pinkie Pie.

"Oooh, yummers!" the pink pony devoured the candied apple in a shingle chomp. Pokey chomped his own in half. "Yummers!" The two began making more even as they chewed... both completely oblivious to the shocked courtiers standing around them, staring at the mess they were making.

Up above the chandeliers, two pegasi were dancing, or at least trying to. To Pomp and Circumstance's dismay, the main entertainment for the evening had not yet arrived--- and the current entertainers were apparently in some sort of rivalry, so both refused to bow out for the other. The chamber quartet was still playing away, and the DJ on the opposite side was still spinning CDs or dropping basses or whatever it was they did. They were muffled by distance and by the wall between, but up in the rafters the music was overlapping in a dreadful discordant mess.

"Ugh, I give up," Rainbow Dash said. "I can't dance to this noise." She fluttered in a circle, annoyed.

"I gotta agree," Thunderlane said. "Okay, you gonna tell me now?"

"Tell you what?"

"Why you asked me, of all ponies, to come to this with you?" Thunderlane looped around and hovered in front of her. "I was under the impression I was pony non grata with you, the way we last spoke." Rainbow Dash looked a little chagrined. After the near fiasco with the reservoir tornado, she'd pretty much outright blamed him for their failure to break the standing wingpower record. It had been pretty ugly, and totally unfair, and she knew it.

"Because you were the only pegasus with the guts to tell me to my face what a b-- what a witch I was being," Dash admitted.

It was true. Thunderlane had pretty much snapped and blasted Rainbow Dash with a windmill-spinning tirade about what an arrogant, inconsiderate, egotistical jerk she was, and how her showboating and bullyragging had been what cost everyone the record, and a good dozen ponies had been bedridden because she had drafted sick pegasi and forced them into her obsessive drill-sergeant training regime. He'd quit the weather patrol on the spot and taken a new job in the bowling alley downtown.... and left note that he was not available for any weather patrol work so long as Rainbow Dash was in charge.

It'd been a rough day of self-evaluation for Dash. She'd expected her friends to commiserate with her.... instead they had rubbed salt in the wound. Fluttershy had pointed out how she'd run dozens of her little animal friends through the wringer just to make them prove they were "cool enough" to be
Rainbow Dash's pet. Rarity had noted how demanding and pushy she'd been about Fluttershy's cheering her in the Best Young Flier's competition. Twilight Sparkle--- darned egghead--- had harped on how they'd nearly all gotten toasted because Dash lost her temper and kicked a dragon in the face. Applejack had reminded everyone of how Dash's first reaction to Nyx had been to call her a wimp and a crybaby. Every one of her friends had a list of examples of how Dash was routinely impatient and inconsiderate to other ponies, to the point of cruelty.

Dash had sulked for nearly a week. But the lesson had finally sunk in... at least a little bit. She was no angel, but ponies had noted that she was at least a little more considerate of others. She hadn't outright apologized to Thunderlane, but she had at least been polite to him whenever they'd crossed paths.

Then last week she'd showed up on his doorstep, red faced, asking him if he'd take her to the ball.

Thunderlane suspected he'd said "yes" because he'd been too confused to say anything else.

"Anyway, this really isn't my dance groove," Rainbow Dash said. "Maybe we should... Oh, Hi princess!" She made a quick midair bow. Thunderlane turned and found himself facing the Princess of the Night, who was hovering behind them. "What're you doing up here?" Dash asked.

"Well, I wasn't about to spend all night sitting on my plot," Luna said. "Are you enjoying the party?"

"Yeah, kinda," Rainbow Dash admitted. Thunderlane boggled a bit at how casually she spoke to the coregent. "But the music's a little hard to dance to at the moment." She waved a hoof behind her, indicating the clashing music.

"So I hear," Luna agreed, wincing. "Confound it, I told Pomp and Circumstance to dismiss the quartet with full pay---! Wait here." The princess spiraled down to the stand where the four classical musicians were still playing, struggling to be heard over the growing "wump wump wump" of the DJ next door. The two pegasi watched as the Princess addressed the musicians. The grey pony with the treble clef cutie mark playing the cello seemed to slump a bit, but the princess said something else which seemed to perk her up. Nodding, the four musicians gathered up their instruments and music and proceeded to head out the french doors to the garden. Luna fluttered back up to where Dash and Thunderlane hovered. "Poor thing, I doubled their pay--- but she did care less about the money than about the prestige of performing for royalty.... I suggested they move out to the garden where the atmosphere might suit their music better. And recommended a course of more romantic songs, shouldst there be any young lovers wandering the trails," she said with a wink. "Now, what else...? Excuse me, my little ponies... I have the ominous feeling I hast a great number of tangled webs to untangle...." with that the Princess of the Moon fluttered off, set on her quest to drive her assistants insane.

"Well.... now that the air's cleared. Um... care to dance?" Thunderlane said.

Rainbow Dash tapped her chin. "Mmmmmnnahh," she said. "Not in a dancing mood just yet... wanna take a flight round the castle? I'd like to get a look at the grounds and stuff now that they've renovated..." her dragonfly wings thrummed. "And I wouldn't mind giving these babies a little workout."

"Fresh air seems like a popular choice," Thunderlane said, noting the handful of partygoers trickling out the french doors. "As the lady prefers..."

The two flew off together.
Nyx fumed to herself as she trailed along after the other foals. Using her... her old self to scare little foals and swindle them out of candy---! That's what this 'holiday' was all about? Well it SUCKED then!

She heard Pip up ahead. "Don't look sad, Dinky, we still got lots of candy left..."

"Thure. Oh gosh, Flitter, did you leave ALL your candy??"

"I-- I thought we were supposed to...." the dismay in the fillies' voice was heartbreaking.

"It's okay... We'll share our candy with you..." This from SweetieBelle. A couple other CMCs voiced their agreement.

"T-thank you..." a snuffle.

Nyx halted in her tracks. Oh, that was too much. Her eyebrows and mouth settled in a grim line. This injustice would not stand. "Scootaloo, would you cover for me?" she said. "I... think I left something. I gotta go back."

Scootaloo glanced around at the darkling woods uncertainly. "Are you sure?" she whispered. Nyx nodded. "I'll be right back, I promise," she said.

Scootaloo shook her head. "No way," she insisted. "I ain't letting you go back there all alone."

"But--"

"I mean I'm going with you," the orange pegasus filly said. "Come on, let's go before we're missed!" There was a hoot overhead. They glanced up; Owlowiscious was perched in a tree branch overhead, staring down at them. Nyx blinked; she'd entirely forgotten he was there. "You're not gonna fink on us, are you, Owlowiscious?"

"Whoo."

"...Well, okay, come with us then...."

"Whoo." The owl spread his wings and nodded in agreement.

"Come on already!" Scootaloo said.

The two began galloping as swiftly and quietly as they could back along the trail, the owl winging along silently above them.

Author's Note:
1) When asked why later, she would say “because the chocolate fountain was too heavy to fly with, silly!” Pinkie Logic, not for the uninitiated.
Scootaloo looked over at Nyx as they trotted back through the Whitetail woods to Nightmare Moon's statue. She had lit her horn to light the way, and Scootaloo had popped open a light stick. They could see clearly enough to pick out the path. Scootaloo, at least, could see Nyx.

She could see that she looked mad.

"Are you okay, Nyx?" She asked. "Um, how are you feeling?"

Nyx crumpled up her nose. "Stupid," she said.

"Huh?"

Nyx stopped and sat down. "Oh gee, a new holiday called Nightmare Night," she said. "Gee, I wonder what it's all about? Nightmare Night, Nightmare Moon, Nightmare Night, Nightmare Moon. Aduurrrrrhhhh...." She stuck her hoof in her cheek, crossed her eyes and stuck out her tongue. Scootaloo bit back a snicker at Nyx's face-pulling. Nyx snorted. "Why wouldn't anybody tell me what it was really about??"

"Well, we didn't want to hurt your feelings," Scootaloo said soberly.

"Yeah, this way worked out LOTS better," Nyx said sarcastically. She got up and started walking again.

"Fair enough," Scootaloo muttered. "What're we doing out here anyway?"

"We're taking the candy," Nyx said.

Scootaloo stopped so suddenly she nearly tipped over on her nose. She flared her wings in shock. "What?? You can't take Nightmare Moon's candy---!!"

Nyx spun around and stuck her face up in Scootaloo's till their noses were almost touching. "Whose candy?" Nyx said with a smirk.

"Nightmare Moon--"

"Whoooooosse candy?" Nyx's smirk got even wider.

Scootaloo got it. She blinked in surprise, then a grin of her own spread across her face. "Ohhhh yeaahhhhhhhh...." she jumped up and pumped a hoof in the air. "Totally awesome LOOPHOLE! This is gonna be the most epic candy haul ever--"

"I'm giving it back, Scootaloo," Nyx said.

Scootaloo blinked again. "WHAT? But--- all that candy---" she saw Nyx's expression and tried a different tack. "But--- it's all yours---"
"No it isn't! It belongs to those kids!" Nyx yelled angrily. Scootaloo fell backwards and sat down with a bump. "Think about it, Scootaloo... for years and years and years, they've been lying, telling scared little kids that I was gonna gobble them up if they didn't fork over their candy to pay me off! "I never ate anybody in my life! Either of my lives! It's the rottenest thing I've ever heard of anybody doing to a little kid!" She turned around and stomped off. "Grownups are JERKS!"

Scootaloo got to her feet and trotted to catch up. "Hey, it's just a story, right?-- the grownups didn't make it up---"

"They sure didn't mind benefiting from it, though," Nyx growled.

"Huh?"

"Who do you think has been eating all that candy all these years?" Nyx said. "The tooth fairy?"

Scootaloo's trot slowed to a halt as this new revelation sank in. "Heyyy..." She scowled. "HEY! Yeah! That's right! those jerks!" She doubled her pace and fell in alongside Nyx.

"I can't believe it!"

"Yeah..."

"Of all the rotten..."

"Yeah..."

They trotted awhile in silence, commiserating at the injustices heaped upon kids by grownups everywhere. "So, what's the plan?" Scootaloo said.

Nyx shrugged. "We gather up the candy and drag it back," she said. "Give it back to the kids."

"Drag is right," Scootaloo protested. "That's a lot of candy. How are we gonna carry it all?"

Nyx thought a minute. "We'll carry what we can, and we'll hide the rest someplace till we can come back for it," she decided.

"That works...."

"But we definitely gotta get that one filly's bag for sure--"

"Flitter? Yeah. She left ALL her loot...wow, what a gyp."

Nyx stopped suddenly and dimmed her horn. "We're here," she hissed. Scootaloo looked over her shoulder. There it was, the clearing, the creepy statue, and all the bags of candy piled up at its feet. "Wait, Zecora just left it all here?" she asked, puzzled at the zebra's carelessness.

Nyx licked her lip, thinking. "I dunno. She might've gone to get something to drag it all off. We'd better work fast." She lit up her horn again and ran out to the statue. After a minute Scootaloo followed, shivering as the breeze blew around them. They began looking over the bags, trying to sort them out.

"Which one is Flitter's?" Nyx asked.

"Look for the one with all the candy canes," Scootaloo said. "Those were her favorites, she said---"
her ears pricked. "Oh no, somepony's coming!" she hissed. Nyx dimmed her horn and the two of them hid behind the statue. Nyx trying to tuck her hourglass and her glowing bracelets under herself. Light still leaked out. Darn it, why did she have to put so many glowey things in her costume?

A greenish light approached on the pathway. Three shadowy shapes emerged from the greenery, one lanky shadow with a glowing horn, a bulky, lumbering one that seemed to have trouble walking, and a short, hunched one holding a glowing glass jar. "...do we really have to do this now, guys?" the hunched one said.

"You better believe it!"

"Yeah, no way I'm gonna risk Nightmare Moon gettin' mad at ME," replied a familiar sleepy drawl.

"Fine, whatever. Darn," the short figure shook the jar. "I think my brain is going out. got any more glow stick juice?"

Nyx groaned and nudged Scootaloo. "It's just Snips, Snails and Spike," She said. "C'mon." She came out from behind the Nightmare Moon statue--- just in time for the tardy trick or treaters to turn and see her glowing cat eyes appear out of the shadows.

The scream from the three was epic. Snails and Spike began running in circles while Snips keeled over in his cumbersome Frankenpony costume, wiggling feet sticking in the air.

"Guys, guys, it's just us!" Nyx yelled. They paid no heed, tripping over and colliding with each other in their panic to get away.

It took forever to calm them down. Scootaloo was no help whatsoever; she was rolling on her back on the ground, laughing fit to bust. Eventually the boys calmed down, or wore themselves out enough to realize that it wasn't Nightmare Moon come to get them.(1)They piled on the ground, panting. "What are you DOING??" Spike finally managed to yell in exasperation.

Nyx told them.

Snips and Snails did not take the news well. "You're gonna steal Nightmare Moon's candy?" Snip squealed. "She'll gobble you up for sure!!"

"You dummy. She IS Nightmare Moon!" Scootaloo said.

There was a pause. "...This conversation is gonna get confusin', innit," Snails said fatalistically. He could cope, he supposed. He was confused a lot.

"Well, she is Nightmare Moon...um, technically." Spike admitted grudgingly. Owlowiscious hooted in agreement from atop the statue.

"And I never ever gobbled anyone up, ever, either," Nyx said scathingly. "This whole holiday is a rotten lie." She bit her lip. "How could anybody be so mean, telling little kids things like that... just because I'm not a real pony, saying things like that about me---"

"Whaddya mean, not a real pony?" Snips said, cocking one eyebrow.

Nyx shook her head. "You wouldn't understand---"

Like his namesake, Snails was slow, but he did get there. "Are you saying that Nightmare Moon isn't real?" he asked."Cause if you're not real, and you're Nightmare Moon, then that means Nightmare Moon isn't real...."
Scootaloo rolled her eyes. "She's not saying that, dummy," she said. "That's just dumb stuff Diamond Tiara keeps saying about Nyx... that because she wasn't born like a normal foal, she was born with magic." She brushed a stray leaf out of her hair. "And no, Nightmare Moon isn't real-- at least she isn't some evil ghost pony who goes around eating little foals."

Snails bit his lip. "Umm.... but Nyx is real. Right?"

"Yes!" Scootaloo said, growing annoyed.

"She was made from magic," Spike said. "All the bits and pieces of the old Nightmare Moon after the Elements defeated her. Remember?"

Snails thought carefully. "...then.... if Nyx was made of scraps of magic.... um... how do they know they got all the scraps? If they could make Nyx from magic scraps, couldn't another little piece somewhere else, y'know, grow up and become...." He pointed a hoof at the statue.

"If Nyx can be real, why can't Nightmare Night's Nightmare Moon be real too?"

Four foals, one dragon, and one horned owl froze as that horrible epiphany sank in. The forest around them suddenly got a great deal darker looking, and the sounds coming from it far more sinister. Scootaloo looked at Snails with loathing in her eyes. "Of all the times and places in the world," she said in a shaky voice, "you had to pick this one to get smart..."

The breeze picked up to a whipping wind that swirled around the clearing, picking up dust and leaves and debris. Clouds scudded across the moon, throwing everything into darkness. Alarmed, the foals and dragonling backed toward each other, looking in every direction frantically.

Something huge, dark, and bewinged soared down from the cloud-swirled sky. A mane and tail of midnight sky swirled through the air behind like the tail of a comet, raven wings and silver shod hooves churned the air. Moon white eyes gazed down on them, teeth gleamed in the dark. A malevolent laugh echoed through pealing thunder as the terrible empress of the dark bore down on the terrified foals.

"It's..." Nyx choked in terror. She screamed the words in her head. It's Nightmare Moon...

The children shrieked and scattered. Nyx couldn't run. Nyx couldn't run. Her legs were like rubber; she stumbled and staggered backwards, eyes fixed on the approaching apparition, the strap of Flitter’s candy bag stuck on her ankle. All her most awful dreams come true....

Nightmare Moon alighted on the grass, wings mantling, dark mane swirling. "What have we here?" she gloated. "Some little foals who have failed to pay me tribute?" She stepped slowly towards Nyx. Her cat-like eyes were mesmerizing. "Oh, I shall eat WELL tonight..."

"No, no, no, NO...!" Nyx staggered backward, gasping for air in terror. Thunder rolled, lightning lashed the sky behind Nightmare Moon, casting everything in blinding light and shadow. Nightmare Moon drew nearer and nearer....At the very last moment, at the edge of the clearing, Nyx tried to run, only to fall backwards into a bramble bush. The cruel branches, whipped by the wind, tangled in her mane and coat and scored her skin, drawing blood. Nyx cried out in pain.

Nightmare Moon’s eyes went wide. She reached into the bramble bush, hoof outstretched.

"NOOOOO!"
The others had scattered, but they hadn't gone far. Snips' FrankenPony costume had betrayed him again, the oversized boots stumbling over each other and sending him tumbling to the grass. Snails had promptly tripped over his best friend and they'd gotten hopelessly tangled in each other's limbs. They looked up and saw Nightmare Moon about to devour one of their friends.

"We gotta save her!" Snails yelped. Snips kicked off his boots and got to his hooves alongside his friend. Terror turned to panicked resolve. "Let's do it!"

Then the class clowns, the slow-mos, the two biggest dorks and goofballs in Miss Cheerilee's whole class, did the most heroic thing of their lives.

They lowered their heads, aimed their horns at Nightmare Moon's plot, and charged.

"Well haven't you got yourself in a tangle? Well I---- EEEYYOOUWWWCH!!" The Night Princess howled, moon white eyes bugging in shock as two sharp, stubby horns struck her backside. Almost on reflex she lashed out with a kick. She caught the two hapless heroes a glancing blow, sending them tumbling across the clearing, dazed and confused.

"NYX!" Spike screamed. He pulled off his hunch and let Peewee out of his cage. "Go get help, Peewee!" The little phoenix shot off in a blur of light. "C'mon, we gotta save her!" he said to Owlowiscious and Scootaloo. He ran toward Nightmare Moon as fast as his stubby legs would carry him.

"Hold still, you--- what? Ack!!" Suddenly the dark princess found herself with a very large and pugnacious owl clinging to her horn. The bird flapped its wings in her face, blinding her. Nightmare Moon backed off, shaking her head violently to rid herself of her unwanted passenger.

Scootaloo couldn't fly very high, or very well. But she could, with a little effort, fly low and fast. She got a running start and came buzzing in, headfirst, and headbutted Nightmare Moon in the side just as she flicked Owlowiscious away into the trees. She was going fast enough to actually knock the wind out of her.

She was unfortunately also going fast enough to knock the wind out of herself. Nightmare Moon gave her a light buffet with one wing, sending her tumbling.

"STOP THAT," she said.--Only to have to dance away as green flame suddenly licked around her hooves. "Yeek! Wait a minute---" Spike was still in the game. He reared back, inhaling deep to send another jet of flame at the nightmare creature--

And spit out nothing but a puff of smoke as a shimmering magical field enveloped him. "I said, That's ENOUGH," Nightmare Moon thundered. the shimmering field spread to the rest of the would be rescuers. The moment it enveloped them, they fell instantly into a deep sleep, falling prone where they were.

"Now, let's take care of you," Nightmare Moon said. She turned back to Nyx, still tangled and bleeding in the thorn bush. Nyx's eyes grew wide with fear. Nightmare Moon drew closer, her nose an inch from Nyx's....

Nyx's scream was one of soul-shattering anguish and terror.

"NOOOOO! DON'T EAT MEEEEEE!"

Nightmare Moon gaped, stunned. These weren't the half-excited shrieks of a child at play on Nightmare Night, they were the screams of one in the very depths of horror and despair. "Good
heavens, what---" she looked at herself. "Oh blast, I can't believe I... oh you royal ninny..." Her horn glowed. Her form and visage blurred, melted away in glitter and mist. A familiar face now stared down at Nyx; a face of shining white, framed by a gently blowing multi-hued mane and a golden crown. "It's all right, it's all right, it's just me!"

Nyx stared in bewilderment. "Puh, Princess Celestia?"

The Day Princess looked down on her, compassion and pity on her face. "Oh, you poor child, I am so sorry... I didn't realize I was frightening you all that much."

"Whu.... why?..."

"Princess Luna was too busy with the masquerade to play Nightmare Moon tonight, though she dearly wanted to. She asked me to stand in for her-- I apparently need more practice at it," she added ruefully. "I obviously took it a bit too far."

Nyx gaped at Celestia, her heart finally slowing. The fear and the panic subsided, and the adrenaline trickled out of her over-wrought little body. It wasn't Nightmare Moon come to eat her, it wasn't even Luna. It was just Celestia.

And the saddest, worst part of it all was that some tiny little part of her insisted that for Nyx this wasn't much better....

Her wide turquoise eyes watered, gushed over, and she started crying. She started bawling, and she couldn't stop. Wails of stress and fear and exhaustion from it all shook her tiny frame as she simply gave in and sobbed in hysterics.

Gentle hooves and magic pulled the branches away, freed her mane and tail and clothing from the thorns. A soft voice murmured in her ear as careful spells healed the myriad cuts and scrapes, a kerchief from who knew where wiped her tears, blew her nose. Eventually she came to herself; Celestia was lying on the ground, cradling her in her forelegs, her wings mantling and covering them both. She didn't know whether it was Celestia's magic or the warmth of her breath or just being held, but Nyx had never felt so safe outside of her own mother's embrace. "M'sorry," she croaked, wiping her eyes with her hoof.

"It's all right," Celestia said gently. "Heavens, where did all this come from?"

Nyx just opened up her mouth and it all came gushing out. Her nightmares, her fears that she wasn't a real pony, that she was just a pony-shaped blob of magic like Diamond Tiara had said, that someday something, maybe some lost and forgotten scrap of Nightmare Moon's magic, would come along and swallow her whole, or that the magic she was made of would come apart and she'd melt away.... or maybe even that someday she'd do something wrong and Spell Nexus or Princess Luna or even Princess Celestia would un-magic her into nothing...

"I'm sorry, but it's true!" she blurted out. "I can't help feeling it--I know you wouldn't--- you wouldn't would you?..."

Celestia shushed her and rocked her. "No, no, I promise, I never would," the princess said. "It's okay, I understand..." The princess didn't let it show on her face, but the words cut right across her heart. Fool Princess, she thought unhappily, why didn't you ever comfort this poor thing? All this time living in fear....

And Nyx babbled on; about how she'd been so excited about Nightmare Night, and then she'd found out, in the last possible moment and the worst possible way, that it was all about her--- about
Nightmare Moon, and how fillies and colts thought she went around gobbling little ponies up.... and how it made her feel even more un-real than ever before, just a bogey monster someone made up to scare foals.

It seemed to take forever, but finally the torrent of words ebbed away, turned to a trickle and stopped. Nyx felt exhausted, wrung out, squeezed dry. But she felt, was just starting to feel the tiniest little bit better.

"Goodness, that's a lot for a little filly to be carrying around," Celestia said. "Didn't you ever talk to Twilight about it? Or your friends? Or anyone?"

Nyx shook her head. "I tried, but...." she waved her hooves in frustrations. "I couldn't... I couldn't make the words come out, and...." she cringed as she recalled several painful memories. Diamond Tiara, Silver Spoon, Rainbow Dash.... "And it made me sound like a crybaby," she said darkly. "I hate being a crybaby. I never wanna be called a crybaby again."

"If something is hurting you, you should cry," Celestia chided. "At least a little. You can't keep everything inside, you have to let it out from time to time. That's what tears are for." Her face clouded a moment. "....My... sister tried to keep everything inside herself for so long.... that's part of why she turned into Nightmare Moon in the first place. Letting hurtful things curl up inside you in a little ball..." She shook her head and sighed.

"Nyx, I think we're overdue for a long talk. There's something I'd like to show you back at-- at Luna's Castle. Would you come with me? " Nyx nodded meekly. "Good." The Princess smiled. "Perhaps we should wake up your friends, first. Go give them a nudge, that will break the spell." Nyx got to her feet and went to each of her downed friends. As Celestia had said, a simple nuzzle and each of them awoke. After a moment's confusion, and a brief explanation from Nyx and Celestia, all was well. Though quite a few individuals were standing around looking sheepish and awkward.

Snips and Snails were both sprawled on their backs, snoring vigorously where they lay. Nyx giggled and gave them both a nudge. They awoke with a start. The two colts looked up and saw Princess Celestia standing over them, looking at them with a wry grin.

"WAGH, NIGHTMARE MOO-- Wait, what?" Snips said.

"Princess Celestia! Nightmare Moon was here!" Snails said, kicking and trying to get up.

"uhhh, no there wasn't," Nyx said.

"But we saw---"

"That was Princess Celestia in disguise, apparently," Spike said with chagrin.

The two colts blinked. "Princess Celestia in disguise?" Snails said faintly. His last few conscious minutes were obviously replaying in his head.

Celestia nodded, cocking an eyebrow at them. Snips and Snails' eyes bugged out of their sockets.

"We jabbed Princess Celestia in the butt," Snips squeaked in horrified awe. "We are so dead."

Snails rolled over and looked up at Nyx beseechingly. "Since you were Nightmare Moon, I guess you're the pony to ask," he said. "Are there any nice vacation spots on the Moon?"

There was a most unprincesslike snort of laughter from Celestia. She lowered her head to the two
prone ponies. "I think we'll let this one incident slide," she chuckled. Snips and Snails whimpered in relief. The Princess turned away, then looked back. "But I will be speaking with all of you and your parents later at the party," she said in a no-nonsense manner.

Snips and Snails looked at each other and groaned.

"Spike, I'm sure PeeWee will be back soon," Celestia said. "Wait here for him. Let whoever he brings know that all is well." Spike saluted. "Owlowiscious, stay with the children till somepony gets here. Nyx will be coming back to the palace with me. Are you ready, Nyx?"

"Oh wait!" Nyx ran over and pulled one of the bags out of the candy pile--- one with a preeminence of candy canes--- and dragged it out. "I've got to give this to Flitter," she said. "She didn't leave any candy at all for herself."

Nyx trotted back to the princess. With a flicker of magic, Celestia scooped the little alicorn up and deposited her on her shoulders. "Hold on tight," she said, spreading her wings. Nyx held her breath and closed her eyes. There was a whoosh of feathers, and they were aloft....

Author's Note:

1)... well, technically it was, but you get the point.
Chapter 14

The night air was cool and clear; the clouds summoned by 'Nightmare Moon' had parted, letting the light of the moon shine through again. The stars were brilliant up above; Ponyville was a smattering of streetlights and porchlights far below. It was a wonderful night for flying.

It left Nyx breathless.

She snuggled down between Celestia's shoulders, her warm fur beneath her, her astral mane smelling of sunshine and mornings all around her. It was, she admitted a little guiltily to herself, even nicer a feeling than when she curled up next to Twilight at bedtime.

"So tell me, Nyx," Celestia said as they soared between the clouds, "why were you swiping the tribute left for Nightmare Moon?"

Nyx frowned in puzzlement. "Um, because it was Nightmare Night candy?"

Celestia chuckled. "Right. 'You robbed the bank because that was where the money was.' I guess I deserve that answer. Let me rephrase the question: what on Equestria were you planning to do with all that candy?"

Nyx shrugged. "I was gonna give it back to all the foals."

Celestia looked back at her, eyebrow raised. "I would have thought you were going to simply claim it all as your own," she probed, amused. "You are... well, were... Nightmare Moon after all... most foals your age would have taken that and run with it."

Nyx shifted uncomfortably. "I did sort've think of that at first," she confessed. "I was really mad."

"Then why not?"

"Because it wasn't my candy!" Nyx protested. "It was theirs! All the other foals. They were the ones getting cheated, not me--"

"Cheat ed?" Celestia dipped around a cloud.

Nyx waited till she leveled out again. "Well YEAH!" Nyx said. "It's horrible. They're scaring little kids and taking their candy away. What's rottener than that?" A few weeks back, Twilight and Nyx had gone and seen a gangster movie. Nyx dropped her voice to a gravelly growl and did her best imitation of the villain, Broken Kneecaps; "hey youse kids, maybe you better cough up summa your candy, or my friend Nightmare Moon is gonna have herself a SNACK, capiche?"

Celestia laughed so hard she lost altitude. After she recovered her composure, she considered what Nyx had said. It would look that way to innocent eyes, she realized. Like a horrible schoolyard bully, extorting candy and money out of children by threatening to come get them in the dark. "You do understand, it's not done to be mean," she said. "It's only a game. Most foals know it's just a bit of scary fun."
"Did I look like I was having fun?" Nyx sulked, staring down at the scenery below. "And I wasn't the only one. I heard fillies crying, they were so scared." she looked at Celestia. "I scared lots of ponies when I was Nightmare Moon, and it was the worst. It was awful. I hated it."

"Why does everypony else think it's FUN to scare little kids?"

Celestia didn't have an answer for that one.

After a moment's thought, the Princess had another question. "If you hadn't been able to get the candy back to everypony it belonged to," she said, "What were you planning on doing? That was an awful lot of candy--- and an awful lot of ponies."

Nyx rubbed her head and thought it over. "I hadn't really thought about it," she admitted. "I suppose maybe I would've left it in little bags on everypony's doorsteps? Or... I dunno." She was suddenly curious. "What were YOU going to do with it all?"

"How do you know I wasn't going to eat it all?" Celestia teased.

"Oh come on," Nyx said scornfully. "You'd've had a bellyache for WEEKS!"

"Is that experience talking?"

"That's the other reason I didn't just keep all the candy," Nyx admitted meekly. "I tried to eat a whole tray of candy apples all by myself once. Mom made them for a party and left them on the counter and I just couldn't stop..." she cringed at the memory. "I barfed all over the place...."

Celestia lost altitude again.

"You and Luna have a lot in common," Celestia said, wiping tears of laughter from her eyes. "Her first Nightmare Night, she did take all the candy back. We didn't have so many sweets back a thousand years ago, nor in so many kinds. I tried to warn her," she sighed, "But she sat up all day gobbling candy. Oh, she was so sick the next night.... The moon was green for three nights in a row." Nyx squealed with laughter. "The night after that, the Foals' Hospital in Canterlot received a VERY large, anonymous donation of candy for the colts and fillies. There were a lot of happy children that night." She sighed again. "Almost made it worth the tummyache."

"Is that what they do with the candy?" Nyx whispered, stricken. "I'm so sorry. I didn't know---"

"You hardly had reason to suspect," Celestia admitted. "If you think somepony is pulling a mean trick, you hardly expect them to be doing a good deed on the side."

Nyx paused. "You know, most of us would've given the candy anyway, if you told us the truth," she said. "I bet most ponies would have given more, even."

Celestia hmmmed. "Maybe my sister and I do need to talk about how Nightmare Night is conducted," she said.

"Oh, lots of Nightmare Night is fun!" Nyx said hastily. "Really! It's just--"

"Perhaps certain things have gone a bit too far?" Celestia suggested.

"Mmm, yeah." Nyx pricked up her ears. "It's an awful long flight to the Lunar Palace," she noted.

"Well, I have been circling a bit," Celestia said. "You seemed to be enjoying the flight. Are you?"

"Oh yes, it's wonderful up here," Nyx said, pointing her nose into the wind. "I hope I can fly this
high when I grow up."

"I'm sure you will," Celestia said. She took a dip and a loop around another cloud, making Nyx squeal. "And there's the palace up ahead. I think we've dawdled enough, let's go in." She fell from the clouds in a dive that took the breath from Nyx's lungs, swooping for the window at the top of the highest tower at dizzying speeds--then pulling up and alighting on the balcony as light as a dove. Nyx felt something suddenly release her---for the first time she realized that the Princess had been magically holding her on her back---and she slid down the princess' wing to the balcony. She staggered to her hooves.

Celestia looked around, scanning the night sky, and frowned a bit. "What's wrong?" Nyx asked.

"Nothing you need to worry about," Celestia said. But it occurs to me to wonder what became of those two guards I assigned to you, the Princess thought to herself. Where are they? I'm going to be having words with them later.

Sundiver and Lightning Blitz lounged in their observation cloud. This time around they used a custom made cloud; the unicorns had gone over this one with every spell and charm and dingus in the arsenal. it was higher flying, automatically changed color to match the clouds around it or the sky above it, was self propelled and, at their insistence, was shielded against high speed projectiles... or at least as shielded as something could be that was made out of fog and unicorn hocus pocus. They'd spent Nightmare Night following the CMC at a safe distance... one they'd raised by a few dozen feet after they saw the prankster arsenal on board the CMC's hoof-made Time Machine.

Sundiver steering the cloud, Lightning Blitz's binoculars focused downward on the procession of foals. "She still with them?" Sundiver asked.

Blitz made a grunt of confirmation. "Just tagging along at the tail of the group. You'd think she'd stay closer to the lamps."

"Sure it's her?"

Blitz grunted again. "I can see her glow-bracelets and her hourglass from here," he said.

Sundiver ruminated over this briefly. "I still think we should swing back and check on those foals we saw head back for the statue," he said. "I'm worrying a little about them."

"Naah. Just a couple of foals going back to swipe some of that free loot everypony left behind. Colts do it all the time."

"What? Stealing the candy left for Nightmare Moon?" Sundiver said, astonished.

"What, you never did that in your hometown when you were a colt? Sneaking back to wherever everyone left the candy and swiping some of it? " Lightnig Blitz snorted and shook his head. "Boy, you were an innocent, weren't you."

"Well it's just not right," Sundiver said crossly. "In my town they took the candy and gave it out to sick or disadvantaged foals who couldn't go out on Nightmare Night. Ain't right, letting some lil'
"It ain't our job to babysit the trick or treat candy, Sundiver," Blitz said wearily. "Our job is to look after Twilight Sparkle's daughter Nyx, who is right down there," he pointed with a hoof. "And--- whoa, hello? Isn't that Spike's bird PeeWee buzzing the adults escorting the kids?" Sundiver joined Blitz at the edge of their cloud and looked down. Indeed, a small tennis-ball sized blob of light was zipping around and around one of the guards carrying the lamps. After a moment he handed the lantern off to his partner and trotted off back down the path, following the bobbing baby phoenix. "There, you see? Spike must've seen something was up back there and sent PeeWee to fetch someone. No worries."

Sundiver grunted and gave a shrug. "Fine, fine, we don't need to go back. Wasn't really being serious--- just felt like something needed sayin'...."

Down below, a little filly disguised as a Princess of Tomorrow watched the guard walk on by and sighed in relief. She'd heard Nyx whisper for someone to "cover for me" and had quietly obliged. Nopony seemed to be any the wiser since the switch-off. She didn't think it was likely that Scootaloo and Nyx were in any trouble, but she felt a lot better knowing a grownup was going back to check up--- and she'd be really happy to lose this disguise when they got back.

She rolled the cane Twist had given her from one corner of her mouth to the other. Mmm, strawberry--- and with that extra special something only Twist's candies seemed to have. They really were her favorite kind.....
Chapter 15

The room at the top of the tower was pleasant, if oddly decorated. A telescope and star chart stood to one side of the open balcony door; a reclining couch against the far wall. There were a few shelves with odds and ends of indecipherable nature to Nyx's eye, and some throw rugs on the floor. The center of the room was devoted to a bowl of water on a pedestal, and a large, ornate mirror that reached from floor to ceiling was set in the wall next to the couch. Other odds and ends of furniture and bric-a-brac were scattered about the room. "What is this room for?" Nyx asked.

Princess Celestia nodded at the décor. "Princess Luna uses this room as a retreat of sorts. A place to think and meditate away from the bustle of the rest of the palace. She had a similar room at Canterlot-- though not quite as cluttered." She nosed a few of the items on one shelf affectionately. "She also keeps a few mementos of her fillyhood here. One or two of them here I wanted to show you." She stepped across the room and reclined on the fainting couch. "Before we begin: tell me, Nyx; do you know where little foals come from?"

Nyx looked askance at the odd question. "Ummm, why?"

"Little one, you said that your greatest fear was that you were not a 'real filly,' because you weren't born like other fillies," Celestia said with a gentle smile. "I think it is rather relevant whether you know where 'real' fillies come from in the first place."

"Oh," Nyx shuffled her feet. She felt like she was being given a verbal exam. "Um, yeah. Miss Cheerilee told us. We had a film strip and diagrams and everything." She paused and made a face. "It made a bunch of the kids throw up."

Celestia's laughter was like bells ringing off the ceiling. "That does seem to crop up a lot in your stories," she giggled.

Nyx's eyebrows were a solid line. "Yeah, being a kid's a lot like a roller coaster ride," she said. "Screaming, crying, and barfing galore." Celestia laughed even louder.

"Setting that aside, dear," she said, "What did she tell you?"

Nyx gawped. Surely she didn't want her to talk about..... "Um, well, that colts and fillies are different..." she started to point with a hoof.

"A little further along, dear."

Nyx turned red. "Um, when a colt gets really happy, his thing---"

"Okay, a lot further along," Celestia deadpanned.

Nyx mentally fast forwarded through the gross parts. "Um, that when the male and the female gam... gametes meet inside the mommy, they form a goat cell. And then that makes the baby?"

"That's 'zygote,' dear," Celestia said. "oh dear, I'm thinking the details after a certain point are a little fuzzy, am I right?" Nyx nodded. She'd never been so glad that Cheerilee hadn't graded the quiz she'd given them. Celestia got to her feet and walked over to the water bowl standing in the middle of the room. "Come here, Nyx, and look into the scrying water. I want to show you something." Nyx obediently walked over and looked up at the bottom of the bowl. "Oh, sorry," Celestia said. "A
bit tall for you, isn't it. Here, just a moment." Celestia waved her horn over the bowl and the pedestal. The pedestal shrunk into the floor; the bowl widened until it was a low, shallow dish several feet wide, just low enough for Nyx to look down into it. Celestia's and Nyx's reflections gazed back up at them.

Celestia's horn glowed, and their reflections disappeared. Instead there was an image; an image of hundreds and hundreds of translucent round things, with dark centers. as Nyx watched, one of the things stretched, pinched in the middle-- and now there were two of them. "Cells!" she exclaimed. She recognized them from pictures she'd seen in Twilight's library books.

"Exactly. We're all made of cells, Nyx," Celestia said. "You, me, everyone. And each of those cells has a pattern inside... a blueprint for making us. Every little Nyx cell has a Nyx blueprint. Every little Celestia cell has a Celestia blueprint. Now look over here... " The picture seemed to spin away; now they were looking down at two cells, all alone. One looked about the same, except a little larger; the other looked like a tiny wriggling tadpole. As she watched the tadpole cell swam over to the other, and merged with it. "These are the gametes. That's one's from a colt, that one's from a filly. Each one has HALF a pattern. And when they come together inside the womb, they become---" 

"--The Zygote! Oh, I get it..." Nyx said. That made a whole lot more sense than the mental image she had before.

"Yes, and a whole new pony, special and unique." The new zygote in the image divided, then again, then it was a clump of cells, then time swirled by in the image, the eye of the pool drew back, and the zygote was a tiny dot. then a blob. then it had eyes, ears, nose, limbs.... slowly it looked more and more like a baby foal. "We all start out as a tiny dot, Nyx--- no bigger than the point of a pin. Just two little blobs, a tiny bit of the mother, a tiny bit of the father... and something magical all coming together." The baby foal disappeared.

"But not me," Nyx said, looking distressed.

"Oh really?" The view changed again, to a tiny red bead. That little red bead fell down through space, splashed on an unseen surface: a drop of blood. Then a tiny drop of something else, dark and inky black, splashed down next to it. "Do you know how you were born? Spell Nexus took a tiny drop of your mother's blood.... and a tiny bit of Nightmare Moon... Transfigurated them and merged them together."

"Transfigurated?" Nyx said curiously.

"Let's just say 'added a tiny change',' Celestia said. To her surprise, Nyx nodded and said "Oh. To make it a boy gamete and a girl gamete?"

"Yes, exactly." Celestia said. The child certainly did take after her mother. "Then he poured all the remnants of Nightmare Moon's magic, all her powers, all her memories--- and a good bit besides--- into it, made it grow, and, well, we know what it turned into, now, don't we?" She nuzzled the alicorn filly. Nyx stared at the glowing pool, trying to digest what she'd been told. "You see, Nyx? You're not a 'blob of magic;' any more than any other pony. The way you were born was different, but you were born. You're a real, live little filly."

Nyx's face lit up... then clouded again. "Then why did you want to 'did-so-lute' me?" she said.

Celestia blinked. " 'Dissolute?' " Nyx nodded unhappily.

"Who told you that?"Celestia asked.
"Spell Nexus," Nyx said. "It was in his head when I de-cursed him. That you had wanted to did--dissolve me with a spell." She looked a little fearful even saying the word.

Celestia sighed. Oh you foolish day-princess, how many little careless hurts have you wrought? "It's true, I did plan to do that," Celestia said. "But I'd thought you were just a magic blob. It wouldn't have worked anyway, even if I'd tried. Because you're not."

Nyx bit her lip. "But what about those pieces of me? Those bits and scraps of me that were inside people and wandering around in the Everfree and everywhere? Couldn't they...."

"Why are you afraid of those?" Celestia asked. "When Spell Nexus completed his spell on you, all those bits were sucked up into you, don't you remember?"

Nyx shook her head. "There were bits inside all the cursed people," she said. "And that big, horrible piece of me inside Spell Nexus."

"Which you destroyed."

"---I almost didn't," Nyx said. She shivered and looked away. "I never told anyone. When I took that part of me out of Spell Nexus, it-- it wanted to eat me up. Take me over and eat me up until nothing was left but it. I beat it, but..." she swallowed, the last came out as a whisper. "...but I almost lost. It almost ate me up...." She looked up at Celestia, eyes wet. "And what if there's another piece of me out there? One that's stronger and meaner than that one? One that grew up into another Nightmare Moon? I... I don't wanna be eaten up!"

Celestia stared at the crying filly, thunderstruck. Irony of all ironies; of all the foals in Equestria who lived in mortal fear of being gobbled up by Nightmare Moon, the only one that had any imaginable reason to fear that fate was--- Nightmare Moon herself.

She pulled the filly closer. "And you wouldn't have," she said firmly. "A spell fragment is just a spell fragment. It can do lots of things, it can even carry memories--- angry ones, bad ones, painful ones. But it could have never really consumed you. It might have taken you over, like it did Spell Nexus. You would have ended up wearing it like a bad hat till someone freed you from it." Nyx sniffled and giggled at the image. "But consume you? No. come here." Celestia used her wing to guide Nyx away from the scrying bowl, and over to the ornate mirror she'd seen before. The two of them stood before it. "Now. Tell me what you see."

Nyx looked. She could see herself and the Princess reflected in the mirror, of course. But.... in the center of each reflection... there was a shimmering something, a coruscating thing of light and color, fleeting and changing and indescribably beautiful. Hers was small, but bright and alive and danced like a candleflame; Celestia's was larger, but shifted and changed more slowly. It had... points in it that for some reason made Nyx think of old scars, and was... deeper somehow, like looking down into a well of light. Though as for that, if she squinted, her own light seemed to have promises of more depths yet to be seen... "What are they?" she whispered, entranced.

"Our souls," Celestia said. Nyx looked up at her, startled. Celestia continued gazing into the mirror. "Long ago, we had a cruel and cunning enemy who liked to send manikins--- magical puppets that looked and acted like living ponies--- to infiltrate Equestria and spy upon us. We made this mirror as a way to spot them. Though they looked alive, they had no souls, and so could be spied out in the glass." She looked down at Nyx. "That light, that spark, is your soul. It is you. And no power or force in all existence can snuff it out. You are a living soul, Nyx, a real live pony. No matter how you were born or where you came from. And nothing anypony says can take that from you."

