

Rock City Rebels  
By Chris Stratton

Chapter One

Sparky Firefly woke from a deep sleep and blinked his eyes dazedly. His head was throbbing so fiercely he could feel the kinky orange hair writhing on his skull. He tried to remember just when it was, he had gone to sleep, but he was too confused. His eyes wouldn't focus; all he could see was a dazzling, shifting play of blurry colors all around him. And that throbbing! How could a boy firefly think with all that noise going on inside his head?

"I think he's wakin' up, Boss."

Sparky heard the voice and tried to locate it but discovered that he couldn't move his head. He couldn't move any other part of himself either, he quickly found out, and he opened his mouth to cry out in fright.

"Gag him!" another voice shrieked. "He'll ruin everything if he opens his yap!"

The firefly managed a single stifled groan before rough hands shoved a wad of cloth in his mouth. He recognized that second voice all right. And now he was remembering other things, like strolling through Tranquility Forest and meeting something...someone. A girl? A pretty girl? Someone trying to look like a pretty girl? Yes, that was it! But it wasn't a very good try, and just as Sparky had been about to announce that he wasn't being fooled one little bit, the grinning rat called Funky had stepped out from behind a tree to aim the Zapper at him. And that was all he remembered - but he could figure out the rest.

"What can Benita Bizarre want with poor little me?" Sparky mumbled behind his gag. The only answer he received was a change in the rhythm of the throbbing in his head. He concentrated, listening hard, and thought he detected something that sounded like music. Not good music, but someone was trying hard. He squeezed his eyes shut, but the firefly had never learned to close his ears - he just had to endure the sound.

"Cut it! Cut it!" The harsh voice sliced through the din, and for a moment there was blessed silence. "He ain't cooperating, the dirty dim-bulb. Pull him outa the circuit and turn him around here."

Suddenly the bombardment of colors ceased, and Sparky saw that he was inside a tangle of wires and multi-hued neon tubing. Before he could even begin to guess what kind of mess he was in, Sparky was seized and pulled backward, turned and set on his feet. Towering over him, her long pointed nose twitching with anger, stood Benita Bizarre, the Witch of Rock City.

"Now look, you low-watt lunk-head," she barked. "I didn't go to all that trouble just to have you blow a fuse on me. Get with it, you dig?"

Sparky was more bewildered than ever. He wanted to ask her what in the world she was talking about, but the gag wouldn't let him speak at all.

Benita made an impatient gesture, and a pale-faced creature with the wide eyes and slack mouth of a semi-idiot came into Sparky's view. That would be Woofy, Sparky thought. The short one. Behind the Witch hovered Tweeter, who could have been Woofy's twin except that he was about twice as tall.

"Get that gag out of his mouth," Benita snapped. "How else can I get this twerp to talk?"

Sparky was too frightened to be indignant at the Witch's words. And it was a relief to be rid of the choking wad of cloth; the firefly really liked to be able to breathe. He took a deep gulp of air and tried to control his trembling.

"What is this?" he quavered. "How did I get here?"

Benita tapped the floor impatiently with her foot. In its sequined shoe with a five-inch heel, it

looked even skinner than it was - which was pretty skinny anyway, just like her legs. The gown she wore glittered and sparkled, clashing sickeningly with the other violent colors that filled the vast room.

Sparky knew where he was now, of course; he was in the Witch's Jukebox Penthouse. Nearby was the rack of huge records, the monster turntable, the control booth and all the clutter of contraptions that Benita used in her never-ending quest to become a rock star. The firefly looked again at the Witch. "What do you want with me?" he asked, trying not to look as frightened as he was.

Benita smiled, showing all her teeth in a mouth big enough to hold about twice the normal number of them. That, of course, was how Sparky had recognized her in the Forest, in spite of the curly blonde wig the Witch had been wearing.

"Listen, sweetie," Benita cooed in her rasping voice, "I'm giving you your big chance."

"My...big chance?" In spite of himself, Sparky was interested.

"Sure," the Witch said, flipping her gaudy, floor-length feather boa around her shoulders. "You've got too much talent to be stuck out in the woods with those lousy Bugaloos."

"Now wait a minute," Sparky bristled, then paused. "Talent?" he asked. "Me?"

Benita stopped, fists on her hips, to lean over the firefly. "You heard me, Buster!" she snapped. "I say you've got talent. Don't contradict me!"

"Sure, sure," Sparky stammered. He looked around uncertainly. He was still securely bound. "What...uh-h...what particular talent of mine were you talking about?" The only thing he could possibly perform at this point was an escape act, he thought, and Sparky had never claimed to be a Houdini. Well...not lately, anyway.

The Witch snorted, trying only half-heartedly to conceal her contempt. "Look at you," she said, pointing. "You got something nobody else has, and you don't even realize it." She smiled her sweetest smile - it was sickening - and bent down toward the dubious firefly. "The trouble with you, little Sparkums, is that those Bugs have brainwashed you; you don't even know how talented you are."

"I...I don't?" Sparky's voice croaked. He pondered the statement for a moment, then shrugged helplessly. "I don't," he admitted.

Benita flung her arms up. "See?" She turned to Woofer and Tweeter, who hastily nodded their agreement. The Witch glanced over toward the control booth, where Funky, her chauffeur-butler-sound engineer-assassin was seated. "Give him a jolt!" Benita ordered.

"Yah, mein vitchie!" the rat - because that was what Funky was, in more ways than one - replied. His grin was even nastier than Benita's as he pushed a button on the control panel before him.

Benita watched the firefly closely for a moment, then turned back to the booth. "Whadderya doin' in there? Didn't you hear me?"

"But...but, I'm..." Funky raised a grey-furred paw high and repeatedly jabbed at the panel to show that he was obeying orders.

Benita whirled on Woofer and Tweeter. "Now what have you creeps done? If you blew Sparky's fuse I'll...I'll..."

While the Witch spluttered, the tall Tweeter quickly slipped around behind Sparky, picked up a loose wire and applied it to the base of the large light bulb that was the firefly's unique tail. At once the bulb began to flash on and off.

"Ouch!" Sparky yelped. He would have jumped if he had been able to.

"Don't hurt him!" Benita shouted. "Not now, anyway. What's wrong with you, you spaghetti-brain! We had him hooked up before."

"But you told us to unhook him," Tweeter pointed out hesitantly.

"Yeah," Woofer chimed in, nodding his ponderous head. "Unhook him."

"Never mind, never mind," Benita dismissed their excuses. She shook a bony finger near Sparky's nose. "See what I mean now?"

Sparky glanced ruefully over his shoulder at his feebly blinking tail. He'd never really given it much thought: it was just a part of him. "I guess...well, if you want me to blink my light, I'll do it," he said. "I guess."

"You bet yer purple bow tie you'll do it," the Witch snapped.

"Only, can I ask something?" Sparky ventured timidly.

"Yeah, yeah, ask."

"Why?"

"Whaddya mean?"

"Why do you want me to blink my bulb?"

Benita started to snap a reply but clamped her lips together instead. Then she gestured beyond the firefly. "See that?" she said. "Go ahead, take a look."

Sparky turned as best he could. Behind him was a vast screen made of intricately meshed tubing. In its center was a hole, and he realized that it was just about big enough to accommodate a good-sized firefly. Him. So that was where he had been when he woke up...

"Benita's Big Beautiful Mind-Bending Light Show!" the Witch announced proudly. "These days it's the total effect that grabs 'em. With my gorgeous voice, my relevant songs and this - I'll be the biggest rock star since the Beatles!"

Sparky gulped, still confused. "But what does all this have to do with me?"

Benita blinked rapidly. For a moment she was so caught up in her dream of stardom that she had forgotten all about the firefly. "You?" she asked. "Oh yeah, you. Why, sweetie, you're the key to the whole thing. Right in the middle, that's where you...uh-h...perform. Using your special talent to make Benita's Light Show the greatest thing since 3-D movies!"

"You mean I...?" He didn't have to go any further, because he remembered how it had been when he recovered consciousness, jammed in among the maze of tubing with the lights and the music throbbing all around him. And his...his tail sticking out there, blinking...

"Listen, kid," Benita said impatiently, "string along with me and we'll all hit the big time together." She patted him on the shoulder, smiled briefly and straightened up. "Otherwise, I'll have to zap you again. All right, you guys," the Witch said to Woofer and Tweeter, "stick him back in place and wire him up again. And this time get it right."

"No, wait!" Sparky cried. "I don't want to be in the big time! Get yourself another firefly..."

"The gag again," Benita said matter-of-factly, and Tweeter jammed the cloth back into Sparky's mouth.

The firefly kicked and struggled so fiercely that it was all the two flunkies could do to hold him. They tried to lift him into place, but he kept slipping from their grasp. One of his bound legs came free, and his flailing foot cracked against Benita's bony shin.

"Yow-w!" the Witch shrieked, grasping her leg in one hand and hopping around in awkward circles. "Funky! Come down here and zap this little insect!"

"Gladly, mein leader!" the rat responded. He rose from his seat in the control booth and picked up the Stereo Zapper, a weapon that used ultra-high frequency sound waves to stun its victims - permanently, if the user wasn't careful. Funky was careful, but only on Benita's orders; when it came to zapping people, he longed to be just a little careless. He stepped toward the door, opened it and started down into the main room when suddenly an excited voice began to jabber.

"Warning! Warning! Somebody's coming! A lot of somebody's!"

Benita looked over at the Sound Radar in annoyance. "Must be those lousy Bugaloos," she

muttered. "Come to help their friend, have they? We'll fix 'em..."

"Dozens of somebody's!" the Sound Radar went on.

"Dozens?" Benita asked. "That doesn't sound like the Bugaloos. There are only four of 'em."

"All around the place! Trying to break in!" The warning system sounded as frightened as Sparky had been a moment ago.

"What the hey!" Benita yelled with exasperation. "Just give us the word; you don't have to ham it up! Woofer, Tweeter, get your Zappers. Nobody's gonna mess with Benita just when I'm on the verge of my big breakthrough."

The Witch stood in the center of the room as her flunkies scampered around excitedly, chattering worriedly to themselves. Benita stiffened and cocked her head, listening.

"Shut up!" she roared, and her own voice sent echoes bouncing back and forth in the room. When the sound subsided, she could hear the other noises clearly, from outside the Jukebox Penthouse there came a clamor of voices, muffled but evidently close by.

"...Benita Bizarre!" was repeated more or less distinctly by a dozen different voices. "...all washed up! ...take over...our rights...we've had enough...no more repression...!" The fragments of cries filtered through the thick walls of the Jukebox Penthouse in a rising crescendo until the Witch and her flunkies could no longer make out the words. Funky looked at Benita while Woofer and Tweeter cowered in a far corner.

"Let's go out and zap 'em all, Boss," the rat suggested eagerly.

"Wait a minute. Let's find out who they are first." She stalked toward the Sound Radar, but the instrument's screen was whirling and blinking crazily. All it could do was repeat "Everywhere! Everywhere! Lots and lots!"

Benita kicked the Radar control panel in disgust, then nibbled at a fingernail as she pondered what to do next.

In front of the Light Show panel, Sparky lay on the floor momentarily forgotten. He continued to struggle furiously and soon felt his bonds loosen; his other leg came free, and a few seconds later he could move his arms. He looked at his captors cautiously, saw they weren't concerned about him, and suddenly leaped to his feet.

"Hey! The firefly!" Tweeter yelled.

"Yeah! The firefly!" Woofer echoed.

Benita snapped her head around to see Sparky trying to make himself invisible against the background of the light panel. "Get him!" she barked.

Funky and the other two ran toward the firefly, and in their haste, they collided with each other without touching their quarry. Sparky darted first to one side, then the other, uncertain where to go, as the flunkies sprawled in a daze near the spot where he had been.

"You blunder brains!" Benita shrieked. "Zap him! Get him outa the way! We got bigger problems than him!"

Funky scrambled to his feet, started to aim his zapper, and was knocked down again by Woofer. They both fell on top of Tweeter, and all three became hopelessly entangled.

Sparky paused, then looked over to see Benita charging toward him. Just as she reached him, he wrapped his hands around his head and ducked. The Witch skidded on the tile floor, tripped over the firefly and crashed into the light panel; her head jammed in the slot where Sparky was to have "starred."

The firefly didn't hesitate; he sprinted across the room, bounced off the edge of the giant turntable, knocked a few records out of their slots, and dove for the Coin Return Slot. Down the chute he slid until he popped out, headfirst, on the ground outside the Jukebox Penthouse.

Sparky saw that it was dark, and he could see dimly a shifting, surging mass of shapes near the

front of the Penthouse. Some torches flickered, revealing upraised fists and crudely lettered signs.

The firefly didn't wait to satisfy his curiosity about the mob, but hurried away in the other direction. All he wanted to do was get back to the safety of Tranquility Forest. He didn't relish the idea of walking through the woods in the dark, but nothing could be more frightening than whatever it was that was going on in Rock City. In fact, Sparky was so anxious to reach the safety of the Bugaloos' clearing that he swallowed his fear of heights and actually flew all the way home - but not very high.

## Chapter Two

Despite Sparky's constant fears, Tranquility Forest was one of the least frightening places in the world, even at night. In normal times, that is, and everything certainly appeared normal on this particular evening. So far.

Soft light from a benign moon bathed the Bugaloos' clearing, augmented by the glow of Fluorescent Flashlights placed in their special holders around the open spot. On the bandstand, the winged teenagers were working out some changes on a new song. They were having problems, but that was nothing new; trying to capture the sound of the Vile Vibes was proving to be an impossible task.

Harmony played a gentle but emphatic discord on his electric organ and turned away from the keyboard. "That's it, mates," he announced with a sigh of resignation, rubbing the brown skin of his face with his hands.

Joy, who stood near the front of the platform, nodded regretful agreement and stopped her graceful dancing movements.

"We can't give up now," Courage protested from behind his drums. He kept beating out a persistent rhythm for a moment, but he knew he was being outvoted when he saw I.Q. put down his guitar.

"Harmony's right," the tall blond Bugaloo said matter-of-factly, placing his instrument against a peppermint tree. "We're no more likely to come up with a sound like the Vibes than they could have learned to make music like ours."

Harmony stood up and stretched, yawning. "The trouble is we're trying to duplicate that sound exactly, and there's no way we're going to do that."

"Harmony's right," Joy agreed.

"Too bad they disappeared all of a sudden," I.Q. remarked.

"I wonder where they went," Joy said. The trace of sadness in her voice made I.Q. smile indulgently.

"Still feeling sorry for those terrible creatures, aren't you?" he said with a shake of his head. "There they were, about to destroy Tranquility Forest, and all you were concerned about was their feelings because they were so ugly."

"Horrible looking," Courage said.

"I know," Joy admitted. "But they can't help that. Anyway, we helped find a home for them, and that's all they really wanted."

"And now they've disappeared," Harmony pointed out. "That's gratitude for you."

I.Q. laughed. "At least we haven't seen any sign of them for some time." He pointed to the ground beneath his feet. "How do we know they aren't still down there? Plotting some new scheme?"

Joy shuddered, her brown hair fluttering around her shoulders. "Don't! What a frightening

thought..." She paused, looking around as though a thought had just struck her. "Speaking of fright, where do you suppose Sparky has got to?"

"That's right," Courage said. "It's way past dark; he should have been here hours ago."

"Probably hiding somewhere, scared by his own shadow," I.Q. suggested.

"And, with that taillight of his, he can make some pretty weird shadows all right," Harmony remarked.

"Wait a minute, lads," Courage said, a muscular arm lifted for silence and a worried look on his normally cheerful face. "Joy's right; the little fellow wouldn't be out this late on his own."

Joy put a hand to her open mouth. "Oh! Suppose he's been hurt; he may be lying out there somewhere all alone..."

"Now what would hurt him in Tranquility Forest?" Courage tried to soothe the girl.

"Well, he might...maybe he was trying to fly too high. You know how he's always so ashamed of not being able to play up in the sky with us."

"He could if he wanted to," I.Q. pointed out mildly.

"But he does want to," Joy insisted.

"No matter; that's neither here nor there," Courage put in. "Perhaps we'd better go look for him. It's not like Sparky to be away from the clearing at night."

"No, it's not," I.Q. agreed reluctantly. "Let's each of us take a light, then; it's no good flying around in the Forest at night, even with the moon shining." He went to the edge of the clearing and took a fluorescent flashlight from its holder. In his hand the sun-absorbent stone glowed eerily but since it gave off no heat, he could hold it without discomfort.

The others also took lights and gathered in the center of the clearing to decide where to start their search. I.Q. started to speak when a sudden crashing and thrashing in the brush interrupted.

"What's that?" Courage challenged.

Something that sounded like a squeak came from the far edge of the clearing.

"Sounds like an animal of some sort," Harmony observed.

"No such thing!" an indignant voice rang out. "I'm a firefly!"

"Sparky!" Joy cried. With a small leap and a flutter of her gauzy wings, she flew across the clearing to the fringe of trees. Peering into the darkness, she called, "Are you all right?"

"I'm all tangled up in something here," Sparky squeaked; his voice seemed to come from somewhere above the ground.

The others joined Joy with lights. I.Q. shone his upward and held it still on the spectacular purple suit that only a firefly would wear. "There he is."

The firefly's legs were kicking futilely from a tangle of vines that hung from a giant cypress tree. He was thoroughly enmeshed, and his struggles only made things worse.

"Hold still," Courage commanded, and he flew up to hover near Sparky's feet. "Just relax a minute, and we'll have you free."

Harmony joined him, and between them they managed to extricate the firefly and lower him gently to the ground. Sparky sat wiping his brow, breathing hard, and rolling his large, round eyes.

"Oh my, oh my," he gasped. "What an experience. What a terrible experience."

"If you could learn to fly back end to the dark, you wouldn't run into things," I.Q. pointed out, indicating the firefly's feebly winking taillight.

"But I can't see where I'm going when I fly backwards," Sparky wheezed.

"You can't the other way, either," I.Q. said.

"Anyway," Sparky went on, "my light isn't working very well. Not after what happened."

"What happened?" Joy demanded. "We were terribly worried about you."

"Yes, we were all about to go looking for you," Courage said.

Sparky got to his hands and knees and slowly rose to his feet. His stubby legs were shaking, and he clutched at Joy's hand for support. "What happened? What happened! Oh boy, what happened! If you only knew!"

"We'll all know, if you'll only tell us," Harmony said.

"I'm trying to," Sparky squeaked. "Don't confuse me."

"Let's all go back into the clearing," Joy suggested. "We don't have to stand out here."

Sparky made it, but not without difficulty, staggering to the platform and plunking down in front of the lily pad where Joy slept. The Bugaloos all sat in a circle around him, waiting for the firefly to tell his tale.

He took several long, dramatic breaths, looked around at the eagerly waiting faces and leaned back. "Well," he said expansively, "first of all, there was this gorgeous little blonde. Well, not so little. And not really gorgeous when you get right down to it. In fact, she..."

"Come on, Sparky," Harmony interrupted impatiently. "Get on with your ten-foot dory."

"What?" Sparky asked. He had never been able to decipher Harmony's cockney rhymes.

"Your story, mate," Courage prompted the firefly.

"Oh sure, sure. My story. That's what I was telling you, wasn't I? And what a story it is!"

Sparky was visibly swollen with pride at the attention he was getting. The four Bugaloos looked at each other and rolled their eyes in resignation.

"Uh-h, Sparky," I.Q. said, "you just talk. We'll listen."

The firefly cleared his throat several times, crossed his legs, tugged at his purple bow tie, and folded his hands serenely in his lap.

"In fact," he intoned solemnly, "the so-called gorgeous blonde was Benita Bizarre herself!"

He looked at his audience with a smile that was perilously close to a smirk, but the Bugaloos didn't seem impressed. Or surprised. Sparky continued hastily.

"She was trying to...to...lure me. But I wasn't fooled, not me! Only that rat Funky, he was there, too, and he zapped me. You know, the Zapper?"

The Bugaloos nodded. They knew about the Zapper all right.

"Sure, of course you do. Anyway, the next thing I knew I was a prisoner in Benita's Jukebox Penthouse..."

Courage jumped up. "Hold on, now. You were captive by Benita?"

"Didn't I just say so?"

"But what did she want with you?"

"I'm trying to tell you!" the firefly exclaimed.

"All right," Courage said, sitting down again.

Before Sparky could open his mouth, however, I.Q. interrupted. "That's odd," he mused.

"What's odd?" Joy asked.

I.Q. glanced over at the Grapevine-Bluebell Flower. "If Sparky - or any of us, for that matter - were in trouble, we should have gotten the word."

