



The Creature that Came to Ponyville

By Friendly Uncle

Table of Contents:

| | | |
|------------------|-------------------------|-----------|
| Chapter 1 | The Egg | 3 |
| Chapter 2 | The Birth | 9 |
| Chapter 3 | The Molting | 20 |
| Chapter 4 | The Assimilation | 30 |
| Chapter 5 | The Hunt | 42 |
| Chapter 6 | The Discovery | 55 |
| Chapter 7 | The Battle | 66 |

Chapter 1

The Egg

Atop the great citadel of Canterlot, within the observatory that crowned the great castle, and seated upon a low bench situated between two of the domed structure's vast supporting columns, Princess Celestia, God Empress of Equestria and all of Ponydom, sat and stared out across the vast horizon of her kingdom. The princess was seated with her legs casually curled underneath herself, but her pose was rigid, her eyes unblinking and her ears cocked to take in any noise. Her face bore an expression of intense concentration. Like a mother who listens with utmost care for hours to the breathing of a convalescing child, so Celestia focused her attention upon the land that was her charge and birthright.

"Sister?"

Celestia startled. It was a rare sight to see the great white alicorn taken off-guard, but now she jumped to her hooves with a small gasp, whirling to see the only pony who could have interrupted her. Princess Luna approached her larger sibling uncertainly, unused to seeing Celestia unruffled and loath to distract her from whatever matter now held her attention.

"Is everything alright?" the night sister asked. Celestia let out a sigh and offered Luna a self-deprecating smile, attempting to set her at ease.

"I don't know. I hope so. There's something... extra."

Luna blinked, wordlessly expressing her profound confusion. Celestia shook her head.

"That's the only way I can think of to describe it. It's the sensation I get when something is missing, but... in reverse? There's something somewhere that shouldn't be there. Something new. And I can't decide if it's something that belongs or not."

Luna frowned a little, closed her eyes, and faced the direction that Celestia had been staring at. For a long moment she held still, her only movement

a slight rustling of her mane in the breeze and a vague glow running up and down the length of her horn. Celestia watched her curiously until Luna finally shook her head and shrugged.

"My connection with this land is not as deep as yours Sol. Whatever is bothering you, I can't quite make it out."

Celestia reached down and gently nuzzled her sister's cheek.

"It is a connection you should have been able to forge, had you the last millennium to do so," she said sadly.

"We both know whose fault that was," Luna snorted, but she returned Celestia's caress. "In any case, the time has come for Equestria's day star to rest, has it not?"

Celestia nodded, and her horn flared with power. Luna's horn took on a new glow, larger now and yet darker, a flashing unlight that contrasted to the pale golden glow of Celestia's magic. The princesses took hold of an ancient power and guided it, gently, along the same paths it had travelled countless times before. The wheels turned, the spheres aligned, and in the sky far above them, the sun began its ponderous journey downwards to make way for the glittering night sky.

Satisfied that the evening was set in motion, Celestia turned to depart. Luna did not follow her, however, and after a moment Celestia turned back to find her gazing up at the pale shadow of the rising moon.

"Luna?"

"... I had a thought," the smaller sister replied. "Celestia, the power you wielded to seal Nightmare Moon within the sphere of night was great, and the energy required to break it even after a long span of years must have been enormous. And yet the moon appears unblemished. Are we sure that this is the case?"

An uneasy feeling settled on Celestia's stomach as she stepped back over to Luna's side, her eyes narrowing as she watched the purples of the sunset sky deepen.

"You think that Nightmare Moon's escape might have damaged the lunar sphere?"

"A crack within that barrier might have admitted any number of intrusions from other worlds," Luna said softly, "intrusions such as that surplus which you noted earlier."

"... perhaps."

They watched the sky together, each deep in thought, until a low rumbling interrupted their reverie.

"... and perhaps it is time I had supper," Celestia chuckled.

"I could do with some breakfast myself," Luna agreed, smiling.

"Then let's eat on it. I imagine it's nothing too serious. We'd have heard if monsters were rampaging across Equestria, I'm sure..."

-

My Little Pony, My Little Pony...
Aah, aah, aah, aah...

-

Dollars to Donuts was a solidly built earth pony with a red mane, a dark brown coat, and an inquisitive nature. She was the sort of pony who could always be counted on to do the exact opposite of what she was told. She said she was adventurous. Her friends called her stubborn. A more objective observer would probably settle for "bloody stupid."

Still, she had to admit, this latest venture was reaching, even for her.

"If you're trying to prove yourself to anypony there are better ways to do it," Applejack had groused at her while exchanging a bushel of apples for a hoof full of bits.

"I'm not trying to prove anything," Dollars to Donuts retorted, "I'm just looking for something new to do. A new adventure. A new place to explore!"

"The Everfree Forest ain't no adventure," retorted Applejack, "Honestly Dollars you worry me sometimes. Show up in these parts for the first time in a pony's age and the first thing you want to do is dive right into the most dangerous territory in or anywhere near Equestria? Did you hit yerself on the head recently?"

"Oh I see," said Dollars with a smug grin, "you don't think I can do it."

Applejack was worried now, turning to face her squarely and putting a hoof on the slightly taller pony's shoulder.

"Don't make this about that. I ain't callin' you weak or scared and you know it. If it came down to a scrap you're the first pony I'd want watchin' my back any day, and Celestia knows you've never been one to back down from a challenge. But this is the Everfree forest we're talkin' about, and it don't matter how tough y'are in there. You get yerself gored by a manticore's tail and gumption don't come into account."

"You did it," said Dollars defiantly, "several times, as a matter of fact."

"I did. And never 'cause I wanted to, but 'cause I had to. And I went in there with a pony that could outstare a cockatrice, a unicorn that could rip out a serpent's scales with her teeth, a Pegasus that can break the sound barrier, the most powerful unicorn Ponyville's ever seen, and Pinkie Pie. And we still almost didn't make it out in one piece. So promise me you won't go anywhere near that awful place because if anything happened to you after I got this cockamie idea into yer head then I couldn't ever live with myself."

"Okay, okay! I promise I will not go near the Everfree Forest."

This had not, technically, been a lie. Dollars to Donuts had not gone near the Everfree Forest. She'd galloped right in. What Applejack didn't know wouldn't hurt her.

She had to admit, she could see why her fillyhood friend was so intimidated by the place. The Everfree Forest was like an entirely different world. The light of Celestia's sun seemed unable to entirely penetrate the thick canopy of evil-looking trees. The noise of small scurrying animals seemed to follow her wherever she went, and she couldn't shake the sensation that she was being watched.

Still, at the moment there had been no sign of marauding beasts, and a careful sequence of scratches in the bark of several trees prevented her from getting lost. Dollars to Donuts was starting to worry that the Everfree Forest was going to be a bust. It couldn't be an adventure if she was bored.

Dollars was attempting to determine the approximate time by gauging the amount of remaining light when she noticed it. A series of trees knocked over and lying on the ground in splinters, as if knocked aside by some great force. Intrigued, Dollars cantered over to get a better look.

In the center of the blasted circle of trees was a blackened crater. It wasn't large, only a little bigger around than some of the larger trees, but it looked deep. In the center of it sat a large, round object with a leather sheen.

Dollars to Donuts gasped. "An egg! Oh wow, and it's huge! It must be a dragon egg! This is so cool! I think one of Applejack's friends knows a dragon. Maybe they can be buddies! Oh colt this is so awesome."

She rushed over to the crater and peered down at the egg, pondering how to get it out. As she did so, the egg began to shift slightly from side to side, and low gurgling noises came from inside of it. Was it ready to hatch already?

"Oh, I hope it is a dragon! Don't worry little fella, I'll be your mommy. Come on out and say hi..."

With a slow, sucking noise the top of the egg split. It didn't crack. The top of the egg opened like a flower with four thick, wet petals that peeled back to reveal its contents. Layers of mucous and thin, pale membranes concealed most of what was inside from Dollars' view, but she could make out a glistening bone-colored carapace and a long, flexible tail like an animal's spine gently coiling and slithering around itself.

Dollars to Donuts took a step backwards, suddenly uneasy. That wasn't a dragon egg. She didn't have any idea what-

The newly-hatched creature suddenly moved with unbelievable speed. Tail whipping around like a snake, the thing launched itself out of its egg and directly at Dollars to Donuts, unfurling long, spidery legs. Before she could even process what was happening it was on her face and gripping her head with those hideous thin legs while the tail tightened around her throat.

There was only time for Dollars to get out one shriek of absolute terror before the grip on her neck restricted her breath and she sank to the ground, the last sensation she remembered the violent sensation of something acrid and rubbery forcing its way past her lips.

And then blessed darkness.

Chapter 2

The Birth

"So all I have to do is pull this taught, right?"

"Uh uh. Just hold it steady while I put in the stake."

Rainbow Dash shrugged and did as she was bid, grabbing the length of rope in her teeth and yanking it parallel to the ground while Fluttershy used her hooves to pound a long stake into the dirt. That done, she helped the other pegasus wrap the rope tightly around the stake and tie it off.

"Thank you so much Rainbow Dash. It's so much easier to fix with two ponies, I was worried this would take me all day."

"Yeah huh," said Rainbow Dash, hovering a few feet above the ground in order to get a better look at the project. Fluttershy's rope, as well as several others, was attached to a complicated looking wooden construction that had been sunk into the river just after a large bend. It looked like a dam, but it didn't seem to prevent any of the water from flowing through it.

"... what is it?"

"Oh! I'm sorry, didn't I tell you? It's a trap."

Rainbow Dash blinked.

"A trap? Like, for catching animals?"

Fluttershy nodded.

"See, when the gate is closed the water can get through the grid, but fish above a certain size can't. So the current catches them and pulls them into this little pool here, and it keeps them nice and fresh until I need some. When I have enough all I have to do is pull this rope here, and the gate opens and the fish can all leave."

Rainbow Dash was staring at her friend as if she'd just sprouted an extra head. Fluttershy blinked and shrank back a little, unconsciously letting her mane fall over her face to escape Rainbow Dash's gaze.

"What... what's the matter?"

"Fluttershy, you're a fish murderer!"

Rainbow Dash pointed her hoof accusingly. Fluttershy squeaked and backed away.

"What!? I... I... I don't... I mean... I need the fish to... to feed some of the other animals... it isn't their fault they're... carnivores... It's the circle of life!"

"I never thought I would see the day," said Rainbow Dash, awed, "if anypony had ever asked me who the most harmless pony in all of Ponymore was, I would have pointed to Fluttershy every time! 'Oh, Fluttershy would never hurt a fly!' I'd say. But apparently the fish aren't safe!"

Fluttershy's muzzle was nearly touching the ground.

"I... I didn't realize... you cared so much about fish..."

"Oh, I don't really care about the fish, I just think it's hysterical."

Fluttershy's eyes narrowed and her head rose back up. Rainbow Dash grinned at her. Off to one side Angel Bunny seemed to be rolling around on the ground, laughing uproariously.

"This is a whole new side to you that I've never seen before! Fluttershy, the fish slayer! I'd say it makes you about, oh, five per cent cooler."

"It's not something I'm proud of."

"You should be!"

Fluttershy sighed. Rainbow Dash suddenly scooted up beside her, throwing a foreleg over the yellow pegasus' withers.

"You ever try any?"

Fluttershy seemed alarmed.

"What!?"

"Try any fish! You catch 'em all the time, so you must wonder what they taste like. I would!"

Fluttershy's ears flattened over the back of her skull and she shrank away from the blue pegasus.

"No. No I've never wondered what they taste like."

"Not even a little?"

"... well... m-m-maybe just a teensy bit."

Rainbow Dash shot straight up into the air, mouth open wide in shock.

"That's sick, Fluttershy."

"I'm not sick! You said you would too!"

"I would if I was a *fish murderer*!"

Fluttershy looked like she was about to cry, but Rainbow Dash just laughed. After a moment of uninterrupted mirth Fluttershy's distressed expression slowly gave way to annoyance. Rainbow Dash fluttered back down to the ground, still giggling.

"You're just making fun of me, aren't you?"

"No way! I'm not laughing at you, I'm laughing with you! It's totally different!"

"...really?"

"No, not really."

Fluttershy pouted cutely. Rainbow Dash patted her on the back with her hoof.

"Don't worry, I won't tell anyone about your secret dead fish fetish."

Fluttershy started sobbing.

-

Dollars to Donuts woke up.

This wasn't something she would have expected to be able to do. When that spidery creature had leaped out of the egg and onto her face she was sure that she was going to die. She wondered for a second if that in fact had happened and she was in pony heaven, but she ached far too much for that. Her muscles were stiff from lying on the ground and her throat hurt abominably. Dollars coughed and looked around. She appeared to still be in the Everfree Forest, and there was the crater, and there was the creature that had pounced on her face.

Letting out a deafening shriek, Dollars to Donuts jumped to her hooves and scrambled away from the spidery creature. It tipped over onto its back and lay still. Panting and groaning over the pain in her sore throat, Dollars backed away further from the tiny nightmare, waiting for it to flip over and leap at her face again. When that hadn't happened after several moments she plucked up enough courage to break off a long branch from a nearby tree and, hesitantly, gave the spider thing a good poking. It continued to lie still.

"... did I poison it?"