Nyx didn't say anything. She just stood there, looking in the mirror, tears streaming down her face.
For the first time in what felt like a long time, she looked at her reflection in the mirror and smiled.

The night was not going well for the sinister group of Greek lettered ponies. Among other things, the tracking spell on Nyx had failed almost immediately. After laboring for four hours under the delusion that the reincarnated Nightmare Moon was standing in her bedroom closet, it had been subsequently revealed that the tracking spell had been cast not on 'Nyx' but on her schoolbags. The group had scattered through town and up into the castle to try and get a fix on her again, only to find themselves dragged by overwhelmingly friendly ponies into various dances, contests and carnival games. Several of them had been caught in (and photographed by) various humiliating booby traps. And two of them had been chased halfway across town by some psychotic mare swinging a broom and screaming something about houses and toilet paper.

Every attempt to covertly locate the little black alicorn had been flummoxed, till Agent Lambda patiently pointed out that they knew Nyx was going to the palace, they had set up the final step of the plan in the palace anyway, so why not go to the palace and wait for her to come to them?

After much facehooving, the Greek lettered agents had regrouped, thrown away their useless tracking device and headed for the Palace. It was fortunate that the conspiracy only had a single, one-bullet-point agenda, Agent Alpha had reflected, because it was incredibly unlikely that this sorry lot would be able to execute anything remotely resembling a long range multi staged plan....

Twilight and Ink Spot wandered their way through the rooms and hallways of the Palace of the Moon, admiring the architecture and the Nightmare Night decorations, laughing at the goofy ghosts and goblins of the "haunted castle," and generally just enjoying one another's company. Colts and fillies ran by, shrieking in mock fear and genuine delight as the costumed castle staff pretended to chase them.

Neither of them seemed to mind.

They came around a corner just in time to see Pipsqueak and Dinky stumble headlong into one of the little haunted house scenarios set up around the palace. A royal guard— or so Twilight presumed, he certainly wasn't dressed like it— was standing over a bubbling cauldron, stirring it with an enormous spoon. He was painted from head to toe with black stripes, and was wearing a bushy grass skirt. his mane was up in an enormous wild hairdo. He had jewelry made from fake bones and skulls everywhere, and an enormous plastic bone clipped to his nose.

The two foals almost ran right into him. They looked up and saw him looming over them. "AAAugh, it's a CANNIBAL!"

The guardsman knew his cue. "YUM YUM, EAT EM UP!" he bellowed. He leaned over them, waving his hooves, licking his lips and grinning.

The two foals spun on their heels and galloped past a laughing Ink Spot and Twilight Sparkle. "Pip, have you seen Nyx?" Twilight shouted after the fleeing colt.
"No, haven't can't talk now. Cannibal after me!" Pip yelled as he ran past. "Eeeeeeee!" agreed Dinky. The guardsman was hot on their heels, shouting "Yum, yum, eat 'em up!" with every step. The colt and filly disappeared around a corner. The 'cannibal' followed--

And then reappeared, walking backward. Around the corner came Zecora, looking singularly unamused. The guardsman grinned sheepishly. Zecora merely glared at him. "Yum, yum, eat 'em up," she said disdainfully. The guard's smile vanished. He mumbled something and hastily retreated to hide behind his smoking cauldron.

Twilight leaned over to Ink Spot. "Awk-- warrrrrd," she muttered.

Zecora stopped glaring at the guardsman and shook her head. "Now there we had a nice little switch, Karma can truly be a witch..." she turned to Twilight, looking a bit embarrassed. "Twilight I am glad to see, though I fear you may have a quarrel with me."

"Why, what's wrong, Zecora?" Twilight Sparkle said, puzzled.

"To you I must confess, I think I made a bit of a mess. While the tale of Nightmare Moon I was revealing, I fear I hurt your daughter's feelings."

There was a pause. "Oh, dear," Ink Spot murmured. "I think I can see where this went..."

"What? Oh that's silly," Twilight protested. "Surely she knew about Nightmare Night beforehand, she's a very smart little filly, and..." she paused. "And I'm pretty sure I mentioned something about the old tale to her..."

"Um, yes," Ink Spot said, hesitant. "But, my dear, did you ever actually sit her down and explain it to her?

Twilight facehoofed. "No, no I didn't," she moaned. "I just assumed, like a big dummy..." she looked at Zecora. "I'm guessing that her 'legend' didn't go down too well with her."

"She certainly didn't appreciate/ being told of all the foals she ate," Zecora agreed. "And the candy tribute we demanded / left the filly deeply offended."

"Yes, it would," Twilight sighed. "Do you know where she is?"

"She left me with a sharp tongued remark / then followed her friends into the dark," Zecora said. "To the palace they were meant to go, if they did not then I don't know."

"We should alert someone, call the guard," Ink Spot said, suddenly severe. He began looking about for someone to send word.

Twilight waved her hoof. "She's with the Cutie Mark Crusaders, I'm sure she's fine..." She stopped in mid sentence, eyebrows flat. "I can't believe I said that out loud." She gnawed her lip. "If she was really upset, she might have run off on her own, or..." Twilight fretted. "Maybe we should ask the guard to help look for her--"

Just as they were about to corner a guard and start the hunt, a trio of shrieks came from the Cannibal's little cul-de-sac. "Don't eat us, Mister Cannibal," a drawling voice said in panic. "Our moms say we're spoiled!"

They looked around the corner; a chuckling cannibal-guard was handing out candy apples to a
familiar mad scientist, hunchback, and a Frankenpony monster with two missing boots. "Snips, Snails, Spike!" Twilight exclaimed. "Thank heavens we ran into you... Do you know where Nyx is?"

Spike waved a claw in a 'calm down' gesture. "She's fine, Twilight," he said, biting into his caramel apple. "She's with Princess Celestia."

"Princess Celestia?" Twilight said, surprised. "How did she run into Princess Celestia?"

Spike chewed and swallowed. "She was standing in for Luna as Nightmare Moon," he clarified. "Um.... long story. Tell ya later. Anyway, Celestia flew with her here to the castle. She's safe."

Twilight breathed a sigh of relief. "Oh thank heavens." Zecora and Ink Spot looked relieved as well. The guardsman in the cannibal costume suddenly looked very professional. "Is there something I can help with Sir? Ma'am?"

Ink Spot shook his head. "No, I think everything's okay, Guardsman," he said. Twilight nodded. "Yes, thank you though..." the guardsman nodded and visibly went back to being at ease. He turned back to his cauldron of candy apples.

"What do you suppose Celestia wants with Nyx?" Twilight fretted suddenly. Not without cause; After Nyx's birth, and her episode as Nightmare Moon, things between Twilight and Nyx and the Celestial Sisters had been....sensitive. Forgiveness may have come from all sides, but it was still difficult forgetting all that had transpired. Celestia's abduction of Nyx. Nyx's transformation into Nightmare Moon, and her conquering (and near freezing) of Equestria. Twilight, in a terror-fueled rage, attacking her mentor Celestia....

Between the four of them things were still... awkward at times.

"It's okay, Twilight," Spike said. "Really. I think Nyx was having some problems and Celestia wanted to help. She's somewhere in the palace right now."

Twilight calmed visibly. "Are you sure everything is all right?"

"Absolutely," Spike said confidently.

Snips and Snails gave each other a sidelong glance. "Least they will be till the princess gets back to us," Snips muttered. Twilight raised an eyebrow. "What was that?"

"Aheh. I'll tell ya later, Twi," Spike said nervously. Twilight gave him a skeptical look, but let it slide. "We're gonna go join the party. You coming with us?"

"I dunno, Spike," Twilight said. "I think Ink Spot and I were just going to walk around a bit more." She looked up at her date and smiled. Ink Spot smiled back. "If my lady prefers," he said. "It sounds a splendid idea to me."

"Suit yourselves." Spike trotted off, Snips and Snails in tow. "Cool mustache by the way."

"Yeah," Snips and Snails agreed.

Twilight and Ink Spot chuckled. Twilight leaned into Ink Spot's side. "Now where were we? Oh, Excuse us, Zecora."

Zecora smiled and nodded as the two wandered off. Once they were out of sight she sneaked a peek down the cul de sac where the 'cannibal' guardsman was; his back was turned to her and he was
head down in his cauldron, fiddling with the smoke machine (and snitching a caramel apple for himself), his grass skirt hiked up. Zecora lingered on the view for a minute, the smirk on her face anything but mysterious and serene--- then walked off down the hallway, sighing. "Alas, it's been a darned long while/ since I saw a striped plot that made me smile...."

Author's Note:

1)They were not, among other things, even organized enough to have named themselves. Agent Alpha tried to claim it was for purposes of secrecy--- you couldn't find a secret society if they didn't have a name, right?-- but the truth was that nopony could agree for five minutes on an acceptable name.

2)"Mrs. Agent Alpha" to the rest of you.
Chapter 16

The Cutie Mark Crusaders--- the original Threesome-- ran round a corner, squealing gleefully and skidding on the slick stone floor as they fled a "ghost" made up of a royal guard dressed in glow-painted muslin. The three were having the time of their lives; the entire castle was open to exploration, and every corner had a ghost, ghoul, or goblin with a hoard of candy, lurking around to scare the pants off somepony... and to hand out treats or, in the case of the bolder foals, have those treats snitched away from their hoard while they weren't looking.

The Trio had, in fact, just liberated three of the toffee bars guarded by their pursuer and were running their tails off to get away with their prize. They careened down a spiral staircase in a clatter of hooves and (in the case of Applebloom) a crash and clang of metal future-robot-pony parts, successfully eluding their ghostly pursuer... who went back to his post, chuckling, and laid out three more toffee bars on the pillar he was 'guarding.'

Applebloom, Scootaloo and Sweetie Bell skidded to a halt at the bottom of the stairwell, panting and giggling. They hastily divvied the treats and stowed them in their candy bags. "Sure didn't expect to need these here," Sweetie Bell said.

"Yeah!" Scootaloo agreed enthusiastically.

"Say, d'you think we oughta check out the kids' party?" Applebloom asked.

"Kid's party?"

"Yeah, they said there was gonna be a room set aside for colts and fillies, with music an' games an' punch and cake an' stuff," Applebloom said.

"Yeah, that sounds like a great idea," Sweetie Bell said. "I could sure use some punch after all that running around."

"Let's go check it out," Scootaloo said. "But if it's lame, we bolt. Agreed?" The others nodded. "So where is it?"

The other two shrugged. Sweetie Belle suddenly pricked up her ears. "Do you hear that? It sounds like... singing." Tentatively she walked down the corridor a few steps. The others pricked up their ears; they could hear it too. "Yes, it gets louder this way," Sweetie Belle said. "It must be this way."

The three fillies followed their ears further into the palace. They went down another level, eventually spotting signs frilled with crepe streamers and in eye-hurting pink that pointed the way--- "Young Colts and Fillies This Way!" The signs pointed to a rather ordinary looking door with another garish sign on it decorated with ghosts and pumpkins--- all in shades of pink, inexplicably--- that proclaimed "Nightmare Night Foals Party." The singing was quite loud now; it had a certain familiar.... fluffy.... quality none of them could put their hoof on... "Well, we're here," Scootaloo said. "Let's go on in...." With a shrug, she pushed the door open.

They stepped in-- and reeled back as the atmosphere inside hit like a wave. The sounds! The colors!
and the smell, oh, the smell! The three fillies staggered, blinking and gasping, hunched like deep sea divers with the bends. "What is this?" Scootaloo finally managed to say.

What it was, was pink. Completely pink. Absolutely pink. Pink in every shade, the mildest of which was like having melted bubblegum poured in your eyeballs. The decorations were Nightmare Night...ish... the walls were decorated with cutouts of fluffy bunnies and kittens in darling little witch and ghost costumes. there were tidy little folding chairs, and a table covered with a frilly white tablecloth decorated with bunting at the corners. There was a gramophone playing in one corner...Applebloom recognized the music playing as an album of nursery rhymes Granny Smith had bought for her when she was still in diapers. The cloying music jingled away, bright and cheery and insipid---'the little white duck.' "I haven't heard that song since I was potty trained," she whispered in horror to Sweetie Belle. There was punch and cookies on the table... Applebloom looked closer just to be sure they weren't teething biscuits. No, but you couldn't be sure if you didn't look closely.

The air reeked of pablum and baby powder.

The room was filled with colts and fillies, looking everything from dismayed to defeated, listlessly miming along to the music. Most of the Cutie Mark Crusaders were already here, the trio realized. In fact, it wasn't easy to tell but it looked like everypony there was a blank flank....

The music stopped, and the pony leading them applauded. "Now wasn't that fun, children?" She turned around and saw the trio standing poleaxed in the middle of the room. "And it looks like we have some new arrivals! Hello, dears! I'm Miss Smiles, I'll be hosting the party!"

The party hostess was a cotton candy pink unicorn with a white mane and tail and an enormous smiley face for a cutie mark. She wore her mane and tail both in an enormous bun, and a gleaming white apron that had more frills than a platoon of ball gowns. She stared at Applebloom, Scootaloo and Sweetie Belle with wide, baby blue eyes and a smile that was all gleaming white teeth.

"Miss Smiles?" Sweetie mumbled to Scootaloo.

"I'm guessing 'Stepford.' "Scootaloo muttered back.

Mis Smiles smiled at them. They smiled back. "Run," Applebloom said through her terrified grin.

As one they spun on their heels and bolted for the door, only to be brought up short by a sparkling white magical field and levitated back into the room. "Now now, dears, we can't have that now," Miss Smiles chided. "All the foals young enough to be without a cutie mark have to stay down here. We don't want to be bothering the grownups upstairs, now, do we?"

"What? Are you kidding me??" Scootaloo exploded as she dangled upside down. "We're not allowed to attend the party just because we don't have our cutie marks yet??"

Miss Smiles shook her head. "Now now," she said, pursing her lips in a pout. "I'm sorry, sugarlumpkin, but those ARE the rules. And we can't have everyone breaking the rules now, can we?"

Now before we begin, it must be noted that Miss Smiles was not, as such, a bad sort. But she had spent the past twenty years working in the nursery at the Canterlot palace, and consequently had developed a certain literal-mindedness. It was now firmly stuck in her head that all foals without cutie marks were 1)to be seen, not heard, 2)were to be kept close at hand by her and out from underhoof for everyone else, 3)were all no more than three years old. She had in fact been brought to the Palace of the Moon by Pomp and Circumstance for this very reason, and had been given explicit instruction to keep the any young foals "occupied and away from the adult festivities." And like any good hired
servant Miss Smiles was obedient to a fault to her superiors.

It had completely slipped her meticulously polished and pink-coated mind that the Princess had, contrary to Pomp and Circumstance, explicitly wanted the children of Ponyville to participate in the festivities.

The trio groaned. "This has got to be a nightmare," Sweetie Belle whined. A huge treat-filled haunted house, a mondo huge party, and they were going to be stuck in the nursery like a bunch of babies! Could this get any more humiliating?

There was mocking laughter from the doorway. "Right on cue," Applebloom groaned, facehooving. They looked behind them; Diamond Tiara and Silver Spoon stood in the doorway, laughing and pointing.

"Here? Now? Seriously?? It's like they're on rails or something," Scootaloo complained.

"Oh, are you two girls joining us?" Miss Smiles asked.

"Oh no ma'am," Tiara said with mock innocence. "We were just passing by and wanted to see that the poor little dears found their way here."

"Yes, you know how Blank Flanks are," Silver Spoon threw in. "Can barely do anything for themselves at that age." The two bullies smirked; the CMC merely seethed.

Miss Smiles was far too treacle-infused to note the sarcasm. "Now you two do have your cutie marks?" she said. Diamond Tiara and Silver Spoon hiked their princess ball gowns to reveal their flanks. "Too bad you girls don't have one of these," Silver Spoon said to the trio.

"What, a jelly roll butt?" Sweetie Belle deadpanned.

The two prima donnas hastily dropped their gowns and shot absolutely poisonous looks at the unicorn filly. "Well, we'd like to hang around," Tiara said loftily, "but we have a classy, sophisticated party to get back to. Catch you later, little baby Blank Flanks." They flounced out the door, which magically banged shut and barred itself behind them.

The trio gazed at the barred door like condemned prisoners. "Come now, let's join the others," Miss Smiles said to them. "We're going to play 'who's got the button!'"

"Imagine mah joy," Applebloom said listlessly.

From the highest tower of the Palace of the Moon, one could see for countless miles. In the dark the streets of Ponyville were visible as a faint cobweb of lights, as ponyvilleans too shy or homebodied to attend the palace bash celebrated Nightmare Night closer to home. There was a sharp, bright flash of light on one of the back streets. Rainbow Dash chuckled to herself. "Got another one," she said.

"Hm? what was that?" Thunderlane asked.

"Ah, just something me 'n Pinkie Pie set up earlier tonight," Rainbow Dash said, grinning. She resumed peering down at the palace grounds far below. "Gotta say, they cleaned this place up real good...."
"You know, most fillies go night flying and talk about how beautiful the sky is," Thunderlane said with a grin.

"Well yeah," Dash said. "I'm, ah, just sorta keeping an eye out for disturbances."

"Like what?" Thunderlane leaned back against the rooftop.

"Um, well, like Fluttershy," Rainbow Dash admitted. "You remember hearing about the Grand Galloping Gala disaster about two years ago?" Thunderlane nodded. "Um, that was kind of us. Well, actually, it was mostly her."

Thunderlane's ears flicked back, surprised that Rainbow Dash would dump blame on one of her friends—especially Fluttershy. "That's awful harsh," he started to say.

Dash shook her head. "Oh no, I'm not blaming her," she said. "It was, like, fifty two percent her. maybe fifty three. We'd just had this huge accident... Pinkie Pie did a stage dive, and then there was this cake and..." she found herself struggling to succinctly describe the chain of events that had led to such destruction. "Well, we wrecked Princess Celestia's ballroom. But it was a total accident!" she protested.

"I'm sure," Thunderlane chuckled. "So that was you? I saw pictures in the Canterlot Daily of the ballroom."

"Yeah," Dash admitted. "But just as the dust was settling, this herd of animals came crashing in." she paused. "Herd? Flock? Pack?...this bunch of animals came crashing in and WASTED the place. And right behind them is Fluttershy..."

" 'Former Fashion Model Epic Rampage?' "

"Yeah," Rainbow Dash said. "We never figured out what happened, but the animals in Celestia's gardens dissed her. Wouldn't talk to her, ran away from her..."

"That is weird," Thunderlane agreed. He'd seen the meek little pegasus cuddle up to everything from skunks to bears to... to skunk-bears. Birds flew down and sang for her; wild creatures and even savage beasts out of the Everfree ran up and gamboled at her hooves. Animals running away from Fluttershy? Did not compute.

"Anyway, she had an EPIC blowout," Dash continued. "Twilight called it a 'Cutie Mark Failure Derangement Episode,' whatever that is. Screaming and yelling and chasing after the animals. Scared the widdle right out of some 'em." Dash paused. "At least I hope it was the animals she scared the widdle out of. She did have those upper-class ponies freaked pretty bad."

Thunderlane nearly choked laughing."Oh wow, that's pretty bad," he said.

"Anyway we all agreed that it'd be best if we all, y'know, kept an eye on her, sorta," Dash concluded. "Try and head it off if another blowout starts to happen."

"Try and save everypony from her wrath, you mean?"

"Pff, I could care less if some fussybutt upper crust ponies get their feathers ruffled--- It's Flutters I'm worried about," Dash paused. "She cried later, you know. I mean, when it sank in how she'd scared the animals. That's reason enough to be there for her." She turned her attention back to the palace below, looking for her friend.

Thunderlane watched her thoughtfully as she gazed down on the castle grounds. He'd known she
was one of the Bearers, that her Element was loyalty. Heck, it was surprising every school-age colt and filly in Equestria didn't memorize their names and elements in class. But if you'd asked him, he'd never really seen that side of her. She was brash and rude and egotistical... But now here she was, in the middle of everything, keeping one eye on her friends from on high.

Ready to be there if they needed her.

"Ah, there she is," Dash said suddenly. Thunderlane looked over the edge of the roof. Far below two tiny ponies were moving slowing down the meandering garden path; one dressed as a gypsy, the other as a pink and yellow moth. They were walking slowly, their heads together. "Heh, they look like they're enjoying themselves. Go figure. Well, that's one less worry anyway." she eyed the couple below skeptically. "For now..."" Dash settled back on the roof with a sigh.

She looked over at Thunderlane. "So, left the weather patrol and took up bowling, huh?"

Thunderlane lay back on the roof and grinned. "went BACK to bowling, actually. I ain't called 'Thunderlane' for nothing," he said. "My family owns the Ponyville bowling alley. Kingpin's my dad."

"Oh really?"

"Yeah. He originally owned a bowling alley in Cloudsdale, but we had to move after it fell through. Well, after the bowling balls fell through. Little hint: bowling balls and lanes made of cloud? Bad combo." He chuckled, reminiscing. "Man, were those earth pony homeowners mad...."

"....and you never figured out why?" Caramel said. Fluttershy shook her head. She had all but disappeared behind her own mane, even as they were walking and talking together. "No," she finally said. "I felt so awful the next day when I realized--- I mean when I really really realized what I'd done. The poor things..."

"I'm sure they got over it by now," Caramel said.

"It was still awful," Fluttershy said sadly. "I wrote all the little animals an apology letter and sent it to the groundskeeper for them, but...."

"But you still don't know what went wrong?" Caramel ventured.

Fluttershy shook her head. The sadness in her eyes would have melted rock, and Caramel's heart was made of far softer stuff. "Well I say... I say they don't know what they missed out on," he said. He blushed and shied back a bit, as if startled by his own boldness. Swallowing nervously he went on. "You are the sweetest pony in Equestria, and any critter-- or-- or pony would be happy just to be near you."

Her melting blue-green eyes shimmered. She smiled, then looked away. "That's very sweet of you to say, Caramel," she said, her voice barely a whisper.

"It's nothing but true," Caramel said. Or at least tried to say. The words stuck in his dry throat; all that came out was a cough and a mumble.

They walked on, the silence growing. "Um, maybe the animals in Luna's gardens are more
Caramel blushed and ducked his head. "Just a hobby," he said. "When I'm not working down on the Apple farm I spend time up in the hayloft listening to the birds. I can only imitate them, though-- I can't really talk to them like you can."

"Oh, birds don't sing to talk," Fluttershy said. "And they don't really sing to be pretty, either--- well, except for me," she ducked her head. "Bird song is how they stake out territory." She giggled. "All a bird singing is doing is saying 'MY tree! MY tree! MY tree!'" The whippoorwill chose that moment to belt out a couple of rounds of its own song. The two ponies chuckled. Fluttershy cooed at the bird. It hopped closer, dropping down to the path and looking up at them.

"Oh really?" Caramel grinned and knelt down till he was eye to eye with the bird. "No way, pal. MY Fluttershy! MY Fluttershy!"

The bird trilled out its call at him, telling him to shove off, buddy, I'm trying to make some time here. Caramel wasn't having it. "Uh uh, MY date! MY date! Go get your own. MY Fluttershy!" The bird finally gave up. It tipped its beak up at him haughtily and flew back off in the trees. "Yeah, so there, Nyeah!" Caramel said, sticking his tongue out after the departing bird.

Fluttershy had gone from giggling to laughing right out loud... at least, as out loud as she ever got. Her laughter rang like tiny silver bells in the night air. "Oh you are so silly," she said. Caramel's heart skipped a beat when she smiled at him. He smiled back. He took a little step closer. She took a little step closer...

There was rustling in the flowers all around. The two ponies looked up to see dozens of tiny eyes peering at them. Slowly the nocturnal denizens of Luna's gardens--- birds, bats, owls, squirrels, foxes, skunks, opossums, whippoorwills-- had crept out of the dark to watch the pony pair with wide, shiny eyes.

Caramel wasn't good at reading animal faces, but the expression on several of them could easily be translated into "D'awwwww." One of the smaller opossums made a kissy face and motions for the two ponies to bring their faces together and smooch, already. Fluttershy 'meeped' and buried her face in her hooves.

"Argh," Caramel said, turning red. "Maybe a little TOO friendly," he grumbled, glaring in embarrassment at the smirking critters. Darn it, dating was difficult enough without an audience. "I really cannot figure out why the animals at the Grand Galloping Gala didn't want you near them. I mean, look at this."

He was about to say something else when there was an outraged female shriek from just around the bend of the path. Instantly all the animals that had congregated to watch the two shy ponies pitch woo vanished into the trees and shrubbery. Even the fireflies winked out. A moment later a Unicorn noblemare came bustling around the bend, madder than a wet hen. A unicorn stallion, her husband most likely, came scurrying along in her wake, hovering about her. "---Ruined!" She was fuming.
"My ten thousand bit Hoity Toity exclusive ball gown, ruined!" She stopped to gesture to a rather unsightly stain on her excessively ruffled gown. "That wretched bird flew over and...."

"I'm sure the Princess will pay to have it replaced, dear," the wispy stallion said. The dismal look on his face, however, suggested he figured on the cost of an all-new, even more fabulous gown coming out of his own pocket.

"She'd better!" the formidable mare said, chin jutting up, her mask-- a feathered and beaded extravagance and her only concession to the masquerade--- tossing its feathered fringes like a peacock in a storm. "Outrageous. Princess Celestia has had enough sense to magically train the birds and animals and-creatures running about her gardens to keep a good proper distance from any noblepony in formal wear. That Princess Luna is so rude and irresponsible as to let these vermin run and fly about wherever they please is just...." She threw a furious glare at the castle behind them. "It's just the final insult!" She barged on down the path, shoving between Fluttershy and Caramel and billowing on down the garden path like a schooner at full sail, her little tugboat of a husband caught in her wake.

Fluttershy and Caramel stared after the departed couple for a drawn out moment, then at each other. "Well, um." Caramel said, eyebrows raised. "Mystery solved."

Fluttershy gaped in amazement. Then exploded into giggles.

From the shrubbery all around came chirps, chitters and other animal calls--- that sounded a great deal like someone was laughing. Caramel grinned awkwardly... and before he could say anything else the timid pegasus filly took a quick step forward and gave him a peck on the lips.

His step had a bit more spring in it as they walked on down the path.

Back behind a jasmine tree, a small filly giggled, the tip of her horn glowing ember green as she drew in the tiny whorls of energy in the air. The garden was a cornucopia of delights; beautiful flowers and trees, pretty animals--- and so much good stuff just floating in the air.... the two ponies who'd just left had only been letting off little curlicues of it, like little wisps of cotton candy trailing in a swirly cloud behind them. But the gardens were proving very popular, and there were much richer goodies to be found.

She crept from her hiding place, eager to see what other delicious quarry she could stalk.....
"Are you feeling better, my little pony?" Celestia asked.

Nyx sniffled, smiled, and nodded. She started to wipe her nose on her leg; Celestia hastily procured a handkerchief from thin air and magically whisked it over. "Blow," she ordered. Nyx complied. Another handkerchief moistened in the viewing bowl quickly cleaned the filly’s face. Celestia chuckled. *Some things never changed,* she thought. *Not all that long ago, the Princess of the Sun had to help another little indigo alicorn filly wipe her nose. How time flies.*

"Thank you," Nyx said. She looked down at her hooves. "I'm sorry I'm such a baby."

"Nyx, you are anything but a baby," Celestia chided gently. "But you *are* little, and you *are* young. And you've been facing fears that ponies countless times older than you have struggled with. Such things can make anyone feel helpless and small." She nuzzled the abashed filly. "And there's not a thing wrong with wanting to cry, or wanting someone to comfort you while you face your fears. Growing up doesn't have to mean standing all alone." She stepped back. "Now, promise not to hide things like this from Twilight anymore?"

Nyx looked a little abashed. "I promise," she said.

"Good, now-- feel like rejoining the party?" Nyx nodded happily, then sort of half frowned as she looked herself over. Her costume had gotten more than a few rips and tears from her tumble into the thorn bushes. "Um, do you have a sewing needle?" she asked timidly.

Celestia’s horn gleamed briefly; instantly the dozens of tiny rips and holes vanished. "Ooh, neat! Thank you!" Nyx said.

"I'm afraid it's only temporary," the Princess apologized. "The holes will reappear once the sun comes up. You'll have to fix them with a thread and needle then."

"That's okay," Nyx said. "It's still pretty neat." She looked herself over in the mirror, straightening her watch-tiara and making sure her bangles were still glowing.

"Ah, Let me guess--- Princess of Time?" Celestia said.

"Princess from the Future," Nyx said-- then gave Celestia an awkward sidelong glance. "uhm.... our group theme was Ponies from the future, and, um..."

Celestia grinned and held up a hoof, pretending to examine it. "I can't blame you," she sighed. "We Princesses are always in fashion." She turned her hoof left and right, as if she were admiring her hooficure. Nyx giggled. "Oh, speaking of costumes--" a swirl of midnight and stars bloomed up from the floor, surrounding her. When it flickered away, there stood Nightmare Moon. *Shall we go then?* she asked, with a most un-Nightmarelike grin.

Nyx looked askance at her. "*Oh come now,*" Celestia wheedled at the filly's apprehensive look, "*aren't I allowed to have fun on Nightmare Night too?*"
Nyx bit her lip. "Well, maybe a little bit of pranking," she said. She held up a hoof. "But please don't scare Dinky or Truffle too much." She leaned forward and whispered. "They kinda wet themselves when they get scared too bad."

'Nightmare Moon' cocked an eyebrow. "*I'll keep that in mind,*" she said drolly. She dropped the echoing Nightmare voice. "I'll say you already look a great deal happier than you were."

Nyx beamed. "It's... all that stuff... I feel better about it so much. The best part is-- I know Twilight is my real Mom." she paused. "I mean, she already was, but I mean *really* real..." she paused again. "I mean I know it's not supposed to make a *difference*..." she said a little plaintively.

"But it does, all the same," Celestia said. "I understand."

Nyx looked pensive for a moment, staring at the wall. Then her eyes went wide and started to cross. "Hokey smokes. Does this mean that Princess Luna is my *Dad*?"

She said this just as Princess Celestia had been taking a surreptitious drink from the viewing pool.(2) Nyx was consequently the only pony in history to witness Nightmare Moon doing an epic spit-take. Celestia coughed and spluttered madly as her brain tried to discombobulate itself. She and the befuddled filly stared at each other for a brief eternity as the gears turned in their heads--- then they both shook their heads emphatically, grinning.

"Naaaaaaah....."

Ink Spot and Twilight had been unable to quite enjoy the festivities after their encounter with Zecora. Twilight had been too busy fretting about Nyx, and Ink Spot had been unable to set her at ease. "I can't believe I was so *blinkerer,*" she said. "It should have been obvious to me that Nyx would be upset by Nightmare Night, I mean I remember how hard a time Princess Luna had with it. And if anything Nyx would have an even harder time. I'm a terrible mother--"

"No, no you're not," Ink Spot said firmly.

"Yes I am!" Twilight insisted. Her wings were fluttering in such agitation that she was hovering a foot off the ground. "How could I have possibly overlooked something so obvious?"

"Because you're flesh and blood, like everyone else," Ink Spot said."You made a mistake. You're allowed to; that's why pencils have erasers!" he tugged on the hem of her skirt and pulled her back to the ground. "Now you need to stop-- flying off the handle," he said.

She bridled a bit at that, then softened. "You're right, you're right," she lamented. " I just feel like I let her *down.*"

She barely heard the clip-clop of tiny hooves coming down the tower stairwell behind her. "Mommy!" Twilight turned around; here came Nyx, galloping as fast as her hooves would take her. She collided with Twilight with an audible *whumpf*, hugging her fiercely. Twilight's hug back was just as fierce.

The two of them began babbling apologies to each other at almost the same time.

"Nyx, it's my fault, I didn't tell you--"
"I was wrong, I didn't talk to you about--"

"all about Nightmare Night ahead of time---"

"--the things that I was scared---"

"I just wasn't thinking and it never--"

"--- of and I wanted to but--"

"occurred to me that you didn't know and--"

"---the words just wouldn't come out and--"

"I'm so sorry...."

"I'm so sorry..."

The two of them stopped and laughed a bit. "I guess we have a lot to sit down and talk about," Twilight said.

Nyx hugged her again. "It's okay, Mommy," she said. "I was kinda dumb not to figure out Nightmare Night was about Nightmare Moon." she stuck her tongue out. "We live in a library, duh. I coulda looked it up. It's okay anyway."

Twilight nuzzled her. "So you're not upset about that, then?"

"Well there are some things about it I'm not thrilled about," the alicorn filly amended. "But I'll live." A sad look crossed her face. "There were other things-- stuff I shoulda talked to you about. But I was too dumb and too scared to..." she went on, telling Twilight all about her fears, wondering if she really was real, afraid she would find out she wasn't...

Ink Spot stood aside, watching the mother and daughter have their heart to heart. "I'm glad to see they both decided to talk," he murmured to himself.  

"At times like this, you often say everything you need just by showing you listen."

"Hm, true indeed," Ink Spot agreed. He turned to face the speaker. "You don't mind if I quote you on tha---"

Looking him in the eye from not a foot away was Nightmare Moon. He gave a "Yeek" and nearly backpedaled right out from under his pith helmet. Twilight looked up-- then did a double take and a yelp of her own. She jumped up and landed foursquare, facing the spectre.


"Guess again," the Princess said. The costume melted away partially, revealing Celestia's rainbow mane and snowy white face.

"Princess Celestia??" Twilight said, eyes wide.

"Standing in tonight for Luna," Celestia explained briefly. "A bit hard to run a ball and play Nightmare Moon at the same time."
Twilight surprised everyone by chuckling. "Poor Pipsqueak," she said. "he's going to be so confused."

Nyx's mischievous giggling turned to squeals of laughter. "He's already confused as it is," she managed to get out. "We're still trying to explain to him who I am."

"Poor boy," Ink Spot said sympathetically. "Nopony warned him that women can be cruel. Ow," he complained as Twilight jabbed him in the ribs.

Celestia's magical costume reformed. "Well, I'll try to be kind to the poor lad," she said. "Oh, Nyx? You almost forgot this." She reached under one wing and pulled out a trick or treat bag filled with candy canes.

"Oh! Thank you," Nyx trotted over and accepted the bag. She threw it over her withers and looked around. "Now how am I going to find Flitter?"

"Who's Flitter?" Twilight asked.

Nyx shrugged. "A filly who hung out with us. She's wearing a Changeling costume," she said. "Have you seen her, Mom?"

Twilight tapped her chin with her hoof. "I can't say I have," she admitted. "Do you remember seeing any fillies dressed like Changelings, Ink Spot?" Ink Spot merely shook his head.

'Nightmare Moon' pondered, then seemed to brighten. "Ah, here is somepony who might know," she said. "Pomp! Ah... Circumstance? Oh whichever one you are---"

Down the corridor came a nattily dressed and very flustered looking unicorn with a monocle and a crown-and-scepter Cutie Mark. He seemed to be looking through every doorway and down every hall he passed for something. He gave a little "yeek" when Celestia called his name, composed himself and hustled over. "Yes...ah, your majesty?" he said, obviously discomfited. He knew it was Celestia under the disguise, but he really wished she had better timing. He was currently trying to track down the Captain of the Guard, who was about someplace in the palace gratuitously abusing his privileges as the Headless Horse and scaring the cutie marks off the upper class guests.

"Nyx here is having trouble finding one of her friends," Celestia said. "Perhaps you know of someplace she might have gotten to?"

"Her name is Flitter," Nyx interjected. "She's dressed up like a Changeling."

"I'm sure she would be at the foal's party," the harried unicorn said. "There's a room set aside, um, in what used to be the barracks. Down the spiral staircase at the end of the hall, then the fourth door to the left." He bit his lip and fidgeted like a filly who needed to go to the bathroom. "Your majesty, please, I must be going, I have several minor crises at hoof. Despite our best efforts your sister is demanding to know where that dreadful entertainer she hired has gone, there are two ponies wreaking culinary havoc on the buffet line, there was a complaint earlier--- something about birds in the gardens--several of the noble guests are starting to get irritable..." from somewhere in the distance came the sound of clanking armor and an echoing, ghostly moan, followed by a rather operatic shriek. Pomp shot a glance down the corridor. "Oh dear, there goes the Duchess Winterbottom. Please forgive me, your highness..." he scurried off, frantic to throw oil on the troubled waters.

Celestia watched him go, eyebrows raised. Things must be rather exciting for Pomp and/or Circumstance to be so badly agitated. She hoped her sister wasn't giving them too much grief; good
help was hard to find. "If you'll excuse me, my little ponies. Nightmare Moon does have her rounds to make." She grinned and gave them all a broad wink. "And I do believe I haven't said hello to Duchess Winterbottom yet. *Ahem. Mi mi mi, la la *la* ah there we go...*" She let out a most un-Celestia like 'muhahahahah' and vanished in a cloud of indigo smoke.

Ink Spot and Twilight stared at the dissipating smoke, then at each other. "She *wouldn't.*" Ink Spot said.

In the distance a distinct voice was heard. "*Booga Booga.*" There was another Wagnerian shriek and the sound of somepony crashing to the floor.

"She would," Twilight deadpanned.

---

Applejack was having a fair to decent evening, she realized. Bruce Mane was a fun fella to talk to; he was a savvy businesspony with more than a few smart ideas, and had a subtle but clever sense of humor. He had taken her for a few twirls round the dance floor, then had fetched them both some punch; they were out on one of the palace's many balconies, sipping their punch and catching a breath of fresh air.

"....and the next thing we know, wham! Sonic Rainboom," Applejack said. "She snagged Rarity and all three Wonderbolts right before they hit the ground. Must've pulled every muscle she ever thought of havin', but she did it. Blew everyone in Cloudsdale away."

"I can imagine; I remember seeing the light burst from my office window," Bruce Mane said. "Must've been something to see up close." He regarded from behind his Batstallion mask. "You have an extraordinary circle of friends, Miss Apple. But I notice you haven't said much all night about yourself."

Applejack blushed a bit. "I was always taught not to toot my own horn," she said. "Besides, half o' what I might brag about everyone already knows." her expression turned wry. "And the other half I ended up stickin' my hoof in it right afterwards. One week I stop a cattle stampede from making a mess of town, and the next I start a *rabbit* stampede that does the job anyway."

"A *rabbit* stampede?"

Applejack rolled her eyes. "It's a long story. Let's just say that 'one step forward, two steps back' seems to be my personal motto."

"I think you're a bit hard on yourself," Bruce interjected. "From what I've heard you seem to be doing rather well. The Sweet Apple Acres brand gets more famous every day, and not because of who your friends are. Someday the Apples going to be as big as the Rockerfellers or Fancy Pants or, well, the Manes." he gave a half chuckle.

"I'd like to hope so. I'm gettin' tired of seeing my family scrape for every bit. All these years, watching my brother break his back to fill in for our parents, watching Granny Smith have to put up with her hip, seeing Applebloom doing with less than any of her classmates..." she bit her lip.

"Sorry, I didn't mean to sound like I'm complaining, or ungrateful for what we have. Don't need to be pouring troubles in other people's ears. After all, we got a lot of what money can't never buy."
"I can see that," Bruce said. "But don't be unfair to yourself. My father used to say "it's easy to say 'the best things in life are free' when your belly's full, and the roof don't leak, and the bills are all paid. Only a Changeling gets by on nothing but love." He was right; ponies need food and clothing and shelter and safety. That's why it hurts when you can't provide as well as you'd like for the ones you love."

"Is that why you run so many charities?" Applejack asked.

Bruce Mane nodded. "And why I make so many loans to start-up businesses, and invest in so many others," he said. "Give a pony an apple, he eats for a day..."

"Give him an apple seed, he eats for life," Applejack finished the old proverb. "Though as for that, you'd think there'd be a seed or two in the core."

"Eh, well, not every proverb is flawless, but most people get the point," Bruce admitted. "I hear the gryphons use a similar one about catching fish-- Eh, what's this?" There was the sound of someone whimpering and sniffling. He looked behind him. Standing on the balcony with them was a tiny purple filly. She was wearing aviator goggles and a wicker basket, with two or three balloons tied off with twine floating overhead. She gazed up at the philanthropist with huge teary eyes, the saddest little balloonist ever.

"Oh, please help me, Mister BatStallion---!"

Applejack nearly choked on her punch. She started to chuckle,... then nearly jumped out of her skin when her date turned to face the filly and said, in a deep gravelly voice that was a dead ringer for Christian HayBale in the movie:

"What seems to be the trouble, young citizen?"

The filly looked intimidated, but pressed on. "My- my mommy's missing," she said woefully. "She told me to meet her by the punch bowl but she never came... can you please help me find her, BatStallion?"

"Of course," 'BatStallion' said. He knelt down. "Hop on." The little purple filly climbed onto his back. He straightened up and turned to Applejack. "Wait here, Butterfly Wonder. I'll be back shortly." He trotted off into the ballroom, the filly clinging to his back.

As if, Applejack thought. She tailed after them, her eyes never leaving the millionaire industrialist or his tiny rider.

It didn't take long to find the missing mother. The problem was evident; there were two buffet tables and two punch bowls, one on either side of the archway. Bruce Mane found the mother, a purple mare with a berry-themed cutie mark, standing by the second punch bowl--- apparently she had been recruited into supervising the mixing--- with a distressed look on her face. The two were reunited with a hug and relieved thank yous from the mother. The Dark Nightsteed bowed and took his leave.

"Thank you, BatStallion!" the filly called after him, waving. "You're an even better superhero than Mare Do Well!"

There were shortles all around. Mane stopped and looked back. "It was my pleasure, young citizen. Off to help others--" and with a rather impressive twirl and flare of his cape, he was out the doorway and gone, followed by laughter and not a little applause.

Chuckling, Applejack made her way back to the balcony to find Bruce Mane waiting for her. "why I
do declare, Bruce Mane!" she said, wide-eyed. "You just missed seeing BatStallion save the day!"

"Really? Darn the luck," Mane said, grinning. "I always seem to be someplace else when he shows up, can you imagine?"

They both chuckled at the joke. "Really, I oughta be scoldin' you a little," Applejack said.

"Oh? what for?"

"For fibbin' to that filly," Applejack said. "Pretending to be the real BatStallion..."

"Ah, Element of Honesty thing, huh? Well, isn't that the point of BatStallion?"

"Beg your pardon?"

"I mean, that's the point. He could be any pony under that mask." He gave her a quirky smile. "A little girl needed a hero, just then. Maybe in a way, for just five minutes there, I was him."

"Hmmm..." Applejack sipped her punch, half smiling.

"Well the real question is this..." he continued.

"Are you and the other girls going to be jealous that she liked BatStallion better than Mare Do Well?"

This time Applejack did do a spit-take.

Author's Note:

1)You just can't beat the classics.

2)Despite the fact that drinking from a bowl without a cup was considered poor manners, everyone on occasion did it (Berry Punch got caught doing it at a party.) but we all have our little flaws...

3)Equestrian trick or treat bags were like equestrian shopping bags, which were actually more like saddlebags-- two paper bags with straps between so a pony could throw them over their back.

4)Like most ponies who use that phrase, never reflecting on the consequences of doing so around people determined to set things on fire.
Applejack stared at her date, eyes wide. "How'd you figger out that me an' the girls were Mare Do Well?" she said, hastily dropping her voice.

Bruce grinned. "I didn't for sure until just now."

