

It wasn't the first time Evening Star had set hoof in her tutor's home, yet it was with a new eye that she took in the modest, yet spacious house. It was one thing appreciating the space as belonging to a friend; it was another thing to consider it as a potential place to live, herself. Still, the home was as tidy as ever, the soft glow of various crystalline light fixtures giving the abode a cozy warmth throughout.

"I know I always say it, but a bit more literally this time; make yourself at home, Star," Dawn said as she brought up the rear, closing the door behind the pair and smiling to her companion affectionately, "Let me know if there's anything you think needs to move or change to accommodate you."

"O-oh, um," Star replied, hesitantly glancing around the entry and living room, "N-no, it's fine, you don't need to change anything."

"Except for the windows, right?" Serenity corrected as she started to pull the curtains she'd purchased from her saddlebags, humming to herself while her magic began to set up new rods above her window frames.

Evening Star felt her ears wilting slightly. "Oh, Dawn, you don't have to do that right away," the imitation unicorn tried to object, only to let out an "eep" when a phantom hoof pressed against her muzzle.

"Shoosh, I'm accommodating you," Serenity insisted with a soft chuckle, nodding toward the kitchen area, "Basement door's just past the kitchen, why don't you see how the space fits your needs?"

The changeling chewed her lip slightly. "C-come on, Dawn, at least let me help set up the curtains," she tried to offer, only to squeak again as she was surrounded by a golden aura, finding herself slid out of the living room.

"You can help by making sure the basement's going to work for you; otherwise we'll have to think of something else, and the curtains will be a moot point," Dawn pointed out, giving a shooing motion with a hoof, "Go, go, lil' bug, find your nest."

Star's expression screwed up in confusion. "Little bug?" she reiterated incredulously, finally causing the unicorn in the living room to pause, looking over sheepishly.

"That, uh, was supposed to be a term of endearment," Dawn assured, "It's not offensive, is it?"

It took a moment of consideration from the changeling, though eventually she gave a slight smile. "No, it's okay. I just, heh, wasn't expecting it," Star replied, turning toward the kitchen and adding in a softer tone, "I think... I like it." Pausing at the door that she'd never gone through before, the counterfeit unicorn glanced over her shoulder again. "There aren't any windows into your basement, are there?"

"Not unless someone installed them while I wasn't looking," Dawn answered as she continued screwing curtain rods over her windows, "You should have total privacy down there."

"Good... that's good," Star murmured to herself, opening the door and looking down into the darkness. At first searching for a light switch, the changeling paused, looking back to her companion again. There she was, happily humming away while changing her home, just so Pectin could be there.

Smiling at the sight, the false unicorn looked back into the darkness as she started to descend the stairs, a green flash flaring up through the basement door, and the dark below turned bright to the compound eyes that were built for living in gloom. The stairs under Pectin's hooves groaned as they stepped downward, making the portly changeling flush, yet they tried to ignore having their weight called out by an inanimate object. Scanning around the basement once they'd reached the bottom, the insectoid equine hummed in consideration.

There was definitely plenty of room, even with some of the space occupied by old, dusty boxes. And, as they trotted across the stony floor, the changeling found the air around the water heater pleasantly humid. Dark and damp, definitely. Green light illuminated the area around the changeling as they lifted their bags from their back, pulling out the pillows they'd packed. Arranging the cushions into a circular nest, the changeling stepped in and huffed as they settled onto their rotund middle, tentatively rolling to their side and closing their eyes while they imagined resting. It was definitely comfortable, and the moist air from the water heater felt great on their chitin. Though they'd have to be careful about their pillows collecting mold, unless they could ward them somehow. The library would probably have a spell that

"How is it down there?" Dawn called out from above, the sound of hooves cantering across the floorboards approaching the basement door.

Hesitating, the changeling glanced around again, their hooves fidgeting. "I... I think this could work," they called back up, looking toward the stairs when they heard Dawn stop.

"Uh, Star? Is there a reason you didn't turn on the lights?" the unicorn asked as she descended, "The switch is right at the bottom of the... woah!"

Pectin jerked at the sudden shout that came when Dawn had gone down far enough to spot them, their ears pinning back as they regarded the unicorn's shocked expression. "Wh-what?" the changeling stammered, head ducking slightly.

"Your eyes! I didn't know they glowed in the dark!" Serenity declared, before giving a soft chuckle and grinning, "S-sorry, I didn't mean to startle you. Can you see in this dark?"

"Oh, um, yeah," Pectin murmured, glancing aside and closing their eyes, "It's... creepy, I know."

"Are you kidding? That looks super interesting!" Dawn laughed, sitting on the bottom step, "Look at me again, that was cool!"

Ears pricking up, Pectin felt a moment of uncertainty, before tentatively opening an eye and looking toward their companion through the darkness. "O-oh?"

"Both eyes, you goof," the unicorn chuckled, smiling when the other bright-green orb appeared in the dark, "Wow... that's so pretty."

"Oh!" Pectin gasped, involuntarily closing their eyes as their hooves came up to hide their face.

"Aww, your blush glows, too!" Dawn's voice came, adoring and amused. Light suddenly filtered through the holes in the changeling's forelimbs with the sound of a switch flipping. Hooves approached, and Pectin felt the pillows beside them sinking with the presence of their friend, followed soon by a gentle touch on their shoulder. "You know, Evening Star wasn't ever this bashful about compliments," the unicorn remarked, smiling as a green eye timidly opened to meet her gaze, "Though, I guess that makes sense, since she isn't really... well, you know."

Pectin swallowed the nervous lump in their throat, nodding sheepishly. "Nobody's ever said anything nice about how I look. How I actually look," the changeling said in a quiet tone, before giving a soft, self-conscious laugh, "Celestia, that sounds pathetic when I say it out loud."

The unicorn smiled beside the changeling sympathetically. "I seem to recall giving another compliment about the real you," Serenity reminded her companion, giggling when Pectin looked at her quizzically. "About how your love-weight looks adorable on you, ringing any bells?" the unicorn reiterated, watching in amusement as the compound eyes widened in front of her, the cheeks beneath them lighting up brightly. "What, did that not feel like a compliment?" Dawn asked, her head tilting, "Because it was meant to be one, you know."

"Y-you're going to make it worse, praising me like that," Pectin mumbled bashfully, glancing down at their middle as they felt the love radiating off of their companion.

Giggling slightly, the unicorn smiled again. "Oh, and I'm sure this will, too," she stated, before leaning in and gently resting her head on Pectin's shoulder.

The changeling gasped at the contact, glancing anxiously at the auburn mane that flowed down their chest and back from the head that rested against them. Plagued with uncertainty, Pectin froze up, completely unsure what they were supposed to do. "Y-you, uh, I..." the changeling stuttered, flummoxed by the situation they found themselves in, only for the unicorn beside them to chuckle abashedly as she lifted her head.

"Too soon?" Dawn asked, blushing while she ran her hooves through her hair.

Pectin rested a hoof on their belly subconsciously at having such an unexpected meal of affection, tentatively shaking their head. "N-no, I... I've just never..." they tried to explain, gaze averting as they held their lip between pointed teeth for a moment.

Giggling at the changeling's uncertainty, Dawn got to her hooves. "We'll take it slow, then," she said understandingly, making to turn back toward the stairs, only to feel a holey hoof gently catch her own.

"D-Dawn, I," Pectin tried to speak, finding their words failing them when the unicorn's eyes met their own. Taking a breath, the changeling gathered their thoughts. "I'm not used to this," they tried to explain, "I just... I don't want to come across as rude or pushing you away. I don't "

Pectin let out another of their little squeaks when a pale hoof touched their lips, following the limb up to its owner's caring features. "We'll take it slow," Dawn repeated, smiling gently, "Now, I've got more curtains to put up. You can come up and help me if you'd like, or you can relax down here."

When the changeling still seemed uncertain after she'd set her hoof down, the unicorn turned and gently nuzzled the top of Pectin's head, getting another gasp from the bug. "You're not used to physical affection in your natural form, I get that," Serenity continued, "I completely understand if you're not ready to reciprocate. But you better believe I'm going to keep trying until you're used to it." There was a pause, Dawn's features turning sheepish after a moment, shuffling her hooves while she checked, "Um, unless that's too pushy?"

The changeling simply regarded the unicorn for a moment, before their chitinous cheeks lifted in a soft smile. "No, that's actually really sweet," Pectin reassured, huffing as they made to roll onto their middle, only to blush brightly when the effort needed a second round of rocking back before they managed to roll upright, their whole figure wobbling with excess momentum. Clearing their throat while getting to their hooves, the changeling grinned sheepishly to the unicorn, who simply returned the expression with another caring smile.

Evening Star and Serenity Dawn worked together to get the curtains in place, chatting idly all the while. "So, um, how often do you get visitors?" Star asked, her horn glowing as she hovered the curtains over their newly-installed bar, "Because it'd be kind of awkward if someone came in while I was... not Evening Star, you know?"