The other Bugaloos looked at the remarkable group of plants. The noisy grapes, with their human faces, were silent and apparently asleep. The giant flower's bell-like petals swayed gently in the evening breeze, its round face gazing complacently across the clearing. Courage stood up and approached it.

"What about it?" he demanded. "If Sparky was in trouble, you should have told us."

The Bluebell Flower fluttered its eyelashes and came as close as a plant can to shrugging. "I didn't hear anything. Talk to the grapes."

But the grapes remained silent, totally unresponsive.

Puzzled, Courage turned back to the others. Sparky ran over to the plants.

"Tell them about Benita. And the light show and the attack. Yeah, the attack!"

"What attack?" Joy asked.

"The...well, the demonstrators, I guess," the firefly more or less explained.

"Demonstrators?" I.Q. repeated, lifting a skeptical eyebrow.

"That's right," Sparky said excitedly. "Big people, with torches! And signs! And noise! And...and...well, they were scary!"

"Who were they?" I.Q. asked.

"Why they were...they were..." He looked at the dormant grapes. "They should know. The grapevine goes everywhere, doesn't it?"

But the grapes said nothing.

"That's very strange," I.Q. murmured.

"Not at all," the Bluebell Flower said smugly. "You know how that silly little firefly tends to exaggerate. If anything really happened, we'd be the first to know."

Joy was angry. "Are you calling Sparky a liar?" she demanded.

The Bluebell Flower folded its petals complacently. "I only know what I hear - and I haven't heard anything on the Grapevine."

"But they..." Joy started to protest, before Harmony shushed her.

"Hold on!" he hissed.

The others looked at him. His eyes were fixed on a spot at the edge of the clearing.

"What is it?" Courage asked, moving up beside Harmony.

"Something..."

"SomeBODY!" a voice rang out from the darkness.

Courage stepped forward. "Who are you?"

A low, deep chuckle rolled out of the woods and across the clearing. "I'm the cat who cut the Grapevine," the voice said.

"You did what?" Courage asked unbelievably.

"You heard me, man," the voice answered calmly. "Communications. That's the name of the game. You dig?"

The Bugaloos and Sparky looked in puzzlement at each other, and instinctively they all moved closer together.

"What are you talking about?" I.Q. shouted.

"Revolution, baby; that's what I'm talking about. And you cats are going to do your bit. Dig?"

And with those words, there was a stirring in the shadows among the trees. A shape appeared, then another, until the far side of the clearing was filled with them, and they moved quietly but inexorably toward the Bugaloos.

"Good grief!" Sparky cried, pointing a shaky finger at the intruders. "They're round!"

### Chapter Three

"You betcha we're round, man," the confident voice responded to Sparky's cry. The speaker was a tall, bulky young man with a round face and alert, glittering eyes. He stood a few paces from the Bugaloos and ran a hand through his tangle of curly brown hair, a knee jerking restlessly in skintight suede jeans. With a twitch of his shoulders, he slouched toward the little group. "The name's Rogon," he said flatly. He wasn't introducing himself, but rather proclaiming his presence.

Courage wasn't impressed. "Why did you cut the Grapevine?" he demanded.

Rogon smiled. No...smirked. "Cool it, man. If you're gonna play, you have to pay. What's a grapevine, if it stands in the way of the People's Movement?"

"What People's Movement? What are you talking about?"

Rogon jammed a hand into his hip pocket and rocked back on booted heels. He looked back at the silent group of youths arrayed behind him and arched his eyebrows, then returned his attention to the Bugaloos. "Didn't your little turned-on buddy tell you?" He nodded toward Sparky. "The tail-light-that-walks-like-a-bug caught a piece of our action tonight. Didn't you, Sparky?"

The firefly shrank back from the menacing stranger. "You mean...you were the ones outside of Benita's place?" he asked faintly.

"Who else?" Rogon said.

Sparky turned to the Bugaloos. "I was about to tell you about the demonstrators...remember?"

"Sure, sure," Rogon cut in. "Like, you owe us something. Right?"

Sparky didn't have an immediate answer to that. His mouth worked and his arms waved, but he couldn't make up his mind what to say. I.Q. spoke instead.

"Now look, Rogon. You and your friends are welcome in Tranquility Forest. Anyone's welcome, for that matter. But his business of cutting the Grapevine won't do, you know. What are you people up to?" He took a step toward the youth and looked at him curiously. "And where do you come from? It can't be Rock City; everyone there is flat."

"Yeah," Rogon said in a surprisingly bitter voice. "That's the way it used to be, man. Flat People. Flat People and Benita Bizarre. Until we came along."

"I don't quite get you," I.Q. said, frowning.

Rogon gestured vaguely. "Hey look, man. We've come a long way tonight. How's about we rest the bones if you want to rap? Okay?" Without waiting for a reply, he flung himself down on the velvet turf that carpeted the clearing. His followers - perhaps a couple of dozen of them, all dressed like their leader and, with shaggy hair of varying lengths, a few beards and mustaches - arranged themselves in a wide circle around Rogon and the Bugaloos. Some sat cross-legged, while others knelt or remained standing. All of them looked alert, their eyes shifting from their leader to the Bugaloos, and it was clear that anyone who tried to leave that circle would meet with determined resistance.

Courage clenched his fists and glared defiantly at the sprawling Rogon, who ignored him. I.Q. put a calming hand on Courage's shoulder. "Easy does it," he murmured. "Let's find out what this is all about."

"Yeah, man," Rogon said lazily. He plucked a blade of grass and chewed idly on the end of it. "We're all on the same side, you know."

"What side is that?" I.Q. asked.

"Like..." Rogon gestured vaguely. "I mean, we're against Benita Bizarre and everything she stands for."

The Bugaloos couldn't deny that, but none was anxious to join forces with this stranger. "Exactly what is it that you're doing?" I.Q. asked.

Rogon smiled, totally sure of himself. "Why, we're gonna take over Rock City, man. What else?"

"Uh-h...where is it that you come from?" Harmony wanted to know.

"Rock City, naturally."

"But you're not Flat People," Joy pointed out.

"Only a little bit," Rogon said. He snapped his fingers. "Monk. Show 'em."

One of the teenagers in the circle stood up, a look of supreme indifference on his hairy face. His beady eyes were fixed on Rogon, who made a whirling motion with his hand. "Go on, man."

Obediently, Monk turned sideways - and where he had been broad and muscular while facing the Bugaloos, he was now no thicker than a slender twig.

Rogon chuckled. "Monk is like...you know...what they call the missing link."

I.Q. raised an eyebrow and smiled slightly - a sure sign that he was puzzled and curious. "You say you're from Rock City, but you're not Flat People?"

"That's it, man," Rogon said. "I mean, we're round, mostly, not like the old folks. They've copped out, you know what I mean? Well, we're not goin' that route, baby; we're not letting that Witch steamroller us!"

I.Q. ignored the youth's boastful tones as he probed for more information. "Now, as I see it," he said carefully, "you're trying to say that you're what might be called the younger generation of Rock City? That your parents are Flat People?"

Rogon spat a blade of grass on the ground. "I'm not tryin' to say it; I said it. Yeah, our folks are Flat People all right. Benita made 'em that way. But she didn't figure on us; we're the new...no, the Now, generation of Rock City, and we're gonna show that Witch what power really is."

I.Q. nodded as though satisfied.

"That still doesn't explain why you cut the Grapevine," Joy put in indignantly.

Rogon sighed and shook his head. "Look, babe, don't you dig it yet? We're making a revolution; tonight was the beginning, when we let Benita know what's gonna happen. Naturally, her reaction's gonna be repression. Down with the Round Rebs!" He laughed and turned over on his back, gazing up at the moon above the treetops.

"What makes you so sure that's how Benita will react?" Harmony asked skeptically.

"Because in Rock City, man, Benita's the Establishment. And when the Establishment comes up against something it doesn't dig, POW!" He slammed a hand against the turf. "Put it down; that's what they do. If they can find us," he added.

"You're planning to hide?" I.Q. said.

"Well...not exactly. Just lie low for a while till we see how Benita takes it. You dig?"

"And I gather you plan to lay low here."

Rogon glanced sharply at I.Q. "You got some objection?"

"Well..."

The Reb leader rolled over and got to his knees. "Hey look, man, we figured you'd want to join up with us. Like, we're all in the same boat, with Benita trying to keep us down and all. Now you Bugaloos know Tranquility Forest like the back of your hands, right? You hide us, keep Benita and her finks from finding us, and then when we're ready we'll all go into Rock City and take over." He aimed a winning smile at the skeptical faces before him.

Courage shook his head dubiously. "If you wanted us to be on your side, you didn't get off to a very good start."

"How's that?" Rogon asked mildly.

"Cutting the Grapevine. We don't care for people who destroy things in the Forest."

Rogon shrugged. "You got to break some things down before you can start building, you know. I didn't want you cats to get wind of what was happening before I got here to tell you myself. Dig?"

Courage nodded glumly, but Joy wasn't satisfied. "That's all very well for you to say, but it doesn't help the Grapevine," she said indignantly.

Rogon looked at the girl with disgust. "Look, honey, it's only a plant. It'll grow back sooner or later. Okay?" He snorted and turned away with an elaborate show of exasperation.

The Bugaloos looked at each other; then I.Q. stepped forward. "Rogon," he said, "we're more or less in agreement with your...cause...but I'm afraid we'll have to know a bit more before we can agree to go along with you."

Courage regarded I.Q. with astonishment. His instincts told him that these unruly teenagers had nothing in common with the Bugaloos at all.

Rogon frowned and started to snap out a retort, but apparently thought better of it. "So, what do you want to know?" he asked blandly, forcing a smile.

"Well, first of all, how is it that we've never heard about you? As far as we knew there was no one in Rock City except Flat People - other than Benita, of course. And Peter Platter."

"Yeah, well that's a good question." Rogon sat down abruptly, legs tucked under him, like a storyteller surrounded by his ardent listeners. "We're like, I guess you'd say, freaks. When we were born, see, our folks were scared of what people might think. You know how it is. So, they sent us, all of us who were even a little bit round instead of flat, they sent us away. Only when we grew up, we realized what had been done to us, dig? And what had been done to our parents to make 'em knuckle under that way. So, we came back, man, and we're gonna throw the oppressors out of Rock City - even if we have to tear it down to do it."

"Hm-m," I.Q. said, not visibly impressed by Rogon's words. "Then all you want from us is help in hiding you from Benita for a few days?"

Rogon grinned lopsidedly. "That's it for openers."

"There's something more?"

"Well-I-I..." the Rebel leader drawled and winked at his circle of followers. "Like, maybe we could use some food. A pad..." He paused, looking around the clearing with what could only be described as a proprietary air. "Something like this, you know?"

I.Q. remained unruffled. "Benita knows this clearing quite well, you know," he pointed out.

"Sure, sure..."

"And since you cut the Grapevine, we've no way of being warned if she comes here," Courage put in hotly.

Rogon dismissed the Bugaloo's point with a wave of his hand. "Yeah, well, there are other ways. You know?"

"What are those?" I.Q. asked.

The Rebel grinned. "You cats. You fly, don't you?" He looked pointedly at the gauzy wings sprouting from the shoulder blades of each Bugaloo.

"Of course we do," Courage said. "What's that got to do with it?"

Rogon's smile this time was anything but winning. "So, you cats will stand guard duty for us. Or maybe I should say fly guard duty?" He looked around at his circle of followers, who guffawed approvingly.

"That's asking a bit much," I.Q. began, but Courage interrupted.

"We'll do no such thing," he declared, stalking toward the Rebel leader. "We may be just as much against Benita Bizarre as you are, but that doesn't mean we have to put up with your bullying."

Rogon, who towered over the Bugaloo, regarded him for a moment with hooded eyes. Then he grinned. "I always heard you cats were pretty cool. Played cool music, cooled the Witch whenever she tried to move in on one of you. Everything I've heard about you cats was cool..."

"And we're not cats!" Joy burst out. "We're Bugaloos."

"Yeah!" Sparky echoed, his taillight blinking furiously.

"Sure, sure. But before you cats - I mean bugs - blow your cool, you better listen good for a minute. Monk!"

Once more the ape-like Reb stood up, waiting for his leader's order.

"Now you bugs saw how Monk there is almost flat, right? Yeah, you did. So dig this; that little performance we put on in front of Benita's pad tonight was more than a demonstration. Like, we were what they call creating a diversion. And while that upright Witch and her flunkies were all shook up over the signs and the yelling down below, Monk here turned himself sideways and snuck past that peacock Benita has guarding her door. You want to know why?"

No one replied, they didn't have to. Rogon went on with a smug smile.

"When you make a revolution, baby, you need more than signs and slogans, right? Right. So, Monk here, he slipped inside the Jukebox Penthouse and got what we needed. Show 'em."

At the command, Monk reached down behind him and held up an object that made Joy gasp and Sparky cringe.

"Uh-huh," Rogon said. "We've got one of Benita's Stereo Zappers. Sometimes you have to meet force with force, you know? Naturally, we got it to use on the Witch and her flunkies, but as long as we have it..."

"You can't threaten us!" Courage cried.

"You want to bet, man?" Rogon said calmly. "Monk," he added softly, "if they try to mess with us, the chick gets it first."

There was a long, tense silence in the clearing, and I.Q. found himself hoping for the first time that Benita Bizarre was up to her usual tricks. There was one thing that Rogon seemed to have overlooked, and it could be the Bugaloos' best hope now.

#### Chapter Four

Benita Bizarre paced agitatedly back and forth in her Jukebox Penthouse. At her heels, Funky goose-stepped in step with her. From the Sound Radar came a low mutter of voices; the Witch had heard everything said in the Bugaloos' clearing, of course, and now she was pondering what to do.

She turned abruptly and collided with Funky. He tried to scuttle around behind her but became entangled in her snakelike boa. Benita yanked it away angrily, almost knocking the rat to the floor. "Don't crowd me!" she snapped, then glared across the vast room at Woofer and Tweeter. "You mush-heads! What do you mean letting them swipe a Zapper?"

"But Boss," Tweeter protested feebly, "you told us to watch those people down in the street, not up here."

"No, not up here," Woofer chimed in.

"Who ever heard of a thing like that?" Benita muttered to herself, apparently forgetting her flunkies for the moment. "A Flat Person sneaking in here! Who'd a thunk it!"

"Yeah, thunk it," Woofer echoed automatically.

"Ah-h, shut up."

"Mein leader," Funky said hesitantly.

"And what's your problem?" the Witch asked with a sneer.

"Vy don't ve go und get it back? They haff only vun Zapper und ve have three. Superior firepower! Ve'll swoop down und blitzkrieg them!" The rat's arm shot up in a gesture of supreme triumph, and his eyes glittered with anticipation.

The idea obviously appealed to Benita, but after thinking it over she shook her head. "Huh-uh. Too many of 'em. And the way you three stumblebums operate, they'd probably get the rest of the Zappers away from you. Nah, let 'em keep the one they've got; it's last year's model anyway."

"But vat shall ve do, glorious leader?"

Benita tapped her pointed chin with a bony finger, then strode quickly to the Sound Radar and turned up the volume. "Quiet!" she shouted.

"...and you three guys go out and cut down a bunch of saplings. They'll make nice beds, if the bugs here will show us how it's done." Rogon was more or less enthroned on the bandstand, seated behind Courage's drums and gesturing with a wire brush as he directed his followers at their various tasks. Monk stood nearby, the Zapper aimed at Joy, while the rest of the Bugaloos looked on in helpless anger. On the ground lay Sparky, stunned by the Zapper when he had tried to attack Rogon.

"Please, Mister Rogon," Joy pleaded. "You can't cut down trees; we don't do that in Tranquility Forest."

"Sorry about that, honey, but what's a few trees? My guys can't sleep on the ground, you know, and it'd be a little crowded in your lily-pad pad." He laughed softly. "Hey! Lazee! Haven't you got that fire going yet?"

An exceptionally fat boy, shaped more or less like a medicine ball, was striking matches and applying them to a pyramid of logs with no sign of success. He looked at the Reb leader and shrugged helplessly. Rogon turned to I.Q.

"Show him how to do it; I can't wait all night."

"Fires aren't allowed here," I.Q. said calmly.

"Maybe you Bugaloos don't like fires, but I need one." Rogon shivered by way of illustration. "See? I'm cold."

I.Q. made no response, and Rogon didn't pursue the matter. "Now," he went on, "which one of you cats...bugs...wants to fly guard duty first? It doesn't make any difference to me," he added magnanimously.

"I'll go," Courage volunteered grudgingly.

Rogon looked at him narrowly, then shook his head. "Huh-uh; you're another hothead, like our unconscious friend there." He nodded toward Sparky. "Harmony. That's your name? You take the first watch."

Harmony hesitated, then shrugged. "It's all right with me," he said, "even if it does give me a fat Nelly Swain."

Rogon frowned. "What did you say?"

"Never mind. I'm off to do me duty...sir." He tacked on the last word with heavy irony that Rogon didn't appear to notice.

"Not so fast," the Reb leader said. "What you're gonna do is fly to the edge of Rock City and keep a sharp eye on the road. You see any sign of Benita or anybody else coming this way, you get back here, like fast, and do the Paul Revere bit. You dig?"

Harmony nodded. "I'm as anxious to keep Benita away from here as you are," he said.

"Good. I knew we'd all get along once we understood each other." Rogon turned to the others. "Am I gonna have to tie you up or something, or are you gonna cooperate?"

Courage clamped his lips tightly shut. I.Q. lifted an eyebrow. "There's no need to do anything like that." He glanced over at Joy and Monk. "You've rather persuaded us to go along with you."

Rogon made a show of being hurt. "Aw-w now, I.Q., is that any way to talk? I don't want to hurt anybody, you dig? As soon as you bugs give me your word that you're with us a hundred percent, Monk puts down the Zapper. Fair enough?"

I.Q. didn't reply. He managed to look as though he hadn't heard a word Rogon had said. The Rebel looked at his back for a moment, then shrugged and heaved himself out of his seat. He moved aimlessly around the bandstand, stepped down to the ground, and wandered over to the

huge live oak tree that grew at the edge of the clearing.

"What are these?" he asked, peering at the delicate white flowers that clung to the trunk.

"Those are orchids," Joy replied, a tremor in her voice as she saw Rogon reaching toward one of them. "Please..."

But the Reb leader was already plucking one of the delicate blossoms. He held it to his nose and sniffed. "So, this is how orchids grow, huh? I thought they made 'em in the back room of florist shops."

He chortled at his own witticism, then casually crumbled the fragile flower and tossed it aside. "Doesn't even smell like a flower. Nothing. Hey, Lazee! Get that fire going or I'll send you to bed without your supper!"

Benita slumped in her chair beside the Sound Radar, her chin cupped in her hand. "So, they want to throw me out of Rock City, do they?" she mumbled. "Me! The most beautiful Witch they ever had. With the greatest voice, the writer of the tenderest rock lyrics! What have I ever done to 'em? Huh? Huh?" She put her head down on the Radar panel and sobbed.

Funky reached out a paw and patted Benita awkwardly. "Don't cry, Boss," he said. "You've done lots of rotten things; they just don't appreciate you."

Benita nodded her head vigorously. "Yeah, I have, haven't I? Lots of rotten...WHAT!?" She jerked upright and swiveled around to glare at the rat. "What are you talking about, you...you...RAT!? Me do anything rotten? Me, beautiful Benita, who only wants to love her fellow man?" She batted her eyelashes and clasped her hands dramatically over her bosom. "All I've ever done is try to bring music to the world. Real music," she added with a snarl. "And they're gonna get it if I have to ram it down their throats!"

"Sure, Boss, sure," Funky agreed hastily, backing carefully out of reach. "But don't forget, ve haff a little problem in der Forest."

"What? Oh yeah, those kids. Round Rebs, huh; we'll see how far they get in Rock City. They love me here."

"Of course they do, gorgeous leader. Who wouldn't be grateful for being made flat. Rock City vas so crowded before you came to town, und now look at it; der Flat People hardly take up any room at all!"

"Yeah, that was nice of me, wasn't it? Anyway, I hate crowds. Unless they're pestering me for my autograph."

"Vell, you don't haff to vorry much about that!" Funky reassured her.

"Watch it, you fugitive from a cat-food factory. That kind of talk can get you a heavy hit in the head. Turn on the radio; I need some music to calm my nerves." She fanned herself impatiently with an end of her feather boa as the rat skittered over to flick the dial of the radio.