"What?" Applejack stared at him, then her eyelids drooped. "Oh. Right." She glowered at him while he chuckled. "Come on now, seriously. What on earth made you guess--"

He rolled his eyes back thoughtfully and counted points off. "Well, first, I read a lot of papers-- from all over Equestria and beyond, to keep track of current events. Plus I have other sources I rely on for when I want today's news, not yesterday's. Anyway, I'd been following all the stories about the Elements of Harmony ever since you defeated Nightmare Moon. Rarity's fashion line in Hoity Toity's boutique, odd gossip from my friend Fancy Pants, the Grand Galloping Gala, Fluttershy's brief modeling career, Rainbow Dash's win at the Young Flier's competition, news about an impressive showing at the rodeo by a certain young earthpony mare--" Applejack flushed and mumbled at that-- "anyway, you six make the news far more often than you realize."

"I read a story in the Ponyville Gazette about a certain young rainbow colored pegasus saving several people's lives... Then shortly after I read stories about a mystery mare who showed up out of nowhere and started performing heroic deeds herself; A mare who used magic, who showed prodigious strength and speed, who seemed to have a second sense about danger, who flew..." He cocked an eyebrow behind his mask. "It certainly aroused my curiosity. So I started looking back through all the stories and eyewitness accounts. I talked to a few ponies around town--"

"You came all the way out here just for that?"

"In case you haven't guessed, I'm a fan of caped heroes." Mane chuckled and held out his cape. "Ever since I was a colt. I could hardly resist, now could I? I came down and investigated. It was surprisingly easy to piece together."

"First, I found one of the discarded costumes. It used the same sort of cut, cloth and stitching Rarity's boutique is known for. Very meticulous work, very high quality, especially for what amounted to an overblown Nightmare Night costume. I also noted the color of Mare Do Well's magic from photos, when she patched the Ponyville dam; same color as Twilight Sparkle. And it would take someone who was a proficient athlete to stop a runaway wagon with her bare hooves or toss a lariat like that. Like, say, somepony who had a small mountain of ribbons from various rodeos, and who spent years bucking apple trees?"

"As to the danger sense, anypony in Ponyville can tell you about Pinkie Pie's pinkie-sense. And probably will, given an opportunity." He shrugged. "From there, putting together a theory was easy."

"That's still a little bit of a stretcher," Applejack pointed out.

"I know, that's why I said it was a theory," Mane continued. " It was obviously more than one pony, but was it the ones I thought?"
"Well, during that whole time Rainbow Dash and Mare Do Well were running around Ponyville, pictures were taken. Hundreds of them. I went back and checked; whenever Mare Do Well was in the scene, your little group was always in the audience, but at least one of you was always missing. On at least three occasions one of you would disappear in one photograph only to reappear in the next."

"The only hole in my theory was why you hadn't included Rainbow Dash in on it. Why were you all working together as a team, but cutting the fastest and most daring member of your group out? Had there been some sort of falling out between her and the rest of you? Why did you give up the whole thing when Rainbow Dash finally confronted you, in the middle of your own ticker tape parade, no less?"

Applejack gave an awkward little "heh" and rubbed the back of her head with one hoof. "Cause we sorta did what we set out to do. The whole thing was to teach Dash a lesson about not gettin' such a swelled head. After she rescued that filly from the well, she started getting full of herself. We wanted to show her a real hero didn't go around hoggin' glory for themselves."

Bruce Mane looked in his drink and gave a little smile. "I know, I figured that out," he said. The smile ran away from his face. "I can't tell you how disappointed I was in you all for that."

Applejack jerked her head back. "Disappointed?" she asked.

"Yes!" Bruce Mane exclaimed. "Your friend was helping people and saving lives. So what if she got a little boastful? What skin was that off your nose?"

"Hey now, feller!" Applejack said, getting a little angry. "You have no idea how bad she got. We were tryin' to help a friend learn somethin'."

"So you were trying to teach Rainbow Dash not to be egotistical--" he said patiently.

"Exactly!"

"--By dressing up in bright purple spandex and stealing the spotlight for yourselves?"

"Y-- NO! I--" the farmpony made a frustrated "mumph" sound and crumpled up her nose. She stamped her hoof in vexation and turned away. She had a mouthful she wanted to say, but she knew when she was busted. That had been the plan, right from the start. "You weren't there. She was braggin', eatin' up all the cheers and the praise and begging for more."

"The way your friend Rarity chases the spotlight with her fashions?" Bruce pointed out. "Or the way you collect rodeo ribbons? I don't see you giving up that trophy the town gave you for saving them from a stampede. She's a stunt flyer, Applejack. A performer. I know performers, I've had to work with several. All a performer really gets for what they do is applause. It's as much a part of their pay as the bits they get. And you took that away from her."

"I know that wasn't what you were intending," Bruce went on. "But in the end, that's what you did. You stole her thunder, took her fans away, made her look like a fool, and from the reactions I heard from ponies when I asked about Dash, turned her into a Ponyville laughingstock because she got too proud of saving lives for your tastes."

"And you kept it up till she finally quit trying to be a hero entirely. Then you threw your own cape in the trash. Mission accomplished." He shook his head. "That's what disappointed me. I don't think you know how many ponies you hurt."

"Hurt? Who'd we hurt?" Applejack said, wheeling on him, glaring.
Bruce Mane didn't even flinch. "Rainbow Dash, for starters.

"You're lucky Rainbow Dash has skin like a rhinoceros. Most friends would have been mortally wounded. Make no mistake, she probably hurt like hell. Probably still does. But she was hardly the only one.

"I didn't figure out the last bits on my own," he said. "See, I have a little niece who lives here in Ponyville, sweet little filly, doesn't even have a cutie mark yet. She was an absolutely rabid Mare Do Well fan... had posters, covered her bedroom walls with pictures, even had a little Mare Do Well hat and mask and cape. I went to visit her while I was in town, after doing my little detective routine; all her Mare Do Well things were gone. Out in the trash."

"She'd been looking forward to that parade, you know. But little filly had the mumps that day, had to stay in. She'd thought it was the worst day ever. Till she saw Mare-Do-Well running and leaping up and down the alley below her own bedroom window."

"Oh no..." Applejack lamented.

"Then, of course, she saw the whole thing. Rainbow Dash catching Pinkie Pie, and unmasking her. The rest of you coming out of hiding. Revealing the whole joke to Rainbow Dash. No masked hero, no Mare Do Well, just a bunch of mares pulling a prank on a friend who'd annoyed them. My sister told me she cried her eyes out the whole night. Oh, she never told anypony, not her mother, not her little friends ... she didn't even tell me, till that point... but sooner or later she will."

"Now understand, I didn't hear this from her till long after I'd figured out most of the rest," he said. "And it took some time before my niece finally told everyone what she'd seen. But it certainly answered the only question I'd had left: why did Mare Do Well give up and disappear?"

His gaze lanced into her, but his voice was still patient and soft. "Your little prank broke my niece's little heart. And the hearts of who knows how many other colts and fillies. Colts and fillies who looked up to Rainbow Dash, only to have another grownup make her look like a fool. Colts and fillies who looked up to Mare Do Well, only to have her disappear." The corner of his mouth quirked. "Broke my heart a little bit, too."

"As a personal request: Next time you want to tell your friend she's getting a swollen head, would you mind talking to her first?"

Applejack threw her forelegs over the balcony railing and hung her head. She was the Bearer of the Element of Honesty. She hadn't felt exactly wrong about it at the time, but all the same the whole Mare Do Well thing had itched at her. After what Bruce Mane had told her, it outright stung. "Is that why you agreed to be my date?" she asked, a little scornfully. "To throw all that back at me?"

"I won't say it wasn't on my mind," he sounded amused. "But we all make mistakes; I got over that one ages ago. And my niece will too, eventually. I only felt it was fair to let you know that you made one."

"How is what you did just now with that lost little filly any different than what we did?" She demanded to know.

Bruce Mane shrugged. "Simply put? Not much... except I gave her a hero. You took one away." He stopped and looked out at the night, pensive. "We..." he hesitated. "Heroes need praise. Everypony does. Whether that's wrong or not, I don't know. But is it wrong to want to hear somepony say 'thank you'? To feel like you did something great? To feel worthy and worthwhile?"
Applejack tapped her hoof. "I can't say no to that," she admitted.

"That's why we have to be so careful with little children's stories...with the heroes we give them. They believe so deeply, and we can break them so easily. That little filly--" he nodded back in the ballroom. "---she'll figure out eventually that it wasn't really BatStallion who found her Mommy for her. Just a grownup in a costume. But she'll remember it fondly, and hopefully carry away the lesson that anyone can take a moment to be a hero..." he grinned. "Even a goofy stallion who runs a chain of grocery stores."

"While your niece learned from us that heroes are all fakes," Applejack said, her ears and wings drooping.

"I wouldn't leave it at that," Bruce Mane said kindly. He stepped up next to her.

"This wasn't the only reason I went on this date with you, you know." He set his punch glass on the rail. "Like I said, heroes attract me. And no, I didn't mean Mare Do Well. I'm talking about six ordinary ponies who stepped up and saved Equestria again and again. One earth pony in particular. Country girl, rodeo pony, businessmare, who didn't have wings or magic or even a Pinkie Pie sense, but faced down dragons and manticores and stampedes and Changelings. Who held her own against Discord and Nightmare Moon with nothing but her four good hooves. And who runs a farm on the sweat of her brow and the strength of her back. Who even when she makes mistakes at what she does, comes back twice as strong as before." He looked her in the eye. "For a pony who's spent most of his life behind a desk, that can't help but be ... intriguing."

Applejack didn't look up, but a faint smile and a blush graced her cheeks. "Well, y'all certainly learned how to smooth-talk back in Trotham, didn't ya," she chuckled.

"Well, I try."

"And y' certainly gave me some things to think about," she said soberly. "Ah think I owe Rainbow Dash a little talking-to, at least." And maybe we owe something to another little broken hearted filly, she reflected. She wasn't sure how they were going to fix that, but she had some ideas.

"Is she here?"

"No, don't see her out here, either-- oh 'scuse us..."

The farmpony and the city stallion turned around, puzzled. Two stallions in rather cheap bedsheet ghost costumes had stumbled out onto the balcony with them. They peered around, apparently looking for something. "Can we help you?" Bruce ventured.

The two started. They seemed startled to realize they were speaking to one of the Bearers and her date. "Oh, don't mind us, just looking for a-- well a filly who wandered off, ahem," one said.

"Have you seen her? black coat, purple mane, about yea tall--?" the other one held his hoof up off the floor.

Applejack gave the two a skeptical look. "Nnno, cain't say as I have," she said.

The two gave a grunt of exasperation. "Eh, didn't think so. Never mind us, then..." The two left the balcony, peering suspiciously at corners and shadows.

Applejack scowled. "Ah don't like that," she muttered. "Who were those two and why were they lookin' for Nyx? Only one black and purple filly Ah know of. Ah think I'm gonna go have a word with the guard--"
Bruce stopped her with a hoof. "I don't think that will be necessary," he said. "Those two *were* the guard. Probably assigned to keep an eye on Nyx, if I don't miss my guess."

Applejack looked at him. "How do you know that?"

Bruce Mane grinned. "I heard one of them go 'clank' when he brushed up against the doorway," he said. "That and their gold armor shows through the cloth in the right light."

"Ain't you slick. Should we be worried they can't find her?" Applejack said.

"Probably not," Bruce Mane chuckled. "When I was a colt I had bodyguards of my own. I recognize the look; they're at that 'annoyed but not really concerned' phase. She's managed to run off ahead of her tail, is all. Nyx is obviously in the palace, and she's under the same roof as Celestia, Luna, the Bearers of the Elements of Harmony, and hundreds of guards in and out of uniform. Right now this is probably the safest building in all of Equestria. No need to worry."

Sundiver and Lightning Blitz trotted through the rooms and corridors of the palace, the fringes of their makeshift ghostly costumes tangling around their fetlocks. Both guardponies were sorely vexed. "Well we checked the ballroom and the throneroom," Sundiver said, "what next?"

"We start following the haunted house tour," Blitz said. "Ask each of the guards in costume if they've seen her. She's in the palace, we know that much. With ponies handing out candy it's not likely she decided to go off and sniff flowers in the gardens. If we don't spot her after one lap or find someone who has, we tell the Princesses we've lost track of her." His grimace went unseen under the bedsheet.

"But we could just miss her a dozen times like that," Sundiver complained.

They entered the foyer, stumbling past a couple of workers who were busy fixing up some minor damage to the ornate mosaic inlaid in the floor. "Then we'll split up and go from opposite directions," Blitz said. "Got your dragonfire?" Sundiver nodded and produced something that looked like a cross between a perfume bottle and a cigarette lighter. Inside something halfway between a glowing liquid and a living flame sloshed and flickered. "Good. You see her, send me a paper scrap telling me you found her, and I'll do the same. Now let's go find her before we get in any more trouble." The two headed off in opposite directions.

Agents Omega and Lambda sighed in relief as the two thinly-disguised guards departed. That had been a close one. If those two had stopped to question them as they were setting the last stones in place, the whole plan would have collapsed. It was just too obvious that the runes they were laying in the floor were not a proper part of the mosaic there. Months of careful, covert work, planting runestones in the stonework of the castle, laying out subtle ley lines in the tiling, planting crystals at the appropriate locations, would have gone up in smoke. There was no way to avoid the risk; these last runes HAD to go in place on this night, and no sooner.

But now the last pieces of the puzzle were in place. Soon, in a few short hours, the nascent threat to Equestria-- the infant form of Nightmare Moon-- would be destroyed, gone forever.
"Mom? Can I ask you something?"

Twilight grinned. "You just did." Ink Spot chuckled.

Nyx shot Twilight a heavy-lidded look that spoke volumes of a filly's impatience with witty adults. "Seriously."

"Okay, okay, what?"

Nyx bit her lip and thought as they walked. "Why.... why did Celestia let Nightmare Night happen?"

Twilight looked at her daughter, puzzled. "How do you mean?"

Nyx's brow furrowed. "I mean, I know how it got started... well now I do," she said, rolling her eyes. "But making a holiday about how Nightmare Moon, I mean Luna, was a horrible monster.... that had to hurt Celestia's feelings. And it sure must've hurt Luna's feelings a lot when she came back. Why did she let ponies keep celebrating it?"

"That was kind of complicated," Twilight admitted with a smile. "I asked Princess Celestia that once... that, and a few other more personal questions about being deceived, she recalled. There had been quite a bit of hurt in that little talk. "She said, in order for Princess Luna to be freed, ponies had to forget. They had to forget who she really was, what she was really like."

"But why?" Nyx demanded.

"Because if they hadn't, then the Elements of Harmony might not have worked," Twilight said. "The ponies using them had to be absolutely one hundred percent sure what they were doing was the right thing. If we had known Nightmare Moon was really Luna inside, if we'd felt even a little bit guilty or sorry or afraid of hurting her, if we had hesitated.... everything would have been lost."

"Ahhh," Ink Spot said. "I had wondered about that."

"When ponies started celebrating Nightmare Night, of course it hurt Celestia's feelings. A lot. But she knew that it would help ponies forget who Nightmare Moon really was. So she let it continue."

"Okay, but--" Nyx's face scrunched up. "Why did she let it go on after Luna was back? Didn't Luna get mad?"

"She did," Twilight agreed. "She was as unhappy as you could imagine. Everypony was frightened of her. Largely because... well, it sort of looked like she was having a relapse."

"A relapse?" Nyx asked.

Twilight nodded. "You see, when Luna got cured, she was small, much smaller than she is now. Her coat was lighter, her mane was pale blue and didn't blow about like it does. She also had a quiet, tiny voice-- she looked, well, small and innocent and dainty. But when she came back for Nightmare Night she was, um--"

"Taller, darker, and louder?" Ink Spot offered.

Twilight's mouth quirked. "To say the least." She winced. "We were expecting a sweet, shy, sad little princess and we got--"
"Brian Blessed in a tiara?" Ink Spot interjected with a grin.

"Ink Spot....! Anyway, she came flying in, all big and dark and billowy Nightmare Moon maned, through a thundercloud. In a giant black carriage pulled by bat-winged ponies. And started bellowing at everyone in the Canterlot Royal Voice. It... didn't go over well."

"She scared everypony silly. She was miserable. But once she got into the spirit of things and started having fun...." Twilight shrugged. "Now it's her favorite holiday."

"So wait; she was miserable because she scared ponies, until she started having fun scaring ponies?" the crease in Nyx's brow was in danger of becoming permanent. "That makes absolutely no sense."

Twilight sighed. "I don't know quite how to put it in words..."

"Let me try," Ink Spot offered. Twilight shrugged and made a 'go ahead' motion. "As it so happens I once asked Princess Luna the same questions. Why did she like Nightmare Night at all? What did she see in it? I mean, it's all about fear and scaring ponies, isn't it?"

"She told me I had it all wrong. It isn't about fear, she said. It's about courage."

Mother and daughter shot him a puzzled look. "I know, confusing," he said. "But--- oh well, look here." He stepped behind a suit of armor, motioning for them to join them, and then pointing down the hallway. Twilight and Nyx got behind him and peered around his shoulder. Down at the end of the hallway was another of the haunted-castle setups that currently dotted the palace. A female guard, done up as a witch, was cackling away over a cauldron; a few yards away stood a young couple dressed as a clown and a mummy, with a tiny filly between them dressed up as a ladybug. The filly had her trick or treat bag handle in her mouth and was regarding the witch with wide, fearful eyes; both parents were gently urging her to walk up to the crone.

"Come on, now, there's a girl," Ink Spot urged under his breath. Slowly, timorously, the ladybug filly inched her way up the hall with all the air of somepony who would much rather be yarding her way down it.

Nyx frowned, "That's mean," she whispered.

Ink Spot shushed her gently. "Wait, wait, let's see if she makes it..."

Finally, shakily, the little filly reached the witch and her cauldron. "Tickowtwee?" she asked, voice quavering. The witch cackled and reached into her cauldron and pulled out a lollipop, dropping it in the bag. "There you go, dearie," she said, smiling. The filly grinned and, still jittery, galloped back to her parents with her booty as fast as her little legs would go.

"Growing up is a scary time," Ink Spot said. "A foal is so little, and the world is so big. You have all sorts of fears: darkness and nighttime, strange places and things, thunder, things that go bump in the night.

"But here, on Nightmare Night, children get a chance to face their fears. A chance to learn that those things they were so afraid of are just empty shadows, that they can laugh at them, that behind all the spooky noises and lights the world isn't such a scary place after all. That a little courage makes those fearful shadows fall away. And, if they show a little pluck--" he reached under his hat and pulled out a sucker. "the rewards can be oh so sweet." He unwrapped the sucker and popped it in Nyx's mouth, chuckling at her expression.

"That help you understand, squirt?"
Nyx grinned and nodded.

"I like that," Twilight said, smiling at him. "Mind if I quote you on that in one of my papers someday?"

Ink Spot pretended to think it over. "Let me talk to my publicist first," he said.

"Well let's find this 'Flitter' filly and give her candy back. Nyx? Are you okay?" Twilight said, concerned. The filly was pulling an alarming number of facial contortions.

"I' ogay," Nyx said around her mouthful of candy. Her eyes crossed as she worked the stick of the sucker around in her violently puckered mouth. 'I' ju' dad da wowwipop id SOUR APPUL...."

"whoops," Ink Spot said. "Gave you one of my super sours by mistake. Here, this'll make it better." he popped a second, yellow lolly into Nyx's mouth next to the other.

"Aagh!" Nyx shouted when the flavor hit her abused tastebuds. "I'th WEMON! An' ith thourer than the firth!!" She sat on the floor and pawed at her mouth with her hooves, trying, and failing, to dislodge the candies from her puckered-shut mouth.

Ink Spot put his head down next to hers, a canary-eating grin plastered on his face under his enormous fake mustache. "Did I mention this is a great holiday for pranks, too?"

Nyx made a "grrumph" noise and glared at him, lollipop sticks jutting up like tusks.

Twilight nearly laughed herself sick.

1)Honestly, you silly humans. Do you think yours is the only Brian Blessed in the universe?
"Actually they're not so bad once you get used to them..."

Those inside could make out the muffled words of Nyx, Twilight and Ink Spot as they cantered down the castle hallway outside the locked door. "Oh look, this must be it," They heard Twilight say. The door swung open, revealing Ink Spot, Twilight Sparkle and Nyx....

...Who stared, stunned, at the stomach-medicine-pink abomination before them. Nursery school decorations, kindergarten music tinkling in the air, the baby-powder whiff in the air; they soaked it all in at one glance. The room was filled with a dozen or so colts and fillies, all seated in too-small chairs, paper plates and cups in their hooves and sullen expressions on their faces. Some had apparently strayed too close to their puffy-sleeved pink ward and captor; they had napkins and bibs tied under their chins and the distinct glowering look of a foal who had just had their cheeks scrubbed against their will.

Nyx surveyed the scene before her, eyelids at half mast. She set down the bag of candy canes. "You're kidding," she said, deadpan. "You're kidding, right?"

It was noteworthy that neither Twilight nor InkSpot chided or disagreed with her. The three of them stepped inside, gazing about in bemusement. Too late, Scootaloo looked up from her paper plate to see the door swinging shut behind them. She shot across the room like a sherbet-colored arrow, diving between Twilight and InkSpot--- only to fall just short just as the latch clicked shut. "Aw, nuts," she groaned, faceplanting in the carpet.

The three of them stared at the pegasus filly. "What was all that about?" Nyx asked.

Scootaloo stared up at them dismally. "She enchanted the doorknob so nopony without a cutie mark can open it," she said.

"Well that's, um, clever," Twilight said. "She who?"

Scootaloo pointed with a hoof to the other end of the room. There stood Miss Smiles, who was struggling hard to keep her namesake on her face. She was currently being lectured by a stern looking pegasus in a tuxedo and monocle. Circumstance (or Pomp, who at this point knows) was apparently displeased with how the "foals' party" was being conducted.

Actually, to judge by what could be overheard, he was displeased with how it was being attended. "---made it perfectly clear that all the foals were to be kept down here," he was saying. "And yet there are still dozens of them running about the halls of the castle--"

"But I've been keeping them here," Miss Smiles pleaded her case, corners of her mouth straining. "I must have every colt or filly without a cutie mark already...."

"I meant all the foals, not just the blank flanks!" the majordomo said, exasperated. "Anypony less than their majority, understand? Things are very precarious now with Princess Luna's political influence, the last thing she needs is a herd of these runny-nosed little ruffians running amuck,
knocking things down and tearing things up and bothering important ponies...." he waved his hooves at the crowd of incarcerated children, oblivious to the hurt looks from many... and the perilous dark glowers from some that he would come to regret ignoring later.

Twilight had closed the distance by then, and gave Luna's assistant something of a glower of her own."Well that certainly isn't what Princess Luna wants," she said. "I know for a fact that she is quite fond of the children here in Ponyville and would be delighted to see them."

Pomp eyed her disdainfully through his monocle. In his distraction his normally keen recollection of all things courtly fell short and he failed to recognize her. "Yes, I'm quite sure you're a close acquaintance of the Princess of the Moon," he drawled.

"She is," a monotone voice at knee height told him.

Pomp looked down and jumped a bit. Distracted or not, there weren't that many midnight-colored cat-eyed alicorn fillies running around Equestria. Nyx was staring up at him with a half-lidded gaze that spoke endless volumes. He took a brief moment to be irritated at her impertinence. He could practically feel her thinking Snark at him. Then he looked up at Nyx's mother and his memory clicked and he realized; yes, he was face to face with Twilight Sparkle, protege' of Princess Celestia, Bearer of the Element of Magic, Guardian of the Night Princess.

And she was starting to look very annoyed.

Most ponies would have scorned Pomp and Circumstance as toffee-nosed prisses, but under their frills and macaroni they were as loyal to their duty as any of the Royal Guard. And one never retreated in the face of the enemy. "Lady Sparkle, I know that you and the Princess are intimate, but you are not aware of how sensitive the situation is. Since her return Luna's... eccentricities... have caused rifts with many of the noble houses. Until she learns how to behave like a modern, proper ruler, and stops lollygagging about with common riff-raff--"

"You mean, like us," InkSpot drawled.

"Or the other ponies in Ponyville," Twilight added.

Before anypony could say anything more, there was a knock at the door. Who should come in but Mr. and Mrs. Cake, pushing a pie-shaped bassinet with two sleeping little backbirds in it. Pumpkin and Pound were snoring away as their parents wheeled them in. The relief on their faces at finding what was obviously a nursery was almost as blatant as the relief on Miss Smiles' face at the sight of actual infants. She bustled over, more than a little pleased to get away from the brewing storm behind her and cooed at the sleeping toddlers.

The Cutie Mark Crusaders, on the other hand, regarded the two sleeping babes as a pony might regard a fizzing time bomb. Not too long ago, several of them had tried their hoof at earning a babysitting cutie mark. The experience was seared in the memories of all involved. "So how long you figure we got?" Pip murmured nervously to Applebloom, never taking his eyes off the two seemingly angelic foals.

Applebloom tapped her chin and thought. "Well, I'm guessin' they saw that Pumpkin and Pound nodded off and brought them here for a nap," she said. "Let's say five minutes to notice they were asleep, three to find someone who knew where the nursery was, ten more to make their way here... it's been almost two minutes since they came in... Which means about...uh oh. Five, four, three..."

All the CMC within earshot of Applebloom grimaced and put their hooves over their ears. As soon as the junior Apple reached "one," both Pumpkin and Pound sat up in their rumpled baby costumes,
looked around, and began to vent their displeasure at the top of their little lungs. All the adults present reeled back in ear-stunned shock.

"GAH!" Pomp exclaimed, wings fanning in alarm. "Skies above, what's wrong with them??"

"They never nap longer than twenty minutes at a stretch," Nyx yelled over the din. She was lying on the floor, forehooves wrapped over her head, ears pinned flat.

"How long will they keep this up??" the pompous pegasus exclaimed in disbelief.

"Their best time is an hour and a half," Nyx shouted back.

Pomp sputtered, his face turning red. "Deal with this!" he barked at Miss Smiles, who was desperately jouncing first one baby, then the other. He spun about and marched for the door, fuming. Just as he reached it, the door swung open again; there stood Flitter, staring in surprise at the noise, the majordomo, or the erupting corona of pink behind him, it was hard to say which.

For his part, Pomp stood there in the doorway, staring at Flitter in open mouthed disbelief that anyone would be so tacky. "I do not believe this," he exclaimed in outrage. "That anyone would be so crass as to dress as a Changeling-- !" He glared down at Flitter, who cringed back at the sudden hostility in his eyes. "You are coming with me, young lady!"

He stood in the doorway just a hair too long.

Every foal in the room saw the officious pegasus standing there, holding that accursed door open, and saw their opportunity. Pip leapt to his hooves and pointed. "FREEDOM!!" he shouted, and charged. Paper plates and bibs flew in the air as every foal in the room out of diapers scrambled, desperate to grab that vanishing window of hope. In an eyeblink Pomp was trampled to the floor under a hundred cute little hooves.

Nyx gave her mother an apologetic look and a shrug, grabbed her bag of candy canes in her mouth, and ran off after her friends, hopping over the prostrate pegasus.

Pomp looked up from the floor, trampled and bedraggled, just in time to see the last of a horde of loud, messy, noisy, runny nosed foals disappear around a corner, off to spread mayhem through the castle. He had a horrified flash of insight. They wouldn't stay to the haunted castle trails this time, oh no. They would go scurrying to every nook and cranny in the castle they could find, including pouring en masse into the grand ball itself.

"Come back here!" he yelled, struggling to his hooves and attempting to give chase. Alas, he could not; his hooves seemed to be anchored to the stone floor like magnets. One of the little unicorn wretches had cast the Ten Ton Horseshoe spell on him. He lurched out the door, heaving one foot in the air at a time to clank back down on the floor like an anvil, then heaving the next into the air like a cat walking in glue. "Confound it, come back here at once, you little hellions!" He laboriously clunked his way down the hall.

The adults left behind watched with slack jawed bemusement, save for a certain unicorn stallion who was trying VERY hard to look innocent. Twilight looked at him from the corner of her eye. "Ten Ton Horseshoe, huh?" she murmured, amused.

"Nothing beats the classics," Ink Spot murmured back.

"Oh... my," was all Miss Smiles could offer.
The Princess was having herself a high old time.

For close to a thousand years, Princess Celestia had been basically running Equestria alone in the traces. It had taken all that time to repair most of the damage from Discord’s rule and from Luna’s brief rebellion, to inch its government to something between parliamentary rule and a constitutional monarchy, to get the gears of governance running on their own and put the common people’s hooves on at least some of the levers. It would probably take another couple of centuries at least to convince the common citizens that they didn’t have to physically turn the climate or the seasons, that animals would hibernate, birds would migrate and snow and ice would melt on their own, and Heaven only knew how long before the more intangible, yet more stubborn, attitudes of royalty and nobility were finally sorted out.

In short, she was a busy mare, and liable to be for a long time yet.

But now Luna was back, and the work load was suddenly lightened. Enough that for the first time in decades, Celestia was able to arrange a day off for herself here and there. Like tonight.

The Court of the Night was still in the infancy of its rebirth, though. Few petitioners were finding their way to Luna’s throne room; the nobility especially still avoided her, partly out of unfamiliarity, some few out of mistrust, many out of conceit.

That might change a good bit if tonight went as the Princesses planned.

For now, though, they both more or less had the night off. And the Princess made up as Nightmare Moon intended to make the most of it.

She’d been swooping from room to room, hall to hall, sometimes teleporting, sometimes as a cloud of sparkling mist, springing surprises on mare and stallion, colt and filly alike. She had taken especial care to track down Pipsqueak and chase the little fellow down a hallway or two. She finally cornered him in an antechamber, pinned him down and blew raspberries on the colt’s pudgy belly while he squealed with laughter. One could only imagine what the stuffy courtiers had thought of the sight of Nightmare Moon giving a foal tummy-zerberts. His little unicorn fillyfriend had had certainly looked rather disgruntled, at least till Nightmare Moon had nabbed her and given her belly-zerberts too. A few licorice sticks to each of them and she’d left the tiny two giggling and hiccuping as they weaved their wobbly-legged way off into the castle.

She trotted for the throne room, chuckling to herself at the memory. Her sister was going to be laughing herself sick at the images in the scrying mirror. She started to trot for the throne room and found herself caught by surprise. Two ponies in robes and plain paper masks stepped in her way. They knelt before her, almost prostrate on the glossy-smooth floor. “Forgive us, oh Princess of the Night,” one said. The voice was obviously that of a stallion, and it quavered faintly with apprehension. No, with fear. “But we must plead for your aid.”

Passing strange. Thinking quickly, she mentally pulled her disguise closer about her. "Yes? How may we be of aid to thee?"

The two shook at the strange, echoing voice of Nightmare Moon, but held their ground. "Our daughter has gone missing," the stallion continued. "We believe that she has come here, to your castle, without our permission. We beg your forbearance for her trespass."

The Princess’ heart wrenched a little. Was the name of Princess Luna still so fearful to their subjects?
Perhaps this was some family of backwoods ponies, living deep in the woods and kept out of touch. They didn't even seem surprised that the Princess of the Night apparently looked like Nightmare Moon. "Do not be afraid, my little ponies," she said kindly. "All the foals of Equestria are welcome here tonight..." Thinking to calm them, she let her Nightmare Moon disguise fall away, revealing the visage of Princess Celestia.

Their reaction was anything but expected. They quailed, crouching even lower to the ground. "Celestia forgive us!" the other-- a mare-- wailed. "We did not know it was you..."

"Princess, please," the stallion said. "We throw ourselves on your mercy! We will both gladly forfeit our lives, if you will but spare our daughter..."

The Princess let her jaw drop, shocked. "What do you mean? What is it you think of me? Show me your faces, my little ponies!"

The two hesitated. Then trembling hooves removed the paper masks, peeled back the darkened hoods.

Kneeling before her, cringing in fear as if they expected to be blasted to ash at any moment, were a male and female Changeling.

The Princess' mouth worked for a moment.

"Oh...My...."
Rainbow Dash was getting a little annoyed. Oh, not by her date.... he was pretty cool actually.... and not by the party, particularly.

She was actually getting annoyed by some of the guests.

She and Thunderlane had done a few loop-de-loops around the party, going wherever their boredom led them. (Among pegasi, impatience and, if you'll pardon the pun, flightiness weren't exclusive to Rainbow Dash.) Whether out in the gardens, trying (and failing) to dance in the ballroom, or snagging a bite at the buffet, there were hoity-toity ponies everywhere snobbing the place up and loudly complaining about everything. They called the food "commoner fare," they complained that the music was "ghastly" and that it was so loud it was audible in the throne room. Of course you could hear it in the throne room! The throne room was part of the party! People were supposed to be dancing, how could they dance if they couldn't hear the music?

The snobs snubbed the Ponyville ponies and called them "rubes" under their breath when they didn't think they could hear, and sometimes when they knew they could. If any of the Ponyville residents tried to cross the invisible line separating the two rooms, they got the cold shoulder and colder stares till they finally slunk back over to the "commoner" side of the party. Only Pinkie and Pokey seemed immune to the glares. And the subtle hints. And the loud suggestions. They were too busy wreaking Pinkie Pie style havoc on the buffet to care. But still, man, were these nobleponies being RUDE.

The final straw was when she and Thunderlane made their way out to the front gates and saw that several of the fancy schmancy ponies were trotting out to their carriages and leaving in a huff. They were even stopping some of the ones going in and urging them not to bother. Rainbow Dash may not have liked frilly frou frou stuff, and she didn't give two toots about upper class and royal whatsis. She didn't understand what was going on, but she didn't have to understand it to know she didn't like it.

Rainbow Dash watched from a parapet over the front courtyard and ground her teeth. Thunderlane was starting to get alarmed. His date's mood had gone downhill rapidly, and seemed to be going downhill faster the longer they were around any of the upperclass toffs. "What is it, Dash?" He asked tentatively. "You seem awful wound up. what is it?" He looked down at the fussy upper crust ponies and chuckled a little. "Don't tell me this bunch is getting under your skin..."

"They are!" she said angrily. "I just can't put my hoof down on why. Hey, you know me, normally I'm all like "If you don't like the party, don't let the door hit ya where the Maker split ya." I can't explain why a bunch of snobs ditching a party would...." She was trying to put it into words when she saw Fluttershy and Caramel heading for one of the rental carriages sitting in the roundabout. "What? Fluttershy's leaving? C'mon, something's up." She launched off the parapet, Thunderlane right behind her.

She came to a light touchdown, right in front of the shy pegasus and her date. "Hey, Flutters, what's goin' on? Why are you leaving the party early?"
Fluttershy meeped. "Oh! um..... no--no reason," she mumbled. She refused to meet Rainbow Dash's eye. "I'm just, um, really tired...." and here she gave an enormous and obviously fake yawn. "And I just.... wanted to go home and turn in."

Rainbow Dash looked skeptical. "Flutters, you are a terrible liar. Something's wrong. What is it...?"

Fluttershy curled up a little smaller. "N-nothing! Really. C-Caramel was just going to take me home...."

She glanced over at Caramel, who was looking kind of awkward. Dash's eyebrow went a little higher. She raised her hoof and pointed back and forth at the two of them.

It took a moment for the two bashful ponies to get the question. Fluttershy's eyes went round as did Caramel's. They both frantically waved their hooves in the negative. "Oh no---" Caramel stuttered. "Oh no no no--" Fluttershy added. "Caramel was just taking me back to my place..." She slapped her hooves over her face, cheeks reddening. "No nonono, that doesn't sound right either! I mean... we're just---"

Caramel gulped and reddened. "Just walking her home---"

"To my door--"

"To her door--"

"And then he goes to his place--"

"--she stays there and I leave-- AT THE DOORSTEP!"

Rainbow Dash struggled not to laugh while the two dug themselves deeper with every sentence. Even Thunderlane was fighting not to snicker. Dash finally took pity on the two and bailed them out before they hit China. "I get it, I get it, just walking her home," she said. "Jeez, they shoulda named you FlusterShy." Fluttershy Eeped and Caramel grumbled something under his breath. "Seriously. Why are you leavin' so soon? The party's barely started!"

Fluttershy just looked away. Caramel finally got up a little nerve. "It's.... I'm sure the Princess means well, but--- but it hasn't been very pleasant this past little while."

"Why? What'd the Princess do wrong?"

"Oh no, it wasn't the Princess," Fluttershy protested. "It's.... some of the guests..."

"The nobleponies," Caramel clarified. "Whenever we bumped into one, it was---" he grimaced. "Some of them had very inconsiderate things to say to us," He said, scowling.

"About everyone from Ponyville, really. All our friends..."

"About us," Caramel snorted. "Nasty little cutting remarks...."

Thunderlane snorted. "Yeah, real buncha charmers, ain't they," he said. "heads stuck up their plots because they like the smell of their own-- Petunias," he finished lamely, at Rainbow Dash's glare.

"I'd really rather go home now, Rainbow Dash," Fluttershy said. "I... I don't want to be at a party with people who don't like me." She started to tear up.

"What? You're gonna let a few snotty ponies run you off?" Rainbow Dash exclaimed. "What about
all the nice ponies who are here that like you?" She rolled her eyes in frustration. "I swear, Fluttershy, this is JUST like in High School---!"

Fluttershy suddenly turned and faced her. "Yes! It is just like in High School!" she said unhappily. "Don't you remember what it was like?"

**Finally, Rainbow Dash got it.**

She didn't get the whole thing, but she got the important parts. She flashed back to their high school years. *The peer pressure, the cliques, the stupid petty games, the gossip and backstabbing, the cutting remarks in the hallways, the way they'd shunned Fluttershy, and then shunned Dash for sticking with her friend....* She sat down, a thoughtful look on her face. "Huh. You're right. It is."

Fluttershy was wiping her eyes with Caramel's handkerchief. "Huh?"

Rainbow Dash looked at her. "I finally get it," She said. "All this--- all this junk--" she waved a hoof at the castle, the fancy carriages, the snobby, gossiping ponies milling about. "It's just like High School. Fluttershy, we can't leave, not now!"

"Why not?" Fluttershy pouted.

"Don't you get it?" Rainbow Dash stood up. "Okay, Princess Luna is like this girl who's really nice and cool and stuff, but she's never really been popular, and she's been away for years because of some screwup or something. And now she's back, and she just wants to be popular and have friends again, right? Like, all the 'cool kids' that she HAS to win over or her whole time in school is gonna be miserable. So she's throwing this huge party for everypony....." she gave Fluttershy a gentle poke. "Starting to sound familiar?"

Fluttershy had a haunted look in her eyes. She was remembering how she and Rainbow Dash had made that one last ditch effort to win over her classmates and get in with the popular crowd. How they had planned, and schemed, and bought piles of party supplies and sent out invitations. And on the day of the party they had been utterly sabotaged by---

"Ginger Snaps," she all but hissed. The vicious little school libby had showed up. Fluttershy had had no choice but to invite her and her quartet of toadies. True to the evil laws that governed school politics, the nasty little quintet were the most popular fillies in school. Poor Fluttershy had never figured out how.(1) In less than thirty minutes, with just a few words of vicious gossip and snarky remarks, Ginger and her friends had turned Fluttershy and Rainbow Dash's party into a complete disaster. Then she'd left, dragging nearly every pony there with her, leaving Fluttershy and RD alone in the middle of the litter and mess that was all that was left....

It had been the lowest day of their lives. Thanks to that one disaster, they'd both been so far on the out of the "in crowd" they'd been practically outside the school building looking in through the windows. Fluttershy had spent the rest of her school career practically vanished into her own shadow. Rainbow Dash had coped a little better, coping a tough "don't care" attitude. But then again she'd dropped out, hadn't she?

It was almost scary, the feelings that memory brought back up in her.

"Exactly," Rainbow Dash said, bringing her back to the present. "Princess Luna is all alone in a party FULL of Ginger Snaps. If we abandon her, they'll eat her alive-- and she'll be ruined with all the 'rich and cool' people for---" she threw her hooves up... "for forever!" Really, it all made so much more sense once she had a frame of reference.
Fluttershy put her hoof to her mouth. "Oh dear," she said. "What can we do?"

"I dunno yet," Rainbow Dash said uncertainly. "But I know we can at least be here for her. We gotta think of somethin'." She rubbed her chin. "Okay, so let's pretend it's Ginger Snaps trying to ruin the Princess' party. What would we do in that situation?"

"Um, make the mistake of inviting her, watch as she convinces our boyfriends that you're a lesbian and that I slept with the entire hoofball team, get in a huge catfight that destroys the house, start an electric fire by spilling a bowl of punch in the stereo system, then sit there and watch as everypony leaves with her and her friends while our lives fall apart around us?" Fluttershy said miserably.

Rainbow Dash stood there, deadpan, staring off into the middle distance. "No, Fluttershy," she said in a sarcastic monotone. "Probably not a good idea to repeat that...... I meant now, now that we're smart, sophisticated, grown mares."

"...We are?"

Thunderlane leaned over to Caramel. "Jeez, I had no idea that high school was so... cutthroat," he said.

"Why should you?" Caramel set, a tad bitterly. "You were a hoofball jock. The view from the top of the bird cage is a whole lot different from view at the bottom."

"Rough time at Earth Pony High School?"

"I'm small, weak, and I have a lookalike sister with the same cutie mark," Caramel said. "Thanks to high school gossip everyone thought I was either gay or a trannie."

Thunderlane winced. "Seriously?"

"My nickname was "Candybutt" clear through my Senior year."

"Ouch."

"I got so many swirlies I nearly grew gills."

"Look, I dunno," Rainbow Dash said. "We need somebody who knows this stuff."

"All what stuff?" Pinkie Pie said next to her, her mouth full of chocolate-caramel candy apple.

"Well all this fancy-- GYAHH!" Rainbow Dash yelped, leaping straight up. She spun around in midair and landed facing the pink pony with a glare. "....I hate it when you do that, Pinkie Pie."

"Do what?"

The two stallions started. "Where'd she come from?" Thunderlane demanded.

Pinkie Pie beamed at him, her face covered in peanuts and chocolate. "The buffet line, silly," she said.

Thunderlane frowned. "But---"

"Forget it, Thunderlane," Rainbow Dash sighed. "Actually, Pinkie, we could use your help."
"Why? What's up?"

"Well, first let me ask something," Rainbow Dash said. "You're Equestria's number-one premier party pony, right? Best parties in the world?"

"Eeyyuppers," Pinkie agreed, licking her own face clean.

"Okay... so how do you deal with someone who's trying to wreck a party?"

Pinkie looked outraged. "What?? Is someone trying to wreck Luna's Nightmare Night party?"

For an answer, Rainbow Dash waved a hoof at the high-society ponies in their lavish costumes pouring in-- and pouring right back out. "Most of these guys," she said. "From what I've seen, all these snooty types are just showing up to look around, say mean things about everything, and then make a big scene leaving...."

"Ohhhh, I know aaaaaall about that," Pinkie said with a knowing scowl. "They're like those mean little fillies who showed up at Nyx's cuteacenera. They didn't wanna have fun, they just wanted to make sure Nyx didn't." She scowled a bit more, rubbing her chin. "And these ponies are the same. They wanna come here and be all snooty tooty, and make Luna feel bad---then they wanna go home and tell everypony what a hoooorrrible party Princess Luna threw, and make her feel even worse.."