"There's this thing called 'knocking' I need to introduce you to," Dawn teased in reply, giggling when she felt a half-hearted thump on her flank from a moonlight-grey aura. "Okay, okay, seriously though," the unicorn chuckled, looking over to her companion as a gold light surrounded the deadbolt to her door, sliding it into place with a click, "There, we'll lock the door just to be safe, alright? And I don't get visitors that often, to answer your question. I'm an introvert, remember?"

"Not introverted enough to avoid stumbling over my secrets," Star mumbled, yelping when a screw bounced off her ear.

"You're not as quiet as you think, bug," Dawn stated when the imitation unicorn looked at her with a scowl, chuckling amusedly, "And I'll have you know I was unbearably nervous every time I tried to drop that letter off. I don't just approach ponies like that!"

Star's brow furrowed, her head tilting after she'd drawn the curtains she'd just finished putting up. "What do you mean 'every time'?" she asked, watching with a hint of amusement when Dawn was the one to freeze for once.

"Um, well, eheh, Tender Oak coming across me about to drop off the letter was... probably the third or fourth time I tried to work up the courage to do so," the unicorn admitted sheepishly.

The faux unicorn stared at Serenity for a moment, before snorting and laughing. "You know, I'm suddenly less surprised you found me out, now," Evening Star commented, getting to her hooves and gathering up the hardware around her, "You spent that much time around my shack?"

Dawn fidgeted with the screws in her hooves. "I told you I was nervous," she mumbled bashfully, "I was gonna drop it off at night at first, but then I thought that'd be creepy, so I came back during the day, but I got cold hooves, so I tried again, and it happened again, and," trailing off, the unicorn looked over with a flushed grin, "H-hey, I finally managed to give it to you myself, so I'm kind of proud of how brave I got!"

Head shaking, Star smiled back as she padded over to Dawn. "Are we gonna hang curtains upstairs, too?" she checked, looking toward the stairway.

"I mean yeah, I'm not going to tell you 'unicorns only upstairs', what kind of weird rule is that?" Dawn scoffed, before giving a little smirk as she took the tools from Star, "Hey, why don't you make us some tea while I take care of the upstairs windows?"

The changeling smiled at that, before her expression fell. "Um, why don't I make *you* some tea while you do that?" she corrected, giving a sheepish grin.

Dawn blinked, her head tilting. "I thought you liked tea?"

Cringing at the question, Star's gaze dropped. "I, um... I can't drink anything besides water," she hesitantly admitted, "When we had tea together, I just used my magic to teleport my 'sips' back into the teapot before they went in my mouth."

The unicorn's expression faltered. "Oh," she replied, before forcing a smile again, "Hey, it's okay, thank you for telling the truth." Another pause, before Dawn's head tilted, "Nothing but water? That sounds kind of awful."

"Um, why's that?" Star asked, head cocking in mirror to her companion.

"Because tea's great! And so is juice, and cider, and... you've never tasted any of those?" Dawn asked, complete shock coming over her face when the changeling shook their head. "Would it make you ill or something?" she asked, setting the hardware down to address this newfound mystery.

Shrinking slightly at the attention, the doppelganger pawed at the floor as she averted her eyes. "Yeah, it's an anatomy thing," Star replied, looking back at Dawn when the unicorn stepped in and gently nosed at her shoulder. "Um, changeling hives don't exactly have the best education systems," she continued, giving a little smile as her companion settled in beside her with a sympathetic, yet curious expression, "But from what I understand, we can't digest solids. We've got a digestive system that's kind of like yours, but it's only for processing water. Sugar, tea particles, food; it clogs up our systems because we aren't built to break things down like you are. Heck, our 'stomachs' aren't even connected to the rest of the digestive system, they're connected to um... channels, I guess, that connect to our horns."

Dawn nodded as she listened, before tilting her head. "What about when you're a pony that doesn't have a horn, though?" she asked, "How do you, um, feed, then?"

The changeling dithered for a moment, looking around to make sure all the curtains were drawn. "Uh, just a sec, let me," she started, before closing her eyes, transformative light running up her figure, Evening Star replaced by Cirrus Glide.

"Here, feel my head, where my horn would be if I was a unicorn," the stallion instructed, lowering his head for easier reach. Curiosity filling her features, along with momentary shock at seeing their unicorn companion replaced by a pegasus, Serenity still did as she was asked, gently rubbing at the stallion's brow, until her eyes lit up.

"There's a bump!" Dawn declared in understanding at feeling an ever-so-subtle ridge underneath the stallion's skin.

"Yeah, horn's still there," Cirrus affirmed, straightening himself as he reached up and brushed his head, cloud-white mane tussling under his hoof, "Our horn channels our magic, just like a unicorn's does. If it disappeared completely when we transformed, we wouldn't be able to transform back. But with our horn shrunken down like this, we can't use any magic aside from feeding or transformation."

The stallion looked down at Dawn again, before his head tilted at her odd expression. "Um, did I say something weird?"

"No, you're tall," the unicorn stated frankly, giggling at the surprise and confusion that crossed Cirrus's face while she clarified, "It's weird! You're even my size as a changeling. Well, a bit taller, but it's odd having to look *up* at you."

"Dawn, *you're* odd," the pegasus chuckled, getting a shove from the unicorn, though at his size it only made her nearly push herself over.

"Says the changeling!" Dawn giggled, smiling as she leaned against Oak's side. The horned horse felt her companion tense at the contact, yet slowly that sensation eased, the stallion looking down at the mare with a shy smile.

"Um, did you still want tea?" Cirrus asked nervously, the unicorn giving a playful scoff as she lifted herself.

"Could you get any more awkward?" the unicorn chuckled, leaning up and nuzzling the stallion's blushing cheek, "Yes, oh dorky one, I would love some tea while I make my home suitably secretive for you."

The changeling couldn't keep a sheepish grin from his features while Dawn gathered up her tools again, the unicorn looking back to the faux pegasus as she rested a hoof on the lowest step. "Yep, that blush is still cute when you're a stallion," she commented, laughing when her teasing made the changeling hide his face behind his hooves again with a bashful squeak.

Once he managed to come out from hiding, Cirrus hesitantly got to his hooves, moving into the kitchen. "Green tea, right?" the winged pony called up the stairs.

"With two sugars!" Dawn confirmed, the changeling smiling as he sourced the ingredients.

The unicorn smiled at the sound of hooves climbing steps a little while later, pausing in her work. "Someone to make me tea while I do housework," Dawn hummed as she took the tray with the tea kettle and cup in her magic, allowing the earth pony to free his muzzle, "Yes, I might just enjoy having my own buggy butler."

"Hardy har," Cirrus mock-laughed, though he still smiled as he watched Serenity take up the provided beverage, "Thanks again for doing all this, Dawn."

"That's right," the unicorn huffed in mock haughtiness, taking a sip of her tea, "Bask in appreciation of my dedication."

Chuckling, Oak stepped around the unicorn, looking at the windows that still waited to be veiled, his expression falling slightly. "I, um... I hope you don't mind less sunlight," the stallion said softly, turning, "I "

Pectin grunted when they turned right into a lifted hoof, aimed perfectly to shush them. "I know how to open curtains, dingbat," Dawn insisted, giving a patient smile when the changeling's expression turned abashed, "Seriously, Pectinate, I don't mind accommodating you. Stop worrying about being a burden; I'm the one who invited you to live here, remember?"

The doppelganger nodded, sitting on his haunches and rubbing his foreleg. "Yeah. Thank you, Dawn," Cirrus said gratefully, flushing when a golden aura ruffled his mane.

"Hey, if you don't eat and you only drink water, then the only thing you're using up here is space," the unicorn replied, grinning as she set her tea on a nearby stand, "That's a pretty low-maintenance roommate, if you ask me!"

The pegasus smiled at that. "You're taking this really well," Cirrus commented, causing Dawn to pause in the middle of lifting the next rod.

"Taking what well?" Serenity asked, cocking her head at the stallion.

"I mean, you don't seem too weirded out," Pectin replied, indicating his sky-blue-furred self, "It doesn't... freak you out that this is the Evening Star you know?"

"Oh, it's completely freaky, believe me," Dawn replied, adding quickly when her words made the changeling's face drop, "Hey, you asked! I'm just not going to make a big deal out of it, you know." The unicorn flashed a grin, turning her attention to her work again, "Why make more awkwardness when we're for absolutely sure going to run into enough awkwardness while we get used to being around each other more often?"

Pectin stared at Dawn for a moment yet again, feeling a little flutter in his chest. "Yeah... that makes sense," the pegasus mimic replied, watching with a tiny smile as Serenity levitated the curtain rods into place. And as he watched, Cirrus had to wonder; had she always looked so cute when she was concentrating?

"Soooo, you're just gonna watch while I work, are you?" Dawn mused, smirking over toward the changeling.

Letting out a squeak, the stallion blushed as he quickly moved toward the nearest unveiled window, only to flare his wings with surprise when he felt a sudden, glowing force catching his chest. "Hold on, were you just checking me out?" Serenity asked with a hint of intrigued amusement.

"N-no! I just... you were, and I... I should !" Pectin's stammering was cut off when another aura gently took his cheek, turning his head to face the unicorn holding him softly in her magical grasp.

