



ROLEPLAYING GAME

**DARK SKIES OVER
EQUESTRIA**



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CHAPTER

1

INTRODUCTION

EQUESTRIA MAY BE A WONDERFUL AND FRIENDLY PLACE TO LIVE, BUT EVEN THERE, DARKNESS AND EVIL LURK IN THE SHADOWS, WAITING TO MAKE THEIR MOVE. SOMETIMES, EQUESTRIA NEEDS HEROES TO DEFEND EVERYTHING THAT PRINCESS CELESTIA AND PRINCESS LUNA HAVE BUILT AND MAKE SURE THE ELEMENTS OF HARMONY ARE PROTECTED. YOU ARE THOSE HEROES, AND THE TIME HAS COME FOR YOU TO FACE DANGER AND PERIL IN A SERIES OF ADVENTURES TO SAVE EQUESTRIA FROM THOSE WHO MEAN TO HARM IT.

WHAT IS DARK SKIES OVER EQUESTRIA?

This book is a supplement to the *My Little Pony Role Playing Game*, so you'll need a copy of the *Core Rulebook* to make full use of this book. It is all about the mysterious changelings and their evil leader, Queen Chrysalis. We take a look at their powers and history, even presenting them as characters you can play. But the main part of the book is a ready-made campaign involving the changelings that plays out over six linked adventures.

If you're a fan of *My Little Pony: Friendship is Magic*, you probably already know all about the changelings. These pony-like creatures live in thrall to Queen Chrysalis, who coverts the power of love and friendship. She and her people feed on love, draining joy from everything they touch. But like so many villains, even the changelings are not beyond hope, and once they understand the true power of love and friendship they can be transformed by it.

The campaign is suitable for beginning characters, and takes them from level 1 or 2 up to level 4 or 5 by the end. If you have already played the adventure in the *Core Rulebook*, your characters begin at level 2 and are ready to dive

in! If you've not played that adventure you can still start with this one at level 1. We recommend you play the **Core Rulebook** adventure first, as it's a good introduction and it won't be much of a challenge if you come back to it after your group has saved Equestria from the evil Queen Chrysalis.

If you are planning to play any of these adventures, you'd best stop reading here. If you want to play a changeling character (and have the Game Master's permission to do so) then you can read all about them in chapter 2. Otherwise the adventure chapters and all the detail on what the campaign is all about is just for the Game Master and if players read that they will spoil the surprise.

While the adventures all link together into a campaign, you can play them individually and adapt them into your own campaign. You might even create new adventures to fit between them, further complicating and expanding on Queen Chrysalis' plans. It's up to you to take what you find most useful in this book to build a story right for your group.

WHAT IS THE CAMPAIGN ALL ABOUT?

While all the adventures are complete in themselves, they also gradually reveal Queen Chrysalis' dastardly plan to conquer Equestria and steal its love. During the first adventure, *Lost in Shadow*, she sends changeling spies, disguised as ponies the player characters may know, into Ponyville to cause trouble and dissention. These spies are also gathering power and energy to feed a magical portal between Equestria and the changeling hive. Through this portal, the Queen builds her power, siphoning love and energy from afar.

Initially, it goes well, but the Queen gets greedy. In the second adventure, *Day becomes Night*, the portal ends up draining so much light, the sun fails to rise. With the help of an inventor, the player characters are able to locate the Ponyville end of the portal and shut it down. But the stress on the portal is too great and it explodes during the process, causing a magical backlash. In the

third adventure, *Equestria Noir*, this explosion sends shadow into Equestria, turning everything black and white, and making the player characters into hardboiled film noir detectives.

As investigators, the player characters search Ponyville for the pieces of the shattered portal so they to trace back to the source of the problem. Once assembled, the residual magic points towards the changeling hive. In the fourth adventure, *In the Land of Shadow*, the player characters must sneak into the hive, find the other end of the portal, and destroy it to break the link completely.

Returning to Equestria, the player characters discover it is not all over. In the fifth adventure, *The Balance of Harmony*, the Elements of Harmony have become unbalanced and the Mane Six have fallen ill. They need the player character's help to restore the balance by performing acts to restore the elements and the Mane Six.

While this is going on, the changeling Queen has not been idle. Livid that her supply is cut off, she mounts a full scale invasion in the final adventure *The Dark Queen*. Unleashing the power she has drained to conquer Equestria while it's weak. This starts with several changeling spies changing places and mounting assassinations, but leads to all out war once her forces are ready. However, each of the new friends the player characters made throughout the previous adventures are there to help against a certain aspect of the Queen's plan and join the player characters in stopping her once and for all.

USEFUL ALLIES

In each adventure, the player characters meet many NPCs. A notable NPC in each adventure (except the last one) might even become a new friend. In the final adventure, each of these new friends has a part to play to help the player characters defeat Queen Chrysalis. If the player characters can make friends with all these NPCs, the final adventure will be much easier. But it's still possible to defeat the Queen even if they haven't managed to gain any potential new friendships.

You'll find more detail about who each of these characters are and how they can help the player characters in each adventure, but here is a quick summary for the Game Master:

- Antennia (Good Changeling) – Lost in Shadow
- Widget (Pony Inventor) – Day Becomes Night
- Wheat Leigh (Pegasus Magician) – Equestria Noir
- Spiracle (Bullied Changeling) – In the Land of Shadow
- Caliope (Adventurous Breezie) – The Balance of Harmony

PLACING THE CAMPAIGN

This campaign fits into any part of the **My Little Pony: Friendship is Magic** timeline. Where in that timeline you place it depends on your group and preferences, but you can just run it without any reference to the established chain of events. If you do choose to merge it with the canon

timeline, you may need to make a couple of adjustments depending on where you put it, if the canon timeline is important in your adventures.

Before Season 2 (The Canterlot Wedding):

Changelings were unknown. This campaign simply becomes Equestria's first encounter with them. After the Canterlot Wedding, Queen Chrysalis retreats to craft a new plan, and this campaign becomes what she comes up with.

During Season 6: Thorax transforms, along with the other changelings and they expel Queen Chrysalis from the hive. If this has happened in your campaign, you can assume the Queen has created a new hive some distance away, using the first of the power she drains from Equestria. The transformed changelings not only exist, but might become allies, but their hive and community is very different to the new one Queen Chrysalis has created.



After Season 9: The Queen is turned to stone for her part in Grogar's plan to destroy Equestria. As above, the portal energy might have undone this magic and allowed Queen Chrysalis to create a new hive. It's also possible some other villain may have freed the Queen from her statue form for another purpose. What this purpose might be is for you to decide and may form the basis of the next campaign you create!

YOUR OWN EQUESTRIA

There is no reason for your group to follow the standard timeline of **My Little Pony: Friendship is Magic** if you prefer not to. While it is useful to have a baseline everyone in the group can follow, some knowledgeable players can take advantage of that. So the Game Master is free to change things around as they like to suit the adventure. It's your game!

You might create a different queen of the changelings, who might threaten Whinnyapolis, Puerto Cabello or anywhere else in Equestria. Doing so keeps the players on their toes, and lets the Game Master be as creative as they like in their adventures.

WHAT'S IN THE BOOK?

Most of the chapters in this book are complete adventures that link into the big campaign. We'll start with a short overview about what you'll find in each one (except the first chapter – you've nearly finished that already!).

Chapter 2: The Changelings tells you all about the changelings. We look at their history and abilities and give you all the rules for running one as a player character. We also add some new, changeling-themed rules and abilities for ponies, including new Influences and spells.

Chapter 3: Lost in Shadow. The first adventure in the campaign introduces the changelings. Pony friends of the player characters start acting suspiciously, and it becomes clear something is very wrong. It turns out many have been replaced by changelings, who are trying to steal energy from Equestria.

Chapter 4: Day Becomes Night. While the changing threat appears to have been averted, something else is very wrong. One day the sun fails to rise, and a pony inventor believes they are to blame. Actually, the cause is the changelings and a mysterious portal draining the sunlight from Equestria.

Chapter 5: Equestria Noir. After fixing the problem with the portal, there is a huge magical backlash. The sun rises again, but all the color is drained from Equestria. The player characters must become hardboiled detectives and follow the clues to find the shattered remains of the portal and fix the problem.

Chapter 6: In the Land of Shadow. The reassembled portal allows the player characters to return Equestria to normal and points the way to the source of the problems: the hive of the changelings, where the player characters must make a secret raid to shut down the other end of the portal.

Chapter 7: The Balance of Harmony. Even with the portal shut down on both ends, things are not right. The Mane Six have become dangerously ill due to the imbalance in the Elements of Harmony that has been caused by all this powerful magic. The player characters must restore the balance to help the Mane Six.

Chapter 8: The Dark Queen. Just when the player characters think everything is back to normal, the changeling Queen attacks! Using the power she has gained, and throwing caution to the wind after her previous plots have been foiled, she leads a deadly invasion force against Canterlot.

Appendix: Monsters and Threats. We end the book with a collection of the various threats and monsters that you'll meet in the adventures. This is so the Game Master can find them all in the same place when they need to get hold of them quickly. It will also help you find them when using them for new adventures of your own.



CHAPTER

2

THE CHANGELINGS

THE CHANGELINGS AND THEIR LEADER QUEEN CHRYSALIS HAVE BEEN ONE OF EQUESTRIA'S MOST DEADLY FOES. BUT THERE IS MORE TO THIS STRANGE SHAPE SHIFTING SPECIES THAN YOU MIGHT EXPECT, AND EVEN THE DARKEST CREATURES CAN BE TRANSFORMED BY THE POWER OF LOVE AND FRIENDSHIP

A BRIEF HISTORY OF THE CHANGELINGS

Spoiler Alert! – If you are not already familiar with the changelings, you might like to catch up by watching the episodes in the sidebar on page 11 before reading all about them here.

The changelings first made themselves known to the ponies of Equestria during the Canterlot wedding of Shining Armor and Princess Cadence. As the vanguard to an attack on Canterlot, Queen Chrysalis kidnapped Cadence and took her place. While working on the inside, she planned to turn everyone in Canterlot against each other

and enchant them to serve her. If her plan had worked, she would have taken control without the need for any violence at all.

But Twilight Sparkle knew Cadance too well and realized something was wrong. She managed to find the real Cadence and return her to Canterlot in time to stop Queen Chrysalis' plan. But every good villain always has a backup plan. While Queen Chrysalis may have been uncovered, she already weakened the Canterlot defenses, allowing her changeling army to invade. Thankfully, the Mane Six were there to face the changeling swarm and help Shining Armor restore the defenses, so the changelings were forced to retreat.

While the changelings wouldn't appear again in Equestria for some time, many ponies were left feeling paranoid. The knowledge of creatures able to replace anypony to sow discord kept many on edge. When a lone changeling was spotted in the Crystal Empire, its ponies were terrified. They stopped trusting each other and wondered who the changeling spy might be, and if an invasion might soon follow.

Spike found the changeling, and much to his surprise, discovered this changeling had no plans to invade, or even spy! The changeling, named Thorax, was actually an exile from the changeling hive. He didn't fit in with other changelings and felt guilty about feeding on love and friendship. He was trying to control his impulses and learn more about love, but it was hard with no support. Spike made friends with Thorax, and stood as his advocate when the ponies wanted to send him away. Thorax's heartfelt plea to understand love instead of feed on it touched everyone's hearts and he was allowed stay.

A short time later, Queen Chrysalis tried again to claim Equestria for her own. Starlight Glimmer and Trixie were away from Ponyville, visiting Starlight's old village, but when they returned, they found their friends acting very strangely. The Mane Six, Celestia, and Luna had all been captured by Queen Chrysalis and replaced with changelings! Soon, Thorax arrived to inform Starlight that the leaders of the Crystal Empire were all now changeling imposters, too.

With Thorax's help, Starlight decided to face Queen Chrysalis in her hive and destroy her throne, the source of her power. She took Trixie and Thorax, the only creatures she was sure couldn't be imposters. Along the way, they were joined by Discord, furious that Fluttershy was in danger.

In the center of the changeling hive, Starlight Glimmer faced Queen Chrysalis but couldn't stand up to her power. Even Discord was helpless. Starlight pleaded with the Queen to stop feeding on love. She explained how Thorax needed to feed so much less since living in the Crystal Empire, where love is freely given. But Queen Chrysalis cheerfully dismissed Starlight's words, and decided to drain all the love Thorax has been given.

As the Queen tore love from Thorax, Starlight saw their chance to act. She told Thorax to give his love to Queen Chrysalis freely, because that is how it was given. The draining beam from Chrysalis exploded with the backlash of power, as did her throne, freeing the Mane Six. By giving away his love, Thorax was also transformed into a new form of changeling, one that doesn't need to feed on love in the same way again. The other changelings were inspired by his example and together they released all the love they had fed upon too, each one explosively changing into a new form of metamorphosed changeling. Starlight Glimmer told the Queen she can have this new life too, but she refused. With her plan in ruins, she escaped and vowed further vengeance on not just Equestria, but her errant people too.

Free from their Queen, the metamorphosed changelings built a new society based on love and peace and a remarkable selection of crafting hobbies. It took them a while to figure things out, since they were new to making their own decisions, but with the help of their pony friends, they have built a community together, with Thorax leading the way.

However, Queen Chrysalis has not completely vanished. She continued to resist the idea that she can share love rather than take it, and has attempted several other plots to take her revenge. She is a constant threat to the metamorphosed changelings and the ponies who helped free them. In one plot, she attempted to destroy the Elements of Harmony by creating duplicates of the Mane Six. The duplicates were created as the opposite of each of the Mane Six, and as such they were cruel instead of kind, greedy instead of generous, etc. They also refused to follow Queen Chrysalis and even argued among themselves. The plan quickly fell apart.

Finally, Queen Chrysalis was summoned by Grogar to participate in his plan to conquer all of Equestria. When the plan failed, all the allied villains were turned into statues. But what has been done can always be undone, and one day Queen Chrysalis might be restored and renew her plans to seek revenge.

NOTEWORTHY CHANGELING EPISODES

The following episodes are well worth another watch to remind you all about the changelings and their history. The changelings and Queen Chrysalis appear in other episodes, but these are the most important stories:

- Season 2 A Canterlot Wedding
(Episodes 25 & 26)
- Season 6 The Times They are a Changeling
(Episode 17)
- Where and Back Again
(Episodes 25 & 26)
- Season 7 To Change a Changeling
(Episode 17)
- Season 8 The Mean 6
(Episode 13)

Several episodes in Season 8 also feature Ocellus, a metamorphosed changeling student at Twilight Sparkle's school of friendship.

CHANGELING COMIC APPEARANCES

The changelings also appear in several of the IDW comic series, most notably:

The Return of Queen Chrysalis (Issues 1–4)
– Changelings secretly invade Ponyville in an attempt to steal Twilight Sparkle's magic.

Siege of the Crystal Empire (Issues 34–37)
– The changelings are part of the invasion of the Crystal Empire. They gain entry using Flim and Flam's lemonade machine like a Trojan horse.

Friendship is Magic Mini Series (Issue 5)
– Several details of the changeling's origins are revealed. There are also tales of other Kingdoms the changelings have attempted to conquer.

My Little Pony Transformers Mini Series (Issue 1) – Queen Chrysalis' magic goes awry, leading to Autobots and Decepticons arriving in Equestria!

WHAT ARE THE CHANGELINGS?

In their true form, changelings look like oddly incomplete ebony ponies, with several large holes over their legs and wings. Their eyes are solid colored orbs and their teeth are vicious fangs. Each also has small insect-like wings that buzz when they fly. All in all, they are rather scary to run into, especially as their social skills aren't very well developed. Most simply hiss and snarl at any non-changelings they meet.

The reason for this lack of social graces is that changelings feed on love and friendship. They don't truly understand the concept in the same way ponies do, considering such warm feelings to be food rather than something to aspire to. When changelings feed, they bring sadness and bad feelings to whole communities. However, this feeding leaves no obvious mark and so most of their victims just think they are feeling tired, impatient, or that their friends are being difficult. Only when ponies become aware of the changelings' feeding can they fight against the feelings it creates.

But changelings are not entirely controlled by their hunger. If they learn to give love freely, they can metamorphose into a new form. Their wounds become whole, their form becomes bright and colorful and their wings are more like faeries than wasps. These metamorphosed changelings are free of the control of their Queen and look very different, although they still have much the same abilities.

THE HIVE

Both types of changelings live in large hive communities; they are born and brought up in this hive, rarely leaving it. Changelings find this form of close knit society comforting and supportive. The hive also makes sure there is a place for everyone, and everyone has a purpose. Each hive is a massive citadel structure. Before the metamorphosis, the changelings only left it to hunt or invade, so the land around the original hive (on the edge of the Everfree Forest) was bleak and barren. After



the metamorphosis, the changelings learned to live with their environment and the area gradually began to grow again. This is also due to many metamorphosed changelings being keen gardeners.

After the metamorphosis, the changelings remained in their hive, which became a simple series of rooms and tunnels that each one could make their own. But before that, in keeping with their transitory nature, the hive shifted and changed constantly. This was due to Queen Chrysalis' magic keeping everything in flux. Only other changelings or those who understood the patterns in chaos had a hope of navigating the place. This served two purposes: the first was to make it difficult for intruders to find their way around, while the second was to make it hard for changelings to make any part of the hive their own. In this way, it helped to quash any individuality, which could tempt a changeling away from obedience to their Queen.

While there was only one hive, it is not impossible the Queen might create more. In fact, it's possible a new hive and even a new Queen might be created by the powerful magic and wild nature of the Everfree Forest!

CHANGELING SOCIETY

Unlike ponies, changelings are part plant and a little bit insect, hatching from pods in their hive. While they don't bleed sap or collect pollen, they also form social groups much the same way as a colony of insects. Most changelings are considered 'drones,' serving the Queen and working for the hive as required. A few also serve as soldiers and guards, but these changelings are simply more highly trained and physically adept, rather than possessing any additional powers or features.

The Queen is the highest and only form of authority in the hive. Her word is law and changelings obey unquestioningly. In turn, the Queen regards her subjects as tools, and treats them as expendable extensions of herself, if she even considers them at all.

While changelings appear to be identical, with no variation in color or possessing cutie marks, they are actually quite individual. Once they hatch, they have time to grow up, learn, and form bonds with other members of the hive community. Young changelings are educated, trained and taken care of by the community as a whole, as they do not have any direct parents. As they are born in broods from similar pods,

changelings form family units with their brood mates, considering them brothers and sisters. Like any siblings, they don't always get along, but they keep these familial bonds their whole life.

Even though most changelings are predisposed to be unkind and even brutal, they don't have to carry on that way. Some are born a little differently and others who are shown kindness can learn to change. However, unmetamorphosed changeling society (as dictated by Queen Chrysalis) is built on the ideals of power, control, and taking from those weaker than yourself. This makes it hard to remain kind and giving, and harder to learn how to be if you are not predisposed to it. While changelings are not inherently bad, it is a rare for changeling to move past the way they have been socialized, or follow a different path. Thorax is the only known example, although it isn't impossible for there to be more like him.

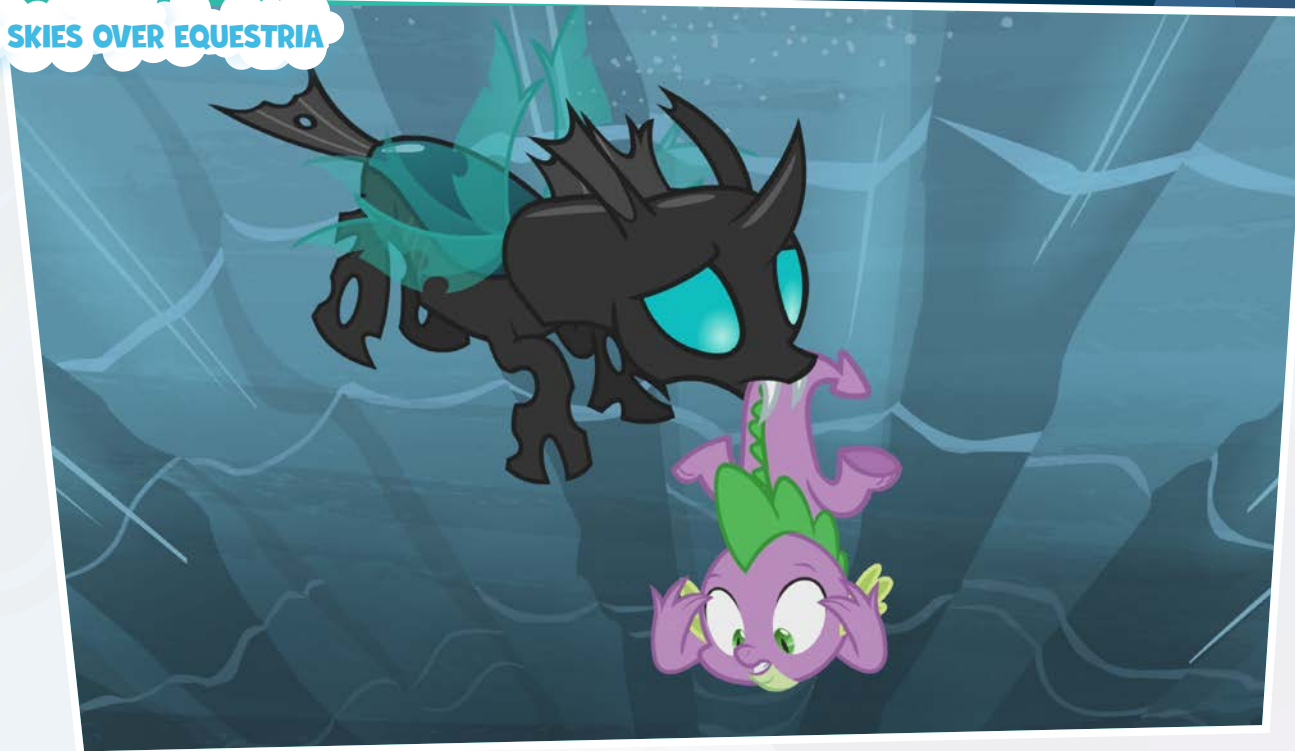
Metamorphosed changelings maintain the same hive society, albeit one with very different goals. Freeing themselves from Queen Chrysalis' tyranny was a difficult transition for them. They were unused to making their own decisions, leading them to make mistakes and be directionless as a community. They all knew what *not* to do, but had no idea of what to do instead. Plus, they had to deal with a lot of complex new

feelings. They used to exist just to feed and obey – direct and simple options which made life easy to navigate – but as metamorphosed changelings, they learned to care and interact on a more complicated level, not only to understand how they feel and what they want, but to also balance that with the needs of others.

While initially the metamorphosed changeling community met with a lot of confusion, they were dedicated to change. Building on the sense of community spirit and togetherness they already had, they explored everything in hopes of finding the right answers. This led to a lot of focus groups and crafting circles, and this new spirit of exploration might lead a metamorphosed changeling to leave the hive and set out for adventure!

The changelings in your own games might develop even more individual forms of society. A lost group of colony changelings might form a society without a queen. A metamorphosed changeling might grow into a new form of queen. Maybe there is some form of changeling king? Perhaps a council of queens might rule an especially large hive. A different form of leadership would make a big difference to any group of changelings, and how that takes shape may well depend on how the player characters interact with them and teach them about friendship.





CHANGELING CHARACTERS

If your Game Master allows, you may choose to play a changeling instead of a pony as your character. In this section, we detail a new Origin and how their powers of shapeshifting work. When creating a changeling character, you follow the same steps as a pony character, simply using the changeling Origin instead of a pony one. There are also new Influence options for changelings, although they get the same amount as ponies do. Changeling characters of either type do not get cutie marks.

Changeling player characters do have a Role, although a colony changeling, like a foal, might need a better understanding of friendship to gain their first level. The act of transformation grants that revelation so all metamorphosed changelings can pick a Role freely. However, a colony changeling cannot pass level 10 in their Role without transforming. The higher levels of the Elements of Harmony are only available to those who have fully dedicated themselves to giving love. Having said that, most colony changelings who begin to learn about the power of friendship and take on a Role will metamorphose much earlier than level 10.

Most changelings who come to understand the Elements of Harmony tend to pick the Spirit of Loyalty Role, as the bonds of their hive society make them naturally able to work together. Generosity, Honesty and Kindness are the next most popular choice. Having come to understand how they may have been duplicitous and selfish before learning about friendship, they have a powerful urge to make up for past behavior. Laughter is rare given their serious background, but not unknown, as is Magic, given that Queen Chrysalis allowed few changelings to master it. But those who do are often adept students.

CHANGELING ORIGIN

While changelings naturally look unlike anything else in Equestria, everypony knows they possess the ability to shapeshift into any other creature. In their natural shape, changelings look like an alicorn crossed with an insect. They have fangs as long as the horns on their heads, frayed wings that hum when they fly, and hollow-pocked haunches and legs. But at will, they can change their bodies to match Earth ponies, pegasi, unicorns, and more.

Most changelings have limited shapeshifting magic that lets them morph their colors and features, but they usually keep their basic shape. Their horns give them just enough magic to pass

as unicorns, and their wings let them fly well enough to pass for pegasi. Older changelings master more powerful shapeshifting magic. They can morph into larger creatures, like adolescent dragons and yaks.

Changelings are born in colonies, ruled by a Queen, similar to ants. And like ants, hatchlings are born bonded to their Queen. These changelings feed on love, and the Queen feeds on their obedience. However, changelings can break this bond. When they do, they change. Their natural shape becomes more colorful, with antlers and whole legs. Some lose their horns and others lose their wings, each becoming unique among their species. Although these changelings, called metamorphosed changelings, no longer need to live in colonies, most stay in touch with other changelings, and community remains important.

EXAMPLE CHANGELINGS

- **Queen Chrysalis:** The ruler of Equestria's largest changeling colony. She even calls her colony The Changeling Kingdom, but there are other colonies and other changeling Queens. Between her brood of obedient underlings and her ability to trick anycreature with her advanced shapeshifting magic, Chrysalis is used to getting what she wants. When she doesn't, she gets revenge.
- **Thorax:** All Thorax ever wanted was a friend. Seeing the love shared between Twilight Sparkle and the heroes of Equestria, Thorax left his colony to find true friendship of his own. When he returned to The Changeling Kingdom, his defiance of Queen Chrysalis sparked a revolution that led many of his fellow Changelings to transform, himself included.
- **Ocellus:** Young metamorphosed changelings like Ocellus struggle to find their place in the world. Changelings in colonies get directions from their Queen. Adult metamorphosed changelings chose to reject being bossed around. But young metamorphosed changelings never knew life with strict rules. That's freeing, but also like a freefall. Ocellus enrolled in the School of Friendship to learn how to manage her own independence.

ORIGIN BONUSES

Essence Score Increase: Increase your Social Essence score, or the Essence score tied to an Influence Skill, by 1.

Starting Health: You begin play with 1 Health. Changelings are quite fragile compared to ponies, so a player character might consider taking ranks in the Conditioning skill.

Movement: Your base Ground movement is 30 feet.

ORIGIN PERKS

Impersonate: Pick a creature type (such as earth pony, draconequus, or sea serpent). You gain ↑1 when you pretend to be that creature. This doesn't need to be a creature you can Shape-Shift into. You can pretend to be another creature by wearing a disguise, or Impersonate them from out of view. Picking a creature you can Shape-Shift into does give you more opportunities to use Impersonate, though.

Natural Shape: When you create a changeling, choose your natural shape. This is how you look when you aren't Shape-Shifting. Your Natural Shape depends on whether you're a member of a changeling colony, or a metamorphosed changeling.

Colony Changeling: You have an ebony hide, icy blue eyes, a red, serpentine tongue, a horn, and membrane wings. Your natural shape gives you a 15ft Aerial base movement, a +1 bonus to Evasion, and another +1 bonus to Evasion for every changeling from your colony next to you, up to +3 total.

Colony Changelings get Infatuated as a mandatory Influence. This means you start the game with Infatuated and up to 2 more Influences, choosing Hang-Ups normally. The Object of your Infatuation is love.

Metamorphosed Changeling: The powers of your Natural Shape are as unique as the kaleidoscope of colors on your hide. Choose two powers from this list:

- Antlers: Double the reach of your unarmed attacks
- Extra Wings: +10 feet to your base Aerial movement. You need to choose Wings first before you can choose Extra Wings.
- Enchanted Horn: ↑1 to Spellcasting
- Hardy: +1 Health
- Long Legs: +10 feet to your base Ground movement
- Wings: 15ft Aerial movement

After you choose whether you're a colony changeling or a metamorphosed changeling, this is your natural shape for the rest of the game. The only exception is if you're a colony changeling and you take the Metamorphosis General Perk. This turns a colony changeling into a metamorphosed changeling.

Shape-Shift: All changelings can be anything they set their minds to. As a Standard action, you change your body's shape, colors, and features to match another type of creature of your size. While in that form, you look, sound, feel, and smell like the thing you're copying but retain your own mental skills, and being in that shape may grant you some bonuses (a creature's faster movement speed, wings, or senses) but it doesn't fundamentally change who and what you are. For instance, if you change into a wolf, you can fit in with a pack, but you don't lose your own mental faculties or gain the wolf's natural skill at biting. Similarly, if you shapeshift into a creature that is naturally magical, you do not gain the creature's magic abilities. While shapeshifted, you gain ↑1 to Deception, Infiltration, and similar Skill Tests to appear as a normal type of creature you've shapeshifted into.

You stay in a different shape until you choose to spend a Standard Action to change back, or you gain a condition that would stop you from concentrating on your shape, like Defeated, Sleeping, or Unconscious. If you suffer damage or Stress you may have to make a Performance skill test to maintain your shape at the GM's discretion.

You can only Shape-Shift into a type of creature, not an individual (for example, you could Shape-Shift into a dragon, but not Spike specifically) without the Face-Shift General Perk.

CHANGELING FEEDING

In general, you don't need delve into the details of how colony changelings feed on love, but if you want a system for doing so, the following rules apply:

A colony changeling needs to feed on love once per week, unless they are in a place saturated with it, such as Ponyville, in which case they only need to directly feed once per month. Feeding heals the changeling for 1 point of Health, and gives their victim ↓1 on all Social Skill Tests for the rest of the day. If a changeling is already at full Health, they gain no benefit, but must still feed at the usual intervals.

If a creature offers their love freely, they still suffer the same penalty, but the changeling regains 2 Health. They also don't need to feed again for a month, regardless of where they are. A changeling that fails to feed when they need to suffers ↓1 on all Skill Tests until they do. This might get worse at the GMs discretion if they continue not to feed.

Generally, changelings don't feed on the same creature until the creature has recovered, but if they do, the effects are cumulative. To be a viable target for feeding, a creature must be able to give and receive friendship and love.

NEW INFLUENCES

Influences show how your personality and life experiences impact who you are. You can choose from the following new Influences during character creation. Even though Hivemind, Infatuated, and Outsider were written with changelings in mind, they are available for any character.

If you're playing a Colony Changeling, you gain Infatuated as a mandatory Influence from your

Origin. Due to it being mandatory, you can choose another 1 or 2 Influences during character creation. It still counts towards your total Influences for the purpose of deciding how many Hang-ups you have.

HIVEMIND

Other friends see eye-to-eye, but you and your closest friends think mind-to-mind. You can see how to help people just by looking at them.

Influence Skill: Persuasion

Example:

- **Lotus Blossom:** Not only does Lotus Blossom share a deep connection with her sister and business partner Aloe, but this spa pony knows exactly what anycreature who walks into the Ponyville Day Spa needs.

PERK

Many Minds Make Light Work: Where there's a will, there's a way, and you have will to spare. As long as you're trained in Persuasion, you can Lend Assistance to your allies on any Skill Test you have at least one Skill Rank in from 50 feet away.

HANG-UP

Deafening Silence: You don't like being alone with your thoughts. When you don't have an ally within 50 feet, all of your Smarts and Social Skill Tests suffer ↓1.

SUGGESTED CHARACTERISTICS

Are you part of a literal Hivemind, like changelings? Or is "hivemind" a metaphor for how well you know how others think, like Pinkie Pie when it comes to planning parties for her friends? In a world that blurs the line between friendship and magic like Equestria, it can be both.



TABLE 2-1:
HIVEMIND BACKGROUND BONDS

D12	BOND
1	I don't understand the question "whose idea was that?" One of us came up with it, isn't that enough?
2	My friend and I can have an entire conversation just by making eye contact.
3	Nothing upsets me more than arguments.
4	When I'm alone, I talk to myself and to objects, and I sometimes answer myself on the object's behalf.
5	The more family and friends I have around me, the happier I get.
6	I'm so good at understanding others, it completely throws me off when I misjudge.
7	I leave out words when I talk, but I only notice when I'm talking to some creature who can't fill in the blanks.
8	Me and my friends are all equals to each other, and equally beneath our leader.
9	I love being with my friends, but sometimes part of me wants a break and I have trouble expressing that.
10	I make friends so quickly, it's scary.
11	Being alone is too lonely, and crowds are too crowded, but hanging out with my friends feels just right.
12	The better I know how others think, the easier it is to get along with them.

INFATUATED

You focus so much on one thing that you have trouble paying attention to anything else. Colony changelings are infatuated with love and friendship as a source of food more than anything else. A colony changeling that transforms might keep this Influence, changing their focus to an obsession for a new hobby or craft which fills the same need.

Influence Skill: Alertness

Example:

- Quibble Pants: This Daring Do fanpony may think the works of A.K. Yearling matter more to him than anything else, but his stubborn need to be right overshadows even his love for his favorite books.



PERK

Object of your Infatuation: When you gain this Influence, pick an object of your infatuation. You gain an Edge on Alertness Skill Tests related to the object of your infatuation.

The object of your infatuation can be something physical, like Maud Pie's pet rock, Boulder. It can be a person or group, like how Scootaloo runs the Rainbow Dash Fan Club, but also had a phase where she fawned over the Washouts. It can even be a feeling, like how changelings hunger for the love between other creatures. Work with your Game Master to pick an object of your obsession that fits the campaign.

HANG-UP

Single Minded: When the object of your infatuation is in a scene, you gain a Snag on Alertness Skill Tests not related to it.

For example, Spike loves gemstones. They're a delicacy to dragons. Whenever he's around them, he has trouble focusing on anything else.

SUGGESTED CHARACTERISTICS

Infatuated means more than liking or even loving something. It also doesn't need to make sense. It's a feeling, deep inside. What does your character feel incomplete without? How do they behave when they don't have it?

TABLE 2-2:
INFATUATED BACKGROUND BONDS

D12	BOND
1	I can't explain it, but to me, something most creatures don't care about makes my colors brighter, tastes richer, and life better.
2	Sometimes I wonder if I've found the one thing that makes me happy, or if it's just the one thing that distracts me from unhappiness.
3	The only thing I love more is talking about what I love and why.
4	It's not that I get distracted by what I love, it's that everything else bores me.
5	I take insults about the thing I love personally.
6	When I'm stressed, or upset, or sad, a few minutes taking in the thing I love really helps.
7	Some creatures say my connection with the thing I love is all in my head. I say it's all in my heart.
8	I'm more than happy to share what I love with other creatures, up to a point.
9	I've heard other creatures say I'm weird for loving what I do, but that can't be right...
10	If I have to, I will defend what I love with my last breath.
11	The desire I feel for the thing I love is like when I'm thirsty on a hot day, or hungry after a lot of exercise.
12	Some creatures have pets or kids. I have my own thing.

OUTSIDER

When you spend time with other creatures, you're usually one of a kind in that crowd.

Influence Skill: Culture

Example

- Spike: Spike spent so much time with Earth Ponies, Pegasi, and Unicorns, he used to say "everypony" instead of "everycreature," even when he was including himself.

PERK

Different Perspective: You notice details about other cultures that they don't realize are unusual. When interacting with those from a different culture, you gain $\uparrow 1$ on Smarts- and Social Skill Tests if your Culture Skill is equal to or higher than the Skill you're rolling.

HANG-UP

A Creature Apart: You spend a lot of time with other types of creatures, but not your own. You suffer a Snag on Culture Skill Tests related to your type of creature.

SUGGESTED CHARACTERISTICS

Being an outsider usually comes down to where you fit in. Spike may have been the only dragon in Ponyville until Ember enrolled at The School of Friendship, but he feels more like an outsider when he's around other dragons than when he's with ponies.

TABLE 2-3:
OUTSIDER BACKGROUND BONDS

D12	BOND
1	I'm very good at problem solving, thanks to all the time I spend in buildings and using furniture designed for a very different body shape.
2	I worry that the creatures I spend the most time with see me as more of a novelty than a friend.
3	Sometimes I ask very personal questions without realizing it.
4	The more time I spend with creatures who are different from me, the less I fit in where I'm from.
5	Is it OK to have romantic feelings about a different type of creature?
6	I have a very special pen pal that I've never met, but I think they're my best friend.
7	After I chat with somecreature new, I research anything they said that I didn't understand.
8	I don't like when others make my behavior all about the type of creature I am.
9	I'm very good at blending in.
10	Family is a choice, and I chose mine.
11	It catches me off-guard when others bring up what type of creature I am. Sometimes because I didn't think they saw me that way, and sometimes because I don't see myself that way.
12	I notice that I speak, act, and even think differently depending on the type of creatures I'm around.



NEW GENERAL PERKS

General Perks help your character stand out, unlocking new abilities and bonuses. You can choose from the following new General Perks whenever you gain a new one. Even though they were written with changelings in mind, every character can take any General Perk they meet the prerequisites for.

Keep in mind that a character needs to meet the prerequisites of a General Perk in their normal form. When shapeshifting, a character borrows abilities but General Perks serve as an all-the-time benefit, even if they only apply to a specific action like shapeshifting.

CAMOUFLAGE HIDE

The way your colors blend into the background, your hide was made for hiding. This might be due to the ability to shapeshift, but you might just have the right colors and patterns in your hide naturally. As a Free action, you can give yourself an Edge on an Infiltration Skill Test.

FACE-SHIFT

Prerequisite: Ability to change shape, such as the Changeling Shape-Shift Origin Perk, or the Ponymorph spell (Core Rulebook, p. 140)

When you change your shape, you can choose to take the shape of an individual instead of the general look of a type of creature. You gain Edge on Skill Tests to pass as that individual and ↑1 on a Skill that individual is known to be good at, chosen when you shapeshift.

IDENTITY CRISIS

When you pretend to be another creature, you use ensuing confusion to your advantage. You gain an Edge on Skill Tests targeting creatures who believe you are somecreature else, like if you trick them with Deception, or you change your shape. This lasts for as long as they completely believe your impersonation.

For example, Queen Chrysalis changes her shape to look like Trixie. When she shoves an unsuspecting Starlight Glimmer into a tar pit, she gains an Edge on the Skill Test because Starlight believed Trixie would never shove her best friend into tar. But now, Starlight has reason to suspect this isn't actually Trixie. Before Queen Chrysalis can use Identity Crisis again, she needs to convince Starlight that she really is Trixie.

MASTER MORPH

Prerequisite: Ability to change shape, such as the Changeling Shape-Shift Origin Perk, or the Ponymorph spell (Core Rulebook, p. 140)

Your advanced shape changing abilities let you do more than create more convincing disguises. When you change your shape, you also gain a ↑2 bonus to a Skill that the target is known for. For example, you might change into a wolf and apply the bonus to Alertness for the wolf's keen sense of smell.

METAMORPHOSIS

Prerequisite: Colony Changeling

After years of loyalty to your Queen and your colony, you gave it up and became loyal to yourself. You change into a Metamorphosed Changeling. You lose the Colony Changeling benefits of Natural Shape and can choose two Metamorphosed Changeling benefits. Also, you keep the Infatuated Influence, but you should change its focus into something else.



MULTIMORPH

Prerequisite: Ability to change shape, such as the Changeling Shape-Shift Origin Perk, or the Ponymorph spell (Core Rulebook, p. 140)

Instead of disguising yourself, you take on the best combination of abilities. When you change your shape, you temporarily gain the benefits of two Origin Perks of your choice from two different Origins. Alternatively, you can gain the benefits of one of the other Origin's Origin Perks of your choice and keep the benefits of your Natural Shape.

OBJECT-SHIFT

Prerequisite: Ability to change shape, such as the Changeling Shape-Shift Origin Perk, or the Ponymorph spell (Core Rulebook, p. 140)

You can change your shape into an inanimate object of roughly the same size and shape as your Natural Shape. If you have the Size-Shift Perk, it can apply to inanimate shapes you take as well. This might be a statue of someone, a plain rock, or even a valuable looking vase.

As an inanimate object, you become as tough or fragile as that object (hard as stone if you are a rock, or fragile if a glass statue) but you cannot move or use any Perks that such an object wouldn't have.

POINTY

You have the ability to manifest sharp claws or teeth, like a dragon or griffon. It might be a natural weapon you have or something you can use your shapeshifting ability to produce. Manifesting the natural weapon costs you a Free action and lasts until the end of the combat scene. The weapon grants you ↑1 on attacks, and does Sharp damage.

SIZE-SHIFT

Prerequisite: Ability to change shape, such as the Changeling Shape-Shift Origin Perk, or the Ponymorph spell (Core Rulebook, p. 140)

When you change your shape, you can choose to take the shape of a creature one size category larger or smaller than you.

You can choose this General Perk multiple times. Each time, you gain the ability to change into the shape of a creature one more step larger or smaller than you.

NEW SPELLS

Magical creatures can master Spellcasting, using spells written by other casters, from ancient wizards to new magic students. GMs can treat these new spells like they've been around Equestria all along, like they're freshly deciphered old magic, or like they've just been discovered.

Players can choose from the following whenever they learn or research a new spell. Even though they were written with changelings in mind, every character can learn or research any of these spells, following the normal rules for mastering spells. However, it is up to the Game Master as to whether these spells are allowed in their campaign, so players should check with the GM before picking them. Access to this new magical lore might even be a reward for a successful adventure.

NEW ELEMENTARY SPELLS

New spells useful for novice and master casters alike.

DISGUISE (AID)

Magically create a convincing costume.

↓1 Spellcasting, 1 Scene, 20 feet

You put on a disguise that gives you an Edge on Deception and Infiltration Skill Tests when you pretend to be another creature of your Origin.

GET TO KNOW (UTILITY)

You call upon whispered rumors, newspaper headlines, and any other information out there about your target.

↓2 Spellcasting, 1 Scene, Line of Sight

You learn enough about your target to gain an Edge on a Skill Test related to them.

For example, if you Get To Know a ski fanatic like Double Diamond, you could learn enough

about the history of skiing to discuss it (gaining an Edge on a Culture Skill Test), enough skiing techniques to attempt to ski yourself (gaining an Edge on an Athletics Skill Test), or enough about Double Diamond's personality to act like you know him (gaining an Edge on a Deception Skill Test).

NEW SUPERIOR SPELLS

Spells for experienced casters.

BASIC SHAPE-SHIFTING (ENCHANTMENT)

Not as powerful as Ponymorph, this shape-changing spell still creates the impression that you are somecreature else.

↓2 Spellcasting, 3 Rounds, Self

You change your target's color and shape enough to pass as another type of creature. The creature you turn into is the same size as you are. You gain benefits the creature has naturally, such as a fly speed if it has wings or natural weapons if the creature has them, such as fangs and claws.

You gain Edge on Deception and Infiltration Skill Tests to maintain your deception and gain any of the special movement types of the creature.

SMOKE BEAM (BEAM)

Black out watchful eyes when you need a quick distraction.

↓2 Spellcasting, 3 Rounds, 60 feet

You cloud a creature's vision, temporarily giving them the Blinded Condition.

TRUE SIGHT (UTILITY)

You can see the unseen and the truth of your surroundings.

↓2 Spellcasting, 3 Rounds, 80 feet

While the spell is active, you can make Alertness Skill Tests to notice things that are invisible or magically hidden. You might also notice secret doors and hidden items concealed by magic. You may also see the true nature of things, such as the

true form of a shapeshifted changeling.

NEW VIRTUOSO SPELLS

The most powerful spells, for the most powerful casters.

REVOLUTIONARY SHAPE-SHIFTING (ENCHANTMENT)

Your shape changing gets better.

↓3 Spellcasting, 1 Scene, 20 feet

When you change shape using this spell, you gain a deeper understanding of the creature you turn into but cannot cast it on others. You may change into another creature but not a specific individual. You gain full use of the creature's natural attacks and a ↑1 on all Skill Tests appropriate to the creature you turn into and may change to be one size larger or smaller than your current size.

THE CHANGELING CAMPAIGN

If one of the players or even all the players are interested in playing a changeling character, the next question is how do you fit them into the group? After all, the peaceful ponies of Equestria might not welcome an angry, duplicitous creature into their midst. But as has been proven time and again, friendship truly is magic. With the right effort and the right situation, any creature can become a new part of the group and add their own distinctive abilities to the team.

Changeling characters are not like pony characters, but that doesn't mean they all can't get along. If a changeling has metamorphosed, it's a lot easier. Metamorphosed changelings are much more like ponies in terms of attitude and abilities. You can almost think of them as shapeshifting pegasus ponies. Metamorphosed changelings are colorful, helpful and always ready to share love and friendship. But this doesn't mean you can't play a colony changeling, it just takes a bit more effort.

THE SINGLE CHANGELING

Adding a single changeling to a group hinges on the other players accepting them, as much as the other characters. A metamorphosed changeling is more friendly and helpful, but they are still not a pony themselves and may not feel comfortable away from other changelings. It's up to the group to make them feel welcome, no matter how different they are – that's the nature of friendship!

It's fine if not every character is happy about the new team member. A little party friction (between the characters, not the players) is often good for the story. But it shouldn't go on for too long before the changeling is accepted. In this case, each player should write down what they think it will take for their character to accept the new changeling. They might only tell the Game Master, who can then work opportunities into the adventure for the changeling to shine and prove themselves. It's also fine to share these with the changeling player and work together as a group to develop the story of how the changeling becomes a new friend.

The reasons can be quite ordinary, such as wanting them to prove they are loyal to the group, or that they will help defend everyone, or even that they are not greedy or evil. It might also rest on proving that the changeling has abilities and skills the others in the group lack. While shapeshifting is the most obvious example, they might also have a few ranks in an ordinary skill no one else has; this can prove useful in the adventure.

At the same time, the changeling character needs to make an effort to prove their friendship. There is nothing worse than the player declaring that *'this is my new character so you just have to like them, OK!'* Playing a non-pony brings difficulties for the group and the Game Master, so it's a bonus for the group to allow it. The changeling player needs to step up to the mark and help the group integrate the character. Otherwise it's quite reasonable for their characters to say *'we're off on an adventure, we'll see you later.'*

If every player is working towards bringing the changeling into the group, the character

themselves can be a little more difficult. While it's helpful for the changeling to regret their need to feed (if untransformed) and already looking to find friendship and love, it doesn't have to be the case.

For example, Pharynx would make a good changeling character. He is angry and resistant to transforming, even when he is the last one left. For all his anger, he still wants the best for those he cares about (not that he'd admit it). This sort of character can be an interesting foil for a group of ponies who may have a more idealized and naïve outlook on the potential threats in Equestria. A character like Pharynx might help them be more wary, and at the same time, learn to be more relaxed and trusting. This is the best kind of story, when everyone can learn and grow from the example of everyone else.

CHANGELING PCS IN DARK SKIES

The most obvious way to introduce a changeling player character to your group is in the Dark Skies campaign. We've specifically designed the first adventure to allow just that. The new character can take the place of Antennia, and instead of leaving to return to the hive at the end, they can remain with the player characters.

This does mean the new changeling character will not be able to join the players right at the start, but they can play secretly under the direction of the Game Master for the early scenes. If the changeling character's player can't make the first session of the game, this also allows them to join later.

If the new changeling character needs to be part of the group for the very beginning, they might arrive in Ponyville to warn the ponies about changeling activity. They saw a chance to escape the hive as the plot began and are ready to offer their help rooting out infiltrators in return for sanctuary.

A CHANGELING GROUP

If everyone wants to play a changeling, that's fine too! While you don't need to integrate the characters, you do need to integrate the story a little more. This means more work for the Game Master, but depending on the characters, it's not too tricky. Any character can play any adventure, but the reactions the characters get and how they respond to certain encounters may change, and the Game Master needs to be ready for that.

A group of changelings might do the same things as a group of ponies, but NPCs they meet might be less trusting or find them scary when they first meet. Where ponies might be open and direct with those they encounter, changelings are more likely to try sneaking around and coming at the problem sideways. However, there is no reason a group of any player characters won't act in all manner of interesting ways, so it's not really too different.

The other thing to remember with an all-changeling group is that each character needs a moment to shine. If everyone is a shapeshifting creature, what is different about them? Ensure each character focuses on different skills, and that not every problem is met with shapeshifting. This is not to say you can't use their unique abilities, of course. Each character comes into their own when there is a special thing everyone in the group can do, so a plan that needs everyone to shapeshift makes an interesting changeling plan, where it would be a disastrous pony plan.

CHANGELING ADVENTURE SEEDS

To finish off this section, we present a few adventure ideas to suit a group of all changelings or that has a changeling in the group. They can also be adapted to a group of pony characters, if the group has the right skills.

Reversal of Fortune: A metamorphosed changeling turns back into their previous form and sets out to feed on love. Is it possible the transformation is only temporary and other changelings might follow? Perhaps the changeling only took on the shape of a metamorphosed changeling as part of a long-term plan to sow doubt and confusion. If it's a plot or an

accident, can the player characters discover which and find a way to fix it?

Secret Spy: Ponies are acting strangely, not quite the way they should be, and everypony is getting a bit paranoid. Is there a changeling spy in their midst, and if so, why are they spying? There may actually be no spy at all. The cause of all the strange behavior could be something quite mundane, like a disease or something everypony ate that makes them feel dizzy and prone to mood swings. The player characters need to find out the cause and find an antidote. If there are any changeling characters in the group, suspicion quickly falls on them, even if they aren't to blame.

A New Queen: A metamorphosed changeling Queen appears and charms the metamorphosed changelings into following her. She is charismatic and personable and seems to have the interests of her people at heart. In fact, it is Queen Chrysalis in disguise! She gradually begins to convince her new subjects that they are on the wrong path, and subtly tries to turn them back to the 'old ways'. Can the player characters unmask the Queen, and what can they do to convince the changelings not to follow her?

Shifting Sickness: The changelings have become ill and need the player characters' help. They are having difficulty controlling their shape shifting abilities and keep changing into all manner of strange creatures all the time. It was funny to begin with, but it's only getting worse. To find a cure for the problem, the group needs the help of a renowned biologist, who is the only expert in this field. Unfortunately, they live as a hermit deep in the Everfree Forest, where they conduct their research. The player characters must brave all manner of dangers to find the biologist and convince them to help find a cure. Once a cure is known, it might take another adventure to put it into practice.

The Well of Love: A group of colony changelings arrive in Canterlot to ask for help. Near their hive is a strange well they can draw love from to feed themselves. Recently, a dangerous creature has taken over the area. The changelings are hungry and angry, but need help to defeat the creature. They warn the group that if they don't get control of the well back, they may have to find another source to feed on, such as Canterlot.