"You understand then?" Fluttershy said, blinking. Pinkie Pie spent so much of her time with her brain in outer space, it was always a surprise when she seemed to meet you eye-to-eye.

"There's one at almost every party, Fluttershy," Pinkie said dismissively. "I wouldn't be a premier party pony if I hadn't learned how to deal with that."

"So you got some ideas how to fix this?" Rainbow Dash asked hopefully.

"Already did," Pinkie said cheerfully.

"....Wait. what?"

APPROXIMATELY FIVE MINUTES PRIOR....

"Art thou certain about this, Pinkie Pie?"

"Abso-rootely-dootely! These last minute invitations are super primo important for fixing your big super duper party up. You got them all written up, Spikey?"

"Yyyyyeh, okay. You are cordially invited to... yadda yadda, on Nightmare Night, please arrive no sooner than yadda yadda o'clock, signed, Princess Luna.""

"And you got them all signed up, Princess?"

"Verily."

"Okay, now remember, when you arrive one week in the past, send those invitations off as quick as
"Princess--- are you sure you're all right with me using Starswirl the Bearded's spell like this?"

The Princess chewed her lip. "I... am confident that this wilt cause no harm, Twilight Sparkle."

"All right, you're the princess. Brace yourself, Spike....and remember, you have thirty seconds...."

"You sent extra invitations back in time?"

Pinkie had dragged Fluttershy and Rainbow Dash back into the castle. They were now standing in the archway between the ballroom and the throne room. "Eeeyuppers," she said. "I couldn't send them NOW, Dashie. So I had to track down Spike and Twilight so I could send them back THEN."

"I thought that spell only worked once," Fluttershy said.

"Yeah, but it hadn't been cast on Spike yet," Pinkie said. "So it worked just fine. He went back in time, belch-o-grammed all the letters, and then came back."

"But why did you do it?" Rainbow Dash demanded.

"Isn't it obvious? I saw it right away!" Pinkie Pie threw an arm around Dash's neck and pulled her close. She pointed at both sides of the bifurcated party. From here they could see Luna's throne. The other Bearers and their dates were hovering around Luna's throne, a bevy of butterflies around a night-blooming rose.... they were chatting and fidgeting nervously, obviously stressing at the way the two groups were doing everything but clustering to the wall and glaring at each other. Luna seemed quietly distressed, as well.

.. And maybe Dash was imagining it, but she was casting an awful lot of longing looks at the more festive side of the room.

"You see this all the time at parties," Pinkie Pie said. "Ponies that just don't wanna mingle. Those fancy shmancy ponies over here--" she pointed-- "don't wanna mingle with the Ponyville ponies over there. And the Ponyville Ponies over there"--- she pointed again "-- are scared of mingling with the fancy schmancy ponies over here." Pinkie rolled her eyes.

"So how does sending out more invites fix that?" Rainbow Dash said, confused.

"Easy Peasy. You always invite a bunch of people that everypony wants to be seen with."

"Announcing Sir Fancy Pants and his wife, Fleur de Lys!" At the top of the grand staircase leading down into the throne room appeared the redoubtable couple. Fancy Pants was dressed as a harlequin, and still managed to look dapper; his lovely wife was in a pink and white mask and dress ensemble that merely hinted at the jester theme, but it could be excused as she was quite obviously very pregnant beneath her light gown, and her radiant glow more than made up for any deficiencies in costume.
"Announcing, Miss Sapphire Shores!" The flamboyant musician made her appearance. She was made up as either a jewel encrusted peacock or a Tiffany lamp crossed with a disco ball, it was hard to tell which. Either way it involved a lot of spangles. She dazzled anyone who looked at her, in every sense of the phrase.

"Announcing, Miss Photo Finish!" Fluttershy "meeped" and tried to hide behind Caramel and Thunderlane. The formidable camera pony appeared dressed as--- herself. Ah well, what else would suit her?

"Announcing, Mister Ziggy Stardust!" The rocker's famous zigzag mane was done up in a gleaming bouffant, a white lightning bolt in greasepaint down one side of his face. He was dressed in a silvery white bodysuit with an enormous peaked collar and bedecked in gold jewelry; the very picture of classic glam rock.

"Announcing, Mister Hoity Toity!" The fashion critic with the golden eye and the razor tongue had chosen to bedeck himself as a royal courtier of centuries past. The enormous powdered wig and endless mountains of ruffles, ribbons and lace made him look, Rainbow Dash thought, like an explosion in a crinoline factory.

"Announcing Mister Tech Jobs and Mister Logic Gates!" Two skinny, bespectacled stallions that practically radiated "geek" walked in. One was dressed as (it took Rainbow Dash a minute to place it) Mr. Spork from the movie serial "Space Journey," While the other was dressed as a Mystic Knight from "Star Battles." They were messing about with calculators and quibbling about something, well, nerd-y, judging by the egghead-words she could overhear.

One by one the new guests made their way down to the throne, paying their respects to the Princess and showering her and her entourage of butterfly-winged mares with praise for the party and thanks for the invitations. Dash cackled as she got a look at the expressions on the faces of the snobbier elites. The new arrivals were happily wandering all over the place and chatting with everyone; the snobs wanted to go schmooze with them so bad they looked like they needed the little filly's room--but most of the new arrivals were surrounded with "peasant" pony admirers...

Rainbow Dash didn't know the word, but the schadenfreude was exquisite.

Pinkie, Fluttershy and Dash wandered over to Princess Luna's throne and joined the others. "Pinkie Pie, I don't say this often but you are a genius!" Dash said, giving her friend a noogie between her deely bobbers.

"She certainly is," Twilight agreed, joining them. "Back before Luna's exile, they didn't have things like celebrities and entrepreneurs and philanthropists."

"Strewth," Luna said, with surprisingly gentle amusement. "Twas a most grievous oversight 'pon my part. In my day, you were of royal blood, or you were a commoner. There were no people who achieved greatness by fame or fortune or virtue, and little chance that any would. None who bridged the gap between the great and the small." She paused, taking a deep breath of satisfaction. "This.... this way is better."

"Yeah, now the hoity toities who were making trouble for you would rather choke than admit they passed up your party," Applejack chuckled. Somewhere, a flashbulb popped. Photo Finish was at her nefarious work. "Double bonus: they'll be on the front cover with you whether they want to or not," the farmpony added.

Fluttershy suddenly stamped her hoof in agitation. "Ohh!" she squeaked in frustration.
Dash and the others looked at her. "What?" Rainbow Dash asked.

"Oh, Dash, if only we'd thought of something like that to deal with Ginger Snaps for our after-prom party!"

The Night Princess laughed; a throaty, vivacious sound. "Ah, despite the best efforts of my trusted helpers, this Nightmare Night is going to go well after all!" Her smile faded a bit. She looked around. "All that seems to be missing is the children, alas. I have seen almost none of them of late. Tis a large castle, but where could they have all gotten to?"

"About that, Princess--" Twilight said, raising a hoof.

"Gangway!"

The doorpony yelped and dove to the side. Through the doors and down the wide stairway poured a small army of costumed foals, running hell bent for leather. They scattered across the room, hiding behind curtains, tapestries, plunging into the other half-room to hide amongst the DJ's speakers. A full row of them, in a maneuver that Rainbow Dash had to applaud for its timing and coordination, dove to their bellies and slid across the floor to vanish under the buffet tables.

A handful of them not so coordinated tripped over each other and landed in a pile at the foot of the throne. A familiar red-haired earth filly poked her head up out of the tangle of limbs. "Oh, uh, hi Princess....heheheh..." Applebloom said, awkwardly pushing her "robot eye" mask back in place.

A moment later Pomp and Circumstance thundered in, snorting and fuming. They were dusty, dirty, disheveled and cobwebbed, and for some reason the pegasus had marble tiles stuck to all four of his hooves. They fumed and glared around the room, looking for their quarry.

Pomp and Circumstance were fit to be tied. They had just spent the last thirty minutes trying to round up the colts and fillies and march them back to the playroom. The colts and fillies, however, were no foals, and were as slippery as harbor seals coated in butter. They'd run the two majordomos a merry chase all around the castle, and by this point the two exasperated butlers were happily entertaining the notion of moving the children's "party" to the as-of-yet unused castle dungeon.

The DJ, sensing a storm brewing, cut off the music. The party grew suddenly quiet; every eye now turned on the frazzled brothers still standing at the top of the staircase. In the silence, Princess Luna got to her feet. "Welcome, children!" she said happily. "We have been eagerly awaiting your arrival."

"Really?" Truffle blurted out in surprise. It was quickly followed by a grunt as another pony elbowed him.

The majordomo brothers looked on aghast as their last futile efforts to save the Princess from crass commonality crumbled to dust. "B--b-- your majesty!

"Pomp, Circumstance," Luna chided. "I did tell you they were invited. Why were these guests not led here sooner? We have been expecting them for hours."

In the silence, Sweetie Belle's training under Rarity kicked in. "Oh no," she squeaked, clapping a hoof to her forehead. "We're Fashionably Late!"

Her delivery couldn't have been more unintentionally perfect. Her pronouncement was greeted with a rolling belly laugh that started among the older courtiers and rolled around the room, growing with every second till guard and servant, noblepony and shop clerk, celebrity and commoner alike were roaring with the best laugh of the night.
When she could finally be heard again, Luna spoke. "Better late than never," she said to the blushing little unicorn. "Welcome, all of you, to my party."

Heads popped out from under the buffet table. "So it's all good?" "cool!"

Pomp and Circumstance merely stood still, eyes twitching. With tremendous effort they smoothed their manes and straightened their suits. "Very good, Your Highness---"

"We shall be at your call, should you need us."

"If you will excuse us...." As one, with great reserve and dignity, they turned and left, the pegasus brother trailing behind, flapping his be-tiled feet with every step like a cat with tape stuck to its paws.

Luna sighed as she watched Pomp and Circumstance depart. It was almost heroic, in a tragic sort of way. "Well, thou canst not dance if thou canst not hear the music," she mused aloud. She waved her horn; a sparkling cloud of mist washed down the wall separating the throne room from the ballroom. When it passed, the wall was gone.

The two crowds gasped in surprise as the wall separating them vanished."There now," the princess said. "We should hear the music just fine now." With an afterthought the Princess cast a soundproofing spell on the glass behind her. Another flick of the horn and the chandeliers were extinguished-- and then relit, filled with strobing, multicolored lights.

Luna spread her wings and went aloft, hovering at the central point of her newly-enlarged ballroom. "CITIZENS OF PONYVILLE!!" she boomed. Rainbow Dash and Thunderlane were blown back by the force of her voice; Dash ended up piling into Thunderlane's forelimbs.

"NOBLEPONIES OF CANTERLOT!!" the skylights and chandeliers trembled, but held.

"LET'S GET THIS PARTY STARTED!!"

There was a whoop from the DJ's stand and the music started back up--- full volume this time. "All RIGHT!!" Rainbow Dash cheered; she grabbed Thunderlane by the forehooves and took off across the ceiling. All over, ponyville pegasi-- and one or two upper crust pegasi more reckless than the rest--- went airborne and joined the dance.

Somewhere in the darkness, a pair of majordomos moaned.

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1)Rainbow Dash was worldly wise enough to have enlightened her.... but not without destroying a little bit more of Fluttershy's innocence. Or her opinion of half the stallions at school.
"Nightmare Moon" was prowling the hallways of the castle when she heard the Princess'... ahem... "proclamation". She deftly caught a small statuette before it struck the floor and put it back in its cupola. "Ah, at last," she chuckled. "The festivities are properly underway." She knew her sister. Luna had been plotting and scheming for most of the year for how this little celebration was going to go.... and what the results would be.

She would have given anything to be in the ballroom at this very moment, just to see the looks on everypony's faces as a thousand years of high culture were set on their ear. But at that precise moment she had more immediate concerns to deal with.

Particularly, the two anxious Changeling parents all but clinging to her ankles as the search went on for their daughter. This Nightmare Night was proving to be full of surprises, and for once not all of them were of the Princess' own making. It was a rather refreshing feeling, actually.

Her first reaction when confronted... or perhaps supplicated is a better word... by the two Changelings in the very heart of the Lunar Palace had been alarm and anger. Then, confusion, followed by suspicion, then a grudging, cautious trust, as her sympathetic nature was won over by their sincere pleas for help and mercy. Truthspells had revealed their honesty. They were just as they appeared: two frightened parents seeking their missing child. After a private interrogation in a side room, she had reached her decision.

Rather than throw them in chains as they feared, and as most of the Canterlot royalty would have demanded, she gave them her promise of sanctuary and began helping them personally with search. She did take the precaution of buttonholing a few of the Night and Day guards she knew could be trusted with this little secret and put them to work helping with the search-- (and had one or two of them tagging along with her, covertly keeping an eye on her own royal flank just in case. She was compassionate, not stupid.)

The Canterlot aristocracy would probably throw a fit if they knew what she decided to do. No, they definitely would, shortly after stampeding in a neighing panic. As it stood she had to make quite a few detours on her way to her sister to avoid anypony she thought might ask too many questions. Unmasking Buzz and Trill (for that was their names) at this juncture might cause a panic, and she wasn't up to dealing with that.

They had donned their costumes again-- the Princess her Nightmare Moon illusion, the two Changelings their robes and cheap plastic masks-- and were making their way to the royal ballroom. She had to resist the temptation to facehoof. All that time and expense creating and promoting and distributing the Changeling lanterns, and two Changelings (three Changelings, she reminded herself) had thwarted them with a grade school foal's trick-or-treat costume.

At least they couldn't waltz in en masse, at any rate. At least not without laying down a lot of bits for deep-hooded robes and cardboard masks.

....She would make a note to have the guards start checking a little more closely under hoods and
masks in the future.

As they made their circuitous way to the ballroom, her bemusement at the circumstances gave way to curiosity, then to growing fascination as she questioned her two asylum seekers. The amount of misinformation going on about the Changelings was astonishing. "So you don't live in giant hives?"

"No, of course not," Buzz said. He hesitated. "W-well, I suppose we could--- if we wanted to, but---"

"Actually, no, your Highness," Trill interrupted her stuttering husband. "We live in families, like ponies do. It wouldn't work otherwise."

"Why not?" the Princess queried.

"Because we feed on love, your majesty," Trill explained. "Love, happiness, the ambient energy ponies emit from positive emotions. And we require a great deal of it. It takes at least two or three ponies to provide one Changeling with sufficient nourishment, without getting noticed. We are---" her eyes were downcast a bit at this "---well, we are predators. And putting so many predators together in one place, that's a recipe for famine. We have to live dispersed, our families scattered amongst other races to keep from over hunting an area."

"Then what was all that with Queen Chrysalis and her army?"

Buzz snorted. "Chrysalis is no queen. She's a rabble-rousing fool who was shunned by other Changelings, and her 'army' is nothing but young malcontents who bought her promises of plunder and fat living if they helped her conquer Equestria."

"And here I thought she was a queen, like in an anthill, or a beehive," the Princess mused. "And the soldiers were her offspring."

Both Changelings staggered to a stunned halt. Buzz squeezed his eyes shut and began rubbing them with his hoof, while his wife's eyes crossed. "All of them??" Trill said, doing a whole body cringe. "Oh no, your highness," she said with a feeble laugh. "There's no way. I only gave birth ONCE.... to even think of--- oh my stars..."

"I keep seeing this vision of... of this Termite Chrysalis," Buzz moaned, "swollen up to the size of a train car, baby Changelings popping out like candy from a Pez dispenser..." he banged his forehead with his hoof. "Can't... get the image... out of my head...." Both Changelings gagged.

Their captor winced at the imagery herself. "So that would be a no," she said. She decided to change the subject. "So why were you not interested in her offer of conquest?"

Trill shook her head. "Because it was folly," she said. "We live on love. How much love would there be in a conquered kingdom, filled with hate? Hate for us? Whatever love they squeezed out of the ponies would have quickly dwindled away. It would cost more nectar than it would make. Her plan would have destroyed your kingdom, ruined the land, and left us all to starve anyway. It was like planning to chop down an apple tree just to get the apples."

"Nectar?"

"It's how Changelings can store food for later," Buzz explained. "Like..." he searched for a simile. "Like an apple tree. Just like the tree uses sunshine to make the sweetness in the apple, we use love to make changeling nectar."

"Ah," the princess nodded. "The formula for sugar is air, water and sunshine..."
"And the formula for changeling nectar is sugar, water, and love," Trill finished. She paused. "Since Chrysalis' invasion things have been... sparse. We used to live in Peach Grove; we were surrounded by happy, loving, outgoing ponies. And lots and lots of sweet peaches, too." She licked her lips at the memory, making smacking noises behind her mask.

The Princess could almost hear her face fall. "But after Chrysalis' Folly, we had to leave the town for fear of being unmasked. We fled into the Everfree forest, made a home there. We've had to subsist on the love and affection of the woodland creatures there. We constantly have to work at gathering it, and it's never... never quite enough." The pain of a mother's heart was clear in her voice.

The Princess regarded the two out of the corner of her eye. For the first time she took note of just how thin the two were under their robes. Not, she corrected herself mentally, that any of the changeling invaders had been precisely plump. But these two, they were thin enough that it showed. The tiny ache in her heart grew. "You weren't exaggerating about things being sparse, were you," she said sympathetically.

"We can eat normal food," Buzz said. "But without positive emotional energy, we cannot digest it."

"We cannot live without love," Trill said.

"Who can?" the diarch of Equestria noted philosophically.

They walked in silence for a moment, detouring through yet another room to avoid a gaggle of pony aristocrats fussing at one another over something. "Cannot you subsist on one another's love?" she eventually asked.

"If we didn't have that, we wouldn't have lasted as long as we have," Buzz said. "But subsisting on your own love, you always get a little bit less out of it than you put into it. It fills the heart, but not the belly." He shook his head.

The Princess nodded. It would be like a cow drinking its own milk to stave off starvation, she realized.

"We sometimes go into town to try and replenish our supplies," Trill confessed. "or at least as close to town as we can get, with those blasted lights--- um. Sorry, your highness."

"No offense taken," their captor murmured.

"Which is how we heard about the festival," Buzz said. "We talked of trying to sneak in. It was so tempting; all that happiness and love in the air--- and free candy!" he was almost wistful. "But we decided the risk was too great. Too many ponies, too many guards..."

"Too many Princesses..." Trill said dryly.

"Our daughter begged to go, talked about how much food we could bring back. It killed us, but we said no. It was too risky. But she sneaked out when we were out foraging---" She shrugged helplessly. "and, here we are."

"Do not worry, my little... ah.... well do not worry. We will find your daughter soon enough. First though we need to speak to my sister about your, ah, situation." She saw them cringe in apprehension. "Don't be afraid," she soothed. "You are under my protection." They approached a pair of wide double doors leading to the throneroom; even through the thick planks one could hear the muffled celebration. The Princess' guards stepped forward and announced themselves to their counterparts guarding the door. "And you needn't fear my sister, either. Despite what some may fear, she is always the very picture of regal compassion and kindness." The ornate doors swung wide.
Multicolored lights played over their faces as deafening music, a veritable wall of *wubs*, blasted out at them. The Princess, her guards, and their cheaply-disguised prisoners alike gaped at the sight within.

"Though not always the picture of regal dignity," the Nightmare-clad coregent said weakly.

The first thing that was noticeable was that the throne room was now considerably larger. A dividing wall between that room and the ballroom had been, yes, a quick sweep of the horn confirmed it, had been transmuted into a high supporting arch, merging the two spaces and allowing the partygoers to spill over and intermingle. The subtle lighting and elegant crystal chandeliers had been transformed into quite possibly the most ornate rave light show in existence, lights pinwheeling in time with the DJ's ministrations. Ponies were thronging the floor, partying, eating, laughing and dancing up a storm. It was hard to decide which was the more alarming sight: the overstuffed nobleponies who were fleeing for the exits, the one who were lingering to gawp in horrified fascination, or the ones who were actually trying to boogy down with the rest. (2)

In the middle of all the chaos was the other half of the Diarchy....

The Princess facehooved. "Oh no," Buzz and Trill heard her murmur. "Sister, you promised me you wouldn't try to dance...."

The floor was dominated by the Princess of the Night. It couldn't help it; her dance moves were so spastic and arrhythmic that they would have commanded attention from a roomful of the deaf and blind. She jerked, kicked, wiggled and shimmied in the center of the floor in a manner that under other circumstances would have sent a doctor diving for his anti-seizure medications.

Some ponies could only stare in bafflement. Others couldn't seem to care. The Cutie Mark Crusaders were in hysterics. Applebloom and SweetieBelle were leaning on each other, weak with laughter. "Ah aint never... seen nopony... dance lak THAT," Applebloom managed to gasp.

Nyx was literally lying on the floor on her back, rolling back and forth and clutching her sides with her hooves. "I have," she managed to shout over the music, pointing with a hoof to where her mother was dancing. Twilight Sparkle was thrashing away like she'd stuck her tail in an electric outlet while a bemused looking Ink Spot hovered around her, just out of reach of her flailing limbs, like he was trying to figure out what to do.

The fillies howled, collapsing to the floor.

The only one that wasn't laughing was Scootaloo. She was facehooving as she watched the coregent flail around on the floor. "This is mortifying," she said. "Somepony's gotta fix this--- here, hold my punch," she said, handing the cup to a hiccuping SweetieBelle. She buzzed out onto the floor, dodging around Twist and Truffle, and raced up to within danger range of the Princess' high-kicking legs.

"Princess!" the erratically dancing alicorn looked down in surprise to find an orange pegasus filly practically under her hooves. "Like this!"

Scootaloo made sure she had the Princess' attention, then started doing the Shuffle. There was a confused look in her eyes at first, then an impish grin. Hesitantly, but with more confidence, the Princess began imitating Scootaloo's moves. Yes! She was game. Scoot went into a heel-toe, then a scoop box hop, then a couple of steps of the jerk, the princess following right along behind. She followed up with a walk out, then a dougie into a kick cross step, spin on the front hooves, land and one and a two and a cat-daddy to the left with a jerk.... the Princess matched her step for step, laughing merrily all the while.
Soon there was a widening circle of ponies who had stopped just to watch the alicorn princess and
the pegasus filly dancing their impromptu duet. There was a momentary lull in the music as the DJ
switched tracks, and they paused to catch their breaths--- and to their surprise found themselves at the
center of a round of applause. "Hey, we're a hit!" Scootaloo exclaimed.

"So we are," The princess laughed, giving her dance partner an affectionate nuzzle.

Her sister took that moment to slip up through the crowd with her two charges in tow. She allowed
her costume to slip away, falling back like a hood, revealing the white face and rainbow mane of the
solar monarch. No sense in giving unsuspecting ponies a heart attack, after all. "So the festivities go
well, Sister?" she asked.

The Night Princess rolled her eyes and nodded. "Despite the best efforts of my trusted assistants,"
she said-- just low enough for her sister and nopony else to hear over the music. She noticed the two
cloaked and masked ponies clinging to her sister's side. Really, those dreadful cheap costumes were
far too popular. "Is there something amiss here?" she asked.

"Yes, actually." Strange, she sounded almost-- nervous? "If we could step into the private chamber
beyond?"

"Of course, sister. There's a small room just off the side of the throneroom for just such things. Carry
on, everypony, I shall return shortly." Luna led the way, her sister and her two followers-- and her
guards-- close behind. She pulled aside one of the velvet curtains lining the walls to reveal a door,
through which they all filed. It was closed firmly behind them, the drapes allowed to fall back over it
as two of the Night Guard took their places beside the hidden door. After a few moments murmuring
everypony returned to dancing or to the punch bowl.

The door was good and thick, and the drapes muffled sound quite well. It was no match for the
Royal Canterlot Voice.

"WHAT??"

Those closest to the door nearly jumped out of their horseshoes at this outburst. It was followed by
what sounded like a rather prolonged and loud, if muffled, discussion on the other side of the door.
Followed by several more minutes of quieter, more furtive muffled discussion. The princesses and
the two cloaked ponies reemerged; those whose faces were visible were looking rather tense.
"Nothing, nothing, carry on, my little ponies," Luna said in response to the stares around her, her
voice a thread higher than normal. "Go back to your merrymaking. I just have to make an
announcement."

Luna nodded tersely and stepped up on the dais to the throne. " Attention, attention everypony," she
said, the Canterlot Royal Voice ringing off the rafters. the music faded out. "We are looking for a
young filly by the name of Flitter, wearing a Changeling costume. It doth seem she has
wandered off in the castle. She's not in any trouble; her parents are just looking for her. Are
you here, little one?" she paused. No filly was forthcoming. "Has anypony here seen her in the
past few minutes?" There were a few murmurs, but again, nopony replied. "Thank you. We would
beseech thee to keep thine eyes open for her, and to send her our way once she is found. Thank
you."

She stepped down off the dais and the music resumed. "Well played," Celestia murmured. "They'll
keep an eye out for her without going into a panic."

Do you want me to help in the search?" Luna muttered
"No, it would look bad to have you leave your own party," came the reply. "Remember, poker face, dear; everypony's eyes are on us."

"Well, this will certainly upset some apple carts," Luna said.

Celestia only gave an enigmatic smile. "It certainly is the night for it," she replied. "I'll have the Lunar Guard continue the search. And seeing as the children are all inside, I think a few of Solar Guard can leave their posts in the Haunted Castle too. Just keep the party rolling, dear." With that she wandered off to pass orders down to the Guard.

Luna looked around and bit her lip. Mayhap there should have been more games to liven up the festivities a bit? Pumpkin catapult wasn't exactly a ballroom sport, mind-- but something...

Just as she was pondering setting up a spider toss at the end of the buffet table, A certain glam rocker and his date the Pony of Pop came strolling up. they both bowed as best as their flashy costumes would allow. "G'day, yer Maj," Ziggy Stardust said. "Smashin' party."

"We hope it ain't forward of us, Princess," Sapphire Shores said. "But Ziggy and I have a couple of... ah, I guess you'd call 'em house warming gifts. Castle warming gifts? Whatevah."

Luna brightened a bit. "Forsooth? Of what manner are these gifts?"

Ziggy waved a hoof at someone in the doorway; several ponies, roadies from their own staff, wheeled two trolleys in. Luna read the labels on the boxes and her grin nearly split her face. "Are these what I believe?"

Sapphire Shores nodded. "Eeyup. And we both included a couple of our 'best of' albums to boot. Would you like to set these babies up?"

Luna actually clapped her hooves in delight. "They art perfect! Set them up right over there, in the corner opposite the DJ."

Nyx stood on the sidelines of the party, drinking punch and listening to the music. She wasn't feeling nervy enough to dance just yet; she'd gotten a case of the hiccups from all that laughing and she'd just gotten them to stop. She was having fun just watching the light show and all the ponies in their crazy costumes dancing. Besides, she still had Flitter's bag of candy with her, and she couldn't just leave that anywhere. The Princess had just made an announcement asking for her; if she just stayed here and waited Flitter should be along any minute.

Mom had given up trying to dance; now she was fluttering in the air, hooves skimming over the floor, as Mister Ink Spot led her around the dance floor. Big Macintosh and Miss Rarity had been dancing that way for some time; Miss Rarity had come floating by and said something to Mom; Nyx was guessing that Miss Rarity had strongly recommended that Mom let her wings do the dancing before her hooves put out someone's eye.

Mom was actually kind of graceful, now that she was airborne. And she and Mr. Ink Spot were having lots of fun. At least they were dancing and smiling at each other lots.

The other Crusaders were scattered around the ballroom. Scootaloo was out on the floor, strutting some more dance moves. She was actually pretty good. Twist and Truffle had danced for a bit, then
taken a break for the buffet line. She could see Dinky and Pipsqueak there as well. They'd had to push a folding chair up to the buffet table just to reach the food. The rest of the CMC seemed to be gathered around a group of ponies with trollies and boxes setting up something-or-other across from the DJ. Applebloom in particular seemed to be taking an interest in all the panels and wires.

"Enjoying the party?"

Nyx turned around to see who was speaking to her and nearly died of a heart attack then and there. Standing right next to her, looming over her in fact, was Spell Nexus. He was dressed like StarSwirl the Bearded and was looking down at her from under his shadowed hat brim. How had anyone covered with so many bells sneaked up on her? She let out a terrified squeak and hunched down in a ball, scooting backwards away from him.

The expression on his face brought her up short. She hadn't ever expected to see the former leader of the Nightmare Moon cult ever again. If anything she'd spent every moment determinedly not thinking of him; just remembering those awful times gave her nightmares.

But when she had thought of such things, she had never imagined him looking so... tired.

He held a hoof up as if he were about to say something, then put it back down. "Never mind," he sighed. He stepped back, giving her space. "I didn't mean to frighten you."

Nyx got back to her feet warily. "You didn't," she fibbed. "You just surprised me, is all."

"It's all right. I could hardly expect a different reaction." He looked away.

Nyx mustered her courage. "Why are you here, anyway?" she said, huffing a little.

The unicorn cocked an eyebrow at her. "I was invited," he said, a trifle testily. "By Princess Luna. The same as everyone else here."

Nyx bit her tongue. "Sorry," she mumbled, looking down at her hooves. She felt so torn. A part of her hated and feared him, because it couldn't forget all the things Nexus had done, what he had made her do as Nightmare Moon, how he had been so hateful and vicious and cruel. But another part of her could only feel guilty whenever she looked at him and remembered why he had been so hateful and vicious and cruel....and how dumb she had been, and how she'd gone along with nearly everything he said...

Spell Nexus looked down at the troubled filly. The corner of his mouth twitched in wry amusement. "I believe the word we're both looking for in this situation is 'awkward,'" he said.

The little black filly sighed and nodded. "Yup," she said.

"It won't be the first time I've had an awkward confrontation these days," Spell Nexus went on, "and it certainly won't be the last." He looked down. "I've had to retire from the University; few ponies want to work with a unicorn who brought Nightmare Moon back. And noone wants to send their colts or fillies to a school run by him." His mouth quirked again. "My own trusted assistant left in a fury. He could almost forgive me for betraying the Princesses while I was infected with Nightmare Moon's magic, but he couldn't forgive me for.... well, never mind that..."

He paused, contemplating the little alicorn filly. In retrospect, such an amazing creation; a new alicorn filly brought into the world. A new life, how wondrous! What a tragedy the means and the reasons had been so detrimental to all concerned. "I suspect you've had more than your share of those, too," he said sympathetically.
Nyx nodded, her head hanging low. "Once in a while." Just her Aunt Cadence, her Uncle Shining Armor, her grandparents, half her classmates, total strangers from out of town... "I went to visit Applebloom one day and Granny Smith tried to turn me over to the police," she said. "She stuck me under an apple basket and made Applebloom and Sweetie Belle sit on it while she yelled at the officer to haul me away."

Nexus made a strange snorting noise into his beard before he could stop himself. "Ahem, sorry. Not funny."

Nyx pouted. "That was bad enough, then I found out Zecora was running around telling everypony I eat ponies," she scowled.

Nexus blinked for a moment. "Oh yes, the, ah, Nightmare Night thing," he said. "That couldn't have been pleasant to find out."

Nyx's scowl deepened. "It's bad enough all the things I did do," she complained bitterly. "Do ponies have to go around and make up horrible stuff too?"

Spell Nexus pursed his lips and thought that one over. "Because when ponies are scared of somepony, it's always easier for them to believe the worst of that somepony," he said after a moment. "That's why it's so hard to take back a mistake you made, or undo a wrong thing you did." He looked at her suddenly. He looked so guilty. "I'm sorry," he said. "I'm so sorry, Nyx. You had a chance at a whole new life, and I took that all away-- it's my fault that a little filly is so feared and mistrusted."

"But it wasn't your fault," Nyx protested suddenly. She didn't know why, but she just had to say it. "It was, it was that big old evil chunk of me that took you over." She flinched at the memory.

"Which I, as Celestia's foremost scholar, should have handled more carefully," he said. "And how could it be your fault, when you didn't even exist?"

"And it all came from Princess Luna, who was angry with Celestia, who never noticed how unhappy Luna was, because everypony liked Celestia more than her. And it all goes around and around and around..." Nyx said, almost as if she were reciting. Nexus gave her a puzzled look; She shuffled her forehooves and smiled awkwardly. "It's what Mom says whenever I get moody about all that stuff that happened. She says 'sometimes nopony's really to blame. Sometimes things just happen.' Ponies make little mistakes, and they just get bigger and bigger as they go till noone knows how they got there." She shrugged, tiny wings fluttering. "She says that's half the reason forgiving is so important. Because sometimes nopony is really all to blame."

Nexus pondered that. "And what does she say is the other reason?"

Nyx shrugged again. "Because everypony has something they wish they could undo."

Spell Nexus didn't know quite what to say to that.

They sat in semi-awkward silence, if the thumping music and chatter of partygoers could be called any sort of silence. "So," Spell Nexus ventured after a few minutes, "Had a good haul tonight?" He looked pointedly at the bag sitting next to Nyx.

"Oh no-- I mean, yes, I did, but this isn't mine," she said, patting the bag. "It belongs to a friend of mine named Flitter. I'm holding on to it till she comes back." She looked around. "She's been gone a long while. I hope she's not in trouble."
Flitter was in trouble.

Things had been going quite fine at first. She'd roamed around the palace grounds, sweeping up wisps of love and positive emotions till she felt quite stuffed. Then she'd kept going till she'd filled one spare trick or treat saddlebag with beads of nectar, and another with sugary goodies. Mom and Dad would be so pleased! Well, after they got over being mad, anyway. But at least they'd eat well. Belly and loot bags full, she'd decided to go exploring. Ever ambitious, she'd climbed the very highest tower in the palace, laboriously climbing up the ever steeper, ever narrower spiral stairwell, hoping to get a view of Ponyville and the night sky. When she'd gotten to the top, however, she'd found an unbarred door hanging ajar, and heard furtive voices inside.

Nopony needed to teach a Changeling to be stealthy; Flitter quickly transformed, her colors melding into the dark color of the walls, the pattern of the stones appearing in her coat. Even her eyes faded to the dark tones of the stones behind her. She crept up to the doorway and put an eye to the crack between the door and the frame.

It was a circular room, empty of any furnishings, as yet unclaimed for any purpose by the Lunar Princess or her staff. Three ponies in robes, cheap paper masks shoved back off their faces, were carefully sketching runes in the walls and floor and carefully placing glowing stones in a complex pattern in the center of the room. "This had better work," one of them muttered as he ran a paintbrush in his teeth down the walls.

"It will work," the one laying crystals on the floor said. "Like Alpha said. Back when Spell Nexus was running his little cult, he had more than one backup plan in case things went South on him. This whole castle was one of them."

"I don't see how using one of Nightmare Moon's plans helps us get rid of Nightmare Moon," the painter groused.

The one laying the crystals set one in the grooves on the floor and stood up. "It's like this, Delta. Spell Nexus, even as addled as he was by Nightmare Moon's magic, is still a genius. He figured that Celestia and Luna would probably end up coming to this palace before they were ready. So he started building a little surprise for them into the walls.

"He never finished it of course. That's what we're doing. Once the crystals are in place and it's all activated, this whole place is basically a giant alicorn trap. It feeds off their magic; the more powerful they are, the stronger the trap is. It'll hold the Princesses--- without harming them--- until we're done. A few modifications, and it'll hold the guards, the guests, and anypony else, too."

"They're not gonna be too happy with us, Epsilon," the third member of the trio said unhappily.

'Epsilon' rounded on his teammate. "That's because Nightmare Moon has brainwashed them! Once we destroy Nyx--"

Flitter barely stifled a gasp.

"---We'll be able to purge them of Nyx's corruption, like Celestia purged the cultists when she escaped the sun and returned," Epsilon said, confidently displaying his ignorance of historical events. "Once they're in their right minds, they'll owe us a debt of gratitude."

Just outside the door Flitter was in danger of hyperventilating. They were going to trap the
Princesses. They were going to kill Nyx! What should she do? She needed help. Who could she go to?

Nopony needed to explain to a Changeling about being stealthy, or about being disguised. Nopony needed to explain about things like belief and trust, either. No grownup Pony was going to believe her if she told them. Not in time. The only way they'd believe is if they saw these ponies for themselves.

Flitter started to hatch a plan. For the second time that night, she started to take on a particular filly's likeness.

The conspirators were still prattling amongst themselves when the door to the chamber suddenly opened with a bang. As one they spun about and beheld no less than their quarry, Nyx herself, standing in the doorway. Before any of the astonished ponies could move or speak, the false alicorn ran across the room, grabbed the largest, most important-looking crystal in the array in her mouth, and galloped out the door.

The trio stared in slack-jawed disbelief for a precious couple of seconds, before Delta finally screamed. "After her, you idiots!" The three galloped across the room, wedged themselves firmly in the doorway and, after a few frantic seconds of flailing legs and cursing, squeezed through and gave chase.

Flitter heard them clattering down the stairwell after her. The plan was working perfect so far. Now all she had to do was not get caught by them—long enough to get caught by the right pony, and not get caught by anyone else.

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1) It would have surprised Twilight to learn that even after living thousands of years, there were vast swathes of the world and the creatures living in it, even in their own kingdom, that were largely a mystery to the Princesses. When one was a princess, one didn't get much opportunity for casual travel. After all, there was that incident with the parasprites....

2) The sight of Viscount Brass Fitting attempting to dance the Frug would be seared in her memory forever.
Flitter ran down the stairwell as if for her very life. Which, seeing as she had a pair of sinister robe-type cultists with obviously dire intentions for her hot on her tail, was pretty much the case. But she was fleet of foot, and her pursuers were hobbled by their bargain basement robes and vision-obstructing paper masks. She reached the bottom of the stairs and was on a straightaway down the corridor when another cheaply robed pony appeared in her path. "Alpha!" one of the ponies behind her yelled. "Stop her, she saw everything!"

Alpha wasn't the fastest thinker around, but he didn't need much time to grasp the situation. Here came the False Alicorn herself, running like Tirek himself was on her heels, carrying what looked like one of the crystals from the Entrapment Array in her mouth. He didn't have to mentally play out all the ways this could pan out for him to realize he had to stop her right now. He reared up on his hind legs, spreading his forelimbs to block the hallway.

Flitter didn't even slow down. She dove under the pony's robe, between his back legs, out the other side and kept right on running.

The two cultists chasing her weren't so lucky. They were running side by side and weren't so bold as to try and upskirt their dread leader. They split and tried to run around Alpha, only to be neatly clotheslined on either side by Alpha's outstretched limbs. All three ponies flipped in midair and fell to the floor with a crash. Much groaning and pain ensued.

Despite being winded and having done no favors to his back with his landing, Alpha quickly thrashed his way to his hooves. "What's going on here?!" he demanded of the others wildly.

"S-she grabbed one of the Tertiary crystals..." one groaned.

"The big purple one?"

"Yeah... what do we do?"

Alpha fumed. "She's probably running straight back to that traitor Twilight Sparkle with it. We'll never catch her in time. Signal everyone, but tell Lambda and Omega to make sure the princesses are in the throne room, we have to start Phase One NOW."

"But what about the crystal?"

Alpha did some quick calculations in his head. "Okay, I think I can make a substitution. Get me three of the lesser amethyst crystals, a tourmaline, some duct tape and a banana. And hurry!"

Flitter barreled around a corner in a panic. The chase was on. She had eluded her pursuers for the
moment but word was spreading fast through the Cultists and the number of robed, goofy-masked ponies looking for her was growing by the moment. She didn't know if they wanted Nyx, or just the crystal Flitter had stowed in her trick or treat bag, but whichever it was they wanted it BAD.

Of course, that was why she had taken the crystal. And why she'd Changed to look like Nyx. Her first half-formed plan had been to to trick them into chasing her someplace there was a grownup. But to who? She realized in dismay that she had no idea who ponies went to when bad ponies were up to something.

Okay, first step, find the others, the Cutie Mark Crusaders, any of them. They would know--

To think was to do. It actually didn't take much doing; she'd just had the thought when she ran headlong into Rumble, Pip and Dinky. It seemed Dinky had dropped her trick or treat bag while fleeing from the "cannibal pony" and, Pip's bravado to the contrary, had been too nervous to go back for it. Rumble was magnanimously helping them backtrack through the castle to find the lost candy.

Unfortunately rather than finding a bag of candy they had found an unexpected concussion. All four ponies crashed into each other headfirst and tumbled together across the floor. Flitter was the first to her hooves. She ignored the throbbing in her head and proceeded to sound the alarm. "Guys, you gotta help me! There's ponies-- bad ponies-- they're planning to hurt Nyx!"

"Wait, what?" Rumble said.

"Bad ponies, in robes, " Flitter said. She dropped the purple crystal on the floor between them. "They were doing some weird magic stuff and talking about how they were gonna trap the Princesses or something and then 'once we destroy Nyx' and 'purge them of their corruptions' and you gotta believe me!" She stood there doing a little frantic little hoofy dance, turning about and trying to look in every direction at once.

Getting the other foals to believe Nyx was in trouble wasn't hard. Every colt and filly in Ponyville, especially her friends, had been somberly instructed by their parents about Nyx; They knew full well that there were bad ponies out there who might try to hurt Nyx because of who she'd once been and they were routinely cautioned to keep an eye out for strangers with bad intentions. Even if you didn't care for the fact that Nyx was around, somepony who would actually disobey the Princesses just to get at a harmless and helpless little foal probably wouldn't be too careful about who else they hurt.

Still that wasn't the problem. They struggled to stand up, cries of alarm on their lips... before the peculiarity of the situation sank in. Pip was the first to shake off the surprise--- his fishbowl helmet had kept him from being too dazed by the collision. "Bloomin’ eck, we gotta warn the Princesses! Nyx is in trouble and..." He paused, a puzzled look crossing his piebald face. "Wait, what? But you're Nyx."

"Noooo!" Flitter said, panicking. "We can't go to the Princesses-- I can't---"

"What're you talking about?" Rumble said, baffled. "I mean, I thought you and the Princesses made up and stuff."

"And if bad ponies are trying to hurt you--" Dinky interjected.

"Not me, Nyx! And the Princesses, too!" Flitter said. In her panic and frustration she'd forgotten her current disguise. "But I can't let the princesses see me, that would be bad!" she pleaded.

Pip was looking thoroughly befuddled. "But you are Nyx," he insisted.

It dawned on Flitter what they were talking about. She was still disguised as Nyx. She looked around
in a panic; they were in a small vaulted chamber connecting several passageways. Nopony was there, but she could hear the hoofbeats of her pursuers echoing faintly as they made their confused way around the maze of rooms. "Listen, please, I'm gonna show you something but I really really promise that I'm not bad or evil or anything but you can't tell anyone and you please please please gotta help me!"

Taking their silent, confused stares for assent, she stepped back and dismissed her disguise. There was a splash of green flames, and there she stood before them-- a Changeling filly. slit pupiled eyes, green feathery mane and tail, her insect like wings buzzing nervously.

For the longest moment, they stood there, jaws hanging slack, and Flitter dared to hope that things might go okay. Then Rumble started to shake. His legs shook so hard that he literally fell to the floor; he scooted backwards away from her, eyes wide, pupils pinpricked with helpless terror. "Y-you're a Changeling," he quavered.

Flitter took a step closer. "Please---"

"You're a CHANGELING--!!" Rumble shouted, his throat raw. He collapsed to the floor. Dinky found her voice a moment later, her shrill scream ringing off the vaulted ceiling. Pip jumped in front of the little unicorn, trying to be brave. "Get back!" he shouted, lashing out at the air with his forehooves.