Dawn's whole face lit up at the sight of the stallion's reddened features, grinning broadly. "You were!" she giggled, letting the pegasus go as she tossed her head smugly, "Oh, that is adorable! Did you see something you liked, big guy?"

"D-Daaawn!" Cirrus stuttered, hiding his face in embarrassment yet again.

The unicorn giggled in delight. "I'm sorry, it's just, you know, I wasn't sure if you might feel the same way about me that I do about you," Serenity explained herself, smiling as she sat beside the stallion, "I'm just happy, is all."

Cirrus fidgeted on his haunches, only managing to come out of hiding when he felt a gentle nuzzle against his side, hooves slowly lowering from his face. "That hiding thing you do is adorable, by the way," Dawn teased, reaching out and catching the pegasus' hoof in the middle of

going right back up to his features, drawing the gaze of his one uncovered, sunny-yellow eye as she continued in a gentle voice, her expression supportive.

"That was to prove a point," the mare stated, holding the stallion's hoof gently, "You do that hiding thing when you're Star or Cirrus, or Pectin. So, it's an honest reaction. And something that's undeniably you, without pretending; Pectinate Antennae is bashful."

Cirrus blushed further, yet his expression lifted slightly. Smiling at the sight, Dawn patted the hoof in her grasp. "You're not just a blank slate under all those disguises," the unicorn stated earnestly, "You're you. And I'll help you figure out just who that is."

Pectin found himself staring at the unicorn again, eyes shimmering as he felt his cheeks lifting slightly. "How are you so smart and so weird at the same time?" he asked, yelping when his mane was suddenly ruffled over his eyes by a yellow glow.

"It doesn't take a genius to interpret what 'I don't know who I am' means, or did you forget you said that?" Dawn replied, the changeling blowing the hair from his face, only to squeak again when hardware was shoved against his chest, having to grab it quickly in his hooves and wings alike to avoid dropping anything. "Now help me with these windows, bugboy, I want to see your actual face up here," the unicorn demanded with playful authority, glancing with a smirk at the stallion that chuckled at the command.

It didn't take long for the pair to finish getting every window covered, Cirrus Glide going through and checking each curtain to ensure they were all properly covering their respective windows. "Everything up to snuff, chief?" Dawn asked once the changeling emerged from her room, the stallion giving a little smile.

"Yeah, nobody should be able to see in from outside," Cirrus affirmed, head tilting when he was greeted with an expectant expression.

"This is the part where you buggify, you dork," Dawn chuckled, grinning at the look of realization that came over Cirrus's features.

Hesitating another moment, the pegasus looked toward the windows again, before breathing a quiet sigh. Dawn blinked reflexively at the verdant flash, eyes opening again to find Pectin standing beside her in all their pudgy green-black glory, smiling at the changeling. "There, feel better?" the unicorn checked, stepping in and gently nuzzling the tough plates on Pectin's neck.

Blushing vibrantly, the shapeshifter shuffled from hoof to hoof, feeling their belly sway with the motion. "Y-yeah," they managed to reply in a high-pitched tone, and just before Dawn pulled back from the nuzzle, the changeling leaned in and timidly nudged the top of her head with their own muzzle, only to quickly pull back and blush harder.

"Oh!" Dawn gasped at the brief contact, straightening herself in time to see holey hooves come up to hide green eyes. "Aww, Star," the unicorn chuckled, gently curling a forelimb around Pectin's shoulders, her snout brushing the firm shell over the changeling's rounded collar. They really were quite comfortable to cozy up to.

After a moment of feeling Pectin shift sheepishly on their haunches, the unicorn beamed up at the shapeshifter, "I could use lunch after that work. What would you... wait, you don't eat."

The unicorn hummed thoughtfully, while the changeling steadily managed to come out from hiding, a timid smile on their features. "You're, um... giving me lunch right now," Pectin pointed out quietly, a hoof resting on their paunch self-consciously as the affection flowed from the unicorn into them.

"Oh, yeah," Dawn realized, glancing between the changeling's belly and face, before smiling and ever so gently settling her own hoof beside the holey limb resting on Pectin's middle.

Eyes going wide, the insectile equine stared down at the slender hoof that was resting on their abdomen, following the limb up to its owner's face, as though afraid they might find someone else attached to the appendage. "Wha...?" was all Pectin could manage to squeak out in their abashed uncertainty, their companion giggling softly.

"Well, you deserve a treat for the hard work too, you know," Dawn replied, gently cuddling into Pectin's side while her hoof drew little circles atop the changeling's middle, "There... not too much, I hope?"

The changeling couldn't find their words, dumbfounded by how close the unicorn was. Not to mention how intimate the contact felt. Platonic and ambient love had proven to be plenty filling on their own. This... this was something else entirely. A flavor of sincere affection few changelings could hope to sample in their entire lifetime, free of manipulation or deception, and all the headier for it. Pectin shuddered at the intoxicating flow of adoration, green eyes staring into the distance as every sense was overcome with the rich delicacy outpouring from the unicorn that embraced them, only vaguely aware of a voice in the distance.

"...Star? Equestria to Star, do you read?"

When Dawn didn't get a response from the suddenly brain-dead changeling, worry began to rise in her chest, hastily pulling away from the shapeshifter. "Pectin?" Serenity asked while lighting up her horn, her magic shaking the changeling's shoulders and making the doughy bug ripple through their whole torso.

Gasping, Pectin shook themselves once they came to, eyes still wide. "S-sweet Celestia," the changeling breathed, reaching up and rubbing their head.

"Are you okay?" Dawn asked, stepping in closer while Pectin lifted their gaze from the floor.

"Yeah... yeah, that was just, um," Pectin chuckled, before giving a puff as they registered the tightness in their abdomen, rubbing their suddenly-taut belly gingerly, "Oof, th-that was... really intense."

Dawn tilted her head, looking Pectin up and down. "Now I'm all curious what that was like for you," she chuckled, smiling to her companion, "Intense in a good way?"

Huffing, the changeling nodded. "M-maybe a little *too* good," they affirmed, blushing at how their middle pressed outward with the love filling their stomach. "Okay, if you're going to do that again, let me lay down first," Pectin giggled, an odd feeling of giddiness coming over them as their eyes squinted, "Are the walls spinning, or is that just me?"

Dawn snorted and laughed, grinning as she nuzzled at Pectin's side. "I think I might have given you too big a treat," the unicorn observed, chuckling more at the blush that came over the changeling's expression. "Come on, let's get you to your nest, you look like you need to lay down," Dawn offered, gently nuzzling the changeling's cheek.

Pectin found their steps a lot wobblier than they remembered, having to lean on Dawn for support. Unfortunately for the unicorn, Pectin was at least three times her weight, a fact that had her horn flaring to help keep the changeling upright. With a lot of laughter on Dawn's part and blushing from the changeling, the pair managed to get Pectin safely to their pillows, the shapeshifter collapsing on their side and letting out a long sigh.

Smiling, Dawn leaned in and nuzzled the changeling's shoulder. "Need a blanket or anything?" she asked, the changeling blushing as they looked at their bloated gut.

"No... I keep plenty warm without one," they mumbled, smiling sheepishly at the giggle they summoned from their partner. The unicorn turned to leave, only to feel her hoof caught again, looking back to see a shyly fidgeting changeling.

"Um... thanks again, Dawn," Pectin said sincerely, "Sorry I couldn't join you for lunch."



The unicorn smiled, turning and patting Pectin's shoulder. "I got to join you for yours, I'm happy with that," she stated, flashing a grin, "And now we know I should eat first, so no biggy, buggy."

Pectin giggled. "Biggy buggy," they repeated titteringly, getting a chuckle from their companion.

"Take a nap, you're dopey," Dawn directed gently, pausing briefly, before leaning in and embracing the changeling, "Sweet dreams, my Star pupil."

Pectin shuddered when the embrace only had them feeling fuller, yet they couldn't bring themselves to pull away. Instead, the changeling gingerly wrapped a hoof around the unicorn, giving the gentlest of squeezes.

Dawn waited for Pectin to break away, only to realize after a moment that the changeling had fallen unusually still. Chuckling, the unicorn wished she could lay down beside the doppelganger and just rest together, yet she could feel Pectin's paunch swelling slowly against her with her love. Not wanting to hurt the unconscious changeling, Dawn carefully slid out from under Pectin's hoof, looking down at the shapeshifter and noting how their stomach was starting to glow subtly from the condensed love it contained.

Seeing the changeling needed a while away from affection, the unicorn made to turn, only to pause. Just a little more love wouldn't hurt right? Dithering a moment, Dawn leaned in and, after briefly considering whether it was a good idea, hastily pecked the changeling's forehead, just under their horn.

"Oh!" Dawn gasped with surprise, drawing back when pink sparks streamed and fluttered out from the point of the kiss. Just as soon as they appeared, the rosie ribbons of light were pulled in toward Pectin's horn, the changeling shuddering as the radiance settled into their paunch, letting out a shaky huff of fullness.

The unicorn stared at the shapeshifter's middle, regarding the subtle glow that shined through the borders of their chitinous armor with pure wonder. For a moment, Dawn glanced between Pectin's belly and face, briefly considering stealing another quick kiss just to see those lights again, yet the responsible part of the pony's mind had her stepping back. Fascinating as this new discovery was, it wasn't worth potentially hurting the vulnerable changeling just for a bit of study.

