

The Fall of Night

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Introduction

I am not a big fan of television. It simply doesn't interest me very much. Most television shows are dark, violent, mean-spirited, filled with crude humor, and deeply inappropriate. I enjoy shows that are fun and light-hearted, and programs like that are almost impossible to find. If a television show is aimed at adults then it's certain to be full of immorality and vice.

That's why I prefer watching cartoons. As it turns out, there are cartoons out there that are wholesome, funny, and genuinely fun to watch. They actually make you smile – and they do it in a family-friendly way.

This book takes place in one of those cartoon universes. I usually prefer writing my own stories instead of crafting tales that use someone else's characters, but this isn't the first time I've done this. I've also written three books that take place in the Tom Swift Jr. universe. It can be a fun thing to do – especially if you want to go beyond the limits

of the genre and tell a story that the original author would never tell.

I've actually written a number of stories that takes place in this particular universe. One of the first stories I wrote was a very short one that told the tale of a character who gave her life for someone else. The story wasn't very long, but I liked the way it turned out. However, the story raised a lot of questions. What happened to the character that was saved? How did things turn out?

I eventually decided to take that short story and turn it into a novel – and this is the result. This story tells the tale of a world that has been broken by tragedy. It's up to our hero to fix it – but it's not going to be easy, and it may take a great deal more than our hero has to give. It is much easier to break something than it is to repair it, and victory is not always cheap.

When I originally released this story online I tagged it as Dark and Sad, and I did that because it is dark and sad. One of the things that readers complained about was that this story was dark and sad – and that baffled me. Didn't they see the tags? If you are looking for comedy then I have written those, but this isn't a comedy. This time I

decided to be different, and I deliberately wrote a story that is dark and sad – but there is hope, and it ends in triumph. If you read it and are upset because it was dark and sad then I honestly don't know what to tell you.

If you have never met these characters before then you may find some aspects of their world a bit strange. Let me say that I have tried hard to stay within the rules of their land. Life is just a little different in the magical world of talking ponies.

Jonathan Cooper
1/9/2015

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Chapter 1: Army of Darkness

Trixie Lulamoon looked up at the sky. The blue unicorn had noticed the encroaching cloud of darkness and knew exactly what it meant – but she desperately hoped she was wrong. *It's too soon*, she thought to herself. *Trixie isn't ready. She needs more time!*

She nervously called out to a figure that was flying high above her head. “What do you see, Dash?”

A thousand feet in the air, a gray-colored pegasus scanned the ground. The area around Ponyville was clear – but the road leading out of the Everfree Forest was a different matter.

“I’m seeing a lot of bad news,” Rainbow Dash called out. “Looks like an entire army of spectrals. I’d say there are about, oh, maybe a thousand of them. It’s hard to tell from this distance.”

Trixie stamped her front hooves against

the ground in frustration. “But that’s impossible! Celestia promised Trixie they wouldn’t have enough strength to attack Ponyville for at least another three days. They’re not supposed to be moving this early!”

“Well, they’re here all right,” Rainbow Dash shouted back. “They’re all out of the forest now and are headed our way in a gigantic column. At the rear of the column is – hold on a sec.”

The dark gray pony strained to get a better look. “I can’t see too clearly from here, but it looks like there’s a super tall figure at the back. He’s surrounded by four big monsters of some kind.”

“A conjured sorcerer and four wardens,” Trixie replied. “Well, isn’t that just great! What are we supposed to do now? Celestia’s reinforcements are still undergoing basic training. They won’t be here for another three days!”

Applejack spoke up. “I’m pretty sure it ain’t gonna take those undead ponies three days to get here.”

Rainbow Dash dropped down from the sky and landed in front of Trixie. “Aw, don’t

worry about it. I can totally take ‘em on! Just let me handle it.”

“Don’t be stupid!” Trixie said scornfully. “Let me think a minute. Trixie can figure this out.”

Overhead it was a beautiful, sunny day – but in the direction of the Everfree Forest Trixie could see an encroaching cloud of darkness. Applejack was right; the spectral army was just minutes away from reaching Ponyville. There was no time to get help, and there was no help that would come. Trixie would have to handle this alone.

This was bad news, because there was simply no way Trixie was up to the task. Yes, she was a unicorn, and that meant she had the ability to perform magic – but she was a stage magician, not a mage. All she could do was perform cheap magic tricks. She wasn’t like Twilight Sparkle, who had genuine power. Twilight used to be the one who protected the nation from danger, but now she was dead. Twilight wouldn’t be protecting anyone anymore.

Trixie’s resources were meager. Standing directly in front of her was Rainbow Dash.

Before Twilight died she had been a vibrant blue pegasus with a rainbow-colored mane – the fastest pony in the sky, and the living representation of loyalty. Twilight’s death had turned her into a gray pegasus who was loyal to no one but herself. *Still, Trixie thought, she is really fast and she can control the weather. That could come in handy.*

Fluttershy, a bright yellow pegasus, was standing nervously beside Rainbow Dash. The living embodiment of kindness was clearly terrified, but she refused to leave. *She’s got spirit – Trixie will give her that. But she’s a terrible flyer and she’s scared of everything. She’s not going to be much use against an army of the undead.*

Rarity was standing beside Fluttershy, looking off into the distance at the gathering cloud. Before Twilight died she had been an elegant white mare – but now she, too, was gray. The living embodiment of generosity had become bitter and withdrawn. *She’s a unicorn, but her magic is pretty useless. Rarity’s a dressmaker, not a soldier. The wardens would crush her before she even had a chance to scream. Sending her out there*

would just get her killed.

Applejack, a bright orange earth pony, was a different story. Years of bucking apple trees had given her tremendous strength. She was honest, courageous, and would not back down. *Now there's a pony who can handle herself in a fight! She could make short work of a spectral – but she could never fight a thousand of them. There's just too many.*

The last one was Pinkie Pie – or Pinkamena, as she now insisted on being called. At one time she had been a pink earth pony who spread joy to everyone. As the living embodiment of laughter she had the ability to make everyone smile – but now she was the darkest member of the group. Her color and laughter were gone, replaced by cold rage. She had taken Twilight's death harder than anyone.

The mayor of Ponyville spoke up. The light brown earth pony had no real abilities of any kind, and usually let Twilight handle these situations. Now that Twilight wasn't here she was at a complete loss. "So, ah, Trixie, what are you going to do? You do have a plan, don't you?"

“Of course I have a plan. Trixie *always* has a plan! Your part of the plan is to evacuate the citizens of Ponyville. They need to flee for their lives! Make sure they flee *away* from the direction of the forest. You should probably head toward Canterlot.”

The mayor frowned. “But aren’t you going to save the city?”

Trixie glared at her. “What kind of a fool are you? There’s an entire army of undead ponies heading right in this direction! Even if we *can* defeat them – which is incredibly unlikely, since we’re outnumbered 166 to 1 – there’s going to be chaos, destruction, and death. If the ponies of this town want to live they need to *get out of here!*”

Applejack spoke up. “I’m afraid she’s right, your excellence. It just ain’t safe around here.”

The mayor sighed. “All right. I’ll begin an evacuation immediately.”

“Not alone you won’t,” Trixie shot back. “Rarity, you help her. Keep her organized and get everyone evacuated as quickly as possible. Make sure every last pony gets the message.”

“But I don’t need her help,” the mayor

protested.

“Oh yes you do! You’re completely incompetent. Why, you couldn’t even manage to wrap up winter on time without Twilight’s help! There’s no way you could handle something that actually mattered.”

The mayor became visibly angry. “Why, of all the—”

“Zip it, or Trixie will zip it for you. Rarity, have you got this? Can I trust you?”

“I suppose,” Rarity grumbled. “Come with me, mayor. Her Highness has given us a job to do.”

As Rarity and the mayor raced off into the town, Fluttershy spoke up. “You know, Trixie, that wasn’t very nice. You hurt the mayor’s feelings.”

Applejack spoke up. The living embodiment of honesty did not mince words. “Well, in her defense, Trixie was right. The mayor hasn’t exactly been very effective in the past. In fact, I can’t think of a single problem she’s ever solved. Twilight was the one who really ran this town. But there probably was a better way to handle that – especially if you want other ponies to lend us

a hoof. We don't exactly have a lot of allies right now."

Rainbow Dash interrupted. "Um, hello, but an army of undead ponies is headed this way! Are you really going to just stand there and talk about *feelings*?"

"Fluttershy is right," Trixie admitted. "If Trixie is going to take Twilight's place then she has a lot to learn. Humility and grace are not her strong suits."

"You will *never* take her place," Rainbow Dash muttered.

Trixie ignored her. "Fluttershy, we need you to act as a scout. We know there's an army coming from the forest, but that might not be the only threat. You need to fly high over the city and keep an eye out for more trouble."

Fluttershy swallowed nervously. "If that's what you want me to do then I'll do it. But if I find something, what should I do?"

"Go and tell Rainbow Dash. She'll pass the message along to me. And don't worry – the spectrals can't fly. As long as you're in the air you should be relatively safe."

After Fluttershy flew off, Trixie turned her

attention to the rest of the team. “According to Twilight’s notes, the spectrals and wardens aren’t really alive. The entire army gets its life force from a Maelstrom Sphere. The conjured sorcerer – who’s just an artificial creation of the Necromancer – is the one who wields it and directs the spectrals.”

Applejack spoke up. “Those ponies ain’t got minds of their own, right? Don’t the spectrals just do what they’re told?”

“Exactly. In order to win this, all we have to do is destroy that Sphere. If it’s shattered the entire army will vaporize – including the sorcerer. That Sphere is their weak point.”

“Then this will be easy!” Rainbow Dash boasted. “I’ll just swoop in and smash it. Piece of cake!”

Trixie shook her head. “It doesn’t work like that. The Sphere can’t be broken; it has to be unmade. Trixie has a spell that should work, but she has to get really close in order to cast it.”

“Why is that?” Dash asked. “Is it because you’re just too lousy at magic to cast it from a distance?”

Trixie refused to take the bait. Rainbow

Dash had hated her ever since Twilight had died – and so had the rest of Twilight’s friends. Only Applejack and Fluttershy had come around. As much as Trixie wanted to defend herself, she knew they had bigger problems to deal with.

“This isn’t the time for a magic theory class! The point is we can’t possibly defeat the entire army by attacking it head-on. What we need to do is avoid the army and ambush the sorcerer. Since he’s at the rear of the column of spectrals, Trixie will hide by the side of the road with Applejack and Pinkamena. After the army marches by our hiding place and the sorcerer is within our grasp, Rainbow Dash will strike from the air with her weather powers. This will distract the sorcerer. Applejack and Pinkamena will then lure the wardens into a fight, which will give Trixie a chance to reach the sorcerer and unmake his Maelstrom Sphere.”

Applejack spoke up. “Um, Trixie, ain’t the wardens ten-foot-tall trolls? How in Equestria are we supposed to take on four of them at once? They’re twice our size!”

Pinkamena spoke up. “It will be easy. I am

an unstoppable nightmare. They will be dead before they knew what hit them.”

“You don’t have to actually fight them,” Trixie added hurriedly. “That would be suicide! Just lure them away from the sorcerer to give Trixie a clear path. She has to be within five feet for the spell to work. If you *do* attack them, go for their head. None of the conjured undead have real heads – their heads are made of an unstable protoplasm mix. If you can break their heads apart their whole body will collapse into vapor. Remember: their heads are their *only* weak point. It’s the only thing that will stop them.”

The wind suddenly picked up. It was a cold breeze, with tinges of ice. Trixie suddenly noticed that the cloud of darkness had crept much closer. They had lingered in Ponyville for too long.

“All right – let’s go! Dash, find a storm cloud and hide. When the sorcerer reaches our hiding place, strike. Do *not* strike before then!”

“Whatever,” Rainbow Dash said carelessly. The gray pegasus flew off into the sky.

Trixie turned to Applejack. “You know this area better than Trixie does. Is there a place along the road where we can hide?”

“Yep, I know just the spot. Follow me!”

Applejack, Trixie, and Pinkamena raced down the road – straight toward the cloud of encroaching darkness.

* * * * *

High overhead, Rainbow Dash found a stormcloud. The pegasus grabbed it and pushed it into position over the open road. Since she was gray herself, she blended into the cloud perfectly. It was impossible to see her from the ground.

Looking down, Dash watched as three tiny figures galloped down the road. They stopped beside a small clump of trees that was filled with underbrush and weeds.

That’s awfully close to Ponyville, Dash thought to herself. *You’re going to have to take out the sorcerer really fast, or else that army will reach the town and destroy it.* But Dash could see there wasn’t another grove in sight. Applejack had found the only one.

Dash scooted her cloud closer to their hiding place, so she was directly in line with the road. She then laid down on the cloud and waited.

Unlike unicorns and earth ponies, pegasi had the ability to manipulate clouds and even walk on them. Rainbow Dash worked for the weather department and was responsible for keeping the skies clear over the city – or for making it rain on schedule. She excelled at her job, and had no doubts about her abilities.

A few thousand feet down the road, the army of spectrals was marching steadily toward Ponyville. Dash couldn't explain how they did it, but they seemed to be dragging a giant cloud of darkness with them. In their presence the power of the sun was weakened, and daylight was turned into shadow.

As Dash stared at the army she grimaced. *Trixie's lucky she's got me on her side! When her plan fails – because, seriously, when has Trixie ever succeeded at anything? – I'll swoop in and save the day. But don't think I'm doing this for you, Trixie. This is for Twilight. I am not your friend. No matter how long I live I will never forget what you did to her.*

* * * * *

Applejack, Pinkamena, and Trixie dove into a clump of bushes that was hidden underneath a small grove of trees. "I'm afraid this here is the best we can do," Applejack said.

Trixie looked around. It certainly *was* cover, but it wasn't as thick as she would have liked. If one of the spectrals happened to look this way...

"Trixie can solve this!" the blue pony announced. "She has a spell that can help."

"Trixie needs to stop referring to herself in the third person," Applejack said dryly. "That is getting old *real* fast."

"Sorry," Trixie apologized.

Trixie's horn glowed. A moment later she vanished, and a scraggly bush appeared in her place.

Applejack's mouth dropped open. "Did you just turn yourself into a *plant*?"

"Amazing, isn't it?" the plant said. Trixie now looked *exactly* like a real bush. The plant's leaves even swayed with the wind.

“With this disguise—”

At that moment there was a *POP!* and the spell broke. The bush vanished and Trixie reappeared.

“Applesauce,” Trixie muttered. “Trixie was – I mean, I was sure I had it that time.”

“Aw, don’t worry about it. I’m sure you’ll get the hang of it eventually. Just keep practicin’.”

Pinkamena spoke up. “We do not need disguises. The darkness they bring with them will cover us and hide us from their gaze. Then, when the wardens appear, we shall attack them and return them to the graves from whence they came.”

“Oh, that’s right,” Trixie commented. “The army *is* bringing a cloud of darkness with it. That—”

“Silence!” Pinkamena snapped. “They’re coming.”

The three ponies crouched down and waited.

* * * * *

Fluttershy had reached an altitude of

three thousand feet and was cautiously circling Ponyville. The yellow pegasus was very uncomfortable flying that high, but she needed a birds-eye view of the surrounding area and that was the only way to get it. She refused to let her fears get the best of her.

The sky above the city was clear of clouds. In the distance, though, she could see a cloud of darkness approaching Ponyville. The spectrals were on their way.

Far below she saw the citizens of Ponyville streaming out of the town and galloping toward Canterlot. *I sure hope everypony is going to be ok*, she thought to herself. *I know Trixie is doing her best, but I wish Twilight was here. I miss her.*

As terrified as she was, she continued to circle high over the city. If any new danger appeared she was *not* going to miss it. *After all, my friends are counting on me! I'm not going to let them down.*

* * * * *

Down in the city below, ponies were streaming out of Ponyville in a more or less

orderly fashion. Rarity the gray was barking orders. “No, Sweetie Bell, you and your friends *cannot* go door to door telling ponies to evacuate. I’ve got Lyra and Bon-Bon on that duty, along with the mayor – wherever she is. You need to get out of town. *Now!*”

“But sis, this could be our big chance to get our cutie marks!” Sweetie Belle protested. Rarity’s younger sister not willing to give up. “Can’t we–”

“I said NO! This isn’t some kind of game. This is life or death, and you need to leave *now!*”

“Without you?” Sweetie Belle asked dubiously. “But–”

“No buts! When this is all over I’ll meet you and our parents in Canterlot. Celestia will take care of you until then – and if she doesn’t I’ll wring her neck. Now get out of here!”

Sweetie Belle, Scootaloo, and Apple Bloom reluctantly joined the mass of ponies leaving the city. *This city is no place for little fillies*, Rarity thought to herself. *I’ll let Applejack know I’ve sent Apple Bloom to Canterlot. Her sister should be safe there until we’ve taken care of this invasion. After all, if*

Celestia can't keep her own capitol safe then we're all doomed! I just hope those three don't try anything foolish. Their eternal quest to get their cutie marks is going to be the death of them.

Cutie marks were symbols that defined each pony's unique talent. When a pony discovered that talent (usually at a young age), the symbol for that ability appeared on their flank and stayed there for the rest of their lives. Discovering that talent was a point of pride among the young, and they typically spent a tremendous amount of energy searching for it.

Rarity's cutie mark was a cluster of three blue diamonds. She had the ability to locate hidden gems – but that wasn't going to save Ponyville.

Rarity heard a voice call out behind her. "So are we done?"

Rarity turned around and looked at the mayor in surprise. "What do you mean, are we done? Has everypony been evacuated? Does it *look* like we are done?"

"Well—" The mayor paused, then anxiously looked up at the sky. The cloud of

darkness was now frighteningly close to the town. "I mean, I'm sure everypony knows by now that they need to leave the area. Shouldn't we be getting out of here as well?"

"What are you, a coward? We are *not* leaving here until every last pony is safely out of the city! If that means engaging the spectrals in hoof-to-hoof combat in order to buy them more time, then so be it. What kind of mayor are you?"

"But my cutie mark has nothing to do with fighting!" the mayor protested. "I'm not trained to handle warfare. Can't we just leave this up to Trixie?"

"Are you out of your mind? Trixie does *magic tricks*, you imbecile! Her magic is completely useless in a fight. Have you forgotten what happened the time Snips and Snails led an Ursa Minor into town? Trixie couldn't do anything; why, she ran for her life. If Twilight hadn't been here to fix the problem the entire town would have been leveled! And this time, mayor, Twilight is most certainly *not* here.

"The only ponies Trixie took with her to fight the invaders were Applejack, who raises

apples for a living; Pinkie, who bakes cakes; and Rainbow Dash, who spends most of her time napping. Do you *really* believe that an entire army of a thousand spectrals can be defeated by a famer, a baker, a lazy brat, and a phony magician who has never accomplished anything in her entire life? They're not going to survive thirty seconds out there!"

The mayor looked terrified. "Then what are we going to do?"

"We are going to get all of these ponies to safety – every last one of them. At least, as much safety as there can be, until the darkness takes over Equestria and consumes us all."

* * * * *

By now the army of darkness had reached Trixie's hiding place. For the first time in her life Trixie saw a spectral up-close. The sight was absolutely terrifying.

The ponies – if one could even call them that – were nothing but skeletons. Their black bones glowed a dark green color, as if they

were animated by some sort of dark magic. Each one wielded a razor-sharp ebony blade, and they all marched in unison. Draped over their bones was a thick, black suit of armor. The armor reached down to their hooves and covered their head. Trixie was surprised at how dark the armor was – it reflected no light at all. In fact, it seemed to radiate darkness, if such a thing were even possible. The spectrals somehow consumed light and destroyed it.

The worst part was that the ponies had no faces. The helmet of each spectral was open, and inside was a swirl of darkness and storm. Their eyes were two green points of light that stared straight ahead.

Trixie was terrified and could barely breathe. More than anything she wanted to turn and run for her life, but she refused to give in to her fears. The Necromancer's conjured sorcerer *had* to be defeated. Lives depended on her! She was not going to let them down again. Trixie had already done enough damage to Equestria. She was the reason Twilight was dead – but she would *not* let anyone else die. She would find a way to fix this – somehow.

When she looked to her left she was startled to see that Pinkamena was smiling – but it wasn't a happy smile. Before she had been broken by sorrow, the pink pony had a constant joyful smile on her face. In those days her mane was bouncy, vibrant, and full of life. When Twilight died, though, her mane deflated and the light went out of her eyes. Now there was a sinister red glint in her eye – a look of rage and destruction. The dark gray pony had a knife between her teeth and was holding another knife in her left front hoof. Trixie had no idea where she had gotten those weapons. She had learned it was best not to ask.

It was heartbreaking to see how much Pinkie had changed. *Right now we need an assassin, but in the long run Equestria needs its Pinkie back. Trixie just doesn't know how to fix her! It's not a memory problem – her spirit is broken, along with the spirits of everypony else in this sorry world. Pinkie hasn't laughed since Twilight died. No one has, really. And it's all my fault.*

To her right, Applejack was tensed and ready to spring into action. The earth pony's

eyes were fixed on the spectrals, and she watched them as they marched by. Trixie had no doubt that when the time came, Applejack would spring into action and hurl herself against a giant armored troll that was many times her size.

I've got to act fast, Trixie thought nervously. I can't hesitate. If I don't destroy that Sphere immediately, Pinkamena and Applejack will both be killed – and then I'll have even more blood on my hooves.

Trixie tried to contain her nerves as the spectrals marched by. Since Applejack and Pinkamena were two of the six Elements of Harmony they were used to battling Equestria's enemies, but this was new territory for Trixie. The blue unicorn had never battled anything in her life. Instead she had spent her life trying to trick others into thinking that she was great and powerful – when in fact she was anything but. In the past Twilight had solved the problems that Trixie had created, but this time she was on her own. Trixie would *have* to rise to the occasion. Lives were hanging in the balance.

Then, when the column was almost past–

* * * * *

Overhead, Rainbow Dash was practically cackling with glee. The bulk of the army had passed Trixie's hiding place and the sorcerer was almost directly in front of her. This was the moment Rainbow Dash had been waiting for: it was time to strike!

Rainbow leaped off her cloud and slammed into it with her hooves. The dark cloud shot out several bolts of lightning, which struck the army below. With the sound of thunder ringing in her ears, Rainbow watched excitedly as her lightning scattered the spectrals and bounced from one undead pony to the next. In a matter of seconds dozens of the undead were fried. Their bodies and armor instantly turned into vapor, leaving behind only small pools of protoplasm.

Oh yeah! This is going to be fun. I've totally got this!

The surprise attack caused the surviving spectrals to scatter and sent the entire army into chaos. Rainbow Dash quickly shoved her cloud to a new position and prepared to strike

again.

* * * * *

The moment Rainbow Dash unleashed her first bolt of lightning, Pinkamena leaped into action. With a knife still clenched between her teeth she streaked toward the nearest warden. Before he even knew what hit him Pinkamena leaped into the air, grabbed his left leg with her right hoof, and swung herself onto the troll's back.

The troll stumbled in surprise. He grabbed his giant flail and tried to swing it at her, but it was too late. Pinkamena quickly jumped off his armored back and onto his helmet. She then grabbed the knife she was holding between her teeth, and with a blade in each of her front hooves she violently stabbed his protoplasmic face right between his eyes. The warden screamed in rage as his head was unmade. A second later his head vaporized – and his entire body, armor and all, vanished into a cloud of mist.

Pinkamena fell to the ground – and quickly tumbled aside, as the second warden

tried to obliterate her with his flail. The giant spiked ball came within inches of crushing her head. As Pinkamena rolled along the hard ground, she jumped toward the third warden – only to be bashed away by his shield. She was knocked back to the ground, stunned.

That was when Applejack rushed into the fray. When the fourth warden picked up his flail and aimed it at the fallen Pinkamena, Applejack dashed up to him and kicked him squarely in the back of his leg. The troll screamed in pain and stumbled to the ground.

Trixie, still hiding in the bushes, watched the scene in horror. Pinkamena and Applejack were engaging all three of the remaining wardens – but they had failed to draw them away from the sorcerer. He was still protected behind all three of them, well out of her spellcasting range. There was no way Trixie could get to him.

Worse, the sorcerer was *not* happy. In his hand he held a giant wooden staff that was covered in glowing arcane symbols. On the end of the staff was the Maelstrom Sphere – a dark crystal orb about six inches across that was filled with a black cloud and sparkling

pinpoints of green light. The sorcerer had seen the lightning pour down from the sky and had spotted the gray pegasus who was responsible for disrupting his spectral army. The conjured sorcerer reached out and pointed his staff directly at Rainbow Dash.

* * * * *

Rainbow Dash was gleefully pounding the spectrals below with lightning. The army vainly waived their swords in the air – completely unable to reach her.

This is too easy! Dash thought. *I'm going to have them all taken out in no time. Why–*

Rainbow never saw the sorcerer aim his staff, nor did she see him fire a bolt of dark magic at her. The magical energy streaked through the air and hit her squarely in the back. She was immediately knocked unconscious – and began falling out of the sky.

* * * * *

High over Ponyville, Fluttershy had been watching the battle with horror. When she

saw Dash get hit, she panicked. *If she hits the ground she'll die instantly! No pony can survive a fall that far. I've got to save her!*

Fluttershy left her post and raced toward the falling pony, in a desperate attempt to save the life of her friend.

* * * * *

Down in the city below, Rarity glanced up at the sky. She saw Fluttershy dash toward the cloud of darkness that had almost reached the city. She couldn't see what her friend was trying to do, but she knew it could only mean one thing: the battle was not going well, and Fluttershy – the most timid and weak of all the Elements of Harmony – was now their last hope.

Curse you, Trixie, Rarity thought angrily. If it wasn't for you, Twilight would still be alive and we wouldn't be in this mess! Your thoughtlessness and pride has doomed us all.

Rarity called out to the mayor. "Move faster! We haven't got much time!"

* * * * *

From her hiding place, Trixie watched with horror as Rainbow Dash fell out of the sky. She desperately wanted to leap into the air and rescue her, but she was not a pegasus. Twilight had been an alicorn; she had both a magical horn and a pair of wings. There were now only three alicorns in existence, and Trixie was not one of them. *Twilight could have saved her*, Trixie thought bitterly. *Twilight could have saved us all. Apparently all Trixie can do is get everypony killed.*

* * * * *

Pinkamena, battered and bruised, leaped toward the enraged warden – and was effortlessly knocked away by his giant shield. The moment she hit the ground another warden raised his flail and hurled its ball at her with all of his might. The injured earth pony rolled out of the way – just in time, as the ball just barely missed her and smacked into the ground with tremendous force. The troll tried to move his flail to strike again, but it refused to budge. It was firmly stuck in the

ground.

Applejack immediately jumped up and bucked the troll from behind. It wasn't enough to knock him over, but he did become unfocused for just a second. That was all the time Pinkamena needed to run along the flail's chain, dash up the troll's arm, and stab the warden between his eyes. The warden screamed in pain as his protoplasmic head became unstable – and then he vanished.

Applejack watched with satisfaction as the second warden was vaporized. She didn't see the third warden swing at her until it was too late.

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Trixie watched in horror as the flail struck Applejack squarely in the side. It hit her with such force that Applejack wasn't even able to scream. The earth pony was sent soaring through the air and across the road, where her broken body crashed into a nearby field. Applejack landed with a sickening thud. She did not get up.

Trixie very nearly screamed when she

saw what happened. *Please, please don't die! Trixie will fix this, somehow. Just hang on, ok?*

With Rainbow Dash gone, the sorcerer used the Sphere to regroup the remainder of his troops. It took only a few seconds for the column to reform – and for them to resume their march toward Ponyville.

The two surviving wardens now focused their attention on Pinkamena, who was limping and moving slowly. She would not last much longer.

Desperate, Trixie leaped toward the wardens and then teleported beyond them – but she missed. Instead of appearing *behind* the sorcerer, she found herself about ten feet *in front* of him. Directly in his line of vision.

She froze. The conjured sorcerer was a giant being, clad in black mystical armor. He stood upright on two legs and was easily twice as tall as Trixie. Like the spectrals, he was made from black bones that were laced with dark green energy.

And his eyes were fixed on the blue pony that cowered before him.

Trixie frantically fired her unmaking spell at the Maelstrom Sphere in his staff. The bolt

struck the Sphere and a large crack formed in it – but it did not break.

The sorcerer howled in rage. He lifted his staff and commanded his undead army to obliterate Trixie.

* * * * *

Fluttershy's wings ached and she found it impossible to breathe. Her sides hurt and she was on the verge of collapse – but she refused to stop. She *had* to reach Rainbow Dash. She had to! She could *not* fail. Dash was her friend, and she was not going to let her die.

With a last burst of strength, Fluttershy caught up to the unconscious pegasus and grabbed her with her hooves. She then tried to stop her fall – but Rainbow's momentum was too great, and now *both* of them were plunging toward the ground. With time running out, Fluttershy frantically tried to stop.

For a moment she thought she could do it. They were slowing down, she was making it–

And then they were out of time. Both

ponies smacked into the rocky ground. They immediately blacked out.

* * * * *

The Maelstrom Sphere began crackling with dark magic. It tried to send out orders to the spectral army – but it failed.

There's something wrong with it, Trixie realized. I've damaged it!

The sorcerer realized that too. He shouted at his two remaining wardens. They promptly ignored Pinkamena and turned their attention to Trixie.

As Trixie trembled in abject terror, Pinkamena leaped toward the sorcerer and bucked his staff out of his hand. The giant weapon fell toward Trixie. As she saw it soar through the air she suddenly came to her senses and shot another bolt of unmaking magic toward it.

This time the damaged Sphere could not hold together. It shattered into a thousand points of dark green light – and then sent out a blinding shockwave.

The sorcerer, the wardens, and the

spectral army all collapsed into goo – but Trixie didn't see it. The shockwave knocked her off her hooves and sent her tumbling across the road. She fell to the ground, unconscious.

* * * * *

Trixie's head was throbbing. Her whole body ached, and her pains had pains of their own. She struggled to remember where she was and what had happened.

When she was finally able to open her eyes, she saw she was lying on a stretcher just outside of Ponyville. Applejack, Rainbow Dash, and Fluttershy were also on stretchers. When she realized that they were all still alive she was flooded with a sense of relief. Apparently she hadn't killed any more Elements of Harmony.

Applejack was being tended to by a doctor and several nurses. She was conscious, but covered in blood. The orange pony had an ugly wound on her side and was moaning in pain.

Fluttershy and Rainbow Dash had their

wings bandaged. Rainbow Dash had a burn mark on her back, but other than that the two pegasi appeared to be ok.

Pinkamena was sitting alone. She was covered in bruises and dirt, and her back was bandaged. If she was in pain, though, she wasn't letting on. Instead she just stared off into the distance at the cloud of darkness. Even though the spectrals were gone, the cloud still lingered.

Rarity and the mayor were also there. They appeared to be arguing with each other, but Trixie couldn't hear their conversation. As far as Trixie could tell they were completely uninjured.

"Did Trixie's plan work?" Trixie asked. "Are they gone?"

Pinkamena spoke up in a low, dark voice. "The undead have been banished back to Tartarus from whence they came. The sorcerer and his army have been unmade."

The mayor looked pleased. "That means we can have everypony come back home, right?"

"Of course not!" Rarity said. "Don't be ridiculous. This victory doesn't solve anything!"

The Necromancer is still out there, somewhere in the Everfree Forest. Yes, we've defeated *this* army, but he can always conjure up another one – and another one, until he finally wins. All we've done is delay the inevitable."

"So everypony *can't* come back home," the mayor replied sadly.

"That is correct. That is what the word *no* means."

Rainbow Dash spoke up. "That's some plan you had, Trixie. You nearly got all of us killed! Just look at what you did to Applejack – and to me, for that matter! Do you know how close I came to being turned into a puddle on the ground?"

"But you weren't," Fluttershy squeaked.

"Yeah we weren't – no thanks to *her*. But look at us! We're both grounded. We won't be able to fly again for days!"

"Well, y'know, that was kinda your own fault," Applejack said. As soon as she spoke up her doctor told her to be quiet and rest, but she ignored him. "If you had been payin' attention, that sorcerer could never have gotten the drop on you. The fact of the matter

is this whole thing turned out pretty well. Trixie saved all of our lives.”

“You gotta be kidding me! Are you *ever* going to be able to walk again?”

“My legs ain’t the problem – not much, anyway. It’s my side that’s all busted up. I reckon I won’t be doin’ any apple buckin’ anytime soon. But once the doctor has me patched up I’m sure I can–”

The doctor interrupted. “There is absolutely no way I can release you from my care. You have serious internal injuries – not to mention extensive bleeding, which we still haven’t gotten under control. As soon as I’ve managed to stabilize you I am going to move you to the hospital. Why, you’re fortunate to still be alive! If it wasn’t for your earth pony strength that flail would have torn you into pieces.”

“All right,” Applejack said reluctantly. “I see your point. So maybe I’ll have to do a bit of recoverin’ first. But I’m sure before too long I’ll be ready for whatever Trixie has planned next.”

“For whatever’s next?” Rainbow Dash shouted. “Are you nuts? I’ll tell you what

should be next. We need to march right back to Canterlot and tell Celestia she made a terrible mistake in appointing Trixie as the new Element of Magic. She is utterly *useless*! I'd trust Sunset Shimmer over her any day."

