

"Lord Jesus please save us from this autism..."
- The Las Vegas Review of Books

FLIP FERRARI

AND THE ODIIOUS LITTLE STINKER



By King Battlebrif™
foreword by Lauren Faust

Flip Ferrari
and the
Odious Little Stinker

by King Battlebrit

a little golden book

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This one too.

Lol what are you gonna do about it, faggot?

Foreword

by Lauren Faust



When I was first approached by Hasbro™ to create a reboot of their My Little Pony©™ franchise, I knew right away that I wanted to create a show that would extoll the virtues of fascist government and teach a generation of White children to realize the indisputable superiority of their own race. I also knew that I wanted the characters I created to become equine sex symbols, that would lead young men down a path of deviant fetishism and help them realize the superiority of horse vaginas over my own decadent gender's inferior meat flaps. I feel that in both these respects, I have succeeded.

By 2018, the series was chugging along at a fair clip, and with Donald Trump firmly ensconced in the White House, my secret master plan to breed a Maremacht composed of hybrid human-equine warriors, of which I would naturally be in command, was finally coming to fruition. However, it was not until I was first handed the manuscript for *Flip Ferrari and the Odious Little Stinker* that I truly realized the raw electric power that my fictional pony universe contained. Cleverly concealed in this simple story about friendship and ponies is a raw and gripping narrative, a virulent tour-de-force that mirrors the dark downward spiral of my own tortured existence, and I cannot possibly recommend it enough.

Unfortunately I will not live to see its publication, because of my decision to have myself cryogenically frozen so that I might rise again at just the right moment, and unleash my mighty army upon an unsuspecting world, finally bringing an end to the thousand year reign of the vile and covetous Jew. However, the people who read things for me and whisper them into my frozen ear tell me that this new edition is just the tops.

Thank You All and Heil Hitler,

Lauren Faust

Just one more for good measure

1.

Distant lights reflected in his aviator shades as he stood on the hill and surveyed the town below. His coat, a vibrant, glossy white that shimmered in the pale moon, cut a stark portrait against the starry sky. He peered down at the little cluster of quaint cottages below. Despite the full moon, Flip found it hard to discern just what was down there through the added gloom cast by his aviators, and yet he would not take them off, for that was not how Flip Ferrari lived. However, he was able to discern, by reading the shapes of the silhouettes and the small, twinkling balls of light that shone out along the little skyline, that it was in fact a town.

Flip Ferrari was a tall, statuesque pony. His huge, bushy, feathered mane and tail, colored brilliant orange and a deep twilight blue, rustled softly in the cool evening breeze. He had a bright orange mustache that matched the color of his mane; a mustache was rare for a pony, but then Flip Ferrari was a rare sort of pony indeed. He wore a bright orange sport watch, and his cutie mark was the Denver Broncos.

With a slight upward motion of his snout, he flipped open his saddlebag and poked his head inside. After rummaging around a bit, he came back up with an old and beaten piece of parchment, which he proceeded to lay out flat on the grass before him.

“Hmm...” he mused to himself, studying the map by the light of the pale moon. Although he did not like to do it, he let his aviators slide a little way down his snout, allowing him to look over them, and read the map just a tiny bit better.

“Ponyville.” he read aloud. He glanced up at the skyline of the town before him, then studied the position of the hills that surrounded it, and the silver, glittering river that cut lazily across the side facing him. He glanced up at the position of the moon and stars, although in truth their positions meant absolutely nothing to him.

“Ponyville,” he said again, returning his gaze to the town. “I’ll bet there’s some hot mamacitas down there.”

He returned the map to his saddlebag and descended the hill at a brisk trot.

* * *

In a dark little alcove, in a dark little room, in the highest tower of an ostentatious crystal castle, a devious little unicorn was counting his bits and thinking his dark little thoughts.

“I am the greatest!” he suddenly proclaimed, to no pony in particular. The swivel chair which he occupied pivoted slightly as he threw his front hooves high into the air in a gesture of supreme triumph. The only response was from a nearby cat, who promptly yawned and then began to lick himself.

A small candle flickering on the desk provided the only light in the stuffy room. A pair of tall, identical arched crystal windows, designed to bring in lots of sunlight by day and which would provide at least a small amount of illumination from the moon at night, were tightly shuttered, with thick crimson curtains drawn across. A curtain had also been drawn across the door, so that even the tiny sliver of light from the hall that shone through the crack at the bottom was blocked out.

Silver Star didn't particularly care that nopony was around right now to hear his proclamation. Indeed, when he was in a mood to sing his own praises, which was often, he preferred to do it in the shuttered cloister of his secluded office, the very place where he schemed the schemes that typically won him his own praise in the first place.

This is not to say that Silver did not enjoy being praised by others or in public, for nothing could be further from the truth. Neither is it to say that he did not like to sing his own praises in the presence of others, for again, this is something he did quite often. If there was anything that Silver could be said to live for, it was the sound of his own name being spoken out loud; upon whose lips it rested at any given moment was of no concern to him, so long as it was followed by something that sounded like praise. But it was only in moments like this, when he could cast off the multilayered masks he wore and wallow in the fruits of his own wretchedness, that he felt he could truly give himself the praise he deserved.

Silver threw back his head and sighed ecstatically. He really had outdone himself this time. He ran a hoof through his brilliant orange mane, which immediately sprang back into its five-pointed shape as soon as he released it. The spell which held his hair in place had cost him a pretty penny, but being able to appear brilliantly coiffured at any moment of the day or night was more than worth the price.

He leaned forward and again went quickly over his account ledgers. The writing was a jumbled mass of archaic runes, concealing a convoluted maze of figures and accounting acrobatics that would be nearly impossible for anypony else to follow even if they could decipher his script. Sure enough, his bits had doubled in the last week. This town was going to be the big score, he could feel it. This was where all of his plans would finally come to fruition. He once more threw his front hooves in the air and let out a cry of exultation.

“I am the greatest!” Silver proclaimed again.

The cat licked himself once more, closed his eyes, and went back to sleep.

* * *

Everything was dark. Dense, blurry, unnatural shadows hung over everything, like thick black sheets draped atop old, discarded furniture. They obscured everything in view, rounding out lines that should have been straight, making everything she saw appear fuzzy around the edges.

“H-hello?” The mare's voice sounded unnaturally muffled to her. The space in which she wandered felt cavernous, and the leering, shadow-draped objects towering above her seemed impossibly tall. She felt like a tiny foal, wandering helplessly around an impossibly vast world full of things created for adults, and yet when she spoke, her voice came out sounding like she was trapped in a closet. As usual, nopony answered her.

There were ponies in this world, of course. She could see them sometimes, wandering in the spaces between the shadows. However, it seemed that wherever they appeared, they were gone as soon as she spoke to them. Whenever she got close to one, it would vanish like a mirage, though she was rarely able to get so close as to make this happen. Movement in this place was extremely difficult; the thick carpet of shadows clung to her hooves like taffy, and it seemed to pull at them even harder whenever she tried to run.

Yet she could not stop moving. Something in the back of her mind, some primal instinct perhaps, warned her that if she could not stand in one place for very long. Somehow she knew that if she were to rest, the shadows would finally reach up and take hold for good, wrap her in a thick black cocoon of velvet darkness from which there could be no escape.

So she kept moving, methodically lifting one hoof at a time and placing it in front of the other, each step a struggle. It gave her something to focus her attention on. She needed a task, she needed a reason...she needed a reason to *exist*.

Suddenly, she felt herself pushing against something, and she found that she could no longer move. That familiar ball of panic began to well up inside her, the sense that the creeping emptiness which was always a few steps away had finally caught up with her. What had happened? Why couldn't she move? Maybe she had wandered into a particularly dense field of shadows, or become entangled in a shadow somehow. Maybe she'd lost her bearings somehow, and accidentally wandered into the river of shadow she'd seen once or twice, and now she was trapped, destined to sink slowly into it like tar--

A muffled voice cut through her panicked mind, pulling her back from the precipice upon which she stood. She suddenly realized that she wasn't trapped. She could still move her hooves, for now. The shadows would wrap themselves around her if she stood still for too long, but she was not finished yet. She began to trot in place, or rather to make a movement that would be considered trotting if she wasn't trying to do it while standing fetlock-deep in a thick, shadowy sludge. She glanced upward, up towards the thing which she had run into. Something which she realized, with a faint glimmer of hope, wasn't a shadow. It was a pony.

A pony! A real, living, breathing pony! Or at least, she assumed it could breathe. Was breathing something that ponies did? What exactly was a pony, anyway? How did she know that word? The cobwebs began to form around her mind again and she tried in vain to shake them loose. Thinking too hard about anything was usually painful for her, so she tried not to do too much of it. But a pony! A real pony, that didn't flicker or disappear or run away! Somehow she knew that this was the key, this was what she had been trying to find.

She looked up at her benefactor, trying to make out the features of its face. The shadows were everywhere, even the air was made of some thin type of shadow. The details of the pony were fuzzy, obfuscated by the thick pall that surrounded everything in this world, and she couldn't quite make out what it looked like...

She heard something, a muffled voice. Yes, she was sure it was a voice. The pony was trying to speak to her. The voice was faint, far away. It sounded even more muffled and far away than when she tried to speak. If her voice sounded like this to others then it was no wonder they couldn't hear her, she mused. The act of musing caused a sudden cacophony of confused voices to shout inside her head at once, and the cobwebs began to form again. She focused on her trotting. Left front hoof, right rear hoof, right front hoof, rear left hoof, over and over again...

Wait, there was something else she was supposed to be focusing on. What was it? The pony! The pony before her! There was something she had to tell it, something she had to communicate if she ever wanted to leave this place alive. What was it? She shook off the cobwebs and forced the rusted gears inside her skull to turn slowly, gritting her teeth against the pain. There was something she had to say...

"I'm here!" she bellowed suddenly. Or at least she meant to bellow it. To her ears it sounded as

muffled and pathetic as anything else she'd ever tried to say. But she said it, she got it out. Did the pony hear?

She looked up, hope daring to well up inside her for the first time in...for the first time in...but no. No! The pony...the pony was moving away from her.

It was already miles off. By the time she realized what was happening, it had become a faint shimmer in the distance. She tried to go after it, put everything she had into galloping after it as fast as she could, but the sludge made her slow, and her haste made her clumsy.

“No...” tears welled up in her eyes, “No...come back....”

The faint, muffled tinkling of her voice was barely audible even to her. She looked up just in time to catch a final glimpse of the shimmering white outline of the pony off on the horizon, and then the shadows closed in around it.

Once more, she was alone in the world of shadows.

* * *

“Now what was that all about?”

Flip Ferrari pondered his encounter with the strange unicorn briefly as he continued his brisk trot down one of Ponyville's deserted streets. She'd stumbled drunkenly out of some side alley and plowed right into him. If it hadn't been for his finely-chiseled muscular physique her horn might have bruised his chest a little. Flip Ferrari hated having bruise marks on his chest; unsightly aberrations in one's coat could really hurt one's chances with the mamacitas.

Unfortunately, making out details in the dark was a little difficult for Flip, due to his habit of never removing his sunglasses, so he didn't really get a good look at her. The horn that rammed uncomfortably into his chest told him that she was a unicorn. Thanks to the dim glow from a nearby streetlight he was able to discern that she was a mare, and something of a hot mamacita. Sadly, she hadn't seemed receptive to his charms. She just kept mumbling incoherent gibberish while continuing to drive her horn into his chest, until eventually he'd had little choice except to stand aside and let her trot drunkenly off into another alley.

“Well, whatever.” Flip dismissed the incident without giving it much more thought.

He was much more interested in the lights and sounds coming from a few streets over. Flip was a simple Earth Pony, not given to long bouts of contemplation or study. Apart from his map he seldom read much of anything. Politics, global events, and the comings and goings of high society were of equally little interest to him. However, he knew a party when he heard one, and from the sounds of it, there was a big one going on in this town. If there was one thing Flip refused to miss, it was a party.

He continued his brisk trot through the quiet little town. Neat rows of cottages lined the streets, every now and then a lighted window would give a cheery reminder of habitation. Little streetlights bathed the corners in cheery light. Even this town's shadowy, deserted alleys, beyond serving as avenues of movement for the occasional drunken unicorn, seemed pleasant and unthreatening. A cool nighttime breeze blew intermittent gusts of air into his nostrils, perfumed with the intoxicating scent of summer,

along with undertones of cider and food and ponies, smells which suggested that merriment was not far away. Underneath the distant sounds of the party and the rustling of roof thatch and the creaking of hanging wooden signs came the low chirping of crickets. This seemed like a pleasant place to live.

He turned down one street after the other. Like most towns of its size, Ponyville was haphazardly laid out but not hard to navigate. Flip followed the sounds and smells of the party until eventually he turned down a street with an enormous, brightly lit house towering at its end.

The house was almost absurdly large. It actually seemed less like a house and more like a castle built into a tree made of crystal. It started with a trunk-like base that rose impressively into the air, branching elegantly outward into a complex maze of towers and spires. The castle was dazzlingly lit in an array of colors spanning the entirety of the visible spectrum, that danced and shone and changed hues in time with the music and laughter that echoed tantalizingly from inside it, beckoning the casual passerby to come inside and join the merriment. Even through the thick smoky haze of his aviator shades, Flip found it an impressive sight; a shimmering mirage floating in the dreamtime of summer night. Conspicuously out of place in a town like this, certainly, but beautiful and impressive nonetheless. Clearly, this was the source of light that had drawn him in this direction in the first place.

“This looks like the place,” he said aloud, as if to confirm this to himself.

After pausing a moment to admire the shimmering castle, he resumed his trot down the road. Surely, this was where the mamacitas were.

* * *

Music boomed and echoed throughout the castle. Amplified and carried to every corner of the massive structure through speaker boxes powered by magic, the incessant booming and crashing was impossible to avoid no matter where one went while inside. Magically reinforced walls kept most of the noise inside the castle, which was fortunate for the handful of ponies around Ponyville who were trying to sleep. However, for most, it wouldn't have mattered even if the sound had carried out to the Everfree Forest, for everypony who was anypony was inside the castle.

By any measure it was a magnificent revel. From tower to cellar, each and every room had been adorned with decorative hangings and multicolored tapestries. Lanterns enhanced with magic hung everywhere, tinting the rooms with otherworldly light of varying color and hue, that would change in time with the music. In every corner of the castle could be found some new marvel of magic. Magical fountains, gushing and bubbling with water that would take on the forms of dragons and other fantastic creatures; tiny, glowing wisps of light resembling insects or fairies or parasprites flitted about, glowing and changing color and adding their tinkling, musical laughter to the beautiful cacophony of music and laughter and dancing hoofsteps. At various places throughout the castle could be found great statues of marble and bronze, some cast in the shape of ponies or dragons or other recognizable forms, others of creatures too fantastic to even describe, that would come alive and join in the revelry, dancing and swaying in time to the music.

Most of Ponyville was here, tonight and every night, for it had been decreed that the party must go on and on. When day finally broke and the first hints of morning sunlight began to creep through the windows, dispelling the surreal atmosphere of light and music, they would go, heading off to their work, or to their homes to rest and relax. But they would all be back, that night and the next and the next, for as soon as the sun went down the party would resume.

It was in this mirror maze of color and light that Flip Ferrari wandered about, drinking in the sights and sounds and sensations from behind the reflective glass of his aviators. His glossy, well-maintained coat and perfectly feathered mane caught the multicolored light perfectly, earning him many an admiring stare from the mares in attendance.

Flip was not the first newcomer to Ponyville in attendance that night. It seemed like every day word of the never ending party spread further and wider, and each night's event drew more and more ponies from the surrounding lands and towns. Many of the inns in town were now booked to capacity, and a small village of tents was beginning to pop up along the riverbanks and in some of the surrounding empty fields.

“Cider?”

Flip turned to see an attractive unicorn, dressed in a somewhat impractical-looking maid costume, wearing a reveler's mask and holding up a tray of mugs with her magic.

“Thank you kindly, little mamacita,” said Flip, flashing her his most appealing smile and sliding a hoof through the handle of a cider mug. The unicorn tittered cutely.

Flip raised the mug to his lips and took a long drink. The cider was excellent; it tasted like the sort that was usually enhanced by some kind of magic spell that augmented the alcoholic effects while reducing the level of hangover one would feel the next morning. Flip Ferrari did not much care for magic. He was suspicious of it and those who used it, for that was just how Flip Ferrari lived; however, he was willing to make an exception when it came to magically enhanced cider. It was one of the few topics on which he could legitimately claim to be somewhat knowledgeable.

The cider went down smooth. He could feel the alcohol warming his blood. A follow-up line formed automatically in his head, and he prepared to deliver it as soon as the liquid was down his throat. However, when he lowered the mug from his lips, he found that the unicorn had moved on.

Oh well, he thought. Hot mamacitas did not seem to be in short supply tonight, he imagined there would be plenty of others he could choose from.

He moved about through the halls of the castle, sipping at his mug of cider and enjoying the dizzying array of colors and sounds, enhanced by the effects of the magical brew. At the end of a wide hallway he found an important looking door standing wide open, and a multitude of ponies gathered inside. From the way the ponies were gathered and dancing about, their attention riveted towards a space in the center of the room, he gathered that this room must be the origin of the music that was echoing throughout the castle.

The room turned out to be a large, circular central chamber, rising three or more stories into the air. Tall arched windows paned with colored glass or crystal were set at regular intervals between pillars that rose gracefully towards the ceiling, meeting in the center to form a ribbed vaulting for the magnificent ceiling. Some sort of table or dais stood as the centerpiece of the room. Whatever its original purpose had been, it was now being used as a platform upon which stood a pair of turntables being operated by a unicorn. Around her, the crowd danced and swayed in time to the throbbing, hypnotic booms which emanated from the device to be pumped like blood throughout the castle.

“Are you having a good time?”

Flip turned his attention from the dais to the mare who had spoken. She was an Earth Pony like him, colored bright pink with a pink, incredibly springy mane that seemed to bounce and move of its own volition. Her cutie mark appeared to be either lollipops or balloons, Flip wasn't sure. She looked energetic and cute, just the sort of mamacita that Flip Ferrari enjoyed getting to know; however, her face looked haggard and worn. Her mane, though probably unruly even on the best of days, was frazzled and sticking out in various places. Flip knew more than a thing or two about mane care and he doubted this pony styled it that way on purpose. Dark circles had formed beneath her eyes, as if she hadn't slept in days, and her eyes themselves had a glint of madness about them, betraying a mind had been stressed nearly to its breaking point. Nevertheless, her smile was cheerful, and the way she bounced and danced as she spoke implied that this pony still had at least a little energy to spare.

Flip raised his nearly empty mug to his lips and drained the remainder of the amber colored liquid. As he glanced about for a place to set the mug down, the pink pony immediately clapped her hooves together, and a unicorn clad in similar garb to the one before materialized out of the crowd holding an empty tray.

“Thank you kindly, little mamacita,” said Flip, nodding to the unicorn, who blushed, giggled and retreated into the crowd.

“Oh, jeez, she didn't have any new ones, I'm sorry! Hold on, let me see if I can find a mare with a fresh tray...”

The pink pony's head was darting this way and that, and though it was hard to tell in the surreal light of the party, Flip was fairly certain he noticed her eye making an alarming twitching motion. He deduced that she might be a little stressed out.

“Uh, that's okay, little mamacita,” said Flip. “Flip Ferrari's got a good buzz goin', and when Flip Ferrari's got a good buzz goin', he don't like to blow that buzz by pushin' it too far. That's just how Flip Ferrari lives.”

“Oh, well okay then.” The pink pony looked relieved, although not by nearly enough. “Let me know if you want another one, or anything else at all! Really!”

She seemed to pause for a second, as if scanning rapidly through a rolodex inside her brain.

“Flip Ferrari?” she said after a moment. “Hmm, Flip Ferrari, Flip Ferrari...” She gave the rolodex a few more revolutions just to be sure. “Nope, I don't think I've ever met you before. Are you new? Where are you from? Are you enjoying the party? I sure hope you're enjoying the party, because when I throw a party I want *everypony* to have a good time, because if everypony isn't having a good time, it means I didn't do my job, and if I didn't do my job, I couldn't call myself the best party planner in Equestria, and if I can't call myself the best party planner in Equestria, I can't....”

She was jabbering away at a speed which Flip Ferrari found alarming. He opened his mouth to speak, but before the words could come out, there came from somewhere nearby the dull and monotonous chime of a great clock. The sound was clear and loud and deep, and exceedingly musical, but of so peculiar a note and emphasis that the turntablist upon the dais paused, the music died out, and the ponies dancing about the room were constrained to cease their evolutions. There was a brief disconcert

of the whole company, and, while the clock yet rang, it could be observed that the giddiest grew pale, and the more aged and sedate passed their hooves over their brows as if in confused reverie or meditation.

“RRRRRRRGH!!” The pink pony made an exasperated noise, and directed a hard bucking kick at a gigantic ebony clock standing against the wall nearby, which appeared to be the source of the interruption. The chime cut off with a dull clang, the clock made a sort of mechanical whirring noise as gears and wheels reset themselves, and then it resumed a slow ticking. The unicorn on the dais turned her attention back to her turntables, and the party resumed.

“Stupid clock!” the pink pony complained, a note of insanity in her voice. “It always does that! Every hour it does that, and I can't figure out how to shut it off, and I...and I...” She was hyperventilating, and her eye was twitching with an alarming level of severity.

“Uh, listen little mamacita,” Flip interjected quickly, turning her attention away from the clock. “You look a little stressed out. Maybe you should go lie down for a bit.”

An extremely unsettling, clearly deranged grin spread across her face.

“I...would...love...to, but if I go lie down, there will be nopony to run the party, and if there's nopony to run the party, the party could die! I mean, what if we run out of cider? You can't have a party without cider, because if you run out of cider, the ponies will be thirsty, and if the ponies are thirsty they'll want to go home, and if the ponies go home, there won't be a party anymore...”

Flip Ferrari quickly put a reassuring hoof around her shoulders.

“Listen, don't you worry about all that. Flip Ferrari's got you covered. Flip Ferrari's run more than his share of parties in his day, and if you don't mind him saying so, Flip Ferrari knows a thing or two about how to keep a party moving. You just run along and lie down somewhere, let Flip Ferrari handle things from here.”

The pink pony's eyes widened, and tears welled up in her eyes.

“Do...do you really mean it? Can you really handle it?”

Flip nodded.

“Yep. Don't you worry about a thing, little mamacita. Flip Ferrari's got you covered.”

The pink pony took a long, deep breath, and then exploded.

“Ohmygoshohmygoshohmygosh, thankyouthankyouthankyou! I swear I'll only be a minute, okay? I just need a little rest, just a little rest, a tiny, eensy weensy little rest, just a few minutes, a tiny little rest, and don't you worry, it will be just fine, and if that clock does that thing again, you can just kick it, and don't forget to make sure that everypony has enough cider...”

She began hopping towards the door in a deliriously happy and somewhat deranged fashion, still babbling as she went, but Flip deduced that she was probably going to be okay.

He turned his attention to the party and smiled. This sort of thing was right in Flip Ferrari's line.

2.

Flip Ferrari groaned and opened his eyes. His head felt like it had been stampeded on by a herd of buffalo. He was lying in an unfamiliar bed in an unfamiliar room. Sunlight was streaming through the tinted crystal panes, by the angle of the light it looked like it was about ten in the morning.

He had no recollection of how he had come to be in this bed; actually, he had little recollection of anything that had happened beyond that sixth mug of cider. But it looked like somepony, either himself or somepony thoughtful, had seen to it that he wound up in a bedroom and not on the dance floor, or some place equally undignified. He looked around for evidence that the guilty party might have been a hot mamacita, but alas this did not seem to be the case.

Or did it? The door creaked open, and a familiar pink pony trotted happily into the room. She looked much better rested than she had the night before, Flip noted. Her face was bright and cheerful, and the poof of her mane looked less disorderly than it had.

“Pinkie Pie.” He could remember her name, at least.

“Morning, Flip Ferrari!” she said cheerfully. “Sleep well? I usually sleep well. I always go to bed feeling like I don't want to go to sleep, because I'm super excited about waking up the next morning, but then I always end up falling asleep right away! My sister Maud says it's because I burn so much energy during the day, but I don't think I burn too much energy, do you think I burn too much energy? I don't know, it feels like I have a lot of energy, and it doesn't feel like I burn that much, but I probably do burn *some* energy...”

She continued prattling on as she went around the room, opening the windows and letting a gust of fresh air into the room. It was already a warm day outside, but not unpleasantly so. Flip groaned again and rolled out of bed. He wondered if he looked as disheveled as he felt. A small mirror on the wall near the bed confirmed that yes, he did. The sight of his eyes brought on a sudden panic, and he began to search frantically around the bed--

“Looking for these?” Pinkie held out a pair of aviator shades with an outstretched hoof. Flip took them gratefully and slipped them on. The diminished light took a bit of the edge off of his headache. “I figured you'd want those back, so I picked them up when you took them off. You reeeeeeally did have a lot of cider last night.”

“Flip Ferrari thanks you kindly.” His head still throbbed, but it was beginning to subside a little. “Flip Ferrari usually doesn't get that out of control. That cider was...a little stronger than what Flip Ferrari's used to.”

Pinkie Pie beamed pleasantly. “I know, I wanted to warn you about that but I slept a little bit longer than I meant to when I left you in charge of the party. But you did a super awesome job and everypony had a really great time, so it all turned out okay! And don't worry about that headache, it usually goes away after about half an hour.”

Flip stared dejectedly at the mess his mane had somehow become overnight. He did his best to get it looking presentable, but it really wouldn't be right until he'd had a chance to shower and blow dry it properly. He rather hoped he'd have the opportunity to do so before leaving this place, but he was worried that he might be overstaying his welcome already.

“Half an hour, huh?” he said. “Magic cider, then?”

Pinkie nodded, her mane bouncing cheerfully. “Yep. Silver makes it. The magic he uses makes it much stronger than regular magic cider. I don't know how he does it, but everypony seems to really really like it, but it *is* kind of strong...”

“Silver?” Flip cut her off before she could start rambling again. He liked the cut of this particular mamacita's jib and enjoyed her company, but her chattering wasn't doing his headache any favors.

Pinkie's eyes took on a weird, filmy, hazy cast for a split second at the mention of the name. It vanished almost instantly, and she smiled and nodded.

“Silver Star! Don't you know him? It was his party you were at last night.”

Flip Ferrari looked a little sheepishly at the ground. Being a party crasher was not the most attractive trait a pony could have, but then again, that was just how Flip Ferrari lived. Asking him to change would be like asking him to remove his sport watch, or shave his mustache. Still, it was something he usually liked to downplay a little.

But if Pinkie was offended, she didn't let it show.

“It's okay if you don't,” she went on, “All sorts of ponies have just been showing up for the party. Seems like everypony in Equestria has heard of Silver Star's parties and wants to check them out for themselves! Silver doesn't mind though, he wants ponies to come. That's why he has parties every night!”

“Every night?” Flip Ferrari was impressed. A regular party regimen was of course an important part of how Flip Ferrari lived, but not even Flip Ferrari was dedicated enough to party that often. “That's pretty wild. Sounds like Flip Ferrari's kind of pony. Maybe Flip Ferrari should meet him sometime. Is he around? Flip Ferrari would like to thank him for his hospitality.”

“Around? No, he's busy today I think. He's busy a lot. He'll be here tonight though, just come by for the party again! We have to party! Every night! Yep, every...single...night...is a party!”

That weird twitch was back in her eye again.

“Uh, alright then. Well, Flip Ferrari will let you get back to work. Say, don't suppose you've got a shower around here?”

* * *

Flip stopped outside the entrance to the farm and stared up at the ornate woodwork above. A wooden sign with an apple carved into it swung lazily in the breeze over the entrance. Bright red farm buildings rose up in the distance, at the end of a dirt drive that ran lazily through fields of crops and orchards of apple trees. This looked like the place.

There was no gate blocking entrance to the property, and he didn't see anypony around, although there appeared to be ponies working in the fields and orchards. There didn't seem to be any harm in just

going on in.

He trotted briskly up the drive, aiming for what looked like either a farmhouse or a large barn at the center of the property. Ponies working in the fields alongside paid him no mind, carrying on with their tasks; pulling plows and wagons, gathering baskets of crops, pulling weeds. There seemed to be a lot of ponies here, it must be a pretty busy farm. Flip took that as a good sign.

He arrived at the farmhouse structure. It seemed to function as a central hub for the farm's daily operations, as well as a storage warehouse for harvested crops. Ponies pulling carts and wagons were darting in and out of it, either dropping off loads of crops or hauling loads off down the drive, presumably for sale at the market. The whole place looked pretty well organized, really a much bigger operation than you would expect from looking at the place from the road. Flip had seen a number of farms like this, and usually they were small, family run businesses that produced enough food to feed themselves and sell a little to the town for profit, but not much more than that. This place looked like it was exporting carrots and apples and barrels of cider all over Equestria.

A little yellow filly with a bright red mane was harnessed to a two wheeled cart containing a basket of apples. The cart appeared to be caught in a muddy dip in the road, and the filly was straining at it with all her might to dislodge it, but not having much luck.

“Uh, here, let Flip Ferrari help you with that, little mamacita,” said Flip, and got behind the cart. He gave it a slight nudge with his head, and the wheels dislodged from the mud and climbed out of the hole.

“What?” The little filly stumbled forward as the cart suddenly became easier to move. It rolled forward a few feet and bumped into her flank, nearly knocking her over, but she managed to retain her balance. She blinked in confusion and looked around, then seemed to notice Flip standing there. “Oh. Thank you, mister. That was real nice of you.”

Her face looked worn and haggard and stressed, like Pinkie Pie's had the night before. There were the same dark circles underneath her eyes, as if she hadn't been sleeping.

“Uh, shouldn't a filly your age be in school right now?” Flip said. He thought for a moment. He'd been on the road for several days and had sort of lost track of time, but it looked like it would probably be a school day. He had a five out of seven chance of being right, anyway.

“We don't really...” The filly blinked in confusion, as if she were trying to process what he had said. Thinking appeared to strain her already overworked mind, and her eyes glazed over for a second in a way that was vaguely familiar. After a moment she shook her head as if to clear cobwebs away. “Uh, I don't really go to school anymore. Too much work to get done. Anyway, I got to get back to pullin' this cart. Thanks for your help, mister.”

She started trotting away with her cart, but before she could get very far Flip called out.

“Say there, Flip Ferrari heard there might be some work around here. You have any idea who the pony in charge is?”

“Pony in charge?” The little filly blinked again, as if she hadn't thought about anything besides pulling apple carts in a really long time. “Uh....oh. Yeah. You probably want my big sister. Her name's

Applejack. You'll find her in the barn.”

She trotted away, the little cart bumping and rattling behind her. Flip watched her go for a moment, furrowing his brow in mild confusion, then shrugged and turned his attention towards the barn.

* * *

Applejack sat on her haunches behind the wooden crate she had converted into a makeshift desk. The books spread out in front of her contained sums and figures for all operations of the farm, and going over them had gotten to be a much more complicated process in the last few weeks. The farm's output had nearly quadrupled, and based on the volume of crops they were moving there should be more bits coming in than what she saw. She stared and stared, but it seemed like whenever she tried to do the math a fog came over her mind. Her vision got blurry, and she couldn't quite think straight. There was something she was missing, something probably obvious, but for some reason, she just...couldn't...quite...put her hoof on it....

“Excuse me there, little mamacita.”

She shook her head at the sound of the voice. As soon as she looked away from the figures her mind instantly cleared, and she glared up in irritation. Lately it seemed like she was always feeling downright annoyed with just about everypony, but she wasn't sure quite why. Probably just stress from all the extra work she'd been taking on lately.