Dollars to Donuts had encountered a variety of odd creatures in her day, but she'd never heard of an animal that attached itself to ponies' faces, strangled them into unconsciousness, and then died. Maybe it was like an insect that only lived outside of its pupal stage for a short while? Was it trying to mate with her?

She let that thought sink in for a long moment. Then her body made a game attempt at vomiting up everything that she had inside her. As it turned out, she didn't have much. Stumbling and groaning, she followed

the smell of water to a large river she'd passed... earlier that day? Yesterday? How long had she been out? She was hungry enough for it to have been a whole week. Dollars plunged her head into the swiftly running water and drank for as long as her lungs would let her.

She'd lost her saddlebags at some point, probably dropped them while she was being assaulted. But she could find them later. Right now she needed to eat. It was an almost physical compulsion as she bent down onto her knees and started clipping off mouthfuls of grass. It was surprisingly good, considering it was growing wild in the middle of a forest full of horrifying creatures. Of course, Dollars to Donuts was so hungry that she probably would have happily eaten cardboard. She made a mental note to head straight to Sweet Apple Acres when she got back to Ponyville. If she was going to apologize profusely to Applejack and promise to never ignore her friend's advice again she was going to do it over a slice of warm apple pie.

Dollars coughed. She must have been eating too fast, there was a sudden dull ache in her chest. She stepped back over to the stream for another drink.

"I'd better see the doc... ugh..."

The pain increased. It felt like she'd been kicked now. Dollars to Donuts tried to take another drink, but she couldn't stop coughing long enough. She couldn't breathe. Her chest was on fire.

"Wh-what... why..."

The last thing Dollars to Donuts felt was the snapping of her own ribs an instant before her torso exploded in an avalanche of gore. Without even the breath to scream, she slumped forwards into the river, and it could only be described as a mercy that she died very quickly. Before she had the chance to see what she had birthed.

The creature was somewhat less fortunate, as its mother's final convulsions had hurled it into the river as well. Letting out its birth scream, the tiny horror was dragged under the surface and carried away by the current to parts unknown.

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Spike the dragon was lounging in the low-hanging branches of the combination tree/library he currently called home. His little dragon tummy was full and his scaly eyelids were heavy with sleep. A contented smile lit up his features as he let his mind wander to a particular pony whose flank was set with three dazzling gems.

"Well, someone looks cozy."

Spike blinked and glanced downwards. Applejack was looking up at him with a knowing smile. Spike tried to play it cool.

"Hey 'jack. 'sup?"

That might have been too cool.

"Not much, just lookin' fer Twilight," Applejack answered, still grinning.

"She's inside. You might wanna be careful though, she's in the middle of another research project. The place looks like a warzone."

"Much obliged Spike."

Applejack started to saunter into the treehouse, pausing to glance back up at Spike while he resettled himself on his branch.

"By the way Spike, you were muttering her name in your sleep."

"D'oh!"

The orange earth pony chuckled to herself as she nudged open the library's door and slipped inside. Spike hadn't been kidding about the mess, there were books piled everywhere. Closed books had been stacked haphazardly on the floor, while more lay open on every available horizontal surface. In the middle of it all stood a violet unicorn pony with a frazzled mane, bloodshot eyes, and a nervous tic, using her telekinesis to add ever more notes to a scroll that appeared to be in excess of six feet long.

"Land sakes Twi, you're workin' yourself into a right old tizzy there!"

Twilight Sparkle startled, her writing quill shooting across the room and embedding itself in a far wall.

"... um, I dunno what's so all-fired important there but maybe it's about time you had a break."

Twilight looked about to object, and strenuously, but Applejack forestalled the yelling with the tried and true method of carefully inserting an apple into the unicorn's open mouth. Twilight let out a muffled scream, then her eyes widened and she started munching. Applejack sat back with a satisfied smile on her face as Twilight greedily devoured the apple before collapsing back into her chair with a sigh.

"... okay, break time it is. Thanks Applejack."

"Any time sugarcube. What's got you goin' like this anyhow? Looks like you're takin' this here project a bit more serious than usual."

"This is a special project!" Twilight enthused, eyes gleaming, "I'm taking on an assignment directly from Princess Celestia and Princess Luna!"

"Luna too, huh? How's that filly doin'? I ain't seen hide nor hair of her since we beat the crap outta her with magic friendship rainbows."

Twilight blinked, her eyes going slightly derpy for a moment, and then she passed an opened scroll to Applejack.

"Princess Celestia says she's doing a lot better. She's been letting Luna help her raise and lower the moon, and she says that's been helping. Apparently she's really worried about something, though. That's what this project is about, though they won't tell me any details."

"I'd hate to think what might get an alicorn princess worried," said Applejack with a shudder as she looked over the scroll. She didn't understand most of Celestia's more arcane instructions, but she could tell from the wording in the letter that the monarch was unsettled by her sister's concerns. "You have any idea what might be up?"

"I think it has something to do with the moon," said Twilight, tapping a complicated looking series of equations in the middle of the scroll.

"Celestia asked me to do a thorough survey of the moon and its nearby stars, comparing them as they are now to how they looked before Nightmare Moon was freed from her imprisonment. She wants to know if there's been any aberrant movement."

"Movement?" asked Applejack, somewhat wide-eyed, "from the moon? Gosh. It's not gonna like, fall on us is it?"

Twilight laughed.

"Oh, no, nothing that drastic! ...I think. In any case, that's why they're having me take a look, because if there is anything wrong then as long as we know before things become irreversibly damaged then they can correct it. Manipulation of the spheres is the princess' special talent, after all."

"Heckuva talent," said Applejack, looking at a large book full of star charts.

"Yeah, it's pretty amazing when you think about it. We're really very lucky that Princess Celestia and Luna are as benevolent as they are. A being with the power to alter the rhythm of the celestial bodies could literally shatter the world and annihilate every living thing on it."

Applejack's eyes slowly widened. Twilight decided it was time to change the subject.

"So what brings you out this way Applejack? Looking for another book on apples?"

Applejack shook her head.

"I actually was just sort of wantin' to say hi, I hadn't seen you for a few days. I was also gonna ask if you'd seen Dollars to Donuts, but if you've been cooped up in here the whole time I suppose you probably ain't."

Twilight yawned and blinked.

"Dollars to...?"

"A mare I know. Earth pony, has a cutie mark that looks like a green flag?"

"Can't say I've seen her. A green flag cutie mark? What kind of special talent does she have?"

"She don't know how to quit," Applejack sighed. "I knew her in school and she kind of took a shine to me, maybe a bit too much of one if you catch my meanin'? But she drops by to chat every once in a while and the last time I saw her she got it into her thick skull to explore the Everfree forest. Of course I told her not to, but she never did take kindly to being told she couldn't do somethin', and I ain't seen her since, and now I'm worried."

"Well, I haven't been out of the library for a little while and I definitely haven't seen and earth ponies going into the forest," said Twilight, pausing again to yawn uproariously, "but you might head over to Zecora's hut and see if she's seen anything. She knows the Everfree Forest pretty well."

"Ya know what Twi that's a right clever idea, I'll rustle up somepony to watch my rump for critters and go give that Zebra a visit. Thanks a bunch."

"No problem. Oh, and watch out for chickens."

"Sure I... what?"

"They'll turn you to stone."

"... you really need to get some sleep Twi."

-

The creature struggled. Everything was noise and cold and confusion. Its spiracles were full of water. This was not what was supposed to be. It should be feeding on the corpse of its host, safely nestled in a nest of bone and flesh. Instead it could barely breathe, and the pounding current swept it helplessly along.

Conscious thoughts as ponies would know them did not exist within the creature's mind, and yet it had a sentience of sorts. It felt not fear, but a kind of disappointment. It could not fulfill the biological urges that drove it forward. To eat. To grow. To reproduce. Instead it was helpless and

frustrated, slowly choking to death in this endless river. Rage filled the creature as its struggles became weaker and weaker. Its final thought before succumbing to darkness was a half-formed idea that its host must have been a respectably vindictive individual for birthing it directly into a death trap.

Mere seconds after the creature went limp, something seized the nape of its neck, and it was drawn out of the water.

"Mmmf, paugh! What in Equestria is this Angel bunny? It doesn't look like any fish that I've ever laid eyes on."

Angel circled the strange creature warily, his little nose snuffling intently. After a few rotations he simply threw up his little paws in confusion. Fluttershy sighed and nodded, examining the thing minutely herself. But she was just as stumped as the rabbit.

Fluttershy didn't have the expertise of a trained zoologist, but she knew taxonomy. The wheezing creature curled up on the ground in front of her didn't fit into any sort of classification that she had ever heard of. It had no limbs, like a snake, and the pronounced dorsal ridge indicated the presence of a backbone, but instead of scales its hide was segmented like an exoskeleton, and it had no visible facial features except for an oddly toothsome mouth. Fluttershy would have classified it as some kind of armored blind cave eel, but it had clearly been drowning not a moment before, its physiology was only superficially consistent with anguilliformes, placodermi were extinct, and it wasn't anywhere near a cave.

"I think this is some other kind of weird magical creature that I'm not familiar with," she said with a sigh. This was going to turn out just like the time with the parasprites, wasn't it?

Angel made a shoving motion with one foot, miming the act of kicking the strange little monster back into the river. Fluttershy frowned hugely and shook her head.

"No, no matter what it is, this little creature needs help, and I'm going to help it."

The pegasus pony gently lifted the creature onto her back and turned to hover gently in the direction of her cottage. Angel sighed and followed. He just knew he was going to regret this.

Chapter 3

The Molting

"Twilight, rise and shine."

"Mmmmppphh... five more minutes mommy..."

"... oh my. Twilight, I never knew you felt that way about me. I'm not that much older than you, but if you really want to call me 'mom' that's perfectly fine."

"...buh?"

Twilight Sparkle cracked an eyelid open. Somewhere in the distance she could make out what looked like a pink and yellow blob. Something smelled wonderful.

"... Fluttershy...? what...?"

"Oh, I came over to talk to you but you were sleeping so I didn't want to bother you but you looked like you haven't been taking very good care of yourself so I tidied up a little and I made you some breakfast, I hope you don't mind."

Twilight opened her other eye and focused on the delicious smell that was coming from directly in front of her. A large platter had been placed in front of her on her desk, containing a bowl of granola, some toast, a glass of juice, and what appeared to be a fresh fruit salad.

Her stomach rumbled ominously.

"Well... gosh Fluttershy, thanks... it all looks... so..."

Twilight's tongue came into contact with a slice of strawberry, and flavor exploded in her mouth.

"OMNOMNOMNOM."

Fluttershy blushed as Twilight dove in.

"Goodness, looks like I was right! Eat all you like Twilight, there's plenty more where that came from."

"I could kiss you!"

"... oh dear. You must still be half asleep. I'll make you some coffee."

Twilight continued to steadily munch her way through Fluttershy's cooking, pausing only to throw back a cup of steaming hot java. Fluttershy was briefly alarmed, but Twilight seemed immune to searing coffee, so she just sat and smiled because she was helping.

"As much as I appreciate this," Twilight Sparkle said as she finally finished, falling back into her seat and rubbing her delightfully full tummy, "I don't think you came all the way into Ponyville just to feed me Fluttershy. What's up?"

"Oh, well, I was wondering if I could check out a couple of books, actually."

Twilight perked right up.

"Really!? That's great! You'll be the first pony to check out a book since I moved in!"

"I will?" Fluttershy blinked, "the very first? But you've been living here for months now!"

"Yeah, I guess most of the ponies in Ponyville aren't much for literature."

Twilight's ears drooped. Fluttershy quickly stepped over and pulled her upright.

"Well then, let's get started?"

"...yeah! Let's do this! The library doesn't have a huge fiction section, but most of what we have is romance, so..."

Fluttershy was staring at her. Twilight smiled, a little uncertainly.

"...why did you assume I wanted a romance novel?"

"...um... you just... seemed the type... to... I mean, what were you looking for, Fluttershy?"

"I need a book on exotic creatures," said Fluttershy, letting her mane fall in front of her face to hide her blush.

"I'm not sure we have anything on animals that you wouldn't just know already," said Twilight uncertainly, heading for the shelves.

"Well, I know a lot about local animals," said Fluttershy with just a hint of satisfaction, "but what I need is a book on foreign or magical creatures. Monsters maybe? I found something strange in the river today, and I'm trying to figure out what it could be."

"Really?" Twilight grinned as she pulled down a couple of tomes with her telekinesis, "what was it like?"

"I've never even heard of anything like it before. It looks like a snake crossed with some kind of insect, and it has the strangest head I've ever seen, shaped like a banana. And it doesn't seem to have any eyes. A lot of teeth, though. I assume it's a carnivore, but I left it some grass too, just in case."

Twilight frowned as she cleared away a couple of astronomy manuals and dropped a stack of books on rare and magical creatures on the table in their place.

"You mean it's still alive? And you just left it in your house? Isn't that a little dangerous?"

"Oh, it's not too bad. I told all of my little woodland friends to stay outside until I got back home, just in case."

"I mean dangerous for you, Fluttershy. I know you have a way with animals, but if it eats meat..."

Fluttershy giggled.

"It's barely as long as my arm, Twilight. Even if it does like the taste of pony, it couldn't possibly eat a whole one."