Privately, Trixie agreed with Rainbow Dash. Trixie had never wanted to be the Element of Magic – and even though Sunset Shimmer didn't live in Equestria anymore, she was a powerful unicorn and had helped Twilight defeat the three sirens. Sunset really would have been a much better choice, but Celestia hated Trixie too much to ever allow that.

Fluttershy spoke up. "Now be nice, Rainbow. Trixie's plan did work, and it did save the city. It's not her fault you got kind of careless."

Rainbow Dash glared at her. "Do you know what *is* her fault? The fact that Twilight isn't here! If she was still alive she could defeat the Necromancer in her sleep – *without* causing serious bodily injury to her friends. We wouldn't be in any danger at all! And do you know *why* Twilight isn't here? It's because of Trixie. Thanks to her we now face

a threat that we can't possibly defeat. She has put all of Equestria in danger – and you want me to be grateful because we were able to defeat just *one* of the Necromancer's armies? I don't think so!"

"Look, Rainbow, you need to let it go," Applejack replied. "You gotta get past what happened to Twilight. None of us can go back and change what happened. The fact of the matter is Equestria's got a serious problem, and like it or not Trixie is the only one who has a chance at stopping it. Celestia *did* appoint her as our leader, and so far Trixie's plans have worked out as well as can be expected."

"She'll never be *my* leader," Rainbow Dash grumbled. "Some of us don't get over things quite as easily as you apparently do. Twilight's funeral was just a month ago and you're already 'moving on'. Some loyal friend *you* are! Apparently it just takes you a month to forget all about your friends."

"Enough!" Fluttershy shrieked. She then blushed. "Sorry. But – Trixie, what *should* we do next?"

Trixie wishes she knew, the blue pony thought to herself. She desperately wished

Twilight Sparkle was here – but she knew that this time no one was going to come and rescue her. The princess who saved her life once before would never be able to save her again.

Chapter 2: Vote of No Confidence

The alicorn princess Twilight Sparkle was now just seconds away from death.

Trixie was sobbing uncontrollably. “Twilight, please, don’t do this! Your friends need you. Equestria needs you. Don’t throw away your life on pathetic Trixie.”

“I will not change my mind,” Twilight Sparkle replied, as tears streamed down her face. “Listen to me. While I’m gone, it will be up to you to spread the magic of friendship. Do you understand? There are a lot of broken ponies out there who need someone to love them. You can be that pony, Trixie. I *know* you can.”

Trixie nodded. She wanted to say something else – anything – but she couldn’t speak. It was too late.

Twilight Sparkle looked into the sky and lit up her horn. It began to grow ever brighter and brighter, until Twilight radiated a light

that was almost blinding.

Then, all at once, the light went out.
Twilight's body fell to the ground.

She didn't get up.

Trixie began screaming.

* * * * *

Trixie woke up, still screaming. Her body was drenched in sweat, her heart was pounding, and her head ached. She was in a dark room that swayed gently from side to side. The only sound she could hear – aside from her own screaming – was the clack of the train's wheels as they raced along the tracks, carrying her to Canterlot and the funeral of a beloved alicorn.

Not again, Trixie whimpered. Every time she tried to go to sleep she had the same nightmare. In her dream she replayed the last few moments of Twilight Sparkle's life. It had been three days since Princess Twilight died – three long, terrible days. It felt like three lifetimes.

Trixie glanced out the window and saw that it was still dark outside. That meant she

still had a little time left before she reached Canterlot – but her time was rapidly running out. After Twilight died, Princess Celestia demanded that her body be returned to Canterlot and that Trixie accompany it and explain herself. Twilight's corpse was three doors down, in the same train car. Trixie passionately did *not* want to go to Canterlot, but she knew she had no choice. After all, Celestia was an immortal alicorn who had ruled over Equestria for more than a thousand years. She wasn't the sort of pony you could say no to.

The trip back home had been long and tiring. Twilight had died far from Equestria and far from her friends. That, too, was Trixie's fault.

Even if Trixie somehow managed to pull herself together, she knew that Equestria would never let her forget what she had done. The guard ponies on the train had been openly hostile to her. *They're a foretaste of the treatment Trixie will receive for the rest of her miserable life*, she thought bitterly. *At least her life will be short. Celestia will undoubtedly kill Trixie as soon as she lays eyes*

on her. Twilight saved Trixie for nothing.

Trixie desperately hoped that the surviving Elements of Harmony would not be there. The last time she had seen Twilight's five friends was when she used the alicorn amulet to take over Ponyville and enslave its population. There was no doubt in her mind that the Elements must have hated her *before* this tragedy happened. She could only imagine what they thought of her now.

There was a knock on the door to her cabin, and a male voice called out in the night. "Are you all right in there? I heard some screaming."

"Trixie is fine," she lied.

The voice paused. "May I come in and talk to you?"

Trixie wiped the tears from her face with her hoof. "Trixie can't stop you," she said sadly.

The door opened. A white pony walked into the room, closed the door, and turned on the light. As soon as Trixie saw who it was she screamed in terror. She then quickly backed away into the far corner of the room – and kept screaming.

The tall, regal pony who had entered her cabin was Twilight's brother – her only sibling. Shining Armor was married to Princess Cadence and ruled over the Crystal Empire with her. He was the very last pony that Trixie wanted to see right now. The moment she saw him a single thought went through her mind: *Trixie is so dead.*

"Woah, woah, it's ok," Shining Armor said gently. "I'm not here to hurt you! Everything is going to be fine."

Trixie stopped screaming, but her abject fear did not leave her. "Trixie did not know you were on the train. Have you come to kill her and avenge your sister's death?"

Shining looked shocked. "Of course not! Don't be ridiculous. Why would I do that?"

"Then why are you here?"

"Isn't it obvious? Cadence and I boarded the train on the last stop. We're on the way to Canterlot to attend Twilight's funeral. We wanted to be there for it, to tell her goodbye."

Shining paused before continuing. "I loved her so much – well, we both did. You may not know this, but I've been Twilight's best friend her whole life. We weren't like

most siblings. We did everything together, and never had so much as a single fight. Shew as an awesome sister and I was so proud of her. And as for Cadence, well, she's known Twilight forever. Cadence used to be her babysitter, you know. Neither of us ever expected anything like this to happen. Once she became an alicorn we both thought she'd live forever. I thought she'd be attending *my* funeral one of these days."

Trixie could see grief in the face of Twilight's brother. She knew that pain was her fault, and she desperately wanted to fix it. "Please, *please*, you have to believe Trixie. She didn't want any of this to happen. She didn't want Twilight to die. She did not ask to be saved. Trixie would give anything to take back what she did."

"I know," Shining Armor replied. "I know you didn't want this, and I know you wish you could change the past. But you can't. Even Twilight couldn't do that. What you did was terrible, but despite that there was simply no way Twilight was going to let you die. She loved you, Trixie, in spite of everything you'd done to her, and she was going to do

whatever it took to save you. That's how she treated her friends – and she counted you in that circle."

"But how can you not hate Trixie for this?"

"Do you really think that Twilight's family would be any different from Twilight? Look. The way I see it, you are responsible for what *you* did, but you had no control over Twilight. There was simply no way you could have stopped her, even if you wanted to – and from what I've heard you *did* want to. What my sister did was her decision, and I'm going to honor and respect that decision by caring about the pony she saved. It makes no sense at all to hate somepony my sister obviously loved so much."

Shining Armor looked at Trixie. She was still cowed, huddled in the corner of her cabin. The blue unicorn was dirty and her mane was a mess. It was obvious that she wasn't taking care of herself anymore. Her face was stained with tears. Her famous magician's outfit was gone – and then Shining remembered it had been destroyed in the fire.

"Come here," Shining Armor said.

Trixie cautiously crept out of her corner

and struggled to her hooves. She walked over to Shining Armor and stood in front of him, uncertain and full of fear. "Yes?"

To her enormous surprise, Shining put his front hooves around her neck and hugged her. "It's all going to be ok, Trixie. Really, it is. It's going to take some time to heal everypony, but the pain won't last forever. One day you will feel joy again."

"Thank you," Trixie whispered.

Shining Armor let her go. He was about to say something, but Trixie interrupted. "Twilight wanted me to tell you that she loved you."

"I know she did," Shining replied. "And I miss her more than words can say."

Shining looked out the window. He noticed that the sun was just beginning to appear over the horizon. "We're going to arrive in Canterlot in about an hour. You need to clean yourself up and get ready. Celestia wants to meet with you as soon as you arrive."

Trixie's heart dropped. "Trixie knows. She is not looking forward to it." She paused. "Will – will Spike be at the meeting?"

Shining was surprised that Trixie had

remembered the name of the young dragon who served as Twilight's devoted assistant. Trixie had a reputation for being a proud, arrogant brat who thought much of herself and little of others. Apparently she paid more attention to the world around her than she let on.

Shining shook his head. "No. He's – well, he's pretty upset, as you can imagine. Twilight was the one who hatched him, and he had been with her ever since. Without Twilight his life is just empty. Once her funeral is over we're going to take him back to the Crystal Empire with us. He's a pretty important dragon there, and he will be surrounded by ponies who love and respect him. With Twilight gone, that's probably the best place for him to be. Celestia has gotten kind of dark lately."

"What do you mean, 'dark'?" Trixie asked, puzzled.

Shining Armor sighed. "You'll see."

* * * * *

Trixie was anxious – on the verge of panic.

She found it difficult to breathe. *Just calm down*, she told herself. *Everything will be fine*. But she knew it was a lie.

The train was just moments away from arriving in Canterlot Station, and Trixie was waiting in the forward car. In front of her were six guard ponies who were carrying Twilight's coffin. Shining Armor and Cadence were positioned in front of the group that was carrying the coffin, and Spike was standing beside Cadence. The small green dragon wouldn't even look at Trixie.

Surrounding Trixie were six more guard ponies. Trixie wondered if they were there to keep her from escaping, or to protect her from being lynched by an angry mob. She found it difficult to believe they would risk bodily injury to save her. Then again, Celestia had given orders that Trixie be delivered to her alive. Under better circumstances that would be a hopeful sign.

The train finally rumbled to a stop, and a few second later the door to the train car opened. A dim ray of sunlight streamed inside.

Shining Armor, Cadence, and Spike stepped off the train, followed by Twilight's

pallbearers. Then it was Trixie's turn to greet Canterlot.

That was when Trixie saw the crowds. The pathway to Canterlot Castle was lined with ponies of all ages and classes. There were hundreds – no, thousands of ponies present. All of them had turned out to see Twilight Sparkle make her final journey to Equestria's capitol.

Trixie forced herself to look straight ahead. She couldn't bear to make eye contact with any of the mourners.

Twilight's procession slowly made its way through the city's main streets and toward the giant castle where the royal sisters lived. Trixie knew the funeral service was scheduled for that afternoon. She wondered if it would be a double funeral. *Celestia is never going to let Trixie live.*

Despite Trixie's best efforts to *not* look at the crowd, she couldn't help but notice its mood. Some of the ponies simply stared at the procession in great sadness. A few had tears on their faces. But a lot of them – perhaps most of them – were angry. They didn't say anything, but she could see the

rage on their faces – and they were staring directly at her.

Trixie was surprised at how many of the angry ones were gray. *Have there always been that many gray ponies in Canterlot? Surely Trixie would have remembered that. Is something wrong?*

Along every step of the journey, Trixie expected the crowd to snap and turn on her. The tension in the air was thick. It would take only one comment – one remark, shouted in anger – for the mob to turn ugly and attack. There was simply no way that six guard ponies, however strong, could protect her from that large a crowd – and that was if they *wanted* to protect her. Based on their actions on the train, Trixie knew they wanted her dead as much as anypony else. It would only take seconds – less than a minute – for the crowd to kill her.

But they didn't. The procession reached the castle safely. Surviving the mob should have filled her with relief, but it didn't. *That means Trixie has to meet with Celestia after all*, she thought bitterly.

After the group entered the front door of

the castle, Spike, Cadence, and Shining Armor led the guards carrying Twilight's coffin down a hallway. When Trixie tried to follow them, the guards that surrounded her stopped her. "This way," the lead guard said gruffly.

Trixie nodded but said nothing. She followed the sullen guards down the giant hallway that led to Princess Celestia's throne room. The enormity and grandness of the hall made her feel small and insignificant. The ornate ceiling soared high above her, and along both sides of the room was a massive row of beautiful stone columns. The floor under her hooves was made of marble, and the red rug she was walking on was crafted from the finest material.

At the end of the hallway were two massive doors. On each side of the doors was an enormous, unsmiling guard pony. Each of them was holding a spear, and they both wore golden armor.

When they reached the doors the guards surrounding Trixie suddenly stopped. "Wait here," the lead guard pony said. The six guard ponies that had accompanied her from the train then walked off, leaving Trixie behind.

Trixie looked up at the two giant ponies that guarded Celestia's throne room. Neither of the ponies even looked at her. They simply stared off into the distance.

Trixie looked at the door that towered over her head. *Celestia is on the other side of that entrance. With Luna, probably. And Twilight's friends.*

Trixie swallowed nervously. Minutes ticked by, and nothing happened. The wait was killing her. How long would she have to stand there? She did *not* want to go through those doors, but being forced to wait when she knew what was coming was even worse. The anticipation, the black fear of what was about to happen—

She nearly jumped out of her skin when the giant guard on the right spoke to her. "You may now enter."

How in Equestria could he possibly know that? Trixie hasn't seen anypony come and relay a message to him!

But the doors were opening. The moment Trixie had been dreading had finally arrived.

Trixie was standing about ten feet in front of Celestia's giant golden throne. The ruler of Equestria was an intimidating sight. Even though her title was officially Princess, there was no queen. She had ruled over Equestria for more than a thousand years – in fact, she had been the nation's ruler since its founding.

Celestia was an alicorn, and that gave her an indefinite lifespan. Not only was she Equestria's absolute monarch, but she also raised the sun every morning. Long ago, before she rose to power, the sun was raised by a group of unicorns. However, the act of raising the sun took so much magic that after a few days the unicorns were permanently drained of magic and had to be replaced by another group. Alicorns, however, had vastly stronger magic than anyone else. When Celestia attempted to raise the sun she found she could do it with ease – and that was when she earned her cutie mark. On her flank was the symbol of the sun.

Celestia was a *giant*. Trixie had seen her from a distance, but she'd never been this

close to her before. The princess radiated power – and anger. There was rage all over her face.

Seeing her in person, Trixie suddenly realized what Shining Armor had meant. Celestia really *was* dark. Trixie was certain that Celestia had once been a white alicorn, but now she was dark gray. All of her color was gone – even in her mane and her long, flowing tail.

Most ponies lived only 60 or 70 years, but Celestia was apparently an immortal. Trixie wondered if she still saw her subjects as living beings, or if they were all simply insects to her. She couldn't remember the last time Celestia had actually solved a crisis. Anytime something came up, Celestia dispatched Twilight and her friends to fix the problem. Celestia had an army of her own, but she never used them. Somehow Twilight ended up risking her life for the nation, while Celestia stayed in her castle and drank tea.

Celestia's sister Luna was sitting on the floor beside Celestia's throne. *Now that says a lot about Celestia*, Trixie thought. More than a thousand years ago, Celestia and Luna

had ruled over Equestria together. Over time Luna became jealous of her more popular sister and attempted to overthrow her. Luna's rebellion failed, and as punishment Celestia banished her to the Moon. After a thousand years Luna escaped her lunar prison and returned to Equestria, determined once again to defeat her sister. When she attacked the nation Twilight defeated Luna, turned her from the darkness, and reunited her with Celestia. In theory Celestia and Luna were now co-rulers of Equestria – but Celestia had a throne and Luna was forced to sit on the floor beside her. *It's no wonder Luna rebelled*, Trixie thought.

Despite Celestia's apparent disdain for her sister, Luna served an important role in Equestria. She was the Princess of the Night, and raised the Moon at the end of each day. She watched over her citizens as they slept and protected them. She had the ability to enter into their dreams, and she could even see the future. Unlike Celestia, Luna actively tried to help the citizens of Equestria.

Princess Luna was her usual midnight blue, and she had a look of great sorrow on

her face. She was clearly in pain – but Trixie could detect no trace of anger in her regal features.

To the right of Celestia's throne, embedded in the giant walls of the room, was a long series of stained glass windows. Trixie had heard about the legendary windows before but she'd never actually seen them in person. Each one captured a key moment in Equestrian history. Most of them seemed to depict events that involved one or more of the Elements of Harmony.

Long ago, the Elements were a set of six jewels. Celestia and Luna discovered them in the Tree of Harmony and used them to turn the tyrant Discord into stone. When Luna rebelled, Celestia wielded all six of them to defeat her sister and banish her to the Moon. After that terrible day, Celestia left the Castle of the Two Sisters in Ponyville and moved to Canterlot – and in the process she lost the Elements.

When Luna returned to continue her revolt, Twilight rediscovered the Elements. The jewels bonded with her and her five friends and became necklaces that they wore.

Twilight became the Element of Magic. Applejack the farmer became the Element of Honesty. Timid Fluttershy became the Element of Kindness. The ever-joyful, fun-loving Pinkie became the Element of Laughter. Rarity the dressmaker became the Element of Generosity. Rainbow Dash, the fastest and most talented flyer in Equestria, became the Element of Loyalty.

For a period of time these six wielded their necklaces to fight off the most terrible threats that Equestria faced. However, one day they were forced to return them to the Tree of Harmony in order to stop one of Discord's plots to conquer the nation. Yet, despite that, the six somehow still had a connection to them, and could wield their power without physically possessing the stones.

The windows in Celestia's throne room recounted their many victories. There they were, defeating Luna and turning her back to good. The six turned Discord back to stone when he escaped his prison. They defeated the changeling queen Chrysalis when she tried to take over Canterlot. There was

Twilight, ascending from a unicorn to an alicorn – the first pony to ever do so.

That's when Trixie saw them. Standing in front of the window that was nearest to Celestia's throne were Applejack, Fluttershy, Rainbow Dash, Pinkie Pie, and Rarity. Every one of them was gray, and every one of them was angry – and all of them were staring right at her. *Trixie was right*, she thought. *They all hate me. Everypony hates me. Oh, Twilight, why did you save me? It would have been better if Trixie had died. How can she endure this?*

Princess Celestia glared at Trixie. Her eyes glowed a sinister dark green. "So tell me, Trixie Lulamoon, how does it feel to have killed an alicorn? That's quite an accomplishment, you know! You truly *are* great and powerful. This is the very first time an alicorn has ever died in all of Equestrian history."

"It wasn't like that!" Trixie protested. "You have to believe Trixie! She didn't want Twilight to die. She begged her to stop. She didn't want anything to happen to Twilight!"

"Oh, come now! Surely you can't expect

me to believe that you *wanted* to die. Not *you*."

"Of course not! But the price for saving Trixie was too high. She told Twilight that Trixie wasn't worth saving. She told Twilight to leave her and let her die. Trixie didn't want this!"

"If you truly didn't want this when WHY DIDN'T YOU STOP HER?" Celestia bellowed.

Trixie was sobbing now. "She tried to stop her! Really, she did. But she couldn't."

Luna interrupted. "Celestia, that's enough. You know what happened. Trixie did everything she could."

"She certainly did," Celestia said angrily. "Tell me, Trixie. How many lives were lost when you deliberately burned that packed auditorium to the ground? Do you have any idea? I bet you enjoyed watching everyone burn, didn't you?"

"NO!" Trixie screamed. She collapsed to the floor. By now she was crying so hard she could hardly talk. "Trixie didn't mean for anyone to get killed. It was just a trick to scare them. She thought she could put it out – really she did! But then it got out of control,

and her magic didn't work, and—"

Trixie stopped. She couldn't breathe and she couldn't talk. She felt like she was about to pass out.

Celestia stamped her hoof on the ground. "And what happened then, Trixie? Do you remember? Or have you already forgotten how Twilight died?"

"Celestia, that's enough!" Luna snapped. "The screams of the dying constantly echo through her mind. Every time she falls asleep, all she can dream about is the terrible fire and the last moments of Twilight's life. Trixie is tormented by what happened. She would give anything to change the past."

* * * * *

A few feet away, Applejack the Honest watched the exchange. She had spent the past few days stewing in bitterness and rage. In the best of times Trixie hadn't exactly been a friend to any of the Elements, but in their worst nightmare none of them ever expected Trixie to get Twilight killed. Applejack and her friends had come to Canterlot wanting

revenge.

But as Applejack the gray watched Trixie, something inside her changed. *Why, she's bein' honest. She didn't want any of this to happen, and she didn't want Twilight to die. I reckon' she really would do anythin' to fix this. But she can't bring Twilight back – and none of us can.*

I miss Twilight so much – the pain cuts deep, and I don't know if it'll ever stop. It's just like when Mom and Dad died. But as much as I hate to admit it, it just don't make sense to hate Trixie just because Twilight chose to save her life. That's not going to bring Twilight back or make things any better. Why, Trixie's hurtin' as much as any of us. Just look at her. I know honesty when I see it.

Applejack didn't realize it at the time, but at that moment her grayness vanished and she became orange once again.

* * * * *

Celestia glared at her sister. “My beloved student is *dead* because of that miserable excuse for a pony!”

Luna shook her head. "You know that's not what happened. Trixie didn't ask to be saved; Twilight did that on her own. Trixie had no way of stopping Twilight. The only pony who could have stopped her is *you*, and you did nothing."

"That's a lie!" Celestia shouted.

"Is it?" Luna asked. "Sister, Twilight never did anything without asking you first. Before she went to save Trixie she wrote you a letter to ask for your blessing. I have seen that letter. She told you what it was going to cost her to save Trixie's life. If you had told her to stop, she never would have left Equestria and she would still be alive today. But you didn't do that. You let her go, knowing full well you would never see her again."

Celestia's color turned even darker. She leaped toward her sister and slammed both of her front hooves on the ground with such force that the floor cracked. "Don't you dare tell me that I killed Twilight!" she screamed in Luna's face.

"I'm not," Luna replied calmly. "Twilight merely did what she thought was best, given the circumstances. No one forced her. She

acted because she believed the life of her friend was worth saving. It was her decision, and you were right to respect her judgment.”

Celestia looked away from her sister. “I was a fool. Apparently I never taught Twilight that sometimes it is better for the little ponies to die for the benefit of the important ones.”

“*Celestia*,” Luna said reproachfully.

The Princess of the Sun ignored her. She walked back to her throne and sat on it, and then turned her attention back to Trixie. By now the blue unicorn had stopped crying and was standing on her hooves again.

“There is one more order of business to take care of,” Celestia announced. “First, Trixie, let me say that as much as I want to break your worthless little neck, I will refrain from doing so. Personally, I believe that your continued existence is akin to sacrilege – a stain on our glorious land. But I made Twilight a promise and I am going to keep it.”

Celestia sighed. “Let it be put into the official record that I am strongly opposed to doing this. I think Twilight has displayed remarkably poor judgment. There are clearly some lessons that she never learned. But,

despite that, I will do what I told her I would do.

“Trixie, you are now the new Element of Magic. It is your job to unite with the rest of the Elements of Harmony to protect Equestria. If any dangers arise you and the other Elements will be responsible for defeating them.”

Trixie gasped. “But – your highness, you can’t be serious!”

“Excuse me?” Celestia said darkly.

“Sorry,” Trixie said hastily. “But – well, surely you must know that the Elements don’t work that way! The Element of Magic isn’t a title you bestow on somepony. It’s something that emerges magically, based on the relationship and experiences of–”

Celestia interrupted her. “That’s your problem, not mine. Twilight wanted you to replace her, so you get to replace her. You will either make it work or you will die trying. Do I make myself clear?”

“But the other Elements hate me,” Trixie pleaded.

“They most certainly do. Personally, I hope they eat you alive.”

Luna looked at her sister reproachfully.
“Celestia, stop it!”

“What do you mean?” Celestia asked.
“What’s wrong with you, Luna? Why do you keep sticking up for Trixie? Don’t tell me you actually *like* her!”

“What is wrong with *me*?” Luna echoed.
“*You* are the one who has a problem. You’re supposed to be the loving, wise ruler of Equestria! Where is your wisdom and forgiveness? When I became Nightmare Moon and threatened all of Equestria, Twilight found a way to turn me from darkness and you forgave me. Even though I tried to kill you, you still forgave me and took me back as your sister. I understand what it is like to do something terrible and long for forgiveness. I have been where Trixie is now, and I can sympathize with what she must be feeling. How can you forgive me but not her? She is clearly sorry! She could not be more heartbroken and repentant than she is now.”

Celestia shrugged. “It’s pretty simple. I love you and I don’t love her. Oh – that reminds me. One more thing, Trixie, before you go. I’m putting you in charge of the other

Elements. Congratulations! You're their new leader."

"You're doing what?" Trixie exclaimed. "But, your highness, Twilight was their leader only because she displayed leadership. The other Elements were her friends, not her servants! You can't—"

"I can and I have," Celestia shot back. "So there."

Luna looked at her sister. "I know you feel guilty about letting Twilight go to her death, but punishing Trixie isn't going to bring her back. Your guilt and rage are consuming you, as jealousy once consumed me. If you don't forgive her—"

"Don't you *dare* tell me what to do," Celestia snapped. She then turned her attention to the Elements of Harmony. "Is there anything any of you would like to say to your glorious new leader?"

Rainbow Dash the gray walked over to Trixie and stood inches in front of her face. "Let me make one thing very, *very* clear. Just so we're on the same page and all. I am the Element of Loyalty. I care deeply about my friends, and I would do anything for them.

Anything. When Pinkie Pie was being tormented by a bully, I kicked that bully right out of town. I will engage in hoof-to-hoof combat with full-grown dragons, if that's what it takes. I will *never* leave my friends hanging.

"You, Trixie, are *not* my friend. You never have been and you never will be. In fact, you have done the worst thing I can possibly think of: you actually got one of my closest friends killed. In my book that makes you a villain – the scum of Equestria. And do you know what I do to villains?"

Trixie was terrified. She opened her mouth, but couldn't say anything.

Rainbow Dash nodded. "You got it. So watch your back, Trixie. Twilight is going to be avenged – I will see to that. Even Twilight's death will not change my loyalty to her."

Rainbow's speech made Celestia smile. "You know, Trixie, the funeral isn't until this afternoon. I think this would be a perfect time for you to get to know your new friends. After all, you're going to be spending a *lot* of time with them from now on!"

Trixie's heart sank. "Yes, your majesty,"

she mumbled.

Chapter 3: The Funeral

After Celestia decided that she was done berating Trixie (for the moment, at least), a group of guards ushered the broken Elements of Harmony to a different part of Canterlot Castle. As the ponies made their way through the long maze of hallways and corridors, Trixie lingered at the rear of the group, several feet behind everypony else. She didn't dare just run off, but she knew she wasn't actually wanted.

Quitting simply wasn't an option. First of all, Trixie knew Celestia would never allow it. Celestia expected her to take Twilight's place, and that's what Trixie would have to do. She would have to become the Element of Magic – or die trying.

But that wasn't the only reason she refused to quit and run off. Right before Twilight died she asked Trixie to step up and take her place. Twilight had been right: there really *were* a lot of ponies who desperately needed love and help. Trixie could see how

broken the Elements were, and how guilt was tormenting Celestia. Equestria did need a hero, and Twilight wanted Trixie to be that hero. It had been her dying wish.

Trixie will not let her down, she thought to herself. She will do whatever it takes to fix this. Trixie has never been a quitter and she's not going to become one now. She will get through this. Somehow.

As Trixie tried to rally up enough courage to face the rest of the Elements, a certain orange pony noticed that she was lagging behind everyone else. Applejack immediately came over to Trixie. "Um, hello there," the earth pony said. "I'm—"

"Applejack," Trixie replied. "The Element of Honesty. Apple farmer. You live at Sweet Apple Acres with your sister Apple Bloom, your brother Big Macintosh, and your grandmother Granny Smith. You have saved Equestria countless times and are a decorated national hero."

Applejack blushed. "Well, I can see you surely do remember me. I remember you too, from the time you used that amulet to enslave – I mean, from all the times I saw you

in Ponyville.” The farmer then paused, struggling to find something positive and uplifting to say about Trixie. She came up with nothing.

“Trixie is really sorry about that,” the blue unicorn said hurriedly. “You know she apologized for enslaving the town, right? She would never, *ever* do that again. Trixie had no idea the amulet was evil and would possess her.”

“I know,” Applejack replied. “I didn’t mean to bring that up at all. It’s just – well, we don’t see you all that often.”

Of course not, Trixie thought. *Why would Trixie want to go back to a city that hates her? Ponyville is the last place she wants to be.*

The guards suddenly stopped in front of an unobtrusive door in the hallway. The lead guard gestured toward the door. “Here you are, ladies. This is where you will be staying. If you need anything at all, please let us know.”

One guard then stationed himself by the door. The rest marched away.

Rarity opened the door with her magic and went inside. Her friends followed close behind her.

“What is this place?” Trixie asked, amazed. The large room was lined with bookshelves that stretched from the floor to the ceiling. Most of the books were gone, but there were still a few volumes scattered around. A massive floor-to-ceiling window at the far end of the room offered a beautiful view of the surrounding countryside. In front of the window was a telescope, which was pointed up at the sky. In various corners of the room were a few scientific instruments, all covered in dust.

“This is Twilight’s old room,” Applejack explained. “This is where she stayed when she lived here in Canterlot and studied under Celestia.”

Fluttershy the gray flew over to Trixie and landed beside her. “Did *you* ever study under Celestia?”

“Trixie did not,” she admitted.

“Why not? Were you too stupid or something?”

Trixie glared at her. “Trixie is a *magician*, not some sort of mage-in-training. She uses her magic to impress and entertain people. Going to Celestia’s school would have been a

waste of time. The princess does not teach Trixie's kind of magic."

"Oh, so you *entertain* people! You know, I don't find you entertaining at all. You're just a big, mean jerk."

Rarity spoke up. "Really, Trixie, no one finds you entertaining. Your act in Ponyville was a complete flop. In fact, as I recall, you were forced to abandon your line of work entirely and find employment at a rock farm! You don't really do magic tricks anymore, do you?"

"Oh, but she does!" Fluttershy replied. "That's what you were doing three days ago, wasn't it? You were trying to restart your poor, pathetic career. When the audience didn't appreciate your tricks, you decided to—"

"That's quite enough," Applejack said firmly. "Fluttershy, what's gotten into you? You are the kindest, most gracious pony I've ever met, and here you are actin' like a complete jerk. Have you lost your ever-lovin' mind?"

"Aw, leave her alone," Rainbow Dash commented. "She's just being honest. I would think you would support that – you know,

since honesty is your thing and all.”

“But she’s *not* bein’ honest. She’s just bein’ cruel. Just like that time Discord messed with us. Remember when he turned all of us gray and made us act like the opposite of our normal selves? Only this time it ain’t Discord that’s causing all this.”

“You’re quite right,” Fluttershy agreed. “This time Trixie is the problem – but I have a solution. If we just get rid of her, life will be so much better. I’m sure Celestia would approve, and I know I would feel so much better! We could bury her body this afternoon at Twilight’s funeral. Don’t you agree?”

“*No!*” Applejack shouted, stamping her hoof on the ground. “I have had it up to here with all of you – well, except for Pinkie. She hasn’t said a single word.”

“It’s Pinkamena now,” the joyless earth pony replied.

“Whatever. But what y’all are doin’ is *not* right. Look. I know you’re all upset right now, and I get that. I’m hurtin’ too. I miss Twilight somethin’ fierce. But the fact is, Equestria depends on us to protect everypony, and the only way we can do that is through the power

of friendship. The Elements will only work if we're friends – and that means *we have all got to be friends*. And that includes Trixie."

Rarity spoke up. "You can't possibly be serious! You want us to be friends – with *her*?"

"Yes I do," Applejack replied stubbornly. "You heard Celestia – it's what Twilight wanted. If Twilight was here right now she'd have a thing or two to say about the whole lot of you. Have you forgotten everything you've learned about friendship?"

"But—" Rarity said, struggling. "But she's *Trixie*."

"I suppose I can't argue with that. But you listen here. One day somethin' bad is gonna happen and Equestria will need our help. In the past we've always managed to save the day because we worked together as friends. If we lay aside our anger and come together, we can build the friendships that we'll need to save everypony's life. But if we don't do that – if we abandon friendship and keep on actin' like jerks – then when trouble comes we *won't* be able to fix it. When that happens, a lot of ponies are gonna die. Is your hatred and anger really worth all that?"

Rainbow Dash snorted. “Trixie *killed Twilight*, Applejack. I can’t forgive that! Personally, I’d rather see all of Equestria burn to the ground than help her.”

“You can’t possibly mean that!” Applejack exclaimed.

“Hey – just being honest! They say honesty is the best policy, right? What – do you want me to lie?”

Applejack looked over at Trixie. The blue unicorn had walked over to the window and was looking down at the pavement, which was hundreds of feet below. It only took Applejack a second to realize what Trixie was thinking about doing. *Oh no you don’t! Not on my watch.*

The earth pony trotted over to Trixie and put a hoof around her neck. “Ignore those fools, Trixie. They’re just upset. Trust me – they’ll all come ‘round eventually. You just wait and see.”

Trixie took her eyes off the pavement far below and looked at Applejack. “And what if they don’t?”