There was shouting beyond one of the doorways. Flitter looked around, turned and galloped off as fast as she could. Rumble lay on the floor, gasping for air, and watched her go. Even after she disappeared down the darkened corridor the image of her standing there, all insect-y wings and holey legs and horrible fangs, seemed stuck in his mind.

But the strongest image still in his head was of the look of hurt and betrayal in her eyes.

A banshee floated under the vaulting ceiling, her glowing, tattered robes floating around her. Her ululating wail echoed off the dark stone walls.

"AAAaAAAeeeeAAiiiiiiiiiieeeEOuuuuuuuuuuuuuhhhhhh..... ahk. Cough. Ahem. Aherm.....could somepony fetch me a glass of water?"

There was a chuckle from below. A moment later a Headless Horse trotted around the corner, bearing a tray on his back with two glasses of punch. "Somepony ordered a beverage?"

Cadence sighed in relief. "Thank you, sweetheart," she said, levitating one of the cups up to where she dangled from the ceiling by wires. "All that wailing leaves a filly parched." She took a long drink.

"Why are you hanging from wires anyway?" Shining Armor asked. "You can fly..." He doffed his invisible helmet so he could take a sip of his own drink.

"Well yes, but hovering for hours on end? Not hardly."

Shining Armor chuckled. "Sorry I talked you into helping us run the haunted castle?"

"Wouldn't miss it for the world!" Cadence said. "The foals are adorable, and it's so sweet to see
young couples huddling together as they roam around the castle."

The Captain of the Guard grinned. "Ahh, oldest trick in the book," he said. "Take a pretty filly to a scary show, and wait for her to throw herself into your side--- or for her to use it as an excuse to." His look turned sly. "And wouldn't you know about all those little tricks, miss Princess of Love.."

"That's Mrs. Princess of Love to you, Buster," she said, crinkling her nose at him.

"Wouldn't have it any other way," he murmured, moving in for a kiss.

So of course that was the point three young ponies came galloping into the room yelling their lungs out. The two newlyweds suppressed a groan of annoyance and turned to see what the problem was. They managed to pick some pertinent bits out of the babble of voices. "Wait wait wait," Shining said, "a Changeling? In the palace?"

"Yeah, but little, like us---" Dinky explained, holding a hoof over her head.

"But that's not the important part," Pipsqueak added.

"A Changeling loose in the castle isn't the important part?" Cadence said in disbelief.

Rumble shuddered, but Pip pressed on. "Yes'm, cause she said that there were bad ponies who were gonna hurt the princesses!-- " He'd picked up the crystal Flitter had dropped. He pulled it out of his candy bag and showed it to Shining Armor. "She said there were ponies in robes doing weird magic stuffs with these."

"And they were gonna capture the Princesses and d-d-destroy Nyx!" Dinky added, almost bursting into tears.

Shining stared at the crystal, suspicious. He was a unicorn, but he was no polymath like his sister. It sort of looked like the sort of crystal one would use, from what he'd learned in the Crystal Empire. But a changeling filly running loose in the castle? Ponies in robes? "Okay kids," he said patiently. "Now I'm sure you thought something was going on but, really, how would a Changeling get in the castle? I'm sure you just ---"

His sentence ended with a loud "whouf!" as something small and piebald hit him in the breadbasket in a perfect Trottingham hoofball tackle. He found himself lying on his back with a small, space-suited time traveler standing on his chest. "Okay, guv, we know where this is going," Pipsqueak said irritably. "So 'ow about we skip all the 'there there little foal' stuff an' get to the part where you believe us and 'elp us save Nyx an' the Princesses?"

Shining Armor gaped in astonishment at the tiny little ruffian standing on his barrel. He chose to ignore the snort of laughter from his still-dangling wife and narrowed his eyes at the little hooligan. Pip didn't back down an inch, glaring at the former Captain of the Guard with his snout an inch away. Yikes, this foal was serious. "Are you positive about---?" Shining demanded.

"She changed right in front of us," Dinky said. "All green fiery stuff, and stuff." That gave the prostrate Captain of the Guard pause.

"And she was scared," the young pegasus with him said as if it were something important just dawning on him. "Really really scared." His eyes were frighteningly sober.

Shining Armor and Cadence looked at one another. Shining looked at the kids--- Pip gave him the evil eye, waiting for an answer. "All right, all right," Shining said. "Come on, we're going to go see the Princesses about this." The children cheered, and Shining got to his feet to help his wife down
Tears half-blinded Flitter as she ran. What had she been thinking? She was a Changeling, a thing ponies told stories about to scare each other. Mother and Father had warned her and warned her, but she hadn't believed them. It had been her first real time among the ponies; they had been so nice to her, she had hoped that maybe they could be her friends, for real. Then she'd shown Rumble and Pip and Dinky what she was, and it had been just like Mother and Father had said it would be.

She could never be friends with them. She could only pretend to be.

It was then that her luck took another turn for the worse. She was blinded by tears, too blinded to see where she was going, and she all but plowed into another group of ponies. Startled by the collision, she fell back on her rump, shaking the tears out of her eyes. She looked up to see several Guards---some Day, some Night---looming over her. "It's her, we got her!" one of them shouted.

"Oh no, not you, not NOW," she bawled in frustration. She got to her feet and ran in the opposite direction.

"Hey, wait, come back!" the guard she'd head-butted shouted after her.

"Not on your life!!" Flitter yelped over her shoulder, doubling her speed. The guards gave chase. Flitter put her head down and galloped. She was out of time now. She had only one choice.

She had to go to the Princesses herself. She began racing her way back to the royal ballroom, with what seemed like every guard in the place in pursuit.

She was so startled by her run-in with the guards and so set on her goal that she'd failed entirely to notice the ebon, smoke-clad alicorn standing behind them, or the two cloaked and paper-masked ponies standing at her side. "Oh confound it," the Princess said. "I should have realized the guards would spook her. Quickly, let's catch up with the poor thing before she panics and gets herself in danger."

So without any sense of irony whatsoever, Celestia, Cadence, Shining Armor, and the Royal Guard all followed the one who was trying to save them right into the heart of the trap.

Heedless of the mayhem rapidly building a head of steam elsewhere in the castle, Princess Luna held court in the throne room-slash-ballroom as the partygoing ponies danced the night away all around her. At the moment she was lounging on her throne, the Bearers of the Elements and their escorts gathered around her like a flock of butterflies around a night blooming rose. All their attention was centered on a tiny unicorn filly resting in the crook of the Princess' forelimbs. She was dark blue with a pale blue mane, enormous blue eyes, and was five pounds of adorable in a four pound sack. She was sporting a pair of cloth wings and a painted on copy of the Princess' own moon and sky cutie mark. And, strangely enough, a cloak made from a patched blanket and a paper hat made from a map. The filly was in the midst of flipping through an enormous hoof-bound scrapbook and laboriously relating, in her babyish lisp, the story behind each of the pictures inside. It seemed to be
mostly about a certain pretty little pony princess and her adventures on the moon...

The filly's mother, a surprisingly unassuming mare made up in a simple witch costume, was close at hand, and very obviously flustered at all the attention. "....So she asked me one day for a story-- a story about a princess," she was explaining. "So I started drawing pictures of, well..." she waved a hoof at the book. "Yourself, your majesty. As a little filly. I just felt the original story was just too upsetting for a little foal, so I changed things around, a bit. It became a thing we did together; I'd ask her what 'Princess Woona' should do next, she would make something up, and I'd draw a new picture showing what happened. She must have snuck it into her candy bag, she was so insistent on showing it to you."

The Princess clicked her tongue in amusement as the filly continued turning the brightly colored pages. "I must say, if the Moon had been this exciting, I never would have left," she murmured. Several of the Bearers laughed.

The mother flushed. "Please believe me, your majesty, I never meant any offense-- I'm terribly sorry- -" u

The Princess reached out a reassuring hoof and rested it on the mare's shoulder. "Oh, please, don't be!" she exclaimed. "This is absolutely adorable! Please tell me you will have a copy made for me when it is finished; I would love to show this to my sister."

The mare looked at her in disbelief. "You don't mind?"

The Princess rolled her eyes and nodded at the decor. "Believe me, I've had far worse fairy tales told about me," she said with wry amusement. "Tis nice that at least one story should be so light and innocent."

Woona's mother looked about at the Nightmare Night decorations and got the hint. "Oh. Right."

Luna chuckled. "So how were you planning on finishing this ?"

"I'm still not sure," the mare admitted. "Of course Princess Woona has to get back from the Moon, but first maybe something with Discord...?"

The idle conversation was interrupted rather suddenly. There was a commotion at the entryway, as several guards in various states of armor and costume poured in, followed by "Nightmare Moon," who was in turn escorted by two ponies in Changeling costume (Trill and Buzz, who in the hubbub had lost their robes) and apparently in pursuit of somepony. A lesser commotion filled the stairwell as Cadence and Shining armor made an appearance at the eastern doorway, tailing after several foals. At the western doorway, several ponies in cheap robes and terribly tacky paper masks piled through and bogged down at the door, apparently taken aback by the size of the crowd.

Down the center of the room came Flitter, running like the Devil himself. She was currently disguised as Nyx-- or trying to be. The green Changeling lights scattered all about the throne room amidst the decor were playing merry hell with her disguise magic, flicking it on and off like a light switch. She dodged among the legs of the grownups, eluding her would-be captors by inches, and slid on her belly across the polished floor to the very foot of the throne, just as her disguise finally sputtered out. What was that phrase??

"Ithrowmyselfonnamercyuvthatrone!" she bawled, throwing her hooves over her head.

The room was thrown into tumult. Guards tried to rush forward to protect the Princess, but were pushed back by the ponies trying to back away from the tiny monster that had flung itself at her feet.
The bearers of the Elements clustered around the Princess, and their escorts, trying to prove their chivalry, placed themselves between the tiny changeling and the mares.

Luna, for her part, kept her face deliberately impassive. She of course knew who the changeling was, and couldn't think of a worse possible way for the poor thing to have presented herself to the court, and now other ponies were shouting something about Cultists and ponies in robes, and others were just noticing the very lifelike Nightmare Moon behind them (and there went Lady Winterbottom in a dead faint again) and she knew that at any moment a panicked stampede could break out and that it fell to her to prevent any havoc before it started--

This of course was all summed up with the simple unspoken thought, "Oh horseapples."

She got to her hooves to try to calm the crowd. But before she could speak, terrible events began to unfold.

Outside the immense glass doors that led to the garden, a lone cloaked and paper masked pony (who had been seriously weirding out Octavia's classical quartet) had been standing watch, waiting for the time to come. The soundproofing spells on the windows and french doors was excellent; he couldn't hear a single thing that was going on inside. But he had his orders and knew what to do.

He didn't know what the tumult inside was all about, but he saw that the Elements were all present and accounted for. He saw that Princess Luna was in attendance, and that Princess Cadence and her formidable husband had just arrived, and that pony wearing the Nightmare Moon costume could only be Princess Celestia herself.

He saw the Princesses move together, towards the throne, all of them talking or shouting about something...

Perfect.

Quickly he cast aside his robe and mask and knelt to ignite the fuse of a small skyrocket with his horn. It shrieked into the sky and exploded with a thunderous report and an enormous bloom of golden sparkles, scaring the fudgesicles out of the few uppercrust ponies walking the garden paths.

The explosion was visible in every window of the castle, and audible clear down to the cellars. All over the castle the conspirator ponies knelt and activated the crystals in the array.

There was a tremendous thrummm, a powerful vibration that rang through the stones of the palace. Threads of amber yellow light sparked in the crystal arrays, raced along the lines and rune paths, spread like trails of lightning up and down the halls and corridors and towers of the Lunar Palace like forking branches of golden lightning. Enchanted lights all over the castle popped like party favors in the magical surge. The streaks branched and zigzagged and converged on the throne room, racing along invisible tracks up the walls and merging together at the center of the skylight--- the skylight where an ornate array of crystals, so easily mistaken for a chandelier, was suspended by oricalcine frames and crystal wires. The light unfurled in an amber ribbon, striking downward like a snake....
And, splitting in three, enveloped Cadence, Celestia, and Luna in light.

All three reared in alarm, wings spread-- then froze in place, trapped in glowing bubbles of light. Auras of gold, silvery blue, and soft pink, began pulsing from each of their horns, seemingly drawn up into the amber lightning, which swelled and branched out to every pony in the room, striking earth pony, pegasus and unicorn alike, binding them in place. The first to be bound were the Bearers; trapped like insects in amber. No matter how they shouted and struggled, they were unable to move from where they hovered. From there the light had lashed out to every pony in the room, trapping them in its golden glow.

Outside, a shimmering indigo bubble of magic dropped down over the Palace. None outside would be getting in to help; none inside could move, their very magical strength feeding into the trap that held them.

Save, it seemed, for the hooded ponies. They trotted into the center of the room, standing in a rough circle before the dais of the throne. The leader pulled his hood back, revealing a pale blue unicorn stallion with a dark black mane. The cries and shouting of the trapped ponies ceased. An ominous silence filled the room. "Forgive us, your highnesses," Agent Alpha said. "I hope in time you will forgive us for what comes next."

From across the room a voice rang out. It was Spell Nexus; cocooned in magic like everypony else. He gave the pony speaking a gimlet glare. "So, my old assistant-- Sundae Sprinkles," he said, his voice ominous.

There was a pause. "You know, that'd sound a lot more sinister with a better name," Rainbow Dash pointed out.

"Nobody asked you," Sundae Sprinkles snapped. "Our villains are getting so prissy lately..." Rainbow muttered to herself. Sundae Sprinkles ignored her.

"Yes, your old assistant," he said to Spell Nexus. "Here, like always, to clean up after you. Some things never change." he stalked over to glare at the imprisoned wizard eye to eye.

Spell Nexus glared back through the amber bubble. "Just what do you intend to do here, you foolish colt?" he demanded. "Whatever resentment you have for me, for my past sins, do not involve anypony but you and me!"

"Not involved?" Sprinkles said in disbelief. "You believe that your crime against all of Equestria, your crime as the leader of Nightmare Moon's cult, involves nopony else?" he shook his head. "The false alicorn's sorcery has clouded your mind. It doesn't matter; once we have corrected this, your mind will be yours again."

Dread filled Nexus' gut. "What do you intend to do?" he demanded, his voice all too calm.

"I would think that was obvious," Sundae Sprinkles said. "I am here to destroy the last vestige of Nightmare Moon-- once and for all."

"NO!" Twilight's cry of horror cut across the room. Threats and imprecations rained down from the imprisoned Elements. "If'n you lay a hoof on a hair on her head--" Applejack said threateningly.

Sundae Sprinkles ignored them all. "Yes," he said to Nexus. "I've already prepared the circle, elsewhere in the castle. I promise you, nopony will be hurt--"
"Except for the innocent child you murder," Nexus said scathingly. Sprinkles flinched. "I did some monstrous things when I was contaminated with Nightmare Moon's essence, but what you're about to do--"

"She's not a real child!" Sprinkles shouted. "Can't you see that, you old fool? She's-- she's just a malevolent blob of animated magic! A soulless thing! And if we leave it to grow in power, some day it will destroy us all!"

A voice, sweet and powerful and uncannily serene, spoke up. "Even Nightmare Moon was not just a 'thing,' Sundae Sprinkles," Celestia said from her magical imprisonment. She and the other two princesses still stood rampant, their wings raised, frozen in place, a torrent of magic leaching from their horns. Only their eyes could move, and Celestia's tracked the leader of the conspirators as he paced the floor. "Listen to me, my little pony. This is an innocent life you plan to take. If you do this, you will not be able to deny that truth-- and you will regret your actions the rest of your life."

Sundae Sprinkles looked up at the Princess he revered, pain open on his face. "I'm sorry, your Highness," he said sorrowfully. "I'm so sorry for this. But once the Nightmare is gone your mind will be clear. You'll understand...." he looked away. "Find the false alicorn!" he shouted to the other hooded ponies. They scurried to obey, spreading out through the room. There was a shout and a brief struggle, and one of the cultists came trotting back, a tiny black form hogtied and thrown over his back. Twilight whimpered at the sight.

Sundae Sprinkles stepped up to look at the bound filly nose to nose. "So, finally, you horrible thing, we have you right where we---"

One of the Changeling lamps sputtered back to life. There was a flash of green flame, and Sundae Sprinkles suddenly found himself nose to nose, not with a tiny black alicorn filly but a large, full grown and very angry Changeling male. Buzz bared his needle fangs at Sundae Sprinkles and gave him his very best evil hiss.

As it turned out, Spell Nexus wasn't the only high ranking University unicorn who screamed like a filly. The pony who suddenly found himself carrying a befanged horror-pony draped across his back wasn't too bad at hitting the high notes either.

Things got very exciting for a few minutes.

While several of the conspirators had a very busy time trying to pummel and subdue the viciously fighting Changeling, Nexus spotted something out of the corner of his eye. Something was making its way up the underside of the banquet table, rustling the tablecloth as it passed... he could just make out four tiny black hooves under the hem of the tablecloth, making their way towards the end of the long buffet table nearest the still-open doors. Hurry, child, hurry, he pleaded silently with all his might.

Nyx scurried between the table legs as fast as she dared. She'd abandoned all the glowing and clinking accoutrements of her costume, but her hooves were still dangerously loud on the marble floor.

It had been blind dumb luck that she had been near the tables when all the excitement had started. When she'd seen the Princesses and the Elements-- and her mother!-- trapped in glowing magic (and why hadn't it trapped her as well?), she'd hidden under the table in terror. She'd spent Sundae Sprinkles' whole speech under the table, quaking in terror. When the rumpus with the changeling had started (Changelings! In the castle! Was there any end to the nightmares come to life tonight??) she'd decided her only chance was to get to the end of the table line and make a break for the doors. She held her breath, willing herself to be silent as a mouse, and scurried for the end of the buffet line.
She stuck her head out from under the tablecloth and peered around carefully. Several Conspirators had borne the Changeling to the ground. Sundae Sprinkles was standing over the bound and badly battered Changeling, breathing heavily. "What is this load of happy horseapples?" he shouted to nopony in particular. He glanced up--

---and looked straight into Nyx’s eyes from across the room.

"Run, child, RUN!" She heard Nexus exclaim. There was a crash and the sound of somepony falling to the floor. She needed no further encouragement; she galloped for the door, dove through, and began running for her life...

1) Less like Ponyville hoofball and more like Rugby. Pip was little but he knew how to take his lumps-- and dish them out.
Chapter 23

The throne room emptied of conspirators, pouring out in pursuit of Nyx. They didn't bother with standing a guard; either their task would be done within the hour or it would all be over anyway. The spell-trap would last at least that long. They left the bound and battered Changeling at the foot of the throne, and magically sealed the doors behind them. The enormous double doors sealed with a boom.

Buzz looked up at the Princesses and the Elements. "I'm sorry, your Highnesses," he said. "I tried to fool them, but the lanterns--" he gave a cough and groaned in pain.

"It's all right," Celestia said consolingly. "It was bravely done, all the same."

Twilight looked down at the fallen Changeling in wonderment. "Why.... why did you help us?" she asked.

Buzz looked up at her and was about to speak, when there were two flares of green fire in the immobilized crowd. Two ponies suddenly transformed into Changelings; a mare and a small filly. They galloped to where Buzz lay on the floor. "Daddy!" Flitter cried, flinging herself at the prostrate stallion. Flitter curled up into his neck and sobbed out apologies while Trill nuzzled him and began to fuss and chew at the ropes binding him.

He looked up at Twilight and smiled through his bruises. "Because I'm a father," he said. "I could never watch another parent suffer like that."

"Wait-- they're not trapped!" Applejack exclaimed. "How are they not trapped?"

"Because," Spell Nexus said unhappily from his place by the buffet table, "the trap isn't set for Changelings. It's set for alicorns." He looked about the ballroom at the imprisoned crowd, who were thankfully not as loud in their panic as might be expected. "With some obvious modifications to entrap regular ponies as well. The only reason Nyx escaped was because the spell was designed to exclude her, specifically. Or rather, Nightmare Moon."

"And how do you know about it?" Rainbow Dash demanded. She was floating upside down over the throne, and it was making her cranky.

"It was part of the defenses, back when it was built for Nightmare Moon," Nexus confessed. "a trap built right into the walls of the castle--- uncompleted, but apparently my former assistant was able to get it working all the same." He scowled.

Luna glowered at the former Headmaster. "And it just slipped your mind to tell me about this trap in my castle before I moved in," she said.

"I did!" Nexus protested. "I sent you a memo, along with a recommended list of architectural changes and a summary of the thaumaturgical principles involved."

Luna paused. "A lavender note?" She asked hesitantly. "Clipped to a rather thick manila envelope?"

"Titled 'Thaumaturgical Self-Reinforcing Containment System', Nexus said. "And Consequent
Necessary Renovations for Royal Reclamation project 11A-111B..." He gave the Princess a long look. "You didn't read it, did you," he said accusingly.

"We do not care for thy tone, Spell Nexus," Luna snapped. But her cheeks were an obvious shade of red.

Her sister gave her an accusing look of her own. "I believe she did try to read it, Nexus," Celestia said. "I know I found her asleep face down in the folder at least twice."

"Have you tried to read any of these scholars' reports yourself?" Luna said defensively. "They're a panacea for insomnia! I went cross-eyed just trying to read the titles! And we get a dozen of them every day!"

"Wait wait, this is good news!" Twilight said, her hooves paddling excitedly in the air. "Spell Nexus, you designed this trap, you can tell us how to escape it!"

Spell Nexus shook his head. "From the outside, maybe," he said. "From the inside? Try to understand, this trap was designed to hold alicorns. The magical power of the pony, whether pegasus, earth pony, or unicorn, actually feeds into the spell; The stronger the prisoner is, the stronger the cage becomes. And right now we have three alicorns trapped inside... and the elements of harmony, and Sir Shining Armor and Lady Twilight are no slouches in the area of raw power either....and dozens of other ponies besides."

Twilight cast about frantically. "The Changelings are outside! Maybe they can set us free--"

Trill heard this and got to her feet. "Yes! What do I do--we only know our illusion magic, but we'll try--"

"No, no good, the spell has to be undone by a pony and only by a pony," Nexus said. "The frequency is only attuned to pony magic. And by the time we found the key locii in this castle sized matrix..." he ground his teeth in frustration.

"Please, Spell Nexus," Twilight begged, nearly in tears. "You have to know something that can help us. My little girl is going to die--!"

Ink Spot was trapped hovering in a bubble next to hers. He looked over at her, pain in his eyes. "Oh Twilight, I'm so sorry," he said. "I was assigned to protect you and her, and I've failed you both--"

Twilight looked at him, bewildered. "What-- assigned--?"

"Perdition!" Nexus swore. "If we had just one pony free with a decent sized crystal....."

"Will this do?" Pip said. He trotted up and laid the crystal spike Flitter had stolen at the foot of the dais.


Pip pointed back to the bubble that had held him. "I just sort of pushed my way out," he said. "Was a rum go of it at first...."

Nexus groaned and facehoofed. "Of course!" Twilight exclaimed, laughing and clapping her hooves. "The spell uses a pony's own innate magic to imprison them--- but colts and fillies have almost no innate magic! The weaker you are, the weaker the cage is!" Her words were proving true; a quick look around revealed dozens of colts and fillies pushing their way out of the bubbles imprisoning them. The younger they were, the less trouble they had pushing through the magical barrier. Rumble
and Dinky were shouldering their way out of a bubble; Spike and Snails were struggling to pull Snips out of another by his forehooves.... while Peewee, alas, was far too magical to escape, and was left fluttering around the inside of his magical cage like a sparrow in a terrarium. Applebloom, Scootaloo, and Sweetie Belle had figured out the score and took a running charge at the wall of their own cell, bursting through en masse. Twilight had the strange impression that the spell had been afraid to not let the demolition-gifted trio go...

Twilight turned her attention back to Pip and his pilfered crystal. "Yes, that crystal's perfect, Pip! Where did you get it?"

Flitter spoke up. "I stole it from the ponies in robes," she said. "I was hoping that they couldn't finish what they were doing without it."

"They must have used a substitute," Spell Nexus said. He tapped his chin with a hoof thoughtfully. "I wonder where they found duct tape and a banana at this hour...."

Twilight looked around at the floor, walls and ceiling. "Okay, Pip," she said. "You see all those zig-zaggy lines in the walls and floor?" Pip nodded. "Okay, now look where those orange lines--- not the yellow, and NOT the red, nothing but the orange lines--- where the orange lines connect to the bubble? Take the crystal and stick the point into it right there... no no no, yes, right there-- now twist it around a little bit till it--" There was a flash of light, a zapping noise and a muffled "yeep!" And the bubbles containing the Elements and their escorts disappeared. All of them tumbled to the ground... save for Rainbow Dash, Thunderlane and strangely enough Bruce Mane, who landed with athletic grace.

Twilight knelt next to Pip, who was looking a tad wobbly and a bit frizzed around the edges. "Good work, Pipsqueak," she said.

The colt shook his head, clearing the fizzes out of it. "But why didn't it free the Princesses?"

Twilight took the crystal and ran to Spell Nexus. It took several seconds of twiddling with the crystal, but he was finally free. "The Princesses are the main power source, as well as being the most important captives in the prison, as it were," he said. "We'll have to work our way inward, till enough ponies are freed."

"That will take too long," Celestia said, her voice strained. "By the time we're freed, it will be too late for Nyx. Go, my little ponies, stop them. Save Nyx!"

Twilight looked distraught. "But--"

"No buts, Twilight," Cadence said. She struggled to look down at her sister in law and gave a brave smile. "We'll be fine, I promise." She gave her husband a look. "Darn it, Shining, take your sister and go save my niece or you're sleeping on the couch for a week!" Shining gave her a smile that didn't reach his eyes, and nodded.

Nexus took the large purple crystal and carefully tapped it with the glowing tip of his horn. It shattered into dozens of smaller, symmetric pieces. "Come here, children," he commanded. "You saw what your friend did? Each of you take a piece of crystal, and start setting the other ponies free. Remember, put the tip where the orange lines intersect." The colts and fillies carefully each took a piece of the crystal and ran off. Spell Nexus turned to where Trill and Flitter were tending to an injured Buzz. "Little one, I need you to come with me. You can show me where the first nexus of the spell matrix is... will you help us?"

Flitter started to speak, but at that moment Rumble stepped around the archmage into view. He
started and cringed back, alarmed to be so close to three Changelings. Flitter saw the expression on his face and she shrunk back into herself, her face clouded with hurt.

Rumble saw her expression. He knew why, too. And it hurt.

Few who do not have a phobia really understand what it's like. Phobias aren't rational things; they're savage, wild animals inside you, selfish taskmasters that cling to a pony's heart and insides, driving them against their will. You can know, with all your mind and heart, that a fear isn't rational, you can know what caused it, you can know it isn't real and it just doesn't matter. No matter how trivial or silly it seems to an outsider, it can often take as much courage to face a phobia as it takes another mortal to face down a raving demon barehanded.

Rumble had a phobia, a deep-seated and deep-rooted phobia of Changelings. It was taking as much courage as it took a soldier to charge onto a bomb-shattered and bullet-hailed battlefield for this lone little pegasus just to stand within hoof's reach of them.

He closed his eyes and forced his shaking legs to take another step closer. "I'm sorry, Flitter," he quavered. "I'm so sorry. I can't help being afraid of you. I can't. I know you're a good pony, I know it. But I'm still afraid. I'm sorry, it's not your fault.

"Nyx is in trouble, Flitter. And she's a good pony too. She's a great pony. Special. Awesome." He forced himself to open his eyes. "She's your friend. And I know she wouldn't care you're a Changeling, either. And I know you're her friend too, because nobody who wasn't would have risked so much to try and help her." He swallowed, and managed to force his knees to stop shaking. "Please, help us. Just a little more."

Slowly Flitter uncurled herself. She looked up at her parents. Buzz nodded. "Go on. Your...your friends need your help." Biting her lip nervously, but her eyes alight with hope, she got to her feet and stood next to the archmage and the pegasus colt. Rumble shivered as her insect wing brushed his side, but he held his ground. "Come then, child," Nexus said. "You'll have to lead us to the crystal array once the way is clear."

Twilight and her friends had wasted no time. The glass doors leading outside had been considered, and rejected; they were laced from top to bottom with forcelines of the spell, and were surely harder than steel--- and would possibly explode in a cloud of deadly shards if they tried to get through. They were gathered at the other end of the chamber, at the center set of double doors, ready to charge to the rescue. The doorjamb glowed with rippling green light; the doors had been locked and magically sealed. Twilight stepped forward, face set, horn glowing. "This won't take a minute," she said. With a surge of magic the spells binding the doors unraveled. She stepped forward to push the doors open.

"Wait," Bruce Mane growled. He stepped past the mare and carefully pressed his ear to the door. "They set guards," he said after a moment, his voice low. "One in front of each door, probably armed--"

"Way-ell," Big Macintosh said, stepping forward. "That ain't no problem for long..." He turned around and reared to buck.

The two hooded conspirators standing just outside the main doors never knew what hit them. There was an earthshaking THOOM, like the sound of God knocking and demanding entrance. The two magically locked doors leapt off their shattered hinges. They fell down, flattening the two ponies to the floor. Big Macintosh stepped through the doorway, casually treading on the doors and eliciting groans from the ponies mashed beneath. He surveyed his work with a smirk beneath his Phantom of the Opera mask. "Eeyup," he said--
And the next instant was yanked back through the doorway by his collar. Multicolored beams of magic slashed from either side and met in a fiery splash where his head had been only a moment before. "And as I was about to say, 'four more guarding the doors on either side,'" Bruce Mane said sarcastically, spitting the farm stallion's collar out. Mac gave him a sheepish grin but said nothing.

The conspirators weren't exactly professionally trained. The next instant two cloaked ponies came running through the door, horns flaring. The first was dropped by a butterfly net handle to the jaw. The second took an elbow drop from the world's angriest pink and yellow moth. "You MEANIEPANTS!" Fluttershy yelled as she bounced the stallion's unfortunate skull off the marble floor. "That's for Nyx!" She got to her feet and kicked the prone figure. "And that's for scaring all the little foals!" She kicked him again. "And that's for something else I'll think up later!"

"Fluttershy!" Rarity said, shocked. The pink and yellow pegasus paused in mid kick and brushed her mane out of her face. "Oh. You're right.... sorry, Rarity. I'm okay." She gave a weak smile to the fashion pony.

"Eeeyikes," Thunderlane muttered to Caramel. The corner of Caramel's mouth quirked up even as his eyes went wide in shock. "Yeah," he muttered back. "But kinda hot."

More magic lashed the doorway, throwing smoke and sparks. The other two robed ponies were a touch smarter than their counterparts and had not left their posts, preferring to snipe the open doorway from where they were. "These two are mine," Bruce snarled, and stalked across the room, his scalloped cloak flaring behind him.

The two conspirators had been clever enough not to jump into the open doorway like their luckless friends. They hadn't been observant enough to realize that they themselves were standing in front of a second set of doors. Said doors were smaller, but more than stout enough to stop a pony from breaking out.

Normally.

They were firing down the hallway, backs pressed to the doors, when the oaken panel next to their heads exploded in a cloud of splinters. Before either of them could do more than yell in shock, something-- some thing, all webby and wingy and gleaming white fangs and yellow eyes-- reached out through the pony-sized hole, seized the first of them, and dragged him screaming through. There was a brief shriek of terror and the sound of a hoof cracking against a jaw, then ominous silence.

The second guardpony backed away from the half-shattered door, eyes bugged out. He wasn't fast enough. A black-clad figure leaped through the hole straight for him, knocking him flat to the floor and pinning him with its weight. A blurred-fast hoof struck him across the horn, vibrating it like a tuning fork and removing all notion of casting any more spells. Black webbed wings mantled over him, blotting out the feeble light. "WHERE DID THEY TAKE HER?" the terrible apparition roared at him, striking him again.

The conspirator squealed and held his hooves up. "You can't do this! Royal Guards can't do this!"

"DO I LOOK LIKE A GUARD TO YOU?" the fangs gleamed white in the snarling face. "LAST CHANCE, WHERE DID THEY TAKE NYX?"

The conspirator hadn't been selected for his brains, or his courage. "To the roof, to the roof, they've got the ritual set up on the roof!"

"If you're lying to me--" the yellow eyes narrowed to blazing slits.
"I swear to Celestia--"

"SWEAR TO CELESTIA?? SWEAR TO **ME!!**"*** the demon raged.

"I swear I swear I swear!" the hysterical pony shrieked. "Oh Celestia, oh Luna, oh mommy--" his eyes crossed and he passed out.

Bruce Mane stood up. "They're on the roof," he said to the ponies clustered in the doorway, who were staring at him in round-eyed amazement. "What?" He looked back at the wreckage behind him. He snorted at them. "A pony kicks down two quarter-ton doors, and I'm the one that amazes you? Really."

Twilight shook her head. "Right. To the roof everypony!" The ragtag group galloped for the stairs.

Applejack hung back and stared at her date, an indescribable expression on her face. He saw her look and half-grinned awkwardly. "...I always wanted to say that kind of stuff," he said. He took off after the others. Applejack stood there a moment, staring after him, her face strangely hot. "Hooee," she murmured, fanning her face with a hoof. "Whole lot more to that feller than what shows on the surface..."

Nyx fled in terror through the castle, the Conspirators close behind. Mostly close behind. A few. Okay, most of them were just flat out winded.

"Another chase," Zeta moaned, flagging to a halt at the foot of another stairwell. "Chased her down once, oh no, that wasn't good enough--!"

"Oh shut up," Eta panted next to him.

"I make donuts for a living, I'm not built for this!"

"You'd be more built for it if you didn't regularly eat half your inventory," Eta sneered.

"Look who's talking," Zeta snapped, panting. "You sickly little stick-- you've had to stop to rest twice as often as I have--"

"Oh stow it," Eta said. "Come on, this chase is almost over anyway."

"How would you know," the portly Zeta grumbled.

Eta pointed up the stairs. "The little ninny keeps running UPstairs," he grinned. "Those pegasus genes betraying her. She wants to get up high and fly away..."

Zeta grinned as well. "...but she can't. Too bad Alpha prepared for that," he finished. The two shared a sinister chuckle and began wheezing their way up the stairs after their prey.
Nyx was in terrible trouble and it was only getting worse by the second. The terrible ponies after her were getting closer by the second. Worse, she’d been trying to use her magic the entire way; all the little tricks Uncle Shining had taught her. But they weren’t working. Something was blocking her spells! She had no way of knowing it, but the entire castle was thrumming with magic set to capture alicorns; it was more than enough to scramble her tiny magics into uselessness...

She came out of the stairwell at top of one of the palace's many crenellated towers, still littered with lumber and rope from the renovation. It was open to the night sky. There was no stairwell down. She looked back; the first of the robed ponies had appeared in the trap door and was climbing out onto the roof. Panting wildly she raced to the edge and climbed up on the wall.

She was still learning to fly; as it was she could, just barely, manage to flutter up a few feet, or hover for a few seconds. But she could flutter safely to the ground from this height.

She hoped.

The tower roof began to fill with robed ponies. With one last look back, she spread her tiny wings and leaped.

And smacked painfully into a forcefield that shimmered indigo where she splatted against it.

She slid off and fell to the rooftop amidst the mocking laughter of the robed ponies. "Nice try, Nightmare," Sundae Sprinkles said. "But I didn't just put a dome over the palace. I took the precaution of capping off all the towers as well. I didn't feel like chasing a flying filly from rooftop to rooftop all night." Magically animated ropes lashed out and hogtied the dizzy filly, leaving her unable to move a wing or hoof tip. A suppressing ring was forced down roughly over her horn, snuffing out her magic. Nyx cried out in fear; she'd never had her magic sense blocked before. For a unicorn it was like being blinded.

Sundae Sprinkles--- Alpha, that was all she could think of him as, a simple name like Sundae Sprinkles sounded too kind and normal to belong to the sneering, glaring stallion looking down at her--- Alpha lifted her in his magic grip. She could see all the castle, lifted up in the air like this. Her breath caught in her throat; was he going to just throw her over the side, let her dash to pieces on the ground far below? "I think I've had enough running up and down staircases," he said. "We'll be taking the shortcut, everyone."

His horn flared. Piles of abandoned construction materials, planks and ropes stacked to one side of the roof by the long-gone construction ponies, animated with a tell-tale glow. Boards and ropes flew to the edge of the tower, lashing themselves together in an arching bridge that stretched out over the castle, reaching out to the main rooftop. Confidently, Alpha strode out on the glowing structure, Nyx in tow like an errant carnival balloon. He looked over his shoulder. "Well, come on," he said. "Just a few more minutes and this will all be done. This is no time to dally!"

Cautiously, Alpha's fellow conspirators followed.

Twilight and her friend's ascent through the castle was anything but swift. The Alphabet Gang's members had strewn obstacles and booby traps in their wake, and the rescuers were having considerable difficulty getting through them all. Rainbow Dash and Thunderlane, thinking like
typical pegasi, had tried to dive out a window and shortcut to the roof, but had only splatted painfully against a forcefield. They were all stuck together fighting their way through magically sealed doors, exploding booby traps, tripwires, magically greased floors and anything else the fleeing villains had managed to throw over their shoulders.

If anything, the Palace's decor was taking the worst of the conflict. Applejack and Big Mac were smashing through barricades, magically sealed doors and malevolent animated furniture with hoofblows that splintered solid oak and teak while Shining Armor and Twilight zapped the bejeezus out of everything else. Several of the palace's opulent halls were going to need redecorating. And possibly structural reinforcement.

Every obstacle only increased Twilight's fear for her daughter; every time her fear turned up another notch, she unleashed her magic with a little less care, a little more fury. By the time they reached the top floor of the palace, the brickwork was left glowing with heat in her wake. Shining was beginning to fear his sister was going to level the castle long before she ascended it.

At last they ascended the final stairwell, blasted aside the last magically enhanced door. They galloped out onto the castle rooftop, weapons in hoof, wing and horn, battle cries on their lips....

They were too late.

As soon as they set hoof out on the rooftop, they were driven back by a blast of wind. The Alphabet Conspirators stood together on the roof in a circle. Inside the circle of hooded ponies was a smaller circle of foot high stone obelisks. Inside of these in turn was an enormous diagram, an eye-watering maze of circles and lines that glowed with eldritch light. Twilight recognized it: a dissipation matrix, a spell designed to rip magic apart and disperse it into oblivion.

At the center of this pattern lay Nyx, bound and helpless and crying in terror.

"NYX!" Twilight screamed. She ran forward, heedless of the swirling wall of power that surrounded the Conspirators like the vortex of a tornado. There was a crackle and a flash of light, and she was knocked backwards, barely saved from going over the edge of the roof by Ink Spot. Everyone with wings tried to fly up and over the whirling barricade, only to be blown back by the hurricane-force winds. The rescuers were sent sprawling; the robed ponies within barely felt their robes stir in the breeze.

The leader, Alpha, Sundae Sprinkles, stepped into the circle. He took place in the pattern, opposite the prone and crying filly, and prepared to place the thirteenth obelisk. Twilight could only watch, despairing.

Then without warning, two white and gold streaks fell from the sky, swift as lightning, like the righteous wrath of the gods themselves.

Lightning Blitz and Sundiver had arrived.

It had been a long, rough night for the two bodyguards. They had spent the majority of the evening sneaking furtively about, flying frantically back and forth, trying to find their frustratingly elusive charge. In the end they had resorted to flying up as high as they could over the castle, to try and see if they could catch a glimpse of her anywhere. The only result of their effort was that they smacked against the dome sealing the palace and had become stuck like two bugs in amber, nearly a thousand feet straight up.

They had remained stuck there the entire time. But just when it looked like all was lost, the binding spell sticking them to the inside of the dome finally weakened, and they had flung themselves straight
down, determined to deal a world of hurt to the robed ponies threatening their charge. They hit the stones so hard they cracked, and without exchanging a single word, turned and bucked the cult leader square in the face.

All Alpha knew was that one moment he was placing the last obelisk, the next he was facing two very angry-looking royal guards--- and the next his vision had been blotted out by four back hooves. He didn't so much sail out of the circle as rocket out of it, hurtling past his fellow ponies and smashing into the energy vortex surrounding the ritual. There was a massive discharge, lightning bolts arcing everywhere as Sundae Sprinkles twitched and jittered and spasmed like a frog in a Bug Zapper. He fell to the ground, his robe smoking.

The ponies outside the circle cheered and applauded as the two guardsmen rushed to retrieve their charge. Lightning Blitz knelt by Nyx, pulling out his pocketknife. "Hang on, kiddo, we'll have you out in a moment." Sundiver, meanwhile, being just a hair more magic-savvy than his partner, had run to the thirteenth obelisk and was trying to pick it up. He wrapped his hooves around the stone block and heaved to no avail. "It--- it's stuck---" He grunted.

Twilight Sparkle realized what was about to happen. "Don't--!" she shouted. She was a split second too late. The obelisk in Sundiver's hooves lashed out. Lightning danced over the guardsman's armor and leapt to his partner. They both jitterbugged in place for several seconds then slumped to the ground.(1)

Sundae Sprinkles got back to his feet, blood running from his nose. "Don't break the circle!" he shouted frantically. He staggered back in place and used his magic to drag the two unconscious guards out of the circle. He flung them out through the barricade with the others. He took the obelisk in his hooves and turned it a quarter turn to the right. The circuit was finished. "We've done it!" he shouted to the others, joy on his face.

The zigzag glowing lines all over the castle flickered and died. Sundae Sprinkles realized what must have happened. "Hold your ground!" he shouted to the others as the dissipation spell rose in pitch to a roaring whine, and the vortex barricade redoubled its speed. "Nexus has undone the trap--- but he's already too late!"

Ponies poured onto the roof; Spell Nexus, with Flitter and the Cutie Mark Crusaders clustered around his heels; guards in various states of costume and armor.... The princesses teleported in with a flash. A dozen different spells lashed at the vortex, trying to disperse it. But Sundae Sprinkles was right. Noone could get past the vortex now. All anyone could do, even Celestia and Luna, was watch helplessly as the spell unfolded.

Nyx floated in midair over the spell matrix, tears streaking her face, crying for her mother. The ropes had frayed away, and were replaced with glowing chains, manacles binding her to the rooftop by her neck and all four hooves. She could feel the dissipation spell tearing at her, pulling her in every direction at once, her skin, her mane, her eyes, her teeth, her bones, her insides.... magic-- her magic, the tiny internal reserve inherent to an alicorn filly--- pouring out of her and whipping away in the thaumatic wind. She felt like an icicle melting in water. It hurt.

_I don't want to not exist._

She could see all the faces of the robed ponies now. Some were impassive. Some were guilty, looking away as she cried and screamed for Twilight...

_I don't want to die._

The worst, though, was Sundae Sprinkles. His face was wreathed in joy. Joy, and victory. Like
someone who is convinced that he's just saved the world...

*I want to live!*

...Because *she* was going to die.

It didn't hurt anymore, the pulling. She floated in midair, her purple mane and tail streaming in the wind, her eyes leaking light, black swirls like smoke rolling off her body and whipping away to nothing. She looked out past the barricade, and saw all the other ponies there watching. They looked so shocked, staring in horror. She saw all her friends, Flitter, the Cutie Mark Crusaders, Snips and Snails... some of them were crying. She saw the Bearers of the Elements of Harmony--- it looked like Rainbow Dash and Applejack were yelling something at the robed ponies. They were probably using bad words, too. Fluttershy was hiding her face.