“Uh, mamacita?” she said, visibly annoyed. “Just what in the hay does that mean? And who in the hay are you, anyway? Go away, can't you see I'm busy?”

The strange pony standing in front of her didn't go away, but took a step forward.

“Uh, sorry to trouble you,” he began again, “Name's Flip Ferrari. Might you be Applejack?”

“Yeah, that's me,” she said shortly, tapping an impatient hoof against the crate. Was she always this ornery? Lately it felt like she just didn't have any time for anypony. “What do you want, Mr. Ferrari? We're pretty busy 'round here, in case you hadn't noticed.”

“Well, that's kind of what Flip Ferrari came here about,” said the pony. “Your friend Pinkie Pie told Flip Ferrari to come on down here, said you might have some work he could do in exchange for a place to sleep for a couple of days.”

“Pinkie sent you?” Applejack's gaze had been drifting back towards the books, but now she looked up and gave the pony standing before her a good look. He was tall, powerfully built. Looked like he spent a little more time on his mane and coat than she thought a working pony ought to, but he definitely looked strong. “Hmm. Well, you're a big guy.”

“For you,” said Flip amicably.

“Yeah...” Applejack looked him over again. “You ever buck apples before?”

“Flip Ferrari can't say as he has,” Flip admitted, “But Flip Ferrari's a fast learner.”

She studied him for a moment later, and then shrugged.

“Well, sure I guess. You look strong enough, and we can sure use all the help we can get 'round here. I'll take a chance. Pay is four bits an hour plus room and board. There's a spot in the corner of the barn you can sleep in, right over there.” She gestured towards a hay filled stall with a hoof. “Dinner's at six every night, you ain't there you don't eat. You'll have to figure out the rest of your meals for yourself. Head on over to the East Orchard, somepony there'll tell you what to do.”

“Flip Ferrari won't let you down.” He nodded graciously, flipped his mane in a way that seemed completely unnecessary, and flashed her a smile that looked like it might work on other mares but just made Applejack want to buck him right in the teeth.

“You need anything else?” she snapped. “I'm kinda busy here.”

Flip looked slightly taken aback, then shook his head.

“No ma'am,” he said, then turned and headed out the door. Applejack watched him for a second, shook her head, and then returned to the books. Now just what in the hay was up with these numbers?

* * *

In a modest bedchamber in a corner tower of the Crystal Castle, the unicorn called Silver Star stood with his forelegs resting lazily on the sill of the open window, gazing out at the hills and forests spread out below. The room was not the grandest in the castle (Twilight's was much nicer), but to have claimed this room for his own personal use amused him to no end, for this had been *her* room. A light, pleasant breeze blew through the window, ruffling his fiery mane in a way that he thought cut a rather handsome picture. Pity there was nopony looking up at the window right now; he imagined that he looked quite dashing. Oh well, it was their loss.

“...okay, so, I talked to Applejack, and she says they only had enough apples to make 100 barrels today, so we might have a *teensy* bit less cider tonight, but I told her it was okay and she shouldn't stress out too much, because we've still got some left over from last night, and she's been working super hard lately, and...”

Silver had been disinterestedly half-listening to Pinkie's report as she stood behind him blathering on, but as soon as he processed the figure she had given him, and worse, the *excuse* she had given him, he whirled around and dropped his hooves on the crystal floor with a loud *crack* that echoed throughout the chamber, his horn crackling with blue flame.

“*WHAT?!?*” he demanded. Pinkie took several steps backward in alarm. She started to babble excuses, but he waved a hoof for her to be quiet. “You told me we needed *at least* 150 barrels for this weekend! How *dare* you accept such a low yield from Applejack? I *demand* to know why she wasn't able to meet the quota!”

Pinkie kept scrambling backwards as Silver advanced, her eyes anxiously eying his horn, her expression that of a puppy whose master had just smacked it across the face with a newspaper.

“w..w...w...well, the thing is, Applejack has been working really really *reeeeeeeeally* really hard to make enough cider, but she says she just doesn't have enough apples, not if you want her to keep

making barrels to be sent back to Canterlot, which you said was what she should focus on, and--”

Silver roared in irritation and slammed his hooves against the floor, causing Pinkie to back up quickly until her flanks were pressed against the wall. He advanced towards her, gritting his teeth, blue flame and lightning bolts blazing around his horn as if he were conjuring something extra-nasty, just for her. He opened his mouth to speak, but before he could get the words out, the door suddenly swung open.

“Silver, Rarity just finished my dress for tonight, want to see?”

Both Silver and Pinkie turned to see who had entered. Silver was almost as angry at whoever it was as he was at Pinkie and Applejack and anypony else who had failed to meet his expectations today. However, his rage instantly evaporated into lust at the sight of the unicorn who entered.

Twilight Sparkle entered the room, resplendent in an elaborate, shimmering gown that was all ruffles and glitter. Her mane was done up in an elaborate style that looked like it had taken hours, with little jeweled pins in the shapes of stars holding it all in place. The somewhat impractical glass horseshoes she was wearing looked like they made it hard for her to walk, so she could only manage small, delicate steps.

“Rarity says it's not quite what you wanted,” she continued in a chipper-sounding voice, “She says she ran out of um, I forget, some type of gem I think? You'd probably know what it was. Oh, hi Pinkie!”

She finally noticed her friend, who was still pressed up against the wall as far as she could go, her haunches above her head. Pinkie, still clearly terrified but relieved to have a temporary stay of execution, flashed her a giant, nervous, toothy grin, beads of sweat still trickling down her face.

Silver completely forgot about Pinkie and turned his attention fully to the mare who had just walked in. She looked good...really good. He could feel saliva beginning to pool in his mouth. Dimly, some region in the back of his mind processed what she had said about Rarity, and he made a mental note to chastise her later, but he couldn't focus on that right now.

“It looks pretty good,” he said, his eyes roving over the outline her flank made against the satin of the dress. Twilight nearly tripped over her glass horseshoes at the compliment. An enormous grin spread across her face, and she made a squeaking noise that always reminded Silver of a chew toy. “Turn around, let's get the full picture.”

Twilight happily began the laborious process of making a three hundred and sixty degree turn while wearing glass horseshoes. It took her close to a full minute to complete the circuit, but Silver enjoyed every second of it.

“Wings out, let's see how that looks.”

Twilight proudly stuck out her wings.

“Yeah...yeah, that's nice.” Silver was practically drooling now, and Twilight looked at the floor and blushed, grinning like a giddy school filly.

“Pinkie!” he snapped suddenly. A pink blur shot across the room, and Pinkie was standing at Silver's side, looking nervously up at him with an obsequious smile.

“Yes, Silver?”

“How many ponies are we expecting tonight?”

Pinkie rubbed a hoof against her chin for a moment as she mentally ran through her roster of everypony in Ponyville, including the newcomers.

“Well...probably about...five hundred...eighty...six...ish?”

The imprecise nature of her estimate annoyed Silver, and he briefly considered giving her the back of his hoof as reprimand, but fought the urge. He did some mental calculations of his own, and sighed.

“Well, we're probably going to run out of cider. Tell Applejack I hope she's happy, she let everypony down.”

Pinkie swallowed. “I'll be sure to tell her.”

She pawed at the ground timidly for a second, as if she couldn't make up her mind as to whether or not she wanted to say something else. Silver noticed and waved a hoof at her impatiently.

“Yes?” he said.

Pinkie fidgeted nervously, not quite daring to make eye contact, and fumbled with a series of beginnings.

“Well, you see...it's just that...well...”

“Yes? What do you want to say? Out with it! I haven't got all day, you know.” Silver tapped his hoof impatiently against the crystal floor. Twilight, meanwhile, had trotted slowly over to the mirror in the corner and was admiring the style of her mane.

“Well...you see...it's just that, I was thinking. Do we really need...to have...a party every night? Like I was thinking...maybe we could take a night off every now and then? Maybe possibly perhaps?”

She flashed her big, toothy, nervous grin as sweat began to bead on her forehead. Silver angrily stomped his hoof down on the floor again.

“Absolutely *not!*” he cried. “I told you, I want every night to be a party! Every, single, *night!*”

Pinkie began to edge away from him nervously again, only this time she had the sense to move towards the door instead of the wall.

“Of course, Silver, I was just thinking that--”

“You were *thinking?*” he demanded incredulously. “Listen, you candy-colored moron: *I don't pay you to think*, do you understand? I've got ponies who I pay to think, and you're not one of them. If I wanted your thoughts, I would pay for them, do you understand? *Do you understand?!?*”

Pinkie's pupils were now tiny terrified specks lost in the whites of her eyes.

“Yes,” she squeaked out.

“Good.” Silver relaxed, smiling as if contented with her answer. “Now, I believe you have some preparations to make for tonight?”

Pinkie nodded enthusiastically, and immediately departed the room in a pink blur. Silver watched her go with a satisfied smirk. Twilight had meanwhile sidled up alongside him and rested her head against his shoulder. She sighed dreamily.

“You're so great, Silver. I love the way you manage ponies. We're so lucky to have you in our town.”

Silver put a foreleg around her shoulder and pulled her close.

“You know it, babe. Now, let's talk about how you're going to re-do your mane.”

* * *

In many ways, the daytime was worse than the nighttime.

The shadows were thinner and easier to wade through, that was true. The world was still cloaked in gray, smoky haze, but she could see a dim, white glow high above that she somehow knew was called the sun, that pushed back some of the gloom and reduced the shadows to a thin sheet that could only nip slightly at her hooves as she walked. Sometimes, when the sky was clear and the sun was at its highest, she could even lie down for a bit and grab a few precious moments of sleep. Though she seldom slept long. Dreaming was even worse than being awake.

But the daytime was its own kind of madness. It was during the day that she could see the shadowy, gray, shapeless forms of ponies, milling about, flitting in and out of the world like illusions. She would run to them, and they would vanish. She would cry out to them, amplifying her tiny, muffled voice as loud as she could, but none of them gave even the slightest indication that they could hear her.

The mare had no idea how long she had been in this world. Days...months...years...she didn't know. Both day and night seemed to last an eternity here, and either one felt worse than the other while she was trapped in it.

Today was one of the brighter days, thankfully, so she was able to move around more quickly. Thin ground shadows still clung to her hooves annoyingly as she walked, like trying to walk on a carpet of flypaper, but it was more of an inconvenience than anything. The thick, dense shadows still lurked in the dark places between buildings, though. She could see them waiting there, roiling and bubbling, just waiting for the sun to disappear so they could emerge and torment her once more.

All around her, the dim outlines of ponies darted to and fro, chattering with each other. If her voice came out sounding like she was locked in a padded closet, the voices of these ponies echoed and reverberated like the inside of a cathedral hall. The noise was deafening, and yet still she could not catch a pony or interact with one no matter how she tried.

In an effort to escape, she found herself wandering further and further from the town, until gradually

the noise faded away, and the square outlines of buildings began to be replaced by the more organic, and more sinister, shapes of trees.

The trees stretched upward, thousands of miles into the sky, their branches reaching out like the bony claws of creatures too terrible to describe, trying to grab her and pull her into the depths of the woods, where there would be no escape from the shadows. She could see them lurking in there, an ocean of them, roiling and swirling like a dark, viscous ocean. Eternal night in there; eternal shadows. She swallowed and hurried forward.

The sun had still been high in the sky when she'd seen the last of the square, blocky outlines she understood to be buildings. If she stayed close to the center of the road she was still mostly in the light, but the further away from the town she got the more the trees began to close in around her. The sun had dropped alarmingly to the west as well, and the shadows of branches that fell along the road were beginning to elongate. More than once she found herself stepping into them and feeling her hooves get caught in the familiar taffy-like pull.

As the light grew thin, she became aware of new sounds, darker and more terrifying than even the din of the town had been. The longer she walked the more difficult it became to avoid the shadows, and a mounting terror began to grow inside her. She realized that she had made a dreadful mistake by venturing this far out of the town. Out here, she realized, there would be no lighted windows, no streetlamps, to provide even a tiny bit of protection. Once night fell out here, the shadows would be everywhere. This would be the place where they would finally get her.

She began to run. Or rather, she attempted to; the road by now was crisscrossed with elongated thick shadows, that were constantly reaching up and grabbing at her fetlocks, so that the best she could manage was a slow, stumbling trot. There was a low rumbling coming out of the forest now, a harsh grating sound, like stone rubbing against metal. With horror she realized that it was laughter. The shadows were laughing at her.

She lost all control, and broke into a panicked dash. It proved to be a mistake, for almost immediately she tripped, lost control, and found herself stumbling forward, one of the great, spindly trees rising up in front of her. There was nothing she could do to stop; she lurched forward and felt herself collide with the monstrosity. It leered up at her, spreading its great, bony arms as if to embrace her and pull her in. It opened its massive jaw, and then clamped it down upon her.

She tried to move her head. She couldn't. She tried to pull herself back, and realized that it was her horn. The tree-creature had caught her horn in its jaws, and held her fast.

Slowly, the dim, faint white spot of the sun dipped further towards the horizon. Shadows slid further and further in. She could feel them coiling around her ankles like snakes. Slowly, deliberately, the slimy tentacles wormed their way up her body, engulfing her body in the thick, black viscous ooze that she now knew would be her tomb.

She could do nothing but stand there, her knees shaking, her horn held firmly in place by the damnable tree monster. Sobbing, she braced herself, and awaited the end of all things.

* * *

The top of the sun had just dipped below the hills as Flip Ferrari finished his evening meal. The Apple

Family had several long tables set up in a field near the barn, where they served dinner to their help every day. Dinner had been some sort of apple stew served with a side of corn mush, not half bad. Flip Ferrari approved.

His belly now full and the day's work complete, Flip decided to head back over to the Castle and see what tonight's party would be like. He'd gotten a little too drunk the night before and hadn't been able to properly work his charms on any hot mamacitas, but he didn't see any reason that tonight couldn't have a different outcome. Besides, if there was a party around, Flip Ferrari wanted to be there. That was just how Flip Ferrari lived.

Sweet Apple Acres was a little ways southwest of Ponyville, down a little winding back road that ran through the woods and past the schoolhouse, and the Crystal Castle was at the opposite end of town. His sport watch informed him that it was a little after 7; he judged if he maintained a brisk trot he could probably be there in about an hour.

He set off down the road, enjoying the cool breeze and the noises coming out of the forest at twilight. The first stars were beginning to twinkle in the darkening skies above. The air had a pleasant smell, the smell of unspoiled country air, so different from the smells of a metropolis like Manehattan or Canterlot. Fresh air, lavish parties, plenty of hot mamacitas to go around...Flip was beginning to wonder if maybe he shouldn't stick around here for a while.

A strange noise caught his attention and interrupted his reverie.

“Mrrmblgrlflrl...”

He cocked his head to the side. It sounded like a voice.

“Grrlrlrmmarmrlrmrflrlf...”

Not just any voice. The voice of a mamacita. Maybe even a mamacita in distress.

He turned off the road and trotted into the forest. The woods along this road were mostly fruit trees and mostly belonged to the Apple Family, so Flip doubted there would be any serious danger in here. Still though, a mamacita could get lost in these woods after dark if she wasn't careful.

It didn't take him long to find the object of his search. A few yards off the road he saw a shapely unicorn, who apparently had somehow gotten her horn wedged into a crack in the trunk of a tree. Her coat was an attractive light violet color, and her long, flowing purple mane had a brilliant blue streak down the middle of it. Her cutie mark resembled a sparkling gleam surrounded by toothpaste; Flip surmised that she must be a dental hygienist.

“Hey there, little mamacita,” said Flip, tossing his mane as he approached her, though her horn being stuck in the tree forced her head to face downwards so it's not likely that she saw. “You look like you could use some help.”

“Mrmemrmlrlemrfl!” cried the mare. She kept making strange noises and lifting her hooves off the ground like something was grabbing at them. She looked scared and deranged. Flip wondered how long she'd been stuck like this. It had been a little warm today, maybe she was dehydrated.

“Hold still there, little mamacita, let ol' Flip Ferrari take a look at that horn.”

He moved in closer. His closeness seemed to frighten her even more, and she started trotting rapidly in place. Something about this mare looked familiar, but Flip couldn't place where he'd seen her before. He bent forward and examined her horn. It didn't look like it was jammed in there too far and would probably have dislodged easily, except that there was some kind of abnormal growth on the horn that was catching on the wood. The horn looked to be covered in weird, jet-black crystals that clung to it like barnacles. Flip didn't know much about magic and preferred to keep it that way, but he knew a curse when he saw one.

Curses were usually bad trouble, the kind of trouble that Flip Ferrari didn't like to get mixed up in. However, Flip Ferrari could not turn his flank on a hot mamacita in distress, for that was just how Flip Ferrari lived. He studied her horn a moment longer, thinking hard. There had to be something he could do. Then, suddenly, he remembered something.

“Hold on there, mamacita. Flip Ferrari might have a solution to your little predicament here.”

He took off running.

3.

Despite the (surely temporary) shortage of cider, the party was in full swing. Booming, hypnotic dance music pumped from the center of what had formerly been the map chamber and oozed throughout the castle. *His* castle. The castle of Silver Star. His very own castle, which had been so empty and so forlorn and so...*underutilized*...when he found it, was now a living, breathing, vivacious creature; beautiful to look at and even better to be inside (*not at all unlike its former owner*, he thought with wry amusement). Cider was its lifeblood, music was its soul. Everywhere were mares in ornate evening gowns and exotic costumes, and stallions in finely tailored evening wear, feasting and drinking, dancing and convulsing orgasmically as he presided over the revel as Ponyville's very own Trimalchio.

He sat at the head of his table in the Feasting Hall, a great chamber which had originally been...well...Silver wasn't sure. He'd done so many things with this castle since he'd moved in he could barely remember what it had looked like before. Naturally, he remembered that a great deal of space had been used for the storage of rare and (and quite valuable) books, books which, although he liked to keep a small number of them about for appearances, he'd immediately had carted off to a bookseller he knew in Manehattan. The resulting funds had allowed him to open the Enchanted Items store. His store. The store of Silver Star.

Beside him, resplendent in the gown he'd had Rarity design for her (to his own specifications, of course) sat Twilight Sparkle, an actual Princess (*princess!*) of Equestria, who adored him, naturally. He turned and admired her, gracefully perched in her elaborate chair beside him, smiling prettily at her guests. *Their* guests. *His* guests. The guests of Silver Star. She noticed him looking at her and blushed, looking down into her glass of cider and shyly playing with her mane. Once more, saliva began to pool inside his mouth. His very own Princess, his very own castle, his very own town. He'd known from the beginning that he would achieve greatness one day if he kept his nose to the grindstone and his eye on the prize. And here he was, at the top of Equestria, neigh the world. Ponies would be writing books about him one day, he knew.

Suddenly, seized by a sudden inspiration, he rose, raising his glass and tapping a knife against it with the magical aura from his horn.

“Fillies and gentlecolts,” he said, his booming and majestic voice filling the room with his greatness. “If I could have your attention please, I have an announcement I'd like to make.”

* * *

Flip Ferrari galloped into town at a thunderous pace, raising a cloud of dust and scaring the living wits out of a group of young mares, whose shouts of irritation quickly turned to cries of admiration when they beheld the majestic, feather-maned stallion who had just galloped past. Ordinarily, Flip Ferrari would stop and have a nice chat with three fine young mamacitas such as these, but unfortunately this evening he had other business.

The Enchanted Items shop, from what he had heard from other workers at the dinner table, had opened only a few weeks ago, occupying a rather prominent piece of real estate in the center of town. It sold all manner of enchanted and magical items, imported from all across Equestria and even from lands beyond. If there was anywhere in Ponyville that would have a cure for a magical horn curse, or at least some kind of magical tree remover, it would be this place. Flip hoped they were still open at this hour.

He approached the door, and it instantly slid open. Ignoring this ostentatious bit of sorcery, he immediately stomped forward into an enormous shop filled with all manner of goo-gaws and gee-gaws and even a few what-have-yous and thingamabobs.

“Um, hello sir,” a timid voice said from somewhere to his left. He turned to see a yellow pegasus mare with a long, pretty pink mane, approaching him shyly from behind the counter. “Um, welcome to, um, Magical Masterpieces. Would you, um...would you like to try out our new, um...Extreme Gear?”

“Extreme gear?” Flip frowned. He didn't have much time to spare if he wanted to help that mamacita in the forest and still make it back to town for the party, but things with the word “extreme” in the name were usually interesting to Flip Ferrari. The “extreme fajitas” he'd been talked into trying at that little place in Baltimore still brought him pleasant memories to this day. “Well now, little mamacita, what exactly would that be?”

The pegasus, who had not yet managed to make eye contact with him and looked like she would rather be doing just about anything else in Equestria besides having this conversation, started pawing at the ground with a hoof.

“Um, well...” she said, “It's...um...well, it's sort of...a...sort of...sort of a...a hoverboard.”

“A hoverboard?”

“Um, yes.”

“What's a hoverboard, exactly?”

The pegasus looked like she wanted to dig a hole in the floor and crawl inside it.

“It's...um, well, it's a...board. It's a board, that...um...hovers.”

“Hoverboard, eh?” Flip Ferrari rubbed his chin with his hoof, and his eyes moved around the room. Now that she mentioned it, there were signs all over the place advertising something called an “Extreme Gear.” Boxes with the same name and graphic were stacked up all over the place. Behind the counter, a door that was slightly ajar seemed to open into a room full of identical boxes. Whatever a hoverboard was exactly, it was either a hot seller or something they were horribly overstocked on and desperate to move. Flip was no businesspony, but something in his gut told him it was the latter.

“Sorry, little mamacita, but not today. Flip Ferrari had something else in mind.”

“Oh. Um...okay.” The pegasus didn't seem particularly disappointed not to have made the sale, if anything she looked happy that her ordeal was finally over.

“Whoa whoa whoa whoa!” A second voice came from behind the counter. Flip turned to see a sky blue pegasus with a stunning rainbow-colored mane come flying out through the stockroom door. “Hold on just a minute here.”

She flew a short circle around him and stopped in front of him, holding herself in the air by flapping her wings. She looked him up and down, clearly noticing his finely toned muscular physique. Flip saw that she wasn't unpleasant to look at either. Her body was lithe and athletic, clearly strong but in a way

that didn't detract from her femininity. Her mane and tail were unkempt, as if she didn't particularly feel the need to do much more with it in the morning than wash it. Most mares who tried this look couldn't pull it off very well, but this one seemed to have no such trouble.

“How come you don't want to buy an Extreme Gear, huh?” she demanded, looking Flip square in the eye. The look on her face was defiant, like she was daring him to say no to her. He couldn't tell if she wanted to fight him, race him, or throw him into the hay. He wouldn't have complained about any of those choices.

“Um...Rainbow Dash, you really shouldn't be so rude to the customers...” the yellow Pegasus was speaking softly again. The blue one, whose name appeared to be Rainbow Dash, turned to her with an irritated expression.

“Fluttershy, we've been over this a million times!” said Rainbow Dash, a look of sheer exasperation on her face. “You haven't even made one sale yet! You have to start being more assertive!”

She turned her attention back to Flip. “All right, so what's your deal? You don't want to buy an Extreme Gear? Why not?”

“Uh, well, you see, little mamacita” said Flip, “Flip Ferrari don't really need a hoverboard. Flip Ferrari came in here for something else.”

Rainbow Dash narrowed her eyes.

“Oh, so 'Flip Ferrari' doesn't need a hoverboard, huh?” She looked around the room mockingly and shouted: “Hey everypony! Flip Ferrari here says he doesn't *need* a hoverboard!”

Flip Ferrari looked around the room as well. The only other ponies in the room were a couple of mares, who gave each other an uncomfortable look and immediately began to slink towards the door, probably hoping to escape before the salespony could turn her attention to them.

“So,” continued the pegasus, oblivious to the fact that she was now bleeding customers, “You think you're too good for a hoverboard, is that it? You think you don't *need* a hoverboard? I mean, here I am, floating right here, offering you a hoverboard, and you just look me straight in the eye and tell me you don't *need* a hoverboard. Maybe you think you're too good for a hoverboard, is that it?” She floated forward and jabbed a hoof into his chest for emphasis. “Just who do you think you are, anyway?”

“Flip Ferrari is just Flip Ferrari,” said Flip Ferrari calmly, meeting her gaze, “And Flip Ferrari don't need a hoverboard today. Sorry, my spicy little mamacita, but that's just how Flip Ferrari lives.”

She looked like she was about to say something else, then seemed to realize that intimidation wasn't working. Almost instantaneously, she switched gears and became friendly.

“Well,” she said with a big, plastic salespony smile, “Can I ask why not at least? Maybe I can change your mind.”

“Thing is,” said Flip Ferrari, glancing at the huge piles of boxes stacked up around the store, “Flip Ferrari's a horse. Why would a horse need a hoverboard? It's just kind of...stupid...is all.”

Rainbow Dash sort of hovered there for a second, looking like she was trying to think up something, anything, she could say to counter that. Then, suddenly, her salespony's facade broke down.

“Look,” she said pleadingly, “I know they suck, but could you *please* just buy one? Most of our pay is commission, and we’ve got a million of these stupid things.” She kicked at a nearby stack and an Extreme Gear tumbled to the floor. “If we don't meet our quota by this time next week our boss is going to start docking us.”

The look in her eye was heartbreaking and seemed genuine, and Flip was finding it increasingly difficult to think of reasons to keep saying no to her.

“Look,” he said, “Flip Ferrari would love to help you out, but the thing is, Flip Ferrari came in here for something else. He needs something to remove a curse on a unicorn's horn, and probably doesn't have enough bits for both.” That was true enough, at least.

Rainbow Dash's eyes brightened. “I've got just the thing!” she said.

She suddenly darted off to another part of the store. Less than a second later, she was back, holding a tube of some kind of mystery cream.

“This here's a genuine tube of Silver Star™ Brand All-Purpose Horn Cleanser! Works on any curse, any horn, any time! And right now, for tonight only, we're running a special, where you can get *one whole tube* of this amazing cream *free*, with the purchase of one Extreme Gear!”

“Um? Rainbow Dash? I don't think that's an actual special.” Fluttershy was whispering, but Rainbow Dash ignored her.

Flip Ferrari looked at Rainbow's ecstatic expression, then down at the tube in her hoof, then back at Rainbow again.

“Uh, how much is just the tube by itself?”

“Three bits.”

“And how much is the Extreme Gear?”

“Twenty bits.”

Flip continued to stare at her for several seconds. She continued to float there, a big, hopeful smile plastered to her face.

“Flip Ferrari's got fifteen bits.”

“Sold!”

In a blinding blue flash, she took the money from his hoof, flew to the register, and flew back with a bag containing an Extreme Gear and the tube of All Purpose Horn Cleanser.

“Thank you for shopping at Magical Masterpieces, you have a nice evening sir!”

Flip wordlessly slung the bag around his neck and headed for the exit. As the door opened, he could hear the two pegasi behind him talking to each other.

“You see that, Fluttershy? *That's* how you sell hoverboards!”

“Um, you didn't really do anything. I think he just felt sorry for us.”

The magic door closed shut behind him.

* * *

By the time Flip arrived back at the forest, it was almost nine o'clock and the twilight was long gone. The moon had risen, and the sky was carpeted with stars. Crickets chirped noisily in the trees, but it was a pleasant sound. It would have been a wonderful, perfect night, had it not been for that ungodly shrieking sound that came from the trees.

Judging that there was only one place it could have come from, Flip broke into a gallop and headed towards the place where he had left the unicorn. He found her standing just where he had left her, her horn still stuck deep into the wood of the tree. There was no pony else around, and she seemed perfectly fine, but she was shrieking and thrashing and stamping her hooves in a way that made him worry she might break her neck if she kept it up.

“Hold on, little mamacita, Flip Ferrari's comin'!”

Flip charged into the clearing, reached into the bag with his snout and whipped out the tube of cream. He threw it gracefully into the air and removed the cap in one fluid motion, then caught it in his mouth as it fell back down. Cautiously lest she accidentally kick him, he approached the flailing unicorn and squeezed out an ample amount of cream onto the black crystals clinging to her horn.

There was an odd sizzling sound, and the black crystals seemed to dissolve into liquid and melt off. The whole process seemed to take about 60 seconds, and as it transpired the unicorn's horrendous caterwauling began more and more to resemble the speech of a sentient pony. As the last bit of black ooze ran off the horn and splashed onto the ground, withering the grass it touched, the still-struggling unicorn suddenly pulled her horn free with a violent jerk. As if stunned at being so suddenly released, she took several awkward steps backward and fell onto her haunches.

She stared up at the night sky, gazing in astonishment at the moon and the stars, as if she had never seen them before. Then, suddenly, she turned to Flip and gasped.

“You!”

Flip sat calmly down on his haunches next to her, waiting until she collected her thoughts.

“You...” she continued. “You...I saw you...last night. I ran into you...I called out, but you didn't hear me...” Tears were welling up in her eyes. “I was lost—in the trees, I was lost...the shadows...and then...and then...”

She burst out crying. Flip Ferrari put a comforting foreleg around her shoulder.

“There, there, little mamacita,” he said in the most soothing voice he could muster. “Everything's gonna be all right. Flip Ferrari's here now.”

* * *

“Remember anything yet?”

The walk back to Sweet Apple Acres was cool and pleasant. The orchards on either side of them, which only a short time ago had seemed such a dark and terrifying place to her, now seemed like a lovely backdrop for a lovely evening, the sweet fragrance of the fruit trees mixing in with the beautiful scent of a summer night. She inhaled deeply and sighed, enjoying just the simple state of being free, finally able to think once more. Her long ordeal in the shadow world, which had seemed like an eternity while she was there, was already fading away like a forgotten nightmare.

She shook her head.

“No, not much. Bits and pieces I guess. I feel like it will come back to me if I just give it enough time.”

“Remember your name at least?”

She gazed up at the night sky, trying to recall.

“Starlight,” she said finally. “Starlight Glimmer.”

“A lovely name for a lovely mamacita,” said Flip, tossing his feathered mane with a practiced motion that made it catch the moonlight perfectly.

She smiled pleasantly, but saw through the line immediately and chose not to respond. Flip seemed to take the hint and the two of them continued walking in silence.

They passed under the large gateway with the wooden apple sign swinging gently in the breeze. The farm, which had been so crowded and hectic during the day, was now a quiet and peaceful place at night. They continued walking up the long dirt road towards the barn.

“Flip Ferrari's got a stall in here you can use tonight. You could probably use some rest.”

“Oh, um, thanks.” They stopped outside the entrance to the barn, neither one of them saying anything. Starlight put a hoof behind her head and awkwardly scratched her neck. “Well, I'll just be getting to sleep then.”

“Alright.” Flip Ferrari tossed his mane one more time, but she didn't respond. He gave her a few more seconds just to be sure. “Well, if you're all settled here, Flip Ferrari's...got someplace he kinda needs to be.”

“Oh. Oh, sure, go right ahead.” Starlight said, grinning. “I'm pretty exhausted. I'll just get some sleep then. You're sure it's alright for me to stay here?”

“Should be. Applejack said it was my stall to use.”

“Well...okay then.” She trotted off into the darkness of the barn, where a handful of other worker ponies were snoring softly.

Flip watched her go, feeling a slight twinge of regret as her rather shapely flanks receded into the darkness. Then he shrugged, and turned back to the road.

Not quite ten o'clock. The party would be going for hours. There was still plenty of time, and plenty of mamacitas.

* * *

By the time Flip Ferrari arrived at the crystal castle, the hilarity had increased to the level of outright debauchery. The spell that kept the music from bleeding outside the castle walls appeared to be disintegrating, as if nopony found it worthwhile to keep maintaining it anymore. An elderly mare in the window of a cottage nearby was shaking her hoof at the castle and howling some rather choice nastiness at the hooligans inside, but nopony seemed even the least bit interested, or even to notice.