CHAPTER

3

LOST IN SHADOW

SEVERAL PONIES IN PONYVILLE START ACTING STRANGELY, GETTING UPSET WITH EACH OTHER AND MAKING SOME WILD ACCUSATIONS. BUT THOSE WHO ARE ACCUSED INSIST THEY ARE INNOCENT AS ARDENTLY AS THEIR ACCUSERS INSIST THAT THEY ARE GUILTY. IS THIS A CASE OF A JOKE GONE TOO FAR, OR IS THERE SOMETHING MORE MALICIOUS GOING ON?

Exploring this mystery brings the player characters into conflict with the changelings, and in particular, Antenniae, a young changeling separated from the rest of their hive. Starving and alone, they are trying to reconcile the internal turmoil of stealing love from others, while proving their worth to the rest of their hive.

Part 1: The Case of the Mistaken Identities—

Princess Celestia voices concern about the rising number of arguments in Equestria, and in Ponyville in particular. The player characters find themselves summoned before Princess Celestia because each has been accused of suspicious behavior. Unbeknownst to the Princess, a changeling has come to Ponyville and is causing trouble by feeding on the townsponties' friendship energy.

Part 2: Who's Who?—The player characters interview several ponies in town, including Mrs.

Doubleshoe and Rowan Bells. Along the way, they encounter Antenniae and learn there is a shapeshifter in Ponyville.

Part 3: The Old Mill—Exploring the Old Mill reveals Antenniae's hideout as they gather information to help them travel back to their hive.

Part 4: Operation Cheer Up—The ponies must calm down the irate townsponties! The fact that Rowan Bells is purposefully riling up the crowd makes this harder.

Part 5: Bon Voyage to Antenniae—With tempers soothed, the ponies can return all the lost items and see Antenniae off.

Part 6: Wrapping Up—After informing Princess Celestia about Antenniae, the ponies can finally relax.

A visitor has arrived in Ponyville, and they aren't like any other pony! A changeling named Antenniae has made a home on the outskirts of the town. Separated from the rest of their hive, the lone changeling is hungry and desperate to rejoin their friends. They've grown up learning how to feed on the emotions around them, but they never expected to be on their own in a strange place.

Since targeting several ponies in the town to feed from, Antenniae has discovered a conundrum: they have plenty of emotions to feed from, but for some reason, it feels wrong. Antenniae isn't sure they like causing discord among others, the way their siblings do back in the hive. But squabbles develop between the ponies of Ponyville, Antenniae fears it's only a matter of time before they are found out.

To make matters worse, Antenniae doesn't know how to get home and has been trying to find a clue among the possessions of the ponies. As they have done so each time in disguise as another pony, it has led to some angry accusations. Antenniae did their best to undo some of the trouble, but again did so in disguise, and that just led to more accusations and apparent strange behavior. Luckily, Antenniae is close to finding the right way home since discovering how accurate the maps drawn by Rowan Bells are, although they still need one more piece to complete the puzzle.

The player characters keep getting accused of starting fights or stealing from their neighbors, while actually it's Antenniae in disguise causing trouble. Realizing they need to find out the true reason to why the citizens of Ponyville are arguing amongst each other puts the player characters on a path to Antenniae, and a climactic showdown at the Old Mill!

ANTENNAE, THE LONE CHANGELING

Antenniae has recently left the main changeling hive and was part of a small scouting party when a storm separated them from their friends. Antenniae is alone for the first time in their life and has only recently learned to control their shapeshifting and emotion siphoning powers, though they are

ANTENNAE AND CERCUS

There might be more to Antenniae's changeling group than even they suspect. If the Game Master wants to foreshadow the events in Chapter 8: The Dark Queen, Antenniae might have actually been part of Cercus' infiltration team. They didn't just get separated, Cercus actually left Antenniae behind having noticed how they might be a liability to the mission due to their soft heart. What Antenniae doesn't know is that Cercus is already starting to infiltrate Ponyville, which is why so many bad things have been happening. It's not all been Antenniae's fault! So in later adventures, the player characters might catch a glimpse of more changelings at large in Ponyville, or at least that things are not quite right.

far from perfect. They could sense the powerful emotions coming from Ponyville and with hunger gnawing at them, they decided to stay there until they could find a way to return home.

Antenniae differs from other changelings in that they rarely enjoy feeding. Hive society taught Antenniae how to stealthily drain emotions from their victims, but this doesn't make Antenniae happy: in fact, the more distrust and anger they spread through Ponyville, the sadder Antenniae starts to feel! They have tried the numerous foods from across the town and love the wonderful cuisine that the ponies have come up with – maybe because it's all made with love. Sadly, this isn't enough to keep them sated. Until they can find a way to overcome their need to feed on emotions, Antenniae is doing their best to feed only when they absolutely have to. Unfortunately, this has led to the ponies in Ponyville becoming increasingly irritated and unpleasant to be around.

Antenniae is doing their best to impersonate ponies and question others about possible paths back to the hive, but is worried about being caught. For now, they have set up their own miniature hive in the Old Mill, and rarely venture out anymore except to feed. To make

matters worse for the young changeling, their curiosity got the best of them when they stole Mrs. Doubleshoe's prized necklace. The necklace reminded Antenniae of Queen Chrysalis and when they tried to return it, they saw Mrs. Doubleshoe arguing with Rowan Bells in the square. Unable to handle the harsh negativity, Antenniae returned to their hideout to plan a better way to return the necklace. Using the maps in their lair has been helpful and Antenniae hopes that they can set off soon, but their anxiety is prompting them to make sure they have every detail correct before setting out into the wild.

For Antenniae's statistics, use the **Drone Spy** stat block on p. 152 of the Appendix. Antenniae can potentially become a player character after this adventure (or during, with some collusion with the Game Master). If so, they should be created using the rules in chapter 2 at the same level as the other player characters.

PART 1: THE CASE OF THE MISTAKEN IDENTITIES

The player characters begin the adventure in Ponyville, but are swiftly brought to Canterlot Castle to explain their actions to Princess Celestia. After talking to Princess Celestia, she bows her head and allow the ponies to leave. They have a few options which they can pursue: talking to the townponies, talking to Rowan Bells, or talking to Mrs. Doubleshoe. Each one has their own difficulties and challenges, but each lends insight into what is really going on in Ponyville. Begin this part by reading aloud the boxed text below:

Ponyville is usually a happy and peaceful place. But over the last few days, a string of burglaries, a host of stolen snacks, many false accusations, and even downright rudeness has recently upset the usually quiet streets of Ponyville and placed its citizens at odds with each other.

Each of you have also suffered accusations from other ponies about things you know you haven't done. It has led to you standing in front of Princess Celestia to explain yourselves, even though you have no idea how you are going to!

Looking to each of you, Princess Celestia breathes deeply as the sunlight glitters on her mane. She centers herself before opening her eyes, and begins to speak.

"I am afraid we must discuss your behavior of late. Several of you have engaged in theft. Several of you have purposefully caused arguments between ponies, or taunted others and made them feel miserable. That surprises me, because while I do not know each of you well, I do not think any of you would be capable of doing this. And that is why I have brought you all here: I believe you are all innocent of the crimes to which you are accused."

The initial relief you might feel is short lived as her gaze gently falls on each of you.

"I'm afraid it is not enough for me to believe your innocence. While I'm sure none of you have committed these deeds, the real perpetrator must be brought to justice. Therefore I have decided that you are to be released to uncover who committed these crimes and prove you are not guilty of other's suspicions. I'm afraid I cannot provide you with any more help than what you can earn from the people of Ponyville, but I believe in each and every one of you. I know you will clear your names and help put to rest this malady afflicting the town! Good luck! As long as you do your best, you will get to the bottom of this and clear your names."

THE PLAYER CHARACTERS MAY HAVE SOME QUESTIONS FOR PRINCESS CELESTIA BEFORE THEY ARE DISMISSED. THE FOLLOWING OFFERS SOME POSSIBILITIES AND CELESTIA'S RESPONSE, BUT THE PLAYER CHARACTERS ARE FREE TO ASK ANYTHING:

Why are we doing this? Why not you or your guard?	"I have chosen you because I have foreseen a great destiny you all have to play."
Do you think you know who did it?	Princess Celestia dips her head solemnly, as if she wants to say more but is choosing her words carefully. "I have a suspicion. But until I get more evidence, I cannot say it as I do not want to cast blame onto the blameless. All I can say is, whomever is doing this likely has reasons more complex than they first appear."
Are there any clues that might help us?	"We have found some of the stolen items. Most of them were food related, and my guards found chewed up scraps of food around town. But most of the rest of the stolen objects appear to have been returned just as mysteriously, save for a pendant belonging to Mrs. Doubleshoe . If you talk to her, she might have some advice for you."
Is there anyone who might help us?	"I do not know if he will help, but you may want to talk to Rowan Bells . He's a retired pony from the town guard and has been the most adamant about finding who is behind all of this. Be careful, though; right now, his eyes are fixed on you."
Where should we start looking?	"I recommend talking to the ponies in town to see what they have to say. Some may be wary, but it is up to you to earn back their trust and get to the bottom of this mystery!"

PART 2: WHO'S WHO?

The player characters can now conduct their own investigation. There are several ways to discover who the mysterious culprit is. The most direct route is to talk to Rowan Bells, and Mrs. Doubleshoe, but the townponies also have important clues.

This part ends with the player characters discovering Antenniae is disguised as Mrs. Doubleshoe, in an attempt to steal more maps from Rowan Bells. Chasing Antenniae will lead the player characters to the Old Mill where Antenniae has their lair.

GRUMPY ENCOUNTERS

Virtually every pony the player characters encounter is upset over *something*, but few are able to articulate exactly what that something *is*. The ponies are not at the state of attacking each other (they're upset, but not monsters after all), but the tranquility of Ponyville has been torn asunder and it's only getting worse.

As the player characters explore Ponyville, they run into ponies upset with them (individually or as a group) or with each other. The Game Master can optionally use the following encounters

around Ponyville. They might be run in any order between meeting Rowan Bells and Mrs. Doubleshoe. These scenes offer the player characters an opportunity to be good citizens and help other ponies resolve disputes, but they are free to ignore them.

ENCOUNTER 1: ANGRY HOARSE HORSES

You see a small group of ponies arguing with each other, and their voices are growing louder and angrier as you listen in. It's hard to hear the specifics over the din of the crowd, but you think you can make out a few things:

"You bumped into me!"

"It was an accident!"

"Well, your accident was on purpose!"

"NO, it WASN'T! That's what 'an accident' means!"

"A LIKELY STORY! You meant to bump into me, I know it!"

As tempers flare, you realize someone should intervene before more than feelings are hurt.

If the player characters make a **DIF 18 Alertness Skill Test** they notice the ponies in the argument are much more upset than they should be for such a disagreement. A success grants them $\uparrow 1$ on any attempts to mediate the dispute. The players can attempt to calm things down with a **DIF 12 Persuasion Skill Test**. This calms the ponies enough to part company, grumbling as they leave. Failure will cause the player characters 1 Stress as the ponies turn on them until they leave.

ENCOUNTER 2: HUFFIN' SHOVING PUFFS

A small group of foals are stomping about nearby, their eyes wet with tears and their voices raised to the top of their lungs. The foals keep pointing at each other and screaming while one of their number, a young grey pony with a brown braid, looks up at a nearby tree where several balloons are caught in its branches.

"It's your fault she dropped her balloons!"

"No, it's YOUR fault! You weren't paying attention!"

The ponies stop their arguing when the youngest one starts crying, head lowering to the ground as she is unable to control herself any longer.

"I'm sorry I let go of the balloons! Please stop arguing. Please, it's my birthday."

The young foals try to constrain themselves, but soon begin arguing again.

The foals are arguing over the balloons located up in the trees. The balloons are not just entangled in the branches, but several are dangerously close to getting popped. Retrieving the balloons from the tree calms down the foals, although their emotions are heightened due to Antenniae recently feeding on their emotions.

- Ponies that try to untangle the balloons from the branches will need to succeed at a **DIF 15 Athletics Skill Test** to remove them safely. There are three balloons, and a separate test is needed for each one. If they are all removed and returned

to the foals the player characters gain Edge on any tests with them. Each time they fail they suffer a point of Stress.

- Calming the foals down takes a **DIF 12 Persuasion Skill Test**.
- If the players possess any of Mrs. Doubleshoe's honey or desserts, they can give one of them to the foals to help calm them down (gaining Edge on any such test).

If the player characters cannot calm the foals their parents will appear and tell them both to come home for dinner, with or without balloons.

ENCOUNTER 3: MY PATCH

Rounding a corner into the town square, you are met with even more arguments! Two local stallholders are standing by their carts in a heated debate.

"This is my patch!" shouts one of them.

"How dare you, I've been trading here for more than 10 years!" replies the other.

"He has, you know!" starts up another pony in the gathering crowd, to mumbled agreements and disagreement.

A pair of merchants are arguing in the square over who has the right to sell their goods there. These merchants are **Klingle** and **Broadsides**. A successful **DIF 10 Culture Skill Test** will allow the player characters to remember they are known to be best friends who often trade side by side. But right now, they appear completely inconsolable with anger. Getting the two merchants to calm down is essential for keeping the square calm, as several nearby ponies have started taking sides.

The merchants are motivated by wealth more than anything else. To calm them down, the players must succeed at a **DIF 12 Persuasion Skill Test** to convince them they are driving customers away with their arguing.

If the ponies offer them some form of compensation to make up for their financial losses, they can make this test with Edge.

MEETING MRS. DOUBLESHOE

If the player characters decide to visit is **Mrs. Doubleshoe**, she is easy to find. She is a kindly baker and beekeeper who lives at her bakery in the town. Her home has a large garden where she keeps her beehives. A **DIF 10 Culture (Ponyville) Skill Test** lets the player characters know Mrs. Doubleshoe is well regarded for her honey and her baked goods, and her honey sticks are a delight for the young ponies in town.

Before Mrs. Doubleshoe's home is even visible, you can hear the buzzing of bees flitting through the air. Her home has several hives in the backyard, which she takes care of diligently. Even at her age, she still gets up every day to check on her favorite busy friends and gather their honey for her cooking. The bees love Mrs. Doubleshoe, and both are perfectly at ease around each other. She is so diligent in checking on her hives, she doesn't notice you until you are practically at her garden gate.

"Oh hello!" She exaggerates her greeting as she gives you a formal bow. "So good to have visitors! My pies are still cooling, so you'll have to wait a bit longer before I can give you some. That is, unless you've found my necklace?"

Mrs. Doubleshoe is a sweet, kind elderly pony who feels more at ease with her bees than around other ponies. There are even rumors she has a small hive of bees in her elegantly quaffed hairdo of graying blonde hair! While this isn't true, a few bees are known to tag along in her hair from time to time. One of her defining attributes is the golden bee necklace her sister gave her years ago, though she is not wearing it now. Her name comes from her Cutie Mark, which shows a pair of interlinked horseshoes with a bee flying above them. Mrs. Doubleshoe is a polite and gracious host, though she tends to talk very fast when talking to the player characters. She offers them tea and scones with honey as she sits down to talk.

If you need statistics for Mrs. Doubleshoe, use the Townspony profile on p. 161. However, as

she is getting on in years she suffers Snag on all Strength Skill Tests.

If the player characters interview Mrs. Doubleshoe, they might ask the following questions:

Can you tell us something about yourself?

"Well, my dears, I'm Mrs. Doubleshoe. Please, please, have another scone, and I have some freshly made honey sticks, if you would like! They are fresh from my best friends' house."

Have you noticed anything strange going on?

"In Ponyville or just in general? Because the answer is yes and yes! Ponies these days seem riled up over something, but no one can figure out why. It's frustrating watching perfectly normal ponies acting so rude to each other. Why, I saw one of the local schoolteachers start shouting at the parents of their students recently! Just quite rude, I'd say."

Did you notice anything else?

"No, I can't say I have. Well, that's not true. I mean, a few days ago my favorite necklace vanished! I miss it dearly. It was a gift from my sister, and I will confess it's not worth very much, except to me!"

What do you know about Rowan Bells?

"He's alright, I suppose. Terribly serious, that one. I've not seen him for a few days, as we got into a silly argument the last time we talked. He is never happier than when working on his maps, but he also enjoys being stern and bossy, but that's just because he used to be a town guard. I don't really associate with him much, to be honest, but he enjoys buying fresh honey for his tea."

Mrs. Doubleshoe doesn't have any other information for the player characters, though she serves them an endless number of desserts before they leave. While she doesn't have much, but she does offer some of her special honey as a present if the player characters can return her necklace.

Note that if the player characters visit her after meeting Rowan, she has no recollection of visiting him yesterday, and doesn't intend to until he apologizes for his behavior when they argued.

In addition to asking Mrs. Doubleshoe questions, the player characters might want to search her house. Doing so is a rather odd and somewhat rude request,

but getting caught doing so without permission is even ruder. There are no clues to be found in the house, except that her necklace is indeed gone.

Once the player character characters have learnt all they can here, they should visit Rowan Bells. If they already have the Game Master should move to 'Mrs. Doubleshoe times two'

ROWAN BELLS' CARTOGRAPHY CART

Rowan Bells is not hard to find. His home has a large cart next to it flying a banner of a map of Equestria. Rowan is conducting routine repairs to his cart when he sees the group arriving.

Rowan's abode is visible from a distance due to his large cartographer's cart and banner. This cart, covered in bottles and rolls of maps of various places around Equestria, is Rowan's pride and joy. This is evident from the care he has poured into fixing it up for a long trip. Rowan himself is a tall pony, with a graying mane of blonde hair and a thick pair of glasses on his snout. Rowan's Cutie Mark, a globe, reveals his passion as you approach: he is one of Ponyville's best cartographers. His reputation as a cantankerous pony is well known, and based on the expression on his face, it's clear he is already wary of you.

Putting down his screwdriver, Rowan adjusts his vest while never taking an eye off of you. "So! You are the group of malcontents driving everyone batty in our town. I'm glad you came to me: I had half a mind to come and visit you."

Rowan is a Unicorn whose reputation as a hardnosed champion of the law precedes him. He retired a few years ago from being a respected sergeant in the town guard. He has numerous citations for bravery (in getting kittens out of trees) and in gallantry in the face of danger (he very sternly ordered those Diamond Dogs to stay away from town and well, they did) and he is doing his best to enjoy retirement. It gives him time for his favorite hobby: cartography! Rowan is very good at drawing accurate maps

and spends weeks exploring Equestria. He has made some of the best drawn maps in Equestria (including his banner), and any conversation with him will show he is also fiercely protective of his reputation as a cartographer.

Rowan is not especially happy with the player characters, given their current reputation. Getting him to talk to them requires at least one player character to succeed at a **DIF 10 Persuasion Skill Test**. But if they have repaired their reputation a little by solving some problems in the town (such as the Grumpy Encounters above) they can make this test with Edge.

Can you tell us about yourself?

"My name is Rowan Bells. I am Ponyville's pre-eminent cartographer and illuminator and town guard, retired. I have maps so accurate, the only way you'll get lost is if you don't know how to read it!"

Have you heard about the problems in town?

"I have, I have. It's a shame when hard times come to Ponyville. Back in my day, everyone knew how to get along. But now it seems like everyone's got a complaint. And listen to me, complaining about that! I mean, with everything I have to worry about, now I have to watch out for thieves and bullies roaming the streets. Terrible, just terrible."

Thieves?

"Yes, thieves! Why, I'll have you know I've had a few of my precious maps go missing! Mrs. Doubleshoe came by yesterday wearing that beautiful necklace of hers and after she left, I noticed several maps were missing from my desk! I don't think she was responsible, but it's clear someone must have snuck in while I was escorting her to the door. Sadly, the town guard says they haven't seen my maps. Probably lost now, or worse, used as kindling for someone's fire!"

What do you know about Mrs. Doubleshoe?

"She's as fine a pony as you'll ever meet. Usually keeps to her house and garden, but it was a rare treat for her to visit me! We had a silly argument a few days ago, but that's clearly forgiven and forgotten, as she never even mentioned it. Normally she's a homebody, so seeing her at my

front door was nice. I heard from someone that her necklace went missing, but I'm sure she was wearing it when she visited me only yesterday."

Do you have any leads?

"Well, I heard you were all responsible." Rowan glares at all of you inquisitively. "I'll be frank, I've heard that a lot of ponies these days are not to be trusted. I bet you're responsible for that business up at the Old Mill."

Old Mill?

"Yes, the Old Mill! Been closed for years since they built that more efficient one at Appaloosa Springs but I swear I saw a light inside the other day! I went to investigate but didn't find anything."

The player characters should notice that Rowan's story about Mrs. Doubleshoe doesn't add up with what she said, as her necklace went missing before she supposedly visited Rowan, but both descriptions of the necklace are identical. Neither of them knows it was Antenniae who visited Rowan disguised as Mrs. Doubleshoe, wearing her stolen necklace. Antenniae stole the maps while Rowan dozed off after some tea (not that he is likely to admit ever doing so).

After talking, Rowan informs the player characters he has not ruled them out as suspects, and he'll be keeping an eye on them. From here the player characters should talk to Mrs. Doubleshoe if they have not already done so. In which case the Game Master should move on to Mrs. Doubleshoe Times Two.

MRS. DOUBLESHOE TIMES TWO

As the player characters finish talking to Rowan Bells, Mrs. Doubleshoe seems to arrive to visit. But it is actually Antenniae in disguise. The maps they stole before are not quite what they are after, and they've returned to find more detail. They hadn't reckoned on the player characters, though!

From the distance, a pony comes galloping up towards you. Slowing to a stop, Mrs. Doubleshoe takes only a moment to adjust the fancy hat atop her head and straighten her golden bee necklace before smiling at all of you.

"Hello!" She smiles widely. "Could I just check out a map that you have, Rowan? I just need to look at it for a second, and then I'll be on my way."

Rowan cocks an eyebrow as he looks at her. "I thought you got enough of a look only yesterday?"

Mrs. Doubleshoe smiles and holds out her hooves in a shrug. "Oh, you know ponies of my age. Sometimes we get a bit forgetful. If you let me search the map again, it will help me with my research. You know, trying to find new places to harvest honey from and all that."

Rowan grumbles before leading her into his house to find the maps she seeks.



This is not Mrs. Doubleshoe, but rather Antenniae in disguise! Antenniae thinks they've found the right maps to lead them to their hive but lost their notebook somewhere in town. This notebook can be discovered in the Mane Square when the group speaks with the citizens of Ponyville in **Part 4: Operation, Cheer Up!** Desperate to return home, Antenniae only needs to make a few drawings from one of Rowan's maps before they can leave.

The player characters have a few ways to discover Mrs. Doubleshoe's true identity:

- If the players succeed at a **DIF 10 Alertness (Perception) Skill Test**, they notice Mrs. Doubleshoe is strangely frantic and full of energy.
- If the ponies encountered her earlier and learned about her missing necklace, they notice it is back. If they did not visit her and this is their first-time encountering Mrs. Doubleshoe, they can make a **DIF 15 Alertness (Investigation) Skill Test**, to remember Princess Celestia mentioned Mrs. Doubleshoe was missing her necklace.
- If the ponies try to see through Mrs. Doubleshoe's deceptions, they can attempt a **DIF 15 Deception Skill Test** to determine she's lying about her intentions.

Antenniae does their best to keep the deception going, but if cornered, they reveal their true form and try to escape with the map.

Mrs. Doubleshoe stomps her feet nervously. She starts to sweat as she looks at each pony around her. As her gaze shifts from pony to pony, her features change and distort, taking on aspects of each pony until her disguise slips completely and reveals a strange figure standing before you!

Their fur hide gives way to a carapace of shiny black chitin, and their limbs develop thin plates of armor. Their eyes shift to a silvery green color as two long antennae emerge from the top of their head. As a pair of sharp fangs erupt from the sides of their mouth, the strange being clearly possesses aspects of both an insect and a pony. A pair of insect wings unfold from their back as they slowly start to back away.

"Please, you don't understand!" The stranger shifts on their talons. "If you get out of my way, you never have to see me again."

Before you can respond, Rowan lets out a sharp cry and raises a nearby flyswatter with his Unicorn magic. "Have at you, foul creature!" Rowan furiously swats the figure about their head, leading to...nothing, really. The figure raises an eyebrow at the furious assault by wooden flyswatter, before picking up the map in their mouth.

"Mmph mmph, phh mmph mmph," says the figure before they take flight out a nearby open window.

"My map! MY PRECIOUS MAP!" Rowan bolts for the door, shouting at the top of his lungs. "HELP ME! A monster stole my map! Help me!"

Ponies pursuing Antenniae need to make a **DIF 12 Survival (or Acrobatics if flying) Skill Test** to see which direction they fled. Their path leads north of Ponyville, towards the Old Mill. If they give chase in the air, Antenniae lands in a crowd of ponies and shapeshifts into a pony to blend in and sneak away. It's almost impossible to track them directly once they are in the crowd. But a **DIF 12 Alertness Skill Test** will notice a lone pony (a disguised Antenniae) running away north towards the Old Mill. They will be too far ahead for the player characters to catch them. But if they do something especially clever and catch Antenniae, they will lead the player character to their lair and explain themselves as in Antenniae's Antechamber.

The ponies have several options at this point:

- They can attempt to tell the people of Ponyville what they saw, but their fellow citizens are too caught up in their arguments to be of much help, especially because Rowan Bells has started working the crowd into a frenzy! Several town guards try to impose order on the town, but ponies just keep arguing among themselves. Rowan loudly claims he always suspected their town had been infiltrated by a monster, and insists they have to act quickly to save Ponyville. If the player characters still don't take the hint, many townponies mention seeing

something odd going on at the Old Mill, but were too busy/scared/lazy to investigate.

- The ponies can choose to head straight to the Old Mill, which leads them to Part 3. It doesn't matter how much time has elapsed before the ponies arrive: Antenniae uses any extra time to get their things together before they leave.

LEARNING ABOUT THE CHANGELINGS

This may be the first time the player characters have ever encountered changelings, and not much is known about them at this point in Equestrian history. A player can attempt a **DIF 20 Culture (Changelings) Skill Test** to see what they know, but they aren't able to gather much information about them without further research.

Succeeding at the Skill Test reveals there are certain creatures in Equestria who possess shapeshifting powers and are insect-like, but doesn't provide them with more pertinent details, such as who Queen Chrysalis is. These creatures are known to feed on emotions, but how they do so is not exactly clear. As the player characters encounter more changelings, they learn more as the campaign progresses.

PART 3: THE OLD MILL

The player characters should end up at the Old Mill either by following Antenniae or by following up on clues from Rowan Bells, Mrs. Doubleshoe. They might also notice strange lights at the mill if they go past it during the night. This will lead them into an encounter with both the citizens of Ponyville and Antenniae herself. The Old Mill is unstable and if the player characters enter it they may find themselves trapped in the caverns beneath it, where they have to contend with the Weasvels and Antenniae themselves.

The Old Mill was once a grand sight, but is now a decrepit silhouette against the horizon. The windmill has clearly fallen into disrepair, one of its sails broken off and lying in a tattered heap nearby. Old barrels and busted crates are scattered around the base of the old stone structure and the front door, once barred, is now ajar. A faint light can be seen from within.

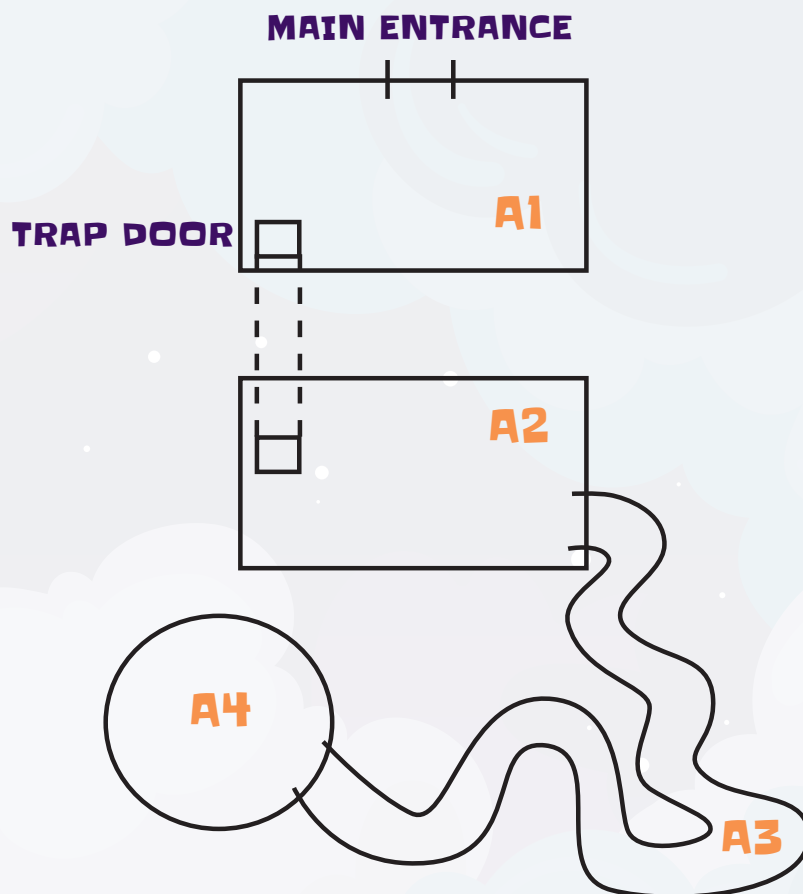
Before entering the building, the player characters can attempt to gather some information that might help them. A **DIF 12 Survival Skill Test** allows them to realize old buildings may have attracted pests to feed on the old grain within. Success grants them $\uparrow 1$ on attempts to spot a Weasvel or an attack by them. A successful **DIF 14 Alertness (Perception) Skill Test** reveals the front door looks like it was pried open recently, as the freshly splintered wood on the door was only broken within the past week.

A1. THE MAIN ROOM

The main room of the mill is old and falling apart. The smell of mildew and rotten grain fills the air, and virtually anything of value was removed from the Old Mill and transferred to the new one. The building creaks and shakes with the wind, and feels deeply foreboding as you enter.

The player characters may want to search the room for any important clues. A **DIF 12 Alertness (Investigation) Skill Test** reveals someone has been in the room recently, though their footprints clearly don't belong to a pony. A **DIF 12 Alertness (Perception) Skill Test** reveals several heavy crates are stacked on one side of the floor, as if purposefully covering something up. The crates are too heavy to move unless the ponies attempt a **DIF 12 Might Skill Test** to use a nearby piece of wood to tilt the crates over.

Moving the crates out of the way reveals a trapdoor. Unfortunately, it also attracts **three weasvels** (see Appendix p. 166) out of the corners of the room! Frightened by the ponies, the weasvels attack, but as soon as one of them is injured, they all run away.



A2. THE STORAGE ROOM

Underneath the main floor of the mill is a storage area once used for bags of flour and other tools when the mill was operational. It's clear someone has taken up residence here.

The room is dark and smells mustier than the area above you. Based on the broken boxes stacked against the wall and old bags of flour scattered across the floor, someone has definitely been through here recently. Weasvel tracks skitter off towards the corners of the room, while strange hoofmarks were left in the dust.

Leading out of the room you see a small path descends into the earth, and in the distance is a small glow. Unfortunately, a box in the corner of the room appears to be moving...

The players can attempt to explore the boxes in this room, where they find an old hammer, some unused flour bags, and enough moldy wood to

create a bonfire, but what truly stands out is the strange box at the far end of the room. It looks as if it had fallen over and another box came to rest on top of it, keeping it firmly planted on the ground. The box wiggles back and forth and if the player characters tap on it, they hear an anguished cry within.

A **DIF 10 Alertness (Perception) Skill Test** reveals the cry is similar to the weasvels encountered previously in the Main Room. It's up to the player characters to determine what they do next.

Freeing the weasvel takes a **DIF 12 Brawn Skill Test** to lift the box. Once it's out of the way, the inhabitant, a weasvel called **Nosey**, curls up into a ball and fearfully shivers.

Nosey is a wild animal, but has befriended Antenniae. Though small, Nosey can prove useful later in the adventure as a possible way to befriend the changeling, but Nosey is not too trusting. She accidentally became trapped in the box and is skittish in the light.

The players have several options for what to do next:

- The players can attempt a **DIF 15 Animal Handling Skill Test** to coax the weasvel to trust them, with Snag if the player characters have a bright light source nearby. The players only have one chance to convince the Nosey they are friendly before she tries to run.
- The player characters can attempt to bribe Nosey with food. Nosey has never tasted Mrs. Doubleshoe's honey (or any Ponyville baked goods) before, and instantly devours anything she's offered, her little maw covered with honey as she appears to beg for more.
- They can ignore Nosey, who makes a run for it the moment the player characters turn their backs. Nosey knows how to navigate the holes in the cavern walls and is impossible to retrieve, short of attempting to set a trap for her.
- Any displays of force cause Nosey to roll over and play dead. She's ferocious when she needs to be, but for now, Nosey does anything to avoid conflict.

A3. THE WINDING TUNNEL

The dark path from the storeroom leads into a winding tunnel dank with moss and earth. Without a light source, it is hard to see anything and the occasional sound of animal chattering and scratching is ominous, indeed!

The caverns beneath the mill have grown quite extensive over the years from the soil shifting and the weasvels and moles making their home beneath the earth. The ground is unsteady due to the moss and stones littering its surface, and the air is dry and dusty. The tunnel is short, and leads straight to Antenniae's antechamber, but it is inhabited by a group of hungry weasvels.

The weasvels don't tolerate any intrusions into their home lightly. A group of **four weasvels** attack the ponies from all sides as soon as they enter the tunnel. These weasvels are in their



element in the darkness, only suffering penalties if a bright or powerful light source is nearby. Any damage taken by a weasvel drives it away; once half of them have fled, the rest follow suit. The weasvels can be bribed with food, causing them to disappear back into the cavern wall. For their profile, see Appendix, p. 166

A4. ANTENNAE'S ANTECHAMBER

The tunnel ends in a room lit with candlelight, the source of the glow you saw upon entering the tunnel. A series of candles line the small room, where it is clear that someone has set up camp. Scattered on the floor are piles of clothing and assorted knickknacks, with a small safe sitting in one corner. A cursory glance at the clothing reveals some of it is new and must have come from the merchants in Ponyville.

What stands out the most is a table to one side, covered in maps. Some of them look like they were recently drawn, while a few look to be quite older and most bare the initials R.B.

The player characters have a chance to explore the room before encountering Antennae, who is hiding in one of the clothes piles on the floor. They are suspicious of the player characters and only break their cover if the player characters take any of the maps. They hope that the group just looks around and leave.

A **DIF 10 Alertness (Investigation) Skill Test** reveals a single occupant has been using this room. It's clear they were using the clothes to help with various disguises. Investigating the clothes forces Antennae to leap out and reveal themselves.

The maps are on a wooden table, and while it is clear that someone has been attempting to plot a journey away from Ponyville, their destination is not obvious. Player characters who use a **DIF 10 Culture (Equestria) Skill Test** or a **DIF 15 Survival Skill Test** realize the path being charted leads from Ponyville and into territory ponies

are often told to stay away from. Why this area is considered dangerous is unknown to the ponies, but Princess Celestia knows this is a possible location of the changeling hive.

The safe is locked tight, and the key is missing. A **DIF 12 Infiltration (Burglary) Skill Test** lets the players open it, revealing Mrs. Doubleshoe's missing necklace, as well as the rest of Rowan Bell's missing maps. Opening this safe is another way to cause Antennae to reveal themselves. While Antennae would prefer to stay hidden until the group leaves, they are so close to finding a way back to their hive that they cannot risk someone stealing their maps.

As you start to gather clues to who is in this room, a figure bursts forth from a nearby pile of clothing. They look similar to a pony, but their skin is shiny like a beetle and segmented along their limbs and back. Their insect-like eyes glow with a soft green light. Two large horn-like antennae protrude from the top of their head as they take up a defensive posture.

"No! Stay away from my maps!"

Antennae attacks the group with the assistance of the more weasvels they have befriended. There is one weasvel per player character. Antennae lashes out wildly at their opponents but is not cruel. They don't attack a pony who has been knocked out in combat, and don't pursue any ponies who retreat. Any weasvels who suffer Health damage run away.

There are multiple ways to resolve this scene, but there is only one immediate way to resolve it without combat: using Nosey. Antennae is fiercely protective of Nosey and does anything to rescue their friend. Turning over Nosey to Antennae touches their heart, and makes the changeling realize they may have misjudged the situation.

If the players do not have Nosey with them, they can attempt to talk down the distressed changeling. With Antennae on the defensive, as the player characters must attempt a **DIF 18 Diplomacy Skill Test**.

If Antenniae is injured and the weasvls are defeated or fled, they surrender to the player characters. Antenniae will be shaken and nervous, but answers the groups' questions. If the player characters are defeated by Antenniae and the weasvls, they get tied up and interrogated to find out what they know. This gives them an opportunity to talk to Antenniae, albeit from a less confident position.

Who are you?

"My name is Antenniae! I'm not from here. I mean, you probably figured that out, but well, yeah. I'm from a place far, far from here. I don't know if I'm supposed to reveal where that is, but I assure you it's not for any bad reason! I just, well, I don't know, I'm just-"

Why are you nervous?

"Because I'm not used to any of this! I was traveling with a group of others from my hive on a mission from my Queen to explore the areas around our home. We changelings are not trusted very much given what we need for food, so we have to be careful and secretive, but I don't enjoy it."

What do changelings eat?

"My people use emotions as food. I'm really good at just taking just a little here and there! Unfortunately, I've had to feed for too long from the people in town. I sit there and their worst natures just tend to pop out. My Queen says I just need more practice with my ability, but I'm not sure I want to get better at taking more from others."

Where are you going?

"Back home! I miss my friends. I think I've figured out which path to take. I was just about to leave."

Why did you steal from the people of Ponyville?

"I didn't mean to, but I was posing with the necklace in front of a mirror and then Mrs. Doubleshoe came home, and I was still wearing it when I ran away. And the maps! Oh, I tried to be nice to that mean Rowan Bells, but he was just so full of himself! He wouldn't let me look at the maps I needed to so I had to steal them. I planned on returning them, but honestly I thought about keeping them just to pay him back for his rudeness."



What's the deal with the weasel?

"That's Nosey! Nosey help me stay calm. She's super cuddly and affectionate and she's a great friend. I would take her back to my home, but I worry she wouldn't have much fun there. If you can take care of her, that would be great, but if not then Nosey will just have to get used to life with my family!"

Antenniae is anxious, but friendly once the ponies get to know them. Antenniae feels awful about causing the town to become upset with each other. If the player characters agree to help them explain, Antenniae returns with them to Ponyville and try to put things right.

PART 4: OPERATION CHEER UP!

Returning to Ponyville reveals that much has changed since the player characters left. Antenniae's feeding has caused the town to boil over and ponies are constantly shouting at each other or slamming the doors to their stores so loudly that birds take flight. Townponies aren't getting violent with each other, but they start to lose their patience and no longer hold back all of the mean or petty things they've wanted to say to each other over the years.

Dozens of ponies are gathering together in the Mane Square. Soon the sounds of voices raised in argument fills the air! It isn't even clear what anyone is arguing about, and some ponies even change sides seemingly at random. One pony accuses another of stealing their clothes, while that same pony is accused of eating the bushel of sweet popcorn they'd prepared for an afternoon snack!

Antenniae looks confused and unsettled. "I'm so sorry! I did not mean for this to happen! We have to fix this!"

With a glow in their eyes, Antenniae looks out on the crowd of ponies. "I can give back some of the energy I fed on, but I'll have to do it slowly and get in the middle of them, or I'll need to feed again. Please can you help to keep them calm?"

Antenniae changes their form, looking like an ordinary Earth Pony, and together you begin to make your way into the middle of the increasingly restless crowd.

The ponies must calm everyone down and get Antenniae into the middle of the square. Rowan stands on the back of a cart, riling up the crowd while other ponies keep shouting at each other. They are all demanding that 'someone needs to do something about all this,' but are very unclear on who should do something and what they should do!

Sneaking into the middle of the group requires a **DIF 12 Infiltration Skill Test**. A failure means someone takes exception to one of the player characters or the 'new' pony they are with (Antenniae). Each pony Antenniae brushes past calms down a little, but it is slow going, and everything might boil over at any moment. Antenniae won't release all their energy in one go, as they are frightened they can't control it and might hurt someone.

Interacting with the crowd is similar to the encounters in Part 2, but to a greater extreme. The crowd is even more upset, and Rowan is a thorn that continually undoes their efforts. There are five groups to calm down, including the foals and the pair of merchants from earlier, if the group was unable to help them before they visited the mill.

The player characters need to make **DIF 15 Persuasion Skill Tests** to try to calm down each of the groups. This is no easy task! The shouting and screaming make the mobs incredibly draining to be around. Each time the player characters fail, they suffer Stress to their Social Essence score. They need to succeed on at least three tests to give Antenniae the time they need.

After dealing with the angry mobs, the player characters must deal with one final threat: Rowan Bells himself. This pony is angry and refuses to

back down. He wants Antenniae turned over to him immediately, along with all his lost property.

The best way to talk Rowan down is to not only return his maps, but to stand up to his bullying. Rowan is used to getting his way, so any pony who shows they aren't going to be bossed around breaks through his hold on the crowd. Rowan can be convinced to step down from the cart by successfully making a **DIF 15 Intimidation Skill Test** to make the obstinate former guard realize he's letting the power go to his head. The test is DIF 10 if the player characters can sneak Antenniae close with a **DIF 10 Infiltration Skill Test**, where they return some energy to him secretly.

The player characters now have the opportunity to return all of the stolen items. Each recipient is glad to have their items back, and Antenniae privately thanks the players for helping them return everything.

ANTENNAE TRANSFORMS

If the player characters know about changelings, they can try to convince Antenniae to release all their energy, causing them to transform into a metamorphosed changeling. They are frightened of the prospect, especially as it means they can never go home again. If they're convinced, the burst of energy restores Ponyville in mere moments.

If one of the players wants to play a changeling (or a new player joins the group) they might take over playing Antenniae as their character in the next adventures, transformed or not.

CONCLUSION

The player characters have the chance to say goodbye to Antenniae, as they are ready to return to their hive (if they have not transformed). They are grateful for the group's assistance, and if the ponies offer to give Nosey a good home, they leave her in their care.



Antenniae thanks them for all their efforts, but fearful of reprisals from Ponyville, refuse to share the location of the hive.

The changeling looks to the side nervously, their hooves rubbing against each other. "I assure you, it's nothing against you! I just would feel awful if I betrayed my people. I'm sure my Queen is waiting for me, and I've been away for too long. But thank you for all your help, I won't forget you."

If the player characters return to Princess Celestia, she nods her head solemnly as she takes in their report. She thanks them for their efforts and for avoiding any further calamity in the town. Princess Celestia knows quite a bit about the changelings, but for now, chooses to keep the information to herself: she does not want to worry the citizens of Equestria with the threat of the changelings until she knows the score. She is privately consoled by the realization that there is at least one changeling, and possibly more, who wants to help others and not just feed off their emotions.

REWARDS

Solving the mystery helps everyone in Ponyville calm down and relax. Gradually everything returns to normal. The player characters may have gained Nosey as a new pet, and upon returning Mrs. Doubleshoe's necklace, she gives them enough honey for three uses between them. The Game Master may also allow the player characters to gain Antenniae as a new contact. The Calm Hearted perk can be selected when a pony proves they can put their own feelings aside to focus on the needs of another. The player characters do not gain a level yet, but they are halfway there.

MRS. DOUBLESHOE'S PRIZE HONEY

This honey comes from hives Mrs. Doubleshoe has been tending for over 10 years. The bees in this hive use the love and care she shows them to generate a honey which, when consumed, heals up to 3 points of Health. It also can spruce up any dish it is added to, allowing the chef to gain $\uparrow 2$ when attempting to create a memorable and tasty food!

Mrs. Doubleshoe gives the player character ponies enough honey for three uses, total.

NEW GENERAL PERK: CALM HEARTED

You have learned to stay calm and take a breath before speaking in anger. Once per session, you may roll with Edge on any single Social test relating to keeping their emotions in check (or helping an ally to do so).

NEW CONTACT: ANTENNAE

As the hive is very strict, Antenniae can only be summoned when near the hive, and then only for a scene. They arrive with 2 Allegiance points.

Contact Perks:

Explorer (1 Allegiance): Antenniae knows the area well and can grant the same bonus as Lend Assistance to any attempt to find a way through the area or avoid getting lost.

Cause Chaos (2 Allegiance): Using their shifting abilities, Antenniae can sow discord and confusion among threats. Anyone attacking the player characters suffers Snag on their attack for that round.

Restore Energy (2 Allegiance): Antenniae can restore some energy to reduce Stress, removing 1 Stress from a player character for each use of this perk.



CHAPTER

4

DAY BECOMES NIGHT

WHILE THE PLAYER CHARACTERS HAVE REVEALED THE ACCIDENTAL MISCHIEF-MAKING OF A LOST CHANGELING AND RESTORED TRUST BETWEEN FRIENDS, A DEEPER, MORE PROFOUND PROBLEM ARISES IN EQUESTRIA. WELL, TECHNICALLY, IT DOESN'T ARISE AT ALL, AND THAT'S THE PROBLEM! ONE MORNING, THE SUN ITSELF DOESN'T RISE, AND THE WHOLE OF EQUESTRIA IS LEFT IN DARKNESS. PANIC SPREADS QUICKLY THROUGH THE QUAIN TOWN OF PONYVILLE.

The player characters must help the ponies of Ponyville, including a local inventor believes his broken sun-tracking gizmo might be the source of the problem. Spoiler alert: It's not, but the ponies don't have any reason to suspect otherwise. When they fix the gizmo, they discover it acts like a compass leading them to the real problem—a portal created by changeling Queen Chrysalis!

The Queen has grown greedy, sucking so much love, magic, and light from Equestria, the sun appears to have failed to rise. This, and the drain on love and friendship is also making the ponies of the town anxious and angry. The player characters must find a way to shut the portal down to restore the sun to its rightful rise.

Part 1: Panic in the Dark—The player characters awake or arrive to find mayhem as ponies try (and fail) to complete daily rituals such as going to the

marketplace or school. As the group helps the panicked ponies, they learn of a local inventor named Widget who the townponies blame. Upset with the inventor, the Ponyville ponies form a mob and head to his house on the outskirts of the Everfree Forest.

Part 2: The Curse of the Widget—After following the pony mob to Widget's home, the crowd shouts and yells for him to fix the sun. But Widget has locked himself in his house and won't talk to anyone. The player characters must calm the mob, get into Widget's house, and find a way to earn his trust, at which point he tells them the story of his father's gizmo and admit that it's broken.

Part 3: The Guiding Gizmo—After Widget explains how he broke his father's sun-tracking gizmo, the player characters must help him repair

it. In this part, the player characters have two nearly impossible tasks: repair the gizmo and recharge a sunstone battery. It takes teamwork, love, friendship, and magic to restore the sun-tracking gizmo.

Part 4: The Perfect Hideout—Using Widget’s gizmo, they travel deep into the Ghastly Gorge and find a magical portal siphoning away the love and light of Equestria. The player characters must defeat the changelings guarding the portal and figure out how to shut it down.

Chapter 3: Day Becomes Night complicates the changeling issues from **Chapter 2: Lost in Shadow**, but doesn’t rely on players completing it. Players can jump into this adventure immediately, or this might be their next step in the campaign. If they did complete **Chapter 2: Lost in Shadow**, it doesn’t matter how much time has passed between chapters. Perhaps the players finished it a while ago and have only now managed to coordinate their schedules and return to the beautiful world of Equestria. In that case, a few days can pass before the sun fails to rise, giving the player characters time to shine their shoes.

Or perhaps they just finished Chapter 2 moments ago and, after a short break for Hay Burgers and milkshakes, are ready to leap back into the game. In that case, after they deal with the arguments in Ponyville, the following morning, the sun doesn’t rise. The Game Master can assume as much or as little time has passed between Chapters 2 and 3.

PART 1: PANIC IN THE DARK

On any typical morning in the quaint town of Ponyville, birds sing as young colts deliver the latest copy of the Ponyville Chronicle, and diligent workers pack their carts for the market. Nocturnal owls tuck into the hollows of trees to sleep as the sky turns bright blue from the rising yellow sun. That’s what might happen on a typical day, but today is not a typical day.

Instead of watching a rising sun peek above the horizon, no morning dawns on Equestria. Darkness envelops the land, and the citizens of Ponyville panic! With no light, ponies collide into each other in the middle of the street. Flying Pegasi crash into bushes. Farmers and artisans spill their goods when they can’t find their way to their market stalls. Mayor Mare calls out from her window, trying to keep everypony calm, but no pony can hear her above the noise. Ponyville is a mess!

On this particular morning, the sun does not rise in Equestria. The darkness of the night continues into the day, wreaking havoc on the schedules, rhythms, and daily rituals of Ponyville’s residents. As the player characters move around the town, they come across a series of encounters where some ponies need help. They are designed to show the players something is very wrong in Ponyville and give them a chance to warm up their magic math rocks. So if the players get the idea the Game Master need not run all these encounters.

That said, don’t worry about having to make every single roll for every single encounter. As always, the Game Master should use their best judgment, reward player creativity, and choose the most fun option where possible. With fear running rampant, the player characters are encouraged to help the citizens of Ponyville fight their fears, regain their confidence, and brave the dark.

With each encounter, the player characters may ask the ponies they meet if they have any



idea why the sun hasn't risen. No one has much of an idea, but eventually the player characters come across a large crowd that seems to blame a local inventor.

DEALING WITH DARKNESS

Mechanically, the Game Master can determine precisely how much darkness exists in an area. While there is no sun, there may be electric lamp posts, and some ponies can deploy candles or torches to make their way around. Others might have the Night Eyes Perk, which allows them to see in darkness, or be able to cast the Elementary spell Adapt. If the player characters devise an ingenious plan and build a giant makeshift flashlight, that'll make things much easier (and make some rolls unnecessary). But everyone else is in for a very rude morning.

The dim light creates a Snag for the player characters, who must succeed on a **DIF 15 Alertness (Perception) Skill Test** to operate freely (see Core Rulebook, p. 196). However, the Game Master may adjust the DIF levels to suit the story.

CARAMEL AND HIS CRASHED CART

While transporting produce to Big McIntosh, **Caramel**, a light-brown Earth Pony who works at Sweet Apple Acres, crashes into a building and breaks his cart, spilling its contents into the street. Confused and frightened, he's having one heck of a time trying to find all the fallen produce in the dark. To make matters worse, he's worried Big McIntosh blames him for the missing fruits and vegetables. The player characters can locate the missing produce with a **DIF 18 Alertness (Investigation) Skill Test** or a **DIF 15 Survival (Foraging) Skill Test**. They can also repair the cart with a **DIF 12 Technology Skill Test**. Finally, with a successful **DIF 15 Persuasion Skill Test**, they can ease Caramel's worries that it wasn't his fault and that Big McIntosh has no reason to be upset.