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The creature came to. The nearest approximation that its species had to confusion swirled through its tiny phallic skull. Gone was the cold, pounding current of the river. It was covered in a soft cloth and nesting on a cushion in a small box placed in the corner of a large room. The creature slithered out of the box and was confronted with two bowls. A swift investigation revealed that while one was filled with dead plant matter, the other contained fresh carrion.

It had survived the river, somehow. It must have been moved here by something else. Something that had built a small nest for it and shared a kill. That made no sense.

Hissing softly in sheer bafflement, the creature investigated the room. It found a number of small warrens and burrows built into the walls, and all of them scented of food, but there was no live prey to be found. The most powerful smell in the place was a scent like a large prey animal combined with a kind of flora, but the creature's limited knowledge failed to put that information into any kind of context.

The fact that it had been cared for could mean only one thing, that there were others of its kind nearby. But there were no pheromones or secretions, and this room had not even begun to be converted into a proper hive. It had to have been taken by some other kind of thing, most likely the prey animal that smelled of flowers. But why?

Pondering these questions in its limited way, the creature made its way back to the bowl full of food and began to eat. No matter how or why it had come to this place, it still knew what it had to do. It could feel its body already preparing itself for the changes to come. Ultimately, it did not matter how the creature had survived, or how it had come to be here, or why it was being provided with nutrients.

All would be consumed.

-

"Oh dear," said Rarity, staring up at the dark expanse of the Everfree forest. "Why did I agree to this again?"

"Because there's a pony in trouble!" said Rainbow Dash, flying slow circles around the white and purple unicorn, "Probably. Maybe. And that means it's our job to fly to the rescue! Or gallop, in Applejack's case. Or... I guess... sort of mince, if we're talking about you."

"I am fully capable of a good gallop," said Rarity, pouting. "I just prefer not to on most occasions. There's no reason for a lady to push herself into a full gallop when a sedate canter or maybe a brisk trot would do."

"Well then get trottin'," said Applejack, passing the two ponies and continuing down the path. "We gotta get to Zecora's place and see if she's seen Dollars to Donuts around, and if she hasn't we need to do some searchin'."

"I can do that on my own, though," said Rainbow Dash.

"In the forest?" asked Rarity, raising an eyebrow, "above the canopy where you can't see anything under the trees, or below it where you could decapitate yourself on a low-lying branch?"

"Besides," said Applejack quickly, before Rainbow Dash could start yelling, "the forest's too dangerous for one pony on her own, that's the whole reason we're out lookin'. Now between the three of us I figger we can take just about anything the forest's got. Anything we need to fight I can buck, anything we can't fight Rarity can charm, and if one of us gets hurt Rainbow can go for help."

"Hey! How come I'm the one running for help!? I can kick just as much flank as either of you!"

"Yeah, but you're better'n we are at runnin'."

"... well... that... that's not the point..."

Rainbow Dash's face contorted as she tried to figure out if Applejack had just insulted her or not.

"Oh my, this may be easier than we thought."

The pegasus and the earth pony blinked and turned to where Rarity was pointing. Trudging towards them down the path out of Everfree was a familiar cloaked figure, carrying a large bundle over her back. As they approached, the figure threw back her hood to reveal Zecora, the forest's resident zebra.

"Glad am I, pony friends, to meet you on this road,
for I fear to enter Ponyville alone with such a load."

"No worries Zecora," said Applejack, "we can help ya carry it if ya need, but it sure is a good spot of luck we ran into you like this, I was hoping you could answer a question for me right quick."

"Alone my burden I may safely hold,
although it makes my heart grow cold,
and I dread the reaction of the town,
when at last I lay it down.
Nonetheless I am grateful for the help you mention,
and I will do my best to answer your question."

"Well gosh, what could you possibly have there that you'd be afraid to take it into Ponyville?" asked Applejack. Behind her, Rarity's eyes were slowly widening in horror. Rainbow Dash was looking back and forth between the unicorn and the zebra in confusion.

"A discovery of my saddest dream,
while I was walking past the stream.
A pony who never again shall wake,
and whose earthly shell I now must take."

Rainbow Dash gasped.

"Oh Zecora, that's horrible! Don't worry, we'll help you take her into town, we can-"

"Zecora," said Applejack, speaking very slowly and deliberately, "we came to see you because I think a friend of mine went into the Everfree forest alone, and I was worried for her safety. The... the body you found... does she have a red mane and a brown coat, and a cutie mark that looks like a green flag?"

The zebra stared at Applejack for a long moment before letting her head droop mournfully towards the ground. Rainbow Dash and Rarity let out cries of alarm as Applejack suddenly jumped forward, dragging the sad bundle off of Zecora's withers.

"Applejack, what are you doing!?"

"I *can't*... I can't just... I gotta see for maself!"

"Applejack!" Zecora was too upset to bother with more poetic speech, "don't!"

"I'm sorry, I just haveta..."

A flap of cloth fell away from the corpse's face. Applejack stopped and made a low moaning sound, turning away and covering her face with her hooves. Rainbow Dash was at her side in an instant, wrapping her foreleg around the earth pony and hugging her tightly. Zecora approached from the other side and gently draped her neck over Applejack's shaking form. Applejack put her hooves around her friends and clung to them tightly as she sobbed.

Rainbow Dash glanced up as she heard the musical tinkling sound of Rarity's magic, and saw the white unicorn telekinetically lifting the body onto her own back. Rainbow gawked, but Rarity shouldered the burden with only a very short and very quiet panic attack as she forced herself to get over the fact that she was carrying a corpse.

"I'll take care of this," she told Rainbow quietly, biting her lip briefly before starting back towards Ponyville. "You make sure Applejack gets back to Sweet Apple Acres."

Rainbow Dash nodded. "You can count on us."

"Once dear Applejack calms down,
I will meet you back in town.
Whatever caused this remains free,
but now it has to deal with me."

Rarity's expression hardened, and she nodded in agreement. Whatever was responsible for the sad corpse was going to be found. If they had anything to say about it, it would never hurt another pony again.

-

Fluttershy hummed softly to herself as she trotted unhurriedly home. She'd had a very nice day with Twilight Sparkle. They hadn't managed to find anything like the little beast she'd found in any of the library's books, but they'd had a good time anyway, and Twilight had offered to send a description of the creature to Princess Celestia along with the astronomy report she was finishing. Fluttershy was sure that a pony that kept such a fantastic creature as a phoenix for a pet must know almost everything there was to know about animals, and if she didn't have any direct experience with bug snakes then she would likely know where such information could be found.

Celestia's sun was slowly setting, turning the sky wonderfully ablaze. Fluttershy would soon be home with her animal friends, feeding them their supper and tucking them into bed. Twilight hadn't said anything when Fluttershy actually had borrowed a novel with a cover featuring a mare in a torn bodice embracing a powerfully built stallion. It was going to be the perfect end to a perfect day.

Angel was waiting for her on the front step when she arrived. That was mildly unusual- the white rabbit usually acted like he didn't particularly care if she came home or not. Even more unusual was that when Fluttershy moved to go inside Angel attempted to block her path, holding out one paw warningly and shaking his head.

"Wha... Angel bunny, what are you doing? Mommy's going to feed you sweetie, I just want to drop off my saddlebags and check up on our new friend first."

Angel shook his head violently and continued to stand in her way, gesturing for her to return the way she'd come.

"I don't understand Angel, what's wrong? Don't you feel well?"

The rabbit heaved a deep sigh and gestured towards the door, then put on a hideous snarl and hopped around in an exaggerated manner, swiping at invisible ponies with his paws. Fluttershy smiled warmly.

"Oh Angel, you're worried that he's going to try to hurt me! Awww, you big softie, you *do* care. Come here."

Fluttershy tried to give the bunny a hug and got kicked in the face for her trouble. Sighing, she straightened up and opened the door to her cottage. Angel went absolutely berserk, grabbing her by the leg and pulling with all his might. Fluttershy, for all of her gentle nature, was still several times the rabbit's size, and ignored him as she stepped through the door.

The interior of her cottage was dark and quiet. Fluttershy laid her saddlebags down on the couch and walked over to the corner where she'd left the creature.

The bed was empty. Fluttershy frowned. So was the bowl of fish that she'd left for it. That was strange. There should have been remnants; bones and scales and whatever organs the creature didn't want to eat.

"That little guy must have been really hungry," she mused aloud.

Angel was hopping a nervous circle around Fluttershy's hooves now, making small panicked squeaks in the back of his throat. She sighed and looked around for the creature. It was small enough to fit in the mouseholes scattered about her house, so it had probably gone in one of those in search of more food. She was glad she'd warned the mice to leave. Crouching down by the wall, she looked into one of the holes.

"It's okay little fella, come on out. I won't hurt you."

Angel tapped her on the leg. It wasn't like his usual "quit being stupid" pokes. His paw was trembling.

Fluttershy slowly turned her head to look at Angel, and found him staring up at the ceiling, eyes wide and jaw slack with horror. The pegasus felt a knot of worry tie itself in her stomach as she raised her head to follow his gaze.

A shiny black nightmare dropped on top of her, drowning out Fluttershy's panicked screams with a sibilant hiss.

Chapter 4

The Assimilation

Celestia's sun lit up the sky in a riotous display of color as it sank slowly beyond the horizon, its dull orange glow reflected off the shiny surface of countless apples in Appleoosa's vast orchard. An amber yellow pony with a dirty blonde mane stood atop a rocky outcropping overlooking the orchard, a buffalo girl at his side, smiling down at the wonderful sight.

"Never thought I'd see the day," commented Braeburn, "Appleoosa's orchards pristine and growin', and the buffalo roamin' happily through it, and all it took was an apple pie."

"I am truly grateful that our people could come to an understanding," said Little Strongheart, letting her head rest against Braeburn's shoulder. Braeburn felt his heart skip a beat, and the barest hint of a blush appeared on his cheek. He hurriedly swiveled around so that he was facing the buffalo directly, gazing into her beautiful eyes.

"I gotta say Strongheart, I was kind of wonderin'... if maybe the two of us couldn't come to an understandin' of our own," he said quickly, trying and failing to keep a hopeful smile off of his face. Little Strongheart blinked up at him.

"Between us? I don't understand."

"Well..." Braeburn pawed the ground agitatedly, suddenly unable to meet the buffalo's gaze. "I know you and me... we ain't from the same place, ain't from the same people, but... I have to tell ya... and I don't know how you and yours would say somethin' like this... but after the way you handled yourself during the troubles I just gotta say Little Strongheart I think you're the whole steamboat, and that's a fact. And I understand if'n you don't feel the same way, given' we ain't even the same species and all, but if you did..."

He grinned nervously, while Little Strongheart let out a small laugh. Braeburn's blush reappeared and intensified as the buffalo moved closer, until their noses were very nearly brushing.

"I don't entirely understand the expression you're using," Little Strongheart giggled, "but I think I get the gist of it... were you hoping for something... like this...?"

She closed her eyes and pursed her lips, and Braeburn felt his heart leap with joy as he leaned in towards her.

Then, to his shock and chagrin the Buffalo suddenly pulled back, staring at him in surprise.

"What, is it my breath?"

"Braeburn, what's that!?"

Strongheart pointed at Braeburn's chest with one slender hoof, and he looked down to see three points of red light arranged in a triangle on the front of his vest. The pony reared in surprise, but the lights followed his movements, settling back over his heart when he returned to his hooves. Braeburn and Strongheart looked around in panic, but they could see nothing else anywhere nearby.

"What the hay is goin' on!?" asked Braeburn, shying further back towards the edge of the outcropping.

"It must be the spirits!" said Little Stronghear, "they're trying to tell us something! Oh, maybe they don't approve of us!"

"Breed 'em!" swore Braeburn, rearing up on his hind legs again. "You hear me, whoever you are!? I love this here buffalo and if anypony or anyone has a problem with it then they're gonna answer to me! We gonna settle this AAAAAAPPLEOOSA STYLE!"

He brandished a small apple pie and waited, ready to hurl his weapon at the first sign of danger.

Little Strongheart's ear twitched, and then she gasped, pointing. Braeburn saw it too, a shimmer in the air like the outline of a tall, almost invisible being standing before them. The three dots on Braeburn's chest seemed to be connected to the thing by streaks of nearly invisible light. Twin glows, like burning coals, appeared near the top of the mirage. Its hideous voice tore through the twilight air.

"AAAAAAPPLES!?"

There was a moment of tense silence, and then the red lights disappeared, and the shimmering figure faded from view, accompanied by the sound of heavy footsteps and something muttering to itself in disgust.

"... what is this I don't even," Braeburn managed.

"I think you chased the spirits off!" said Little Strongheart.

"Really!?"

"Either that or your pathetic attempt to intimidate them with an apple pie left them embarrassed to even think of stooping to take your life and they left us alone."

"... I can live with that."

Little Strongheart kissed him, and then they shared the pie.

-

Fluttershy hit her head on the floor as she fell, crying out in pain. She had knocked herself dizzy, and her limbs were paralyzed with fear, but even at her best she wouldn't have been able to move before the creature landed. Its four hooves hit the floor with a bang and its dripping maw of razor teeth filled her vision like every nightmare she'd ever had come to life. Ropes of drool splattered over the pegasus' face and mane as that mouth full of teeth drew closer. Its lips peeled back and its jaws slowly levered open to reveal a second pair of teeth behind the first, emitting a soft, paralyzing hiss as they inched towards her.