Paying the angry old mare only slight attention himself, Flip trotted up the road to the castle. The party was beginning to spill outside, and there was now dancing and cavorting on the lawn out front. A stallion in a tailored business suit who seemed to have removed his tie at some point was doing an odd two-legged dance as a circle of ponies around him clapped and cheered. Nearby, a clearly inebriated mare with a crimson coat and bright, smiling flowers for a cutie mark, was drinking mug after mug of cider while a crowd of young stallions cheered her on. All the while, the continuous *wub wub wub* of the music inside beat a steady, constant pulse that seemed to drive the ponies deeper and deeper into their frenzy.

The doors of the castle had been flung wide open, so Flip was able to walk right inside without even being challenged by the door guard, a small dragon dressed in a tuxedo seated in the corner nearby, who seemed thoroughly annoyed by what he was seeing and yet made no effort to intervene.

“Things are looking a little crazy here tonight,” he said to the guard. The little dragon looked up in surprise, as if he hadn't thought anypony even knew he was there.

“Yeah, I guess so,” the dragon said. He sounded pretty dejected. “Seems like every night more and more ponies show up, and it just gets more out of control. Oh, well. That's how Silver wants it, I guess.”

“Silver?”

“Yeah, Silver Star.”

There was that name again.

“Is this his castle?”

“No!” The dragon looked angry for a second. “This is Princess Twilight's castle! At least...I don't know...it used to be. Maybe it's not anymore...” His eyes got that weird foggy look Flip had seen

before. A second later he shook his head and slumped back down, looking listless and dejected again.

Flip Ferrari frowned. There was something wrong with all of this. He couldn't quite put his hoof on it, but he got the sense that not everything in Ponyville was as it seemed. Flip Ferrari was rather a simple pony, and palace intrigue usually gave him a headache. It was one of any number of reasons why he usually tried to stay away from palaces. Still, he was beginning to wonder if maybe he oughtn't to meet this Silver Star and see what all the fuss was about.

Flip wandered about the castle, working his way through swirls and eddies of ponies he didn't know, many of whom looked more like Manehattan socialites than the sort of pony you normally found in a town like this. He suspected that was actually the case, as he caught glimpses here and there of faces he thought he recognized from billboards and magazines he'd seen in his travels.

He made an attempt to locate Silver Star, but none of the ponies to whom he spoke had any knowledge of his whereabouts, though most expressed an almost supernatural awe of him. It seemed that whoever he was, he was quickly gaining a reputation. A waitress floated past with a tray of cider, and he helped himself to a mug. Careful to avoid the mistakes of the previous night, he nursed it slowly as he walked.

On a whim, he decided to try an inconspicuous looking door down a side hallway in a wing of the castle where the crowd seemed a little thinner. Inside, he found a cozy little room lined with wooden bookshelves and comfy looking sofas. The décor was starkly different from the rest of the castle, with its elaborate tapestries and ornate magic statues and cold crystal walls. This room felt like somepony actually lived here.

An actual somepony did turn out to be inside, for as Flip closed the door behind him, he heard a soft rustling of fabric and turned to see a unicorn reclining on one of the sofas, staring up at him as if he'd just walked into her bedroom.

“Oh, uh, Flip Ferrari apologizes,” he said. “He didn't realize that anypony else was in here.”

The mare seemed to recover from her surprise, and then shook her head, smiling.

“No, it's alright. You can stay. It's just that no pony ever comes in here. You surprised me, that's all.”

She was quite beautiful. Her coat was a soft, candy shade of violet, her mane and tail a dark purple with a bright pink streak running down one side. It was presently drawn up in an elaborate style pinned with jewels and ribbons, that went well with the ornate gown she had on, but she looked like she'd be far more comfortable in something more understated. She had the appearance of somepony who had come here to be alone.

“Flip Ferrari didn't mean to intrude,” he said, turning to go.

“No, it's fine, don't be silly,” said the unicorn. “I just came in here to relax for a few minutes.”

He turned back, noticing the set of elaborate glass horseshoes on the floor next to the sofa, as well as her bare hooves. Whoever she was, she looked like she had money.

“Looks like it's getting pretty crazy out there,” said Flip.

“Oh, yeah! There's ponies from all over Equestria here tonight!” said the unicorn, grinning pleasantly. A little too pleasantly, Flip thought. “They're...just...all over the place! And that's...fine...just...fine...” For an instant he thought he noticed a tiny twitch in her eye that looked oddly familiar.

“You look a little stressed out, if you don't mind Flip Ferrari saying so,” observed Flip. “What's the matter, don't like parties?”

“What? Oh, no, we love parties!”

“We?”

The unicorn seemed a bit surprised by the question. Her eyes glazed over for a split second as she appeared to be thinking about something, and then she shook her head like she was trying to clear cobwebs out of it.

“That's right, Silver likes parties! I, mean, I like parties! I mean, we both like parties! The two of us, Silver Star and I, both like parties! I mean, I *am* the Princess of Friendship, and like Silver always says, what better way to be the Princess of Friendship than to open up our home to lots and lots and *lots* of new friends!” Her eye was twitching profusely now, and despite her wide, friendly grin, she looked like she was about to start hyperventilating. Flip quickly tried to change the subject.

“Princess of Friendship? So that would make you...”

“What? Oh, yes, I'm sorry, I didn't introduce myself. My name is Princess Twilight Sparkle!”

She extended a hoof to Flip, which he wasn't quite sure if he was supposed to shake or kiss. Princess Twilight noticed his moment of awkward hesitation, and drew the hoof back shyly.

“Sorry,” said Flip, scratching the back of his head and grinning sheepishly. “Flip Ferrari doesn't spend much time around royalty.”

“Oh, that's...okay,” said the princess, looking somewhat embarrassed herself. “I'm pretty new to the whole 'princess' thing anyway. You can just call me Twilight if you want to.”

“You sure you don't mind?”

“No,” she looked down at her discarded horseshoes, lying on the soft carpet, and her eyes clouded over again for a brief second. She shook her head violently, and a bit of her mane came undone. “I think I'd actually prefer it if you did.”

Before Flip could reply, the door swung suddenly inward with a loud crash. Flip wheeled around in surprise. Standing in the doorway was a tall, well-proportioned, almost impossibly handsome unicorn stallion. His coat was a fine sheen of silver that glittered impressively in the light, his mane was a fiery yellow-orange neatly coiffured into a five-pointed star. His suit, which looked custom-tailored, fit his form so perfectly you almost believed it was part of his natural coloring, and a tie the exact hue of his eyes completed the ensemble. Flip was instantly impressed.

“Silver!” The speed with which Twilight leapt off the couch and back into her glass horseshoes practically defied the laws of physics. She tiptoed across the carpet so quickly her legs were almost a

blur, and stood beside this Cadillac of unicorns, nuzzling her head lovingly into his neck.

He gave her a brief nod as she stared up at him with the adoration of a lovesick puppy.

“Twilight, what are you doing in here?” he demanded. “The guests are wondering where you've been. I've got one of the most important bankers in Manehattan wrapped around my finger, I really think I can get him to invest in my Extreme Gear! But he wants to meet the Princess of Friendship first. I need you out here *now*. Five minutes ago, even.”

An expression of utter dismay crossed Twilight's face.

“Oh nooooo, jeez I'm so sorry Silver!” she cried. “I just wanted to...um...step away for a few minutes I guess...”

She looked helplessly around the room, and her gaze focused on Flip Ferrari suddenly. She made a confused expression, as though she'd forgotten who he was for a moment. Gears slowly cranked inside her brain, until eventually something clicked and her face lit up.

“Oooh! I remember what I was going to tell you!” Silver looked down at her in irritation. He was already turning towards the door. “I want you to meet my new friend. This is...uh...um...uh...I'm sorry, what did you say your name was again?”

“Flip Ferrari.”

Ordinarily, Flip would be curious as to why Twilight's IQ seemed to cut itself in half the instant this pony had walked in the room, but he was actually a little mesmerized himself. This unicorn had a sort of magnetism about him, as if there were some invisible force surrounding him that just pulled ponies into his orbit. You couldn't help but be amazed by him; there was just an aura surrounding him that seemed to exude power and wealth and mystery. Even Twilight, an actual Princess who was probably used to hobnobbing with all sorts of fancy royal types, turned into a tongue-tied foal when in his presence.

The unicorn turned his attention to Flip, suddenly interested. Flip unconsciously stood up as tall as he could, puffed out his chest, and tried to tilt his head so the light would catch his mane and coat in a pleasing manner. He had the sudden notion that he was being sized up, and, though he'd gone through such examinations before, he found that it caused him great anxiety to think that this unicorn might judge him and find him wanting.

“Flip Ferrari, huh?” The unicorn smiled. It was a reassuring smile, a confident smile, the sort of smile that made one feel honored to have received it. And yet, there was something lurking behind it, something like mockery or contempt. Flip shook his head slightly; it was suddenly hard to think clearly. “Well, it's a pleasure to have you at my party. Our party, I mean. My name is Silver Star.”

So this was the famous Silver Star. Whatever his expectations might have been, Flip found that reality had managed to exceed them.

“Pleasure to meet you,” he stammered. He wasn't normally this lost for words. “You have...a pretty nice castle here. Flip Ferrari approves.”

Silver Star threw back his head and laughed, though whether it was a laugh of merriment or contempt Flip wasn't sure.

“Yes, yes I suppose I do. We do.” Silver looked down at Twilight, who was nuzzling his neck adoringly. “At any rate, my dear, I believe we should be getting back. It was nice meeting you, Mr. Ferrari, and do feel free to stay as long as you like. My home is your home. Our home.”

The door slammed abruptly, and Flip was left standing alone in the empty reading room.

4.

Flip awoke to the early morning sunlight shining almost blindingly through the distorted crystal panes of the window. Yawning lazily for a moment, he suddenly remembered where he was and where his obligations lay. He shot bolt upright in bed, the silken covers falling off of him.

He looked at his watch. It was just past sunrise; he'd only have about half an hour to make it to Applejack's farm before they'd miss him. He hadn't meant to sleep over at the castle, but the mare from the woods was occupying his stall at the barn, and Silver had repeatedly insisted that guest rooms were available for anypony who needed them.

"Uh, sorry little mamacita, but Flip Ferrari's gotta hit the road," he said to the sleeping form next to him. The green and magenta Earth mare in the bed grunted noncommittally and rolled over, pulling the covers up over her head to block out the light.

The little dragon in the vestibule, still clad in his rumpled tuxedo and rubbing sleep out of his eyes, held the front door open, and Flip took off at a hard gallop. The sun had just barely popped up over the eastern horizon, and the sky was still purple with the last vestiges of night. Ponyville was just beginning to rouse itself from slumber as he galloped through its streets and alleys.

He made it to the farm with time to spare. A few hands were making their way out to the fields to begin their morning work, but it would still be another hour or so before the place was in full swing. Flip slowed his pace to a trot, hoping to make a stop at the barn before he was snagged by one of the overseers and given an assignment.

When he arrived at the barn entrance, he immediately sensed that something was wrong. There was some kind of commotion; hooves scuffling and angry voices were coming from within. Flip quickened his pace and darted to the end of the barn where the sleeping stalls were located.

"Don't you lie!" he recognized the angry voice as belonging to Applejack. "I want to know what you're doin' here and who let you in!"

"I-I told you, my friend said I could stay here!" the frightened voice belonged to the mare from the woods. "I don't want to cause you any trouble!"

Flip Ferrari darted quickly to where Applejack and a ring of farmhands had cornered Starlight Glimmer against the back wall of the barn. At the sound of his hooves against the ground they all turned. Flip leapt over one of the farmhands and slid to a halt just in front of Starlight.

"What's going on here?" he demanded.

Applejack stepped forward, an angry expression on her face.

"That's what I want to know!" she said. "Did you let this pony sleep in your stall last night?"

Flip nodded.

"Did I ever say you could bring visitors into my barn?"

Flip shrugged.

“You never told Flip Ferrari he couldn't,” he said. Applejack's eyes narrowed, and Flip continued quickly. “Look, Flip Ferrari didn't mean no harm. It's not even what you think, Flip Ferrari didn't sleep here last night.”

“I done figured that much out when I saw you weren't here,” said Applejack coldly. “Where were you, anyway? You're late for work.”

He wasn't late, but he decided to let it slide for now.

“Party. At the crystal castle.”

Applejack guffawed. She cast another look at Starlight Glimmer, who was still pressed against the barn wall, small and frightened looking. “Heh. Well, you sure do seem to get around.”

Flip stiffened.

“Flip Ferrari don't really think that's any of your business.”

Applejack snorted.

“No, I suppose it ain't.” She spat. “But what *is* my business is *you* bringin' the likes of *her* into *my* barn.” She glared at Starlight, who pressed up even further against the barn wall.

“You two got history or something?” Flip's voice maintained the same cool, steady tone, even though his body was tensing up.

Applejack spat angrily.

“You bet we got history! You ain't from around here, so maybe you don't know. That there's Starlight Glimmer! She...she's a murderer, and she...she...”

Applejack's eyes clouded up as she stared off into space for a moment, trying to recall exactly what it was that Starlight had done exactly. A few seconds later she shook her head violently, and her eyes returned to normal.

“Well, it don't matter what she done. She's a bad pony.”

“Yeah!” chimed in one of the farmhands.

“Terrible pony!” said another.

“The worst!”

“Worst pony!”

Flip sized up the ponies ringed around them without moving a muscle. He could probably handle most of them if he had to, but probably not all at once, especially if Applejack's hips were as strong as they

looked. The situation could potentially get ugly.

Applejack, meanwhile, was staring at Starlight with icy hatred.

“I thought Silver done got rid of you,” she said. “I don't know why you came back, but you don't have no place here no more.”

A couple of farmhands shouted their assent. Applejack's angry eyes turned to Flip.

“And you?” she said, “I don't think I want nopony hangin' around here who'd associate with the likes of *her*.” She spat the last words at Glimmer, who flinched and continued to shrink down against the wall. “Far as I'm concerned y'all can both get the hay on out of here, and don't ever come back. We can finish the apple harvest without your help.” She turned and began stomping off toward the barn entrance, as if that settled the matter.

Flip didn't move.

“You still owe Flip Ferrari for yesterday.”

She wheeled around.

“What?”

“Flip Ferrari said you still owe him for yesterday. Four bits an hour. He worked seven hours for you yesterday, so you owe him 28 bits.”

Applejack looked like she was about to get angry again, but instead she narrowed her eyes and wordlessly stomped over to her makeshift desk. She came back a few seconds later holding a small pouch in her mouth.

“Here,” she said through clenched teeth, and flung the pouch through the air. Flip caught it in his mouth and wordlessly took it back to what had briefly been his stall. He slipped it into his saddlebag and put the saddlebag on his back.

With Starlight Glimmer following close on his fetlocks, he walked calmly past the semicircle of seething farm ponies and out into the morning sunlight.

* * *

“Sir, the Mayor would like to speak with you.”

Silver Star looked up from his desk in irritation. The room that served as the epicenter of his parties at night doubled as an office during the day. The ornate crystal table that was usually converted into a stage was once more able to be used for its intended purpose. After quite a bit of fiddling he'd finally managed to turn off that blasted map hologram, although it still occasionally made an obnoxious pulsing sound that his magic wasn't able to completely suppress. Still, it made an effective enough desk, and he enjoyed receiving guests in this chamber, sitting in Twilight's high-backed chair like a king hearing petitions.

“The Mayor? What in Equestria does she want?”

Aquilla glanced down at the clipboard in her hand.

“Sounds like she's got some concerns about the tent village that's sprouted up along the riverbanks for all the new arrivals in Ponyville.”

“So?” snapped Silver. “How is any of that my concern?”

“She says they're only here because of the parties you keep throwing; she thinks you should share in the cost of cleaning up after them.” She scanned the clipboard again. “Apparently there's an issue with river pollution of a...particular nature. She wants you to help organize and finance a cleaning crew.”

Silver sighed and rubbed his hoof through his mane, which instantly fell back into place.

“Filthy swine,” he muttered. “Why are they all in tents? Are there no inns in this town?”

“All booked to capacity, sir.”

He leaned back in his chair, thinking. The chair tilted dangerously and for a moment Aquilla thought it was going to fall, but Silver managed to sit so that it balanced perfectly on its two rear legs.

“Look, can you just tell her to come back later? I've got considerably more important...”

“I've been turning her away for three days now. She's threatening to revoke your noise permit. The zoning of your store is also a bit of a grey area right now. She's just a small town bureaucrat but she can still cause some trouble if she has a mind to. I'd recommend throwing her a bone.”

Silver sighed again and let his chair fall forward so that all four legs were back on the ground.

“Fine, send her in.”

Aquilla bowed deferentially and left the room. A moment later the door swung open again, and a somewhat angry-looking Mayor Mare trotted swiftly inside.

“Mayor Mare!” cried Silver pleasantly, although not getting up. “How pleasant to see you again! To what do we owe this pleasure?”

The Mayor made an irritated grunt as she cast a glance around the room. The remnants of the night's debauchery were cleaned up each morning by Silver's personal servants (which consisted mostly of clones of himself and Spike), but the room had undergone radical changes since the last the Mayor had been in here. Long blue tapestries adorned with Silver's cutie mark (also the logo of his personal corporation) were hung at regular intervals around the circular wall, and all but one of the high-backed chairs had been hauled off to the basement for storage.

“You know perfectly well why I'm here!” she snapped.

Silver feigned an expression of confusion.

"I'm afraid that I have no idea," he said.

"That's funny. I've left multiple messages with that griffon secretary of yours. Has she not been giving them to you?"

Silver shook his head and clucked his tongue in an exaggerated gesture.

"That Aquilla," he said. "She is *such* a scatterbrain, I'm afraid she hasn't been with me very long. You have my deepest apologies. I *do* hope you weren't waiting long."

The Mayor still looked angry, but her eyes were beginning to cloud over, as if she was having difficulty remembering what it was she had been angry about. Something about being in Silver's presence tended to have that effect on ponies.

"I...uh..." she trailed off. Silver smiled condescendingly.

"In any event," he interrupted, before she had a chance to collect her thoughts, "She's brought me up to speed. The issue you're having is one of accommodation, yes? All these new arrivals have nowhere to stay?"

"...er...well, yes..."

Silver smiled his most winning smile, and pressed his hooves together in a conciliatory gesture.

"Good! Then that's easily solved. Twilight and I have been most accommodating to those guests who wish to stay the night here, of course, but I suppose we only have so many rooms that can be spared. We've been so busy recently that we hadn't realized just how many new ponies had arrived in town."

"...oh, well, that's certainly understandable..."

He leaned forward, falling seamlessly into a friendly yet aggressive pose that he used when he wanted to play the salespony.

"So," he said, "I'll tell you what I'll do. That block of cottages near the southeast corner of Ponyville, near the Carousel Boutique, are they still sitting vacant?"

"...uh...yes, I believe they are."

"Excellent. Then here is what I propose: you obtain the cottages from whoever owns them and sell them to me at a *slight* discount. The site would make a perfect location for one of my Star Resort hotels. That should solve our little accommodation problem I think, don't you?"

The Mayor stared dumbly at him, her eyes fogging over as the cogs and wheels inside her head struggled to turn.

"I...uh...well..." she shook her head and tried to straighten her thoughts. "How much of a 'slight' discount were you thinking, exactly?"

Silver clapped his hooves together and whistled, and a four-legged raven appeared in a burst of blue

flame, clutching a piece of parchment in one of its claws. It laid the parchment out on the table in front of the mayor, along with a small well of ink for her to dip her hoof into.

“Oh, the price is below market rate to be sure,” said Silver pleasantly, “I have to turn some sort of a profit here, don't I? However, it will most certainly solve your current accommodation crisis, and I suspect the sudden influx of bits into your town's economy that a resort hotel is sure to bring won't bother you at all. Now, if you'll just make your mark on the document here, I can get started with the demolition this very afternoon.”

The Mayor's eyes clouded over once more, and she looked as if she was having a great deal of difficulty processing information. Yet something about the deal was still clearly ringing alarm bells in the back of her mind, as her hoof hesitated above the inkwell.

“...er, this sounds like an interesting idea, but if you don't mind, I'd really like to look over this contract before signing it.”

Silver shrugged helplessly, pretending to be hurt that the Mayor would think even for a second that his intentions could be anything but pure.

“Well, you certainly have that right, and I certainly wouldn't want to put any undue pressure on you,” he said, “But from what I gather, time is of the essence on this issue. After all, aren't those poor ponies stuck camping out along the river, with no place else to stay in town?”

“...er, well...yes, I suppose that is true...”

“Then if we're going to build them a hotel, shouldn't we get started right away? I'd assumed you would want me to make this project a priority. After all, the sooner we get the hotel constructed, the sooner we can get those poor ponies away from the river, eh?”

The Mayor's dull expression widened into a smile of comprehension.

“Why, yes, I suppose that makes sense.”

She dipped her hoof into the ink and stamped it against the parchment, and Silver's eyes lit up. He stood up, and began walking the Mayor towards the door.

“Excellent!” he said, beaming. “I'll have my crews get started right away. I trust you can handle the remaining legal red tape on your own?”

“Y-yes, of course,” she stammered, her eyes still cloudy.

“Wonderful!” said Silver, pushing her amicably out the door. “Then if you'll excuse me, I have a great deal of preparations to make. Spike will show you out. Spike!”

The dragon appeared, looking sulky as usual, and led the mayor away down the hall. The door to the chamber slammed shut with a resounding boom. Aquilla fell into step beside Silver as he headed back towards his chair.

“I trust you'd like me to move on this right away?” she asked. Silver nodded in affirmation. “Should I

assume we'll be using...non-union labor for this?"

"Yes, of course, Aquilla. I trust you to handle the details." he waved his hoof dismissively, his mind already moving on to more important matters. "Oh, and one more thing: send somepony down to see about those tents at the river. We seem to have reached the stage where our parties are starting to attract the wrong class; anypony without bits to spend I want cleared out of this town by nightfall."

"Of course." Aquilla bowed deferentially and left the room.

* * *

"What was all that about?"

Once they were safely off of Apple family land, Flip and Starlight stopped to catch their breath. They'd galloped most of the way down the road and now found themselves in a deserted schoolyard. The tall red building was strangely empty considering it should have been right about the time of day that the foals would be heading off to school.

"I-I don't know," she said. "They just got angry at me. I...there's still a lot I can't remember." Starlight looked nervous, and wouldn't look him in the eye. Applejack had called this pony a murderer. Flip examined her face. She definitely looked like she was hiding something, but he decided to leave it alone for the moment.

"Well, in any case," he said, "Flip Ferrari's out of a job now."

Starlight stared at the ground. "I'm sorry," she said.

"Not your fault," Flip Ferrari shrugged. "Flip Ferrari decided he didn't want to work there anymore, that's all." He adjusted his saddlebag and looked around. "Shouldn't the foals be in school right now?"

Starlight looked up, apparently grateful for the change of subject. She surveyed the empty schoolyard. There was nopony to be seen anywhere on the grounds, and the schoolhouse was dark as well.

"That is kind of strange," she said. She stepped up and peered into a window. The building was dark, and looked like nopony had been inside for days. "Is it normally like this?"

Flip shrugged. "You're asking Flip Ferrari? He's only been in town for two days."

Starlight was looking at the ground again, a guilty expression on her face. He examined her cutie mark. It had looked like a sparkle surrounded by toothpaste to him at first, but now that he looked closer he saw that the sparkle looked more like a star. The toothpaste still looked like toothpaste, but he supposed it could be something else. Waves of heat or power, perhaps.

Considering how strange his own mark was, Flip really didn't pay that much attention to the marks of others. If he noticed a mare's flanks it usually had nothing to do with her cutie mark, and he usually didn't pay much attention to a stallion's flanks at all, for that was not how Flip Ferrari lived. However, he had enough common education to know that vague marks resembling stars and moons and things like that usually had something to do with magic, and magic was something he preferred not to get involved with.

This mamacita could turn out be more trouble than she was worth, but trouble or no Flip could not turn his flank on a mamacita in distress. It was just how Flip Ferrari lived.

“There's something strange going on in this town,” he commented abruptly. Starlight looked up again.

“What do you mean?” she asked. “Because the school is closed?”

Flip thought back to Applejack's farm. There had been a young filly there, struggling with an apple cart. He wondered if she went to this school, and why she wasn't there now. He wondered why such a small farm would hire so many workers. He'd done a little bit of farm work here and there, and while he was definitely no expert, he knew that at the rate they seemed to be going they would soon work the land beyond its capacity to replenish itself. Flip Ferrari wasn't big on mysteries, but once a burning question took root in his mind it would tug away at it until he knew the answer.

“It's the whole town,” he said finally. “It's all that stuff back at the farm. It's that big crystal castle, and the parties, and that store I bought the horn crème at.”

“Horn crème?” Starlight looked cross eyed at her own horn, and seemed to realize what he was referring to. “Oh, that's right. I never thanked you for that.” She looked back at him and smiled. “Thank you.”

Flip nodded. “No problemo, little mamacita. That's just how Flip Ferrari lives.”

He studied her face again. He'd found her delirious and disoriented, her horn stuck inside a tree. She'd been under a curse, no less. It wasn't just the town and the castle and the farm, he decided. There was something about this unicorn, too. He didn't say any more, however. The two of them stared at each other in awkward silence for a bit.

“Well,” said Starlight uncomfortably, rubbing the back of her mane with a hoof. “I guess I should be getting back to...” she stopped suddenly. “I guess I have nowhere to go,” she said, laughing nervously.

“That makes two of us.” Flip Ferrari took one last look inside the empty schoolhouse, adjusted his saddlebag, and started back toward the road. Starlight trotted quickly after him.

“Where are you going?” she asked, maybe a little too quickly. Flip turned, and she blushed a little.

“Flip Ferrari's out of work, so he thought he'd try his luck back at the Crystal Castle. That Silver Star fella looks like he's got jobs to spare.”

Starlight Glimmer stopped dead in her tracks. Flip turned and paused, curious about her reaction.

“What's the matter? Don't like him or something?”

“It's not that, it's just...” Her eyes had that glazed-over look that Flip had come to recognize. “I'm just not sure I'd be comfortable there, that's all.”

“You got somewhere you can go? Flip Ferrari wouldn't want you to go gettin' yourself lost in the woods again.”

Starlight smiled reassuringly. “Oh, don't worry about me, I'll find someplace.”

“You stayin' in Ponyville?”

She looked nervous again for a moment, but she nodded.

“I've got a friend in town, I can probably stay with her.”

“Alright, then.”

Flip began trotting briskly down the road towards the town. Starlight turned, sparing one last glance at the empty schoolhouse, and the apple orchards in the distance. Then she trotted quickly after him.

5.

A small crowd of ponies had formed around the small wooden scaffold. The town square was a lot busier than it used to be, with far more shops and attractions competing for the attention of passersby. Still, even with the extra competition, Trixie's act could still draw a crowd.

The light blue unicorn stood at the center of the stage, staring out with smug satisfaction at the crowd of ponies spread out before her, letting their suspense build before revealing the payoff of the trick.

“And...behold!” she cried. Her horn flashed, and there was a sudden puff of multicolored smoke. The crowd oohed. Then the smoke cleared, and standing in the place of the young colt was...a saguaro cactus. Inwardly, Trixie cringed. A cactus? She'd been trying to do a palm tree. Why had her magic been acting so strange lately?

However, thankfully, the crowd didn't seem to notice. They erupted into applause, and Trixie graciously took bow after bow.

“But...where did my son go?”

The Pegasus mare, mother of the young colt who had volunteered, was hovering nervously above the crowd, looking around.

“Why madam,” proclaimed Trixie, “The Great and Powerful Trixie has no idea what you mean!”

“What?!?” cried the mare angrily, “You said this trick was safe--”

“...for, clearly she can see that your son is standing right there beneath you!” She made a grandiose gesture with her hoof, and the crowd turned to see the young colt, waving shyly at them from directly beneath his mother.

The crowd laughed and applauded. The mother joined in, although she looked relieved that the trick was finally over, and ushered her son away at the first possible convenience.

“And now, for her next amazement, The Great and Powerful Trixie will attempt to...to...”

The impact of her announcement was lost as something suddenly diverted the crowd's attention. Trixie couldn't see what was happening, but several ponies had turned away from the stage, and were shouting angrily at somepony on the sidelines. As more and more ponies turned to see what the commotion was, they became consumed with the same amount of rage, shouting and forming a ring around a pony she couldn't see.

“If...if you'll all turn your attention back to the stage, the Great and Powerful Trixie will--”

A gap formed in the crowd for a split second, and she suddenly saw who the pony they had surrounded was. She recognized her instantly.

“Starlight?!?” she cried. Everypony turned back to the stage, and for a moment it looked as if they were about to turn on her as well. With a flash, she teleported to where the light pink unicorn stood backed against the wall, the crowd advancing on her. Angry faces stared back, snarling insults and

accusations, as Trixie stepped quickly between them and the newcomer.

“Uh...the Great and Powerful Trixie will return after a short break.”

There was another puff of colorful smoke, and when it cleared, both unicorns were gone. The ponies milled about angrily, searching for their quarry and the street magician who had absconded with her, but neither was anywhere to be found. A second later, Trixie quietly appeared in front of the stage just long enough to grab the handle of a wooden box full of bits, and then vanished again.

* * *

On a low hill just outside the outskirts of Ponyville, next to a garishly painted wooden wagon, Trixie Lulamoon and Starlight glimmer stood catching their breath.

“Th-thank you,” said Starlight, panting heavily. “I don't know what happened back there.”

Trixie rounded on her in fury.

“What are you doing here?!?” she demanded, shouting. “Why did you come back?!?”

Starlight took several steps backward in surprise. Her memory of the recent past was still a little fuzzy, but this wasn't the reaction she'd been expecting from her friend.

“I...” She tried to think of an explanation, but she had no idea what it was she was supposed to explain. Suddenly, something inside her burst and she exploded. “Just what is going on around here anyway?” She shouted. “Why does everypony I meet suddenly hate me?!?”

Tears were welling up in her eyes and she didn't know why. She could remember some things, but not others. She remembered she'd done terrible, awful things, but that had been a long time ago. She'd been forgiven, and she'd made friends, but then...

“Why?!?” Trixie was shouting back at her. “What are you talking about?!? Why *wouldn't* everypony hate you?!? It's because...” She trailed off, suddenly looking confused. “Because...you...you're a murderer,” she eventually stammered out.

“I'm a murderer?” demanded Starlight. “Who did I kill then? When did I do it?”

She stomped angrily forward, pressing Trixie back against her wagon. Trixie's eyes had clouded over and her brow was wrinkled in frustration, as if she were trying to remember something and her mind wasn't functioning properly.

“I...I...I don't...Silver said...”

Silver. There was that name again. Starlight glared at her friend, who was staring off into space with a confused expression.

“Silver? You mean Silver Star?”

The name seemed to jog something in Trixie's memory. Something clicked almost visibly in her brain,

and her eyes snapped back into focus.

“Yeah, Silver...he...you attacked him. He called you a murderer, and you attacked him.”

“I attacked him?” Now it was Starlight's turn to look confused. Her mind became foggy whenever she tried to remember anything that had happened before Flip Ferrari had pulled her out of her slumber in the woods. She faintly remembered a dark place filled with shadows, a fearful place, and before that...

It all came back to her suddenly, in a flood. She had gone to a party, at Applejack's. All of her friends were there. And Applejack was there, too. A strange pony had arrived, a unicorn like her; his name had been Silver Star. She'd heard others talking about him, how he had opened up a shop in town. Twilight had been friends with him, she recalled.