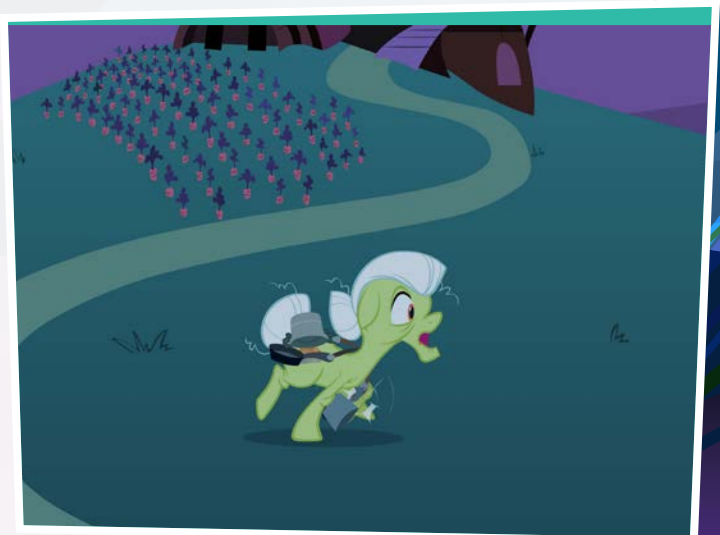
- **If successful**, Caramel finds his courage and begins to smile again while the player characters repair the cart and recover the fruits and vegetables. Caramel offers a carrot to each character who helped him. Carrots contain beta-carotene and help with vision. If eaten grants the characters an Edge when operating in dim light (or otherwise nullifies the Snag created from the darkness).
- **If unsuccessful**, Caramel thanks the pony characters for trying. He then collects what few pieces of produce he can carry and stumbles off towards the Apple family farm.

HELPING GRANNY SMITH CROSS THE STREET

With a purse in one hoof and cane in the other, Applejack and Big McIntosh's grandmother, **Granny Smith**, makes it halfway across the road when a stampede of angry ponies whiz past her.

Granny Smith spins, nearly falling in the middle of the road, but catches her cane and purse at the last moment. Wanting to avoid another accident, she debates which way to go — across the street or back the way she came — frightened to take either option.

"Oh, my gosh dern!" Granny Smith exclaims. "Why's everypony a-hoopin' and a-hollerin' like they just dropped their second-best teeth in the mud? And what in tarnation happened to the sun?"



Player characters can help Granny Smith cross the dark street by carrying her with a **DIF 10 Brawn Skill Test** or by escorting her with a **DIF 12 Finesse Skill Test**. They can use a **DIF 15 Persuasion Skill Test** to help Granny Smith overcome her fear and make it herself.

- **If successful**, Granny Smith reaches the other side of the street, and is much happier profusely thanking the player characters. Then she asks the characters to find the angry stampede that nearly ran her over. After all, ponies must be careful galloping around, especially when they can't even see where they're going! Granny Smith lifts her cane and jabs it toward Everfree Forest. *"Those younguns need a good talkin' to."*
- **If unsuccessful**, Granny Smith mumbles and fusses about not needing any help. Then she makes her way back the way she came, sits on a rock, and waits for one of her family to get her.

SURPRISE! IT'S SNIPS AND SNAILS

Just as the player characters are on their way again, **Snips** and **Snails** leap out and scare the ponies! Wearing their favorite vampire fruit bat Nightmare Night costumes, they take advantage of the darkness and swoop down from a pair of tree branches. Snips is a small, excitable Unicorn with a short, light brown mane and tail, and bucked teeth with fake oversized fangs, while Snails is a golden-colored colt with an aquamarine mane, light-yellow freckles, and wearing broken bat wings.

Each player rolls a **DIF 15 Alertness (Perception) Skill Test**. If they succeed, Snips and Snails do not surprise them. If they fail, they are considered surprised for one round and cannot take any actions or roll Skill Tests (though they can still roll contested Skill Tests). Keep in mind, some Perks allow characters to avoid being surprised or act even when surprised. Once Snips and Snails ambush the player characters, they try to escape the scene.

Player characters can chase down and grab the young colts, requiring a **DIF 15 Athletics, Might, or Finesse Skill Test**. Another thought is to scare Snips and Snails with a **DIF 12 Intimidation Skill Test**, so they freeze in place. Once stopped, the player characters can explain it isn't nice to scare people during a crisis or convince the pair to help others with a successful **DIF 12 Persuasion Skill Test**.

- **If successful**, Snips and Snails stop their mischief-making and volunteer to help other wayward ponies lost in the dark. Before they go, they also share that while hiding, they overheard something about an inventor who might be at fault for the sun.
- **If unsuccessful**, Snips and Snails run off into the darkness and smack right into the closed front door of Ponyville Hospital. **Nurse Redheart** opens the door, looks at the two unconscious colts, shakes her head, and brings them inside for treatment.

COTTON CLOUDY, STUCK IN A TREE

As the pony characters continue patrolling the streets of Ponyville, they hear the wailing cry of a young filly. Following the sound, they find a small, white Pegasus, without a Cutie Mark, named **Cotton Cloudy**, stuck in a tree.

"Help!" she cries. "Somepony, please help me! I was flying to school, and the sun didn't come up. And I got really scared. And then I almost flew into a windmill. And now I'm up here, and I don't know how to get down because I can't see the bottom because it's really really really dark!" She sucks in a huge breath. "SOMEPONY HELP ME!"

The player characters can grab a ladder to get Cotton Cloudy down from the tree. Perhaps there is a Unicorn within the group who can use telekinesis (see **Core Rulebook** p. 37). They can also climb the tree with a **DIF 12 Athletics (Climbing) Skill Test** or fly up to Cotton Cloudy with a **DIF 12 Acrobatics (Flying) Skill Test**.

- **If successful**, they rescue Cotton Cloudy from the tree. Once on the ground again, she asks the characters to take her to school.
- **If unsuccessful**, Cotton Cloudy continues to wail and cry until her parents find her and help her down. Her parents look a little harried from the morning's chaos, so they ask the player characters to walk her to school.

CHEERILEE AND THE PONYVILLE SCHOOLHOUSE

The Ponyville Schoolhouse is a staple of Ponyville. And despite the darkness, you can still make out its candy-cane red color and bell on the roof. Outside, **Cheerilee**, a violet Earth Pony with a trio of flowers as her Cutie Mark, sits on the front stoop holding a flashlight and looks dejected. She should be teaching her morning class, but without the sun and with all the panic in Ponyville, no foals have yet arrived.

"Hello." She looks at the ground. "We were supposed to have class this morning, but none of the foals are here, and I'm very worried about them. Maybe it's better they aren't here. How am I supposed to teach in the dark? No pony prepared me for this. I must not be a very good teacher."

Escorting Cotton Cloudy to school cheers up Cheerilee, but without her courage, the teacher continues her lament. The player characters can help by restoring Cheerilee's confidence with an inspiring **DIF 12 Persuasion Skill Test**. They can also help with a successful **DIF 15 Alertness Skill Test** by noticing some lit torches in the near distance.

- **If successful**, the player characters restore Cheerilee's faith in herself and convince a small group of passing ponies to lend their torches to the schoolhouse. With the windows of the schoolhouse lit, the students have an easier time finding the Ponyville Schoolhouse. As thanks, Cheerilee gives the player characters her flashlight, which removes the darkness Snag when they use it.

- **If unsuccessful**, Cheerilee sighs before thanking the pony characters for trying. She puts her head in her hooves with Cotton Cloudy beside her, waiting for any other students to find their way.

WHAT'S WITH ALL THE PITCHFORKS?

After offering a helping hoof to the citizens of Ponyville, the player characters eventually come across a large group of ponies at the edge of the town. They are carrying torches and pitchforks, and seem very upset as they trot towards the Everfree Forest. As they pass the player characters, one of the mob reaches out to them.

"Let's go!" invites one of the ponies. "I heard this was all Widget's fault. He built a thingamajig that broke the sun!"

THE PLAYER CHARACTERS ARE FREE TO ASK THEM A FEW QUESTIONS, ESPECIALLY AS WHATEVER THEY ARE UP TO, IT DOES NOT LOOK GOOD! SOME EXAMPLES ARE:

Who is Widget?	"An inventor who lives on the edge of Everfree Forest."
Why do ponies think it's Widget's fault?	"He once claimed to have a device that could cause the sun to rise. And someponies think he takes too big risks in his experiments. This was probably another one of his experiments."
What kind of experiments?	"When he tests his inventions, things can go very, very wrong. That's why Mayor Mare won't let him conduct experiments in town anymore. He can only do them in the forest."

With that, the player characters should follow the growing mob, leaving behind the borders of Ponyville and Part One.

PART 2: THE CURSE OF THE WIDGET

Whether the player characters follow the torches and pitchforks or the angry chanting of ponies, they make their way past the borders of Ponyville to the outskirts of the Everfree Forest, where they discover the home of **Widget**, the inventor.

Widget's house sits between two trees shaped like Tesla coils with tall, thick branchless trunks and a crown of spiky branches resembling sparks. It's a plum-colored, Gothic-style home with long pointed arches, slim columns, elaborately patterned windows, and a single tower that reaches into the sky. A mob of ponies armed with torches and pitchforks already surround the house, chanting, "Come outside!" and "Fix the sun!"

DISPERSING THE MOB

If talking to Widget can offer a clue to understanding what happened to the sun, the player characters must convince him to come out or to let them inside. But he won't do either if the mob has his house surrounded. So, the first thing the player characters must do is get the mob to go back to their homes. There are three potential options (persuade them, wrangle them, or drive them off) but if the player characters figure out another way, that's fine. In all cases, the player characters suffer 1 Stress each when they fail, but after three attempts at dispersing the mob, the townsfolk decide to give up and go home anyway.

PERSUADE THE HERD

The player characters can attempt to get the crowd's attention and persuade them to leave Widget's house with a successful **DIF 10 Persuasion Skill Test**. A successful **DIF 10 Performance Skill Test** might also grab everypony's attention if a player character is a singer, orator, or performer. If the test fails, the

mob continues to make a racket, and it might be time to try a different approach. If the test succeeds, the crowd quiets and turns to the player characters.

Dozens of pairs of pony eyes stare at you. Anger, fear, frustration, and worry have made every pony so tense, they're practically vibrating. And you know you only have a moment before they go back to yelling at Widget.

If the player character roleplays the speech, as long as it's somewhat convincing, the GM may decide there is no need for a test. But if a player would prefer to roll, a successful **DIF 10 Persuasion or Intimidation Skill Test** also works.

- **If successful**, the ponies calm down, realize what they're doing isn't helping and decide to leave. As they leave, a couple of them call out, "We're sorry, Widget!" and "Hope you'll forgive us!"
- **If unsuccessful**, the ponies turn on the player characters, which they can still use to their advantage by leading the mob away from Widget's house. Or the player characters might run away, in which case, the crowd chases them. Thankfully, galloping after the player characters wears the mob out, and eventually everyone decides they need to go home to take a nap.

WRANGLE THE HERD

Maybe all Widget needs is some space. If player characters can put themselves between the crowd and the house, that might be enough to give Widget some breathing room. They could attempt a **DIF 10 Might** or **Brawn Skill Test**. If a Pegasus (or PC changeling) would rather rely on their speed, they can roll a **DIF 10 Acrobatics Skill Test**.

- **If successful**, the player characters push the mob away from the house far enough to act as a barricade. From their new position, they can convince the group to go back to Ponyville.
- **If unsuccessful**, the ponies knock the player characters on their hindquarters.

INFILTRATE THE HERD

Sneaky player characters might join the mob to lead them away by succeeding at a **DIF 10 Infiltration or Deception Skill Test**. This allows them to blend into the crowd and start a new chant like, “*Let’s go home! Let’s go home!*”

AVOIDING THE HERD

If all attempts to calm the mob fail, a fourth option is to attempt to break into Widget’s home. This requires a group **DIF 15 Infiltration Skill Test** to get past the crowd. Then a **DIF 12 Infiltration or Brawn Skill Test** to open a lock on Widget’s home or break in..

WIDGET’S HOME

If the player characters calm the mob and convince them to go home to Ponyville, when they knock on Widget’s door, he answers it only by opening it and returning to his bedroom. Or they may have broken into his house, and similarly, they find Widget in his bedroom.

Widget has pulled every curtain in his home shut, making it even more challenging to get around. Depending on what they collected from Part One, they can use torches to light candles or use Cheerilee’s flashlight to see. And what they see is a terrible mess.

LIVING ROOM/KITCHEN

Inside the front door is a combination living room and kitchen. There are dusty books piled on every surface. Random bits and bobs of hardware, such as gears, fasteners, screws, knobs, and springs, litter his couch. Pinned to the walls are diagrams of gadgets and scribbled notes. There is a sour smell from the kitchen, coming from a pile of dirty dishes in the sink and a spoiling glass of milk next to it.

Corner Library: In the corner of the living room is a bookcase nearly bursting with books and papers. Next to it is a wooden hope chest filled to the brim with blueprints, pieces of inventions, and some vinyl records leaning against a dirty phonograph. This collection factors into *Part 3*:



The Guiding Gizmo when the player characters research Widget’s gizmo.

Kitchen Window: From the sink, a window looks out on the Everfree Forest. Without the sun, there isn’t much to see, but pulling the curtain back reveals a small herb plant for cooking and a collection of gems and stones on the sill.

WIDGET’S BEDROOM

Up an open staircase on the second floor is Widget’s bedroom, where he is hiding out. At first, the player characters can’t enter, as Widget has the door locked and a chair pushed up against it. They need to earn Widget’s trust before he opens the door (see the next section *Meeting Widget*).

Once they’re inside, it’s as much of a mess as the living room and kitchen. He has a small ink-stained desk with papers and books covering it, shelves stuffed with knickknacks and thingamajigs, and an unmade bed where he is hiding under the covers. If anypony is brave enough to look under the bed, they find boxes shoved underneath.

The Desk: Widget’s desk sits facing a closed window with piles of paper, unfinished letters, paperclips, and books on it. Upon closer inspection, player characters see the books are old hoofwritten journals.

The Shelves: Shoved on the shelves are many of Widget’s failed inventions. They include a variety of ideas, from automatic eggbeaters to different-sized gyroscopes and from portable calculators to different types of rockets.

- **Boxes Under the Bed:** The cardboard boxes under the bed are marked “Dad’s Stuff.” Inside are old personal items, including hoof-drawn sketches, clothes, blue ribbons from fair contests, and old photographs.
- **Misty Fogg:** There is a picture on Widget’s desk of him with his sister Misty Fogg. If asked who the filly in the picture, is he tells the player characters that it is his sister, but he hasn’t seen her for some time.

WIDGET’S WORKSHOP AND LABORATORY

In the highest tower of the house is Widget’s workshop and laboratory. Stored here are all manner of tools, equipment, and scientific doodads. Needless to say, Widget has a bit of a mad scientist vibe combining mechanical and chemical engineering with magic. The tower contains hammers, screwdrivers, wrenches and ratchets, soldering

and welding equipment, telescopic mirrors, beakers, flasks, Bunsen burners, a fume hood, and more. As with other areas of the house, it’s a disorganized mess.

MEETING WIDGET

Widget the inventor is a gray Earth Pony with a messy white mane and tail, and a cutie mark of a triple gear with a lightning bolt. He spends most of his time in his workshop inventing gadgets, gizmos, thingamajigs, and whosawhatsits in hopes of improving the lives of Ponyville ponies. Technology fascinates him, and he often conducts experiments with his newest inventions. Sometimes they go right, but more often, they go very, very wrong, and Mayor Mare has forbidden him from testing any of his latest inventions in town. Which is why he tends to keep close to his home on the outskirts of Everfree Forest when he’s on the verge of a breakthrough. Widget believes he is at fault for the sun not rising and has fallen into a deep depression. He feels guilty, ashamed, and has lost his self-confidence.

If you need statistics for Widget, use **Pony Inventor** on p. 158 of the Appendix. He is also a wizard inventor with the following mastered spells: Automate (Elementary Utility), Common Ground (Elementary Enchantment), Energy Beam (Elementary Beam)

Widget is hiding in his bedroom and initially refuses to unlock the door. His only response to a knock on the door is to tell the ponies to go away. He isn’t angry, instead he is clearly very upset and sad. If the player characters try to tell him they can help he’ll reply “Who’d help me? I’m just useless. Just look at the mess here, I can’t even tidy up, let alone fix the sun.”

To get Widget to relent and open the door, the player characters must earn his trust. They can do this by taking his cue to tidy up around the house. Convincing Widget to let them into his room is a **DIF 20 Persuasion Skill Test**. The player characters can try this as many times as they like, although they suffer 1 Stress each time they fail. However,



for each household task they do or each attempt to cheer him up, they gain $\uparrow 3$ to the roll: if they perform a few tasks the test passes automatically.

There is no test to perform any of the tasks unless the GM feels it is relevant (such as a performance of some kind). The players just need to declare how their character is trying to help. Some examples of things they can do include (but are not limited to):

- Picking up around the house
- Washing his dishes
- Cooking or fetching him something to eat
- Playing lively tunes on the phonograph

If Widget is persuaded to let the player characters in, he tugs a cord in his bedroom and, like a Rube Goldberg machine, gears turn, balls drop, chains pull, and the door unlocks to open. It's possible player characters take more aggressive action, like climbing through the bedroom window or using Might to kick down the door. Regardless of how they get in the room, they discover Widget under the covers.

"Why won't you just leave me alone?"
Widget groans from under his blanket. *"I'm a failure, and everypony hates me. I can't do anything right. Go away and let me sleep."*

At this point, the player characters can look around his bedroom and find hints that his father died some time ago. The hoofwritten journals on Widget's desk are his dad's, with the last entries dated years ago. The boxes under the bed are collecting dust. And on Widget's nightstand is a framed photo laid face down.

The player characters might ask Widget some of the following questions:

Why do you think you're a failure?

"Because I broke the sun."

How did you break the sun?

Widget buries his head in his pillow and cries. "Because I dropped my dad's gizmo, and it shattered into pieces."

What does the gizmo have to do with it?

"The gizmo is what made sure the sun would rise."

But isn't that Princess Celestia's job?

"I guess. But she can't do it if I don't wind the gizmo."

Where is the gizmo?

"In a box under the bed."

Once the player characters find the box with the broken gizmo, Widget talks explains how he tried to fix it. He stayed up all night, but accidentally fell asleep in his workshop and didn't finish in time. Upset, he threw the broken pieces into the box, shoved the box under his bed, put his father's photo face down, and then crawled under his covers to hide from the world.

WHY DOES WIDGET THINK HE IS TO BLAME?

For as long as Widget could remember, his father would tuck him into bed and tell old stories about how it used to be his family's responsibility to make the sun rise in the morning as he would wind the gizmo. And when the story was over, his father would set the gizmo on Widget's nightstand. Each morning, with the sunrise, the arm of the gizmo would point up.

Even though Widget's father died many years ago, he maintained that nighttime ritual of winding the gizmo before bed. But, last night, as he went to bed, he tripped and dropped the gizmo. It smashed on the floor into dozens of pieces. He collected the pieces and rushed to his workshop. Except, the gizmo was his dad's invention, not his. He tried as he might, but couldn't figure out how to put it back together.

Worse yet, while working on it, he fell asleep. And when he woke, the sun was gone. So he reached the only 'scientific conclusion' he possible could, the gadget really did cause the sun to rise and he's broken it.

But Widget isn't to blame. It was just very unfortunate timing.

TRY, TRY AGAIN

The player characters can find the pieces of the gizmo under Widget's bed along with the boxes marked "Dad's Stuff."

It takes a good tug, but you pull the box out from under the bed. As it moves, pieces rattle around inside like a metal jigsaw puzzle. And in a way, that's exactly what this is: a puzzle that needs solving. Inside the box are broken bits of metal springs, screws, and gears. There are larger pieces smashed together with a hammer. Also inside the box are broken shards of transparent rock with sparkling orange and gold flecks.

In *Part 3: The Guiding Gizmo*, the player characters must reconstruct the gizmo. They can do it independently, but it's easier if they earn Widget's trust. One way is by talking to Widget about his father, who he obviously loved and admired. Some items can be used to prompt conversation, such as his hoofwritten journals, the blue ribbons he won, the framed photo on Widget's nightstand, and the vinyl records with the phonograph.

What's in these journals?

"Ideas, mostly. My dad came up with ideas in the weirdest places and got tired of writing them on napkins or his hoof. So, he'd carry one of those wherever he went."

Where are these blue ribbons from?

"The Ponyville Days festival. Long ago, when my dad was a foal, they used to have a science fair as part of the festival. None of my inventions have ever won anything except a talking to from Mayor Mare."

When was this picture taken?

"Shortly before my dad died. We went apple picking at Sweet Apple Acres. I'm the foal in the bushel."

Were these your dad's records?

"Yes. He was a fan of both types of music – Country and Western. But he also used the phonograph to record notes about his inventions."

How did your dad pass away?

Widget remains quiet for a long time as he thinks about what to say and how to say it. Finally, he smiles some and answers, "Happy."

Whether their attempts to help were successful or not, Widget appreciates the effort the player characters have been making to help him out. It is enough for him to trust them and see the pony characters as good friends. Thankful them for everything they're doing for him, he agrees to help with the gizmo.

PART 3: THE GUIDING GIZMO

Now the player characters have earned Widget's trust and offered their assistance, the extraordinary task of repairing the gizmo is at hand. The device is unique and a mystery even by Widget's admittance. Rifling through the papers on his desk, he pulls out a sketch he made of the gizmo before it broke.

"Built primarily out of nickel (a highly magnetic material, by the way)," Widget explains. "It should be spherical and rest upright on a flat base. Inside the sphere is a gyroscope. Like in a compass, but not precisely like a compass. And several gears, like a clock, but also not."

"Gears and plates move this arm around the sphere, so I guess that would make it a little like an astrolabe. But again, not precisely like an astrolabe. And this bauble on the end of the arm represents the sun. I believe a mainspring turns an internal clockwork motor to move the sun bauble around the globe. That is my theory, at least. And at the heart of the gizmo should sit a sunstone gem. Unfortunately, the gem shattered along with the rest of it."

Repairing the gizmo comes in three stages. First, the player character must **learn** about its design. Then, they must **repair** the sphere. Finally, they must fix or **replace the sunstone**. While there are challenges listed below, the Game Master doesn't need to adhere to every single roll. Narrate where needed, and reward creative, out-of-the-box thinking on the part of the players.

LEARNING ABOUT THE GIZMO

To properly understand how the gizmo works, at least one of the characters needs to hit the books. Research can reveal information about the gizmo and its parts. How and where they research depends on what they have available. Perhaps the player characters have an extensive collection of books, or they can go to Golden Oak Library or the Canterlot Archives to look up records. There is also more about the gizmo hidden in Widget's house.

A successful **DIF 15 Alertness (Investigation) Skill Test** reveals the original blueprints for the gizmo are buried at the bottom of a wooden hope chest in the corner library in the living room. Widget's father also submitted an official patent application for the gizmo, a copy of which sits in the Canterlot Archives. Finding it requires a **DIF 12 Science (Research) Skill Test (and a trip to Canterlot!)**.

When it comes to the shattered sunstone, a **DIF 20 Science (Research) Skill Test** or a **DIF 12 Spellcasting (Magical Knowledge) Skill Test** suggests the sunstone was very likely a magic battery of some sort. These magical objects can power specific devices and are conceptually

similar to the cider-making machine created by the **Flim Flam Brothers** (twin salepony unicorns who own Gladmane's Resort in Las Pegasus) or the rainbow generator in Hope Hollow. Spellcasters may sense or read that the shattered sunstone powering the gizmo had been infused with "a strong intention of love."

HELP! WE DON'T DO SCIENCE OR MAGIC!

If the player characters lack the right skills they might try to recruit some allies for help. Anypony in Ponyville with a bit of Smarts might help them out. With a successful **DIF 12 Persuasion Skill Test**, they should have no trouble enlisting the help of **Starlight Glimmer**, a spellcaster and reformed trouble-pony, or **Dr. Hooves**, a reclusive inventor who has a fascination for science and technology. However, these two should only be available if they already have an established relationship with the player characters or if the player characters are genuinely stuck on what to do next.

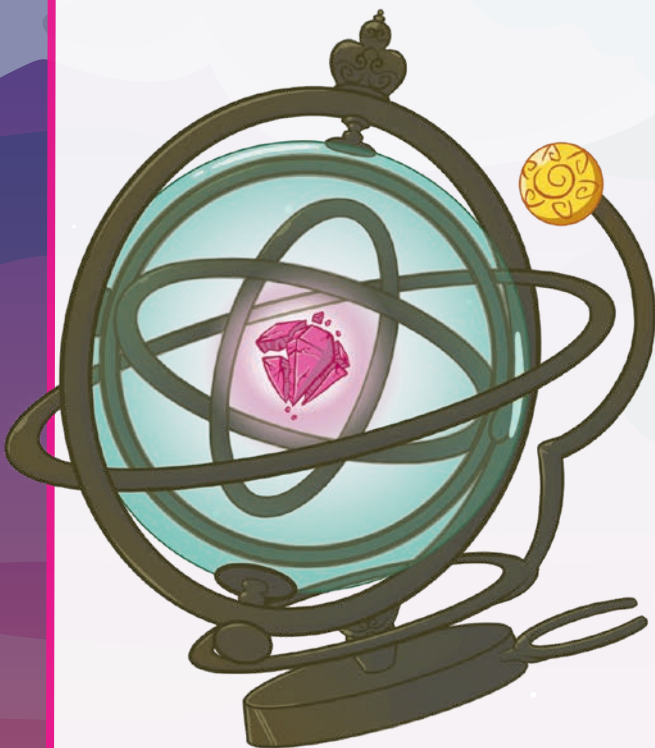
REPAIRING THE GIZMO

It looks like Widget might have made things worse when he tried to repair the gizmo. Bits are bent or incorrectly soldered together, and one piece was rudely hammered back into place. To fix the gizmo, the group must repair, reconstruct, or find new pieces. And lastly, put the whole thing back together. All without the help of Widget.

Why isn't Widget helping? Glad you asked. This whole situation is very embarrassing for Widget, and breaking something his father was so proud of makes him feel really guilty. Anytime he tries to work on it, it reminds him of losing his father and how he's failed to help the sun.

Reconstructing the gizmo requires succeeding at a nearly impossible **DIF 20 Technology Skill Test**. Which is a lot! But that's why many hoofs make light work. Or, in this case, many heads.

However, there are several ways to gain upshifts to the Skill Test to automatically pass it. Use the following criteria or reasonable judgment:



- Getting the gizmo blueprints grants grants ↑3.
- If a player character searches the vinyl record collection, they can find a recording of Widget's dad talking about the gizmo, which grants ↑2.
- An Artisan Influence in crafting or any Skill or Specialization related to gadgetry allows other characters to Lend Assistance.
- Grabbing a gyroscope from Widget's bedroom shelf grants ↑2.



- The right tools, such as a Mechanic Kit (Technology) grants ↑2. Player characters can purchase a Technology (Mechanics Kit) with a successful **DIF 15 Wealth Skill Test** or find one by searching Widget's workshop laboratory.

FORGING A NEW SUNSTONE

Either divined through their initial research or with guidance from Starlight Glimmer or Dr. Hooves, the characters realize repairing the gizmo isn't enough. They also must replace the magic battery. This process is like the one used to create a Magic Bauble (see **Core Rulebook**, p. 141).

While the player characters can be the ones to create the battery, they can also persuade Widget to do so instead. Much of this story is about helping ponies overcome their fears, and given

the strain on Widget, some encouragement might go a long way. Ideally, Widget can create a magic battery with a strong intention of love for his father. If Widget still needs convincing, the characters can attempt a **DIF 15 Persuasion Skill Test**. Success means Widget volunteers as the Spellcaster. Failure means Widget climbs back into bed.

To construct the magic battery, the Spellcaster first gathers the right ingredients, including a gemstone (preferably a sunstone) small enough to fit inside the gizmo. Player characters can find the right stone on Widget's kitchen windowsill with a successful **DIF 15 Science or Survival Skill Test**. Or maybe one of the players has a gem they can contribute to the cause.

Next, they must infuse the stone with power, such as the love for a friend or family and the Elements of Harmony. It doesn't need to be every single Element, but each kind adds to the richness and power of the battery. When the group is ready, the Spellcaster makes a **DIF 20 Spellcasting Skill Test**. Which again is quite a lot!

However, there are several upshifts grants ↑ that can cumulatively be added to the Skill Test based on the following criteria:

- Access to the gizmo blueprints grants ↑3.
- Convincing Widget to cast the spell himself grants ↑2.
- If the Spellcaster infuses the spell with their love for a friend or family member while casting, grants ↑1. The player should explain who this is and why they are especially important to their character.
- Using a stone or gem of personal significance grants ↑2.

Finding a way to incorporate an Element of Harmony as well as Magic grants ↑1. The Spellcaster creating the battery pays the cost of the spell (↓1 Spellcasting). Note that, just like with creating Magic Baubles, the Spellcaster regains ↑1 Spellcasting per hour after creating the battery, not per round. This is for all uses of Spellcasting, not simply crafting, and lasts until they have had a full night's rest. The magic battery gains a Spellcasting rank equal to the caster's. Once created, the battery radiates with magic, and is ready to be placed inside the gizmo.

TURNING ON THE GIZMO

With the gizmo reconstructed and a new magic battery made, the work is complete. The battery slides inside the sphere, and it miraculously turns on.

Inserting the battery into the sphere with a soft ‘click,’ the gizmo closes and begins to hum with activity. The internal gears turn with a low whirl, and the globe glows with a soft golden light. Then, the bauble arm attached to the sphere wiggles and jiggles until it starts to move. Widget smiles, his eyes brimming with tears as relief washes over him.

But to your surprise (or not), there is no dramatic shift in daylight. The black of night continues to cloak Equestria in darkness. The gizmo jerks suddenly and starts rattling as the arm spins around the sphere, going faster and faster. And for a moment, it looks like it might break. Then, clank! The arm locks on a position, pointing to the south like a compass.

“This is even stranger than I expected!” remarks Widget with a frown. “It looks like the sun is still there as its always been, but its light and energy is being diverted somewhere. It looks like my device is pointing us to where.

This leaves the player characters with a working gizmo, though not as they originally intended or imagined. Using the gizmo as a compass, it points the way south of the Everfree Forest, heading in the direction of Ghastly Gorge. There is little else to do but follow it and hope it leads to the missing sun!

PART 4: THE PERFECT HIDEOUT

The gizmo is leading the player characters to the Ponyville side of a magical portal Queen Chrysalis is using to drain the energy from Equestria. In fact, her magic portal hasn’t stopped the sun from rising, but it has made it appear so by draining all its light into the portal. Following

the compass, the player characters find their way there, but it is not an easy journey and there are dangers along the way.

RUDE NEIGHBORS

The player characters and Widget leave the house, guided by the gizmo compass. However, a few ponies from the angry mob still linger in the area. They get one look at Widget and immediately start to shout at him. It seems they haven’t calmed down as much as the player characters might have hoped!

“Hey!” shouts one of the colts. “That’s Widget! That’s the pony who broke the sun!”

“Why’d you break the sun, Widget? Why’d you go and do a thing like that?”

“Your inventions never help anypony. They only make things worse!”

Still recovering from the morning’s events, Widget remains somewhat fragile. If the characters don’t stand up for him, Widget suffers Stress and has his Smarts reduced by 1 (and his corresponding Defense). If the characters stand up for Widget, the inventor is heartened by their friendship and suffers no penalties. Successfully standing up for Widget shames the mob of ponies, and they apologize for their rude remarks. They’re just scared, after all, and fear makes ponies do foolish things sometimes.

TIRED TIMBERWOLVES

Trotting through the Everfree Forest, the characters make their way through the thick foliage. Known for its mystery and animal inhabitants, the forest is considered quite dangerous, especially at night. Or, in this case, when it’s dark as night even during the day. The following optional scene can be used if the player characters have had too easy a time of it so far, or if the Game Master wants to underline how dangerous the forest can be.

Up ahead is a tired and cranky **timberwolf pack**. Typically, these animals hunt at night, but these timberwolves didn’t go to sleep because the sun



didn't rise, leaving them exhausted, confused, and irritable. It also makes them slightly easier to deal with as less experienced pony characters. The Game Master can use the timberwolf Threat listed in the Appendix on p. 165, and there are three of them in the pack (or more if the Game Master wants to make things really dangerous). However, given their fatigue, the beasts have a ↓1 to all Skill Tests.

The characters spot the timberwolves with a **DIF 14 Alertness (Perception) Skill Test**, and they correctly identify the animals with a **DIF 14 Survival Skill Test** or a **DIF 14 Science (Biology) Skill Test**.

If the timberwolves catch the ponies unaware, the timberwolves close the distance with tremendous speed and a fearsome growl. That said, combat need not apply (though that's always an option).

- With a **DIF 12 Animal Handling Skill Test**, the characters may realize that the timberwolves aren't really hungry. They are just really, really tired! Timberwolves often hunt at night. And, since the sunrise didn't remind the timberwolves to sleep, they have been awake all this while!

- To put the timberwolves to sleep, the characters could sing a lullaby with a successful **DIF 12 Performance (Singing or Musical Instrument) Skill Test**.

- If the characters want to run away, it requires a successful **DIF 15 Athletics Skill Test**. If they're flying, they'll need to succeed at a **DIF 10 Acrobatics (Flying) Skill Test** as the timberwolves are rather large and can reach quite high.

- If the timberwolves haven't spotted the player characters, they can hide from them by climbing a tree or jumping into the mud with a **DIF 15 Infiltration Skill Test**. After a minute or two, the timberwolves pass by and leave the area.

- Or the characters can just fight it out. If one of the timberwolves is defeated, the rest retreat. If the characters are defeated, they'll have to find another way around.

Ultimately, the timberwolves are defeated or dealt with, allowing the ponies to continue their journey.

DESCENT INTO THE GORGE

The player character emerge from the forest and reach the very edge of Ghastly Gorge. The narrow valley is rife with jagged edges, bramble bushes, and near pitch-black darkness. If the characters don't have a means of navigating the landscape, they attempt another **DIF 20 Alertness (Perception) Skill Test** to make it safely down the gorge.

About halfway down the gorge, the characters spot a curious sight. A pair of changeling guards fly up from below with black exteriors, blue eyes, fangs, and insect-like wings! The two changeling patrol soldiers haven't spotted the player characters just yet, but they will very soon. The group has little time to choose its next course of action:

- They can hide with a **DIF 14 Infiltration Group Skill Test** to avoid detection. If they fail, the changelings discover the ponies and engage them in combat. If the characters succeed in their Infiltration Skill Test, the changelings fly on by, none the wiser.
- They can each make a **DIF 14 Deception Skill Test** to misdirect the incoming changelings by tossing a rock or other object across the gorge. The rock or object bounces off the opposite cliff-face, and the sound echoes across the canyon, drawing the changelings away.
- If the player characters fail either of these Skill Tests, the GM can allow them to pass the changelings but suffer 1 Stress, or attempt a different method.
- If the player characters want a fight, they can ambush the changelings as they pass. Combat begins, but the changelings are considered Surprised for the first round.

If combat breaks out, the Game Master should use the **Hive Warrior** changeling templates listed in the Appendix on p. 153. If the player characters defeat the changelings, they can proceed.

With the discovery of the changelings, new questions emerge. Are the changelings back? Did they ever leave? Are they somehow responsible for the missing sun? Led by this new turn of events, the player characters finally reach the bottom of the gorge. The gizmo seems to pull them toward a narrow cave, illuminated by a soft, menacing, green glow...

THE PORTAL CAVE

In the cave is a portal Queen Chrysalis is using to siphon all the love, magic, and light from Equestria, and the player characters must figure out a way to shut it off. This portal is also responsible for stealing the sun's light, plunging Equestria into darkness, and kicking off this entire adventure.

You might expect pitch darkness as you enter the cave, given the lack of sun above and the gorge's immense depth. But instead, a soft green glow emanates from within. You cautiously follow the flickering light, weaving between stalagmites until you reach a large chamber..

At the center of a large chamber, is a huge magical portal. The device is a giant circle constructed from black chitin, standing twenty feet high and upright. It radiates with green energy, creating a vortex that appears to be sucking something through it. Not air or wind, for if that were the case, you would be able to feel it. No, it appears to be draining something else from the world of Equestria.

Guarding the portal is a gang of changelings. Their protective stance changes depending on what happened in Part 3's Decent into the Gorge.

- If the player characters snuck past the changeling patrol, the portal guards aren't paying any attention to their guarding duty. Not only are the guards considered Surprised if attacked, anypony who helped hide or trick the changelings gains an Edge on their Skill Test.
- If the player characters ambushed the changeling patrol and made a lot of noise the GM may decide the guards stand at the ready. Their captain looks concerned like the patrol should have checked in by now but isn't engaged in guarding the portal. If the guards are on alert, attempts to sneak past them suffer Snag.

From the cave entrance, the player characters can see the portal, but they may not be able to see how many changelings guard it. Keep in mind that the goal is to create a grand finale where everypony can have fun. That might mean raising or lowering the

number of changelings based on how many player characters are in the group. Generally, there should be one **Hive Warrior** changeling for each player character. One of them is clearly the leader, but he has no additional powers.

CHALLENGE: DEALING WITH THE GUARDS

Defeating the guards in a combat is the most direct solution, but not the only one. The Game Master can run this encounter as a combat, but can use this challenge instead. This would involve tricking, distracting and tricking the changeling guards into leaving, or knocking them out with some shenanigans. Each player should describe what they plan to do, and the GM can pick an appropriate Skill for them to take the Test with. The Difficulty of all of them is 10 if the guards are surprised, and 15 if they are on alert. On the second round of tests, all the guards are alert.

Some potential actions are:

- Mimicking a call from their Queen for the guards to leave (Deception)
- Bopping a guard on the head from the shadows (Might)
- Make them think a monster is with them in the cave (Performance)
- Attacking them with magic (Spellcasting)
- Flying or running around them until they pass out from dizziness (Athletics or Acrobatics)
- Knocking them out with a rock (Throwing)

Goal: To bamboozle and defeat all the guards and get access to the portal.

Obstacles: Each guard is an obstacle, who may be on alert. There are as many as there are player characters.

Rewards: Each successful test defeats a guard.

Consequences: For each failed test the acting player character suffers 1 Health or Stress damage depending how they acted.

Participants: All In

Scope: Hostile, Short, Simple

The player characters may not need to fight the changelings if they can trick them. These

changelings aren't the brightest bugs in the bottle, so there might be other creative solutions. One of the player characters can act as a distraction to lead the changelings away. A magical spell might put them to sleep. Or an elaborate theatrical performance of a great and terrible cave monster could scare them away.

THE PORTAL

With the changelings defeated, or at least distracted, the player characters turn to the portal. With success on a **DIF 14 Deception** or **Persuasion Skill Test**, the player characters may interrogate the defeated changelings (if they're still around and conscious) and learn the portal is draining love, magic, and light from Equestria. They can deduce the same with a successful **DIF 14 Science Skill Test** or a **DIF 12 Spellcasting Skill Test**. If their tests are not successful, Widget figures it out and tell them

"Great Scott! It's a superterrestrial vacuum!" Widget exclaims as he paces back and forth, waving his front hooves around in a panic. "It's like a giant green gravitational well, very likely with some manner of discriminating amplifier! The changelings are using this portal to literally drain all of the love, magic, and light from Equestria! This is terrible! We have to shut it down!"

So how do the player characters go about safely dismantling the device? While almost anything will do, they can try a couple of apparent tactics. They might buck it, plug it, science it or magic it!

I'M GOING IN!

If any player characters are tempted to go through the portal, they should be reminded that it is drawing energy from Equestria and it needs to be shut down as quickly as possible. Now is not the time to explore. If they insist, the GM can move to Chapter 6: In the Land of Shadow. They can deal with that end of the portal in the changeling hive, then return to destroy the Equestria end. Chapter 5 and then 7 and 8 follow as normal.



BUCKING THE PORTAL

Chitin is a dense, organic material that can be broken with enough blunt force. Hitting the rim hard enough with a successful **DIF 14 Might, Finesse (Martial Arts), or Targeting Skill Test** breaks it. Once the rim shatters, the portal collapses, sending out zaps of energy that can damage anypony who doesn't succeed on a **DIF 10 Athletics, Acrobatics, or Alertness Skill Test** to dodge. Anypony who fails gets hit with 1 Energy damage.

Each time you buck or kick the portal's chitin rim, the sound reverberates against the rough walls of the cave. Like an enormous bell, each hit creates a deafening BONG! With the next kick, the rim cracks, sending spidery lines around it. Then, suddenly, CRUNCH! The chitin shatters, with the pieces getting sucked into the portal. The green pool of energy collapses, shooting out flicking fingers. Finally, it dissipates, leaving behind a pile of black rubble.

PLUGGING THE PORTAL

The player characters might try to plug the portal. There is plenty of material in and around the cave, including stalagmites, stalactites, and boulders from the gorge. Telekinesis definitely comes in handy, but a strong Earth Pony could also roll the rocks into place. Instead of a roll-based Challenge, turn this into a team effort. As long as each player character contributes something to plug the portal, it does the job. The portal explodes, and rocks go flying. Once again, anypony who fails on an attempted **DIF 10 Athletics, Acrobatics, or Alertness Skill Test** takes 1 Blunt damage.

With the portal corked, it starts to vibrate, then shake, and then bang as the vacuum on the other sides generates more and more pressure on the chitin frame. Then, suddenly, there's a CRACK and then a CRUNCH and finally, BOOM! The portal explodes blowing out chunks of cave rock. The pieces come flying toward you.

"Everypony duuuuuuuuuuck!" Widget yells. Hunks of chitin and rock smack into the cave walls and shatter. And when the rain of debris falls silent, the portal is gone.

SCIENCING THE PORTAL

The portal has an off switch (sort of), if the player characters can find it. After carefully examining the chitin frame, succeeding on a **DIF 18 Science or Technology Skill Test** reveals critical organic circuitry at the base of the portal. Removing, breaking, or corrupting the circuitry safely deactivates it without any explosions. A failed test causes the portal to explode as above.

Feeling carefully around the frame with your hoof, you feel a bit of chitin sticking out. On closer examination, you realize that these sticking-out-bits line the rim and appear every few inches. Gripping on to one, it pulls out easily. The portal lets out a soft whomp, and the vortex dims a little. Removing the piece appears to have caused it to lose some power.

As you pull out more of them, the green glow dissipates, growing fainter and fainter until it finally turns off. The black, chitin frame remains, but whatever made it work you're holding in your hooves.



MAGICING THE PORTAL

The player characters can attempt to overload the portal by pushing even more magic into it, or they can try to create a power surge by zapping the portal with magical energy. Enough hits from an Energy Beam spell, for example, has the same damage effect as a straightforward brawl or melee attack.

As the portal exceeds recommended magical limits, it sends out green flares the ponies must dodge with a successful **DIF 10 Athletics**, **Acrobatics**, or **Alertness Skill Test**. If they fail, they suffer 1 Energy damage. Eventually, the portal explodes, sending an air-blast through the entire cavern. Anypony still in the cave when this happens gets knocked down and suffers 1 Stun damage.

The vortex wobbles as it absorbs more and more magic. Bursts of energy breakthrough, unleashing long whips of green flame. The portal gets hotter and hotter, turning completely white before exploding! Then, with a thunderous WHOMP! The explosion releases a blast wave that rips through the cavern.

With the portal destroyed or disconnected, the green glow dissipates. The gizmo, which once pointed at the vortex like a compass, returns to its standard orbit around the sphere. Which, Widget points out, makes it roughly midday. With the crisis averted and the changelings defeated once again, the player characters are free to leave the area.

CONCLUSION

As the player characters exit the cave at the bottom of the gorge, they can see the sun above. Light has returned to the world of Equestria. It's a long way up and out of the gorge, but it is made easier with the satisfaction of a job well done.

Reaching the top of the Ghastly Gorge, you trot through the Everfree Forest toward Widget's home. Perhaps you see a timberwolf sleeping under a tree. Or some birds collecting food for their young. Or a collection of fluffy white clouds in a bright blue sky with a happy yellow sun. Just like it should be.

As you approach Widget's home, you hear a great commotion and worry the mob has returned to harass the inventor. But as you climb over the hill, you realize that instead of torches and pitchforks, the ponies of Ponyville come armed with balloons and cupcakes! They chant Widget's name. They praise and thank him for, in their words, "fixing the sun."

As a tear falls from Widget's cheek, he turns to address the crowd. "Ponies of Ponyville! I appreciate your kindness, but I'm not the one you should be thanking. My friends here deserve your appreciation, not me. They were the ones who defeated the changelings. They were the ones who repaired my gizmo. They were the ones who brought the sun back to Equestria. And more importantly, they were the ones who helped me realize that with friends at our side, we can accomplish anything we set our minds to. Even fix the sun!"

The crowd of ponies lift you into the air, lauding you with thanks and chanting your names. They carry you back to Ponyville, eating so many cupcakes along the way that everyone gets a little bit ill by the time you get home. But it was totally worth it!

REWARDS

Shutting down Queen Chrysalis's portal is a big win for the player characters, and at the end of this adventure (having completed this one and the previous one), they all gain a level. If the ponies have earned Widget's trust and restored his confidence in himself, they also gain him an ally to help them in the final adventure to defeat the Queen!



CHAPTER

5

EQUESTRIA NOIR

JUST WHEN THEY THOUGHT IT WAS SAFE TO RELAX AFTER RETURNING THE SUN TO EQUESTRIA'S SKY, TROUBLE REARS ITS UGLY MUG AGAIN. THE PLAYER CHARACTERS WAKE UP FROM AN HONEST NIGHT'S REST TO FIND ALL THE COLOR SAPPED OUT OF THE WORLD! EQUESTRIA'S GONE ALL BLACK-AND-WHITE, AND EVERYPONY HAS SHIFTED INTO FILM NOIR VERSION OF THEMSELVES.

Player characters are suddenly hardboiled investigators, smooth talkers, and femme fatales getting to the bottom of the mystery. What mystery, you ask? The riddle of the runaway rainbows. The case of the castaway colors. The mystery of the misplaced... you get it.

The player characters follow clues and give the third to everyone, suspects and potential allies alike (see 'Giving the Third' sidebar). No pony's above investigation. The world's color is on the line, and no pony's gonna stop until they find the culprit.

Following the clues, our sleuths discover whodunnit – or more accurately, *what*: the changeling contraption they shut down in the Ghastly Gorge. You know, the one that nicked the sun in *Chapter 4: Day Becomes Night*? The player characters may have dismantled it, returning the

sun to its proper place, but something else is wrong here. They'll need to take a gander at the contraption to suss out what's gone wrong.

Wouldn't you know it, some of the pieces of the broken machine are gone. The player characters must hunt down the missing pieces and the mugs who stole 'em. With the pieces gathered and the portal rebuilt, it can be safely and properly shut down. Never an easy day's work in *pony noir*, but fortunately, the player characters are on the case.

Part 1: I Could Tell There was Trouble—The player characters awaken to find the world has gone grayscale. All the colors have disappeared, and it's up to them to find out what happened. They begin by helping Mayor Mare recover her missing list of suspects.

Part 2: Who Killed the Color?—The player characters do a private eye investigation to find out where the color has gone. The ponies they interrogate seed clues leading back to the portal in the Ghastly Gorge.

Part 3: Hidden Go Seek—With the help of a new friend, the player characters realize the destruction of the portal is to blame for the color disappearing. To fix the problem, they'll need to track down and recover the portal's missing pieces. But all the trails lead to Diamond Dog country...

Part 4: Case Closed—Now they have the parts, the player characters can reassemble and fix the portal. Doing so, they see where the energy's being siphoned: the changeling hive. Properly shutting the portal down restores the color, but leaves our player characters with more questions, in true noir style.



PART 1: I COULD TELL THERE WAS TROUBLE

The player characters wake up and find the world gone film noir. They may rightly assume it is something to do with the destruction of the portal in the last adventure, but they are clearly going to need to know more to fix the problem. They're sent to retrieve some important envelopes to help solve the mystery of what happened, and leading to a list of ponies to investigate.

PONY NOIR

A lot of noir stories came to life after the Second World War, featuring gritty, cynical heroes, intricate and sometimes deadly interactions, and winding mysteries where no one could really be trusted. On film, these stories often used stark, overly dramatic lighting to emphasize the atmosphere. Suspense, murders, and a crime-solving (though not necessarily morally upstanding) protagonist are all part and parcel of film noir.

The Game Master should encourage the players to take on a film noir theme for their characters as well. Don't just say "I'm not sure about that last pony we talked to." instead say "I knew this pony was trouble from the moment I laid eyes on him." If somepony has information to share, let them tell it in the first person, narrating a detective story. In general, have fun with it!

Need examples? Look at Sam Spade, Philip Marlowe, Mike Hammer, or even Dick Tracy for inspiration. Ponyville even has their own noir icon in the shape of **The Adventures of Shadow Spade**, of which Rarity is a big fan. We love our noir films, like the Maltese Falcon, the Big Sleep, and even neo-noir movies like Brick. In fact, our pony adventurers start this adventure by visiting three trope-like locations to help get them into the noir mood! So when you're ready to get your hooves dirty, put your Miles Davis records on the turntable, dim your lights, and grab your math rocks.

It should've been a bright morning, like any other: sun comes up, rooster crows. Everypony starts their day. But something's wrong today. The dawn arrived. The rooster crowed. But the sun streaming through the clouds is gray. Stark and lonely. It seems out of place among the shadows of Ponyville.

That's when you realize it's not just the sunlight. Everything's gone all topsy-turvy! The town's supposed to be bright and colorful, but it's all gray. And when did it get so hazy everywhere? You realize everypony's gone black-and-white – including you! There's a mystery ahoof!

Before you can find her, she's found you: Mayor Mare. The moment you see her, you know there's trouble. The grand dame steps out of the haze, approaching with a slow certainty in her step. Her hair is set in a classic pin-curved wave, and when she talks, her voice comes low, quicker than you're used to. Not the sing-song mayor Ponyville's come to expect, but you know it's her all the same.

"Glad to see you're here, ponies," she sighs. "Somecreature's gone and snuffed out the color. I need some investigators on the case. You willing to lend a hoof?"

When the characters agree to help, Mayor Mare continues:

"Thanks, ponies. I knew I could count on you," she sighs. "I spent the whole morning interviewing ponies about this. I had my leads in three large envelopes, and now I've gone and lost them, and I'm in meetings for the rest of the day! Not to mention everypony keeps asking me what is going on."

She turns a pleading look to everypony. "I need you to find those envelopes! Retrace my steps: I started my work at Ginger Bloom's soda shop, then I went to Detective Pony's office at the Heartbreak Hotel to get him on the color-case. Finally, I met a few shy contacts out by the Old River Bridge to get their statements. My envelopes have to be somewhere in one of those places."

She sighs. "Sorry I can't be more help. But you're sharp ponies. Find my envelopes and bring them to me, and we'll continue the investigation from there."

Their first goal is to retrace Mayor Mare's steps, retrieve her missing envelopes, and return them to her at her office. If the player characters have questions, these are the potential responses:

When did the color fade?