*I'm so sorry, I love you all, I don't want to go*

Spike was crying too. He was helping Ink Spot hold Twilight back from the deadly barricade. Her Mother

Was screaming Nyx's name, tears washing down her cheeks, struggling to get out of Ink Spot's hooves, to run to her

*Oh Mommy, I love you*

She tried to shout it out loud, she thought she did...

*But I guess I was never really real after all*

She saw Celestia and Luna, staring through the barricade, pain in their eyes, and

*something else*

A question. What was that? A tear, a smile? an unspoken question, somehow she could hear it, not with her ears but down in the root of her heart---

*Silly thing.... if you aren't real....*

*then what is it in you that loves so much?*

It was all there at the last second. Nyx gasped, the spark of understanding finally lighting in her face....

Then there was a brilliant flash, a vast, white light....

The vortex faded. The Ponies of the Order of the Greek Alphabet all collapsed, exhausted. The runes of the dissipation spell winked out.

And the form of a tiny black alicorn filly fell lifelessly to the stones.

With a cry of anguish, Twilight raced across the rooftop and flung herself on the still little form. Guards fell on the incapacitated ponies of the Order, manacling them and slapping suppressors on anything that had a horn. Sundae Sprinkles didn't care; it was over. At long last their hard work and careful planning had paid off. The kingdom was saved. He looked up to see Princess Celestia
standing over him. He beamed up at her in joy through his bloodied face. "It's over, your Majesty," he said. "We've done it. We destroyed Nightmare Moon, once and for all."

The Solar Diarch's face was as impassive as marble. Despite his victory, Sundae Sprinkles felt a chill wash across his soul. There was nothing so cold in the universe as a sun that will not give its warmth.

The Lunar Diarch was not so restrained. "Is that what thou believest thou hast done, fool?" she said scornfully. She pointed at the circle of mourning ponies gathered around Twilight. The victorious grin on Sundae Sprinkle's face withered and died, turned to confusion as he beheld the unmoving form cradled in the weeping unicorn's hooves.

"But..." he said, confused. "But there shouldn't be a body." There was a sudden stillness as all those in earshot, especially those who had been part of his order, realized what he was saying. "There shouldn't be a body," he repeated, confusion turning to dismay, dismay to horror. "She-- she was just a magical construct. A blob of spell-magic animated by Nightmare Moon's evil memory--- She should have evaporated into nothing." He looked around, pleading for someone to confirm what he said. "She was just a construct, that's all, just a magical thing...!"

"A THING?!" Twilight lay down her daughter's body and got to her hooves. The rage and grief on her face were unspeakable. "A THING?! She was a child!" Her horn blazed, her eyes blazed. She stalked toward the horrified conspirator. "She was a little girl, with hopes and dreams and ponies who loved her--" She stood facing her child's killer, lightning arcing from her eyes and shattering the flagstones at her hooves. "And you MURDERED her, you miserable stupid ignorant COWARD!"

She lunged for him, a handful of frankly terrified guards barely holding her back. She shoved them aside with a telekinetic backhand. "YOU MURDERED MY LITTLE GIRL!! I'LL KILL YOU FOR THAT--!"

An alabaster form stepped between her and her horrified, unresisting target. Celestia spoke; she didn't shout or even raise her voice, yet it echoed among the castle towers like thunder. "Twilight, stop," she said. "Do not do this."

Just barely, Twilight restrained herself. "Why?" she demanded, half mad from grief.

"Because your daughter does not need to see her mother kill somepony," the Princess said. Twilight stared at her in bewilderment, then looked back to where her daughter lay.

The tiny midnight form twitched, moaned... sat up. "Mommy?" Nyx said faintly.

With a scream of joy Twilight flung herself at her daughter. In the next instant the two of them were dogpiled by their friends--- the Elements, Spike, the entire CMC, even Snips and Snails--- all laughing, crying, and cheering.

Sundae Sprinkles slumped to the floor, overcome. He did not even look up when Princess Celestia turned to look down on him. "You are very very fortunate that alicorns are made of tougher stuff than a common pony," she said. Her voice was like the sun had gone out. "A normal filly would have been killed by having all their magic sucked out like that."

"She was a real child... a real child all along," He bowed his head. "I was... so certain she was just... just an animate spell... just a blot of rogue magic, like a parasprite or a timber wolf..."

"As if it would matter, had she been?" Princess Luna boomed at him. "She lived and felt and
loved, matter it not what her form were made of-- and thou wouldest have destroyed her!"

He refused to look up. The magnitude of what he'd done was evident on his face. "Your majesties, I only ask you spare the others-- they trusted my knowledge and experience...." He looked up, shaking with fear. "I take full and sole responsibility for all our actions--"

"And well you should," Luna said, her eyes narrowing. "And the price of your crimes shall be paid in full." Her horn flared with terrible power.

"Don't hurt him, Princess!"

Startled, Celestia and Luna looked over. Nyx had sat up in her mother's embrace and was waving weakly at them. "Don't hurt him, Princess," she repeated. "Please." Her face was suffused with fear.

Fear of what we might do to him, Luna realized. For all that Sundae Sprinkles had done, the child was frightened of what the Princesses--- what Luna--- might do. Evil is frightening, but justice in wrath is terrifying. She let her magic fade. Perhaps wrath and vengeance were not appropriate here. Not now, not this time.

She shared a glance with her sister; the same thought was in the solar diarch's eyes. Celestia's expression softened, just a little bit. "Very well. He and the others must stand trial for the laws they've broken, but the Court---"

"The Court of the Night and the Day," Luna interjected.

"Will take note of your call for leniency."

Nyx squinted.

"She means they still gotta get punished but they'll go easy on 'em," Spike translated. He glowered at the chained cultists. "Way easier than they deserve, probably."

"Oh."

"For now, I think these conspirators need to be put someplace for safekeeping," Celestia said. "I don't mean to be rude, Sister, but I don't think it would be wise to use the dungeon cells here to lock them up. I'll be teleporting them to the holding cells in Canterlot."

"Agreed," Luna said dryly. "Mayhap after my architects have gone over the plans again to check for any untoward surprises, but for now, Canterlot will suffice." She stood over Sundae Sprinkles, glowering down at him. "Remember this always, Sundae Sprinkles," she said. "You owe your life to the very one you would have destroyed."

Celestia nodded, "I'll be back in a flash," she said. With a flash of light and a volley of pops, she and the chained ponies vanished.

Twilight cuddled Nyx in her forehooves as if she was afraid the filly would disappear if she let her go. "Are you okay, sweetie? How do you feel?"

Nyx stuck her tongue out. "Like I was a bottle of soda pop someone shook up... and then let all my bubbles out," she said weakly.

Everyone laughed. "That'd be the magic drain," Aunt Cadence said. "That spell sort've fizzed up your magic and then pulled it all out of you."
"All of it?" Nyx asked fearfully.

"Oh don't worry, dear; you just need to build your reserves back up again," Cadence said. "Here, let me give you a little boost." the tip of her horn glowed, and a glowing spark floated out and settled on Nyx's horn. Nyx "mmmm"ed and stretched as the magic flowed into her. It felt like drinking hot soup when you didn't realize how cold and hungry you were, sending warmth to all the nooks and crannies in her body. She sighed.

"Better?" Aunt Cadence asked.

Nyx nodded. "Better."

An orange hoof reached down and noogied her. "Now never do that again!" Scootaloo said.

"Yeah, you scared the muffins outta us!" SweetieBelle said, giving Nyx a hug.

Amidst all the hugs and cheers, Nyx noticed one particular filly holding back. She was standing off to one side, well away from the group, looking at them wistfully. "Flitter!" Nyx called out. "What're you doing way over there? Come over here!" The Changeling filly shook her head. "Oh come on--" Nyx said, beckoning with her hooves.

"I can't be your friend," Flitter said, heartbroken. "I-- I'm a Changeling."

"So?"

"I'm a monster," came the faint reply.

Nyx rolled her eyes. "Hi, maybe we haven't met. I'm Nightmare Moon. Maybe my big brother the dragon can introduce us?"

"Yeah, who cares about that?" another Crusader said. "You're nice! And you helped Nyx!"

"See? You're our friend already, darn it," Applebloom said. "So you might as well git over here."

Flitter took a hesitant step. Then another. All she saw were welcoming faces. Even Rumble, who was still fighting his phobia, stood his ground and gave her a shaky smile. Flitter's face broke into a smile a mile wide, and she galloped over to join the others.

Pinkie Pie was busy hopping around the group with glee. "Oh boy, this is the greatest," she said. "Baddies beaten, good guys together, new friends all over--- you know what this calls for?"

"A party," everyone in earshot said, deadpan.

Pinkie stopped hopping and gave the group a look. "Nah, we already got one of those downstairs. Geez, I was hoping one of you guys might have an idea for a change."

Princess Luna chuckled. "Well, ere we return to the festivities, there are a few matters brought to mind that must needs be attended. Am I right, Sister?"

Celestia reappeared with a soft pop! and a flash of light. "Indeed. But it is your castle-- if you would do the honors?"

Luna nodded. She looked out over the crowd teeming on the rooftop and raised the Canterlot Royal Voice, casting it through the entire castle. "Attention, my little ponies! If you would all proceed back inside, there are some few Royal matters that we must need attend to, ere the festivities.
resume. We will be addressing you all within the hour." With a few murmurs of assent the ponies began filtering back down the stairwell into the palace.

Nyx and Twilight walked together, all but clinging to each other's side. Despite all the pain and fear of the past few hours, neither could stop smiling. Twilight nuzzled Nyx's forelock. "And how are you feeling, Nyx?" she whispered.

Nyx smiled and rested her cheek on her mother's shoulder. "I feel... real."

1)Somewhere in time and space, a drill sergeant was facehoofing.
As the crowd descended back down into the Lunar Palace, Nyx was struck by one impression: 
*chaos.* For every pony that had borne witness to the events on the palace rooftop, there were a dozen others; Ponyvillians, Canterlot nobility, guards and guests and countless castle staff who had been partying or going about their work one moment, and imprisoned in a bizarre magical bubble-trap the next. The Ponyville ponies were alarmed, the nobleponies from Canterlot were angry and raising a fuss, both the Day and Night Guard were trotting about, double time, to secure the compromised castle, and the castle staff were scurrying frantically to set things aright and soothe frazzled nerves.

Much to Nyx's surprise, two or three of the palace staff, nurses from the palace hospital wing, swooped down on her and Twilight with blankets and hot cocoa, and started clucking and fussing over them like mother hens. It seemed kind of silly-- it wasn't like they'd been trapped out in a blizzard or something. Still, she hadn't realized how her tummy had been doing the jibblies after all the excitement. With Twilight and Spike and Ink Spot huddled up beside her and the warm blanket over them all and the chocolaty cocoa in her hooves, somehow it did make her feel better, all warm and safe.

And it was nice that other ponies were caring about her and Mom, even if it was just their job.

Other ponies--- ones carefully watched by the Guard--- were busy under the guidance of Spell Nexus, removing certain "decorations" and chiseling odd bits of engraving and crystalwork out of the floors, walls and ceilings.

Ponies just milled around in the palace, trying to get their bearings after the ruckus, but eventually the Guards got organized and began passing word on to everypony that the Princesses were ready to speak, and that everypony should gather in the throne room. The crowd shuffled in, not knowing what to expect.

When they got inside, the Princesses--- Celestia, Luna, and Cadence--- were standing at the dais, overlooking the crowd. Uncle Shining was standing there as well, next to Aunt Cadence. They were flanked on either side by stern looking armored Guards, from both the Day court and the Night. The musicians, the castle staff, everyone had crowded in. The nobility had crowded in the first few rows as if it were their just due. Everypony else, even the Elements of Harmony, were forced to stand behind them. Even Silver Spoon's and Diamond Tiara's family were only barely included in the front rows; Nyx could see them both huddled next to their disgruntled-looking parents. (She giggled a bit when she saw they still had confetti stuck in their manes.)

Some of the nobility were kicking up a rumpus, trying to shout over each other at the Princesses. Celestia and Luna let them continue like this for a minute, letting them wear themselves out, then flared their wings for silence. The chattering roar dropped to a murmur, then silence. (Nyx felt a little twinge of envy at that; if she'd ever tried to flare her stubby little wings for silence, her friends would have laughed her out of the room.)

"Ponies of Equestria," Luna said in the ensuing silence. "We summoned you all here so that we could let you know what has occurred here today. We thank you for your patience, in light of these
recent events.

"Not much more than one year past, not far from this very place, ponies who were infected by dark magic attempted to resurrect the mare of darkness, Nightmare Moon. They both failed-- and succeeded. A child was born-- an alicorn child. A local mare found the filly, took her in, raised her as her own, and in that short time worked a dramatic change. The cult returned; she was given the full power of and memories of Nightmare Moon..."

"But not before the love of a mother had worked its power on her," Celestia stepped in. "Though she did go forth to conquer Equestria, the love and friendship she had been shown changed her heart. She put her own life on the line protecting the people of this town from terrible monsters, and subsequently surrendered the throne back to its rightful rulers: myself, and my sister." Celestia smiled enigmatically. "But most of you here know that much of the story."

She motioned with one wing for Twilight and Nyx to come forward. They did so, awkward under all those eyes, and stood before the Princesses, facing the crowd.

"She was stripped of her power, restored to the innocence of fillyhood that she had lost, and given to her adoptive mother --- My most faithful student, Twilight Sparkle. To be raised in love and happiness and in the values of Harmony by which our nation thrives." She reached down and briefly nuzzled both of them, a gesture that startled them both. Then she looked up at the audience.

"Earlier this evening, a group of badly misguided and foolish ponies abducted this child and attempted to destroy her with a spell of dispersion. They failed. Badly. They have been captured, and are now in prison in Canterlot awaiting trial. They will be thoroughly investigated, as will all their associates--- for anyone who may have contributed to, or funded, or encouraged them in their project." She looked up at the audience. Her eyes were suddenly stony.

"We are not pleased at this attempt on her life."

Her voice was like the Sun had gone out. Ponies all over the room shivered involuntarily.

"We know of the gossip and the rumors, and those that have spread them..." she shot a chilling glance at the newponies and their photographers who had joined the festivities--- "that Nyx, a mere filly, has somehow ensorcelled one of us, or possessed us, or corrupted us with her power. Let us inform you that this is foolish rubbish. Were she even capable of such a thing, she would certainly not have been so easily captured by a handful of conspirators in bad robes and cheap masks."

"We are also aware of the fable that Nyx is not a 'real' alicorn or even a 'real' pony, that she is some animate wisp of magic." Did she glance deliberately at Diamond Tiara and Silver Spoon when she said this? " Allow us to assure you, this is also foolish rubbish. She is a pony, made of flesh and blood and skin and bone, the same as any other. She has a mind and a heart and a soul, like any other. And we are profoundly disappointed in those who would spread such hurtful lies." This time the glance at Tiara and Spoon's families was deliberate.

At this point Princess Luna stepped forward. Where Celestia's lecture had been been like the Sun hiding its face, Luna's was like the light of the Moon on a cloudless winter night; mercilessly baring what one thought was hidden in the dark with cold, clear luminance. "We also know of the more callous speculation by our nobles. That Nyx is merely laying in wait, hatching her plots, biding her time while her tiny, weakened body grows in power, then she will attempt to overthrow us yet again." Her glower at the nobility spoke volumes. "We know these things well, because thou wast saying no less about your own Princess of the Night not long ago." Several upper crust ponies blanched and studiously looked away. "No, your carefully cultivated whispers against us did not go unnoticed. And.... mayhap tis true." Several ponies looked at her in surprise. "Indeed, mayhap I am
plotting the downfall of Equestria and of my sister this very minute! Mayhap this grade-school filly plots mine own demise as well!" She fluttered her wings at them in mock horror.

"Or perhaps not." She gave the surrounding ponies a dry look. "I sinned against my country and against my sister most terribly. But I have paid penance since then, and have dutifully and loyally served thee, my subjects. My heart has long recanted my past evils, and, I trust, I have found favor in thine eyes."

"And if I, how much more so this child, who needed no purging of the Elements, but *abdicated her throne of her own free will*? And who moreover did in her remorse defend this village with her very life? Hast thou already forgotten the hideous wounds which she suffered on thy behalf? Hast thou forgotten how she freed us-- again of her own free will-- and subjected herself to our justice? No more sincere a repentance can be asked than that."

"And, if despite all that has passed, she doth indeed plot against us, I would fain hope that thy princesses can thwart the plottings of a child who is yet learning to make pictures with glue and macaroni!" A halfhearted chuckle went up at that.

Nyx scowled a little. "Hey, the little macaroni bits are *sticky*..." she muttered under her breath--- not quite low enough to avoid being heard by those in the front row. Fresh laughter greeted this.

"Well said," Celestia nodded to her sister. "*Nyx* is a living being, with rights the same as any other. She is one of our little ponies-- a citizen of Equestria."

"And let it be also noted that she is *family,*" Cadence said, speaking for the first time. "She is my niece, by marriage. As such she is part of the royal family, and the Crystal Empire will look with great disfavor on anyone who attempts to harm her, or her mother."

Nyx's eyes went round. *Royalty? I'm actually royalty?* She looked at her mother; Twilight's pupils were pinpricks.

"And she is, by extension, a member of the Equestrian royal family as well. In... a complex fashion," Celestia said, rolling her eyes meaningfully at her sister. *The royal genealogists were going to have fits trying to figure out where to put Nyx on the family tree...* "Though not in line for either throne, she is our kin, and we regard her as under our royal wing." The tiniest sly smirk crossed her face. *Thouugh perhaps Nyx might like to claim her proper place in the ascendancy to the throne--?"

"NO!" Nyx and Twilight yelped. "Um, no, no thank you, Princess," Twilight said.

"No," Nyx added. "No. No, no no. NO. Heck no, actually. ---No."

"Ah. Well then." Twilight and Nyx's sigh of relief was heartfelt. And echoed by many of the more politically savvy who were present. It would be noted with amusement for generations hence that this humble and artless refusal did more to persuade most ponies present of their lack of ambition to the throne than all the flowery speeches and elegant written denials before or after.

"This stated, we feel that we have been... neglectful in certain matters," Celestia said sorrowfully, much to her audience's surprise. "Much of what has happened here this night is attributable to misplaced fear... and that fear to ignorance and misinformation that we--- no, I--- should have been more dutiful in correcting.

"Long ago, my sister fell from grace," Celestia continued, looking over at Luna. "Her redemption depended upon her true name and true past being forgotten. And thus the fable of the terrible Nightmare Moon was born; a fell creature who preyed upon children and terrorized the night. Once
"But in letting these hobgoblin tales linger, I did poorly. Children feared the hobgoblin; they in turn feared their princess. There are those who say a child's fears are a little thing; I say to you that a little hurt is still a hurt. Those fears left to lie made my sister's first years a difficult thing, shadowed by them. And in Nyx's case, her life from its first moments was ruled by them, and redemption and acceptance turned into a trial. The ponies who came here tonight came here because of ignorance and fear. They came here to destroy a monster; a monster who does not exist.

"Let us no longer teach our children to fear monsters that do not exist."

There was a brief silence. Then, slowly but with growing enthusiasm, ponies began to applaud. After the applause died back down, Cadence spoke. "Please let the children come forward." There was some shuffling as the crowd did so. They lined up in front of the dais, hooves scuffing nervously. Cadence stepped down, lowering her head to look them in the eye. "Tell me, children; do you know what happens to the candy you leave for Nightmare Moon?"

There was some mixed mumbling about Nightmare Moon eating up the hoard of candy rather than eating the foals in question. "...Really? Children, what we want you to understand is: there is no Nightmare Moon..."

"Wait...." Pipsqueak squeezed his way to the front of the crowd. "But Princess Luna is Nightmare Moon!"

"Well, it was more that she was trapped inside Nightmare Moon," Cadence began... but at Pip's baffled look she relented. "Okay she sort of was, but she got better---"

Pip's expression cleared for a moment. His pointing hoof moved to Nyx. "So Nyx is really Nightmare Moon--"

"No, she's what used to be Nightmare Moon."

"But-- But you said Princess Luna used to be Nightmare Moon..." Pip started looking bewildered. "So you're saying Nyx is Princess Luna??"

"Wait, what? No!"

Pip's space helmet clunked on the floor. "I'm confused and my head hurts."

Shining Armor snorted in amusement. "Here, dear," he said to a frazzled Cadence, "Let me make it simple for him... kids, what she's saying is there's no Nightmare Moon anymore."

The light dawned on dozens of young faces. "But....if there's no Nightmare Moon, do we still have Nightmare Night?" one filly asked worriedly.

"Of course," Cadence said, relieved to be back on solid footing. There were relieved smiles at this. But a few expressions turned thoughtful. "But... what about the candy we leave for Nightmare Moon?"

"That is what we wish to tell you, child," Luna stepped in. "What you left at the statue, Nightmare Moon didn't take. Your parents took it and gave it to colts and fillies like you, who were sick or in the hospital and could not get out to trick or treat for themselves. You do not have to leave your treats for Nightmare Moon anymore..." she stopped and smiled. "Though I hope that some of you still will, now that you know where it really goes." The grins she received in reply gave her
"And we now have some few brief proclamations this night," Celestia said, suddenly serious, "Before we return to the festivities. Snips, Snails, Spike, Scootaloo, Peewee and Owlowiscious--step forward and be recognized."

There were several very audible gulps as the named parties edged out of the crowd. Memories were obviously winging back to a little fracas around the statue of Nightmare Moon; The only ones who didn't look nervous were Peewee and Owlowiscious. "Earlier this night, I, Princess Celestia, had a little confrontation with you six," she said, her face a mask. "I flew into the grotto where the statue of Nightmare Moon stands to retrieve the candy left there tonight. Imagine my surprise when I found Nyx there long after the Grotto was to be abandoned." Nyx blushed a bit; Twilight gave her daughter the stinkeye. "I confronted her while in the guise of Nightmare Moon....unfortunately I was a tad too convincing, and sent her and her friends into a panic.

"There would be little more to this tale, save that in the ruckus Nyx's friends came to the conclusion that I was about to gobble Nyx up.... and being no more than children themselves, with no weapons or arms and little or no magic, launched a counterattack against a monster of childhood fear itself to save their friend." A slow smile spread over her face.

"Rarely indeed have I seen such bravery. Stand and be commended for thy courage." She lowered her horn and tapped each one of them, gently, on the brow. Spike and Scootaloo were transfixed with glee. The expressions on Snips and Snails' faces were indescribable.

"Sundiver and Lightning Blitz, step forward and be recognized." Two battered, singed, and defeated looking guards stepped forward. "You two, alone, faced the Order that sought to harm your charge, and struck against him with all valor. Stand and be--" Sundiver lowered his head and looked away; Lightning Blitz shied back, shaking his head. "What is wrong, my guardsponies?" Celestia said sympathetically.

"We don't deserve any commendation," Blitz said gruffly.

"We were supposed to protect her. We failed. We tried to save her and only fell flat on our plots," Sundiver said mournfully.

"You do yourselves a disservice," Celestia said. "You acted with great valor."

"And we failed," Blitz said. "I'm sorry, your majesty, but we cannot accept this from you."

"Then you'll accept it from me!" Nyx said suddenly. She dashed up to stand before the two of them. "You were brave. You were! I was so scared, and there you two were, like heroes out of a storybook to save me-- and you even bucked the bad guy in the face for me! You two are my heroes, no matter what anypony says. So there's my commendation for bravery!" She reached up and kissed Lightning Blitz square on the cheek. Then she spun around and did the same for Sundiver. "So there!"

There wasn't so much a chorus as a tabernacle choir of " D'awwwwwws." The two guards blushed red as beets. Lightning Blitz 'harrumphed' and looked up at the Princesses. "We'll... return to our posts. With your permission, your Highnesses?" Celestia smiled and nodded. The two guards nodded, turned about face, and hastily marched off. Noone missed the smiles on their faces, or the fact they held their heads a little bit higher.

Nyx stood there for a moment watching them go and smiling, till it sank in what she'd just done.

She'd kissed two guards.
On the cheek.

Right in front of a bajillion ponies.

Eeeeeeep! Face flaming, she scurried back to hide behind her mother.

"There is but one final proclamation," Princess Luna said. "In the name of the Court of the Night, I call forward Trill, Buzz, and Flitter. Step forward and be recognized." A small group came from the back; what looked like a mare, a filly, and two ponies bearing another on a stretcher. The murmur of the crowd at this sight grew to a tumult as the ponies saw that the mare, filly, and colt on the stretcher were all Changelings. The stretcher-bearers set Buzz down at the foot of the dais; the changeling stallion had been bandaged and had one leg in a splint— and was, strangely enough, chewing on a candy cane. His wife and daughter huddled with him before the Night Princess.

"SILENCE!" Princess Luna fanned out her wings. The audience grew still. "This night, one of our own was put in peril by an evil conspiracy. At great risk to her own life, for the sake of friendship, knowing she had but little hope of any help, this child, Flitter—" she motioned toward the changeling filly—"did seek to save the life of her friend, and warn us of a conspiracy against the throne." She gestured to the father. "In turn, her father, for no benefit to himself, at great risk of life and limb, did put himself in harm's way to protect an innocent.

"Up to this day, since the birth of their daughter, these beings have lived in our own Everfree Forest, beside if not among us, doing no harm, living peacefully, and only seeking to be left in peace. Only breaking their secrecy this night, to throw themselves upon our mercy... and even then not hesitating to lift wing, horn and hoof in the aid of right against wrong, e'en though it imperiled them greatly.

"I have offered them reward, and their only request was to be allowed to live as free citizens of Equestria." The crowd began to murmur again. "They have earned my favor. As Coregent, I hereby proclaim them to be free and lawful citizens of Equestria, under the protection of the crown, and subjects of the Court of the Night—"

The crowd erupted. The nobility, especially, freaked. "You go too far, Princess Luna!" one duke shouted when the tumult died down enough to be heard. "Changelings as citizens and members of the Court? Never!"

"Leave them alone!" a high voice shouted.

Heads turned to see who it was.

Out of the colts and fillies stepped Pipsqueak. He took a spread-foot stance in front of the crowd, placing himself square between the Changeling family and the onlookers. "Flitter's our friend! She's nice! She never hurt anypony! And she even tried to save the Princesses! Leave her an' her Mum and Dad alone!" He scowled at the crowd defiantly through his bubble helmet, visibly daring anyone to cross him and test his little pony wrath.

It almost seemed to be a signal. Slowly at first, then in a rush, the Cutie Mark Crusaders gathered around Pipsqueak, shoulder to shoulder, scowling defiantly at the courtiers and nobles who were raising the most fuss. Finally even Rumble, his whole body quivering with his repressed phobia, stumbled up to join the others.

Princess Luna could not help but notice the pegasus colt shaking in fear. "Art thou afraid of these Changelings, little one?" She asked. Her voice was gentle— but more than clear enough to be heard by all present.
Rumble looked up at her, his mouth dry. "I am," he said shakily. "I can't help it. I'm more scared of them than anything in the world..." he looked out at the crowd. "But that's not their fault."

"Flitter's a good pony, and if she's anything like her parents, they're good ponies too."

The joy on Flitter's face was palpable. Any pony that looked could see her eyes were wet.

"Well said," Luna said. She addressed the crowd again. "Our colts and fillies have learned to conquer fear this night; shall we their elders do any less? Again I state: As Coregent, I hereby proclaim them to be free and lawful citizens of Equestria, under the protection of the crown, and in their particular, subjects of the Court of the Night."

Many ponies in the audience, seeing mere colts and fillies giving the benefit of kindness to these strange creatures, had a change of heart of their own. But not all were so easily turned. The courtier who had spoken earlier was fuming still. "We shall see about this!" he threatened.

"It is already done," Luna replied coolly-- even if at impressive decibels of her own. "There is aught to 'see about,' and thou hast not the power to overturn it."

"Hah!" Pipsqueak shouted. "Best princess ever!"

The duke sputtered. "Princess Celestia-- you can't let her do this!"

"She doesn't 'let' me do aught," Luna retorted. "I am Coregent, fellow ruler of Equestria and of full and equal authority, as well you know-- and as well you and your fellow nobility conveniently and repeatedly forget."

The duke's face went from red to purple. "We have put up with the games of a young, inexperienced princess long enough," he huffed. "If you go through with this folly, the Court of Night will have no support in anything from me or my house!" A few other nobles shouted 'hear hear.' "Only the Court of Day will have any voice with us!"

"So that is how you intend to play it?" Luna asked. "Thou wouldst pit myself and mine sister against one another?" The duke tipped his nose up. "Tis an old game you play, Duke Wellington; played since time immemorial... by every bratling who sought his own way by pitting one parent against the other."

"Call it what you will, Princess," he huffed. "But if the nobility pitches its favor behind one court, the other must give in."

This was it. Lights went on for dozens of ponies as they saw this play out. They finally realized how the titled nobility had been playing this precise game all along.... ignoring the Court of Night, forcing the "weaker" Princess to have to continually go through the other to get anything done.... and thus through the lords and nobility that aligned with the Day. Pitting sister against sister and gleaning more power to themselves.

Luna stepped down from the dais and strolled slowly over to the Duke. "Well then," she said.... Her midnight blue form peeled away like smoke. Standing before him was Princess Celestia, The Coregent of the Dawn. 

".... you'd best be sure which Princess you're talking to, then," she said with a smirk.

The duke's chin could have scraped the floor. "Whaa--" he looked over at the other Celestia, the real Celestia, surely... who was even that moment fading to starlight and indigo, Princess Luna revealed. "You see, Duke Wellington, I've long been aware of this game you and the other nobility have been
playing with my sister and I. Pitting one against the other, shuffling all the power to the Nobility in
the Day Court, keeping me surrounded by nobility and high-society courtiers to try and isolate me
from the common pony, diminishing the power of the common people by isolating them to the
Night... it's true my sister and I don't agree on every idea. That is why we are Coregents; to keep one
from automatically overruling the other, forcing us to compromise in both directions. Very naughty
of you to mess with that.

"So Princess Cadence came up with this little suggestion. From now on, my sister and I are going to
do a little crown-swapping from time to time. She gets the Court of Day, I get the Court of Night...
and no, we won't tell you when, or for how long. In fact, you won't even know when it's happening.

"From now on, you will have to treat us as equals. You will have to pay attention to both Courts.
Because you'll never know whether the Princess you gave the runaround last week will be breathing
down your neck the next."

"Fear not, good Duke," Princess Luna chortled, walking up to stand next to her sister. "We shall
refrain from starting our little game for a few weeks yet..." With a flash of indigo and gold they
swapped forms yet again.

"Or will we?"

The duke made a sound like a cat choking on a hairball and fled. The Princesses pranced up the dais
steps to cheering and whistles. "Now, my little ponies--"

"-- let the festivities recommence!"

The DJ powered up and hit the switch. The long-interrupted party spun back to life. When noone
was looking, the two Princesses chuckled and high-hooved.

"Let it be said, Sister--"

"--We Rule."
The party resumed. The atmosphere was a little different, of course; there were quite a few more armored guards at the doorways before, for one thing. But the music was boisterous, the lights and glowsticks were plenteous, the castle staff had the feast tables groaning, and after Pinkie and Pokey's first stagedive of the evening the attack by the Conspirators was forgotten. The fear and tension lingering in the air dissipated like a bad dream, and what could be more fitting in the Court of the Night than that?

Not to say there weren't ponies discussing the recent events. In particular, a large group of colts and fillies with a noted obsession with cutie marks were gathered around the punch bowl, mulling over all that had happened, and what it meant for one of their number. "Wow... tho you're royalty now," Twist said soberly.

"Umm, sorta." Nyx shuffled her hooves. "I guess?"

"Does that mean you're gonna have to move away to Canterlot?" Dinky said sadly. Several of the other Cutie Mark Crusaders looked distressed at that.

"No! ...I... I don't think so," Nyx said. She cast her eyes around, looking for an answer. She didn't want to go to Canterlot and be a dumb Princess. Not if it meant she had to leave Ponyville and all her friends. She had a sort of mental blink of surprise when she realized how she felt. Boy, I really have changed, she couldn't help thinking.

There was a subtle cough behind her. She turned around; standing behind her was Spell Nexus. "I don't think you have to worry any about that," he said with an off-angle smile.

Nyx scuffed a hoof and gave him a puzzled look. "How do you know?"

"Well, I do hang around the Courts, and I'm somewhat versed in all things Nobility and Royalty and what have you," Spell Nexus said, casually buffing a hoof on his fake beard. "What the Princesses were saying is that you and your mother are 'Peers of Royalty.' Like... a cousin or an in-law," he explained. "It's just a way of saying that you're not going to be a Princess or anything, but It's a way of letting people know that you're family, and very, very important to them." He cocked an eyebrow. "And a way to warn people who would try to hurt or take advantage of you that it's a very bad idea."

"Anyway, they just got through saying you WEREN'T a Princess. Having you move in with them would sort of make it look like they were lying, wouldn't it?"

"So don't worry; they're not going to rope you into moving in with them," Spell Nexus chuckled. "You're going to stay right here in Ponyville for the foreseeable future."

There was a collective sigh of relief from the Crusaders, Nyx especially. "But... after all this.... what if something else bad happens? Like-- like tonight? What if they decide the only way to be safe--"

"Oh well, yes, there is that." Spell Nexus frowned thoughtfully. "Well that would be a pickle wouldn't it. I suppose they might go so far as have you and your mother move in with Luna...." he waved his hoof at their surroundings, indicating the Palace of the Moon. ".... all the way out here ?"
"Oh, that's brilliant!" Pipsqueak said, grinning at Nyx. "You don't have to go to the Palace anyway. The Palace already came to you!" The mood of the little crowd brightened considerably.

"Applebloom will thure be glad to hear that," Twist said. She looked around. "Thay, where ith she anyway?" The rest of the group looked around; strange enough, the CMC club leaders were all missing.

Spell Nexus looked around as well. One needn't stay in Ponyville long before learning that particular threesome was a vortex of calamity when unsupervised. "Ah, there they are, over by.... er, whatever those ponies are setting up," he said, pointing to one corner of the room. That corner of the room had been curtained off. he could see behind the curtains from this angle; A small cluster of workponies were busy setting up a pair of arcane, technical looking contraptions rather near to the DJ, and all three parties seemed to be in an argument over which one had precedence. Scootaloo, SweetieBelle and Applebloom had ducked under the curtain and were in the thick of things, watching everything going on with keen interest. "Oh dear," Nexus muttered. "I hope those gentleponies can handle those three..."

"Look, I was told to set this up, and I'm settin' it up!" one of Sapphire Shore's roadies said.

"Not here you're not," Vinyl Scratch said. "You're too darn close to my setup! And I'm using those power outlets myself!"

"It was a gift for the Princess!" the roadie protested.

"I was hired to play this party by the Princess!" Vinyl said. She had an LP running and her gig was on autopilot for a few minutes. She hated that. Her glare could pierce right through her tinted glasses. "I am not going to compete with a karaoke machine on this job!"

"Hey, whaddabout me?" Another roadie---this one sporting Ziggy Stardust's logo on his team jacket---protested. "This 'Prance Prance Revolution' machine cost a mint, and Zig don't want it sitting in a box collectin' dust!"

"Will both of you get out of my mane?" the DJ screeched. "Are you all idiots? We can't run a DDR, a karaoke, and a DJ setup at the same time! It'd just be NOISE---hey kid, quit messin' with that stuff!" This last was directed at Applebloom, who had managed to nose her way into the piles of half-assembled electronic equipment.

Applebloom ignored her and pored over the diagrams and manuals strewn about. "Hold on, I got an idear," she said, starting to plug wires together.

"Hey, hey, hey, kid--" the Sapphire Shores roadie protested, starting to intervene. The roadie from Ziggy Stardust cut him off. "Hold on," he said, looking over the setup Applebloom was plugging together. "I think I see where she's going with this."

Encouraged, Applebloom continued to work. "See? It's set up to play music from any album. If we run the output from the DJ's setup in here--"

"Yeah..."

"--- and then out from the karaoke machine to the DDR...."
"Oh now THAT'S clever."

"Ooh, I like it, kid." Vinyl Scratch cackled, giving Applebloom a noogie on her ribbon. "You sure you ain't half robot for real?"

Applebloom giggled. She waved eagerly, pointing to the left and the right. "Just set up the dance floor thingys on either side, there-- and the karaoke microphone and screen in the middle!"

"Got it!" The two roadies hustled. Vinyl leaned over Applebloom's shoulder and rubbed her chin thoughtfully. "Slick trick, kid," she said. "But I bet we could tweak it. Here, we'll put some headphones here... and run the feed back through... yeah, that way I can tweak it on the fly before it goes to the speakers... and we add some extra microphones--"

In short order, they had a rather.... unique conglomeration up and functioning. Vinyl Scratch's table and soundsystem was now flanked by two DDR dance boards, each with a microphone mounted in front of it. Out in front of her table stood a karaoke microphone and stand, complete with a "follow the bouncing ball" lyric screen. The whole mess was wired to and synchronized by Vinyl Scratch's gear. "Oh yeah, we done made somethin' here," the redoubtable DJ said, rubbing her hooves together. "Okay, let's---"

Suddenly Applebloom had a burst of inspiration. She grabbed Vinyl Scratch's headphone cord and pulled her down so she could whisper in her ear. Several seconds passed, with her whispering frantically and pointing over to Sweetie Belle, who was flipping through Vinyl's collection of albums. Vinyl looked confused at first, then grinned conspiratorially. "ohh, you ARE a clever stinker, aintcha?" she muttered to the diminutive Apple. Applebloom just grinned and nodded. "Okay, I'm in.... Hey kid!" Vinyl shouted at SweetieBelle, making her jump. "C'mon, we need to give this a test run. Get on the mike, there..."

SweetieBelle stared at the karaoke microphone like it was a king cobra. "What?" she squeaked.

"Re-lax," Applebloom said, rolling her eyes. "We're behind curtains, remember? nopony can see ya." She waved at the curtains hiding them. "We just wanna test the microphones." She trotted over and helped a weakly protesting SweetieBelle put on the headphones and climb up on the stool. "Jest sing a quick song so Vinyl can... um..." Applebloom tried to think quickly.

"So I can balance the sound," Vinyl interjected, grinning. "Don't worry, it'll just run through the headphones. Got a favorite?"

SweetieBelle hesitated, her epic stage fright warring with her love of music. It did look like it'd be fun, and if noone was watching or listening..."

"C'mon, kid, we only got a few more minutes on that LP," Vinyl urged. "Pick one you know by heart."

"O-okay.... " grinning nervously, Sweetie pulled the enormous headphones down over her ears and rattled off the name of one of her current favorites.

"Okay, here we go," Vinyl Scratch said. "You two, on the DDR boards..." Scootaloo and Applebloom eagerly complied. Vinyl cranked up the DVD, picked the track and set the volume. The DDR boards started flashing, arrows scrolling up the teleprompter-style screens. And as the first few notes of the song started playing, SweetieBelle did what Applebloom had been desperately counting on....

She closed her eyes, and started to sing.
It was rare for SweetieBelle to sing, except in front of her two closest friends. From experience Applebloom knew, when SweetieBelle really got into a song, she sang the whole thing from beginning to end without opening her eyes. Between that and the enormous sound-blocking headphones, she never heard it when DJ Pon-3 turned on the speakers; she never saw it when the two roadies pulled the dropcloth curtains away, spilling the light and sound into the rest of the enormous ballroom.

"Welcome, Colts and Fillies, to the ultimate par-tay! The name of the game is 'Match the DJ,' Dance or sing, you gotta beat me at my own game! So let's hear it for our first contestant-- SWEETIE BELLE!!"

I whip my tail back and forth
I whip my tail back and forth
(Just whip it)
I whip my tail back and forth
I whip my tail back and forth
(Whip it real good)
I whip my tail back and forth
I whip my tail back and forth
I whip my tail back and forth
I whip my tail back and forth
Hop up out the bed, turn my swag on
Pay no attention to them haters 'cause we whip 'em off
And we ain't doing nothing wrong
So don't tell me nothing, I'm just tryna have fun
So keep the party jumping....

The reaction from everyone who knew her could be summed up in two words: Jaw. Floor.

It was fast and peppy and the two fillies dancing either side sang accompaniment even as they shook a tailfeather keeping up with the flashing floorboard and scrolling arrows. But there was no mistaking that SweetieBelle was the star of the performance. She belted out every line, throwing every inch of herself into it, even shaking a tailfeather or two herself atop her barstool. Before the first chorus the audience was whistling and cheering her on.

The song came to an end in a roar of applause. SweetieBelle opened her eyes...

"And let's hear it again for SweetieBelle!" the audience roared.

SweetieBelle froze, her eyes like saucers. This was it. She was dying. A heart attack, she was sure of it, and at such a young age too... a single word got out between her frozen lips, picked up and amplified a thousandfold by the microphone:
"ERMAGERSH..."

And she toppled from the stool.

She lay there, stunned, the audience's laughter strangely distant. What? Here came a couple of stagehands... she was saved!... wait, what? They were setting her back up on the stool??

"Sorry, kiddo, you gotta do THREE songs, that's the rule."

Unbelieving, SweetieBelle shot a look back at her. You're EVIL, she thought at the DJ as loudly as she could, but all she managed was a whimper and a wide eyed, trembling lipped pout that would have melted the heart of Sombra himself.

Alas, DJ Pon-3 was made of sterner stuff. "We'll do a slower number for this one, okay?"

SweetieBelle looked out at the audience. It never occurred to her to refuse, she was so shellshocked. She couldn't run; she was frozen in terror. Her legs were trembling so hard that the stool she stood on was shaking. She cut such a figure of pathos that heartfelt "awwww"s were heard all over the room-- -sympathetic sounds she unfortunately couldn't hear, for the roadies had put the earphones back on her. She stared down at the karaoke screen and took a shaky breath.

I just have to sing two more songs, she told herself. Just sing two more songs, and then get away.

Just sing...

The music played.

Many nights we prayed

With no proof anyone could hear

In our hearts a hope for a song

We barely understood ....

Her voice was weak, shaky. She wavered and trembled on every line. But then something happened as she finished the first stanza: a second voice, rich, strong and gentle, joined in--- right next to her. She looked over; standing right next to her, singing almost cheek to cheek, with her of all ponies...

Was

ERMAGERSH

Sapphire Shores!!

Now we are not afraid

Although we know there's much to fear

We were moving mountains

Long before we knew we could, whoa, yes
Sapphire Shores had been close in on the sidelines, waiting for her present to the Princess to be unveiled. Well, it certainly hadn't been how she'd expected, but she and Ziggy weren't about to complain. Darned clever, by golly. She'd been impressed by the little unicorn filly's singing, too.

Ponies didn't know it but under all the celebrity flash she had a heart as big as a double platinum album. When the poor thing keeled over like that it had cut her to the heart. She knew stage fright from way back, and her heart went out to any little filly who was dogged by that old rascal.

So when that second song started--- one off her own album, sakes, a fan!--- she did the only thing she could think of to help: she stepped in to back her up.

Whaddya know, it worked.

By the chorus, the junior diva's voice had swelled to match Sapphire Shore's own.

*There can be miracles*

*When you believe*

*Though hope is frail*

*It's hard to kill*

*Who knows what miracles*

*You can achieve*

*When you believe somehow you will*

*You will when you believe...*

Audience forgotten, stage fright, that old rascal, whipped back in his corner to sulk, nothing left up there but the two of them and the song. The two of them *belted* that dusty old number out with heart and soul.

