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ISSUE
3
COVER A

my LITTLE PONY

Midnightmare
Frights



AMF!
18

WHITLEY • FLEECES • BRECKEL



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my LITTLE PONY

Nightmare Knights



written by
Jeremy Whitley

art by
Tony Fleecs

colors by
Heather Breckel

letters by
Neil Uyetake

edit assists by
Megan Brown

edits by
Bobby Curnow

publisher
Greg Goldstein

Special thanks to Meghan McCarthy, Eliza Hart, Ed Lane, Beth Artale, and Michael Kelly.

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I... I NEVER THOUGHT IT WOULD BE SO MANY. WE SHOULD CALL THIS OFF. I'M PUTTING YOU ALL IN—

STARRY NIGHT TERROR
(LUNA IN DISGUISE)

NOW, DON'T GO PANICKING, PRINCESS. THIS IS EXACTLY WHAT WE SIGNED ON FOR.

BY THE BY, WHAT ARE OUR THOUGHTS ON CHEATING A FEW OF THESE BAD GUYS OUT OF THEIR BITS?

ALLEY CAT
(CAPPER IN DISGUISE)

WE'RE ON A MISSION, CAT BOY. OR HAVE YOU FORGOTTEN ONE OF THESE SCUMBAGS IS ABOUT TO BUY LUNA'S POWER OVER DARKNESS AND NIGHTMARES?

I MEAN, MAYBE IF I STEAL ENOUGH BITS WE CAN JUST BID ON IT?

MAELSTROM SHADE
(TEMPEST SHADOW IN DISGUISE)

THAT'S NOT HOW WE'RE GOING TO DO THIS.

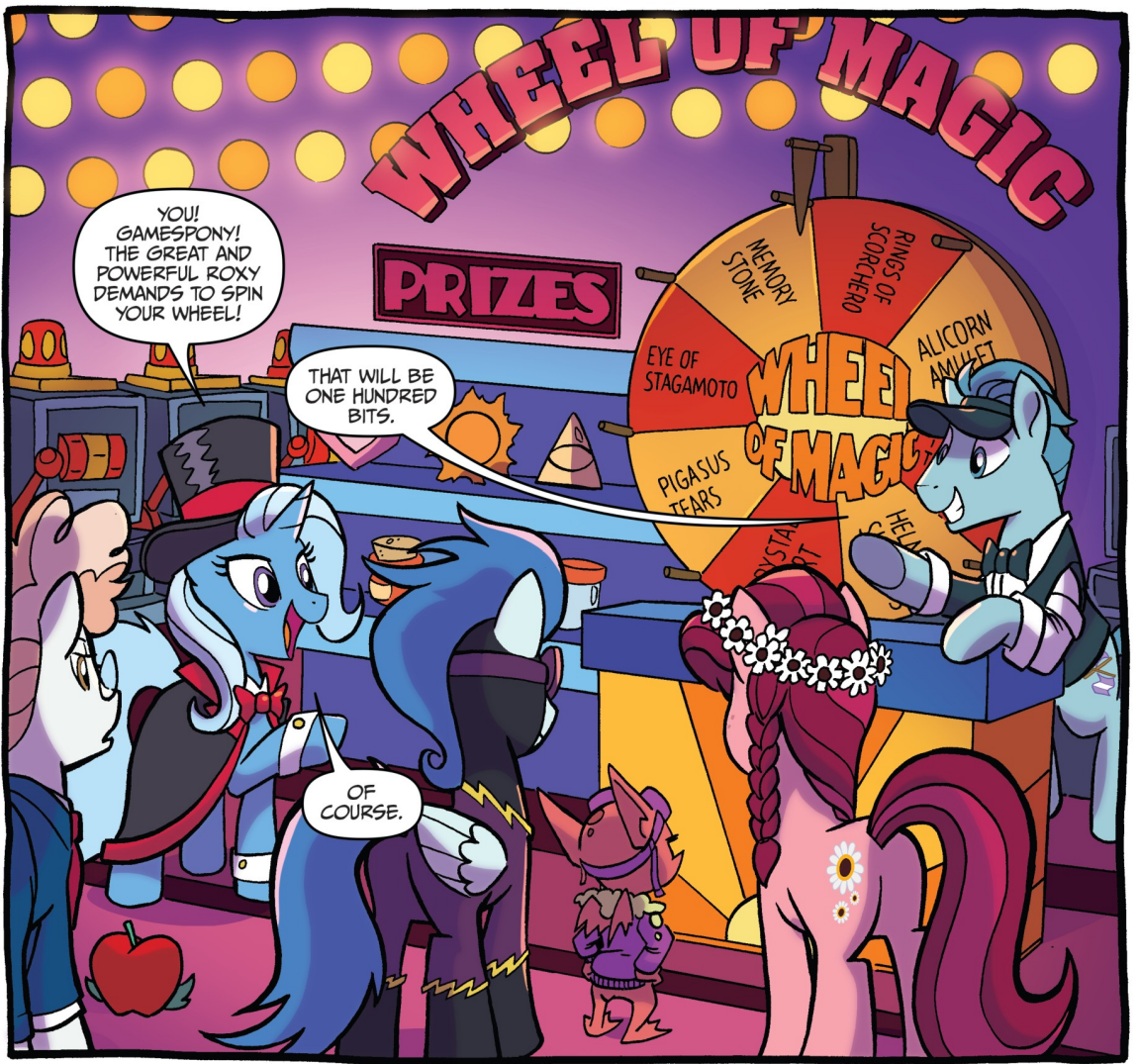
WE MADE A PLAN. WE STICK TO THE PLAN.