“Then you’ve got a friend in me. And in Princess Luna, too – remember how she

spoke up for you? And I heard that Shining Armor cares about you, which means you've got the entire Crystal Empire to watch your back. You're not alone, Trixie. I know you may feel that way, but there are ponies in this world that care about you. We'll get through this – and we'll do it together."

Fluttershy spoke up. "Well, you can do it without me. I want no part of this." Before anyone could say anything, the gray, winged pony opened the window and flew away.

"Fluttershy – you get back in here this instant!" Applejack called out. But Fluttershy did not change her course.

* * * * *

Princess Luna was pacing back and forth in the throne room. "Celestia, you have to stop this. It isn't right!"

Princess Celestia looked at her in amazement. "You cannot be serious! Do you know how many ponies are here in the capitol just for Twilight's funeral? Some ponies have even traveled here from overseas! I can't simply tell them that the funeral is off and

they should all go home. That is madness!”

“I know, sister, and I understand that. But don’t you see what’s happening? Ponies aren’t coming here to mourn the passing of Princess Twilight, or to remember the amazing life that she led. They’re not here to pay their respects. Well, perhaps *some* of them are, but most of them are here for one reason alone: to hate Trixie.”

“And why shouldn’t they?” Celestia asked. “That seems perfectly reasonable to me.”

“But it’s wrong! It makes no sense. Have you seen what all that anger is doing to Equestria? Have you noticed that the sky is turning dark and that ponies are losing their color? Why, just look at you! What has happened to you? You’re *gray*. Gray!”

“I don’t know what you’re talking about,” Celestia sniffed. “I feel fine.”

“But you are *not* fine. There is something very, very wrong here. Equestria is falling apart. The harmony that holds our land together is fraying. If we don’t cancel Twilight’s funeral, it will become the focal point of all that hatred and bitterness. The

funeral may create more disharmony than our world can stand. It could weaken the barrier that protects Equestria and open the door for something truly terrible.”

“Did you really say ‘cancel the funeral’? That is completely out of the question! I refuse.”

“Very well, then,” Luna said. “Have the funeral. But sister, change its tone. This service needs to be about forgiveness and love. It needs to be about remembering who Twilight was – a pony who spread the magic of *friendship*. Use this opportunity to make things better. We have got to stop this darkness before it grows any further.”

“And miss out on a chance to humiliate Trixie? Now why would I do that?”

Luna shook her head. “I don’t know you anymore. I don’t know what has gotten into you. But I fear for you, Celestia. I fear for us all. We are all going to regret what we’ve done here today.”

* * * * *

That afternoon, another guard came to

escort the Elements of Harmony to the funeral. "This way," he announced.

Trixie spoke up. "But Fluttershy isn't back yet. Isn't she supposed to be there too?"

The guard shrugged. "That's not my problem. This way, please."

The group left Twilight's old quarters and stepped out into the hallway. The guard then guided the group through the castle. Trixie lingered in the back, as far away from everypony else as possible. She desperately did *not* want to get anywhere near that funeral. She knew what was coming. Having Applejack at her side was a relief, but she was just one pony. There would be thousands at the funeral, and Trixie was certain none of them would be as forgiving as the apple farmer.

On the ground floor of the castle, the guard stopped at the entrance to yet another long hallway. "The princesses are waiting for you down there," he said, gesturing with his spear. After the ponies had entered the hallway, the guard assumed a post in front of it.

Applejack spoke up. "I guess he's

supposed to keep the riff-raff from following us. C'mon, Trixie. You can sit by me."

As the rest of the group walked down the hallway, Trixie froze. At the end of the hallway was a door, and Trixie knew that on the other side of that door was a large, angry mob. *I can't do it*, she thought to herself. *I just can't! I've had all I can possibly take.*

As Trixie stood there, unable to move, she heard the guard's voice call out behind her. "Hey you – no admittance! This is for VIPs only."

Trixie turned around and saw that a gray pegasus was trying to get past the guard. "But—" Fluttershy protested.

"No buts! Now get out of here, before I throw you out."

Trixie spoke up. "It's ok, sir. That's just Fluttershy. She's supposed to be here."

The guard turned his attention to Trixie. "How stupid do you think I am? The real Fluttershy is *yellow*, you moron. Do you think I'm colorblind or something?"

"I know she's normally yellow, but she's having a bad day. A lot of ponies are turning gray these days. Haven't you seen Celestia?"

The guard frowned. "Look, you two, I don't know what you're trying to pull, but I'm not going to fall for it. Pegasus, go bother somepony else."

Fluttershy looked crestfallen. "Ok," she said sadly.

Something inside Trixie snapped. For the past few days her life had been nothing but pain and suffering, and she had taken all she was going to take. She was *done* being yelled at and trivialized. She absolutely refused to take any more grief. It was time that somepony felt the brunt of her wrath.

"No, Fluttershy, wait," Trixie called out. She turned back to the guard. "Are you blind? Can't you see her cutie mark? How many pegasi have *butterflies* for a cutie mark? And look at her mane style! Don't you recognize her as one of the Elements of Harmony that *you yourself escorted out of the throne room this morning?* How could you possibly not have noticed that she was gray? Trixie *demand*s you let her in here at once!"

The guard's eyes narrowed. "You're in no position to make demands. I'm the one in charge here."

Trixie laughed. "You? In charge? I don't think so! You are going to do *exactly* what Trixie told you to do. You will lower your spear, step aside, and let Fluttershy pass. *Or else.*"

"Or else what? I can get you in an awful lot of trouble, you know."

"No you can't! Why, you have no power over Trixie at all. You can't possibly get me in more trouble than I'm already in! The *entire world* hates me. I've lost everything that I ever cared about, and everypony wants me dead. Since I have nothing left, that means I can do *whatever I want.*"

Trixie took a step closer to the guard. Her horn began to glow. "Now you listen to me. You are going to step aside *right now*, or you will face the full force of my wrath. This is your very last warning. But you know what? Just ignore me. Just keep on standing there, like some kind of moron. Go ahead – make my day. I would *love* to show you just how great and powerful Trixie really is."

The guard looked at her and frowned. *I really don't get paid enough to deal with these crazy nutjobs*, he thought to himself.

"Fine," he said at last. "Have it your way."

If this goes bad I'll make sure you get all the credit." The guard stepped aside and allowed Fluttershy to pass.

"Thanks!" Fluttershy squeaked.

After they were out of earshot of the guard, Fluttershy grabbed Trixie. "Why did you do that?"

"What do you mean? Trixie didn't do anything! She left the guard completely intact."

"That's not what I'm talking about. Why did you help me? Why were you so kind?"

"It was the right thing to do," Trixie replied. "You needed help, so Trixie helped you. What kind of monster do you think she is?"

"But I was so mean to you earlier! I was horrible."

"But you still needed help. You're one of the Elements of Harmony, and you had every right to come with us. The guard was out of line, so I set him straight. I know you were mean earlier, but – well, it's just something that Twilight taught me."

"Well, thank you," Fluttershy said. "I really appreciate it. I'm really not very

assertive, you know.”

Trixie smiled. “I know. You really need to work on that.”

“Can you ever forgive me for the way I treated you earlier? Applejack is right: we should be friends, not enemies. I’m so sorry for what I did.”

“Of course,” Trixie replied. She then gasped. “Fluttershy – your color is back!”

Fluttershy glanced down and saw that she was now her usual yellow self. “Oh my goodness – you’re right! Thanks. I feel a lot better now. I just don’t know what came over me.”

Well, that’s two down and three more to go, Trixie thought. Maybe I do stand a chance after all.

“Trixie?” Fluttershy said.

“Yeah?”

“What were you about to do to that guard?”

“I wasn’t going to hurt him,” Trixie said quickly. “Really, I wasn’t. I was just bluffing. I wanted him to think that I was dangerous so he would decide that dealing with me wasn’t worth the trouble. Sometimes, Fluttershy,

you don't actually have to *be* great and powerful. It's enough to make ponies *think* that you are."

"That's something else Twilight taught you, isn't it?" Fluttershy asked. "That's how she got you to take off the alicorn amulet that one time you took over Ponyville."

Trixie blushed. "I guess you're right." She sighed. "I miss her."

Fluttershy hugged Trixie. "I miss her too. But I guess we'd better be going. They're probably waiting on us."

Trixie looked back at the ominous door at the end of the hallway. She sighed. Her moment of reckoning had finally come.

* * * * *

Trixie had never seen so many ponies at a funeral in her entire life. The procession was enormous. At the front of the column were all three of Equestria's alicorn princesses – Celestia, Luna, and Cadence. Shining Armor walked beside his wife Cadence, and Spike was beside him. They were all dressed in their finest royal attire – which only made it even

more obvious that Celestia had lost all of her color. She was the only pony in the royal group that was dark gray.

Behind them was Princess Twilight Sparkle's casket. It was being carried by Twilight's closest friends: Rainbow Dash, Fluttershy, Pinkie Pie, Rarity, Applejack, and Trixie. Trixie felt very much out of place, but Celestia had insisted. Since she was now an Element (even though, for now, she was only one on paper), she had to be one of Twilight's pallbearers.

It's not that Trixie didn't want to do it, but it wasn't the same for her as it was for the others. The rest of the group was carrying their closest friend on her last journey. Trixie, though, was carrying someone who would still be alive if it hadn't been for her foolishness. Every step she took drove home the point that none of this would be happening if it hadn't been for her.

Behind the casket were Twilight's parents and, to Trixie's surprise, Discord. Behind him were the nobles of Equestria. Then there was a long line of Twilight's friends from Ponyville, and a lot of other ponies that Trixie had never

seen before.

Flying overhead were the Wonderbolts, the pegasi that made up Equestria's elite air force. Trixie noticed that for the first time in Rainbow Dash's life she had absolutely no interest in watching her heroes soar through the air. Instead Rainbow resolutely stared straight ahead.

Since the graveyard of Canterlot Castle was far too small to accommodate the enormous crowd that had turned out, Celestia had arranged for the funeral service to be conducted in a large field outside the castle grounds. A stage had been hastily constructed and placed in the center of the field.

When the procession finally reached the area of ceremonies, the six pallbearers carried the casket onto the stage and set it at the front of the raised platform. The princesses and the Elements then walked to the back of the stage and sat down. Twilight's family sat in front of the stage, and the rest of the procession sat wherever they could find room.

However, there was only so much room,

and there were thousands upon thousands of ponies. The area in front of the stage was quickly packed with ponies, who began sitting wherever they could. The ponies who could fly hovered in the air. It was the largest single grouping of flying ponies Trixie had ever seen.

But there was something about it all that bothered her. *Why is the sky gray? I don't see any clouds. Is there something wrong with Equestria? Twilight was the Element of Magic; perhaps her death has broken Equestria in some way and damaged the world. But that's silly! No pony is that important. But if that's not it, then what is wrong with the sky?*

And for that matter, what's wrong with everypony else? Twilight's friends are gray, and Celestia is gray as well. So many ponies in the audience are gray. What's going on? I can understand why the Elements are broken, but this seems much more serious than that.

Trixie did not know it, but Luna had noticed the same thing. The Princess of the Night was deeply disturbed. *Is my sister's guilt poisoning the very world? Is her connection to the light so strong that her mood has the power to poison Equestria itself? Or are there*

darker forces at work?

Celestia got up and walked over to the casket to begin the ceremony, but as she did so Discord stood up from the audience. “Princess – if I may?” he asked.

Celestia paused. “I don’t see why not. Go ahead, Discord.”

The draconequus nodded. He solemnly walked onto the stage and stood in front of Twilight’s casket. Trixie had never seen Discord up close before; the sight frightened her a little. Discord was unlike any other being in Equestria; as far as she knew he was unique. Instead of being a pony, he was a bizarre animal that appeared to be made up of pieces of at least twelve different kind of creatures. He was part horse, part deer, part goat, part snake, part lion, part eagle, part lizard, part bat – it was insane. The Lord of Chaos really looked the part.

Usually when Discord appeared trouble followed. His magical power was incredibly vast – surpassing even the abilities of the princesses – and most of the time he used it to cause problems. This time, though, he was very serious. Unlike Celestia he had not lost

his color.

Discord traced a claw over the casket. Even though it was closed, he seemed to be peering inside it. “My dear, dear Twilight,” he said sadly. “I told you that I would never speak to you again if you carried out your asinine plan. And here we are. It gives me no pleasure at all to say ‘I told you so’.”

Discord turned to face the audience. “Since all of you already know who I am, there is no need for an introduction. But I’ll introduce myself anyway. I am Discord, the Lord of Chaos. In the time before Luna’s banishment I ruled over Equestria and terrorized the lives of everyone. I literally turned the world upside-down and made a mockery of reality itself. It was great fun for me, but it wasn’t very much fun for anyone else. So your princesses discovered the Elements of Harmony and used them to turn me into stone. In fairness, I probably deserved it – although I still say a little chocolate rain every now and then never hurt anyone.

“A thousand years later, I broke free from my stone prison and resumed my reign of

terror. That was when I first met Twilight Sparkle. I knew that if I wanted to keep from being imprisoned again I would have to break her. Do you know how I did that? By attacking her friends and turning them against her. I knew how much she loved her friends and how much she depended upon them. When I turned them gray and they were lost to her she, too, turned gray. That was really the only time Twilight was ever defeated. *That* is how much she valued her friends.

“Yet even when I turned her friends against her, Twilight never stopped caring about them. She *did* find a way to bring them back and restore their color. Even though her friends had left her and turned cruel, she never left them. She saved them all, then reunited with them and turned me back into stone. I suppose that was my first real lesson in the power of friendship.

“Then, for some bizarre reason, Celestia decided to have me released and reformed. I was convinced she had lost her mind – and, truthfully, I think she had. But dear, dear Fluttershy showed me what friendship really was. I was reformed – a little. But it didn’t last.

“As you all know, I recently betrayed all of Equestria and helped Tirek steal magic from every last one of you. Tirek tricked me into thinking that there was something more valuable than friendship – but he was wrong. There is nothing more valuable than friendship. Do you know who taught me that lesson? It was Twilight Sparkle.”

Discord wiped a tear from his eye. “I will never forget that moment. I had betrayed Twilight in the most serious way anyone possibly could. Her friends – who she cared the world about – I had turned over to her worst enemy, imperiling all of their lives. When Tirek then betrayed me and imprisoned me along with them, I was convinced my life was over. After all, I had betrayed everyone. No one was going to come along and save me.

“But I was wrong. Twilight did the unthinkable: when she rescued her friends, she rescued me as well. She didn’t hate me; she forgave me. She extended friendship to *me*, the one being in all of Equestria who was the least deserving of it. In that moment she showed me what the power of friendship

really was – and why it was so worth having.

“Yes, Twilight has done many great things in her life. She released Luna from the evil that had taken over her life. She fought dragons and rescued empires. But in my humble opinion, all of that pales to the greatest and most noble thing she ever did: giving her enemy another chance.

“We miss you, Twilight Sparkle. We miss you more than you could ever know. May you rest in peace, wherever you are.

“Thank you.”

As Discord quietly walked off the stage, Luna noticed that the mood of the crowd had changed. Before it had been seething with anger and resentment. Now, though, she sensed that the anger was giving way to sorrow. *This is good*, she thought to herself. *This is very good.*

Celestia then got up and walked over to the casket. “And I would also like to say a few words – about my dear faithful student, and about the worthless blue pony who ended her life.”

“Celestia!” Luna exclaimed.

But Celestia ignored her sister. “Have we

already forgotten why we are here? Yes, Twilight did many amazing things – but you don’t need me to remind you of them. You know what she meant to all of you! Why, if it wasn’t for Twilight, none of us would even be here. Twilight saved the world from the eternal reign of Nightmare Moon. She played a vital role in saving us from a changeling invasion, and in rescuing the Crystal Empire. If Twilight had never been born, all of us would be dead right now.

“The truth is that alicorns are *not* immortal. I fully expected to one day turn my throne over to Twilight, who would usher in her own millennia of peace and prosperity. Twilight’s potential was truly enormous – and now it’s gone. She is dead – the first alicorn to die in more than a thousand years.

“Who did this, you ask? Who destroyed the life of Equestria’s greatest hero? I think we all know the answer to that, don’t we? Why, it’s a pony who is on this very stage right this minute, still alive – while Twilight is dead.

“Trixie managed to do what Nightmare Moon, Chrysalis, Sombra, Discord, and even Tirek all failed to do. She proved to be a

greater force of evil than all of them combined. Thanks to her, Equestria now has no elemental defense against evil. When darkness once again rises and lives are threatened, just remember: Trixie is the one who killed your protector. May that wicked blue pony die a brutal death, alone and unloved.”

As the crowd cheered, Luna looked up at the sky. It was now darker than ever – but it wasn’t darkened by Luna’s night. This darkness was something evil.

There was something about the coldness in the air that stirred a long-forgotten memory. Luna had seen this before – long, long ago. But her memory wasn’t what it used to be. What was it that she had forgotten? What would happen when Equestria’s harmony was shattered, and when the sun turned into shadow?

Chapter 4: Reconnaissance

The battle for Ponyville was over and the spectrals were gone. Trixie had done the impossible: with the help of her friends she had saved the city. It should have felt like a rousing victory, but it didn't. Even after the army was vanquished a dark cloud still lingered in the air. The wind itself seemed to carry a note of despair in it.

The doctors carried the wounded Applejack away on a stretcher. By now she had fallen back into unconsciousness. The doctors promised Trixie that in time the Element of Honesty would recover – but she would never be the same. She might walk again, but her apple bucking days were over.

Fluttershy and Rainbow Dash, though, were well enough to stand. In fact, aside from some bruises and a pair of sprained wings they were fine. They wouldn't be able to fly for another week, but they could still walk.

Rarity and Pinkamena lingered by their friends, but didn't say anything. The darkness

had gotten to them. It bothered Trixie to see Rarity, Pinkie, and Rainbow Dash as dark gray ponies. They should have been full of color – but they weren’t. Applejack and Fluttershy were the only sparks of joy left, and now Applejack was gone. Trixie wasn’t sure where the Mayor had run off to, but she was pretty sure the Mayor was going to make herself scarce. Trixie wished she could make herself scarce too, but she knew that wasn’t an option. She had a job to do and she wasn’t going to run away from it – no matter how badly she wanted to. Trixie was going to make sure that Twilight did *not* die in vain.

Trixie gathered the remaining Elements of Harmony and addressed them. “Yes, Rainbow Dash, Trixie really *does* have a plan. Our next task is to obtain information – more specifically, *accurate* information that we can actually depend on. Celestia said that the Necromancer was hidden in the Everfree Forest and wouldn’t be able to mount an attack for several more days. As we now all know, her information was worthless and nearly killed us all. We need to find out what is *really* going on. Is the Necromancer really

hidden in the forest, or was that just a convenient lie? Has he established outposts elsewhere in Equestria? Where are his armies coming from? Until we know more about the situation we won't be able to mount any sort of response."

Rainbow Dash spoke up. "And just how do you plan on learning all that stuff?"

"It shouldn't be hard. All we need to do is make a quick aerial survey of all of Equestria – just like you did that one time when Twilight was visited by herself from the future."

Rainbow snorted. "Oh – is *that* all? Just all of Equestria, huh?"

"Absolutely. We must leave the Necromancer no possible hiding place. I see two possible ways to accomplish this. The first is for you to talk to your fellow pegasi and organize the effort. You could divide them all into teams, assign them sectors, send them out over the entire country, and have them report back what they find. If we can get enough fast-moving squads, we should be able to gather a fairly decent picture of the whole country within 48 hours."

Rainbow Dash frowned. "But that would require, like, every pegasi in Equestria!"

"Probably not quite *that* many. But you get the idea. The more pegasi that are involved in the effort, the faster it will go – and we need to move quickly. Every minute we waste gives the Necromancer more time to strengthen his forces and mount a counter-attack. We got lucky this time. We probably won't get lucky again."

"And why should they help you?" Rainbow Dash asked. "What do you expect me to do – tell them that the great and powerful Trixie wants a favor? You're not exactly very popular, you know."

"I'm not asking them to help *me*," Trixie explained. "I'm asking them if they care enough about Cloudsdale to defend it from the Necromancer. Of course, it may be that all you pegasi are just cowards who couldn't be bothered to defend your own homes if your lives depended on it. In that case I'll save Equestria *without* your help. Luna has her own contingent of batponies, and she happens to be a friend of mine. I'm sure that with her help I can get the job done. Then,

years from now, when your foals ask you what you did to save Equestria in her darkest hour, you can tell them ‘Oh, I was too much of a coward to do anything. I just hid in a closet while other ponies saved my rear.’ Then the myth of pegasi courage will be put right where it belongs – in the garbage heap.”

“Our courage is *not* a myth!” Rainbow Dash shouted.

“Oh, you needn’t pretend! Trixie understands that you’re just too scared. So go on home and hide. Trixie doesn’t need your help to save Equestria. It’s not like there’s anything you pegasi could contribute anyway. You’d probably just blow it or something.”

Rainbow Dash glared at her. “I’ll show you! We’ll have that survey completed in 24 hours flat. *No pony* calls us cowards.”

Rainbow Dash then turned around and galloped off into Ponyville.

Fluttershy looked at Trixie and smiled. “That worked out pretty well. I was wondering how you were going to persuade Rainbow to help you. You’re getting better at this.”

“Thanks. I just wish I could treat her as a

friend instead of a wayward brat. Honestly, I really don't know how she ever got to be the Element of Loyalty. She doesn't have a loyal bone in her body."

"Oh, she's really not that bad, once you get to know her."

"Really? Didn't she once sell you into slavery in exchange for a book?"

Fluttershy blushed. "Well, yes, but she just got a little mixed up for a while there. Sometimes Rainbow gets excited about things. She did regret it in the end and make it right."

Trixie shook her head. "With friends like that, Fluttershy, I don't think you need enemies."

Rarity spoke up. "Once your aerial survey is completed, what do you intend to do with it?"

"Go out and fight the Necromancer, of course," Trixie replied.

"Oh? With just you, me, Rainbow, and Fluttershy?"

"Nope. I'm not *that* crazy. That may have been the way Celestia handled things, but I think it's high time we used our heads. Pinkie

– Pinkamena, I mean – I’ve got a job for you. I need you to travel to Canterlot right away and get a message to Luna.”

* * * * *

An hour later, Rainbow Dash addressed a large crowd of pegasi. Since she was too injured to fly (a fact that bothered her to no end), her fellow flyers had landed on the ground and were standing around her. Like Rainbow Dash, nearly every pony present was gray. “Does everypony know what they’re supposed to do?”

“Are you sure about all this?” Spitfire asked. The captain of the Wonderbolts looked very unhappy. “It sounds to me like you want us to do a favor for Trixie.”

“Aw, forget Trixie. All I care about is the Necromancer. He’s a threat to all of us, and if we don’t take him down now there’s going to be trouble. The only way we can defeat him is if we know where his forces are hiding. Once we’ve located his hiding place, *then* we can pound him into the ground and get rid of him.”

“But Trixie–” Spitfire began.

"I don't care about Trixie! She's not important. Here's the plan: we're going to find out what the Necromancer is doing, then us pegasi are going to knock him into next week. Are you trying to tell me that we can't do that? Are you saying that this threat is just too much for you Wonderbolts?"

"Never!" Lightning Dust exclaimed. "I can handle anything."

"Good! That's what I want to hear. So I want all of you to take your teams and fly over your quadrants. Spread the word to the other cities and let them know what we're doing and what the stakes are. I expect all of you to be back here first thing tomorrow morning with your intel. Now get moving!"

"Let's go!" Spitfire commanded.

The pegasi then leaped into the air and scattered all over Equestria.

Rainbow sighed as she watched them all fly off, leaving her behind. She desperately wanted to join them but knew that she couldn't. "I'll get you for this, Trixie," she muttered to herself. "Just you wait and see."

* * * * *

Spitfire led a team of three pegasi, all of whom were top-scoring rookies from Wonderbolt Academy. Her group had been tasked with surveying the area around Canterlot. Anything they found that was unusual or weird was to be noted in their report.

Once they reached the capitol, the flying ponies spread out and began scanning the ground for clues. The first thing that Spitfire noticed was the general sense of darkness that surrounded Equestria's capitol. Even though it was still mid-afternoon and the sun was high in the sky, the sunlight seemed weak. It was almost like there was some kind of fog or smoke in the air, but Spitfire knew the air itself was fine. Somehow, something was robbing the sunlight of its power.

When the captain of the Wonderbolts flew over Canterlot, she noticed that the city was filled with gray ponies. Nearly everypony – just like herself – had lost her color. She didn't know what it meant, but she knew it had to be significant.

After flying over the city, Spitfire began

her survey of the surrounding countryside. That's when she spotted something in the distance. "Do you see that?" she asked her squad.

"Affirmative," Golden Tail replied. "It looks like there's a structure of some kind hidden behind those hills."

"Let's take a closer look. Stay high and fly fast – don't give them a clear shot at us. Remember what happened to Rainbow Dash! Don't get careless."

The squad hit top speed and did a fast flyboy over the area. What Spitfire saw was *not* encouraging. Hidden between two hills was a giant stone portal that was easily twenty feet tall and ten feet wide. The eerie structure glowed with dark magic. In the middle of the gate was a substance that almost looked like a shimmering green liquid.

As Spitfire watched, a spectral jumped out of the portal and landed on its hooves. It then took its position beside at least fifty other conjured abominations. In front of the column of troops was a giant sorcerer.

Golden Tail spoke up. "I think we've found the source of the Necromancer's army!"

“Or one of the sources,” Spitfire corrected. “How many more of those portals does he have? Everypony – spread out! Keep looking!”

As Spitfire flew further from Canterlot, she took one last glance back at the glowing portal. She had so many questions and so few answers. *How did the Necromancer manage to build that gate? How long has it been there? Why did no one notice it before now? Is there some reason why it was built there, instead of somewhere else? Is there any way to destroy it?*

Destroying it – now that was an encouraging thought. *I’ll be back for you*, she promised herself. *The Wonderbolts will not let that gate stand. You are going down.*

* * * * *

That evening, Pinkamena waited patiently in the throne room of Canterlot Castle. She had taken the train from Ponyville immediately after the meeting and had arrived about an hour ago. While she waited on the princesses, she took out a dagger and

sharpened it. The weapon was so polished that she could see her dark reflection in it.

Before Twilight's death Pinkie was famous for her parties and for her joyful demeanor. She always seemed to carry with her candy, or streamers, or something to make those around her happy. That Pinkie was now a distant memory. The dark assassin Pinkamena had taken her place.

Meanwhile, Celestia the gray sat on her throne while Luna paced in front of it.

Luna finally spoke up. "We have to do something, sister! This situation is getting worse every day. Ponyville was nearly wiped out!"

"I *did* do something," Celestia replied. "I sent Trixie to handle it, and that's exactly what she did. I'm sure she can fix this problem – after all, the Elements have always handled these troubles in the past. I don't see anything to worry about."

"But this isn't like anything they've dealt with before! They're not battling a sleeping dragon this time. The Necromancer has entire *armies*. You can't expect Trixie and her friends to single-hoofedly win this war!"

Celestia shrugged. “They defended Ponyville just fine. It looks to me like they’ve got everything under control. I see no cause for alarm.”

“They just barely managed to defeat *one* army – and even that caused serious injury to poor Applejack. They desperately need more support. If they are going to save Equestria from darkness then they need all the help we can possibly give them. We must mobilize the troops that you promised to send them. They need everything we’ve got!”

“You worry too much,” Celestia said carelessly. “This is a good learning experience for them. After all, facing challenges is how a pony grows! This is just what Trixie needs. Once she overcomes this she’ll be one step closer to alicornhood. Or, if she fails, she’ll be dead. That is also acceptable.”

Luna frowned. “Reforming Discord was a challenge. Defeating the combined armies of all the undead is not a challenge; it is suicide. This isn’t a test, sister. The survival of everypony is hanging on this. We have got to take this seriously and do something! If we do nothing then *ponies will die*.”

"I am doing something! I've given Trixie her first job as the Element of Magic, and I'm going to watch her fail. Doesn't that sound fun? Then when Equestria has burned to the ground it will be all her fault, and I can laugh in her face."

"Enough!" Luna screamed. "You're not my sister anymore; you're just some monster. The loving and gentle pony I once knew a thousand years ago has been lost to darkness. She would *never* have been this cruel. She actually cared about the lives of her subjects."

"Come now, Luna. I really do care about all the little ponies. It's just that I care about some of them more than others."

"Do you? I wonder. When Sombra threatened to return to the Crystal Empire and enslave everypony, you turned that life-threatening situation into a test for your star pupil. You knew of the Crystal Heart and its importance, but you did not bother to tell Twilight about it. Twilight could have kept Sombra at bay with the Elements of Harmony, but you did not offer to give the necklaces to her and instead kept them locked up in your castle. Instead of doing everything in your

power to save those poor crystal ponies, you treated the whole thing as some sort of alicorn exam! Did it ever occur to you what might happen if Twilight failed? You wouldn't even let *me* go and help her! Twilight could have *died*, and all those ponies could have been enslaved again. How many times did you put Twilight's life in danger for your stupid tests?"

"It worked, didn't it? Everything turned out fine. I'm sure everything will work out this time as well."

Luna resisted the urge to slap her sister. "You are a horrible, horrible pony. You care *nothing* for the safety of those entrusted to your care – but *I do*. If you won't defend this nation then I will. Come with me, pony who was once pink; we have a country to save."

"Don't you dare leave," Celestia snapped. "I won't allow it!"

Luna laughed scornfully. "As if you had the power to stop me. When was the last time you actually helped anypony? All you ever do is delegate your problems to someone else."

Luna and Pinkamena then left, leaving behind an outraged Celestia.

* * * * *

Lightning Dust and Soarin were flying high over the great expanse of the Everfree Forest. The day was now well spent and the raising of the Moon was close at hand. However, the darkness that hung over the forest was thick, making it very difficult for the two Wonderbolts to see anything. Any secrets that the forest was hiding were lost in shadow.

“It might as well be nighttime already,” Lightning Dust complained. “I can’t see a thing. For all we know there could be thousands of spectrals down there!”

“Well, we *can* see the darkness,” Soarin pointed out. “And we know that the Necromancer spreads darkness like a cancer. With this much darkness he’s got to be down there somewhere. I’d bet my last bit on it.”

“But where? Just look at all that! There are thousands of acres of trees down there – at least, there *would* be if we could see any of them. Which we can’t. Do you have any idea where the Necromancer might be hiding in all

that mess?”

“If I had to guess I’d say he’s probably somewhere in the middle. It’s hard to say, really.”

Lightning Dust paused to think. “What do you think we should do? Should we go to the ground and get a closer look?”

“Absolutely not! Spitfire told us to do an aerial survey and report back to Rainbow Dash as soon as possible. Doing a ground survey would take far too long. We just don’t have that kind of time.”

“I guess you’re right. I just don’t like the look of this at all. There could be anything down there. Anypony who entered that forest would have no idea what they were getting themselves into.”

“Well, we already have some idea of what’s down there,” Soarin pointed out. “After all, Rainbow Dash and Fluttershy fought off a whole army of undead just this morning. I’m sure there’s a lot more wherever those creepy things came from.”

“So what are we going to do?”

“Fight back, of course! Once we’ve returned our report, we’ll come up with a

battle plan and defend our country. We are going to beat those undead monsters and kick them all the way back into their graves.”

“You bet,” Lightning Dust said confidently.

* * * * *

Late the next morning, Rainbow Dash gathered the final intelligence reports from the field. The aerial survey had been quick and thorough – just as she had promised.

“Has everypony reported in?” Rainbow Dash asked one more time. “Are there any teams that are still out there? Does anyone have anything else to add to their report?”

She took a quick look around. There was a large company of pegasi in the area, most of whom were utterly worn out from their work on the survey. Trixie, Fluttershy, and Rarity were also present.

When no one spoke up, Rainbow Dash continued. “All right then. So we know what we’re up against. I think we should–”

At that moment she was interrupted. A bolt of lightning crashed into the ground, and a peal of thunder reverberated through the

air. Rainbow Dash glanced up at the sky and saw Princess Luna approaching. She was riding through the sky in her royal chariot, which was being pulled by four of her batponies. Pinkamena was sitting next to her. Behind Luna was an enormous cloud of flying, armored batponies.

Rarity spoke up. "Are those her royal guards? I had no idea she had so many!"

Spitfire grinned. "Now that's exactly what we need! Now we're getting somewhere."

Rainbow Dash looked at Trixie. "Did you send Pinkie to go get Luna? Why did you do that? We can handle this on our own!"

"You most certainly cannot," Luna called out as her chariot settled onto the ground. She quickly disembarked and walked over to Trixie. A moment later her loyal guards landed and followed close behind. "You have no idea what you are fighting or how strong it truly is. This situation is far more serious than you know."

Trixie hugged Luna. "Thank you so much for coming! We desperately need your help. We've gotten the results from the surveys,

and we've discovered two Underworld portals. One is near Canterlot and the other is near Manehattan. It looks like the Necromancer is using them to build his army."

Soarin spoke up. "We also flew over the Everfree Forest, your highness. It has a strong presence of darkness. We suspect that's where the Necromancer is held up, but we were unable to gather any specifics from the air. The cover of darkness was too thick."