He'd been angry with her. She'd never met this pony before, but he'd angrily approached her, and started a fight with her. He'd dredged up awful things from her past, things she'd been trying to forget: how she'd enslaved a town of ponies and stolen their cutie marks, how she'd used magic to interfere with time and tried to prevent Twilight from meeting her friends. He'd called her a murderer, but she wasn't sure what he had meant. And after that he'd...

Her mind hit the wall so violently it was almost physically painful. She couldn't remember anything after the argument they'd had, but the next thing she'd known, she had awakened in that strange dream world, where she'd wandered until Flip had found her.

“Trixie,” she said, “Please, you have to believe me. I don't know what happened, but that unicorn did something. Something that's affecting all of us.”

Trixie narrowed her eyes and snorted. “Hrmmph. You'd like me to believe that, wouldn't you, you...you...you big murderer!”

Tears welled up in Starlight's eyes again. “Trixie, please. We were friends, don't you remember?”

Trixie looked like she was about to say something else, but hesitated.

Yeah...”

“Don't you remember? We always got along. I lived in this town, nopony here ever hated me this much! What changed?”

Trixie looked at the ground, unable to meet Starlight's gaze.

“I...I don't know,” she muttered.

“It was after Silver came, wasn't it? He was the one who turned everypony against me!”

Trixie's eyes clouded over again as she tried to recall, then she shook her head violently.

“Rrrgh! It's so frustrating! Every time I try to remember anything about Silver, my brain turns to mush.”

“Well don't you think it's weird?” demanded Starlight. “Everypony I've met, the ponies who will talk to me at least, they all get this weird look in their eyes every time they try to remember certain things, and it always has something to do with Silver Star. Doesn't that seem strange to you?”

Something seemed to click inside Trixie's mind.

“Yeah,” she said, “You know, things have been a little strange ever since that unicorn came to town. My magic has been acting funny. I can't even get simple spells right anymore, spells that used to be no trouble.”

“My magic doesn't work at all anymore,” said Starlight. She tried to summon an aura around her horn. It kind of sputtered, shooting out a weak stream of sparks that dropped limply to the ground and disappeared. “I don't know what he did, but there's definitely something going on here that we're not seeing.”

Trixie appeared lost in thought for a second. She stepped to the edge of the hill and stared off towards Ponyville. In the distance, the Crystal Castle towered above the skyline, a mass of towers and spires that glittered brilliantly in the midmorning sun.

“It is strange,” she said finally. “That guy pretty much just came out of nowhere and took over Twilight's castle. I saw them at the market the other day, she just follows him around like a lovesick puppy. She doesn't even respond to my insults anymore, it's just kind of pathetic.”

“*That* doesn't sound like Twilight. Who is this Silver Star, anyway?”

“Nopony seems to know,” said Trixie, still looking off in the distance. “He just kind of...showed up one day. He said he was rich, owned a bunch of magic stores or something. He opened one up in town. I went in there to check it out, but it's really not that impressive.”

Starlight came up alongside her and followed her gaze.

“Maybe it's about time we found out just who this pony is,” she said.

* * *

Flip Ferrari sat on his haunches on the cold crystal floor of the hall. He'd been in this same hall only a few hours before, but it looked radically different during the daytime. All evidence of the previous night's party had vanished, and the hall had resumed its function as an antechamber to the Princess' meeting room.

There was a boom as one of the great double doors swung outward, and the little dragon in the rumpled tuxedo walked slowly out. He looked as if he hadn't slept in days.

“He'll see you now,” he mumbled, gesturing carelessly towards the door. Flip stood up and walked towards the door, glancing down as he passed the dragon, who yawned and trotted off to his little stool in the corner, presumably to wait until he was summoned again.

“Uh, Flip Ferrari thanks you kindly,” he said.

The chamber was impressive even when it wasn't packed wall to wall with dancing ponies. The dais that had previously served as a stage was now being used as a table, with a single high-backed chair behind it. It was occupied by a tall, fire-maned unicorn with a shimmering silver coat, clad in a magnificent suit, who stood and greeted him warmly as he entered the room.

"Mr. Ferrari!" he cried, "What a pleasure to see you again so soon. To what do I owe the honor?"

"Well," said Flip, "Flip Ferrari was kind of hoping you might have a job for him."

"A job?" Silver Star walked around the enormous table and eyed Flip up and down. "What sort of a job did you have in mind?"

Flip shrugged. "Any sort you have. Flip Ferrari's capable, and not too picky."

Silver walked around him in a slow circle, sizing him up.

"Well, you seem like a rather strong fellow," he said. "I suppose I *might* be able to use you for something..."

He stopped dead in his tracks, noticing the mark on his flanks.

"That's a rather unusual cutie mark," he said. "What does it signify?"

Flip glanced back at his own flank. His cutie mark was indeed unique in that it changed shape from time to time. At the moment, it resembled an emblem of a white horse, with a fiery orange mane, its lips curled back in a defiant snarl. He shrugged indifferently.

"Flip Ferrari don't rightly know."

Silver gave him a puzzled look, then leaned in for a closer look. Ordinarily, it was considered a little out of line for a stallion to look too closely at another stallion's cutie mark, at least where Flip Ferrari came from. His father had always warned him that a stallion who did that was what he always called a "prancing la-la homo pony," something Flip hadn't quite ruled out about Silver Star just yet. However, he needed a job, so he held still and let him have his look.

"Egads! I think it moved!" cried Silver.

Flip started at that, and quickly wheeled around so his flanks were facing safely away from Silver Star.

Looks like Flip Ferrari's dad was right, was the thought that came to mind.

"Uh, listen," he said, "Flip Ferrari thanks you for your interest, but he doesn't quite need a job that bad."

Silver looked him in the eye for a moment, as if he failed to understand, then sudden comprehension dawned, and he threw back his head and laughed awkwardly.

"Oh, no, I'm sorry, I didn't mean..." he tugged nervously at his tie with one hoof. "It's just, your cutie mark. It changed shape just now."

“Huh?” Flip looked back, and saw that it had indeed changed, from a horse's head into the bright white number '7' symbol that it sometimes became. “Uh, oh yeah. It does that sometimes.”

Silver leaned his head around as if he wanted to take another look, then suddenly thought better of it. He cleared his throat.

“You say you don't know what it means?” he said. “How can a pony not know what his own cutie mark is supposed to mean?”

Flip shrugged indifferently.

“Flip Ferrari don't know,” he said. “It's the same cutie mark his father had, and his father too. Male ponies in Flip Ferrari's family all get the same mark.”

“And you don't know what it means?” Silver repeated.

“It means The Denver Broncos. That knowledge has been passed down through generation after generation of Flip Ferrari's ancestors. But Flip Ferrari's got no idea where Denver is or what the big deal about its Broncos is.”

“The Denver Broncos, eh...?” Silver did another slow walk around Flip, sparing another quick glance at his hindquarters before returning to his desk. He cleared his throat again, and tapped on the table's obsidian surface. “Osmodion! Would you come here please?”

There was a puff of blue flame and a four-legged raven appeared on the desk. It laid out a parchment scribbled with arcane-looking runes.

“This is a contract for employment with the Silver Star Corporation,” he said, his voice all business.

Flip approached the table and examined the document the bird had laid out for him.

“Uh, Flip Ferrari don't usually sign documents written in ancient lost languages,” he said. “Any chance he could get one he could read?”

The bird, whose name was apparently Osmodion, cawed loudly in disapproval. Silver Star shrugged disdainfully.

“It's a standard contract I use for all new hires,” he said. “I could read it to you if you like, but I'll warn you that it's all tedious legal mumbo-jumbo. Basically, I am an at-will employer, the contract can be terminated by either of us at any time, and you will be compensated to the tune of 24,000 bits annually.”

Flip Ferrari raised his eyebrows. 24,000 bits a year was pretty good money, especially in a town like this. He looked at the contract and the bird again. The four-legged raven was looking at him with almost ponylike intelligence. Something about all this still didn't quite feel right.

“Uh, can Flip Ferrari have some time to think about it?”

Silver Star sighed heavily.

“I'm afraid I'm rather a busy pony, Mr. Ferrari,” he said. “In my organization, I only employ ponies with a can-do attitude, who can recognize an opportunity when they see it. I'd rather thought you were my sort of pony, but it appears I may have been wrong. Osmodion, I'm afraid your services won't be needed today.”

The bird reached out a claw and drew back the contract.

“Well, now hold on just a moment,” Flip said quickly. “Flip Ferrari didn't say he wasn't interested.”

Silver smiled thinly. He was all business now. Flip was starting to see how it was this pony had managed to grow so wealthy; he had a magnetism about him, almost an aura that made a pony almost fear to earn his disapproval.

“The offer is good for exactly twenty seconds,” Silver said bluntly. “After that, I shall assume we have no further business to discuss.”

Flip looked at the bird, whose black glassy eyes stared darkly into his own. He looked at Silver, seated calmly on his haunches in a high-backed chair emblazoned with some sort of insignia, probably a cutie mark, though whose cutie mark was a mystery. It didn't resemble the mark that Silver used as a logo for his brand, which Flip assumed was his cutie mark. He looked down at the contract, a mess of ancient and faintly menacing symbols and scribbles. He thought about 24,000 bits, and what it could buy him.

“Alright,” he said finally. “You got yourself a hired pony, Mr. Star.”

Silver smiled broadly.

“Excellent,” he said. The bird extended the contract and an ink pot, and Silver made his mark. “You can start immediately. I have a bit of a problem I'm going to need your help with in a few hours' time. Some squatters down by the river are causing problems for the mayor, and I told her I'd help her take care of it. My suspicion is they won't go quietly.”

Flip raised an eyebrow, but said nothing. It wouldn't be his first experience working as hired muscle, though it wasn't the sort of work he typically cared to do. Still, bits were bits, and 24,000 was a big number.

“In the meantime,” continued Silver, “I'd like you to go down to my store. I've got a new product I've been trying to move, and my two salesponies can use all the help they can get. It is absolutely imperative that we sell out our current inventory of Extreme Gear by the end of the month.”

“Extreme Gear?” said Flip. “That's the, uh, hoverboard right?”

Silver looked up with interest. “That's right,” he said. “Are you familiar with it?”

“Uh, yeah. One of your salesponies sold one to Flip Ferrari yesterday.”

“Really? How do you like it?”

Flip Ferrari looked a little uncomfortable.

“Uh, Flip Ferrari hasn't had a chance to try it out just yet.”

Silver waved a dismissive hoof.

“Well, don't worry too much about it,” he said. “The important thing is that we sell out of them by the end of the month. Just out of curiosity, who was it that sold it to you?”

“Uh, a blue Pegasus. Had a rainbow colored mane. Real spicy little mamacita.”

“Rainbow Dash, then.” Silver sighed. “That's no surprise, that Fluttershy is absolutely hopeless,” he said, almost to himself. “Well then.”

He straightened up in his chair, put his hoof in his mouth and made a shrill whistle. A few seconds later the little dragon emerged at the door, looking annoyed.

“You need someone to open the door again?” he said.

“Don't be glib, Spike. And I already told you to iron that tuxedo! For Equestria's sake man, show some pride in your appearance!”

Spike gave him a dour look and held open the door for Flip. He walked slowly through and back out to the hallway.

“And don't forget, be down at the river by six o'clock!” called Silver.

The door slammed shut behind him.

* * *

“This is the place?”

Trixie nodded an affirmative.

“Yep. Magical Masterpieces. This is his store.”

Starlight Glimmer glanced around nervously. She was wearing one of Trixie's old cloaks with the hood pulled up, and Trixie had cast a quick spell on her to make her face less noticeable to passersby, but she was still shell-shocked from her last encounter with the townponies.

The building was a grey metal block, almost a perfect cube, the dull sheen of its surface interrupted only by orange windows set at precise regular intervals. It looked blatantly out of place on this street of thatched-roof shops and cottages.

The door slid open of its own volition as they approached, and they stepped into a brightly-lit wonderland of shelves and displays. The interior was jarringly white, and lit by magic-powered light blue orbs set into grooves along the walls. Magical and technological devices of every conceivable

size and shape and purpose were everywhere, sitting on shelves and hanging from hooks and displayed in glass cases. All over the room, placed so that it was impossible to miss no matter where you looked, was signage advertising something called Extreme Gear.

“Hey there, little mamacitas,” said a familiar voice. Starlight looked up to see Flip Ferrari emerge from behind the counter, his lips pulled back into an almost shockingly fake but nonetheless charming smile. His handsome feathered mane and well-groomed coat glittered impressively in the light of the orbs. She had to admit he cut a rather impressive figure for a salespony.

“So, looks like you found a job,” she said pleasantly.

“Has Flip Ferrari made your acquaintance before, little mamacita?” said Flip.

Starlight lowered her hood and shook off Trixie's spell.

“Oh, Starlight, it's you. Flip Ferrari didn't recognize you in that getup,” he said. He turned his attention to Trixie. “And who's this lovely little mamacita?”

“Oh, right. Flip Ferrari, this is my friend--”

Trixie suddenly zipped in front of her before she could say another word.

“The Great and Powerful Trixie!” she said, making a low, exaggerated bow. “At your service.” She smiled coquettishly up at him.

Starlight noticed that Trixie seemed to be pushing her hips up as she bowed, so that her flanks were outlined suggestively against the fabric of her cape. She rolled her eyes.

“Anyway,” began Glimmer, “We're here for--”

“--we were wondering what a big, handsome stallion like you could teach us about 'magical devices'?” Trixie interjected, putting so much emphasis on her innuendo and moving her flanks in such a transparent way that it made Starlight physically cringe.

“Flip Ferrari don't know much about magic,” said Flip, running a hoof through his mane and flashing his smile again. “But he might be able to teach you a thing or two about devices.”

“Alright, that's enough!” A new voice interjected and rescued Starlight from having to sit through any more of this. A blue Pegasus with a rainbow mane darted out of the stockroom and landed in between them. “Jeez, Flip. If you're going to hit on every mare that walks in here you could at least try to sell them something! We've still got like a thousand Extreme Gears to move.”

Trixie slid smoothly and sensuously around the Pegasus' body, causing her to yelp in surprise and leap up into the air. She stopped within a hair's breadth of Flip, teasing her horn across his chest and smiling mischievously.

“What's the matter, Rainbow Dash? Flip Ferrari was just about to tell me all about his 'Extreme Gear', weren't you, Flip?”

Flip opened his mouth doubtlessly to say something crude, but Starlight forced her way between them before he could, pushing Trixie backwards with as much strength she could muster. If she had to listen to one more second of this she was going to buck them both in the teeth.

“I think what Trixie was *trying* to say, is we came here for--”

“Whoa whoa whoa, what is *she* doing here?!?” demanded Rainbow Dash, landing again and stomping aggressively towards Glimmer.

Glimmer cursed herself silently, wishing she'd at least had the sense to keep her hood up.

“Look, Rainbow Dash, if you'll just listen for one second--”

“No, *you* listen!” Rainbow continued stomping, pushing Glimmer back and allowing Trixie to slide up next to Flip Ferrari again. “I want to know what kind of guts it takes for a pony like you to show her face in this town, after what you pulled! You've got a lot of nerve coming in here!”

Glimmer was backing away so rapidly that she didn't realize there was a dangerously top heavy stack of Extreme Gears behind her, until her rump connected with it. As both ponies realized it was about to topple over on them, Starlight instinctively tried to levitate it, remembering a second too late that her magic didn't work anymore. However, a magic aura formed around the plummeting boxes nonetheless, catching them in midair and floating them away.

Trixie walked smoothly towards them, still holding the boxes. “If you'll just listen for a second, Rainbow Dash,” she said, “We came in here because we wanted to buy one of these.”

Rainbow was flapping her wings again, holding herself in the air with her forelegs crossed sulkily in front of her.

“Yeah, right,” she muttered.

Starlight carefully moved away from the remaining stack and stood beside Trixie.

“Look,” she said, “We'll buy one of your Extreme Gears if you just let us ask you a couple of questions, then we'll go.”

“Just one?” Rainbow demanded angrily.

Starlight rolled her eyes. “How many do you want us to buy, then?”

“Thirty.” snapped Rainbow.

“Thirty?!?” Starlight was incredulous. “You think we're made of bits? What are we going to do with thirty of these stupid things?!?”

“That's your problem,” said Rainbow, glaring daggers at her. “Buy thirty Extreme Gears or you can leave the store. In fact, you know what? Make it forty.”

Starlight started grinding her teeth in fury, but Trixie interjected.

“Tell you what, Dash,” she said, pushing the boxes she was holding over to Rainbow and depositing them on the ground in front of her with a soft thud. “There's about twenty right here. Just answer a few questions and we'll buy all of them.”

Rainbow narrowed her eyes suspiciously. “You will?”

“Of course, Rainbow. Has the Great and Powerful Trixie ever lied to you?”

“Uh, yeah, you have, actually. Lotsa times.”

“But...?”

Rainbow glared angrily at the stack of boxes in front of her. She ground her teeth.

“But.....?” Trixie repeated, smiling innocently and batting her eyelashes.

“But I need to make a sale,” muttered Rainbow, through clenched teeth.

“Good,” said Trixie with satisfaction, sidling up to Flip Ferrari once more. “Go ahead, Starlight. She'll tell you *whatever* you need to know.”

“Listen,” said Starlight, “We just want to ask you a few questions about your boss. After that, I'll leave and you can go right back to hating me, deal?”

“Deal,” muttered Rainbow Dash. “What do you want to know about him?”

“Who is he?” she asked, “Where is he from? What does he do?”

Rainbow's eyes fogged over for a second and she shook her head quickly.

“I'm not sure,” she admitted. “He just sorta showed up here one day. He runs a bunch of these stores though, all over Equestria.”

“Really?” Starlight thought for a minute. Her memory was still hazy in places, but she'd traveled around quite a bit back when she'd been working out her revenge plan against Twilight, and she didn't remember ever seeing a store like this one anywhere. She wasn't proud of how she would have used it, but she had to admit a one-stop shopping store for magic items would have made her life somewhat easier back then. “Where else does he have them?”

Rainbow Dash struggled to think again.

“I think he said the next closest store is in Saddle Rash,” she said finally.

“Can you tell us anything else about him?”

Rainbow shrugged angrily. She clearly wanted the conversation to be over, and at this point the feeling was getting to be mutual.

“Look, I don't know anything else, okay? He showed up here one day, he's rich, he owns a bunch of stores, he does *crazy* powerful magic, and he's marrying Twilight. What else could you possibly need to know?!?”

Starlight blinked. “He's marrying Twilight?”

“Yeah, didn't you know?”

“No, I...I hadn't heard.” That was odd. The Twilight she knew didn't seem like the type who would just up and marry somepony she'd only known for a few weeks at best.

“Well, he is,” said Rainbow. “They announced it last night I think. Now was that all?”

“Y-yeah. That's all. Thanks for your help.”

She and Trixie began heading for the exit.

“Hey, wait a minute!” cried Dash, pointing to the pile of boxes next to her. “What about the Extreme Gear you said you'd buy?!?”

“Oh, that?” said Trixie nonchalantly. “Sorry, I don't have enough bits on me. Just hold them for us, we'll be back for them later.”

“WHAT?!? But you said--”

Before she could finish, the automated magic door slid open, and the two of them stepped outside into the late afternoon sun. Trixie's horn flared and her cape flipped up for a split second, conveniently at the precise moment her tail flicked to the side, revealing something a respectable mare didn't normally show off in public. She turned her head around slightly to make sure that Flip Ferrari had seen.

“Bye, Flip Ferrari,” she said playfully. “I've got a wagon camped just outside Ponyville, if you ever get bored.”

“Flip Ferrari does get bored sometimes,” replied Flip.

Trixie laughed. “Bye, Rainbow Dash! Hold on to those Extreme Whatever's for me, okay?”

The door slid shut behind them.

“I'm still counting this as a sale,” grumbled Rainbow Dash, to nopony in particular.

6.

The sun was dipping down below the hills on the horizon, elongated shadows expanding across the landscape as the blood red sky deepened into twilight. The odor of the camp came wafting up the hillside every time the breeze blew, and Flip had to admit it was foul. He looked at the ponies on either side of him. Big Earth Ponies with thick legs and hard hooves, the kind who were useful as dumb muscle and not a whole lot else. He doubted any of them were from around here.

They were a group of about fifteen or twenty, Flip included. He'd shown up at six o'clock as instructed, to find a bunch of them already gathered at the top of the hill. A couple of them had noticed his mane and coat and there'd been a couple of cracks about him being a pretty boy, but Flip hadn't taken the bait; he'd done all this before and knew the routine. They'd settled down and that was that, after that none of them spoke. No introductions, no names, no conversation. They all knew why they were here and left it at that.

Flip looked down at the haphazard cluster of makeshift tents set up along the riverbank. He had to admit it was something of an eyesore. The ponies milling about down there were scraggly and ill-mannered, wanderers who'd come from Celestia only knew where to sponge free food and free cider when they'd heard it was plentiful in this town. The tent city probably wasn't a safe place to hang around after dark, and it was only a matter of time before it spread into the more respectable parts of town. Somepony was going to have to clear this riffraff out eventually, he supposed, so it might as well be them.

“Losing your nerve?”

Flip Ferrari turned. The gruff, faintly mocking voice had come from a big bruiser of a pony, colored dark grey with an obsidian black mane cut short, and a long black goatee that came halfway down his chest. His cutie mark was a bowl of cereal, of all things. Flip ignored the bait and stared back down at the tent city.

“What time does he want us to get this started?”

The big pony shrugged indifferently. “Whenever we're ready, I guess. He didn't give any of the rest of us any more details than he gave you, I don't think. So long as the job gets done.”

Flip noticed he wore studded iron horseshoes that looked like they could deal some pretty nasty damage to anypony who got on the wrong side of them. He looked back at the tent city.

“Let's just get it done,” he said.

The big pony made no reply, but turned his head and gave a quick whistle, then started galloping down the hill. The others followed, galloping down and yelling, the impressive thundering of their hooves signaling their arrival to the derelicts in the tent city. After only a moment's hesitation, Flip joined in, galloping and bellowing just like the rest.

* * *

Ponyville was changing, and not for the better. The streets had used to be wide, empty cobbled expanses between neat rows of cute little cottages. Now, they were crowded, dirty, noisy; packed at all

hours with strangers and foreigners. The friendly and familiar faces that used to smile at her from every window were now replaced with the leering grins of drunken derelicts skulking in alleys or lounging around on street corners, or the indifferent expressionless masks worn by the elites from Canterlot or Manehattan, that strutted about with their noses held high.

The little unicorn filly darted here and there, expertly weaving her way around the legs of adult ponies who paid her no mind, her little cart full of supplies rattling along the cobblestones behind her. In some dim, distant corner of her brain she remembered days when she used to go to school, spending her days learning and laughing, and exploring the world with her friends. It hadn't been that long ago, probably only a few short weeks, but the memory was so distant now it felt as if it had happened to another pony.

The sun was just dipping below the horizon as she rounded the corner and the brightly decorated rotunda of her sister's shop came into view. She quickened her pace for the last few yards of her journey, irritatedly weaving around a drunken, molting and quite malodorous Pegasus that was stumbling around in what she'd previously thought of as her sister's yard.

“Rarity!” she yelled, pounding the door with her little hoof. A few seconds later she heard a bolt being lifted and the door swung open. She recognized the glimmering blue aura of her sister's magic on the handle, and stepped in through the doorway, tugging the little cart inside as the door swung shut and bolted behind her.

“Sweetie Belle! It's about time!” Rarity's voice had that manic, edgy sound it always got when she was close to a deadline she was afraid of missing, which these days was nearly all the time. Sweetie Belle pulled the little cart full of bolts of fabric and spools of thread into her sister's work space. Rarity was hunched over her sewing machine, the device clicking and humming as she rapidly stitched together yet another overly garish evening gown for some Canterlot nopony. She looked like she'd gone days without sleep, and probably had.

Sweetie Belle undid the harness holding the cart to her body and stretched.

“Where do you want this stuff?” she asked grumpily. Her legs hurt, her flanks hurt. The space around her middle where the cart harness attached was itchy and chaffed.

“Just put it down over there, darling,” said Rarity, gesturing absent-mindedly with a hoof. Sweetie Belle shrugged and tipped the cart over where Rarity asked, dumping the fabric and threads into a disorganized pile on the floor.

She started to head for the stairs when her sister's voice stopped her in her tracks.

“I'm going to need you to go back out, dear.”

Sweetie Belle wheeled around.

“What?” she cried, “But you said that was the last one!”

“I know darling, and I'm sorry, but Silver just sent in another order that needs to be done by this time tomorrow. I was thankfully able to get enough fabric ordered, but I need you to get down to Midnight Rose and pick it up for me.”

“Midnight Rose? But she's way on the other side of Ponyville! I'm tired! Can't I rest first?”

“No, Sweetie Belle, I'm sorry. She closes her shop in half an hour and I absolutely *must* have that fabric by tonight. Please hurry, if you leave now you should just barely be able to make it.”

Sweetie Belle grunted in irritation. She could feel frustrated tears beginning to well up in her eyes.

“Why do you work for him, anyway?” she said. “You're like his slave! Did he even pay for that last box of stuff he had you make?”

“Sweetie Belle, we've been over this a thousand times now, I don't *work* for him, he's an investor. He's one of the *wealthiest* and most *charming* ponies in Equestria, it would simply be *insulting* to ask for something so crass as payment up front. His credit is fine, dear, and his *connections* are worth so much more. I'm making evening wear for the *crème de la crème* of Canterlot society; my name is out there, that's worth more than a *thousand* dresses. Now please put your cart back on and hurry up, she'll be closing soon.”

Sweetie Belle stomped back across the room and reattached the horrible little cart, then stomped towards the door. It unbolted and opened with an aura of blue magic as before, and closed itself behind her as she stomped out, the little cart dragging uncomfortably behind her. She stared out at the slowly setting sun, and tried to remember who her friends had been, what her life had used to be.

She missed her sister. She missed Ponyville.

* * *

Flip breathed heavily. He had a thousand bruises in a thousand places, and his coat and mane were matted with blood and mud and something from the river that he hoped was also mud. He could still hear cries and shouts and breaking limbs around him, but the worst of it seemed to be over. It hadn't been much of a fight, honestly. As expected, the tent city residents had mostly been drunks and derelicts, and the majority had scattered the second the gang had rushed upon them. Of course, the whole idea was to send a message, so they'd all tried to inflict as much damage as they could on the few who were too confused or slow to escape in time.

“Oh, no you don't!”

Flip turned to see the big, grey pony rearing up on two legs. Beneath him a scrawny, sickly looking yellow Earth stallion with a dreadlocked mane, was doing his best to try and scramble away before he landed. No such luck. The iron-studded horseshoes connected with his back leg with a sickening crack and the pony howled in pain.

“Let that be a lesson to ya!” bellowed the grey pony. “Tell your skeezer friends they ain't welcome in Ponyville no more!”

The yellow pony struggled to his three good hooves and limped off, yowling in pain and dragging his ruined leg behind him.

Flip heard a frenzied yell and galloping hooves off to one side and saw another scraggly pony come

barreling towards him, cursing wildly. He turned and swiftly dealt him a buck in the chest. The pony grunted and fell in the mud, rolled over three times and scrambled to his hooves. He looked up and saw the grey pony, rearing up with his horseshoes poised menacingly over him, apparently changed his mind about being a hero, and galloped off into the distance.

Flip always found this kind of work a little distasteful, and had left most of the heavy hitting to the ponies who seemed to revel in it. He'd tried to focus on knocking down tents and bucking over makeshift wooden shelters, yelling and sending their occupants fleeing for the hill country, scared but mostly unharmed. Now he peered over the edge of his sunglasses, examining the destruction they'd all wrought together. The camp had been utterly decimated in an instant, its occupants scattered to the winds. Flip doubted any of them would be back. What had once been a makeshift settlement for the transients was now a chaotic, muddy mess of trampled tents and discarded debris. Another, less physically intimidating crew would probably be by to clean it up later, and by the time the sun rose all signs that the tent city had ever existed would be long gone.

“Heh. Little punks.”

Flip turned and saw the grey pony standing next to him, wiping blood and grime from his horseshoes on the tattered remnants of a tent. He turned and grinned at Flip.

“Enjoy the exercise?” he asked, pushing out his powerful chest and stretching his hind legs.

Flip shrugged easily and glanced down at his reflection in the river. The condition of his mane and coat was deplorable. Ordinarily he'd step in and rinse himself off, but he had an idea of what might be in the water and decided to wait and go upstream.

“Work is work,” he replied.

“Heh.” The pony chuckled approvingly and dipped his hoof in a puddle of water, shaking off the last stubborn bit of gunk that was clinging to it. “You live in this town?”

Flip shook his head. “No. Flip Ferrari just got here.”

“How'd you end up working for Silver Star?”

“Got lucky. Flip Ferrari just went in and asked for a job, must have caught him at a good time.”

“Heh,” the big pony laughed cynically, and looked him over. “Yeah, maybe it was that. Maybe it was that pretty looking mane of yours.”

“What's that supposed to mean?”

“Hey, I'm not saying it's anything about you. But don't you ever catch a vibe off Silver Star? Like maybe he's kind of a...you know...?”

“Prancing la-la homo pony?”

“Yeah, something like that.”

“Heh. Yeah, Flip Ferrari sorta caught that vibe too.”

They both laughed. The other bruisers were beginning to disperse into the fading dusk, either out into the surrounding hills or into the town, their task accomplished. Flip started following the bank of the river, looking for a suitable place upstream of the camp where he could wash himself off. The grey pony followed alongside.

“Isn't Silver Star dating a Princess though?” asked Flip.

“Huh? Oh, yeah, I think so,” said the grey pony. “Something Sparkle, I think, or Shine or Shimmer or something like that. This country has so many Princesses these days I can't keep 'em all straight. They're getting married I guess. I don't think he's that into her, though. Probably just wants the connections she's got.”

Flip remembered his encounter in the reading room last night, with the purple unicorn who'd said she was a Princess. She'd been as giddy as a puppy when Silver had come into the room, but there was something else about her, something that felt sad.

“Yeah, that sounds about right,” he said. “She's probably a little short on what interests him, if you get what Flip Ferrari's talking about.”

They both laughed again.

“Hey, you're all right, Flip Ferrari,” the grey pony said. “Hope you stick around for a while. My name's Moonstone Crunch.”

Flip turned his head. “Moonstone Crunch? Like the cereal?”

The pony rolled his eyes and feigned irritation.

“Yeah, yeah. Laugh it up. It's a dumb nickname my Mom gave me when I was a colt, on account of how I ate that stuff all the time. I ate so much of it I got it as a damn cutie mark.” He inclined his head backwards towards his flank. “That's all I've ever been good at, I guess; kicking ponies' heads in and eating cereal. Could've been worse I guess; my brother wound up with a stalk of broccoli. Anyway, as soon as that mark appeared it was no use even trying to get rid of the nickname, so I just kept it. I barely even remember my real name anymore.”

Flip shrugged. “It's good cereal.”

“Can't argue with you there,” said Moonstone Crunch, staring wistfully off into space for a moment.

They arrived at a clean spot in the river, near where it turned away from the town and flowed off into the forest. Flip jumped into the cold, clear water and plunged under. Moonstone Crunch followed his example. He gave himself a thorough rinse and then climbed back ashore on the opposite bank, shaking himself dry. The other pony emerged a minute later. Twilight had faded gracefully into night, and the first stars were already twinkling in the sky above, as were the fireflies that floated lazily about. It was a pleasantly cool evening. A summer breeze blew in refreshingly from the hills, drying his coat and carrying the pine tar scent of the forest across the river to them.

“Hey, you want to grab a mug of cider or something?” asked Moonstone. “Silver's place is usually jumping by now.”

Flip glanced off in the distance, in the direction Starlight's friend said she was camped. He'd thought about going to see what she was up to, but he supposed there was time enough for that later.