DARK HORSE
(STYGIAN IN DISGUISE)

ROXY, ARE YOU READY?

THE GREAT AND POWERFUL ROXY
(TRIXIE IN DISGUISE)

TRIXIE?







YOU KNOW, WHEN YOU SAID YOU'D HANDLE IT, I THOUGHT YOU WERE JUST GOING TO TALK TO THEM.

AM I SUPPOSED TO BE A VILLAIN HERE OR NOT?

IT WAS RIGHT THERE IN FRONT OF ME! I COULD HAVE BEEN THE WIZARD SUPREME!

ALLEY CAT, COME ON!



FINE. THESE ARE MOSTLY FAKES ANYWAY.



I HATE TO BE THE ONE TO BRING THIS UP, BUT YOU ALL MENTIONED WE'D WANT TO AVOID THE CHIEF OF SECURITY. DID WE PERHAPS JUST PUT OURSELVES ON HER RADAR?

PLEASE! WITH THAT FIGHT IT WILL TAKE THEM HOURS TO EVEN FIGURE OU—



THERE SHE IS! THE ONE WITH THE BROKEN HORN!

YOU WITH THE BROKEN HORN, *STOP IMMEDIATELY!*

COME ON! I DIDN'T EVEN FINISH THE SENTENCE!



WHAT DO YOU—

YOU'VE GOTTA BE KIDDING ME.



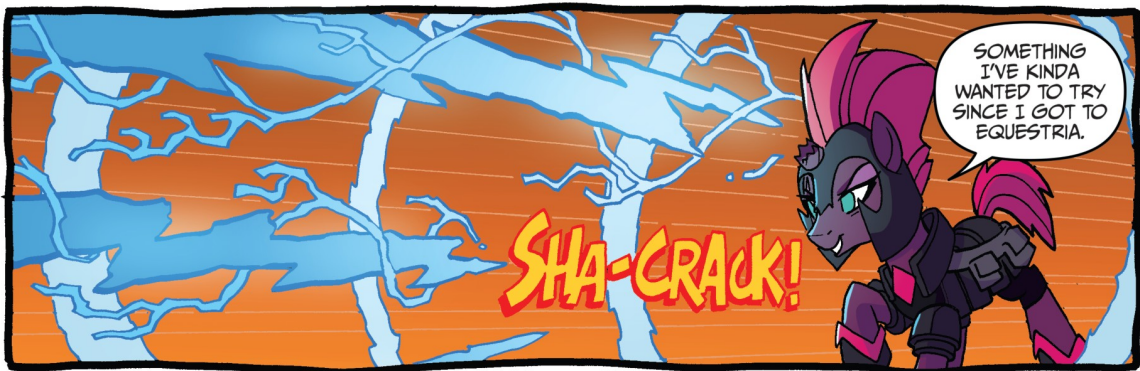
YOU DAMAGED ROYAL PROPERTY. PRINCESS ERIS DOESN'T LIKE THAT.



THAT'S THE EVIL VERSION OF MY SISTER! SHE'LL RECOGNIZE STYGIAN AND ME!

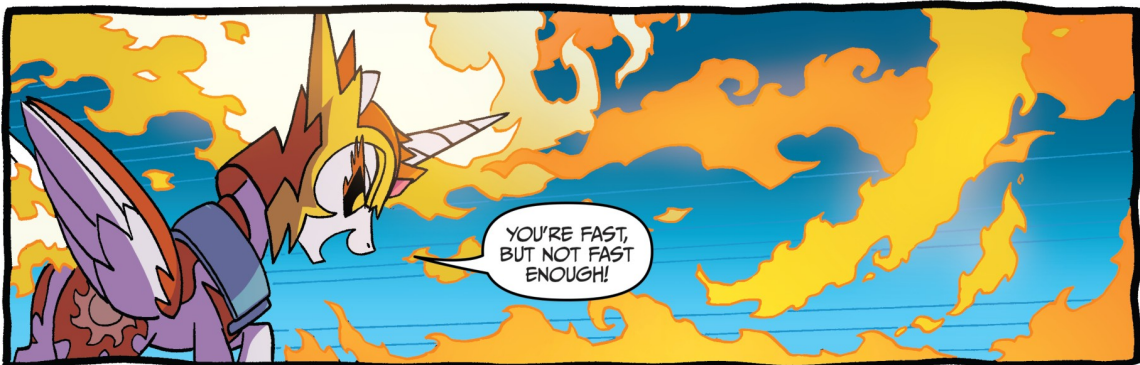
THEN YOU'D BETTER GET MOVING BEFORE I DO WHAT I'M ABOUT TO DO NEXT.