Mayor Mare shakes her head. "Best as we can guess, some time overnight. The ponies who woke with the sun reported it was gray to start."

Do you have leads?

"All the leads we've come up with so far are in my envelopes. If you find more suspects along the way, grill 'em good!"

Why don't we just read the envelopes ourselves?

"No dice I'm afraid," sighs Mayor Mare. "I took the notes in a cipher, so only I could read them. For security's sake, just in case something like this happened. Bring them to me and I'll translate them for you."

How can you talk to us if you're in meetings all day?

Mayor Mare looks exasperated. "I can excuse myself from the meeting I'm in to take a few moments for you. Now shoo! You're wasting time."

If there are any further questions, Mayor Mare does her best to answer them, but eventually goes to her meetings, leaving the player characters on their own.

The next scenes should involve the player characters visiting Ginger Bloom's soda shop, Detective Pony's office at the Heartbreak Hotel and finally the Old River Bridge. They can visit them in any order.

THE GIN(GER) JOINT

Ginger Bloom's soda fountain is hopping by the time you get there. Ponies do love their sweets, don't they? And speaking of candy, looks like there's a special visitor in today: Coloratura. Once Countess Coloratura, now she goes by "Rara" for her stage name after a run-in with a bum manager left her a canary without a cage. She's up on stage, crooning a song while ponies enjoy their malts, sodas, and ice creams.

The owner of the joint, Ginger Bloom, runs around like a whirlwind, taking and filling orders. Looking harrowed, she still throws you a smile and says, “Sit where you like! I’ll take your order in just a moment!”

Once the ponies sit, it takes a long time for Ginger Bloom to get to their table. As they wait, more ponies come in, some finish their meals and leave, but only Ginger Bloom tends to their needs!

After what feels like an eternity waiting for her, Ginger Bloom finally arrives at the table! When the player characters ask after Mayor Mare’s envelopes, she looks relieved.

“Oh, thank goodness. I was so worried that she forgot it here. I was going to go find her, but my helper called in sick, so I’ve been handling all the ponies’ orders myself! If you can help me serve these ponies their drinks, I can go get the envelope for you!”

If they’re in a big hurry, the player characters can choose to persuade her to just hand over the envelope. Doing so is possible with a successful **DIF 18 Persuasion (Understanding) Skill Test**. Otherwise, they’ll have to help sling drinks to get what they want. Doing so efficiently needs a **DIF 15 Finesse Skill Test** or a **DIF 12 Culture (Cuisine) Skill Test**. Ginger Bloom gives the player characters the envelope if they help at all, but the tests show how tough a time the player character have. Success gets everypony their orders in good time. Failure leads to spilled drinks, annoyed customers and a point of Stress. However it goes, helping with the drinks also gives the player characters a chance to ask Coloratura and Ginger Bloom a few questions:

COLORATURA, FAMOUS SINGER

If the world wasn’t so black-and-white, this Earth Pony’s coat would be a grayish aqua color, with her mane a muted indigo swirled with teal. Even with everything so grayscale, her Cutie Mark – a

yellow star surrounded by rainbow notes – still shimmers when she sings. If you need statistics for Coloratura, use the <<Celebrity Pony>> profile in the *My Little Pony Core Rulebook*, p. 266.

What do you know about the color being gone?

“Nothing. I’m just here on a two-day ticket to visit my old pal Applejack. The color was gone by the time I was awake this morning.”

Did you see Mayor Mare today?

“She was here for my first set of songs. I did see her sit with a few ponies, but I didn’t get any more information. The hazards of stage life,” she smiles.

Did you take the color?

Coloratura’s eyes widen. “Me? My entire life is about bringing color and heart to the world, not taking it away. You’re barking up the wrong tree.”

GINGER BLOOM, OWNER OF THE LOCAL SODA SHOP

Ginger Bloom’s coat is usually a bright red, and her mane and tail a hay yellow. She’s often seen wearing a pink-and-yellow striped apron and a matching diner hat, tilted at a jaunty angle. Her Cutie Mark, an ice cream cone with a flower behind it, never fails to make ponies smile. If you need statistics for Ginger Bloom, use the Townspony profile in the Appendix (p. 161).

What do you know about the missing color?

Ginger Bloom shakes her head. “I only know that it was this way when I woke up. Mayor Mare asked me that, too.”

Once the player characters are successful in their Skill Tests, Ginger Bloom happily hands over the manilla envelope with a word of thanks, and the player characters are free to go. If they helped Ginger Bloom serve all the customers, she’ll even give each of them a small candy treat for free!

From here the player characters can try visiting Detective Pony’s office at the Heartbreak Hotel or the Old River Bridge.

THE HEARTHBREAK HOTEL

The old Hearthbreak Hotel. Lots of stories here. Lots of history. Famous ponies used to come here. Some of the great tragedy-romances were written here in real life, right before everypony's eyes.

The front desk pony points you in the direction of Detective Pony's office. Down one hall, then another, you arrive in front of his singular door. The obscure glass gives privacy to whoever's in. Written on the door in bold letters, reads: Detective Pony, Private Investigator.

You open the door to the tiny, dimly-lit office, and the heady smell hits you: someone's been hittin' the peppermint. One small desk has more paperwork on it than you've seen in a long time. And behind that desk, none other than the grand gumshoe himself!

DETECTIVE PONY, PRIVATE EYE

Ah, the well-known savvy sleuth himself! Detective Pony is a tall Earth Pony with a periwinkle coat and a mahogany mane and tail. His Cutie Mark, a bumblebee, is often hidden beneath the dapper ulster he wears. He prefers tweed suits, though notably his cap always matches the ulster overcoat! He even looks impressive in black-and-white. If you need statistics for Detective Pony, use the Hero Pony profile in the *My Little Pony Core Rulebook*, p. 268.

What do you know about the color being gone?

"I'm working on that."

Did you see Mayor Mare today?

"Sorry, pal. I don't blab about ponies I may or may not have seen. Professional courtesy, you know?" (See the Skill Test Below)

Did you take the color?

Detective Pony laughs. "Now wouldn't that be something? I'd have to open a whole new business just to track myself down."

Do you have Mayor Mare's envelope?

(See the Skill Test Below)



While Detective Pony can't give any confidential information about his clients (like Mayor Mare), the player characters can find their way around this by asking different questions or using their social savvy. A successful **DIF 15 Persuasion (Understanding or Etiquette) Skill Test** clues the player characters in to ask specifically about the missing envelope instead of who provided it. Likewise, success on a **DIF 15 Alertness (Insight) Skill Test** shows Detective Pony is being honest and forthright. He wants

to help, and if caught, might suggest the player characters ask about other items (like the envelopes), instead of which ponies he works for.

Once the player characters ask about the envelopes, Detective Pony smiles.

"Now that, my good ponies, is a good question!" His stance relaxes, eyes twinkling. "Yes, I remember seeing an envelope with one of my clients. It was a large, manilla one, and it had a twinkly clasp." He thinks about it a moment. "I think I saw it drop, and some good soul brought it to the front desk. Ask them about it, and they'll get it for you."

When the player characters check at the front desk, the clerk checks the lost and found. Sure enough, some kind pony turned in the lost item and it's handed over to you! Good job!

From here the player characters can next visit the Old River Bridge, or Ginger Bloom's Soda Shop if they haven't done so already..

THE THIRD MAN(ILLA ENVELOPE)

During the last great renovation, Ponyville got several swanky new bridges and smoother, more optimized paths around town. The Old River Bridge is little more than a remnant of an older time. Sure, some ponies still clop this way, but more of them like the upgraded roads and the surer footing. These days, this old bridge ain't much of a looker anymore, but she's still strong enough to be standing.

Rain starts to fall the closer you get, and by the time you reach the bridge, the already-gray sky is dark, heavy. Makes it really hard to see a few paces past your hooves! As you reach the old bridge, lightning flashes, casting a sudden, stark light down the archway. A silhouette stretches long in front of you: there was someone hiding in there!

They turn and run down the shadowy arch once they're made. Time to chase them down, ponies!

The rain makes things difficult: it's hard to see and the wet ground makes it challenging to navigate. Every so often, lightning flashes and illuminates this mystery figure as they run, casting starkly-lit silhouettes as they go. A successful **DIF 14 Acrobatics (Balance or Flying) Skill Test** lets the player characters catch up with the mystery pony. They can also try a **DIF 14 Persuasion Skill Test** to convince them to wait, or a **DIF 16 Intimidation (Frightening) Skill Test** to scare them into stopping. Let the players come up with other solutions, too! If all the player characters fail all the tests, one of them can push themselves harder and catch the shadow, but suffer a point of Stress

"Okay, okay, you got me!" The shadowed pony lifts his hooves to the sky, and a flash of perfectly-timed dramatic lightning zips across the sky. It illuminates a face some ponies may recognize: Jelly Lime. A goon as slippery as the mud you're standing in.

JELLY LIME, SLIPPERY NO-GOODNIK

A white Earth Pony with a smooth-as-jazz appearance. His normal suit jacket is changed up for a trench coat, though it's still perfectly matched to his coat color and interior lined with what you guess is supposed to be his signature purple velvet. Beneath that, one can get a peek of a sleek, black shirt and a tightly-knotted tie. Even here in Pony Noir, he still wears his shades; he's added an oversized fedora to bring the look together. He's not much of a talker, because when he speaks, his high-pitched voice shatters the "cool pony" illusion he's worked so hard to maintain.

Jelly Lime has been hanging around the Old River Bridge because he is secretly writing poetry and doesn't want to ruin his bad-boy reputation. He wants his "darkest secret" never to get out. Having a few friendly ears and creative support wouldn't hurt, either. He has Mayor Mare's Missing Manilla Mailer (okay, envelope. Can't fault a pony for trying!) and his super-secret

notebook of poetry. If you need statistics for Jelly Lime, use the Bully Pony profile in the *My Little Pony Core Rulebook*, p. 266.

If it looks like he's about to outrun the player characters, the Game Master may decide he accidentally drop his poetry notebook. He refuses to leave it behind, so the player characters can either catch up with him or grab the notebook to make him stop. Interestingly, he isn't hanging around here to do anything suspicious! He hangs around the bridge all the time because it affords him privacy to write, all while being out of the ever-watchful eyes of pony society. When asked about the envelope, he answers:

"An envelope?" Jelly Lime looks genuinely surprised – or as surprised as you can guess from behind those dark cheaters. "You're not here to take my poetry notebooooo---uhhh, my nothing at all!"

Tumbling over his words, he fishes out the envelope as a distraction tactic, speaking super quickly. "Here! Take it. Take the envelope and forget I was ever here or ever said anything about poetry, bye bye now!"

Technically, the player characters have what they need from him. So they can return to Mayor Mare if they have all three envelopes, or they can continue to find out about his poetry. If they decide to show support for Jelly Lime's secret poetry habits, they earn his trust and can add him as a friendly Contact.

Why did you run away from us if you weren't stealing?

Jelly Lime looks embarrassed. "Look, I, uh...I come here for privacy. I'm around here all the time. I'm the toughest mug around, but I got a softer side too. So...I write. Poetry and stuff, yanno? Just...look, don't tell anyone. I got an image to maintain."

What do you know about the missing color?

Jelly Lime shakes his head. "No clue, but I wrote a poem about it. I'm actually pretty okay with the color gone. Good, ah, artistic inspiration, yeah?"

WRAPPIN' IT UP

With all three envelopes collected, the player characters can return to Mayor Mare at the Town Hall:

The Mayor's as good as her word. You show up at her office and she makes the time for you all.

"Thanks, gumshoes," she smiles. "This'll make life easier." She sets a tiny set of pince-nez spectacles on the edge of her snout and proceeds to decipher her cipher. "Let's see here."

"Okay, ponies," she nods. "You did good. Real good. I've still got a million cases on my back so I'm going to need you to carry on the investigation. But we've got three new leads. First, go down to the old Pie Family Rock Farm. Someone mentioned the youngest of the family, Marble Pie, might have motive or information that could help. One of my interviewees dropped the hint she's never been able to speak for herself. Add to that she's the grayest of the family, and it could be she's finally bringing everyone to her state of being. I don't want to assume; all this could be just hearsay or scared speculation on behalf of the ponies who shared this information. But we need to investigate all the leads."

"Speaking of scared speculation," Mayor Mare sighs, rolling her eyes. "A lot of ponies are worried your old pal Widget is behind this. Another contraption gone wrong, that kind of thing. Again, we need to not jump to scared conclusions, but we should also check it out to be safe. Why don't you swing by Widget's place, see if he's doing okay."

"I want you to talk to Zecora next. She's got amazing abilities and know-how, and the dame is tough as nails." Mayor Mare grins at the thought. "See if she can help us with knowledge or a potion or bauble. I don't know if there are magics that can help us suss this out, but if there's a pony I trust in this rough-and-tumble world, it's her."

She readjusts the pince-nez glasses. "Got it, detectives?"

PART 2: WHO KILLED THE COLOR?

Mayor Mare gives the player characters her list of people to talk to. Each has a clue that leads back to the changeling portal, as well as a hint as to who has a piece of it.

In a perfect world, the players follow Mayor Mare's directions, speaking to all the ponies, before going to other locations. After all, Zecora is helping an NPC meant to lead them directly to the portal (and answers). Because this is an investigation, the player characters might choose to go elsewhere, though. That's okay! Let them chase whatever leads they like. This section deals with the player characters being questioned, while all the locations of interest are in the next section, Part 3: Hidden Go Seek.

The list of ponies to interrogate are as follows:

- **Marble Pie** might have motive to steal color (see A Pie Thief?).
 - Her clue leads to the **Diamond Dog Hoodlums** (see The Greedy Goons, in Part 3: Hidden Go Seek)
- **Widget** is a good pony to ask (see It Was You, Wasn't It?).
 - His clue leads to a lonely **Orthros** (see Bestest Boys, in Part 3: Hidden Go Seek)
- **Zecora** can help with potions, magic, and knowledge – and is busy treating an ear-witness to the incident! (see Black and White and Read All Over).
 - Zecora has a clue that leads to the **Diamond Dog Mobsters** (see Make Them an Offer, in Part 3: Hidden Go Seek).
 - **West Leigh** heard the portal explode and got his brother to investigate. He can take the player characters straight to the portal to meet his brother **Wheat** (see Part 3: Now You're Thinking, with Wheat Leigh).

A PIE THIEF?

To the south of Ponyville and beyond lies the rock farm that **Pinkie Pie's** family calls home. The Pie family welcomes the investigators amicably and offers simple drinks while they summon Marble.

Marble Pie is very quiet, typically answering questions with a “Mm-hmm” for yes or a “Mm-mm” for no. She's so used to her sister speaking over her and speaking for her, getting her to say more is a **DIF 15 Persuasion (Understanding or Persuasion) Skill Test**. Similarly, a spellcaster can cast Common Ground to make it easier for her to be understood, and resulting in a funny interaction that sounds like “Mm-hmm? Mm-hmm” to anyone not affected by the spell.

MARBLE PIE, POTENTIAL PERP?

The youngest of the Pie brood, Marble is also the quietest. Her older-sister-by-a-few-minutes, the much-beloved Pinkie Pie, apparently got the chatty gene. In a family full of rock-farmers, her coat and mane is the most grayscale of them all; so much so, the shift into Pony Noir has made very little difference! Her coat is a cyan-tinted gray at the best of times, with her mane and tail a dark cyan gray and her eyes a captivating gray-violet. Her Cutie Mark is a set of three violet-on-violet marbles. Or...would be, if the world's color hadn't gone missing! If you need statistics for Marble Pie, use the Filly/Colt Pony profile in the Appendix (p. 157).

Once they get her comfortable enough to talk, she is honest and open in her answers:

Did you steal the world's color?

Marble looks shocked. “Oh, no! I would never. I love that the world is so colorful.” She looks around and amends, “...normally, that is.”



Why don't you ever speak up for yourself?"

The gray pony shrugs. "Oh, I don't mind it. Pinkie knows me so well that she pretty much gets my thoughts right 100% of the time. Besides, I'm much more of a listener than a speaker." She gives a shy smile.

When asked if she has any information about the color drain or if she is asked if she's seen or heard anything recently, she thinks for a moment, and then her eyes brighten and she says:

"The only out-of-the-ordinary thing I can think of was when I was out in the Ghastly Gorge," she admits. "I was studying a rock formation and I could have sworn I heard a heavy dragging sound. I heard someone say something about 'finding big gems' and 'getting home to the cave.'" She blushes. "I'll admit I was too fascinated with the rock formation to pay much attention."

Ghastly Gorge is quite a big place. The player characters likely need more information before they can go searching. Maybe talking to the next pony on the list will uncover more clues!

If they want to start speculating early, a successful **DIF 25 Culture or Survival Group Skill Test** helps them figure out that there is a pack of Diamond Dogs living around Ghastly Gorge, and they love finding gems. But if they fail they just won't know what to expect.

The player characters can also gain $\uparrow 2$ for the test for each of the following they have done:

- Spoken with Widget.
- Spoken with Zecora.
- Recruited or spoken with Wheat Leigh.
- Already seen the dragged tracks at the Ghastly Gorge.

IT WAS YOU, WASN'T IT??

The Ponyville inventor, Widget, still lives at the edge of the Everfree Forest. If the player characters already know Widget from the previous adventure the place looks like it's seen some improvements since they were here last. It is cleaner, tidier, and when Widget answers the door, even the inside is more organized! He seems genuinely touched the player characters are checking up on him.

HAVEN'T I SEEN YOU SOMEWHERE...?

This section assumes player characters are already familiar with the Ponyville inventor, Widget. As such, description of him and his home here are minimal. If you need more information about him or his home, you can find this information in Chapter 4: Day Becomes Night (p. 47).

WIDGET, PONYVILLE INVENTOR

This gray Unicorn looks a lot healthier since the last time anypony saw him. His white mane and tail are still frazzled, but that is perhaps to be expected with all the experiments and tinkering he does. Excitement buzzes behind his eyes instead of depression and fear; a great change! When asked about the color drain or if he has seen or heard anything recently:

Widget's eyes go wide and he practically vibrates with excitement. "Isn't this amazing? Purely from a scientific standpoint, of course."

He stares off into the distance for a moment and then snaps back to attention. "I mean, maybe it's my own experience of late, but I wonder if anyone has checked the portal back in the Ghastly Gorge."

He begins to ramble. "I was just there, in fact, to test out a new gadget. It, uh, didn't work as planned, but at least I know the next tweaks to make to it! I was writing down notes when I heard two dogs barking and growling loudly at each other. I ran and hid because, well, I'm afraid of animals I don't know. Plus, I'm allergic," he smiles apologetically. "I didn't think dogs lived in the Ghastly Gorge, but I suppose I'm wrong. Though I've heard rumors about an orthros being spotted around here lately..." He continues rambling until stopped.

Did you steal the color?

Widget's excitement turns sad a moment. "No. I know there are a lot of ponies who probably think I did all this. But I'm innocent, I swear! If anything, I'm fascinated by this, purely from a scientific standpoint."

Do you have any leads?

"Nothing I haven't already shared with you. I might guess it'd be worth your while to look at the portal. The only other odd thing was the two wild dogs barking in the gorge."

Just like in the earlier section, if our gumshoes want to start deciphering this clue, a successful **DIF 25 Animal Handling Group Skill Test** helps them figure out the rumors of a loose orthros match up with the sound of two dogs, since the creature is, essentially, a two-headed dog. But if they fail the test they just won't know what to look for, but are still able to follow the tracks later. The player characters can also gain $\uparrow 2$ for the test for each of the following they have done:

- Spoken with Marble Pie.
- Spoken with Zecora.
- Recruited or spoken with Wheat Leigh.
- Already seen the animal tracks at the Ghastly Gorge.

BLACK AND WHITE AND READ ALL OVER

Going this deep into the Everfree Forest is frightening even when the world's color is normal. The shift to grayscale makes shadows even darker, and spooky sounds super spookier! The player characters catch occasional glimpses of movement from the corners of their eyes. Sounds play tricks on their ears – a snap of a close-by branch here, a strange hoot or howl in the distance there. This is a scary place!

Ask the players how their characters are feeling. Now is a great time to ask for a **DIF 15 Survival (Forest) or Alertness (Insight) Skill Test**. Characters who fail gain the Frightened condition, suffering $\downarrow 2$ on Smarts and Social Skill Tests. This lasts until the condition is removed by healing or by leaving the Everfree Forest.

At last, you arrive at Zecora's home, buried deep within the forest. You can hear her inside, talking to somepony. Poking your head in, you see her leaning over a young pony, looking into one of his ears while he's sitting perfectly still. She looks up as you enter and smiles. "I'll be right there, so wait a beat. And in the meantime, take a seat."

To the pony whose ear she was inspecting, she says, "A potion is the cure I choose, just wait a moment while it brews."

The pony nods gratefully while Zecora turns to you and invites you to speak.

ZECORA, ALCHEMICAL EXPERT

If there was anypony who looks fabulous in this weird noir world, it's this zebra! Sure, the golden glint of her Dzilla rings are now silvery, but the magical glimmer in her eyes is wholly unchanged. More detail on Zecora can be found in the **My Little Pony Core Rulebook**, p. 242. When asked about the color drain or if she has seen or heard anything recently:

Zecora thinks about it for a moment before answering, "While gathering some healing moss, I heard 'let's take this to the boss.' There were several creatures wearing suits, they seemed happy to have found some loot."

Did you take the color?

She laughs. "I gather herbs and such for potions, but none require color lotions!"

Can you give us any help?

"Can potions bring back color? No. But take a potion when you go!"

Just like in the earlier section, if our gumshoes want to start deciphering Zecora's clue, a successful **DIF 20 Culture or Survival Skill Test** helps them. It reminds the player characters the suit-wearing creatures might be more Diamond Dogs who are known to live near the Ghastly Gorge. If the player characters fail the test, they just won't know what they are up against until they find it!



The player characters can also gain $\uparrow 2$ for the test for each of the following they have done:

- Spoken with Marble Pie.
- Spoken with Zecora.
- Recruited or spoken with Wheat Leigh.
- Already seen the animal tracks at the Ghastly Gorge.

WEST LEIGH, ENGINEERING PRODIGY

Zecora's patient is a fresh-faced, young Pegasus called **West Leigh**. He has big dreams of flying to the moon and beyond, living a magical life out in the stars! Like his older brother Wheat Leigh, West has a white coat and gray mane and tail. His Cutie Mark is one large, shooting star over a field of smaller stars. Where his brother is cynical,

West is optimistic, and openly shares his thoughts and dreams.

West Leigh actually heard the portal explode and it hurt his ears, so he sought Zecora out for healing. He happy agrees to take the player characters to the Ghastly Gorge and meet his brother Wheat. West is just here to get his ears tended to, and then he returns to his brother in the gorge. If you need statistics for West Leigh, use the Inventor Pony profile in the Appendix (p. 158).

Zecora nods towards the pony she is tending. "While I prepare this pony's brew, I think perhaps he has a clue." The pony in question perks to attention.

"Good to meet ya. West Leigh, that's my name. The world's gone pretty bonkers, hasn't it?"

When asked about the color drain or if he has seen or heard anything recently:

"Why, yeah, matter of fact I have! Last night, I set up camp in the Ghastly Gorge to do some star-watching. It was a good night for it, too. Really clear sky. The trick is to know when the Pegasi are gonna finish the scheduled rains." He flutters his wings and winks.

"Anyway, so after a great night of studying the stars, I fall asleep at camp, see? One second, I'm dreamin' of some dish with gams for miles, and then the next, boom!" He pauses for effect, and when there's no reaction, he clears his throat and continues. "Uh, no. I, uh, meant literally boom. There was a really loud explosion! I woke up and found the world sapped of color. So naturally, I gotta go sniff around, see what happened.

"I found this really weird contraption in a cave. Been looking at it since. I tell you, it looks like some kind of broken-down machine. I got my brother to help me take a look. He's sure it's a portal of some sort, and he knows portals in and out."

"I wanted to help him more, but my ears kept bugging me. I made the trip out here, and soon as I get my potion from Zecora, I'm going back to help my brother. You wanna come along?"

What is the contraption?

"Well, my brother suspects it's a portal of some sort. It's made of this weird, black, chitinous material."

Is there anything else?

West tilts his head as he thinks. "Come to think about it, yeah. There were these tracks leading away from the machine, and they weren't made by a pony. I'll show you when we're there."

When the player characters are ready to leave, Zecora offers them one potion that affects all of them at the same time. They can choose one of the following spells for the potion to replicate: Fluttery Wings, Healing Bandages, Adapt, Common Ground.

At this point, if they have collected all the clues, the player characters should be able to piece a few things together. Several clues point

to the Ghastly Gorge, and even the ear-witness wants to lead the player characters there. If the player characters have been playing through the adventures in the book, they should remember the changeling portal in Ghastly Gorge, and may well be the odd machine being mentioned. If they need a hint, the Game Master can give them a clue if they make a successful **DIF 10 Alertness (Investigation) Skill Test**.

As the player characters are now leading the investigation, they should follow the clues to the Ghastly Gorge. But they can return to Mayor Mare to update her first if they prefer. She asks them to check out the gorge though!

PART 3: HIDDEN GO SEEK

In this section, the player characters discover the changeling portal is behind the color drain. When it was destroyed, the light of the sun came back, but other parts of the portal never stopped siphoning, neither did the other end of the portal. It has put made a huge magical mess, and repairing the portal and shutting it down again more efficiently is the only way to fix things. However, scavengers have already taken pieces of the portal, and it's up to the player characters to retrieve them.

NOW YOU'RE THINKING WITH WHEAT LEIGH!

West Leigh joins the player characters when they go back to the Ghastly Gorge and the changeling portal. As they arrive, West urges them to steer clear of some tracks because he thinks they are clues:

West Leigh proves a friendly if overzealous conversationalist. As he leads you, he regales you with tales about his dreams of flying to the stars, as well as his brother's fascination with the topic of motion and transportation. As you approach the cave entrance where you know the changeling portal to be, West stops you.

"Careful where you step," he warns. "There's a bunch of footprints here and I think they're clues."

Sure enough, as they approach the entrance, West Leigh points out three separate sets of footprints. If the player characters don't already know Diamond Dogs may be around, a **DIF 16 Culture Skill Test** tells them all the tracks lead towards Diamond Dog territory. For now, it's enough the player characters know to not disturb them yet. They should speak with **Wheat Leigh** before following the trails.

You approach the remnants of the changeling portal and see a dapper-looking Pegasus hovering upside-down near a curved piece of the chitinous machine. "So fantastically clever," he mumbles to himself.

He rights himself and comes to you as he sees his brother return. "Good to see you back West, and I see you brought some new friends. Fantastic to meet you. Simply brilliant."

WHEAT LEIGH, PORTAL ENTHUSIAST

Wheat Leigh is a studious, dapper-looking Pegasus with a white coat and gray mane and tail, though that is to be expected due to the black-and-white noir shift. Ironically, once the color is restored, his coloration does not change, nor does his outfit. "*I tell you, I know what I'm about,*" he'll chuckle. He speaks with a soft British accent, is somewhat cynical in personality, and is easily startled. He wears a dark gray overcoat and a matching fedora.

Wheat Leigh loves the science and magic of motion and transportation. He has spent his adult life in joyous study and pointed experimentation in the name of furthering everypony's mobility. So what if a Pegasus doesn't typically learn Magical Studies? Wheat so loves the subject, he is determined to someday master long-distance teleportation through extensive use of specialized mechanized transference systems. In short...he is a portal nerd.

Wheat Leigh is fascinated with portals and thinks it's finally his moment to shine! He can figure out the mystery of the changeling portal

and do his part to save Equestria. Everypony will be so impressed that maybe they'll make him a Professor of Portalism! Portaling? Portal Ponies? We'll workshop it! Among his tools, Wheat Leigh also has a talisman (bauble) of Help Yourself. If you need statistics for Wheat Leigh use the profile for Academic Pony (see Appendix, p. 157).

When asked what he's found about the portal, he excitedly answers:

"This is the culprit, no doubt about it!" Wheat Leigh nods. "See here? The machine may be dismantled, but it's still siphoning, just not in the same way as before! It looks like it's linked to another source of energy. That would explain why we have our sun back, but it's still draining energy from our beautiful world!"



"I don't get it," admits West.

"Well, think of this portal like the end of a vacuum hose. We're at the end that picks up dirt and dust, and whatever's on the other side is the machinery creating the pull. If you block the hose from picking up dust and dirt, you aren't stopping the machinery from pulling. You're just plugging a hole that wants to keep sucking. That's what's happening here. This machinery is just a plugged hole, but the real problem is what's doing the drawing-in on the other side."

He turns to you. "I can help here, but there's a lot to do, and I don't know how much time we have. If we can rebuild this portal, I think we can shut it off properly. It seems like there are several big pieces missing, though. West said he thinks he found some clues. That's a good place to start. West, show them, and then come back and help me with this."

The player characters may like to ask further questions, such as:

Will you come with us?

"I'd better stay here and get to work rebuilding what I can. You can do this, ponies. I know you can."

Have you ever heard of an inventor pony named Widget?

Wheat Leigh arches an eyebrow. "No, never heard of him. Sounds like a good pony, though."

Wheat and West stay behind to keep investigating the portal while the player characters retrieve the missing pieces of the portal. To do this, they need to follow the three sets of tracks they found nearby.

HINTS TO THE HOODLUMS

There are three groups of tracks leading out of the cave and going in different directions. Working together, the player characters can figure out where the missing pieces are. Each section describes the tracks and offers hints if the players are stumped.

TRACK SET 1 (DIAMOND DOG HOODLUMS)

Two sets of tracks lead deeper into the gorge, with a giant drag mark in between them. There are some Skill Tests the player characters can make to gain more clues about the tracks:

A **DIF 10 Animal Handling Skill Test** shows the sets here look like dog paws, but are only walking on two legs instead of four.

A **DIF 10 Alertness Skill Test** reminds the player characters of something Marble Pie said: she heard a heavy dragging sound. This sure looks like something heavy was dragged! What else did she say..?

Whichever player character got the highest successful Alertness Skill Test result also remembers that Marble Pie mentioned hearing someone talking about *"finding big gems and returning to their cave."* The footprints certainly lead towards a section of the gorge full of caves.

When the player characters choose to follow this set of tracks proceed to The Greedy Goons.

TRACK SET 2 (ORTHROS)

This set of prints belongs to one creature and one thin, dragged item. The marks go away from the gorge towards the woodland. If the players need help putting things together, let them roll for clues:

A **DIF 10 Animal Handling Skill Test** shows the set of prints here are normal dog feet and belong to one animal walking on all fours. The small drag mark might be something a dog carried in its mouth.

A **DIF 10 Alertness Skill Test** reminds the player characters of their conversation with Widget: he was here when he heard two wild dogs growling and barking at each other. Was there something more he said?

Whichever player character got the highest successful Alertness Skill Test result also remembers that Widget also mentioned rumors of an orthros hanging around. If they don't know what that is, a successful **DIF 15 Animal Handling Skill Test** lets them recall an orthros is a

two-headed dog. A critical result also reveals that Diamond Dogs are often rather fond of them as pets. Maybe the rumors are true, and an orthros has taken a piece of the machine to the west!

When they are ready to follow these tracks proceed to Bestest Boys.

TRACK SET 3 (DIAMOND DOG MOBSTERS)

The last set of prints are similar to one of the other tracks (Track Set 1) but much more numerous! There is no telltale sign of the stolen item's size. The pawprints head out of the cave and lead deeper into the gorge, but in a different direction to the others. If the players need help putting things together, let them roll for clues:

A **DIF 10 Animal Handling Skill Test** shows these paws are also probably Diamond Dog prints, but there are at least four or five sets of prints.

A **DIF 20 Culture Skill Test** ties it all together! There are several Diamond Dog gangs in the area, and they don't always get along. That's why the two sets of Diamond Dog tracks go in different directions.

- When they are ready to follow this set of tracks proceed to Make Them an Offer.

Once the player characters have all the information from the previous sections, figuring out the tracks becomes easier. When this is the case, a successful **DIF 20 Alertness (Investigation or Insight) Skill Test** helps them.

If they can't figure anything out about the tracks, they can just follow them and see what they find! They can pick any of them to follow first.

THE GREEDY GOONS

You follow the heavy-looking tracks out of the Ghastly Gorge and through winding roads. Before you can say "cutscene," you've tracked the suspects down. Way down, to a deep cave at the bottom of the gorge, where the Diamond Dogs make their home.



An argument down one tunnel catches your attention and you come upon two Diamond Dogs standing in front of a large, chitinous sphere. They are both wearing pinstripe suits, but have taken off their jackets and rolled up their sleeves, and are preparing to do some digging.

"I tell you, this is our ticket to riches! This Rock City gang stash is better than we expected, the mole really came through for us." one dog growls. "Now all we gotta do is turn this thing on and we'll be up to our armpits in diamonds!"

"It's not a thing to turn on, nincompoop!" the other one snarls. "Clearly this is a pickaxe! It's gonna help us tear down the rock!"

"Well, whatever it is, this is the place the mole told us about. We dig here and all their gems will be ours. Hurry too, those Rock City hoods find two Stone Cold boys like us here and we're for it!"

If the player characters listen further to the conversation, they can piece together that these Diamond Dogs are from the Stone Cold Boys gang and are on another gang's turf (The Rock City gang). A 'mole' in another gang told them where to find this secret cave and they plan to dig up the other gangs' hoard.

There are several ways to get the item back from the two Diamond Dogs, including but not limited to:

- Succeeding on a **DIF 20 Intimidation (Frighten) Skill Test** scares them away from the item. A spellcasting pony can use any pertinent spells to assist in scaring them, resulting in ↑1 on this Skill Test.
- They could try to talk the Diamond Dogs into giving the piece of the portal to them. With a successful **DIF 15 Science** or **Persuasion Skill Test**, they convince their adversaries the portal piece won't help them at all. When they realize there's no use for it, they give the item away.
- Violence is rarely the answer. But if all else fails, a battle could certainly disable the two of them. The statistics for Diamond Dogs can be found in the profile in the *My Little Pony Core Rulebook*, p. 255.
- If the player characters have the orthos, they can trade the animal for the portal piece as the Diamond Dogs are very taken with it and would love to keep it as a pet. If the player characters don't think of it, they offer to trade.

They can be sure to look after it, but a **DIF 12 Animal Handling Skill Test** might be required to get the orthos to go with them.

Once the player characters get the item, they need to bring it back to Wheat Leigh. It's heavy and takes a long time if they're dragging it, but they can do it by working together!

BESTEST BOYS

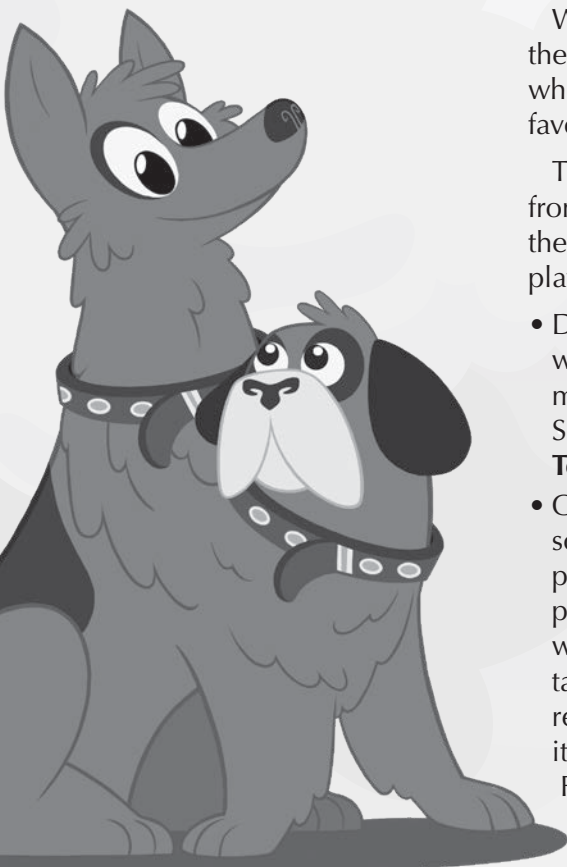
Following the animal tracks that lead out of the Ghastly Gorge, you don't have to go far before you hear wild barking. You follow the sound and discover an orthos nearby. It is tossing an item that looks like a braided, blackened stick of chitin. That's a missing piece of the portal! It must have been mistaken for a toy.

You watch as one big, fuzzy head tosses the stick and the other head leads the charge to pick it back up. Both heads play a strange game of tug-of-war for a moment, and then it's the other head's turn to toss the stick.

When the player characters approach, one of the orthos's heads holds onto the chitinous stick while the other growls lowly, guarding its new favorite toy.

There are any number of ways to get the item from the orthos and its statistics can be found in the profile in the Appendix (p. 164). For example, player characters can try:

- Distracting the orthos with an item it might want more than the stick! One head may be more interested in the item than the other. Succeeding on a **DIF 15 Animal Handling Skill Test** makes the distraction work.
- Offering to play with the orthos! Start by tossing something else, and once the orthos trusts the player characters, it allows them to toss the piece of the portal, too. Once the orthos is all worn out and happy, it lets the player characters take the portal piece without a fuss. This requires a **DIF 15 Brawn Skill Test** to outlast it (but only one character needs to succeed). Failing the test gains the character a point of Stress from exhaustion.



- A **DIF 10 Survival Skill Test** clues the investigators into the fact that this orthos is bored and hungry having been lost here so long! If player characters offer some food, the orthos drops the portal piece in an instant to get as much food as possible.

This missing piece of the portal is long and thin. It's not too heavy, so player characters can take it along with them on their journeys, or they can drop it off with Wheat Leigh before continuing onward.

MAKE THEM AN OFFER

The set of tracks leads to another cave deep in the Ghastly Gorge. This one is fully furnished with lots of leather armchairs and desks. Several Diamond Dogs wearing pinstripe suits are relaxing here or preparing for another digging session deeper in the caves. Some of the mobsters challenge you as you enter, telling you that you've found the hideout of the Rock City gang. They decide to let you see the Boss so he can decide what to do with you.

As outsiders you are led into a lavish reception room to speak with the Boss. In its center is a giant plush leather chair in which sits the Boss. He is a huge Diamond Dog, in a very impressive suit. He wears several rings with precious stones in them and seems stern but ready to listen.

"So, you wiseponies have come into my hideout. But you've shown me and my boys respect so I'll hear you out."

The player characters can tell him about the portal pieces they are looking for. If they don't, they won't get very far and will probably be asked to leave:

"Well, I don't know nothing about no portal. But my boys have returned today with many new items, yes, and that includes something like the doodads you describe. Lucky for you, we have not found an interested buyer yet, so I am willing to trade."

The Boss leans forward in his plush chair. "I'll help you out if you can help me out. I have heard rumors coming to me that I do not like. Rumors that my turf has been infiltrated by someone feeding information to our rivals, the Stone Cold Boys."

As the Boss continues, the sea of Diamond Dog goons remains motionless, but their eyes start darting back and forth, trying to guess who the informant might be. "Our enemies know what we are doing the moment we're doing it. It means they're in this room right now. I tolerate no snitches in my ranks, so I tell you what, ponies. You find the mole that's ratting me out and I'll give you the pieces you're looking for, and my boys let you walk out, no questions asked."

There are a lot of henchmen and hoodlums in this room. To continue the film noir theme, they should all act like a gang of mobsters. A successful **DIF 20 Alertness (Investigation) Skill Test** reveals that hidden amongst them is an actual mole! If the player characters have already heard the Stone Cold Boys talk about the mole, they should put two and two together. If they have not met the other Diamond Dogs yet, the Boss lets them leave to see what they can find out and they can return when they have more clues.

The mole is hidden in the back, wearing a suit just like everyone else, but he is much shorter and wearing round glasses to help with his eyesight. He's tried to disguise himself as a Diamond Dog, but it's a pretty poor one, and his nervous sweat is ruining his makeup. The mole gets more nervous as the player characters approach and tries to make a break for it!

If the Game Master really wants to lean on the betrayal animal puns, there might also be a rat in the gang, but he is innocent and a red herring (although there are no fish in the gang for obvious reasons). If the player characters miss the mole in the gang, the rat might point him out as a few suspicious eyes turn towards them.

It's going to be hard for the mole to escape, between the player characters and the legions of Diamond Dogs. A **DIF 15 Athletics Skill Test**

or an appropriate spell lets the player characters catch the mole. If they don't succeed on the test, one of the Diamond Dogs is dispatched to chase after him. As the player characters have upheld their end of the bargain they honor the deal, but if they caught the mole themselves the Diamond Dogs are impressed and offer a gem as a reward.

"No!" sobs the mole as he is brought in front of the Boss. "I'm no mole! I'm a diamond doggy too! I'm Bob! Bob the Dog!" His disguise falls apart as Bob shakes his head.

"Oh, Bob," sighs the Boss. "I trusted you. I welcomed you to my table with open arms. I let you share meals with me. I gave you a good job with fair and equitable pay. And this is how you repay me." He looks genuinely hurt as he gives his crew a final order: "Take him away."

If the player characters want to speak on Bob's behalf they can make a **DIF 15 Persuasion Skill Test** to ask the Boss to be lenient. Otherwise Bob is cast out of the gang. He might join the ponies of Ponyville, but can find a place among the Stone Cold Boys. Having upheld their end of the bargain, the boss thanks the player characters and gives them the black, chitinous gears. If the ponies tell the Boss about seeing the other Diamond Dogs in the stash cave, the whole gang mobilizes to protect their stash. The Boss tells the ponies he owes them a favor, which they might one day choose to collect.

PART 4: CASE CLOSED!

With all the missing pieces of the portal recovered, the player characters can return without incident to the portal cave. The Leigh brothers are overjoyed to see all the pieces of the portal returned.

"Brilliant!" cries Wheat Leigh. "Now all I need is a little help rebuilding it. Could you ponies lend a hoof?"

This is a great chance to let each of the player characters contribute! A **DIF 12 Science or Technology (Engineering) Skill Test** lets them rebuild part of the portal. Let anypony who wants to try do so, and only once everyone's had a chance, the portal is done! The more successful tests are made, the quicker the work is done.

"I can't believe this," Wheat Leigh breathes excitedly. "This is breakthrough knowledge, and we get to be here to see it! Isn't this amazing?"

He turns around to face you. "We couldn't have done this without everypony here! Now let's turn this on so we can stop it siphoning! I'll need to make some adjustments once the portal is open. There might be a slight pull as the vacuum opens, so let's all brace ourselves!"

Wheat Leigh waits until everypony is ready, and then switches on the machine. The "slight pull" is not slight; it is a jarring yank! A successful **DIF 12 Athletics or Acrobatics** (for a flier) **Skill Test** lets them keep their footing. Any player characters who fails the Skill Test, are yanked off their hooves and sucked towards the portal! The other player characters can try to catch their friend with a **DIF 12 Might Skill Test**. If that fails, the pony in question has to hold on to stop themselves being pulled into the portal. If they fail they suffer 1 Stress as they hang on, and must make the same test again next round.

"Okay, we're doing great," shouts Wheat Leigh over the whooshing sound of the portal. "Now I need somepony to help me with turning THAT piece over there!" He points over to a section of the portal. Who helps him?

Anypony not hanging on for dear life can help him. A successful **DIF 10 Finesse (Coordination) Skill Test** allows a character to turn the right item. If they do not succeed, Wheat Leigh says:

"I must've put that on a bit tight. Try giving it a little tap!"

A **DIF 10 Brawn Skill Test** loosens the piece enough to let the characters successfully turn it. If everyone makes an attempt and fails, the Game Master may rule they have loosened it enough for the last attempt to make it (or reduce the DIF by 2 for each failed attempt).

"Brilliant! Stay there just in case I need to turn that again." Wheat Leigh looks up at a corner of the portal. "That piece up there looks wobbly! I need another pony to help me with holding it steady."

He points to a corner piece 20 feet high! This looks like a job for wings or magic!

If none of the player characters have wings or magic to help get them up there, West Leigh comes to the rescue! He tries to hold things steady by himself, but needs help and takes another pony with him. A successful **DIF 12 Brawn Skill Test** keeps the piece steady enough for Wheat Leigh to continue. If they fail the test, they manage to help Wheat Leigh but suffer a point of Stress to their Strength.

"Perfect! Just another moment...hang in there..." Wheat makes a few more adjustments to the front of the portal.

Suddenly, there's a loud BANG at the side farthest away from Wheat! A piece looks about to come loose! "No!" Wheat cries. "Somepony hold that down before it comes off! We're so close!"

If there is anypony nearby, they can make a **DIF 10 Brawn** or **Finesse Skill Test** to hold things steady. Otherwise, somepony needs to make a **DIF 14 Acrobatics Skill Test** to get there in time! Failures result in more Strength or Speed Stress damage but the characters manage to keep the machine together.

CONCLUSION

"Good catch!" Wheat yells over the whooshing air being sucked into the portal. "I think...I thiiiink....I've...GOT IT!" With a yell, Wheat makes one final adjustment to the machine and the air stops whipping about. You can stand on your own hooves again!

As the portal shuts down, everypony sees an image quickly appear in the middle of the portal: a stark black-and-white landscape. Dominating the image is a ragged, jagged landmass: a changeling lair! Streams of colors and wisps of energy are being pulled towards it! There are only a few moments to take this in before the portal shuts off with a contented hum.

For a moment, everypony worries when they're still in grayscale. But just as someone is about to ask about it, with a giant POP, color rushes back all around you!

Wheat Leigh turns his eyes – now a beautiful, blazing blue – to you. "It's done. The vacuum's stopped on both ends. But while there isn't a direct portal here, the other end might still be trying to drain something from Equestria. I'm not sure what we can do about that though. But I bet you Twilight Sparkle knows where you can find out more about this sort of magic. But at least they can't use this portal anymore! We did it!"

Fans of Shadow Spade's mysteries know that although the day is won, there's always another mystery to solve. And so it is with this adventure. Mayor Mare holds a party in your honor, and it's one of the brightest, most colorful affairs you've ever seen in your lives.

There are still questions. Still mysteries to figure. But for today, you've won. Tomorrow's another day for another adventure, and you know you'll always get your pony.

Case Closed!

REWARDS

Congratulations, detectives! You've gone a long way and solved a lot of puzzles to get here. The player characters don't add another level just yet, but they are halfway there. If they didn't use the potion Zecora gave them, they can keep it. Wheat Leigh makes a great ally in the adventures to come and the Game Master might develop him further as a contact. They may also be owed a favor by the Rock City gang, which might later be called in to help Equestria.



CHAPTER

6

IN THE LAND OF SHADOW

THE PLAYER CHARACTERS HAVE DISCOVERED THE PORTAL AND DEALT WITH THE EFFECTS OF SHUTTING IT DOWN, BUT THEIR ADVENTURES AREN'T OVER YET. THE PORTAL HAS ANOTHER SIDE, DEEP IN THE CHANGELING HIVE. WITH THAT UNDER HER CONTROL, THERE IS LITTLE TO STOP QUEEN CHRYSALIS REBUILDING THE EQUESTRIA PORTAL AND STARTING ALL OVER AGAIN.

The player characters need to find and shut down the other side of the portal, but to do so, they must uncover some old and hidden magic. Then they travel to the changeling lands and enter the hive itself to put an end to Queen Chrysalis' plans.

Part 1: The Game is Ahoof—Twilight Sparkle asks the player characters speak to go on a quest to find several books that allow them to find their way to the changeling lands.

Part 2: Giddy Up Through that Gate—The player characters set off to reach the changeling hive, using the books they found to open the gate from Equestria... and encounter new dangers on the other side.

Part 3: Hive Five—The player characters making their way to the catacombs beneath the changeling lair, to find a way into Queen Chrysalis's hive.

Part 4: Hoof It—The player characters race against the clock to destroy the portal that is stealing energy from Equestria and avoid Queen Chrysalis' clutches.

The color is back in Equestria, but something ominous is still sucking the energy from the very land, like a thirsty pony draining a nice, cold apple juice after a tough race. But not in a nice, quench-y way, more like a mean, creepy, leech-y way. Whatever is extracting Equestria's energy is actually coming from the changeling hive, but nopony knows how to get there. Or do they? Could there be a perceptive pony who is well read, studious, has previous experience with changelings, who might be able to help out?

PART 1: THE GAME IS AHOOF!

The player characters are invited to visit **Twilight Sparkle**, as she has a job for them. She has been studying the flow of magical energy recently, to make sure everything is settled again after all the problems with portals. Sadly, she has discovered there is still a drain on the energy of the land, even now the color has been restored and the portal has apparently been dealt with. Twilight needs to learn more, but she needs help to find all the right books to study.





It isn't every day you get an invitation to have tea with Twilight Sparkle. At first it seems to thank all of you for dealing with the loss of the sun, closing the magical portal and returning the color to Equestria. But as soon as you arrive, it's clear something else is going on. Twilight Sparkle seems quite serious as she asks you to sit down while Spike pours some tea.

"I wish we could just have tea together, as you have all been just amazing recently. But I'm afraid Equestria need your help. I don't think the threat is over yet, in fact, it may only have just begun. I just didn't want to frighten anyone until I'm sure.

"The flow of magic still hasn't been properly restored, and I think something else is draining energy from the land. The only thing I can think of is that the other end of the portal must still be active. I need you to investigate, find the other side and shut that down too. The problem is portal magic is old and dangerous, and much of the lore has been lost."

Twilight Sparkle taps her chin thoughtfully. "Last year I found a series of books in the Golden Oak Library. They detailed a rather obscure magical device that can create connections with broken portals.

It didn't seem like a good idea to leave it around where anypony could find it, as even functional portals are dangerous. So I thought it would be best to split them up and gave each book to a different pony who could be trusted to keep it safe. Unfortunately, I was very busy at the time and I asked Pinkie Pie to do it for me. She was happy to help and did what I asked. But when I asked her who she gave them to, she said that if they were that dangerous, I shouldn't know where they were either! She did at least leave me some clues in case of emergency. But when I asked her today what the clues meant, she said she can't remember! She can't even remember giving out the books!

Twilight digs through a pile of notes and presents you with a scroll. "This is the list of clues Pinkie left for me. Can you try and make head or tail of it and track down the books? I have lots of other research I need to do, but I'll help where I can. You'd be saving me so much time. With the books assembled, we can find the other end of the portal and that might be the way to close it for good. I'll be keeping an eye on the damage being done here and trying to stop it getting worse. Good luck."

The players should be given Twilight list, which reads:

TOP SECRET CLUES FOR TWILIGHT TO FIND THE SPECIAL BOOKS. USE ONLY IN AN EMERGENCY!!!!

1. Something round, something sweet. And it makes a great pie to eat.	PLEAP
2. A bell rings to call the foals to a place that will help them reach their goals.	OLCHOS
3. The icing on the top makes this the sweetest shop.	ARUGS
4. When a pony gets hurt or sick, this place fixes them up right quick.	SHOTPALI
5. Ponies go here to relax and unwind so they can leave in a happier frame of mind.	SAYDAP

If the player characters have questions, Twilight Sparkle might have some answers for them:

What are the weird letters at the end?