"...and this is your one and only groovy guide, Peter Platter, turnin' you on to the hippest discs from the wax factory. Hang on to yer Hush Puppies, kids, while I lay this one on ya. It's the Bloodhounds with their tailwaggin' hit, 'I'd Run Through a Swamp After you.'"

As the labored thump and twang of the music boomed through the Jukebox Penthouse, Benita got to her feet and resumed her pacing. Funky marched along at her side, keeping a prudent distance as the Witch whirled abruptly to change direction.

Suddenly she halted and snapped her fingers. That is, she tried to snap her fingers. Tried again and again, then gave up in disgust; her fingernails were so long that all she could produce was a feeble click. Funky ignored her frustration.

"You haff un inspiration!" he exclaimed. "I can tell!"

"Yeah, yeah," the Witch agreed distractedly. "I haff un...vait a minute. I mean wait ein min...never mind. Listen to dot...that song."

"...So, if you want to, just ignore me,  
But some day, lover, you'll adore me..."

Benita listened to the rest of the lyrics, bobbing her head in time to the music as best she could. When the record was over, she snapped off the radio and turned to Funky. "That's it, Funky baby," she exulted. "Now I know how we're gonna break up those Round Rebs."

Funky was clearly mystified. "I don't get it, Boss," he said dubiously.

"You don't have to. All you have to get me is...uh-oh." Benita's face suddenly fell as a thought struck her. "I can't do it. But I have to...I can't."

"Vat iss it, mein leader?" the rat asked fearfully.

"It means I have to do something I don't even want to think about." The Witch held the back of her hand against her forehead and gazed, stricken, toward the ceiling. Then she fixed her eyes on Funky. "I'm not gonna think about it. You do it."

"About vot, Boss?" the rat squeaked.

"About witchcraft, dummy!" Benita barked.

Funky shuddered. "O-o-o-h-h! Dot's a shcary thing to think about."

"Yeah, shcary...scary. So, you think about it."

The rat whined and cringed. "Boss. Glorious leader. Der iss nothink I wouldn't do for you, but..."

"But me no buts," the Witch interrupted. "You must remember the old formulas. A love potion, that's what I need. Yeah, a love potion. Go look it up in...in the Book."

Funky winced at the words. Even Benita swallowed hard as she forced the words out.

"I'm...I'm not certain vere it iss now," the rat said despairingly. "It's been so long since ve've used it..."

"Yeah, not since the last little project went wrong. I only meant to make the people here a little flat." Benita shuddered at the memory. The fact was that she knew less about witchcraft than any witch in the world, and besides, it frightened her. Some of the things she had accidentally conjured up in the past were just too horrible, even to a witch. But now it seemed the only way. "Go on!" she barked. "Get the Book and bring it back here - only don't come anywhere near me with it."

Funky was a supremely unhappy rat, which was no more than he deserved, but he obediently did as he was told. From its secret hiding place in the lower depths of the Jukebox Penthouse, he carefully extracted the dusty volume and carried it at arm's length back to Benita.

"Just put it over there," she commanded, shrinking away from the rat and his burden. "Now look up love potions."

Funky started leafing through the Book, stirring up choking clouds of dust as he turned the pages. Suddenly he sneezed thunderously, sending cobwebby fumes boiling toward the Witch. She began sneezing, too, and for a few moments the Jukebox Penthouse sounded like a hay fever sanitarium at the height of the goldenrod season. When their spasms subsided, Benita gestured to Funky to get on with it.

"Yah," he said at last. "Here it iss."

"Well, go ahead, read it to me." After her sneezing fit, the Witch was feeling less trepidatious about the prospect of practicing her craft. After all, love potions weren't so bad; it wasn't as risky as turning a prince into a frog or anything like that. She still remembered the time she'd used a little too much eye of newt and...but no, she wasn't going to dwell on past horrors.

"Into vun caldron place -" Funky began.

"Hold it, hold it!" Benita interrupted. "Where's my caldron? I haven't seen it around for a long time."

"I think...yah. Ve threw it away a long time ago; it was all caked up mit bat's toenails. Remember?"

"Yeah," Benita said glumly. "So, what are we...hey! Let me see that." She strode quickly across the room, then stopped just near enough to get a good look at the volume. "You nitwit," she snarled, cuffing the rat with a powerful backhand. "That's the old Book. Bring me the revised edition and hurry it up."

"Der...revised edition?"

"Sure. The one I got with my new subscription to Popular Witchcraft, remember? Now get it. Schnell!"

When Funky had fetched the proper tome, they began again. "Connect vun condenser to three 50-vatt preamps..." the rat droned, as Benita rummaged happily through her vast supply of electronic components. Even though modern witchcraft was just as risky as the old-fashioned kind, she reflected, it wasn't nearly as messy.

With Woofer and Tweeter assisting, the job took only twice as long as it would have without their help, but by dawn the new contraption was completed. The Witch stood back and eyed it with satisfaction - although still careful not to get too close to it. It looked something like a miniature Eiffel Tower with a lot of little hotdogs-on-a-toothpick stuck all over it. All Benita had to do was flick on the switch. She hoped.

Funky eyed the contraption dubiously. "You think it vill vork, Boss?"

"Of course. Unless you got the instructions wrong."

"Nein, nein. I vas very careful, believe me."

"You better've been." Benita's eyes glittered and she rubbed her hands together in anticipation. "Oh boy, oh boy oh boy, are they gonna get a surprise. I'll teach those Rebs to mess around with Benita - and the Bugaloos are gonna get some surprises, too!"

## Chapter Five

Joy's lily-pad pad was arranged so that the first rays of the morning sun shone in and woke her. She always enjoyed that first moment of consciousness because it meant the beginning of a new day, and as far as she was concerned every day was bound to be even better than the one before. This particular morning was just like every other one - until she remembered. At first she had the faint hope that it had all been a bad dream, but when she peeked outside and saw Monk lounging there with the Zapper in his hand, she knew it had all happened. This day didn't promise to be so glorious after all.

Courage was just flying off to take over the guard duty as Joy emerged from her lily-pad pad. In spite of her fears, she made herself as cheerful and bubbly as always. It was important to keep up appearances, especially in front of Sparky. Last night the little firefly had finally awakened, taken one look at the Zapper that had stunned him and collapsed in a blubbering heap at Joy's feet. She had soothed him and put him to bed in his palm-leaf hammock, watching over him until he slept before going to bed herself.

Now she looked over and was relieved to see the firefly still asleep - snoring loudly, in fact. Joy smiled to herself; that, at least, was normal. But that was the only thing unchanged in the Bugaloos' clearing.

Everywhere the girl looked, she saw crudely constructed beds of saplings and branches, with

Round Rebs sprawled on them in deep slumber. Nearby smoldered the remains of the fire that last night had filled the clearing with eye-watering smoke; a fitful breeze stirred bits of pieces of paper discarded casually by the Rebs, who had been making new signs to carry at the next demonstration. On the bandstand was a large and well-built bed in which Rogon was sleeping. A few Rebs could be seen moving around the perimeter of the clearing - guards, Joy concluded. Then she saw I.Q., who was quietly gathering up the Fluorescent Flashlights. She went over to him, followed silently but persistently by Monk.

"Good morning, I.Q.," the girl said cheerily.

"Good morning." I.Q. took another piece of glowing rock from its holder to add to the heap at his feet. He glanced skyward. "I really ought to take these up to get the sun as soon as possible, but our friend with the Zapper says none of us is to fly unless Rogon says so." He glanced at Monk, who looked away.

"Didn't I see Courage leaving just now?" Joy asked.

"Right. Rogon sent him on his way and went right back to sleep again."

"He rather seems to have made himself at home, hasn't he?" the girl said ruefully. She looked around at the shambles in the clearing and shook her head. "Dreadful."

I.Q. nodded his agreement. "Yes. It's a pity. It might have been a good idea to help them get rid of Benita, but this lot hasn't done much to make us want to work with them."

"I suppose, though, that they really don't know any better." Joy always tried to find something good in everyone.

"Perhaps not. Or they simply don't care."

"Still, they seem to be doing a good thing. Just think, after all this time, Rock City will be free again." Joy smiled, then looked sad again. "Funny. I'll rather miss old Benita."

I.Q. laughed softly. "Don't count on it, luv. These Rebs haven't beaten her yet; they've only begun."

"Oh, but I don't see how they can fail." Joy glanced over at Rogon and wrinkled her nose in distaste. "They may not be very nice, but they appear to know just what they're doing."

"I wouldn't bet on that, pet."

"Oh? Why not?"

"Our friend Rogon over there may know a lot about some things," I.Q. admitted, "but he's missed out on at least one thing that's pretty important."

"What's that?"

I.Q. looked upward and in the direction of Rock City. "He apparently never heard of Benita's Sound Radar. I'll wager a pound to a pumpkin the old Witch heard everything that was said here last night."

Joy looked stricken. "How awful."

"Not necessarily."

"Why do you say that?"

"Well, we're rather in the middle here, you know. These chaps mean to use us, but I doubt they really want us to join them. And right now I can't say I relish the prospect of their taking over Rock City."

Joy nodded solemnly. "I see. It is rather sticky then, isn't it?"

"I'm afraid so. We don't want to fight this lot because we more or less agree with what they're trying to do. On the other hand...well, in some ways I'd prefer Benita to them; at least we know what to expect from her."

"Right," Joy agreed. "She's low, rotten, sneaky, tricky, and dishonest. Everything a good witch should be."

I.Q. grinned. "And I'm afraid that may describe our friend Rogon over there, too. Only he's not a witch."

"He might as well be," the girl said.

"Bugaloo coming...Bugaloo coming..." The cry was echoed by several of the Rebs who were on guard, and I.Q. and Joy looked up to see Harmony skimming the treetops. He reached the clearing, flipped over on his back, and did a reverse chandelle to a landing.

"What's happened here?" he asked as he stared at the litter strewn around the clearing.

"The liberators," I.Q. said with heavy irony.

Harmony grimaced. "They're a fine lot of sniffles and snobs," he declared in disgust.

"Sniffles and snobs?" Joy repeated.

"Slobs, luv," Harmony explained.

"Hey now, Bugaloos, is that any way to talk about your new pals?" Rogon had approached silently as they talked, his hair tousled, shirttail partway out. When they turned to face him, he grinned and yawned in their faces.

"You've made a fine mess of our clearing," Harmony said matter-of-factly.

The Reb leader took his time with his yawn, and when he finished looked around casually. "Yeah, I guess you're right; it looks kinda sloppy. You can start cleaning up any time you're ready."

"Who? Us clean it up?" Harmony was indignant. "You made the mess; let your bunch clean it up."

Rogon was unruffled. "Cool it, man. You gotta remember we've got a lot to do, and my cats need their rest. So let's say you, I.Q., and the chick, you two start cleaning up the place. Harmony, you've been up all night, so..."

"I'll do my bit: you don't have to give me any special treatment."

"What I was gonna say, man, was all you have to do is bring in more firewood; we're all out. After that you can grab some sack time if you want."

Harmony started to protest but saw it was useless. Rogon had already turned his back and was strolling among his sleeping followers, nudging them with a sandaled foot as he passed.

"Come on, you cats," he cried. "Time to rise and shine. We got plans to make, signs to write."

"Hey, man," a sleepy voice complained, "it's still the middle of the night. What's the rush?"

Rogon paused to look down at a tall, skinny Reb dressed in fringed green suede, with long hair and a beard to match. "Asparagus," the leader said, "I want some new slogans from you before breakfast."

Asparagus sat up, rubbing his eyes. "How come the big hurry, Rogon? I thought we were gonna lay low here for a few days."

"I've been thinkin' it over. Plans are changed; we gotta hit fast and hard."

Others stirred around the leader as they took in his words. "What are we going to do?" one of the Rebs asked.

Rogon shot a quick glance at the Bugaloos. "We'll talk about that later. Let's get moving, cats. Come on! Everybody up!"

While the Rebs began to mill around the clearing and drift down to the nearby stream, Joy and I.Q. went quietly about their chores. Monk was never far away from the girl. She picked up scraps of paper, discarded bits of food, a crushed flower here and there. She was filled with great sadness at the wanton destruction, and she shot a dark glance at Rogon. For the first time in her life, she had an inkling of what it was to feel genuine dislike for someone.

Nearby, I.Q. saw the girl's expression and smiled faintly. Her feeling would last, he predicted to himself, for perhaps a minute and a half. Then Joy would find some redeeming quality in the Reb leader and decide he wasn't entirely hateful after all.

I.Q. was right in one respect: it was almost exactly 90 seconds later that the girl suddenly straightened up and gazed over at Rogon with a new expression. But what happened after that no one in the world could have predicted.

Joy stared at Rogon as though she had never laid eyes on him before. In the early morning sun, he seemed to be bathed in a halo of golden light. Like a god. A beautiful, benevolent, desirable god. A god she couldn't live without. Unheeded, the litter she had gathered dropped from her hands as she began to walk slowly toward the Reb leader. She began to move faster; it was taking an unbearably long time to reach him. Then she was running, and before the startled Rogon knew what was happening the girl's arms were around his neck and she was smothering him with kisses.

"Oh, Rogon, darling," Joy moaned. "I adore you!"

Funky jumped up and down in glee. "It's vorking, mein sneaky leader! It's vorking!" Benita lowered her eyes modestly. "Ah-h, it was nothing; I've done sneakier things." She tilted her head closer to the Sound Radar to take in every word that was said in the Bugaloos' clearing; this was too good to miss.

"Get this crazy chick offa me," Rogon complained. "What is this, anyway?"

Joy was seized by Monk and dragged away from the Reb leader, but she didn't seem to be aware of anything but the object of her sudden affection. As long as Monk held her back, she seemed content just to gaze fondly at Rogon. "My darling," she murmured, "if you want to, just ignore me, but some day, lover, you'll adore me."

Rogon rolled his eyes up and shrugged. "Take that nut out of here," he ordered Monk. "I got enough on my mind without having to fight off a chick with wings."

While Monk led Joy away, Harmony came into the clearing with an armful of wood. "What's going on?" he asked I.Q.

"No more predictions," the other Bugaloo declared.

"What's that you said?"

"Oh. What I meant was...I don't know. I've never seen Joy act like that before."

"Nor I. What do you suppose has got into her?"

"I don't know," I.Q. confessed. "But maybe...no."

"Go on; you have an idea?"

"Well..." I.Q. looked around carefully before he continued. "I wish she'd consulted me...us...first. My guess is that she's got some sort of scheme up her sleeve; I'd like to know what it is."

"Ho-ho, ho-ho, ho-ho," Funky chortled. "Dot vise guy isn't so schmart, is he, mein vitchie?"

"Huh-uh, Funky," Benita said complacently. "They don't know what I can do when I really put my mind to it."

"Yah, yah," the rat agreed enthusiastically. He approached the weird contraption, which was now glowing and pulsating in the middle of the room, and reached for the control knob.

"What are ya doing?" Benita demanded harshly.

The rat jerked his paw away as if he had touched an open flame. "I just...vanted to turn it up a little." He held up two fingers a fraction of an inch apart. "Just...a little, mein leader?"

"No! It's working fine now; don't mess with it."

Funky moved away reluctantly, casting longing glances at the Electronic Love Potion. Even Benita felt a faint twinge of sympathy for the rat; she could readily understand his constant yen to make bigger and better trouble whenever he had the chance.

"You gotta remember," she said, "that this gizmo is aimed just at Joy. If we don't use it exactly the way the book says, anything could happen. Why, that crumbly Rogon might even dig her back!"

"Would dot be bad?" Funky wanted to know. "Distraction, dat's vat ve vant, nein? Make dem forget everything else?"

"No, you nitwit. If Rogon dug that silly little girl Bugaloo back, they'd just work together that much harder. Against me! Benita! Don't you know anything about revolutions?"

Funky shook his head sadly. "Nein, mein leader. Putsches. ya. But revolutions..."

"Yeah, yeah. Just do what I tell you, then. With Joy mooning over Rogon, he's gonna be too distracted to think straight. And the Bugaloos, the rest of 'em, are gonna be out of their skulls trying to figure out what's with that goody-goody girl. Divide and conquer. Get it?"

"Aha! Ven do ve make our move, mein leader? Tomorrow at dawn? A thrust here!" He gestured with a rigid hand. "Ein feint there! Then ve crush them mit our armor in der center!" He punched the air in front of him, narrowly missing Benita's midriff. She whacked his fist with her handbag.

"Knock it off, von Clausewitz. All we have to do is sit tight."

Funky's face fell. "Ve don't move in for der kill?"

"Huh-uh. If everything works the way it should, all we have to do is sit tight and they'll do the job for us."

"How iss dot?"

"The way I figure it, the Rebs and the Bugaloos will be fighting each other before the day is over. If we're real lucky, we'll kill two birds with one stone."

## Chapter Six

The sun was almost directly overhead, and the Bugaloos' clearing was, for the moment, relatively tidy. Joy was seated in front of her lily-pad pad, her eyes fixed unwaveringly on Rogon. The Reb leader and a handful of his followers were deep in conversation on the bandstand, grouped around the drums. Every once in a while, Rogon would thump the bass drum to emphasize a point. Harmony and I.Q. were at the stream, washing the last of the dishes.

"What do you suppose they're up to now?" Harmony wondered.

"I haven't been able to hear a thing, but my guess is that they're planning something big for tonight."

"Impatient lot, aren't they?"

I.Q. shrugged. "It's all right with me. I just wish they'd get out of here and leave us alone."

Harmony looked at I.Q. with some surprise. "You mean you don't care what happens - as long as we're not involved?"

"No, it's not that way. I don't really know what to think, but right now it would be better for all of us if they went somewhere else." He nodded toward Joy. "I'm not very keen on what she's doing. Whatever it is."

"You've had no chance to talk to her?"

I.Q. shook his shaggy blonde head. "No. That Monk sticks to her like glue."

"Like flypaper," Harmony amended. "I started to speak to Joy not long ago, and I didn't even see him; he was turned sideways to me. Lucky for me he turned around before I could open my mouth."

"I take it you've seen no sign of Sparky."

"Not even a blink," Harmony said. "Where do you suppose he's got himself to?"

Sometime during the morning, the firefly had disappeared from the clearing; no one had so much as seen him wake up and leave his hammock. Rogon didn't seem concerned about Sparky, and for once even Joy didn't appear to be worried about him. Apparently she had room in her thoughts only for the Reb leader.

"Rogon? Darling?" The girl's clear tones carried across the clearing to the stream. "Take me with you. You must." She spoke matter-of-factly, not pleading but stating a fact. She stood up and stretched her arms toward the Reb leader, eyes whining with pure, melting devotion.

Rogon wasn't moved. "Hey, Monk," he growled. "Take the chick somewhere else, huh? She's gettin' to be a pain." He turned his back on Joy, but not without a little hitch and roll of his shoulders to show that he knew she just couldn't help herself - and who could blame her?

Monk took Joy's arm and guided her across the clearing toward the stream. Joy came willingly, but with quick little fond looks over her shoulder at the object of her sudden affection. I.Q. watched as the two approached and, when Monk stood a little aside, moved toward Joy.

"What is it, luv?" he asked, keeping his voice casual for the benefit of Joy's guard.

The girl smiled serenely. "Love, of course."

"No. I mean really," I.Q. insisted.

"I realize you can't understand it," Joy said, almost like an indulgent older sister. "You haven't lived and suffered the way he has."

I.Q. looked puzzled - and a trifle miffed. "I don't get you," he said stiffly.

"It's not your fault," Joy reassured him in a kindly voice. "After all, you - I, all of us - have been living in a never-never land; none of us knows what the real world is really like." She touched I.Q.'s shoulder lightly and looked beyond him at Rogon. "But he knows. He knows how to cope with the cruelties and dangers in life." She sighed. "Oh, I.Q., isn't he simply masterful!"

Rogon had stood up and was striding up and down on the bandstand, gesticulating forcefully as he spoke. They couldn't hear his words, but it was obvious that he was arguing a point - and winning it.

I.Q. clenched his teeth and lost his cool enough to twist away from Joy's hand on his shoulder. He regarded the girl thoughtfully for a moment, then shook his head in discouragement.

"Are you...uh-h...quite sure you mean all this?" he asked carefully.

The question didn't seem to surprise her. "Of course I do. Rogon is everything to me - the moon, the sun, the stars, the soft wind blowing through the swaying palms, the sea crashing on the shore..."

I.Q. began to feel a little ill, and he interrupted with a cruel comment. "It seems to be a bit one-sided, doesn't it?"

Joy shrugged. "He's frightfully preoccupied just now; I can understand that. But wait till he's thrown Benita out and taken over Rock City." The girl turned to face the Rebel leader across the clearing. "So, if you want to, just ignore me," she said softly, "but someday, lover, you'll adore me."