WHAT ARE YOU GOING TO DO NEXT?



SOMETHING I'VE KINDA WANTED TO TRY SINCE I GOT TO EQUESTRIA.

SHA-CRACK!



YOU'RE FAST, BUT NOT FAST ENOUGH!







WE CAN'T LEAVE HER! CELE— DAYBREAKER MIGHT DESTROY HER.

WE KNEW THIS MIGHT HAPPEN. SHE'S GIVING US THE TIME WE NEED.

...RIGHT.



THAT WAS AN EVIL PRINCESS CELESTIAL! I'VE NEVER SEEN ANYTHING THAT SCARY IN MY LIFE!

YES, WELL, IMAGINE IF SHE LOOKED LIKE YOUR SISTER.

THE GREAT AND POWERFUL ROXY HAS NO SISTERS.

SOMEHOW I KNEW YOU WERE AN ONLY CHILD.



WE'VE GOT COMPANY!

KEEP IT COOL.



YOU FOUR! WHERE ARE YOU GOING? DID YOU PASS A FIGHT?

INDEED, CHUMS. WE JUST—

CAT! CAT! HE'S A CAT!



NOW, FRIENDS, THERE'S NO REASON FOR THIS KIND OF BASE PRIMAL NONSENSE.

YOU'RE A CAT! RUFF! RUFF! GONNA GET YOU, CAT!

WOOF! WOOF WOOF! WOOF!



WHAT DO WE DO? WE STILL NEED HIM FOR THE PLAN.

BUT I DON'T THINK THESE DOGS ARE GOING TO BE—

SMACK!



BAD! BAD DOGS!

»WHINE»
»WHINE»
»WHINE»

»WHINE»
»WHINE»
»WHINE»

»WHINE»
»WHINE»
»WHINE»



HAVE YOU ANY IDEA WHO I AM? I AM ROXY, THE GREATEST AND MOST POWERFUL WIZARD OF MY REALM!

THIS FELINE IS MY FAMILIAR, AND MORE VALUABLE THAN YOU CAN IMAGINE, SO I SUGGEST YOU LEAVE HIM ALONE BEFORE I MAKE YOU...

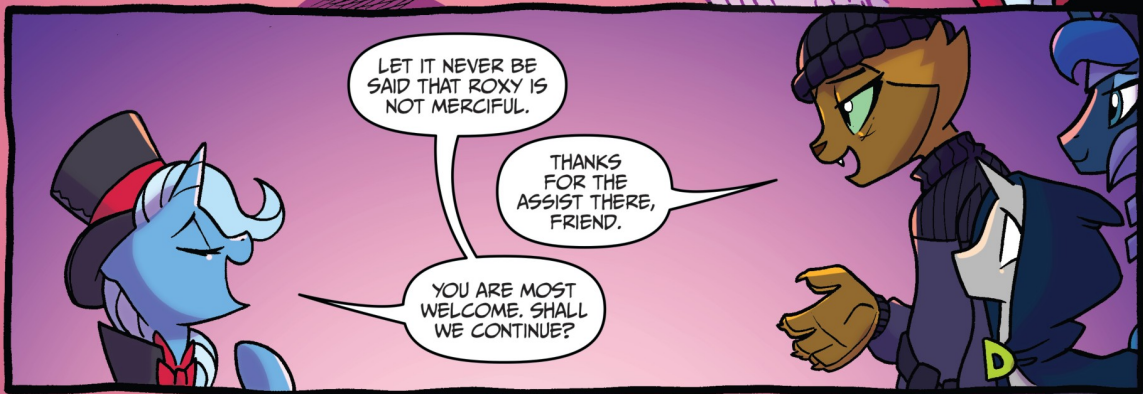


OUTSIDE DOGS.



SORRY, MISS!
SORRY! WE'LL BE
GOOD DOGS!

YOU HAD
BETTER
BE.



LET IT NEVER BE
SAID THAT ROXY IS
NOT MERCIFUL.

THANKS
FOR THE
ASSIST THERE,
FRIEND.

YOU ARE MOST
WELCOME. SHALL
WE CONTINUE?



THIS FLOOR
APPEARS TO BE
DEDICATED TO
PERFORMANCES.

CONCERTS,
SEMINARS, MAGIC
SHOWS—

WAIT JUST
A MINUTE!