Fluttershy had always been a nervous pony. Even situations that other ponies found routine or boring could frighten her. Things that legitimately scared her friends reduced her to bowel-emptying terror. Staring death in the face and entirely unable to find either her fight or flight button Fluttershy could only try to dig backwards into the floor with her shoulder blades and hope she woke up. The closest thing to coherent thought that she was capable of was a string of frantic mental profanity that would have made Rainbow Dash blush, but if she could have thought about it she would have been surprised that the creature even had time to kill her before her heart simply exploded.

Then the teeth abruptly left her line of sight as the creature reared backwards slightly, turning its phallic black skull to stare down the length of its powerful blade-tipped tail. Barely able to think, Fluttershy found her eyes following the creature's gaze to Angel, grabbing the end of the creature's tail and digging his buck teeth ineffectively but determinedly into the creature's chitinous hide. Snarling, almost in annoyance, the creature raised its tail to its mouth, jaws widening as it prepared to snack the rabbit off of itself.

Fluttershy's eyes narrowed.

The thing was threatening her *baby*.

"YOU PUT HIM DOWN!"

The creature's head whirled back around, inner jaws shooting outwards to punch a hole in Fluttershy's skull. But the pegasus was already moving, thrusting backwards powerfully with her wings and bucking upwards as hard as she could with all four hooves. She couldn't throw the creature off of herself, or even propel it any significant distance, but it was knocked off balance. Its teeth barely missed her, leaving a series of shallow cuts on her cheek, and before it could get itself back properly onto its hooves Fluttershy had shoved herself away from it, rolling into the nearby wall. Angel leaped off of the creature's thrashing tail and landed beside her, tugging on her wing in an attempt to get her up.

It didn't matter now, though. The only way out of the room was through the creature, its powerful tail making even flight unsafe in the close quarters of Fluttershy's cottage. The creature knew it too, and it stalked forward

unhurriedly as Fluttershy stumbled to her feet. It let out a long, chittering hiss as it stalked its prey, perfectly willing to take its time. The creature couldn't have known, even if any of her friends would have told it, what a mistake it was to back Fluttershy into a corner.

Faced with death on hooves, Fluttershy pushed Angel behind herself, flipped her bangs out of her face, spread her wings in an instinctual threat display, and unleashed the full power of The Stare.

The effect on the creature was immediate. It lowered its head and screamed, tail lashing about itself, every muscle bunching. Its hooves tore splintering gouges in the floor and its tail embedded itself in a rafter, shaking the entire ceiling. Fluttershy wasn't even sure how her stare was affecting the thing, it had no eyes that she could discern, but despite clearly wanting to it was unable to move a step further. The Stare kept the monster at bay as surely as an invisible wall of iron.

Fluttershy didn't relax. She planted her hooves firmly and continued to direct her baleful gaze at the creature. She knew as long as she continued to use her power that she and Angel were safe- The Stare had reflected the horrific powers of a cockatrice and even a hint of it had been enough to cow a dragon. The creature could not hurt her now. The moment she let her concentration drop would be a different story. Fluttershy's experience with animals was mostly restricted to the sort that wouldn't eat ponies, but she knew enough about animal behavior in general to guess at this thing's motives. She knew that if she let her guard down for an instant the creature would kill her.

The thing's tail carved a long groove in the floorboards and it slammed its hooves repeated on the ground, never ceasing its nightmarish wail as it fought to penetrate the barrier of Fluttershy's stare. It carried on for what seemed like hours as Fluttershy strained to continue staring it down, sweat lathering her flanks and eyes beginning to burn. The creature screamed and thrashed and pounded its head on the walls.

And finally, it slumped to the ground and lay still.

Fluttershy's heart skipped a beat, and she risked a blink, cringing as her eyelids closed over painfully dry eyes, pushing tears down over her cheeks. The creature didn't move, but its lips peeled back and it made a low, gentle

hissing sound through its teeth, almost like pleading. Fluttershy continued to stare until, at last, the creature turned its head away and curled around itself, assuming its best approximation of a fetal position, still making that low, begging hiss.

Fluttershy closed her eyes gratefully and rubbed them with one hoof. She could feel her wing muscles creak with tension as she gently folded them again. Angel leaped on top of her and huddled underneath her mane, scared out of his small bunny mind. The creature continued lying on the floor.

Slowly and delicately as she could, prepared to leap backwards and out of harm's way at an instant's notice, Fluttershy took a step forward and gently stroked a hoof down the creature's spine, between its dorsal horns. It shuddered, and the hissing lowered slightly in pitch.

"There there," Fluttershy soothed, "it's alright now."

She continued to stroke the creature until it began to slowly unroll, raising its enormous head to regard her with the smooth cowl that covered its face. There were no sensory organs to be found, but Fluttershy felt nonetheless that the creature could see her in some manner, and it was studying her now. She raised her other hoof and stroked the long ridge of its skull as gently as she could, leaning in to press her cheek against it.

"You're very disoriented aren't you?" she whispered, "you poor thing, you're not from anywhere around here. You don't have any idea what I am or where you are! But everything's going to be okay now, I'm going to take care of you and maybe my friends and I can figure out a way to send you back home."

The creature stopped hissing and turned its head to gently but awkwardly nuzzle Fluttershy's cheek. The pegasus giggled and hugged it softly around the neck.

"Now, what to name you..."

-

Luna yawned hugely as she slowly drifted into consciousness, looking around blearily as she did so. She wasn't in her room.

“... oh no... not the moon again!”

She was on her hooves and upside down on the ceiling, wings flapping madly, before sense reasserted itself. The moon didn't have ceilings. Nor, for that matter, did it have the embers of dying fires in fireplaces, comfy cushions, or bookshelves. Sheepishly, looking around to make sure nopony had seen her, Luna drifted back down to the floor and the large pillow she'd been sleeping on. There was a small paper scroll sitting on it, which Luna telekinetically unrolled and read.

Couldn't bear to wake you little sister, so I left you to spend the day in my bed. I'll see you at dusk. -Celestia

Now she remembered. Luna had come to sit with Celestia as she went through her morning mail, and she must have fallen asleep. A quick glance at the clock told her that she still had some time before sunset, so she fell back onto the cushion with a sigh, stretching all four legs into the air. She felt good, for once. Something about Celestia's room had apparently calmed her sleep, which had been uncharacteristically devoid of nightmares. She felt well rested, though still lazy, staring up at the ceiling. She imagined that it was spinning slightly, sparking green and...

Wait, it was sparkling green.

And then a thick scroll of paper hit her in the face.

Celestia entered her room just in time to hear Luna's panicked yelp. Looking around, she found her sister lying on her bed and frantically trying to dig her way out from under a small mountain of paper.

“Luna? Are you alright?”

“IT'S FULL OF STARS!”

Celestia chuckled and magically raised the paper off of her sister. Her face lit up as she examined the top of the scroll and found familiar handwriting.

“Ah, it's from Spike and Twilight Sparkle! She's completed the assignment we gave her.”

The two alicorns slowly eyed the length of the scroll. It had completely unrolled now, and very nearly circumnavigated Celestia's entire bedroom. Luna stared in awe at the sheer length of the report while Celestia found a smaller sheet of parchment inside the scroll, which turned out to be a cover letter.

“She regrets the excessive amount of time it took to compile the data,” Celestia read, “and writes that with some more time she could produce a more exhaustive statistical spread, as she had difficulty locating any reliable astronomy texts written more than eight hundred years ago, but she hopes that this will do for now.”

“We only gave her the assignment two and a half days ago,” said Luna very quietly.

“Twilight is... very eager to please,” Celestia chuckled, “Oh, this is interesting, she says her friend Fluttershy found a new type of creature near the Everfree Forest. And she was wondering... if we... knew what it was...”

“Celestia?” asked Luna, looking up sharply as her sister's voice slowly died away, “what's wrong?”

Celestia wordlessly passed Luna the letter and pointed out the part of it where Twilight described Fluttershy's find. The pegasus had included some very detailed sketches. Luna's eyes widened.

“Celly, have you been in the habit of introducing new and unusual fauna into Ponyville's ecosystem since my banishment?”

“No.”

“...Damn.”

-

The creature understood.

The queen had been altered somehow. Or perhaps the creature had not been born correctly. Their skins were different and the smells were all wrong and the queen would not produce the right pheromones or direct its thoughts the way the creature's instincts had led it to expect, but it was the queen and it must be obeyed. The creature did not know how to think for itself. The creature did not know what to do with confusion. There was only the indomitable will of the queen.

The queen knew how to think. The queen could reason and analyze and give orders. And the queen had given the creature orders. Therefore it was the queen. The creature did not have the mental space for a being that could give it orders that was not a queen, and therefore the small soft pink and yellow creature with wings was its queen.

It took a very long time for the creature to adjust to this, but by the time the moon had fully risen it knew what it had to do. The queen was young and small, perhaps still in the process of molting, and it was vulnerable. The queen needed drones, and eventually warriors, and then it could build a proper hive and a nest and begin to produce eggs.

The creature crept out into the dark.

-

Ponyville didn't have enough medical emergencies to warrant a proper hospital. Examinations and outpatient procedures were performed in the doctor's offices, and the rare surgeries were typically flown to Canterlot for specialist care. A morgue was rarely necessary either, since most ponies died in their beds. As a result, Twilight Sparkle found herself in a little used white room in the back of town hall with Nurse Redheart, Zecora, and Mayor Mare. They were gathered around a low table holding an unsettling, sheet-covered shape.

"I found her lying half in the river," Zecora explained while drawing a satchel out from underneath her cloak, "This was beside her."

Twilight Sparkle scrambled backwards with a cry as the zebra pulled out a hideous spider-like creature. Zecora let it fall to the floor with a muffled

thump. The other ponies relaxed slightly once it was clear that the thing was dead.

“What is it?” asked the nurse, nudging its tail with one hoof.

“I have seen many strange creatures in the forest of Everfree, but the identity of this strange thing is beyond even me. It may have caused the death of Applejack's friend, but why would it simply die in the end?”

“No face,” mused Twilight Sparkle, levitating the tiny monster onto another table and examining it as closely as she dared. “That orifice on the underside could be a mouth, but it doesn't have any teeth... and the tail doesn't look like it has any kind of a stinger.”

“You think it was venomous?” asked Nurse Redheart.

“If this thing did kill Dollars to Donuts that's the only way I could think of it doing so,” said Twilight, “it's not big enough to seriously injure her otherwise.”

“But... she didn't die of any kind of poisoning,” said the nurse slowly, glancing over at the sheet-covered corpse.

“Really?” Twilight blinked, “what was the cause of death?”

“Perhaps you should see,” said Zecora, “explaining it would be beyond me.”

Nurse Redheart drew back the sheet. Twilight Sparkle and the Mayor flinched at the sight.

“Okay,” said the unicorn after she managed to keep her dinner down, “whatever this thing Zecora found is... I don't think it did that.”

“This was clearly the work of some kind of monster,” said the Mayor, frowning, “there are so many horrible things in the Everfree Forest, there's no telling which of them could do something like this.”

“That's what I thought at first,” said Redheart, “but the wound is... strange. It's not a claw mark, and it's not a bite either. Just a neat, round hole. I don't know what would cause something like that.”

“The ribs are bent outwards,” said Twilight softly, ears laying back. “But the... hole doesn't go all the way through. It's an exit wound without an entrance.”

“Something inside of her forced its way out through her chest?” asked the Mayor.

Nurse Redheart nodded. The mayor excused herself to be violently ill.

“Many things in Everfree,
would like nothing more than to eat a pony,
but this body was not touched,
I can't say I like the implications much.”

“I'll do some research,” said Twilight, slowly turning around to look back at the dead monster Zecora had brought. “And I want to talk to Fluttershy about this. I don't know if she'll be any help with Dollars here, but that thing you found reminds me of something she was telling me about earlier. Something that looks like a bug, but it isn't a bug... a mouth but no eyes... it might be related to this. And if we're starting to find weird things in Everfree that nopony has ever heard of before, it might be related to this poor pony dying of something that nopony has ever heard of before either.”

“An expedition into the forest might not be a bad idea,” said the nurse, “as much as I hate to think of something like this happening to anypony else... we really don't have any information here. If we could get a look at where she died, we might be able to figure out how it happened.”

“I could arrange such a journey,” said Zecora, “and ensure that everypony came back safely.”

“Good,” said Twilight, “it's way too late to risk a trip like that now, so how about this. Zecora, you can stay at the library tonight. Nurse Redheart, you come over tomorrow morning with anypony you'd like to bring, and then we'll stop by Fluttershy's place. If we do this fast we can get into the forest and back before dinnertime.”

“Sounds like a plan,” said Redheart. Zecora simply nodded.

“Good. Whatever did this, it's not going to hurt any more ponies if there's anything I have to say about it.

-

Roseluck hummed to herself as she trotted down the cobblestoned street, Ponyville's street lamps lighting the way to her house and her snuggly wuggly bed. She'd stayed out much later than she'd intended, but when she hung out with her friends Lily and Flower Wishes she always found she'd completely lost track of time. She wasn't worried though, she wouldn't be needed at the flower shop until mid afternoon, so she had plenty of time to catch up on lost sleep.