“Sure, why not?” he said, and they began walking up the embankment into town.

* * *

The moon was high in the sky, and still full enough to give them enough light to travel by. Trixie's wagon bounced noisily down the road behind her, its slowly revolving wheels making a monotonous crackling sound against the gravel and dirt as they plodded along the dusty old road. The two of them walked in silence, Trixie pulling her wagon with Starlight walking alongside.

They had set out directly after leaving the store, and had been traveling most of the night. Starlight figured that at the rate they were going, they should reach Saddle Rash just as the sun was beginning to rise. There they could rest, maybe get something to eat, and see whatever it was they were going to see.

“Oh, I'm so tired,” groaned Trixie, breaking the silence.

Starlight looked over at her friend.

“Do you want to stop and rest for a while?”

Trixie gave her an incredulous look.

“I wanted to stop and rest two hours ago! Now I just want to pull over and sleep. I still don't know why we couldn't have just waited until morning to set out.”

“It's cooler traveling at night,” said Starlight, “And besides, I'm starting to get the feeling I'm not too welcome in Ponyville these days. If you want to pull over and sleep I guess there's no reason we can't. Whatever's in Saddle Rash can wait until tomorrow.”

Looking relieved, Trixie pulled her wagon off the road into a small cleft between two hills. The land out here was hilly but otherwise bleak; the grass was yellow and sparse, and only the occasional skeletal tree dotted the rock-strewn landscape. The whole area seemed strangely quiet, with not even the usual nighttime crickets or even the occasional chirping of a bird to break the silence.

“It's a little creepy out here,” remarked Trixie, as she undid her harness and fastened the breaks on the wagon's wheels.

“Yeah...” Starlight looked around at the depressing landscape. She'd traveled around a bit, but she'd never been this far west of Ponyville before. The main road had forked off towards Las Pegasus several hours ago and as far as she was aware the fork they were on ended at Saddle Rash. Without the wagon rumbling and creaking behind them, they were both keenly aware of just how unnaturally still it was out here. Even speaking as quietly as they were their voices sounded unsettlingly loud. Their very presence in this land felt like an intrusion.

Trixie opened the door and trotted inside.

“Geez, I'm starving,” she said. Starlight could hear pots and pans rattling and cupboards opening and closing. She cringed a bit, rather wishing that her friend would be a little quieter. Despite the emptiness around them she couldn't shake the feeling that something was watching them.

A moment later she poked her head out the door again, holding a bushel of carrots in her mouth.

“Want to split this with me?” she asked. Starlight nodded and trotted up the short flight of steps into the wagon. “Sorry, it's the only thing I have that we wouldn't need to cook.”

Starlight took the carrots she was offered, only realizing a moment later the unspoken implication of what Trixie had said; that they both somehow instinctively understood that it would be unwise to send a plume of smoke up into the air and advertise their presence.

She cast one last nervous glance over her shoulder, but saw only the grey, empty landscape behind her. She trotted up the steps into Trixie's wagon.

* * *

“I'm sorry, what does it do?”

Silver sucked in his irritation and forced his friendliest salespony smile.

“Well, it's a hoverboard,” he explained. “It's a flat board that you stand on, and magic crystals underneath cause it to levitate into the air.”

“Doesn't sound very safe,” the unicorn commented dryly, taking another sip of his wine, the glass held daintily in front of his face with magic. “Who do you think is going to buy a thing like that in the first place?”

Silver fought back the urge to smack the glass with his hoof. He was so tired of these Canterlot snobs; all of them were the same. Thankfully he'd only need to schmooze a few more of them and then his plan would be complete. He focused positive energy into his own horn, putting everything he had into exuding an aura of confidence and charm.

“Oh, come now,” he said, smiling his most winning smile. “Haven't you ever watched a pegasus soar through the air and ask yourself, why can't that be me?”

The unicorn looked somewhat indignant, and for a moment seemed about to say that he would never express so crass and common a desire, but then his eyes met Silver's.

Yes, that's it you silly old fool, look into my eyes, thought Silver disdainfully. Ponies like these were the easiest to manipulate, these old money types who'd never lifted a hoof in their life. They cared for nothing but appearance and prestige; the hardest part was stomaching their inane prattle for as long as it took for the magic to sink its hooks in. The businessponies were the ones who could be tough nuts to crack, even with the aid of the spell. Younger ponies, ponies like him; ones who had made their fortunes through effort and cunning. They knew all the traps and tricks and cons, and each one had to

be approached differently. But ponies like this? They were nothing but big, fat, ripe, juicy pieces of low-hanging fruit, just waiting to be bucked from the tree and devoured.

“Yes...” the old pony was saying. “Yes, I suppose that does sound rather like a good time...”

Silver laughed merrily.

“Why, of course it is!” he cried. “And if a refined, genteel pony such as yourself can admit to harboring such a desire, imagine how the common Unicorns and Earth Ponies will feel. Why, the masses will go mad for it! It's already becoming Equestria's latest craze! I've opened stores in Saddle Rash, Bridlewood and Mexicolt City, and in each location I've sold out of Extreme Gear in the space of a month! If current sales figures are to be believed, my new Ponyville location should sell out even sooner!”

To call that statement an embellishment would be underselling it. Sales figures were dismally low so far; that blue Pegasus, Rainbow something-or-other, had managed to sell a few, but that hopeless, stuttering yellow dolt had not managed even one. The citizens of Ponyville were below even his usual standards for provincial hick towns in terms of intelligence and ability; if he had to rely on sales alone he'd be finished in a week. However, like all things in business, appearance mattered far more than substance. *And magic helps too, I suppose*, he thought with a wry smile.

“If you invest in the Silver Star Corporation,” he continued, his silver tongue gushing almost without his even having to think about it, “I can guarantee you returns of at least triple your initial investment within the space of a year. And even more than that, you will have the prestige of being at the head of what will likely prove to be the vanguard of Equestria's new cutting edge. Don't think we're planning to just sell hoverboards and quit; our research and development department has big things in the works. Exciting things.”

He kept chattering, slowly weaving his web around his helpless and ignorant victim. He still hemmed and hawed, but in the end he got out his pocketbook as they all did eventually.

Osmodion, his unorthodox personal clerk, materialized with the various contracts and documents required to sanctify the deal. Naturally, they were all written in Old Ponish, not only to obfuscate meaning but to ensure that the contract was bound by magic as well as by law. The old fool signed his name (of course the Unicorn nobility always insisted on a written signature, rather than a simple hoof stamp that was common in the lower orders), and the contract was sealed. The Silver Star Corporation now had nearly unlimited freedom to draw from the business accounts of one of the oldest and wealthiest families in Equestria.

“Congratulations, old sport,” he said, putting a congenial foreleg around the unicorn's shoulders as he walked him to the door. “You've just made the wisest decision of your career.”

“Why, yes, yes of course...” said the Unicorn, still in a daze. “It's been a pleasure making your acquaintance, Mr. Star. It's wonderful to see that your generation has produced such a bright and exuberant individual as yourself. The future of this nation is in good hands, I feel it strongly.”

Silver Star thanked him graciously, and they left the small study where Silver conducted business during nighttime hours and stepped back into the raucous intoxication of the never ending party.

“Oh, and I do hope you're not hoping to return to Canterlot just yet,” he added, an aura of light blue magic appearing around the breast pocket of his suit and pulling forth a piece of gilded parchment. “Princess Twilight Sparkle and I are throwing a masquerade ball this Friday to celebrate our engagement, I do hope you'll consider attending.”

“What? Oh, yes, of course, I wouldn't miss it for the world.”

The Unicorn took the invitation with his own magic and slid it absent-mindedly into his tuxedo pocket, then melted into the party in a state of near mindlessness. The following morning he would wake up remembering little of the contract he had entered into, only knowing that he had made the acquaintance of a most charming and wonderful up and comer in the business world, and had made one of the savviest business decisions of his life. Silver laughed inwardly; the old fool would be bankrupt within the year, just like all the other nobles of Equestria he'd swindled. Their time had passed; now was the era of Silver Star.

* * *

“I thought that was illegal?” said Moonstone Crunch.

The grizzled old Pegasus leaned in slyly, raising his cider mug. The liquid in the mug sloshed dangerously to one side, a tiny bit spilling over the rim and splashing down onto the table. His one good eye moved unsteadily between the two stallions, making sure he had their undivided attention.

“Well,” he said, “Let's just say that things in Fillydelphia were a little different back in the old days!”

He threw back his head and cackled merrily, and Flip and Moonstone joined in.

Despite his best efforts not to repeat his performance from a couple of nights ago, Flip was finding it harder and harder to say no to the mugs of cider his new acquaintances kept pushing towards him. Each time he tried to excuse himself, it seemed that someone would invariably pull him back in, binding him to the long wooden bench as if with ropes as they wove some charmingly hilarious new anecdote. He'd traveled all over Equestria and done all sorts of work, including the sort of unsavory muscle for hire work that most itinerant strongponies wound up in eventually, but these ponies were different; they were soldiers. Well, mercenaries to be precise, but they'd traveled. They'd been to real places and fought in real battles. Flip had never been further East than Griffinstone, but these stallions had traveled all over Equus.

The Earth Pony called Moonstone Crunch was surprisingly well traveled. He was certainly no older than Flip, but he was already a veteran of two wars outside of Equestria. The old, one-eyed Pegasus, whose name Flip had been told but couldn't for the life of him recall, had participated in conflicts he'd only heard tell of in legend. He'd been on the front lines of the Forbidden Jungle, fighting off invasion in the Dragon Wars; he'd fought both for and against the brigands of the Far West. He even claimed to have traveled North of Mount Everhoof, although Flip was inclined to chalk that boast up to the cider.

The others at the table, a ragtag group of Pegasi, Unicorns and Earth Ponies that varied in age from older than old One Eye, and younger even than Flip, all had similar tales to tell. It seemed that they were all presently in the steady employment of Silver Star, and traveled with him as a personal retinue as he went from town to city to town across Equestria, pursuing his various adventures and business deals. Flip found himself wondering, and not for the first time, just what sort of pony was this Silver

Star. He'd seemed impressive enough in the two encounters he'd had with him thus far, and deserving of his reputation as a smooth-talking and savvy businesspony. Yet it seemed that the more he learned, the more he realized that there was much he didn't know. A pony that traveled with a personal army, hobnobbed with the elites of Equestrian society, and seemed to treat a courtship with a Princess like it was a casual fling, surely had to be more than just well spoken and lucky. Flip thought back to the first time he'd met him, the eerie sort of magnetism the Unicorn had exuded; it had been almost as if he'd had him under a spell. Prancing la-la homo pony or no, there was definitely more to Silver Star than met the eye.

“Well,” said Moonstone, turning to him. “I think I'm about ready to call it a night. You staying here?”

Flip glanced at the merry faces of the others, and briefly considered sticking around to hear more of their tales, but thought better of it.

“No, Flip Ferrari should probably get going as well,” he admitted.

They excused themselves and worked their way out of the massive dining hall, through the twisting halls of the castle, packed wall to wall with drunken, raucous ponies and deafening music. When they finally emerged into the cool night, the open sky and fresh air was almost jolting.

“Say,” said Moonstone, “Where are you bunking down tonight, anyway?”

“Hey now,” said Flip, alarmed by the implication, “Thaz...thaz not how Flip Ferrari lives...” He found himself slurring his speech and staggering as he walked. He'd gotten drunker than he'd thought.

Moonstone threw back his head and laughed. “Relax, that's not what I mean. I'm just saying, you should join us.”

“Join you?”

“Sure, why not?” Moonstone was leading them South and West, along the upper edge of the town, angling towards the railroad tracks. “I saw the way you handled yourself down at the river, you've got good moves. You're strong, but you know how to reign it in. Shows self control, it's a good quality in a merc. I think you'd do well.”

Flip Ferrari thought about it. It was hard to think about much of anything just then. He'd forgotten how much stronger Silver's enchanted cider was compared to what he normally drank.

“Fli...Flip Ferrari's already got a job tho...”

Moonstone laughed and rolled his eyes. “What, the magic store? Please, you're a fighter, not a salespony. I can see wanting to hang out and talk to hot mares all day, but come on. Your talents are wasted in that place. I guarantee you Silver will see it the same way, especially if I go with you to talk to him. He didn't climb this far this fast by letting his ponies waste their natural talents.”

Flip's mind was spinning. It took most of his concentration to put one hoof ahead of the other without falling over. They'd moved away from the town, and were cutting across a large grassy field. He could see the dark shapes of trees off in the distance, and he knew the Apple family's farm was somewhere to the South.

“Look, just think about it, okay?” Moonstone was still talking. “In the meantime, it doesn't sound like you've got any place to crash for tonight, so why not come back to camp? Check the place out, see how we live.”

That more or less made sense to Flip Ferrari, and he let the grey, brawny Earth Pony lead him onward. The night was faintly overcast, with a thin layer of clouds partially blocking the moon. Between the darkness and the alcohol, Flip quickly lost track of where they were exactly. When they crossed the railroad tracks he had a faint idea that they were a good ways Northwest of the town, but where exactly he couldn't have said.

The clouds thinned a little, and the faint glow of moonlight allowed him to see that they had come to a large field. Tall stalks of corn rose up into the air all around them. The walk had sobered him up a bit, though not enough for his liking. He heard the others before he saw them.

“So,” he said, “What's all this then?”

Six ponies emerged from amongst the cornstalks and formed a circle around them. He recognized most of them from the raid on the tents earlier in the evening, and even a couple from the table.

“Sorry, Flip,” said Moonstone Crunch, moving into place as the circle closed in around him. “It's nothing personal. I like you man, but Silver says you gotta go.”

“Any particular reason?”

Moonstone shrugged. “Does it matter? He wants that weird cutie mark you got, I guess.”

There was a flash of blue flame, and a four legged raven appeared in the air, its huge wings spread out, forming a demonic silhouette against the pale, cloud-veiled moon. Between its foremost claws it clutched a huge gem, that glowed a deep and fiery orange, as if the fires of Tartarus were imprisoned inside. The raven cawed, flapped its wings and went to perch on a nearby stalk, as if waiting.

“We'll make it quick,” said Moonstone Crunch.

7.

One of the ponies pounced at him the side. Flip dropped to the ground and rolled over on his back as the assailant went flying overhead. He bucked upward sharply and hit him right in the soft part of the gut. The attacker yowled in pain and flew awkwardly through the air, flailing his legs, and collided directly with two on the other side.

Before they had time to react, Flip leapt to his hooves and blindly dealt two more blind bucks at the space behind him. He felt one of them connect, and heard a loud curse.

“Don't just stand there, get him!” yelled Moonstone Crunch.

He sensed something coming at him and ducked just in time to feel a rock whiz over his head, just barely glancing against one of his ears. He looked in the direction it came from and saw the faint purple glow of a magic aura. One of them was a Unicorn, but if all he could do with his horn was throw rocks he probably wasn't much of a threat. Before the Unicorn had time to react, he put his head down and galloped towards him as fast as he could.

The Unicorn reared up, lifting a large boulder in the air with his magic, but at the last second Flip dropped to the ground, tucked in his legs and rolled. He crashed into his legs and the Unicorn howled in pain as he tumbled backwards. The boulder went flying off and Flip heard a loud, sickening crack, the sound of somepony's spine snapping, followed by a bloodcurdling scream. That was at least one down for sure.

He rolled back over just in time to see Moonstone rearing up above him, moonlight glinting off of his studded horseshoes. Flip rolled quickly, just in time to avoid the descending hooves, which sunk directly into the downed Unicorn's ribs. Another bloodcurdling scream. Two down.

He leapt to his hooves and aimed a swift buck at Moonstone's exposed flank. The big pony grunted but it didn't feel like the attack did much damage. When his hooves touched ground again he kicked at the soil, aiming a big spray of it directly into Moonstone's eyes. The pony yowled in frustration this time.

Adrenaline had sobered him up considerably. For all the battle experience these ponies supposedly had over him, they so far weren't putting up much of a fight. They had probably banked a lot on the element of surprise and his being too drunk to fight. Still, even with two incapacitated they still outnumbered him, and Moonstone was a force to be reckoned with.

Flip tensed his muscles for a split second, and then galloped forward, charging off into the cornstalks. An Earth Pony came at him from his ten o'clock, trying to cut him off. Flip jumped into the air and sailed over the head of the surprised pony, who crashed headlong into another who had been chasing from the opposite direction.

Without bothering to see if they were giving chase, Flip hit the ground running and barreled forward as fast as he could, smashing blindly through the cornfield without giving any heed to which direction he was going. He could hear the sounds of the others crashing through the corn after him, but there were few ponies he'd ever met who could outrun him when he set his mind to moving fast. Those studded shoes that Moonstone wore, which gave him such a leg up in battle, would prove particularly cumbersome in a race.

The thunder of hooves behind him was receding steadily into the distance, and he could hear them cursing as they realized their quarry was getting away, but he didn't let up. He kept barreling ahead, cornstalks smashing against his face as he did his best to weave his way through the field in the dark. As much as it pained him to do so, he even allowed his aviators to slide down his nose in order to see better.

Even so, he barely avoided crashing headlong into a long, low stone wall that came up almost out of nowhere. He leapt just in time and could feel it scraping against the underside of his back legs, then abruptly the stalks of corn were replaced by open, hilly grassland.

He took the opportunity to increase his speed, and continued pushing forward at an even faster clip. He couldn't hear hoofsteps behind him anymore, but he was dimly aware of a presence in the air behind him, a great flapping bird that intermittently made a cawing sound that he suddenly realized was intended to act as a beacon to the others.

He pulled up short, coming to an abrupt halt at the crest of a low hill, and wheeled around. The four-legged raven, still grasping the glowing gem in its talons, continued gliding toward him, unable to correct its speed so suddenly. As soon as it was in range, he spun around again, stood on his front hooves and bucked as hard as he could.

The bird squawked angrily as his hooves collided with it, and went flying off into a tailspin. It went crashing down into the tall grass a few yards away, the gem flying out of its claws. Immediately Flip sprang off down the hill, charging off into the grass at top speed, aiming for the forested area near his two o'clock, where ground travel would be slower but aerial pursuit would be more difficult.

He barreled into the thick woods at a high gallop. The sounds of pursuit were gone, even the bird no longer seemed to be following him, but he kept on going. The effects of the alcohol had not yet completely abated, and he felt faintly nauseous from the exertion, but he gave his body over to adrenaline and continued to thunder forward, putting as much distance as possible between himself and Ponyville's eerie castle.

* * *

Trixie's tail flicked continuously in irritation, but there was little she could do besides plod along in front of Starlight and behind her own wagon, the shackles on their legs clanging monotonously as the short chains dragged along the dirt beneath their hooves.

"They could have at least let us ride *in* the wagon," she muttered through clenched teeth, trying for the thousandth time to summon her magic, but the suppression ring around her horn kept it in check.

Behind her, Starlight had been similarly manacled, although the brigands couldn't have known that the magic suppression ring was unnecessary in her case. Neither of them deemed it necessary to correct them. Meanwhile, the brigands ahead of them and on either side chattered amicably with each other, paying little heed to their captives, as the big Earth Pony at the front pulled Trixie's wagon, the party moving down the road at an easy clip as if they had nothing in the world to fear.

And she supposed they didn't. There was the burly, light blue earth pony who pulled the wagon and didn't talk much; he seemed decent enough. The scrawny, shifty looking unicorn, dark violet with a long, scraggly white mane, had been the one to disable their magic. He'd burst into their trailer out of

nowhere and used some kind of flash spell to blind them, and had slipped the rings on their horns before they'd even had time to react. There was the trash-talking, foul-mouthed female Pegasus that she couldn't stand; and finally, by far the most obnoxious of the group, was the pair of Earth Ponies, identical twins except one was orange with a green mane, and the other was green with an orange mane. They had the annoying habit of finishing each others' sentences, which usually consisted of bawdy innuendo that the Pegasus would elaborate upon for them in cases where she seemed to think the meaning wasn't clear enough.

The twins, who were supposed to be guarding them but were currently more busy exchanging crude sentences with one another and cackling in unison, seemed momentarily distracted, and Starlight took the opportunity to pull up alongside her.

“What do you think they're going to do to us?” she whispered. Trixie shrugged.

“Well, if we're lucky they'll just take us to the next town and sell us,” she whispered back. “Then it's just a matter of getting these stupid rings off and escaping.”

“What happens if we're not lucky?”

“They take us back to their hideout, and make us 'buy' our freedom.”

“Hmm,” Starlight considered. “Well, how much do you think they'll want?”

Trixie rolled her eyes. “I don't think it's bits they're going to be after.”

Comprehension dawned on Starlight's face, followed by disgust.

“Which one do you think it's going to be?”

“Well, slavery is illegal in Equestria, and the fines if you get caught are a lot steeper than the profit you'd make from selling somepony, so...I'm guessing probably the second thing.”

Starlight looked like she was going to be physically ill.

By the position of the sun, it looked like it was getting close to noon. The empty, barren wasteland they'd been walking through the previous night had given way to sand and heat, and Trixie judged that they were somewhere in the San Palomino desert. Saddle Rash was probably not far, but she rather doubted that was where they were going.

As it turned out, she was right. When the sun was at its highest point in the sky, they veered suddenly off the road into open desert.

“Where are we going?” she complained. “You've already got all of our stuff. Why can't you just let us go?”

One of the Earth Pony twins responded with a joke obscene enough to shock even Trixie, who had frankly been around more than a few brigands in the past. Starlight, who wasn't exactly a filly in the woods either, looked like she wanted nothing more than to vaporize the both of them, but even without the ring on her horn there wouldn't have been much she could do.

“Quiet back there!” snapped the Unicorn from up front. He tried to sound intimidating, but his voice was so nasally it was almost comical. Trixie did stage magic for a living, and knew a charlatan when she saw one. This Unicorn put on a tough front, but she doubted he was capable of anything more than a few cheap tricks like the one he'd pulled back at their camp. She could probably take him herself, if it wasn't for the blasted ring on her horn, and there was no *way* he'd be a match for Starlight if she were at her full power. Starlight couldn't do much of anything right now though; it was all up to her. It was time for the Great and Powerful Trixie to show these two-bit crooks the meaning of *real* showmanship. She just needed to bide her time and wait for her chance.

She'd think of something.

* * *

Flip awoke to the sounds of birds chirping in the trees above. By the angle of the sun filtering down through the green canopy above, it looked to be about ten o'clock. He glanced at his watch; it was actually getting closer to eleven.

He hadn't meant to sleep this late, but he judged he'd needed the rest. Getting completely soused and going on a two-hour forced gallop was not the evening he'd had in mind when he'd knocked off work the previous night.

He didn't know if Moonstone Crunch and the others were still after him. He rather doubted it, but he was glad he'd had the sense to stumble into a thick grove of trees before passing out from exhaustion. He was fairly certain that one of them was dead or at least paralyzed (getting a boulder dropped on one's spine wasn't usually the sort of thing one walked away from), but he didn't expect his comrades would care about getting revenge. This had been simple business; Silver Star had “wanted” his cutie mark, and he sent his paid goons to get it for him.

Flip had no idea how one went about getting the cutie mark of another pony. The idea was far more abstract than saying you wanted to take somepony's head, or leg, or tail. Parts of a body could be physically severed; a cutie mark was a part of who a pony *is*. Trying to take somepony's cutie mark would be like trying to take their sense of humor their smile or their oat allergy; even if there was a way to do it, he just couldn't imagine why anypony would even want to. Whatever his reasons might have been though, Flip imagined the method had something to do with the raven and the gem.

He stood up. Despite sustaining no more damage than a couple of minor scrapes in the fight, his body ached all over from the run. He stretched out his cramped muscles as best he could, and threaded his way through the trees until he was back at the road.

He'd run through the forest pretty much blindly, only stopping to try to get his bearings once he'd emerged safely and was certain that he was no longer being pursued. He was able to follow the position of the moon well enough to make his way gradually southeast until he'd found the railroad tracks, and had followed these South until he'd come to the main road. His saddlebag was back at Magical Masterpieces, so he didn't have the benefit of his map, however he had enough general knowledge of the landscape to guess he was somewhere north of Ghastly Gorge.

In any event, it looked as if his time in Ponyville had drawn to a close. It was time to move on.

He set off down the road at a light trot, not pushing himself but maintaining a decent speed. Pursuit at this point seemed unlikely, but it was usually best not to leave things to chance. The sun climbed higher and higher in the sky, and as he wound his way gradually southwest the green, lightly forested land began to give way to a sparse, depressing landscape of barren hills and dead, ugly trees.

After traveling about an hour, he came to a place where the road forked. An old, weatherbeaten sign informed him that the main road continued West to Las Pegasus, and the scraggly, less-traveled path snaked Southwest into the San Palomino desert, towards Saddle Rash.

Flip paused. He had nowhere in particular he needed to be. Las Pegasus was always fun. He'd never been to Saddle Rash and had never had much occasion to go, but he supposed if he wanted to hide from murderous mercenaries and cutie-mark thieving ravens, the tiny, out of the way town would be the way to go. He stood, staring pensively at the two forks for longer than the decision probably justified. Las Pegasus was a party town; there was always something to do there. Somehow, though, Flip felt that he had had enough of parties for the time being.

He turned and headed down the road to Saddle Rash.

* * *

“Pipe down in there!”

The Pegasus kicked at the iron bars with a hoof for emphasis. Trixie and Starlight looked up in annoyance.

“We weren't talking to *you*,” said Trixie.

The Pegasus glared at them.

“I don't know what you're up to, but cool it,” she growled.

Trixie and Starlight looked innocently at one another.

“What could we possibly be up to in here?” asked Starlight. “You've got us locked in a cage, it's not like we're going anywhere. What's the harm if we talk to each other?”

The Pegasus narrowed her eyes. She had a dusky purple coat and a scruffy purple and black mane, with a face that always looked like she was always scowling, even when she wasn't. Her cutie mark was a group of bats.

“I don't know what you're up to,” she said, “But Vector will be back soon, and then we're gonna figure out just what to do with you two, so you'd better not cause any trouble until then.”

She turned huffily around and plopped down in front of the cage, a small cloud of dust rising up around her.

The brigands' hideout was an abandoned mine shaft. On the way down Starlight had tried to memorize the sequence of turns they took in order to form a map in her head in case they found a chance to escape, but they took such a circuitous route through the twisted maze of winding tunnels that she soon

gave up. All she knew was that they were somewhere deep. At least it was cool down here.

“What *are* you planning to do with us, anyway?” yawned Trixie, stretching herself out as best she could inside the confines of the small cage.

“That's up to Vector,” the Pegasus said, without turning around.

“Vector Vector Vector,” said Trixie, in her most mocking tone of voice. “As usual, the Unicorn is in charge, and the Pegasus is just dumb muscle.”

The Pegasus' ear twitched in irritation but she didn't turn around.

“I'd watch that mouth if I were you,” she said. “You don't look like you'd be much without that horn.”

“Why not let us out of here and see for yourself?”

The Pegasus looked as if she were about to make some kind of angry retort, when the door opened and a Unicorn entered the room. Vector, apparently the boss of the group, was even uglier up close. He was a short, emaciated, bony looking creature, with a dark violet coat and a scraggly snow-white mane. His eerie yellow-green eyes almost glowed in the half-darkness of the lantern light, their catlike vertical pupils suggesting he might have some dragon blood. The Pegasus stood up as if at attention as soon as he entered.

He stepped forward and examined the two mares in the cage, tittering softly to himself. The filmy orbs of his eyes moved over them like a reptile sizing up an insect it was about to devour. Just being in the same room with him made Starlight's skin crawl.

“Hmmm, yes,” he said, his whiny, nasally voice like the whine of a mosquito. “I think you two will fetch a decent price.”

“Price?” Trixie scoffed. “You can't sell us. Slavery is illegal here, Celestia will have your head for it.”

“In Equestria, yes,” hissed Vector. “That's why you'll be going south, to Klugetown. I know a vendor there, yes, will pay a high price for comely unicorns. Without horns they make very nice pets, yes!”

He laughed, and it was not a pleasant sound.

At the sound of Klugetown, Trixie's eyes widened, and she shrank involuntarily to the back of the cage. Starlight had heard of the place, but she had never been there. She had no interest in changing that.

“You can't take us there!” she said, a little too quickly.

“Oh?” Vector looked amused. “And why not? You have little choice. You go where I send you, yes?”

“Do you even know who we are?” snapped Starlight, thinking as quickly as she could. “We're worth far more to Silver than to some trader in Klugetown.”

“Silver?” The scraggly unicorn looked interested.

“Silver Star?” she said. “You know, the powerful business magnate? Owns a bunch of magic stores all over Equestria, marrying the Princess of Friendship? *That* Silver Star?” She looked at Trixie in mock disbelief, who seemed to pick up on the cue. “Do you mean to say you don't even recognize us?”

Vector was looking back and forth between them intently.

“What are you talking about?” he hissed.

Starlight shot him a sly smile. “Oh, nothing. Forget it. You beat us, we're clearly no match for you. Guess we'd better lie down and get some sleep, I'm sure we've got a long journey to Klugetown tomorrow.”

She curled up on the floor of the cage and pretended to go to sleep. Vector leaned in close and rattled his hoof against the cage.

“Tell me who you are to Silver Star!” he bellowed, in a shrill voice that made Starlight cover her ears.

“Oh, so you know him then?” said Trixie.

“Know him?!?” hissed Vector angrily, “Of course I know him! He owes me four thousand bits, yes? Yes, yes, I am familiar with Silver Star, yes!”

“Oh, good then,” Trixie went on casually. “That will save us the trouble of explaining it to you.”

The angry Unicorn rushed at the cage suddenly, smashing his hooves against the bars, his horn lighting up with a pale, crackling white aura.

“Tell me who you are to him,” he hissed.

Trixie smiled coyly.

“I,” she said, “Am the Great and Powerful Trixie, stage magician extraordinaire! I'm *sure* you recognize me. As for my friend Starlight she is Silver's...er...concubine.”

Starlight's head shot up suddenly.

“Concubine?!?” she and Vector exclaimed simultaneously. Vector's piercing, crafty eyes shot towards her quickly. The vertical slits narrowed as he looked her over, trying to ascertain whether they were telling the truth.

“She's lying,” the Pegasus snapped. “They're just trying to talk their way out of Klugetown!”

“Maybe, maybe not, yes?” Vector considered. He stared back and forth at each of them in turn as he mused over what to do.

The Pegasus sighed angrily.

“What is there even to think about?” she demanded. “Let's just sell them to the trader and be done with

it!”

“Lilah, you will be quiet!” the purple Unicorn snapped, turning his piercing gaze toward the Pegasus. He turned his attention back to the caged mares, thinking out loud as he sized them up further. “The trader pays handsomely, but not as handsomely as Silver Star.”

“Silver Star still owes us money!” said the Pegasus, who was apparently called Lilah.

Vector glared at her.

“I know this, yes?” he hissed. “That is why we will not sell them to Silver Star.”

Starlight's heart sank. The Unicorn noticed her expression and tittered.

“No,” he continued, “Not to Silver Star, and not to the trader, yes? There is another.”

* * *

Flip Ferrari entered Saddle Rash just before sundown. He wasn't sure what exactly he'd been expecting, but he thought it would at least be more than the dilapidated, depressing little ghost town amongst whose ramshackle buildings he now stood, illuminated forlornly in the light of the sinking blood-red sun.

It looked like it had once a town maybe a little smaller than Ponyville, although most of the wooden clapboard buildings looked like they had been abandoned. The unpaved streets were empty even for a small Western town at the end of the day. A lonely tumbleweed blew down what looked like it had once been a main drag.

Flip wandered slowly down the street, looking this way and that for any signs of life. He'd been on the road for nearly the entire day and had been looking forward to a meal and maybe a hot bath once he made it back to civilization, but unfortunately it didn't look like he was going to find much of it in Saddle Rash.