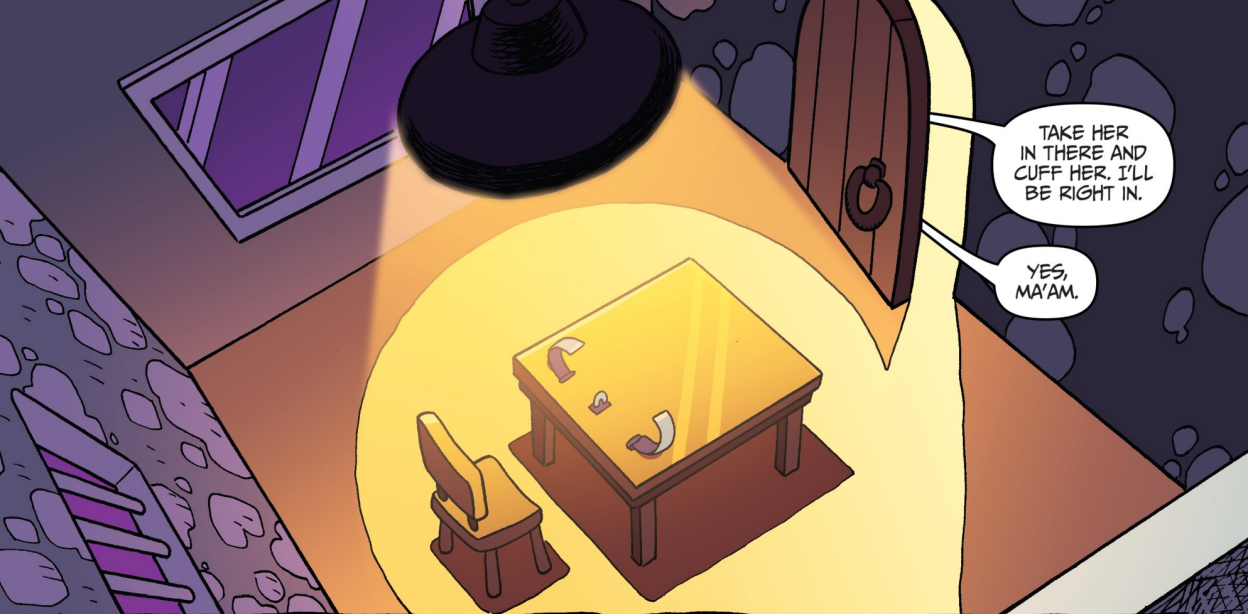
THEY HAVE
VENUES FOR MAGIC
SHOWS, AND THEY HAVEN'T
INVITED THE GREAT AND
POWERFUL TRIXIE?



WELL, I'LL
SHOW—

TRIXIE!





TAKE HER IN THERE AND CUFF HER. I'LL BE RIGHT IN.

YES, MA'AM.



YOU TWO THINK YOU'RE SO TOUGH. I CAN TAKE BOTH OF YOU WITH MY HOOVES BEHIND MY BACK.

YEAH, YEAH, JUST SIT DOWN. THE BOSS WANTS TO ASK YOU SOME QUESTIONS.



YEAH? SHE WANNA GO ANOTHER FEW ROUNDS? I CAN TAKE HER.


SURE, SURE. YOU JUST WAIT RIGHT HERE.



WELL, TEMPEST, HOPEFULLY YOU DID YOUR PART. NOTHING LEFT TO DO BUT WAIT.



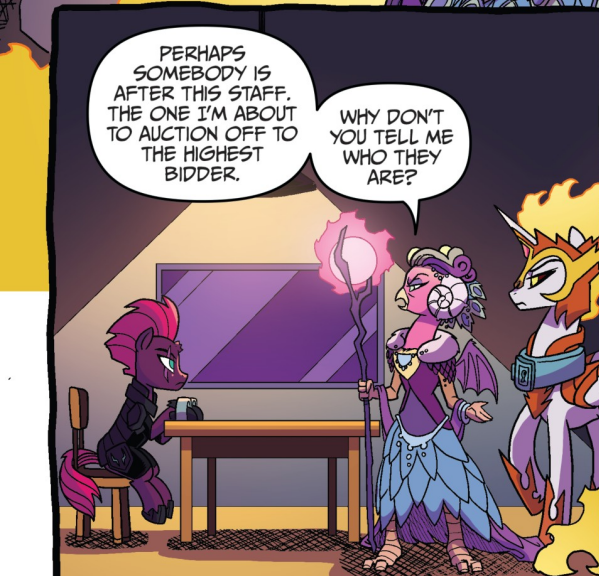
AND WHAT, EXACTLY, WAS YOUR PART?



BECAUSE IT SEEMS LIKE IT WAS MAYBE JUST MEANT TO BE A DISTRACTION FOR SOMETHING LARGER.

WHAT WOULD YOU SAY, DAYBREAKER?

I'D AGREE, YOUR MAJESTY.



PERHAPS SOMEBODY IS AFTER THIS STAFF. THE ONE I'M ABOUT TO AUCTION OFF TO THE HIGHEST BIDDER.

WHY DON'T YOU TELL ME WHO THEY ARE?