Lost in her thoughts, she didn't notice one of the lamps was giving off significantly less light than the others until the creature's tail snaked down and wrapped around her neck. She didn't even have time to scream. The powerful extremity pulled sharply upwards, and with a quiet snapping noise, Roseluck went limp.

Hissing softly to itself, the creature gathered up the pony and draped her over its neck before slipping down the lamp post and disappearing into the shadows.

Chapter 5

The Hunt

A soft moan escaped Fluttershy's mouth as she snuggled up against her lover, held safely between his powerful forearms as his enormous hooves stroked her fur with exaggerated care. His hot breath pulsed against her ear, and she giggled a little, knowing he was eager but content to hold her for as long as she wished. She felt safe in his embrace, sheltered from all her fears. He nibbled at her mane and she turned in his grasp, smiling widely and leaning up towards him for a kiss.

A bleached white skull stared down at her, its eyes sockets empty pools of darkness, its breath the spectral hissing of a cold wind rustling through its nostrils.

"Aaaaiiieee!"

Fluttershy awoke with a start. Her mane was plastered to her face with sweat and she was gasping raggedly for breath. That had been a bad one. She hadn't had a nightmare like that since she was a filly.

"Just a dream," she breathed quietly, settling back into the embrace of the pony cuddled up behind her.

...wait.

Fluttershy managed a high-pitched squeak and her eyes slid downwards. She was being held between two large black hooves attached to hairless legs covered in ridges of hard ebony skin. Swallowing, she careful twisted around until she was face to face with a smooth featureless cowl and a set of lethal silver fangs. The creature breathed, a long hissing sigh escaping the cage of its teeth.

That really wasn't any better.

"Scuttles," said Fluttershy quaveringly, "when... when did you get there?"

She'd named it last night after watching the way it moved, scuttling across the floor or walls or ceiling in quick bursts of motion instead of the steady gait that most ponies settled into when they walked. Fluttershy didn't know if Scuttles understood her enough to answer to the name yet, but it did seem to know when she was talking to it, and she thought that it was getting the gist of what she was saying. It also apparently liked to cuddle.

Scuttles seemed to still be sleeping, so Fluttershy gently extricated herself from its grip and stretched. She had to admit, as offputting as the creature's appearance was, it was nice to have a large room temperature body to sleep next to. It didn't seem to drool when it was asleep, either, so that was a plus. It had taken her an hour of scrubbing last night to wash the saliva out of her fur.

She paused to study it again, and noticed something odd. With the light hitting it at just the right angle, Scuttle's cowl looked almost translucent. Looking closer, Fluttershy thought she could make out a smooth pale surface underneath the hard covering. It was lined with black veins and a few inches back from the front of its muzzle were two black openings, like eye sockets. Like the ebon nightmare had only a thin layer of shadow covering its skull and the empty, bottomless wells of its gaze.

Scuttles abruptly raised its head and swung it around, as if looking for something. Fluttershy flinched, but just as abruptly the creature was on its hooves and rubbing its head against her flank, caressing her with its whole body. She blushed and nuzzled back, careful not to poke her eyes on the creature's ridged exoskeleton.

Somepony knocked on her door.

"Oh! Oh, oh dear. Scuttles? Scuttles come back here. No, don't... Scuttles!"

The creature was through her bedroom door before she could blink and by the time Fluttershy made it downstairs Scuttles was already pawing at her front door, hissing softly. She quickly interposed herself between the creature and the door, giving Scuttles a firm but gentle shove away from it.

"Now now Scuttles, please? I still can't be sure that you won't maul whoever's out there. I'll introduce you to some other ponies soon, I promise."

The pony outside knocked again. Scuttles made a low keening noise in the depths of its throat, but turned and scuttled away into the kitchen. Fluttershy heaved a sigh and opened the door.

Twilight Sparkle had been just about to knock again and wound up stumbling forward a step, nearly stabbing Fluttershy in the face with her horn. Both ponies hopped backwards with simultaneous squeaks of surprise.

"Oh, Twilight! Hello! ...what are you doing up this early?"

Fluttershy was a bit puzzled. Twilight tended to stay up late reading, and was rarely coherent before noon, but the sun was only just rising and here the Unicorn was on her doorstep.

"We've... got a bit of a situation here Fluttershy," Twilight said quietly, gesturing behind her. Fluttershy blinked as she saw Zecora, Nurse Redheart, Big Macintosh, and a hooffull of other ponies she wasn't familiar with standing a few yards away and looking nervous. Her eyes widened as she noticed Big Macintosh had a heavy wood ax balanced over his shoulder, while several of the other ponies were also carrying more obvious weapons. Fluttershy swallowed and turned her attention back to her friend.

"Twilight, what's wrong?"

"It's Applejack's friend," Twilight answered, "I'm afraid she's been found dead... Fluttershy, are you alright?"

The pegasus' eyes had widened even more than usual, and her usually buttery complexion had gone pale.

"I... I'm so... so shocked..." Fluttershy managed after a moment, her voice trembling, "where... where was she found...?"

Twilight reached out to place what she hoped was a comforting hoof on Fluttershy's shoulder.

"She was in the Everfree forest. We think one of the monsters must have gotten her."

"Oh."

For the barest instant Fluttershy almost looked relieved. Then tears suddenly sprang into her eyes, threatening to spill down her cheeks.

"Oh no. Oh the poor thing. Is Applejack alright...?"

"Rarity's looking after her right now. Fluttershy, I'm very sorry, but we need to try and figure out what we might be dealing with. Do you know much about the monsters in the forest? Do you know what might have killed her?"

"I know about some of them," Fluttershy sniffed, "But I'm sure Zecora would know more about that than I would."

"She's completely stumped, Fluttershy. I... I'm sorry, but we need to know anything you might know. She was killed by a large wound in her chest, and it... it bent her ribs outwards. It looks like something inside of her punched a hole out of her body. Do you know of anything that might have caused an injury like that?"

Fluttershy stared at her friend for a long moment, tongue tied in sheer horror. After a moment, though, she managed to get ahold of herself and quickly shook her head to clear it, frowning as she searched her memory.

"I... I'm sorry Twilight that... that's just so awful... I've never heard of... well, no, I mean, I've heard of something similar to that, but... Do you know what a botfly is?"

Twilight slowly shook her head.

"Okay, well... no, on second thought, you don't want to know. The point is they can cause an eruption similar to what you're describing, but it would be on a much smaller scale. It certainly wouldn't be enough to kill the pony. What you're describing would have to be... much larger."

Twilight frowned.

"So we're dealing with some kind of giant insect?"

"I don't know. Maybe? I'm sorry, I don't really... deal with this sort of thing very often..."

Fluttershy looked like she was about to start crying again, so Twilight quickly darted forward and gave her a brief hug.

"It's alright Fluttershy, every little bit helps. We're going into the forest now to look at where it happened. Do you want to know if we find anything?"

"Yes, I should probably know... I'll go into town and call on Applejack while you're gone, maybe I can help somehow."

"I think she'd like tha-ack!?"

Fluttershy and Twilight both reared back in surprise as Angel suddenly hopped onto Fluttershy and then onto Twilight Sparkle's head, squeaking madly and waving something that looked like a wet plastic bag. Twilight jerked her head away in surprise, dislodging Angel and breaking his grip on the object, which hit the ground with a splat. Angel tumbled to the ground but was back on his feet in a second, continuing to vocalize frantically.

"Angel?" Fluttershy blinked, "What on earth is wrong with you? What is this?"

"It... looks like some kind of animal skin?" hazarded Twilight, prodding the limp mass and trying not to be sick.

"Oh! That must be Scuttles"! I was wondering where it was."

Fluttershy was suddenly grinning widely, slipping a hoof underneath the skin and holding it up, examining it from different angles. Twilight's brow furrowed in confusion.

"Scuttles?"

"Oh! Yes, that's what I named the little creature I found yesterday. He's molted already!"

"Oh really?" Despite herself, Twilight was fascinated, and gave the skin a closer look. "You think it is some kind of large bug, then?"

"No, he has a lot of structures that are too consistent with an endoskeleton to be an arthropod. He could be some kind of reptile with unusual skin structures, but he grew awfully fast for an ectotherm, so I think he's probably an entirely new class. It's so exciting!"

"...yeah..." said Twilight, finally noticing that Angel was by turns making begging motions at her and pretending to attack something, all the while with a terrified expression.

"How... how big did he get? Exactly?"

"Oh, he's gotten enormous! He's bigger than I am now!"

"...what."

"Oh yes! It's really incredible, but I'm a little worried he might be aggressive around other ponies, so I'm trying to keep him isolated for now. I'll be sure to invite you all over to meet him... when... Twilight are you alright?"

Twilight's eyes were the size of dinner plates, and they seemed to be focused not on Fluttershy but on something just behind her. Glancing backwards, Fluttershy blanched as she saw Scuttles' scythe-tipped tail waving behind her.

"Oh Scuttles, I told you to- Eek!"

Fluttershy let out a tiny scream as she felt the creature's enormous head slipping between her legs and underneath her body. The startled pegasus rose upwards on top of its cowl as Scuttles slipped underneath her to snuffle curiously in Twilight's general direction, lips slowly peeling back to drip slobber on Fluttershy's doorstep and reveal shining needle-sharp teeth.

"... Fluttershy... are... are you *entirely* sure that you can handle this?"

"Oh, I'll be fine!" Fluttershy said as she pushed Scuttles out from under herself, flaring her wings to block it from view.

Angel facepawed.

"...well... alright... we... need to be going... are you sure?"

"It's fine, Twilight. Thank you."

"Alright, goodbye."

"Goodbye, and good luck!"

Twilight quickly trotted over to the others, frowning. Nurse Redheart was the first to speak up as she approached.

"Well? Did she have any ideas?"

"She said it reminded her of something called a 'botfly'," said Twilight, falling into step with the other ponies as they headed for the forest. "But those are apparently much too small to cause that kind of damage, so maybe what we're looking for is a larger variety?"

Zecora made a choking noise.

"Eeeugh," said Redheart, "botflies? I hope not."

"Why? What exactly do they do?"

"You don't wanna know."

"Was Fluttershy alright?" asked Big Mac, "She seemed kinna flustered about somethin'. And it looked like she was floatin' at the end there."

"Fluttershy... has a new... pet," said Twilight carefully. "It is... very unusual. And I'm kind of worried. But... if Fluttershy could stare down a dragon, and she *did*, then there's probably not much in the animal kingdom that could really threaten her if she knows what she's doing, which she usually does."

"I reckon so."

Back inside her cottage, Fluttershy let out a soft sigh and sank down to the ground with her back against the door. Scuttles was immediately beside her, nosing affectionately at her face and making quiet hissing noises. Fluttershy giggled and stroked its neck with a hoof for a few minutes.

"That's right, you are a good boy aren't you... so affectionate... maybe I'll invite Pinkie Pie over to meet you first? I imagine you'd have a hard time hurting her even if you wanted to."

Scuttles didn't seem to give a darn one way or the other and, deciding that Fluttershy had apparently been nuzzled enough, turned to slink away to do whatever it did when it slunk away. Fluttershy's smile slowly melted as she saw the thin strand of sticky drool still connecting her cheek to the creature's as it walked away.

"Oh, nerts."

-

Cloud Kicker came to slowly, a low groan escaping her lips as she gingerly shook her head. The gray pegasus felt like her skull was made of wood, and the rest of her wasn't doing much better. Her limbs wouldn't move, but she felt like he was upright... on her back legs, even. What was holding her weight?

She gingerly opened her eyes, then blinked and looked around, ears lying flat along her skull as she saw where she was. It wasn't the location that bothered her, it looked like she was behind a shed in a heavily wooded area, but she didn't remember how she'd gotten there. The last thing Cloud Kicker could remember was walking home to ice a wing she'd sprained while helping to clear the sky, and then... nothing...

She wasn't a veterinarian, but Cloud Kicker was pretty sure that getting knocked unconscious for an extended length of time could cause brain damage. She was going to have to see Nurse Redheart after this. Trying once again to get her legs to move, Cloud Kicker looked down at herself to try and see what was going on. Her breath caught in her throat as she saw

her entire body covered up to the neck in what looked like some kind of slimy greenish cocoon.

"What...?"

Cloud Kicker bucked powerfully in her bonds, twisting and flexing her body as hard as she could. She shook herself so hard the wooden structure she was cocooned to began to rattle, but even her powerful wings were helplessly pinned. She paused, panting and letting her chin droop against her chest.

That's when she saw Roseluck.

She probably cursed, but even Cloud Kicker couldn't tell what she was trying to say over the sound of her own vomiting. She could barely recognize Roseluck, the pony's entire body seemed to have been subsumed by the same kind of slimy mass that now held Cloud Kicker, her skin and fur taking on the same sickly green shade. Her head was listing at an unnatural angle, eyes and mouth bulging open, lifeless, while her body had become horribly bloated. Roseluck's torso swelled upwards into a round shape, vaguely translucent, that terminated into four lips like the folded petals of a flower.

"Oh... oh Celestia... *is that what it's doing to me...?* What..."