*Somehow you will*

*You will when you believe....*

And closed it out with a flourish, to cheers and applause.

"Not bad, kid," Sapphire said to SweetieBelle with a wink. "A little rusty, but nothing a little time and practice won't fix--" *and she saw a flash of light at the filly's hip.* Somewhere out in the darkened room an uproar broke loose.

It was obvious the filly felt something too. She gasped, her eyes going wide. "Was that...?" she whispered.

Sapphire Shores chuckled. "Take a look, hon," she said.

SweetieBelle held her breath and turned her head to look at her hip. Running across her flank was a stylized pink heart, with a curling tail like a musical note.

Her shriek of glee blew out three subwoofers.

A split second later she was mobbed by a horde of foals dressed in pony from the future costumes.
They swept her off her stool in the middle of her frantic victory dance and piled into her. The cheering, shouting, and yes crying took nearly a minute to wind down. SweetieBelle rose up out of the ponies mobbing her and threw her forelimbs around Sapphire's neck, shouting "Thank you" over and over again to the startled and amused pop star.

Applebloom, SweetieBelle and Scootaloo clustered together in the middle of the cheering mass. Sweetie hugged both of them fiercely. "Ooooh, I don't know whether to hug you or slug you!" she laughed.

"Oh well--- One down, two to go," Applebloom said. She looked with undisguised longing at SweetieBelle's cutie mark.

She noticed that Scootaloo was staring at her with obvious surprise on her face. The pegasus pointed at the earth pony's flank. "Uh, two down, one to go."

Applebloom blinked and looked over her shoulder. There it was; a gear overlapping a bright red apple.

...And there went two more subwoofers.

"Hey hey hey," Vinyl Scratch finally said over the speakers. "You still got one song to go, kids!"

The three-part rendition of "Equestria Girls" that followed was loud, artless and perhaps slightly off-key, but no less joyous for all that.

Spell Nexus applauded with the rest. A midnight blue figure was applauding next to him. He turned and bowed to Princess Luna.... at least he assumed it was Luna...

My, weren't things going to get interesting at Canterlot Castle, he reflected. "Greetings, your Highness," he said. "Interruptions aside, the party is going swimmingly."

The Princess didn't reply at first. Instead she looked longingly at the celebrating throng of foals in front of the DJ stand. "Ah, and so two of the original three gets her cutie mark," she said, a little wistfully. "I've known them for ages. It almost feels like the end of an era...."

Spell Nexus reflected on that, a little sadly. Those three had obviously stuck together through countless trials, not the least of which had been at the hoof of he himself. He hadn't forgotten how that trio had risked their necks sneaking into Nightmare Moon's castle under his own malevolent watch, just for the sake of a fellow 'Cutie Mark Crusader.' He could see said Crusader in the middle of the mob, cheering for the two cutie marked fillies as loudly as anyone. It would be a tragedy if that band of friends drifted apart....

He'd seen it before; friends as close as blood falling away as time and tide and their own special callings carried them to the far corners of the earth. What would happen to that tightly knit little group now, as their separate interests pulled them away from each other? What would happen to the little alicorn as she watched her friends grow up, move away, lose contact--- their ties severed by countless miles?

"It's not right," he muttered to himself. Luna overheard him and gave him an inquisitive look. "What will happen, I mean. As they grow and scatter and fall out of touch. Our whole society revolves
around the principles of Harmony and Friendship, yet we let mere distance and time and circumstances... cut off those life-giving relationships, let them fade and die like branches cut from a vine." He shrugged in his robe, the bells on the hem jingling faintly. "And we pay for it. What might have been avoided, had we not fallen out of friendship with the Buffalo in Appleoosa? What might have changed had I not let myself become so insular in my studies and cut off from my distant colleagues-- and from yourselves, Highness-- that I could become infested with dark magic and nopony noticed?" He glanced at Luna. "What might have been different had you and your sister not become distant, a thousand years ago?"

Luna nodded. "It seems a problem for all ponydom," she agreed. She glanced at him. "Twould seem a fitting challenge for a retired archmage to set his hoof to. Wouldn't you agree?"

Spell Nexus blinked, then grinned. "Hint taken, your Highness," he said. His mind turned over slowly. There had been some projects he'd been tinkering with over the past few years; variants on scrying and teleportation, mirrors and crystal spheres... and there was news coming out of the Crystal Empire of some extraordinary developments in magic mirrors....seen in a different light, they could have whole new applications-- he felt his enthusiasm, long dormant, start to spark. "Yes indeed. It would be a most fitting challenge," he said thoughtfully.

The Kara-DDR-DJ-oke was a hit. Ponies were soon lining up to either try their hoof at the DDR floors or their voice at the karaoke mike. Some were good, some were bad, some were hysterical, but all were fun, and even the stuffier of the upper crust ponies were having a good time. Fancy Pants and his (very!) pregnant wife Fleur De Lys did a duet that had all the mares crooning. Snips, Snails and Spike had the crowd rolling with their rendition of "The Monster Mash" and "Purple People Eater"--- then Snails surprised them all with a spot-on performance of "Dead Man's Party."

Twilight caught her daughter's punch before it spilled and righted it. "Looks like it," she giggled. Nyx gaped up at her mother.

"But how? How did you get her..."

"Oh, Fluttershy's timid enough, but get enough punch or cider in her and she's an animal," Pinkie Pie said, bouncing in place next to them.

Twilight gave her a quizzical look. "The punch isn't spiked, is it?" she asked uncertainly, pointing a hoof at her cup.

"Nopye dope. But Fluttershy got hold of some once. Now she gets that way if she even tastes something with multiple fruit flavors. I think it's a deeply entrenched psychosomatic reaction fixated due to her subconscious need for a psychological release for her repressed emotions."
“Yes, that does make--- what?” Twilight did a double take at the hyper party pony, then decided to skip it.

Someone shone a spotlight down on Fluttershy as she stepped up, picking out the glitter dusted in her coat and mane. The music started up; she swayed in place in time to the beat for a moment, then closed her eyes and sang.

*I get high on a buzz*

*Then a rush when I'm plugged in you*

*I connect*

*When I'm flush*

*You get love when told what to do*

*Wonderful electric*

*Wonderful electric*

*Wonderful electric*

*Cover me in you*

*I'm in love, I'm in love*

*I'm in love with a strict machine....*

She sang as she swayed in place, sweet and breathy, caressing the slow, smoky lyrics with her perfect voice. Every stallion in the place was staring like his brains were dribbling out his ears. As for her date? Caramel looked as if you could have set his mane and tail on fire and he wouldn't have noticed. He stood there with a goofy grin and a burning face as the maybe-not-so-timid Fluttershy crooned straight to him, staring him straight in the eye over the microphone. There was no lasciviousness in it; just an openness and uninhibition that delighted and drew like a spring rain.

She reached the last few notes to enthusiastic applause, and segued into the next song without a pause. Vinyl Scratch was no fool-- she knew if she gave the mercurial pegasus a chance to lose her nerve and panic, she would.

*Look around, wonder why*

*We can live a life that's never satisfied*

*Lonely hearts, troubled minds*

*Loking for a way that we can never find*

*Many roads are ahead of us*

*With choices to be made*

*But life's just one of the games we play*

*There is no special way*
Make the best of what's given you

Everything will come in time

Why deny yourself

Don't just let life pass you by

Like winter in July....

If the first song was sultry and smoky, this one was cool and clear like a snowy breeze across the skin. Ponies sighed; this was a sort of magic you couldn't get from an alicorn.

The song trailed off. Fluttershy blushed and smiled; the applause this time was muted and respectful, but no less enthusiastic. To everyone's surprise she leaned toward the microphone and spoke.

"And this one, um... is for Princess Luna. If... that's all right...."

The tune, old and sweet and familiar to nearly everypony there, began to play.

Moon river, wider than a mile

I'm crossing you in style some day

Oh, dream maker, you heart breaker

Wherever you're going, I'm going your way

Two drifters, off to see the world, there's such a lot of world to see

We're after the same rainbow's end, waiting round the bend

My huckleberry friend, moon river and me....

It was an old song, sung since before anypony could remember, in languages long since forgotten-- a lullaby loved for ages. On the second play-through every pony there was singing along. Even the Day and Night Guard in their somber posts were moving their lips to the lyrics.

What Fluttershy could never have known was that it was older than anyone knew... it was a secret both the Sisters kept as a private treasure: the song was a lullaby the Princess's own mother had written to Luna, and sung to her in her crib. Tears welled in both the Princess's eyes at the warm memories, but Luna openly had tears running down her cheeks. She hastily brushed them away with a wingtip, smiling. There was no way Fluttershy could have ever known...

Or could she?

The applause was, once again, long and sincere... but there wasn't a dry eye in the house. As sweet and beautiful as Fluttershy's performance was, Luna was wise enough not to leave the party in a melancholy mood. "Methinks we hast found our winner," She said cheerfully, stepping forward and mantling a wing over the blushing pink and yellow pegasus. The crowd heartily voiced its agreement. With a flicker of magic Luna summoned a rosette ribbon and pinned it to the shoulder of Fluttershy's dress. The blushing pegasus eepy-squeaked and nearly vanished into her own mane.

"But now, tis my turn." Luna waved her horn, sending a disc spinning through the air to DJ Pon-3's waiting hooves. She stepped up to the microphone.
Then she spotted Nyx. To everyone's surprise, she lit up her horn. Nyx, who had been feeding chips from the buffet to a happy Peewee, squeaked in surprise as she was suddenly lifted into the air and set onstage next to the Night Princess. Peewee, irate at having his snacks interrupted, fluttered after and took to an orbit around Nyx's head.

Luna looked her up and down, taking in her princess from the future costume. "Very nice," she said into the microphone. "I think I shall call her..... Mini Me...."

Noone could put a hoof on why it was so funny, but the audience cracked up. She leaned down and whispered to the befuddled filly, "Ready?"

Nyx saw the first line of lyrics scrolling up. She recognized the lyrics immediately and her face split in a grin. She nodded eagerly. Luna chuckled and signaled for Vinyl Scratch to start.

In the time she spent recuperating from her banishment, Luna had obtained the finest sound system bits could buy, a copy of nearly every album in existence, and had spent her idle months acquainting herself with the music of the era. It had been an aesthetic shock at first--- the last time she'd heard pop music, lutes had been all the rage--- but she'd quickly developed a taste for modern music. Among her favorites had been a particular one by yon Sapphire Shores, from her latest album(1)--- to the point of being her own secret private anthem.... to the amusement and/or annoyance of every pony within earshot of her private chambers.(2)

She waited till the opening drumroll, and with a flash and a burst of purple smoke, she was suddenly garbed in Nightmare Moon's armor-- only this set was polished to a chrome-like sheen, and trimmed with rhinestone diambelles that glittered in the spotlight like sparklers. Her neck and ankles were garnished with ropes of thumb-sized silver beads, and her barrel was wrapped in sleek chrome bedecked with still more faceted diambelles. Her outfit stood out all the more starkly against her boiling indigo mane and her night-colored coat.

Music blasted out of the abused speakers, and the Royal Canterlot Voice opened up:

Don't make no difference if I'm wrong or I'm right
I've got the feeling & I'm willing tonight
Well I ain't nobody's angel
What can I say?
Well I'm just that way
Hey, ey
I've got the stuff that you want
I've got the thing that you need
I've got more than enough
to make you drop to your knees
'Cause I'm the queen of the night
The queen of the night
Oh yeah, Oh yeah, Just say it, say it, say it
'Cause I'm the queen of the night

The queen of the night

Oh yeah, Oh yeah, Oh yeah, Yeah....

The CMCs shrieked with glee. DJ Pon-3 cranked the volume and hit the strobes, and soon the crowd was in three portions; those gaping in shock, those laughing their plots off, and those--- generally anypony too young to care--- dancing and bopping away as their regal princess Diva'd her way through one of Sapphire Shore's raucus rock and roll numbers, with Nyx right beside her.

Twilight Sparkle didn't know what to think. But the sight of her daughter headbanging away with Peewee as Luna wailed on the karaoke machine certainly made it a memory worth keeping.

1)the aforementioned notorious "If It's Too Loud, You're Too Old." The reader is free to mull over the symbolism of an immortal alicorn owning and playing such an album.

2)Four guards and her sister.
Chapter 26

Applejack and Bruce Mane staggered out into the cool night air, still gasping from the antics of some of the ponies trying their hoof at the DDR-Karaoke-DJ machine. After seeing the Duke of Trotshire desperately flailing away on the dance pads as his wife mangled "Can't Stop Til You Get Enough," they'd both fled for the balcony, laughing so hard they could barely breathe, let alone walk. Bruce leaned on the railing, his scalloped cape draping around his shoulders as he chuckled, eyes wet. "Oh mercy, that belly jouncing away as he tried to dance," he chortled.

Applejack leaned against the stone railing next to him, laughing herself. "Ah he was bad enough, but his wife, I think she set back the music industry twenty years."

Bruce chuckled. "It's been quite a night, hasn't it."

"To quote my brother, Eeeyup. Ah hahahahahahaha hahahah I saw the wings, Bruce." Applejack's laughter shut off like turning off a tap. She leveled an armor piercing glare at the pony in the BatStallion costume and waited.

He sort of grinned and let his head drop. "So you've been waiting all this time--"

"To get a straight answer from y'all," Applejack finished. "I figure I'd wait till we had a private moment, but I'm gettin' an answer."

Bruce Mane sighed and straightened up. He pulled off his cape and cowl and set them aside. "Fair enough." He reached up to his throat and unsnapped a small choker. There was a faint shimmer. His coat turned dark; his dark mane turned snowy white. His ears grew longer and pointier, with tufts on the end; his eyes turned emerald green with slit, catlike pupils. He grew two sharp long canines, and two webbed batlike wings that somehow she'd been unable to see a moment ago fluttered briefly.

Applejack's eyebrows shot up in surprise. "Y-you're a--"

"A thestral," the transformed apparition before her said. "Also called negasi, or batponies." he shrugged. "I hide it with an illusion spell. Usually in a tie tack, though," he said, holding up the choker in his hoof.

Applejack frowned, puzzled. "But why would you have to hide that?" her eyes went wide. "Hokey smokes, you really are Batstallion---"

Bruce Mane laughed. "No, no I-- well..." he paused and grinned. "Yes, and no."

"Come again?"

Bruce chuckled and led her over to a stone bench to take a seat. "It's a bit of a long story, actually."

"Well, I got all night," Applejack said, taking a seat next to him on the bench. She shivered a bit at the chill night air; Bruce gallantly draped his discarded cape over her shoulders and furled wings. "Thank y' kindly." She couldn't help staring at him. It was still him, but the changes in his appearance were both subtle and dramatic at the same time. They took an enigmatic businesspony and made him into a creature of the night.
"Not a mare to be put off with light words, eh?" Bruce asked.

"Not when there's a truth to be bucked loose from the tree, no," Applejack said. "Go on, you were sayin'?'"

Bruce Mane took a deep breath and let it out. "You have to understand something; Thestrals aren't... very... accepted. It's different nowadays. Especially with Luna's return, and so many of us serving in her Royal Guard. And I suspect that it wasn't ever as bad out here in the country as it was in the cities, but--- ponies are afraid of us. We're dark, sinister, frightening." His fangs glittered in the dark as he grinned. " Heck, even the gryphons and minotaurs get the heebie-jeebies around us."

"There are a few thestral families. But we're born from time to time into otherwise ordinary pony families." Applejack nodded. The Cakes were both earth ponies yet they had a pegasus and a unicorn baby. It happened rather frequently that way, especially out in the country where there were fewer folks to bunch up in groups, and marrying 'across the divide' was more common. "But many ponies regarded a colt or filly born a thestral to be 'cursed with Nightmare Moon's mark," Bruce went on. "Back twenty or so years ago, thestrals were second class citizens. Abused, mistreated, harassed."

"Really?"

Bruce nodded. "In Manehattan, back when I was a colt, it was especially bad. So bad that abandoning such children for adoption was common. That was my fate. I was dumped on the steps of a Manehattan orphanage, abandoned by my own parents."

"What??" Applejack was shocked. She'd heard of such things-- as rumor or gossip. But to know it was real was another thing entirely. "Now that's downright terrible!" Applejack burst out, scowling. To someone for whom family meant so much, it was unbelievable sacrilege.

"I won't disagree with you on that," Bruce said, his mouth a flat line. "I was one of the lucky ones. A successful businesspony and his wife adopted me, raised me as their own. But they hid what I was; gave me an enchanted button to wear to disguise me as an earth pony. Don't think badly of them for that," he said hastily. "They loved me as dearly as if I were their own foal; they did it to spare me the racist bullying and ostracism I would have gone through. Yes, even the son of wealthy businessponies would be treated like second-class citizens, right in one of Celestia's cities, if they'd known what I was."

"I'd think you'd have had more pride than that," Applejack said.

"You can't eat pride, Applejack. And it won't mend missing teeth and blackened eyes--- or broken wingbones or slashed wing-webbing," Applejack put her hoof to her mouth. "Yes, all that and more happened to thestrals in Manehattan back then. And pride won't stop racist bigots from running your father out of his business for raising a 'Nightmare tainted' son."

"So, I passed as an Earth Pony. And kept right on passing as one, through my whole childhood.

"Eventually my parents passed on. They were fairly well on in age when they adopted me. They left the family business to me. I kept their business going, made it prosper, went corporate, branched out into all sorts of little side-businesses, made a little empire-- all the while passing as an earth pony.

"Well, time went by and late one evening, I was taking a late night stroll when I saw a young fellow getting thrashed on by two other ponies. I've always hated bullies, for obvious reasons, and seeing those two laying into a helpless victim got me riled up. I've been a martial arts student since I was young-- my parents had insisted, so that I could defend myself-- and I rushed right over and foolishly
put myself in harm's way.

"I got a few good licks in. But in the struggle, the tie tack with my disguise spell got torn away, and lo and behold, the muggers ran screaming for their lives. Fangs, glowing eyes, bat wings...They thought a minion of Tartarus had sprung up out of the ground and come after them. Shortest heroic battle ever." He chuckled at the memory. "I was worried the poor fellow I was trying to rescue would go into screaming fits too, but instead he starts gushing about how that was 'the coolest thing he ever saw.' " Bruce laughed aloud.

"I helped him gather up his art supplies and we introduced ourselves. It turns out he was an aspiring comic book writer, who was struggling to come up with a new and riveting superhero character. We got to know each other. He was fascinated by my story, and it inspired him---"

"And he came up with BatStallion," Applejack finished. She recalled the familiar story; about a millionaire's son "cursed with the mark of the Thestrals" who witnessed his parents' murder at the hands of a street thug, and who was only spared because his unveiled visage terrified the villain into fleeing--- and who went on to battle crime as BatStallion, swearing to use his frightening natural form to strike terror in the heart of evildoers everywhere.

Bruce nodded. "The pegasi had WonderPony; he sold me on the idea of giving thestrals everywhere a hero of their own. I bought out a little printing company-- and I do mean little! It was scarcely more than a shopfront-- and put him in charge. And, within a month, the first issues of BatStallion rolled off the presses." He smiled and flexed his wings. "I even modeled for the first few issues."

"So that's what you're gettin' at when you said you were BatStallion-- an' you weren't." Applejack chuckled and pulled his cape closer around her shoulders. "You're an interesting feller, Mr. Mane."

"Seeing as it's coming from a pretty interesting lady, I'll take that as a compliment." He looked at her. "Tonight has been most enjoyable, Miss Apple. I hope that we can repeat it some time in the future?" His green cat-slit eyes were earnest.

Applejack regarded him from the corner of her eye. She'd always been a blunt and straightforward mare, from a clan of blunt and straightforward ponies; even before becoming the Bearer of the Element of Honesty, she'd always found other ponies to be an easy read-- or at least took them as such, she reflected.

But there was something about this Bruce Mane... he was as honest and forthright as any mare could ask, and yet at the same time she saw new surprising layers to him every time she looked. It was a refreshing change of pace from all the stallions she could read like a book. And it seemed to bring out something a bit coy in herself.

"Ah think that might be possible," she said with a smile.

The palace's infirmary was spacious, comfortable, well staffed and well equipped. At the moment it was also happily seeing very little use. Despite the rumpus unleashed by the conspirators, few actual injuries had occurred-- just a few bruises and sprains and scraped knees from ponies who had lost their footing when the mage-bubbles had popped. A few bandages or liniment and they'd been swiftly sent on their way.

There was however one visitor who was receiving more thorough care. Buzz the Changeling had
taken a pretty painful beatdown from the conspirators; he had a great number of bruises and cuts, and his barrel was bandaged for at least three broken ribs. He was resting on one of the cots, munching on some cheap sugar-stick candy to build his strength, while his wife and daughter stayed at his bedside.

The nurses and doctor on duty were a tad hesitant to approach any of them. They weren't well-versed on Changeling medicine, for one thing, and it was hard to overcome the jitters that the alien-looking ponies gave them. They were professionals, though, and did their best.

The door to the infirmary opened. A poufy red mane appeared, attached to a bespectacled cream pony. "Hi," Twist asked. "Ith it okay if I come in?" Without waiting for an answer the peppermint pony backed into the room, dragging a familiar trick or treat bag behind her.

Flitter brightened up considerably at the sight of her. "Hi, Twist!" She hopped forward to greet her friend-- then hesitated. Things had changed....

Twist didn't hesitate. She dropped the bag next to the bed and gave Flitter a warm hug. "Hi Flitter! I'm glad you're okay. Everypony wath worried after all that thuff that happened." She looked up shyly at the adult Changelings. "Hi," she said. "I'm Twiitht. You mutht be Flitter'th Mom and Dad." She scuffed a hoof. "I'm thorry you got hurt, thir..."

"...It happens," Buzz finally said with an awkward shrug. He was no better versed at talking openly with ponies than ponies were with talking to Changelings. He cast about for a new topic of conversation. "So, what's in the bag?"

"Oh, that'th Flitter'th Trick or Treat bag," Twist said, to Flitter's squeal of delight as she dove into the bag. "She lefth her whole bag of candy at the Nightmare Moon ThTatue," she said, her voice implying just how unthinkable this was.

"You we'd bag a'd god ib for be?" Flitter said, resurfacing with a mouthful of candy and several canes in the crook of her hoof.

"No, it wath Nyx," Twist explained. "She would have brought it herthelf, but her Mom won't let her out of her thight right now--" The door creaked open again. This time a small indigo alicorn stuck her head in. "Hello?"

"Come on in, Nyx!" Nyx stepped inside-- closely followed by her mother and Ink Spot. The alicorn filly stepped over to the bunk where Buzz lay. She clapped eyes on the bandages. "Oh gosh, you're hurt!" she blurted out.

"It's okay, it... looks worse than it is," Buzz said.

Nyx kicked one hoof shyly. "I wanted to thank you and Flitter personally," she said. "You two... saved my life."

Buzz grunted. "From what I hear, it was you being a real pony that saved your life," he said.

Twilight interjected. "In the end, maybe...." she said. "But if Flitter hadn't caught them in the act--- if you hadn't delayed them--- they would have gotten away with it before anypony figured out what was going on. They would have had all the time in the world to do whatever they want... to let themselves be talked into trying it again. Or trying something worse." She shivered. She'd found out from the Guards that Sundae Sprinkles had been carrying a ceremonial knife under his robes. If the dissolution spell hadn't killed Nyx, he might have decided to try more pragmatic means of getting rid of the little filly.
He'd been carrying a knife....

She shivereded again. Ink Spot pressed his side against hers, trying to comfort her. She leaned into his side, solid and reassuring. "So what will you do now?" She asked the changeling family. "Luna has given you amnesty; will you be moving into Ponyville?"

Trill shook her head. "No," she said. "Ponies are grateful now, and understanding. But we're still too... unusual for them to be comfortable living near us."

"We have a cottage in the Everfree," Buzz added. "The Princesses have told us it will be registered as a homestead now. We'll just continue as we have. Though... won't be strangers." He smiled weakly. "Now that we can come into town openly, without fear."

"Hey, maybe you can come to school with us now!" Nyx beamed at Flitter.

"Really?" Flitter looked up at her father. "Can I?"

Buzz hemmed and hawwed. "Well--"

"Oooh, and she can join the Cutie Mark Cruthaderth!" Twist said eagerly. She paused. "Um, do Changelingth get cutie markth?"

"Umm...well..."

There was a chuckle. A familiar black-and-white figure stepped around the divider curtain. "With all this said I think I should/ Welcome you to the neighborhood," Zecora said. She was holding a mortar and pestle in one hoof.

"Oh hello Zecora," Twilight said. "This is Zecora. She's a friend of ours who lives in the Everfree. You really should get to know each other."

"We've met," Buzz said, eyeing the bowl in Zecora's hoof distastefully. "I've tasted her medicine."

"The injuries suffered were proof/ That I should lend a helping hoof," Zecora replied. "Truth to the letter; did my potion not make you feel better?"

Buzz sighed and said "Yes..." He sniffed at the bowl and pulled a face. "Oh gak..." He puckered his lips up. Zecora laughed. "Do not fret, it is only liniment. This, for your outside is meant." Buzz sighed in relief and started to say something-- only to be interrupted by a large spoonful of the bowl's contents jammed into his mouth. His expression as it went down had the fillies in hysterics. "Gotcha," the zebra medic grinned. Twilight grinned at the zebra's antics. She looked around; there were nurses in attendance and guards at the door. "If you'll excuse me, I need to step out for a moment. Nyx, you stay here, okay?" At the filly's nod, she hastily made her way out the door.

Puzzled at her sudden exit, Ink Spot followed.

As the door closed behind them, Nyx's attention was drawn back to the Changelings. Flitter had started plying her parents with candy canes from her bag. The three of them were gobbling them down at an alarming rate. "Dees ar dlishous!" Buzz exclaimed, munching them down almost frantically. He had bits of candy sticking out of the corners of his mouth.
"I know, right?" Flitter said happily, gnawing on her own.

"Yes, they're so good!" Trill said, almost astonished. She was being slightly neater than her husband or daughter, but not by much. "And it's so filling! Almost like, almost like..." she paused, carefully savoring the flavor. Her eyes went wide. "Like Changeling nectar!"

Buzz heard her and chewed thoughtfully. "My word, I think you're right," he said wonderingly. "No, I know you're right! I can feel the--" he made a chirping noise-- "running through my veins. These candy canes have Changeling nectar in them, I'd bet my wings on it." He looked at his daughter. "Where in Equestria did you get these, Flitter?"

"At tricks or treats," Flitter said. She pointed to Twist. "But Twist made them, originally."

"Please, child," Trill said fervently to Twist. "Please tell us, how did you make these? Where did you get Changeling Nectar to put in these candies?"

Twist looked apprehensive. "I-- I dunno, I don't know what Changeling Nectar is, she said.

"What's Changeling Nectar?" Nyx asked.

"It's stuff Changelings make for food," Flitter said. "Like bees make honey. Except instead of flower stuff, it's made with love energy."

"Changelings make liquid love?" Nyx said, baffled. "No, wait--- Twist can make Changeling Nectar??"

Twist bit her lip. "There is a special secret to how people in my family make candy," she said finally.

"Can you show us?" Trill said.

Zecora was looking keenly interested as well. "Indeed, I too / Would like to see this exotic brew," she said.

Twist hesitated. This was an old family secret, and it was pretty important. "Okay, but you have to promise never to tell anyone," she said finally.

"Indeed. What do you need?" Zecora asked. "There is a small kitchen in the back/ For when the nurse or doctor might want a snack."

"Just a pot, a spoon, an' thome powdered sugar and water," Twist said. "oh, and thome Thweet Leaf if you have it. That maketh it better."

The group moved to the kitchen. In moments the earth filly had her utensils and ingredients. She mixed the sugar and water and a few drops of Sweet Leaf (from Zecora's personal supply) in the pot and began stirring it over a low burner flame. Once the sugar melted, her whole demeanor changed. She began stirring in a very particular pattern, humming a strange old tune over and over again as she stirred. Her brows were creased behind her horn rimmed glasses as she concentrated.

It was obvious when it happened. Nyx could feel it, a sort of subtle tingling in the air. Earth pony magic, and lots of it, all centered on the little pot under Twist's hooves. The mixture began to thicken, and change color... Twist hummed louder, stirring steadily, as the thick glassy-clear liquid began to glow. With a faint piff! the mixture turned a bright lime green. "There," Twist said. "Done. Now we could add the other ingredient and turn it into taffy or gumdrop--- or candy caneth," she smirked.
Trill's jaw was hanging open. "I wouldn't believe it if I hadn't seen it," she said. "Changeling Nectar from earth pony magic!" She dipped in a hoof and tasted a tiny drop. "ooh, and concentrated, too. You'd have to mix it into candy to keep from getting sick."

"Hokey smokes," Nyx said reverently. Earth Pony magic was almost never very showy. But when it was, it never failed to impress. One of her best friends could literally make the nectar of life with her own hooves!

"Aunt Bon Bon thayth you thould alwayth add love to anything you make," Twist said. "It uthed to happen by accident. Great Grammaw would be mixing thweet thtuff up and it'd get funny green ththerekth in it. It made the candy look weird, but everybody liked it better."

Trill shook her head. "And you say everything you and your family makes has it in it?" she said.

"Yup, pretty much," Twist said.

Trill clapped her hooves with glee. "Yes! No more hungry winters!---Child, I think your store has some new customers!"

Flitter frowned. "But you're just one pony," she said. "How can you make so much Changeling nectar?"

Twist tipped her nose up and grinned impishly. "Thilly," she said. "The Candy Mare Can, cauth the she mixeth it with love an' maketh the world tah te good...."

Ink Spot found Twilight out in the hallway, sitting by an arched window, limned in moonlight. He could hear her crying, softly.

He stepped closer, awkwardly. "Twilight?" he said softly.

Twilight sniffed and looked over her shoulder at him. "I don't know if I can do this," she said, her voice breaking.

"Do what?" he asked, edging closer.

She waved her hoof in the air, frustrated. "This! All this! Raising Nyx, caring for her, being her mother--" she scrubbed fiercely at her eyes. "Protecting her..."

Ink Spot sat down next to her. He procured a handkerchief and whisked it over to magically dry her eyes. She took it and blew her nose mightily. "I'm a terrible mother," she said, her voice muffled by the linen over her face.

"No you're not," Ink Spot said gently.

She shook her head. "I am, I am! Look at the facts. Look at all the times I failed her! All the times I wasn't there for her, that I didn't protect her!" She counted them off. "When those bullies tricked her into the Everfree, right under my nose. When Celestia took her away from me, and I just stood there and let her do it. When Spell Nexus poured Nightmare Moon's powers into her. When I thought Luna and Celestia were going to banish her, and I left her alone with them anyway--" Twilight was working herself into a fit of despair now. "And now, a bunch of madponies take her right out of my
hooves and all I can do is stand there and watch while they... while they..." tears gushed down her cheeks. She buried her face in Ink Spot's collar and sobbed.

Awkward and helpless and not knowing what to do to make it right, he just stood there and let the distraught mare cry herself out. He stroked her mane until her sobs subsided. "You're not a bad mother, Twilight," he said gently. "You're the best mother. You've just had more challenges than most mothers even think of facing." He looked down at her. "You know what makes a good mother? It isn't being able to take on a whole cult singlehanded or buck monsters in the face, that's for sure." Twilight gave a half-laugh, half sob at that."I mean, come on, how many moms in a million could really do that?"

"A good mother is someone who's there when her foal is sick, or sad, or scared. A good mother is one who teaches her foal right from wrong, and how to be brave and good when being selfish and bad would be easier. It's all the ten thousand little things; warm hugs and wiping runny noses and giving chores and teaching them to wipe their hooves at the door being there at the end of the school day and-- and cuddles after bad dreams and---" he shrugged. "And life. That's what's important, that's what makes a good Mom. And you, Miss Sparkle, are a very good Mom."

She smiled up at him through watery eyes. Then her smile faded. She sighed and pushed him away, turning her back on him. Bewildered, he tried to move closer but she held him off. "No," she said firmly, suddenly angry. "No. You're too perfect. And you're not who you say you are."

He backed off, his mouth working like a stranded fish. "I..." he said desperately.

"Did you think I wouldn't figure it out--" she said, then laughed bitterly, interrupting herself. "Of course you did, and who am I kidding? I probably never would have, either. If I hadn't recognized those two Day Guards. Or should I say 'bird watcher magazine reporters? Equestrian Aviary Society??' " She rolled her eyes. "Good grief, how dense could I possibly be to fall for that?"

"I...."

She turned on him. "It's obvious. You're one of Celestia's secret undercover.... whatever. Sent by the Princesses to keep a close eye on me and Nyx." Her voice got more and more bitter. "Pumped and primed by Princess Celestia on all my likes and dislikes, on all the right things to do and the right things to say to look like the most perfect stallion in the world so you could--- finagle your way into my life...." New tears, hot and fresh and bitter, welled up in her eyes. "Well, all right, now that everything's out in the open, let's hear it." Her voice was scathing.

"All right, Mister Ink Spot, editor for Informative Publishing---- who are you really?"

He looked at her sheepishly, his pith helmet tipped back on his head. "Um.... Mister Ink Spot, editor for Informative Publishing," he said meekly.

"Oh don't give me that!" She snapped.

"I'm not making it up. That's really who I am. Mister Ink Spot, editor for Informative Publishing." Twilight did a double take. "Wait. What?"

"Um, well, associate editor," he said, scratching the back of his head. "It's a big publishing company and we have a lot of editors. I'm one of twenty."

Twilight paused. Sat down. "What."

Ink Spot took off his pith helmet and fiddled with it. "It's true, Princess Celestia did assign
undercover guards to watch over you and Nyx," he said. "And the other bearers of the Elements too, to a lesser degree... She didn't tell you because she didn't want to disturb your lives, or your relationships." He shrugged. "But when Lightning Blitz and Sundiver's cover got blown--"

"With a twenty apple volley to the face?" Twilight ventured wryly.

Ink Spot nodded, the corner of his mouth quirking just a bit. "I was sent in to provide them with a cover story." He sighed. "I don't know how or why Celestia selected me. I suppose she read my profile from when I applied to join the Royal Secret Service, back when I was barely a colt. Silly thing I was back then...

"Anyway, she sent a scroll right to my office requesting that I come to her aid, for Crown and Country, all that. I guess I still had a few of those silly fantasies from when I was younger, because I snapped it up." He looked at her, obviously embarrassed. "Would you believe I actually went out and bought a tuxedo and a Super Secret Spy Decoder signal watch?"

Twilight couldn't help snickering at that.

"But.... all I was supposed to do was come in, babble something about birdwatching to explain two ponies in a cloud full of cameras and binoculars, linger a few days, and then be on my merry way." He looked her in the eye. "But... after I met you...."

Her breath caught in her throat.

"I kept finding excuses to linger on," he confessed. "After the first day or so I 'suggested' to the Princess that I might be of use as a, um, close agent, that I could help protect you. She seemed surprisingly enthusiastic about the suggestion."

"She would be," Twilight said, her voice flat as a table. She had a brief vision of Celestia gleefully dancing along the rooftop overhead with marionette strings in her hooves: *High on a hill stood a lonely goat-herd lay-de-odel-a-de-odel-ay-de-oh....* 

Ink Spot shrugged, eyes downcast. "Well, you can see what came of it," he said. "For a suave, daring undercover secret agent bodyguard, I make a pretty spectacular associate editor." He looked away. "When you needed me most, I failed you. I failed Nyx. I failed to protect you. No, you never needed me. What you needed was an actual agent with skills and training and hooves like lethal weapons. What you got was me. Ink Spot, associate editor, bench warmer and pencil pusher."

Twilight's hoof was suddenly on his cheek. "I was fine with that when it was all I thought I had anyway," she said.

Ink Spot felt his tongue fumbling. Her eyes were warm and forgiving and an inch away. "Twilight, I...

"Maybe the measure of a stallion isn't how many damsels in distress he saves or evil cultists he bucks in the face," Twilight said, smiling awkwardly. "Maybe its how kind, and honest, and generous he is. How he makes you laugh, how he tries to mend your heart when you're crying. How his heart is always yours. How he tries to be a hero for you, even when he is 'just a pencil pusher.' " Her eyelids fluttered. "Me, I don't think I could ask anything more in one."

Ink Spot swallowed hopefully. "Does that mean-- can we start over and---" his words were cut off when Twilight leaned into him and pressed her lips over his.

"Hurrrraayy!"

Startled, the two broke their liplock and turned around. Nyx, Twist and Flitter were leaning out of the infirmary door, whistling and applauding. "About TIME already," Nyx giggled.

Face flaming, Twilight started to scold the three about eavesdropping on people, when they interrupted her by squealing with laughter and falling to the floor. Baffled, she looked at Ink Spot.

Then she realized that his outlandish fake mustache was gone. It had taken up new residence on her own upper lip. The stallion was struggling hard not to laugh himself. "Oh good grief," Twilight said.

"Oh I dunno, I think it actually looks better on you, dear," Ink Spot snickered. She bristled at him. Literally.

He made up for it a moment later by peeling the offending mustache off and giving her another, less furry kiss.
Chapter 27

Not all the ponies were clustered together in the ballroom that night, or strolling the winding gardens and hallways. Some few had reason to seek solitude, to reflect on what they had all gone through.

If one sought solitude, the Castle of the Night had room to spare for it. It was an enormous construction, honeycombed with passages and rooms and chambers, layered, arched and towered like a cross between one of Mad Ludwig's castles and a runaway wedding cake. Luna was still in the process of moving her court and servants into the palace, and there was a fair chance she would be hiring on just to fill in all the spare space. The party taking place that night was in only one of several ball rooms, just for starters.

It was into one of the extra ballrooms that a furtive figure now slipped. The chamber was claimed only by the decorative pillars along the walls, and only lit by the moonlight. The music of the party was completely muffled out by the thick walls and the sound-deadening spells cast by the Princesses.

It was perfect for a little filly who wanted to be alone.

Scootaloo closed the doors behind her and tiptoed across the checkered marble floor, the clicking of her hooves on the tile making her self-conscious. It took her a few minutes to convince herself that she really was alone, that there weren't other ponies watching her from the shadows behind the pillars, their hooves clip-clopping along with hers.She sat down in the moonlight and sighed, peeling off her costume eyepatch and throwing it over her shoulder.

It had been a crazy night. The trick or treating, that weird lady in the nursery downstairs, the party, then those crazy ponies had zapped everyone with a bubble-trap spell, and then they'd tried to evaporate Nyx or something. And the Cutie Mark Crusaders--- the whole gang--- had freed everyone, and they'd all gone to save Nyx. Except they hadn't. Or they had, and the bad guys still pulled it off. That wasn't how it was supposed to work, was it? In all the movies the good guys stopped the bad guys right in the nick of time.

Not that it mattered, because it turned out the super-evil Doom Spell they used on Nyx hadn't worked. Or it had, but it didn't work right or something, and now everyone knew Nyx was a real pony....?

Scootaloo shook her head. She was glad she wasn't a unicorn, she'd never understand all that weird egg-head-y magic stuff.

That wasn't what was dwelling on Scootaloo's mind, though. She was the sort of filly who just let any crazy stuff that happened roll off her, and just be something in the past. It was kind of a necessity when you were a Cutie Mark Crusader. No, she was brooding about what happened after.

The Princesses made a bunch of announcements and stuff, then the party had started again. And then Applebloom had pulled her prank on SweetieBelle. Her sneaky, funny, absolutely brilliant prank. And it had worked. SweetieBelle had gotten over her stage fright (and sung with Sapphire Shores. So. Awesome!) And Boom, there was her cutie mark. And then while everyone was celebrating, and Applebloom was talking about how she'd rigged up the sound system to pull it off and Boom, there
was Applebloom's cutie mark!

Two Cutie Mark Crusaders with their cutie marks, in the same night.

Scootaloo hadn't been jealous. Not really. Well, maybe a little. But it wasn't really all she was feeling. She was so happy for Applebloom and Sweetie Belle. But at the same time, she felt a little left behind. Just like everypony else she knew, their cutie marks had just popped in out of nowhere, out of the blue. And here she still was, still a Blank Flank.

It was kind of frustrating too. All that talk grownups made about "knowing who you are" and "finding what you want to be" and junk. Scootaloo knew who she wanted to be. She wanted to be like a certain somepony special, in every way she could... wanted it with all her heart.

But at the same time... Ugh, she hated sitting and thinking. She had to move.

Scootaloo fluttered over to the windows. With a little fiddling she got the catch undone and swung the windows open to the night. The strains of the classical quartet out in the gardens below wafted through the tall open windows, streaming in with the moonlight.

The music from outside swelled to fill the room. It was lilting and sweet and Scootaloo found herself moving her hooves to it. In a few steps she was dancing to it, gliding and twirling and using her wings to lift off the ground, just a bit, stretching out her pirouettes. It wasn't the sort of music she normally danced to when anypony was watching. No way. But when she was alone, and full up with feelings, it was the best kind. If anypony had caught her at it, she would have died. But she was alone, so it was okay---

The door rattled. Light spilled into the room from the hallwasy as somepony entered. Stifling a squeak of panic, Scootaloo galloped for the shadows, ducking behind a pillar. She peeked around the base, heart racing.

It was Thunderlane and Rainbow Dash! They tiptoed in, carefully closing the door behind them. Rainbow Dash trying to look cool, but nervously peering into every corner. Scootaloo ducked out of sight, pressing her back to the pillar. Thunderlane chuckled; Dash shushed him urgently. "Stop it, somepony will hear you," she rasped.

"Calm down; everypony is down in the ball room, remember? The soundproofed ballroom. And nobody else is up on this floor."

"Hey, I don't want anypony walking in on us--"

There was the sound of something scraping across the floor. "There, I braced a chair against the door," Thunderlane said. "Happy?"

"Don't tease," Scootaloo heard Rainbow Dash mumble. She sounded nervous. Nervous? Rainbow Dash was too cool to be nervous.

"Hey, take it easy." Scootaloo heard him trot across the floor to Dash. "Well... it's quiet. We're alone, in a nice empty room, nothing but the music keeping us company. And you promised..."

"Look, maybe I'm just not in the mood," Dash said.

"Hey, you'll be in the mood once you warm up..." Thunderlane wheedled. "Come on..."

Rainbow Dash gave a defeated groan. "All right, I did say---"
"...You did..."

"Okay, just this once... but you better not brag about this to your friends...."

Scootaloo's eyes grew rounder and rounder as she listened. It was sounding like this room was getting WAY more NFA(1) than she had expected. No, They weren't about to.... No. But it sure sounded like--

Carefully, she peeked around the pillar she was hidden behind. They were standing in the middle of the floor, facing each other (whew!). Thunderlane was close, nickering something in Rainbow Dash's ear. He had discarded most of his costume armor in favor of freedom of movement. Rainbow Dash was looking away, biting her lip and blushing and looking way more girly than Scootaloo had ever seen her looking in her life. The quartet outside ended their number, and picked up a new one; one that was made with love and care by hooves long gone.

As Scootaloo watched, Thunderlane stepped up; Rainbow Dash rested her forelegs on his shoulders, and with wings spread... they began to dance.

The filly could have swept the floor with her chin. She watched as they spun in a slow circle around the floor in a close embrace. Nature wouldn't be denied; within a few steps, his feathered wings fluttered and her gossamer ones trilled, and they floated up off the floor.