I WOULDN'T KNOW ANYTHING ABOUT THAT, BUT I'VE GOT A JOKE YOU MIGHT LIKE.

REALLY?

YEAH, YOU'RE IN IT.



WHY DID THE CHICKEN CROSS—

YOU KNOW, I'VE HEARD THIS ONE BEFORE, BUT THE REAL QUESTION I WANT THE ANSWER TO IS—



WHY DID THE PONY CROSS THE CHICKEN?



WHAT...
WHERE AM
I?

TEMPEST,
COME PLAY
WITH US!



WE'RE
PLAYING CATCH,
TEMPEST.

NO! DON'T
THROW IT TO ME. I
KNOW WHAT WILL
HAPPEN IF—

CATCH!



I'M GOING
TO MISS IT, AND
IT'S GOING TO
GO INTO THE
CAVE!

OH, NO!



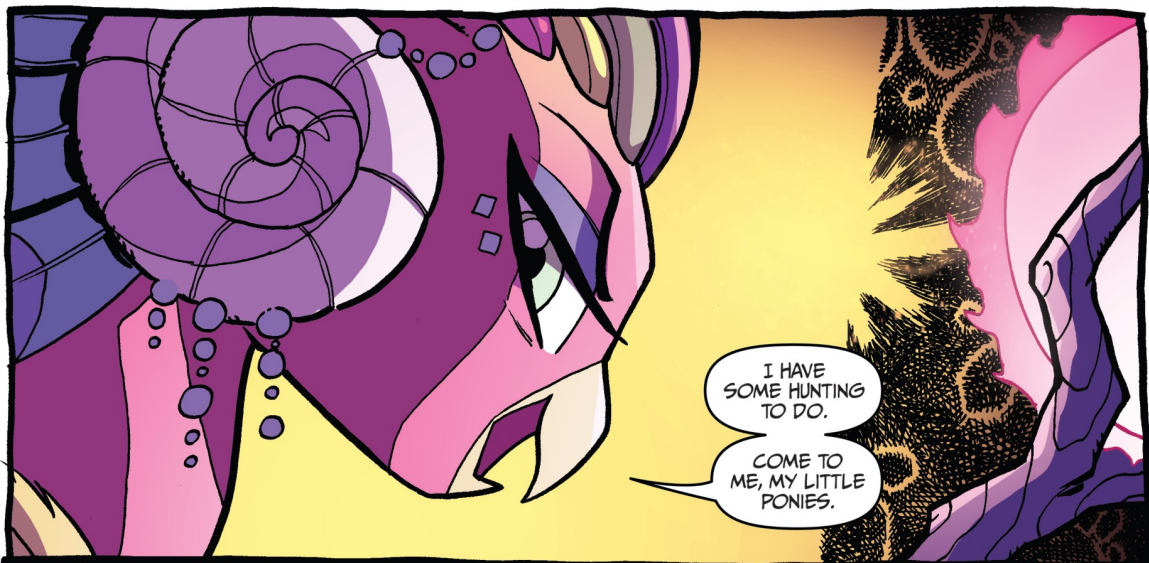
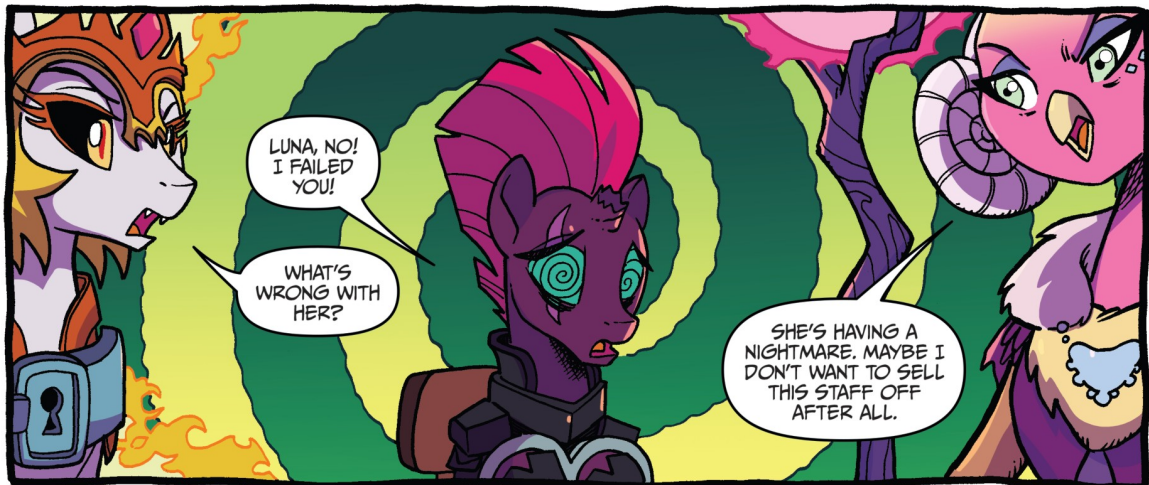
I SHOULDN'T
GO IN HERE, BUT
I CAN'T STOP
MYSELF!