"Hmm. They might be anagrams."

Do you know what these mean?

"I think each one refers to somepony who lives in Ponyville."

How will we recognize these books?

"The books are labeled as volumes one to five, and each has a title too, but I can't remember them all. They are all clearly magical in some way though, I think you'll know them when you see them."

Can you help us?

"Sorry! As I said, I have stay here and keep studying. But I'll help you where I can if you need me."

The players might be able to figure out the clues on their own, which is great! If they need a hint or aren't fans of solving riddles (not everyone is, and that's totally okay), a **DIF 10 Culture (Ponyville) Skill Test** can be used for each clue. The Game Master can offer hints, like what the first letter is, to help them along. Otherwise, a successful Skill Test reveals the answer.

And here are the answers:

1. PLEAP → APPLE: Somepony at **Sweet Apple Acres** has the first book.

2. OLCHOS → SCHOOL: Somepony at the **Ponyville Schoolhouse** has the second book.
3. ARUGS → SUGAR: Somepony at the **Sugarcube Corner** has the third book.
4. SHOTPALI → HOSPITAL: Somepony at the **Ponyville Hospital** has the fourth book.
5. SAYDAP → DAY SPA: Somepony at the **Ponyville Day Spa** has the fifth book.

The player characters don't need to solve all the clues at once. They can also visit the locations and ponies from the clues in any order. Then they have to find the books and get the owners to give them up!

PUZZLES!

This adventure has a lot of fun puzzles and riddles for the player characters to solve as they track the other end of the portal to the changeling hive. But not every group is good at puzzles, and the Game Master may want to give them a hand if they get stuck. Several puzzles offer clues the GM might give the players, or the GM can offer clues themselves.

To make it more about the characters than the players, any clue might come from a friendly NPC who is with the group. Alternatively the GM can ask all the player characters to make an Alertness Skill Test, and give the clue to the player who gets the best result, it being their character that thought of it.

If everyone is really stuck, or the game is slowing down, the GM can allow them to just solve the puzzle with an **Alertness Group Skill Test**. The Game Master might even have the odd puzzle previously solved by someone else, allowing the player characters to just carry on.

SWEET APPLE ACRES

As you near the farm, you come across a white picket fence that borders orchards and fields full of crops as far as the eye can see. Every breeze rustles the foliage and brings a whiff of juicy apples to anypony who happens by. Sweet Apple Acres sure lives up to its name!

And there, sitting in a rocking chair on her porch is Granny Smith! As a pony who was there during the founding of Ponyville and as the matriarch of the Apple family, Granny Smith has a deep knowledge of everything Ponyville. Even if she doesn't know where the book is, she probably knows something...

Inside the dark storm cellar, you find a book wrapped in burlap. Its title reads "Volume 1: Making a Path," and swirling designs dance over the cover. As you open it, words glow on the page. It says, "The way is hidden deep in the earth. First is the Book."

MEETING GRANNY SMITH

With her white mane and tail pulled up in buns, this elderly Earth Pony is a fixture around Ponyville. She's apple green with an apple pie Cutie Mark and a sweet and feisty disposition. But if the player characters rescued her from a pony stampede in the second adventure (*Day Becomes Night*), she's much better disposed to them. There's nothing more important to Granny Smith than her family (like her grandkids, Applejack, Apple Bloom, and Big McIntosh), but this elderly mare also loves a little help around the farm.

"You want that book, huh?" Granny Smith squints at you in appraisal. "Well, we all need something. Tell you what." She waves her hoof at the orchard laden with apples. "I'll give it to you if you can help get some apples picked and show me you can earn it."

To impress Granny Smith with their apple picking skills each player character can make a **DIF 15 Athletics or Brawn Skill Test**. Failing the test leaves them exhausted, suffering 1 Stress. They can also try to convince Granny Smith they're trustworthy with a **DIF 17 Persuasion Skill Test**. But if they fail that test, Granny Smith just thinks they are lazy and trying to talk their way out of honest hard work, raising the apple picking Difficulty to 20.

Granny Smith slowly gets out of her rocking chair, grumbling about aching joints and whippersnappers and being "too old for this." The elderly mare makes her way toward the Sweet Apple Acres barn. There, she points at an old storm cellar. "It's in there, everypony."

I'VE MET YOU BEFORE!

After several adventures, the player characters know plenty of the ponies of Ponyville, possibly even those who have been entrusted with the books. If an NPC already has a good relationship with the player characters, they are much happier about handing over their book. This might drop the Difficulty by 5 points, or grant $\uparrow 2$ on the Skill Test. The NPC might even be inclined to just hand the book over, that's what friends do! But if so, the player characters should still help them with their problem, as that's also what friends do!



THE PONYVILLE SCHOOLHOUSE

As you approach the red Ponyville Schoolhouse, the bell in its tower begins to ring. Despite the recent hubbub, Miss Cheerilee, the Ponyville schoolteacher and huge Pony Tones fan, is still hard at work making sure things feel as normal as possible for the colts and fillies in her class. Miss Cheerilee greets you with a gentle smile.

"Can I help you ponies?" she asks.

MEETING MISS CHEERILEE

Miss Cheerilee's smiling flowers Cutie Mark seems to represent how she sees her students as a garden she happily tends and nurtures. As the local schoolteacher, Miss Cheerilee has broad knowledge of all the important things a foal needs to learn. She also has an excellent understanding of how to communicate with



young ponies. All she wants is for her students to succeed! If asked about the book, she is happy to help.

"I'd like to think Pinkie Pie gave me the book because I value education and knowledge. But her actual words were "You confiscated some candy from me when I was at school, and I never found it, so you must be great at hiding!" Nevertheless, I'd like to make sure such a dangerous book is going to ponies with a good education."

"So, get ready for a pop quiz!" she grins!

Miss Cheerilee's pop quiz is either a **DIF 15 Culture (History) or Science (Medicine) Skill Test** (each character can choose which). The player character with the best result (pass or fail) is given the book. Those who fail the test suffer 1 Stress as Miss Cheerilee sadly tells them that was a test for her younger students...

The player characters can instead try to reassure her they only want to aid Equestria with a **DIF 18 Persuasion Skill Test**, but failure means they still have to do the test. If the player characters are slightly less ethical (and actually know what they are looking for!) they might take the book off the shelf with a **DIF 20 Infiltration (Burglary) Skill Test**. But failing that test means Miss Cheerilee asks those involved in the theft to leave. If that includes all the player characters, they have to think of something pretty impressive to get her to hand the book to thieves!

If the player characters succeed in getting hold of the book:

The book is called "Volume 2: Aligning the Traveler" and is in pristine condition, just as one would expect from a schoolteacher who respects the written word. The cover has a beautiful image of a gate opening to a land with plants that you've never seen anywhere in Equestria. When you open the book, glowing words appear on the first page. "Across the river. Carrots are second."

SUGARCUBE CORNER

Delicious smells waft out of the bakery that looks just like a sweet-lover's dream. No pony can outbake or outsweet Mr. and Mrs. Cake, the owners of Sugarcube Corner. Inside, Mr. Cake is arranging some cupcakes in a scrumptious display.

MEETING MR. CARROT CAKE

With a striped bow tie, flour-covered apron, and charming underbite, no pony can miss the owner of Sugarcube Corner, Mr. Cake! He wants to bring joy to the ponies of Equestria by making their tummies happy with his sweets. His biggest passion, besides Mrs. Cup Cake, is baking!

"Oh, that book. Hmm." He scratches his chin with his hoof and tilts his head in thought. "I know the book you mean, but I have a huge cake order to fill right now and I don't have the time to look for it. But if you help me bake I'll be finished all the sooner and we can try and find it."

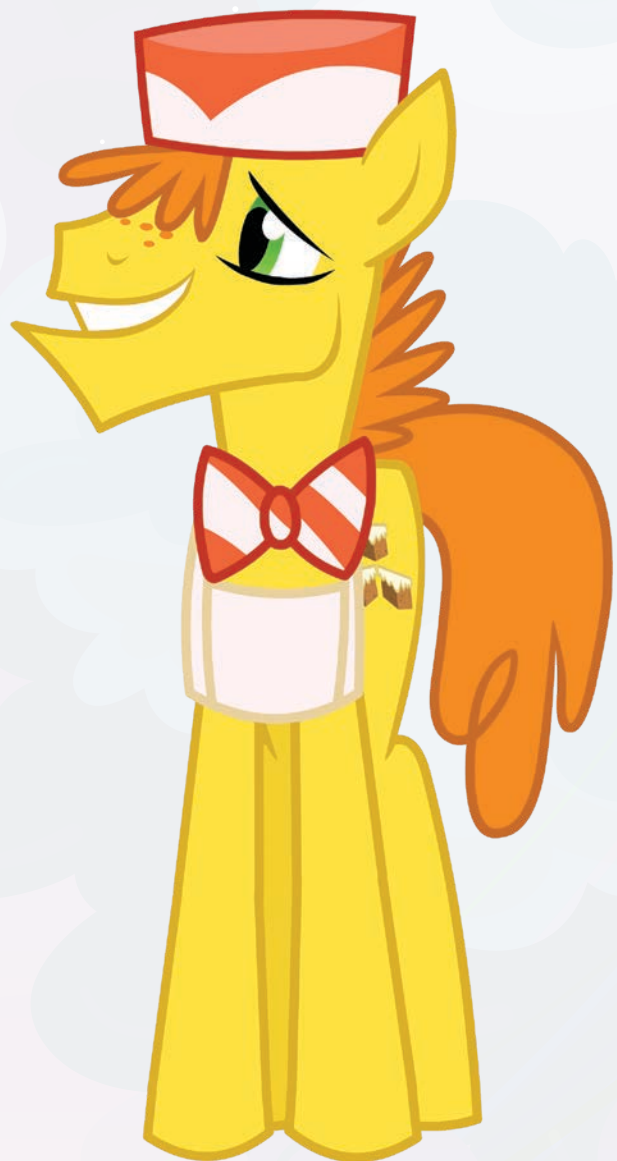
To help Mr. Cake with his baking the player characters need to succeed on a **DIF 15 Finesse or Science (Food or Culinary) or Performance (Food or Cake Decorating) Skill Test**. If at least one of them succeeds they save Mr. Cake some time and he can dig out the book from his basement. He'll give it to whoever scored the highest result as their baking was the most impressive. Those who fail suffer 1 Stress and if everyone fails it becomes very late before they leave Sugarcube Corner.

They can instead try to convince Mr. Cake to stop baking and find the book for them with a **DIF 18 Persuasion Skill Test**. If they fail, they can still help with baking.

You take the book in your hooves, its title reads "Volume 3: Granting Passage". Embossed vines and flowers seem to grow across the cover. It's dusted with flour and has a dollop of frosting on one corner. And it smells like cookies. Mmmmmm. Upon opening it, glowing words appear on the first page "Among the pedestals. The third needs a pie."

PONYVILLE HOSPITAL

Anypony who needs some medical attention goes to the Ponyville Hospital for the best care in Equestria. Voices echo down the halls, and the place always smells freshly cleaned. There's an aura of comfort about the place. One of the Ponyville Hospital's most notable figures, Nurse Redheart, is passing by the front doors.



MEETING NURSE REDHEART

Nurse Redheart wears her pink mane in a bun with a nurse's cap on top. She has an encyclopedic memory for medicines, treatments, and her patients' conditions and just wants everypony to feel their best.

"I'm happy to give you the book. But it's on the other side of the nursery." Nurse Redheart points out the cupboard on the other side of a nursery full of sleeping foals. "You'll have to cross the nursery without waking any of those sweet babies. If you can't, you have to help me put them all back to sleep." The foals are adorable but also look like time bombs of crying and wailing and hunger and dirty diapers... Nurse Redheart narrows her eyes as she says, "Scared? You should be."

Sneaking through the nursery requires a **DIF 15 Infiltration (Stealth) Skill Test**. Each failure wakes a foal who starts crying, doing 1 Stress damage to everyone. A woken foal needs to be given a cuddle and put back to sleep, which doesn't take a test but means the character must try sneaking across again. After Nurse Redheart gives them the book, they learn:

The book is called "Volume 4: Invocations of Shadow" and doesn't have the musty smell old books usually have. The cover is also pristine and clean, showing off a mystical-looking geometric pattern. When opened, you see these glowing words: "Know where you want to go. Make the fourth Ponyshoes."

PONYVILLE DAY SPA

The swooping roofline and golden sign of the Ponyville Day Spa are the first things to come into view. The hiss of steam, the bubbling gurgle of the baths, and the aroma of soaps and perfumes embrace anypony who comes in the door. Lotus Blossom, who co-owns the spa and is an expert beautician, greets you, her smile wide and welcoming.

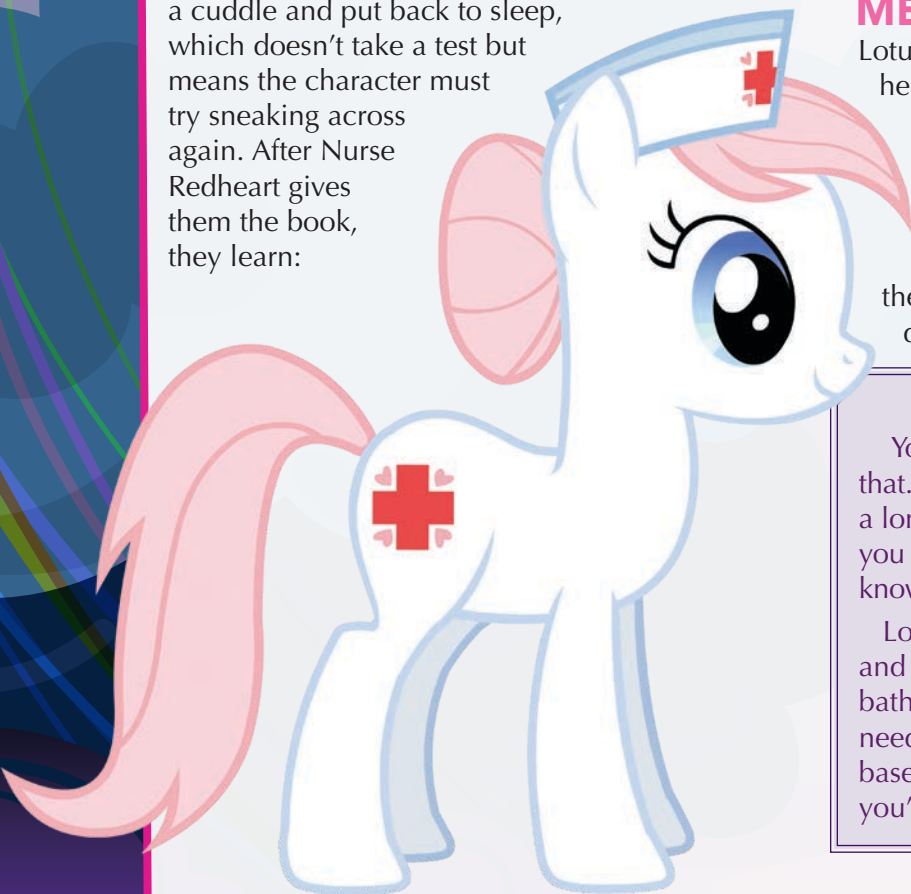
"Hello! Let us help you unwind and feel your best at the Ponyville Day Spa!" she chirps.

MEETING LOTUS BLOSSOM

Lotus Blossom is a blue Earth Pony with a headband holding her pink mane out of her eyes. With extensive experience in all things spa and beauty, Lotus Blossom knows how to help anypony relax and feel confident. Her goal is to help the ponies of Ponyville feel good about themselves and make sure they get the downtime they deserve.

"You don't want an appointment, huh? You're after the book? I'm not sure about that." She squints at you and studies you. After a long, silent pause, she nods and says, "If you can complete a task to my satisfaction, I'll know that you can handle the responsibility."

Lotus Blossom points toward the spa area and then gestures toward a closed door. "Our baths and some of our beauty machines need maintenance... or you can try to rid our basement of some pests. Let me know when you're finished."



To accomplish Lotus Blossom's challenge, the player characters face a **DIF 15 Technology (Simple Machines)** or **Animal Handling (Wild Animals) Skill Test**. They can also try to show their responsibility by helping in the spa with a **DIF 17 Culture (Fashion) Skill Test**. If one of them can succeed at one of these tests, Lotus gives them the book:

The book is called "Volume 5: Clearing the way" and smells faintly of bath soap and hoof polish. The front has line drawings of fantastical creatures... some of which you don't recognize. Upon opening it, glowing words appear on the first page, they read: "The full set shows the way. Sugar Cubes come last."

MAP REVEALED

Once the player characters have all five volumes, they can consider the strange clues the books gave when they were opened. Each clue is still visible in each book when they open it. They also notice the books seem to pull towards each other when together, and if placed near each other they connect together. Once together, it becomes clear the odd designs on their covers actually link up into a single picture, a map! While it is old, the map still have a few features the player characters can recognize, and there is an x marked at the location of an old tunnel entrance. It looks like that's the next place to investigate.

PART 2: GIDDY UP THROUGH THAT GATE

With a weird list of stuff and a mysterious map, the player characters can make their way toward the entrance to the changeling realm. If they take the books back to Twilight Sparkle, she asks them to investigate the old tunnel marked on the map.

THE KEYS TO OPENING THE GATEWAY TO THE CHANGELING LAND

1. Granny Smith's book "Volume 1: Making a Path" says Book
2. Miss Cheerilee's book "Volume 2: Aligning the Traveler" says Carrots
3. Mr. Carrot Cake's book "Volume 3: Granting Passage" says Pies
4. Nurse Redheart's book "Volume 4: Invocations or Shadow" says Ponyshoes
5. Lotus Blossom's book "Volume 5: Clearing the Way" says Sugar Cubes

The books also tell them that they must go deep underground, where they cross a river and find some pedestals. It also offers a clue about finding the map and that they need to focus on their destination.



LET'S GO SHOPPING! (OPTIONAL)

The players should purchase or acquire the items in the list, if only to be on the safe side, before they visit the old tunnel. Your group can role play the encounters around Ponyville shopping for supplies, meeting other ponies, and possibly helping out with some more problems. But it's also fine to just allow the player characters to just say they pick up the supplies and move to the next scene.

If they do go shopping, the Game Master can call for Wealth Tests, although they are only Difficulty 8 as nothing here is very expensive. Here are some suggestions for places they can get their hooves on the goods:

- They can get most or all items here:
 - Marketplace
 - Rich's Barnyard Bargains
- Book
 - Antique Store
 - Ponyville Schoolhouse (Miss Cheerilee might help again)
 - Bookshop
- Carrots
 - Sweet Apple Acres (Granny Smith might help again)
 - Café Hay
- Pies
 - Sugarcube Corner (Mr. Carrot Cake might help again)
 - Café Hay
- Ponyshoes
 - Antique Store
- Sugar Cubes
 - Sugarcube Corner (Mr. Carrot Cake might help again)
 - Café Hay

NAVIGATION FIXATION

Once they have what they need, it's time for the player characters to follow the map and make their way to the portal device. The map shows their objective is a tunnel far outside Ponyville. Once they enter the tunnel, they face other choices about which way to go.

The tunnel is dim and seems to go on for some distance. Thankfully, a light glow emanates from the walls bathing everything in an odd green light. You slip and skid down a steep path. Your hooves scatter rocks and pebbles that clatter down the incline around you. After what feels like a very long time, and after avoiding several precarious drops, you face a narrow tunnel that burrows through the mountainside. As you enter, you discover the inside has collapsed. You need to move the debris out of the way.

A **DIF 12 Brawn Skill Test** allows the player characters to drag the rocks out of the tunnel. A magical beam spell also helps clear the way. Failing at the test means it takes longer and is more exhausting, causing 1 Stress.

The tunnel is long and damp. Your hoofbeats echo off the walls. After a small eternity of walking, you spot a glimmer of sunshine illuminating the exit.

CROSSING THE RIVER

Far below is a wide, rushing underground river, the wind and water so thunderous, it makes hearing each other difficult. Powerful gusts whip across the water, making flying dangerous. Above the river stretches a long cable, and a hanging gondola car sits on the other side. The broken mechanism to move the gondola is on the close side of the river, however. Also on this side, a small boat rocks violently in the waves. It doesn't look very safe... and like seasickness just waiting to happen.

Taking the boat: The small boat holds four ponies at a time. It bobs up and down, up and down, *up and down*. Just watching it makes you a little nauseated. To get across, somepony needs to captain the vessel.

The player characters need to succeed at a **DIF 15 Driving (Sea Vehicle) Skill Test** every time they need to cross (at least one pony needs to

row to move it). A large herd needs to succeed a few times, as the boat only holds four ponies at a time. Another option is a **DIF 20 Athletics (Swimming) Skill Test** for each pony who wants to swim across. Failing the tests means the characters suffer a point of Health damage as they are buffeted against the rocks as they cross.

Using the cable gondola: A gondola lift with a single car that can carry four ponies stretches precariously over the raging river. The only problems are the cable car is resting in the terminal on the other side of the river... *and* the motor powering the entire thing seems broken.

While the gondola is much larger than the boat, it is much more unreliable. It can carry eight ponies in total. Each time the player characters uses the gondola, they need to succeed at a **DIF 15 Technology (Engineering) Skill Test** to pilot the gondola or get it to cross automatically. A failure at any point means it jams and they have to use the boat (the GM may allow a Technology test to fix it). Each member of the party can also attempt a **DIF 20 Athletics (Climbing) Skill Test** to crawl across the gondola cables to the other side. Failure means they fall and suffer 1 point of Health damage, but can climb back up on the other side.

Flying Across: Any flying player characters won't have a problem crossing the river. They don't need to make a Skill Test to succeed. But if they try carrying anyone, things get much harder. They are best used to assist those trying to cross in other ways, such as by helping pull the boat or gondola with a rope.

THE FRUIT BATS OR THE BALANCE BEAM

On this final leg of the journey, you venture into a narrow passageway that cuts between two massive mountains. Going over the mountains would take way too long, and Equestria doesn't have that kind of time. A precarious trail stretches out ahead of you winding between the mountains, but still quite high. You can feel the wind gusting through the passage, and the sound of snoring coming from nearby.

The player characters need to traverse the thin path, battling the string winds trying to knock them down. Unfortunately, that is not all, a small colony of Fruit Bats (**Core Rulebook**, p. 258) are snoozing nearby and attack if they are woken.

To walk along the path, each player characters can attempt a **DIF 16 Acrobatics (Balance) or Finesse (Coordination) Skill Test**. Flying creatures can make a **DIF 12 Acrobatics Skill Test** instead. The use of a magical teleport spells also do the job. A successful Skill Test allows the character to cross safely without waking the Fruit Bats.

But on a failed Skill Test the player character is knocked into a wall, trips, or nearly falls off the path. This causes them to shout out, knock some rubble or otherwise make a noise. If this happens the Fruit Bats wake up and attack. There is one Fruit Bat for each player character, and once they are awake, they do not go back to sleep if ponies are present. The Fruit Bats first attack the player characters who haven't yet crossed as they are nearer. So anypony who has already crossed can only use ranged attacks to help their friends.

Thankfully, there is another way for somepony to keep the Fruit Bats from waking up and attacking. They can sing a lullaby to keep them asleep. This requires a **DIF 10 Animal Handling (Wild Animals) Skill Test**, if it is successful, the Fruit Bats do not wake up if a player character fails their crossing test, but only for that round. The test has to be made each time somepony crosses. But the last pony must cross eventually, and that leaves no one to sing to the Fruit Bats! So the player characters had better take a moment to figure out who goes when.

A DATE WITH A GATE

Phew! You made it. A warm breeze that smells of damp moss greets you. You find yourself in front of a strange, tiled plaza surrounded by a dense underground forest. All you hear is the wind rustling the branches. There are no animal sounds at all. No birds sing. No squirrels chatter.

In the center of the plaza stand five pedestals, each about three feet high, with round bases and flat, square tops. Each is marked with a single letter, A, B, C, D, or E carved into the top.

Each of the items must be placed on the pedestal corresponding with the numerical value of the letter carved on it.

TABLE X-X: PEDESTAL PUZZLE

LETTER	NUMBER	CONTENTS
A	1	Pie
B	2	Ponyshoe
C	3	Carrot
D	4	Sugar Cube
E	5	Book

As you place the final item, a mechanism underneath the tiles clicks and clanks. A soft light emanates from the center of the plaza, illuminating everything in its glow. The hum of it seems to reach into your very bones. This is powerful magic. The light gradually becomes brighter and brighter, forcing you to shade your eyes with your hoof.

With a sudden whooshing sound and the sensation of the air being sucked into a vortex, a gate opens to another world. You try to focus on the place you want to go, the other side of the portal, wherever it is. Something seems to nod in agreement and you find yourself powering through the air into a hungry vortex.

Only a moment later, your journey comes abruptly to an end, sending you crashing to the ground. But where?

WE'RE NOT IN EQUESTRIA ANYMORE...

The portal device has tried to take the player characters to the other end of the portal, but it could only take them so far. As they neared the changeling hive, where the other side of

the portal is located, the device cut out. This is because only Queen Chrysalis's magic works near the hive. But the way ahead seems clear, the towering structure of the great changeling hive rising in the distance. Anypony with magical power can feel the pull of the place, as the portal inside reaches out to draw all the magical energy it can to it.

As the player characters journey across this bleak land, the Game Master can face them with as many of the following encounters as they like. After these encounters the player characters should run into Midnight Ruby.

A Dense Fog: A dense fog curls around the player characters, blanketing everything, muffling all sound, and obscuring any potential threats. A **DIF 12 Survival Skill Test** or a **DIF 16 Alertness (Perception) Skill Test** allows the group to make it past the fog. Failing the tests causes them to become lost for a while and does 1 point of Stress damage to each player character.

Hungry Changelings: The player characters run into a roving patrol of hungry changelings. They can avoid them with a **DIF 13 Infiltration (Stealth) Skill Test**, or a **DIF 16 Survival Skill Test**. If any of the player characters fail a skill test, the hungry changelings find them. The player characters face as many **Drone Spy** changelings as there are player characters (see Appendix p. 152).

Booby Traps: The player characters enter an area of the changeling lands covered in booby traps. Deep pits hidden by leaves, nets that dangle them from the trees, and cages that fall from above pepper the landscape. They need to succeed at a **DIF 12 Survival**, or **DIF 15 Alertness (Perception)** to spot them.

If they fail any Skill Test, a trap captures them, and they must escape with a **DIF 12 Technology (Simple Machines)** or a **DIF 16 Might Skill Test**. Once they escape, they can continue with the rest of their Skill Tests. If the entire group fails, a group of changelings come along soon to take them prisoner.

Changeling Patrol: The player characters run into a patrol of Four changeling Hive Warriors on patrol (see Appendix, p. 153). The player

characters can try to hide from them in this rather desolate land behind rocks or a rise in the land. This requires a **DIF 10 Infiltration Group Skill Test**, as they are not really expecting to find anything. If the test is a failure the patrol sees the player characters and attacks.

The Hive Warriors are bullies and run away if half of them are defeated. The player characters might try to lure them towards the booby traps if they don't fancy taking them on directly. If the player characters are all defeated, or surrender, they will be taken to a prison in the hive to await Queen Chrysalis's judgment.

This pony is **Midnight Ruby**, a Lost Lands Pony. These are ponies who left the lands controlled by Canterlot and the Crystal Empire due to some event in their past they could not resolve. Some are outcasts, some were just unable to find the help they needed, and many were simply born in the community and have known no other life.

This community of Lost Lands Ponies are in thrall to Queen Chrysalis and the hive. As ponies, they naturally do their best to love and trust each other, but the Queen feeds on this love almost the moment they feel it. So they are always unhappy, distant, and unmotivated. To make matters worse, Queen Chrysalis seems to be kind to them, supporting the community with

TAKEN PRISONER

If the player characters are taken prisoner by changelings at any point, they will be locked in a prison cell in the hive. Thankfully the guards don't care enough to stand guard and Queen Chrysalis is too busy to get to them for now (unless the GM would like a scene with her telling the ponies she will be victorious!).

This does mean the player characters are taken to the hive and bypass the catacombs. So the GM can skip past part 3 and move straight to part 4. This begins with the player characters being freed by Spiracle (the kind changeling they would otherwise meet in part 3, see p. 102). Spiracle has heard of ponies being taken prisoner and decided to rescue them before they suffer the wrath of Queen Chrysalis. The player characters can encounter Spiracle in much the same way as they would in the catacombs and continue with part 4 as normal, possible with Spiracle joining them.

LOST LANDS PONY

You see the last thing you were expecting... a pony! But this pony walks with hunched shoulders and narrowed eyes. Her mouth twists in a scowl. She hasn't noticed you yet, but she soon will.



supplies and offering her protection, so they don't believe she is the source of their troubles.

Midnight Ruby treats the player characters with suspicion, but is also intrigued. She is loyal to her community and Queen Chrysalis, so fights if she feels either is endangered. If at least one of the player characters can make a **DIF 15 Persuasion Skill Test** to assure her they are friends, they can ask her questions, such as:

What is your name?

"I'm Midnight Ruby."

Why are you here?

"Because I live here! What wrong with it?"

How long have you been here?

"Since I was a filly."

How did you get here?

I don't know, how did you get to where you were born? I think my great grandparents came out here years ago looking to build a new community away from some place called Equestria.

Why don't you live in Equestria?

"I don't even know where that is. Some ponies talk about the place but it sounds awful. I mean, really, a place ponies live where there is love and friendship and everyone is nice to each other? Sounds pretty smoltzy to me. I mean really, that stuff is all rubbish really."

Do you have any friends?

"Not really. There are other ponies like me, and we live together so the Queen can keep us safe, but we don't really get on that well."

The Queen?!

"Yes, Queen Chrysalis. She and her changelings visit my community and give us food and supplies. She's been really good to us. They never ask for anything in return, but everypony tends to argue and grumble more after they visit. I think they are just sad to see her go. But she's not been to visit recently; she's been really busy with some project or other. It must use some powerful magic as there were lots of strange lights coming from the hive for the last few days."

After hearing her tale, the player characters should want to help Midnight Ruby understand the

power of friendship. One way to do this is to form a friendship circle together and include Midnight Ruby. But to get Midnight Ruby to agree, they have to make a **DIF 12 Persuasion Skill Test**. If they fail Midnight Ruby runs away in confusion about what she has heard, or possibly even attacks.

Alternatively, each player character might tell Midnight Ruby what friendship means to them, and about their Element of Harmony. There is no Skill Test for this, just the Game Master judging if any of the players made a convincing or inspiring argument.

If Midnight Ruby feels the power of friendship for the first time and suddenly understands what she has been missing.

The scowl melts from Midnight Ruby's face. "I didn't think you could do it, but you've changed my mind." She looks down sheepishly. "I'm sorry for being so hostile and dismissive to you." As she lifts her head, a new determination shines in her eyes. "I am going to talk to the other ponies in my community. Maybe I can help them the way you helped me."

Midnight Ruby thanks the player characters and asks what she can do to help them. At the very least she can offer them food and water from her pack and a few other survival supplies if they need them. If the player characters ask about getting into the hive, she suggests they talk to Queen Chrysalis, who has always been kind, although may well be busy. If the player characters say they don't want to do that, or don't trust the Queen, Midnight Ruby shrugs and tell them there is another way but it's trickier. She can show them a passage that leads to a series of tunnels underneath the hive which they can use to sneak inside. She isn't especially conformable showing them how to sneak into the hive, but having shared the meaning of friendship with them she has decided to trust them.

After showing the player characters to the entrance of the tunnels, Midnight Ruby bids them farewell. She would like to help them more, but she needs to share what she has discovered with her community. She hopes she can learn more about friendship and see the player characters sometime in the future.

PART 3: HIVE FIVE!

If the player characters walk into the hive they get captured, just as if they are defeated by a patrol (see *Taken Prisoner* sidebar, p. 97). There are more than enough changelings to make short work of taking them prisoner. If they want to sneak in, they can follow the passage Midnight Ruby showed them. It leads to a series of ruined tunnels made long ago by a long vanished civilization. Queen Chrysalis built the hive on top of it as it is a place of powerful magic. While she drained most of that power long ago, there remains enough to keep a series of traps and puzzles operating that are designed to stop interlopers.

With this area having a higher level of natural magic than usual, spellcasters can actually cast spells here, even though it is directly below the hive. However, they must do so with ⚡2. In the nearby area and in the hive itself only the Queen can perform magic.

The tunnels are dark and dank, and dimly lit, but are structurally safe at least and few changelings come down this far. Reaching the other side of the ruins and passing the final puzzle, leads to a way into the lower levels of the hive (although the catacombs continue for some distance).

A1. ANTECHAMBER

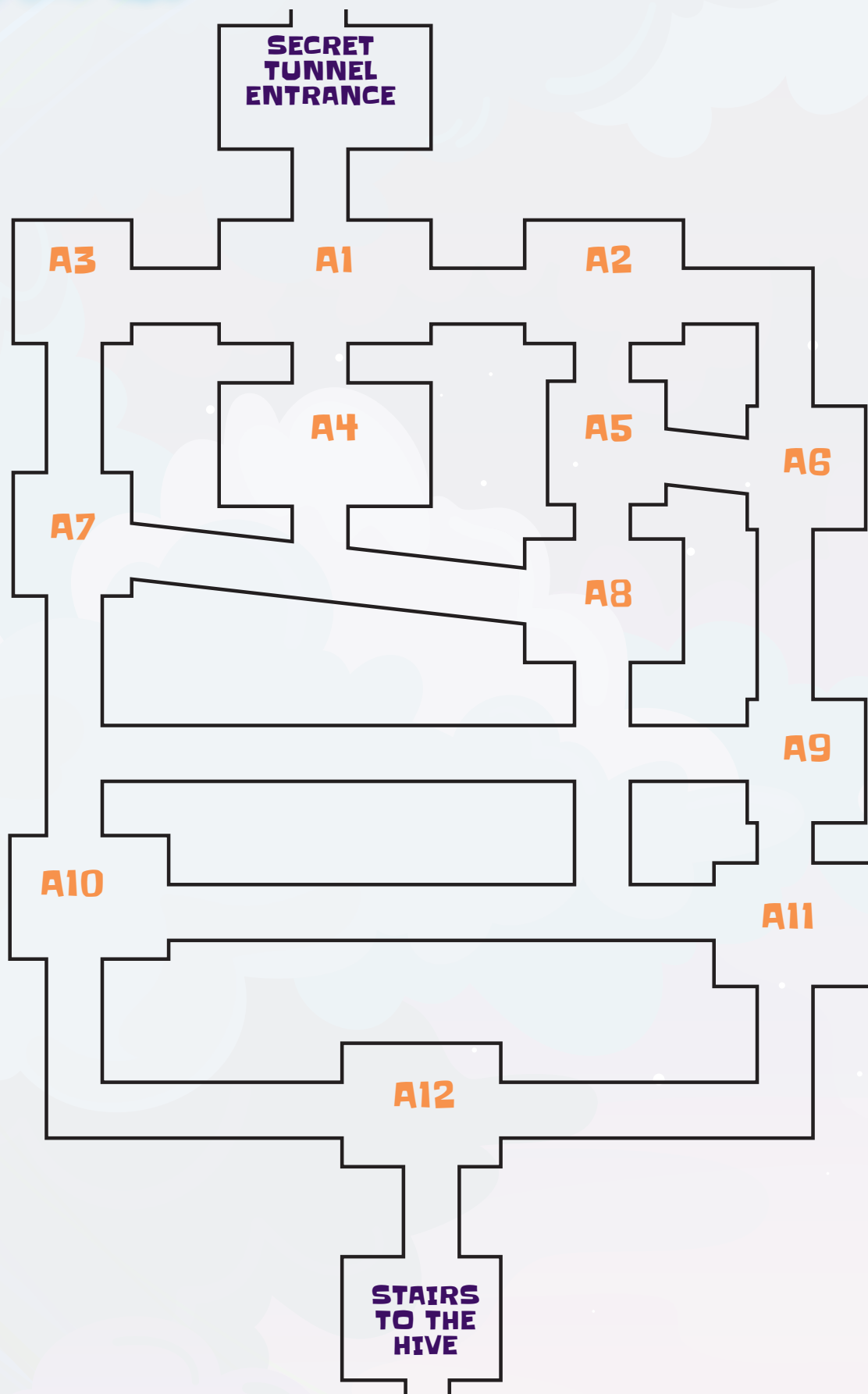
This area is small and cramped. The stench of mildew is much stronger here. A muddy, slimy puddle takes up one corner. Strewn about the room are several large rocks. High up on the walls, somepony carved little hollows at random intervals. The player characters enter from the north. There are three locked doors in each other cardinal direction. Each time a key is used, it magically reappears in this room, but over time these places have become much less obvious to look (and the old magic is sometimes a little random).

The places the three keys can currently be found are:

- The western key is in the deepest part of the gross-looking puddle.
- The southern key is hidden in one of the rocks.
- The eastern key is in one of the niches on the wall.

The player characters can find them by wading into the puddle, trying to move the rocks, or sticking their hooves into the niches. If they don't do these things, a **DIF 10 Alertness (Investigation) Skill Tests** reveals any keys the PCs haven't found, or they can try **DIF 16 Infiltration (Burglary) Skill Tests** to pick the locks on each





door. If the player characters cannot find any keys, they can try to get captured, or continue to look. If they keep looking the GM should let them spot a key at random.

If the player characters listen at any of the doors, a quiet skittering can be faintly heard through the eastern door. Through the southern door, the player characters can hear the gentle grind of gears. There is no sound behind the western door.

A2. FRUIT BAT CAVERN

This room has three open entrances:

- The western one opens up towards the first room the player characters entered in the catacombs.
- The southern one is quiet and unassuming.
- The eastern one has the sound of burbling water and has a lovely aroma, like a florist's shop.

Stalactites and stalagmites make this entire cavern look like a giant, fanged mouth. The drip of water punctuates the sound of fluttering can be heard from the shadows in the ceiling. This room has a musty aroma to it.

The fluttering is a fruit bat (*Core Rulebook*, p. 258), which attacks the player characters out of hunger. It can be avoided with a **DIF 15 Infiltration (Stealth) Skill Test** for each member of the group to sneak past.

A3. TARGET PRACTICE

There is an iron taste in the heavy air here, and sounds from farther down in the caverns echo hauntingly against the high walls. There is only one exit to this room: a closed metal portcullis. To open the portcullis, the player characters need to succeed at a **DIF 18 Brawn (Lift) Group Skill Test**.

A4. PUZZLE LOCK 1

This room has one exit with a magically locked stone door. The air is thick and humid with an overwhelming smell of decay. Trickle of water run down the walls in brackish rivulets.

The door lies flush against the wall with no knob or lever to open it. Across it, the words *"I live in*

a colony run by a queen and no king. I, myself, cannot fly, but my nest's queen can take wing."

Below that are a series of bricks with pictures on them: an ant, a butterfly, a cat, a pony, a leaf and a flower.

A **DIF 10 Culture** or **Survival Skill Test** gives them the hint that it's a type of insect, and a second Skill Test provides the answer, which is Ant. If somepony pushes on the brick with the ant symbol, the door opens. Pressing any other brick springs a spike trap that does 1 Health damage to the pony that touches it.

A5. MAGICAL LOCK

To enter this chamber, the player characters must come through a sturdy, wooden door. Unlike the other caverns, this one is silent. The air feels stale, as though it hasn't been disturbed in a long, long time.

There are two more strong, solid wooden doors in the room. Etched into the stone above the other two doors is an inscription. It reads, *"Do you wish to pass through? Only a changeling will do."* The doors only unlock if they detect a changeling, the player characters can figure this out on their own, or they can get the answer from the Game Master with a **DIF 12 Spellcasting (Magical Knowledge) Skill Test**.

If the player characters try to open the doors, they find them magically locked. They can try to break down the doors with **DIF 22 Might Skill Test**, one for each door. Or they can attempt to trick the doors into thinking there is a changeling present with a *Ponymorph* spell. Otherwise they need to trick or convince a changeling to try to open the door (like *Spiracle!* See p. 102).

A6. GARDEN CHAMBER

The gentle glow of bioluminescent plants casts eerie shadows around this cavern. The lush foliage climbs up the stalagmites and dots the ground in attractive patterns. On one side, a small natural spring bubbles up with a merry gurgle from the ground. The air here smells like fresh, clean water and rich, healthy soil. It's almost like an intentional garden... There's a small movement



the players hear. Something or somepony is hiding among the stalagmites, but a successful one on a **DIF 12 Alertness Skill Test** allows anypony to spot her.

The player characters can pass through the cavern, but if they stay for any length of time, they hear a whispered, “Get out.” If the player characters try to find the speaker, the changeling tries to hide from them.

Spiracle, Potential Changeling Ally: Spiracle is a shy changeling who loves plants. This is her hidden garden. She sneaks down here to spend time by herself to avoid the other changelings who bully her. Wearing a gardening apron with pruning shears and a trowel in her pocket, Spiracle doesn’t look particularly intimidating for a changeling. Her hooves always have streaks of dirt from digging in the soil and caring for her beloved plants.

Spiracle knows of hiding places all throughout the hive. She has hidden keys stashed around, and she knows of secret passages no one else

does. She also knows all about the plants that grow the best deep in these catacombs. This changeling primarily wants to avoid her bullies. She also wouldn’t mind finding a friend...

Who are you?

“M-my name is Spiracle. I just want to be left alone...”

Why were you hiding?

Spiracle shrinks into herself. “I am trying to avoid the other changelings.”

Is this your garden?

She perks up at that. “Yes,” she says proudly, “It is. I grew everything in here.”

If the player characters are kind to Spiracle, they can win her over to their side. This takes

a **DIF 14 Persuasion Skill Test**, or a **DIF 10 Science** or **Survival Skill Test** to discuss her plants

with her. If they can befriend her, Spiracle helps the player characters by giving them a honeycomb shaped key.

Spiracle reaches into her apron and pulls out a key shaped like honeycomb. “Um. You can have this,” she says, with a shy shrug. “It’s a key to the locks on the next cavern, I’m not planning of going back if I don’t have to. But watch out. There are mean changelings all over the place, so please be careful.”

A7. PUKWUDGIE PLAYROOM

Spiky, toothy, and grouchy, pukwudgies are not to be trifled with, and a very territorial, single **pukwudgie** (*Core Rulebook*, p. 263) has claimed this room. She roams back and forth, grumbling and muttering. The player characters can sneak by with a **DIF 13 Infiltration (Stealth) Skill Test**, disguise themselves as big, pony-sized pukwudgies with a **DIF 16 Deception (Disguise)** or the use of a **Ponymorph spell**, or they can fight! The grouchy pukwudgie already paces around the room, ready for a brawl. As the pukwudgies are small and ground based, if they use a melee attack on a flying pony they suffer Snag.

A8. PUZZLE LOCK 2

There are two locked doors when the player characters enter this room. In the center is a dais that has a soft chiming sound coming from it. The aroma of earth battles with that of mildew.

Egg to Adult Puzzle: On the dais in the middle of the floor are four round discs. Each disc has four words evenly spaced around the edge: Adult, Egg, Larva and Pupa. They are all currently turned to 'Adult' and all the doors in this chamber are currently locked.

The player characters have to place the discs in the correct order of the insect life cycle from left to right (Egg -> Larva -> Pupa -> Adult). The players may figure this out on their own, but if they want or need a hint, their player characters can figure out it's the insect life cycle with a **DIF 10 Science (Research) Skill Test**. An additional **DIF 12 Science Skill Test** reveals the answer to the puzzle. Once the player characters solve the puzzle, all the doors unlock.

A9. LOCKED DOORS

This cavern has the humid, floral ambiance of a well-tended greenhouse, but there aren't any plants in sight. On the other doors are locks that look like beehives, which need a honeycomb-shaped key.

If the player characters befriended Spiracle and received the honeycomb key from her, they can use it on any of the doors in here. If they haven't befriended Spiracle, they can pick the locks with a **DIF 12 Infiltration (Burglary) Skill Test**. Or the player characters can try to break down the doors with a **DIF 16 Might Skill Test**.

A10. PUZZLE LOCK 3

There are three total doors in and out of this cavern. The two doors the player characters did not enter through are locked. On one wall is a strange contraption with a large butterfly forged from metal above it. The air in this cavern is surprisingly dry. A gentle, warm breeze that carries the aroma of baked earth dances throughout.

Butterfly Lock: The metal butterfly is a beautiful piece of art that has delicate details etched into it. In a hollow carved into the wall, 21 small, identical metal weights sit. The gadget attached to the same wall has six scales, each scale has word on it. The words are:

- Antennae
- Body Segments
- Colors
- Legs
- Mouth
- Wings

When any weight is placed on a scale, the number by that scale ticks up by one. For example, a scale with three weights on it reads "three." The player characters need to place the weights into the scales so they read the numbers that correspond with the amount of each of the butterfly body parts. When a scale reads the correct number, it makes a satisfying clicking sound.

Two **DIF 10 Science** or **Survival Skill Tests** first provide them with the following hint, then provides them the answer. Hint: How many antennae does a butterfly have?

The correct weights to solve the puzzle (which use all the weights) are:

- Antennae = 2
- Body Segments = 3
- Colors = 5
- Legs = 6
- Mouth = 1
- Wings = 4

A11. CHANGELING CHAMBER 2

When the player characters enter this cavern, they'll meet a group of three irritated changelings (**Drone Spy**, Appendix, p. 152) looking for Spiracle to bully. "*You're not Spiracle,*" they snap, and immediately attack. They are the same bullies the characters may have met before. If the player characters already taught them a lesson, they run away once they recognize the ponies!

A12. COOPERATION AND FRIENDSHIP LOCK

A large, golden door with multiple locks on it blocks the way. The heavy metal muffles the general hum of the hive from the other side. This is the door that leads up into the hive! As such, it has a powerful lock that requires the cooperation of everypony.

The massive door has multiple locks on it, enough for every pony in the party to focus on one each. Each lock has a spinning combination wheel that must be spun the right way to open the door. Every pony needs to open their lock in order for the door to open. To open the locks, the players have to play a short dice game to represent spinning the combination wheels.

Here's how to play:

1. Everypony, including the Game Master grabs a d10 and rolls it. If your group has fewer than 5 players, the GM may allow some to roll two d10s.
2. Any dice that roll the same number as the Game Master are removed.
3. The player characters then look at the remaining dice and collect them into values of ten (so 2+8 or 4+6, or even 2+5+3).
4. Each group of ten opens one of the locks, there are five locks in total.
5. Each lock not opened flares with a spark, doing 1 point of Health damage to one of the player characters.
6. If not all of the locks were opened, roll again until they are. But any locks already unlocked remain so.



Once all the locks are dealt with, the door swings open. Several other paths leading deeper into the ruins stretch out in all directions. But there is one path leading up that can take the PCs to the hive (and Part 4).

NAVIGATING THE HIVE

Roll 1d4 to see which room the player characters encounter next. Every time they succeed on the test of a room, add 1 to the total. One PC can also make an Alertness Skill Test to gain a further bonus. Eventually they roll an 8 and reach the portal.

1. Earthquake
2. Trapped
3. Changeling Challenge
4. Crowd Scene
5. Get ready to Rock
6. Wind Tunnel
7. Shiny
- 8+. Portal Room

Note that the GM can instead choose which room is encountered next depending on how long the group wishes to explore and what types of encounter they prefer.

From moment to moment, nothing stays the same in the hive, but every room still looks the same. The smells and sounds coming from the massive structure change faster than a racing pegasus. Strong magic suffuses this place. The walls pulse, almost as if breathing and alive. Doors open and close at random, passageways vanish and appear chaotically. All you can do is pick a path and hope that it leads you where you want to go eventually.

The player characters need to make their way through the hive to find the portal. But with it shifting and changing so much, it's going to take a bit of luck to find their way. Instead of following a map, the Game Master rolls 1d4 to see what the next room is. For each room the player characters encounter, they may add a cumulative +1 to their next roll as they get the hang of it. One of them can also attempt to make a **DIF 20 Alertness (Insight) Skill Test**, to get a moment of clarity and add 1 to the next dice roll to decide the next location. Eventually, with enough success behind them (enough to get a result of 8 with only the d4 – so at least 4 rooms bonus) they get the hang of the shifting hive and discover the portal room. If the player characters haven't done very well after a couple of rooms, the Game Master can choose to roll a d6 or even a d8 instead to speed things up.

PART 4: HOOOF IT

In this final part the player characters must navigate through the ever-changing hive's hallways and find the portal they are looking for. Then they need to find a way to shut it down before it drains any more energy from Equestria!

As you walk up into the hive, the walls gradually become some sort of shiny, pale material. They seem to shift and warp as you look at them. Sounds change and echo in a disorienting way as the hive transforms itself. New aromas reach you as this place morphs around you. Getting to where you need to go won't be easy.

1: EARTHQUAKE!

Entering this large bare room provokes an earthquake. Each player character must attempt a **DIF 10 Athletics** or **Finesse (Steady Hoof) Skill Test**. If they succeed, they cross the room without getting hurt. If they fail, they suffer 1 Health damage from rocks and debris.

2: FALLING DEBRIS

As the player characters pass through this room, openings appear in the roof and all manner of debris and rubbish cascade out of them. Someone above is having a big tidy up! A **DIF 12 Alertness** or **Athletics Skill Test** allows each pony to make it to the other side without injury. A pony who doesn't succeed suffers 1 Health damage.

3: CHANGELING CHALLENGE

A group of four **Hive Warriors** (see Appendix, p. 153) stand guard in this room. The player characters can sneak past them with a **DIF 14 Infiltration (Stealth) Skill Test**, or they fight their way past. If they fail the test, they alert the guards and have to encounter them anyway! The guards resort to combat, but clever player characters might try any way to defeat or trick them.

4: CROWD SCENE

The player characters come out into a common room full of changelings hanging out, training, and socializing. The player characters must make a **DIF 15 Infiltration (Stealth) Group Skill Test** to get past. It is pretty difficult for brightly colored ponies not to stand out here! If one of them fails, the changeling spot them, hiss and chase after them. The player characters have to make a **DIF 12 Athletics Skill Test** to elude them. If they fail this test, they still escape but it's very close and they suffer 1 point of Stress to their Strength or Speed.

5: GET READY TO ROCK

A steep cliff with sharp outcroppings greets the ponies. A **DIF 14 Athletics (Climbing) or Acrobatics (Flying) Skill Test** allows the player characters to get to the top. Those who can fly or use a rope can Lend Assistance to any one pony once they are successfully at the top.

6: WIND TUNNEL

Powerful gusts howl through this area, making it incredibly difficult to get through it. The ponies need to work together to make it through. Holding on to each other, they need to make a **DIF 15 Athletics, Brawn, or Acrobatics (Flying) Skill Test** to make it across. Any failures mean the player characters get blown back through the door they entered from.

7: STORAGE

This room has a soft light suffusing it and various chests, boxes and piles of oddments lying around. If they make a successful **DIF 10 Alertness Skill**

Test the player character notice on one of the shelves is a **Healer's Salve** (*Core Rulebook*, p. 142).