For a second, I.Q. thought he saw a look of confusion cross the girl's radiant face, as though she were surprised by her own words, but he couldn't be certain. He tried another tack.

"You...uh-h...don't seem to be worried about Sparky. You don't happen to know where he's gone, do you?"

"No," she replied dreamily. "Sparky? Oh yes, Sparky. He'll be fine. It's a lovely day, and what possible harm could come to anyone on such a day? The most splendid day of my entire life, because I am here with Rogon."

She seemed to be talking to herself, and I.Q. turned away in disgust. At the stream Harmony was finishing the last of the dishes.

"Well?" he asked.

"Well what?" I.Q. snapped.

"Well, what's Joy up to with that act she's pulling?"

"It's no act; at least I don't believe it is."

Harmony stood up, drying his hands on a large piece of moss. "Blimey! You mean it's the real thing? True love and all that rot?"

"Something like that," I.Q. said gloomily.

Harmony shook his head. "There's no accounting for what a girl might do, is there?"

"None at all," I.Q. agreed, tight-lipped. He kicked at a twig, missed and kicked again harder this time. He slipped and nearly fell over backward, but a hasty flutter of his wings saved him.

"No flyin'!" a voice barked. Monk had the Zapper aimed at I.Q., and he was clearly ready to use it.

"All right, all right," I.Q. said.

"Touchy, aren't they," Harmony muttered.

I.Q. didn't reply, because at that moment one of the guards ran in from the edge of the clearing. "Bugaloo coming!" he yelled.

Rogon shot a quick look at Harmony and I.Q., then up toward the treetops. Courage appeared, flying fast and dangerously as he slanted down among the trees to make a high-speed landing. He hit running and headed straight for the bandstand and the Reb leader.

"All right, Rogon," he said. "I've had about enough of this."

Rogon took a step backward but recovered quickly. He looked down at the smaller Bugaloo and curled his lip contemptuously. "You've had enough? What's the matter, little fella, you lonesome out there all by yourself?" He laughed and winked at the Rebs crowded around behind him.

"I've had enough of your lies and your bullying, that's what," Courage declared, his fists balled at his sides.

"Lies? Who tells lies?"

"You. I've been watching Rock City since sunup; I've even been close to Benita Bizarre's Jukebox Penthouse, and there's nothing going on at all there."

"What's that supposed to mean?" Rogon sneered, but there was a flicker of uncertainty in his eyes.

"It means your little story about shaking things up in Rock City was a lie. No one's after you; no one even knows about you. Why, I even saw Benita herself out in her garden, mulching her henbane patch. That's how worried she is about you!"

Rogon frowned and glanced at Asparagus. "You think we should have gone all the way last night?" he asked in a half-whisper.

The green-clad Reb cocked his head to one side in a thinking attitude, and after a long pause said, "I don't know."

"Never mind all that," Courage insisted. "I'm calling your bluff. What is it you people really want with us? Where do you come from? What are you trying to do?"

Rogon bristled and stepped toward the Bugaloo. His eyes flashed as he spoke. "I should squash you like the bug you are, Bugaloo. Rogon doesn't lie; I haven't told you anything but the truth."

"Oh yeah?" Courage taunted.

"Yeah...man." Rogon recovered at least a part of his composure. "I mean, like I wouldn't string you cats...bugs...along, you dig?" he said with an ingratiating smile. "I guess the thing is we just didn't make enough of an impression on the Witch last night." He turned to the others behind him. "See what I mean, you cats? I told you we have to do it my way."

Courage refused to be convinced. "I still say you're a liar and a bully," he challenged.

"I don't take that from anybody," Rogon growled. He reached for Courage, who darted nimbly aside, threw a jab at the Reb leader's midsection and flew backward a few feet to hover just off the platform.

Rogon made a grab for him, then thought better of it when he saw the Bugaloo was out of reach. "Monk! If he doesn't come down to the ground right away, zap the chick. And zap her good!"

Courage immediately landed just off the platform. "That's just the way a bully would act," he sneered. "You can't get at me, so you use Joy instead."

Rogon spread his hands wide. "So, what else can I do? You bugs can fly, and it's the only way I can hold you here."

"Well, you can't do it forever."

"I could zap you all and be done with it." Again, he gave Courage that oily smile. "Only I thought you wanted to come in with us."

"You've not convinced us we should do anything with you; we don't like bullies."

Rogon stepped down off the bandstand and advanced on Courage. "You keep calling me that, and I don't like it, man."

"I dare say," Courage snorted.

Rogon glared down at him for a long moment, then abruptly turned toward Monk. "Bring the girl over here. And give me the Zapper."

Monk obeyed. As Joy neared the Reb leader, her eyes lit up and she lifted her arms; only Rogon's preemptory gesture kept her from embracing him. "All right, all right, just stay where you are." He turned to Courage. "Okay, Bugaloo, just to show you we're not bullies, I'm gonna give you a chance."

"What kind of chance?" Courage asked dubiously.

"A chance to make us leave here. If you can." Rogon was pointedly eyeing the Bugaloo's muscular arms. "You look like you might be able to handle yourself in a rumble, right?"

"I don't fight. Not unless I'm forced to."

"But you'd fight...say, to save the chick here?"

"If that were the only way. But what's that got to do with what you said?"

"Oh, it was just an example. The point is, you're ready to fight for something that means a lot to you."

"I...I suppose so."

"So, here's what we do." Rogon was smiling easily now. "We stage a little bout, a fair fight, and if you win we go away and don't bother you anymore. That sound okay with you?"

"And if I don't?"

Rogon shrugged. "We've already got you, man. You and the chick and your pals. And I've got to say after the way you came at me just now that there's no chance we'll let you go even after we take over Rock City. Benita's bad enough; I don't need another bunch of hostiles out here."

"They why offer us a chance at all?" Courage asked bitterly. "You've got us where you want us."

"Why, just to show our good faith, man. To prove we're not such bad guys after all." He winked at the grinning Monk.

Courage was far from convinced, but he said nothing.

"So what you're gonna do, Bugaloo, is have a little tussle. For your freedom, you might say. That worth fighting for?"

I.Q. and Harmony had approached the little group at the bandstand, and now the blonde Bugaloo stepped forward. "You can't force him to do this," I.Q. said. "Fighting isn't allowed in Tranquility Forest."

Rogon looked at him expressionlessly, then shrugged. "Okay, man. Have it your way."

"This is one time we have to break the rule," Courage said hotly. He glared at the Reb leader. "I'd rather enjoy it," he added with a savage little grin.

Rogon almost beamed. "Okay, then. It's settled. One little thing, though."

"Yes?" Courage said eagerly.

"No flying. That gives you an unfair advantage."

Courage thought that over for a moment, then agreed. "You're right, of course." He tried not to show his apprehension as he eyed the big Round Reb, who was at least twice the size of the Bugaloo.

"And just to prove I want everything to be fair, I'm not gonna be the cat you fight. I'd break you in two with one hand, Bugaloo," he added contemptuously.

Courage started to argue but held back the words; the Reb was probably right.

Rogon gestured toward Monk. "Here's your man. You put Monk down and keep him there, and we'll walk out of here and leave you alone. Okay?"

Courage nodded, his eyes narrowed as he regarded the almost-flat Reb. He wasn't much taller than Courage, but there was power in his long, hairy arms and bowed legs. He was grinning at the Bugaloo with undisguised anticipation.

Rogon lifted a hand, then dropped it quickly. "Like, go at it."

Courage immediately began moving in a wary circle, arms extended, his eyes on the Reb. Monk just stood there, his little eyes gleaming. Suddenly, he turned sideways - and Courage couldn't see him. Before he could recover, the Reb was at his side, lunging in to throw a roundhouse punch at his head.

The Bugaloo leaped back, managing only with difficulty to keep from launching himself into the air. Monk was laughing at him, his wide mouth full of sharp teeth that glistened in the sunlight.

"Watch out for him, lad!" I.Q. cried unnecessarily.

Courage moved even more cautiously, watching for the slightest sign of movement on the part of his opponent. In a flash he stepped forward and tried to grapple with the Reb, but again Monk turned aside, disappeared, and gave Courage a violent shove that sent him sprawling to the ground.

He rose quickly after tumbling over and turned, seeking his opponent. Now, through intense concentration, he could just barely make out the long thin line that was Monk's side. He advanced on it quickly, only to run flush into a fist that thumped him on the chest and knocked him back. Courage was panting now, more in frustration than fatigue.

"Come on," he cried. "Turn and face me, you coward!"

All he received in reply was a mocking laugh. He tried to run around the Reb, to find his flat side, but Monk was adept at keeping his side to him; it was a skill all the Flat People developed from infancy because it was their only defense and refuge. With a cry of outrage, Courage flung himself at the thin line in desperation, driving in low like a football player making a downfield block. He was gratified to feel something more or less solid - but it hurt dreadfully; it was like slamming into a piece of taunt wire. He scrambled to his feet, holding his side, and found the Reb facing him again, with that infuriating grin.

"Try it again, man," Monk invited, beckoning with his hand.

Courage hesitated, breathing hard, trying to figure out some other line of attack - and it was just as well that he paused. For at that moment a sudden, powerful breeze sprang up and swept

through the clearing. A look of surprise and then of sheer panic leaped into Monk's eyes. In a twinkling he was swept off his feet, whirled into the air and tumbled over and over like a piece of discarded newspaper. The almost-flat Reb was at the mercy of the wind; all he could do was clutch desperately for something, anything, to halt his mad gyrations. He touched Courage as he swirled past him, but the Bugaloo shrank away, then ran after him like a man chasing a hat in a March wind. Before he could reach him, however, Monk was plastered against the trunk of a huge palm tree, pinned against it helplessly.

Seizing his opportunity, Courage pounced on the trapped Reb. With his strong hands, he peeled him away from the tree and flattened him on the ground. Quickly he rolled the dazed Monk up like a rug, starting at his feet. With a sense of triumph, he was completing the job when the Reb made one last, desperate lunge, lashing out with his free hand. Courage tried to dodge the blow, and as he did so that same erratic breeze caught and lifted him. Unthinkingly, he fluttered his wings and hung in the air for a moment before he could recover complete control.

"Foul!" Rogon cried, and leaped down from the bandstand toward the two combatants. "You flew, Bugaloo! Like you lose, man."

Courage had landed on the feebly struggling Monk; he looked around with a shocked and angry expression. "You're off your noggin, Reb! That was an accident."

"Accidant schmaccident. You flew, man; you're disqualified and Monk is the winner." Without further ceremony, the big Reb leader grabbed Courage by the arm and yanked him away from Monk. "Now get off my buddy there; the fight's over."

Bewildered, Courage shook loose from Rogon's grip and turned to his friends for support. "You saw it, Harmony. I.Q. It was the wind; I couldn't help myself. Joy?"

"You're right, mate," Harmony agreed, and I.Q. nodded. But Joy only looked at Rogon with that perpetual dreamy smile.

"Anything Rogon says is right," she murmured.

"What?" Courage asked, outraged. "What's with you, luv?"

The girl didn't answer, and Courage turned a puzzled gaze toward the others. I.Q. explained briefly how Joy had suddenly become hopelessly smitten by the Reb leader.

"That doesn't make any sense at all," he declared truculently.

"I'll grant you that," I.Q. said. "But women often don't, you know."

Courage turned back to Rogon, who was unrolling Monk with his foot. "Now look here," the Bugaloo said. "You said you were going to make this a fair contest, and now you've cheated."

Rogon held the Zapper casually but alertly as he looked indifferently at Courage. "Don't get me uptight, man. The only way you got the advantage of my buddy here was because the wind hit him when he wasn't ready for it. So the same thing happened to you, and you broke the rules. You lose, Bugaloo."

Courage looked to his friends for help, but I.Q. was slowly nodding his head. "I'm afraid he has a point," he said slowly.

Monk was getting to his feet, his beady little eyes fixed on Courage. He was still grinning, but there was no mirth in his expression. He reached for the Zapper, but Rogon pulled it away.

"Huh-uh," he said. "None of that, man." He laughed. "We've had our fun, cats; now let's get ready to split this scene."

"You mean now?" Monk asked; he seemed greatly disappointed.

"As soon as it gets dark."

"What are you talking about?" I.Q. demanded.

Rogon lifted his heavy eyebrows in an exaggerated expression on surprise. "Oh, didn't I tell you? We're pulling outa here."

"Then..." I.Q. gestured at Courage and Monk. "What was all that for?"  
Rogon shrugged. "Gotta do something for kicks; this place is like Dullsville."  
"That was a rotten thing to do." It was as close as I.Q. had ever come to losing his temper.  
"So?" The Reb leader was grinning, defying I.Q., or any of the Bugaloos, to make something of it.  
Harmony stepped forward. "Then you're just going to leave? That's all?"  
"Well...sort of. I don't guess you want to louse us up, huh?"  
"But I thought you were planning to stay for several days."  
"Plans change, man. Plans change. Now you cats...bugs...sit tight till it gets dark, and there won't be any trouble. By tomorrow Rock City will be in our hands, and then we'll see."  
"See what?" Courage demanded.  
But Rogon only smiled - and clutched the Zapper more tightly.

## Chapter Seven

Sparky sat by the side of the stream in the middle of Tranquility Forest, his mouth curved in a fixed and rather idiotic smile. He knew this was the place, this quiet little spot where a weeping willow waved its curving boughs gently over the rippling water. He leaned back against a grassy hummock, hands behind his head, and basked in the sunlight filtering down through the trees. Humming a little tune, he waited, because he knew that sooner or later she would appear.

From the moment he had awakened that morning he had thought only of...her - the golden-haired beauty of the day before. Her image filled his mind, blotting out all other thoughts and memories. He was dimly aware that something unusual was going on back in the Bugaloos' clearing, but it didn't seem important, not at all. And somewhere, back in the furthest reaches of his minuscule brain, there was another nagging thought, something about the golden girl of his dreams. But the thought was too elusive to bother with; he simply waited, certain that soon, soon he would see her again. Not even the fact that the shadows were beginning to lengthen bothered him, and for Sparky that was close to a miracle.

"Mein leader! Listen!" Funky jumped up from the chair in front of the Sound Radar, gesticulating excitedly.

"What is it now?" Benita asked irritably. She was seated in front of her Super-Mirror-Mirror-On-The-Wall (when she asked who was the most beautiful of all, it kept a tactful silence), sprinkling a new batch of sequins on her eyelids.

"Dey are leafink!"

"You listening to trees now? What's so hot about that?"

"Nein, nein! Dey are LEAFINK! Goink away!"

"Going...going away!?" The Witch leaped from her seat and loped to the Sound Radar.

"Who's going?"

"Der Round Rebs."

Benita put an ear close to the speaker, but now all she heard was ordinary forest sounds - birds tweeting, the murmur of the stream, wind sighing through the trees. "Where'd they go?" she demanded.

Funky shrugged helplessly. "I don't know, mein gorgeous vitchie." He smiled sickeningly.

"Well find 'em, you double-dodo!"

"But...but...you told me to listen to everything dot happens in der Bugaloo clearink!"

Benita ground her teeth together in wordless fury, then reached past the rat - pushing him roughly aside as she did so - to activate the instrument's scanner. "Come on, come on; we have to find those Rebs," she muttered at the Sound Radar. But after a few minutes of futile search, she whirled on the rat cringing behind her.

"Now you've done it, you reeking rodent. We've lost 'em, and it's all your fault. I ought to send you out into the woods to find 'em all by yourself." She stopped and her eyes widened. "In fact, I will."

Funky began to moan softly.

"No, I won't." She paused, tapping her chin with a finger. "Now listen. Did the girl Bugaloo go with them?"

Funky shook his head. "Nein. They tied her up mit der rest uff dem."

"Tied up? All of them?"

"Yah. Der leader uff der Rebs said he wanted dem out off der vay until he had...finished."

"Finished? Finished what?"

Again Funky shrugged, his shoulders lifting up past his ears; he was an accomplished shrugger. "He didn't say. Chust dat by tomorrow all uff Rock City would...be...in...his...hands." He finished the sentence reluctantly, like a record winding down, as he saw the fury mounting in the Witch's eyes.

"He didn't say," Benita said mockingly, wagging her head back and forth. The she pounced, grabbing the rat by the lapels of his uniform and shaking him hard. "What were you doing at the Radar, anyway? Waiting for the six o'clock new?"

"But you told me to listen, und not to bother you, mein peerless leader."

"Who told you to pay any attention to what I say, you numbskull? Watch what I do!"

The rat was thoroughly bewildered and scared now - hardly a new set of emotions for him. "But I listen, I don't vatch..."

"A-a-h-h!" the Witch spat in disgust, and flung the rat away from her. He staggered across the room and fell across Benita's gaudy chaise longue.

"Get offa there!" she shrieked.

Funky scrambled to obey and feel awkwardly to the floor. Benita was about to give him a vicious kick, then thought better of it. "Hm-m-m," she said to herself. "So they left the girl, did they?" She turned back to the rat. "Did she make a fuss about that?"

Funky nodded eagerly; he was always happy when he could give the Witch good news. "Yah. She cried und cried. It vas BEAUTIFUL!"

Benita shook her head distractedly. "Not good. She couldn't have cared enough." She glanced over at the weird machine she had constructed. "We've gotta feed her a booster, I guess." She sounded a little unsure of herself.

"Ein booster?" Funky repeated, rising slowly to his feet.

Benita nodded. "We've gotta send that brat after Rogon; that's the only way we'll find him now."

"But...he said he'd be in Rock City by tomorrow," Funky protested. "Vy don't ve chust wait for him?" He eyed the glowing contraption fearfully; the memory of last night's experience in building the Electronic Love Potion was too horrible to contemplate. Especially the part where Benita tested it on him...

Benita gave him a ringing clout on the whiskers. "He said he was gonna take over Rock City by tomorrow, you lead head. And we're not gonna let him do that! Now help me with this machine." She shoved the rat toward it, carefully keeping her distance; she didn't want any more to do with it than Funky did.

The moon was coming up over the clearing, and Harmony looked up at it and sighed. "Too bad," he said.

"What's too bad?" Courage asked with a touch of sarcasm.

"Peter Platter should be playing our new record just about now, and we can't hear it."

All four were trussed together around the big live oak; no matter how hard they tried, they had been unable to free themselves from their bonds. In the initial struggle, Harmony had crushed one of the orchids that clung to the tree trunk, but when he had apologized to Joy she didn't seem to care. All she did was sigh and occasionally repeat Rogon's name.

I.Q. laughed. "Yes, the least he could have done would have been to leave the radio on for us."

"He's not noted for his kindness," Harmony observed with a wry grin.

"Well, let's just hope Sparky comes back," Courage said. "I've got to hand it to those Rebs; they really know how to tie a knot."

"They could show Benita a thing or two," I.Q. remarked.

"I gather that's what they're going to do tonight," Courage observed.

"I wonder what they're up to, exactly," Harmony said. "Whatever it is, I hope they don't succeed."

The other two strained around as well as they could to look at I.Q. "Why do you say that?" Courage asked. "Isn't anything better than having Benita in charge?"

"Before I met Rogon and his crew, I'd have agreed with you," I.Q. replied. "But now I'm not so sure."

"I'm with you," Harmony said.

"I guess you're right," Courage said. "They're a pretty rotten bunch of kids, when you get right down to it."

"Oh, I wouldn't say that," I.Q. objected mildly. "Look at it from their point of view. They've seen their parents - all the older generation - give in to Benita without any kind of struggle at all. They just turn aside, disappear, when that Witch is pulling her most outrageous stunts."

"You mean like the time she rounded up fifty-two of the Flat People and turned them into a deck of cards for herself?" Harmony suggested.

"That sort of thing, yes," I.Q. agreed.

"And that week she held the convention of the Witches' Association in Rock City," Courage chimed in. "She made everyone either wait hand and foot on the delegates or put up with the most atrocious practical jokes."

Harmony giggled. "Remember the one called the Magnificent Merlinsky? He dropped paper bags full of water out of his hotel room, but his aim was so bad Benita had to make a dozen Flat People lie on the sidewalk so he'd be sure to hit at least one."

"Yes, and that big, red-nosed reporter. Thought it would be a lark to write his stories on Flat People." Courage chuckled at the memory.

"They do run through a typewriter rather well," I.Q. murmured, stifling a grin of his own.

"And how about..." Harmony began, when Joy suddenly made a small sound of mild distress.

"What is it?" I.Q. asked anxiously.