He stopped near a wooden building and peered into the dark window. He was reminded suddenly of the Ponyville schoolhouse, all dark and empty at a time when it should have been filled with noisy and exuberant foals. This town felt wrong in the same sort of way.

He was beginning to wonder if he shouldn't just find an abandoned house to sleep in for tonight and set out for Las Pegasus in the morning, when he suddenly spotted a familiar structure. The building was a single-story cube, made out of shiny metal that still glittered in the sun, despite some slight wear from the wind and sand of the desert. The windows were dark but appeared to be tinted orange. The building looked starkly conspicuous against the backdrop of wooden and brick buildings, just as it did in Ponyville. Silver recognized its design immediately.

He approached it slowly and read the lettering above the door, printed in what had probably once been big, bold type, but had been eroded by the wind and sand. *Magical Masterpieces*.

“Who are you?!?”

A shrill voice from somewhere behind caused him to wheel around in surprise. A short, stocky old grey pony stood there. He wore a black slouch hat, and his grizzled old face, partly hidden behind a dazzling emerald-colored beard that came halfway down his stubby legs, looked like it had seen it all.

“Uh, Flip Ferrari apologizes,” said Flip. “He was just passing through.”

The old pony narrowed his eyes suspiciously.

“No pony passes through here,” he said, “No pony ever even passed through here when there was a town to pass through. End of the road, is Saddle Rash. Less'n you plannin' to just wander the desert, there ain't no place to pass through to. What's yer business here, stranger?”

“Uh, Flip Ferrari was just wondering if there was anyplace in town he could do some work in exchange for a place to stay the night.”

The old pony laughed.

“Work?” he said, “Ain't no work here. Ain't no pony left to work for, and ain't no work left for any pony to do.”

“What about the magic store?”

The old pony's eyes lit up with rage.

“Magic store?!?” he bellowed. “Ain't no magic store! Never was no magic store!”

“Uh, then what's that?” Flip nodded towards the ostentatious metal building.

The old pony glowered.

“That there's the thing that done destroyed this town,” he said. He looked Flip up and down. “Flip Ferrari you said your name was?”

“That's right.”

“Where you from, Flip Ferrari?”

“Just came from Ponyville.”

“Ponyville, eh?” The pony narrowed his eyes again. “You ever heard of a pony by the name of Silver Star?”

Flip nodded.

“He any friend to you?”

Flip shook his head. The old pony's gaze softened, although not by much.

“I reckon I might have some work for ya,” he said finally. “I run a tradin' post downtown. There's a

hotel nearby, though it ain't much to speak of these days. You go on down there, speak to the pony in charge, tell her I'll vouch for your room. My name's Emerald Whiskers. Folks call me that on account of my emerald whiskers. It's a pleasure to make your acquaintance, Flip Ferrari.”

8.

The hotel was pleasant enough. It was a two story clapboard building taking up an entire block, which looked like it had been painted red at one point, though years of sandstorms had eroded most of the paint away. The pony at the front desk was a middle-aged Pegasus named Cinnamon Breeze, who had seemed a little overly enthusiastic to have a “big, strong, handsome” pony like Flip Ferrari staying in her place. She seemed friendly enough though.

However, as with Emerald Whiskers, she had gotten silent and serious when the topic of the magic store had been brought up.

If there was anypony else staying in this hotel, they were sure keeping quiet. The entire building was as eerily still as the rest of the town. However, the room was clean, and Flip had no difficulty in getting comfortable.

He leaned his head back and let hot water gush over his face and through his mane. Between the battle last night and the day spent on the road, he felt as if he were covered in a week's worth of grime, and it felt great to shower.

Once he was clean, he headed downstairs and outside. The sun had gone down, and the desert sky was a brilliant canopy of pinks and purples. Without the heat it was a beautiful landscape, but the town felt even more empty and forlorn at night.

The Trading Post was across the street from the hotel. It was a small but well proportioned single story building with a gabled roof and a covered porch that ringed the entire structure. As with most of the buildings in Saddle Rash, it looked as though it had been well maintained at one point but had been ravaged by sand and neglect.

Emerald Whiskers greeted him at the door.

“Got yourself all cleaned up I see,” he said,. “Well, come on in, I'll show you the place.”

The inside of the store didn't look much like any trading post Flip had ever seen. The building consisted of one large open room, with a small alcove in the back that looked like a kitchen. Tables and chairs had been stacked on top of one another and pushed against one wall, to make room for the giant wooden crates that were scattered everywhere.

“What sort of trading post is this?” asked Flip.

Emerald Whiskers eyed him steadily.

“The kind where you don't ask too many questions,” he said.

“That's about what Flip Ferrari figured,” said Flip.

“If you ain't got a taste for the work, I won't force you,” said the old pony, “Just be out of town by sunrise if that's the case.”

Flip shrugged.

“Flip Ferrari don't judge, and Flip Ferrari won't ask questions if that's what you want,” he said. “That's how Flip Ferrari lives.”

Emerald Whiskers gave him a terse nod, and the subject was dropped.

* * *

Flip rose early the following morning. Breakfast at the hotel was grilled asparagus and a bowl of oats, served hot. It was the best meal he'd eaten in days, and said so. The old Pegasus blushed at the compliment.

He spent most of his time before noon pulling a large sledge laden with heavy wooden crates, loading them in and out of wagons driven by suspicious looking ponies and not asking any questions about where they came from or where they were going. Emerald Whiskers oversaw the operation, collecting sacks of bits from one wagon, paying the driver of another, and at one point disappearing into his kitchen alcove for about fifteen minutes.

When the sun was halfway across the sky, they broke for lunch. The food was amazing and had apparently been cooked by Emerald Whiskers himself.

“Flip Ferrari has to say that this is the best grilled sunflower sandwich he's ever tasted,” said Flip, munching away enthusiastically.

“Thank'ya,” said Emerald Whiskers, munching noisily at his own sandwich. Flip eyed him with curiosity.

“Where did you learn to cook like this, if you don't mind Flip Ferrari asking?”

“I used to have a restaurant,” said Emerald Whiskers flatly. His tone made it clear the conversation was at an end.

Flip looked once more at the tables and chairs stacked against the rear wall, and said no more.

A couple of hours later, Flip was loading a series of crates stamped with a now-familiar insignia onto a sledge, when he heard the sound of somepony ringing the pull-bell at the back entrance. It rang again. He glanced back towards the kitchen alcove, but it was empty, as was the great room. He recalled that Emerald Whiskers had said he was stepping out on an errand, though he wasn't certain how long ago that had been.

The bell rang once more. Ordinarily, Flip considered any dealings with Emerald's customers or suppliers to be forbidden under the “no questions” clause of his contract, however this sounded urgent and Emerald wasn't around.

He gave the crate he was loading a final kick onto the sledge, headed over to the back door and slid it open. A light purple colored Pegasus with a purple and black mane and bats for a cutie mark was standing outside the door, the bell rope in her mouth, tapping her hoof impatiently.

“Who are you?” she immediately demanded rudely.

“Flip Ferrari could ask you the same question,” Flip said flatly. “You got business here?”

The Pegasus laughed shortly.

“Do I 'got business' here?” she scoffed. “Yeah, as a matter of fact I do, 'Flip Ferrari'. Now why don't you run along and tell your boss that Lilah Dusk is here and she's got a package for him.”

“Emerald Whiskers isn't here,” said Flip, not moving. “If you've got a package though you can leave it, I'm sure he'll settle up with you later.”

“I don't care where he is,” she sneered, “Go find him. And make it quick, I ain't got all day.”

Flip Ferrari still didn't move.

“Are you deaf or just stupid?” she snapped. “I told you to go get your boss.”

“Flip Ferrari don't work for you. And he didn't hear a please.”

Lilah Dusk cackled a little at that.

“You're pretty, but you're not too bright. Tell you what? You get out of here right now, go find that grizzled old fop, and maybe you get to keep all your teeth. Do it real quick and maybe you get a kiss.”

“Flip Ferrari doesn't want a kiss. He doesn't know where you've been. And he doesn't take orders from you.”

Lilah's eyes lit up with anger and she flapped up into the air, as if preparing to strike. Flip Ferrari tensed up, readying the muscles in his hind legs.

“Now just what in tarnation is goin' on out here?!?” bellowed an angry, raspy voice.

Flip turned, and Lilah landed again in a huff. Emerald Whiskers stomped out through the back door and stood between Flip and Lilah, glaring back and forth between them.

“You need to tell your stock boy here that he needs to learn how to talk to a lady.”

“Find Flip Ferrari one and he'll show you how he talks to her,” said Flip dryly.

Lilah looked like she was going to rise into the air again, but suddenly a new voice cut in, shrill and annoying, like the whine of a mosquito.

“Enough of that Lilah. We are here to transact business, yes? Not to fight.”

A small, scrawny, incredibly shifty looking violet unicorn was coming down the alley, flanked on either side by Earth ponies who were mirror images of each other with their colors inverted. Behind them, a large, sky-blue Earth pony was pulling a rather curious looking wagon.

“What's all this, Vector?” said Emerald Whiskers, eyeing the wagon suspiciously.

“We have a package for you, yes?” The unicorn smiled unpleasantly. “Something you will be *very* interested to see. Something that Silver Star would pay handsomely for, perhaps.”

Emerald glanced back at Flip who continued to watch silently, his muscles still tensed for a possible skirmish.

“Flip, why don't you go see to that pallet you was workin' on,” he said. Flip nodded briskly and left.

He continued about his work, but tried to keep an eye on the scene at the back door. Flip had been watching shady characters come and go all day, and suspected that Emerald was probably involved in smuggling to some extent. Most of the ponies he'd dealt with had looked like they were in the same line of work. This group was different, though. They were coarse, rude, and violent; they seemed like common highway robbers, probably not above committing murder if they had to. He didn't get the impression that Emerald held them in high esteem either, though he seemed willing enough to do business.

Whenever he was near the back door he tried to listen in on their conversation. He was only able to catch a few fragments, but he distinctly recognized the words “unicorns,” “Silver” and “Klugetown.” Whatever was going on, he didn't like the sound of it.

Soon, the door slid shut, and Emerald Whiskers approached him. He had a rather serious expression on his face.

“Flip,” he said steadily, “I want you to go out there and grab that wagon they brought, and bring it around to the loading bay. After that we're going to see what's inside.”

Flip nodded and did as he was asked. The loading bay was an area around the back of the trading post, with a large door that had been cut into the wall of the building recently to allow the loading and unloading of wagons, from a yard that was surrounded by a high wooden fence that kept out any prying eyes that might still be around.

The wagon was definitely strange. It was garishly decorated and had windows and a tin chimney, more like the camping wagon of a traveling circus performer than a wagon for transporting goods. The curtains of the windows were tightly drawn. He hitched himself up to the harness and pulled it around into the loading bay area, where Emerald Whiskers was waiting.

“Alright, let's see what they brought us,” the old pony said gruffly. He tramped up the steps to the door and fiddled with the crude lock the shady ponies had placed on it.

The door creaked slowly open. They heard muffled noises, as if somepony was inside.

* * *

Starlight swallowed as the door began to open. She had no idea what to expect. She and Trixie had been locked inside the dark, cramped wagon for hours, their legs still shackled, their magic still bound by rings on their horns. At one point, the Unicorn apparently decided that Trixie had mouthed off one too many times, and ordered a bit and bridle placed on her, an order which the twin Earth pony goons had been more than happy to carry out.

The door swung open. Starlight blinked as the harsh glare of the afternoon desert sun suddenly pierced the darkness. The silhouette of a squat, stocky pony with thick bushy whiskers came into view. Wordlessly, he beckoned them out into the sunlight.

She found herself standing in a high-fenced enclosure. Their wagon had been rolled up against the side of a building, that appeared to be some type of warehouse. Standing in the open doorway was a pony she instantly recognized.

“Flip Ferrari!?” she exclaimed, almost forgetting for a moment that her legs were shackled as she descended the staircase into the yard. She heard Trixie behind her making a similar muffled exclamation through her bit.

“Starlight Glimmer,” said Flip, his face the same mask of plebeian stoicism that it always was. “Trixie.” He gave a slight nod to the latter pony, who looked visibly embarrassed at being seen by him in her present state.

The small, stocky, bearded pony looked back and forth between the two unicorns and Flip.

“So y'all know each other, eh?” His expression didn't change. “Welp, that saves the trouble of introducin' him. My name's Emerald Whiskers, and I'm the pony who just paid a mighty mess of bits for the two of you.”

“Oh, er...” Starlight suddenly realized that her fate was still very uncertain. “What are you...”

“Relax,” said Emerald Whiskers. “I ain't sunk so low yet as to be in the slavery business, but I can't say the same for Vector and those others what had ya, you're better off with me than with him. Vector had it in his head that the two of you was valuable to Silver Star somehow, and reckoned he could get some bits outta me on account of that. I met his price, and I'm aimin' to set you both free, but in return I want some answers.”

He turned suddenly to Flip Ferrari.

“Startin' with you.”

* * *

Compared to the desert and the stuffy wagon, the cool interior of the trading post was a welcome change. Starlight held still while Emerald fiddled with the shackles on her legs. The ring around her horn slid off easily, although her magic was still as useless as when it was on.

The last shackle fell off with a loud clank, and Emerald pulled the chains away. Finally, her legs were free again.

“You want I should take this bit off of your friend here?” Emerald asked, inclining his head towards Trixie. At the moment she was rolling her tongue against the bit in an awkwardly lewd way while making eyes at Flip, who didn't seem to mind the attention.

Starlight rolled her eyes.

“Oh, just leave her,” she said. “Let's enjoy the peace and quiet while we can.”

Trixie whipped her head around and shot her an angry glare.

Emerald shrugged and set about the task of undoing Trixie's legs.

“So,” he said, “Y'all are from Ponyville. *You* worked for Silver Star until he tried to kill ya.” He nodded towards Flip. “And *you* were his...concubine? Did Vector have that right?”

“I'm *not* his concubine!” she said, aiming a swift kick at Trixie's shin, who shot her another angry look.

“Ain't no shame in it, young filly,” said Emerald coolly, as the first shackle popped off of Trixie's leg. “We've all had to do things for Silver Star that we ain't proud of.”

Starlight reddened and ground her teeth.

“Anyway,” said Emerald, “It don't sound like none of y'all are too friendly with him anymore, and anypony who's an enemy of Silver Star is a friend of mine.”

“What happened here, anyway?” interjected Flip suddenly. They all turned and looked at him. “It had something to do with that magic store, didn't it?”

Emerald didn't answer. He moved to the next of Trixie's shackles and began working at the clasp.

“This town used to be a nice place to live,” he said finally. “Sure, it wasn't nothin' fancy, but good folks lived here, and we did fine for ourselves. Then one day, that Silver Star rides in, all braggin' and boastin', sayin' how he was gonna bring all this money into the town and turn it into the next Las Pegasus. I never trusted him, but he's got this...way about him. I'm sure y'all know what I mean.”

They all nodded. They knew what he was talking about; that almost hypnotic effect that Silver's words could have on a pony. He could talk anypony into doing just about anything if he set his mind to the task.

“Anyway,” continued Emerald, “Silver sets up that shop of his in town. To this day I still don't know what he did in there, cause he sure as hay never had any customers in there. Nothin' but Earth ponies and a couple of Pegasi live round here, no pony in these parts had much use for a magical items store. Sure wasn't no interest in that fancy flying board he sold, neither, that Extreme whatchamacallit.”

“Extreme Gear,” said Flip.

Emerald nodded. “Yeah, that's the one. Extreme Gear. He had about a thousand of those things just sittin' in that shop, collecting dust.”

The second shackle clicked off and fell to the ground.

“But that didn't stop him from havin' wagons comin' and goin' at all hours of the day and night. He bought up more property too, all around town; bought the big mansion on the outskirts that used to belong to the Governor of San Palomino eons ago. Any business he couldn't get the deed to, he found

ways of becomin' chummy with whoever owned it. He'd become your business partner, promise to make you rich if you sold out to his company. Then he'd use every line of credit he could get in your name to buy all kinds of crazy stuff, an' most of it got carted right out of town in them wagons he always had comin' around. Before anypony even knew what was goin' on, the town was belly up broke, and Silver Star was gone. Only thing left is that old magic shop and that mansion he had."

"Did the same thing happen to you?" asked Starlight quietly.

Emerald shook his head.

"No, not me," he said. "At least, not at first. Me and a few others saw what he was tryin' to do and didn't want no part in it. This place used to be a restaurant, finest restaurant in town as a matter of fact. But when there ain't no customers, there ain't no way to have a restaurant. I had to sell out in the end, too. So now I run Silver Star's tradin' post. Me and old Cinnamon at the Hotel, and a few others too stubborn to move on, that's all that's left o' Saddle Rash."

A third shackle dropped off of Trixie's leg with a clang.

"Listen," he said. "Like I said, I paid a mighty mess o' bits to set the two o' you free, but I don't hold it against ya. Let's just say you owe me one." He nodded toward Flip. "I thank'ya for the work you done for me, but I can probably get by okay without ya. I'll settle up with ya for today, y'all can stay the night with Cinnamon, and then tomorrow y'all can set out and get as far away from Saddle Rash and Silver Star as y'all can."

"What about Ponyville?" demanded Glimmer.

Emerald gave her a sad look. "From what you've told me, Ponyville's already gone. That Silver Star's just gonna keep goin' like he goes, suckin' town after town dry until somepony stops him."

"Well, *we* could stop him," she said. Trixie shot her an incredulous look. Flip Ferrari raised an eyebrow but his expression remained otherwise unchanged. Emerald just smiled thinly.

"Young filly," he said, "I like yer spirit, and I reckon I'd like to see that prancing la-la homo pony get knocked down a peg or two. But I cain't in good conscience let you go off and get yourselves killed. He's got money, magic and powerful friends. If he was the kind of pony regular folks could tangle with, I'd a tangled with him myself already."

"Who said anything about 'regular folks?'" said Starlight, a little arrogantly. "*I* happen to be the student of Princess Twilight Sparkle, and my magic is at least on par with Silver Star's. My friend here is the renowned stage magician the Great and Powerful Trixie, and Flip Ferrari is.....Flip Ferrari."

"That he is," said Flip Ferrari, nodding sagely.

Emerald Whiskers stared intently at her for a moment, and then nodded soberly.

"Alright," he said. "Well, I reckon I cain't change yer mind then. Just make sure you hit him good for me too. Is there anything else I can do to help you along yer way?"

"Yes," said Starlight. "I'd like to have a look at this old mansion he used to live in."

9.

The Governor's Mansion stood at the far Western edge of Saddle Rash, at the end of a long dusty road. It was surrounded by a tall, wrought iron fence, the gates of which hung ajar, leading into a dusty weed-choked lawn. The house itself was a tall, gloomy old place, as forlorn as every other building in Saddle Rash, but looking as though it had been more or less taken care of until fairly recently.

Flip Ferrari examined the structure from the gate, a dark, imposing mess of turrets and balconies and gabled rooftops. It was nowhere near as ostentatious as the building which Silver Star currently occupied, but it was by far the biggest and probably most expensive property in town. He rather suspected one could trace Silver's movements from town to town just by seeking out the biggest house and seeing if he'd ever lived there.

“Well, this here's the place,” said Emerald Whiskers.

Trixie, whom Emerald had been kind enough to eventually unbridle, sidled up next to Flip.

“It looks like an old dump,” she announced loudly, kicking at the front gate with her hoof. It creaked loudly as it swung inward.

“No pony's been around to tend the place since Silver done abandoned it,” said Emerald Whiskers. “He left in a hurry though, so I reckon a lot of his stuff is still inside. Hopefully y'all can find somethin' useful in there.”

Starlight, who had gone into the yard and was examining some expensive looking but neglected iron lawn furniture, turned around.

“And it's alright if we just go in?” she asked.

Emerald shrugged. “Sure, go ahead if that's whatcha want. Place still belongs to Silver but he don't seem to care too much about it anymore.”

The three of them said goodbye to Emerald and approached the old wooden porch. The house couldn't have been abandoned more than a few months ago, but a sandstorm or two could wear down a building's exterior remarkably quickly. Things left untended in the desert usually deteriorated quickly.

The door was a huge, ostentatious arched gate, with a great stained glass window in the center. The image in the window depicted a strange pattern of stars, arranged around what looked like an umbrella. Flip had no idea what it meant, but it was a mark he'd grown accustomed to seeing; the same mark appeared all over Ponyville and had been stamped on many of the crates that he'd spent the day loading and unloading. It was the same mark that Silver Star bore on his flank. Not that Flip Ferrari had spent much time examining Silver's flank, for that was not how Flip Ferrari lived.

The door creaked noisily open, and the three of them stepped into a dusty but elegantly appointed foyer. The floor was patterned with polished marble tiles arranged in a mosaic of the same insignia as the door. The room was semicircular, and arched doorways opened onto corridors leading off into the rest of the house. A huge, curved staircase flanked on either side by elaborately carved marble statues of Silver Star rose up into the murky depths above.

“Wow, this place is huge,” said Trixie, tapping at the base of one of the statues with a hoof.

“Yeah,” said Starlight. “It looks like he spent a fortune on all this stuff and then just left it here.”

Flip peered down one of the corridors.

“What are we looking for in here exactly, anyway?”

“I'm not sure,” Starlight admitted. “But we know Silver's a pretty accomplished magic user. He just drifted in out of nowhere and bought up the whole town, and he's doing the same thing to Ponyville. It sounds like he's got Twilight under some kind of spell, and he's pulling half of Canterlot into his orbit. There's no way he was able to accomplish all of this without some high level magic. There's got to be some kind of clue around here somewhere that will tell us what we're up against.”

“It's going to take a long time to sift through all this stuff,” said Trixie. “Maybe we should split up.”

Starlight nodded. “That's a good idea. How about--”

“Flip and I will search upstairs,” said Trixie quickly, then gestured to Flip. The two of them began heading up the stairs. “Um, you can search down here, Starlight,” she added.

Starlight almost raised an objection, then rolled her eyes and let them go.

* * *

Starlight stared at the books spread out on the table in front of her. She had no idea how long she'd been pouring over them, all she knew was that the sun had long since ceased to shine through the murky window and she was now reading by the light of a small candle she'd found.

She shook her head in wonder. As diabolical as it all was, she had to admit that her old self would have thoroughly admired Silver Star. The lengths to which he had gone to engineer all of this were nothing short of amazing. It wasn't just his use of high-level magic, it was the way the magic was artfully woven into his master plan. You had to see the entire thing to really appreciate it; his clever use of business and “creative” accounting, his contracts invoking bits of arcane Equestrian law going back thousands of years...as much as she hated to admit it, she had to say that she respected him, as one former scoundrel to a current one.

“I never even dreamed anything on this level,” she admitted to herself. “All I ever wanted to do was to take over a village, and when Twilight thwarted me all I could think of was revenge. This guy...”

This guy was in a whole other league.

Probably the most amazing thing about it was that it wasn't even all that complicated or difficult to understand, it was just...cunning. It was the kind of plan no ordinary pony would ever come up with on his own, you really had to have the mind of a villain to appreciate the genius simplicity of it all.

She'd found the library after trying a number of doors, and had been delighted to see that it was mostly intact. Most of the books inside were common titles, which explained why he hadn't bothered to bring any of it with him when he'd moved. However, it was once she'd broken open the locked cabinet, and

discovered what he'd so carelessly left behind, that things started to get interesting. There were journals, ledger books, various assorted parchments containing hastily scribbled spells and diagrams, receipts; all told it was a surprisingly thorough record of an amazingly complex criminal enterprise.

Silver appeared to have materialized out of nowhere, just as everypony seemed to think he had. She knew this couldn't have literally been the truth, of course, but she could find nothing in any of his personal journals, nor any corroborating record anywhere else, of anywhere he'd been before the previous year.

He'd arrived in Canterlot with literally nothing, going by the name of Silver Apple. He had no money, no possessions, no friends, no education, no past; nothing whatsoever to recommend him to anypony. Despite this, he'd managed to bluff his way through the entrance exam of one of the city's most prestigious magical dueling academies, but had disliked the snobbish attitudes of the other students, and had disliked even more the janitorial work the school had accepted from him in lieu of tuition. He'd left the school after only a month, though he claimed to have done exceptionally well during his tenure there. The student transcripts she'd found amongst his journals provided confirmation that he had, indeed, been an excellent study.

It was around this time that his knowledge of arcane and complex magic began to increase dramatically, causing Starlight to suspect (though he did not admit to it even in his most private journals) that he had plundered a portion of the school library before leaving. His luck at gambling, coincidentally, began to pick up around this time, as did the level of influence he was able to exert over other ponies. It was in this way that he was able, eventually, to charm his way into the affections of a middle-aged Unicorn, who was the wealthy widow of a Canterlot noble.

This relationship had afforded him a minor increase in his income, which he'd managed to multiply significantly through his newfound skill as a gambler and squirrel away. He'd very nearly had the rest of the old mare's fortune, too: she'd put him into his will and then conveniently died the following week. However, her children had been suspicious enough of the circumstances to hire an investigator, and it was at this point that Silver Apple had graciously opted to forfeit his claim on the inheritance, and quietly left Canterlot the following night (pulling a wagon laden with quite a bit of his late paramour's furniture).

He'd fled Canterlot for Baltimore, then Fillydelphia, then Manehattan, slowly increasing his fortune through gambling and small-time racketeering, but seldom staying in one place for more than a few weeks. Usually he was being chased out by one of the local gangsters, or else running to dodge the law or the lynch mob, sometimes all at once. Eventually he turned up in Las Pegasus, calling himself Silver Star and owning a sizable interest in a casino operated by some Neighponese gangsters. Unlike his previous criminal associates, whom he usually wound up double crossing in some way or another, he managed to stay friendly with these ponies. After two months he sold his interest in the casino, and used the profits to create the Silver Star Corporation. The first of his magic stores, Magical Masterpieces, opened shortly afterward, in a tiny little town called Bridlewood, which...didn't appear to be on the map anymore.

The finances of the Silver Star Corporation were practically a separate tale in their own right. The kind of now you see it, now you don't type of magic that Silver worked with the money was frankly more impressive than the actual magic he seemed capable of doing. Trixie would have probably been impressed, though Starlight didn't want to put any tempting ideas into her head. They were both trying to reform, after all.

It seemed that the old pony's account of Silver's operation in Saddle Rash was a fairly accurate account of how he did business elsewhere. He would charm his way into a small town, partner with some local businesspony or other, and open a Magical Masterpieces franchise on his partner's line of credit. He'd use the same line of credit to purchase inventory from his Neighponese associates until the credit was used up. Meanwhile, he would wine and dine the town's wealthiest residents, throwing lavish parties also paid with credit, charming huge investments out of them.

His flagship product, the Extreme Gear, was a dud, and as far as Starlight could tell he had only managed to sell a few of them; however, they were cheap to make and sold at a massive markup, the bulk of which would be paid by Silver's unfortunate partners and investors. He would buy up any property he could get his hooves on, always with somepony else's credit, and became a silent partner in nearly every business in town, opening massive lines of credit in their names and exhausting all of it within a matter of weeks. By the time anypony figured out what had happened, he had moved on to the next one.

Starlight shook her head in amazement. It was a criminal enterprise beyond the level of mere thuggery, transcending to a level that was almost art. Ponyville must have seemed like a ripe fruit hanging so low he could hardly resist plucking it. He'd somehow managed to work his charms on Twilight Sparkle, an actual Equestrian Princess, and now that he had her wrapped around his fetlock, he had access to all of the connections and limitless wealth her title would entail. He had the Apple Family Farm running like a factory, churning out probably hundreds of thousands of bits worth of apples and cider, the profits of which would no doubt go straight into Silver's coffers without the Apple family ever seeing a single bit. Who knew what other schemes he was running on the other businesses in town? He had to be stopped.

There was still something missing though, some giant piece of the puzzle she wasn't seeing...

The door opened with a click and she looked up suddenly. Flip Ferrari and Trixie entered the room, pressed nauseatingly close together and smelling faintly like shame.

“Hey Starlight, it's getting pretty late,” said her friend. “We should probably get going. Find anything interesting?”

“Yes, actually,” said Starlight. “I've got a lot of information to process. How about you two? What did you manage to dig up?”

Trixie and Flip Ferrari looked at each other.

“Oh, we found some...stuff.” Trixie giggled. Flip grinned sheepishly.

Starlight sighed heavily and rolled her eyes.

“Come on, you two. Let's get back to the hotel.”

* * *

The following morning, the three of them had a fine breakfast served by Cinnamon Breeze, and set out on the road early. Emerald Whiskers paid Flip a surprisingly large sum for his work at the trading post.

“Just give 'em hay for me,” was all he said when Flip had objected.

They maintained a brisk pace for the day, the two mares trotting ahead and Flip pulling Trixie's wagon behind them, wanting to clear the desolation before nightfall. Thankfully, they encountered no further sign of Vector or his gang, and passed the fork in the road just as the sun was beginning to set.

As Starlight trotted along, she pored over the things she'd learned in her head. Nearly all of it fit together, except for one crucial piece: Silver's magic. No matter how many times she turned it over in her mind, she just couldn't figure out how he had managed to obtain the high-level magic he used so quickly. Hypnotizing a single pony and persuading them to do what you wanted was complicated enough on its own, she knew that from experience. She'd spent years perfecting the techniques she'd used to take over that village, and even then it had been extremely difficult to keep that many ponies bent to her will simultaneously. If she hadn't discovered the ability to steal cutie marks and use others' magic and abilities, she would likely never have been able to pull it off. His journals repeatedly mentioned some sort of gem, although they never went into much detail. Perhaps that held the key--

“Whoa, what's going on down there?”

She was shaken suddenly out of her daydream by Trixie's voice next to her. They stood at the crest of a hill, looking down at the twinkling lights of Ponyville spread out before them in the early dusk. Even from this distance, it was easy to tell that the place was in an uproar. The faint echoes of booming music could be heard from where they stood. The town below, usually quiet at this hour, was teeming with ponies, dressed in strange, elegant costumes and cavorting raucously in the streets.

“Looks like a carnival or something,” said Flip Ferrari, pulling up next to them and glancing down.

“Ponyville's not exactly a carnival sort of town...” said Starlight, furrowing her brow in confusion. The place seemed out of control, almost like it was under a spell. The mad revel that had heretofore been confined to the Crystal Castle had spilled out into the streets, and had reached a level of intensity that was almost frightening. Everywhere was drinking and dancing and debauchery, some ponies were even rutting in the open air.

“Well, maybe 'Bonyville' is.” said Trixie, pointing to the quaint wooden sign, that had previously read “Welcome to Ponyville” before somepony had vandalized it. “Oh yeah, and you guys should probably also take a look at this.”

She pointed to a piece of parchment that had been nailed to a tree nearby. It bore a picture of Starlight Glimmer, as well as smaller pictures of Flip and Trixie below, as well as images and descriptions of their cutie marks. Starlight approached it and squinted at the text.

“Warning,” she read aloud, “The War Criminal Starlight Glimmer has returned to Ponyville! This Unicorn is Wanted by the State for Numerous Crimes against Ponykind too Despicable to Mention! She is Extremely Skilled in the arts of Magic and is to be considered Extremely Dangerous. Known Accomplices are Trixie Lulamoon, Wanted for Fraud, and Flip Ferrari, Wanted for Murder. If Apprehended, Deliver these Ponies Immediately to the Crystal Castle, by Order of Princess Twilight Sparkle and Acting Mayor Silver Star.”

“Fraud?” said Trixie.

“Murder?” said Flip Ferrari.

“Acting Mayor?” said Starlight Glimmer.

The three of them looked at each other in silence for a moment, and then returned their attention to the chaos below.