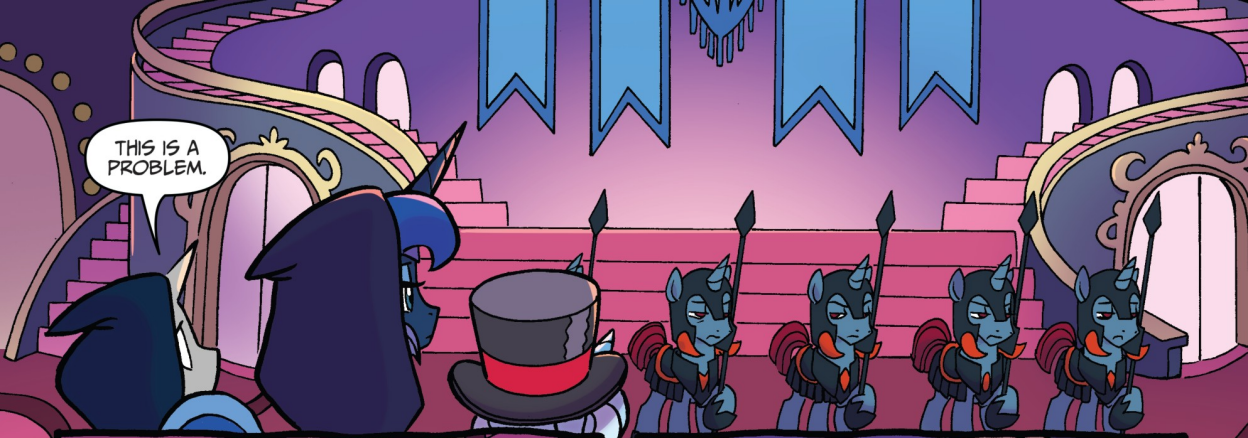
I'M GOING
TO FAIL THEM
ALL!



RAAAR!

NO—





THIS IS A PROBLEM.



I THOUGHT TRIXIE WOULD BE ABLE TO CAST AN ILLUSION TO HIDE US AND WE COULD SQUEEZE PAST A FEW GUARDS, BUT THEY HAVE THE WHOLE STAIRWAY BLOCKED.

WE NEED TO GET THEM TO LEAVE. BUT... HOW DO WE GET THAT MANY GUARDS TO LEAVE?

HMPH! YOU UNDERESTIMATE THE POWERS OF THE GREAT AND POWERFUL TRIXIE!



I WILL CAUSE A DISTRACTION SO LOUD, SO BRIGHT, SO AWE-INSPIRING—THEY WON'T BE ABLE TO STOP THEMSELVES FROM COMING TO LOOK.

AND WHERE ARE YOU GOING TO DO THAT?

WELL, I JUST NEED TO FIND THE RIGHT—

WHAT IN EQUESTRIA IS THAT?!



SHE'S DEFEATED ME, HUMILIATED ME, AND TRICKED ME! BUT EVEN FOR HER THIS IS TOO FAR!

TRIXIE, YOU UNDERSTAND THAT'S NOT OUR TWILIGHT, RIGHT? SHE'S FROM ANOTHER WORLD.



GET READY TO GO WHEN THEY ALL COME TO SEE ME!

THIS WILL NOT STAND!







THERE ARE TWO SIDES. WHICH WAY DO WE GO?

I'LL GO LEFT. YOU TWO GO RIGHT.

BUT YOU DON'T HAVE YOUR MAGIC!



CAPPER NEEDS TO GET TO THE TOP, NO MATTER WHAT.

HE'S BETTER OFF WITH YOUR MAGIC TO PROTECT HIM.

BUT WHAT IF YOU RUN INTO TROUBLE?

I CAN TAKE CARE OF MYSELF. NOW GO!



I THINK WE'RE ON THE RIGHT PATH!

WELL, IT GOES UP FARTHER FOR SURE.



HOW MUCH LONGER THERE, MR. STRATEGIST?

I SEE A LANDING UP AHEAD. WE'RE NEARLY THERE.



NICE DIGS, BUT WHERE ARE WE?

IN MY TRAP.

NOW,
WATCH THE
BIRDIE.