The girl didn't look at any of the others, but said "Oh!" softly, as though surprised. "What am I doing here, when my one true love is there?"

The boys looked at each other and shrugged.

"Yes, Rogon," Joy breathed. "I will come to you, right away."

"Good luck," Harmony muttered.

And to the astonishment of the rest of the Bugaloos, Joy simply moved her arms and legs - and her bonds snapped like tissue paper. She rose to her feet and stood for a moment, poised in the moonlight, then began to walk slowly across the clearing.

I.Q. was the first to recover his amazement. "Joy!" he cried. "Untie us!"

The girl turned back, a soft smile on her lips. "Good-bye," she said. "I must fly to my love." And she did exactly that.

## Chapter Eight

"Hey, man, do you know where we're goin'?"

Rogon whirled to confront the whining Reb. "Knock it off," he commanded. "When we're lost, I'll tell you."

The band of Round Rebs was trudging through the Forest, their way lighted only by the moon high above. They had been on the move for at least an hour now, and to many of the group it seemed much longer. Suddenly, toward the rear of the straggly line, there was a sharp CRACK! and a moan.

"What was that?" Rogon demanded, holding up a hand to signal a halt. Monk ran into him before he could stop and staggered the leader. "Watch it, or I'll wrap you around a tree and leave you here, man," Rogon snarled.

"Sorry," Monk apologized, and backed off. Rogon was still carrying the Zapper.

"Hey, Rogon!" a voice called from the rear.

"What's yer problem?"

"It's Elcee; he got smacked in the face by a branch."

"So? Tell him to smack it back."

"He can't; he's knocked out."

"A-h-h, fer..." The Reb leader muttered something under his breath and stalked toward the rear of the line, shouldering the others out of his way as he proceeded down the middle of the narrow path. "Now what's that dumb cow done this time?"

On the ground lay a short, decidedly bovine-looking young man, a rapidly swelling bruise on his forehead. Rogon prodded him with his foot, but Elcee didn't stir.

Rogon sighed impatiently. "I knew I shoulda left him back in the orphanage."

"Why not just leave him here?" Monk suggested.

For a moment Rogon considered the suggestion, then reluctantly rejected it. "Huh-uh. He's likely to wake up and panic; and there's no telling what he'll do. A couple of you guys pick him up; we crossed a stream a little while back and it ought to be right over there somewhere. We'll bring this stupid cat to and be on our way. Let's go."

"That's funny," Sparky murmured dreamily. "A second ago the sun was shining, and now it's turned to a moon." He chuckled to himself; it was an amusing phenomenon. He still lay on the grassy hummock, waiting for his dream girl, his confidence that she would appear unshaken. As far as the firefly was concerned, time didn't exist nor did darkness or daylight.

A sound in the woods behind him caught his attention, but not much of his interest. He knew the golden girl wouldn't be coming from that direction. He turned his head lazily and noted that quite a lot of people were coming into the grassy little open space where he lay. They looked vaguely familiar, so round were they. Not Flat People at all, he could see. Round, in fact. "Oh yes," he murmured indifferently. "I hope they don't stay here long."

Asparagus dipped his green cap into the stream and poured water over the unconscious Elcee's face. The bovine Reb coughed, shook his head and spluttered.

"Come on, man, snap out of it." Rogon dug a toe into Elcee's ribs, not gently.

A minute or two later, the fallen Reb was on his feet again, looking properly contrite for being stupid enough not to be ready when the Reb ahead of him let the bent branch go. "Gee, I'm really sorry," Elcee moaned. "It won't happen again." He fingered the knot on his forehead and winced.

"You ready?" Rogon demanded impatiently. "Let's get moving."

Elcee nodded weakly and took a few steps on shaky legs, then halted, shaking his head. "I...I can't," he whined.

"Whaddya mean you can't?" Rogon growled.

"My legs..."

"Yer legs are made of rubber, just like yer brain. Come on, man; we haven't got all night."

"Just let me...walk around a minute."

"Okay, okay, but hustle it up."

Elcee carefully put one foot in front of the other, walking around the tiny clearing while the others watched him. He stopped once to lean against a tree, but seeing Rogon's eyes on him he pushed away hastily and resumed his shaky pacing. He was just beginning to get his legs under control again when he stumbled over the small hummock and fell on top of the firefly.

"Hey!" Sparky cried dreamily. He really didn't care if the Rebs noticed him or not, but he didn't much like having one fall on him. His tail light blinked once or twice as he pulled himself out from under Elcee.

"Who's that?" Monk barked, charging toward the moonlit hummock. Before Sparky could get to his feet, he found himself in the grip of the ape-like Reb. It didn't bother him in the slightest. He smiled.

"Hi," he greeted the Rebs, who were now clustered all around him. "Nice to see you, but don't make too much noise, huh?"

"Where did he come from?" Rogon demanded, but of course no one could answer.

"He was just lying there," Elcee said finally. "I didn't even see him."

"Spying on us, huh?" Rogon snarled. He took Sparky from Monk's hands and held him high.

Sparky only grinned dreamily. "Spying? What's spying? I'm just here for a ...rendezvous." At the last word he lowered his eyes and blushed.

"Sure, sure," Monk guffawed. "Let's tie him up and throw him in the stream."

"Huh-uh," Rogon said. "He's a little nuisance, but he hasn't done us any harm. Maybe we should just zap him and leave him here. Monk, did you figure how this thing works yet?"

The Reb scratched his head. "Well...ya just pull the trigger there - and it zaps 'em."

"Yeah, man, I know that. But, like, how much juice do you give 'em? I've heard you can stun a guy with this thing, but if you give 'em too much it can be a lot worse. We don't want to kill anybody, you know?"

Monk couldn't help his leader, however. All he knew about was pulling the trigger; he wasn't much concerned what happened to the victim after that.

Rogon eyed the weapon in his hand for a moment, trying to decide whether to risk it or not, when he felt the firefly in his other hand suddenly stiffen.

"Of course!" Sparky cried. "Why didn't I think of that before?"

"What's he talking about?" Asparagus wanted to know.

But before anyone could venture a guess, the firefly suddenly, with an astounding burst of strength, forced Rogon's hand open and flew free.

"Hey!" Rogon cried. "Where do you think you're going?"

Sparky flew around in a happy circle just above their heads, tail light blinking furiously.

"Zap him!" Monk cried.

Rogon lifted the weapon and tried to aim it, but the firefly's flight was too erratic; every time the Reb had him in his sights he either darted off in a new direction or flew into the moon, blinding Rogon. Finally, with a long, ecstatic sigh, he rose higher and was soon lost from their sight.

"How come you let him go?" Monk wanted to know.

"I didn't...ah-h, never mind. Let's go; we're behind schedule now."

"Schedule?" Monk asked.

"Listen, man, every operation has a schedule. A timetable. You dig?"

"You didn't tell me about it." Monk sounded hurt.

"Well...I haven't got it all figured out yet. But we're behind it, man; you better believe me."

"Hey!" a voice called in the semi-darkness. "That firefly's coming back!"

Rogon looked up to see a dark shadow flit across the moon, wings clearly silhouetted against the silvery disc. "Now what does he think he's doing?" Just in case, he lifted the Zapper and trained it on the approaching flier.

"Rogon!"

He recognized Joy's voice and groaned. He was tempted to zap her anyway, but held his fire as the girl drifted down to a landing in front of him.

"I knew I'd find you here," she said, her love shining so clearly in her face that its glow rivaled that of the moon behind her. "I forgive you for not taking me with you; I know it was only because you were afraid I might be hurt. But I'm not afraid, my darling; I want to share everything with you..."

"All right, all right," Rogon snapped. "Just shut up."

Joy obeyed, unruffled by his tone.

The Reb leader turned to Asparagus and drew him aside. "What do you think, man? Is it some kind of trick? They must have gotten loose and sent her after us."

Asparagus pulled at his short beard, then shook his head. "The chick just digs you, Rogon. Face it."

The Reb leader couldn't argue with such an obvious fact, but he still couldn't rid himself of a tiny nagging doubt. "Where do you suppose the other bugs are?" He looked skyward, scanning the dark treetops, but there was no sign of unusual movement.

"Beats me," Asparagus shrugged. "They don't have any weapons, do they?"

"What do I know about Bugaloos?" Rogon snapped irritably. "For all I know they can turn a billion hornets loose on us."

"But why should they?"

"Yeah, why should they." Rogon grinned suddenly, and he glanced over his shoulder at the girl. "She just can't stay away from me; that must be it."

"Sure," Asparagus agreed.

"And she flew right to...hold it a minute."

"What's wrong?"

"How did she find us? I mean, we didn't even expect to be here."

"She's a Bugaloo," Asparagus pointed out calmly. "And this is where they live," he added with a sweep of his hand.

"Yeah," Rogon said uneasily. He hadn't felt comfortable in the Forest since he had first set foot in it; he was, after all, strictly a city boy. "Well, let's get back to Rock City as quick as we can, man. If the Bugaloos are trying to pull any tricks, I'd rather meet 'em on my own turf."

"What about the chick?" Asparagus asked. "Want to tie her up and leave her here?"

"Negative," Rogon snapped crisply. "We take her with us."

"To Rock City?"

Rogon nodded vigorously and walked back toward Joy. "Monk!" he barked. "Tie the chick's hands and keep a hold on her. I don't want her all over my back."

Joy didn't object to being bound again; just being with Rogon was all that mattered to her. When her hands were secured, the Reb leader stood in front of her.

"You know where we are now?"

The girl looked around her briefly, then nodded. "Of course, my dearest one. We're in the Leafy Bower, where Love reigns supreme."

Rogon swallowed hard. "Uh-h...how far is it to Rock City from here?" he asked in a shaky voice.

"Not far. Do you want to go there?"

"Yeah."

"I'll show you. Anything for you, precious Rogon."

The Reb leader felt his face flush, and he turned away from the girl. "Okay, then; lead the way." He didn't look as the girl stepped serenely to the head of the line that was reforming.

They had reached the place where Elcee had been felled when Monk dropped back to grin up at his leader. "Good idea, Rogon," he grinned. "The chick really knows her way around in these woods. She'll have us in Rock City in no time."

"That's not what I need her for; I know the way back to town myself."

"Then what are we dragging her along for, then?"

Rogon smiled knowingly. "Like, I've got a use for the chick, you dig?"

"What's that?"

But Rogon shook his head. "Huh-uh. I haven't got the details worked out yet, but as long as the Bugaloo broad has dealt herself into this operation, she's gonna have to play her cards my way."

## Chapter Nine

"Hey, mates!" Courage shouted, not long after Joy had flown away into the night. "I think I can get a hand free!"

"Me, too," I.Q. said calmly. "The Rebs made a mistake in tying us together; when Joy broke loose, the other bonds must have been loosened...there!" He held a hand high. "Got it."

It was the work of only a few moments to shed the rest of their bonds, and they got to their feet to stamp the blood back into circulation. "What do you say, lads? Shall we go find Joy?" Harmony was swinging his arms around in wide circles and jumping up and down, fluttering his wings to bring the feeling back into them.

"We can guess where she's gone," I.Q. said wryly.

"I don't see any point in running after her in the middle of the night," Courage grumbled. "If she wants to go lurking after that ruddy Rogon, I say let her."

To his surprise, I.Q. agreed with him. "If she wants to be with him, there's not much we can do about it, is there?"

"Right," Harmony chimed in. "She'll come to her senses pretty soon, and then she'll be right back here. On that you can bet your last whoop and holler."

"I wouldn't go that far," I.Q. said, "even if I had a dollar." He hopped a few times, flew a few feet into the air and then, satisfied that everything was in working order again, strode to the

transistor set that stood near Harmony's electric organ. "Let's see if there's any news on the radio. If the Rebs are stirring things up in Rock City, we'll hear about it."

"Aw-w, that Peter Platter, he'd keep chattering and playing records if an earthquake leveled the town," Courage said scornfully. "Why don't we ask the Grapevine-Bluebell Flower?"

"Right," Harmony agreed. "Maybe the vine's grown together again by now."

"It's worth a try." I.Q. walked over to the sleeping Bluebell Flower and rapped gently on its folded petals. "Hey! Bluebell! Any news?"

Slowly the plant opened its petals, yawned and looked resentfully at I.Q. "Don't you know it's nighttime?" it asked irritably. "I need my beauty sleep."

"But this is important," Harmony said urgently. "Is there any word from Rock City about the Rebs?"

"Those terrible boys who were here all day? Why on earth would you want to know anything about them?"

"Never mind that," Courage put in. "What about it?"

The Bluebell Flower sighed. "Oh, all right; just a minute." It turned its petulant face toward the cluster of grapes growing beside it. "How about it, fellas? I don't get a jingle."

The Grapes murmured among themselves for a moment before replying. "Nothing doing," one said finally.

"No news is good news," another said.

"What you don't know won't hurt you," chorused a third.

"Come on, now," Courage interrupted. "Are you getting any word at all from Rock City?"

The cluster of Grapes shook and bobbed. "No!" they all cried at once, and began to sob. "Our vine is still cut."

Courage turned away in disgust. "Always trying to get one over on us, the little fakers. Come on, let's turn on the radio."

"...and tonight, all you ear-flappin' cats listenin' out there, yer old pal Peter Platter has a special extra super mind-blowin' GAS for ya. Are ya ready for this? Buckle yer seat belts, kids, cuz here they come: The Midair Collision, with their new number one hit, "I'm in a Tailspin Over You!"

All three Bugaloos groaned in unison as the shattering discords crashed through the speaker. The Bluebell Flower hastily refolded its petals over its face, and the giant palm at the edge of the clearing shuddered, dropping a few coconuts to the ground with a series of thuds. Everything seemed to be normal in Rock City.

The broadcasting studio of radio station KOOK was on the edge of town, a low, round building with a dazzling neon sign towering above it. Behind it, in the shelter of the fringe of the Forest, the Round Rebs crouched. Rogon beckoned to Asparagus. "You hang on to the girl," he commanded. "Monk."

"Yeah?"

"You slip out there to the street and check the front door of the radio station. Let me know if there's anybody hanging around, you know?"

"I thought we were just gonna bust in."

Rogon shook his head. "Not now. Go on; get going."

Monk loped out of the fringe of the Forest and made his way to the street that ran past station KOOK. A few Flat People were hurrying back and forth on late errands, and as was customary they made a point of not looking at each other, or at the Rebs who seemed to be one of them. Monk loitered in the area for a few minutes, then returned to the rest of the group.

"Everything looks okay to me," he announced.

Rogon nodded with satisfaction. "Okay, cats, we're gonna do it the easy way."

"The easy way?" a Reb echoed.

"That's right. Joy, you come over here and listen to me. You are now a talent scout."

Peter Platter sat in his enormous chair in the studio, banging his fingers on the desk before him in time to the frantic beat of the record being broadcast. It was impossible to tell if he was bored or being sent because with his long hair and super-sized shades hardly any of his face could be seen. When the music came to an abrupt end, he continued thumping the desk for a moment before he snapped out of it.

"Oh yeah, yeah, that's the grooviest, isn't it? But hang on, kiddies; old Uncle Peter has something' that'll really make you flip yer wig. So make sure yer hair nets are on good and tight, cuz here come the Cowlicks with Peter Platter's personal pick of the week: "My Love Will Grow Hair in Your Heart."

It was, as Peter Platter knew perfectly well, one of the most rotten pieces of music ever gouged into a plastic disc, but it had one undeniable virtue; it lasted for nearly half an hour, and in that time the deejay could grab a catnap that he needed badly. He reached across the desk and set the big alarm clock, then leaned back in his chair, swung his feet up on the desk and closed his eyes.

"Oh, Mister Platter!"

The deejay looked up sleepily, irritated at having his snooze interrupted before it had properly started. "Who's messin' with my Z's?" he snapped. Then he got a look at his unexpected visitor and quickly dragged his feet off the desk. "Joy, baby! How ya doin'?"

Joy stood in the doorway of the deejay's studio, looking radiant as always. "Good evening, Peter," she said.

"Yeah, you can say that again," the deejay agreed, a broad smile crinkling his cheeks.

"Where's the rest of the group? Ya got a new number for me?"

"Actually, I'm here with...well, another group," the girl said.

"Yeah? You and the Bugaloos split?"

For a moment a worried expression flitted across Joy's face, as though the deejay's words were disturbing. In the end, she simply ignored the question. "This group is really super," she declared.

"If you say so, honey; you know I always trust your judgment."

For some reason, the girl blushed and looked at the floor. She took a deep breath before continuing. "Would you like to hear them? They're just outside."

"Well...sure. Why not? Bring 'em on in."

Joy turned and beckoned. Rogon was the first one in, followed by Monk, Asparagus, and three other Rebs. They stood in a row across the desk from Peter Platter and grinned down on him.

"Hiya, fellas," the deejay greeted them.

The Rebs said nothing.

"Uh-h...where're your instruments?"

The Rebs looked at each other, then back at the deejay. They shrugged.

Peter Platter sat up straight and pushed his chair back from the desk. "Well...what do you call yourselves?"

Rogon spoke at last. "Yeah, well, man, we thought you'd like to help us out on that; you know?"

The deejay looked a little relieved; he had been getting somewhat nervous for a minute there.

"Sure, sure; what's your thing? Your groove? Your sound? Like, man, I don't lay just any old

name on a group; it's gotta have significance."

"Well..." Rogon turned to the others for a moment, then back to the deejay. "Like we've got what you'd call a round sound," he said.

"Round?"

"That's right."

"Oh, I get it. Unsquare, right?"

"Unflat," Monk guffawed. Rogon silenced him with a warning look.

"Un...uh-h...flat?" Peter Platter repeated. "You mean you make sounds that are good and true, is that it?"

"Something like that."

"But I gotta have more than that to go on," the deejay insisted. He glanced quickly at Joy, but her eyes were fixed on Rogon.

"Well," the Reb leader drawled, "you could say we shake people up."

Peter Platter nodded eagerly. "Yeah, yeah; I like that."

Asparagus leaned over the desk. "Our sound is revolutionary."

"I dig that; I dig it!"

"Yeah," Monk chimed in, "we got a sound that's gonna like take over Rock City."

Peter Platter cocked his head to one side. "That's pretty big talk, cats, but I like to see a group with confidence. Yeah, I dig that."

Rogon smiled and looked around the studio. Through the window of the control room he could see the engineer, who seemed to be fast asleep. "Hey, uh-uh, Peter?"

"Speak, man."

"Anybody else around tonight? Except him?"

The deejay shook his head. "Just me and him. That's all we need to bring the greatest bands in all the land for the listening pleasure of all you groovy cats out there...oops! Sorry about that."

"What's that thing hanging over his head?" Rogon asked.

Suspended from the ceiling was what appeared to be a huge, inflated hand which hovered a few inches above the sleeping engineer's head.

"Oh, that's the Nudger," Peter explained.

"The Nudger?"

"Yeah. When it's time for him to do his thing up there, the Nudger drops down and bops him on the head."

"How come you don't just talk to him over the intercom?"

Peter Platter shook his head. "No good that way."

"I don't dig."

"Like, he's a deaf mute. Can't hear, can't talk. The lucky creep," Peter Platter added.

"So there's just him and you, right?"

Sure; what's wrong, kids? You want an audience for your audition?"

"Not exactly," Rogon replied. He made a small gesture and Monk slipped out of the room.

"Hey, where's he goin'?" Peter Platter asked.

"Oh, he's just, uh-h, going to pick up our instrument."

"Instrument? You guys only got one?"

"So far, yeah."

"I don't dig. Don't tell me you're just a vocal group." Peter Platter didn't dig vocal groups; they didn't make enough noise - or if they did, they didn't last long. Not with that kind of strain on the tonsils.

"Well, we do make a lot of noise with our mouths," Asparagus put in.

Rogon frowned; he didn't think that was funny at all.

Peter Platter leaned back in his chair and put his feet up on the desk again. "Well, cats, I'm ready to listen whenever you're ready. Joy?"

The girl looked at the deejay with a dreamy expression. "Yes?"

"Where'd you find these cats? I dig the way they look - like really far out, you know?"

"Oh...they...well..." Joy was confused. She knew that this audition was terribly important to Rogon, and that was enough for her. As a matter of fact, she was glad that her adored Reb seemed so intensely interested in a musical career; it had to be her influence on him, she reasoned. But she couldn't dream up a plausible lie in response to Peter Platter's question; Bugaloos were never very good at lying, anyway.

"Hey, man," Rogon said, "how does that Nudger work?"