"Thank you," Luna replied. "For those of you who do not know, the Necromancer is not a new villain. Long ago, when Celestia and I were young and ruled over Equestria together, this evil creature attempted to overthrow us and enslave the land. In those days his name was Grogar, and his power came from a bell that he wore around his neck. Thankfully, we were able to defeat him and force him to return to the undead plane from whence he came. We had thought we had seen the last of him.

"Now, though, he has returned and is stronger than ever. It appears he has found a different way to manifest his power. Instead of the bell, he has mastered the dark art of

the Maelstrom Sphere. Those Spheres – made using the darkest of magic – are what powers his undead creatures, which he has conjured from his plane and brought into this world.

“This power is also his greatest source of weakness. His creatures do not truly have life in themselves. As Trixie proved yesterday, if the Spheres are destroyed then the creatures that were created with them will be destroyed as well.”

Trixie spoke up. “What about the Necromancer himself?”

“When Celestia and I destroyed him last time, he was unmade and lost his physical form. We believe that he, too, now depends upon a Maelstrom Sphere in order to survive. How he was able to construct one when he had lost his physical form I do not know. What I do know is that I have seen him in the dreamworld. On his head lies a dark crown of black onyx, and in that crown is a powerful Sphere. If you can destroy it, I believe he will be unmade and forced back into his plane. However, be careful. His Spheres contain a tremendous amount of unstable dark magic,

and the one the Necromancer is wearing is the most powerful one I have seen. When it is unmade it will explode with great violence, killing everything nearby.”

“I’ll keep that in mind,” Trixie said.

Luna nodded. “Now that you have conducted your survey, what do you plan to do next?”

When Trixie started to speak, Rainbow Dash interrupted. “Aw, no one cares about *her* opinion. I say you should let us pegasi handle this. We don’t need her help.”

“You most certainly *do* need her help,” Luna replied. “Trixie is the key to this. She is the only one who can defeat the Necromancer.”

Trixie gasped. “What?”

Rainbow Dash laughed. “Trixie couldn’t defeat a paper bag! She’s utterly useless. Besides, she’s the one who caused all this mess in the first place. She needs to just go away and let us—”

“Silence!” the dark blue alicorn thundered. Her eyes flashed. “I have had quite enough of your attitude, Rainbow Dash. You are a disgrace.”

Rainbow Dash opened her mouth to say something, but Luna interrupted her. “I said *silence!* You have already spoken too much for my taste. The rise of the Necromancer is *not* Trixie’s fault. The blame for this disaster lies solely with my sister. She is the one who is responsible for all this.”

Fluttershy looked surprised. “Celestia? What did she do?”

“She broke the harmony that protected this land,” Luna said sadly. “My sister feels a terrible guilt over the death of Twilight Sparkle, and that guilt has driven her mad. Instead of dealing with it she has allowed it to overcome her and turn her light into darkness. Normally she spreads light throughout this world – the light of harmony and peace. Now, though, Celestia cannot spread harmony, for there is no harmony within her.

“So instead she is spreading darkness and hate. She is radiating the two emotions that have come to possess her, and in doing so she is poisoning everyone. The first ponies she poisoned were Twilight’s friends, the Elements. She then used Twilight’s funeral to poison the rest of the nation. I begged her to

stop, but she refused. Now nearly everyone is gripped by darkness – and that was just the opening that the Necromancer needed. Since the harmony that protected Equestria is gone, that weakened the barrier between his world and ours and gave him the opportunity he needed to appear. The darkness is rising, and Celestia continues to aid it.”

Fluttershy spoke up. “But she’s not doing it on purpose, right? I mean, does she know what she’s doing?”

Luna sighed. “She is beyond caring. I cannot help her, Fluttershy. I wish I could. Rainbow Dash, Rarity, all of you – listen to me! You have been poisoned by Celestia’s hate. That is why you are gray. The darkness that is threatening this land must be defeated, but it cannot be defeated by more darkness! We need your help to overcome the Necromancer, but we cannot do it while you yourselves are broken. You *must* let go of your hate. You must change and become yourselves again. If you do not change then there can be no victory.”

As Luna gave her speech, a number of the Wonderbolts regained their original color.

Rarity became a shade lighter – but she remained gray. Pinkamena and Rainbow Dash remain unmoved and unchanged.

Rainbow Dash glared at Trixie. “I don’t care what excuses your friends come up with. I will never forgive you, Trixie, and I will hate you with my dying breath. I cannot wait to see you get what you deserve.”

Luna looked at her sadly. “Rainbow, you do not know what you are saying. It is very possible that you will get your wish and Trixie will die in your embrace – but if that fate comes to pass it will be the worst thing you have ever felt. You will feel tremendous pain and regret when you watch her die.”

“I think you mean *if*,” Trixie hurriedly interrupted. “*If* you watch her die. Because Trixie is definitely going to save the day and is *not* going to die in the process. Right, Luna? Right?”

Luna looked at the blue pony. It was impossible to read her face. “Do you want the truth?”

“What Trixie wants is for you to tell us that you’ve seen the future, and you are absolutely certain that we’re going to defeat

the Necromancer and save Equestria. Trixie thinks it would be *really* good for morale to hear about how everything is going to be wonderful, and victory is within our grasp, and all we have to do is go out there and win. Don't you agree?"

"Oh, of course," Luna said hurriedly. "I do not doubt our victory at all. One day we shall look back upon this and say that this was our finest hour! This was the day we rose up and overcame. It will be glorious!"

"Yeah, yeah, that's great," Rainbow Dash said. "But we're wasting time. Don't you think we should get moving?"

"Of course," Luna agreed. She turned to Trixie. "So what is your strategy?"

Rainbow Dash groaned. "Aw, not this again. Trixie doesn't have a clue. Now, *I* think you should—"

"I said *silence!*" Luna thundered in her royal Equestrian voice. She glared at Rainbow Dash. "If I want your opinion I will ask for it — and believe me, I do *not* want it. You are the most disloyal pony I have ever known. As the Princess of the Night I hereby command you to stop harassing and tormenting Trixie

immediately. If you continue to tear her down then, so help me, I will turn you into an earth pony and ground you for life.”

“What – are you gonna hit me with a spell or something and magically remove my wings?” Rainbow Dash asked sarcastically.

Luna was immediately filled with pure rage. Her eyes turned white, and a mist of darkness swirled about her. She angrily stepped toward the gray-colored pegasus. “No, Rainbow Dash, I wasn’t planning on being that kind. I am quite capable of removing your wings *without* magic.”

Rainbow Dash gulped. She took a step backwards. “You – you wouldn’t! No way!”

“Perhaps you have forgotten, mare, but I once tried to murder my own sister and enslave this entire land. I am not as distant from the Night as you seem to suppose. Why do you dare take my wrath so lightly? Do you need a demonstration of what I can really do?”

“Girls!” Fluttershy exclaimed. “Um, your highness, I mean. Don’t you think this is getting a little dark? I mean, can’t we just calm down and be friends? There’s no need for violence, is there?”

Luna's eyes stopped glowing. However, her gaze never left Rainbow Dash. "Of course not. Not so long as Miss Dash here agrees to be a bit more... supportive."

"Fine, fine, I get it," Rainbow grumbled. "I'll be a team player."

"Promise me you'll stop harassing Trixie."

"What?"

Luna stamped her hoof. "I said *promise me*. I want your word – for whatever it's worth these days."

"All right, I promise," Rainbow grumbled.

Trixie spoke up. "Thank you. Now, the end goal is obviously to defeat the Necromancer and send him back to his undead plane. However, before we can attack him directly we're going to need to weaken him, so I think we should start by destroying his Underworld portals. If we can take out the two portals that he's using to build his armies, that will cut off his supply line and put him in a bad position. Then we can draw him out of the Everfree Forest and strike whatever he's got left."

"That makes sense to me," Luna replied. "A wise plan. So how do you want to divide up

our forces? Or do you think we should concentrate everything that we have on one portal, and tackle the other one later?"

"No, I think we should hit both portals at once. That should catch him off guard and give us the best chance of success. So here's the plan: I'll lead the team to attack the Manehattan portal, and you'll lead the team to attack the Canterlot portal. We'll split the pegasi and batponies between us. The pegasi will be responsible for using the weather to scatter the spectrals that are guarding the portals. Once the undead guards are scattered, Luna and I will lead our batpony troops inside our respective portals to shut them down."

Fluttershy spoke up. "You're going *inside*? To the world of the undead?"

Trixie nodded. "According to Twilight's research, the portals have to be destroyed from the inside – there's no other way. What we'll need to do is find the Forged Shard – the magical thing that's pierced the barrier between his plane and ours and is keeping the gate open. After we destroy it we'll have a short window to escape before the portal

becomes unstable and collapses. If we don't make it out then we'll be trapped there forever, which we do *not* want. The Necromancer's plane is a terrible, terrible place."

Rarity spoke up. "What about the rest of the Elements? Are we supposed to just sit behind and do nothing while you and Luna save the day?"

"Nope," Trixie said. "Rarity, you're with me. Fluttershy, Rainbow Dash, and Pinkamena, I need you to infiltrate the Everfree Forest and find out everything you can about the location of the Necromancer, the size of his army, and so forth. I want to know what we're getting into before we lure him into attacking Canterlot."

"Attack Canterlot!" Luna exclaimed. "Trixie, are you sure that is wise?"

"We don't have a lot of options. There's no way we can attack him while he's in the Everfree Forest; it would be suicide. We can't fight in that much darkness, so we need to lure him out. In order to reach Canterlot he has to cross the vast plains that surround the city, which will expose his army to an aerial

assault. It will be our best shot at destroying him. Once he's exposed and in the open, you can hit his crown from a safe distance with the unmaking spell. That will destroy his Maelstrom Sphere and vaporize him and all his forces in one shot. Since you're an alicorn it should be pretty easy for you to hit him at a distance. He'll be dead before he even knew what happened."

"I suppose you are right," Luna said reluctantly. "But if that is our plan then I'm going to send word to Shining Armor to move his crystal ponies to Canterlot to help protect it. We are going to need every pony we can find. I'm afraid that my sister Celestia isn't going to be of much help."

Rainbow Dash spoke up. "Will Shining Armor even come? I mean, he was Twilight's brother, you know. He can't be very happy right now."

Trixie remembered the train conversation she had with him. "Yes, he definitely will come. Spitfire, please send one of your pegasi to Princess Cadence. Tell her that Luna requests the use of every pony she can spare."

“I’m on it,” Spitfire said. She grabbed a nearby Wonderbolt and began giving orders.

Rarity then turned to Trixie. “So you want me to enter that terrible portal with you? You do realize that I make dresses for a living, don’t you? I may be a unicorn – and a very glamorous one at that – but my magical abilities are extremely limited. What, exactly, do you expect me to do?”

“Telekinesis,” Trixie replied. “You’re great at levitation – one of the best I’ve ever seen. We don’t have to win any battles, Rarity. All we need to do is destroy the Shard and leave. You can use your magic to shove guards out of the way and clear a path for me so I can cast my unmaking spell. We’ll rush in, smash the Shard, and rush out. It should all be over pretty quickly.”

“And what are we going to encounter once we step inside?”

“Nothing we can’t handle,” Trixie said, with far more confidence than she felt. “According to Twilight’s notes, the Shard is in a giant tower of some kind. I’ve seen a picture of it she put in her notes, so it should be easy to spot. All we’ve got to do is make it to the

top of that tower. Since we're going to have a whole army of batponies with us, it should be quick and easy. As soon as the Shard is smashed, the batponies will grab us from the top of the tower and whisk us out of the portal. If we're lucky they can even fly us straight to the top, which would make things even easier."

Rarity looked at Luna. "How many batponies do you have?"

"I brought 200 with me, so if we divide them evenly we will each have 100. I have also read the notes that Trixie mentioned and believe her plan is sound."

"Um, excuse me," Fluttershy said. "So, while you two are entering those portals, Rainbow and Pinkie and I are supposed to enter the dark, scary Everfree Forest?"

"I'm sorry, Fluttershy," Trixie replied. "But someone has to go into the forest and tell us what's lurking in there. It needs to be someone who knows the forest well and who can talk to the animals that live there. You're the best pony I know for the job."

"But we can't fly," Rainbow Dash complained.

“You don’t need to fly for this job,” Trixie pointed out.

“But it’s suicide! How can we possibly survive?”

Luna looked at Rainbow Dash. “You know, the legendary archaeologist Daring Do completed many perilous tasks while her wings were injured. If you would like, I would be more than happy to send you home and request her services instead. I happen to know where she lives, and I am positive she would never back down from a challenge.”

“Fine, fine, I get the message,” Rainbow Dash grumbled. “I’ll do it. What about you, Fluttershy?”

Fluttershy looked nervous. “I won’t say I’m not scared, but if it has to be done then I’ll do my best. I won’t let you down, Trixie.”

Rainbow Dash sighed. “What about you, Pinkie?”

Pinkamena whipped a knife out of her mane and clenched it between her teeth. She looked at Rainbow but said nothing.

“I’ll take that as a yes,” Rainbow said.

Luna turned to Trixie. “When do you want to launch the attack?”

“Immediately. The longer we wait, the stronger the Necromancer will become.”

Luna nodded. “Then let us begin!”

Chapter 5: Thinking With Portals

An hour later, Rainbow Dash, Fluttershy, and Pinkamena were standing at the entrance to the Everfree Forest. Rainbow's and Fluttershy's wings were still bandaged to their sides. Pinkamena had a dagger clenched between her teeth. She also wore some bandages, but it was impossible to tell if they caused her any inconvenience or pain.

In the best of times, the entrance to the infamous Everfree Forest was ominous and dark. The Necromancer, however, had made the situation a thousand times worse. This darkness was not a simple absence of light; it was something far more sinister. It was almost like a fog of despair – a blackness that could be felt and that crept into your very soul. The ponies could hear the wind howl through the trees. Occasionally a forest creature cried out in agony.

It took every bit of courage Fluttershy

had to not turn around and run for her life. She was absolutely terrified.

Pinkamena looked ahead into the forest. The darkness did not frighten her. She wore a grim look of determination and rage.

Rainbow Dash studied the forest skeptically. “Are we *really* going to do this? Does this seem like a good idea to *anypony*?”

“I think we have to,” Fluttershy replied. “It’s important. Lives depend on it, and we can’t let our friends down.”

Pinkamena looked at Dash. “If you’re scared then go home. I can do this without you.”

“But it’s *dark*! And it’s not normal dark, but super creepy dark. How can you even see where you’re going?”

Fluttershy spoke up. “That’s not a problem – I know what to do. Follow me.”

Fluttershy then led the way into the forest, and Pinkamena followed close behind her. Rainbow, grumbling, took up the rear.

* * * * *

Princess Luna was outside the city of

Canterlot, flying high in the air. Even though it was just early afternoon, the sunlight was so dark that it almost appeared to be twilight. Celestia's light had waned considerably, and the Sun now provided very little illumination. This proved what Luna had long suspected – that Celestia was somehow magically connected to the Sun. Luna knew that pegasi could alter the color of clouds by their moods. Apparently Celestia had a similar and far more dangerous ability.

Normally the darkness would have provided cover – but not *this* darkness. This sort of sinister shadow was comforting to the creatures that they were about to fight. In fact, their goal was to spread this very same blackness across all of Equestria.

Behind Luna was her army of batponies, led by their loyal commander Dark Shadow. To her right was a giant group of pegasi, led by the loyal and courageous Spitfire. Luna was glad to see that Spitfire had regained her normal brilliant yellow color.

“Now remember, your job is *not* to defeat the spectrals,” Luna quietly told the Wonderbolts. “Don’t take any chances. It’s

not necessary – that army will be vaporized as soon as I’ve collapsed the portal and cut them off from the undead plane. All I need you to do is scatter them and give us an opening to fly into the gate. Once we’ve made it inside I want you to retreat to a safe distance – we’ll handle the rest. Do I make myself clear?”

“Yes ma’am,” Spitfire said. “We won’t let you down.”

“Then go! Lead your Wonderbolts and attack when ready. We will be hiding behind that cloud over there.”

Spitfire nodded, then turned to her forces. “All right, pegasi, you heard her. Let’s move!”

The flying ponies then raced to their positions. The battle was about to begin.

* * * * *

In the distance the famous Manehattan skyline was plainly visible, although it was somewhat obscured by the sinister fog that lingered in the air. Overhead the sky was overcast – courtesy of the Wonderbolts. It was exactly the sort of cover that Trixie was

going to need.

Trixie and Rarity were in Luna's chariot, which was being pulled through the air by four of her batponies. Since neither of them could fly, Luna loaned her chariot to them when she returned to Canterlot to destroy the portal there. A cloud of pegasi surrounded the chariot, and Luna's batpony army flew behind it.

"Thank you so much for the cover," Trixie was telling Soarin. "It will make what we're about to do much easier."

Rarity spoke up. "Well, perhaps. But don't you think the spectrals around the portal noticed all that activity?"

"Sure, but it doesn't really matter. Remember, they can't hit what they can't see – and they can't see through the clouds! If the pegasi stay above the clouds and launch their disruptive attacks from up there, the sorcerer won't be able to get a clear shot at any of them."

Lightning Dust spoke up. "Once we've scattered the conjured guards, what do you want us to do? Do we need to keep the gate area cleared for you?"

“That’s not necessary,” Trixie replied. “As soon as Trixie has unmade the Forged Shard, the portal will collapse and destroy all of the spectrals. By the time we get back into Equestria they won’t be a threat. All we need you to do is clear the path so we can get inside the portal. Once you’ve done that, clear out. Trixie doesn’t want anypony to get hurt.”

“Got it,” Soarin said.

Trixie turned to the batponies that were carrying Luna’s chariot. “As soon as the path is cleared, make a break for the portal. However, don’t enter the gate until the pegasi have disrupted the sorcerers that are guarding the entrance; otherwise they’ll take you out. Once we’re inside the portal, take to the skies immediately. We want to stay in the air as much as possible and fly straight toward the top of the tower. The Necromancer doesn’t have any flying ponies.”

“As far as you know,” Rarity added.

“Anything is possible,” Trixie admitted. “We’ll tackle these things as they come. Is everypony ready?”

“Ready,” Lightning Dust said.

“What about you, Dark Wing?” Trixie asked.

“Affirmative,” the batpony captain replied.

Trixie looked down at the ground. She could see the sinister stone portal that led to the Underworld, the land of the evil dead. She knew they absolutely *had* to shut down that portal, and she knew their plan was their best shot at doing that. If the great and powerful Twilight Sparkle was here then there was an excellent chance their plan might actually work.

But Twilight wasn't here. Instead, the fate of Equestria was in Trixie's hooves. She did *not* feel good about that at all. There was no telling what they would find on the other side of that portal. The Necromancer had been trapped there for centuries and had undoubtedly filled that plane with all sorts of horrors. Her odds of survival were terrible – but Trixie knew she had to do this. She could not turn back now.

And what was all that about Trixie dying in Rainbow's hooves? Does Luna already know that Trixie won't survive this attack? Is

all hope already lost?

Trixie forced her nagging doubts out of her mind. *No. I refuse to believe that. I can do this! I will get in there, unmake the Shard, and get out. This is going to work. You'd better watch out, Necromancer. Trixie is coming for you.*

The blue pony looked at the pegasi that surrounded her. "All right, everypony – let's go!"

* * * * *

"What are these things?" Rainbow Dash asked, irritated.

"They're fireflies," Fluttershy replied. "Just cute, harmless, lovable fireflies. They will light the way in the darkness."

"Ok," Dash said slowly. "But couldn't we have used a lantern or something? Why do we need to use this cloud of creepy bugs?"

"They're not creepy; they're my friends! And unlike a lantern, these creatures know where we want to go. They're going to take us right to the source of the darkness."

"Now hold on a second. I know you can

talk to animals – well, kind of – but *bugs*? Seriously?”

“Of course! After all, insects are just another kind of creature, and all creatures have something to say. It’s just a matter of paying enough attention and listening to them. There are all sorts of friends everywhere, if you’ll only take the time to say hello.”

“All I see is darkness,” Dash muttered.

“Quiet,” Pinkamena hissed. “Do you want them to hear us? Luna isn’t the only one who can tear you limb from limb, you know. There’s danger everywhere in these woods.”

The ponies walked along silently. The darkness was so thick that they could see virtually nothing. They knew they were in the forest, but the only trees they could see were the ones that were directly beside them. They knew the sun had not set, but they could not see any sunlight. A black cloud rolled around them like a fog, chilling their souls with despair and hopelessness.

The only light came from the tiny fireflies that swirled around them. The gentle insects guided them through the woods.

Rainbow Dash spoke up. “So we’re really going to trust these bugs to lead us through this incredibly dangerous forest?”

“Yes,” Fluttershy said. “Why? Did you have a better plan?”

“But—” Rainbow Dash struggled for words.

Fluttershy looked at her. “Do you trust me, Rainbow Dash? Do you believe I can do this?”

“I guess,” Dash said slowly.

“Then *trust me*. Come on – this way.”

* * * * *

Luna and her batponies hovered in the air behind a large black cloud. Luna used her powers of darkness to cloak her troops and hide them from view. They waited in silence.

Behind them was the city of Canterlot. At one time it had been a beautiful, shining city – in fact, the castle itself was visible from much of Equestria. Sadly, Celestia’s fall into shadow had been devastating. Now the light from the city had weakened and its glory had departed. The area around the metropolis

seemed to be lost in some sort of sinister twilight.

Down below, between two hills, was the portal to the Necromancer's plane. It was a dark, evil thing. Inside the portal Luna could see a green liquid of some sort – or maybe it was just an illusion. The entire gate was clearly a construct of dark magic. *Such a thing should not exist in Equestria*, Luna thought. *It is time to unmake it and rid this land of its foulness.*

By now there were four conjured sorcerers milling about in front of it – a significant increase from the day before. Luna couldn't hear what they were saying, but they appeared to be in conference. The princess didn't see any wardens but she did see at least a thousand spectrals in formation around the portal. That number had also increased dramatically from the day before; apparently the portal was being put to good use. Trixie had been right – there was no time to waste. The Necromancer grew stronger with every passing moment.

Luna watched as the Wonderbolts, led by Spitfire, move into position. The captain of

the Wonderbolts had directed her pegasi to scatter evenly over the sky. She wanted them to hit the entire area simultaneously in order to achieve maximum chaos. Then, when the sorcerers were distracted, Luna and her guards would swoop right past them and fly through the portal.

This is just like the last time we fought the Necromancer, Luna thought. Different ponies, but the same story. I never thought we would have to do this again. Fortunately, Starswirl's notes survived from our previous battle. I'm glad Twilight had the chance to go through and organize them. There is so much I had forgotten.

After everypony was in position, Spitfire gave the signal and her Wonderbolts swooped into action. Dozens of highly trained pegasi, all in formation, began soaring around the sky at high speed. A wind quickly picked up – and then rapidly grew to hurricane force. As high-speed streams of air swept across the ground, a series of twisters touched down directly on top of the undead troops.

The effect was instantaneous. The spectrals were physically lifted off the ground

and thrown around the sky. They flailed around, trying to right themselves and attack, but instead the chaotic wind crashed them into each other. Their protective armor began to fly apart and turn into dangerous projectiles. Spectrals began vaporizing left and right as they were crushed by their own gear.

The sorcerers fared no better. The Wonderbolts' tornados formed directly over their heads and threw them into the air and away from the gate. They instantly knew there was a problem, but they found it impossible to fight back while being tossed about by two-hundred-mile-an-hour winds.

As soon as the sorcerers were blown from their defensive position, Luna and her army swooped down out of the sky. The princess shot out of the clouds and aimed directly at the portal itself, full of power and fury. Luna entered the gate at a high rate of speed and vanished inside it. Her batponies followed in close formation.

Spitfire smiled to herself when she saw the Princess of the Night swoop into the gate. *Good luck, your highness. May you buck all of*

them right back into their graves.

She was about to give the signal to retreat when she suddenly thought of something: what was to stop the army of darkness from going *inside* the portal to battle Luna? There was no telling what Luna was now facing in the world of the undead. The last thing she needed was even *more* troops in there – and these troops would be between her and the way out. If she destroyed the Forged Shard and then found an army between her and the only exit...

“Change of plans!” Spitfire called out to the other Wonderbolts. “If we retreat, these spectrals will enter the gate and cut off Luna from the only exit. We’ve got to keep them busy until she gets out – otherwise we may never see her again!”

* * * * *

Trixie and Rarity waited in Luna’s chariot. The sky was overcast and the pegasi were hidden safely behind the clouds. It was time to strike.

Around them there was nothing but

complete silence. The air was utterly still – and eerily dark.

Down on the ground, spectrals milled around the Manehattan portal. Trixie saw hundreds of them – maybe more. It was hard to tell from this distance. She also saw four sorcerers talking to one another.

All right, Soarin, Trixie thought. Any moment now...

Then, without warning, a lightning storm rained down from the sky. The air was filled with hundreds of powerful lightning bolts that shot toward the spectrals that surrounded the portal. Thunder filled the air, and the area was lit with a blinding light.

But it had no effect. To Trixie's horror, she saw that the bolts were all striking some sort of invisible shield. None of them were hitting the conjured abominations that protected the portal.

They must have learned from our attack yesterday, Trixie realized with alarm. They've come up with a magical defense against lightning! Now what are we going to do?

On the ground, the sorcerers raised their staffs and blasted at the clouds above them.

The uniform cloud layer was quickly torn apart by bolt after bolt of dark energy.

Dark Wing turned to Trixie. "What do you want us to do?"

"We've got to attack anyway," Trixie said quickly. "Send in everything we've got all at once. We *have* to clear a way to that portal!"

Dark Wing nodded. He gave the command, and the batponies streamed out of their cloud cover and raced toward the four sorcerers. When the pegasi saw what was going on they ceased their lightning attacks and joined in the charge. Trixie and Rarity held onto the chariot for dear life.

It was terrifying. The spectrals on the ground were shaking their swords and shouting into the air. The sorcerers fired bolts of dark magic at the sky. The batponies expertly dodged them, but the other pegasi were not as fortunate. Trixie saw several of them get struck by magic and fall to the ground. Their friends desperately raced to save them from plunging to their deaths.

The chariot was getting closer to the portal... dark magic was flying everywhere... and then—

The batponies that were leading the charge reached the group of four sorcerers. At point-blank range, the sorcerers couldn't miss – but now the undead had a new problem. When they shot the front line of batponies, the now-unconscious ponies continued their charge, carried forward by pure momentum – and they struck the sorcerers with terrific force. All four sorcerers were instantly flattened.

Then the mayhem started. The undead ponies charged the remaining batponies and engaged them in combat. There was fighting and pandemonium everywhere. The batponies were fearsome warriors, but they were tremendously outnumbered.

Trixie leaped out of the grounded chariot and ran toward the portal with speed fueled by pure terror. Rarity followed close behind her.

A sorcerer staggered to his feet and attempted to block their way. Rarity used her magic to grab him and toss him aside. He flew through the air, screaming. He tried to get a shot at them but he wasn't fast enough – Trixie and Rarity had reached the portal.

Trixie suddenly noticed that no batponies were with her. They were all caught up in the struggle that was going on behind them. She and Rarity were going into the portal alone – but there was no time to stop. They were moments away from getting fried.

Without hesitation, the two ponies jumped into the portal and vanished.

* * * * *

Fluttershy spoke up quietly. “All right, girls. I think we’re almost there.”

“How can you possibly tell?” Rainbow Dash asked.

“Quiet,” Pinkamena hissed.

The yellow pegasus pointed a hoof ahead. “Look!”

Rainbow Dash suddenly realized that they were high in the air. Without her realizing it, they had somehow made their way through the forest and were now standing on the top of a tall cliff that overlooked a valley.

She instantly knew where they were. Down below was the ruin of the Castle of the

Two Sisters. The Tree of Harmony was located nearby. She had been here several times recently – mostly because Twilight had been looking for old books. Specifically, she had been looking for books that talked about the rise of the Necromancer back in the days before the Celestia-Luna rift.

Speaking of the Necromancer...

What she saw in the valley below was bone-chilling. The Necromancer had evidently made the ruined castle the base of his operations. There were thousands of spectrals there – no, tens of thousands. It was an army the size of which she had never seen before.

For the first time Rainbow realized that Equestria had a serious, serious problem. If they didn't find a way to defeat that army, Equestria was doomed.

Fluttershy spoke up. "It's probably not as bad as it looks, right? Won't the collapse of the portals destroy all of those awful creatures?"

Pinkamena looked at her. "Not if those ponies were created in a different way. Which they probably were, since there's no portal

around here.”

“How do you know there isn’t one?”
Dash asked.

“If there was, I could sense it,”
Pinkamena replied. “I think these creatures
were created using the Maelstrom Sphere
located in the Necromancer’s crown. The only
way to unmake these abominations is to
unmake him.”

“Fair enough. So what in Equestria do we
do now?”

* * * * *

Trixie was immediately overwhelmed by
what she found on the other side of the portal.
The scent in the air was horrible; it was a foul
stench of death and decay. The hard ground
beneath her hooves was littered with bones.
Above her was a purple sky, and a hot wind
blew that made the stench much worse. Trixie
wanted to vomit, but knew she didn’t have
the time.

In the distance she could see a range of
tall, dark mountains. Nearer, a few thousand
feet away, was a giant stone tower. She

recognized it immediately from her research. Trixie glanced up and saw that at the top of the spire was the fabled Forge Shard.

But the tower was not unguarded. There were at least a thousand spectrals between her and the monstrous structure. The air itself was filled with batponies. Near the tower itself, Luna was—

Trixie gasped. “Is that *Luna*? What’s she doing here?”

“Look!” Rarity said, pointing. “Another portal!”

Rarity was right – there were *two* portals here, only a few hundred feet apart. That was when Trixie realized her mistake. “Of course! Trixie has been a fool. Both of the portals in Equestria led to the *same place* in this plane. That Shard is energizing both of them!”

Ahead of them, Luna swooped toward the ground and fired a powerful beam of energy from her horn. The beam raked through the lines of the undead ponies, vaporizing them and cutting a deep gash into the ground. As the troops ran in panic, Luna’s batponies followed up on the assault.

Luna then rushed toward Trixie and

landed in front of her. "I am pleased to see you made it through the portal! As you no doubt have noticed, both portals lead to the same place." She then paused and looked around. "Where are the rest of my guards?"

"They're... busy," Trixie said. "We had some trouble getting to the gate. The sorcerers had erected a magical shield that protected it."

"I see. We have had some trouble of our own. The top of that tower is also protected by a magical shield of some kind. I haven't been able to penetrate it. I suspect the protective spell is being generated from inside the tower – possibly by the Shard itself."

"Have you found any entrance at all?" Trixie asked.

"There is a large door at the base of the tower. It may be the only entrance, but it is not unprotected. Many spectrals stand between us and that door. Do you want us to charge it and attempt to climb the tower from the inside?"

Trixie shook her head. "That would be suicide! There's too many of them. Just scatter the spectrals so Rarity and I can enter

alone. We'll sneak up to the top and destroy the Shard. Once the protective spell is gone, you can send a batpony to rescue us and fly us out."

"You want the two of us to go in there *by ourselves?*" Rarity asked, shocked. "Are you out of your mind? How are we going to survive?"

"Easy – we'll be in disguise," Trixie explained. "Luna, can you shield us from view for a moment?"

Luna quickly turned around and stood between them and the undead army. She then shot at the ground with a burst of powerful magical blasts. The ground split apart with a giant roar and kicked up an enormous cloud of dust.

Before Luna had stopped shooting, Trixie shot Rarity with a blast of magic. Rarity instantly changed into a spectral.

"Ack!" Rarity screamed, as she looked at herself. She was now nothing but bones and wore black armor. Her mane and horn were gone and her face had been replaced by blackness, with just two points of green light for eyes. "What have you done to me? What

have you done to my beautiful mane? I look hideous!”

“It’s just a disguise,” Trixie said hurriedly, as she changed herself into a spectral as well. “It’s not permanent. Your horn and mane haven’t gone anywhere; they’re just hidden from view.”

“You’d better be right,” Rarity grumbled. “I do *not* like being a living skeleton. Or a dead skeleton. Or whatever this abomination is supposed to be.”

Luna turned around and saw what Trixie had done. “Very clever, my young magician! With that disguise you will be able to run up the tower without being noticed. While you infiltrate that structure, I will create a distraction outside in order to draw out as many guards as possible.”

“Thanks,” Trixie said. “We’ll be as quick as we possibly can.” The disguised pony then ran toward the tower, with spectral Rarity following close behind her.

Adrenaline rushed through Trixie’s veins as she ran toward the giant spire that held the Forged Shard. There were spectrals and wardens everywhere, and a cloud of dust still

lingered in the air. As they ran, Luna fired bolts of energy at the ground in an attempt to clear a path for them. In the sky a cloud of armored batponies continued to battle the tower's magical defenses, but they could not find a way to penetrate its shield.

It was pure chaos. Trixie was scared, but she was too focused to let her terror overwhelm her. She knew that at any moment her unstable disguise spell could collapse, and if that happened they would be dead within seconds. But she would cross that bridge when she came to it. All that mattered now was reaching the massive iron door at the base of the tower.

Out of the corner of her eye she saw spectrals being torn apart by Luna's magic, and angry sorcerers firing dark magic at the sky. She heard screams, wails, and the anguished cries of the undead. But the noise and stench just made her gallop that much harder. All she could do was pray that Luna wouldn't let her down – and that their disguises would hold.