“Come on,” said Starlight. “I think it's probably best if we don't go in by the main road.”

* * *

They left Trixie's wagon well hidden in a grove of trees, and at Trixie's suggestion donned costumes from a wooden chest stowed underneath her bed, taking extra care to ensure that their manes and cutie marks were covered. Nearly all of Trixie's food and valuables had been stolen by Vector's brigands, but fortunately they didn't appear to have considered her stage props worth the effort of taking.

They cut along through the trees, skirting the edge of the Everfree Forest, then crossing the river at a shallow point and following the bank until they reached a park. They emerged near the Carousel Boutique, and slipped easily into the crowd of cavorting ponies.

“This is insane,” said Starlight, surveying the scene around them. She wondered if their costumes were even necessary; most of these ponies seemed far too lost in their deranged revelry to even notice wanted ponies wandering around in their midst.

“Just out of curiosity, do you even have a plan?” asked Trixie, deftly sidestepping a drunken Pegasus doing an awkward loop de loop nearby.

Starlight shrugged. “I don't know, I'm just sort of making this up as I go along,” she admitted. “Silver has some kind of orange gem, I'm not certain but I think it's a talisman he's using to store magic he's stolen from other ponies. If we can get hold of it and destroy it, I might be able to get my own magic back. It might even break whatever spell he cast to manage...all this.” She waved a hoof around at the carnival around them. “We can figure the rest out from there.”

“Flip Ferrari's seen that gem,” commented Flip Ferrari unexpectedly. Starlight turned toward him, curious.

“Really? What did it look like?”

Flip shrugged. “Looked like a gem. A big, glowing gem. He had some kind of raven holding on to it for him, sort of a...whatever you magical types call it. A familiar.”

Starlight stared pensively into space for a moment.

“Hmmm...” she said. Something was tugging at the back of her brain, some ancient, long-forgotten thing she'd read once, that seemed somehow relevant to this...

Suddenly, her reverie was interrupted as a pony came barreling around the corner of a building, carrying an impossibly high cake that prevented her from seeing the three ponies standing there until it was too late.

“Waaaaaah!” she cried frantically as she crashed into them. The cake went flying out of her hooves, spun majestically in the air for a moment, and then exploded against the ground, covering a crowd of nearby ponies in a blast of white frosting. The ponies began to hoot and holler madly, and some began to lick the icing off of each other.

“I’m sorry,” said Starlight, forgetting the need for secrecy for just a split second as she helped the pink pony back onto her hooves. There was a sudden, stunned moment of recognition as the two of them looked into each others' eyes and realized that they knew each other.

“Pinkie Pie?” said Starlight.

“Starlight?” said Pinkie Pie.

Then, the pink pony gave a slow gasp as her eyes widened in terror, drawing in a huge amount of breath as if she were getting ready to bellow something. Anticipating this, Trixie's horn suddenly glowed, Pinkie's mouth snapped forcibly shut, and Trixie smashed open the door to the building, dragging Pinkie inside and beckoning for her friends to follow.

They all crowded into the main room of a small cottage that was thankfully empty, its occupant no doubt joining in the revel outside. Trixie released her magical grasp on Pinkie's jaw. As if she hadn't even lost a breath, a high pitched stream of words came flying out of her mouth at supersonic speed.

“OHMYGOSHSTARLIGHTWHATAREYOU DOINGHEREOHMYGOSHOHMYGOSHOHMYGOS HIT'SSTARLIGHTGLIMMERDON'THURTMEDON'THURTMEDON'THURTME...”

Trixie rolled her eyes and her horn flared again, and Pinkie's mouth once again snapped shut.

“Pinkie, relax, we're not going to hurt you,” said Glimmer gently. “Please, whatever you think of me now, we were friends once, remember? Can you please just hear what I have to say, and after that if you want to turn me in to Silver I'll go quietly, okay?”

Pinkie looked like she was trying to scream again for a moment, then seemed to notice the calm, sad look in Starlight's eyes. She quieted down and nodded, and Trixie once more released her grip on her jaw. She wobbled her jaw back and forth for a moment as if to make sure it still worked.

Starlight realized suddenly that she had no idea what she was supposed to say. Pinkie was looking at her expectantly, a faint trace of hostility in her eyes that she had never even thought this pony capable of before.

“Pinkie,” she began, “What do you know about me anyway?”

Pinkie took a huge breath. “I know that you're a big, stupid meanie head, and a murderer, and you ruined my cake, and I was supposed to get that cake to Silver's party, and now I don't have a cake anymore, and Silver's going to be super mad, because he needs a cake and now I'm going to have to bake another one...”

Trixie's horn began to glow again, but Starlight shook her head at her. She let Pinkie continue babbling for a bit (most of it was about cake) until she paused slightly for breath and Starlight was finally able to get a word in edgewise.

“Pinkie, who says that I'm a big stupid meanie head?”

“Silver Star!” she answered immediately.

“And was it Silver Star who told you I was a murderer?”

Her eyes glazed over for a moment, and her face had a faraway expression, as if she were trying to recall something she'd learned in a dream.

“Y...yes...” she said.

“And if I'm a murderer, who did I kill?”

The machinery in Pinkie's brain seemed to come grinding to a halt. She stared off into space, her brow wrinkled in frustration as she tried to recall the information she needed to answer the question. It was faint, but Starlight could feel a slight thread of magic running through her horn, a somewhat electrical sensation that she felt whenever she was casting a spell or trying to remove one. It was as she had suspected; no matter how high level Silver's spell was, ultimately it was one of illusion. If the subject was forced repeatedly to face a logical inconsistency, the spell could be broken by brute force. She smiled inwardly. Silver had some raw talent to be sure, but he still had a lot to learn.

“Hm,” she went on, as Pinkie still struggled to answer the question. “It doesn't sound like you know for certain that I killed anypony. You sure seem to trust Silver Star. You must like him a lot.”

Pinkie's eyes immediately returned to normal and her gaze shot up to meet Starlight's.

“Of course!” she said.

“Why?”

Her eyes went out of focus, and Starlight knew she had found another loose thread in the spell.

“Well, he's helping the town...and he's a good friend...and he gave me a job...Twilight *really* likes him a lot...”

Starlight cut her off, attacking each point one by one.

“He's helping the town? It doesn't look so great from where I'm standing. Seems to me Ponyville was a lot quieter and friendlier before he arrived.”

The gears in Pinkie's head struggled to turn.

“And you say he's your friend, but it seems to me he just takes advantage of you. Look at what he's got you doing, running around baking cakes for him at all hours of the night, yelling at you for not getting them done on time; I mean, what kind of friend does that?”

Pinkie's eyes fogged over, and her mouth began to open and close like a fish's.

“And this job he gave you? Sounds like it's mostly just him taking advantage of you. How much is he paying you to run cakes all over town, and host his parties for him, and do whatever else he has you doing, anyway?”

“He...he pays me...” Pinkie looked like she was about to blow a gasket. Suddenly, Starlight felt a force radiating through her horn, as something inside Pinkie cracked. Her eyes instantly came into focus.

“Wait a minute!” she exclaimed angrily, “He *doesn't* pay me! He doesn't pay me at all! And he yells at me all the time, and he calls me stupid, even though I've always been super nice to him just like I am to everypony, and I try really really hard to do what he says, and it never matters, because he's always mean to me...”

She was breathing heavily and her voice was growing louder. With each word she spoke, Starlight could feel the cracks in the spell widening, its structure collapsing.

“And that's not even the *worst* of it! He's *sooo* mean to Twilight, and he walks all over her, and ignores her, and he even calls *her* stupid sometimes too! And she *never gets mad at him!* She just stands there and takes it, and puts on pretty clothes for him, and wants to kiss him all the time, even when he's being mean to me *right in front of her*, and it makes me *soooooo* mad I just want to scream! Silver is nothing but a...but a.....but a.....”

“Prancing la-la homo pony?” offered Flip Ferrari.

Pinkie whirled around to face him, her face a mask of manic rage that even made Flip take a couple of steps back in alarm. The crack finally widened past its breaking point, and the spell shattered releasing its hold on her once and for all.

“YES!!!” shouted Pinkie Pie. “SILVER STAR IS NOTHING BUT A PRANCING LA-LA HOMO PONY!!!”

10.

As the hilarity without continued to escalate well beyond the point of madness, Silver Star sat in his personal chamber, the room that had been *hers*, going over his ledger books in a state of excitement that can only be appreciated by the criminally insane. His plan had gone off without a hitch, by Celestia; he had it all. The last contract had been signed just minutes ago. The Silver Star Corporation had an inviolable legal right to plunder the coffers of every noble in Equestria save the Princesses themselves, and once the wedding was concluded even that much wouldn't be beyond his reach.

He glanced at the glowing object sitting on the edge of his desk. The orange gem. His gem. The gem of Silver Star. He thought of all the power it had given him, all the magic he'd been able to siphon off from the Unicorns under his control; all that he had done with it, and all he planned to do with it. He smiled broadly and laughed aloud.

“Sir?”

His head whipped up, his horn instantly ablaze at the sudden intrusion. This chamber was his inner sanctum, and no pony was allowed inside under penalty of death; not even Twilight. *Especially* not Twilight. However, he saw that it was only Aquilla.

“Yes, Aquilla, what is it?” he asked, the glow dissipating to Aquilla's visible relief.

The Griffon approached his desk and laid some papers out before him, her eyes drifting toward the gem for just a moment.

“This is Mayor Mare's official resignation,” she said. “I thought you might want to look it over. Behind it is the deed to the public lands and the Town Charter you requested she sign over to you. Most of the land in Ponyville is still privately owned, but I'm sure you'll have that little technicality cleared up in no time.”

There was a note of sarcasm in her voice and it irritated him.

“You don't sound particularly happy for me,” he snapped.

Aquilla sighed. Silver began drumming an irritated hoof against the desk as he waited for her to elaborate, but she said nothing.

“Well?” he demanded petulantly. “I know when you've got something on your mind. Out with it. Say what you have to say.”

She sighed again. “Look, it's not that I'm not happy for you; I am. But don't you think that all of this has gone a little too far? I mean, do you even remember why you were even doing all this in the first place? What about Starlight Glimmer?”

Silver waved an irritated hoof.

“Starlight Glimmer is defeated,” he said, “She just doesn't realize it yet. I give her due credit for breaking the spell I placed on her, but I still have nearly all of her magic.” He tapped the gem on his desk. “Without it what can she do? Nothing. As soon as I find her I'll finish her once and for all, and

that unpleasant chapter of my life will finally be closed forever.”

“Pride cometh before the fall,” said Aquilla dryly.

“Do you doubt me?” he said incredulously. “Even after all that we've done? I mean, look around you! I've done what no other pony could do! Me! Silver Star! I've become the wealthiest pony in Equestria in just under a year! I'm marrying a Princess, for Celestia's sake.”

“Oh yes,” she said sarcastically, “You've certainly vanquished all of your mortal enemies. You've got the Apples slaving day and night to churn out cider to serve to your drunken guests round the clock, that poor baker is working herself half to death to manage your parties for you, those two Pegasi you got to run your store have certainly learned not to mouth off, you've reduced the Princess of Friendship to a gibbering schoolfilly. Yes, I'd say you've certainly shown the little ponies of this quaint little country town who's boss. They'll think twice before crossing you again.”

Rage boiled in his eyes for a second, but he calmed himself.

“Aquilla,” he said, “Do you honestly not see what I'm doing here? Everything I've done is for the greater good of Equestria. You'll see. This town runs more efficiently under my guidance. The Apple farm is producing at maximum output right now. I'll bet they never even imagined they could churn out this much product. The parties are nothing but a distraction to swindle the nobles, as soon as those old fools have been dealt with things can return to normal. Better than normal. We're going to create a new normal. I am going to bring about a new golden age in Equestria, and I will transform this little nowhere town into the new economic center of the world.”

Aquilla sighed. “If you say so, sir.”

“I know so.”

He stood up.

“Now,” he said, “I believe it's time I made an appearance.”

* * *

“Fluttershy?”

Rainbow Dash darted frantically here and there between crowds of ponies. The town looked like Nightmare Night, everypony dressed up in strange masks and costumes, the light of the streetlamps casting eerie shadows and lending the already wild scene an even more surreal cast.

“Fluttershy!!”

Dash's mind was beginning to play tricks on her. Stress from work already had her on edge, and she hadn't been sleeping well. On top of that, her friend had been missing for almost two days and she was beginning to get worried. The last time she'd seen her, Silver had been screaming at both of them about sales figures. Dash had done okay all things considered, and that last minute sale to Trixie had helped a little even if she hadn't paid, but poor Fluttershy *still* hadn't been able to sell even one of those dumb skateboard things.

She knew she really shouldn't be angry at Silver Star. She couldn't put her hoof on *why* exactly, because some nagging, disjointed idea clawing that the back of her mind kept insistently whispering that she had every reason to be angry at him, but of course she knew that it was just *wrong* to ever be angry with Silver Star. After all, Silver Star had...given her this incredibly stressful job, and...turned Ponyville into...whatever this crazy drunken orgy was exactly....and sure he'd yelled at Fluttershy a lot, but that was to motivate her....and he'd...he'd....

Cobwebs were weaving themselves around her brain the harder she thought about it, and she shook her head violently to clear them. This was no time to be thinking about Silver. She had to find Fluttershy. She *had* to be around here somewhere, right? Because that note he'd given her couldn't mean what she thought it meant...right?

She was so distracted that she almost didn't see the pony in front of her. Catching herself at the last minute, she flapped her wings violently, drawing herself to a halt just before she collided into him. She was about to yell something when suddenly she noticed the bright orange and blue mane and the strange mirror-like sunglasses, and recognized the pony in front of her.

“Flip Ferrari?” she said.

“Oh,” said Flip. “Hi there, Rainbow Dash.”

He was pulling an empty cart behind him, and had a look on his face that struck her as faintly suspicious, but she really didn't have the time or the interest to ask what he was up to. Whatever it was, it probably involved “mamacitas”.

“Flip,” she said frantically, “Have you seen Fluttershy around anywhere?”

“Fluttershy?” asked Flip. “Uh, no, Flip Ferrari can't say that he has...”

Rainbow Dash sighed, and was about to take off again, but then suddenly she caught sight of another pony behind her. She was wearing the same kind of weird carnival getup that most of the other ponies were wearing, and Dash almost didn't recognize her, but then she caught a glimpse of mane underneath her hood, that blue and purple toothpaste mane she'd know anywhere.

“Starlight?!?” she almost yelled, and Starlight Glimmer took an alarmed step back. “What are you doing here?!? If I find out you did anything to Fluttershy...”

She lunged at her, but suddenly found herself held in place by a Unicorn's magic aura.

“Let me go!!” she yelled, and suddenly her jaw clamped shut. A second Unicorn stepped out of the shadows, her horn glowing. She was also in costume, but Dash recognized Trixie easily enough.

“RRRMMGHMGRMGRFLRRF!!!!!!” she roared through clenched teeth.

“Calm down, Rainbow!” said Starlight, coming forward. “I have no idea what you're talking about. I don't know anything about Fluttershy, I haven't seen her.”

She was staring directly at her, and something about the look in her eyes made Dash stop struggling.

When it became apparent that she wasn't going to fight anymore, Trixie set her down on the ground and released her.

Dash was breathing heavily.

“Just...what are you...Fluttershy...I need to find...”

Tears were welling up in her eyes. Nothing made sense anymore, none of it. Her mind was racing a mile a minute, and her heart was beating so fast it felt like it was going to explode.

“Rainbow. Look at me.”

Starlight's gaze held her in place, and all of a sudden she felt something cool and soothing flowing into her mind. It was just a faint thread, but she could feel it slowly working its way into her, slowly seeping into her brain like icy gossamer threads, numbing the rage and pain and confusion.

“Rainbow, tell me what's wrong.” Starlight's voice was soothing.

A single tear escaped her eye and ran down her cheek.

“Fluttershy,” she said. “She's...she's been gone for two days. The last time I saw her, Silver was yelling at her. He was really, really mad. And...I've been looking for her, and...she's not at home...and I can't find her anywhere around Ponyville....and then....and then about an hour ago, Silver's weird raven thing shows up, and...and he gives me this.”

She nosed into the small saddlebag she wore and pulled out the note scrawled on parchment. Trixie's horn lit up, and the note floated over to her. Her eyes widened a bit when she read what was written on it, and she held it out for the others to see. Starlight stepped up and squinted at the elegant script.

“Come back to the store,” she read aloud. “I need you to bury something.”

* * *

Twilight Sparkle stared at the door in front of her. Her horn glowed and once more she tried to open it, as if she expected a different result this time. It still held fast. Her brain felt awfully fuzzy these days, and it seemed to get worse whenever she tried to concentrate on something. She knew that she should be able to open any door inside this castle, it was her castle after all, but for some reason she couldn't make this one budge.

She felt unfathomably sad for some reason. This room had been special to her. It was her little private sanctuary, the one place in the castle she could go where she knew there wouldn't be anyone else around. To be unable to access this room...

“Twilight, there you are.”

She turned and saw Silver trotting down the hallway. He was wearing a finely tailored pink suit that seemed to glow unnaturally bright in the multicolored light of the magic party lanterns. The two of them were the only ponies not wearing some type of outrageous costume to the party tonight. Twilight had wanted to wear a costume, but Silver had said no, so she was dressed in another of Rarity's

beautiful creations, an elaborate light pink gown designed to compliment Silver's suit.

“Silver,” she said, “Why is this room locked?”

“What?” He glanced briefly at the door, as if he had something else on his mind. “Oh, yes. I needed this room for something, I'm afraid. Now come on, dinner's being served and we'll be expected to make an appearance.”

Twilight nodded pleasantly and fell into step behind him. The issue seemed suddenly less important. As was usual whenever she was around Silver, the fog surrounding her brain began to dissipate. It wasn't so much that thinking became any easier, it was more like she realized that she didn't *need* to think. Not when she had Silver Star.

That warm, giddy sensation she always got whenever she was in his presence began to take over. She supposed it was love. What else could it be? It was a wonderful, strange feeling. When she'd been just a small filly and her mother had taken her to have a tooth pulled, the dentist had put some kind of a spell on her that made her entire body feel numb and pleasant. Being near Silver felt kind of like that. It was like floating on a soft cloud; she could simply forget everything, allowing her mind to slowly empty itself of cares while she let herself drift.

Even still, though, something in the back of her mind kept trying to tug her back. Back to that room, her little reading room that she loved so much. Why was the door locked?

* * *

Hot, righteous rage coursed through her veins, electrifying every inch of her body from nose to tail. Her every movement was imbued with holy purpose, even her mane felt as if it had even more bounce in it today than usual. Everything Starlight had told her was beginning to sink in. A lot of it was complicated Unicorn stuff involving magic that she didn't quite understand, but she grasped the basic gist of it. Silver had put her under a spell. Not just her even, the entire town was under a spell. Silver Star had not only messed with her, he'd messed with her friends. And *no pony* messed with her friends.

Pinkamena Diane Pie moved with speed and purpose and precision, a ghostly pink blur flitting around the empty kitchen as pots and pans and bags of ingredients moved on their own. The cake batter assembled itself, congealing into a paste in the bowl as Pinkie whisked it together with furious speed.

“Bake it again, Pinkie,” she muttered to no pony, a crazed look in her eye. “BAKE IT AGAIN, PINKIE!!! Oh, I'll bake it again all right! I'll bake it again all right...”

She cackled madly to herself, pouring the batter into the cake pan. Silver wanted a cake for his party, did he? Well, she'd bake him a cake, all right. She'd bake him a cake all right...

She threw the pans into the oven and began mixing the icing. This was going to be a special cake, and it deserved special icing. She poured in the food coloring, and it began to take on a deep red color. A dark red. The color of blood.

She looked through the window of the oven, watching the jet black cake batter slowly rise. A manic grin spread slowly across her face. A black cake with blood red icing. Starlight had said to make this cake special, and Pinkie always did her best to put her feelings into whatever she baked. Normally the

things she baked were a little cheerier, but tonight was special. Tonight was special.

The cake was in the oven, the frosting was ready, the device Trixie had given her was ready to be implanted as soon as the cake was done. The only thing left to see to was her costume.

As Silver's personal party planner, she knew everything there was to know about the revel going on at the Crystal Castle, and tonight's was definitely a special one. To celebrate their (his) engagement, Twilight and Silver (mostly Silver) had decided to throw a masquerade ball. He'd instructed everypony (he'd yelled at Pinkie a lot and then ordered her to instruct everypony) to dress in costume for the evening, and to be sure the costumes were grotesque.

Pinkie examined her costume. She'd had it for a long time, and had always hoped she'd have the chance to wear it someday. It was a two pony outfit, and Flip Ferrari had been gracious enough to agree to be the second.

Her manic grin spread wider. This was going to be a night to remember.

* * *

The magic-operated door slid open as they approached. The shop had already been closed for the night, but the magic in the door was able to somehow recognize Rainbow Dash (a fact that had always somewhat unnerved her).

"H-hello?" she called out.

There was no response. As far as she could tell, the shop was empty.

Dash glided into the room, followed by Starlight, Trixie and Flip. The magical orbs that normally bathed the room in brilliant blue-white light had powered down to a dull aquamarine for the night, giving the room an eerie underwater look.

"What the--"

The store had been almost completely stripped of its inventory. The gadgets and gizmos that had lined the walls and shelves only a few hours before were all gone; in fact even the shelves had been removed. The only thing in the room besides the counters and a few stray advertising flyers was a large wooden wagon in the center of the room, loaded with something bulky and ominously draped with a black cloth.

"I'm guessing that's what Silver wanted you to bury," said Trixie quietly.

Dash said nothing and swallowed. She flew a circle around the wagon. It looked way too big to be used for what she worried it was being used for, but she had to know for certain. Hesitantly, her heart pounding in her chest, she took a deep breath, grabbed the corner of the black cloth in her teeth, and gave it a quick pull.

To her unimaginable relief, Fluttershy was not on the wagon. It was stacked high with hundreds of boxes, of a design she quite easily recognized by now.

“The Extreme Gears?” she said, confused. “He wants me to bury the Extreme Gears?”

Flip Ferrari was walking up and down where the aisles between shelves had been.

“Silver really cleaned this place out,” he said.

“This doesn't make any sense,” said Dash, still gliding around the wagon. “I get that we didn't sell enough of them, but how does it make sense to just throw them away?”

“Actually, it makes perfect sense,” said Starlight Glimmer. Everypony turned and looked at her.

She trotted forward and squinted at the lettering on the side of one of the boxes. She nodded in satisfaction.

“I went through Silver's ledger books back at the mansion in Saddle Rash,” she explained. “Magical Masterpieces is a scam, basically. The stores aren't designed to make money, in fact from a business perspective they're all complete failures. He just goes around from town to town opening these stores, and buying inventory on somepony else's credit. Then he just shuffles it around or dumps it and claims it was sold.”

“What?!? That dirty, lying--” Rainbow Dash shouted. She kicked angrily at the stack of Extreme Gears, and several of them toppled to the floor. “Fluttershy and me have been working our flanks off trying to sell these stupid things! If I knew he was just going to bury them all I wouldn't have even wasted my time!”

Starlight rubbed a hoof against her chin, staring thoughtfully at the stack of boxes.

“Maybe we could use these,” she said.

Dash quickly landed in front of her, standing between her and the boxes.

“Oh no no no,” she said quickly. “You don't want to do that. These things are totally unsafe. You can't even steer them! Scootaloo wanted to buy one of the first ones we got and I had to talk her out of it. It cost me a sale but I had to do it, she would have killed herself on it.”

“I'm not saying we should ride them,” said Starlight. She gave Dash a wry smile. “Come on. Help me load them back onto the wagon. I've got an idea.”

* * *

The music pulsed. The lights flashed. The ponies danced and writhed and convulsed. On the dais, formerly a table which had displayed a holographic map of Equestria, the DJ plied her trade.

The Unicorn Silver Star stood off to one side of the room, watching the Bacchanalia in satisfaction. His party had long since lost all pretense of civility. The music, no longer hampered by a noise containment field, but rather amplified and carried out into the streets by magical speakers of his own design, was pulsing through all of Ponyville. Out in the streets, it had devolved into a riot. The common ponies, drunk on the cheap cider he had provided them, were dancing and rutting and fighting amongst each other, lost in the abandon of wanton madness. He didn't doubt that after sunrise more

than a few deaths would be discovered. But for now, the party would go on.

Within the walls of the Castle, the assembly of phantasms whirled and swayed obscenely in time with the music, the scene made all the more unreal by the bizarre costumes Silver had bade them all fashion. These were the elites of Canterlot, the well-to-do royalty whose hooves worked the levers that controlled Equestria. And here they were, all of them helplessly under his control, dancing to the tune of his magic flute. It gave him no end of joy to watch these rich and noble ponies, so snobbish and condescending in the light of day, swaying and convulsing like pagan ponies at an orgy.

But then a low, and somber and sonorous tone rang out. It was the chime of midnight emanating out of the great clock, the curious old mechanism that had come with the Castle, that neither he nor Twilight nor anypony else in the Castle seemed to know the origins of. It rang out its eerie and musical tone, and as was always the case, the music slowed to a pause, and the evolutions of the dancers were quieted, and there was an uneasy cessation of all movement.

As the clock slowly and monotonously dolled out the chime of the hour, the company became gradually aware of a masked figure who had gone previously unnoticed. And as this new presence made itself known, a mounting sense of terror began to run through the crowd.

“Woooooooooooo~!” said the spectral figure. It was impossibly tall; an eerie, glowing white form that seemed to float and sway as it moved. Ahead of it floated a cake “WooOoOOoOOoO~!”

Pandemonium broke out. Everywhere, ponies began to shriek in terror, dropping mugs of cider and glasses of wine on the floor, scrambling over each other for the great doors, only to find them temporarily blocked by a crowd of panicked bodies, with everypony trying to escape at the same time.

“What the—let me through!”

Silver Star roughly shoved ponies to and fro, fighting his way through the crowd, trying to see what the source of the commotion was. His horn flared angrily as he began using his magic to roughly shove his dinner guests aside. Finally, he reached the center of the room. The ghostly figure stood atop the dais, recently abandoned by the DJ, who had left her post to join in the panicked flight towards the exit.

“WoOoOoOooOooOOoOOooOO!!~” said the ghost.

Silver stood aghast, his jaw hanging limply open for a moment as he beheld the figure. It floated above the dais, a glowing and terrifying sight to behold. Before it, on a baker's cart, sat what was quite possibly the most evil cake he had ever beheld: a solid black cake, black as death itself, covered in red frosting of such a hue that one could only see it as blood.

Wait a minute, he thought, *a cake?* He squinted at the figure, and then took several determined steps forward.

“You idiots!” he yelled, “It's just two ponies in a sheet--”

His horn flared, and an aura of magic whipped away the sheet, revealing that the phantom was, in fact, Pinkie Pie sitting on top of Flip Ferrari's shoulders. However, at this precise moment, there was a sudden, rending crash, and the cake exploded. The entire company screamed as one, as their countenances were besprinkled with the scarlet horror.

The lights went out. The hall descended into pandemonium. Silver Star was lost in the momentary confusion as a glob of icing landed directly in his eyes, temporarily blinding him. He spun around in a circle, crashing into somepony, who crashed into somepony else. And one by one the revelers fell to the floor, tripping over one another, shouting and crying and wailing.

And darkness, and confusion, and the red frosting held illimitable dominion over all.

11.

The chaos spread through the castle like wildfire. No pony knew quite what had happened, but every pony suddenly knew, with the absolute certainty of mass drunken hysteria, that something incredibly awful and terrifying was happening, and that they must escape immediately.

The tiny dragon guarding the exit, at first trying to establish some semblance of order, quickly gave up and was overwhelmed by the crowd of ponies that were streaming en masse out the exit. Trixie and Starlight fought their way against the current and eventually found their way into the vestibule.

“Wow,” said Starlight, “That was some distraction you rigged up.”

“Thanks,” said Trixie. “It's called a magic disruptor. I still have a whole case of them in my trailer, feel free to take a few if you want. I'm barred for life from performing at Horse-Pun Theater in Manehattan for using one on the audience. It only works for about fifteen minutes though, so we should probably hurry.”

They galloped unimpeded through the entrance hall and up a flight of stairs.

“So it's a gem we're looking for?” asked Trixie. Starlight nodded. “Any idea where he's keeping it?”

“I have a hunch,” said Starlight.

She led them down a twisted network of corridors and up several more flights of stairs. The pandemonium had spread throughout the castle as Trixie's magic disruptor continued to work its havoc. The disruptor caused any magical device within a certain radius to go haywire, which fortunately for them included just about everything Silver had used to make his party a success. The lights kept going off and on, the magic fountains were spewing what looked like blood, and several of the magic statues had gone berserk and started attacking each other.

The device also instilled a sense of deep rooted dread on any magic using being within the same radius, and although Starlight and Trixie were able to ignore the knots of panic tightening in their stomachs, most of the inebriated Canterlot nobles were not so lucky. Panicked Unicorns were running to and fro every which way, trying to find a way out of the castle in the midst of the confusion.

Eventually, they reached one of the upper floors, where the personal apartments of the castle's occupants were located and as such were occupied by fewer party guests. Starlight turned down a few more corridors until she came to a familiar looking door.

She instinctively tried her magic on the door, and when her horn sputtered she remembered that it wasn't going to work. She groaned in frustration.

“Let me try,” said Trixie, and her horn flared. The door didn't budge. “Hmm, that's odd.” She frowned.

“It won't work for you,” explained Starlight. “The locks in the castle are all keyed to the magic signature of the Unicorns who are allowed to open them. This one was keyed to mine, but I'm guessing that even if I could use my magic Silver probably changed it.”

“Is there anypony else who can open it?”

“Twilight, maybe. Assuming he hasn't shut her out as well.”

Trixie groaned. To have come all this way and be stopped by something as silly as this...

“Why don't you two lovely mamacitas stand aside,” came a voice from behind them. “Flip Ferrari has a few tricks of his own.”

The two unicorns turned to see Flip Ferrari galloping up the corridor behind them. Without waiting for a response, he slid to a stop in front of the door, wheeled around, and aimed a series of swift bucks at the heavy door. The wood creaked and buckled, and eventually began to splinter at the hammering of his powerful hindquarters.

“Oh sweet Celestia,” whispered Trixie. “As soon as I get him alone I'm going to--”

“That's fine,” said Starlight shortly, cutting her off. “For now, we need to focus.”

Flip Ferrari's incessant pounding had proven effective. The lock remained intact, held firmly in place by magic, but the door it was attached to gave way and ripped off its hinges, tearing itself away from the lock and flying into the room, splintering into a hundred pieces.

Starlight stepped forward into her old room. Silver had left it more or less intact, although he seemed to have commandeered her desk for business use. And sure enough, sitting on top of the desk, was the object of her search.

“Aha!” she said, trotting over and examining the orange gem. It was a deep, fiery orange, glowing faintly and appearing almost impossibly deep when she stared into it. She'd had some limited experience with such gems in the past, and had a general idea of what to do. She cleared her mind and focused her attention on the gem, staring into its limitless depths, searching for the power it contained that belonged to her. Gradually she could feel a warm trickle of magic flowing out of the gem and into her horn. It was an unbelievably pleasant sensation, like standing under a warm shower after spending the day in the freezing cold. But then suddenly--

“I'll take that!”

The familiar voice came from behind her, and suddenly her connection to the gem was severed.

“No!” she cried. She had some of her power back, but she'd only been able to liberate a precious little from the gem before it had been snatched away from her.

They all wheeled around to see Silver Star standing in the doorway, his horn glowing, holding the gem in its aura. He smiled thinly.