This was a gag, right? A trick. Did Rainbow Dash lose a bet or something.... Scootaloo stepped out from behind the pillar, daring a better look. No, it was for real; Dash was resting her chin on his shoulder as they drifted in time to the music, a contented smile on her face and, oh my gosh, was she blushing?

Scootaloo was so befuddled she forgot herself and stepped all the way out into the light. A moment later, Rainbow Dash happened to glance down and saw, where she had THOUGHT was only empty moonlight and shadow, a familiar orange face staring up at her and her dance partner.

"AAAGH!"

Thunderlane was a fairly good dancer, but even he couldn't stay airborne when his dance partner decided to rupture his eardrum with a primal scream. Startled, his wings stalled out, and he and Dash, limbs tangled together, tumbled to the floor.

Thunderlane groaned in pain and sat up. "Good grief, Dash, what--" He looked over and spotted an orange filly who had apparently been spying on them. "Oh. Whups."

Scootaloo stared at her idol, disbelieving. "Dash...??" was all she could say.

Dash got to her hooves, head lowered, glaring in every direction. "All right, you didn't see nuthin'! Nuthin'!" she shouted at the shadows. "Nobody saw nuthin' here, especially not me slow dancing with Thunderlane! Y'hear?" She was trying to sound tough, but the panic on her face was plain as a neon sign.

Thunderlane stood up, directing a disgruntled look at the mare. "You know, I'm starting to take this personally," he groused.

Dash ignored him. She whipped around and glared at Scootaloo, making the filly cringe back in surprise. "You! Why were you spying on us? Are you trying to catch me doing something weird? Is it that Gabby Gums thing again?"

"Back off, Dash, you're scaring the kid," Thunderlane said. "And what was weird? We were just
"Hey, I don't want her blabbing to all her little friends that she saw me doing anything as weak and wussy and- and girly as dancing..."

"Oh, so I suppose I'm 'weak and wussy' for wanting one slow dance, then?" Thunderlane rolled his eyes. "Filly, you are messed up. You got more issues than a cut-rate magazine, and I--- oop, there she goes." There was a clatter of tiny hooves and the slam of a door.

"Kid, wait, come back! Aw man--" Dash started after her, then stopped and turned back. "--And what say you mean, 'I got issues?'"

Thunderlane snorted. "'Oh I don't want anyone to see me being all girly,'" he mimicked. "Maybe you missed it, sister, but you happen to be a girl. And I'm kind of tired of spending the night with a girl who treats being feminine like it was some sort of disease." He trotted for the door. "Forget it. You got your hooves full. Go deal with your little hero-worshipper." He pulled the door open and stepped out, then stuck his head back in. "Feel free to look me up when you decide you're not ashamed to be female. Till then... whatever." The door shut behind him with a hollow boom.

"Humph," Dash snorted, blowing a lock of her mane out of her face. "...Well--- you're a jerk. So there." Forget him. She'd better go find Scootaloo.... she clomped her way out of the room, slamming the door behind her, and made a point of going the opposite of the way she saw Thunderlane going.

It took Dash a while to find Scootaloo. After half an hour of randomly buzzing around, asking ponies if they'd seen an orange and purple filly "dressed like a ninja or something," she'd resorted to the painful process of sitting down and trying to think it out. It occurred to her that whenever she felt down, she always tried to go up-- up to a higher cloud, or a higher perch, or just a higher altitude. Maybe it was just a pegasus thing. If so, then that was more than likely what Scootaloo did.

From there, it was a quick search. She found the filly at the top of the highest minaret in the castle, perched on the crenelations, looking down on the countryside and as blue as a foal could be. Dash edged out next to her, careful not to startle her. "Hey," she said quietly.

Scootaloo's chin was on her forehooves. She looked up at Dash briefly, then went back to staring out into the dark.

Dash cleared her throat awkwardly. "I'm sorry I yelled at you," she started. "I was sorta startled." Scootaloo mumbled something, then fell still. "I'm not mad at ya or anything," Dash went on. "It's just that.... okay, I'm real nervous about this sort of stuff. You know. Dancing, and dressing up, and stuff like that."

"I thought you hated that stuff," Scootaloo said bluntly. Her eyes never left the horizon.

"Well yeah I---" Dash puffed out her cheeks and blew a puff of air. This wasn't going well. It was time to be honest. "Wellll, maybe I like them a little." She held out her hooves, spaced apart an inch. "Just a little tiny teeny bit. Or at least I wanted to try them. Just a little bit." She looked up at the sky. "You know, dancing and dressing up and... being... pretty." She blushed a little as she remembered how Thunderlane's face had lit up when he'd first seen her all dressed to the nines.

It'd been... nice. Real nice.
"You said all that stuff was girly," Scootaloo said in an accusatory tone.

"Well, yeah, it is," Rainbow Dash said. She smiled a little. "But I guess Thunderlane is sorta right; we do happen to be girls. I think we're allowed to be girly if we want." She elbowed Scootaloo a little, grinning.

Dash then got serious. "Its... okay, with me--- I acted the way I did because I was nervous. I'm not used to people seeing me like this; it's still a little new for me." She raised a hoof. "I just don't want you thinking-- you know-- that there's anything wrong with it or weird or any stuff like that..." jeez, this was weird territory. Was she getting through?

There was a long silence. Rainbow Dash idly tapped her hooves against the crenellation, risking her hooficure (and hadn't getting that been an adventure in its own right). "I like dancing," Scootaloo burst out suddenly.

"Hunh?"

"I like dancing," Scootaloo repeated, as if the admission had been wrested out of her.

"Well yeah, I saw you tearing up the floor back there--"

"I mean, not just that cool stuff." Scootaloo rubbed her forehooves over each other, obviously trying to find the words. "I mean, like... ballet. And ballroom dance. And modern dance. And the real pretty folk dances... " she shrugged and looked down. "All the uncool ones, I guess."

"Who says they're uncool?" Dash asked.

"Well YOU do!"

Dash bit her lip. "Ugh." She probably had said something along those lines at some point somewhere, hadn't she? "Look, just because I said something --"

"But I like sports too!" Scootaloo said, not even looking at Dash, just gesturing out into space. "I like doing stunts on my scooter, and wall-climbing, and bungee jumping, and sledding, and gymnastics, and...."  She stopped, frustrated. "Why do I have to choose?"

Dash was rapidly getting lost. "Choose?"

"For my cutie mark!" Scootaloo said impatiently. "If I get a cutie mark, that's it. Forever. I don't get to do all those other things anymore. I'm stuck." She shifted uncomfortably.

"Well... what do you want?" Rainbow Dash asked.

"I want to be like you!" Scootaloo exploded. "I want to be brave and daring and athletic and super cool!" She looked down. "But now I'm finding all these other things... these dumb, sissy, girly things. Like dancing...and I kind of like them, too." Her chin rested on the ledge between her hooves. "I wanna be like you. But if I'm like you, then I'll never get to do all those other things. But if I get into those other non-Dash things, then I can never be cool like you."

Rainbow Dash finally started to get an inkling. "Boy, squirt," she said finally. "I really screwed you up, didn't I."

"Huh?" Scootaloo raised her head and looked at her, brow furrowed.

"Kid, who told you that you had to absolutely totally be like me?" Dash said. "And who the heck
told you that you weren't allowed to like anything I didn't like?"

"Nnnoone," Scootaloo admitted, her eyes dipping, "but-- "

"Anyway, who wants to be a copy? Do your own thing, whether it's being an ultra cool flyer like me or, a dancer, or a bookworm like Twilight, or or or--- I dunno, beekeeping. It doesn't matter."

"But... I still wanna be like you," Scootaloo said, her voice muted. "I can't do both."

"Says who?" Dash chuckled. "Come on, just because you have a Cutie Mark doesn't mean you have to do just one thing." At Scootaloo's skeptical expression, she said, "Well? Think about it. Does Applejack do nothing but grow apples?"

"Pretty much," Scootaloo said dryly.

Rainbow Dash snorted in amusement. "No, she does all sorts of stuff. She's an athlete, and she bakes, and she helps out Rarity and Twilight with stuff. Twilight does more stuff than just do magic, right? She loves books, and doing experiments, and she runs the Winter Wrap-Up. And what about Pinkie Pie? Her talent is parties, but-- jeez. She plays ten musical instruments, and she does practical jokes--" almost on cue, there was a distant camera flash and the sound of a booby trap going off, followed by a pony's startled yelp---"heh. And she does baking, and she raises a pet alligator, and--- well I could go all day listing all the different things Pinkie Pie does." She gave Scootaloo's shoulder a poke. "Just because you get a cutie mark doesn't mean you're just one thing."

Scootaloo blinked, speechless.

"Dash?" She said finally. "If I... If I get a cutie mark in something girly.... you'll still think I'm cool, right?"

Dash gave her a noogie. "Hey, always. No matter what you get, you'll make it cool." She paused. "Look, I'm sorry if you got the wrong idea from me. I mean, I know I'm not really fru fru like Rarity or Fluttershy, but there's nothing wrong with it..."

"Eh, It's not you," Scootaloo said. Her forehead furrowed. "I'm just worried I'll end up like my cousin."

"What about her?"

Scootaloo rolled her eyes heavenward. "She got her cutie mark a while ago. It's a really fru-fru thing, all pink hearts and lacy frills and junk. And ever since she got it she's--- all FOOFY."

"Bad as Rarity?"

"Worse. She's like Rarity times a hundred. All she talks about is--" Scootaloo reared up and planted one forehoof on her hip and dangled the other in front of her. "Makeup and boys and perfume and hair and frilly dresses and makeoverrrrrrrrrrrs and 'Ew like did you hear, she said that he said, he said that she said, did she say, blah blah blah,' barf barf barf...." the filly stuck her tongue out and mimed sticking a hoof down her throat.

Dash nearly double over from laughter. "Don't worry, kid," she finally said, wiping her eyes. "I don't think it was her cutie mark that caused that. It's just something that lots of fillies go through when they get to a certain age."

"You didn't, did you?" Scootaloo said doubtfully.
"... More than you think," Dash said with a grin. "But I survived. you will too.

"You know, all those things you like-- they have more in common than you think."

"Really?" Scootaloo said, curious.

"Yeah. Stunt-boarding, and surfing, and gymnastics, and rock climbing.... they're all physical stuff. Athlete stuff.... you know? Dancers are athletes too."

"Really?" Scootaloo repeated.

"Sure. Haven't you ever seen those ballet ponies jumping around and lifting each other in the air and junk? Ya gotta be in good shape to be a dancer..."

"Huh. Yeah, I guess so."

"... so maybe all the things you like are tied together."

"Yeah. Maybe I'll do 'em all!" Scootaloo rolled that idea over in her head. "... what would a cutie mark for that even look like?"

Dash snorted with laughter. "ALL the cutie marks. You'd end up looking like a NASCAR(2) chariot." Scootaloo giggled. "Oh, and hey," Dash added. "Don't worry about all that mushy girly stuff either. Not all of it's bad."

"Then why'd you freak out when I caught you being all girly with Thunderlane?" Scootaloo wanted to know.

Dash's smile grew thoughtful. "You know what? Good question. I think I'll go find him and figure it out...." She turned to go back into the tower. "And Scoot?"

"Yeah?"

"Don't be afraid to try everything. Even the 'uncool' stuff. okay?" Scootaloo nodded. Dash grinned. "You know, squirt, I get the feeling, no matter what cutie mark you get, you're always gonna follow your own star." With that she descended the staircase.

Scootaloo sat there for a while, smiling up at the stars. She felt light inside, like a heavy lead weight had been sitting in her stomach for ages and had finally been taken out. Just on a whim, she stood on her hind hooves and pirouetted. Once, twice, three times.

I can do anything I want.

I can try everything in the world.

I can be anything I want to be.

I can be everything I want to be.

And I will!

Just because I can.

There was a glimmering of starlight on her hip, and a sensation like ice water trickling on her skin. She yipped and dropped to all fours. Startled, she pulled at her unitard, pulling one of the rips open till her flank was exposed....
There it was. A violet streak curving up her hip, topped with a white, five pointed star...

For the next five minutes, the highest tower in the Castle of the Moon was host to a one-pony victory dance.

1) Rated NFA, No Foals Allowed

2) National Association for Stock Chariot Action Racing
Chapter 28

It was an alicorn. At least that was the general impression; it was a pony in shape, was tall and slender had the wings and the horn after all. Beyond that it was a study in absurdity. The limbs were impossibly long and slender, the eyes impossibly huge and doe like with lashes like eagle's feathers. The wings were so large and floufed and feathery soft as to be surely useless for flight. The mane and tail were a billowing cloud of pink, half again as large as the pony that wore them.

It was bedecked, or perhaps bejeweled, with an enormous rhinestone crown and collar and gem-studded shoes with ribbons that laced clear up the leg. It's cutie mark was... either a sun made up of valentine hearts, or an enormous foal's rendition of a pink and yellow sunflower, Celestia couldn't make up her mind which.

Worst of all, it twinkled. No, not just sparkled-- though it did do that; it in fact seemed to walk in a veritable cloud of little sparkles. It actually made a twinkly sound as it moved about. In fact, one could faintly hear tiny, high pitched voices saying "twinkle twinkle" if one stood nearby. For an added touch, little pink hearts trailed like soap bubbles from the end of its horn.

"Oh I'm the prettiest pony princess in all the land," it sang as it pranced back and forth through the room.... leaving all the poor humble ponies present in a panic between falling down laughing in hysterics, and fleeing the fallout of the sure and inevitable wrath of their ruler.

Their ruler, for her part, sighed in eternal longsuffering. She knew it was a bad idea to ask to see Luna's Nightmare Night costume. Cadence was next to her, wearing an expression of pained amusement. "One of us is getting the Mickey taken out of her," the crystal princess muttered to Celestia, "and I'm not sure which..."

Finally the torture ended and Luna pranced/minced/twinkled her way out of the room and back to the dressing chambers where she'd transformed, leaving a trail of discombobulated ponies in her wake.

Nightmare Night. Heckuva party.

Twilight, Ink Spot, and Nyx came trailing up to sit next to them. Celestia took note of how closely the three huddled, and the contented smiles on Ink Spot's and Twilight Sparkle's faces, and gave Cadence one of her enigmatic smiles.

Cadence's knowing smirk was far less subtle. Ah, the trials of dealing with an Alicorn of Love...

"Hello, Celestia, Cadence," Twilight said. The trio made cursory bows and sat down next to them.

"Ah," Celestia, "Is the evening going well for you three?" She cocked an eyebrow at Ink Spot.

The stallion blushed deeply. "She knows, your Highness," he said, chagrined.

"Oh?" Celestia said noncommitally.

"We sweated it out of him," Nyx said. Cadence snorted into her punch glass.

While the princess of the Crystal Empire hastily mopped the punch off her face, Celestia gave
Twilight a surprisingly apologetic smile. "Twilight, I do want you to know that I wasn't... trying to be conniving in this. I did want to avoid meddling in your life--" -- there was another smothered snort from Cadence-- "but circumstances dictated that I had to start taking precautions. You and your daughter and your friends are precious to Equestria, and precious to me. Yes, Nyx, I'm including you in that," she said to the surprised filly.

"I understand, Princess," Twilight said. "And I'm sure it's only coincidence that a stallion that so perfectly matched my personal interests and stated preferences ended up in Ponyville as my lead bodyguard."

"Oho, thinking about boys, are we?" Celestia teased.

The tiny purple filly blushed. "Kinda..." she hunkered down behind her book fort. Getting caught out boy-watching was proving to be a hundred new kinds of mortifying.

"So, what kind of stallion are you hoping for someday?" the Princess asked. "Big and strong with a flowing golden mane, perhaps?" she grinned.

"Oh no," Twilight said. "I'd like one with a dark blue coat, and a black tail and mane..." her eyes got an eager, faraway look as she hugged the volume she was reading to herself, "---and who has lots and LOTS of books!"

"I'm sure I have no idea what you're talking about," Celestia said, taking a sip from her punch. "But yes, I suppose I did pick one who seemed socially compatible...." she looked at Ink Spot. "Now that this is all over, what are your plans for the immediate future, my little pony?"

"Well it's hardly over, your Majesty," Ink Spot said. "Twilight and Nyx still need protecting... I may be no guardpony, but..." He pulled the two named ponies closer. "Watching over them is a duty I'll happily take." He paused. "It is quite fortunate that my publishing company is opening a branch office here in Ponyville," he said.

"Oh, quite," Twilight agreed.

"Real lucky," Nyx said.

"--Something about Ponyville becoming a new hub of Equestrian commerce, I think my boss said. What with the new rail lines and the Court of the Night moving here permanently, and all. Very sudden decision, but strike while the iron is hot, I suppose...."

"Very foresightful of your company," Celestia agreed.

"Amazing how fast my request for a transfer here went through..."

"Fortuitous, I can imagine," Celestia said. It did pay for the royal family to have private stock in various companies. She took a sip of punch.

Twilight smirked as she waited for just the right moment. "And of course it will be good to have the father close during my pregnancy," she said--- just as the punch glass touched Celestia's lips.

There wasn't so much a spit take as an explosion of liquid into supersonic vapor. The punch glass disintegrated, spraying across the room in near microscopic particles. "What--hack--cough--" the Princess of the Sun spluttered as Cadence patted her on the back with a wing. She caught her breath and looked up to find herself nose to nose with her most faithful student, who was batting her lashes and smiling serenely.
"Gotcha," Twilight said.

Twilight and Ink Spot shook with stifled merriment; Nyx and Cadence weren't nearly so restrained. "I guess I deserved that," Celestia said, sighing.

Twilight smiled and pressed to Ink Spot's side. "Seriously though, Princess... thank you. For everything."

Just for a moment, Celestia relented. "You're welcome, my little pony."

The music changed pace; the rave lighting dimmed and took on a slower, dreamier cast. "All right you party animals, let's downshift it for a little while," DJ-PON-3 said. "Find your special somepony and pull 'em close for a slow dance." All over the room, couples did just that.

Celestia had to chuckle to herself as her madly blushing Loyal Student was tugged out onto the dance floor. "Ah, another plan come to fruition--" Celestia started to say to Cadence... only to realize a certain formerly-headless horse had already wooed the alicorn of love out onto the floor. "Ah well." Celestia summoned another punch glass to herself and tipped it up. "Here's to me."

Over in one corner a dark grey pegasus in praetorian armor brooded over a plate of hors d'oeuvres. Thunderlane wasn't hungry, but he did tend to nibble when he was feeling sulky. He was just deciding between a little cracker thing with some sort of paste on it and an olive and cheese thing on a skewer when hoof tapped him on the shoulder. He turned around; there stood Dash, with an unreadable expression on her face. Dang, she still looked beautiful. Even as mad as he was at her.

He started to grump, then sighed. "Dash, I'm sorry," he said, putting the toothpicks back on the tray. "About what I said earlier. I know you're sort of skittish about what people think of you, and I shouldn't have gotten mad just because--"

"--Because a grown mare treated you like you were both in kindergarten and she thought you'd give her cooties?" Dash's smile was rather wry.

Thunderlane hung his head and rubbed the back of his neck. "Yyyeah. That." He snorted. "Guess I wasn't too mature myself--"

"No, you had it right," Dash said. She looked away and blushed, rubbing the back of one foreleg with her hoof. There was an awkward silence for a moment. She craned her neck down so she could look him in the eye. "Forgive me?"

The corner of his mouth quirked. "You first," he said.

"Deal." She smiled a bit. "Dance with me?"

Hope lit up in his eyes, but he reined himself in. "You sure?" he said. "Because if you really are, y'know, tensed up about it--"

"Hey, I'm a big girl, I can cope," she said. "It's not like everypony's gonna point and laugh." Her nervous stance told a different story.

"If they did, I'd buck 'em in the face," Thunderlane said. "But are you sure...?"

"Hey, c'mon, dance with me before I lose my nerve already," Dash said, holding out a forehoof. Thunderlane did what any guy in that situation should; he grinned and shut up. He took her hoof in his own, and together they floated up to the roof to spin slowly together among the chandeliers.
Down on the ground, a much younger pair was having its own little issues. Nyx got bit by a wild impulse and, blushing under her black coat, sidled up to Rumble. "W-would you like to.... um... dance?..... With me?" she asked, her voice rising to a Fluttershy-esque squeak on the last word.

Rumble started to say something, then looked unhappy and hung his head. "I'm sure you'd like to dance with somepony else better," he said.

Nyx looked surprised, then hurt. "You don't want to dance with--?...I... I thought you liked me...."

Rumble's eyes widened. "Oh no, I do!" He blushed furiously when he realized how he'd blurted that out. "I mean--yeah, I... kinda sorta l-l-like you. Like that." He looked downcast again. "I just figured you'd wanna dance with somepony else....who wasn't a big coward." His eyes remained firmly focused on his forehooves.

"You're not a coward!" Nyx said. She actually felt offended. Who had told Rumble that?

"I am. I saw that Flitter was a Changeling and I.... I turned into a big screaming wuss. She was trying to help you and I was too big a crybaby to--"

"You are NOT a crybaby!" Nyx stamped her hoof. "You went and got help. You even stood up for Flitter when all those stupidheads were yelling and wanted to get rid of her."

"Pipsqueak stood up for Flitter," Rumble said sarcastically. "I just stood there and shook like a-- like a big sissy."

"Yeah, but you still stood there," Nyx said. "Mom always says that being brave isn't not being scared. It's being scared and doing what you have to anyway. You were brave." She leaned forward and kissed his cheek. "That's the only thing that matters."

His head jerked up and he blinked in surprise. He looked at her, biting his lip nervously; she was sitting back, suddenly shy. "D-do you still wanna dance?" He finally asked.

She smiled and nodded. Awkwardly, happily, he took her hoof in his and led her out onto the floor. Their first few nervous steps were, as anyone could expect, comically awkward, but soon they were dancing together in a slow circle as the music played.

They were still young, and could only really flutter a few feet off the floor as they danced. But when Nyx rested her head on Rumble's shoulder, he could have sworn he could fly to the moon....

The party finally began to wind down. The night shift... or rather the day shift... of the castle staff tiptoed on duty and began cleaning up the remnants of the party. The last few guests began to make their congratulations to Princess Luna and take their leave as dawn crept near. The sky to the east began to be tinted with pinks and purples; Celestia was lingering over the sunrise this morning, starting the false dawn as early as she could to give her little ponies time to straggle their way home. The mane six, wings long dissolved into moonlight and morning dew, were trailing about the floor gathering up the various snoozing or half-asleep Cutie Mark Crusaders and their friends. Twilight and Ink Spot would carry home Nyx and Spike, and Rarity would be carting home a blissfully knocked-out SweetieBelle... but they'd all conversed and decided that the best approach for the rest of them would be to hitch Applejack to the Cutie Cart, load the foals up on it and haul them home.
They had wheeled the redoubtable pedal-cart in and were carefully loading sleeping colts and fillies onto it—when they could work around Photo Finish, who had spent the entire night popping flashbulbs in random directions and in random ponies’ faces, was even now snapping shots of the Crusaders, where they’d all tumbled in a sleeping pile. "Miss Finish, could you please step back a little?" Mac asked for what had to be the fifth time. "And don't pop that flashbulb in their faces, you'll wake them."

"Ach, but zis is-- ze magicks!" Photo Finish said, snapping away. "Zey are so cute, mit de schleeping mit zheir little hoofies shicking up and zheir little round tummies in ze air--- it is all I can do not to run over und give zem all tummy zherberts! Eee!"

Twilight approached the throne to make her farewells, a sleeping Nyx draped over her back. The two princesses were relaxing with flutes of something a touch more potent than punch, and were dickering amiably in the manner of sisters anywhere.

"...You promised me you wouldn't bring out that ridiculous 'Pretty Pony Princess' illusion," Celestia was heard to complain.

"Thou didst promise me that thou wouldst not attempt to dance whilst in my form," Luna shot back, knocking back the last of her champagne.

"Fair enough I suppose," Celestia sighed, rolling her eyes. "But seriously, what does everypony have against my dancing--- Ah, we have company! Hello, Twilight."

"Hello, Princesses," Twilight smiled at her mentor and her sister.

"Wast thine evening pleasant?" Luna asked her. The lunar monarch's tone was rather inquisitive.

Twilight chuckled. "Well... except for that bit in the middle... yes, it was a good evening."

Luna rolled her eyes. "So that is to be my legacy," she said drolly. "'Twas a most wondrous night-- except for that part in the middle. Twill make a lovely entry in the history books..."

Twilight and Celestia shared a giggle at Luna's expense. "No, really," Twilight said. "It really was a wonderful night, Princess Luna. Even with all the... unexpected surprises." Nyx gave a tiny yawn on her back. Twilight chuckled. "And I'm sure Nyx would say it was a great party too... if she were awake." She looked back and nuzzled the filly back to sleep. A brief look of sadness crossed her face as she did so; Celestia was not so unsubtle as to miss it.

"Is there something wrong, my faithful student?" She asked, her voice soft.

Twilight shook her head. "Never mind me, Princess," she said with false cheer. "Just me being a little maudlin after a long night, is all..."

"Twilight," Celestia said. "Come now. What is it?"

Twilight looked over her shoulder at Nyx again. This time there was a hint of tears in her eyes. "Princess... I love her. More dearly than life, more than I could ever say. And... sometimes though, I can't help remembering; she's an alicorn, and I'm just a unicorn. And... as hard as it is with Spike, this is even harder. I'm going to be gone in a wink of their eye... and eventually even Spike will be gone and my little girl will be all alone in the world and... " She put her hoof to her mouth, tears leaking from the corner of her eyes. "I know you say we shouldn't dwell on such things, that it's not about how much time we have together it's how well we spend it but somedays the days just seem to fly and I...."
A white wing draped over her. "Oh Twilight," Celestia said. She gently wiped Twilight's eyes with a feather. "Come with me. There is something I should have shown you long before now." She got to her feet and gently guided a curious Twilight to the glass doors looking out on the garden. The sky was balanced, just on the tipping point between day and night. "Perfect," Celestia said. She tapped the tip of her shining horn to the glass. It shimmered like the surface of a pond, then stilled.

"Tell me, Twilight," Celestia said. "What do you see?"

Twilight looked out the window and gasped. There were no gardens... or there were, but they were faded into ghostly silhouettes, apparitions in the glowing false dawn. Overlaid on this, like a second image, just as ghostly yet somehow brighter, were rolling hills of tall, green grass, grass that rippled and bowed in unseen breezes. They went on forever. In the starry distance, neither day nor night, she could faintly see rivers, and forests-- Were those mountains? Clouds? Cities? all three? And everywhere, running over the endless grass, were--

Twilight felt her heart stop beating. "Are those....? Is that....?"

Celestia's voice was close, so close she could feel her breath on her ear. "Yes," she said.

And then Twilight saw that the ghostly fields weren't in the distance... they were here, the hills rolling through the glass and stone of the Castle of the Moon as if they were ephemeral as air, the ponies running over them passing by and through, and running down the roads--- how could she see the road outside the castle?--- between and among the living.... One of them stopped and looked at her. Smiled at her, before turning and running off. She caught herself waving a hoof in return and stopped, suddenly feeling like a goof.

And nearby, so near, she thought she recognized some faces...

Twilight's voice cracked. "It is, isn't it," was all she could say.

Celestia nodded. "Being an immortal alicorn, one of the fulcrums of this world, comes with a price," she said. "but Heaven in its infinite wisdom and mercy sees to it that it comes with a blessing as well. This is the gift of the alicorn. Though we must bear the pain of separation in this life, and know that mortal life is so fleeting, we know, we see, what mortals only can be told... that Death is only a door, time is only a window. That our loved ones taken in the Maker's grace are always but a feather's breadth away. When little Nyx is ten times ten as old as Luna or I, you will still be there for her, and she will still be able to look to you with love in your eyes... till His design is complete, and we are all united in body as well, when the last mortal star winks out."

Twilight's ribs rose and fell. She started to hyperventilate, to gasp for air with the overwhelming nature of what she had seen. "Princess... oh, Princess, what--"

"Hush now." Celestia's horn touched her brow. Twilight's eyelids fluttered closed. She rocked sleepily on her hooves, Celestia's wing steadying her.

"What? And thou art erasing her memory?" Luna said from her fainting couch throne with a little moue' of disappointment.

"What she has seen wasn't meant for mortal eyes, Luna, you know that," Celestia said. "It would have done her harm, in the long run." She cocked an eyebrow. "To say nothing of the mischief she would be tempted to. Giving this girl a peek at an unopened mystery is like giving a box of primed mousetraps to a monkey."

"Wherefore all that, then?" Luna waved her hoof from her reclined position. "Thy comfort will be of
no avail, if she cannot remember it."

"She will remember," Celestia said. "In thoughts, in dreams, in her deepest heart." She gave Twilight a kiss on the top of her head. Twilight blinked, stirred, shook her head.

"Goodness! Ooo, what was I...? I'm sorry, Princess. I must be tired..." thought gave rise to action in the form of a massive yawn. "I'd better get home. SO glad tomorrow's a vacation day..." she shook her head again. "What was I talking about? It... slipped my mind."

"Are you feeling better, my little pony?" Celestia asked.

Twilight blinked. She had been feeling a bit sad a moment ago, hadn't she? "Yes, actually," She said. "I don't know why, but I do feel.... better about things." She smiled up at her teacher. "Thank you."

"What for?" Celestia feigned innocence.

"I.... don't know," Twilight half-laughed. "Excuse me, Princess; Ink Spot is waiting to walk me home..." She turned and trotted off.

"Take one of the carriages," Luna called after her. "And tell thy friends they can do the same, if they wish..."

"Thank you, Princess Luna," Twilight said over her shoulder. She joined Ink Spot at the doorway. Peewee came fluttering down out of the rafters to perch on Twilight's horn. They waved at the princesses, and then they were gone.

Celestia sighed and lay back down on the fainting couch that had been procured for her. "Well, that went quite well," she said. She dispelled the "ignore these events" spell she'd cast over the immediate surroundings and retrieved her glass of champagne, refilling it. She loved this pink bubbly stuff; trite and yet pleasing.

Luna refilled her own glass and toyed with it. "Still going about our 'Great and Most Secret Wondrous Plan' all these centuries later, I note," she said. "Even in mine absence."

Celestia chuckled. It had been a long, long time since she had heard anypony else even refer to their plan. "True... though the work was slowed greatly by your absence," She said. Luna looked mournful. "Oh, don't look so sad, sister," Celestia said. "These things happen.... you are more than forgiven for what happened. And in the end we are immortal-- we still have as much time as before."

"I know, sister," Luna said. "But it still hurts to know that my own foolishness delayed the work."

"Enough of that," Celestia chided. "Anyway, what did you mean 'as you see'? "

Luna chuckled throatily. "Methinks you overworry about what thy student will discover," she said. "The-- shall we call it G.M.S.W.P.? I do like that-- has practically been staring her in the face, and she has overlooked it.

"One might overlook how much longer pony lives have become over the years. Or dismiss as simple circumstance how ponies are surrounded by creatures such as dragons that live for such vast lengths. Or disregard how many "age defying treatments" that ponies, especially unicorns, have on the market. Yet how is it that she is so uncurious about the growing prevalence of age-altering spells? Or the fact that Ponyville's founding daughter--- an earth pony--- is yet living after over a century and a half? One might think she would question, at least, the long-term consequence of devouring strange magical apples one had so conveniently found in the Everfree?
"And I have read of her adventures during the dragon migration. One would think that a scholar such as herself wouldst ponder the enigma: why a bird both immortal and so fierce that dragons test them with caution *would need to lay so many eggs?* There are flocks of immortal magical birds flying over Equestria, more and more every year, and she thinks not of it.

Luna cocked an eyebrow. "Nor, might I note, of the consequence of sharing her dwelling with a fledgling of such a magically powerful immortal species.

"Or for that matter, of the inevitable effect of the purifying light of the Elements of Harmony...and just what their true purpose might be--- for them and all of ponydom.

"The magic of youth and life surrounds her in countless forms, and by thy careful craftwork everyday it slowly grows... in strength and number of forms." Luna gave her sister a look. "She is going to be most displeased if thou delay this revelation. Especially since I can already see the effects showing... on her and the bearers foremost, but on every pony in Equestria."

Celestia's eyes twinkled. "Well, she does tend to take surprises with a bad shock," she said. "Tell you what; if she hasn't cottoned to it, I'll tell her and her friends on her birthday. Say.... her three hundredth?"

"Tia..."

"All right, two hundred. She should start wondering where everypony's grey hairs are by then..."

"Tia..."

Applejack trotted out into the courtyard, the Cutie Cart trundling along behind her. Big Macintosh had already left, escorting Rarity and a snoozing SweetieBelle back home. Bruce Mane stepped into place beside her. "Care for some help?" He said with a smile, taking up the makeshift tow rope.

"Cain't say as I'd mind," Applejack chuckled. He gave the rope an experimental tug and grunted in surprise. "You were planning on towing this all the way through town alone?" He asked. "You're a lot more tenacious than I'd even thought."

"I haul a cart full of apples to town and back every day the market's open," Applejack said. "A cart full of foals ain't--" She eyed the loaded wagon. "--ain't *too* much heavier."

Bruce chuckled.

Applebloom was curled up in the crow's nest atop the cart. She sat up, blinking blearily. "Whut is it, Applejack?" she said.

Applejack gave her sister a wry grin. "We were jest tryin' to figure out how to lighten the load here," she said.

"Oh." Applebloom looked over at the Day Guards standing post at the front gate. "Scuse me Mister Guard?" she said, waving at one.

He blinked, nonplussed, but decided to answer. "Ahem. Yes?"
"Kin we leave some things here, ifn' we promise to come back later and git 'em?" Applebloom asked.

The guard looked at his partner, who shrugged. "I suppose so," he replied. "We'll have the groundskeeper put whatever it is in a storeroom till you can pick them up."

"Kay, great," Applebloom yawned. She reached over and pulled a rope. There was a clattering noise all up and down the CutieCart, and with a muted bang, the front and sides of the contraption fell off. Underneath was a low, wide wooden go-kart, with push pedals, small steerable wheels in front, large wagon wheels in back, a huge wooden trunk in the back as the, well, trunk, and an elevated lookout seat in aft on a sturdy skeleton frame.

Several of the foals inside started and moaned at the noise, but soon nodded right back off.

Applebloom pushed the teepee launcher out the back, along with a box of other assorted Nightmare Night prank equipment (which Applejack chose to overlook this time.) "That better?" Applebloom asked.

Applejack chuckled and nodded. "That'll do, sprout," she said.

Applebloom smacked her lips and started to curl up again, then sat up. "Oh yeah," she said suddenly. "There's one extra stop we need to make first...."

Zecora trotted through the Whitetail wood, laughing as she chatted with her escort, one of the Day Guard. The fellow was pulling a small cart behind him that clattered emptily over the path. If one looked closely, one might notice that the normally all-white guardspony's coat was faintly striped, where black body paint had been hastily scrubbed off.

Someone had apparently thought it amusing to send this particular luckless guard out with Zecora to retrieve the Nightmare Night candy. Fortunately Zecora had more of a sense of humor about things than ponies gave her credit for. After a short while she and the stallion had begun shooting the breeze like old friends. "So, I would like to know/ where this candy is bound to go?" She asked as they headed down the trail to Nightmare Moon's statue.

"Ponyville hospital, children's wing," the guard said. "Can't imagine how much we'll find, though.... what with the princesses pulling the plug on Nightmare Moon like that."

Zecora gave him a knowing look. "I believe that you will find/ As we have learned among my kind/ Generosity pours free and clear/ far more from love than out of fear."

He returned her knowing look with a skeptical one. "Well, maybe, but--- whoa." He stopped at the edge of the clearing, the little wagon rattling to a halt at his ankles, and stared in surprise at the Nightmare Moon statue. At least he assumed it was the statue; It was festooned from nose to tailtip with bags of trick-or-treat candy. Most of them marked with a little blue shield with a yellow prancing filly.

He looked over at Zecora, who was looking back at him with an absolutely insufferable smirk. He sighed and rolled his eyes. "Fine, you win this one." He regarded the pile before him; far more than the cutie mark crusaders had been by. Some ponies had even left small toys and--- was that a cake? "We're going to need a bigger cart, you know..."
The castle groundskeeper squinted suspiciously at the pile of leaves. He normally knew his way around a pile of leaves; they weren't prone to unusual behavior. And he knew this was a typical pile of leaves; he'd raked it together the day before, and had left it till this morning to bag it up. A very proper and typical routine. So he should be quite certain of his expected course of action. But there was one thing that was throwing him off his routine this morning:

This particular pile of leaves was snoring.

Squinting suspiciously, he took his rake and gave the snoring pile a poke with the handle. There was a yelp and an eep! and two ponies-- a tan and brown stallion and a yellow mare with a pink mane--erupted from the pile. They looked around, startled, and clapped eyes on their rake-wielding assailant. "Oh, Mister GreenHooves," Fluttershy blurted out. "We're sorry! We just came outside---"

"Just took a little lie-down---" the colt stammered.

"---to look at the stars..." Fluttershy continued. "And it got cold and we snuggled down in the leaves..."

"-- must've fallen asleep..."

Both ponies caught the sly look GreenHooves had on his face. "...Now hold on," Caramel said. "It's perfectly innocent, we didn't do anything!" He looked abashed and tapped his hooves together. "Well... we did cuddle a little," he mumbled.

GreenHooves chuckled. Not just any chuckle; it was that smarmy, creaky chuckle that old farts everywhere use when they think they have one over on anypony younger than themselves. It ran right down Caramel's spine like a knuckle on a fist, setting his teeth on edge. "Eh, don't bother, young feller, I know how the story goes," he cackled. "Wouldn't be the first time a young couple couldn't wait to get back to the barn to find some hay to roll..."

Caramel turned flame red-- this time in anger. He sat up and glared at the old coot. "Mister, I do not like what you're insinuating. Fluttershy is a proper lady and I would never--"

A gentle yellow hoof pressed over his mouth. "Let me handle this, Snugglebunny," Fluttershy said. She got to her feet and trotted lightly over to GreenHooves. The groundskeeper grinned at her, chortling to himself. "Mister GreenHooves, we know each other, right?"

"Sure do," GreenHooves said, obviously relishing the idea of his future conversations with her neighbors.

Fluttershy smiled and leaned in close. "Well, then, I guess you know that I really really mean it when I say--" quick as a cobra, her hoof whipped out and latched onto his collar, twisting it into a knot under his adam's apple.

"If you so much as breathe another one of your disgusting dirty old goat innuendos about me or Caramel I will grab your lower lip, stretch it up over your head, and tie it in a bow knot in the back."

With great difficulty, GreenHooves swallowed, and nodded. "That's better," Fluttershy said with a smile, releasing his shirt. "Come on, Caramel, I have to get home and feed all my little animal
friends." She trotted lightly out of the gardens.

Caramel got to his feet and trotted after. He looked over at GreenHooves and smiled goofily. "She called me Snugglebunny," he said.... and followed her out the garden gate.

For his part, GreenHooves mopped his brow with his kerchief and silently mouthed a prayer of thanks to the Maker for his narrow escape. Perhaps he should look into getting a job elsewhere. A distant monastery sounded good....
Chapter 29

epilogue

The night sky swirled with lightning and black, angry clouds. Nyx cowered on the cracked earth as Nightmare Moon, bigger than life, towered over her. Talon-fingered imps danced around her hooves, pointing at Nyx and taunting her. Nightmare Moon's wings spread out, blotting out the sky. "Hah! The little phony pony. You're nothing anymore. I'M the real one!"

The alicorn turned and showed her flank to Nyx. "See? Now I have your Cutie Mark, you're not real anymore!" She shook her rump, taunting Nyx in sing-song. "I have your Cutie Mark... and I'm gonna gobble you up cause I have your cutieEEAIJIOWWW!!"

Nightmare Moon's taunts came to a rather sudden end, when Nyx launched herself at the evil alicorn and bit her right on the rump! Nightmare Moon fell to the ground, a big cartoony bite missing from her flank, and began bawling and whining like Diamond Tiara had the day she'd fallen in a mud puddle. In fact now that Nyx was looking at her, she was starting to look like Diamond Tiara, with Diamond Tiara's tacky little crown and pug-nosed, pouty face.

Nyx stood splay-footed, facing the whimpering apparition with all the defiance her racing little heart could muster. "NO you WON'T!" she shouted. "I'm the real one!" She pointed at her Soul. "See that? That mean's I'm the real one, YOU'RE the nothing! Now go away or I'll gobble YOU up!"

"Waaaaah!" Nightmare Moon said.

Nyx woke. She blinked owlishly, confused, her pillow obstructing her vision. She was back home, in her own bed, the curtains drawn to keep the morning light out. Her first coherent thought was:

"Nightmare butt tastes like licorice?"

It wasn't until she looked down and saw the gnawed licorice whip in the crook of her hoof that she realized what had happened. Sometime in her sleep she'd reached down over the side of her bed, fished out a stick of licorice and gnawed on it a bit before konking out again.

Now there was sticky drool on her pillow and a weird taste in her mouth. Bleah. Black licorice; not the best flavor in the world to wake up to, she decided.

Something was wrong.

No... something was different. She couldn't put her hoof on it. Carefully, she got out of bed and looked around her room. Everything was the same here; her same old slightly disheveled room, posters on the wall, along with a new, signed poster of Sapphire Shores over her bed. The clock ticked on her dresser, counting away the hours of the night--- of the day, she mentally corrected herself; she could see early morning sunshine sneaking its way in around the edges of her curtains.

She felt the urge to be quiet, and so sneaked on tip-hoof out her bedroom door and down the stairs. It was so quiet. She paused on the landing that led to Twilight's room and peeked in.

Nopony there.
She made her way through the library room by room that way; the bathroom, the kitchen (stopping long enough to get a breakfast muffin, to get the taste of licorice breath out of her mouth), the pantry... nothing.

She found Twilight and Spike down in the main room of the library. Spike was curled up in his little bed, tummy bulging from all the sweets he'd eaten, first place ribbon from the costume contest clutched proudly in his claw. *I guess they really liked his brain,* Nyx thought to herself with a giggle. Peewee was perched on the little dragon's head, puffed out in a ball and sleeping contentedly. Owlowiscious was there too, drowsing on his perch.

Twilight was sprawled out in the big overstuffed chair in the corner of the room, sound asleep, some dusty old book or other still open on her belly. Nyx found a note under her mother's hoof:

_Dear Nyx_

_Library's closed. Decided to let everyone sleep in today. Breakfast muffins in the kitchen. Don't eat too much candy!_

_Love you,_

_Mom._

A quill and bottle of ink were on the lampstand next to her. She had obviously scribbled it out while sitting there, and then dozed off before she remembered to put it up in Nyx's room. Nyx gently pulled the note out from under her mother's hoof and tucked it away in her vest pocket; she'd pretend she got it later.

Everything was fine. Still, she couldn't place her hoof on what was different... till she finally realized it.

She wasn't afraid.

She hadn't woken up frightened by her nightmares. No tears, no cries of fear. The lingering pall of unhappy dreams hadn't followed her around the house; just peace and contentment of a still autumn morning. Something had changed last night, and somehow she knew deep down that her old fears wouldn't torment her anymore. She'd be afraid again someday, of other things, of problems and dangers she probably couldn't imagine... but never again would they rule her.

Smiling, Nyx curled up on the throw rug next to her mother's chair and drifted off to sleep. And this time she dreamed, of rainbow skies and white mountains and seas sweet as wine, of her and her friends Crusading through a world that grew more wondrous with every horizon, of love and friendship and all the amazing things yet to come....

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