To be
continued... **D**

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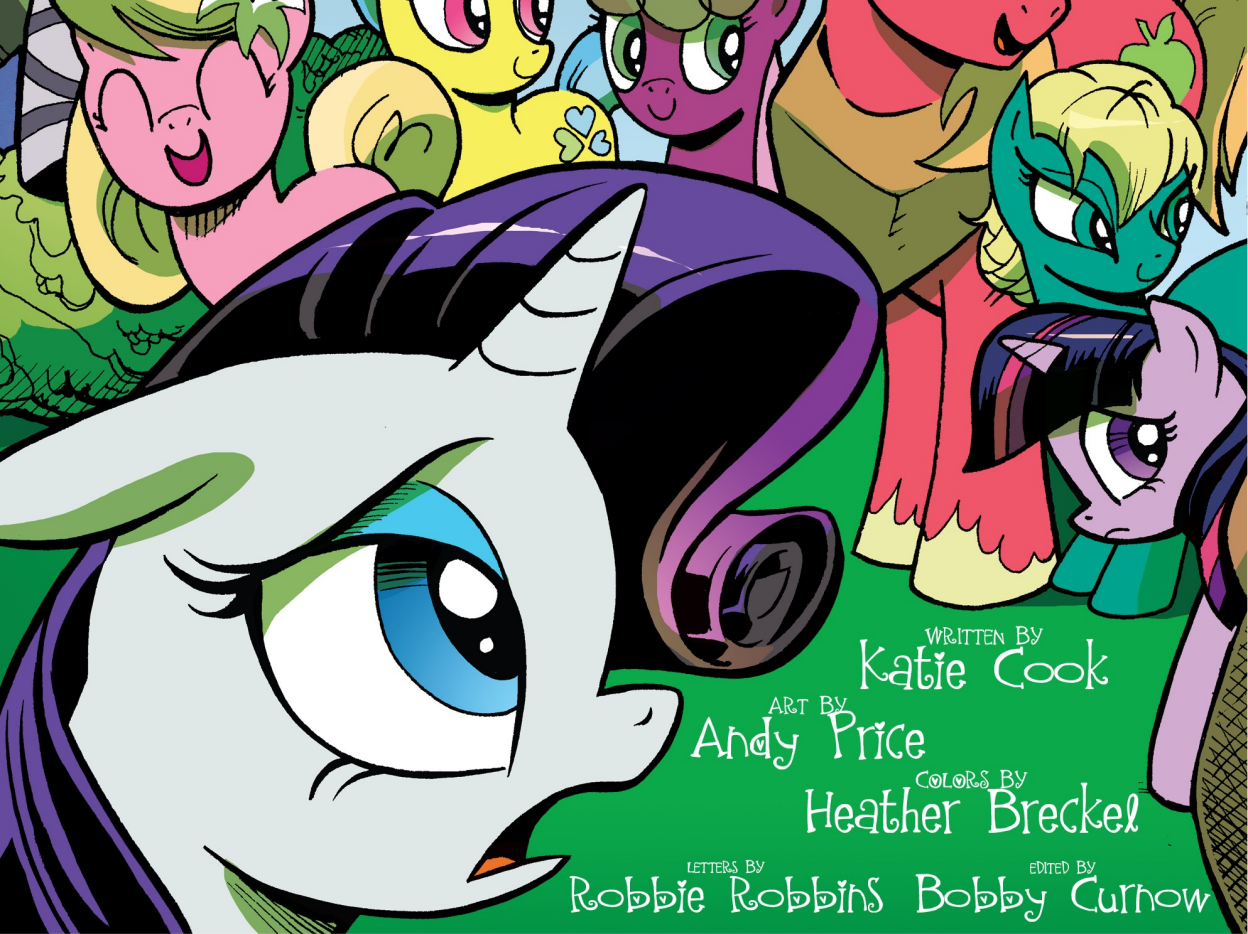
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WRITTEN BY
Katie Cook

ART BY
Andy Price

COLORS BY
Heather Breckel

LETTERS BY
Robbie Robbins

EDITED BY
Bobby Curnow

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THIS WAS A GREAT IDEA, WE CAN GET OUR CUTIE MARKS AS ZOOLOGISTS!

ZOO-WHAT? NO, WE'RE GETTING THEM IN BEING JUNGLE ADVENTURERS!

I DON'T THINK FLUTTERSHY'S BACKYARD CAN BE CONSIDERED "THE JUNGLE."



THIS SIDE UP
Jungles
CROOZ

Bunnies
Piglet's
Bunnies

HMM... DID YOU KNOW THAT THE STUDY OF PONIES IS CALLED "HIPPOLOGY"?

HA HA

HA HA
BRUNELLA



I DON'T THINK WE LOOK MUCH LIKE HIPPOS...



HEY!