Peter Platter beamed; it was his own invention and he was extremely proud of it. "You just touch this lever here, see?" He pointed to a length of hard plastic projecting from a slot in his desk. "Jiggle it a little and it pats the engineer on the head. If that doesn't wake him up, all you have to do is pull the lever down hard; the Nudger'll jam down on his head, knock him out of his chair and pin him to the floor." The deejay chuckled. "That gets him every time."

"Is that right," Rogon commented blandly. "A pretty groovy gadget."

Peter Platter summoned up a suitably modest blush. "Oh, it's nothing. Any genius could dream it up."

"Sure, sure," Rogon agreed hastily. He leaned over and touched the lever. "You just move it like this?"

"Easy, man," the deejay cautioned. "If he wakes up in the middle of this record, he'll cut it off; that's the way he's programmed."

"Yeah, that's the way I figured it." Rogon looked around behind him. "Monk!"

"Comin'," the Reb replied, slipping back into the studio.

"You got it?"

"Natcherly," Monk replied. He was obviously holding something behind his back.

"Okay," Rogon said, and pushed the lever all the way over.

"Hey!" Peter Platter cried. "You can't do that!" He grabbed Rogon's arm, but the big Reb just laughed.

"Cool it, little man," he said. "Show him, Monk."

The ape-like Reb brought the Zapper out from behind his back and trained it on the deejay. Peter Platter turned more or less pale; that is, the little bit of cheeks and forehead that were visible faded to the color of an eggshell.

"What's goin' on here?" he cried weakly. "You cats working for Benita Bizarre or something?" He knew the Witch would go to any length to force herself and her so-called music onto the air over KOOK.

The question brought a gale of laughter from all the Rebs in the studio. Rogon glanced over at the control room; the engineer had disappeared, the Nudger pressing him firmly to the floor.

"No, man," he answered the deejay, "we're not working for Benita. We're taking this town away from her, and as of right now this radio station is the headquarters of the Round Reb Revolution."

Peter Platter moaned and looked in desperation at Joy. "Joy, baby, how could you do this to me?" he wailed.

But the girl just looked at Rogon with adoration. "So if you want to, just ignore me," she murmured worshipfully, "but someday, lover, you'll adore me."

## Chapter Ten

"Und how should I know vot dose Rebs are doink at der radio station?" Funky whined. "You know der Sound Radar can't pick up anythink from there; dot terrible music chams it."

"Don't make excuses to me, lamebrain." Benita Bizarre was once more pacing up and down in the Jukebox Penthouse. "Now what could they be up to now?" she asked herself. She glanced briefly at the glowing Electronic Love Potion and frowned. It had sent the girl in pursuit of Rogon, all right, but it didn't seem to be affecting the Reb. "Maybe I should have worked on him instead," she mused. "Make him fall in love with a tree, or a rock, or something."

"Vot did you say, Boss?"

"Never mind, never mind; it's too late anyway."

"Yah, mein leader." Funky yawned and stretched. "I could use some shleep."

"Who said anything about sleep? Stay by the Sound Radar till I tell you otherwise, you lazy loafer."

The rat hastily sat down again and twitched his ears to show that he was listening as hard as he could.

"Maybe I oughta go over there myself," Benita continued. "But that might be just what they want me to do. Lure me outa here so they can sneak in and take over." She glowered. "Well, they can't fool Benita Bizarre; I'm not leaving. Woofer! Tweeter!"

The two flunkies came in from the balcony, where they had been posted on watch in case any Rebs should appear below. "Right here, Boss," Tweeter announced.

"Right! Right here," Woofer echoed. He tried to give a smart salute, but did it with the wrong hand and hit himself in the forehead with his Zapper. He staggered back, tripped over the doorsill, and fell heavily on his backside. His Zapper nearly fell over the balcony, but Woofer just managed to save it; he knew that if his weapon went over, the Witch would throw him after it.

"Get up, you stumble-bum," Benita snarled. When the flunky had recovered, she eyed them both for a long moment.

"What is it, Boss?" Tweeter asked apprehensively.

"Yeah, what is it?" Woofer repeated.

"I'm just trying to make up my mind. Can I trust you two quarter-wits to find your way across town all by your itty-bitty selves?"

"Oh, sure," they both chorused at once.

The Witch was clearly unconvinced. "I guess I have to trust you," she muttered, "but I don't like it."

"Anything you want us to do, Boss," Tweeter said eagerly.

"Anything," Woofer agreed.

"All right. All you have to do is go over to station KOOK and see what those Rebs are doing there. Got it?"

"Sure," the pair replied, bobbing their big heads up and down. "Sort of like spies, huh?"

"Yeah, sort of," the Witch said sourly.

"Don't worry, Boss," Tweeter assured her, "they won't be able to hide anything from us."

"And if they get in our way we'll zap 'em," Woofer said, waving his weapon in the air. Benita snatched it from his hand.

"And you're not taking your Zappers, either. Got that? Give me yours, Tweeter."

The flunky did so reluctantly. "How come, Boss?" he asked.

"Because I said so. Those Rebs already have one of them, and I don't see any point in handing them a couple more."

"We wouldn't let 'em take our Zappers away," Woofer declared, trying to look fierce and

dangerous - without notable success.

"That's right," Tweeter chimed in. "They'd have to kill us before we'd let 'em get their hands on our weapons."

Benita frowned. "That's not such a bad idea at that," she muttered, but then shook her head. "You guys just hustle over there and find out whatever you can. Call me on the phone when you have anything to report. Got that?"

The two nodded their heads solemnly in unison. "Gotcha, Boss," Tweeter said.

"Uh-h, yeah; gotcha," Woofer echoed.

"And if you get caught, don't come cryin' to me," the Witch snapped. "Now beat it." She turned her back on them and stalked to the Sound Radar. "Anything?"

Funky shook his head. "Nothink is comink through, mein glamorous leader. All I can hear is that rotten so-called music." He smiled ingratiatingly, doing his best to jolly the Witch out of her foul mood. "Some day dot shtupid disc chockey vill shtart playink really good music, Boss. Der Sound uff Benita Bizarre."

"Yeah, yeah," the Witch said distractedly.

"Vun day, mein golden-throated leader," the rat went on, making a sweeping gesture, "dis vill be ein historical place, ein shrine to der world's greatest musician und singer. Music lovers vill come from all over to see der place vere you create your masterpieces - und ve vill charge a plenty stiff admission price, too."

Benita cocked her head to one side and smiled broadly at the thought. "Yeah, you're probably right. I can see 'em now. Hundreds, thousands of 'em. Maybe millions. Down there in front, all clamoring to see the one and only Benita Bizarre. And just to show what a good guy I am, I'll let 'em get a gander at the famous face at least once a day. Yeah, that's the way it'll be. At exactly noon, I'll make my daily appearance on the balcony here, and they can look for a whole minute."

"Yah!" Funky said eagerly. "Und might be ve could haff ein raffle every day. Sell chances on a chenuine record by Benita Bizarre. Autographed!"

"Why not?" the Witch shrugged.

"It vould make lots of money, too!"

"Sure, sure. All we gotta do is make Peter Platter listen to reason."

"Or a good punch in der schnoot."

"I've been thinking about that, too," the Witch muttered. "I think I'll turn on the radio and listen to whatever trash he's playing now." She turned away from the Sound Radar and started across the room when her eye was caught by a movement at a window.

"What's that?" she challenged. She was nearsighted and like most witches was too vain to wear glasses.

Something seemed to be hovering just outside the window. Benita moved toward it slowly, trying to see what could be out there in the dark. "Hey, Funky!" she cried. "Come here, and bring your Zapper. I think we've got company."

"Vot is it, Boss?" the rat asked nervously.

"I dunno. Maybe the Rebs are tryin' to force their way in. Can you see what that is out there?"

Funky didn't want to go any closer to the window than he had to, even though it was closed and securely bolted. He took a tentative half-step forward.

"Go on, go on," Benita commanded, giving him a hard push.

The rat staggered toward the window, and now he could clearly see what it was that hovered out there. "Boss!" he cried. "It's der..."

A crash of breaking glass drowned out his words, and he jumped back hastily to avoid flying slivers. A winged figure flew in, made a circle around the room, and headed straight for Benita.

"Get him! Get him!" the Witch shrieked.

"But it's only der little firefly," Funky protested.

"I don't care; zap him!"

Sparky was buzzing back and forth around the Witch's head; his mouth was open and he seemed to be saying something, but the noise of his beating wings drowned out his words.

Funky tried to get a bead on the firefly, but his movements were too rapid. "Hold still so I can zap you!" he cried in frustration.

As though in response to the command, Sparky immediately landed in front of Benita and stood looking up at her. "Benita, Benita," he said in an astoundingly suave voice he had learned from watching old Ronald Coleman movies. "I am here, beloved Benita."

"What?" the Witch gasped. "Are you out of yer cotton-pickin' mind?"

The firefly knelt and stretched an arm out toward Benita. "So if you want to, just ignore me," he intoned soulfully, "but someday, lover, you'll adore me."

"Omigosh!" Benita exclaimed, her eyes almost bugging out of her head.

"Dose are der vords..." Funky began, then his voice trailed off as he looked with growing horror at the Electronic Love Potion.

"Somebody goofed!" the Witch cried. She glared at Funky. "Did you do the enchantment chant right when you were connecting the condenser, you stupid short-circuit!" She tried to edge around Sparky to whack Funky with her handbag, but the firefly clutched her around the ankles.

"I'm here, my darling, beautiful Benita. I love you, adore you; I'm wild about you." He covered her feet with slobbery kisses.

"Cut that out; it tickles." Benita tried to wriggle out of his grasp, but she only succeeded in tripping herself up and fell across the chaise lounge.

Sparky seized her hand and began nibbling passionately at her fingertips. "You are the most beautiful, ravishing girl in the entire universe," he murmured. "I'm your slave forever; I can't live without you."

"Zap him!" Benita shrieked as she tried to pull her hand free.

"I'm afraid I'll hit you, Boss!" Funky wailed, dancing around frantically.

"Then pull him offa me. Make it snappy!"

Funky grabbed one of Sparky's legs and started to yank him backward, but the firefly gave a kick that sent the rat sprawling. Funky got up and reluctantly tried again; this time he held on and managed to pull Sparky away from Benita. The Witch scrambled off the chaise lounge, picked up Funky's Zapper and aimed it at the firefly.

"Boss!" Funky cried. "Don't! You'll hit me!"

"So duck!" Benita snapped and pressed the trigger. Her aim was as bad as Funky had feared, and he quickly sank to the floor, unconscious. Sparky struggled feebly for a little longer, but at last he too succumbed to the sound waves of the ray gun.

"Whew!" Benita gasped. "That was a close one." She walked over cautiously to inspect the fallen pair, nudging Funky with a toe. "I guess he'll be out for a while. Not too long, I hope..."

Suddenly the telephone rang, startling the Witch. "Oh. That must be Woofer and Tweeter," she said, and hurried to answer. "Beautiful Benita here," she announced into the receiver - just in case it was a talent scout calling after all.

"It's me, Boss."

"Who's me? I mean you?"

"Me. Tweeter."

"Oh. Where are you?"

"At the station."

"You mean outside it, don't you? You in a booth?"  
"Uh-h, not exactly."  
"Then where? Exactly?" She sighed impatiently; you had to spell every little thing out for those two morons.  
"I'm inside."  
"Inside! I told you to stay out of sight!"  
"Yeah, but one of those Rebs sneaked up on us. You know the flat one you can't see so good."  
"Well, I'll be...you mean they caught you?"  
"It sort of looks that way." Even at a safe distance Tweeter's voice clearly conveyed the fact that he was cringing from Benita's wrath.  
"Didn't I tell ya not to call on me for help?"  
"Yeah, well, they're sorta makin' me make this call."  
"What for?"  
A new voice suddenly blasted the Witch's ear. "That you, Benita?"  
"Sure it is. Who's this?"  
"This is Rogon. Now hear this. If you want your two flunkies back in one piece, you'd better be ready to leave town in one hour. Understand?"  
"Now let me get this straight. You're telling me to get out of town? And if I don't, you're gonna mess up Woofer and Tweeter?"  
"You get the picture, baby. There isn't any room for your kind in Rock City any more; we Rebs are taking over."  
"So," the Witch said slowly and thoughtfully, "if I leave I get 'em back, is that it?"  
"It's the only way you'll see 'em alive again."  
Benita looked into the receiver and cackled gleefully. "So hang on to 'em, Rogon; that's no way to get me out of town." She slammed the receiver down so hard the instrument fell to the floor. As she started to pick it up, the sound of heavy breathing came to her ears, and she looked over at the two unconscious figures. But only one was still lying where he had fallen. Sparky was getting to his feet, his eyes blazing with mindless love.  
"Oh, no!" Benita wailed, and started to scramble frantically for the Zapper. It didn't look as though this was going to be her night.

## Chapter Eleven

"Hey now, wot's happened to the radio?" Harmony called from across the clearing. He was inspecting his electric organ to make sure the Rebs hadn't damaged it.  
"I don't know; it just cut out." I.Q. picked up the transistor set and shook it, but no sound came from it.  
The three Bugaloos clustered around the silent radio, which suddenly erupted with an ear-shattering howl that dipped and swooped. They covered their ears with their hands, and when Courage cautiously uncovered his a moment later, he heard the voice of Peter Platter.  
"Sorry about that folks," the deejay said. He sounded strangely glum. "A little trouble here. I..."  
"Gimme that thing," Rogon's voice interrupted. There was the sound of metal banging against wood and what must have been a brief struggle. "Toss him out," Rogon said.  
"Hey, that's the ruddy Round Reb!" Harmony exclaimed.  
"It sure is," I.Q. agreed. "I wonder what they're doing at KOOK."  
"Citizens of Rock City!" the Reb leader's voice boomed out over the air. "Listen carefully, you

dig?"

"Don't worry; we wouldn't miss a word of it," Courage muttered.

"My name is Rogon, and I'm the head cat in the group that's taking over Rock City. This town has been misruled by Benita Bizarre for too long, and all you Flat People out there have been takin' it lying down. Well, all that's over as of right now." He paused for breath, then continued. "Now dig this, everybody. Since we're freeing you from the Witch, Benita Bizarre, we expect you to cooperate. Anyone who doesn't, well...we're armed, you know? Okay. Here are the rules you've gotta live by. It's only, like, temporary, but everybody knows that a new, revolutionary government has to be a little hard-nosed at the beginning. You dig? Okay. First of all, you're all ordered to keep your radios tuned to this station at all times. Like twenty-four hours a day. That's so when I've got an announcement to make, you'll be sure to hear it. Anybody not hearin' an announcement made by the Round Rebs will get his; like, there's a lotta room down at the jail. Dig it? Next, I don't want to see any Flat People out in the streets after dark. Not till I say it's okay. If any of you get ideas of sidin' with the Witch because she's got all the power, forget it. We've got the power now, and we're gonna use it. Next..."

Rogon paused, and the Bugaloos could hear the sound of muffled voices in the background.

"Only two?" they heard Rogon say. "We gotta have at least six rules, man. Come on, Asparagus, get that groovy green head of yours working...uh-oh, who left the volume up?"

There was a moment's silence before the Reb's voice came through the speakers again.

"Okay, we got 'em all now. Rule number three: Anybody caught so much as talkin' to Benita Bizarre or any of her flunkies gets zapped. Number four: Uh-uh...oh yeah. Number four: Any Flat Person who makes any cracks about us Round Rebs gets tossed in the pokey. And the same goes for any grownups who pass remarks about kids. We may be teenagers, but we're just as smart as any adult because we're in the driver's seat. Dig? Number five: If there are any other Round kids hiding out in Rock City, you're all ordered to report to the radio station. Like, right now. Six: Yeah. Well, five's enough for now. But stay tuned to KOOK all the time, folks, in case I have some more rules to lay on ya. And now, just to give you an idea of how things are gonna be better around here from now on, we're tossing out all of Peter Platter's crumbly records. We're gonna give you real entertainment. When I'm not making announcements and speeches, yer gonna hear music by our own group, the Takeover Generation. And featured on vocals will be one of your all-time favorites, Joy of the Bugaloos. She split from her own group to join up with us, and here she is."

A guitar began to play a soft rock melody in the background, and a moment later Joy's clear, pure voice poured out over the air.

The three Bugaloos looked at each other. "I can't believe it." Harmony declared.

"It really must be love all right," I.Q. observed with a wry smile.

"That just isn't like Joy," Courage said indignantly. "She wouldn't leave us to sing with another group. They must be making her do it."

"She sounds all right to me," I.Q. noted. They all listened closely for a moment, and then Courage had to agree.

"No, I guess you're right," he admitted.

"She's singing with love in her heart," Harmony said ironically.

"I still think we should go and try to make her listen to reason," Courage went on stubbornly.

"Make a girl listen to reason?" Harmony said. "That's a ruddy penny and a half."

"Call it a laugh if you like, but I think we should do something besides sit around here and listen."

"It's about all we can do at this point," I.Q. pointed out. "I say we should just sit tight for a while and see how Rogon's revolution gets along."

"But Joy may be in danger," Courage protested.

"I doubt we could convince her of that."

"The Rebs can't have thrown Benita out of town, though. Not yet. She may be planning something against them right this minute."

"I'd be surprised if she weren't. But I suspect we'll hear about it soon enough."

At the moment Benita had her hands too full of a small but amorous firefly to be planning anything. As she bent to pick up the Zapper, she accidentally kicked it under a table. With no time to retrieve it, she had to skip away from Sparky's outstretched arms. Fortunately, his eyes were closed, his lips puckered, but when he realized his target wasn't there, he opened his eyes again and spotted her.

"Aha! There you are, my dainty little darling. Come to me, beloved Benita." He skipped across the room to her.

"Get away from me, you incandescent insect!" the Witch shrieked, leaping up on top of the Sound Radar control panel.

Sparky merely beamed; to him Benita's voice was the most beautiful music he had ever heard in his life.

"Funky!" she screamed at the top of her lungs. "Wake up, you rotten rat!"

But Funky continued to sleep the sleep of the thoroughly zapped.

Benita jumped heavily down on the other side of the Sound Radar and skittered toward the door of the control room. Beside it on a chair were the two Zappers she had taken away from Woofer and Tweeter. With a sigh of relief, she picked one up and turned to aim it at Sparky.

"Take that, you flying light bulb," she spat, and pulled the trigger.

Sparky continued smiling as the sound waves hit him - and kept right on walking toward the Witch, staggering slightly but apparently unaffected otherwise.

"What the hey!" Benita cried, and turned up the juice. But Sparky just continued smiling and advancing. "Good grief!" the Witch moaned. "He's not human. No, what am I saying? I mean he's not...never mind. What's gotten into that stupid little firefly anyway?" Throwing the Zapper at him - and missing, of course - she darted to the other side of the room and began to circle around, keeping the electronic Love Potion between herself and her pursuer.

Round and round they went until Benita's legs began to tremble from fatigue. She couldn't keep this up much longer, and it was apparent that the firefly could. Benita gasped for breath and reached out toward the weird instrument for support but hastily drew her hand back.

"Wait a minute!" she exclaimed. "What am I doing all this running for? I know how to turn this creepy character off." She ran halfway around again until she reached the dial that controlled the unspeakable forces emanating from it. "Let's see now," she muttered. "Which way does this thing turn?"

She gave the dial a whirl to the left, which should have turned it off. But Sparky's eyes began to flash real sparks; he leaped into the air, fluttering his wings so rapidly they were invisible, and clicking his little heels together like castanets.

"Zowee!" he cried in ecstasy. "Baby, am I ever in love!" He made a dive for Benita, who just managed to duck as he passed over her head. Fortunately for her, the firefly's passion left him in less than perfect control of his flight, and he zoomed all the way out to the balcony before he could stop himself.

It gave the Witch enough time to twist the dial the other way. But it seemed to be stuck, a perverse thing like many of the imperfect products of inept witchcraft. She muttered a string of un-witchlike curses as she struggled with the dial, then realized that her own fingernail was jammed

under it. She pulled it out as Sparky was making his return run and gave the dial such a vicious twist it came off in her hand.

"Uh-oh; now you've done it, Benita," she said as she prepared to take to her heels again. But before she could move, the Electronic Love Potion began to blink more slowly, its lights sputtering and dying. Just as Sparky reached Benita, the machine gave a little shudder and collapsed in a clatter of metal and electrical parts at the Witch's feet.

Sparky stopped as though he had run into a stone wall. A look of immense bewilderment came over his face. "Who? What? Where am I?" He looked around him, and his question was quickly answered. "Oh no, not again! How did you get me back here this time, you old bag?" A sudden wave of fear made him shake violently. "What am I saying? I'm alone and helpless with Benita Bizarre and her foul flunkies; I don't want to get her mad. Oh, Benita, don't put me in your light show again. Please, Benita, please!"