If they come across this room a second time, the Game Master might change the nature of the useful object they might find.

8: PORTAL ROOM

On this result, the player characters finally reach the portal, move to the next section (Equine Energy Extractor).

EQUINE ENERGY EXTRACTOR

Exiting the labyrinth of tunnels, you reach a vast chamber with a huge contraption in the center of it. This contraption is cobbled together from all manner of odd parts and bit and pieces. It makes a constant sputtering, rattling and wheezing sound, and a thin plume of acrid smoke seeps out of it continually. A great beam of energy ripples from the top, up through an opening in the roof, no doubt feeding the Queen at the center of her power, perhaps her throne room.

Electricity in the air zaps you from muzzle to flank and makes your entire coat bristle. In a round porthole on the side, you spy a blurred and hazy image of Ponyville. This is it. This is what you were looking for! The strange machine, half magic, half science that's still trying to draw the love and friendship from Equestria to feed the changeling Queen and her minions.

There is such an aura of power to the machine, it's clear just using violence to break it could be catastrophic. It still has a connection to Ponyville, even with the portal mostly shut down, magical backlash has already done a lot of damage. The player characters can make a **DIF 14 Technology or Spellcasting Skill Test** to figure out how to shut it down. Succeeding means they locate the shut down mechanism.

If they fail, they suffer either 1 Stress from the exertion, or 1 Health damage from the magical backlash (player's choice). A different pony might then try a different Skill Test. Failing that

a changeling (**Drone Spy**, see Appendix, p. 152) arrives to check the machine is running well. If they can be captured (defeated) and interrogated (with a **DIF 12 Intimidation Skill Test**) they tell the player characters where the shut down system is.

SHUTTING DOWN THE MACHINE

The shut down mechanism is a simple series of three switches, but they are each protected by a code lock. The lock has 6 adjustable tumblers, each with the letters C, O and N on them. If the correct password is dialed on the tumblers, the switches can be activated. So the player characters need a six letter word made up of only C, O and Ns.

Luckily, there is a password reminder clue etched into the side of the machine:

From a caterpillar's silken swaddle

A lovely young moth will toddle.

If the player characters can't work it out, a **DIF 12 Science Skill Test** reveals the word they need is Cocoon.

With a satisfying click, the shut down panel pops open. As you push the switches, the machine's clanging and coughing slows down until the whole thing gives one last gasp and begins to collapse in on itself. As the walls of the machine twist and contort you can see a faded image of Ponyville. This is all that remains of the portal, perhaps your only way home.

The moment the column of green energy stops, a terrifying scream echoes through the whole hive. An angry buzzing and hissing seems to come from every direction. It seems like the whole hive has is coming for you!

"Stop them!" Queen Chrysalis' commanding voice reaches your ears, and the buzz of wings flocks toward you.

As you watch, the remains of the portal begin to waver and contract. It's closing!

Each player character needs to attempt a **DIF 16 Athletics or Acrobatics Skill Test**. If they succeed, they manage to squeeze through

the magical gate unharmed. If they fail, that character suffers 1 Health damage as the dangerous edges of the closing portal singe them when they tumble through.

CONCLUSION

Tumbling out of the portal, you land in a tangle of legs and tails next to the portal in Equestria. Wheat Leigh is so surprised and excited to see you he drops his notes all over the cave!

"Did you all just come through a portal? That's amazing, I am so jealous. You must tell me all about it. Oh, but, maybe first we should get you to a doctor!"

Together, you can return to Ponyville, all the way Wheat Leigh asking question after question about your adventure.

REWARDS

The player characters have saved Equestria from Queen Chrysalis' energy siphoning. The portal is now completely closed, which Twilight Sparkle can confirm.

Having completed this adventure and the previous one, the player characters may also gain a new level. Take time to apply all the bonuses and talk about what abilities you might increase.

The player characters may also have made new friends in Spiracle and Midnight Ruby. Spiracle can be a useful ally later on, and the player characters may want to find a way to help the Lost Lands Ponies and teach them about love and friendship (although that may be another adventure).



CHAPTER

7

THE BALANCE OF HARMONY

WHILE THE PLAYER CHARACTERS HAVE STOPPED THE DRAIN AT THE SOURCE, EQUESTRIA IS STILL SUFFERING FROM THE EFFECTS. THE ELEMENTS OF HARMONY HAVE BECOME UNBALANCED AND DAMAGED UNDER THE STRAIN, AND THE MANE SIX HAVE ALL FALLEN VERY ILL AS A RESULT. THE PLAYER CHARACTERS MUST BRING BALANCE BACK TO EACH OF THE ELEMENTS AND, THUS, THE MANE SIX. THEY CAN DO THIS BY PERFORMING AN ACT OF KINDNESS, MAGIC, GENEROSITY, AND SO ON, TO RESTORE EACH APPROPRIATE ELEMENT. IF THEY COMPLETE ALL SIX TASKS, THE ELEMENTS AND THE MANE SIX RECOVER.

Part One: A Discovery of Illness—The player characters become aware of the Mane Six's illness and visit them at Rarity's house to come to a diagnosis. They're sick because the elements to which they are tied have become unbalanced. The player characters venture into the library, where they uncover the Ballad of Queen Applevore, an ancient tale about another time the elements were out of harmony. They also find the Map of Marelin, who—if the tale holds true—created seven maps leading to places with an innate tie to a certain element, and where Acts of Harmony might be more powerful. Two of the maps survive, each still holding enough magic to show six opportunities to harmonize the elements.

Part Two: To Catch an Element—The player characters embark on their quest tracking down and rebalancing the six Elements of Harmony. The Map of Marelin takes them to six thorny situations which sees ponies pitted against each other or otherwise in trouble, and must aid them. How and why they aid their fellows determines which element they rebalance, until they've visited all six.

- **The Forbidden Garden:** The player characters must arbitrate a dispute between Ramsey, a cantankerous farmer of magical apples, and Silvertrod, who stole an apple for her pregnant wife, Maneshine, who suffers from morning colic.

- **Chasing the Breeze:** Some of the elemental energy is re-aligning naturally in part of the Everfree Forest, creating patterns of dancing lights. Chasing down the lights and catching them might help restore some balance. But doing so awakens a nest of disgruntled breezies, who demand peace and quiet to continue their nap. The player characters must appease the breezies before they can continue their chase.
- **Snowflakes' Seven Siblings:** The player characters meet Snowflake, the over-extended and tired eldest brother of eight siblings. Snowflake's most fervent wish is going to college, but he has no time between looking after all his younger siblings. The player characters must help Snowflake to make time for himself.
- **A New Family Member:** A mare and her two daughters in Canterlot have adopted a changeling (who might be Antenniae or Spiracle) to teach them to be "good." Unfortunately, their approach is terrible and the family isn't good to the changeling. The player characters must set this situation right by counseling the family, or encouraging the changeling to leave them.
- **The Kelpie Bridge:** The player characters come to a bridge where a kelpie demanding toll is causing a severe pony jam. They discover the kelpie is collecting funds to repair the battered old bridge, and must decide whether or not to help her.
- **Prisoners of the Changelings:** The last element is a decoy, forcing the player characters to choose between their mission and rescuing a family of Earth Ponies trapped by changelings. Bravery and cleverness are required to save the family of two parents and their foals.

Part Three: Final Balance—The player characters return to Ponyville, where they find the Mane Six recovered. The Game Master needn't worry if the group was only partially successful in their quest, as we provide ways to move forward with some of the Elements of Harmony still unbalanced. Part Three also addresses how to handle two companions the player characters may have made along the way, a changeling and a breeze. It also gives brief ideas on how to use the Map of Marelin if the Game Master decides to venture into a campaign of their own making.

PART 1: A DISCOVERY OF ILLNESS

The player characters discover the Mane Six are ill and in need of help. There's no roll to uncover this information, as by now the player characters are well-connected. Other ponies come to the player characters with their concerns and problems. So the Game Master can use any pony the PCs may have met in a previous chapter to deliver the news. The challenge in Part One is finding out *why* the Mane Six are ill and how to cure them.

News travels quickly in Ponyville, whether it's good or bad. This time, unfortunately, it's bad. Granny Smith asks you to bring her famous get-well apple pie to Applejack and her friends. Mr. Cake asks if you're visiting the Pinkie Pie and the other Guardians of Friendship when you're at the Sugar Cube Corner, and if you'd please pass on his best wishes. Lotus Blossom brings out a basket full of off soaps "to clear up those sinuses" for them at Rarity's home. No one is exactly sure what's going on, but the entire town is awhinney: The Guardians of Friendship have fallen ill.



MAKING A DIAGNOSIS

You arrive at Rarity's home and studio just in time to see Princess Celestia fly away after a visit. The Alicorn looks worried and deep in thought. Spike is still at the door, his scaley brows drawn together in an equally worried and unhappy frown. The house itself is silent. You neither see the usual bustle of Rarity's studio, nor hear the sound of laughter or ponies chatting. The curtains are all drawn, although those to the west side of the house are caught in a soft breeze behind the open window.

A diagnosis begins with visiting the Mane Six. The six are resting in Rarity's home with Spike looking after them, receiving the occasional visit from a very worried Princess Celestia (although she is not there right now). The player characters' reputation, along with appropriate roleplaying, should see Spike grant them entry with no need for a Skill Test.

The inside of Rarity's home is dark and almost dank. The place smells like sickness despite the open window. There's something subtly wrong about the very air in here—enough to put anypony's mane stand on end. A dark pile of woven cloths at the back of the room rolls over to reveal Rainbow Dash. "Spike," she calls out, "I'm so cold."

Spike hurries in, carrying hot apple broth. He glances at the open window, clearly torn between keeping the room as warm as possible and letting in some fresh air. The Mane Six are all huddled up under a pile of fabrics on the large sofa at the back of the room.

If the player characters visit with the Mane Six, they can quickly rule out common illnesses. The six are too lethargic and pale for any known pony illnesses like colic or founder. More worryingly, their Cutie Marks are faded and misshapen. Additionally, if a player character touches one of the Mane Six whose Element of Harmony matches their Role, they feel a distinct lack of the right energy in them.

You can see the Mane Six's color—or rather lack thereof—as you get closer. They all look pale and wan, and make barely a sound. Fluttershy stares in confusion at a small chipmunk trying to console her, as if she doesn't understand what he's saying. Even Pinky Pie is silent, the usual smile wiped from her snout.

Your attention is drawn to their hide where their Cutie Mark sits. Fluttershy's butterflies are gray, sickly things with broken wings. Rainbow Dash's hindquarters show a dour rain cloud. The apples on Applejack's hide are brown and rotten. Pinky Pie's Cutie Mark is three mottled, black balloons floating upside down. Rarity's diamonds are no more than broken, lackluster shards. Finally, Twilight Sparkle's star is a black void that seems to suck all warmth and joy out of the room.

Having seen the patients, the player characters may arrive at the right conclusion without a Skill Test. The Elements of Harmony have been unbalanced, corrupted, or otherwise negatively affected and this in turn has made the Mane Six ill. If anyone voices that the Elements of Harmony seem distorted, the Game Master should simply affirm the theory. Otherwise a successful **DIF 10 Science (Medicine) or Spellcasting (Magical Knowledge) Skill Test** leads them to the same conclusion. If the players aren't entirely familiar with all the Elements of Harmony, this would be a good time for the Game Master to give them more detail and answer their questions.

If the player characters try to use their own connection to the Elements to see if they are in balance they can try a **DIF 15 Spellcasting (Magical Knowledge) Skill Test**. Success confirms something is very wrong with the flow of magic and friendship.

Once the player characters have had a chance to investigate, Princess Celestia (or another favorite pony friends of the PCs) arrives to visit the Mane Six. She tries to console Spike, who is very worried but tells him she is yet to find a cure. Then she asks to see the player characters outside.

"I'm glad you came to visit," she says. "You have all done so much recently but I must ask for your help again."

"As you may already have deduced, something is wrong with the Elements of Harmony. I suspect it is something to do with all the powerful magic being used by the portals. Perhaps it will eventually restore itself, but I can't be sure and those poor ponies are awfully sick. I'm doing all I can to find a cure. Starlight Glimmer is also doing some research in the library, would you go and help her?"

It shouldn't be difficult to get the player characters to help out! If they want to help Celestia she thanks them for the offer, but she is dealing with very powerful magic that is a little beyond them. So they should next go to the Library to see what Starlight Glimmer needs.

RESEARCHING THE ELEMENTS

You've arrived in the library to offer you help, and Starlight Glimmer, Twilight's apprentice, is very glad to see you. She is working through piles and piles of books and looks tired and out of her depth on her own.

"I'm so glad you came to help. I agree with you, it does look like something is wrong with the Elements of Harmony. This would undoubtedly affect their Guardians. So I tried using the Cutie Map to learn more. But it's been badly affected by this strange imbalance and it's just a mess.

Luckily I've found references to a tale called Ballad of Applevere that mentions something similar. But I can't find it anywhere! Will you please help me look; there are so many books here!"

The Ballad of Applevere is an old tale filed away in the medieval section of the library. Each player character should make a **DIF 15 Science (Research) or Culture (Linguistics) Skill Test**. If a player character is known to be a regular at

the library, they know how to Hoofey Decimal System works and so for them the Difficulty is 10. The player with the highest overall result finds the Ballad of Applevere. Those who fail get as stressed as Starlight Glimmer and suffer 1 Stress.

The Ballad of Applevere is an ancient tale set in the court of Queen Applevere—a legendary pony who, depending on who you ask, may only have existed in pony tales. When a blight struck Queen Applevere's land, her sorcerer Marelin discovered the Elements of Harmony were out of balance. Marelin created seven maps for Applevere and her six best knights to set out and re-balance the elements. The queen and her knights did this by performing an act of Harmony in each of the places of power their magic had divined. The ballad ends with the elements restored and the land thriving and verdant again.

A footnote at the end of the scroll reveals that two of Marelin's maps still survive: One in this library, and the other in Princess Celestia's collection.

Before they can go on their mission, the player characters need one of Marelin's maps to track the distorted elements. Find it in the library takes a **DIF 15 Science (Research) or Culture (Linguistics) Group Skill Test**. If they fail they take many hours and all suffer 1 Stress. Luckily they can ask Princess Celestia for her copy, which she happily lends them if they promise to be careful with it.

The map shows the whole of Equestria, though even at a glance you can see the names are different and archaic. Sweet Apple Acres is marked as Eternal Apple Grove, and Ponyville itself isn't marked at all. Canterlot is still there though, bearing its proper name. Perhaps this map predates Ponyville? If so, any historical analysis must wait until you've cured the Mane Six.

You spot six pale lights on the map. Looking more closely, each light is a symbol shifting between several shapes: a diamond, a butterfly, an apple, a lightning bolt, a balloon, and a starburst. To the right of the map are six sunburst symbols.

Each light marks a spot where the Elements of Harmony are more powerful. The changing symbol shows the place is unbalanced. Each time the player characters successfully balance one of the elements, one of the sunburst symbols on the right of the map flares up and disappears until they are all dealt with. But the player characters must figure it out by observing the map as they go!

Essentially, they must balance each of the elements of Harmony by performing an act of harmony for each one. The map shows them where to find opportunities, but it is up to the PCs how they resolve them and which Element to focus on. The map shows them which elements they have covered as the symbol for each one stabilizes. But the map only has enough magic to show them six encounters, which is only one for each element!

With Marelin's map in hoof, the player characters can proceed to Part Two: To Catch an Element.

PART 2: TO CATCH AN ELEMENT

Marelin's map only offers six chances as that is as many places of power she found, but there are probably many more. The entire land was in peril and Marelin had to make seven maps—it was hard enough as it is. However, the Game Master shouldn't worry about the player characters missing one of the Elements of Harmony. It's fine if they do, and they can still play out the adventure.

RUNNING THIS PART

Marelin's map leads the player characters to six locations. It doesn't matter which order the player characters visit them in. They might go with the Game Master's suggestion or plan a particular route. Despite the archaic nature of the map, it is easy to see where it is leading them with a simple comparison with a modern map.



Each location presents the Game Master with a starting problem and several NPC ponies with motivations and problems. It's then up to the players to come up with a solution, and for the Game Master to judge which Element of Harmony their solution appeals to.

The player characters know which elements they still need to balance, and it's perfectly fair for the players to choose their actions accordingly. The same act, performed out of different sentiments, could balance the elements in varying ways. For example, helping another pony might be an act of Generosity (if the pony sacrifices their own time to help), Kindness (if they simply help because it's kind), or Loyalty (if they do it so no pony gets left behind).

The Game Master should also be open to player characters choosing a different tack if their first approach fails. For example, in the Forbidden Garden, the player characters might first try to work off Silvertrod's debt, then leave Silvertrod behind or heal Maneshine themselves if that didn't work. They needn't get it right on their first attempt.

Each time they complete an Act of Harmony, the symbol for that Element fades away, showing them which elements they need to focus on. Also, as the ponies reach each location, the imbalance creates an irritating buzzing in their heads due to their connection. But the buzzing stops for any character whose Role element has been balanced. This is another way they can track their progress.

If the Game Master needs statistics for any of the Pony characters in this section, they should use the profile for Rural Pony or Townspony, as appropriate (see Appendix, pp. 160 & 161).

THE FORBIDDEN GARDEN

The map leads you into the Everfree Forest. The forest surrounding you is lovely with tall, majestic trees and soft green moss underhoof. But as you draw closer to the area marked on Marelin's map, a sense of discomfort settles over you, like a persistent buzzing at the back of your mind that sets your teeth on edge.

A lonely and sad whinny draws your attention. It seems to come from a small thatched cabin at the end of a side path along the main trail. Do you go there to investigate, or do you continue on the main path towards the Elements of Harmony as the map indicates?

If the player characters deviate from their course, they arrive at the cottage of **Maneshine**, an Earth Pony. The visibly pregnant mare is surprised to see the player characters, as she doesn't get many visitors, but not unfriendly. Striking up a conversation with Maneshine quickly reveals her predicament. Maneshine is pregnant and suffers from terrible morning colic. Her wife, Silvertrod, snuck into their neighbor's forbidden garden to bring back a magical healing apple. Normally they'd never steal, Maneshine assures the player characters, but their neighbor (a cantankerous Earth Pony stallion named Solid Earth) only sells the apples at exorbitant prices, which the expecting couple can't afford.

Maneshine ends her story by revealing that Silvertrod should have been back hours ago, and she fears something happened to her. Can the player characters help? Solid Earth's forbidden garden, as coincidence would have it, is right where Marelin's map is leading them.

If the player characters do not deviate from their course, but instead move straight on to the elements, they arrive at Solid Earth's orchard without interlude.

The orchard before you is the most fruitful you've ever seen. Thick, plump apples hanging from tree limbs shine so brightly they appear to be freshly polished. The scent alone is mouth-watering. The only thing disrupting your idyllic trek are the crude, hoof-painted signs proclaiming KEEP OUT and NO PICKING! and the clear sound of an argument a little deeper into the orchard.

Following the sound, or your map as both seem to head in the same direction, you see two Earth Ponies; one is an old stallion who is berating a mare.

"You're a thief," he says, "and you're work off your debt or I'll report you!"

A pack hanging over the mare's shoulder reveals a gleaming red apple. Glancing at the map, you see they're standing right where the Elements of Harmony are marked.

The stallion is **Solid Earth** and the mare is **Silvertrod**. Solid Earth caught Silvertrod red-hoofed as she was stealing one of his magical apples to cure her wife's morning colic. Silvertrod's main motivation is returning to Maneshine, with the apple if at all possible. She doesn't dare risk Solid Earth reporting her, for fear of being arrested and missing the rest of Maneshine's pregnancy. She's very open about her motivations and understanding her doesn't require a Skill Test, but a **DIF 10 Alertness (Insight) Skill Test** confirms she is being so.

Solid Earth's outward motivation is getting paid what he's owed for the apple, which in the case of Silvertrod, who can't afford the price, means working off her debt in the orchard. This takes days, possibly weeks, while Maneshine remains home alone.

Talking to Solid Earth and succeeding at a successful **DIF 15 Alertness (Insight) or Persuasion (Understanding) Skill Test** reveals a deeper pain. Solid Earth was once a carefree stallion who, after an ordeal with a giant, came into possession of magic apple seeds. He was very generous with his apples, freely sharing them with all his friends and any stranger who asked, until some local ponies began taking advantage of him. One by one, ponies pretending to be his friend took one of Solid Earth's apples and never returned—and slowly he grew miserly. Now, Solid Earth only sells his apples to the highest bidder, putting them well out of reach of most ponies like Silvertrod.

Silvertrod knows she did wrong in stealing the apple, but she is very worried about Maneshine. She would be happy to come to some arrangement to work off the debt, but only once the foal is born, so she can help Maneshine through the pregnancy. Solid Earth doesn't trust her to keep her end of the bargain though, and

sees a deferment as just another way to get out of his due payment.

The player characters have several ways to resolve the situation.

- Negotiate with Solid Earth to let them work off Silvertrod's debt instead. A successful **DIF 15 Persuasion Skill Test** lets them work off the same amount of work together as Silvertrod would alone. This means the work, which might take Silvertrod an entire week, takes them only a day. Failure means Solid Earth demands a full day from each of them, as he remains angry about the theft. This is an act of Generosity, Kindness, or Loyalty.
- Persuade Silvertrod to work off her debt. She did steal, so it's only fair. This requires a successful **DIF 20 Persuasion Skill Test**, which succeeds automatically if the player characters offer to take the healing apple to Maneshine and wait with her until Silvertrod returns. With a **DIF 12 Persuasion Skill Test** the player characters convince Solid Earth to allow Silvertrod a lighter schedule to give her time to keep checking on Maneshine. This reduces the DIF of the previous test to 15. This is an act of Honesty.
- Connect with Solid Earth so he finds his heart again. This is a roleplaying challenge augmented by **Persuasion (Understanding) Skill Test**. The Game Master should set the Difficulty based on the player characters' compassion for Solid Earth. If they really take the time to hear his story and assure him not all friends are false, the Difficulty is 10. If they're racing through the scene to get to the element, the Difficulty is 20. This is an act of Laughter or Kindness.
- The player characters tell Silvertrod to return the apple, and offer to return with her to help Maneshine with their own magic. This selfless act of aid inspires both Silvertrod and Solid Earth. Silvertrod is reminded she could have asked Solid Earth, as she assumed the worst and never let him show his best. Meanwhile, Solid Earth is reminded of his younger self who helped others unquestioningly. This an act of Magic, but the players might argue for Generosity or Kindness too. Healing Maneshine requires the player characters to successfully cast the Aid spell on her, although that only reduces her symptoms for a week or so.

CHASING THE BREEZE

The flashing symbol on the map, accompanied by the disruptive buzz in your mind, leads you into the heart of Everfree Forest. You arrive in a beautiful glade filled with flowering trees. Their soft pink, blue, and yellow petals catch the light trickling down through the canopy, and a wonderful scent hangs in the air. You hear birdsong accompanied by a soft chorus of crickets. This is truly a beautiful place.

Checking the map, you see the symbol for this location is moving, as if inviting you to explore the forest with it!

The serenity of the glade has calmed the unbalanced elements somewhat, and they're reacting in a lighthearted and playful manner. Unfortunately for the player characters, the glade is also home to a nest of breezies who wake up and react quite poorly if they are disturbed.

When you catch up with the location on the map, you see the energy of the elements has manifested as a group of dancing lights. They float and cavort with the flow of magic and harmony in the area. You follow the ephemeral elements around, guided by the map and your own feelings. Whatever is going on in this glade, the elements are more harmonious and you can sense them calling out to you. Just as you draw near, however, you notice a commotion in a large nest of leaves sitting on a tree's crooked limb.

A group of tiny flying ponies with long antennae called breezies emerge from the nest, their wings fluttering in agitation and their antennae quaking in indignation. They say something in their language and are clearly angry with you.

Communicating with the breezies requires a successful **DIF 15 Culture (Linguistics)** or **Alertness (Insight) Skill Test** as they speak a different language. Success means the player characters understand their moving around woke

the breezies from their nap. Failure means they remain unclear about what has upset them, with the breezies angrily pulling the player characters' tails to physically drag them out of the glade. The breezies don't want to harm the player characters though, meaning there is no reason to start a combat scene unless the player characters themselves initiate it. The breezies' immediate motivation is going back to sleep, but they're also fond of joy and play when they're a bit more awake. If their initial attempts to get rid of the ponies fail, they start trying pranks like pulling their manes or taking their possessions.

Balancing the elements in the glade does require catching up with the lights, but player characters have a few ways to smooth things over with the breezies. How they do so determines which element they ultimately "catch" (the Game Master should remember the lights aren't solid) and balance.

- The player characters can pause in their chase to gather moss and thick leaves to soundproof the breezies' nest. They can then continue the chase while the breezies return to sleep undisturbed. This requires a successful **DIF 10 Survival (foraging)** or **Technology (Engineering) Skill Test** and takes an hour or two to complete. This is an act of Generosity.
- The player characters can continue their chase with a successful **DIF 15 Athletics** or **Acrobatics Skill Test**, with the intention of helping the breezies get back to sleep immediately after they're done. This approach, which favors their mission but aids the breezies once they can, is an act of Kindness.
- The player characters can continue their chase with a successful **DIF 15 Athletics** or **Acrobatics Skill Test**, with the understanding that the unbalanced elements eventually harms the breezies too. This approach, which favors their mission for the good of everycreature, is an act of Loyalty.
- The player characters can apologize with a successful **DIF 15 Persuasion (Diplomacy) Skill Test** before continuing their chase. The forest belongs to everyone, and the breezies can't expect the world to stand still just because they're napping. This is an act of Honesty.

- The player characters show the breezies how much fun this lighthearted chase is, and invite them to join! Continuing the chase with the nimble breezies' help requires a successful **DIF 10 Athletics** or **Acrobatics Skill Test**. This is an act of Laughter.
- Rather than chase the dancing lights, inventive player characters might consider how to draw the lights to them. The player characters should get creative here, like singing a lullaby that helps the breezies go back to sleep *and* extols all the elements' virtues with a successful **DIF 15 Performance (Singing) Skill Test**. This is an act of Magic.

As the breezies return to their nest yawning, one of them separates from the group. She has a pastel plum coat and bright yellow mane, and she's wearing a necklace made of very small berries. She's clearly interested in you, flitting from pony to pony and stealing glances at your map.

This breezie's name is **Calliope** and she's a bit of an explorer. She'd love to travel with the player characters if they let her. If the player characters take Calliope with them, she can Lend Assistance on and Skill Tests related to Speed or Agility.

The Game Master decides when Calliope returns back to her nest, which may be if she gets injured, if the player characters keep forgetting she's there (which sometimes happens with companion characters), and so on. Alternatively, if the player characters are kind and the players enthusiastic about Calliope's presence, she might become a permanent companion, like Spike is to the Mane Six. Even if Calliope does return to her home, she remembers the player characters as friends and might return to help them in the final adventure.



SNOWFLAKE'S SEVEN SIBLINGS

You can already feel the elements' disharmonious buzz in your head when you arrive at a small homestead a few hours' walk from Sweet Apple Acres. The homestead has a sturdy foundation, but is showing signs of neglect. Weeds grow around the decades-old pear trees, and the farm's thatched roof is in disrepair. The washing line is filled with caps, hats, and bandannas that—from their bone-dry look—should have been brought inside days ago.

The farm's door opens and a young, but tired-looking white Stallion appears, carrying a large cooking pot. The delicious scent of pear stew accompanies him.

"Dinner is rea—," he begins to call. Seven younger ponies appear from behind trees, neglected potted plants, and tall grass to race past you inside before the white Stallion can even finish. Checking the map, you see the location the symbol is leading you to, appears to be this house.

A pony succeeding at a **DIF 15 Streetwise Skill Test** knows the homestead belongs to **Longhoof** (Earth Pony) and his wife **Manesplit** (Pegasus), two married authors famous for their best-selling travel books. They have several children, of which the oldest is a white Stallion matching the cook's description.

The white Stallion is called **Snowflake** (Earth Pony) or just "Snow" to his friends.

While he seems exhausted, he's generous to a fault, and immediately invites the player characters inside for a meal, as he made enough to go around.

His younger siblings are:

- **Rain (Pegasus):** Apparently cannot stay on the ground, would probably fly in her sleep if she could.

- **Thunder (Pegasus, he/him):** Classic grumpy teenager, sullen and sulky but actually desperate to join in.
- **Daisy (Earth Pony, she/her):** Loves to sing, all the time, constantly, and only passably well.
- **Moss (Earth Pony, she/her):** Just wants some peace and quiet and shouts the loudest about her need for it.
- **May (Earth Pony, she/her):** Is dedicated to her music, which no one truly understands as its far too radical for them.
- **Jude (Earth Pony, he/him, non-identical twin):** Is obsessed with trains, especially the Ponyville Express. He'll tell you all about them.
- **July (Pegasus, she/her, non-identical twin):** Is equally obsessed with Manestyles and fashion, and will also talk for hours about them.

Talking with Snow reveals he is raising his seven younger siblings because their parents are always off on their travels. Snow is severely overwhelmed, and had to put his own life on hold become a provider. He loves his siblings and his parents, but he can't keep this up. His motivations are, in order: Live up to his parents' (unspoken) expectations, ensure his siblings are taken care of, and go to pony college in Manehattan. His siblings' motivations, apart from things like "catch bugs," are seeing their big brother whom they adore happy.

The player characters can help Snowflake in several ways:

- They can create a short-term solution by foalsitting the seven siblings and fixing up the homestead while Snow gets a good, long sleep. While time is a factor in this mission, so is getting the job done so this option depends how long the PCs have already taken. This requires a successful **DIF 10 Brawn Skill Test** for the physical labor, and a successful **DIF 15 Performance Skill Test** to keep the young ponies entertained. The players should detail what each of their characters actually does to fix the house or entertain the foals. They might paint, tidy up, put on a show, play a song etc. This is an act of Kindness or Generosity.
- The player characters can set up a long-term support network for Snow. Granny Smith (their nearest neighbor) for example, could take the

young siblings a few days a week. They could help her out at the orchard during the day so Snow can go to college. This doesn't require any Skill Tests, as most other ponies would be happy to help, but does require some creative thinking: Who do the player characters know, and who can they call on to help. This is an act of Generosity or Loyalty.

- They can help Snow find his own joy and spirit again, so he has the strength to tell his parents this isn't working. This is a roleplaying challenge culminating in a **DIF 12 Persuasion Skill Test**. If successful, Snow immediately writes them a letter stating his loving, but firm boundaries. This is an act of Laughter, but the players might argue for a different harmonic element depending on their approach.
- The player characters can force the issue by confronting or exposing the parents. The former requires reaching them at their current vacation spot at Rainbow Falls, and a successful **DIF 15 Intimidation or Persuasion Skill Test** depending on the player characters' approach. If the player characters choose this path, their map lights up a second time when they near the bridge between the homestead and Rainbow Falls. The Game Master can run **The Kelpie Bridge** (p. 118) encounter, then return back here. Alternatively, exposing the negligent parents to their audience is more easily done with a successful **DIF 10 Streetwise Skill Test**, but has harsher social consequences. Either forces the parents to put in more of an effort at home, and frees up Snow's time. This is an act of Honesty.
- The player characters can inspire all the siblings to pitch in with a **DIF 15 Persuasion Skill Test**, but it might be a **DIF 13 Performance Skill Test** if the player characters make a game of it all. The work at the homestead is easier if everypony takes just one chore that fits their talent! It may even help the youngest to discover their talent and one day gain their Cutie Mark. If they couple this with Granny Smith foalsitting the youngest, Snow can go to college. This is an act of Magic if they use spells to make everything seem like fun, but the players may also argue Generosity, Kindness, or Loyalty.

A NEW FAMILY MEMBER

The map, and the buzzing in your head, leads you to market plaza in Canterlot. The elemental symbol on the map appears to follow a group of four ponies: An older Unicorn mare and her three foals. The mare and two daughters are dressed in Canterlot's latest fashion. The fourth pony is carrying a large pile of packages and wearing a hooded cloak that obscures their features.

"Come along," the mare says as she puts yet another package onto the pile, "or we'll be late for brunch."

The ponies turn and you catch a glimpse of the fourth pony beneath the cloak: It's a changeling! Just then, the creature catches your gaze and his features quickly change into that of a light blue Unicorn.

Confronting the quartet in the middle of the market plaza isn't a great idea, but the player characters might just try to. If they do, the mare quickly dismisses them. A successful **DIF 10 Alertness (Insight) Skill Test** reveals she doesn't seem at all surprised to learn one of her supposed daughters is a changeling. The player characters can also follow the four back to a mansion on the outskirts of Canterlot and confront them there.

The mare is a member of Canterlot's high society, she and her daughters are all Unicorns. Her name is **Rose Petal**, and her two daughters are named **Lily Breeze** and **Daisy Leaf**. The changeling is called **Crystalis**, but he continues to pretend he is also one of Rose Petal's daughters called **Sun Flower**. The Game Master can make the changeling a character they already know and recognize, such as **Antenniae** or **Spiracle**. If so, they left the hive after meeting the player characters to learn more about friendship.

Confronting the Unicorns yields nothing but haughty denial and faked outrage. No one in this household is a changeling, and how dare these trespassers insinuate otherwise! A successful **DIF 10 Alertness (Insight) Skill Test** reveals everypony is lying. While there is no way Rose Petal or her daughters admit anything in public, in private, a successful **DIF 15**

Intimidation or **Persuasion Skill Test** finally gets the truth out of them.

The real story is that the changeling fled his peers because he wants to learn to be "good." He was found just outside Canterlot by Rose Petal, who took pity and offered to adopt and teach him. Unfortunately, Rose Petal and her two daughters are terrible teachers. They conflate being kind with being obedient, and generosity with doing chores. The situation has thus devolved into Crystalis being a servant more than a member of the family.

The motivations of everypony involved are good. Rose Petal wants to teach Crystalis about being a good pony. Lily Breeze and Daisy Leaf want to be kind sisters, though there is a little bit of resentment as Rose Petal didn't consult them before adopting Crystalis, mixed with "pulling rank" as older siblings. Crystalis wants to be good like ponies are and is enjoying playing his new role as Sun Flower.

The ponies have a few ways to resolve this emotional mess:

- They can devote time and energy to getting the family back on track. Start a family therapy session, and help them set a new framework where the changeling isn't treated like a servant. This is a roleplaying challenge where the player characters can correct the mare, genuinely listen to the sisters' grievances, and encourage the changeling to stand up for himself. The Game Master should ask for a **DIF 15 Persuasion Group Skill Test**, with $\uparrow 1$ or 2 if the conversation is going well. This is an act of Kindness, or Loyalty.
- They can invite the changeling to travel with them instead, and teach him about being a pony. This returns the household to normal, and offers the changeling a better environment (well, in theory!). There are some genuine tears, both of remorse and goodbye, from the mare and her daughters, but this is ultimately for the best. This is an act of Generosity or Loyalty, and a good way to introduce a new changeling player character.
- The player characters can be honest with the mare and her daughters that they're being terrible and selfish. The Unicorns won't like

hearing it, but it shocks them into improving their behavior. This is an act of Honesty.

- The player characters can also bring joy back into this messy family by getting them to play games, sing, or dance together. This harmonizes the odd quartet and makes for a healthy, emotional foundation moving forward. This is an act of Laughter.
- The player characters can also inspire the changeling by showing him how they handle the six elements. Once the changeling sees Kindness, Loyalty, and so on in action, he doesn't need this family to learn to be good—he can do it himself! The changeling then leaves Canterlot and embarks on his own adventures to aid others. This is an act of Magic.

If the changeling ends up traveling with the player characters, the Game Master should use the profile for **Drone Spy** (see Appendix, p. 152). The Game Master is welcome to keep the changeling as a companion to the group until the end of this campaign. When the adventure wraps after Chapter Seven though, the best place for the changeling would be integrated into pony society. However, he might choose to travel or even return to the hive to spread the word about the power of friendship.

THE KELPIE BRIDGE

You arrive at a bridge over the river, leading to Rainbow Falls. The usually low-traffic crossing is currently packed with a long line of disgruntled Earth Ponies and Unicorns. A scan of the line reveals only one Pegasus waiting to cross.

Arriving at the back of the line, you overhear the two Unicorns in front of you.

"This is outrageous!" says the bright purple stallion, "We've never paid to cross this bridge before!"

"And with no prior warning," agrees the pastel green mare in a huffy tone.

Looking to the front of the line, you see a kelpie rise out of the water and demand payment from travelers in a belligerent tone.

The kelpie is a large blue serpent-like pony creature with fins, and looks rather intimidating. Several creatures swim in the river behind her—you spot one other kelpie, a large hammer-headed fish, and two river otters at first glance. Checking the map, you see the elemental symbol hovering at far side of the river.

The kelpie's name is **Azureline** (see the profile for kelpie, Appendix, p. 163) and despite her poor behavior, her intentions are good. The bridge is in a poor state of repair, and the kelpie already rounded up a crew of creatures to build a new, sturdier bridge. The crew won't work for free though, so Azureline is gathering up funds. A successful **DIF 15 Technology (Engineering) Skill Test** confirms the state of the bridge, while a successful **DIF 15 Alertness (Insight) Skill Test** reveals the kelpie is being truthful.

Azureline's motivation is raising funds for a new bridge. The kelpie needs bits to pay for the construction, as well as food to keep the crew fed. The crew, if the player characters inquire, consists of several other kelpies, a family of river otters, two lumber bears, and a sweet-water hammer fish. None of them are willing to work for free.

Talking to the other ponies in line reveals their motivation is to get over the bridge and onto their destination. A successful **DIF 15 Alertness (Insight) Skill Test** also lets the ponies notice a few ponies in particular. The Game Master should describe one of them to each player who succeeds at the test, each of the ponies in the line can be used to portray the general disgruntlement of the line.

The ponies on the bridge are:

- **Flawless Whistle (Earth Pony):** She used to work as overseer at a construction company, and she can confirm the bridge's poor state.
- **Astral Wing (Pegasus):** While he could easily fly across, he doesn't want to leave his Earth Pony and Unicorn buddies behind. He is with five friends who have all spent all their money on a party last night, and while it was an amazing night, they are all a bit ill this morning.
- **Violet Star (Unicorn):** A wealthy merchant pony who could easily pay the toll but hates spending money.

- **Crystal Mint (Unicorn):** Violet Star's sister, who is also wealthy but thinks all manner of things should be free and is refusing the pay because they should have right of way.

The player characters have a few ways to resolve the traffic jam and possibly fix the bridge.

- They can build the new bridge themselves! This requires a string of Skill Tests starting at DIF 10. Every failed Test gives the character 1 Stress, so after too many failures they may have to give up. Making the repairs is an act of Generosity. The tasks they need to perform are:
 - Spotting the right trees to turn into wood is a **Survival (Foraging) Skill Test**.
 - Getting the wood to the river requires a **Brawn Skill Test**.
 - Building the bridge requires a **Technology (Engineering) Skill Test**.
- The player characters can bypass the kelpie, bridge, and the line by swimming or flying across with a successful **DIF 10 Athletics (Swimming) or Acrobatics (Flying) Skill Test**. Yes, the bridge needs repairs, but that isn't their mission. Astral Wing, shouting a quick goodbye to his friends, follows their lead and also flies across. This antagonizes the kelpie and waiting ponies alike, but it accomplishes the task as an act of Honesty.
- The player characters can gather up all their bits and food to pay for themselves and as many ponies in line as they can. This requires a **Wealth test** at DIF 10 for just the player characters, but 20 if they include everyone else. They can bargain with Azureline to drop the price (and gain Edge on the test) with a successful **DIF 15 Persuasion Skill Test**. They can use the same Test to persuade Violet Star and Crystal Mint to pitch in too (Gaining either Edge or ↑2). This is an act of Generosity, Kindness, or Loyalty.
- The line is moving, just very slowly. They can cheer the other player characters up with a successful **DIF 15 Performance Skill Test**, and simply wait until it's their turn to cross. This is an act of Laughter.
- They can inspire the other ponies in line to help build the bridge together! Many hooves make light work, and Flawless Whistle has experience organizing construction work. If

they can make a DIF 12 Persuasion Group Skill Test they can talk enough ponies into helping. Fixing the bridge is the same as above but the PCs gain Edge on all the tests with everyone working together. The communal completion of the bridge is an act of Magic.

PRISONERS OF THE CHANGELINGS

The map leads you towards the mountains. By now, the buzzing sensation in your head has grown familiar, albeit no less unwelcome. The air is fresh and crisp, but very close to being too cold. You come to a fork in the path as you follow the element marked on the parchment, when you hear cries and pleas for help coming from one of the paths.

You follow the cries for help, and see two changelings just before they see you! Scanning the area beyond them, you see more changelings, five in all, and two cages holding two Earth Ponies each. One cage holds two adult ponies, a stallion and a mare, the other a colt and filly. The slightly older filly has a hoof around the colt in a comforting manner, but both are clearly terrified and in tears. The changelings are threatening dreadful punishments if they are not quiet, which is making things worse. Meanwhile one of the adult stallions is keeping an eye on the changelings, while the other one is telling the foals to remain brave and surely help will come soon!

This changeling patrol came across a pony family out camping by happenstance. The changelings plan to take the family back to the hive to feed on, once more changelings arrive. They might later release them to live with the Lost Lands Ponies. They'll be very happy to capture the player characters too!

The Earth Pony family consists of the dads **Lemon Ice** and **Rapid Sorbet**, their son **Ice Sorbet**, and their daughter **Lemon Drop**. Their motivation is to escape together, and none of them is willing to leave a family member behind.

- The player characters may offer themselves in exchange for the prisoners. This shouldn't be hard—our player characters are known to the changelings as troublemakers, and more valuable than the ponies currently held trapped. A successful **DIF 20 Alertness (Insight) Skill Test** reveals the changelings uphold their end of the bargain (although if they see an opportunity to capture everyone, they may take it!). If they fail the test, the player characters have to take a leap of faith. Keeping the bargain is an act of Honesty, but does leave some of the PCs captives! Depending on whether the player characters remain trapped or escape with a successful **DIF 15 Infiltration (Burglary) Skill Test**, taking this risk (even if they escape later) is an act of Generosity towards the pony family.
- The player characters can sneak around the camp towards the cages and help the prisoners escape. This requires a successful **DIF 15 Infiltration (Stealth) Skill Test**, with the Difficulty reduced to 10 if they create a diversion first. If they have a changeling companion from a previous encounter, they can easily divert the other changelings. Opening a cage requires a **DC 20 Brawn** or **DC 15 Infiltration (Sleight of Hoof) Skill Test**. This is an act of Kindness or Loyalty.
- The player characters free the Earth Ponies as described directly above, but their focus is on comforting the foals while they do so. This is an act of Laughter.
- The player characters can also encourage the family to free themselves. This is more circumspect than breaking them out, but more empowering to the family, which lets them recover better emotionally. The player characters can talk some courage into the family with a successful **DIF 15 Persuasion Skill Test** for the dads, or **DIF 10** for the foals, who still possess that youthful confidence. The foals dig themselves under the bars, while the stallions kick down their cage door together. Unless the player characters provide a distraction, however, the escape doesn't go unnoticed. Creating a diversion requires a successful **DIF 10 Performance Skill Test**, while helping the family escape requires a successful **DIF 15 Athletics** or **Acrobatic Skill Test**. This is

an act of Magic, especially if they use any spells to help their plans.

- The player characters can just engage and drive off the changelings and free the family afterwards. If the changelings are engaged in combat, there are five of them (or at least one per PC) and they all use the profile for **Hive Warrior** (see Appendix, p. 153). How and why they choose to initiate combat determine. This is an act of Honesty (for being direct) Generosity (for taking a risk on another's behalf) or Kindness (for helping ponies in need).

If the player characters have resolved six encounters successfully, they will have lit up all the sunbursts on the map. At which point they all fade away, as they map takes time to regenerate its power to find more encounters. But that may take years. If the player characters haven't performed an act of harmony for all six elements, balance may not have been restored though. So they have a little more to do, but the symbols on the map shows them which elements they need to balance.

PART 3: FINAL BALANCE

After resolving all six encounters, the player characters may have missed one or two elements to balance. They might find the other Marelin's other map to seek out more encounters, or just look around Ponyville to find other ponies to help. So the following prompts offer more opportunities to balance the last elements:

- A changeling has taken the place of Grand Pear. Her granddaughter Bell'Apple insists something is wrong with Grand Pear, but the rest of the family doesn't see it. The player characters must resolve the tension in the family and expose the changeling.
- The player characters come across a Unicorn named Cotton Candy, who has locked herself in a tower awaiting rescue by her "true love." They must teach Cotton Candy that true love means choosing somepony special, not waiting for a random pony to rescue you.
- A young foal named Ballet Blossom has recently received her Cutie Mark—two pink ballet shoes—matching her passion for dancing. She's been

dancing and neglecting her chores ever since. The player characters have to teach her to balance her time and responsibilities. She can prepare for the dance academy and still take out the trash.

The Game Master should impress upon the players, there's no lasting harm in not ticking all the boxes of their mission. Accepting a loss and persevering anyway, even trusting all will be well in the end, is part of being a pony! The group can still continue the adventure with some of the elements unbalanced. It's up to the group to decide if they want to get that second map and keep trying, or if they want to move forward. The symbols can be their guide on the map still, and they can always check up on the Mane Six to see how they are doing. If the group chooses to move forward, the adventure continues under *The Mane Six*.

THE MANE SIX

If the player characters rebalanced all the elements, when they return to Ponyville, the Mane Six are all fully recovered. If they failed to rebalance any particular element, the character associated with it is still quite ill, but not badly so. Their recovery takes longer but they will be alright in the long run, especially with their friends to take care of them.

However, the Mane Six might overshadow the efforts of the player characters in the final adventure. So it will be a while before they are fully recovered. If one of them is still unwell, the others pick up where the player characters left off to find the final balance. If they are needed in the final adventure, they can arrive in the nick of time to help out, having finally recovered at just the right time.

When the player characters visit the Mane Six, the Game Master should describe this scene (amended depending on the results of the adventure).

You arrive at Rarity's house to find the situation much improved. The windows and curtains are all open, and you hear Pinky Pie's signature laughter. Spike, just rounding the corner carrying a basket of apples, seems quite relieved too. He greets you with a boisterous hello, and asks if you've come to visit the Mane Six. You're more than welcome!

Once inside, you see the Mane Six are indeed up and about again. Fluttershy is apologizing to her chipmunk friend for not understanding him earlier, Applejack is worried about being behind on the upcoming harvest, and Rainbow Dash is just turning the last page on the new *Daring Do* book. Rarity is, unsuccessfully, trying to convince Pinky Pie to stop jumping around as she adjusts a new fashion design on her bouncy friend. Likewise, the Mane Six's coats have returned to their usual color and everypony's Cutie Mark is at it should be.

REWARDS

The player characters do not gain a level at the end of this adventure, but they may have gained other rewards.

The player characters may have gained two new companions: the changeling named Crystalis, and the breezie named Calliope. Both are already discussed under their respective encounters, but here are guidelines for the Game Master moving forward.

The Crystalis learns and thrives best when he's integrated into pony society. That means telling all the neighbors he's a changeling and getting those neighbors to accept and support him. He might maintain his identity as Sun Flower to help integrate, as well.

Calliope is a brave and adventurous breezie and she'd love to stay with the player characters—but only if the Game Master and players embrace it. In this case, treat Calliope as a friend who lives with one of the player characters, occasionally accompanying them, and also pursues her own plans beyond the boundaries of this campaign. This allows the Game Master to seed further adventures through Calliope after this campaign. Alternatively, returning Calliope to her nest in Everfree Forest also provides a happy and fulfilling ending, and the breezies are overjoyed at being reunited.

The player characters also have a copy of Marelin's map (unless they have to return it to Princess Celestia). The map is very old, although it's up to the Game Master to decide how old, and if any of the tales about Queen Applevere are true. Maybe the map offers a way to visit this mythical age?



CHAPTER

8

THE DARK QUEEN

THIS ADVENTURE IS THE CLIMAX OF THE DARK SKIES CAMPAIGN. THE PLAYER CHARACTERS HAVE THUS FAR STYMIED ALL OF QUEEN CHRYSALIS' PLANS AND THE CHANGELING QUEEN HAS FINALLY HAD ENOUGH OF THEIR MEDDLING. SHE IS READY TO REMOVE LOVE AND JOY FROM EQUESTRIA ONCE AND FOR ALL AND HATCHES A SCHEME TO REMOVE THE PLAYER CHARACTERS AND TAKE EQUESTRIA BY FORCE. THIS SCHEME NEUTRALIZES PRINCESS CELESTIA, PRINCESS LUNA, AND THE MANE SIX, LEAVING IT UP TO THE PLAYER CHARACTERS TO DEFEAT QUEEN CHRYSALIS AND SAVE EQUESTRIA.

In the previous adventures, the player characters have met several characters who may now be allies if the player characters offered their friendship. In this final adventure, each of these allies has a part to play if the player characters befriended them. How each of them can help is detailed in sidebars throughout the adventure.

Part One: Bait and Switch—Queen Chrysalis sends her advance guard through the Crystal Caves to begin her invasion plans. The first move is made by an infiltration strike force under the command of the changeling spy, Cercus. Their plan is to remove or neutralize troublesome ponies like the Mane Six and the player characters from Ponyville. Disguised as ponies, many of which the player characters know, the changelings begin their careful plan.

Part Two: Crystalline Surprise!—Either due to being captured or tracking the changelings, the player characters are led to the Crystal Caves. There, they uncover the changelings gathering for a secret assault under the leadership of the deadly changeling warrior, Captain Tegama. Hopefully, the player characters discover the scheme in time to foil the trap and stop this secret vanguard force.

Part Three: Flight of the Changelings.—Once her plan to deal with the player characters is foiled, and her plans potentially revealed, the incensed Queen sends her Swarm to Ponyville. In doing so, she hopes to draw out Canterlot's defenders, including the Mane Six. Then, with the forces of Equestria distracted in Ponyville, her advance guard attack a severely weakened Canterlot.

Part Four: The Edge of Defeat—Queen Chrysalis has another trick up her sleeve. Her Chief Inventor, Misty Fogg (Widget's estranged sister) has developed a weapon that can break through magical defenses and paralyze foes. The Queen uses this Paralyzer to immobilize the Princesses and the Mane Six. In addition, a changeling inventor, Elytra, is working on a new version of the Paralyzer, the Siphoner, that not only paralyzes foes but takes their essence!

Part Five: Turning the Tables—Over the course of this adventure, the player characters uncover these plans while trying to help Ponyville and Canterlot as much as possible. In this final part, they put that knowledge to use to drive back the Changeling Queen and save Equestria!

THE POWER OF QUEEN CHRYSALIS

All the energy Queen Chrysalis has absorbed from Equestria has not gone to waste. She is at her most powerful and has enchanted her changelings with some of that energy to make them more formidable. She is attacking Canterlot and Ponyville because she has never been stronger.

In this adventure, all changelings gain ↑1 to all their Skills Tests! If the player characters have had a pretty easy time so far, the Game Master may also give all changelings an extra point of Health.