Cloud Kicker's eyes widened as the fleshy lips on top of the slimy mass began to twitch, peeling back to reveal layers of pale membrane. Suddenly terrified, she rocked against her bindings again, desperately struggling to free herself. She heard the cocoon begin to crackle, and her hooves gained a bit of slack, but she still wasn't anywhere near actually escaping when the corpse egg yawned open wide and disgorged an eight-legged nightmare directly into her face.

She only had time to scream once before crashing back into terror and darkness.

-

Spike awoke with a jerk. Owloysius, perched atop the no longer sleeping dragon's back, pecked him firmly on the head and hooted loudly.

Spike's eye twitched involuntarily.

"You have two seconds to improve my mood."

Owloysius let out another hoot and gestured with his wing. Spike blinked and looked up to see a roll of parchment lying in front of his snout. Behind that was an enormous blackened mark on the wall, a distinctly avian silhouette of clean wall situated in the middle of it. Spike grimaced and glanced back up at Owloysius, who was looking decidedly charred around the pinions.

"Whoops! Heh heh, sorry there buddy. Um, thanks for waking me up."

The owl hooted again and flew upwards, alighting on his perch and starting to groom. Spike yawned, stretched, and stood up, grabbing the scroll as he did so. Usually if Celestia sent him one of these while he was sleeping the spell waited until he was conscious before coming out, but she could force the transfer if it was urgent. Knowing that, he decided it would be best to open it sooner rather than later. It wasn't like Twilight didn't have him read her correspondence aloud all the time anyway- she wouldn't mind if he went ahead and gave this one a peek.

To my Faithful Student Twilight Sparkle,

Thank you very much for completing the task I set before you with such competence and alacrity! You have done an amazing job, and your report is more than comprehensive enough for my needs. I hope you took a well-earned rest afterward; I'm sure that you have pushed yourself a bit harder than absolutely necessary to complete the project in such a timely manner. Luna also expresses her gratitude, and wishes to inquire as to what brand of coffee you prefer.

We were also rather surprised to hear of your friend Fluttershy's find, and I must admit to being somewhat concerned. Neither Luna nor I have ever even heard of a creature akin to what you are describing, and since there are very few things in Equestria that I have not cataloged in the past millennium this is somewhat worrying. I would like to study this new animal myself, and as difficulties at court prevent me from traveling to Ponyville to do so, I must request that you and Fluttershy transport it to Canterlot at

your earliest convenience. Please write me as soon as you know when you might arrive, or if you would like I can send some of my guards to transport you.

Do not worry overmuch- I am sure that whatever this beast is we can discover its origins and take whatever actions may be necessary. I look forward to working with you on this very intriguing matter.

-Princess Celestia of Equestria

"The Princess wants Twilight to work on something directly with her?" said Spike, rolling his eyes. "She might as well inject liquid happy right into her veins."

Owloysius hooted in agreement.

"Well, she won't be back from the Everfree Forest for a while... might as well finish my nap! It's not like anything *interesting* is going to happen here in Ponyville in the meantime."

-

Rarity sighed as she trudged down the dirt road connecting Ponyville to Sweet Apple Acres. Poor Applejack! The distraught mare had been up nearly all night mourning Dollars to Donuts, and it was only after Celestia's sun rose that she'd been able to stop sobbing long enough to fall asleep. Rarity was in rather poor shape herself; her eyes puffy from lack of sleep, mane disheveled, and her usually perky tail in a shocking state. Still, all she could think about was how terrible Applejack must have felt to lose a friend in such a gruesome manner. Once she got home Rarity planned on taking only a very quick shower and a power nap before she headed back to the farm. Applejack would need her when she woke up.

Entering Ponyville proper, Rarity started to trot, heading with purpose towards Carousel Boutique. The unicorn would normally pause to greet any pony she met along the way, but today she simply didn't have the time.

"Oh, Rarity! Just a moment please!"

Rarity paused on the threshold of her boutique and turned to see Bonbon heading her way, a small smile on her face. Rarity froze.

"Oh, goodness. Hello Bonbon. I... you're probably here about that dress... I... oh dear..."

Bonbon's expression slowly turned into a frown as she approached. Rarity grimaced.

"You said it would be ready today," said the tan earth pony, "but..."

"Oh, I'm so sorry Bonbon! I lost all track of time... oh dear this is so unprofessional of me! It's alright, I've done most of the work already so if you can just give me a few moments I'll-"

The earth pony put a hoof on Rarity's shoulder, cutting her rambling short. Bonbon smiled gently.

"I heard about what happened to Applejack's friend. Have you been at Sweet Apple Acres *all* night?"

"Well... yes, yes I have..."

Bonbon craned her neck around to open her saddlebag and pull out a small paper package. Rarity blinked as Bonbon turned and placed it in front of her hooves.

"I made some treats for you both. Apple cinnamon sweet rolls."

Rarity's agitated expression instantly melted. Tears sprang to her eyes as she used her magic to levitate the package.

"Oh my... I don't know what to say..."

Bonbon just smiled and turned to walk away.

"Just help Applejack feel better. And don't worry about the dress, whenever you can finish it is fine."

Enormously touched, Rarity waved enthusiastically as Bonbon left, and then slipped inside, grinning hugely. She was such a lucky unicorn to have friends that she loved so much and that cared so much for her in return.

Then Scuttles impacted with the fashionista at high velocity, and she went out like a light.

Chapter 6

The Discovery

"Rarity?"

Sweetie Belle blinked as she peered down into Carousel Boutique from the top of the stairs. She was sure she'd heard her sister's voice, but the ground floor was empty and silent. Frowning, the filly trotted down the stairs and looked around. Her sister's saddlebags were lying on the floor in front of the boutique's entrance, along with a small paper bundle.

"Sis? Are you home? Why did you just leave your things on the floor like you're always telling me not to? Is everything o-"

Sweetie went quiet as she stepped in something slimy. Grimacing, the tiny unicorn raised her hoof to find it trailing strands of sticky mucous from the floor.

"Eeeeeeeewwww... I hope Rarity *isn't* home, she's going to have a manure fit if she sees this."

Following the trail of slime, Sweetie Belle found herself at the boutique's back door, which was slightly open. Sweetie Belle frowned as she examined the door. It wasn't just open, it was hanging off one hinge, and cracked diagonally halfway down the middle. Two splintered hoofprints were visible on the outside.

Somepony had broken into her home.

Eyes wide with terror, Sweetie Belle turned and ran for the front door. If she went out the back, whoever had broken in might still be in the alley behind the boutique and waiting for her. Sweetie Belle quickly pawed open the front door and ran outside. The library was just across the town square, and she made for it as fast as her little legs could carry her. Twilight Sparkle would know what to do.

-

Fluttershy emerged from her bathroom, heaving a deep sigh as she fanned her wings to help them dry. She loved Scuttles, but its drool was so viscous it took ages to wash out. She'd been planning on rushing over to Sweet Apple Acres as soon as possible, but she couldn't leave without feeding her animals first, and now she was late getting *that* done.

Some days were enough to make Fluttershy want to thump a pillow slightly harder than was strictly necessary.

She paused as she passed the couch, where Scuttles was lying down watching her, an enormous grin on its face. Not that it ever *didn't* have a grin on its face, but for reasons that Fluttershy couldn't quite put her hoof on the strange creature seemed unusually smug. She knew animal behavior, and she had seen that kind of body language before in kittens who had just finished polishing off an illicit dish of cream.

"... Scuttles? What are you up to?"

Scuttles cocked its head to one side and regarded Fluttershy with an unchanging expression. Not that there was much about its expression that it could change. Fluttershy narrowed her eyes just slightly.

The creature let out a soft hiss and jumped to its hooves, striding quickly across the floor to nuzzle along the length of Fluttershy's flank. Fluttershy had to grit her teeth with the effort of not turning tail and running when that nightmare visage rubbed itself across her body, but she couldn't help relaxing as its knobby carapace pressed affectionately against her. Unable to communicate through speech, Scuttles seemed intent on reassuring her physically. Fluttershy sighed and let herself melt into the near embrace, returning Scuttles' nuzzle with one of her own.

"Okay baby, mommy has to go feed the animals now. Let's go get you some fish, hm?"

Fluttershy didn't know how Scuttles expressed a cheer with strident hissing noises, but it was downright adorable.

-

"...and at that point the only real option is surgery," said Nurse Redheart. She paused and glanced back at her companions, most of whom were staring at her in open-mouthed horror.

"So yeah, that's why I'm really hoping Fluttershy is wrong about this 'giant botfly' thing," said the Nurse, ears laid back over her skull in worry.

"That's... really terrifying," said Twilight, shivering.

"The process is usually quite slow," mused Zecora, the only other pony in the group who'd already known about the parasites and consequently was not still reeling in shock, "the odds that a botfly is responsible for Dollars to Donuts is low."

"True," agreed Twilight, "an infestation like that seems like it would take a long time to develop to the size that it must have to make that kind of hole. Especially if it penetrated her rib cage."

"... I don't see how you can be so clinical about this," said Rainbow Dash softly. The cyan pegasus wasn't hovering above the group as she usually did, instead sticking to the ground among the other ponies. Her head had drooped further towards the forest floor as Twilight, Redheart, and Zecora discussed the dead pony's fate.

"I... I don't know how else to be," answered Twilight, taken aback. "I'm sorry, I'm not trying to be insensitive..."

"Naw, that's alright," Big Macintosh spoke up, "times like this, somepony needs to keep their head on straight. I sure know I don't have a clue what's goin' on. I'm glad you'e thinkin' about it."

"I wasn't trying to say it was wrong," Rainbow said, "it just... seems strange. I don't know why. I guess it's because you weren't there when we found out, Twilight. I mean, I didn't really know Dollars to Donuts, but... when Applejack saw her... and she just... she just *broke*... I don't..."

Zecora gave the pegasus a brief nuzzle, which Rainbow responded to with a grateful half-smile. Twilight Sparkle frowned sadly at her friend for a moment before a determined expression settled on her features, and she continued forwards with a new urgency in her step.

"Applejack will be alright. She's got Rarity with her, and if I know Fluttershy she'll probably be by to help too. And we're going to make sure this doesn't happen again. To anypony."

"Speaking of Fluttershy," piped up Pokey Pierce, "exactly what kind of animal is her new pet? I thought I saw something with a *scorpion* tail behind her. She's not playing with manticores is she?"

"I'd feel better if she was," Twilight answered, "she showed me a drawing of what it looked like when she found it. Like a snake if you took away the skin and gave it even more teeth. And then she said it got... a lot... bigger..."

The other ponies stopped as Twilight came to a sudden halt, eyes staring intently ahead at nothing.

"Twilight?" asked Nurse Redheart, "are you alright?"

"I... yes... I just... I think... does anypony else feel that!?" she burst out suddenly, looking around. The other ponies blinked and glanced around as well. They had been walking along the banks of the Everfree stream for almost an hour now, and as near as they could tell the scenery now was much the same as it had been for the majority of their trip; a river, and lots of trees.

"Now that you mention it," said Colgate slowly, "my horn feels kind of weird."

"Zecora, are we...?"

"We have nearly arrived at the very place, it will not be much further if we move with haste."

The ponies broke into a gallop. After another minute Zecora slowed to a stop and indicated a mussed up patch of grass with her hoof.

"I found her here, the poor dear."

"I feel it now," Pokey said suddenly, wincing. "Feels like my horn's rattling!"

"It's like a hoof on a chalkboard," Colgate agreed.

"Our horns are resonating with a powerful magical field," said Twilight Sparkle, looking around sharply.

"Somepony's doing magic?" asked Rainbow Dash.

"A reaction like this indicates a persistent magical effect," Twilight answered, "somepony did cast a spell, and either it's still in effect, or it was so powerful that it left an imprint in the forest's background magic. There!"

She darted forward suddenly, and the other ponies followed. Twilight soon found a large circle of singed and broken trees, and the crater in the middle of them. Sitting in the crater was a large round object. It resembled a clay pot, but the opening looked like the peeled back petals of a large flower. Twilight prodded it once with her hoof, but the leathery husk didn't move.

"It looks like an egg," said Big Macintosh.

"This magic field smarts," grumbled Pokey.

"It wasn't just a spell," said Twilight, not so much to answer Pokey as because she was thinking out loud. "The fabric of Equestria's background magic has been disrupted. This... this could be an egg... it could be the egg of something that we've never seen in Equestria before. Maybe this is where that spider thing Zecora found came from. Maybe Dollars to Donuts found it... and..."

"I don't think the monster Zecora found came from an egg," said Nurse Redheart, "I examined it last night after you left to organize this expedition. It didn't have many identifiable organs that I could see. I don't know how it ate, especially with the tube that comes out of its mouth. I did find what looked a lot like a womb. I think it gives birth to live young."

"What was the tube connected to?" asked Colgate suddenly.

Everypony slowly turned to stare at her.

"The tube... was connected... to the womb," the nurse answered, eyes widening.

"Dollars to Donuts was not allowed to die with grace," said Zecora haltingly, "when I found her, there were many small cuts and bruises on her... face..."

"The egg lays the... face clinging monster," said Nurse Redheart, "the monster finds a pony, it... it... *impregnates* them..."

"I'm going to be sick," Rainbow Dash whined.