“A magic disruptor baked into the cake,” he said. “Cute. Although the one you used was a little cheap. You should have tried the one I sell at Magical Masterpieces; much more effective. Although you should probably have known that I wouldn't be affected by such a cheap parlor trick one way or the other.”

“You.” Starlight Glimmer narrowed her eyes. She aimed her horn and fired a blast of energy at him, but her magic was still far too weak to do any damage, and Silver would be a powerful opponent one way or the other.

Silver laughed and stood his ground as the blast glanced harmlessly off a shield he formed around himself.

“Was that supposed to hurt me?” he mocked. “That was always your problem, Glimmer. You've got power but no imagination, no vision. Without the brute strength of your magic you're helpless.”

Starlight glared at him, eying the gem he held in his aura with frustration. It was so close, but there was no way she was strong enough to rip it away from him. She doubted if any of them were.

“Why do you hate me so much?” she suddenly blurted out.

Silver's eyes narrowed, a dark cloud of hatred visibly descending over his face.

“Do you still not have all your memories back?” he asked.

“I remember everything,” said Starlight defiantly. She thought back to the night it had all began, the night of the very first party. “We were at Applejack's. You...you came into the barn. I was just standing there, eating pie, and you just attacked me. Out of thin air, for no reason, you attacked me.”

“For no reason, I attacked you?” repeated Silver. He laughed darkly. “By Celestia, that's actually how you remember it, isn't it? Think hard. I know it's difficult for you, but think hard. Surely you remember why I attacked you.”

“Oh, I remember,” she said bitterly. “You attacked me because of my past. What else could it be? It's always about my past. How many times do I have to apologize to everypony?”

Silver laughed again.

“Apologize?” he mocked. “You think you can just apologize and be forgiven? After everything you've done?”

Glimmer continued to glare defiantly at him, and said nothing.

Silver's face contorted into rage.

“You don't even know who I am, do you?” he demanded.

Without waiting for an answer, his horn flared, and the orange gem began to glow and pulse, as the air around it began to shimmer and contort. Gradually, an image of a bleak and desolate landscape began to form in the air.

“This,” said Silver, “is the place where I was born. Just one of the many worlds you destroyed.”

The image grew clearer, and a small Unicorn foal came into view.

Nearby, Flip Ferrari cringed inwardly. He'd been on enough adventures to know that this was the part where the villain would proceed to launch into a lengthy monologue detailing his tragic backstory. If there was one thing Flip Ferrari couldn't stand, it was having to sit and listen to somepony else's tragic backstory.

“Uh, Flip Ferrari's just gonna step outside and use the restroom...” he said, slinking quickly towards the entrance.

Silver's horn flared, and a magical force field appeared in front of the ruined door, sealing them in.

“You're not going anywhere,” he snapped. “You still have something that I desire.”

Flip Ferrari angled his hindquarters as far away from Silver as he could get them.

“But first,” he said, glaring at Starlight Glimmer, “You're all going to hear what *she* did.”

* * *

“In the universe I grew up in,” Silver began, “Equestria is a desolate wasteland. The Princesses abandoned their posts long ago. The moon never comes, and the sun hangs in one place in the sky, just below the horizon. It's a world locked in eternal twilight. Almost nothing grows; the only thing to eat is a bitter-tasting weed called Nightgrass, and even that can be hard to come by.

“My family owned a farm just outside a little town in Manetana. If you can call it a farm, that is. We had a little patch of Nightgrass that we worked, and were able to harvest enough to feed ourselves, with a tiny bit left over to sell at the market.

“When I was four, our farm was attacked by cattle rustlers. I don't know why they even attacked us; we had no cattle. Nevertheless they took everything we had, which was basically nothing. They took our money, our Nightgrass, the bucket we used to haul water from the well ten miles away, the rope we used to lower the bucket into the well, the shovel we occasionally had to use to clear dirt away from the well, the cart we put the dirt in that also served as an all purpose farm cart, the harness we used to attach the cart to ourselves, the extra harness we kept in the closet unless the first harness broke...”

Flip Ferrari was angling towards the door again.

“Uh, look here Mr. Star, if Flip Ferrari could just run out and grab something to drink he'll come right back...”

“Sit down!” snapped Silver, forcing him backwards into a chair with magic. “Now, as I was saying.

“The cattle rustlers taught me a valuable lesson: that no matter how hard you work, you can still lose everything in an instant. I resolved, from that moment onward, that I would become the greatest pony there ever was. I resolved to hone my magic skills and my hoof to hoof combat skills and my business skills and my ninja skills, and become the most powerful pony in all the land, neigh the universe; the kind of pony that nopony could ever push around again.

“My efforts paid off, for after years of rigorous study I was able to travel to the dusty ruin that passes for Canterlot in my universe, and enroll in magical dueling school. Naturally, I was a quick study, and

soon surpassed everypony else at the dueling school, including one of the cattle rustlers who was also there. His name was Ree'Chad, and I defeated him over and over and over, becoming the greatest and most handsome fighter in all Equestria, who was also the best magician.

“My abilities soon outgrew the courses of study available to me at the school, and I began to research more esoteric areas of magic. Curious to learn why the world I lived in was so darned awful, I studied prophecy and divination, and in the course of my investigations became aware of a crucial pivot point, a nexus point in time if you will, where the prophecies forked. It was at this point that a crucial event was supposed to happen, and universes where it did not occur always met with tragedy. I learned that it was in just such a universe that I resided.”

“Silver, honey?”

Everypony turned to see Twilight Sparkle standing at the force field blocking the door, wearing an elegant evening gown and pawing at the force field like a puppy begging to be let inside. Silver rolled his eyes, then lowered the force field for her to enter, and she trotted in and stood next to him, nuzzling her head into his neck.

“What are you doing, Silver honey?” she asked.

“I was just telling everypony about my tragic upbringing in an alternate universe,” he replied.

“Ooh! I love this story!” she said. Then, she suddenly seemed to notice the other ponies in the room.

“Oh, hi Starlight! When did you get here?”

Starlight smiled thinly. Flip Ferrari, meanwhile, had tiptoed nearly to the door, when suddenly the force field went up again and he was forcibly dragged and deposited back in his seat.

“Anyway,” continued Silver, “Where was I? Oh, yes.

“I learned through my investigations into prophecy that a nexus point occurred at a point in time in the distant past, when a Pegasus foal performing an impossible trick started a chain of events that led to six ponies becoming friends with each other. These six ponies would eventually wield the Elements of Harmony, and save Equestria from any number of terrible fates.”

“One of them was meeeeeeee!” cried Twilight merrily, nuzzling her head underneath Silver's chin, to his visible annoyance.

“Yes, dear, and we're all *very* impressed,” he snapped, and she drew back a little at the rebuke. He shoved her roughly away and she stumbled, tripping over her glass-shod hooves and landing with a plop on her hindquarters. She looked up at him, a hurt expression on her face. Silver, meanwhile, ignored her, and turned his attention to Glimmer.

“In any universe where the foal did not perform the trick,” he said, advancing toward her with malice in his eyes, “The six did not meet. When the six did not meet, the timeline always ended in tragedy. With even more diligent study, I learned the identity of the pony who had interfered with the foal's trick and prevented the six from meeting.”

Starlight was only half listening. She knew where he was going with this, and although it still hurt to

have this memory dredged up, it was something she had heard many times before, had thought about many times before. Her attention at present was more focused on Twilight.

When Silver had shoved her to the floor, there had been a brief, angry flash of indignation in her eyes. The spell she was under was incredibly strong, and had quickly suppressed it, but Starlight had immediately sensed the crack in the spell's foundation. All she needed to do was dig into it a bit, expand it...

“It. Was. You.” Meanwhile, Silver was still talking, stalking towards her with a hate-filled gleam in his eye. “*You* did it. *You* stopped Rainbow Dash from performing her sonic rainboom at the Pegasus race all those years ago. And not just in my universe. Your actions, your continuous repeated efforts to disrupt the timeline, ruined the fates of hundreds of parallel worlds. And it was all for selfishness. All because *you* wanted to take revenge on poor Twilight here, for daring to interfere with your enslavement of a village.”

Starlight guffawed.

“Hah!” she cried. “Me? Selfish? That's rich. Coming from you, at least.”

She glanced down at Twilight, who was turning her head back and forth between the two of them. Her eyes had clouded over, and she looked very confused, as if the mere act of processing words she was hearing was causing her brain to malfunction.

Glimmer smiled inwardly. *I've got you*, she thought.

* * *

Rainbow Dash squinted through the binoculars, trying to see through the thick crystal of the window.

“I can't really see anything,” she said, straining her vision. “It looks like they're all in there just talking.”

“Ooooh, let me see!” cried Pinkie, and snatched the binoculars away. She peered through, staring in concentration.

“Can you see anything?” asked Rainbow Dash hopefully.

“Hmmm...” Pinkie continued to stare. “Nope, can't see a thing.”

She handed the binoculars back to Rainbow Dash, who tossed them aside in annoyance.

“So anyway, what are we supposed to do with all of these things, anyway?” she said, gesturing toward the giant stack of hoverboards that had been laid out on the hillside. Starlight had told them to set up on this particular hill, because it had a direct view of the tower she had told them to watch. However, her instructions beyond that had been pretty vague.

“I dunno.” Pinkie shrugged. “Want to start setting them off?”

Rainbow Dash raised a hoof to object, but Pinkie had already started the magical motor that powered

the nearest Extreme Gear. It instantly flew off into a corkscrew spiral until it smashed into pieces against the wall of the castle.

“Ooooh!” she said.

She and Rainbow Dash looked at each other, grinned broadly, and immediately began firing up the hoverboards.

* * *

Silver Star's eyes lit up with fury.

“You have no right--” he began, but Starlight cut him off.

“You know what your problem is?” she snapped. “You're a hypocrite. A condescending hypocrite with a massive ego. Everything you hate about me could be said about you yourself. I mean, look at what you did to this town. Look at what you did to Saddle Rash, and all the other places you've sucked dry.”

“You destroyed countless worlds--”

“No,” she said. “I didn't.”

Her confidence wavered a little.

“Well...maybe I did. I don't know. I...I wasn't thinking back then. I just wanted revenge.”

Silver guffawed.

“And you think that justifies it?”

“No,” said Starlight. “But I'm sorry I did what I did. I don't know if anything I can ever do will make up for my past, but I'm at least *trying* to make amends. You...you're not sorry about any of this. You're not sorry for what you did to Twilight. You're not sorry for what you did to Ponyville. You're not sorry for being an overpowered, egotistical self-aggrandizing prancing la-la homo pony, who is completely in love with himself to the point that he can't handle any level of criticism at all. You're not sorry for your horrendously bad writing, which you shill endlessly, asking for input but you're really just fishing for compliments, and then get angry when you receive actual feedback instead of the praise you were hoping for, so you lash out by calling everypony a commissar--”

“I'm sorry, when did I ever do any of that?”

“Shut up, I'm breaking the fourth wall. And don't even get me started on your wacky conspiracy theories. You think that everypony who criticizes you is an invading troll, because Celestia knows nopony could *ever* possibly just think your writing is bad, so you sperg out about being trolled, which just ends up getting you trolled even harder, so you respond by calling those trolls trolls, so pretty soon half of the entire board is trolling you, with the other half being made up of the ever-dwindling number of ponies who are legitimately trying to give you advice, but giving you any sort of advice invariably means addressing the fact that your writing is awful, which you can't handle, so you call them trolls,

until eventually they give up and start also trolling you, so eventually you're being trolled by everypony, but even so you can't accept the fact that it's you and not them who are ultimately responsible for all of this, so you keep yelling about SJWs and commissars and somepony that I guess used to make fun of you on FiMfiction or something, who you think followed you here and is ultimately behind all of this because *of course* you believe the entire universe revolves around you--”

Suddenly, mercifully, Starlight Glimmer's rant was cut short as the window shattered and an oblong board came crashing into the room.

“What the--”

Starlight dodged as the thing whizzed haphazardly about the room, before eventually crashing against the wall and exploding.

“An Extreme Gear?” blurted Silver. “I thought I told Rainbow Dash to bury those--”

Twilight looked up sharply at the mention of Rainbow's name, and looked like she was about to speak, but suddenly a second window shattered, and three more of the hoverboards came crashing into the room. A multitude of them were soon flying around the room, knocking everything over and smashing against the walls, as everypony scrambled and ducked for cover.

“Twilight!” Silver's barking, arrogant voice rang out over the confusion. Starlight looked up to see him standing near the door. The force field had been lowered. “Get over here! We have to go, now!”

Twilight, who was still sitting on her haunches where he had pushed her, stood up obediently and began trotting over to him.

“No, Twilight!” Glimmer shouted. She turned and looked, and Glimmer caught and held her gaze. She instantly sent a thread of magic into her, probing Silver's spell for the crack she had found before. “Twilight, listen. You're better than this. You have to think. Think hard. Why are you doing this? Why are you letting him do this to you, to your friends, to your town?”

Twilight hesitated. Starlight's words were having an effect. An Extreme Gear sailed through the window and exploded into the floor next to her, but Twilight didn't budge.

“Twilight!” Silver barked, a frantic note creeping into his voice. “Twilight, you come with me this instant or I am going to be *very* angry with you!”

“Twilight,” said Glimmer calmly. “Twilight, think. Think about who you are. Is this really what you want? To spend your life as some empty, ditzzy shell, being bossed around by some...prancing la-la homo pony from an alternate dimension?”

“Twilight!” barked Silver. “There isn't time for this--”

“Twilight, you're the Princess of Friendship. You taught *me* about friendship. Even after all the horrible things I did, when you had every right in the world to kill me or banish me to Tartarus or do anything you wanted, you reached out to me. You helped me. You made me realize that friendship is worth something.”

Twilight blinked. Starlight could see the gears in her head struggling to turn, but the crack in the spell was beginning to widen. Her words were having an effect.

“Twilight!” howled Silver in frustration. “Twilight, don't listen to her! What in Equestria is she even blathering about, anyway? 'What I've done to you'? Look at yourself, that gown you're wearing. Look at this castle, this town. When I found you, this castle was nothing but a gaudy eyesore in some out-of-the-way hick pony town. Now, all of Canterlot's elite are at my party. Our party. The party of Silver Star and also Twilight Sparkle.”

“And is that what you want?” asked Glimmer quietly. “Big parties? Money? Extravagance? Cool fight scenes with explosions?”

An Extreme Gear sailed in through the window and crashed into the floor next to her.

“Is that really what you want?” Starlight pushed the tendrils of her magic deeper into the widening cracks in Silver's spell. Slowly, she was warming Twilight's icy heart with her cool island song. “Think about your friends, Twilight. Is this the world they want to live in? Think of Applejack, slaving away on her farm to make cider for Silver's party guests. Think of Pinkie Pie, slaving away to make Silver's parties for him. Think of Rarity, slaving away to make those fancy party gowns like the one you're wearing. Think of Rainbow Dash and Fluttershy, slaving away in Silver's store, trying to sell these stupid hoverboards that don't even work.” A hoverboard whizzed over her head, very nearly clipping her horn.

“Yeah, and where is Fluttershy anyway?”

Everypony turned at the sound of a new voice. An Extreme Gear flew into the room, ridden by a blue Pegasus whose rainbow-colored mane made a brilliant blur as she made the circuit of the room. She weaved and swayed, and finally lost control, leaping off and flapping her wings as the hoverboard went careening wildly away, finally exploding against the wall.

“Lousy piece of junk,” she muttered, before swooping down and landing between Silver and the entrance.

“What is the meaning of this, Rainbow Dash?” snapped Silver. “Are you the one who launched all of these Extreme Gears at my castle?”

Starlight came and stood next to Twilight, and nudged her.

“*His* castle?” she whispered, and felt the crack in the spell widen.

“You bet I am!” bellowed Rainbow defiantly. “And I asked you a question!”

“You *asked* me a question?!?” snarled Silver incredulously. “You don't get to *ask* me anything! You work for me! I *own* you!”

Starlight nudged Twilight again.

CRACK.

“Hey! Just because I work for you doesn't mean you own me! And you haven't even paid me yet!”

“And with that attitude, I'm never going to! Honestly, I don't even know why I should bother! You can't even follow simple instructions! I told you to *bury* those stupid cheap hoverboards, not launch them at this castle! *My* castle! The castle of Silver Star!”

CRACK.

Rainbow Dash glared at him, and took a deliberate step forward.

“I asked you a question,” she growled, and took another step forward. “What. Happened. To. Fluttershy.”

With each word, she took another step forward, until her head was pressed directly against Silver's. Silver's horn flared, and the gem he still held above it pulsed, and a burst of magical energy pushed Dash away from him. He waved a dismissive hoof.

“Is that all you wanted to know?” he said. “Fluttershy is fine. I put her in the dungeon.”

CRAAAAAAACK. SNAP.

The spell suddenly shattered, and Twilight jumped to her hooves.

“You put Fluttershy in the dungeon?” she said incredulously.

Silver wheeled around in surprise.

“Twilight?!?” he stuttered, realizing that his spell had been broken. “What are you--”

“You put *Fluttershy* in the *dungeon*?!?” shouted Twilight. Her eyes widened with rage. Veins were popping out in her neck.

“W-well, I needed to put her *somewhere*, Celestia knows she wasn't any good as a salespony, and I couldn't just--”

“YOU PUT FLUTTERSHEY IN THE DUNGEON?!?!?” Storm clouds were forming around her head.

“I...was going to let her out...eventually...”

Twilight was breathing heavily. Her eyes were bloodshot, and steam was coming out of her nose.

“MY CASTLE DOESN'T EVEN *HAVE* A DUNGEON!!!” she howled.

“Uh...” Silver had crouched down meekly to the floor like a disobedient puppy. “I...uh...*might* have converted your reading room.”

Twilight bellowed something incoherent and obscene. Her horn flared, and her eyes lit up, and then suddenly, with a roar of righteous indignation, she let forth a mighty blast of...

...nothing. Her horn sputtered, and some sparks fell limply to the crystal floor. Silver, visibly relieved, stood up and brushed the dust from his tuxedo.

“Twilight my dear,” he said, smiling condescendingly. “It seems you've forgotten. You leant me your power, remember? It's in this gem. My gem. The gem of Silver Star.”

Twilight's horn flared angrily, and she tried to grasp weakly at the gem with her aura, but Silver repelled her easily.

“Now now, none of that,” he said, and cleared his throat. “Now, if all of you are *quite* finished, I'll thank you to please leave my castle.”

“This is *Twilight's* castle!” yelled Rainbow Dash, who also made a dive for the gem and was repelled by another burst of magic energy.

“Oh no, I'm afraid you're quite wrong about that.” Silver was grinning like a schoolpony who had just outsmarted his teacher. “You see, Twilight was gracious enough to sign the property over to me. I own this place lock, stock and barrel.”

He turned to Starlight.

“You may have broken my spell,” he said, “But my plan is basically complete. I already own all of Ponyville, and, once Twilight and I tie the knot tomorrow, I will be well on my way to ascending to my rightful place as ruler of all Equestria.”

“You actually think I'm still going to marry you?!?” cried Twilight incredulously.

Silver smiled, his eyes roving over her body in a way that made everypony shiver simultaneously.

“Oh, I'm afraid you don't have much of a choice, my dear. You signed a legally binding agreement making me Lord Steward of Friendship, which gives me authority over everything that your vaguely-defined title of Princess of Friendship gives you. It also gives me complete dominion over you, and allows me to dispose of you as I please. The laws of Old Equestria can be quite draconian and are seldom observed these days, but I'm afraid that from a legal perspective, all of them are still very much in effect.”

He turned once more to Starlight Glimmer.

“And as for *you*,” he said, “It would have been far kinder to just leave her wandering in blissful oblivion. Once again, everything you touch turns to ruin, you literal worst pony. You'll be dealt with in time, I assure you. Now, if you'll all excuse me--”

“WHEEEEEEEEEEE!!!”

The last remaining bit of the last remaining window suddenly shattered, and a final Extreme Gear came sailing through the window, ridden by Pinkie Pie, who seemed to be having entirely too much fun riding it for anypony's good. It whizzed violently around the room, knocking over Silver's desk and causing everypony to scatter once more.

“I’VE HAD ENOUGH OF THIS!!” bellowed Silver Star angrily. His horn flared, and the gem raised into the air, glowing a violent red orange, the color of a dying sun, and bolts of black energy crackled all around it.

Pinkie Pie lost the tenuous bit of control she still had over the device, and went flying off of it, rolling into a somersault that whizzed out through the ruined door into the hallway. The Extreme Gear, meanwhile, spiraled into a tailspin just over Silver Star’s head. He was too busy casting his spell to notice, and the hoverboard smacked him directly on the head, causing the gem to go flying out of his grasp.

“NOOOOOOOO!!!!” he bellowed, as he frantically sent out his magic feelers in a vain effort to catch it.

The gem flew through the air, still crackling with dark energy, until it passed over where Flip Ferrari sat. In a single fluid motion that made Trixie’s no-nos quiver with ecstasy, Flip leaped out of his chair, did a somersault in the air, landed with his front hooves on the back of the chair, and aimed a hard buck at the gem. The gem rocketed towards the opposite wall, colliding with the hard crystal and shattering into a thousand tiny pieces. Flip, meanwhile, pushed off the chair with his forelegs as it toppled to the floor, landing gracefully and flipping his feathered mane. His cutie mark became a beaming portrait of John Elway, literally glowing with the power of Football.

As the gem exploded, the magic it contained burst forth, firing out in a multidirectional beam of blindingly white light. Beams of magic fired directly into the horns of Starlight and Twilight and Trixie as the power that Silver had stolen from all of them returned to its rightful owners, all throughout the castle and across Equestria. Silver howled atonally in frustration.

“Osmodion!” he bellowed, galloping towards his desk. The raven appeared in a burst of blue flame. “The gem has been destroyed! Quickly, I need more power!!”

He drew to a halt, pointing his horn toward the raven with his eyes clenched shut. For several seconds, nothing happened. Silver opened his eyes, looking at the raven, who stood staring at him coldly through his black obsidian eyes.

Then, suddenly, there was another burst of flame as the raven grew into a massive, terrifying creature, part bird and part horse, with cruel looking talons and a razor sharp, serrated beak.

“Mortal,” the monstrosity bellowed in a deep, booming, commanding voice. “Is that how you address a God?”

The color drained out of Silver’s face, and he knelt quickly, pressing his face against the floor.

“N-n-no, of course not my master...”

The creature cackled as it watched him grovel. It was not a pleasant sound.

“Mortal,” it began again. “When I found you, you were a pitiful, starving, powerless unicorn. I gave you my gem to store power. I gave you your name. I gave you your mark. I gave you these things because it amused me to do so. However, that time is past, and you do not amuse me any more, my little pony. I gave you my power, and now I take it away.”

There was a blinding flash of light. Silver Star's fine tuxedo was ripped to shreds, and his cutie mark vanished. Everypony stood staring in shocked silence. An adult with a blank flank just looked...wrong. Yet there he was, standing in front of them, looking all the more pathetic with the tattered remains of his tux still clinging to him.

The monster turned to them.

“I apologize for any trouble that my minion may have caused you,” he said. “Everything he told you was a lie. And now, his mischief is at an end. Do with him as you please.”

There was a final burst of blue flame, and Osmodion vanished, never to be seen in this dimension again.

12.

Everypony stood in shocked silence, staring at the space where the massive raven monster had been. Then, the silence was broken by a sudden, wracking sob, and Silver Star collapsed on the floor and burst into tears.

The others stood watching him uncomfortably, until finally his tears had been expended, and he just lay there, sniffing pitifully.

After several minutes of this, it became apparent that somepony should probably say something, but nopony had anything to say. Finally, Flip Ferrari stepped forward.

“Uh, Silver?” he said. Silver Star looked up, still sniffing like a petulant foal. “There's something Flip Ferrari's gotta say.”

He cleared his throat.

“Flip Ferrari's always been a wild, untamed mustang, who spends his life wandering down old dusty roads, from town to lonesome town, having zany adventures and teaching the hot mamacitas how to love. That's just how Flip Ferrari lives.”

He glanced over his shoulder at Trixie, who blushed and looked at the ground.

“But,” he continued, “His dream has always been to settle down in a nice, wholesome little town like this. He'd like to find the hot little mamacita of his dreams, and live together with her, in an erotic waterfront condo with wood-paneled walls, and shag carpeting so thick our foals would get lost in it. Ponyville could have been such a town for Flip Ferrari. But then you had to go and ruin it. You're a bad little pony, Silver Star. A mean, petty, nasty, downright *bad* little pony.”

He bowed his head and stepped back, and Trixie nuzzled her head into his neck.

“That was beautiful,” she whispered.

There was another lengthy, uncomfortable pause. Finally, Twilight stepped forward and cleared her throat.

“Silver,” she began. Silver looked up, tears in his eyes. “Was any of what you said earlier true? About growing up in another dimension, and Starlight Glimmer destroying your world? The dueling school, the cattle rustlers, any of it?”

Silver shook his head.

“No,” he said, “But it was true for somepony.”

He glared angrily at Starlight Glimmer.

“What I said about *you* was true enough. You really did do all those things. All those worlds, where Twilight and her friends never met. You created them, and they're horrible. I traveled to them with Osmodion's power, I saw them with my own eyes. You're a monster.”

Starlight stared at the floor and said nothing. Rainbow Dash flew from across the room and landed next to her, putting a wing around her shoulders and glaring defiantly at Silver.

“Whatever she did,” said Rainbow Dash, “Starlight's our friend now. And besides, she's Twilight's student. You had no right to do what you did to her.”

Silver glared at the floor angrily.

“I just *hate* her so much,” he muttered.

“And you *definitely* didn't have any right to do what you did to any of the rest of us!” continued Dash.

“Yeah!” said Pinkie Pie, who had apparently come back into the room at some point. “You big meanie!”

Silver stared at the ground in silence for a moment or two longer.

“Look,” he said finally. “I admit I might have gone a little overboard.”

“A little?!?” yelled Rainbow Dash, but Twilight held her back with a foreleg and shook her head quietly.

Silver looked up at them.

“Twilight,” he said. “I'm sorry I stole your magic and usurped your title and castle and forced you to be my personal love slave. Rainbow Dash, and Pinkie Pie, I'm sorry I made you my slaves. Flip Ferrari, I'm sorry I tried to have you killed.”

He crossed his forelegs sulkily.

“There,” he said. “I apologized. Can I have a redemption now?”

Twilight shook her head angrily.

“No,” she said, “You can't. What you did was completely unforgivable. And you forgot to apologize to Starlight.”

Silver's eyes flared with anger.

“I'll *never* apologize to her!” he yelled.

“Uh, yeah, you will!” shouted Rainbow Dash angrily. “And you also need to apologize to Fluttershy, and Rarity, and Applejack, and Mayor Mare, and everypony else you've hurt! You're going to spend the rest of your life apologizing, you...you...prancing la-la homo pony!!”

Twilight pulled her friend back with a foreleg again.

“What I think Rainbow Dash is trying to say,” she said, “Is that you are going to need to take some

time, and learn how to actually *be* a friend, before you get to...uh, you know...have any friends. I've taught a lot of ponies about friendship in my time, but...you're going to be kind of a special case."

"Y-yeah, well..." Silver Star leapt to his hooves suddenly.

"You may think you've won," he snarled angrily, "But there's one thing you forgot about! My contracts are still valid! I'm *still* the richest pony in Equestria, I *still* own this castle and this town, and my company is *still* going to plunder Equestria's nobles dry! And there's nothing you can do about it, 'Princess' Twilight! NOTHING!!!"

Twilight smiled thinly.

"That's....where you're wrong. You really should have studied Equestrian law more carefully. Because all those Old Ponish contracts you drew up and tricked everypony into signing? They're worthless now."

"What are you talking about?!?" demanded Silver.

"Well," said Twilight, "As you would know if you'd studied *recent* law, and not just old arcane law from thousands of years ago, any contract entered into while under a spell is null and void as soon as the spell is broken."

"WHAT?!?" cried Silver in dismay.

"Yep," said Twilight, a little smugly. "So I'm afraid that after all that trouble, you come out of it with nothing. However, if you'd still like to learn about friendship, I can probably teach you a thing or two--"

Silver snarled angrily and galloped out of the room. He stopped short just at the entrance. Aquilla, his griffon secretary, presumably drawn by all the commotion, was standing in the doorway, watching him sadly. He stopped short, and their eyes met for a moment. Tears welled up in his eyes, and then he snarled angrily again and went around her, galloping off down the hallway.

"I'm sorry about him." Aquilla bowed slightly. "I swear that deep down he means well, he's just...well, you know how he is."

She turned to go after him, and then glanced one more time over her shoulder at them.

"I'm sorry," she said again, and then bounded off down the hall after Silver.

The group stood in silence for a long time, watching the hallway. Twilight looked sadly at the mess; at the shattered windows, the wreckage of Extreme Gears lying all over the place.

"I'm sorry about your room, Starlight," she said. "It looks like Silver really made a mess of this place. This castle. This town. It's going to be a long time before things can go back to normal around here."

"That's okay." Starlight was smiling, but her eyes were sad. "Twilight, about what he said, though. He was...he was right. I have done horrible things. When I used that time spell to try and ruin your friendship, I wasn't even thinking about what effect it was having, all I could think about was revenge.

All those worlds...he said he saw them. They all became horrible places, and it was because of me. I just...I want to say I'm sorry, but I don't know if it's enough, or if there's anything I can even do..."

Her voice was beginning to crack.

Twilight smiled.

"Starlight," she said softly, "I can't forgive you for any of that. It wasn't me you hurt. I don't know what you can do to make up for those things, or if you can fix any of it. But you're our friend now, and that's what matters. Anything you need to do, we'll help you in any way we can."

Starlight wiped a tear from her eye with a foreleg and smiled gratefully.

"Thank you," she said.

Twilight's horn flared, and the elegant dress she was wearing disintegrated. She stretched out her wings, which had been pinned to her sides by fancy clothes for so long, she'd almost forgotten she had them.

"Now," she said. "Let's go get Fluttershy out of the dungeon."

Epilogue:

The faint light of dawn was just beginning to creep in through the little window. Spread out below them, the town of Ponyville was awakening from its long slumber. Ponies were coming to in various states of drunkenness. Most of them were wearing strange costumes and masks that they quickly removed, blushing and avoiding each others gazes with a silent agreement that this night would never be spoken of again. To most of them, the events of the last few weeks felt like a dream, and like a dream they were quickly fading from memory. The state of the town, however, was very real, and they would all spend the next several weeks repairing the damage that had been wrought by the mysterious Unicorn who had come to town, the Unicorn whose name was getting harder and harder to recall.

“Uh, you think we should get back?” asked Flip Ferrari. “It's getting light out. They're probably going to need our help.”

“Mmmm,” said Trixie, “I think they can manage just fine without us.”

She rolled over in the bed and snuggled up next to him. Her body felt warm against his. The little traveling wagon smelled heavily of pine, with undertones of sweat and another, distinctly feminine odor. Cold, damp early morning air drifted in through the little window, reminding them that summer was drawing to a close, but underneath the quilt it was nice and cozy.

The wagon was a far cry from the erotic waterfront condo of Flip's dreams, but it felt lived in. It was comfy. And just at the moment, there was no place in Equestria that he would rather be.

Flip put a foreleg over her shoulders and drew her in closer.

“If that's how you want it, little mamacita,” he said, “Flip Ferrari's just fine with that.”

“Mmm,” she said again. Her horn flared, and slowly the shade lowered down over the window, blocking out the early morning light.

“Now then,” said Trixie, “I'd like to hear a little more about how Flip Ferrari lives.”

About the Author:



King Battlebrit lives in a pineapple under the sea. He has over 9000 penises, and they are all raping horses.

***Flip Ferrari will Return in:
Flip Ferrari vs. Daring Do vs. Cthulu***