Still, the unicorn smiled while she turned, heading back upstairs. She really was lucky to have such an intriguing partner.

Pectin groaned as their eyes slowly fluttered open. Their mind felt fuzzy, yet in a weirdly pleasant way. Sluggishly raising their head from their pillow, the changeling rubbed at their neck, only to freeze. That felt a little softer than it should have.

Suddenly recalling the embrace that had resulted in the necessity of their impromptu nap, Pectin's ears fell when they realized what they'd felt. "Oh... boy," the changeling breathed, closing their eyes as they turned their head to face their torso, taking in a deep breath, and timidly peeking one eye open.

Even in the dark, Pectin could tell there was just enough extra padding on their figure to be noticeable. Their paunch was steadily progressing from their gaskins toward their hocks, growing a discernible degree over the course of just a single nap. Ears wilting, the changeling took in the sight with rising trepidation, their gaze sliding from their plump middle to the folds on their flanks, which they could swear were looking just a bit more prominent. Though it might have just been their anxious imagination; they really hoped it was.

Taking in a deep breath, Pectin let out a low grunt of effort while their wings buzzed for extra lift, sluggishly rolling off their side. A blush filled the changeling's cheeks at feeling their gut squashing like a pancake under their own heft, whimpering softly in embarrassment, the sound turning into a low growl of exertion when they pushed themselves up to their hooves. Huffing, the doppelganger swallowed their anxiety, looking back toward their flank and feeling their cheeks heating up at how far their barrel bowed outward, pulling their back down into a bowed curve. Even their stance was widened by their weight, their gut pressing their thighs outward a little more than they'd grown used to. And this after just part of a day in Dawn's company.

"Pectin?"

The changeling squeaked, eyes bulging as their head whipped to face the stairs. "Are you okay? I heard buzzing," Dawn called, her shadow silhouetting the steps as she stood at the basement door.

"I'm fine!" Pectin shouted a little too forcefully and a lot too high-pitched to be believable.

"Star," the unicorn called down, and Pectin could hear the frown in her voice, "We promised we'd be honest." Dawn became visible much too quickly, able to see the panic in the two glowing orbs in the dark, "Seriously, what's "

The moment a sunny radiance appeared over the light switch, the basement flashed green, just before the light turned on to reveal Evening Star standing with a weirdly-wide posture beside her pillows, the unicorn wearing a much too broad grin.

"Oh heeey, Dawn! Fancy, uh, seeing you down here!" Star greeted in an utter catastrophe of attempted casualness, hastily straightening herself, "Boy did I have a nice nap! You wouldn't believe how coozy this basement is for a changeling!" What was happening? They were a changeling, acting should have come naturally, yet Pectin couldn't get their posture, tone, or expression to obey them, no matter how they tried.

The whole time, Dawn trotted toward the dark-furred unicorn, expression flat. "You, uh... can go back to what you were doing, really," Star insisted, even as she slowly shrunk inward at the approach of her companion, "R-really, everything is a-okay down "

"Pectin," Dawn said, her voice gentle, yet firm, looking down to the anxious shapeshifter, "Let me see."

A whine escaped Star's throat as she tried and failed to meet Dawn's eyes. "S-see what?"

"Pectin," Dawn repeated, lifting a hoof and tenderly touching Star's cheek. "It's okay," she crooned softly, giving a warm smile, "Let me see."

The changeling whimpered again, averting her gaze as she shuffled on her hooves. Closing her eyes, the shapeshifter hesitated, shaky voice asking, "D-do I... have to?"

Star shivered slightly when she felt the hoof on her cheek give a tender stroke. "One hundred percent honesty, we promised," Dawn insisted, reiterating, "It's okay. I won't judge. But I don't want you hiding yourself like this."

Pectin took another deep breath, before nodding. Another green flare, and the changeling's eyes still remained clenched tight, too afraid to meet what they were certain would be disgust, revulsion, or at the very least severe shock. What they didn't expect was the gentle nuzzle against their doughy neck, causing them to gasp as they opened their eyes, finding...

The same kind eyes they always found.

"There, see?" Dawn cooed, still brushing the cheek that had gotten a lot rounder against her hoof, "You're okay, silly bug."

Pectin regarded their partner for a few moments of stunned silence. "I thought " they started, their voice wavering, yet the hoof on their cheek moved to press against their muzzle.

"Shh, you don't have to say it," Dawn assured, giving a gentle smile. "But I told you, didn't I?" she added, hoof slowly sliding down the changeling's neck, feeling the tough, yet silky smooth chitin yielding pliantly under her touch, giggling when the caress caused the changeling to shiver and stir up sluggish ripples across their armored form. "It looks nice on you, Star," the unicorn said again, tilting her head at the changeling, "Do you think I'm just saying that to soothe your feelings?"

Pectin couldn't meet the unicorn's gaze, rubbing their forearm with a hoof as they sat on the floor. "I just... have a hard time believing anyone would find the real me cute by any stretch of the imagination," the changeling admitted, failing to see the frown appear on Dawn's face, "Wouldn't you rather I was a svelte unicorn? Or a lean pegasus, or muscular earth pony? Instead I'm just an ugly, fat cha "

Pectin hadn't even had the chance to catch the movement out of the corner of their compound eye, Dawn had moved so fast. One moment the unicorn was a pace away, the next the changeling felt her against them, their eyes going wide and jaw hanging half open from being cut off mid-word. It took several seconds to process what they were feeling; the silky unicorn coat pressed up against their front, the hooves that embraced them, resting on the lovehandles that settled over their hind legs, the muzzle that was pressed against their neck...

Nuzzling into the fat rolls of their collar...

Hooves caressing their flanks tenderly, ever so delicately sliding over their corpulent folds...

What in Equestria was happening?

That question washed away as another rosy wave of euphoria slipped over the changeling's senses, their anxieties swept aside by the flow of glowing love. Dawn had learned, however, and only maintained the contact for a moment before stepping back. Though she still took the dazed changeling's hooves in her own while she sat in front of them, waiting for their expression to clear and their head to give a little shake.

"You back with me, Star?" the unicorn asked, again pausing a few moments to give the shapeshifter a chance to give a shaky nod, "Good."

Pectin yelped when they felt their ear being pinched, head tugged downward roughly by golden magic, shocked to find themselves looking into shimmering violet eyes that glared straight into their very being. "First of all, don't you ever, *ever* call yourself ugly again, do you hear me, Pectinate Antennae?" Dawn scolded severely, anger in her voice for the first time that Pectin could remember.

"D-Dawn, I "

"No, I'm not done!" the unicorn cut the changeling's words short, pinching their ear harder, before letting go, the changeling tentatively straightening themselves as they reached up to soothe their stinging ear, regarding the unicorn with wide, timid eyes. Not even as Evening Star had they ever seen Dawn upset like this, and it had their complete attention.

"You have to stop this, Pectin," Serenity said firmly, reaching up and touching a hoof to the changeling's chest, "You have to stop hurting yourself. You have to stop insulting and degrading yourself. You can't... you *can't* do that, Star!"

The changeling whimpered, gaze starting to fall, only to feel their chin caught by their companion's magic. "Look at me," Dawn pleaded, the changeling hesitating, before timidly meeting that severe gaze again. "Every time you say something like that, you're not just hurting yourself," the unicorn stated, her hoof lifting from Pectin's chest and pressing against her own, "You're hurting me. It breaks my heart to hear my friend... to hear someone I love talking about

herself with so much vitriol. And if any of your other friends heard Tender Oak or Evening Star or Cirrus Glide talk about themselves that way, what do you think they'd do?"

Pectin's eyes clouded, and their gaze turned downward. "Exactly," Dawn said, letting the magic under the shapeshifter's muzzle fade and allowing them to look floorward. "What makes it okay to talk about Pectinate Antennae like that, then?" she demanded, a hoof poking not quite roughly at Pectin's chest, "If I ever, *ever* hear you talk about yourself like that again I'll... I'll..."

The unicorn's voice cracked, and she had to cough and clear her throat to gather her composure. "I'll... hug you until you explode," Dawn half-sobbed, half-laughed, reaching up and rubbing an eye free of excess moisture as Pectin lifted their gaze tentatively, finding a teary-eyed smile on the unicorn's face, "I swear I will! You... you bug-brained doofus, you made me cry again."

Sniffing hard and clearing her throat, the unicorn coughed and shook her head, straightening herself as tall as she could on her haunches. "Second of all, oh you who assumes my taste in ponies," Dawn added, a little smile managing to break through, though her voice was still shaky as she spoke, "Did you ever stop and consider maybe I *like* a pony with a little more to love?"

Yet again, Pectin was only able to stare at Dawn for a while, processing what she'd just said. "I think I might have more than just a little m..." the changeling started, only to eep when a hoof came up and touched their muzzle again, wide eyes once more meeting the unicorn's.

"Maybe I like that, too," Dawn chuckled, smiling toward the changeling, "Or at least... I like it on you."