After what seemed like a lifetime, but was really less than a minute, Trixie and Rarity

finally reached the iron door that led inside the tower. Now that she had reached it she realized that the stone tower was far taller than she had thought. It was easily hundreds of feet high. Climbing all the way to the top would take time – time that they probably didn't have. Luna was a massively powerful alicorn, but it was only a matter of time before she got shot down. Her batponies likewise couldn't last forever.

Worst of all, the door to the tower was closed. *How are we going to open it?* Trixie wondered, as she came to a quick stop. *If I go up to the door and knock–*

But luck was with her. Just as the pair of disguised ponies reached the door, it swung open and a pair of sorcerers rushed out. Trixie and Rarity quickly ran past them. The sorcerers didn't even give them a second look. Their focus was on the enraged alicorn princess who was laying waste to their entire army.

The inside of the tower was dark and forbidding, lit only by torches that glowed an eerie green color. The air smelled even worse inside than it had outside. Judging by the dirt

and grime that covered the walls and floor, Trixie suspected the undead did not prize cleanliness. She already longed to wash herself, and knew that things were only going to get worse.

Fortunately, the ground floor of the tower was deserted. There were no pieces of furniture either. The only items she could see were a few battered weapons that someone had dropped on the ground.

On the far side of the room Trixie spotted a winding stone staircase that led to the next level. She nudged Rarity and then ran for it. Rarity followed close behind her, desperately trying to avoid stepping in the nauseating substance that was lying in decaying clumps on the floor.

* * * * *

Outside, Luna watched Trixie and Rarity run past the sorcerers and enter the tower. *You have a lot of courage, Trixie*, she thought to herself. *Now I just need to keep the undead busy to buy you some time. But hurry, little ones. I can't hold them off forever.*

Luna whirled around and hurled a magical blast at the sorcerers who had just emerged from the tower. They dove for their lives.

* * * * *

Inside, Trixie and Rarity raced up the dark stairs. The staircase led to another landing. It was deserted.

Trixie raced across the landing and over to the next flight of stairs. Rarity ran behind her. Trixie suddenly realized that Rarity was beginning to get out of breath. *Sorry, Rarity, but this is a bad time to slow down. Every second counts.*

The next two landings had a pair of spectrals patrolling the area. They didn't even bother to look at Trixie or Rarity. It wasn't until the eighth landing that they ran into trouble. That's when Trixie encountered a warden, which stood directly in front of the staircase and blocked it completely. The massive undead troll was obviously guarding the passage.

Trixie came to a stop. *What in Equestria*

do I do now? Ask him to step aside?

At that moment Trixie felt the stones beneath her hooves tremble. Something was blasting away at the tower. Then—

The wall directly beside Trixie suddenly exploded. Rocks, dust, and debris flew everywhere. The force of the blast threw her across the room and slammed her into the far wall. She screamed in agony and fell to the ground.

“Trixie!” Rarity screamed. “Your disguise!”

Trixie glanced down at her hooves and realized that she was blue again. Her disguise was gone – and so was Rarity’s. Then she heard the roar of the warden. The troll was not at all pleased to find two living ponies infiltrating his tower. The giant beast lumbered toward them, raised his flail high in the air – and was then seized by magic and thrown out the new hole in the wall.

“Rarity!” Trixie gasped, as she painfully struggled to her hooves. Her back legs were throbbing, but she tried to ignore it. “That was amazing!”

“I’ll lead the way,” Rarity replied. “Come on – let’s move!”

Even though Rarity was obviously winded, she charged up the next flight of stairs. Trixie hobbled behind her as fast as she could go. The pain was agonizing, but she knew this wasn't the time to slow down.

"Coming!" Trixie shouted.

* * * * *

Outside, Luna circled the tower. She had discovered that the tower's magical shield only protected the top floors. The base was unguarded – a critical strategic mistake. She blasted a hole in the tower's wall, but then realized if she continued to hammer away the tower would collapse – killing Rarity and Trixie. The Forged Shard would survive the crash and be lost in rubble.

For now I'll give them more time, Luna thought. If something happens to them then I will attempt more drastic measures. But it hasn't come to that – yet.

Luna dodged a blast from a sorcerer and flew away from the tower. She rallied her batponies around her and regrouped them. That's when she noticed something curious:

on the ground, about a hundred feet in front of the tower door, three sorcerers stood in a defensive line.

It was the perfect opportunity to destroy them all at once, and Luna wasted no time. The Princess of the Night streaked toward them, took aim, and fired her most powerful unmaking spell. She realized too late that the sorcerers made no attempt to move. They just stood there, making a very obvious, irresistible target.

Luna's bolt of magical energy streaked toward the sorcerers and hit some sort of shield. The magic then reversed course and shot back toward Luna with lightning speed. The bolt smashed into Luna's horn and shattered it into a thousand pieces. Her cutie mark instantly vanished, replaced by an ugly scar.

Luna screamed in pain and fell out of the sky. Her batpony guards rushed to grab her before she crashed into the ground. By the time her guards reached her the princess was already unconscious.

While four guards rushed her off the battlefield and through the portal that led

back to Canterlot, the sorcerers fired bolt after bolt of dark magic at the remaining batponies.

“Retreat!” Dark Shadow shouted. “Everyone retreat through the portal! Protect Luna at all costs!”

His first lieutenant flew up to him. “But sir, what of the mission?”

“It’s over,” Dark Shadow said curtly. “Only a unicorn can unmake the Shard, and we’re fresh out of unicorns. Even if we killed every last spectral we still wouldn’t be able to destroy the Shard and close the portal. There’s nothing more we can do here.”

“But Trixie and Rarity—”

“Are almost certainly dead,” Dark Wing said grimly. “No one could possibly survive in that spire. Our mission now must be to safeguard the life of our princess. We are sworn to protect her no matter what the cost, and I will *not* fail her now. Everyone – out!”

Within seconds, all of the batponies left the world of the undead and returned to Canterlot.

* * * * *

Inside the tower, Trixie and Rarity continued their rush to the top. They encountered surprisingly little resistance; Luna had done a fantastic job of emptying the spire and drawing out its forces. The warden that Rarity threw outside was the only real opposition they found. The only other guards they saw were normal spectrals that Rarity easily tossed aside.

At last – after spending far too long climbing endless flights of filthy stone stairs – Trixie and Rarity reached the top of the tower. By now Trixie was in so much pain that she could barely move. It was all she could do to drag herself forward.

The area at the top of the tower was fairly large. Its floor was paved with smooth, flat stones. In the center of the area there was a giant glowing gem. It was made of dark purple crystal and hovered about ten feet off the ground. The Shard emitted a sinister green light. Beneath the stone was a wrought iron circle, which had four spires that stuck high into the air and ran parallel to the gem. The Shard was being guarded by a warden,

who had his back to them and was looking down toward the ground.

Rarity quickly lifted up the giant troll and tossed him off the side of the tower. “Quick, Trixie – fire!”

Trixie painfully dragged herself over to the Forged Shard and fired a bolt of unmaking magic at it. The gem cracked and trembled, but remained intact. Frustrated, Trixie fired another bolt of magic at it. This time the stone shattered into a thousand pieces, which then turned into a dark mist and vanished. The force field protecting the tower collapsed, and the spire itself began to shake.

“Trixie?” Rarity called out. She was standing by the edge of the tower, looking over its side toward the ground. “I think we have a problem.”

Trixie hobbled over to Rarity and looked down. “Where’s Luna? Where are the batponies? Where has everyone gone?”

“Well, there are two options. Neither of them are particularly good. One option is that the sorcerers killed them all and vaporized their bodies. The other option is that they abandoned us and left us here to die.”

Trixie's heart sank. She looked over at the two portals in the distance. Now that the Shard was gone, the gates were starting to destabilize. Trixie figured they had about a minute left before their escape was cut off – and probably a great deal less than that.

Trixie looked at Rarity. “We don’t have the time to run all the way down the tower steps – even if I *was* physically able to walk, which I’m not. And I can’t teleport us down to the ground from this height. We’d appear in the middle of the sky and plummet to our deaths.”

“So what do we do? Just stand here and die?”

“I got it!” Trixie shouted. “Hold still.”

Trixie aimed her horn at Rarity and fired. Two giant, shimmering wings sprouted from the gray pony’s sides. “Those wings are made from–”

“Dew and grass,” Rarity said, astonished, as she looked back at them. “I know – I remember from the time Twilight made these for me so we could see Rainbow Dash compete in Cloudsdale. But Trixie, there isn’t any dew or–”

“You’re wasting time!” Trixie shouted.
“Go! That portal is going to close any second!”

“What about you?” Rarity asked, as she flapped her wings and lifted off the ground.
“Aren’t you coming?”

Trixie hesitated. “That spell is too difficult to cast more than once. I’ll find some other way out. Now get moving!”

“But Trixie!” Rarity gasped. “Here – let me grab you. I’ll carry you out!”

“Your wings aren’t strong enough! You can barely lift yourself, remember? Now go!”

“But why didn’t you save yourself?” Rarity asked, astonished. “Instead of giving these wings to me, you could have given them to yourself and left me here to die. I’ve been awful to you. After the way I’ve treated you, why would you even think of sacrificing your life to save mine?”

“Look, I’m not suicidal,” Trixie replied quickly. “I’ll think of something. But *get out of here!* You’re running out of time!”

Chapter 6: The Sacrifice

After Twilight's funeral was over, there was no reason for any of the Elements of Harmony to remain in Canterlot. None of them had any desire to linger in Equestria's capitol – especially not Trixie, who still feared the wrath of Celestia. So late that same afternoon all six of them found themselves at the Canterlot train station, waiting for the next train to take them to Ponyville.

Trixie was extremely nervous about this trip. Ponyville had been Twilight's home for the past several years, and the princess had established a real connection between herself and the local residents. Trixie found it hard to believe that her presence there would be well-received – especially since the last time she was there she used the alicorn amulet to conquer the city and enslave all its residents. Her behavior had been appalling – but then, Trixie had spent most of her life being a self-centered jerk. No one was going to believe that she had changed.

This is going to be so bad, Trixie thought glumly. But maybe Trixie will drop dead on the train ride. At least that will save her from being lynched after she arrives.

Applejack noticed that the blue unicorn was on the verge of tears. She walked over and put a hoof around her neck. "Aw, don't you worry none. Ponyville is a right nice little town. I'm sure the ponies will forgive you for that time you enslaved them. Why, you'll be making friends in no time!"

"Sure you will," Fluttershy agreed. "I'm sure everything will be just fine."

"You're delusional!" Rainbow Dash said scornfully. "Did you see how everypony responded to Trixie at the funeral today? Everypony hates her, and they always will. Trust me, Trixie: one day you will find yourself in a terrible predicament and will desperately need help. When that day comes you'll discover that nopony has your back. You will be left high and dry."

"That's not true!" Fluttershy said firmly. "I would stand by her no matter what."

"As would I," Applejack agreed.

Rarity spoke up. "You know, Trixie, after

what you've done I really don't care what happens to you. Personally I think it would be best if we simply went our separate ways. You are a disgrace. I told Twilight that you weren't worth saving, and I stand by that statement. Saving your life was the worst mistake she ever made."

"I don't make friends with ponies anymore," Pinkamena added.

Trixie looked at the ground. "I guess we all know where we stand, then," she said sadly.

There was an awkward silence. "So where are you plannin' on stayin'?" Applejack asked.

"Um, I'm not sure," Trixie replied. "I used to have a cart that I lived in, but I don't have it anymore. The griffons destroyed it when... well, you know."

Applejack paused to think. "Well, Twilight had this giant castle that has lots and lots of room. I suppose you could—"

"Not on your life!" Rainbow Dash interrupted. "There is no way I would ever let Trixie live in Twilight's old home. If she so much as sets a hoof in that place I will break

every bone in her miserable body.”

“Rainbow!” Applejack exclaimed. “What in tarnation is wrong with you?”

“What is wrong with *me*? You’re the one with the problem! What – isn’t it enough that Trixie got Twilight killed? Are we now going to reward her by giving her Twilight’s castle, too? Why don’t we just go ahead and give her a crown and make her queen over all of Equestria! Is that what you want?”

“No, no, that’s ok,” Trixie said hurriedly. “Trixie doesn’t really want to live in Twilight’s castle anyway. Trixie is sure she can find someplace else to stay.”

Fluttershy spoke up. “You can stay with me, if you want. I have lots of room. That is, as long as you like animals.”

“That would be wonderful,” Trixie said gratefully. “Thank you.”

There was silence. Trixie wanted to say something but couldn’t think of anything to say. The silence seemed to drag on forever.

Then a curious figure suddenly appeared in front of them. The strange being was wearing a pair of sunglasses and a purple scarf, and was holding a briefcase and an

umbrella. Trixie would have recognized him anywhere.

“Discord!” Fluttershy exclaimed. The yellow pony rushed over and hugged him. “Thank you so much for speaking at the funeral today. You were wonderful.”

“Why thank you,” Discord said. “I’m not normally one to be sentimental, but I thought that purplesmart deserved it.”

“Who?” Trixie asked.

“You know – purplesmart! Twilight was purple, she was smart – oh, never mind. Good humor is lost on you, apparently. At any rate, I am here to tell you that I’m going on a little trip. I’ll be away for a while, so I’m afraid you’ll have to fight this bothersome encroaching darkness on your own.”

Fluttershy looked concerned. “You’re going away? But why? You’re not leaving us, are you?”

“Well, not forever. I’m just going on a little trip to look for Twilight Sparkle. I’m convinced she’s out there somewhere, and I’m going to find her.”

Applejack spoke up. “What do you mean, find her? Discord, you just spoke at her

funeral! You stood right in front of her coffin. She's buried back there in the graveyard – she's got the plot with the giant mausoleum over it. Her corpse ain't exactly hard to find."

Discord shook her head. "Oh, Applejack – dear, honest Applejack. You *would* think she's dead, wouldn't you? But I know better. Twilight is still alive, I'm sure of it. She just needs a little help getting home, that's all. I think she's gotten herself into a bit of a pickle – and not the good kind of pickle that tastes great on sandwiches."

Trixie spoke up. "Discord, I was there when she died. She died right next to me."

"But what did you see? Do you remember what she said – and what she did?"

Of course she did – Trixie could never forget. Had it really been only a few days since it happened?

* * * * *

It had all started quite early on that fateful morning. A full moon hung high in the sky, and the Princess of the Night would not set it for hours. Under Luna's watchful care

the citizens of Ponyville slept peacefully in their beds – all, that is, except for Twilight Sparkle. The Princess of Friendship was in the throne room of her crystal castle, pacing nervously around the room. Every now and then she glanced at the door. “Oh, come on, Rainbow Dash, *come on!* When are my friends going to get here?”

Spike, who was curled up on the floor, opened one of his eyes and looked at her. “Do you have any idea what time it is? If you ask me, everyone who’s awake at this ridiculous hour ought to be back in bed where they belong.”

“I heartily agree,” Discord added. The Prince of Chaos was curled around Twilight’s throne, with a look of amusement on his face. “You know, if we weren’t such good friends I would object to the rather rude way you woke me up. Don’t you think it’s a bit early in the day for this sort of thing?”

“The time of day has nothing to do with it!” Twilight said fretfully. “Oh, I wish they’d hurry up and get here. Every second counts! Don’t you realize what’s going to happen if I’m late?”

Discord shrugged. “Nothing of any great importance. In fact, it would be an *improvement*, if you ask me.”

Twilight scowled at him. The purple alicorn opened her mouth to respond, but at that moment her friends burst into the room. Rainbow Dash led the way, with the rest of the Mane Six following close behind her.

“I flew all over town and rounded them up as quick as I could,” Rainbow said proudly. The blue pony with the rainbow-colored mane wasn’t even out of breath. “Some of them didn’t want to get out of bed, but I wouldn’t take no for an answer! So what’s the emergency? Is Canterlot on fire? Have Changelings invaded?”

Rarity yawned. The elegant white pony was still half-asleep, and struggled to wake up. “Indeed, darling, whatever is the matter? A mare like me simply *must* get her beauty sleep, you know. The only reason I agreed to get out of my nice, warm bed was because Rainbow Dash assured me this was the direst of emergencies. Has Celestia disappeared again?”

As Twilight’s friends took their seats on

their thrones, Twilight levitated a note that had been lying on the floor. "About an hour ago I got this letter from Celestia. The problem is – well, it's Trixie. She's in trouble."

A chorus of groans filled the room. "Aw, c'mon, Twilight, she's always gettin' in trouble," Applejack said sourly, as the orange pony settled down onto her throne. "What has she gone and done this time?"

Discord spoke up. "The Great and Powerful Trixie has been arrested by the griffons and charged with murder. As luck would have it, she's actually guilty, too. I say we should just let her go to her well-deserved fate, but little-goody-four-shoes here thinks we ought to try to save her."

"Oh dear," Fluttershy said nervously. The yellow pegasus scooted back into the farthest corner of her throne. "Did you say murder?"

"I'm afraid so," Twilight said sadly. "Trixie did something terrible and she's in a lot of trouble. But I think I can save her."

Rarity spoke up. "Pardon me, but is that really such a wise plan? As I recall, the last time she was in Ponyville she used that alicorn amulet to make us all her personal

slaves. It was dreadful – simply dreadful! Why ever would you want to save that wretched creature?”

“Because I think she *can* be saved,” Twilight replied. “I think she can change and become a hero.”

Pinkie Pie spoke up. “I don’t know, Twilight. The last time she was here she took my mouth away, and it was awful! I couldn’t talk or anything – and I *love* talking! Especially to all my friends. Do you know what it’s like when you can’t talk? Why would we want to help a mean pony like Trixie?”

“Pinkie has an excellent point,” Applejack agreed. “What does Celestia think about this predicament?”

Twilight sighed. “Celestia heard about all this through a letter that the griffons transported to her. Celestia forwarded the letter on to me and said that she regrets the situation but she does not intend to intervene. She thinks that if we try to rescue Trixie, the griffons will take offense and go to war.”

“Which I don’t doubt in the slightest,” Discord commented. “The griffons are a nasty, barbaric race. To be quite honest about it, I

never really cared for them. They're the type who will go to war at the drop of a feather."

"War!" Fluttershy squeaked. "But – doesn't that mean ponies will *die*?"

"Aw, we could *totally* take on the griffons," Rainbow boasted.

"At the cost of how many lives?" Twilight demanded. "Do you have any idea what war means? There hasn't been a full-fledged war in Equestria since before Luna was banished! The last war we fought was against the Necromancer back in the days of Starswirl the Bearded. Starting a war over Trixie is just ridiculous."

"Here, here," Discord said, clapping. "Finally, someone is starting to make some sense."

"So what's your plan?" Applejack asked. "Are ya gonna go over there and trick 'em, or somethin'?"

Twilight sighed. "It's not that simple. If I race over there, grab Trixie, and return home, the griffons will get mad and go to war. If I go over there and trick the griffons into thinking that Trixie is dead, they'll eventually find out what I did and *then* they'll go to war. Celestia

made it very clear that she does *not* want to start a war over this. To be honest, I don't really blame her."

Rarity looked confused. "Then I'm afraid I don't understand your plan, my dear. What, exactly, are you proposing that we do?"

Discord spoke up. "I've already heard Twilight's so-called plan, and if you ask me it is utterly and profoundly moronic. I swear, Twilight, if you do this I will never speak to you again."

Twilight was silent for a moment, then looked at him. "You know, *you* were bad once. In fact, you were so bad that you spent a thousand years locked in stone for your crimes. After all the evil that you did, we still took pity on you and gave you a chance to change – and then you betrayed us all. You have been *far worse* than Trixie has ever been. Yet, after all that, I forgave you. I rescued you from Tirek and gave you a second chance. Do you *really* wish that I hadn't done that?"

"I suppose you're right," Discord said, sighing. "But Twilight, listen to me. What you are proposing to do is permanent. The price of saving Trixie's life is high – too high, if you

ask me. Trixie is just not worth saving.”

“*You* weren’t worth saving either,” Twilight shot back. “You were a heartless traitor, but I saved you anyway. I will *not* do anything less for Trixie. I believe that she can be saved, and I am going to save her. I firmly believe she can be one of the greatest heroes Equestria has ever seen.”

“But how are you going to rescue her?” Rainbow asked.

“Trust me – you *don’t* want to know,” Discord muttered.

* * * * *

The Arena of Judgment was silent. In the center of the ancient coliseum was a terrified blue unicorn. Trixie was trying hard not to cry, but tears were flowing freely down her face and onto the bare ground in front of her. Her four legs were secured to the ground by a massive chain, which offered her very little room for movement. The pony desperately wished she could simply teleport away, but her magic was useless inside the Arena. Once again the tricks of Trixie Lulamoon had let her

down. All throughout her life her special talent had gotten her into one disaster after another – until it had finally come to this.

Through her tears she could see the thousands of griffons that filled the stands. All of them were staring at her, and all of them were silent. They were waiting on their King to issue his judgment against her.

Trixie is so sorry, she wanted to tell them. And she *had* told them – over and over again. But it was too late for that. No amount of apologies could bring back the dead.

Overhead the sky was clear and the afternoon sun was shining, but the weather failed to bring any cheer into Trixie's heart. She could still smell the odor of burnt wood that lingered on the air. That odor would still be there after the King sentenced her to death and put an end to Trixie's miserable life. The awful, burnt smell was a testament to the last crime that Trixie would ever commit.

The blue pony swallowed and tried to regain control over her emotions. If she had to die – here, a world away from Equestria – then she at least wanted to die with some pride and dignity. She blinked away her tears

and then stared up at the enormous griffin that was seated high above her.

King Balthazar had ruled over the Griffon Kingdom for centuries. He was almost twice the size of the four armored guards who surrounded his throne, and his bearing radiated power and might. He had a stern look upon his face, and he stared intently at Trixie. She desperately wished he would just *say something*. If only he would hurry up and get it over with! Then she realized what that would mean, and she almost started crying again.

If only she hadn't lost her temper. If only she hadn't set the auditorium on fire. If only she had been able to put the fire out. If only she had some friends so she wouldn't have to die alone...

The King finally opened his beak. "Trixie, do you have anything to add to what has been said here today?"

Trixie shook her head. She tried to speak but found that it impossible to do so. It was hopeless.

"Very well. Then it is my decision that—"

At that moment the King was interrupted

by a whistling noise. A purple streak shot across the sky, and a moment later a *boooooom* rattled the Arena as a sonic shockwave hit. The purple streak then stopped, reversed, and zoomed back toward the arena. It plowed into the ground twenty feet to the right of Trixie, making a deep furrow in the compacted dirt.

Trixie jumped – or tried to jump; the chains held her to the ground. She let out a surprised shriek. The griffon onlookers cried out as well, and the air was suddenly filled with scared voices.

The King silenced everyone with a quick wave of his claw. He then looked down at the purple pony that was climbing out of the ditch she had inadvertently dug. “Welcome to the Griffon Kingdom, Princess Sparkle,” he said calmly. “I wondered if an emissary from Equestria would come and beg for this worthless pony’s life.”

Twilight tried to speak but found that she was completely out of breath. She looked at the King apologetically, took a deep breath, and tried to speak again. “I came as soon as I could,” she panted. She paused to catch her

breath. “I’m so sorry I wasn’t here sooner! Let me tell you, that was a *really* long flight. Well, long as in distance, I mean. I think the flight itself only took me about six hours.”

“And where are the rest of the fabled Elements of Harmony?” King Balthazar asked.

“There wasn’t time to bring them, and it was *way* too far to teleport,” Twilight panted. “If I had tried to carry anypony else – even Spike – I would have arrived too late. Fluttershy can fly, but she isn’t fast enough. Rainbow Dash could have come, but I made her stay because—”

“But surely that is a serious oversight on your part! Won’t you need all of them to use the Power of Friendship to blast me into stone?”

Twilight looked astonished. “Turn you to stone? I haven’t come here to turn you to stone!”

The King laughed. “Of course you have! That’s how you ponies solve all your problems, isn’t it? You use your magical friendship beams to blast your enemies. I have no doubt that Princess Celestia sent you here to rescue one of her subjects from the evil and barbaric

griffons. Who better to send than you – the most powerful being in all the world?”

Twilight finally caught her breath and took her place beside Trixie. “That’s ridiculous! First of all, I did *not* come here to fight you. Second, Princess Celestia did not send me – I came here on my own accord. Finally, I am *not* the most powerful being in the world. You have really gotten the wrong impression about that, your highness.”

“Oh, I disagree. Each time Equestria has been in danger it has been *you*, not Celestia, who has saved the kingdom. It was not Celestia who defeated Nightmare Moon, or imprisoned Discord in stone, or saved the Crystal Empire from Sombra, or put Tirek back in Tartarus. Celestia may be the one seated on the throne, but you are the power that enables her to stay there. Which brings us back to the point at hand. Is it not true that you have come to take a certain *murderer* away from here?”

Trixie couldn’t take it anymore. “It was an accident!” she shrieked at Twilight. “Trixie did not mean for any of this to happen. She would take it all back if she could.”

Twilight shook her head sadly. “I wish it actually had been an accident, Trixie, I really do. Then all this would be a lot easier. But the truth is you set that auditorium on fire *deliberately*. Your magic show was as big a failure here as it was back in Ponyville. When you saw that the griffons hated you, you got mad at them and burned their auditorium down. *On purpose*. Didn’t you, Trixie?”

Trixie started crying again. “I didn’t mean to hurt anypony! It was just supposed to be a harmless prank. Only the fire got out of control, and Trixie couldn’t put it out, and there was a panic, and—”

Trixie stopped as the memories flooded back to her. The blue pony could still hear the noise of the screaming crowd ringing through her head. All she had wanted to do was impress them. But then—

When the soldiers came to arrest her, she hadn’t even tried to get away. She was too broken by what she had done.

Twilight finished her sentence. “And four innocent griffons died, and many more were injured. That’s why you’re here. You started a fire *on purpose*, and griffons died because of

it. This is serious, Trixie. This isn't like that time when your lies caused Snips and Snails to bring an Ursa Minor into Ponyville. I was able to fix that and there was no harm done. But this *can't* be fixed. No pony can bring those griffons back from the dead."

King Balthazar interrupted her. "That is exactly right – which is why I was about to sentence her to a very well-deserved death. Our book of laws – which dates back to time immemorial – states that anyone who murders another griffon must atone for their crime with their own life. It does not matter if the murderer is a griffon, a pony, a zebra, or some other creature from the Wild; whoever takes a life must pay for it with a life. Trixie Lulamoon has taken the life of another, and therefore she must pay. That is what is written and that is what must be done."

The King frowned. "But you have come to rescue her, haven't you, Princess Sparkle? You know that no one here can possibly stand up to you. We have silenced the magic of Trixie, but our limited knowledge of the arcane arts is helpless against an alicorn princess. Understand, we have no wish to start a war

against Equestria. I know full well that your rulers raise the Sun and the Moon, and I know there is no power we can wield that could possibly grant us victory. But know this: the griffon nation is a proud nation, and our laws have been held sacred for millennia. If you violate our honor by stealing Trixie from us, we *will* declare war against Equestria. Even though we have no hope of winning, we would rather die with honor than live in shame.”

The crowd in the Arena of Judgment was utterly silent. No one said anything.

Twilight Sparkle looked the King in the eye. “I have not come to steal Trixie from you.”

“Ah, I see!” the King suddenly exclaimed. “Now I understand. This pony was your enemy, wasn’t she? Trixie challenged you and was a thorn in your side. She even enslaved your hometown once. Now that she is about to die, you have come to gloat over your fallen foe – just like a good griffon! Is that it?”

“Of course not!” Twilight snapped angrily. “I’d never do a thing like that. Besides, I’ve never considered Trixie to be my enemy. She may hate me, but I’ve never hated her. She

said she was sorry for the whole alicorn amulet thing, and I forgave her.”

“Thank you,” Trixie whispered.

Twilight paused as the enormity of what she was about to do hit her. It was one thing to plan it in her crystal palace, where she was safe with her friends; it was quite another to actually do it. But she was determined to see this through to the end. She was not going to turn back now.

“I have come to offer you a trade,” Twilight announced. “I offer you my own life in exchange for Trixie’s. As one of the four royal princesses of Equestria, I humbly ask you to let Trixie go and condemn me instead.”

Trixie gasped. When Twilight arrived she had started to hope that the alicorn could find a way to save her, but *this* had never crossed her mind. Did Twilight really mean it? She couldn’t mean it. She *couldn’t* mean it. Could she?

King Balthazar looked at Twilight in shock. “Princess, you cannot be serious! You are an immortal alicorn, a ruler of your people, and Trixie is just a bully and a criminal. You cannot possibly want to trade places with her.”

“But I do,” Twilight said quietly. “That’s why I was in such a hurry to get here. I was hoping I wasn’t too late to trade my life for hers.”

“But Trixie is your *enemy*! If one of the other Elements of Harmony were standing here before me then I could understand your request. I have heard tales of the close bond that you share with them, and I have no doubt you would go to the uttermost to save their lives. But no one dies for their enemies. That is utter madness – and you are *not* mad.”

“Trixie is *not my enemy*,” Twilight repeated firmly. “You keep saying that, but it’s not true! Look. Don’t you know who I am?”

“Of course! There is probably no ruler in the entire world who has not heard of you. You are Princess Twilight Sparkle, the Element of Magic.”

“I’m the *Princess of Friendship*. My role in Equestria is to spread friendship and love to all races – not just within Equestria, but everywhere. Trixie and I have had our differences, but those days are behind us. I have chosen to be her friend, and right now she needs me. I can do something for her that

no pony else can do: I can give her a new life.”

“But your life is worth so much more than hers!” the King objected. “You have great power and glory, and you are immortal. Trixie’s life is, to be blunt, rather worthless. The lesser beings should die for the greater ones – not the other way around.”

Twilight shook her head. “You know nothing of friendship. Love isn’t some kind of math problem, your highness. It’s about *giving*, not getting. If you’re trying to figure out who is getting the better end of the deal then you’re not really much of a friend at all. Do you know why parents love their children? It’s not because they’re hoping their foals are going to pay them back someday. It’s because they are *their children*. They take care of them *because they love them*. That’s what real love does – it willingly sacrifices itself for others. The reason I’m doing this is because I care about Trixie and I will do anything to help her. That is the power of friendship.”

Twilight turned her gaze from the griffon king to Trixie, and saw that the blue pony was crying. “Twilight, you can’t do this,” Trixie said urgently. “You can’t. Your friends need you.

Equestria needs you. Don't throw your life away on pathetic Trixie."

"I'm not throwing my life away – I'm saving yours. You don't have to continue being the foolish mare that you've been. You can be a new pony with a new life. There are ponies back home who care about you and who will help you."

King Balthazar interrupted her conversation. "Do you think I am a fool, Twilight? If I kill you Celestia will invade our kingdom and utterly destroy it, as surely as she raises the Sun. There could be no greater act of war than what you are proposing. Are you trying to exterminate the griffon race?"

"Of course not! Celestia isn't going to invade. I talked to her about this before I left – otherwise I would have been here sooner. The princess did not try to stop me. If she was against this I wouldn't be here."

The King was silent for a long time. Twilight Sparkle stood beside Trixie and stared at King Balthazar. The King found it hard to meet her gaze and looked away.

Trixie could not believe what was happening. She desperately wanted to go

free, but she was even more afraid that Twilight would go through with her plan. As much as she wanted to go home, the price was just too high. After all Trixie had done to humiliate Twilight, how could the princess do this? Is this what friendship and love were really all about? *Trixie has been such a fool, she thought bitterly. Choosing pride and arrogance over friendship was a terrible mistake. She will not make that mistake again.*

Twilight broke the silence. "I have read your laws, your highness. There is no law that forbids what I am asking. Your code will be served."

"It is not possible," King Balthazar said quickly. "You are immortal! No one can take away your life. Even Tirek at the height of his power was unable to do that."

Twilight looked surprised. "I'm not *that* immortal. But look. I agree that you might have a lot of trouble if you tried to *take* my life. But that's not what I'm asking. You see, I am freely *offering* it. I am the Element of Magic, and I have the power to give up my life. In other words, I can *choose* to yield up my spirit."

The King stared at the cowering Trixie, then back at Twilight. He had a look of great sadness upon his face. "I can find no reason to turn down your request," he said, slowly and with great pain. "I sincerely wish there was some way I could say no. Princess Sparkle, you are the rarest of creatures – the embodiment of love. I urge you, I plead with you, to not do this. I do not want to be responsible for your death."

"I will not change my mind," Twilight replied, as tears began running down her face. "I know what this means. That's why I made Rainbow Dash stay home. I told them what I was going to do, and I couldn't bear—" She stopped, as her voice broke.

"Twilight, *don't*," Trixie pleaded.

The King spoke. "You do not have to do this."

Twilight wiped away her tears and looked at Trixie. "But I *want to*. The role that I have in Equestria is the one that I choose to have, and this is my choice. I will do whatever it takes to protect those I love – no matter what the cost."

"Very well," King Balthazar said. A single tear ran down his own face. "Then I will not

stop you. You may set Trixie free. You have my word that we will return Trixie to Equestria unharmed.”

Twilight nodded. She turned to face the blue unicorn that was chained to the ground beside her. “Trixie?”