"The hole in Dollars' chest was as big around as my hoof," said Twilight.

"So whatever... came *out* of her... was..." Pokey looked about as sick as Rainbow Dash.

"Fluttershy said that when she fished Scuttles out of the river, it was about as big as her foreleg," Twilight finished quietly.

Everypony went completely silent.

"I'm going back to Ponyville," said Rainbow Dash, jumping into the air. "Now."

"We'll follow as fast as we can," said Big Macintosh.

"I'll meet you all there," said Twilight, narrowing her eyes.

"Wait, what do you-"

The purple unicorn's horn flared briefly with a blinding magical glow, and then she disappeared in a flash of light.

-

A little yellow pony with a red mane tied up in a big pink bow answered the door to the Sweet Apple Acres farmhouse. Her eyes widened somewhat in surprise at the sight in front of her. A small white pony with a pink and purple mane, eyes red and gasping for breath, was standing on the front

porch. Beside her was a purple and green baby dragon, who also seemed more than a little winded.

"Sweetie Belle? Spike?" Apple Bloom quickly ushered her two friends inside. "What brings y'all out thisaway?"

"I'm really sorry to bother you," said Sweetie Belle, "but is my sister still here?"

"Rarity?" asked Apple Bloom. "Well I don't think so. She was still here when I went to bed, but she wasn't there when I went in to check on Applejack this mornin', and I ain't seen her in the guest room. Why do y'all ask?"

"I found her saddlebags on the floor of the boutique," said Sweetie Belle, eyes welling with tears, "and Rarity *never* just leaves her stuff lying around. And the back door was busted open, and I'm worried."

"Sweetie Belle came to get Twilight," Spike added, "but she's still in the Everfree forest with Zecora and the others, and now Princess Celestia thinks there's something weird going on with Fluttershy's new pet, and after everything that's happened I'm starting to get really worried too!"

"Well... well waddya want me to do?" asked Apple Bloom, taken aback. "Big Mac went with Twilight, Granny's having her nap, and I don't wanna bother-"

"Apple Bloom? What's going on? Is something the matter?"

"Applejack!" Apple Bloom turned to her sister with a frown, "I'm sorry fer wakin' you up, but Sweetie Belle says she can't find Rarity."

"Can't find her?" Applejack stepped into the front room, her mane still disheveled from sleep, muzzle twisted in a worried frown.

"Yeah!" said Sweetie Belle, "Rarity didn't get me up today or make me breakfast, and then when I went downstairs she'd just left her saddlebags and some stuff on the floor! And that's not like her, Applejack, I've got up in the middle of the night to pee before and she was still up because she saw a few loose threads in the curtains and stayed up to sew new ones! And

there was a trail of this, like, slimy stuff on the floor and it lead from her bags to the back door and the back door was all *broken* like somepony had busted into the store, and now I'm really scared Applejack. Please, do you know where she is please?"

Sweetie Belle sniffled, and Spike patted her gently on the shoulder. Applejack's frown intensified, her nostrils flaring in worry.

"Well no Sweetie Belle I'm afraid ah don't... but you're right, that don't sound like Rarity at all, and a broken down door can't possibly be good... a trail of slime, you said? Like a slug or somethin'?"

"Bigger than that," said Sweetie Belle, waving her sticky hoof for emphasis. "It was really weird."

"Ah don't like it," muttered Applejack, "there's somethin' rotten in Ponyville, and it keeps gettin' worse. Apple Bloom, where's your brother?"

"He's in the Everfree forest."

"He's in the *what?* Why the *buck* would he do *that!*?"

"He went with Twilight Sparkle and Zecora and some other ponies," said Apple Bloom, recoiling from her sister's outburst. "They were... they were goin' to where... to where Zecora found Dollars... to try and find out what happened..."

Applejack looked like she was going to start shouting for a moment, then suddenly pulled her little sister into a hug, draping her neck over Apple Bloom's back and gently nuzzling her ear.

"That's a good thing for them to do," she said quietly, "that's mah friends right there, puttin' themselves in danger to help other ponies. That's what we're all about. ...but I really wish a few of 'em were around right now. Ah ain't book smart like Twilight, ah know Rarity's missin', but ah wouldn't know where to look first..."

"Maybe I should send Princess Celestia a letter," said Spike, "she seems to think something weird's going on. She was definitely worried about Fluttershy's new pet."

"Fluttershy's new pet?" Applejack blinked. "Why would that get Princess Celestia worried?"

"Mostly because it looks like something I've seen in my nightmares," said Spike with a shudder, "and the Princess says she doesn't know what it is. And if *she* doesn't know what it is..."

"...that's that," said Applejack, releasing Apple Bloom and straightening up. "Ah don't like that at all. Ponies gettin' killed and kidnapped and all of a sudden Fluttershy finds some kinda critter than even makes Celestia worried? There's gotta be some kind of connection there. Any of y'all know where Rainbow Dash is at?"

"Forest," said Apple Bloom mournfully.

"Right then, guess it's just me. You lot stay here- no, don't argue with me right now sis, this is serious. I'm gonna check out the boutique and then head for Fluttershy's. Hopefully I'll find out Rarity just dropped her bags and went to buy all the bleach in Ponyville after she found something trailed a load of slime across her floor. She's done worse."

"But..." Sweetie Belle was starting to cry in earnest now, "but what if she's..."

"You listen to me Sugarcube," said Applejack, putting a comforting forearm over Sweetie Belle's withers. "Your sister is one tough mare. She don't look it, but I've seen her take on worse than slime monsters. She's gonna be okay."

"Okay," said Sweetie Belle, sniffing.

"Now you all wait here. I'll find out what's goin' on. ...and Spike, it might be a good idea for you to go ahead and write that there letter. Just let the Princess know what all's been goin' on. Maybe she'll be able to figure this out better than ah can."

"Gotcha."

Without another word, Applejack stepped out the door and immediately accelerated to a gallop, hooves pounding like thunder as she raced for Ponyville as fast as her earth pony legs could carry her. She couldn't match Rainbow Dash for top speed, but as long as her hooves were on the ground, she could keep going. It wouldn't take long to make it to Ponyville, or Fluttershy's cottage. She just had to hope that it would be enough.

"Rarity... please be okay..."

-

Rarity came to slowly, eyelids fluttering open as a low moan escaped her lips. She felt absolutely terrible. Her head ached and the rest of her body was stiff as a board. In fact...

The unicorn gasped as she looked down to find herself glued to a wall by a cocoon of mucous-colored slime.

"Oh... oh no... oh what..."

Squirming, Rarity turned to see where she was, and just barely bit back a shriek of horror. Lined up along the wall beside her were three other ponies, all of them trapped in similar cocoons. She recognized Cloud Kicker, and felt her stomach convulse as she saw the hoof-sized hole in the pegasus' ribcage. Beside Cloud Kicker was the rotund form of Snips, his entire stomach bloated and burst open by a similar hole. Immediately to Rarity's right hung an earth pony she knew as Blues, an occasional farmhand over at Sweet Apple Acres. His eyes were closed, as if in sleep, and he didn't seem to have any openings that weren't supposed to be there. Rarity thought she could hear him breathing.

She could hear something else. A moist, leathery creaking sound that sent chills up and down her spine. Rarity slowly turned, eyes widening as she saw what was in front of her. It might have been a small pile of pony corpses once. But the bodies, now entirely unidentifiable, had been subsumed by a slimy bulbous mass. It pulsed and shifted as she watched, a pustule near the top slowly splitting open to reveal something slithering beneath the membranes within.

A single cry of absolute terror was all Rarity could get out before a thing beyond all her nightmares exploded out of its egg and catapulted across the space between them.

A voice that might have been Fluttershy's screamed her name, and then the thing hit Rarity dead in the face.

Chapter 7

The Battle

Dear Princess Celestia,

This is Spike. I'm sorry for contacting you without Twilight's say-so, but she's not here right now and something's really wrong that we need some advice on. I don't think Twilight ever told you about Applejack's friend, Dollars to Donuts, who died a little while ago. Zecora found her in the Everfree forest with a big hole in her chest and Twilight and some other ponies have been trying to figure out what killed her because I guess the hole came out of her but there was no place for whatever did it to go into her, so they were all really confused. Anyhow, what you do know is that Fluttershy found this really weird animal that kind of looks like a snake that doesn't have any skin or eyes and she seemed to think it wasn't a big deal but I guess you're worried about it, and Applejack's REALLY worried about it because she's going to see Fluttershy about it right now. Rarity- You know Rarity right? White unicorn with a purple mane and jaw-dropping haunches? Most beautiful unicorn in the whole wide world? Element of generosity? Well she's missing, and it looks like something slimy broke into her boutique and now Applejack's really worried, and she says she doesn't think it's a coincidence that some kind of monster nobody's ever heard of showed up just as a bunch of ponies are turning up dead or missing. So Applejack's going to see Fluttershy and Twilight's still in the forest with Zecora and I don't really know what to do I'm really sorry to bother you like this but is there anything you can do to help? I'm scared and Apple Bloom and Sweetie Belle are scared and I really don't want anything to happen to Rarity.

Please say you can do something.

-Spike

-

Owloysius grumbled softly to himself as he finished clipping the worst of the singed bits out of his plumage and settled back onto his perch. Finally, with

that little bastard dragon out of the way, he could get some much-needed sleep. A soft hoot escaped the owl's beak as he closed his eyes and ruffled his feathers. Odd, he'd just groomed himself, but he felt strangely... *greasy*. Eyes opening, he looked around and realized that it wasn't just him, the air in the center of the library's floor was shimmering. A smell like burning tin assaulted his nostrils seconds before a sphere of white light erupted a few feet above the floor, blinding the owl briefly before coalescing into the form of a lavender-colored unicorn pony.

"...who!?"

Twilight Sparkle hit the ground and stumbled, her hooves getting in each other's way as she tried to run for the door and wound up running circles instead, shaking her head in an attempt to clear it.

"Oh wow that hurts more than I thought it would. SPIKE HELP MY BRAIN IS FULL OF SPIDERSSES! Spike? Oh great he's gone oh no what if the monster got him I gotta get to Fluttershy's...!"

Twilight managed to circle closer to the door and after the sixth or seventh revolution reached it, forgot that it had a handle, and slammed into the woodwork. She bounced backwards, stumbled forwards again, missed the handle with her mouth, and wound up on the floor. She made one last attempt to get up and managed to smack into the door again before she decided gravity had won this round and lay still until her eyes could uncross themselves.

"Urgh... okay... definitely a good thing... I picked a familiar target point... if I tried this at Fluttershy's place... I probably would have wound up... fused to her couch...."

Still breathing hard, Twilight forced herself back onto her hooves and managed to shove the door open. Just as she emerged from the library a familiar orange blur entered her field of vision. Applejack caught Twilight out of the corner of her eye and braked hard, kicking up a fountain of dust as she skidded to a halt just in front of the other pony.

"Twilight? Ah thought you were in the Everfree Forest!"

"Teleported back," panted Twilight, "Fluttershy's pet Scuttles, I think it's some kind of parasite, maybe killed Dollars, have to find Spike, I-"

"Spike's at the farm," said Applejack, eyes narrowing as Twilight confirmed her worst fears, "Rarity's missing and he brought Sweetie Belle to look for her. Ah told him to send a letter to the Princess and tell her what was going on, but ah ain't found Rarity yet. I'm headed to-"

"Fluttershy's," Twilight agreed, "I caught a glimpse of Scuttles when I was there, it's gotten huge, it could kidnap a pony... or... oh..."

"We won't find out 'til we get there," said Applejack firmly, "come on!"

"Right!"

Twilight burst into a full on gallop, and made it about ten steps before she almost doubled over, gasping for breath. A second later she let out a cry of surprise as she felt Applejack slipping underneath her.

"What are you-"

"You can run fine when you pace yourself, but this here situation calls for speed, and y'all are already winded," Applejack answered as she settled the Unicorn over her back like a sack of potatoes, "Hang on."

Twilight hung. Applejack took off like a shot for Fluttershy's cottage.

-

Fluttershy giggled like a filly as she finished her chores, nudging a basket full of greens towards a warren of bunnies that lived just across the stream from her home. The bunnies smiled gratefully at her as they took the food, though a few threw cautious glances over her shoulder as she did so.

"Aw, don't worry little guys, Scuttles won't hurt a hair on your little heads. He's used to bunnies now, isn't that right Angel?"

Angel, seated atop Scuttles' head as the creature finished consuming its breakfast, simply folded his paws and scowled as hard as he could.

Fluttershy grinned. She didn't know why she was so happy today. The last few days had been so bizarre. But it was going to be okay, she thought. It was just like Twilight was always telling her. Focus on the positive. Let go of the things you can't change. Applejack's friend was dead, and that was terribly sad, but they were all going to be there for her, and it was going to be alright. Scuttles was a very strange creature, and more than a little frightening, but it had learned to listen to her very quickly, and she was going to introduce it to all her friends, and that was going to be alright.

She was just wondering if she had time to sing a song before she went to Sweet Apple Acres when Scuttles finished crunching down the last fish bone and suddenly leaped towards her, running a quick circle around the surprised pegasus and then taking off in another direction. Blinking, Fluttershy hopped into the air and gave chase. Scuttles kept pausing and glancing back over its shoulder at her, then running ahead again, only to rush back to her when she took longer following. Fluttershy giggled and allowed the bigger animal to pull her along.