The Witch was having too hard a time getting her wind back to make any kind of reply. But she knew what to do anyway. Striding quickly to the Zapper she had flung at the firefly, she picked it up and let him have it. "Go down, you rampaging runt!" she snarled. And this time Sparky fell the way he was expected to.

Benita looked at the recumbent firefly and heaved a deep sigh of relief. Then she turned her fiercest glare on the heap of junk that had been her Electronic Love Potion. "That's the last time I fool around with love; from now on it's nothing but strictly rotten stuff for Benita."

The Bugaloos were still gathered around their transistor, listening to Joy's voice.

"...love is like a summer breeze caressing all its favorite trees," she sang, her lovely, lilting voice filled with the throb of deep emotion.

"Sounds good all right," Harmony said glumly.

"I don't ever recall her putting that much feeling into a song before," I.Q. declared.

"She'll get over it," Courage insisted, but without conviction.

"...love can do so many things; it even turns a heart to strings...what? Where am I? What am I doing here?"

Courage jumped up. "Listen to that! Something's wrong!"

"Rogon! The Reb's!" Joy's voice came to them, filled now with obvious distress. "How did we get into Peter Platter's studio? Why am I singing like this?"

"Get her off!" the Reb leader hissed. "Keep playing, Asparagus; keep playing!"

There was the sound of a scuffle. "Get your hands off of me. Let go!" Joy cried. "Where are the rest of the Bugaloos? What have you done to them?"

Courage leaped up into the air, signaling to the others to follow him. "Come on, mates!" he shouted almost joyfully. "It's time to fly!"

## Chapter Twelve

Benita had been listening glumly to Joy's singing over her own radio. Funky and Sparky were still unconscious and the Witch was slumped in a chair. When she heard the scuffle and Joy's bewildered questions, she knew what had happened. Her Electronic Love Potion was destroyed, and the girl had snapped out of it.

"Good," she muttered with a small, vicious smile. "She was too happy being in love anyway."

Benita wasn't prepared, however, for the sound of Rogon's voice over the airwaves.

"Okay, all you folks out there, this is Rogon again. Due to technical difficulties the musical part of our program has gotta be postponed a while. You dig? So, just in case there's anybody

who didn't hear me the first time, I'm gonna repeat what I said earlier. We're the Round Rebs, the new generation in Rock City, and we're taking over the town. Benita Bizarre has, like, had it. She is finished, washed up, done for."

"Oh yeah?" Benita snarled at the radio.

"We've got the power, folks; string along with us and there won't be any trouble. There was a time, you know, when they used to burn witches, but just to show you what nice guys we are, we're gonna let Benita go. As long as she leaves town. You listening, Benita? You know you've had it, don't you?"

"That's what you think, you little twerp!" the Witch raged. "I'll fix your wagon!"

"Oh yeah," Rogon went on. "I just thought up another rule. Anybody who passes a Round Reb on the street has to get off the sidewalk. And keep yer distance, you dig? I mean, like you gotta show respect for your new rulers - I mean government. And we're the government; don't you forget that. And another rule. I'm loaded with 'em. And time some Rebs come to your house, you give 'em what they ask for. Food, mostly; after all, we gotta eat. And we may need some bread, a little walking-around money. There'll be a new set of taxes pretty soon which we'll announce as soon as my...uh-h...advisors have worked it out. Meantime, just play it cool, folks, and hang loose. Rogon has spoken. Now here's your favorite instrumental trio, Asparagus, Lemonhead and Bow-wow with their red-hot number, 'Rockin with the Revolution.'"

Benita snapped the radio off with a snort of disgust. "That kid'll never make a disc jockey in a million years." She stalked across the room to bend over Funky. "Hey!" she yelled. "Snap out of it!"

Funky moved an arm, then a leg. A peaceful smile was on his face, and he looked as though he could sleep happily forever.

"Drat it!" Benita snapped. "I've gotta improve my aim." She kicked the rat, but it didn't make him change expression. "I'll wake you up. Tweeter...oh. I guess I'll have to do it myself." Doing things for herself had never been one of Benita's strong points. It took her nearly 15 minutes to find the water bucket, fill it, and hurl water on the dreaming rat.

"Come on, you creepy Kraut. We've got some zapping to do!"

"Stay clear of the studio, lads, until we get the lay of the land," Courage cautioned the others. They were in Rock City, huddled against a building a block away from the radio station. No Flat People were in sight anywhere near them, although in the distance they could see a few scurrying along in their usual fearful way. I.Q. still had the transistor.

"Nothing but some nonsense about some more rules," he announced.

Harmony nodded at the Flat People who were still on the street. "It looks as though not everyone got the word."

"I suppose there are some who don't stay tuned to KOOK all the time. Watch it!" I.Q. ducked into an entryway as a pair of Round Rebs came out the front door of the station.

The Bugaloos stayed hidden as the Rebs approached. One of them was Monk; the other was the one called Elcee.

"Hey, man," Elcee whined. "He doesn't really expect us to go from door to door, like, begging, does he?"

"Look, we gotta eat," Monk growled.

"So why don't we just send out for hamburgers and cokes? That's the way all the big-time disc jockeys do, isn't it?"

"That's not the way Rogon does it. Come on, man; we'll go down here. I see some houses with lights on."

"Oh, all right," Elcee grumbled. "But I haven't done anything like this since I was a little kid and we went trick-or-treating. At least Rogon could have given us the Zapper."

Monk laughed. "These Flat People are such cowards we don't need any weapons against 'em. Let's go."

When the Rebs had gone, the Bugaloos cautiously emerged from their hiding place. Now there were three Rebs standing at the entrance to the radio station, and in the shadows at either end of the building they could see others.

"Looks like they've got the place pretty well guarded," Harmony observed.

"Hamburgers and cokes!" an indignant voice snorted behind them. The Bugaloos jumped and looked around, ready to launch themselves into the sky. A figure emerged from the back of the entryway where they had been hidden. A figure on roller skates.

"Peter Platter!" Courage exclaimed. "What are you doing here?"

The deejay glided toward them slowly, a dazzling sight in his floral shirt and cap to match. No one had ever seen him without his skates; his only explanation, if anyone asked, was that he never went anywhere anyway - which was no explanation at all.

"Hiya kids," the deejay said gloomily. "Did you hear what that crazy cretin said about me?"

"Yes, we heard," Courage replied.

"Hamburgers and cokes. Shows you what they know about big-time disc jockeys. Caviar, man. Caviar and hot-dog buns and lemon squash. That's what all the big-time groove gurus nosh on. Hey, what are you cats doing here, anyway?"

"We've come to help Joy," I.Q. explained.

"The way she looked just before those Rebs threw me out of my own studio, she didn't need any help."

"She does now," Courage said. "Something happened; we heard it over our radio."

"It did, huh? You know, that's the worst thing: I don't even have a radio. When would I listen?"

"Say, Peter," Courage broke in, "are all the Rebs in there?"

"I don't know. How many of 'em are there?"

"Maybe a couple of dozen." Courage explained briefly how the Rebs had invaded their clearing the night before.

"Yeah, I'd say there were about that many. They sure did crowd my studio."

"Did they just let you go?" I.Q. asked.

Peter Platter grinned wryly. "They gave me such a shove when they put me out the front door, man, that I rolled all the way to the middle of town before I could stop myself."

"They're not what you'd call gentle souls, are they?" I.Q. observed.

"You can say that again!"

I.Q. gripped the deejay's arm. "Listen, Peter, maybe you can help us."

"Anything I can do, I'll do it."

"We've got to get into the studio, but they've got the entrance too well guarded."

"Yeah, I can see that."

"Isn't there a back way in?"

Peter Platter shook his head. "Huh-uh. Just the one way in and out."

I.Q. frowned. "That's too bad. We can't just rush those guards; they'd yell and warn the others. We've got to find another way."

There was a moment's silence as they all concentrated on the problem. Then the deejay brightened and held a hand in the air. "Hey! You cats can fly! Maybe you can get in through the air-conditioning system."

"You mean there's an outlet somewhere?" Courage asked eagerly.

"There sure is. Up on the roof. You just might be able to squeeze your way in."

"Great!" Harmony enthused. "Come on; we'll carry you up there with us." He took an arm, but Peter Platter shook off his hand.

"No way, kids. Not for me." He patted his ample stomach. "Too much time in the studio eating all that caviar and drinking lemon squash. I'd never fit."

The Bugaloos had to agree. "All right, Peter," Courage said, "we'll be able to find it. Are you going to wait around here?"

"Oh, I don't know; I thought I'd go down the street and get myself a hamburger and coke."

Flying quietly and swiftly, the boys made their way to the roof of the round studio building without being spotted by the Reb guards. "Easy now," I.Q. cautioned when they landed. "Don't stumble and make a noise."

Silently, they stepped over the jumble of pipes, odd bits of planking, and other things that seemed to have been put there just to trip them up. Finally, they discovered what appeared to be the outlet they were looking for. A large metal duct jutted up from the roof, gleaming dully in the moonlight.

"This must be it, mates," Courage whispered. The opening was covered by a grill, and he put his hands on it. "Ouch!"

"What's wrong?" Harmony asked.

"It's hot." Courage touched the grill again, carefully this time.

"A lot of hot air is being generated down there," I.Q. observed. "Is it that bad?" He touched the grill himself.

"Not really," Courage replied. "I just wasn't expecting it."

"Let's work this grill off, then; we haven't much time to lose."

Working swiftly but carefully, they pried the grill away from the opening. It came off suddenly, and Harmony had to juggle it desperately for a moment to keep it from falling to the roof with a clatter. Finally he got it under control with the help of I.Q., and they put it down softly.

"All right, I'll go first," Courage announced. He got his legs inside and paused. "It's really a tight fit, but I can just make it."

"I wonder where it comes out," Harmony said.

"Only one way to find out," Courage declared with a grin. "Follow me, mates." He let go and slid down out of sight.

The others climbed in after him and began to work their way through the pitch dark, vertical tunnel. It was too cramped for them to use their wings, but they kept themselves from falling by pressing hands and knees against the sides of the duct.

"We should have brought lights," Harmony whispered from between Courage and I.Q.

"The Rebs might have spotted them," I.Q. responded.

"We're at the bottom!" Courage hissed below them. "Come on!"

They all strained their ears until Harmony announced that the music seemed to be coming from the right. The others agreed, and they got down on all fours to crawl in that direction. The duct was level but narrower; after a moment they had to lie flat on their stomachs and push themselves forward with their toes. It was slow, hot work, but the music was definitely getting louder. Courage winced as the sound became clearer. The Rebs didn't show much in the way of musical talent.

"Hold up a minute, mates," he said suddenly.

"What is it?" Harmony asked.

"I see a little glimmer of light. It seems to be around some sort of corner. Let's move very cautiously now."

There was hardly any other way they could move as they inched their way toward the light. When they turned the corner, they found themselves in a much larger section of pipe where they could all sit together. Ahead of them another series of ducts branched off.

"I have an idea where we are," I.Q. said.

"Where?" the others asked.

"Over there," he said, pointing to his left where the music was coming from, "is the studio. This other way probably leads to the lobby outside." Light was coming from both directions, and they could almost make out each other's faces.

"What do we do next?" Harmony wanted to know.

"Let's rush them and take them by surprise," Courage suggested.

I.Q. shook his head. "That won't do. There are too many of them, and besides, they have Joy. No, what we have to do is find out where the Zapper is that they stole from Benita."

The others agreed that that seemed the wisest course of action. "I'll slip down this way to the studio and see if I can see anything," Courage declared, and without hesitating plunged through the left-hand duct. He was gone for only a few minutes before he scrambled back.

"It's in the studio all right. I got a good look from the end of this big tin pipe here. Rogon is enthroned in Peter Platter's chair, and they're all eating chicken. It looks as though Monk was successful in his foraging expedition. The studio is a mess."

"They're not terribly tidy, are they?" I.Q. remarked drily.

"But where's the Zapper?" Harmony demanded.

"Oh. Rogon has it in his lap. It looks as though he's not about to let it go."

"Hm-m," I.Q. said thoughtfully. "We're going to have to work this out very carefully, lads."

"I still say we should rush them," Courage insisted.

"We can't. Not from here," I.Q. pointed to the duct leading to the studio. "That's only wide enough for us to go single file again; by the time we all got out the surprise would be gone."

Well, then, what can we do? I don't fancy sitting here all night waiting for something to happen." Courage flexed his arms as though ready to spring into action.

"Have a little more patience," I.Q. advised. "We'll have to make it a two-pronged attack. Courage, you go back where you were. And wait! Harmony and I will go the other way, to the lobby. There must be other Rebs out there. Whey they see us, they'll raise the alarm. Maybe that will give you the chance to swoop down and grab the Zapper from Rogon. Got it now? It's going to be our only chance."

The others nodded, and they quickly split up and made their way to their respective jumping-off points. When I.Q. reached the end of the duct that opened out over the lobby, he looked out cautiously.

"Are there any there?" Harmony whispered behind him.

I.Q. nodded. He could see four or five Rebs, lounging around or lying on the deep, plush orange carpet that covered the floor from wall to wall. One of the Rebs was plucking listlessly at a guitar, more or less in time to the music that blared over a loudspeaker from the studio. I.Q. turned his head back toward Harmony.

"I see five of them. I'll go first and fly around near the ceiling. You wait till they start yelling, then join me. They won't be able to get us without the Zapper, and when Rogon comes out with it, Courage can get him from the rear. Here we go."

With that he pushed himself out of the duct and fluttered his wings rapidly. They were cramped from being squeezed in the narrow tunnel, and for a moment I.Q. thought he was going to fall to the floor like a stone, but the wings quickly loosened up and bore him to the ceiling. None of the Rebs saw him.

"Hey down there!" I.Q. cried.

A Reb looked up from his seat behind the reception desk. He rubbed his eyes as though unsure of what he was seeing, then suddenly leaped to his feet. "A Bugaloo!" he shouted. "How did you get in here?"

"That's for me to know and you to find out," I.Q. taunted, flying in a sweeping circle. He swooped down at the Reb, who ducked. I.Q. laughed and zoomed back up to the ceiling.

Now the other Rebs were on their feet and yelling. "Get a broom!" one cried. "We'll knock him out of the air!"

"Hey! There's another one," another Reb called out as Harmony emerged from the duct.

"Get two brooms!"

"Get Rogon!"

"Get the Zapper!"

The Rebs were running around in confused circles, and for a while it looked to I.Q. as though none of them would have the sense to open the soundproof door to the studio to tell Rogon what was going on. But at last one Reb recovered his presence of mind and went to fetch their leader.

"You cats are out of yer skulls!" Rogon yelled as he stood in the doorway, clutching the Zapper. "Nobody could get in here, not even a Bugaloo."

"Oh yeah?" Harmony shouted as he dipped and darted over his head.

Rogon nearly jumped out of his boots, but recovered swiftly. "Okay, bugs," he said with a happy grin, "as long as you're here you may as well get zapped too." He aimed the weapon at Harmony.

Suddenly the Reb leader stumbled forward, driven by the fury of Courage's rush from behind. The Bugaloo gripped Rogon's arm, reaching for the Zapper. The other Rebs were too startled to move.

"They're everywhere!" one cried out.

"You bet we are!" I.Q. called, and dove at him. The Reb flung himself on the floor and covered his head. Harmony swooped down to give Courage a hand with Rogon. The leader clung stubbornly to the Zapper, even though he was flat on his face now with Courage's knees digging into his back.

"Grab it!" the Bugaloo panted. "I can't hold him down much longer."

Harmony dived for the Zapper, but with a mighty heave the much bigger Reb flung Courage off and managed to turn over. Harmony got a handful of his hair and tried to pull him backward, but Rogon was too strong. Now I.Q. joined in the struggle and between the three of them they at last managed to get the Reb leader down on his back.

"Have you got it?" I.Q. asked.

"No," Harmony replied; "I thought you had it." They could see that Rogon's hands were empty, but the Zapper was nowhere in sight.

"Get these creepy bugs offa me!" Rogon roared.

"Where is that Zapper?" Courage asked, looking around frantically. And then he spotted it. It must have been a trick of the light because he could have sworn it was just hanging in midair. Too late he realized what had happened - but then Monk turned to face them, the weapon in his hand aimed directly at them.

"Okay, Bugaloo," he said with a sneer. "Which one of you wants to get it first?"

"Yi-i! I know I'm goink to catch mein death uff cold," Funky moaned. His uniform was soaked, and he held his cap in his hands, wringing the water out of it.

"Stop yer whining, you miserable rodent," Benita snarled. Her ear was glued to the radio, but all that came out of it now was music that was even worse than hers - which put it right up at the top in the rotten league. Impatiently, the Witch turned off the set and got up. "Okay, I've waited long enough. It's time to show those kids who's boss in Rock City."

"Vot are you goink to do, mein leader?" Funky asked fearfully. "Not ore...vitchcraft?" He shuddered.

"No. None of that. I'm gonna do what I should have done last night if you hadn't talked me out of it."

The poor rat was bewildered. "Vot did I...?"

"Don't answer me back, you second cousin to a skunk. Get up, and get your Zapper."

Funky's eyes lit up. "Aha! Ve are goink to do some zapping? Goodie goodie!"

"That's right. I'm through being Miss Nice Girl; it's time to get tough."

"Und ve're goink to der studio and...zap...dem...?" His voice trailed off as the thought struck him.

"What's the matter now?" the Witch snapped.

"I vas only thinkink. Dere are so many uff dem - und so few uff us."

"Hm-m. You have a small point there. Drat those other two; I never should have let them out of the house alone."

"Vot can ve do, Boss?" Funky whined. "Ve're outnumbered."

"Wait a minute, wait a minute," Benita muttered. She covered her eyes with her hand for a moment, then looked up, beaming. "I've got it."

"Vot iss it?" Funky asked, his excitement returning.

"Never mind; get your Zapper and let's go. I'll tell you on the way."

"Hold it, Monk," Rogon called out, struggling to his feet. "No need to put 'em down yet." The Reb leader dusted himself off and tucked his shirttail back in. He looked at the three Bugaloos who still were sprawled on the floor at his feet. "You cats...I mean bugs...get up. Come on."

They rose, gazing sullenly at the Reb.

"That was a nice try," Rogon said with a little chuckle. "But you shoulda known you couldn't beat me, not even three of you."

"Not when your cohort there can make himself invisible," Courage pointed out defiantly.

Rogon shrugged. "Some cats can fly; others can disappear. It takes all kinds, you dig?"

"What have you done with Joy?" I.Q. demanded.

"Ah-h, she's okay. We've got her locked up in an office down the hall there."

"You didn't zap her?" Harmony wanted to know.

Rogon shook his shaggy head. "Nah. She's only a chick after all; there wasn't any use in hurting her."

"What are you going to do with us?" Courage asked.

Rogan gave the question some thought, then snapped his fingers. "Sure! That's it. Why didn't I think of it before?"

"What are you talking about?" Courage said.

"Well, it's like you're the Bugaloos. And you make pretty groovy sounds. You dig?" He jerked his head back over his shoulder. "Like, those guys in there aren't exactly the greatest, if you know what I mean. We could use some really cool music over radio station REB."

"REB?" Harmony repeated.

"Oh, I haven't announced it yet, but we're changing the call letters. It sort of fits, you dig? And you bugs'll be our permanent stars. How do you like that?"

"You mean you want us to play for you?"

"Live. Yeah. And not just for us. For all the free people of Rock City." He lowered his voice and spoke in a confiding tone. "Ya know, one of the secrets of running a successful government is to keep the people contented. Feed 'em lots of cool Bugaloo sounds, and I figure they'll be happy no matter what happens."

"I don't think we can have any part in a thing like that," I.Q. stated calmly.

"What's the matter?" Rogon demanded. "You don't want to do your bit for the Revolution? Didn't I throw Benita Bizarre out of power?"

"I don't know. Did you?"

"Well...she sure hasn't been around to call me out on the subject. Believe me, man - she's through. Even if she hasn't left town yet, that's a mere detail. I'm in charge here now, and no second-rate Witch is gonna change that!"

The second-rate Witch was at that moment tooling down Rock City's main street in her Baroque Buggy with Funky at the wheel. The car was an immense open limousine, lavishly decorated in Benita's own indescribable fashion, and usually it tore through town at a terrifying clip. The Witch didn't care if she ran anyone down; it was their own fault for not getting out of her way. Anyway, it didn't hurt Flat People very much; it just made them a little flatter.