The shapeshifter searched Dawn's eyes for a moment, before their expression slowly softened. "Dawn, I... I'm sorry, I didn't..." they tried, yet once more they found words failing them.

"I know," Serenity interjected mercifully, sparing the doppelganger from trying to express themselves properly. "Hey," the unicorn said softly, stepping closer again and gently resting her hooves atop the changeling's broad hips, smiling up to the shapeshifter, "I'll forgive you... if you promise me you'll do your best to stop putting yourself down. Deal?"

Sniffing, the changeling gave a little smile of their own, tentatively resting their hooves on Dawn's shoulders. "Okay... I'll try," they agreed, tensing again when the unicorn pressed against their torso in another hug, yet that now-familiar rose-tinted sensation of affection had them relaxing, hugging around the pony in return.

That sense of floating on pink clouds of affection returned during the embrace, the hues of a setting sun coloring those rosy cumuli, hints of orange and red that had Pectin blushing at their taste, knowing all too well just what those hues meant. Yet still, they had to ask, managing to pull their cognizance free enough from that fog of love to smile sheepishly at their companion.

"You, um..." Pectin started after a moment, blushing when Dawn lifted her head from their shoulder to look up at them, "You really like... uh..." Flush deepening, the changeling ducked their head as they smiled sheepishly.

Giggling at the half-formed question, Dawn slowly drew back, looking Pectin up and down. "I've always thought ponies with a little curve in their figure were attractive," Serenity admitted with a shrug, her hooves once more lightly sliding up Pectin's flanks, almost seeming to savor the feel of each malleable curve the limbs passed over, "I've never seen one as... curvy as you are, though." The unicorn's mirth intensified at seeing Pectin blush all the more, visibly resisting the urge to hide their face again, not wanting to let the unicorn go.

"But now that I've seen you like this," Dawn continued, gently gliding her hooves down the sides of Pectin's belly, causing them to shiver in pleasure again, chitinous plates jostling over rippling fat. "I think... I find it rather fetching," the unicorn hummed, smiling to the changeling

earnestly as she caressed the supple pudge of Pectin's flanks, "And maybe that's weird... but you said it yourself. I *am* weird."

In spite of the lingering guilt in their chest, Pectin found a broad smile crossing their muzzle. "R-really?"

"What, you want proof?" Dawn laughed, shaking her head, before an impish little thought crossed her mind. "Okay, I can prove it," the unicorn stated, and before she could second guess herself or Pectin could ask, she lowered her head, pressing her muzzle into the top of the changeling's paunch, and gave a gentle, quick kiss.

Pectin gasped in pure shock at the gesture, their eyes bulging all the more when sparks of love leapt up from the peck. "W-what?" the changeling squeaked in confusion and surprise, only to shudder when the glittering strands of affection were drawn into their horn. The shapeshifter's whole face lit up in vibrant green when they discerned the blended essences of differing varieties of love, though it was the undeniable aroma of physical infatuation that had them utterly flustered, face burying into their hooves by the time they felt the exceedingly dense morsel of love settling into their filling stomach.

"Dawn... y-you... I " the discombobulated stammering cut off into a high-pitched "eep!" when hooves curled around the changeling's chest, a velvety snout tenderly nuzzling into their neck from the side even before they could properly process what had just happened.

Dawn hummed gently in the embrace, one of her hooves delicately tracing the edges of Pectin's belly scutes. "You could sense it, right?" the unicorn checked, leaning her head back to give the doppelganger a warm smile, the hiding insectoid sheepishly revealing one eye to meet the pony's gaze.

Gulping hard in an attempt to clear the lump in their throat, the changeling eventually managed the slightest of nods, trying to give a "yes" of confirmation, yet all that left their lips was a breathy squeak.

Giggling softly, Dawn leaned in and lightly nuzzled the shapeshifter's plump cheek. "There's no faking that; and I'm betting you can still get the same taste from this hug, now that it's been pointed out," she supposed, smirking in satisfaction when the changeling's blush did the answering for them, asking in a soft tone, "Then tell me, what's my love telling you?"

It took a while for Pectin to emerge from their hooves, and a bit longer for them to find their voice afterwards. "That you... think I'm beautiful, even with all the, um... w-weight," they breathed softly, a timid smile on their brightened cheeks as their chin pressed into their neck shyly, "And that you love me... just the way I am."

"And don't you dare forget it," the unicorn huffed pointedly, before giving a kind smile in return. "Even if all this love is going to stick to your figure, that just means we've got a gauge for how much I love you, doesn't it?" Dawn pointed out, patting the changeling's middle reassuringly and giving another light titter when it had Pectin blushing all over again, though that goofy little smile never left their fanged muzzle.

"That's a... positive way of looking at it," the changeling murmured, gaze averting as they fidgeted their hooves. "I, um," Pectin started, heart fluttering as they gathered up their courage, finally speaking up in a small, timid, yet sincere voice, "I... love you too, Dawn."

The insectile equine tittered shyly when their confession had the pony embracing them all the more. "Come on, I was making dinner upstairs," Dawn stated, pulling back and taking Pectin's hooves, "Why don't I show you how I make my food? Just in case you ever get to feeling like returning the favor for all the meals I'll be giving you."

Though they blushed again at the playful tone, the changeling still nodded with a smile. "I-I'd like that, yeah."

Pectin chewed their lip, listening to the hoofsteps that thumped overhead. They'd been awake for a while now, and they should really get out of bed and join the unicorn upstairs. But...

Gulping hard, the changeling looked back at themself. At the flanks that bulged heavily outward even with them standing, the belly that dangled low enough to hang just inches above their hocks. The rotund rump that curved out into rippling thighs, the doughy crease that was beginning to form across their back in their standing position, handles of flab rippling on their sides with every anxious breath. They couldn't call themself overweight anymore; no, they'd graduated to truly and undeniably obese.

Pectin took a breath, before looking at the stairs. Would they even hold the changeling's weight? Blushing ever more, the changeling growled as they shook their head.

No... no self-hatred. No putting themself down. No thinking about whether Dawn would still love them or if they'd actually grown too fat for anyone to...

Hayseed, *stop it*.

Breathing deeply, the changeling gathered their nerve, before taking wide steps toward the stairs. Alicorns, they practically had to *waddle* now. This was a bad idea, they should just go back to their bed and hide or change into someone else or

The steps creaked loudly under Pectin's hooves, making them hesitate. Actually, shapeshifting was probably the smart move...

"Morning, lovebug," Dawn greeted when Evening Star emerged from the basement, the tutor cocking her head while in the middle of chopping up flowers, "You going somewhere?"

Star blushed deeply at the question, regarding the ground as she rubbed her hoof. "The, uh, stairs were... iffy," the unicorn mumbled, their companion taking a moment to comprehend their words, before widening their eyes with a sudden giggle.

"Oh! Don't worry, I'll get someone to reinforce them," Dawn assured, though that only seemed to worsen Star's blush.

"Hey," Dawn said gently, stepping over and nuzzling the changeling's cheek, "You're not still worried I'm not going to like it, are you?"

The imitation unicorn smiled softly at the contact. "No, not after last night. I don't think you could have more thoroughly dispelled that particular doubt," she replied, her expression falling slightly, "I guess I'm still uncertain about it, myself. I mean, practically speaking, I'm going to start having... difficulties."

Dawn nodded, nudging Star's shoulder. "It's a good thing you've got me here to help, then," she said supportively, "And you can shapeshift, so what does it matter if all that love makes stairs difficult for you-you?" The unicorn grinned as she playfully bumped the changeling's side with an elbow, "Think about it! You get the best of both worlds; soft, huggable curves and plentiful warmth in your true form, and whatever level of fitness you need in your other forms."

The shapeshifter gave Dawn an odd look. "Huggable?"

It was the pale unicorn's turn to blush, though she still grinned. "Have you hugged your actual self lately? You're dreamy-soft, like a big cloud," Dawn commented, before chuckling, "With a tough shell on the outside, granted, but still very soft!"

Star found herself smiling at the unicorn. "You know, I hadn't thought about it that way," she said, shaking her head, "The best of both worlds, I mean."

"That's because you're an unrelenting pessimist, Star," Serenity jabbed playfully, hugging the squeaking changeling's head in against her chest and brushing Pectin's mane with her hooves as she crooned over-dramatically, "Don't worry, Serenity Dawn will balance out all that negativity for you."

"D-Dawn!" Pectin laughed, gently tugging free, "Don't hug me this early in the morning, or I'll be too stuffed to breathe by the evening!"

"Fair enough," the unicorn giggled, smiling as she nodded to the changeling, "Change out of that when you're ready."

Star nodded, chuckling softly. "'That,' she says," the doppelganger muttered, moving to the table and taking a seat on a pillow as she looked toward Dawn, gesturing at her unicorn form, "You know, 'this' was something I worked hard on coming up with!"

"Well duh, people wouldn't fall for some spur of the moment disguise," Serenity scoffed, continuing to put together her daffodil and daisy sandwich.

"Actually, you'd be surprised," Star replied, watching her friend with a light smile, "Cirrus Glide was totally improv, at first."