CALLIOPE AS AN ALLY

If the player characters made Calliope the breeze an ally and allow her to travel with them, she can assist on all Speed and Agility related Skill Tests (see p. 117). Being small she can also sneak ahead to scout out an area and give the player characters advance information of what they might be about to face.

PART 1: THE QUIET INVASION

The player characters begin this chapter in Ponyville, having just aided the Mane Six recover from their elements of harmony imbalances. But the threat from Queen Chrysalis is not over since the portals were neutralized. Instead, she is taking a more direct approach and mounting an invasion of Equestria!

The changeling Queen's most dedicated guard, **Captain Tegama**, is leading the mission and has a Taskforce, led by master spy Cercus, embedded in Ponyville in disguise. The Taskforce are under orders to find and capture the player characters (among others) and bring them to the prison in the Crystal Caves. Depending on how powerful Captain Tegama determines the player characters and how much of an influence they have on Equestria's leadership, she and Cercus have three potential plans to deal with them.

Which plan Captain Tegama chooses depends on the player characters' position in Equestria, and if that fails, she might try another option as a different approach. The Game Master should read over each of these options and determine Tegama's best course of action based on the playstyle of their group:

- **Combat:** She might attack directly (see The Direct Approach)
- **Mystery:** Trick them into coming into the Crystal Caves (see Bait and Switch)
- **Deception:** Lay a trap for them (see It's a Trap!).

UNCOVERING CHANGELING INFILTRATORS

No matter which option the Game Master chooses, there should be instances where the player characters have an opportunity to discover something isn't quite right about a "friend." The changelings look exactly like the ponies they are impersonating, but they don't always act as they should. These are usually **DIF 12 Alertness Skill Tests**, although the GM might substitute another skill as applicable.

ANTENNAE AS AN ALLY

If the player characters made an ally of Antennae (or gained them as a Contact), they may be very useful whenever the player characters are in Ponyville. Antennae was recruited to the Taskforce as soon as they returned home to the hive, due to their extensive knowledge of the area. But they have been working against the Taskforce on the sly to stop them hurting any of Antennae's pony friends. Initially, they simply try to stay out of the fight, but gradually they decide to help the player characters against what they consider the worst elements of their hive.

Antennae can aid the player characters in many ways. They know about the gathering of forces in the Crystal Caves, and the location of the abandoned barn. They may inform the PCs about the Taskforce's location, help them escape the Taskforce, or tell them about the Taskforce's plans to impersonate the Mayor, or delay the train from getting to the safety of Canterlot. If things go badly for the player characters, Antennae can come to their aid to free or support them when things seem at their worst.

Some possibilities include:

- Noticing an article of clothing that should have moved or fallen off but remains fastened. A good example of this is Applejack's hat. If "Applejack's" hat got caught on a tree branch, an **Alertness** test might enable the player character to see the "hat" bend around the branch to remain on the changeling's head.
- A changeling doesn't act in the same way the mimicked NPC would. For example, Fluttershy is compassionate towards animals. A "Fluttershy" who callously pushes an animal aside would be noticeable.
- Changelings lack empathy and it's difficult for them to maintain the façade beyond putting on an appropriate "face" for the person they are trying to convince. A "Pinkie Pie" who snaps at others for asking a question or just saying "hi" would certainly turn heads!
- Changelings feed on happiness and love. Sometimes this can happen even casually. A player character may see "Rainbow Dash" pass two ponies in love, only to see those ponies suddenly dismiss each other.

If a changeling suspects they've been caught, they immediately flee back to the Crystal Caves, hopefully with the offending player character(s) in tow. This effectively follows the Bait and Switch scenario.

THE DIRECT APPROACH

The direct approach is the easiest of the three. A few **Drone Spy** changelings (see appendix p. 152) transform into someone that the player characters know and look for an opening to attack. There should be at least one changeling for every 2 player characters, more if they are dangerous combatants. Depending on circumstances, they may attack player characters one-on-one, gang up on a single player character, or attack a few at a time.

A word of caution on "ganging up;" it may be too difficult for a player character to succeed and cause the player to feel frustrated. Even when outnumbered, the player character should always have a sporting chance to succeed or at least an avenue to escape!

Offered here as an example is a **changeling** disguised as **Rarity**. In this disguise, Rarity is dressed to the nines for an event. She concocts a story about her cat Opalescence to garner sympathy and get the affected player character(s) to help her.

"Thank goodness you are here! I have a most distressing problem! I was on my way to a party and Opal spotted a mouse. She chased the mouse into a tree and got stuck in the roots. I can't use my magic to pull her free and I just had my hair done and this dress is immaculate. Can you help? It shouldn't take long. The tree is just over there."

A cautious player may note that while Rarity does have an aversion to getting dirty, she would likely sacrifice that for a friend, or pet, in need, especially when the solution seems very easy. Also, if asked who is having the party, Rarity pauses before storming off in a huff.

"Well, if YOU don't care about an animal in trouble, I'll have to find someone with a little more sympathy!"

This is, of course, a ruse, as the changeling was stymied and didn't have an answer. If the player character challenges her on this, or pokes holes in her logic, the incensed changeling attacks.

If the player character(s) go along with the ruse, they do indeed find **Opal** trapped in the large roots of a tree. Unfortunately, this Opal is another changeling and, now out of sight of the other ponies in Ponyville, the two changelings attack!

Obviously, the changelings set this up because they felt confident in their ability to defeat the player character(s). If the battle starts to go badly for the changelings, they try to lead the player characters to the abandoned barn (see p. 130) hopefully with the player characters following closely behind them!

If the changelings succeed, they take the unconscious player character to the prison in the Crystal Caves. See *Part Two: Crystalline Surprise!*

A CHANGELING REPLACEMENT?

If the Game Master wants to be really sneaky, and so does a player, they can collude in the changeling plan. Unbeknownst to any of the other characters or players, one of the player characters has already been secretly been replaced by a changeling, and is now actually playing a changeling disguised as their character! They can offer subtle clues, to see if the others can figure it out as they try to lure the player characters into a trap. When the changelings attack, the player can reveal themselves and join the fight! Their real character is being held where all the others are taken.

BAIT AND SWITCH

Using this option, **Tegmina** orders her changelings to bait the player characters to the secret entrance of the Crystal Caves. She doesn't want to tip her hoof by attacking and destroying the player characters in Ponyville or any other public place;



she'd prefer to coax them somewhere where the odds are in her favor.

This example uses a **Royal Guard**, but you can substitute any pony the player characters have met if you believe they'd have a better chance of falling for the ruse. In any case, this is actually the changeling **Femur** (use profile for **Hive Warrior**, see Appendix p. 153), charged with baiting the player characters to the Crystal Caves.

A Royal Guardspony floats down from the sky and lands in front of you.

"Greetings, [Name]! I am Lieutenant Ranger and I come to you with an urgent request from Princess Celestia. She believes there may be changelings in the Crystal Caves and has tasked me to discover them. Unfortunately, we don't have enough Royal Guards to spare at the moment. Can I count on you and your friends to accompany me on this crucial mission?"

Femur is relying on the player characters to jump at the chance to help Princess Celestia without thinking it through. Player characters who wish to assess "Lieutenant Ranger's" truthfulness may make a **DIF 14 Alertness Skill Test** against the changeling. If successful they realize his true nature and Femur tries to race back to the Abandoned Barn.

Note that the other changelings in Ponyville are watching from a safe distance and either follow the player characters to the mountains or double back to the Abandoned Farm to lay a trap (Femur takes a longer route to give them time).

Assuming the player characters follow Femur, he leads them to an isolated outcropping within the mine. It is here a dozen changelings wait to capture the player characters and take them to see **Captain Tegmina** (move to **Crystalline Surprise!**). Given the circumstances, the player characters probably have no choice but to submit unless they can come up with a really creative way to escape.

IT'S A TRAP!

This final option is really a 'plan B' if the other options fail. Rather than try to defeat the player characters or bait them into going to the Crystal Caves, the changelings instead try to round

them up within an abandoned barn just outside Ponyville. The player characters should think they have located the changeling secret hideout, but in fact the whole barn is a series of traps designed to capture them.

If a player character has recognized any changeling for what it is, and the changeling can't overpower them, they head for an abandoned barn on a farm just outside of Ponyville. They hope to lure the player characters there, where more changelings can ambush them.

The barn is actually owned by a pony called Mack Guff, who has no idea what is going on there.

Perhaps shaken by your unwillingness to go along with the charade, the changeling quietly slips out of Ponyville, pausing only long enough to ensure they're not being followed. You're being careful not to be spotted, aren't you?

Assuming the player characters don't want to be caught, each may make a **DIF 14 Infiltration Skill Test** to keep out of sight. Unfortunately, the changeling wants to be followed, so whether or not the test succeeds is of no importance; the changeling acts as if the player characters succeeded.

The changeling takes one last look back before exiting Ponyville, taking a road that passes through several farms. Once the changeling passes the Guff Farm, home to the old curmudgeonly Mack Guff, they make a sudden turn into the wooded area beside the stream that marks the boundary of the farm.

If the player characters follow the changeling, they soon come to the Abandoned Barn, as outlined below. Alternatively, they may wish to gather more information from the owner of the farm, Mack Guff, before trespassing all over his property!

MACK GUFF

Rather than follow the changeling, the player characters may wish to speak to **Mack Guff** to get more information. During the day, he can usually be found on his tractor, an ancient loud machine

that seems to break down more than it helps. At night, Mack enjoys rocking on his porch while eating surprisingly delicious carrot cookies he bakes himself.

Mack is a friendly old Earth Pony that wears a straw hat and blue coveralls. He's a tough old pony with strong ideas and an old-fashioned "do-it-yourself" attitude. Mack acts like he doesn't need anypony in his life, but in truth, he's very lonely. All his friends are gone (he talks like they're dead, but they've actually moved away to Manehattan and Fillydelphia) and the only thing that keeps him happy is baking carrot cookies, a recipe he learned from his grandpony.

Mack is quite a talker and, when asked a question, tends to latch onto a word or two that reminds him of something in his past. He'll then spend the next several minutes conveying old stories related to those words without actually answering the question. He gets a bit embarrassed when he is called out on this, before sheepishly answering.

For statistics for Mack Guff use the **Rural Pony** profile in the appendix (p. 160).

A player character speaking to Mack Guff may learn about the abandoned barn.

"Ah, yes! That old barn! I have to say, it wasn't one of my better ideas, I can tell you that! I thought I could tame that marsh by diverting the stream and adding new soil, but all I managed to do was upset the neighbors when the stream wasn't flowing right! I gave up on it mighty quick and intended to tear down that barn, but I just never got around to it. Out of sight, out of mind my granddaddy used to say!

"Anyhow, I suppose it's a good thing I didn't! A few weeks ago, maybe a month, I was approached by a few ponies who wanted to rent it for a clubhouse. They weren't the most sociable ponies; they wouldn't even take cookies, if you can imagine that! I guess that's why they wanted a clubhouse outside of Ponyville proper. They're good tenants; they keep to themselves and don't trample on my crops. I do catch a pony or two heading there every other night or so, probably to play Ogres & Oubliettes or somesuch. Say, aren't you a member?"

Mack points his hoof at a player character (GM's choice as to who). While the player character is obviously not a member, a changeling did use their appearance one night when Mack Guff spotted them. Nevertheless, Mack is insistent "*he saw what he saw*" and can't be persuaded otherwise.

THE ABANDONED BARN

Up ahead, you see a curious sight, an old ramshackle barn sitting in the woods not far from where the Guff farmland ends. It doesn't appear to be part of the farm proper, as a large tree stands a few feet in front of the barn doors and several bushes press against the old wooden walls. Worse, the squishing of the ground beneath your hooves indicates this is wet soil and not good for farming.

Even from a distance, a **DIF 10 Technology Skill Test** reveals the crumbling structure has had improvements made recently. A **DIF 10 Survival Skill Test** reveals somepony or ponies have been using the barn recently and frequently.

This old barn technically belongs to the Guff family, built by the ambitious Mack Guff many years ago when he wanted to expand the Guff family farm. Unfortunately, the land proved too difficult to farm and the now-elderly Mack abandoned his plans, leaving the barn intact. With no pony working the soil in this marshy land, many bushes and trees have grown up around the deteriorating barn.

This, of course, makes it a perfect place for the changelings to meet and discuss their plans. They are renting the barn from Mack Guff as a "clubhouse," which keeps the elderly Mack Guff from worrying too much when he spots ponies on the edge of his property. It also means the changelings have been able to make improvements to trap any ponies who venture too close.

Beyond the changelings infiltrating Ponyville, there are always at least two changelings (**Cercus** being one) within the barn and, if they have had time to lay traps for the player characters, there is **one additional Drone Spy changeling** per player character. The changelings have set the following traps:

Net Snares: There are several net snares placed around the barn, including a few in the trees to ensnare pegasi. For ease of play, it can be assumed each player character must evade two traps. They can avoid setting off the trap with a **DIF 15 Alertness Skill Test** with Snag. If a player character fails the test, they must make a **DIF 15 Acrobatics Skill Test** to avoid the net.

If a player character is caught in a net, they must make a **DIF 20 Brawn Skill Test** with Snag to get out of it. They may attempt this once every minute, but after two minutes, two changelings or arrive to drag them into the pen inside the barn.

Door Net: There is a net above the doors and the loft window (which is directly above the doors) of the barn. These nets are heavier than the ones outside but are also more easily seen. A player character (or group) needs only succeed on a **DIF 15 Alertness Skill Test** to spot the net and then make a **DIF 15 Acrobatics Skill Test** to avoid it. The caught player characters must make a **DIF 25 Brawn Skill Test** with Snag to get out of it.

Changelings: The last challenge for the player characters to overcome is, not surprisingly, the changelings themselves. If the player characters arrive without tipping off the changelings, Cercus attempts to hold down the fort while sending the other changeling to get reinforcements at the Crystal Caves. If Cercus is overwhelmed, he refuses to give the player characters any information.

The Pen: If the player characters are captured, they are placed in the pen: a metal cage set in the back part of the barn. This cage is barred on all sides, making it almost impossible for a pony to escape once they've been locked inside. The only way out is the key that hangs around Cercus' neck, and he isn't going to just give it to them!

Cercus: Cercus is the leader of the infiltration Taskforce. He prefers to be in his normal form and rarely disguises himself, instead ordering the changelings under him and relies on their reports



when making plans. When he does venture out of the barn, it is usually in his normal form under the cover of darkness. If forced to take on a disguise, Cercus doesn't usually bother changing his personality to suit. Cercus' most distinguishing feature is that he only has one fang.

All the changelings under Cercus were born in the same brood. As such, Cercus has come to care deeply for his "siblings," although he dares not admit it. This bond is a source of nourishment for him, even if the others don't feel it, and he gets very upset when one of his siblings is hurt or threatened. Another thing Cercus dares not admit is that he's having doubts as to whether Queen Chrysalis' plan is the best way for changelings to thrive. Player characters who realize this, even while penned, may use this information to sway Cercus into helping them!

Cercus, uses the **Drone Spy** profile in the Appendix (p. 152) but increase his Deception, Infiltration, and Might by 2 ranks each.

On a desk at the barn Cercus has a hoofdrawn map of the area, with the words 'main base' written next to the Crystal Caves. The player characters should take that as a clue to investigate.

Whichever option the GM used, after the encounter the player characters should want to investigate the Crystal Caves to learn more, move to part 2, Crystalline surprise! If they are taken prisoner, they still move to part 2 but begin in the changelings' prison (see p. 135).

PART 2: CRYSTALLINE SURPRISE!

The changeling forces are massing at the Crystal Caves. If the player characters have been captured, this becomes obvious to them as they begin this part in the changeling prison (see p. 135). Otherwise they have picked up a few clues that suggest the Crystal Caves are worth checking out. There, they uncover an army of changelings making plans to attack!

There is a system of crystalline caves beneath Canterlot. Long ago, these caves were mined for their precious gemstones but were abandoned once all the known gems were found and no new veins were discovered. No pony really knows how extensive the caves are and they have never been fully explored or mapped.

Well, no pony in Equestria, that is. Queen Chrysalis has not only extensively mapped the

caves, but she has been using them to advance her plans. She used her knowledge of the Crystal Caves and, more importantly, their various entrances, to install an advance guard of about two dozen changelings ready to further her plans. The entrance they are currently using is an old vent shaft, which opens into the mountain range behind Canterlot.

This entrance is easily accessible by pegasi, changelings, and other flying creatures. Those without the ability to fly must climb a treacherous mountain path. There are always at least two changelings on guard at the entrance (a **Drone Spy** to raise the alarm and a **Hive Warrior** to defend the entrance), usually with one changeling disguised as a boulder to make the entrance seem like solid mountain and the other nearby disguised as a tree.

Any player character who spends more than a few minutes in the Crystal Caves may, by making a **DIF 15 Infiltration Skill Test** (with Snag if the pony can't see in the dark) come across such a gem, either by spotting it glinting in a corner or stuck beneath their hoof. Once a gem is discovered, a player character may make a **DIF 10 Technology Skill Test** to theorize that the changelings (or at least somepony) are mining; for what purpose remains to be seen.

Inside, the Crystal Caves are a series of winding passages, difficult to navigate due to the reflective surfaces of the ceilings, floors, and walls. The following sections are locations the player characters can come across as they explore. They should make **DIF 12 Perception Skill Tests** to uncover these locations, and possibly surprise or ambush any occupants. If they fail the test, they wander into the location unawares, giving the occupants the element of surprise instead.

If the Game Master wants to make the tunnels more random, just before the player characters make the Perception Skill Test, they can roll randomly (d10) to see which room they are about to come across. Don't worry if they roll the same result (although the GM can just reroll), as that just means they have gone in a circle!

SPARKLING EVIDENCE

Long ago, the Crystal Caves were mined for their precious gems and abandoned when no more gems were forthcoming. Because this is old history, most ponies are unaware of the Crystal Caves beneath the train tunnels, although a player character may recall this information by making a **DIF 8 Culture Skill Test**.

However, at least one crystal vein remains, and Queen Chrysalis is currently exploiting one of them to power two devices: the Paralyzer and the Siphoner. Because the vein was sparsely populated with usable gems, the changelings had to dig in various parts of the caves and discard gems too small or too flawed. While most of these gems were swept up and thrown away, a few remain littered on the floor throughout the caves.



RANDOMIZING THE TUNNELS

DIO	TUNNEL
1	Guard Station
2	The War Room
3	A Vein
4	The Barracks
5	Corridor
6	The Prison
7	Empty Room
8	Guard Station
9	The Workshop
10	Exit [A route to the surface near Canterlot]

GUARD PATROLS

There are regular changeling patrols (usually **two changelings** per patrol) the player characters may encounter while walking through the caves. This can be handled as a Group Skill Test (see *Core Rulebook*, p. 112) each player makes a **DIF 12 Infiltration Skill Test** and if the test is failed, the player characters encounter the **Hive Warrior** patrol.

Note that a successful group test does not mean no patrols were encountered; the group just managed to avoid being seen by them. This can be very useful if the player characters get lost, as the guard patrol may inadvertently lead them back onto the correct path!

If encountered as a **Guard Station**, the Hive Warriors are protecting a specific area and so don't move and block the characters' path.

SPIRACLE AS AN ALLY

Queen Chrysalis has appointed Spiracle to the advance guard, insisting she must prove her loyalty and bravery or face the consequences. While this is against her wishes and she does her best to stay on Captain Tegama's good side (or at least be ignored by her), Spiracle may reveal herself to the player characters if she sees them as an ally. She'll pop up when needed most, whether to help the player characters escape imprisonment, travel through the cave tunnels, or even to uncover Elytra's spare parts.

If the player characters ignore what is going on in the Crystal Caves, Spiracle may slip out and warn them, especially when Captain Tegama is about to attack Canterlot!

THE WAR ROOM

The war room is the main area where **Captain Tegama** holds meetings, interrogates intruders, and gives out orders. It is also the location of a large mirror, through which Queen Chrysalis may communicate with the Captain. This mirror is always on, so the Queen may listen in, or even speak, at any time, but when not in use, a curtain is drawn over the mirror. When this curtain is lifted, a chime rings on the Queen's side (and vice versa for this mirror), alerting her that someone wishes to speak.

If the player characters are captured, then they are brought here first for an initial interrogation by Captain Tegama. Tegama asks them the usual questions, such as their names, whether they are working for Princess Celestia, and the extent of what they know about changelings and the current plan. It doesn't matter to Tegama how they answer, as she is just using this time to gain accurate imprints of them for later shapeshifting.

When the meeting is over, Tegama usually orders the player characters to be taken to the Prison, where they can be properly disposed of once their usefulness has ended.

CAPTAIN TEGAMA

At first glance (at least through typical pony eyes!), Captain Tegama looks like every other changeling; there is physically little to distinguish her. She does, however, exude an aura of authority and no one questions her judgment. She is an effective leader who knows how to make the most of what she has and lead her troops to victory without unnecessary loss. Ponies who try to deceive her or cast doubt on her plans find Tegama is very difficult to sway.

One part of Tegama that can be exploited, however, is her belief that she would make a better changeling Queen than Chrysalis. While Tegama follows the Queen's orders without question, that doesn't mean she believes the Queen is making prudent decisions. Should Tegama find herself in a position of power over the Queen, she might spark a civil war within the hive.

For Captain Tegama's statistics, use the **Hive Warrior** profile (see Appendix p. 153) but increase her Alertness, Initiative, Intimidation, Might, and Targeting by 2 ranks each.

Note: when Captain Tegama siphons Princess Celestia, she adds her spellcasting skill, Attack, and Powers to her stat block.

THE BARRACKS

The barracks is where the majority of the advance guard spend their time. "Barracks" is a bit of a misnomer; while it indeed includes sleeping areas, it is also where the advance guard trains and relaxes (or siphons energy from any captive ponies).

Player characters who have an opportunity to see the barracks can see the changeling army is vast. It is clearly not just an attack force but a full scale invasion that is being prepared.



THE PRISON

This is where any captured player characters are kept.

The prison is a collection of small rooms with magical force bars kept in place by the **Prison Guard, Palp**. Player characters interred here find it difficult to escape, as the crystalline bars can only be broken with a **DIF 25 Might Skill Test**. Player characters imprisoned together can Lend Assistance. Otherwise, they need to convince Palp to part with the keychain around his neck.

Besides the cells, there are three interesting things about the prison. The first is the carved and painted etchings of various fearsome creatures in and around Equestria, from bite-a-cudas and bugbears to dragons. A **DIF 12 Culture Skill Test** appraises these etchings and brushwork as quite good, worthy of being shown in a gallery. They have actually been done by the prison jailor Palp, who is susceptible to flattery about them.

The second interesting thing is the prison itself. The prison was built before the new vein was fully tapped, and an arm of it winds just above the prison cells. A player character imprisoned inside a cell for at least an hour automatically discovers small loose gems on the floor (see **Sparkling Evidence**). Additionally, the hollowed-out vein provides a possible avenue of escape. Whenever the Paralyzer is being tested (a semi-regular occurrence), imprisoned player characters can hear the noise and notice vibrations in the ceiling. A **DIF 10 Science Skill Test** reveals that the ceiling is weakened, and it may be cracked open with a **DIF 15 Might Skill Test**. Player characters that do so find themselves within the vein.

Finally, the third interesting thing is another prisoner. This could be a pony the player characters have met in an earlier adventure, such as Wheat Leigh, Mayor Mare, or any other pony they've formed a connection with. Now captured, this pony is being used for experiments with the Siphoner. If the player characters engage them, the prisoner tells them the little they know.

"The changelings have designed some sort of new weapon. I don't know what it does exactly, but I do know it requires powerful gems to work. I've been taken to their workshop where a changeling pointed it at me, but after that, it's all a blank. By the time I regain my senses, I'm already back in this cell and feeling more miserable than ever. I'm sorry I can't be of more assistance!"

PALP

Palp is an oversized changeling with muscular legs, who levitates a hefty axe that he likes to swing around to intimidate prisoners. He also has a stock of intimidating creatures he likes to shapeshift into to further frighten them. He uses the etchings on the wall to remind himself of what these creatures look like, so he doesn't lose the ability to transform into them.

Palp is your typical bully. He likes to intimidate those who pose no real threat, but he is quick to back down and negotiate when faced with a real challenge. The true tragedy of Palp is that, locked away in his cold changeling heart is the soul of a true artist. He bullies others as he is jealous they seem to get to be who they want to be, unlike him. If he was allowed to be himself, he'd like nothing more than to spend his days etching and painting, drawing nourishment from admirers of his work. Convincing him to stop being a jailor and follow his dreams ends his bullying ways and sees him free the player characters.

For Palp use the **Hive Warrior** profile (see Appendix p. 153) and add 3 ranks to his Might and Brawn.

THE WORKSHOP

The workshop is where one of the Paralyzers is being tweaked and refined by **Elytra**, a changeling assistant to **Misty Fogg**. Elytra wishes to show her Queen she is the true inventor, and is currently experimenting with turning the weapon into a Siphoner. She is using prisoners to test it.

Read the following if the player characters have a chance to overhear Elytra.

"Oh, drat! I managed to increase the range by five percent, but it still falls short of the Paralyzer's range. And I've also chipped a gem. Oh, well! That's why I keep spares of everything! When the Queen calls, we'll be ready!"

Besides Elytra, there are always **four changelings** (Hive Warriors) guarding the workshop. If the player characters attack or otherwise make their presence known, the four changelings keep them occupied until Elytra can safely get away with the Siphoner and reinforcements can be called.

One of the reasons Misty Fogg values Elytra is because of her over-preparedness. In the unlikely event that the player characters manage to damage or destroy the Siphoner, Elytra has enough spare parts stored in the Barracks to rebuild it.

PARALYZERS AND THE SIPHONERS

The Paralyzer and the Siphoner are Queen Chrysalis' new secret weapons, although she knows only of the former. The Paralyzer is basically a stun weapon. When it hits a pony, the pony must make a **DIF 30 Stamina Skill Test** or be knocked unconscious for 1 hour.

The tweaks that Elytra is making turns the weapon into a Siphoner. When it hits a pony in the first round, the Siphoner acts as a Paralyzer and drains a pony of their spellcasting skill, special attacks, perks, and powers. These are transferred to the Siphoner. Elytra has yet to perfect the weapon, so upon each use the GM should roll a d6. On a 5 or 6, the Siphoner burns out after a successful transfer and cannot be used again until it's been repaired.

THE VEINS

When Queen Chrysalis had the advance guard take over the Crystal Caves, the first thing she ordered was for gems be mined out for Misty Fogg to use for her new weapon. As usable gems were few and far between, the changeling miners

had to dig long tunnels to get what they needed. These tunnels cross over much of the changeling-controlled portion of the Crystal Caves. A player character in any part of the Crystal Caves has a chance of spotting a weakness in the ceiling with a **DIF 15 Science Skill Test**. A **DIF 15 Might Skill Test** cracks a hole into the tunnels.

Player characters who find themselves within the vein can move freely about the Crystal Caves without being seen, at least until the changelings discover their use of the vein. This enables them to overhear Captain Tegama communicating with the Changeling Queen in the War Room.

The vein can also be used as an escape route. A **DIF 12 Survival Skill Test** enables a player character to determine the quickest way to crawl out of the caves and the best place to break through. As the changelings won't expect this exit, the player characters should be able to find another exit and escape without too much trouble.

DEVELOPMENT

With the plot to destroy them foiled and the advance guard discovered, the player characters are likely going to want to warn Princess Celestia of the plot beneath her hooves. Unfortunately, the Changeling Queen has anticipated this possibility and sets events in motion so that their warning comes too late.

PART 3: FLIGHT OF THE CHANGELINGS!

With her advance guard uncovered, Queen Chrysalis is forced to put her next plan in motion. She sends her Swarm into Ponyville, instantly getting Princess Celestia's attention. She wants to draw out most of the Princess' forces and leave Canterlot vulnerable to her advance guard while using the Paralyzer against Equestria's greatest protectors. With them out of the fight, she can simply walk into Canterlot and take over.



A DESPERATE CHOICE

Having escaped the Crystal Caves with vital information for Princess Celestia, the player characters should head straight for Canterlot. If they don't an ally like Calliope might remind them they have to warn Princess Celestia about the changelings. Unfortunately, there is a snag in their plan.

You quickly make your way through the mountains, comforted by the sight of railroad tracks that lead to Canterlot in one direction and Ponyville in the other. However, as your eyes follow the rails to Ponyville, off in the distance, you notice an even more pressing threat. Hundreds of changelings drop from the clouds and briefly hover near Canterlot, before breaking off and instead heading directly towards Ponyville!

The player characters now have a decision to make. Do they continue toward Canterlot to warn Princess Celestia (move to 'Canterlot on Guard') or do they change course and aid Ponyville (move to 'Helping Ponyville')? Either choice offers enlightenment as to the true nature of Queen Chrysalis' plan and the accompanying dangers associated with it.

CANTERLOT ON GUARD

As Canterlot is the closest destination, it is likely the player characters choose to go there first. Fortunately, the changeling swarm has not gone unnoticed, and the Castle is already preparing defenses.

As you are about to enter the Castle, you find the entrance blocked and protected by several members of the Royal Guard. Two of them fly down to you from their perch atop the wall and they point at you with their lances. One of them bellows menacingly.

"What business do you have here and how do we know you aren't changelings?"

The guards won't let the player characters pass until they've proven to the guards' satisfaction they are not changelings. The player characters should come up with ways to prove themselves to the guards. The Game Master should decide what Skill is appropriate to make a **DIF 14 Skill Test** to convince them. The GM might award upshifts or even Edge if they are especially clever. Some possibilities are:

- **Animal Handling:** Show a genuine example of friendship or love, such as caring for a pet and not siphoning energy from it.

- **Deception:** Creating a convincing misdirection to get past the guards. Although failing makes them more suspicious!
- **Performance:** Use a power that no changeling would have. Although this assumes the guards are aware of all the abilities a changeling might have.
- **Persuasion:** Just talking to the guards and making a good argument they can't be changelings.

Alternatively, one of the player characters can spend a Friendship point for one of the guards to be a pony they already know. The PC have to share something only the two of them would know to prove they are not a changeling, but this doesn't require a test. The player and GM should decide what shared background is and why they are friends.

If the players are having too much trouble trying to come up with a method, or the dice just aren't going their way, there is a final possibility.

You've all but given up when one of the guards atop the wall yells, "Make way!" The two guards in front of you prompt you aside at lance point. The gate barrier is removed and the Mane Six trot out, accompanied by Princess Luna and a parade of Royal Guards.

Princess Luna smiles at you and welcomes you to Canterlot, although she wishes it could be at a better time. The Royal Guard who bellowed at you now asks Luna how she can be sure you are who you say.

"It's quite simple, Guardspony. I am sensitive to dreams, and these ponies do not have the dreams of changelings."

The chastened guard bows and lowers his lance, allowing you entry into Canterlot.

The player characters may now enter Canterlot unopposed. If they'd rather follow Princess Luna and the Mane Six to Ponyville then that's also grand, just go to **Helping Ponyville** and adjust accordingly (as the player characters arrive at the same time as Canterlot's forces).

SKELETON CREW

The first thing the player characters notice when walking inside Canterlot is that it is only

lightly defended. Most of the castle's forces have been marshaled by Princess Luna to meet the changeling swarm in Ponyville. This is having a big impact on **Captain Ironside**, a relatively young Pegasus who is now scrambling to keep the castle protected. Unfortunately, this means he sees the player characters as potential conscripts.

As soon as you enter the outer bailey of the castle when you are approached by a Royal Guardspony wearing shiny armor and sporting a cape. He flies around you as if you were here for inspection.

"Well," he says gamely, "you're all a bit soft and green, but you'll do. Welcome to the Royal Guard. State your name and your talents and we'll find a place for you on the battlements. No matter what happens in Ponyville, we'll stop those changelings before they set foot in the castle!"

Obviously, the player characters aren't here to be conscripted, at least not until they've had a chance to address Princess Celestia. They may use whatever arguments they see fit to ward off Captain Iron Side, although he appeals to their loyalty and patriotism if they balk at joining him.

Alternatively, the player characters may agree to temporarily be part of the Royal Guard, but only after they have their audience. Should they choose this tactic, Captain Ironside begrudgingly allows them to see the Princess.

CAPTAIN IRONSIDE

Captain Ironside (use Guard Pony profile in the *My Little Pony Core Rulebook*, p. 267) is newly promoted to leading the Royal Guard and he has still yet to settle fully into his role. This might be in the wake of Shining Armor's departure to the Crystal Empire. But if your campaign is set before that you might just as easily have Shining Armor leading the defense of Canterlot.

Ironside is a stickler for rules and tried-and-true methods; he doesn't take suggestions from others easily, viewing them as a threat to his authority. Having said that, his heart is in the right place, and he is willing to fight for Canterlot to his last breath.

AN AUDIENCE WITH THE PRINCESS

When the player characters arrive in the Throne Room, **Princess Celestia** is speaking with her advisors. From the snippets the player characters hear, the advisors believe that, while the changeling swarm looks formidable, the combined forces of Princess Luna, the Mane Six (if they are not captured or ill) and the Royal Guards, are more than enough for the task. Even in the unlikely event some changelings do get through, there are enough forces in the castle to defeat them.

Princess Celestia doesn't seem entirely convinced by the advice she is being given, but you can tell she is putting on a brave face. She smiles as you approach, thankful for the distraction from serious affairs and consequences.

"Greetings, my friends. What news do you bring?"

Obviously, the first thing on the player characters' minds is the changeling advance guard, which is sitting right next to Canterlot. Upon hearing this, Princess Celestia frowns.

"I'm no foal. If there are changelings in the mountain, they are poised to attack while we are preoccupied. How great is the threat?"

If the player characters had time to fully explore the Crystal Caves, they can relay the full information to Celestia. If they did not (and the Game Master wants to play out some sections of the previous Part that were missed out for some reason) the Princess may ask them to return to the Crystal Caves and gather more intelligence.

If the player characters have thoroughly explored the Crystal Caves, Princess Celestia tasks them with one of two options. She asks them to help Captain Ironside prepare the defenses, in which case this adventure moves to *Part Four*, or she asks them to carry a message to Princess Luna that the Equestrian forces need to fall back to Canterlot. In this case, the adventure moves

to *Helping Ponyville* with the player characters arriving at a point in the battle that makes sense for the time taken.

HELPING PONYVILLE

Player characters who go directly to Ponyville find a town in utter chaos.

As you arrive in Ponyville, it is almost a ghost town. While Mayor Mare stands in the town center urging calm with a big speech, residents are shuttering themselves in their homes; with changelings able to transform into anyone, nopony can trust each other. The only place bustling with activity is the railroad station, where ponies are cramming into train cars, hoping to make it back to Canterlot before the changelings arrive.

In addition to her mayoral duties, **Mayor Mare** is also in charge of the Town Watch, which is comprised mostly of Earth Ponies. There are about a half-dozen members, but given that the Watch is an informal organization, several members are currently hiding in their homes, and Mayor Mare is having trouble scrounging replacements. Thus, she is relieved when she sees the player characters.

"Thank goodness you've arrived! We need to keep everyone off the streets and protected until the Royal Guard can get here! Can I count on you to ensure that everyone remains safe until then?"

Assuming the player characters wish to help, Mayor Mare shares two tasks. The first is to patrol the outskirts of Ponyville (see *Riding the Perimeter*) and make sure all ponies are aware of the coming trouble. The second is to help organize the train station queues (see *Orderly Evacuation*) which are in danger of knocking over the train before the locomotive can get out of the station!

While Mayor Mare isn't yet aware of it (unless, of course, the player characters have told her), there are may be more problems involving changelings. The first is the abandoned barn (if the player characters have not already

investigated it) where the Ponyville changeling infiltrators are waiting. The second is a series of changeling plots by infiltrators within Ponyville itself (see *Changeling Shenanigans*).

What the player characters encounter depends on what they choose to do to help the defense of Ponyville. They can:

- **Scout the perimeter of the town** to make sure everything is secure (move to *Riding the Perimeter*)
- **Go to the train station** to help manage the evacuation (move to *Orderly Evacuation*)
- **Stay to protect Mayor Mare** (move to *Changeling shenanigans: Change in Leadership*)
- **Take a look at the railroad tracks** (if they think of it) to make sure the path is clear (Move to *Changeling Shenanigans: Railroad Sabotage*)

If they complete any of these encounters, they might move to any of the others until the Game Master decides to move to *Part 4: The Edge of Defeat*.

RIDING THE PERIMETER

Player characters who choose to patrol the perimeter find most ponies are either already barricaded in their farmhouses and barns, or they've fled into the wilderness. One notable exception is the farmer **Mack Guff** (see *Part One*), who is out in the field tending to his tractor.

"Dagnabbit!"

The farmer's curse and resulting kick of a rusty machine enables you to spot Farmer Mack Guff out in the middle of his field, fretting over a broken down tractor. Mack seems completely unconcerned with the black swarm of changelings in the distance as he tosses a few words that would make a filly blush at his stubborn old tractor.

Frustrated, he shakes the sweat off his hat as he spots you in the distance. His tired face breaks into a wide grin. "Well, hello there! I don't suppose you could help an old pony push his tractor back to the garage?"

If the player characters engage with Mack, they quickly discover he is completely unaware of the changeling threat. He's been so busy trying to plant (or tend, or harvest, depending on the time of year you set this campaign) his crops, he hasn't been paying any attention to anything else!

Player characters can help Mack fix his tractor with a **DIF 12 Technology Skill Test**, or help him push it to its barn by making a group **DIF 10 Might Skill Test**. Once the tractor is dealt with, or if the player characters refuse, Mack leaves them with a piece of useful information.

"Well, now, if I was too busy trying to get this tractor to cooperate to see the changelings coming, then I wonder if those Ogres & Oubliettes-playing ponies in the barn have seen them?"

If asked about the barn (if they don't already know), Mack explains (as in *Part One*) that he's renting an old barn he built in poor farmland to a group of ponies who wanted a clubhouse. As in the previous part, he confuses one of the player characters as a member, which should tip them off that the abandoned barn is a changeling hideout.

If the player characters investigate, all the traps are still there (see *Part One*) but all the changelings are gone. The only clue to their whereabouts is a map of Ponyville on the table. There is a circle in the woods alongside the railroad track, just before the train would cross the bridge on its way to Canterlot. Whatever their plan, it can't be good for the ponies boarding the train!

Should the player characters wish to stop the changelings, see *Changeling Shenanigans*.

ORDERLY EVACUATION

Player characters who choose to help organize the train station evacuation have quite a task before them.

You hear the train station long before you see it, a cacophony of ponies screaming and yelling at each other as they squeeze onto the train platform and into the cars. Many, especially pegasi, are perching atop the cars, hoping to hold on for a ride in slightly less cramped conditions. Worse, you can already see the train swaying on the tracks amidst all the shaking, and at least four sets of ponies have had enough and are scuffling both on the train and on the platform!

Of course, the first thing the player characters need to do if they want to have any chance of calming the crowd is to get their attention. The Game Master should encourage the players to come up with ways to do so. Here are a few ideas:

- The train station has at least one bullhorn on hand that a player character can borrow to be heard over the crowd.
- A player character could make an ostentatious display of power using a perk or spell that draws everyone's attention to them.
- The player characters find a high place that's not crowded, such as the roof of the train station, and perform a song-and-dance number to grab the crowd's attention.

Once the player characters have everypony's attention, they can convince them to stop fighting and organize. This requires a **DIF 20 Persuasion Skill Test**, which seems insurmountable but with their friends Lending Assistance, a player character can get several shifts on their roll. The Game Master might even grant Edge on the test if the player gives an eloquent and persuasive speech! Failure means the chaos continues. The player characters can try again, but it costs time and each failure means they all suffer 1 Stress.

If the player characters get the evacuation organized, they can move on to another problem, or the Game Master can skip straight to Part 4 and *Protecting the Ponyville Train*.

WHEAT LEIGH AS AN ALLY

Wheat Leigh is a budding pegasus academic with an interest in portals. He has a variety of equipment with him from his studies, which can help the player characters get the crowds' attention. He can retask some of his contraptions to act as a stereo speaker system for a player characters, enabling them to clearly project their voice to an almost deafening level! This immediately gets the attention of the ponies at the station, so there is no need for the Persuasion Skill Test.

CHANGELING SHENANIGANS

The changeling strike force in Ponyville has two plans to carry out while the changeling swarm advances. The first is to disrupt the train line, trapping escaping ponies in Ponyville for feeding by the changelings. Second, they plan to kidnap and replace Mayor Mare so the changelings can disrupt any orderly response to the crisis of their own making. Hopefully, the player characters can stop one, if not both, of these plans!

RAILROAD SABOTAGE

Regardless of how the player characters discover the changeling plan to disrupt the railroad, by the time they start searching, it's easy to see what the changelings are up to if they just follow the tracks.

You follow the tracks all the way to the river that separates Canterlot from the country surrounding Ponyville. At first glance, everything seems fine along the rails from Ponyville to the bridge, but then you hear large cracking sounds. Suddenly, two extremely large trees topple over from the woods alongside the tracks, making it impossible for the train to pass!

If that wasn't bad enough, you see a group of changelings emerge from the woods and light the fallen trees on fire!

There is one changeling (**Drone Spy**) for each player character. Cercus is not among them as he is trying to capture the Mayor. At this point,

the changelings aren't interested in fighting, as they've performed their task to distract the player characters. They fight if goaded, but otherwise they return to the abandoned barn or, if that isn't an option, join the changeling swarm.

The player characters can remove the heavy, burning trees any way they wish. Should they decide to let the trees burn out, the Game Master can remind them it is slow-burning and won't be clear of the tracks on its own. Given that this plot is simply a distraction, the Game Master may allow the player characters to succeed with any reasonable plan to clear the trees, perhaps with a few appropriate Skill Tests.

CHANGE IN LEADERSHIP

Cercus is hoping to get Mayor Mare alone so he can capture her and take her place. Any player characters in Ponyville can chance to spot this attempt with a **DIF 15 Alertness Skill Test**. If he spots the player characters, Cercus takes on one of the player characters' identities, to make any conflict more confusing.

If the player characters spent time fixing the railroad situation, by the time they return, Cercus has already replaced Mayor Mare, with the real Mayor locked in the Town Hall with a changeling guard.

As you return victorious from clearing the railroad tracks of both debris and changelings, Mayor Mare seems particularly happy that you've returned. As she trots over to treat you, she suddenly stops and points her hoof at you, shouting "Changelings!"

Before you know it, members of the Town Watch spring out from behind buildings and toss weighted nets over you!

There are six members of the **Town Watch**, all Earth Ponies. Each player character has a chance to discover the ambush in time to react by making a **DC 15 Alertness Skill Test**. Player characters who fail this test are Surprised. The watch ponies wish to capture the player characters and drag them to the Town Hall, where they are held while the changeling invasion takes place. Those guarding the prisoners are a mixture of disguised changelings and ponies unaware who they are working with.

TURNING THE TABLES

If the player characters arrive in Ponyville too late or if the Game Master simply wishes to make things a bit more difficult for them, Cercus could have already replaced Mayor Mare and the real Mayor Mare is imprisoned in the Abandoned Barn. As the Mayor, Cercus uses his authority to accuse the player characters of being changelings and sends the Town Watch, along with any willing deputies, to capture them!

If this happens, the player characters have a way to uncover the ruse. Remember that Cercus doesn't enjoy shape shifting nor acting as another; it is taking all his concentration to keep up the appearance that he really is Mayor Mare. If the player characters find some way to agitate him or otherwise break his concentration, then the true Cercus shines through the disguise like a beacon!

PART 4: THE EDGE OF DEFEAT

In this part, the player characters do their best to repel the changeling invasion. They may choose to protect Canterlot from the secret advance guard attack, or they may try to help Ponyville's defenders fight against the changeling swarm. In either case, the player characters should feel a sense of impending doom, as the Changeling Queen and her forces are at their most dangerous and the situation grows exceedingly dire.

As the Game Master guides the players through this Part, it is important not to let the players feel they are doomed to lose, no matter what they do. If necessary, remind them that, even when things are at their bleakest, the power of friendship always perseveres. Even if they don't see it yet, every moment they keep the Queen from winning is a moment that might reveal what they need to defeat her.

It's also important to know where the player characters are when this part begins. They should either be in Ponyville or Canterlot. Player characters in Ponyville get the first taste of the



invasion as they protect the train leaving for Canterlot, while player characters in the castle try to maintain its security against the advance guard.

DEFENDING CANTERLOT

If the player characters remained in Canterlot to help Captain Ironside, then it doesn't take much for them to realize how vulnerable the castle is now that Princess Luna took most of the force into Ponyville. **Captain Ironside** shrugs it off as "*we have the best defense here, Princess Celestia,*" but it's obvious that he's worried. He stretches the Royal Guards thin to cover as much ground as possible. While giving the player characters a tour of the battlements, Captain Ironside sees something concerning.

At first, it seems that you are going to be assigned a station along the wall to keep an eye out for changelings. But that was before the Ponyville Train, now chugging towards the bridge along the river between the town and the castle, caught his eye.

"Here come the refugees," Captain Ironside says, "maybe you can go down and help them get inside? Oh, wait!"

He points his hoof at a small black cluster that has broken away from the distant Swarm.

"That group is going to get around the tracks and try to take the train! I don't have any more guards to spare. Can I count on you to head down to the train and help them?"

Assuming the player characters agree, they can make their way towards the train. Go to *Protecting the Ponyville Train*, but rather than being on the train, the player characters intercepted by the changelings just before they make it. They are distracting them while **two more changelings** maneuver the tree into position.

If the player characters refuse or otherwise remain behind, the castle is soon swarmed by the **two dozen** changelings of the advance guard. Allow the player characters to defend the wall against a few changelings before moving to *A Princess Neutralized!*

PROTECTING THE PONYVILLE TRAIN

Player characters who choose to remain in Ponyville as the invasion hits find the town swarmed with changelings feeding off all the friendship and love ponies have for each other, especially now it's threatened.

"Feed, my children! Take what is rightfully yours!"

Queen Chrysalis hovers above Ponyville with a unicorn inventor beside her wearing a rocket pack as hundreds of changelings swarm the town, bashing against doors and draining the love from the ponies inside. Fortunately, you have help, as the Royal Guard arrives, along with the Mane Six. They are led by Princess Luna, who quickly establishes an air and land line between the swarm and the train station. She flies down to your group and speaks calmly, but with the weight of concern in her voice.

“My friends, I believe that we can hold the Queen and her swarm here, but I worry for the ponies on the train. Can you escort them safely to Canterlot?”

If the player characters noticed the photograph at Widget’s House (see p. 52) or Widget is with them, they recognize the unicorn with **Queen Chrysalis** as **Misty Fogg**. But there is no time to talk to her, as **Princess Luna** expects the player characters to accept her request.

If they do not, she orders them to do so unless they have a very good reason for turning her down (see the *Defending the City* Sidebar). Assuming the player characters accept, the Royal Guards allow them to pass.

As you pass through the lines of Royal Guards, you are pleasantly surprised to see the ponies are finally all aboard the train, although some are clinging to the roof. The train is already starting to pull out of the station, as several waves of changelings attack but are repelled by the Royal Guards. You’re safe for now, but soon the train will be beyond their protective reach!

The player characters can choose whether to board the train inside or atop it, depending on their preference. Inside, there is nowhere to sit, and even the aisles are crowded, but the player characters can stand on the gangways or just inside the car doors. One may even sit with the engineer.

A group of changelings breaks off from the swarm to follow the train. A player character



making a **DIF 10 Perception Skill Test** can tell this group intends to strike the train as it crosses the river between Ponyville and Canterlot. There is one changeling (**Drone Spy**) for each player character, plus two more.

Most of the changelings engage the player characters just as the locomotive is about to cross the bridge. These changelings wish to keep the player characters occupied as the other two grab a fallen tree to repeat their plan from the previous part (*Railroad Sabotage*) and drop it onto the other end of the bridge. They hope this will stall the train long enough for other changelings to arrive and feed on the trapped ponies!

Hopefully, the player characters defeat the changelings and remove the tree barrier. This can be as easy as forcing one of the two changelings holding the tree to drop it when they are over the water, or removing the tree with a **DIF 15 Brawn Skill Test**.

A TURN FOR THE WORSE

At some point during the train battle, the Game Master should call for all player characters to make a **DIF 10 Perception Skill Test** and give the following information to the one who rolled highest.

Out of the corner of your eye, you catch bits and pieces of the Battle for Ponyville. It looks as though the Royal Guard and the Mane Six are containing them, but then you notice something troubling. Princess Luna rises from the fight to face the Changeling Queen directly, and the Changeling Queen points some kind of weapon at her. A burst of amber energy hits the princess, and Luna suddenly goes rigid and falls! Twilight Sparkle flies up to help, only to be felled by the same beam! A few more amber flashes later, and you don't think things are going well for the Mane Six. Worse, you can see that the Royal Guard's defense is collapsing! It appears that any moment now Ponyville will fall to the changeling invaders!

Fortunately, there are no more changeling encounters between the bridge and Canterlot, although as the train arrives, the player characters

can see changelings flying around and being repelled by the remaining castle guard. Once the train stops and the remaining Royal Guard signal for the passengers to get inside the castle, the player characters see **Princess Celestia** engaging the advance guard. Go to *A Princess Neutralized!*

PONYVILLE'S LAST STAND

If the player characters decide to remain and help defend Ponyville, they find the battle to be decidedly one-sided, especially after Queen Chrysalis uses the Paralyzer on Princess Luna and the Mane Six. But even when things look bleak, the player characters may still choose to stand rather than run. If they do, the Game Master should allow the player characters to fight and defeat small groups of changelings while they help the other defenders retreat. But their enemies are too numerous and Ponyville will fall. After that, the Game Master has two choices:

- Enable the player characters to get back to Canterlot, either on their own power or with the aid of Spiracle or another changeling-gone-rookie (such as Thorax, if you've set this adventure early enough).
- Make a switcheroo. Proceed to Part Five but allow the player characters to defeat Queen Chrysalis in Ponyville rather than Canterlot and then take the fight to an emboldened Captain Tegama to free Canterlot.

Whichever path you choose, it's important to let the players feel like their decisions matter. If they come up with a good plan to separate the Paralyzer from the Queen now, don't make it fail just because The Game Master want them to return to Canterlot first. Remember, as long as the players reach their Objectives, it doesn't matter how exactly the adventure unfolds!

A PRINCESS NEUTRALIZED!

Regardless of where the player characters are when this section occurs, they see the same events unfold.

WIDGET AS AN ALLY

Whether he is in Ponyville or Canterlot (conveniently wherever the player characters happen to be!), Widget recognizes his hoofprints on the Paralyzer or the Siphoner; specifically, that someone's copied his work! He'd once proposed the Paralyzer as a defensive weapon for Canterlot, but never got past the initial stages. This leads him to believe that his estranged little sister, Misty Fogg, may have completed his work and handed it to the changeling Queen!

As an ally, Widget may be convinced to speak with his sister in the hopes of turning her. While he can't create another Paralyzer on his own, he may be able to counter its effects or help put together another Siphoner from the spare parts Elytra made.