At the moment, however, the Buggy was cruising along the street at a sedate pace - practically crawling, in fact. Benita's head swiveled back and forth, searching for something on the deserted sidewalks.

"Dere doesn't seem to be anyvun around, Boss," Funky commented.

"Yeah, I can see that; just stick to your driving." Dazzling neon signs winked, flashed, and ran up and down the sides of buildings, making downtown Rock City a mind-blowing display of lights that would have brought a fortune to an enterprising seller of dark glasses. But there were no enterprising people in Rock City, not any more. Benita tapped on the back of the front seat impatiently as she scanned the empty sidewalks.

"Wait. Stop!" she cried, banging the rat-chauffeur over the head with her purse. His hat was knocked down over his eyes, and he ran the Buggy up on the sidewalk.

"Yah, Boss," he said resignedly. It always happened that way. "Vass ist?"

"Ist...never mind. Back up. I saw some Flat People going around that corner."

Funky did as he was told, following the Witch's directions as best he could, which wasn't easy. But as they rounded a corner they spotted a small group of Flat People hurrying down the side street, bending and rippling as they walked.

"Get in front of 'em," Benita ordered, and Funky sped up, overtook the Flat People, and came to a halt just ahead of them.

Benita stood up in the back seat and flashed her most dazzling smile. "Hello, there, you handsome, brave, heroic folks," she cooed. "Hey. Are you guys or girls?"

It was, in fact, impossible to be sure because the paper thin inhabitants of Rock City were featureless in every way. They didn't answer, of course; no Flat People ever spoke to Benita Bizarre.

"Hey, look," she went on. "I've got a little problem, and I know you're just dying to help me out. It's these uppity kids, you know? They're trying to take over Rock City, and you don't want that, do you? I mean, you all love your Benita?"

The Flat People didn't move except for the slightest swaying caused by a gentle breeze. They stared, silent, unblinking, at the Witch.

"Look, you guys help me and I'll...I'll..." Benita couldn't for the life of her think of anything nice she could do for anyone; she had forgotten what nice things were - if she had ever known in the first place, that is. "I'll let you use a Zapper!" she said finally, holding one of the weapons aloft. "See? We all go to the radio station and we zap those kids. Wouldn't you like that?"

But at the sight of the weapon, the Flat People began to tremble and then, a moment later, they turned sideways and disappeared.

"Hey! Where'd you go? Come back here!" Benita shrieked at the empty sidewalk. When they didn't obey her order - and she hadn't really expected them to - she sighed heavily and plunked down into the seat again. "That's the trouble; when I make cowards I really do a job of it. If only I hadn't made 'em so flat, though!"

They drove around town a bit longer, encountering two or three other groups of Flat People, but their response was always the same; they simply turned aside and disappeared. Flat People didn't want to get involved - especially with a Witch fighting against a revolution.

"Okay, Funky," Benita announced at last, "we'll have to do it all by ourselves. To the studio."

"But Boss, how can we...?"

"Just drive. I'll think of something."

By the time they were a block away from the radio station, Benita had her plan all worked out. It was, she told herself, simply stunning in its simplicity. She stood up in the back seat and leaned forward, an arm thrust forward.

"Charge!" she commanded.

"Vot?"

"I said charge, you dummy!"

Reluctantly, Funky pressed down on the gas pedal and the car leaped forward. When they were halfway down the block, Benita leaned over the rat's shoulder and honked the Buggy's hair-raising horn.

The Rebs on guard in front of the building looked up, half paralyzed by the noise and the glare of the headlights bearing down on them. Before they could move, Benita was gleefully zapping them; it was all over in less than a minute, with half a dozen Rebs sprawled in the street and the Buggy halted just short of the front door of the studio.

The Witch patted her Zapper like a faithful hound and grinned down at Funky. "See? I told you it was simple. Let's go inside."

The rat got out and opened the door for Benita, then ran in front of her to the front door of the building. He found it locked.

"Vot can we do now, Boss?" he asked hopefully. Maybe she would turn around and go back home.

"What do you think a car is for?" she demanded with an impatient gesture. "Break the door down."

"Are you all right, Joy?" Courage asked anxiously.

"I seem to be," the girl replied. All the Bugaloos were in a small room off the lobby, with three of the biggest Rebs on guard just outside. There was no window, no other way out except the door - not even an air-conditioning duct.

"What in the world happened to you?" I.Q. wanted to know.

"I'm...I'm not really sure. I just remember having this incredible feeling of...of warmth. Of love." She shook her head. "And after that it's all a blank until I came to in the studio a little while ago. I was singing, wasn't I?"

"That you were, luv," I.Q. replied. He looked at the others. "I'll bet it was some of Benita's doing."

"Yes," Harmony agreed, "that old hag would do anything to break us up."

"Well, it didn't work this time, either. Now we have to figure out what we're going to do about Rogon and his gang."

"They're beginning to look more like a bunch of gangsters than liberators," Courage observed.

"I'll say," Harmony said. "And there's no one to stop them."

"Except Benita," I.Q. pointed out.

"I doubt she can do much."

I.Q. smiled. "Well, let's hope she can. Otherwise we may have to spend the rest of our lives singing for his majesty, King Rogon."

"Oh, wouldn't that be nice," Harmony said wryly. "Him sitting there on his ruddy throne, gnawing on chicken bones and waving that Zapper at us."

"Did I hear you talking about me?"

The Bugaloos turned to see the Reb leader standing in the doorway.

"I guess a lot of people are talking about you tonight," I.Q. replied.

The idea obviously pleased Rogon, and he beamed. "I guess they are at that. Come on, bugs. Time for you to do your stuff."

"But we haven't got our instruments here with us," Harmony protested.

"There's plenty in the studio. You bugs'll make out okay."

"Mister Rogon?" Joy said hesitantly.

"Yeah?" the Reb replied sourly. He couldn't for the life of him understand what had turned the girl away from him so suddenly; it didn't help his ego at all - not that it needed much boosting anyway.

"I don't think we really feel like singing just this moment..." Joy explained.

"That's too bad. I've already announced that you're appearing here, live, and we can't disappoint our listeners, can we?" Rogon gestured, and two of the big Rebs came inside the room. "Escort these bugs to the studio - and if they give you any trouble, clout 'em."

Seeing that it was useless to resist, the Bugaloos went with their captors without a struggle.

"Oh, well," Harmony commented. "Making music is a lot better than a lot of things they might have forced us to do."

"Yes," Joy agreed. "At least they're making a shambles of this studio instead of our clearing. Poor Peter Platter; what happened to him, anyway?"

I.Q. filled the girl in.

"Oh, I'm glad he's all right. He's always been so nice to us."

"Sure," I.Q. said without enthusiasm. His brain was whirling with ideas conceived and rejected as he tried to think his way out of this situation.

They were in the studio now, and up on a small platform opposite the big desk. Rogon seated himself in Peter Platter's chair, brushed some half-eaten chicken legs to the floor, and leaned back with his feet on the desk. "Okay, you bugs, yer on the air."

I.Q. strummed a borrowed guitar, Courage hit the studio drums a few indifferent licks, and Harmony played a listless chord on the piano. Joy opened her mouth to sing - but the words never came out.

"All right, you Rebs, you're signing off the air right now!" Benita Bizarre stood in the doorway, Funky beside her. Behind them those in the studio could see unconscious Rebs sprawled in the lobby.

"What the...?" Rogon leaped to his feet. "So it's a showdown you want, is it?" He aimed his Zapper at the Witch and tightened his finger on the trigger.

"Get him first, Funky!" Benita shouted. "And then those Bugaloo brats! They're in with 'em, too!"

## Chapter Fourteen

Funky and Rogon triggered their Zappers at each other simultaneously - and nothing happened.

"What's wrong?" Benita shrieked.

"I don't know, Boss," the rat wailed. "I've got der chauce turned all der vay up."

Rogon was looking at his own weapon with a puzzled frown.

"Here," Benita barked, "let me." She triggered her own Zapper in Rogon's direction - and got the same result. Nothing.

"What the hey!" she yelled. Then she smacked herself in the forehead. "What a dummy I am. Oh, how stupid!"

"Vot iss it, mein leader?" Funky sounded almost relieved, which, in a way, he was; after all, she hadn't hit him in the head.

"Yeah, what're you gassing about?" Rogon wanted to know.

"The Zappers. If you aim them directly at each other, they cancel each other out. The whole thing is kaput." She threw down her weapon and sank into a chair, burying her head in her hands. "Oh, my beautiful Zappers," she sobbed. "All gone. Destroyed. Now I'll have to go back to witchcraft, and I'm so rotten at it!"

Joy couldn't help being moved; she came down from the platform to put a consoling arm around Benita's heaving shoulders. "There, there," the girl said soothingly. "Everything will be all right."

"Oh, it's too awful to think about," the Witch wailed. "If you knew what I have to go through to cast a spell..."

"All right, that's enough of this gab," Rogon snapped. Moving quickly, he was around the desk and standing at Joy's side before the other Bugaloos realized what he was doing. He gripped the girl's arm firmly. "So the Zappers are Nowhereville; I've still got the chick. Don't try anything."

In response, Courage buzzed angrily into the air. But the ceiling in the studio was too low, and he couldn't go high enough to get beyond the Reb's reach. Rogon just eyed him with a contemptuous smile.

"Go ahead, stay up there as long as you like, Bugaloo. You're not going anywhere."

"And neither are you," Courage shot back. "You're finished here before you even started."

"Who says so? I'm still in charge. Even if we don't have a Zapper, nobody else does either. Get wise, man; I'm top man and no one's gonna take that away from me."

He had a point, Courage had to admit to himself. With Benita's weapons gone, the Witch and her flunkies were powerless to do anything, at least for the moment. And since the Flat People of Rock City were so docile, there hadn't been any kind of police force in the town for ages; it wasn't needed.

I.Q. stepped toward the Reb leader. "You can't spend the rest of your life in here, you know," he pointed out.

"Who says I can't?"

I.Q. looked around. "I shouldn't think it would be much fun. All your power - and you can't even step outdoors to see the sunshine."

"I can go anywhere I want to. But I like it here." Rogon signaled with a jerk of his head to Monk, who sidled over and took Joy's arm in a crushing grasp. The girl winced but didn't cry out. The Reb leader went back behind the desk and dropped into his chair-throne.

"I dig it here, you know? Air-conditioned, nice lighting. I send out for anything I want to eat, and I've got the Bugaloos to make groovy music for me."

"I thought we were singing for the free people of Rock City," Harmony pointed out.

Rogon shrugged. "That's okay; they can listen if they want to. I don't mind."

"But you can't just keep us here forever," Joy said.

"Who says?"

"Cooped up in a windowless room, with artificial air? No sunshine, no flowers, no birds singing, no breeze blowing?" The girl was close to tears now. "That would be inhuman, Rogon."

"Have it your way," he said blandly. "Now you cats better get ready to sing...wait a second."

He sat up straight in his chair. "You never did tell me how you got in here."

I.Q. hesitated, then decided it would do no harm. "Through there," he said pointing. "The air-conditioning system has an outlet on the roof."

"Pretty smart. I'll have to get the guys to seal those openings up, just in case any of you flying bugs decide to make a break for it that way."

"So this is what you mean by freeing Rock City," I.Q. said.

Rogon looked at him narrowly. "What's that suppose to mean?"

"All your high-minded talk about freeing the people from Benita. I don't see how they're any better off."

"Relax. Revolutions take time," Rogon pointed at the still sobbing Witch. "Look, I did what I promised, didn't I? She's through."

"Well...you did it with her help. But is this the goal of your revolution? A bunch of you sitting around a radio station eating chicken and listening to music?"

"It's better than a lot of things."

"But what are you going to do for the people?" I.Q. insisted.

"Well, I...lots of things. We're working out the problems now." Rogon bounced impatiently to his feet. "Come on now, Bugaloo; stop stalling. Let's get the show on the road."

I.Q. glanced swiftly ceilingward, then quickly away again. Courage was all but forgotten, and he seemed to be busy with something important. I.Q. searched his brain frantically for something else to say as he walked slowly back toward the platform. He halted just as he reached it.

"Perhaps you'd all be more comfortable in Benita's Jukebox Penthouse," he suggested brightly. "At least there's sunshine there, and you have a good view of the city..."

"Yeah, maybe. If we can set up a broadcasting station there, it might not be a bad idea. You're full of 'em, aren't you, Bugaloo?"

"I have a few."

"I'll keep that in mind. Maybe I can use a brain on my personal staff. You keep your head working like that, I.Q., and we'll all wing up getting along together after all...YOW-W!"

Suddenly Rogon's feet were yanked up off the desk and pulled over his head. He felt himself being hauled, feet first, toward the ceiling; his head bumped against a corner of the desk and stunned him.

Courage, finding a loose coil of microphone wire in a dim corner of the studio, had managed to fashion a noose in one end while everyone else's attention was glued to the discussion between I.Q. and Rogon. Then he had slipped along the ceiling until he was close enough to drop the noose over Rogon's boots as they rested on the desk, and with his strength Courage was able to jerk the Reb leader into the air and stun him. But he couldn't hold him there for long.

"Give me a hand, lads," he cried.

The other boy Bugaloo sprang into action at once. Harmony found another length of wire, and he and I.Q. took either end of it. Flying rapidly in opposite directions, they wound the wire around Rogon's suspended body until he was trussed up like a mummy. With a sigh of relief,

Courage let his burden drop to the carpeted floor as gently as he could, but with a bump, nevertheless, that gave him a small amount of secret satisfaction. The Reb leader let out a groan that sounded suspiciously like a whimper.

The other Rebs were too dumbfounded to move during the Bugaloos' lighting attack, and now that Rogon lay helpless on the floor, they showed no signs of wanting to share his fate. Monk still held Joy, but his eyes showed his uncertainty.

"All right, Monk, let her go," Courage commanded in ringing tones. The Reb did as he was told and Joy, predictably, went straight to the fallen Rogon.

"Are you all right?" she asked, bending down for a closer look at him.

Rogon's eyes were open, but they were filled with pain and bewilderment, as though he couldn't believe that such a thing was happening to him. He didn't answer, but Joy was apparently satisfied that he wasn't hurt. She turned to the boys and jumped up and down, clapping her hands in delight.

"Oh, that was really super!" she exulted. "I knew you'd work out some way to free us. Now we can go back to Tranquility Forest..."

But I.Q. was shaking his head. "We can't just leave. I'm afraid we may be in a stickier mess than we were before."

"How's that?" the girl wanted to know.

"Because somebody has to be in charge of Rock City; otherwise, the town would be in a state of anarchy, and that's bad for everyone."

"Oh dear." Joy turned pale. "How frightful."

"Rogon has ruined Benita, and we've beaten Rogon," I.Q. pointed out. "I'm not keen on running things, but there we are."

The girl looked thoughtfully at the fallen Reb leader. "Perhaps we could persuade him to see where he went wrong?"

I.Q. cocked a querying eyebrow at Rogon. "What about it? Do you think you can take over this town and really do some good?"

"I...I dunno."

"Why not?"

"I'm not sure I know how," the Reb leader admitted in a sulky whine. "What do I know? I'm just a kid."

I.Q. wasn't about to argue with that. "It looks as though we're going to be stuck with it," he sighed. The other Bugaloos looked as unhappy as he did.

Suddenly there was a banging and rattling that seemed to come from somewhere above their heads. A muffled "He-e-el-l-l-p-p!" echoed eerily through the room, and a moment later Sparky came flying out of the air-conditioning duct - backwards.

"Look out!" Harmony yelled as the firefly flew wildly out of control across the room.

"Grab him before he crashes into the wall!" Joy cried.

Courage was the one who stopped him, dragging him back down to the floor and holding him until his wings stopped their frantic beating. The firefly looked up and smiled his gratitude at Courage - then scowled. He reached inside his jacket.

"Don't any of you move," he growled. "I've got you covered." And he brought out a Zapper.

Benita leaped to her feet. "That's mine, you little squirt. Give it back."

"Don't come any closer," Sparky said in a quavering voice. "I'll...I'll let you have it."

The Witch shrank away. "You have no right to that. You were zapped, and you're supposed to be back at the Penthouse."

"But I woke up. When I heard over your radio what was happening here, I found this where you lost it under a table, and I hurried over here to rescue my friends." The firefly waved the

Zapper around dangerously. "Where's that oversized Reb? I'll pulverize him. I'll break him into little pieces. Where is he?"

"You're standing on him," I.Q. pointed out.

Sparky looked down and saw that he was indeed standing on the trussed Rogon. "Yipe!" he cried and leaped away.

"Easy there," Harmony said as the Zapper was waved under his nose. "We're friends here, remember?"

The firefly blushed. "Sure, sure. Maybe one of you fellas better take this. These things scare me, anyway."

I.Q. took the weapon, and Joy went to the firefly and hugged him. "Oh, Sparky, you're a dear, brave firefly."

"Aw-w. Somebody had to rescue you. I heard everything; they were gonna keep you here forever."

"But not now, thanks to you."

"Yeah, thanks to me," he said modestly. He looked down at Rogon and aimed a kick at him. "I'll teach you to be nasty to my friends."

But I.Q. stepped between the firefly and the fallen enemy. "Now, now, Sparky, it's not nice to kick a chap when he's been beaten."

"Oh yeah, I forgot."

I.Q. hefted the Zapper in his hand thoughtfully. The only one left that worked. "It looks," he said thoughtfully, "as though the Bugaloos have the power now."

"Yeah," Rogon agreed bitterly.

"And if you have power, you certainly should use it. Isn't that the way it goes?"

Rogon nodded. He seemed to be on the verge of tears.

"What are you saying?" Joy was shocked at I.Q.'s words.

"First of all, let's untie our friend Rogon. I don't think he'll try to go up against this." He glanced at the Zapper meaningfully.

Courage did as he suggested; he had complete faith in whatever I.Q. was doing, although he couldn't guess what it might be. When the Reb leader was on his feet, I.Q. eyed him thoughtfully.

"What will you do if I simply let you go?"

Rogon didn't answer at first; he stood with his head down, shoulders slumped. Finally, he looked up. "You mean you're not gonna zap us?"

"I'd rather not. You Rebs might be just what Rock City needs. New blood, new spirit. To build a better city, with better people. But I don't think you're quite ready to run it yet."

"No," Rogon mumbled.

"So why not go home to your parents? You'll be surprised to find that most of them know a few things you don't, and you may learn what you need to know if you really want to take over Rock City some time in the future - in a constructive way. Can I have your promise on that?"

Rogon hesitated, then nodded slowly. "Yeah, like maybe we did rush things a little."

I.Q. turned to Benita. "I'm sorely tempted," he said severely, "to dispose of you. But I can't strike a woman when she's down..."

"Or a rat, either, I hope," Funky implored.

"Perhaps even you may have learned a lesson from all this," I.Q. went on. "When you found yourself faced with a challenge to your power, you had no one to turn to for help except for that miserable rat. So, you could only fight violence with violence - and neither side won. If you'd spend more of your time dreaming up good ideas for the people of Rock City instead of spells and sickening rock songs, you might make a few friends."

The witch was about to make a nasty retort but held her tongue. She was already wondering how long it would take the mail-order house to deliver another set of Zappers.

I.Q. took her silence for assent and turned back to Rogon. "Now, I think if you and your chaps will clean up this mess you've made, we can all leave and let Peter Platter back in."

Dawn was breaking as the Bugaloos took off from the street outside KOOK. The Rebs had scattered to their homes, and with her flunkies Benita began driving, very slowly, back to her Jukebox Penthouse. As the winged teenagers hovered above the radio station, with Sparky helped along by Harmony and Courage, Joy turned to I.Q.

"Do you think Benita will really reform?"

I.Q. laughed. "Until she gets a new Zapper, maybe."

Joy looked sad momentarily. "It's all been for nothing, then?"

"I wouldn't say that. Look." He brandished the Zapper he still held. "Now I've got the power."

"I.Q.!" Joy fluttered away from him. "I've never heard such a thing. From a Bugaloo!"

His laughter rang out over the treetops as she flew swiftly over the Forest. "I'll show you what I do with my power," he said - and dropped the Zapper into the narrow but deep little stream they were flying across at the moment. The weapon made hardly a splash and quickly sank out of sight.

Joy smiled again and flew over to give I.Q. a peck on the cheek. "Power just isn't our bag, is it?" she said happily.

"Of course not," he agreed. "But we won't tell the Rebs, will we?"

"Or Benita?"

"Definitely not Benita." They both laughed merrily and flew ahead to share their new secret with the others.

The End