Dawn hummed at that. "You know, it's too bad you have stage fright," the unicorn remarked, turning and bringing their breakfast to the table, "I bet you'd be an unbelievable actress. Or... actor. Whatever."

Pectin blanched at the thought. "Not a chance, fame is how a changeling gets caught," she denied, shaking her head, "I'll keep my acting skills for making sure nobody finds me out."

The unicorn gave another little hum of acknowledgement, regarding Star with an expression of veiled expectation. "What are you... oh," the changeling realized, looking at their still-unicorny self. "Y-you said when I'm ready," the changeling murmured self-consciously.

Sighing, Dawn set her sandwich down. "I just... can't help worrying when you hide yourself," she explained, before suddenly perking up and declaring, "Oh! I know what we can do to boost your confidence!"

Flinching at the slight outburst, Star gave Dawn a curious look. "What's that?"

"Makeover!" Serenity beamed at the changeling, who stared at her incredulously.

"Isn't that... exactly the same as my shapeshifting?"

Dawn shook her head vehemently. "Only if you're one of those snobs who cakes on makeup until they can barely blink," she replied, leaning toward the changeling, "I'm talking about subtle touches, accents; not changing how you look, but accentuating what you like about your own natural looks."

Star averted her gaze. "What can I accentuate about my 'natural looks' when I "

"Girl, I swear to Celestia, I have teeth and I will use them if you finish that sentence."

The wording was so unexpected that Star found herself laughing out loud, completely derailing the self-deprecating train of thought she'd been going down. "Sorry!" the changeling chuckled, before looking at Dawn with a bemused smile, "Wait, you have flat pony teeth, why is that a threat?"

"It's not, it's a promise," Dawn smirked smugly, her smile becoming more genuine at the tittering she managed to get from her partner. "Feel better?" Dawn asked, reaching over and resting a hoof atop Star's own.

"Y-yeah. Thanks, Dawn," the changeling affirmed, smiling to the unicorn, though her features fell the next moment, "Sorry I... almost did the thing again."

Dawn scooted closer, making to hug the changeling, only to pause and draw back when she thought better of it, the faux unicorn giving an appreciative smile. "I'm here to pull you out of the

dark when you need it, Star," she said comfortingly, reaching up and gently flicking the unicorn mimic's snout, getting a surprised snort. "Now, what do you say?" Dawn asked while Pectin rubbed their nose with a bemused expression, "How about letting me try giving you a little makeover before you decide it's not going to work?"

Star still felt lingering hesitation, yet she couldn't deny the unicorn's point; it didn't make sense to dismiss something before she tried it. "Okay," the changeling answered, watching as Dawn got to her hooves and headed toward the stairs.

"Makeup and clothes are in my room," the unicorn announced, beckoning with her head, "Change out of that disguise and get up here." Dawn paused after that, looking at the stairs under her hooves, amending, "Actually, better reverse that." Blushing, the imitation unicorn still giggled as she followed, taking up the forgotten sandwich in her magic.

Upstairs, Star situated herself on a cushion near Dawn's bed, setting the sandwich on the unicorn's vanity. The changeling watched Dawn rifle through her closet, pulling out boxes and removing dresses and more gender-neutral clothing from hangars. As she watched, however, a thought suddenly occurred to the doppelganger, her cheeks reddening yet again.

"Um... Dawn?"

"Hm?" Serenity answered while she continued searching for her other makeup kits.

"I, um... I don't think your clothes are going to fit me."

"Of course they will, you're about my... size," Dawn's eyes widened at the realization. "Ah... right, well," the unicorn chuckled awkwardly, "Just makeup then, for today."

Serenity smiled reassuringly as she emerged from her closet with boxes in her magical grasp. "We need to order you some clothes!" the unicorn declared, "Fortunately I know this incredible boutique in Ponyville, the seamstress there is a miracle-worker. We can just take your measurements and... you're still Star."

Pectin ducked her head sheepishly, blush intensifying. "M-my, uh, actual measurements?" she squeaked in embarrassment, "Wouldn't she just laugh at the idea of making clothes that big?"

Dawn sighed, before giving a little smile and stepping in toward Pectin. "You're doing it again," the unicorn chided gently, getting an apologetic mumble from the changeling. "But no, actually; I've heard the Ponyville seamstress has worked with plus-sized ponies before, she even has a whole line dedicated to body-positivity."

Pectin tilted their head. "Plus-sized?"

"Ponies with extra meat on their bones, like you," Dawn clarified, chuckling softly again, "You've never read a fashion magazine, have you?"

The changeling fidgeted as they shook their head. "I didn't know you were into fashion," Star commented.

"Not super into it, but I get curious now and then. And somebody has to vet the magazines that get added to the library's catalog," Dawn clarified while she opened up her makeup, smirking to the unicorn before her, "We have reached the point where I require your actual face, Pectin. Makeover on a disguise is a moot point."

The changeling couldn't help a soft whine, though still she nodded. With another steeling breath, Evening Star vanished in an emerald flash, leaving a severely-blushing Pectin in her place.

The unicorn smiled at first, yet her expression shifted to mild shock when she noticed the subtle, yet undeniable change in Pectin's frame. "Woah," Dawn breathed, before cringing at realizing she'd said that out loud. "You... heh, you weren't kidding when you said you'd probably



grow faster, here," the unicorn said as delicately as she could, though the words still had the changeling staring down at themselves in embarrassment.

Dithering for a moment, Dawn set her makeup aside, trotting over and sitting beside the changeling, giving a little smile as she looked up at the insectile equine. "You know, you wouldn't think one pony's love would be more potent than the whole town's," the unicorn mused, leaning gently against her companion's side, her voice as soothing as she could manage, "Seems a little counter-intuitive, though I guess I don't know much about how it works."

Slowly, Pectin managed to push back their abashedness enough to meet Dawn's eyes, a faint smile on their chubby, blushing cheeks. "Your love's a more nutritious color than the town's ambient love," they stated, getting a curious look.

"Color?" Serenity asked, expression full of intrigue.

Chuckling at the inquisitive unicorn, Pectin hesitated a moment, before tentatively lifting a wing and draping it across Dawn's back, blushing again while they averted their gaze, yet they still smiled at feeling the unicorn lean ever so slightly into the contact. "There's seven different colors, or flavors, or... varieties of love," the changeling stated, recalling the one thing that their hive actually had done a thorough job of educating them on, "The town's 'ambient' love is magenta, changelings call it Agápe. It's what drew me to Pastern in the first place. Agápe is universal love, caring for others even if you don't know them. Then there's Philautia, violet love. That's self-love, self-acceptance; probably the hardest kind of love for a changeling to feed on, since it's not something we can easily redirect to ourselves."

As the changeling spoke, they felt Dawn settling against them just a bit more, smiling while she listened to Pectin. "I, uh, hope I'm comfortable? Not, um... too hard?" the shapeshifter remarked sheepishly, getting a chuckle while the unicorn nuzzled at their shoulder.

"I told you, you're like a cloud with a tough outer layer. Kind of like a toasted marshmallow," Dawn replied, giggling when the description had Pectin flushing all over again. "Don't stop on my account! I want to learn about this, for your sake," the unicorn insisted, adding after a moment, "And tell me if you need me to ease up on the affection, lovebug."

The changeling gave a little, shy nod, yet still they smiled as their wing gingerly brushed Dawn's back. "I-I'm good for now," the changeling replied, lifting their gaze toward the ceiling as they gathered their thoughts again, "Next there's Philia, blue love, the kind you feel toward your friends. Agápe and Philia make up the majority of my diet here. Well, until you came along with your Ludus."

Serenity perked up. "Let me guess, that's crush-type love?" the unicorn asked, grinning when the changeling nodded, "And it's pink, right?"

The shapeshifter chuckled as they shook their head. "No, pink is what happens when there's several different types of love together, we'll get to that," they corrected, shuffling slightly when they felt a mild sense of satiation starting to rise in their middle, yet they still continued, "Ludus is green, it's what a lot of changelings focus on when they... hunt for love, because it's pretty easy to take advantage of a crush. Which is awful."

Dawn's brow furrowed, her head lifting as she looked up at the changeling. "Have you ever...?"

"N-no, actually," Pectin replied, averting their gaze as they rubbed their plump neck, "That's what got me ostracized in my hive; I didn't have the stomach for taking advantage of ponies like that."

The unicorn couldn't help a soft sigh of relief, though she smiled again as she reached across to brush the changeling's supple, yet firm middle with both reassurance and approval. "At least all

this came from legitimate love," Dawn praised sincerely, the shapeshifter's expression lifting in spite of a new blush being conjured up by Serenity's touch.

"I... hadn't thought about it that way," Pectin mused, huffing softly and gently resting a hoof on Dawn's forelimb, "Um, I'm getting a little bit sated."

The unicorn nodded right away, making to pull back, only to feel a hoof curl around her shoulders. "J-just a little, though," the changeling added sheepishly, a shy grin on their cheeks as Dawn smiled and leaned in against them once more.

"Tell me when," the unicorn said gently, humming after a moment, "So, you're working backwards along the rainbow. What's yellow love, then?"