As changelings swarm out of the mountains to attack Canterlot, you see one better-armored changeling, the leader of this group, surrounded by a half-dozen soldiers. She is about to fly down into the castle when Princess Celestia suddenly appears, facing the leader on her own.

"You shall go no further," she demands. "You have hurt my people enough! This ends now!"

"Indeed, it does!"

The changeling leader points a strange weapon at Princess Celestia and, like the one Queen Chrysalis is wielding, it fires an amber beam that engulfs Celestia. She tries to resist, but she lasts for only a moment before she, like her sister in Ponyville, falls to the ground unmoving. A necklace on the leader glows as she appears to be infused with new power!

"Advance, my changelings!" she calls. "Canterlot is mine!"

Down below, in the castle, Captain Ironside can only look up in horror before he issues an order of his own.

"Get everypony into the Throne Room!"

If the player characters have already met Captain Tegama, they recognize her as the leader of the Canterlot invaders. With Queen Celestia down, all seems lost, although a player character making a **DIF 12 Deception Skill Test** notes the leader's, Captain Tegama's, use of "*mine*" may indicate that she's not entirely subservient to Queen Chrysalis. It is time to start *Part Five*.

PART FIVE: TURNING THE TABLES

In this final part of the adventure and, indeed, the campaign, things are at their bleakest. Princess Celestia, Princess Luna, and the Mane Six have all been neutralized and Celestia's magic has been absorbed by Captain Tegama. All that now stands between the changeling forces and Canterlot are the player characters and their allies, and it doesn't seem like they stand a chance.

This part is written a bit differently than the others, as there is no set sequence of events the player characters must accomplish to defeat the changeling invasion. This means defeating Captain Tegama, rescuing Princess Celestia, defeating Queen Chrysalis and helping Misty Fogg see the error of her ways. The following scenes detail how this can be done, but the Game Master should allow the players to think of other ways to overcome the changeling threat. If their plan seems reasonable, the Game Master should allow it, creating some hazards and asking for some Skill Tests along the way.

Note that if the players come up with what the Game Master believe is an unreasonable plan, it's not a good idea to let them fail or, worse, tell them it's a bad plan. A better idea is to have an NPC, preferably one of the pony friends they've made during this campaign, such as Spiracle or Widget, gently tell them why they think their plan won't work and suggest a way to mend the flaws.



DEFENDING THE THRONE ROOM

At the start of this part, it's likely that the player characters are in the Throne Room with any ponies that arrived via the train as well as the servants and other non-combat ponies that work within the Castle. The remaining Royal Guards bar the doors and suggest that any furniture be pushed up against the windows. Fortunately, the advance guard has stopped pushing further as they quell general resistance in Canterlot.

You make preparations for what is likely your final stand against the swarm. As most ponies are huddled in the center of the room, you, Captain Ironside, and the remaining guards do what you can to secure the windows and doors. As you glance out the window, you see Captain Tegama and the other changelings hovering around the castle, although they aren't advancing. Tegama looks much bigger than she was before, and she still holds the smoking weapon she used on Celestia. Another changeling flies up and examines the weapon.

"The Princess had too much magic. It overloaded the Paralyzer."

"No matter," Tegama laughs. "I defeated her and I have taken her magic. Look at me! I am now more powerful than anyone, even our Queen! Captain? Ha! You can now address me as Grand Marshal, and I will see victory today!"

"Then we move against the Queen's orders?"

Tegama pauses, as if thinking about it. "No. For now, we do this her way, but should she falter, then I will not hesitate to depose her."

"By your command, Cap- Grand Marshal."

Presuming the player characters haven't dealt with her, the pony speaking with **Tegama** is the changeling inventor **Elytra**. A player character observing this that makes a **DIF 12 Alertness Skill Test** can see that Elytra is conflicted about crossing the Queen. Like Tegama, she's tired of being in someone else's shadow, especially since her Siphoner is superior to Misty's Paralyzer, but outright betraying her Queen is another matter.

Player characters who rolled a 15 or higher on the Alertness test also notice Princess Celestia, who, while drained of most of her power and lying in the courtyard below, is starting to stir! The Siphoner didn't fully paralyze her like it should have. It won't be long until the changelings notice as well, so if the player characters wish to retrieve her, they'd better do it now!

GRABBING CELESTIA

Running out the door and trying to grab the Princess probably isn't the best plan, as while the changelings aren't attacking right now, they have their eyes on the Throne Room! A better idea is to head down to a lower level and approach the Princess from a closer door to lead her back to the Throne Room safely.

Should the player characters try this method, they have a chance of being spotted by changelings. The Game Master can call for a group **Infiltration Skill Test** against the changelings' **Alertness**. If the player characters are spotted, a group of changelings equal to the number of player characters attempt to stop them. Tegama isn't likely to get involved. While she is a bit surprised Celestia isn't completely paralyzed, she currently feels too confident to be threatened by a depowered alicorn.

Once the player characters have retrieved Celestia and defeated any changelings who might have got in the way, they can escort her back to the Throne Room. Celestia is grateful, but she isn't sure saving her is enough to save Canterlot or save Equestria.

"Thank you for your assistance, my friends. That changeling captain used a weapon to drain my magic, but I don't think she was able to get all of it before the weapon broke. Unfortunately, I have little left to keep Canterlot safe for long. Unless you can find some way to defeat her and give me time to heal, I fear the changeling Queen will soon be sitting on this Throne. We can only hope my sister and the Mane Six have had better luck."

Unfortunately, the player characters already know Celestia's hope is misplaced. If for some reason they don't, Captain Ironside informs his Princess that the Royal Guard is falling, and the Queen and her swarm will soon be on their way to Canterlot. It is up to the player characters to figure out a way to stop both Tegama and Queen Chrysalis.

DEFEATING TEGAMA

Assuming the Royal Guard can hold off the Swarm for at least a little while longer, the player characters can focus on defeating Tegama first. An test isn't necessary to notice Tegama is enjoying her newfound power, however, a **DIF 10 Alertness Skill Test** does reveal one of the reasons Tegama is holding back and not challenging the Queen is because she's still trying to figure out what new powers she has after receiving Celestia's energy. Once she is confident, there is no question Tegama will take action.

There are several ways the player characters might confront Tegama. Some of these are more involved than others and may require the help of other NPCs. Keep in mind this is only a list. If the players think of a different solution, it has every chance of success!

- **Retrieve the Siphoner and reverse it** to take the magic back from Tegama and return it to Princess Celestia. This has several obstacles. First, the Siphoner is in the hands of Elytra, and she isn't likely to part with it. The player characters need to deal with her first, either by defeating her or getting her to change sides. The latter is much easier if Elytra feels Tegama is getting out of control. Second, the player characters need to repair and change the settings on the Siphoner. This requires at least two **DIF 20 Technology Skill Tests**. If the player characters lack that kind of skill, they'll need to rely on Widget or even Elytra to make the adjustments for them. Finally, Princess Celestia is initially too weak to carry the Siphoner herself. A player character must take the magic from Tegama instead, leading to the very real possibility the player character may wish to do something with that power, like attack the changeling Queen herself, rather than give it back to Princess Celestia.
- **Slip back into the Crystal Caves** and use Elytra's facilities to construct a new Siphoner. This requires finding an alternate way into the Crystal Caves, as the changelings have an eye on their opening. Fortunately, Captain Ironside knows of an old entrance inside one of the train tunnels outside Canterlot, which should provide a way inside. The player characters need to

sneak past the changelings with a group **DIF 15 Stealth Skill Test** and a **DIF 12 Survival Skill Test** to find the tunnel entrance. Fortunately, the changelings aren't too concerned with fleeing ponies and only send one or two changelings to stop them if the player characters are spotted. Once inside, the player characters need to make a **DIF 15 Survival Skill Test** to find their way around, although this check isn't necessary if they have a changeling ally with them. As noted previously, Elytra has plenty of spare parts, so the player characters can construct a new Siphoner with the same technology Skill Tests as above.

- **Pit Tegama against the changeling Queen.** This can be accomplished by simply pointing out to the new Grand Marshal that she is just as strong as the Changeling Queen, and convincing her this means the Queen views her as a threat. They might also sow the seeds of doubt by noting that maybe, just maybe, the Siphoner didn't work properly because Queen Chrysalis doesn't trust Tegama and had a failsafe built in. The latter may offer the opportunity for Elytra to turn against Tegama if the Grand Marshal blames her for conspiring against her!
- **Appealing to Tegama's heart.** while this may not seem like a good idea, especially considering Tegama is really feeling her oats at the moment, the truth is she's never had this much power and she's used to executing someone else's orders rather than her own. If a player character can get Tegama to understand that conquering Equestria for the sake of conquering Equestria is not the ideal solution, and that Tegama isn't seeing clearly because of her power boost, then they just might get her to stand down. This option requires a lot of heartfelt roleplaying in order to sway Tegama's heart.

Note that using any of these options likely results in the Siphoner being broken again as soon as it is used. If the player characters are using the original Siphoner, it becomes irreparably broken and the player characters must go into the crystal caves if they wish to build another one. If they are using a Siphoner they've built from scratch, it's good for two or three successful uses before the player characters need to build another one.

In any case, if Tegama is defeated by a Siphoner, she falls to the ground demoralized and mostly paralyzed. The remainder of the changeling advance guard, after an initial pause of surprise, retreat to join the swarm, which by now should be well on its way to Canterlot.

DEFEATING THE QUEEN

Hopefully, the player characters have already dealt with Tegama by the time Queen Chrysalis arrives with her swarm. If this is the case, the player characters likely already have a weapon in the form of the Siphoner they can use against the Queen. If not, there are still several options to take. Here are a few of them.

- **Use the Siphoner against Queen Chrysalis.** Attacking her directly is tricky, because the Siphoner has a shorter range than the Paralyzer, but if the player characters work as a team, maybe with some help from NPC allies, the Queen can be distracted long enough for the player character with the Siphoner to take a shot.
- If the player characters managed to **convince Tegama to attack the queen**, then they can use Tegama as the distraction for their Siphoner. If they do not have a Siphoner, then it is likely the Queen defeats Tegama before marching on to Canterlot.
- **Misty Fogg may be of help**, especially if Widget sees her. Widget admits that Misty is his sister, and that her place at the Changeling Queen's side is all his fault (see Misty Fogg sidebar). If the player characters can get Misty to change sides, she can switch the controls on the Paralyzer to enable Princess Luna and the Mane Six to recover.
- If the player characters managed to get their hands on the Paralyzer themselves, then figuring out how to switch the settings on the Paralyzer only requires a **DIF 10 Technology Skill Test**. If the Paralyzer is used on Queen Chrysalis, then like Princess Celestia, the Queen is not completely paralyzed, but she limps away in defeat with whatever power she has left.
- The player characters could try to rally the remaining ponies of Equestria to give Princess

Celestia all of their love and friendship. This requires several **DIF 12 Persuasion Skill Tests**, but each successful test gives Princess Celestia a bit more power (the Game Master can model this by increasing die types). If they are successful, Princess Celestia meets the changeling Queen with the full force of Equestria's support and friendship behind her. This is enough to overload and destroy the Paralyzer and send Queen Chrysalis running away in final defeat.

Once Queen Chrysalis flees, the rest of the swarm follows her. Equestria is saved thanks to the quick thinking and unwavering friendship of the player characters and their allies.

MISTY FOGG

Misty is a light blue unicorn wearing goggles and a winged rocket harness (that grants her the flight Pegasus Perk) that makes her look a bit like a steampunk alicorn. She is wide-eyed and cheery, enjoying both the freedom and the attention that the Changeling Queen lavishes on her.



Misty Fogg is Widget's little sister. She'd always been interested in inventing, but Widget kept her at hoof's length for fear of harm coming to her. Changeling agents drove a wedge between them, and Misty ran away. Queen Chrysalis took her in and made her Chief Inventor, telling her everything she'd always wanted to hear from Widget. In return, with a little push from some mesmerism from the Queen, Misty built the Paralyzer.

But what Misty wants most is her brother's love and acceptance. Unfortunately, Widget is too ashamed to tell her how he really feels. He believes that it is his fault that she is working for the changelings.

If the player characters can get Widget and Misty to talk to each other, then they can turn Misty into an ally. She mainly needs to hear from Widget that he respects her as an inventor. While Misty is initially excited her paralyzer works, seeing the pain even a non-lethal weapon does is also filling her with remorse.

CONCLUSION

The changelings may be gone, but both Canterlot and to Ponyville have suffered a lot of damage that is going to take quite some time to fix.

Nevertheless, the player characters receive a hero's thanks from the Princesses and the Mane Six, and Princess Celestia declares there shall be a festival in their honor once the dust settles and recovery is underway.

After all the thank yous and hugs from the NPCs present, the player characters gather together on a castle balcony one last time to reflect on the events of the previous days.



As the sun begins to set, you all look out at Equestria from the safety of Canterlot's walls, which are once again secure thanks to you. Your bonds of friendship kept you on the steady path, even when all seemed lost, and now, with the danger finally behind you, you realize what a lucky pony you are to have such good friends. For now, the sun is setting, but tomorrow it will rise again, and new adventures await you and your friends!

REWARDS

The ponies have concluded the **Dark Skies** campaign, and so they all gain a level. Each of the player characters are also given special medals by Princess Celestia and are permanently made honorary members of the Royal Guard (which, fortunately, doesn't come with any real duties!).

APPENDIX

IN THIS FINAL SECTION, WE'VE COLLECTED ALL THE STATISTICS FOR THE VILLAINS AND MONSTERS YOUR PONY HEROES FACE IN THE ADVENTURE. YOU CAN ALSO REUSE THESE CREATURES IN YOUR OWN CAMPAIGNS. EVERY CREATURE HERE IS DETAILED JUST AS THEY ARE IN THE CORE RULEBOOK.

CHANGELINGS

DRONE SPY CHANGELING

The rank and file of the hive are ordinary changelings, but they all make good spies and infiltrators. They avoid combat where they can, attempting to find some back up or at least make a report if they are uncovered.

THREAT LEVEL: 2

SIZE: Common

HEALTH: 1

MOVEMENT: 30ft Ground, 15ft Aerial

STRENGTH: 2

SPEED: 3

SMARTS: 2

SOCIAL: 3

TOUGHNESS: 12

EVASION: 13

WILLPOWER: 12

CLEVERNESS: 13

SKILLS

- Alertness +d4
- Athletics +d2
- Deception +d4
- Infiltration +d6
- Might +d2
- Performance +d2

PERKS

Shape Shifter: Changeling drones are highly adept shape shifters. Not only can they shape-shift as per the Origin ability, but they automatically gain the Perks Face shift to mimic others and Object shift to mimic inanimate objects.

Strength in Numbers: Changelings work best in a swarm. For each changeling within 10ft of them they gain +1 to Evasion to a maximum of +3.

ATTACKS

Punch (Might): +d2, Range Reach (1 blunt damage)

POWERS

Swarm Attack (1/turn, Standard): When attacking in a group of at least two other changelings, they each gain ↑1 for each additional changeling in the group to a maximum of ↑3

HANG-UPS

Hungry: Changelings always feel hungry for the love and friendship of others. So they suffer Snag on any attempt to ignore an opportunity to feed.

HIVE WARRIOR CHANGELING

Not all changelings in the hive are spies. The strongest and most dangerous are trained as soldiers so they can defend the hive. They are chosen for their dedication to their Queen and are larger and tougher than most changelings.

THREAT LEVEL: 4

SIZE: Common

HEALTH: 2

MOVEMENT: 30ft Ground, 15ft Aerial

STRENGTH: 5

SPEED: 4

SMARTS: 3

SOCIAL: 2

TOUGHNESS: 17

EVASION: 14

WILLPOWER: 13

CLEVERNESS: 12

SKILLS

- Acrobatics +d2
- Alertness +d4
- Intimidation +d4
- Deception +d2
- Initiative +d2
- Infiltration +d2
- Might +d6
- Streetwise +d2
- Survival +d2
- Targeting +d2

PERKS

Shape Shifter: Changeling warriors can shape-shift at a basic level but do not get the extra perks a Drone does.

Strength in Numbers: Changelings work best in a swarm. For each changeling within 10ft of them they gain +1 to Evasion to a maximum of +3.

ATTACKS

Punch (Might): +d6, Range Reach (1 blunt damage)

Halberd (Might): +d6, Range Reach (1 blunt or 2 sharp damage)

POWERS

Swarm Attack (1/turn, Standard): When attacking in a group of at least two other changelings, they each gain an upshift of ↑1 for each additional changeling in the group to a maximum of ↑3

Pile on (1/turn, Standard): If three changeling warriors are in a group, they can all take their standard action on the same turn to do an automatic 2 Health damage to a single target instead of making their normal attack.

HANG-UPS

Hungry: Changelings always feel hungry for the love and friendship of others. They suffer Snag on any attempt to ignore an opportunity to feed.

GEAR

Light black armor barding (+2 Toughness)



GUARD CAPTAIN CHANGELING

The most elite changeling soldiers are singled out for special attention and responsibility by their Queen. However, it is cruelty and loyalty most Hive Queens are impressed by and so these captains tend to lead by fear and threat.

THREAT LEVEL: 6

SIZE: Common

HEALTH: 3

MOVEMENT: 30ft Ground, 15ft Aerial

STRENGTH: 6

SPEED: 6

SMARTS: 3

SOCIAL: 3

TOUGHNESS: 19

EVASION: 16

WILLPOWER: 13

CLEVERNESS: 13

SKILLS

- Acrobatics +d2
- Alertness +d6
- Deception +d4
- Infiltration +d2
- Initiative +d4
- Intimidation +d4
- Might +d8
- Streetwise +d2
- Targeting +d4

PERKS

Shape Shifter: Changeling warriors can shape-shift at a basic level but do not get the extra perks a Drone does.

Strength in Numbers: Changelings work best in a swarm. For each changeling within 10ft of them they gain +1 to Evasion to a maximum of +3.

ATTACKS

Punch (Might): +d8, Range Reach (1 blunt damage)

Halberd (Might): +d8, Range Reach (1 blunt or 2 sharp damage)

POWERS

Swarm Attack (1/turn, Standard): When attacking in a group of at least two other changelings, they each gain an upshift of ↑1 for each additional changeling in the group to a maximum of ↑3

Pile on (1/turn, Standard): If three changeling warriors are in a group, they can all take their standard action on the same turn to do an automatic 2 Health damage to a single target instead of making their normal attack.

To Me! (1/Round, Standard): A changeling captain need never fight alone. Using this ability, they command up to 2 nearby changelings to back them up, moving their normal movement instantly (instead of on their turn) to be as close as possible to the captain. This action uses the Move action for those changelings in that round.

HANG-UPS

Hungry: Changelings always feel hungry for the love and friendship of others. They suffer Snag on any attempt to ignore an opportunity to feed.

GEAR

Heavy black armor barding (+3 Toughness)

QUEEN CHRYSALIS

Queen Chrysalis is the cruel and power-hungry leader of the changeling hive. She accepts no challenge to her leadership and crushes any who have the temerity to oppose her. Nothing less than absolute loyalty is acceptable from her subjects. She is also the mother of her people, and her goals are to see them thrive and prosper, as long as they obey.

THREAT LEVEL: 16

SIZE: Large

HEALTH: 12

MOVEMENT: 45ft Ground, 30ft Aerial

STRENGTH: 6

SPEED: 12

SMARTS: 8

SOCIAL: 12

TOUGHNESS: 16

EVASION: 22

WILLPOWER: 18

CLEVERNESS: 22

SKILLS

- Alertness +d10
- Deception +d8
- Initiative +d4
- Infiltration +d12
- Intimidation +d6
- Might +d4
- Performance +d8
- Persuasion +d6
- Spellcasting +d8
- Survival +d2
- Targeting +d8

PERKS

Hive Queen: The changeling Queen is always connected to changelings who are part of her hive. She can spend a standard action to send a command to every changeling in sight of her simultaneously.

Master Shape Shifter: Queen Chrysalis has every form of shapeshifting Perk available, but prefers to maintain her true form unless disguised on a mission.

Mistress of the Hive: When on her throne at the center of the hive, Queen Chrysalis can take an action to be aware of everything happening within it. This means she can track interlopers and send guard to intercept them, or wait for them to come to her and lay a trap.



Spellcaster: The changeling Queen is an accomplished sorceress and has mastered the following spells: Adapt, Doubt Talent, Energy Beam, Lancing Beam, Mind Beam – Frighten, Summon Armor, Summon Shield, Teleport. She may also have access to dark and forbidden magic, as the Game Master allows given she observes no moral limits to increasing her power.

ATTACKS

Energy Blast (Targeting): +d8, Range Reach (2 energy damage)

POWERS

Energy Blast (1/turn, Standard): The Queen's favorite mode of attack is blasting her enemies with green energy from her horn. It uses Targeting to hit but requires no casting Test, as it is not a spell.

Mesmerism (1/turn, Standard): The Queen can enchant anyone who looks her in the eye with her powerful mental abilities. She makes a Spellcasting Skill Test against the target's Willpower, and if it is successful the target suffers Snag on any Skill Test to notice the Queen is anything but kind and generous, regardless of the form she has taken. The Queen also automatically succeeds in an Persuasion Skill Tests

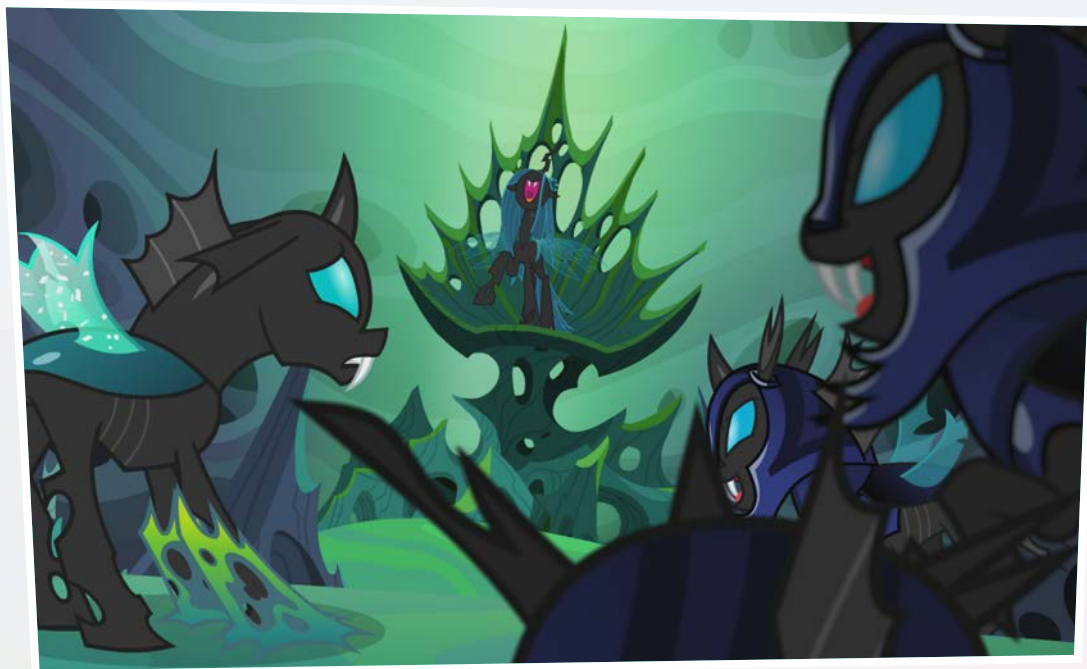
against a mesmerized target. The mesmerism lasts until the target sees the Queen in her true form, or manages to succeed on a Skill Test to see her for who she is.

HANG-UPS

Cruelty: Queen Chrysalis is a mistress of impersonation and infiltration, but she has trouble showing kindness, even when it is essential to her disguise. So she suffers Snag on any Skill Test that requires her to treat someone with kindness, generosity or friendship.

THE TRANSFORMED QUEEN

While they are highly resistant to the idea, a changeling Queen can potentially metamorphose if she gives her love freely. If so, she would lose her cruelty Hang-up but otherwise retain her powers. Unfortunately, it is more likely a Queen would change her appearance into a metamorphosed changeling to convince the hive to follow her, than for her to really change her heart.



PONY CHARACTERS

ACADEMIC PONY

Most ponies get a good education, but some decide to follow a passion into higher learning. These studious ponies usually pick an academic specialty, with the intention of becoming a world authority on the subject. Once they have learned all they can from every book they can find the next step is research. This can lead to field work and the occasional adventure. Note that if the academic is interested in magic they should be considered a wizard pony (*My Little Pony Core Rulebook*, p. 270).

THREAT LEVEL: 5

SIZE: Common

HEALTH: 2

MOVEMENT: 30ft Ground

STRENGTH: 3

SPEED: 3

SMARTS: 8

SOCIAL: 2

TOUGHNESS: 13

EVASION: 13

WILLPOWER: 18

CLEVERNESS: 12

SKILLS

- Alertness +d4
- Athletics +d2
- Brawn +d2
- Culture +d6
- Finesse +d4
- Initiative +d2
- Might +d2
- Persuasion +d4
- Science +d6

PERKS

Academic Specialty: Academic ponies have an area of expertise, usually in Culture, Science or Technology. The Game Master can pick this specialization from the list for those skills or create one of their own. It might even be something very abstract like magic portals, the hunting habits of timberwolves, the science of cake baking, etc. However, it must be based in

knowledge rather than a practical skill. When this specialization applies, the pony academic not only gains a better than usual upshift of +2, but also rolls with Edge.

Cutie Mark Perk: The pony has a Cutie Mark of their own with the relevant bonus. In most cases this relates to their academic specialization.

Pony Origin: This pony type is either an Earth Pony, Pegasus or a Unicorn. The Game Master should pick which one and apply the standard Origin Perks to this template as appropriate.

HANG-UPS

Dedication: When an academic pony is investigating their specialist subject, they find it hard to stop. Any attempt to persuade them to walk away from a new understanding of their subject must be rolled with Snag.

ATTACKS

Punch (Might): +d2, Range Reach (1 blunt damage)

FILLY/COLT

Young ponies can be found all over Equestria. Keen to find out what their Cutie Mark will be, they are always interested in trying new things, no matter how strange or silly they might be. This often makes them explorers and students, but can also get them into a lot of scrapes and trouble.

THREAT LEVEL: 2

SIZE: Common

HEALTH: 1

MOVEMENT: 30ft Ground

STRENGTH: 2

SPEED: 3

SMARTS: 2

SOCIAL: 3

TOUGHNESS: 12

EVASION: 13

WILLPOWER: 12

CLEVERNESS: 13

SKILLS

- Alertness +d2
- Athletics +d4
- Deception +d2
- Finesse +d2
- Infiltration +d2
- Performance +d2
- Persuasion +d2
- Targeting +d2
- Technology +d2

PERKS

Pony Origin: This pony type is either an Earth Pony, Pegasus or a Unicorn. The Game Master should pick which one and apply the standard Origin Perks to this template as appropriate.

Unobtrusive: Most ponies tend to ignore the antics of fillies and colts, making it easier for them to sneak about when they don't want to be seen. They get ↑2 on any Skill Test to avoid being spotted by adult ponies.

ATTACKS

Punch (Might): Base die, Range Reach (1 blunt damage)

INVENTOR PONY

Similar to an academic pony, an inventor pony has a more practical area of expertise. They like to create new contraptions, either to make life easier or just to see if they can make it work. Quite a few inventors aren't as concerned with the potential dangers of their devices as they probably should either. A few even infuse their devices with magic, and that is when things can go really haywire.

THREAT LEVEL: 5

SIZE: Common

HEALTH: 2

MOVEMENT: 30ft Ground

STRENGTH: 3

SPEED: 3

SMARTS: 8

SOCIAL: 2

TOUGHNESS: 13

EVASION: 13

WILLPOWER: 18

CLEVERNESS: 12

SKILLS

- Alertness +d6
- Athletics +d2
- Brawn +d2
- Driving +d2
- Finesse +d4
- Might +d2
- Persuasion +d2
- Science +d4
- Streetwise +d2
- Technology +d6

PERKS

Cutie Mark Perk: The pony has a Cutie Mark of their own with the relevant bonus. In most cases, this relates to their technological specialization.

Pony Origin: This pony type is either an Earth Pony, Pegasus or a Unicorn. The Game Master should pick which one and apply the standard Origin Perks to this template as appropriate.

Reverse Engineer: When trying to understand or operate a machine they have never seen before, an inventor pony may roll with Edge.



Technological Specialty: Inventor ponies have an area of expertise in Technology they use to craft their inventions. The Game Master can pick this specialization from the specialization list for those skills or create one of their own. The inventor might be trying to improve a tried and tested technology like vehicles, or creating something new like an automatic cake machine. When this specialization applies, the pony inventor not only gains a better than usual upshift of ↑2, but may also roll with Edge.

Optional – Wizard Inventor: Some inventors infuse their machines with magic. If you pick this option, remove 3 ranks from Strength, Speed or Social skills to grant them a Spellcasting skill of +d6. Their creations may then use magic as a power source.

HANG-UPS

Laypony Terms: Other ponies find inventors hard to understand, as they aren't very good at explaining things in simple terms. When trying to explain how a piece of technology works, they suffer Snag on the Skill Test.

ATTACKS

Punch (Might): +d2, Range Reach (1 blunt damage)

LOST LANDS PONY

Not every pony lives in Equestria, Some are exiled, the children of exiles or just those who wanted to travel and have strayed far from the lands of love and friendship. Some even left due to upset or trauma, real or imagined, and carry the burden of that with them. They can be sad and suspicious, especially of other ponies, but they can learn the ways of love and friendship if their trauma can be understood and healed.

THREAT LEVEL: 5

SIZE: Common

HEALTH: 3

MOVEMENT: 30ft Ground

STRENGTH: 3

SPEED: 4

SMARTS: 5

SOCIAL: 4

TOUGHNESS: 13

EVASION: 14

WILLPOWER: 15

CLEVERNESS: 14

SKILLS

- Alertness +d2
- Culture +d4
- Driving +d4
- Initiative +d2
- Infiltration +d2
- Intimidation +d2
- Might +d4
- Persuasion +d4
- Streetwise +d4
- Survival +d4

PERKS

Cutie Mark Perk: The pony has a Cutie Mark of their own with the relevant bonus. In most cases, this relates to self sufficiency, travelling or survival.

Cynical: Lost lands ponies are highly suspicious, but this makes them harder to manipulate. They may add +5 to their Willpower and Cleverness Defenses to resist attempts to deceive them.

Pony Origin: This pony type is either an Earth Pony, Pegasus or a Unicorn. The Game Master should pick which one and apply the standard Origin Perks to this template as appropriate.

Well travelled: Lost lands ponies have seen places few ponies have even heard of. When it comes to knowing about the lands outside Equestria or the different traditions of others they gain Edge on their Skill Test.

ATTACKS

Punch (Might): +d4, Range Reach (1 blunt damage)

Buck (Might): +d4, Range Reach (1 blunt Damage)

HANG-UPS

Suspicious: Lost lands ponies are suspicious of strangers, and especially new ponies. They have spent too long on their own to accept help from others. They also find it hard to believe happiness and friendship can be as healing and helpful as the rest of Equestria believes. As such, they suffer Snag on tests to make friends with others.

RETIRED GUARD PONY

The royal guard of Equestria needs the best and fittest soldiers available to defend Canterlot and Princess Celestia. Those who serve are often forced to retire if age or injury catches up with them. Some become mentors and teachers to young ponies looking to start a military career; others become strategists and military advisors. For those who don't fit that category, Equestria has a 'Home Guard' reserve force of retirees. For the most part, it's a way to make these old soldiers feel they are still useful, but they have proved surprisingly effective in times of great need.

THREAT LEVEL: 6

SIZE: Common

HEALTH: 3

MOVEMENT: 30ft Ground

STRENGTH: 5

SPEED: 6

SMARTS: 4

SOCIAL: 3

TOUGHNESS: 15

EVASION: 16

WILLPOWER: 14

CLEVERNESS: 13

SKILLS

- Alertness +d4
- Athletics +d2
- Brawn +d2
- Culture +d2
- Finesse +d4
- Initiative +d4
- Intimidation +d2
- Might +d4
- Persuasion +d2
- Streetwise +d4
- Survival +d2
- Targeting +d4

PERKS

Cutie Mark Perk: The pony has a Cutie Mark of their own with the relevant bonus. In most cases, this relates to their military background.

Pony Origin: This pony type is either an Earth pony, Pegasus or a Unicorn. The Game Master should pick which one and apply the standard

Origin Perks to this template as appropriate.

Watchful Eyes: The retired guard pony is always on the lookout for trouble, and gains $\uparrow 1$ on all Perception based tests when trying to detect any danger or crime.

ATTACKS

Punch (Might): +d4, Range Reach (1 blunt damage)

Buck (Might): +d4, Range Reach (1 blunt Damage)

Halberd (Might): +d4, Range Reach (1 blunt or 2 sharp damage)

RURAL PONY

While some ponies live in the towns, many live out in the country on the various farms that can be found in the nearby countryside. There are many times of farms and farm work in the country, from fishing to crop rearing and apple picking.

THREAT LEVEL: 4

SIZE: Common

HEALTH: 3

MOVEMENT: 30ft Ground

STRENGTH: 5

SPEED: 3

SMARTS: 3

SOCIAL: 3

TOUGHNESS: 15

EVASION: 13

WILLPOWER: 13

CLEVERNESS: 13

SKILLS

- Alertness +d2
- Animal Handling +d6
- Brawn +d4
- Conditioning +1
- Driving +d2
- Finesse +d2
- Might +d4
- Survival +d4
- Targeting +d2

PERKS

Country Ways: A rural pony knows how to exist without modern appliances and how to get along with the rural lifestyle. They gain Edge on any Skill Test if it applies to living off the land or understanding how things work outside the town.

Cutie Mark Perk: The pony has a Cutie Mark of their own with the relevant bonus. In most cases, this relates to some aspect of their country life.

Pony Origin: This pony type is either an Earth Pony, Pegasus or a Unicorn. The Game Master should pick which one and apply the standard Origin Perks to this template as appropriate.

ATTACKS

Punch (Might): +d4, Range Reach (1 blunt damage)

Buck (Might): +d4, Range Reach (1 blunt Damage)

TOWNSPONY

Towns like Ponyville are full of ordinary ponies going about their business. The majority own or work in shops and other retail businesses like bakeries or blacksmiths. A fair few work in offices managing the local government and some work in logistics like the post office or the emergency services.

THREAT LEVEL: 4

SIZE: Common

HEALTH: 2

MOVEMENT: 30ft Ground, 15ft Aerial

STRENGTH: 3

SPEED: 3

SMARTS: 4

SOCIAL: 4

TOUGHNESS: 13

EVASION: 13

WILLPOWER: 14

CLEVERNESS: 14

SKILLS

- Alertness +d2
- Athletics +d2
- Brawn +d2
- Culture +d4
- Driving +d2
- Finesse +d2
- Initiative +d2
- Might +d2
- Persuasion +d4
- Streetwise +d4
- Technology +d2

PERKS

Business Specialty: Every townsponty has some sort of job or trade, giving them a specialization that can apply to any appropriate skill. This grants them Edge on Skill Tests relating to it. For a shopkeeper or tradesman, this might be baking, fashion, papermaking, etc. For office workers, it might be bureaucracy or management. Postal workers might get a bonus for athletics or local knowledge, etc.

Cutie Mark Perk: The pony has a Cutie Mark of their own with the relevant bonus. In most cases, this relates to their chosen trade or profession.

Pony Origin: This pony type is either an Earth Pony, Pegasus or a Unicorn. The Game Master should pick which one and apply the standard Origin Perks to this template as appropriate.

ATTACKS

Punch (Might): +d2, Range Reach (1 blunt damage)

CREATURES

BREEZIES

These tiny creatures resemble Pegasus ponies, with a gentle magical glow to them. They flitter about in swarms, carrying pollen to trees and plants across Equestria. While they are intelligent, they are not especially clever and they enjoy playing tricks and being mischievous, but never in a cruel way. A single breezeie is very little threat, but in a swarm, they can be more dangerous. They are very adept at working together. For instance, individually they have trouble flying against a strong wind, but in a swarm they can support each other and push through.

THREAT LEVEL: 1

SIZE: Tiny

HEALTH: 1

MOVEMENT: 30ft Ground, 60ft Aerial

STRENGTH: 1

SPEED: 3

SMARTS: 2

SOCIAL: 2

TOUGHNESS: 11

EVASION: 13

WILLPOWER: 12

CLEVERNESS: 12

SKILLS

- Acrobatics +d4
- Alertness +d2
- Athletics +d2
- Deception +d2
- Initiative +d2
- Spellcasting +d2
- Survival +d2

PERKS

Flight: Breezies can fly with a speed of 60ft, but they are not especially strong flyers and half this rating flying against a reasonably strong wind or similar resistance.

Magical: Breezies have an innate connection to magic, as magical beings themselves. Each one can be considered to have Mastered a single Elementary spell of any Circle. This means a swarm usually has access to all Elementary spells.

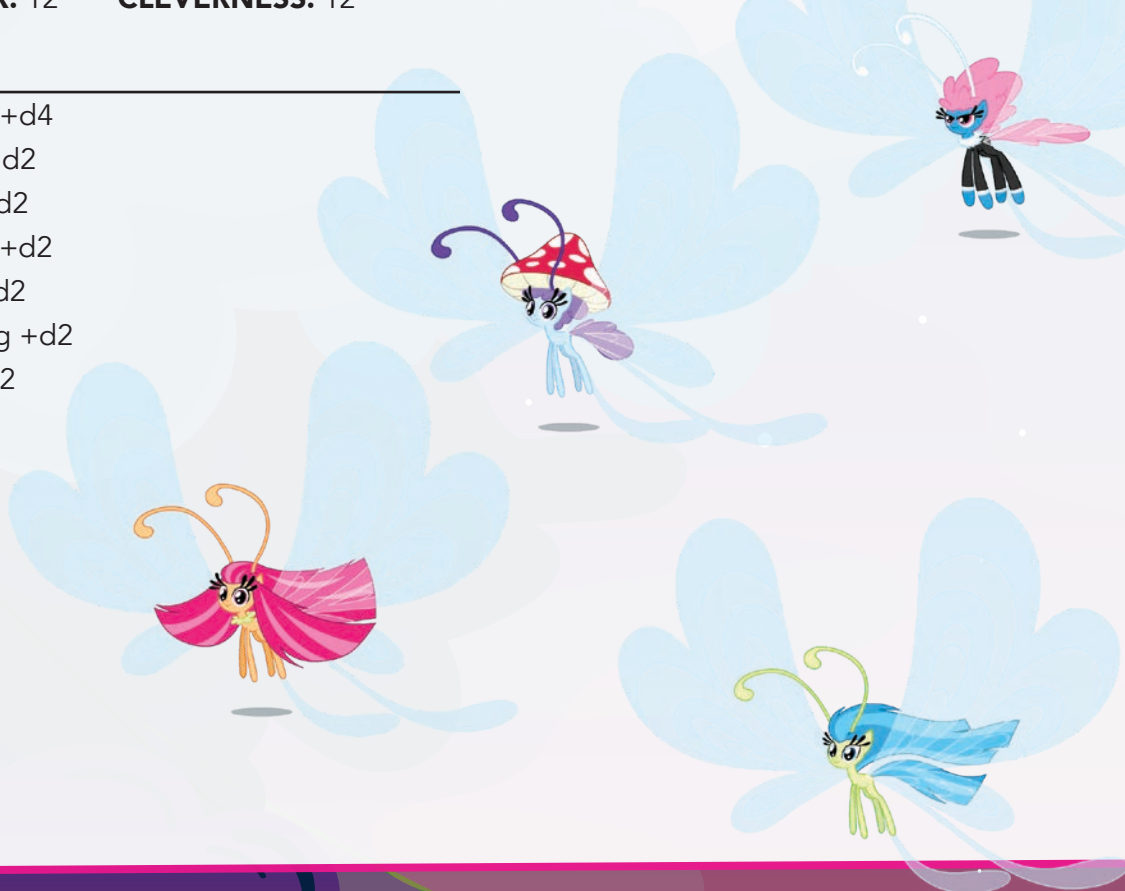
Mischief Maker: Breezies excel at pranks and jokes. They gain an upshift of $\uparrow 1$ on any test to play a joke on someone.

Swarm: A group of 10 or more breezies is considered a swarm. A swarm can make three attacks instead of acting individually with an upshift of $\uparrow 1$ to all their Skill Tests. They can use these actions to cast any Elementary spell without reducing their Spellcasting skill (as different breezies are casting the spells).

ATTACKS

Breezies are too fragile for physical attacks. The most likely spell they use in defense is:

Energy Beam (Spellcasting): +d2, Range: 30ft, (1 Energy Damage)



KELPIE

Kelpies are pony-like aquatic creatures known for their powerful, enchanting song. While they are generally peaceful, they prioritize the needs of water creatures, which can lead to conflicts with land creatures. Kelpies can leave the water for short times, but prefer not to if they can avoid it. Kelpies have the head and mane of a pony but a serpentine body with four fins in their backs. They are clever and able to talk in pony language if they choose to.

THREAT LEVEL: 5

SIZE: Common

HEALTH: 2

MOVEMENT: 10ft Ground, 45ft Aquatic

STRENGTH: 5

SPEED: 4

SMARTS: 4

SOCIAL: 3

TOUGHNESS: 15

EVASION: 14

WILLPOWER: 14

CLEVERNESS: 13

SKILLS

- Acrobatics +d4
- Alertness +d6
- Athletics +d4
- Initiative +d4
- Might +d6
- Performance +d6
- Survival +d2

PERKS

Aquatic Creature: While in a body of water, a kelpie is more dangerous, upshifting all Strength Skill Tests by ↑1.

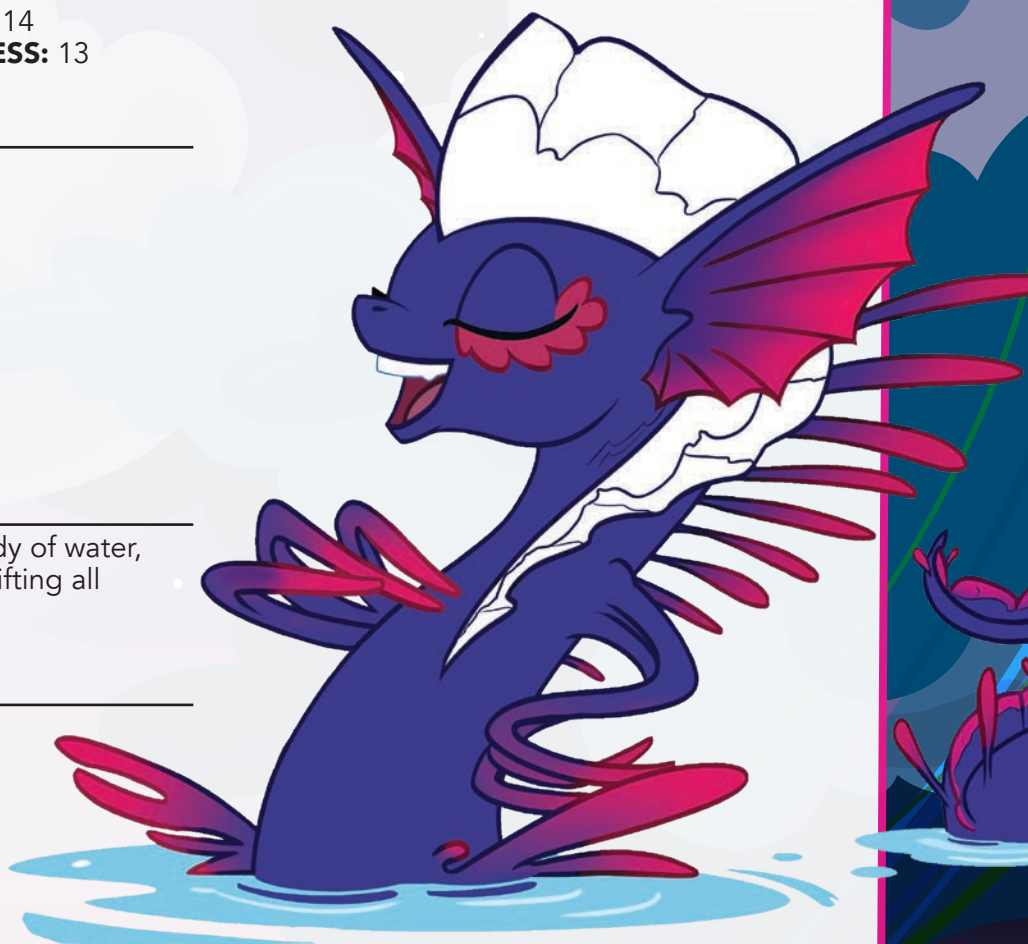
ATTACKS

Bite (Might): +d6, Range Reach (1 sharp damage)

Tail Smash (Might): +d6, Range Reach (2 blunt damage)

POWERS

Enchanting Song (1/Scene, Standard): Kelpies can sing a magical song that dominates the mind of those who hear it. The kelpie makes a Performance Skill Test and anyone hearing it who's Willpower is lower than the result is affected. The song implants a single idea in the minds of those affected by it, such as 'protect the kelpie' or 'break the damn'. After a night of rest the affected creature can shake off the affects by making a **DIF 14 Alertness Skill Test**. They can also attempt to shake off the affects if another character can convince them what they are up to is wrong. Note that while the song is powerful, it cannot make someone hurt themselves or act directly against their nature (as defined by the GMs discretion).



ORTHOS

An orthos is a two-headed dog, each head a different breed of dog. In pretty much every respect, they are the same as any other dog, although each head has its own personality. While they can be trained, they only listen to those who have gained their respect. Once that respect is earned, they are loyal and steadfast.

THREAT LEVEL: 4

SIZE: Small

HEALTH: 2

MOVEMENT: 45ft Ground

STRENGTH: 6

SPEED: 3

SMARTS: 3

SOCIAL: 2

TOUGHNESS: 16

EVASION: 13

WILLPOWER: 13

CLEVERNESS: 12

SKILLS

- Alertness +d6
- Athletics +d4
- Brawn +d2
- Initiative +d4
- Infiltration +d2
- Might +d6
- Performance +d4

PERKS

Training Resistant: Before training an orthos you need to gain its respect by making friends. This is a specific action and requires an Animal Handling Skill Test at a DIF equal to the orthos' Willpower. If the test is successful, it can be trained as normal. If the test fails, the orthos cannot be trained by that character.

ATTACKS

Bite (Might): +d6, Range Reach (1 sharp damage)



TIMBERWOLF

These arboreal beasts, with their barkly skin and lupine posture, could be called weretrees. They see any creature other than fellow timberwolves as threats to their territory and hunt them aggressively. They are found all over Equestria in forested areas, especially the Everfree Forest. Interestingly, the start of the timberwolf hibernation cycle lines up with the Zap Apples' blossoming. In Whinnypeg, their howling as they prepare for winter is considered the first sign of Zap Apple harvesting season.

THREAT LEVEL: 3

SIZE: Large **HEALTH:** 5

MOVEMENT: 45ft Ground

STRENGTH: 4

SPEED: 4

SMARTS: 2

SOCIAL: 2

TOUGHNESS: 14

EVASION: 14

WILLPOWER: 12

CLEVERNESS: 12

SKILLS

- Intimidation +d2
- Alertness +d4
- Deception +d4
- Initiative +d2
- Infiltration +d6
- Might +d6

PERKS

Acute Sense (Smell): Like most canines, timberwolves hunt as much by smell as by sight. They gain Edge on Alertness Skill Tests that rely on scent or sense of smell. They also gain ↑1 on other Skill Tests when scent can be applied.

Nightvision: The unmistakable glowing green eyes of a timberwolf do more than just signal a sense of danger to their prey. A timberwolf can see in the dark as well as it sees in light.

Pack Hunters: Timberwolves are most dangerous in groups. Each timberwolf in a pack gains

1 on Alertness, Initiative, and Intimidation Skill Tests. When there's more than one timberwolf in a combat, they roll their Splintering Fangs and Tripping Bite attacks as though they're specialized.

Plant Animals: Timberwolves count as both plants and animals. As plants, they're immune to effects that say they affect creatures, like spells. As animals, Persuasion and Deception Skill Tests targeting them suffer Snag. They can be affected by Animal Handling Skill Tests. Intimidation is both a Strength and Social Skill for animals.

ATTACKS

Splintering Fangs (Might): +d6, Range Reach (1 blunt damage)

Tripping Bite (Might): +d6, Reach (Maneuver)

POWERS

Predator Rush (1/Scene, Standard and Move): Timberwolf packs hunt so effectively by cutting off their prey's exits. When a timberwolf uses Predator Rush, it moves up to three times its movement.

Terrifying Snarl (Free): As if being big, strong, and fast wasn't enough, the grunting noise timberwolves make on the hunt reminds their prey that their mouths are closing in. Timberwolves can target a creature's Willpower or Cleverness with an Intimidation Skill Test. On a success, the target suffers Snag on Skill Tests for 1 turn.

HANG-UPS

Flammable: Like the trees they resemble, timberwolves catch fire easily. Attacks with weapons that deal Fire damage gain Edge against timberwolves.

Territorial: Timberwolves fiercely defend the borders of the land they've claimed. However, they only claim as much territory as they feel safe in. A timberwolf gives up chase if its prey escapes its territory.

WEASVELS

One of the most common pests that farmers encounter, weasvels are small vermin bugs that tend to gather in places where there is a lot of grain or vegetables for them to consume. Their eight legs, sleek, furry bodies, and sharp pincers give them the strength to chew through bags of grain to get to the contents inside.

THREAT LEVEL: 1

SIZE: Small

HEALTH: 1

MOVEMENT: 45ft Ground

STRENGTH: 2

SPEED: 3

SMARTS: 2

SOCIAL: 1

TOUGHNESS: 12

EVASION: 13

WILLPOWER: 12

CLEVERNESS: 11

SKILLS

- Alertness +d4
- Deception +d2
- Initiative +d4
- Infiltration +d2
- Might +d4

PERKS

Roll and Run: Weasvels are adapt at rolling into a ball to get out of the way of danger. They treat their Athletics as +d8 for the purposes of trying to escape from Grapples or attempting to run away in a hurry.

Nightvision: The bright white eyes of a weasvel allow them to see perfectly in the darkness. Weasvels suffer no penalty to their vision while in dim light or total darkness.

ATTACKS

Pincer Bite (Might): +d4, Range Reach (1 Blunt damage)

POWERS

Clamp (1/Scene, Standard and Move): Weasvels have vicious pincers on either side of their snouts, allowing them to hold on for dear life to whatever they bite onto. Once per scene, they can declare they are using their Clamp power when they make a successful Pincer Bite. The weasvel gains Edge on all future Pincer Bite attacks on the target until they are successfully removed from the target.

HANG-UPS

Bright Light, Bright Light!: Weasvels are used to digging around underground, away from the sun. If they are ever exposed to bright sunlight their opponents gain Edge against them in combat as they have a hard time seeing.









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