Trixie was sobbing uncontrollably. “Twilight, please, don’t do this! Your friends need you. Equestria needs you. Don’t throw away your life on pathetic Trixie.”

“I will not change my mind,” Twilight Sparkle replied, as tears streamed down her face. “Listen to me. While I’m gone, it will be up to you to spread the magic of friendship. Do you understand? There are a lot of broken ponies out there who need someone to love them. You can be that pony, Trixie. I *know* you can. You can be the hero that Equestria needs.”

Trixie nodded. She wanted to say something – anything – but she couldn’t speak. It was too late.

Twilight smiled at her. “Tell my family and friends that I love them, all right? And that includes *you*, Trixie. Never forget that.”

Twilight Sparkle’s horn lit up. The chains that anchored Trixie to the ground briefly

glowed and then fell off, setting her free. Satisfied, Twilight looked up at the sky. Her horn began glowing ever brighter, until it radiated a light that was almost blinding.

All at once Twilight's body fell to the ground. The light went out.

She didn't get up.

Trixie began screaming.

* * * * *

"She *died*," Applejack said.

"I disagree," Discord replied. "I know what death feels like – goodness knows I've lived long enough to witness the death of countless ponies. Twilight didn't die. I can sense the transfer of magic, you know, and what I felt at that moment was most unusual. I believe Twilight transferred her energy somewhere else."

"But her body is dead!" Applejack pointed out. "In fact, it's embalmed. And buried. If that ain't death then I don't know what death is."

Discord patted Applejack on the head. "I don't expect you to understand. Let's just say

I think Twilight found a way to survive without a physical form, and I think she needs help getting back. She once helped me when I needed it, and so now I'm going to help her."

Trixie spoke up. "She did ask me to take her place *while* she was gone. Maybe she really was expecting to come back. After all, griffon law only required her to die. It didn't require her to stay dead forever. Maybe she found a loophole."

"Or maybe she was a bit stressed," Applejack said. "About dyin', and all."

Something suddenly occurred to Trixie. "Wait a minute! Discord, are you saying that Twilight *planned* all this?"

"No, not exactly," Discord said. "I think Twilight was being honest. She knew she was going to give up her physical form and go somewhere else – and she probably didn't know where 'somewhere else' actually was. For all intents and purposes she really was dying. As Applejack so eloquently pointed out, her body is undeniably dead. *I'm* the one who thinks I can bring her back to Equestria and put her spirit back into her corpse. I very seriously doubt that idea ever crossed her

mind.

“But I *do* think she believed events after her death would unfold quite differently. She probably thought her friends would love Trixie and help her grow into her new role, and that Celestia would take Trixie under her wing and teach her about friendship. I’m certain she never imagined that Celestia would lose her marbles and go insane. I also don’t think she expected Celestia to poison the spirit of all of the Elements, turn the entire country dark, and then shatter harmony itself. After all, Celestia actually *approved* of Twilight’s harebrained scheme – although why she did I’ll never know. I certainly didn’t approve of it.”

Rainbow Dash spoke up, with tears filling her eyes. “I can’t believe I didn’t try harder to stop Twilight. What was I thinking? Why didn’t I go with her? I actually let her go off by herself and die alone, far from her friends. Her loyal companion did *nothing* and let her die! Some friend I turned out to be. I could have *done something*, and I didn’t.”

“Well, when I find her and bring her back you can apologize to her. Maybe you can give

her a bouquet of flowers or something. You ponies do that, don't you?"

Applejack shook her head. "I think you're out of your mind, but I don't see any harm in tryin'. I guess we'll find out if you're right, won't we?"

"Good luck," Fluttershy added.

"Thank you," Discord said. "But save your luck for yourself – you'll need it. Dark times are coming. If I can't find Twilight and bring her back then we're all in a great deal of trouble. Twilight is the only one who can possibly fix what's about to take place."

Trixie opened her mouth to ask Discord what he was talking about, but she was too slow. The enigmatic Lord of Chaos had already disappeared.

Chapter 7: The End of Laughter

After Discord vanished from the train station, there was little else to say. The ponies waited in silence until the train to Ponyville rolled up to the platform. The group then boarded it without a word and began the ride home.

Applejack and Fluttershy sat beside Trixie. Rarity, Rainbow Dash, and Pinkamena sat as far away from Trixie as they could get. The gray Elements didn't say anything, but they made it clear that they didn't want to have anything to do with Trixie. They had no intention of ever becoming her friend.

When Applejack saw how much this hurt Trixie, she tried to reassure her. "Oh, don't you worry about it. They're just upset, but they'll come 'round eventually. They're really great ponies, once you get to know them."

Trixie said nothing. She stared out the window and watched the countryside roll by. The sun was beginning to set; soon the land

would be covered in darkness. She wondered if there was any hope at all.

Fluttershy spoke up. "I have an extra room upstairs in my cottage. It's nice and cozy. I hope you'll like it."

"Thank you," Trixie replied. "Trixie is sure it will be wonderful."

"Do you have much luggage?"

Trixie looked at the yellow pegasus. "No, Trixie doesn't have any luggage. Everything she had was destroyed by rioting griffons. She doesn't even have a single bit to her name."

"Oh. I'm sorry."

There was more silence.

Applejack spoke up. "So what're you gonna do in Ponyville? Do you have any plans?"

"I guess I have a lot of reading to do," Trixie replied. "Celestia wants me to replace Twilight, and that's not going to be easy. Twilight knew so much about, well, everything. There are spells I need to learn, magical theory I need to understand... it's going to take a lot of work."

"Well, I think you're in luck," Applejack replied. "Twilight has a whole pile of books in

her library – lots of piles of them, actually. She liked readin’ more than anypony I’ve ever seen. In the morning I’ll send my brother Big Mac over to her castle and have him bring you some of her books on magic. That should keep you busy for a while. When you need more just let me know. I’ll do whatever I can to help.”

“Thank you. That will make a big difference. Learning how to be Twilight is going to be really hard.”

“Um, Trixie?” Fluttershy said.

“Yes?”

“I don’t want to be mean or anything, but I don’t think you should try to replace Twilight. It’s not because I don’t think you’re capable – I’m sure you’re very talented – but Twilight was Twilight, and you are you. You should be who you are, instead of trying to be somepony else. I don’t think Twilight ever intended for you to be her clone.”

Trixie sighed. “Fluttershy, Celestia wants me to become the Element of Magic. That means I’ve *got* to become Twilight, somehow.”

“Not necessarily. You can bear that Element in your own way. Before we bore

them, Celestia and Luna were the bearers of the Elements. The princesses managed them just fine by being themselves. You can be a magical pony without being Twilight, you know.”

“Why do you care?” Trixie asked. “I’m not trying to be rude, but what difference does it make to you?”

“I’m your friend, and you matter a lot to me. I know I was really mean to you earlier, and I am *super* sorry about that. It’s just that—”

“It’s Celestia,” Applejack interrupted. “When she told us what happened to Twilight she was really angry. She made you out to be a real bad pony, and I guess somehow her hate infected us. We all hated you – well, I guess some of us still do.”

“But I didn’t hate *everyone*,” Fluttershy said quickly. “Just you.”

“How wonderful,” Trixie muttered.

“But that’s all behind us now,” Applejack said firmly. “The past is the past. I bet Twilight would have wanted us to all be the best of friends, just like Discord said – in fact, I’m sure of it. And that’s exactly what we’re going to become. Just you wait and see.”

“Unless Trixie kills you first,” Rainbow Dash called out from the back.

Applejack facehoofed. “Just ignore her.”

* * * * *

Trixie found life at Fluttershy’s house to be exceedingly strange. She had heard that the shy yellow pony was good at working with animals, but she was surprised to find out just how much they dominated her life. Her home was filled with all sorts of creatures – birds, rabbits, and even bears seemed to come and go at will.

The first night was the weirdest. As Trixie tried to go to sleep on the second floor of Fluttershy’s cottage, she felt like she was sleeping in a zoo. It wasn’t that she minded animals – after all, they were an important part of the ecosystem – but this was something else entirely. What sane pony allowed *bears* in their living room? Was it even safe to be in here? How did Trixie know she wouldn’t wake up to find a fox trying to eat her legs? Did these creatures have all of their shots?

But over the next few days she gradually relaxed and got used to it. She was still uncomfortable, but she didn't dare say anything about it to Fluttershy. After all, if it wasn't for her she would be homeless. She owed Fluttershy a great deal, and she was very grateful. Trixie did not want to do anything that might hurt her feelings.

True to her word, Applejack did indeed send her brother to Twilight's castle (which Trixie refused to go near, in fear of Rainbow Dash), and he brought a giant cartload of Twilight's books to Fluttershy's house. Trixie was impressed at the quality of the material: Twilight really did have all the best books. She was confident that if she could master all of that knowledge, she could indeed become a great and powerful pony.

Of course, Trixie knew she could never actually rival Twilight. After all, Twilight had been an alicorn princess – a possessor of the most powerful kind of magic in all of Equestria. There were spells Twilight could do easily that Trixie would never be able to cast. Even so, Trixie knew she had great potential. She might not be able to fight alongside

Celestia or Luna, but she was determined to be the most powerful unicorn in all the land.

If Discord was right she had no time to waste; trouble was apparently already on its way. No matter what the danger was, Trixie was determined to rise to the challenge and defeat it. That was her job, after all, and Trixie *never* gave up. She might not have all of the Elements on her side, but she now had a few friends – and that was a good start.

* * * * *

One day, while Trixie was deep in a book of magical theory, Fluttershy walked up to her and gently tapped her on her flank. “Excuse me. I hate to bother you and all, but I think we need to take a short trip.”

Trixie put her book down. “A trip? Do we need to go to Canterlot or something? *Please* tell me I don’t have to see Celestia again.”

“Oh no – nothing like that! Maybe I should have called it an errand. You see, I think we need to make some more friends. That is, *you* need to make some more friends.”

Trixie sighed. “I know how important it is

for me to connect to the rest of the Elements – really, I do. I get it. I know I can’t actually become the real Element of Magic until I become friends with the other Elements. But Fluttershy, Rainbow Dash *hates* me. If I get anywhere near her she’s going to break my neck. Don’t you remember what she said?”

“No no no no,” Fluttershy said quickly. “Not Rainbow Dash. I think she needs more... time to herself. I was thinking that maybe we could visit someone safe and friendly, like Pinkie Pie. She could probably use some cheering up. She hasn’t been herself lately.”

“Wait. She needs cheering up? Doesn’t Pinkie usually cheer other ponies up?”

“Not anymore,” Fluttershy said sadly. “She’s become more like Maud. But not in a good way.”

“Who’s Maud?”

“Pinkie’s sister. She’s – um, not quite as exuberant as Pinkie. She’s kind of like a rock. She doesn’t live around here, though.”

“I see,” Trixie said. She stood up. “All right – let’s go. I suppose it would be a good thing to become friends with the Element of Laughter.”

However, it didn't take very long for the two of them to discover that the Element of Laughter was no longer laughing. When Trixie and Fluttershy entered Sugarcube Corner, the bakery where Pinkie worked and lived, and told Mrs. Cake that they were there to see Pinkie, a troubled look appeared on her face. "Are you sure, dears? Perhaps if you came back later..."

"Do you think that would help?" Fluttershy asked. "I truly want to do whatever is best for our friend. We really want to help her, you know. She's been there for us so many times."

Mrs. Cake sighed. "Pinkie's been so upset for days, and she's lost all of her color. She doesn't bake cakes anymore, and the poor dear hardly eats anything. She just stays up in her room. I simply don't know how to help her."

Mrs. Cake leaned over the counter. "Do you really think you can do something to make her better?" she asked in a low voice.

"Trixie will try," the blue pony said.

"I've just never seen her like this before! She's normally so cheerful and outgoing. Well,

except for that one time when her friends threw her a surprise birthday party, and she got kind of mixed up about what was going on. And there was the time Discord corrupted her. But this seems much worse. Normally she's such a happy, lively pony."

Fluttershy spoke up. "We'll do everything we can for her, Mrs. Cake."

"Thank you. The stairs are right over there."

Trixie and Fluttershy walked up the staircase in the back and entered Pinkie's room. They found their friend sitting in the middle of the floor, staring at the wall. The formerly-pink pony was now a dark gray, and her curly mane was utterly flat. She had a blank look on her face. She vacantly stared at nothing in particular.

Fluttershy walked over to her friend. "Um, Pinkie?"

"Pinkamena," the gray pony said flatly.

"Oh. Um, what happened to Pinkie?"

"Pinkie was a fool," the gray pony said bitterly. "Do you know what she did? Pinkie laughed at danger. Laughed! How stupid was that?"

"I don't think it was stupid at all," Fluttershy replied gently. "Your ability to laugh has gotten us through problems many times. Don't you remember what happened when we met Twilight for the first time and went with her through the Everfree Forest? We were—"

"Morons," Pinkamena interrupted. "We were a group of total morons. Do you know what danger does? It kills the ponies you love. And do you know what happens when the ponies you love are dead? It *hurts*. It means they are gone. Gone and not coming back."

Fluttershy tried to say something, but Pinkamena just kept on going. "I was such a fool. Instead of protecting ponies from things that might hurt them, I just laughed. Do you know what Twilight really needed? A friend who could protect her from danger. Do you know what she had instead? A totally useless clown. Clowns can't help anypony! They just make light of danger and then let their friends die, far from home and far from anypony who loves them."

Trixie spoke up. "That's a lot of nonsense! Who told you that?"

“Celestia,” Pinkamena replied. “She explained everything to me when she came and told us what happened to Twilight. That’s when I finally understood.”

“Of course she did,” Trixie muttered. “That rotten monster. Listen to me, Pinkie. I don’t care what Celestia told you. The truth is that—”

“You failed her too,” Pinkamena pointed out. “We all did. But I won’t ever fail again. The next time I see danger I will stab it in the face until it dies.”

Trixie sighed. “But that’s not who you are! You’re supposed to be the Element of Laughter.”

“The laughter has died. Now I’m the Element of Vengeance. Next time will be very, very different.”

* * * * *

Despite Trixie’s attempts, she was unable to make any further progress with the Elements. Rarity remained cold and distant, and Rainbow Dash was so hostile that Trixie went out of her way to avoid her.

Pinkie, meanwhile, remained in her room. Her absence from Ponyville caused a noticeable difference in the city's mood – or so Fluttershy told her. Trixie knew very little about Ponyville, so it was hard for her to judge any changes. The yellow pegasus claimed that before Twilight's death, Ponyville had been a happy, cheerful place. Now, though, everyone seemed to be angry and irritated. There was a general feeling of darkness and despair that permeated everything. It made both of them dread going into the city.

Trixie had been living with Fluttershy for about three weeks when the pair had an unexpected visitor. After supper, Trixie and Fluttershy were out in front of the house. The sun had set and the moon was high in the sky, but the stars were obscured. It was almost like there was some sort of haze in the air.

"I don't like it," Trixie commented. "Have you noticed that the sky has been getting a little darker every night? There's definitely something wrong."

Fluttershy nodded. "The animals have been nervous lately too. I've noticed that a lot

of them have been fleeing from the Everfree Forest. I'm not really sure why, but my zebra friend Zecora might know. Perhaps tomorrow we could visit her and—"

The pegasus was interrupted by the sound of thunder. A wind suddenly picked up and blew through her pink mane. Trixie gasped and pointed up at the sky. "Look!"

The two ponies saw a chariot flying through the air, with a dark blue alicorn riding in the back. The chariot was being pulled by four armored batponies.

"It's Princess Luna," Fluttershy said nervously.

Trixie looked at her friend, surprised. "Are you *scared* of her?"

"Well, not really, I guess. But she *is* kind of scary. She used to be Nightmare Moon, you know."

"But she's not anymore! The Elements removed the darkness from her, remember? She's good now."

"I know. But, still. The darkness kind of frightens me, a little. But please don't tell Luna I said that! I don't want to hurt her feelings. I know she works so hard to make

the night beautiful. I just wish I could appreciate it more.”

A moment later the royal chariot landed in Fluttershy’s yard, and Luna stepped out and approached the two ponies. “Good evening, friends. Are you enjoying my beautiful night?”

“Um, about that,” Fluttershy said nervously. She raised a hoof and pointed at the sky. “I think there might be a cloud, or smog, or something. It makes it hard to see your stars.”

“So you have noticed that as well! You are indeed as clever as I hoped. Yes, there is something wrong with Equestria. I fear that one of our greatest foes have returned.”

“Well, that’s not good,” Fluttershy replied. “Would you like to come inside?”

Luna nodded. Fluttershy opened the front door to her home and let Luna in, and Trixie followed behind her. Fluttershy then entered the house last and closed the door.

“Could I get you some tea or something?” Fluttershy asked.

“No, yellow pony, for I cannot stay. There is still much that I must do tonight. But I have come to talk to the Element of Magic. I fear

that we may soon have need of her services.”

“Me?” Trixie asked.

“Yes, of course! Twilight asked you to be her successor, did she not? And I have no doubt that you are capable of doing exactly that. I have heard that you have been doing much studying lately, and that pleases me. Here – you will need this.”

Luna levitated a book she had been carrying and gave it to Trixie, who took it with her hooves and looked at it. “What’s this?”

“Those are Twilight’s research notes,” Luna explained. “A number of years ago Twilight studied Equestrian history, and she put together everything she could find on a monster known as the Necromancer. Long ago, in the days when my sister and I ruled over Equestria together, that evil being arose and attempted to cover this land in darkness and death. We were able to defeat him, but it would seem our victory was not as complete as we hoped. Twilight came to believe that the Necromancer was not gone forever but had simply been banished back into his infernal realm. She was afraid that if the barriers between our two worlds ever

weakened, he might return and try again.

“I believe that the disharmony my sister Celestia has been spreading has given the Necromancer the chance he needed to re-enter this realm and resume his evil scheme. I do not want to alarm you, but it is now only a matter of time before he launches an attack on Ponyville.”

“Ponyville!” Trixie exclaimed. “Why Ponyville? Wouldn’t Canterlot be a better target?”

“I have seen the cloud of darkness that lingers over the Everfree Forest. I believe the Necromancer has established a base there – and Ponyville is closer to that forest than any other city. It would be the logical first step.”

Trixie looked at the book. “I’ll begin reading this book tonight. How much time do we have?”

“My sister Celestia assures me that it will take him at least another three days before he can mount an attack. How she knows this I do not know, but I trust her judgment. Celestia has also promised to train her troops to defend the land against this threat. She will send them to Ponyville before the

Necromancer attacks.”

Fluttershy sighed in relief. “Well, that’s good news. At least we won’t have to fight him all by ourselves.”

“*Three days?*” Trixie squeaked. “That’s – not a whole lot of time!”

“But you are *not* alone,” Luna pointed out. “You have Twilight’s notes, and they will help prepare you for what is about to happen. Celestia herself will help you defend Ponyville, and I will do whatever I can to aid you. I know this is a mighty task but I believe you can do this. Read Twilight’s notes, find the Necromancer’s weakness, and form a plan to send him back to the world of the undead. I will not ask you if you *can* do this, for I have faith in you. Instead I ask this: *will* you do this?”

Trixie swallowed nervously. The Elements of Harmony were not a functional team, and she had little support. She had only just begun her studies and still had so much to learn. But how could she say no?

“Absolutely,” Trixie said confidently. “I won’t let you down.”

What Trixie didn’t realize was that Celestia had already let *her* down. When Luna

approached her sister about the Necromancer threat, Celestia had simply lied to her. She had no actual information about the Lord of the Undead and didn't care enough to get any. The very next day the Necromancer's spectral army would march into Ponyville – and the war with the darkness would begin.

Chapter 8: Broken

Trixie's attack on the Forged Shard had been a complete success. The magical gem that sustained the portal to Equestria was now gone, and the tower under Trixie's hooves was beginning to shake. In the distance the two portals began to waver. In a matter of moments they would collapse, cutting off the only way to escape the undead plane.

Rarity was hovering in the air just off the floor of the tower, flapping the delicate wings that Trixie had given to her. She had a look of great concern on her face. Rarity knew that if she abandoned Trixie and left her behind, the blue magician was as good as dead. The tower was on the verge of collapsing – and Trixie would not survive its downfall.

Trixie surely knew that, but yet she had chosen to give the wings to Rarity instead of keeping them for herself. Rarity now deeply regretted the way she had been treating Trixie. She had completely misjudged her.

“Get out of here!” Trixie screamed. “That

portal is going to close any second now!”

“I’ve got it!” Rarity exclaimed. “Turn yourself into a breeze!”

“A what? I don’t know what you’re talking about!”

“Then just make yourself smaller! Then you’ll be tiny enough and light enough to carry. Can’t you do that? You’re a magician, aren’t you?”

Trixie suddenly understood Rarity’s plan. She immediately cast a spell that shrank herself down to just a couple inches tall. Rarity quickly leaned down, grabbed her, and threw Trixie onto her back. “Now hang on!”

Rarity soared off the collapsing stone tower and raced toward the Manehattan portal as fast as she could fly. She knew her wings were in danger of being torn apart, but she couldn’t delay. The two portals were already beginning to waver.

She flew faster, lunging through the turbulent air of the undead plane. Trixie desperately grabbed onto her mane and hung on for dear life. On the ground there was some commotion as spectrals screamed at the sky, but Rarity had no time to worry about

that. All she could do was hope that she was moving too erratically to make a good target.

Then, all at once, the portal that led to Manehattan collapsed in a burst of dark green energy. “No!” Trixie screamed.

Rarity changed course and lunged at the portal to Canterlot. She flew faster, faster—

And made it. Just before the second portal collapsed, Rarity burst through the gate and appeared in the darkened plains outside Canterlot. As soon as she was on the other side she heard the stone portal disintegrate behind her. They had made it through without any time to spare.

The moment the portal collapsed, the spectral army that was in the surrounding area vaporized. One second they were there and the next they were gone – leaving behind only pegasi and batponies.

But all was not well. Rarity noticed that many of the pegasi were injured; the ground was littered with fallen ponies. Rarity fervently hoped they were just unconscious. In the distance she saw a group of batponies huddled around a prone figure, but she couldn’t quite see who they were trying to

help.

Trixie jumped off of Rarity's back and returned herself to her regular size. "Thank you for saving me," Trixie said.

"It was my pleasure. I'm sorry I've been such a fool lately! You showed a great deal of generosity back there, which is something I wasn't expecting. It seems I have been a rather rotten friend."

Trixie suddenly noticed that Rarity had lost her grayness and was white once again. "Look at you – you're back to normal!"

"Later, darling," Rarity replied. The white pony folded her new wings at her sides. "That's not important right now. Do you see that group of batponies over there? I think something is terribly wrong."

Trixie looked to where Rarity was pointing and felt a stab of fear pierce through her heart. The batponies had parted and the two friends could now see what all the commotion was about. Princess Luna was lying on the ground, surrounded by her guards. Her cutie mark was gone, her horn was gone, and her head was covered in blood. She was not moving.

* * * * *

As soon as Celestia heard the news the princess galloped out of her throne room and into the long hallway that was just outside. “Where is she? Where is my sister?”

That’s when she saw her. Luna was on a stretcher that was being carried by four of her loyal batponies. A doctor walked beside the stretcher and whispered something to his nurse. A short distance away, Trixie and Rarity followed behind. The two Elements were absolutely filthy; they were covered in dirt and grime, and their hooves left a long trail of mud on the royal carpet. But Celestia didn’t even notice them, nor did she pick up on the fact that Rarity now had her own pair of wings. All she noticed was the broken condition of her sister.

Celestia ran up to doctor. “Well? How is she?”

The doctor looked back at her. There was a great deal of discomfort and unease on his face. “Luna has been in and out of consciousness ever since it happened. She is

in a great deal of pain, as you might imagine. This is the worst sort of injury that any unicorn could sustain. It's a miracle she wasn't killed instantly."

Celestia took a step closer to Luna to get a better view of her – and then screamed. Her worst nightmare had come true. Luna's horn was completely gone, and blood oozed out of a terrible wound in her forehead. Her cutie mark had been replaced by a deep, bleeding gash. The magic had gone out of her mane and rendered it inert and lifeless. Luna's breathing was labored.

"Can't you do something?" Celestia asked.

"No, he cannot," Luna whispered hoarsely. She opened her eyes and looked at Celestia. "There is no cure for this, sister, as you well know. Even if I could regrow my horn, my magic is gone and will not return. I will never fly again, nor will I be able to raise the moon. I am afraid that you must now become the Princess of the Night."

"No," Celestia screamed, crying. She fell to the ground beside her sister. "No! Please, oh please, *no*. This isn't possible. This can't be

happening!”

“What is the matter?” Luna asked, as she struggled to breathe. “Did you think that victory could come without cost, or battles could be won without sacrifice?”

“But not *you*. I didn’t want this! How could this happen? What monster did this to you?”

“You did,” Luna replied.

“What?” Celestia shrieked in horror. “What are you saying?”

“This was your doing, sister. You did not do it intentionally, but you did it all the same. You poisoned the spirits of the Elements of Harmony, robbing Equestria of its greatest defense. You broke the harmony of our land, which allowed the Necromancer to return to this realm. You then refused to leave your castle to defend Equestria, so I was forced to take your place.”

“No,” Celestia wept. She shut her eyes, but the tears would not stop. “Please, no—”

“But do not worry, sister,” Luna continued, as she fought to remain conscious. “A hero has arisen to save us all, and that hero is Trixie. She will battle the Necromancer and

she will defeat him. She will take on the role that you can't be bothered to perform – the role of defending the innocent from torment and death.”

Luna looked Celestia in the eye. “You will be happy to know that her victory over the darkness will cost Trixie her life. You will get your wish, sister! Trixie will die to fix the problem that *you* caused. That will mean you have managed to kill *two* Elements of Magic, not to mention destroying your own sister. I wonder: how many more will die while you stew in your guilt and do nothing?”

“Luna,” Celestia said, sobbing uncontrollably. “I am so sorry. I never meant for any of this to happen.”

But Luna did not respond. She had lost consciousness.

Her doctor spoke up. “Excuse me. I hate to interrupt, but Luna requires immediate medical attention. I must take her to the infirmary at once.”

“Will she die?” Celestia asked, as tears streamed down her face.

The doctor shook her head. “No, I don't think so. She will live. But she will never be

able to do magic again. I am afraid that we no longer have a Princess of the Night – but I really must tend to her injuries immediately. She is in great pain. I'll let you know when she can receive visitors."

As his nurse followed at his side, the doctor had Luna carried to the infirmary. Celestia remained behind in the hallway, crying her heart out. The princess was completely overcome by sorrow. Rarity and Trixie had never seen her that upset before. She was completely unglued.

The two Elements were both heartbroken to see what had happened to Luna. Trixie considered Luna to be one of her only friends – and her strongest supporter. Trixie hated this war and she hated what it was doing to the ponies around her. First Applejack was broken, and now Luna. She wished there was some way she could heal them – some way she could put them back together – but she knew that was far beyond her abilities.

But at least they were still alive. They were both hurt, but they would live – and as long as they were alive there was hope. Their

doctors might have written Applejack and Luna off as lost causes, but Trixie refused to do that. She would not abandon them to a life of pain. If she could not heal them herself, then perhaps she could find someone else who could.

This also cleared up another mystery. *Now we know where all the batponies went, Trixie thought. They were trying to save the life of their princess. I suppose I can't fault them for choosing her over me.*

Meanwhile, Celestia continued to cry. She simply could not stop. Rarity and Trixie stood uncomfortably in the hallway. They didn't want to bother the princess, but they didn't want to just leave her there either. After all, she was clearly devastated. It would be the height of rudeness to walk out and let her cry alone.

But what is there to say? Trixie wondered. *Celestia hates me! If I go up to her now and try to comfort her, she'll probably throw me through one of her expensive stained glass windows. I'm already in enough pain as it is. My back legs are killing me.*

Rarity finally broke the silence. "Trixie, I

don't mean to rain on your parade, but what plan do you have to defeat the Necromancer that involves your demise? Because I would really like to talk you out of it and persuade you to find a different course of action. I don't want to lose any more friends."

Trixie looked at her and sighed. "I don't know, Rarity. I really don't. Maybe that's just how it has to be."

"*No!*" Celestia shouted. "I refuse to let any more ponies die! Do you hear me?"

Celestia struggled to her hooves and wiped the tears from her eyes. There was a look of determination on her face. "Because of my foolishness, my sister has had all of her magic ripped from her body. She will never again raise her beloved moon, or fly through her wondrous night, or arrange the stars in the sky. She can no longer watch over the dreams of her subjects. I ruined her life, Trixie. My actions cost Luna her magic, her cutie mark, and her power. I cost her everything, and I am so sorry.

"But it stops here. Luna is going to be the Necromancer's very last victim. I will *not* allow him to take any more lives. I am going

to save the ponies of this land, and I am going to be the princess I should have been all along. If anypony else is going to die in this struggle then let it be me. You don't deserve it, Trixie."

Trixie suddenly noticed that Celestia had returned to her normal color. All traces of grayness were gone from her mane, and her coat was once again a brilliant white.

"Well, thank you, your highness," Trixie replied. "But Trixie really doesn't think it would be a good idea for you to die. With Luna – well, injured – you're the only one left who can raise the sun and moon. If both of you were gone then Trixie doesn't know what we would do. Equestria needs you."

Celestia walked over and put a hoof around Trixie's neck. "I know, Trixie, and I intend on finding a way to win this war that does not take anypony's life. I, too, want to live. But I am so sorry for what I did to you, and I promise you that I will *not* let you die. I will fight by your side as my sister did, and we will defeat this menace. I will give you whatever support you need. I do not know what future my sister saw for you, but I *will* change it."

Trixie looked up at her. “So you’re *not* going to kill Trixie?”

“Absolutely not,” Celestia said gently. “Equestria needs its heroes, and you are one of the bravest ponies I have ever known. It would appear that you dealt the Necromancer a severe blow tonight. After you have had a chance to clean yourselves up, I want you to gather the rest of the Elements of Harmony and bring them here. It is time we brought the Necromancer’s reign of darkness to an end.”

* * * * *

It was almost noon the next day before all of the Elements reached Canterlot. The ponies at the Manehattan portal had no idea what had happened to Trixie and Rarity. When they saw the portal collapse but did not see anypony emerge, they assumed that the two had not survived. They were glad to hear that the mission had been a success – but their gladness was tempered by Luna’s serious injury.

Rainbow Dash, Fluttershy, and

Pinkamena did not emerge from the Everfree Forest until that morning. When they reached Ponyville they found Celestia's guards waiting for them. They, too, were devastated to learn what had happened to Luna, and they agreed to accompany the guards back to Canterlot.

Applejack also insisted on coming along. Over her doctor's repeated protests, Celestia's guards carried the seriously injured pony onto the train to Canterlot. Since Applejack refused to stay in the hospital and recover, her doctor sent along a nurse to accompany her. When the four Elements arrived in the capitol they were immediately escorted to the palace.

Now that all six Elements were reunited, Celestia held a meeting in one of her council chambers. Trixie was shocked to see that Luna there. Her head and flank were heavily bandaged and she looked absolutely terrible, but she was present. Trixie guessed that she refused to stay away – especially when the fate of Equestria was about to be decided. It was very difficult to tell Luna no.

Trixie also saw that Shining Armor was there. Celestia had told her earlier that

morning that Twilight's brother had arrived with a large contingent of guards from the Crystal Empire. Trixie was very glad to have his support.

Before the meeting began, Rarity walked over to Trixie. She smiled when she saw the white unicorn. "You know, those wings look good on you! It's a real pity they'll only last a few more days."

"Why thank you, darling! I agree they *do* look fabulous – although I really don't have anything to wear with them. I'm not usually a winged pony, you know. I *do* wish they were permanent, but I suppose we can't all be alicorns. But that's not why I came over here. I have something for you."

Rarity levitated an elegant blue bag over to Trixie, who took it with her hooves. Trixie looked at it in surprise. "What's this?"

"Oh, it's just a little something I put together for you. I thought it might help."

Trixie opened the bag with her magic and levitated out its contents – and gasped. Inside the package was a pointed purple hat that was covered in light blue and yellow stars. The package also contained a purple, star-

studded cloak that was complete with a jeweled clasp. “I can’t believe it! I never thought I’d see these again. It’s my magician’s hat and cloak!”

“Well, as near as I could recreate them, anyway. I happened to know that the fabric you liked so much was sold right here in Canterlot, so last night I stopped in to buy some. I made the outfit myself this morning. I *do* hope I got your size right.”

Trixie stared at the outfit in amazement. The hat was beautiful – and exactly the right size. The cloak matched it perfectly. If anything, they were even better than the originals.

“Thank you,” Trixie said, as she put on the cloak and levitated the hat onto her head. “Thank you so much. You have no idea how much I’ve missed these.”

“Well, I thought you might enjoy looking fabulous again,” Rarity replied, smiling.

Everyone then took their positions around the table. Applejack remained on her stretcher, tended to by a nurse. She was heavily bandaged. Beside her was Luna, who was also on a stretcher and also tended to by

a nurse. Celestia and Shining Armor took places at the head of the table. The rest of the Elements lined up on the other side.

Celestia began the meeting. “Last night the Necromancer suffered a serious defeat. Trixie and Luna closed the two portals he had opened that allowed him to bring the undead into this world. This act destroyed the armies that came through those portals, which was a great victory – but unfortunately, it did not render the Necromancer defenseless.