THE RETURN OF QUEEN CHRYSALIS



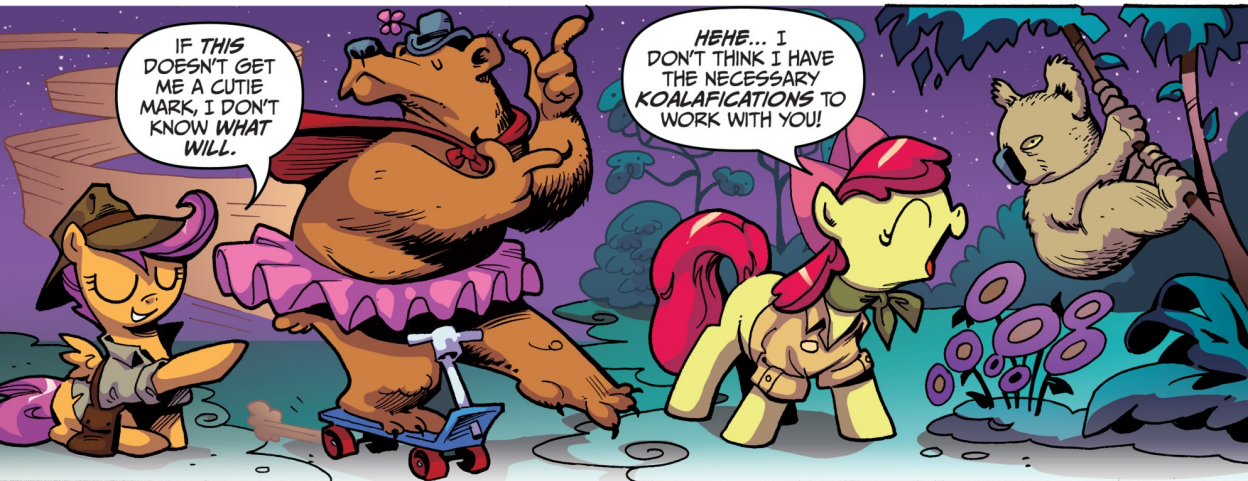


SO WHAT SHOULD WE DO OUT HERE TO TRY AND EARN OUR CUTIE MARKS? LION TAMING? OH! WE COULD TRY BEING PET PSYCHICS!

LET'S SPLIT UP! WE'LL TAKE TURNS WORKING WITH THE DIFFERENT ANIMALS! I'M SURE BY THE END OF THE NIGHT WE'LL HAVE OUR CUTIE MARKS!

ER... NO.

Mr. McBitey-PANTS



IF THIS DOESN'T GET ME A CUTIE MARK, I DON'T KNOW WHAT WILL.

HEHE... I DON'T THINK I HAVE THE NECESSARY KOLAFICATIONS TO WORK WITH YOU!



HEY... WAIT, WHAT'S THAT GROUP OF ANIMALS WITH GLOWING EYES DOING STARING AT US?



NOOO!



HEY BUCKAROO!
HOW WAS THE
CRITTER WRANGLING?
GOT YOUR CUTIE
MARK YET?

NO.



ERR... WELL,
MAYBE YOU CAN
TRY SOMETHING
ELSE? TWILIGHT SAYS
THERE'S A FANCY COMET
FLYING OVERHEAD IN A
FEW DAYS, WE COULD
SET UP A TENT IN THE
ORCHARD. YOU CAN
TRY YOUR HOOVES
AT ASTRONOMY!

...NOT
INTERESTED.



WELL...
WHAT'S GOT
HER SO
ADDLED?

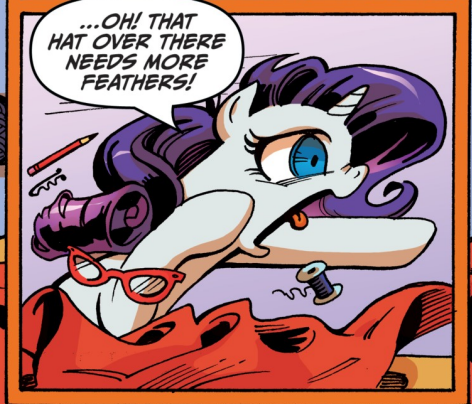


OH! SWEETIE
BELLE! YOU'RE
LOOKING... UM,
STOIC THIS
MORNING?

FINE.
BYE.



WAS I THAT
ODD WHEN I
WAS HER AGE?
I DON'T THINK
I WAS...



...OH! THAT
HAT OVER THERE
NEEDS MORE
FEATHERS!



HEY, SCOOT! WANNA' HELP ME WORK ON THAT TRICK I WAS TELLING YOU ABOUT? I NEED SOMEONE TO HOLD THE STOPWATCH!

NO.



WO'? WHO WOULDN'T WANT TO HANG OUT WITH ME? ME?! BUT... I'M AWESOME...



...AND THEN SHE JUST LEFT! LEFT ME!

HRM... THOSE THREE FILLIES ARE SURE ACTIN' FUNNY. THERE'S TWILIGHT... SHE'LL HAVE SOME IDEA WHAT'S GOIN' ON.



EVERYPONY IS ACTING SO STRANGE TODAY! I'VE BEEN TRYING TO PLAN A VIEWING CELEBRATION FOR THE SECRETARIAT COMET THIS WEEK AND I CAN'T GET ANYONE TO LISTEN TO ME AT ALL...

WHAT WAS THAT? I WASN'T LISTENING.



RAINBOW!

TWILIGHT, MY SISTER AND HER CREW ARE BEING AS PECULIAR AS EVERYPONY ELSE... SOMETHING AIN'T RIGHT...

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