"That's familial love, Storge," Pectin answered, ever-so- gingerly brushing their hoof along Dawn's shoulders, "Another hard one for changelings to steal, because of how well families know each other."

The unicorn beside the changeling hummed, expression turning confused. "So, can't you get that from other changelings?" she asked, looking up at her companion inquisitively.

Pectin gave a sharp, hollow laugh. "If there's changeling families out there that feel affection for one another, they skipped over my hive," the shapeshifter replied ruefully, shaking their head, "Also, changelings can't feed on changeling love. The color is wrong, it's... not in the right spectrum. I don't know how else to explain it."

That explanation only conjured up more questions, though Dawn set them aside to avoid interrupting. "How about orange?" she asked, gently prompting her companion to continue.

"Orange is Eros, physical love," the changeling answered, subduing another subtle huff while they rested a hoof on their middle, rubbing the ever-so-slightly distended surface, "It's romance, infatuation, passion, hot like the sun. A little spicy, actually." Cheeks brightening again, the shapeshifter mumbled, "Your... kiss had a lot of orange in it."

Dawn giggled at that, getting a smile from the shapeshifter as they gave the unicorn one more gentle squeeze, before gently pulling away. Serenity quickly obliged, scooting back and tilting her head once more. "Which leaves?"

"Pragma, long-term, committed love," Pectin concluded, still idly stroking the side of their pleasantly-full middle without fully realizing it, "Pragma is what inspires ponies to get married. And to changelings, it's pretty much our version of sugar; sweet, and very addicting."

The unicorn tilted her head at the familiar term, before her cheeks blushed in recognition. "And you... tasted that out of my love, before?" Dawn asked, for once finding herself the one feeling embarrassed.

Pectin couldn't help giggling, smiling over to the unicorn. "Along with other colors, yes," they replied, their horn glowing as a green aura gently brushed Serenity's mane, "Pragma also goes hand in hand with Philia, when friends really connect with each other in a platonic way."

Dawn gave another abashed chuckle. "It's not exactly what I'd call platonic, in this case," she admitted, both ponies blushing as they tittered together in mutual affection and abashedness.

"So, what about pink, then?" Serenity asked inquisitively, "You know, like when I gave you that kiss, that was some super rosy light!"

Pectin hesitated for a moment, smiling shyly again. "That's a combination," the changeling clarified, fiddling with one of their belly plates as they spoke, "When more than two or three colors of love blend together, it turns pink, intense enough for even non-changelings to see." Pausing again, the shapeshifter tapped their hooves together, "And it only happens when the love is... mutual."

Dawn's whole face lit up at that final statement. "Aww, you looove me!" the unicorn laughed, lunging forward into a surprise hug without thinking about it, "And I looove you too, lovebug!"

The changeling gasped at the sudden, exceedingly affectionate embrace. "D-Dawn, I'm full!" Pectin insisted, though there was undeniable mirth in their tone as they pawed at the clinging unicorn.

"Oh! Right!" Serenity realized sheepishly, hastily pulling back and grinning apologetically while she watched Pectin soothe their distended middle. "Sorry, I'm still getting used to the whole limiting my love thing," the unicorn apologized, "Didn't mean to force feed you there."

"I know," the changeling chuckled, shaking their head while soothing their moderately tightened middle, "But yeah, as a general rule, the further toward red you get, the more potent and nutritious the love becomes. I've survived on magenta and blue for a while, this community has more than enough of both to keep me sated and healthy. Then you come along with your green, orange, and red, and... well, you can see the results."

Dawn nodded shallowly as the changeling flushed at their own words, the unicorn giving a warm, gentle smile. "At least you wear it handsomely," she complimented, tittering when the affectionate compliment made the changeling shudder subtly, blushing all the more intently.

"Can we... get this whole makeover thing over with, now?" the bashful changeling asked, getting a giggle as Dawn got to her hooves.

"Yes, oh patient one," the unicorn replied, taking up her makeup kits in her aura once more, scooting in close in front of the changeling, "Now, let's see what looks nice on greenish-black. You're going to want to close your eyes, you don't want this stuff in between all your, uh, little eyes." Dawn chuckled, tilting her head while she took in the shapeshifter's compound eyes, "You know, your buggishness is a lot more obvious up-close."

"Oh, sorry," Pectin mumbled, closing their eyes as their ears wilted at the comment.

"Hey, I didn't mean it in a bad way," Serenity insisted, the changeling feeling a hoof on their cheek, "Let me look at your eyes again, actually."

The changeling hesitated, feeling the warmth of Dawn's breath against their features with how close the unicorn was, though eventually their eyes opened again, finding the unicorn's own violet eyes filling their view. "You know, they really are pretty," the unicorn complimented after a moment of appraisal, smirking when she caught the changeling's hooves in the middle of moving up to their face, holding the limbs while Pectin closed their eyes and blushed with a quiet squeak of embarrassment. "Really! They're like two glowing emeralds," Dawn insisted, missing the way that the changeling squirmed with mounting fullness.

"D-Dawn, please... you're embarrassing me!" Pectin whimpered, and yet they couldn't hide the little smile that dimpled their rounded cheeks.

"And you're too adorable to resist complimenting," Dawn giggled back, the quiet chime of her horn sounding when she opened up a tin of mascara and false eyelashes, "Now hold still and don't talk, I need to concentrate."

For a moment, Pectin considered bringing up that being this close to the affectionate unicorn was enough to have their horn drawing in the love radiating off of Dawn, yet by that point the changeling merely wanted to get the whole affair over with. So they simply pushed back the sensation of slowly-climbing satiation, allowing the unicorn to have her way with them.

Serenity hummed, hemmed, and hawed while she considered what would best accentuate the changeling's features without being either too subtle or too gaudy. The changeling obediently followed any directive given, allowing their head to be turned and manipulated while fine brushes added subtle lines and fades, Pectin's cheeks brightening frequently when they felt the

unicorn's hooves against their rotund chin or neck to adjust their position ever so slightly. Despite the uncertainty and embarrassment, Pectin had to admit there was something strangely nice about the whole affair. Feeling those hooves guiding them ever so carefully, affection veritably tangible in every tender touch. All those colors of love and care flowing out from Dawn and being drawn into the changeling's insatiable horn, despite already starting to feel more than comfortably full. Yet they didn't pull back; how could they, when all that adoration had their heart fluttering with warmth?

It was a somewhat drawn-out process, due to the unicorn's lack of familiarity with changeling features, yet eventually Dawn pulled back. "There! I think that's just right," the horned pony said in satisfaction, "You can open your eyes now."

Somewhat bleary-visioned from holding their eyes closed so long, it took a moment for Pectin to recognize what they were seeing. "Wha that's me?" the changeling gasped in shock when they found themselves looking into a small mirror, held up by Dawn's magic.

"That's you! What do you think, pretty good, right?" Dawn replied with a grin, apparently missing the true source of Pectin's surprise as they stared at themselves.

The first thing that struck Pectin was just how *round* they looked; this was the first time they'd seen their real reflection since they'd arrived in town. It was shocking, to say the least. Once-gaunt, caved-in cheeks were now permanently rounded with plump flesh, the saber fangs typical to changelings framed by the rotund features. Their neck had billowed out into a corpulent, pillowy tube that threatened to form extra chins under their muzzle, their excess adipose so fascinating they almost didn't notice the makeup at all.

Almost.

When the shock began to fade, Pectin finally recognized the other thing that had them looking so different. The accents that made the borders of each of their chitinous facial plates just a little more sharp, while thin, gilded lines added in between the plates made her face shimmer eye-catchingly with every movement. They took in the darker gold eye-liner that framed their emerald eyes, glittering in the green light they gave off, the golden color surprisingly subtle against their greenish-black hide. The most overt change, however, was the addition of the false eyelashes, a feature the changeling lacked completely in their natural form. With a near-black, subtly violet mascara applied to them, the eyelashes truly popped against the vibrant green of their eyes, as well as the gold of the eye-liner.

Pectin didn't know what to say, slowly turning their head slightly side to side, taking in the sight of themselves. "Sooo?" Dawn prompted, lowering the mirror and grinning to her companion, "Good, bad, indifferent?"

The changeling regarded their companion for a moment of uncertainty. "You... made me look even more changeling-ish," they commented, turning to look at the mirror that sat over Serenity's vanity, once more taking in the sight of themselves, "I thought you were covering up the plates."

Dawn chuckled as she shook her head, scooting up beside the changeling and gently nuzzling Pectin's shoulder. "I told you," the unicorn said, "I wanted to accentuate your natural looks, not change them completely. Because you're beautiful just the way you are."

Pectin found their vision blurring slightly, reaching up to rub their eyes, only to feel a hoof catch their own. "Don't you smear what I just did," Dawn chuckled, horn glowing and pulling a tissue from the vanity, carefully dabbing at Pectin's eyes.

The changeling smiled, before giving a soft grunt as they scooted a bit back from their companion. "I really wish I could hug you right now," Pectin huffed, once more rubbing their middle, "That makeover was a lot more filling than I thought it'd be."

Dawn nodded, before humming. "Magic hug?" she suggested while she distanced herself as well, smiling to the shapeshifter when her horn shimmered to summon a pair of hoof-shaped auras beside her.