“The reason we know this is because last night Fluttershy led an expedition into the Everfree Forest. She discovered that the Necromancer has established a base at my old castle – and he has a mighty army. How he acquired that army I do not know, but I *do* know it did not vaporize when the portals were closed. This means—”

Luna interrupted. “One moment, please. Rainbow Dash?”

The gray pegasus looked over at her. “Yeah?”

“Are you still going to keep your promise to me? Or are you going to break your word, now that I am injured and helpless?”

Rainbow Dash sighed. "Of course I'm going to keep my promise! Why does everypony think I'm such a big jerk?"

Applejack spoke up. "Do you really want an answer to that? Because if you do I can give you a whole list of reasons."

"I'm sure that won't be necessary," Celestia said. "Rainbow, what promise are you talking about?"

Rainbow blushed. "Well, y'see, Luna made me promise to stop being so mean to Trixie. She said that if I didn't, she would take my wings and—"

"It doesn't really matter," Trixie interrupted hurriedly. "Trixie has no doubt that Rainbow Dash will be there when we need her. Rainbow defended Ponyville with valor and infiltrated the Everfree Forest at night. Trixie is sure she can be trusted."

"You do?" Applejack said, surprised. "That's crazy! I wouldn't trust Rainbow as far as I could throw her – which ain't very far these days."

Fluttershy spoke up. "Um, Applejack, I think that's maybe a little too much honesty."

Celestia suppressed a smile. "As I was

saying, the Necromancer has established a fortress in the Everfree Forest. Fighting him in that forest would be suicide – it’s dark, it’s dangerous, and his position is well-defended. I believe it makes far more sense to implement Trixie’s original plan: we must lure him out of the forest and engage him in the plains outside of Canterlot. Once he is out in the open I can unmake his crown from a safe distance and force him back into the world of death from whence he came.”

Rarity spoke up. “That makes sense to me – and it *doesn’t* involve Trixie’s death, which is very comforting. But how do you intend on luring him out of the woods?”

“I believe the Tree of Harmony is the key. My old castle was deliberately built in close proximity to the Tree. The only reason the Necromancer can live that close to the Tree is because the Tree has been weakened. If we can restore it, the Tree’s light will drive him out of the forest and into the open.”

“I don’t get it,” Rainbow Dash said. “What happened to the Tree?”

“I’m afraid the Tree has been poisoned. You see, the Tree is connected to the

Elements, and the Elements are connected to the Tree. When the Elements are united together in harmony the Tree is powerful and strong. However, when the Elements are broken – when they are lost in darkness – then the Tree loses some of its power.”

A look of regret came over Celestia’s face. “When I heard the news of Twilight’s death I responded with anger and guilt. I broke the spirit of the Elements and turned a great many ponies into darkness. That act seriously damaged the Tree – in fact, it damaged the harmony of this land so much that the Tree could no longer protect our world from the Necromancer. That is why all of this has happened. If the Elements can reach the Tree, I believe we can heal it. That alone may defeat the Necromancer and save our land.”

Trixie spoke up. “That plan sounds great, but don’t the Elements have to be fixed in order for it to work? I don’t think we’re quite there yet.”

“Hey, don’t go blaming all this on me!” Rainbow Dash exclaimed. “You can make me be nice to Trixie, but there is *no way* you can make me care about her. I’ve got my limits.”

Celestia sighed. “Four Elements are better than none. Perhaps that will prove to be enough to drive the Necromancer out of the forest. If we can reach the Tree I think we can help it.”

Trixie spoke up. “I’m sure we can find a way to make it work. How many troops are we going to bring with us?”

“Troops?” Celestia asked.

“Yes – troops. The Necromancer has tens of thousands of them, and you can bet your last bit he has surrounded the Tree of Harmony with an army. So far all I’m seeing on our side is an apple farmer that’s too injured to even stand, two pegasi that are too injured to fly, a baker, a seamstress, and a stage magician. I think we’re going to need a little more help than that to do this.”

“Excuse me, darling,” Rarity said. “I’m really more of a fashion consultant than a mere seamstress. I’m a designer, really.”

“And a good one, too! This outfit that you made for me is amazing. But let’s be sensible here. Celestia, we *are* going to take along an army, right? Right?”

“I suppose that makes sense,” Celestia

said slowly.

“Great. Where are your troops? Can I see them?”

Shining Armor spoke up. “You know, I brought hundreds of crystal ponies with me. If you want, I’d be glad to—”

“Shhh,” Trixie cut him off. “Not right now. Celestia, you were going to show me your troops?”

“All right,” Celestia replied. “This way.” Celestia spoke to one of the guards that were standing at the door. He quickly galloped off down the hallway. “If everyone will follow me—”

“That’s not necessary,” Trixie said quickly. “Applejack and Luna are too injured to move. Pinkie, Rarity and I will be fine.”

Rainbow Dash spoke up. “Hey, I refuse to be left out of this! What are you trying to pull?”

“You’re going to leave Applejack and Luna by themselves?” Trixie asked. “Really? Is that what passes for loyalty these days?”

“I’ll stay with them,” Fluttershy volunteered.

“Fine,” Rainbow said glumly. “I’ll sit tight.

But hurry back! Waiting is so not cool.”

Luna looked at Trixie curiously. She knew that the blue unicorn was up to something, but couldn’t figure out what it was. She decided to simply wait and see what happened. Whatever Trixie was about to do, she obviously didn’t want Rainbow Dash – the most hostile Element – anywhere nearby when she did it. Luna didn’t really blame her for that.

Celestia left the conference room and led Trixie, Pinkamena, and Rarity through her castle. “What are you up to?” Rarity whispered to Trixie.

“You’ll see,” she whispered back. “Just trust me.”

After a few minutes the small group reached an inner courtyard. Out in the yard were a hundred guard ponies, all lined up in neat columns and all wearing a set of shining golden armor. Every one of them was holding a spear – and every one of them was gray.

Trixie stood in front of the line of soldiers, then turned to Celestia. “I’m afraid we can’t take these troops into the Everfree Forest, your highness. We simply cannot fight

darkness with darkness. They need to be fixed before they can be used.”

“Because they’re gray?” Celestia asked.

“Exactly. Don’t you agree that they would be more effective if they were their normal selves?”

“I do,” Celestia said. She sighed. “I have done so much damage to this world. Perhaps if I gave them a speech—”

Trixie interrupted. “No, don’t bother. Luna tried that earlier and Rainbow Dash couldn’t have cared less. Speeches just don’t work. What these ponies really need is a little joy in their lives. That will turn them right around – I’m sure of it!”

Trixie levitated off her hat and cloak and gave them to Rarity. “Can you hold onto these for a minute, please?”

Rarity took them. “What? But I don’t understand. Trixie, what are you—”

Trixie’s horn glowed, and a moment later her entire appearance changed. The blue pony turned pink, and her mane turned into a bouncy pink wave of energy and life. Her horn vanished and her cutie mark changed into a trio of balloons. Not only did she look exactly

like the original Pinkie Pie, but she even *sounded* like Pinkie.

Pinkamena the gray looked at Trixie. “What in Equestria do you think you’re doing?”

“It’s simple!” Trixie said, in a voice that perfectly mimicked Pinkie’s. “Do you see those ponies? Do you know why they’re gray? Well, I’ll tell you! They’re gray because they’re sad. All over Equestria, ponies are sad. They are heartbroken and their lives are full of sorrow.

“Do you know what they need? They need *laughter*. They need to remember what happiness is, and they need to smile again! This whole land has gone dark, and that is a problem that can only be fixed by the Element of Laughter. Right now this world is in desperate, desperate need of a *clown*. Since you won’t laugh anymore then I will! I will be the Element of Laughter and bring them joy.”

Pinkamena got a very strange look on her face. “What do you even know about laughter?”

The pink Trixie walked up to the guards and spread her front hooves wide. “All right,

everypony, I want to see you *smile!*”

No one smiled.

Rarity face-hoofed. “Trixie—”

“It’s ok, I’ve got this,” Trixie said.

“No you don’t,” Pinkamena said. “You have no idea what you’re doing.”

“Hey – it works for you, doesn’t it? I’ve seen you do this before. And now I’m you! So it should work for me, right?”

“Nope,” Pinkamena said, shaking her head. “Trixie, the reason I can make everypony smile is because I know everypony, and everypony knows me. I know their names and their birthdates and their likes and their dislikes. I know what makes them smile – and they know that I care about them. I have a *relationship* with them. When I say that I want to see them smile, they know that I mean it. We have a connection, and you don’t have that. Do you even know the names of any of these ponies?”

“Not a problem!” Trixie said airily. She magically pulled a whoopee cushion out of nowhere. “All I need to do is hold this up in the air and squish it. Then they will smile and all will be well!”

This time Pinkamena facehoofed. “That prop doesn’t work that way! You can’t get laughs just by squeezing it in plain sight like that. You’ve got to hide it and use it as a prank. Do you have any idea how pranks work?”

“Sure! You just pull tricks on people. I trick people all the time! I’m an expert at it.”

Pinkamena sighed. “That’s not it at all! You have to pull the right prank on the right pony. The prank is all about getting ponies to laugh and find humor in what you’ve done. The best thing to do is to pull pranks on your friends. It’s part of having a relationship with them.

“Trixie, if you want to get ponies to smile you have to love them. You have to care about them and be their friend. It’s not about just being silly and doing stupid things. You’ve got to have a lot of heart. At least, that’s how I do it – and I was the best.”

“And why did you do it?” Trixie asked.

“Because bringing joy to ponies means the world to me. To see ponies smile – to see their faces light up and their frowns turn upside-down – well, that’s what makes my life worth living. That’s my special talent. I bring

joy.”

“And this world desperately needs joy right now,” Trixie replied. “Equestria is full of unhappiness, Pinkie. Ponies have forgotten how to laugh, and they’ve lost hope. But *you* can fix that. You can make the world smile again. You can push back the darkness and fill the world with joy. The truth is we need the old Pinkie Pie back. Equestria just isn’t the same without her. Will you do that for us? Will you come back?”

Trixie heard someone sobbing, and turned her head to see who it was. She was surprised to see that Celestia was crying. “I’m so sorry, Pinkie,” the princess said. “I’m sorry for all the horrible and mean things I said to you. I would give anything to take it all back. You’re not a fool at all. Trixie is right: you truly are laughter and joy, and that is something we desperately need in this dark hour. Can you forgive me?”

For a long time Pinkamena said nothing. She stared at the gray guards in front of her. Then, all at once, her color changed back to pink. A moment later the bounce returned to her mane.

“Of course I can,” Pinkie said. She ran up and hugged Celestia – and then she turned to Trixie and laughed. “You know, you are a *terrible* me. It takes more to be me than just looking like me, you know!”

Trixie smiled. Her horn lit up, and a moment later she was back to her normal blue self. She rushed over to Pinkie and threw her front hooves around her neck. Rarity followed right behind her. “It’s so good to have you back,” Trixie said.

“It certainly is,” Rarity agreed.

Pinkie smiled. “Hey now – I was a pretty good ninja assassin! Did you see my moves?”

Trixie shuddered. “Pinkie, I never want to get in a fight with you. You’re the deadliest and most dangerous earth pony I’ve ever seen. But trust me – this world doesn’t need more darkness and death. What it needs is joy. Can you provide that?”

“You bet I can!” Pinkie exclaimed. She then turned her attention to Celestia’s guards and giggled. “This is going to be *fun* – and I know fun!”

As Pinkie worked her magic, Trixie let out a sigh of relief. Her gambit had worked and

Pinkie was now her old self. Trixie had no intention of bringing any of Celestia's guards; despite what she had said earlier, she knew that an army could not help them. But now she had one more Element on her side.

What she really needed was to fix Rainbow Dash, but she knew that wasn't going to happen. Rainbow would never forgive herself for not accompanying Twilight to the Griffon Kingdom, and that meant she would continue to deal with her pain by blaming everything on Trixie. There was simply no way to fix that problem.

This isn't going to work, Trixie thought to herself. The Tree will not react unless all of the Elements are fixed. The last time the Elements went gray, Twilight had to repair all of them before she could defeat Discord. That means there is only one option left.

Chapter 9: The Last Trick

High over the Everfree Forest a group of batponies flew through the air. As much as Celestia had wanted to bring her entire army along, Trixie convinced her that there just wasn't time. The Elements needed to reach the Tree of Harmony as quickly as possible, and that ruled out a long trek on hoof through the forest. Traveling by air was much, much faster – and no one was better at flying through the darkness than Luna's batpony guards.

The problem was that the batponies had not gone unscathed in the previous day's battle. There had been no fatalities, but many of them were injured during their attack on the portal – some seriously. There weren't many left who were still well enough to fly. But the Elements had to make do with what they had.

A group of fifteen batponies accompanied them on this dangerous mission. About a third of them were carrying

Elements – Pinkamena and Trixie didn't have wings, and Rainbow Dash and Fluttershy were not well enough to fly on their own. Rarity, though, still had the wings Trixie had made for her and had no trouble keeping up with the group. Applejack was the hardest to manage; it took two ponies to gingerly carry her, and Trixie was certain she was in great pain. But she never complained. Applejack knew that all of them had to arrive at the Tree; no one could be left behind.

Trixie felt very awkward riding on the back of one of Luna's guards. She fervently wished she could fly. *Being an alicorn really has its advantages*, she thought. *Twilight must have loved it.*

To Rarity's great dismay, Trixie left her beloved costume behind in Canterlot. Trixie claimed that she didn't want to get her beautiful new outfit damaged in battle – which Rarity believed, but only partially. She had an uneasy feeling that Trixie was hiding something from her, but she knew Trixie would never explain what was really going on. After all, a magician never reveals her secrets.

The air above the forest was dark – even

though it was still mid-afternoon – and the forest was even darker, but that did not stop Celestia. She still remembered her old home where she had once lived a thousand years ago. The princess led the way through the black, evil fog that stubbornly clung to the sky.

Celestia finally stopped and flew over to Trixie. “We’re getting close. The Tree of Harmony is directly below us, and the castle is over there. Have you changed your mind about our strategy?”

Trixie shook her head. “No, your highness. We really don’t have a choice. We can’t launch a frontal assault; we don’t have enough troops. Our only option is to land right on top of the Tree. If you could lead the way and scatter any guards that might be around it, that will give us the opening we need.”

Celestia nodded. “We won’t have much time. The Necromancer has surrounded himself with a reflective shield, much like the one that injured Luna. I know of no way to penetrate it, for any spell I would use would simply bounce back. If we do not activate the Tree before he reaches us we will be forced to

abandon the area. We cannot fight him.”

“He’s protected? But how can you know that? I can’t see anything from up here!”

“I can sense it,” Celestia replied. “He did this once before, in the distant past. Last time we defeated him by ringing a bell that he had not protected, but he has learned from that mistake. The crown that sustains his life is within that shield. If the Tree cannot penetrate it then we will be in serious danger. Do you know how to activate the Tree?”

“I’ve read Twilight’s notes on it. Once all the Elements are lit – or as many as are going to light, anyway – I’ll hit it with the spell. If all goes well the Tree will emit a burst of light and drive the darkness out of the forest. If not...”

“It will work,” Celestia said calmly. “I have faith in you, Trixie. You haven’t let us down yet. At every turn your plans have worked and have dealt the Necromancer blow after blow. I am confident that his defeat is near.”

I wish I believed that, Trixie thought. But she didn’t want to contradict the princess, so she just nodded.

Celestia flew back to the front of the

group. She then pointed a hoof at the ground and said something to the lead batpony that Trixie couldn't hear.

Then, all at once, Celestia shone with the brilliance of the sun itself. Light beamed out of her horn and sliced through the darkness. Celestia dove toward the ground, and the batponies followed a short distance behind her. Trixie held onto the batpony she was riding for dear life.

Celestia's light was so brilliant that it drove away the fog that surrounded them. Trixie then saw that the Princess of the Sun had hit her mark: directly below them was the valley that held the Tree. In front of the Tree were dozens of conjured ponies, but they did not survive very long. The undead screamed in pain as Celestia's light pierced them. The spectrals tried to run, but it was a futile effort; they were quickly unmade and turned into vapor.

Celestia landed at the front of the valley, blocking its entrance. "Hurry, girls!"

The batponies landed close to the Tree of Harmony. The Elements quickly dismounted and ran over to the tree – all except for

Applejack, who had to be carried. As the six Elements took their positions around the Tree, the fifteen batponies rushed to Celestia's side. Their descent into the valley had not gone unnoticed; Trixie heard the rumblings of an approaching army. The Necromancer knew they had arrived.

Trixie looked up at the Tree of Harmony. The light had faded from it and the Tree looked old and weak. It was in poor condition, but there was still some life left in it. She was glad the Tree hadn't died.

As the Elements stood there, a magical spark shot out from each pony except Rainbow Dash and stuck the Tree. Light immediately began returning to the darkened Tree. First the symbol representing the Element of Honesty lit up on the Tree, and that branch came back to life. Then the symbol of Kindness turned from gray to pink. Generosity came to life next, followed by Laughter.

Trixie then gasped. The symbol for the Element of Magic had gone dark, but when it came back to life it changed. Originally the heart of the Tree had shown a red star, which

symbolized Twilight's cutie mark. Now it displayed part of Trixie's cutie mark – a magic wand. *So I really am the Element of Magic now*, she thought with great relief.

But nothing else happened. The final symbol – the one representing loyalty – remained just as dark as the pony that bore that Element.

Here goes nothing, Trixie thought. Her horn lit up and a spark of magic shot out and hit the Tree, but the Tree did nothing. Trixie tried again, but it was useless. The Tree simply did not respond.

Applejack looked at Rainbow Dash. "Don't just stand there – do something!"

"Hey – this isn't my fault!" Dash replied nervously, knowing full well it really *was* her fault. "What do you expect me to do?"

Pinkie Pie spoke up. "We need all of the Elements, Dashie. That means we need you too! It's your turn."

Overhead an army of spectrals rushed to the edge of the cliff and galloped down the long flight of stairs that led to the valley. They would reach them within moments. Trixie knew that Celestia couldn't possibly hold

them all off.

The princess turned her head and looked at the blue pony. “We have to retreat, Trixie. We’ll have to come up with another plan.”

“I already have another plan,” Trixie said quickly. “Go – take everyone and get out of here, but leave me behind. I’ll fix this. I’ll fix everything! I’ll put Equestria back the way it’s supposed to be.”

Celestia looked at her in surprise. “What are you going to do? You cannot possibly fight off an entire army by yourself, and the Necromancer’s shield cannot be penetrated. This is one fight you cannot win.”

“There’s no time to explain. Get out of here! I’m going to go get our secret weapon. It’s time to take extreme measures!”

Trixie then teleported out of sight.

“Not again,” Rarity said nervously. “Why does she keep asking me to leave her behind?”

“Where did she go?” Applejack asked.

“I don’t know,” Celestia replied. “But it isn’t safe here. Batponies – grab everyone and retreat!”

It only took them a few seconds to load up the Elements and launch back into the air.

Celestia continued to emit light, which illuminated the valley and prevented the spectrals from reaching the Tree. When the spectrals saw the ponies take to the sky they stopped their charge.

Celestia quickly climbed higher into the air, trying to get out of range of the sorcerers' spells.

"We can't leave Trixie behind," Rarity protested, as she hovered in the air beside the princess. "This isn't right!"

Rainbow Dash spoke up. "You know, I don't see her anywhere. What does she think she's doing?"

"Look!" Fluttershy exclaimed. She pointed a hoof at the ground. "Is that who I think it is?"

In front of the Tree of Harmony a purple alicorn had appeared. She had a determined look on her face and she approached the army of the undead without a trace of fear. Her horn glowed with a brilliant purple radiance.

"No way," Rainbow Dash exclaimed. "Is that Twilight? But – that's impossible! Where did she come from?"

* * * * *

The army of spectrals halted its advance down the long flight of stairs. At its head was a conjured sorcerer, who also stopped dead in his tracks. He did not understand what was going on and he was not sure what to do next. This was *not* going according to plan.

Princess Twilight Sparkle approached the army with great boldness. She walked up to the sorcerer and looked him in the eye. “Allow me to introduce myself. My name is Twilight Sparkle, and I am the Princess of Friendship. I have come to talk to the Necromancer. You will stand aside *right now* and let me pass. If you do not, I will flatten all of you with the power of my magic. It’s your choice. And believe me – walking over your twice-dead corpse really *is* acceptable to me.”

The sorcerer hesitated and then reluctantly stepped aside. The army of spectrals parted and allowed Twilight to pass through their ranks.

“Thank you,” Twilight said politely. “Smart move.”

Twilight slowly made her way through the midst of the undead soldiers. She was in no particular hurry. Even though there were tens of thousands of them, Twilight ignored them all. The spectrals looked at her but none of them made a move. They were all cowed by this incredibly intimidating pony. Twilight knew she was in charge – and they knew it too.

Twilight eventually made it through the army and reached the open area where the Necromancer was standing. As Celestia had warned, he was protected by a magical field of dark energy.

She was surprised to see that the Necromancer did not look anything like what she had imagined. A thousand years ago he had been a hideous blue goat with curled black horns. Now, though, he was little more than bones and dark magic. There was no flesh or muscles anywhere on his body. In fact, he looked vaguely like one of the spectrals. *His attempt to recreate his physical form apparently didn't go very well*, she thought. On his head she saw what she was looking for: a black crown. In the center of that crown was

a glowing Maelstrom Sphere.

“Hello, Grogar,” she said casually as she stood in front of his shield. “Fancy meeting you here. How have you been lately?”

The Necromancer approached Twilight but stayed within his protective shield. “Do my eyes deceive me? What are you doing here? You were dead!”

“So were you, but here we are! Did you really think that a little thing like *death* could stop me? You underestimate me! I am vastly more powerful than you can imagine.”

“But no one can come back from the dead,” the Necromancer said nervously. “I was simply banished back to my own realm. You, though, truly died. Your corpse was buried in Canterlot.”

“You mean *you* cannot come back from the dead. Your conjured ponies are just that – tricks of dark magic. They are poor imitations of life. I, however, am different. As you can see, I had no trouble recreating my original physical form – unlike you, who did a rather poor job of it. I have learned the secret that you tried in vain to find. You may call yourself the Necromancer, but I have actually

mastered that art. I know the secret to life itself, and I *cannot* be defeated.”

“Then where have you been? Why have you been absent from the field of battle?”

Twilight laughed. “Because you aren’t worth my time. I don’t know if you’ve noticed, but your invasion of Ponyville was defeated by a *stage magician*. That same stage magician – whose magic is as phony as a plastic bit – also managed to close your portals and decimate your forces. Why should I waste my time fighting someone who is as weak and pathetic as you? Believe me, I’ve got better things to do. True immortals have their priorities, you know.”

Twilight then raised her hoof and tapped the defensive field that protected the Necromancer. “That’s a nice shield you’ve got yourself there.”

“It is impenetrable,” the Necromancer bragged.

“Drop it.”

“What?” he asked, startled.

“Are you deaf? I said drop it!”

“Why would I even consider doing that?”

Twilight looked him in the eye. “Either

drop that shield and let me in, or else I will flatten it and crush you into jelly. Or, you know what, maybe it would be more fun if you *don't* drop it. I would really love to have an excuse to pulverize you. Go ahead – make my day! Do nothing at all. *I dare you.*”

The Necromancer hesitated.

Twilight shrugged. “Fine – have it your way. I was getting tired of this conversation anyway.” Her horn began to glow.

The Necromancer quickly dropped the shield. Twilight stepped inside, and the Necromancer raised it again.

“Smart move,” Twilight said.

* * * * *

Rainbow Dash was riding on the back of one of Luna's batponies, which was hovering next to Celestia. Rainbow was deeply confused. *But Twilight's dead! I know she's dead. I was at her funeral, for crying out loud! If she had risen from the dead I would definitely know about it. Besides, why would she come back right here, right now? Why not appear sooner? This seems awfully*

convenient.

And where did Trixie go? Did she know about this the whole time? If she did, why didn't she say something? For that matter, where is Trixie now? This just doesn't make any sense.

Unless...

The truth suddenly hit Rainbow Dash like a ton of bricks. That's not Twilight at all! That's Trixie. She's just pretending to be Twilight. She's bluffing! But why would she do something that stupid?

Rainbow Dash suddenly remembered something Luna had told them earlier. The Necromancer's life was maintained by the Maelstrom Sphere in his crown. If that Sphere was destroyed the Necromancer and his armies would be unmade – but as long as he was inside his shield he was untouchable.

Then Rainbow remembered the other thing Luna had said. The Maelstrom Sphere that maintained the Necromancer was the most powerful and unstable one of all. When it was unmade it would explode with terrific force and destroy everything that was nearby.

An icy black fear grabbed Rainbow's

heart. *Trixie is trying to get as close as she can to the Necromancer so she can unmake his Sphere, but when she destroys it the explosion will kill her. She won't have any time to get away, and her magic is too weak to risk destroying it from a safe distance. That means Trixie is going to sacrifice her own life to save Equestria – the ultimate act of loyalty.*

The full realization of what was going on hit Rainbow. Trixie wouldn't have needed to do that if the Tree of Harmony had worked. The reason the Tree had failed was because Rainbow hated Trixie and refused to forgive her. Trixie had spent the past few days bravely trying to save Equestria in spite of all the hatred aimed at her. She had loyally risked her life to save her friends – and now, thanks to Rainbow's stubbornness, she was going to die for them.

Something inside Rainbow Dash broke. She suddenly realized what an awful pony she'd been. She should have been there for Trixie. She should have cared about her and tried to help her – that's what Twilight would have actually wanted. Twilight would have been horrified at the way Rainbow had

treated Trixie – and Rainbow knew it. Rainbow had not been a loyal friend, and now Trixie was about to pay the price.

No, Rainbow thought. She felt absolutely terrible. Tears welled up in her eyes. Please don't do this, Trixie. Please don't. I'm so sorry! I've been such a jerk. Just please, please don't die. I can't lose another friend.

Celestia looked over at Rainbow Dash and saw that she had regained her normal color once more. “You know, don't you?” the princess whispered.

Rainbow looked at Celestia. Tears ran down her face. “Can't you stop this? Can't you do something?”

Celestia shook her head. “Even I don't have the power to penetrate that shield. Trixie has found the only possible way to defeat the Necromancer. I know I promised to save her, but it would appear I will not be able to keep that promise. But Rainbow, surely you must be happy about this. Isn't this what you wanted? Didn't you want revenge?”

“Not anymore. I would do anything to save her. Anything! Oh, Celestia. What have I done?”

* * * * *

Trixie, still disguised as Twilight, took one step closer to the Necromancer. Now only twenty feet separated them. It still wasn't close enough.

"Your plan was ill-conceived from the start," she said casually, as she stepped toward him. "Surely you knew you would not succeed. After all, we ponies have dealt with you before. Did you not remember what happened last time? Did you have some strange desire to be crushed again?"

"What do you want from me?" the Necromancer asked. "I don't understand what you're doing here."

"It's simple enough," Trixie said, as she continued to approach him. "I'll admit all of this has been fascinating. I studied you, you know, back when I was still Celestia's pupil. In fact, I wrote an entire book about you! The chance to see you in action – to see history come back to life – was simply impossible to pass up. One rarely gets an opportunity like that."

Trixie was almost there now. “So I’ve decided to give you a chance. The truth is, your magic is fascinating. I think there’s room in this world for both of us. We shouldn’t fight each other. Instead we should be allies.”

The Necromancer’s eyes widened. “You – wait, what? What are you proposing?”

Trixie stepped forward. “Now, I won’t lie. I’ll admit I don’t really want you to take over Equestria. I’ve become somewhat partial to this place. However, there are vast regions *outside* this land – regions that have absolutely no protection against your type of dark magic. I’d even be willing to help you! The two of us could divide up this world and rule it together. After all, why shouldn’t the strong take over the weak? Isn’t that only natural?”

The Necromancer frowned. “Surely you cannot expect me to believe that Celestia would support this!”

Trixie gestured toward the sky with her hoof. “You don’t see her trying to stop me, do you? Come now. Why should we fight one another when we can cooperate?”

Trixie took one last step forward.

The Necromancer looked at her in surprise. "Your proposal sounds... acceptable to me. I did not expect to hear such wisdom from you. Perhaps I have misjudged you."

Trixie smiled. She was finally in range. *Nice going, Trixie. That was the performance of a lifetime. You nailed it.* In one massive effort she gathered up all her magical energy and fired an enormous bolt of unmaking magic directly at the Necromancer's crown. It happened so fast that the Necromancer never even knew what hit him.

This time Trixie didn't need to take a second shot. The Maelstrom Sphere in the crown shattered into a thousand pieces and then exploded into a ball of violent and unstable magical energy. The protective shield collapsed and the Necromancer and his armies were vaporized. The force of the explosion violently blew Trixie off the ground and tossed her high into the air. The shockwave destroyed her magical disguise, turning her back into a blue pony. It also shattered her bones and knocked her unconscious.

She knew that would happen, but she

didn't care. She had won. The great and powerful Trixie had defeated the Necromancer and saved Equestria. In that last moment before she blacked out she was completely happy.

* * * * *

Rainbow Dash screamed when she saw the explosion. “*NO!* No no no no no no!”

Rainbow ripped off her bandages, leaped into the air, and soared to Trixie to save her. Rainbow's injured wings ached but she didn't care. The pain meant nothing to her. She *had* to save Trixie at all costs.

Even an injured Rainbow Dash was still much faster than Celestia, who followed right behind her. Rainbow grabbed Trixie in mid-air and halted her fall. That's when she saw just how broken Trixie really was. Her bones had been shattered, she was bleeding everywhere, and she wasn't conscious. Rainbow couldn't tell if she was breathing or not.

“Don't do this,” Rainbow begged. “Please, Trixie, you can't die. Please don't do this to

me! You have to live, do you understand? We can fix this!”

Trixie’s body briefly glowed purple – and then she died.

“Aw, please, no,” Rainbow begged, as tears ran down her face. She held onto Trixie’s corpse and looked up at Celestia. “You can do something – right? Can’t you fix her? You promised!”

Celestia shook her head. Tears were welling up in her own eyes. “I’m sorry, Rainbow, I truly am. I bear as much responsibility for this as you do – perhaps more, for I am the one who broke your spirit in the first place. But there is nothing I can do.”

It was over. The Necromancer was gone and victory had been achieved – but it didn’t feel like victory. Rainbow Dash clutched Trixie’s dead body and cried.

Chapter 10: A Little Chaos

When Trixie regained consciousness she found herself lying in a large, grassy field. Above her was a deep blue sky. She couldn't see a sun or any clouds, and the light didn't appear to come from any particular source. It was a peaceful place – a happy place.

Trixie stood up on her hooves and looked around. "Where am I?" she said aloud.

"It's nice here, isn't it?" a familiar voice replied. Trixie turned around and saw Twilight Sparkle standing behind her, smiling. "It's not Equestria, though. To be honest, I'm really looking forward to going home. I miss my friends."

"Twilight!" Trixie exclaimed. She rushed over and threw her front hooves around her neck. "I can't believe it's you! It's so good to see you again."

"It's good to see you too," Twilight said, as she hugged her friend back. "You know, you've been pretty busy lately! I'm so proud of you."

“Oh, Twilight. I never thought I’d see you again! Thank you so much for what you did for me. I hope I didn’t disappoint you.”

“Disappoint me? You were amazing! You healed the spirits of my friends *and* you defeated the Necromancer. You won, Trixie – and now it’s time for us to go home.”

A terrible thought suddenly occurred to Trixie. She looked at Twilight worriedly. “Does this mean I’m dead?”

Twilight shook her head. “No, not exactly. Yes, it’s true that your body is dead, just like mine is – and let me tell you, *that* is an unsettling thought. It takes some getting used to. But you’re not *actually* dead. You’ve just been changed, that’s all. You are now an elemental being, living on a different plane.”

Trixie frowned. “I have no idea what that means.”

“Well, it’s just like Discord told you at the train station a few weeks ago. Do you remember how when Celestia and Luna defeated the Necromancer the first time, he was actually just pushed out of Equestria and sent back to his own plane of existence?”

“I do – but trust me, he’s *not* going to

reappear again. I destroyed his Maelstrom Sphere and unmade him. This time he's gone for good."

"Right. Well, when I died back in that griffon arena I didn't *really* die – I just transferred my consciousness and my magic to a different realm. Specifically, to *this* realm – which, fortunately, is *not* the same realm that was once home to the Necromancer. So my body died but I survived. I guess you could say that you and I are now beings of pure magic."

"But how did I get here?" Trixie asked. "I mean, when *you* died you did some sort of magical light thing. I was killed by an explosion."

Twilight shook her head. "Not exactly. The explosion did knock you unconscious, yes, but it didn't kill you. It *would* have killed you, but right before you died I grabbed you with my magic and brought your consciousness here. The reason I could do that is because you and I both bore the Element of Magic. We're connected to one another – and that gave me the avenue I needed to reach out to you from this realm."

“Ok,” Trixie said slowly. “So we’re not *really* dead, we’re just mostly dead. But what do we do now? This place is nice and all, but I’m not seeing a lot here.”

“Well, this realm isn’t very well defined. That’s the problem. I don’t think anyone’s ever lived here before, so it’s kind of a blank slate. You and I are the only beings here.”

“Weird. Are there other realms out there as well?”

“Well, there’s the Necromancer’s realm. And Equestria. My guess is there could be a lot of these places in existence, but I really don’t know. This is all new territory for me.”

“So how do we get back home? Is that even possible?”

“Well, that’s the tricky part. I’ve been attempting to reach Equestria again but I’ve had a lot of trouble trying to cross the boundary that separates our two realms. I had a connection with you because of the Element that we shared, but that’s about it. Piercing through the barrier and reaching Equestria takes a certain kind of chaotic energy.”

A third voice spoke up. “Fortunately for

Twilight, she happens to have a friend who is very good at chaotic magic. She's really a very fortunate pony."

Discord materialized beside Twilight and patted her fondly on the head. He then looked at Trixie and shook his head in mock sadness. "You know, I *told* you Twilight was still alive, and you didn't believe me. You ponies have so little faith in me! It's really very sad."

"Are you dead too?" Trixie asked curiously.

"Of course not! I'm very much alive, thank you very much. It just took me a while to find Twilight here. Needless to say, this isn't exactly the first place I looked. I don't know why she picked *this* plane to take up residence. There are others that are far, *far* more interesting. I'd be glad to give you a catalog if you're interested."

Trixie looked at Twilight. "Can we really go home? Is that actually possible?"

Twilight nodded. "I think it is. It's going to take a couple days and a lot of practice and preparation, but if the three of us work together I'm pretty sure we can do it. Here is

how this is going to work.”

* * * * *

Three days later a group of very sad ponies stood in Celestia’s throne room. Trixie’s casket was in the middle of the room, and her friends had gathered around it. Luna was on a stretcher that had been placed on the floor beside Celestia’s throne. The Princess of the Night was heavily bandaged and was too weak to stand. Her body was broken – but her spirit was still strong.

Celestia was giving the surviving Elements of Harmony a few final instructions before Trixie’s funeral began. “When I’ve finished her eulogy I’ll turn the funeral over to you. Who wants to speak first?”

“I do,” Rainbow Dash said immediately. “It’s the least I can do for her. There’s a lot I need to tell her.”

“Haven’t you already told her quite enough?” an impertinent voice asked. Rainbow glanced over her shoulder and saw that Discord had appeared just behind them.

“There you are!” Celestia said quickly.

“We’ve been looking everywhere for you. Don’t you realize that Trixie’s funeral is about to start? We were afraid you were going to miss it!”

“Believe me, I have no intention of missing it. In fact, my presence there will be of the utmost importance. However, before I can join you I’m afraid that I have a little errand to run – and I can’t do this errand alone. I’m going to need to borrow all of the Elements.”

“But there isn’t time!” Celestia protested.

“This wasn’t *my* idea,” Discord replied airily. “I was perfectly content to just bring Fluttershy along and let the rest of you find out later. But I was told in no uncertain terms that all five surviving Elements had to come with me. Their presence is *not* optional. I know this is a bad time but I promise this won’t take very long.”

“All right,” Celestia said reluctantly. “If it has to be done then I won’t stop you. But where are you taking them? Applejack is still seriously wounded, and she isn’t able to travel far. She can’t walk, you know.”

“Oh, you needn’t worry about that. I’ll

handle the transportation.”

Discord snapped his talon, and he and all of the Elements vanished.

Celestia turned to Luna. “Do you know what’s going on?”

Her sister shook her head. “I’m sorry, sister, but I can no longer foresee the future. We will have to wait and see what unfolds.”

“That’s not what I meant,” Celestia replied. “What I was trying to ask was – oh, sister, I’m so sorry. I know your talent is gone. I wasn’t thinking. I–”

“It’s ok,” Luna replied quickly. “Really. It’s nothing.”

“No, it’s not. It’s not right at all! It should have been *me*, not you. *I* should have gone through the portal with Trixie and Rarity, and I should be the one lying there. Oh, Luna! I would give anything to trade places with you.”

“Be careful, sister,” Luna said gently. “Don’t let the past drive you mad. The war with the Necromancer is over, and we won. Yes, I was injured, but I am still alive. It could have been much worse. Besides, I suspect Discord is up to something – and Discord has a way of making life quite interesting. I’m a bit

curious to see what he's planning on bringing to the funeral. Aren't you?"

* * * * *

Fifteen minutes later, a group of guards came and carried Trixie's casket out of the throne room. Luna was carried out of the room as well, leaving Celestia alone. The Princess of the Sun lingered behind for a moment, waiting to see if Discord would return with the Elements – but he didn't.

The princess was about to leave when she suddenly received an unexpected visitor. "It is a long way from here to the Griffon Kingdom," Celestia noted aloud. "What brings you here to Canterlot, King Balthazar?"

"I have come to pay my respects," the King replied.

"You have? Pardon me, but I have ruled over Equestria for more than a thousand years, and you have ruled over the Griffon Kingdom for almost as long. In all that time you never felt the need to come and see me. I also find it very difficult to believe that you have come to mourn the loss of Trixie, who

you tried to execute. What—”

The King interrupted. “Princess, I have not come this great distance to see *you*. I came to pay my respects to a different princess of Equestria – one who has weighed heavily on my mind since she gave up her life a month ago. When I heard that Trixie had sacrificed her life to defeat the Necromancer, I thought her funeral would be a good chance for me to visit both heroes.”

King Balthazar looked to his right at a giant stained glass window. There, immortalized in glass, was a picture of the last moment of Twilight Sparkle’s life. Just off to the left was Trixie, freed from her chains. In front of Trixie was the king of the griffons, who had just condemned Twilight to death. In the center of the window, with her horn glowing bright purple, was Twilight Sparkle.

The King stared at the image for a long time without saying anything. When he finally spoke, it was with great softness – a gentleness Celestia had never before seen from any griffon. “In all my life I had never seen such love. Twilight was truly a mighty pony with remarkable strength of character.

The Griffon Kingdom suffered a great defeat the day she died.”

Celestia walked over to the griffon king. The princess stood beside him and gazed up at the window. “How so?”

“As you no doubt have learned during the course of your reign, we griffons are a proud and haughty race. We value glory above all else and spend our lives seeking to prove that we are better than others. We thought you ponies were fools for valuing friendship and harmony. Yet on that fateful day Twilight showed us who the true fools really were.”

The griffon turned and looked at Celestia. “From what I have heard, the griffons were not the only ones whose lives were forever changed that day. The stories that have reached me about Trixie have been rather remarkable. It would appear that I misjudged her.”

“Trixie has done many amazing things,” Celestia agreed. “She is not the same pony who once terrorized your kingdom.”

King Balthazar nodded. “I am eager to hear first-hand the tales of her exploits – but I do not wish to delay you. May I accompany

you to her funeral?"

Celestia nodded. "Of course. Follow me. I was just about to go there myself."

* * * * *

"What in tarnation are we doin' here?" Applejack asked. "Is this some kind of a joke?"

Discord had transported them inside the giant mausoleum that Celestia had built for Twilight. In the middle of the tomb was a large marble coffin that held Twilight's remains.

"Stand back everyone!" Discord commanded. "I've never done anything like this before and I don't want any of you to get hurt. If I injured you Twilight would never forgive me."

"Twilight's dead," Rainbow Dash muttered. "Just like Trixie."

"Well, perhaps I can fix that," Discord replied cryptically.

The Lord of Chaos reached over to Twilight's marble casket, and with a giant push he shoved its lid off. It clattered onto the floor and broke into pieces. Discord then

closed his eyes and concentrated. A moment later he became transparent – and at the same time a glow began to emanate from the casket.

As the glow intensified, a round purple orb appeared directly above the casket. It hovered in the air above the ever-intensifying light. The orb then slowly settled down into the light – and vanished.

The light coming out of the casket went out, and Discord became solid once more. He wobbled unsteadily on his feet for a moment and then coughed. “That has got to be the most exercise I’ve had in years.”

“Tell me about it,” a voice replied from the casket. Twilight struggled out of her coffin and then fell over the side onto the floor. The alicorn princess unsteadily rose to her hooves, then experimentally waved a hoof in the air. “Boy, do I feel weird! I think it worked, though. I’m pretty sure my legs are working, at least.”

“Twilight?” Fluttershy said nervously. “Is that – is that really you?”

Twilight looked at her and smiled. “Yes, Fluttershy, it’s really me. I’m back – and I’ll explain everything. I’m just a little weak,

that's all. It's been a while since I've had a physical body. But I think this dizziness will pass."

Before Twilight could get another word out, her friends all rushed over to her and hugged her. Everyone started talking at once. Their lost friend was now back – and the Elements could not have been happier.

But there was one friend in particular who did not rush over to see Twilight. A certain blue pony with a rainbow-colored mane took a step back away from her. She had an uneasy look on her face.

Twilight eventually noticed that one of her friends was missing. She looked at Rainbow Dash, puzzled. "What's wrong? Aren't you glad to see me?"

"Um, of course," Rainbow said awkwardly. She looked down at the ground. "It's just – well..."

"Well what?"

Rainbow finally looked up at Twilight. "Don't you know what happened? Don't you know what I did? You died to save Trixie, and I went and killed her. She is dead because of *me*. If I had been the loyal friend I was

supposed to be, she'd be here right now! All I had to do was care about her, but I was too big of a jerk to do that. Don't you get it?"

"I know," Twilight replied softly. "I know what you did, and I'm really disappointed in you. I was sure I could count on you to look after her, and you didn't. In fact, you were meaner to her than anyone else. You really let me down."

"I'm so sorry," Rainbow Dash said, as tears formed in her eyes. "You have no idea how sorry I am. I tried to save Trixie – really, I did. But it was too late."

"We know you did," Rarity replied. "I remember. But at that point there wasn't anything that anyone could do. Not even Celestia could help her."

"Isn't there something you can do?" Rainbow asked Twilight. "Can't you use a time spell or something? You can travel back in time, can't you?"

Twilight walked over to Rainbow Dash and hugged her. "It's going to be ok, Rainbow. I've got a plan. I can't change the past, but I can change the future. We're going to fix this and put it right."

“What are you going to do?” Rainbow Dash asked.

“Come and see,” Twilight replied.

Rainbow started to follow her out of the tomb, but then stopped. “Can you forgive me for letting you down? I promise I won’t let it happen again.”

“Of course I can. But I think Trixie is the one you really need to apologize to.”

“But she’s dead,” Rainbow protested.

Discord sighed. “You ponies really can’t take a hint, can you?”

* * * * *

The turnout for Trixie’s funeral was impressive. For the second time in a month, thousands of ponies had come to Canterlot to pay their respects to a fallen hero that had saved Equestria from darkness and death. Celestia stood on the center of the stage, and Trixie’s coffin was positioned in front of her.

Celestia was not at all pleased with Discord. He had promised to return with the Elements, and yet he was still gone. This meant that the princess was forced to

conduct Trixie's funeral without the ponies that Trixie loved the most. *Trixie deserves better than that*, Celestia thought. *I'm certain that her friends want to be here. What could they possibly be doing that is more important than saying goodbye to Trixie?*

But the princess would have to wait and have words with Discord later – a lot of angry, unhappy words. Right now she had an apology to make.

Celestia looked out at the crowd. Ponies filled every inch of space in front of the stage, and pegasi filled the sky. Not a single pony was gray, and the sun shone brightly.

“Trixie fixed everything,” Celestia said. “The darkness that once filled our sky and our hearts is gone. The death that threatened to claim all our lives has been defeated. Our victory over the Necromancer is complete – but that victory comes at a heavy price.

“From the very beginning Trixie fought bravely. When the Necromancer's armies marched against Ponyville she fought them, even though all she had were her friends – and she won. She never wavered or abandoned the fight, even though the odds

were always stacked against her.

“In fact, she did more than that. Trixie fought to save a world that hated her. She fought to save ponies that wanted her dead. The whole world was against her, and yet she fought to save it anyway. Few ponies would dare to do such a thing, and yet that is exactly what Trixie did. In the end Trixie even sacrificed her own life so that we could live. She was loyal to the end.”

Celestia could feel emotion welling up inside her. “Trixie was everything that I was not. Trixie engaged the enemy in hoof-to-hoof combat, while I refused to leave my castle. Trixie showed love to her friends, while I refused to show the least bit of love to her. When my hatred and bitterness turned the world gray, Trixie fought to bring its color back. When Equestria needed a hero, I failed everyone – and so Trixie stepped up to do my job.

“In that final hour she was a true princess of Equestria. She displayed unwavering courage and loyalty. She was generous, and held nothing back. She was tenacious and fearless. She was, without a doubt, one of the

greatest and noblest ponies I have ever known – and I miss her dearly.

Celestia's voice finally broke. Tears flowed freely down her face. "I am so sorry for what I did to her – for what I did to all of you. Thanks to my foolishness, Trixie is now dead and my sister has been robbed of her power. My mistakes cost those I love a great deal. The truth is I don't deserve to be your princess."

"Well, I wouldn't dwell on it too much," a familiar voice said. A moment later Discord appeared on stage. Beside him were Applejack, Fluttershy, Rainbow Dash, Rarity, Pinkie Pie, and Twilight Sparkle.

The crowd gasped in amazement. Celestia's mouth dropped open. "What – what is this? Is this some kind of joke?"

Twilight ran over to Celestia and hugged her. "It's much, much better than that! Oh, Celestia, it's so good to see you again. I've missed all of you so very much."

"It really is you," Celestia said, still in shock. The crowd around the stage was going wild. "Oh, my dearest and most faithful student. You're alive! But – I don't understand.

How is this possible? Discord, what did you do?"

Twilight let go of her, then ran over and hugged Luna. "Don't worry, I'll explain everything. But first there are a couple more things that I need to do." Twilight let go of a very happy Luna, then silenced the crowd and turned to Discord. "Are you ready?"

The agent of chaos sighed. "I don't suppose we could wait a few days, could we? This is an extremely taxing process. Trixie's body is far more broken than yours was."

"Stop grumbling," Twilight retorted. "You did it for me and we can do it for her."

"Fine, fine. But you owe me one."

After Twilight moved the two princesses and the Elements to a safe distance, Discord opened Trixie's coffin and closed his eyes. A moment later he became transparent. Twilight then closed her eyes and lit up her horn. A moment later she, too, became transparent.

A brilliant white light streamed out of the coffin. When the light became almost blinding, a small blue orb appeared above the casket. The orb wavered for a moment and

almost disappeared, but it finally stabilized. The tiny spark of blue light hovered in mid-air and then descended into the coffin.

The light from the coffin held steady for several moments. It then faded, and Discord and Twilight became solid again. "I'm going to need a long vacation after this," Discord said, as he gasped for breath. "I've done more work today than I have in years. It's just not natural, you know. I'm an agent of chaos, not a medical doctor."

Celestia suddenly shrieked. She pointed a hoof at Trixie, who had lifted her head over the edge of her coffin. The blue pony leaned over the side and threw up all over the ground. The ponies closest to the stage screamed and backed away.

"I feel so sick," Trixie moaned, as she stumbled out onto the stage. "I've never felt so nauseated in my life! What did you two do to me?"

"Sorry," Twilight replied, grinning. "This isn't an exact science. There may be some side-effects to being raised from the dead, but they should wear off pretty quickly."

Trixie stood on the stage and tried to

regain her balance. Before she could say anything, Rainbow Dash leaped onto her and hugged her. "I am so sorry," Rainbow said, her eyes full of tears. "I treated you like dirt, and you didn't deserve that. Can you ever forgive me? I promise I'll be the best friend you ever had!"

Trixie hugged her back and smiled. "Of course! After all, how could anypony resist loving someone as great and powerful as me?"

Trixie's friends laughed and rushed to welcome her back. "I guess that really is her," Applejack remarked.

"I think this calls for a party!" Pinkie Pie exclaimed.

"Not yet," Twilight said. "There's one more thing that we have to do. Can everyone gather around Luna?"

"What are you going to do?" Luna asked, as the seven ponies formed a circle around her.

"If I can create an alicorn then I can fix an alicorn," Twilight explained. "The magic I used to become an alicorn princess should be enough to heal you."

Celestia spoke up. "But that spell can

only be cast by the Element of Magic. Is that you, or Trixie?"

"It's Trixie," Trixie replied. "After all, my cutie mark is now in the center of the Tree of Harmony. Twilight is the Element of Friendship."

Rainbow Dash spoke up. "No, that's gotta be Pinkie."

Applejack shook her head. "No she's not! Pinkie's the Element of Laughter. Twilight is the Princess of Friendship."

"Oh, please," Rainbow said scornfully. "Pinkie has, like, a thousand times as many friends as Twilight. If anypony is the Princess of Friendship it's Pinkie Pie. No pony else even comes close! Pinkie has friendmaking down to a science."

"Aw, thanks!" Pinkie said.

"Aren't there just six elements?" Rarity asked. "I don't want to exclude anyone – especially not Twilight – but seven seems like one too many."

"But seven could work, couldn't it?" Fluttershy asked. "I mean, didn't Sunset Shimmer help Twilight defeat the sirens that one time? There were seven of them there,

and that seemed to work out ok.”

“Please, girls,” Twilight interrupted. “We can discuss this later! Right now we’ve got an injured friend who needs our help. Places, everyone!”

The seven ponies gathered around Luna.

“Do you remember the spell?” Twilight asked Trixie.

“Of course! It’s only the most famous spell in all of Equestria. In fact, if it could be cast by non-Elements then Equestria would now have millions of alicorns.” Trixie blushed. “In fact, I’ve tried using it myself. It didn’t work.”

“But you weren’t an Element before,” Twilight pointed out. “Ready?”

Twilight and Trixie’s horns lit up at the same time.

“From all of us together,” Twilight began.

“Together we are friends,” Trixie continued.

A glow appeared around all seven ponies, and they slowly rose off the ground.

“With the marks of our destinies made one,” Twilight said confidently.

“There is magic without end!” Trixie

finished.

A bolt of magic shot out from all seven ponies and engulfed Luna. The dark blue alicorn was lifted off the ground and bathed in a magical aurora. There was a brilliant blue light – and then the light faded. The seven Elements dropped back to the ground.

“It worked!” Pinkie shrieked. “Look!”

Luna was whole again. Her horn was back and her cutie mark had returned. Her mane was filled with magic once more, and the stars flowed through it.

The Princess of the Night stretched her wings and smiled. “Thank you, girls. I feel much, much better.”

Applejack spoke up. “You know, I feel a whole lot better too! In fact, I feel just fine.”

“So do I,” Fluttershy said. “My wings don’t hurt anymore.”

“Same here,” Rainbow Dash commented.

Twilight nodded. “Well, what did you expect? Your love for Luna didn’t heal just her; it healed you as well. Now everything finally *is* right with the world again.”

Pinkie Pie spoke up. “Which means it’s time to party!”

Twilight put a hoof around Pinkie's neck.
"You bet! That is *exactly* what it means."

Chapter 11: Chocolate Rain

Canterlot was an ancient city, and it had certainly seen its share of parties. As the capitol of Equestria – and the home of many of the nation’s most upper-class citizens – it was not at all unusual for it to host stately celebrations. For example, every year Canterlot hosted the Grand Galloping Gala. That celebration was a regal affair that bored pretty much everypony, but it was quite important all the same. Everyone who was anyone made it a point to be there.

However, the party that Pinkie Pie threw that night was *completely* different. For one thing, it was done in classic Pinkie Pie style. Pinkie knew how to throw a party, and there was nothing particularly stately or dignified about them. She had one thing in mind, and it wasn’t being dignified or proper or following all the right high-class social cues: she was there to cut loose and have fun.

How Pinkie was able to put together such an extravagant party in just a few hours was one of the great mysteries of life – but then, Pinkie herself was a great mystery. Celestia agreed to host the party on the castle's grounds, and Pinkie went all out. There were streamers, and ribbons, and cakes, and balloons, and hats, and even cannons – party cannons, to be precise. Pinkie always seemed to have one handy.

The music was not the least bit refined. Pinkie somehow managed to contact Vinyl Scratch, and the legendary white pony with the electric blue mane showed up with her own brand of high-energy entertainment. Vinyl knew how to rock a party, and this time Equestria truly had something to celebrate. Not only had harmony been restored in Equestria, but Luna had been healed and could raise the Moon once again. Not only was Twilight back from the dead, but so was Trixie. Everything was exactly as it should be – if not just a little bit better.

Rarity managed to retrieve their party dresses from Ponyville in time for the grand celebration, and she made sure that everyone

looked fabulous. Trixie wore the magician's hat and cape that Rarity had made for her a few days ago. The Elements were all the guests of honor, but they were far too busy to spend their time sitting around and listening to boring speeches. They were there to have *fun*. It was time to melt away all the stress, frustrations, and sadness of the previous month – so that's exactly what they did.

* * * * *

Twilight and Shining Armor were standing by a palace window, laughing and talking. It was early evening and Luna's moon was high in the sky. The night sky was perfectly clear, except for a few scattered cotton candy clouds that were raining chocolate milk.

"I can't believe Pinkie actually talked Discord into making those for her," Shining Armor said, laughing. "He's been remarkably helpful lately."

"He really has," Twilight agreed. "I think this time he really *has* changed – in his own chaotic way. When Celestia first brought

Discord to us and asked us to reform him, I thought she was crazy. How could you possibly reform the living embodiment of chaos? But I have to say she was right. If we had left him encased in stone, I wouldn't be standing here right now."

"I just can't believe you're really back," Shining Armor said. "We thought we had lost you forever. I missed you terribly, sister. Please don't ever do that again."

"I couldn't agree more," Spike said. The young dragon walked up to them and looked out the window. "You know, it's awfully nice to see Luna raising the Moon again. I thought those days were over. Things have been kind of terrible lately."

Twilight picked up Spike and hugged him. "They're not terrible anymore, my number one assistant! That is, as long as you're willing to leave your fabulous life of luxury in the Crystal Empire and come back home with me. I know it will be hard for you to leave your legions of admirers, but..."

"There is no place I'd rather be than with you," Spike said. "Oh, don't get me wrong – the Crystal Empire is nice and all. But it's just

not the same.”

“I’m glad to hear that,” Twilight said. She turned to her brother. “Thanks for taking care of Spike while I was gone. I really appreciate it. I’m glad he had someone to watch over him who loved him.”

“Oh, it wasn’t any trouble at all! We were glad to have him. Fortunately, he didn’t need to save the Crystal Empire a *third* time. Although if the Necromancer had made it to our gates, I’m sure Spike would have put him in his place.”

“You’d better believe it,” Spike muttered. Twilight laughed. It was good to be home.

* * * * *

Vinyl Scratch had just finished playing another song, to a chorus of cheers from the audience. The upper crust of Canterlot was a bit too stodgy to appreciate her high-energy music, but there were thousands of ponies in town who knew good music when they heard it – and they were loving every minute of it.

Pinkie Pie grabbed a microphone. “All right, everypony, who’s got a request? What

would you like to hear next? We've got all night, folks!"

When dozens of ponies raised their hooves, Pinkie scanned the crowd intently. "Hey – you over there. Blue pony in the crazy hat! Get over here."

"What?" Trixie asked, startled. "Are you talking about me?"

"You better believe it! Get your hooves up here on stage!"

Trixie looked puzzled. "But Trixie doesn't dance."

"Oh sure you do! Everypony can dance. Now c'mon! Everypony, let's hear it for the Great and Powerful Trixie, the hero of Equestria!"

As the crowd cheered, Trixie walked up onto the stage and stood beside Pinkie. "All right. Now what?"

"Now Trixie is going to do a magic trick for us," Pinkie announced. "She is going to turn into me!"

"What?" Trixie gasped. "But – why?"

"Because the only thing better than *one* of me is *two* of me! C'mon – I know you can do it. Let's give these ponies a great show!"

Now that's something I can do, Trixie thought. She used her magic to levitate her hat and cloak onto a nearby chair, and then lit her horn up. A moment later she transformed into Pinkie. The two looked *exactly* alike.

The crowd gasped, and the real Pinkie smiled. "Ok, Pinkie-number-two, do you know the smile song?"

"We've sang it three times tonight," Trixie pointed out.

"Then let's make it four. Hit it, Vinyl!"

* * * * *

Applejack, Rarity, and Rainbow Dash were sitting at a table. They watched with great amusement as Trixie did her best imitation of Pinkie Pie.

"You know, she's pretty good," Rainbow Dash commented. "She's really not a bad Pinkie."

Rarity spoke up. "Well, Trixie is a professional entertainer, you know! She knows what she's doing."

"Speaking of entertaining ponies, how is Sweetie Belle doing these days?" Applejack

asked.

“Oh, she’s fine! In fact, I think she and her little crusader friends are around here somewhere. She can be a bit difficult to keep track of sometimes.”

“Tell me about it! Apple Bloom is supposed to be here too, but I haven’t seen her for more than an hour. There’s no tellin’ what kind of trouble my little sister is gettin’ herself into.”

Rarity smiled. “Things finally *are* back to normal, aren’t they? In the morning we’ll all take the train back to Ponyville and then resume our normal lives. I’ll go back to dressmaking, you’ll go whack some apple trees, and Rainbow Dash will spend her time taking naps.”

“Just like old times,” Applejack said, grinning.

Rainbow Dash pretended to be offended. “Hey now – I do *way* more than just nap! Who do you think is responsible for all that great weather you get? I’ll have you know that us weather pegasi don’t get nearly the recognition we deserve.”

Applejack grinned. “And you tell us about

it every single day – that is, when you’re not busy tellin’ us how awesome you are.”

Rainbow Dash blushed. “Aw, c’mon. I’m not *that* bad.”

Rarity tried to hide a smile. “Of course not. We’re just having some innocent fun at your expense.”

“I sure could use some fun,” Rainbow remarked. “This past month has been just awful. That blasted Necromancer ruined everything.”

Applejack shook her head. “Actually, Rainbow, he didn’t. Now, I agree we’ve been facin’ some terrible villains lately, but the Necromancer was really small potatoes. We beat him every time we fought him, and Trixie blasted him apart the first time she met him. He really wasn’t much of a threat.”

“Not much of a threat!” Rainbow exclaimed. “He nearly killed us all!”

“Nope. You’ve got it all backwards. Remember, the Necromancer was trapped in his world. There was nothin’ he could do to get back to Equestria – that is, until Celestia went dark and poisoned us all. She’s the one who broke the harmony and allowed him in.

Then once he was here, Celestia did everything in her power to persecute Trixie – the one pony who could actually defeat him. Celestia was so determined to *not* help Trixie that she nearly got Luna killed. Celestia caused this entire problem! She’s been the real villain of this whole mess. None of this would have happened if it hadn’t been for her.”

“I guess you’re right,” Rainbow Dash said slowly. “But at least Celestia did change at the end. She really did try to help.”

“Which brings us to the second villain,” Applejack said. “I really hate to say this, but–”

“I know,” Rainbow interrupted. “It was me, wasn’t it? I knew all along that Trixie wasn’t really responsible for Twilight’s death, but I refused to forgive her. I was horrible to her. Then when the time came, we tried to activate the Tree of Harmony – and because of me it didn’t work. That meant Trixie had to defeat the Necromancer alone, even though it killed her. I did all of that. She would never have died if it hadn’t been for me.”

“It’s all right, dear,” Rarity said, putting a hoof around her friend. “That’s all behind us now. Everypony has forgiven you, and

everything is as it should be. There's no need to dwell on the past."

"I'll make it up to Trixie if it takes me the rest of my life," Rainbow said firmly. Her eyes lit up. "Hey – maybe I can teach her to fly!"

"She doesn't have any wings," Applejack pointed out. "That's gonna make flying a mite difficult."

"Couldn't she just turn into me? After all, she turned into Twilight, and Twilight had wings!"

Applejack shook her head. "I asked her about that. She said that when she transforms like that, the wings are just a magical construct – an illusion. They ain't actually real and don't actually work. Trixie can't fly any more than I can."

"Well, that's a real bummer. I'll have to think of something else."

Rarity pointed a hoof at the stage. "Do you see Trixie up there?"

Rainbow looked at the two Pinkies, who were dancing and singing their hearts out. "Yeah. So?"

"Does Trixie look sad to you?"

"Not really."

“Then I wouldn’t worry about it. I think she’s perfectly fine. All you need to do is be your normal, friendly self – only maybe 20% less arrogant. Oh – and try not to sell Trixie into slavery in exchange for a book. I don’t think she’d appreciate that at all.”

Rainbow Dash facehoofed. “C’mon, guys. That was *one time*! Why does everypony think I’m going to do that again?”

“Because it’s downright hilarious,” Applejack laughed.

* * * * *

King Balthazar was sitting at the royal table. He had spent the past hour talking with Celestia and Luna about Trixie, but they excused themselves and left the table, leaving him alone for a minute. The king took a sip of water and looked out over the crowd.

“So what does a stodgy griffon like you think of all this?” a voice asked him.

The king turned his head and saw that Discord had taken a seat next to him. “As you can see, we do funerals a bit differently in Equestria. They’re a bit more *chaotic* than

you might be used to. Have you tried any of the chocolate rain? I assure you it's quite delicious!"

The king of the griffons shook his head. "I have not. But tell me, Discord. This is all your doing, isn't it? You truly do live up to your reputation. I had heard stories about you, but I did not believe them. I can see that I was not told the half of it."

"Why does no one believe me?" Discord said, exasperated. "After all I've done I still have a credibility problem for some reason. Even so, I suppose that you have much bigger problems. Relations between the griffon and pony kingdoms can't be very good right now. How did your conversation with Twilight go? Was she happy to see the griffon who sentenced her to death?"

"I was truly glad to see her again," the king replied. "Twilight is the greatest pony I have ever known, and I had no wish to see her die. If she ever comes to our kingdom again I will see to it that she is treated with the respect and honor she deserves."

"You'd better. If you don't then I will personally see to it that you griffons get a

taste of what pure chaos is *really* like. I will *not* let Twilight be harmed a second time.”

“Nor will I,” Balthazar replied. He hesitated. “Twilight and Trixie are both welcome in the Griffon Empire. They are true heroes, and have proven themselves to be worthy of respect. We would gladly have them visit us. You, however—”

“I will do precisely what I want,” Discord replied. “I am the embodiment of chaos, after all. And what fun is life without a little chaos? I assure you, without me this funeral would have been no fun at all. You need to relax and live a little.”

“Now be nice,” a voice called out. Fluttershy flew over to the table and took a seat next to Discord. “I hope you’re being courteous to our guest.”

“Well, I haven’t turned him into a frog,” Discord pointed out. “That’s got to count for something.”

* * * * *

From the back of the ballroom, Celestia and Luna watched over the festivities.

Everyone was happy. The crowd was having a great time, the Elements were smiling again, and there was peace. The dark cloud that had hung over the land was finally gone – not just from the sky, but from the heart as well.

Luna spoke up. “I think Trixie proved herself rather well, don’t you? She’s certainly not the pony she used to be.”

“She handled this crisis far better than I did,” Celestia replied. She sighed. “Oh, Luna. What’s wrong with me?”

“So you made one mistake in a thousand years. Everyone has their off days.”

“Not monarchs. When I have an ‘off day’, as you call it, ponies die and the land is destroyed. And it is not simply one mistake, either. I haven’t forgotten the role I played in your downfall and banishment. I did not treat you as you deserved, nor did I take any steps to save you when you started to fall.”

“That was a long, long time ago. I don’t think you would make the same mistake again.”

Celestia shook her head. “No. This time I made a much worse mistake – one that nearly killed you. When I finally realized what I had

done, it was too late. I could not save Equestria – just as I could not stop Discord, or Queen Chrysalis, or Tirek. I used to be better than this, Luna. Do you remember the old days?”

“Perhaps what you need is a vacation,” Luna said thoughtfully. “A nice, long vacation. You’ve been at work for far too long. I think Twilight and Trixie are quite capable of ruling over Equestria in our absence, don’t you?”

Celestia looked at her sister in surprise. “But Trixie isn’t a princess! She’s just a unicorn.”

“That didn’t stop her from saving Equestria. Besides, I’m sure it’s just a matter of time before she becomes an alicorn like Twilight. She’s quite intelligent.”

“But who would raise the sun and moon while we were gone?”

“Twilight’s done it before,” Luna pointed out.

“Yes, but only one time – and when she did it she had all the alicorn magic in Equestria.”

“Come now! I’m sure we can teach her how it is done. We’re not going to live forever,

you know. One day that task will have to be passed on, and Twilight is quite smart. If she can come back from the dead then I am sure she can raise the sun.”

“Those tasks are not at all the same,” Celestia pointed out. “They require completely different skill sets.”

“Details, details,” Luna scoffed. “Trust your former student. I am certain you can have her handling it by the end of the week. Then you and I can go on a nice, long, relaxing trip – just the two of us. Two sisters, side by side, having the time of their lives.”

Celestia looked back over the crowd. Pinkie and Trixie had stepped down from the stage and joined Twilight and the rest of their friends at a table. They were talking to each other, laughing, and having the time of their lives.

“I suppose a vacation wouldn’t hurt,” Celestia said slowly. “But are you sure Twilight and Trixie can handle things?”

“Of course! After all, they’ve got their friends. They will be fine.”

Luna proved to be right. In the years that followed the seven Elements became the

best of friends and had many adventures together. The day finally did come when Celestia and Luna retired and appointed the alicorn princesses Twilight and Trixie as the new rulers of Equestria. Along with their friends, the two ponies ushered in a new age of peace that spanned the very stars themselves – but that's another story.