Pectin giggled at that, their horn glowing in kind. "That might work," they replied, conjuring up their own aura-hooves. The pair each wrapped their respective light limbs around one another, the changeling relieved to feel only a slight trickle of added affection drawn in by their insatiable horn.

"Feeling pretty?" Dawn asked once the phantasmal hooves disappeared, taking up the sandwich from the vanity while Pectin smiled toward her.

"Pretty full, at least," the shapeshifter replied, getting a frown from their companion, though the unicorn was quick to return to a gentle smile.

"Well, I think you look beautiful," Dawn insisted once more, tittering when Pectin blushed again at the compliment.

"Not..." the changeling started, pausing when their bashfulness got the better of them. The unicorn beside them tilted her head, giggling when the doppelganger's cheeks brightened all the more, yet Pectin eventually managed to squeak out, "N-not as... beautiful as you."

Dawn gave an adoring croon at the abashed comment, flashing a grin. "Well come on, that's just an unreasonably high bar," the unicorn replied playfully, her smile turning more genuine when the changeling laughed beside her, belly bouncing eye-catchingly with mirth. "You know, you have a beautiful laugh in your natural form," Serenity commented, only exacerbating Pectin's blush, yet she still continued, "I've never heard anything like you; your voice isn't quite masculine or feminine, but it's also kind of both in a really enchanting way. Have you thought of giving singing a try?"

All the compliments had Pectin sheepishly scooting back from their companion, the unicorn's words laced with tangible affection that had the packed changeling rubbing their belly bashfully. "Now you're just flattering me," they murmured shyly, giving a light chuckle, "Besides, bursting into song at random is more a pony thing than a changeling thing. Also, are improv musicals just a required course in pony schools or is there some magical psychic connection you all share that tells you 'it's singing time'?"

"No idea what you're talking about," Dawn brushed the question off, getting to her hooves, "But I think we should do karaoke sometime, I'd love to hear the real you singing."

Pectin flushed yet again, though they still found themselves smiling. "M-maybe sometime, when I'm more used to being... myself around you," they tentatively considered the idea, cocking their head when Dawn began putting away her makeup, "Can I help?"

"I've got it," Serenity assured, smiling playfully to her partner as she stowed the various kits and boxes, "You just sit pretty, lovebug."

Smiling shyly at the affectionate expression thrown their way, Pectin shuffled in place while they fidgeted with their hooves. "You really think I'm that pretty?" they asked in spite of literally being able to taste the truth of those words, the unicorn throwing a warning glare in their direction. "O-oh! It's not that, I just," the changeling hastily clarified, reaching up and rubbing their frilled neck, hoof sinking easily into the rolled surface while they gathered their thoughts, "I know how bugs bother you, but... I don't seem to."

"Ah," Dawn acknowledged, humming thoughtfully after stowing the last box, sitting across the room and looking the changeling over again. "Honestly, I think it's because you look more like a pony than a bug," she supposed, giving a reassuring smile, "Now if your mandibles were more obvious or if you had extra hooves, that'd probably freak me out more. Instead, you just look like

a pony with a few buggish features. They're kind of weird, but now that I'm getting used to them, yeah; I think you look both handsome and pretty, in a very unique way. The makeup just accentuates your pretty side."

Predictably, the positive comments caused the changeling's face to start glowing bright, a fact that had Dawn giggling in delight. "So! Now that you've had your makeover, how about you and I go out for some fun on the town?" the unicorn suggested, her tail flicking at the idea, "The bakery has a special for couples!"

Pectin's features fell slightly, rubbing their hoof. "Dawn, I don't eat," they reminded quietly, "And I'd have to change into something more ponyish, which would cover up the makeup." The changeling's features flushed as they looked down at their middle, resting their hooves on their stomach sheepishly, "Also, I think I need to digest a bit before we do more couple stuff together."

"Ah, right," the unicorn realized, rubbing their head thoughtfully. "Hm, most dates involve food in some way... that's going to make things awkward for us," she hummed out loud, before grinning to her companion, "Though I guess any date would be a meal for you, wouldn't it?"

The shapeshifter nodded, giving a little smile when Dawn sat on her bed a discreet distance from the changeling. "But I know you like reading! Maybe we could find some nice books to enjoy together," the unicorn considered, regarding the shapeshifter with an affectionate smile, "Or we can check out what the theater ponies have planned."

The horned pony noticed how Pectin subconsciously brushed their middle while listening to Dawn, recognizing the slight bloat under the changeling's chitin-plated middle. Smiling at the endearing sight, the unicorn's horn glowed, a small golden aura resting on the shapeshifter's midsection and rubbing in gentle, soothing circles.

Pectin gasped sharply at the unexpected sensation, their face lighting up yet again as their hooves lifted from their belly reflexively, folding at their chest while they stared at the magic that brushed their paunch. "That doesn't make it worse, does it?" Dawn checked, the changeling lifting their head to regard the unicorn with the wide eyes of a deer caught in headlights, working their muzzle for several seconds.

"N-no," Pectin managed to squeak out, dumbfounded by the affectionate gesture. It was one thing for Dawn to say she was fond of the insectile equine's extra heft; feeling the gentle touch of her magic tenderly assuaging their malleable paunch was something else entirely. Yet once the shock began to fade, the changeling felt a subtle shiver of delight run up their back, their partner tittering affectionately at the ripples the motion sent through Pectin's pudgy frame.

"Aww, my lil' lovebug liikes that?" the unicorn crooned, giving another delighted giggle at the predictable reaction her teasing summoned.

"Daaawn!" Pectin whined in high-pitched abashedness from behind their hooves, yet they hadn't hidden their face fast enough to conceal the hint of a smile touching their flustered cheeks.

Grinning, the unicorn hummed as she gently soothed her companion's tightened midsection, working the glowing aura in slow circles across the plated curve. "You looked like you were feeling a little uncomfortably full," Dawn commented, her words not exactly doing much to get the bashful changeling to emerge from their holey hiding place, chuckling all the more as the shapeshifter stammered wordlessly while shuffling on their haunches. The sheepish motions traveled in leisurely waves across their paunch, getting another adoring smile from the arthropod's companion. "Does this help a bit, blushy one?" Serenity checked, her voice more sincere, though still mirthful.

It took several seconds for Pectin to process the question, eventually giving a slow, shallow nod behind their hooves. In spite of the embarrassment, the changeling couldn't deny it was

soothing having the warm glow of the unicorn's magic rubbing delicately across their chitinous plates, the warmth seeping into their stomach through the deep layers of blubber managing to get their filled gut to slowly relax. "That f-feels... really nice," the changeling murmured, slowly lifting their head just enough to regard Dawn with one eye, "B-but, you're, huff, feeding me a l-little bit doing this."

Nodding, the unicorn gave the changeling's paunch one more gentle pat, smiling to the flustered shapeshifter fondly as those light impacts traveled in tectonic waves under their plated form. "Feel better, though?" she asked while the light of her horn extinguished, the changeling nodding again as their hooves slowly lowered, resting gingerly on their middle, and Dawn had to resist commenting on how cute the pose was, lest she send the bashful insectoid right back into hiding.

"What to do now, though," the unicorn hummed, tapping her chin with her steepled hooves while Pectin regarded their middle with an expression that was a mix of uncertainty and lingering wonder. "Do Cirrus Cloud or Tender Oak have any work today?" Dawn checked, the shapeshifter lifting their gaze to shake their head.

"No, I don't work weekends," Pectin answered, "But Cirrus does have work at the weather factory starting tomorrow. It's part-time, though, since it usually doesn't take long to get the day's weather set up; most of my afternoons are pretty free."

Dawn nodded, smiling to her partner again. "I still think it's really cool that you can just decide to be a pegasus and you get all their perks, like cloudwalking and weather manipulation," she reiterated, getting another shy little grin from the changeling, which she returned with an impish smirk as she suggested, "I could treat you to lunch after you're done with your work, perhaps?"

The changeling giggled as they shook their head. "I don't eat, Dawn," they reminded the unicorn yet again, only to blush when they looked over and saw the knowing expression on the pony's features.

"Not talking about pony food, lovebug," Dawn replied with a wink, giggling all the more when Pectin's head ducked abashedly, extra chins bunching up under their muzzle. "You make it way too fun and easy to tease you," the unicorn stated as she slipped down from her bed, "I'm gonna head into the library and check some books out, why don't you rest off that breakfast? I want cuddles to go with some reading."

The changeling blushed slightly at the suggestion, though they couldn't argue with the logic, brushing their filled middle tentatively as they murmured, "Y-you, um... realize if we keep this up "

"You're not going to get any skinnier, I know," Dawn finished the sentence for the freshly-flushed changeling, smiling to them gently, "That's a price I'm willing to pay for cuddle-time with my crush. What about you?"

Pectin didn't answer for a moment, still recovering from their jade blush. And yet, when they thought about holding back on spending time with Serenity Dawn just for the sake of their waistline, the idea had their fluttering heart rebelling. Giving a soft, gentle chuckle, the changeling lifted their gaze toward their partner again, smiling while they said in a soft, small voice, "I think... I can live with that."