"What's going on here sweetie, did you want to show me something? Okay, okay, no need to pull, I'm coming."

It was leading her to the old woodshed in her back yard. It had been a warm spring, and she hadn't been back there in over a month. Maybe it was setting up a nest? Oh that would be interesting. Curiosity piqued, Fluttershy pumped her wings furiously and followed Scuttles around the back of the shed.

"Okay sweetheart, what did you want to-"

Fluttershy was interrupted by a panicked shriek that cut through the late morning like a knife. The pegasus' eyes widened as she took in the tableau of horror taking place in front of her. On the ground behind her woodshed was what she could only describe as a pile of corpses, three or four pony bodies piled in a heap and covered in translucent mucous that formed a second layer of lumps like boils on diseased flesh. Stuck to the back wall of the shed were four more ponies, hanging trapped by more slime, two of them clearly dead and rotting, one of them very still, the other...

Terror gave away to bald panic.

"RARITY!"

Fluttershy felt her stomach drop to her hooves as a spidery nightmare launched itself out of the pile of corpses and into Rarity's face. Panting and sobbing in terror, Fluttershy took off like a shot towards her friend, but by the time she'd made it the eight-legged little monster was already glowing faintly violet and being peeled off of Rarity. The unicorn grimaced and spat a tube-like organ out of her mouth as she shoved it away with her telekinesis.

"Fluttershy!" she gasped, "Quick, I need something sharp, anything!"

Not thinking, Fluttershy zipped around to the front of the shed and grabbed the pitchfork she kept just inside the door, hauling it back around the tiny building between her front hooves. Rarity had the spidery creature hanging in the air a few hands from her face, its tail whipping and all eight legs spasming horribly. Her eyes lit up when she saw what Fluttershy had found.

"Perfect!"

The tailed spider was hurled away from both ponies with another push of magic, landing on the grass at what Rarity had thought was a comfortable distance, but without missing a beat it had flipped over and was furiously scuttling towards them. Fluttershy squeaked as she felt the pitchfork being lifted out of her hooves. The tool glowed almost incandescently as Rarity used her magic to throw it as hard as she could.

The white unicorn didn't have Twilight Sparkle's raw power, but she made up for it in precision. The spidery beast was speared clean through the body by all four of the fork's tines and pinned solidly to the ground. It convulsed for several horrible seconds, and then went still.

Then a black nightmare of teeth and razor sharp hooves threw itself at Rarity, screaming like a wounded animal.

"Scuttles! NO!"

Fluttershy interposed herself between the creature and her friend, and Stared. Scuttles' roar melted into a pained cry as it backpedaled furiously,

tripping over itself in its haste to get away. Fluttershy continued Staring as it fled, slowly sinking to the ground, her wings rigid with terror. Her limbs began to tremble and the tears came without warning as she turned and looked at the pile of mangled corpses in her yard. She choked back a sob.

"Fluttershy, dear, please... I know this is horrifying, but... please help me..."

"Oh! Oh dear, I'm so sorry!"

Fluttershy whirled around and immediately grabbed the edge of Rarity's cocoon in her teeth, yanking backwards as hard as she could. Rarity concentrated, and a slim blade of magic began to work its way into the hardened slime. It was a spell she'd originally learned for cutting fabric, not intended for a material this thick or tough, but it was enough to start a split in the side of the cocoon. After a few moments, between Fluttershy's insistent tugging and her own efforts, Rarity slithered out of her bonds and fell to the ground with a soft thump.

"Oh eeeeeuuuggghhhh... this is going to take *forever* to get out of my coat... Oh, my mane, my poor mane. What is this stuff..."

"I'm sorry, I'm sorry, I'm sorry, I'm sorry..."

Rarity sighed softly as a sobbing Fluttershy nuzzled her cheek. She put a foreleg around the shaking pegasus' shoulders and hugged her gently.

"There now dear, it's going to... well, it's not going to be alright, but I promise we'll get through this. We just have to find our friends and..."

"Fluttershy! Fluttershy!"

Rarity perked up.

"Twilight! Is that you?"

"Rarity!?"

"Applejack! How are yo-OOOMMMPH!!!"

The orange earth pony came galloping around the back of the shed, face lit up with joy. Not bothering to slow her progress, she plowed directly into Rarity and rolled to a halt, hugging the unicorn as hard as her considerable strength would allow. Twilight, dislodged by the impact, landed in a heap next to Fluttershy, who squeaked.

"Rarity! Oh mah gosh, you're okay! Oh ah was so worried about yah!"

"Can't... breathe...!"

Applejack sheepishly released her hold on Rarity, who made a show of panting theatrically for breath. Twilight was still somewhat dizzy after the ride and slowly making her way onto her hooves with Fluttershy's assistance. She started to say something, but halted with her mouth open and her eyes wide as she saw what was attached to the back of Fluttershy's woodshed. Applejack had yet to notice anything about their surroundings, and was carefully checking Rarity for injuries.

"What happened Rare? Are ya hurt bad?"

"I was fine until somepony *tackled* me."

"Yer covered in... goo. So Sweetie Belle was right, you were kidnapped by some kind of slime monster?"

"Something like- oh my gosh! Sweetie Belle! She saw it!?"

"Naw, she just found the trail of slime on the floor of the boutique and told me y'all were missin'. She's safe at the farm with Apple Bloom and Spike. Now what in tarnation has been goin' on over here?"

"Uh... Applejack?" Twilight's mouth was so dry she could barely speak.
"Turn around."

-

A streak of rainbow colors a mile long stretched between the depths of the Everfree Forest and the large clearing where its edge met the city limits of Ponyville. Rainbow Dash's eyes watered from the wind, but she kept pumping her wings harder.

"Just hang on Fluttershy," she muttered, "I'm coming."

She sped past the borders of the forest and banked sharply to her right, zeroing in on her friend's cottage. Another few seconds and she would arrive, and Celestia help any creepy parasite monsters that were threatening her friends. She glanced to and fro as she flew, scouring the ground below for spiders with tails or whatever it was Twilight had said had killed Dollars to Donuts. She noticed the shadow being cast on her wing a split second before it was too late.

Rainbow felt the movement of another creature's wings ruffling her feathers, and instinctively tucked into a roll. She cried out sharply as something dived past her, hissing like a snake. Pain lanced through her as she snapped her wings open and rose higher, dividing her attention between her side and whatever it was that had hit her. The wound cut all the way across her haunch, but it was shallow, and probably wouldn't scar. It went across her cutie mark, though, and that stung like blazes. Frowning hugely, Rainbow turned her full attention to her attacker.

It was a monster, no doubt about that. Rainbow hadn't seen Fluttershy's new pet, but it wasn't a long stretch of the imagination to guess that it was related. She hadn't heard anything about it having wings, though. It was covered in what looked like some kind of pale gray armor, with a long blade-tipped tail and an unsettling banana shaped head. Those wings were even worse, not at all like Rainbow's feathered pinions but more like those of a dragon, each supporting bone ending in a wicked claw and the membrane in between them sickly translucent and full of holes, as if the limbs hadn't been formed right. They worked though, and as Rainbow watched the hideous thing suddenly pumped its wings and shot upwards towards her, shrieking like a demon.

She dodged the initial charge, and then because she was reminded by a fresh stab of pain as her wound twisted, she took extra care to avoid the whipping follow up stroke of the thing's tail. Rainbow Dash's nostrils vented hot air as she carefully backed away from the beast, eyes narrowed in scrutiny. It was bigger than Gilda, and she would have expected it to fly like her- fast and strong, but without a pegasus pony's magical agility. As the creature air braked hard and then whirled on a dime for yet another pass, she realized how big of a mistake it would be to underestimate this thing's

maneuverability. It let out another scream as it folded its horrible wings and dove.

Rainbow Dash met it halfway. Shooting upwards with a sudden flurry of wingbeats, she rose straight at the thing's face, and was only mildly surprised to see that it neither flinched nor made any motion to avoid her. It was apparently entirely confident that it would come out the better in any collision.

Willing to concede that the creature would probably be right about that, Dash twisted out of the way at the last minute, letting the motion send her into a tight spin. She called the maneuver the Cloutwister, as she usually used it to artistically whip up clouds. Now when she spread her wings abruptly open the small whirlwind she created was sent right at the monster.

Not prepared for the sudden turbulence, the creature shrieked briefly in rage and spun out of control, losing a fair amount of altitude before regaining its equilibrium and climbing smoothly back towards Rainbow. This time it did not immediately charge her headfirst, however, and began to circle her slowly, keeping itself aloft with occasional flaps of its powerful wings. Rainbow duplicated the maneuver, carefully keeping it within her line of vision.

"I don't have time to play with you!" she yelled. The thing didn't react, but simply continued to keep pace with the slowly circling pegasus. Even without any eyes to speak of, Rainbow got the distinct impression that she was being glared at.

"Alright," she muttered, "you wanna do this the hard way?"

A sinuous, scythe-tipped tail lashed behind the creature as it growled, lowering its head and squaring its shoulders. It was clearly just as impatient as she was.

"Good. I *like* the hard way."

Rainbow Dash charged.

-

Applejack turned around. Her eyes widened as she stared up at the bodies arranged along the woodshed wall. Cloudkicker had already started to turn, her fur falling out and her skin turning sunken and pale. Snips hadn't been there long, and the round little unicorn might have merely been sleeping if it weren't for the bloody entrails still hanging out of his burst belly. The blue earth pony beside him was fresher still.

"Oh mah goddess..." Applejack moaned, "Fluttershy's critter did all this...?"

"I think so," said Rarity, "it cocooned us to the wall, and then that... thing..." she indicated the festering pile of bodies with a hoof "...it must be some kind of egg sac, because it spat that thing at my face."

She pointed to the spidery monster, then jerked back in surprise when she saw the pitchfork pinning it to the ground had fallen over. She carefully lifted the tool with her magic, using it to prod the creature to make sure it was dead, and then examining the melted tines.

"It's like it's insides are corrosive," said Twilight in near awe. "But this is definitely what Zecora found next to Dollars. The thing with the legs implants an embryo inside the host... Rarity, it didn't-"

"Oh it tried," said the white unicorn, shuddering and spitting. "I got the tube out before it was able to implant anything but a foul taste."

"You're saying this is the thing that killed Dollars to Donuts?" asked Applejack.

"Yeah," Twilight sighed, "it all fits. Egg hatches the parasite, the parasite implants an embryo in the host, then the nymph erupts from the host, and grows to an adult... apparently really quickly."

There was a soft choking noise and then a quiet splatter as Fluttershy threw up. Twilight patted her on the back gently.

"Oh gosh that's Blues," Applejack looked like she was going to cry as she recognized her farmhoof. "It got Blues! Ah... wait a minute... he's still breathin'! He's not dead! Somepony help me get him down!"

Rarity immediately leapt up and applied her horn directly to the blue earth pony's cocoon, cutting into it with her magic while Applejack tried to get a grip on it with her hooves. Twilight grabbed Blues with her telekinesis and eased him out of the cocoon as it split open, laying him gently on the grass. Fluttershy immediately ran over and placed her ear on his chest.

"He's breathing," she said, putting a hoof on his forehead, "heartbeat's a little irregular, and I think he has a slight fever. We need to get him to Nurse Redheart as soon as-"

Blues' eyes shot wide open. Fluttershy cried out in surprise. Applejack anxiously leaned over the waking pony, putting a gentle hoof on his chest.

"It's gonna be alright sugarcube, you just hang in there. We're gonna get you a nurse and then you'll be right as rain."

The blue pony's eyes focused on her, and his face twisted into a grimace.

"Apple... Applejack...?"

"Yeah it's me, ah'm here now, you're gonna be fine."

Blues took a deep breath.

"Applejack... please... kill me..."

She took half a step back as if she'd been slapped, eyes going wide. Behind her, Twilight suddenly turned to stare at the bodies hanging from the wall of the woodshed, and then back to Blues. Her mouth fell open in horror.

"Woah down there Sugarcube, you're gonna be alright! I just gotta-"

Blues started to cough.

"You... you don't understand... you didn't... see... *p/*lease, you have to..."

He was coughing hard now, deep racking coughs that came up dry and shook his entire body. His eyes opened wide, pleading, as he wrapped his forelegs around his chest and cried out in pain.

"Please...!"

Applejack was leaning in to try and calm him down when the first splash of blood struck her in the face. The ponies could only stare as Blues' chest erupted upwards in a small shower of gore, and a tiny phallic head full of teeth twisted around to hold them with an eyeless gaze.

Fluttershy sobbed.

"No."

The creature coiled and leaped, but Twilight was already casting. It let out a tiny shriek as the unicorn surrounded it in lavender magic, then quickly turned and tossed it into the woodshed. The entire structure glowed purple as the door slammed.

"Will that hold it?" asked Rarity.

"I put together a pretty comprehensive locking spell, it should keep it in there. Now let's..."

She paused, and turned to Applejack. The Earth pony was sitting quietly and staring at the fresh corpse in front of her. Twilight very slowly approached her friend, nuzzling her gently on the shoulder. Applejack didn't move.

"So... that's what happened to Dollars?" she asked.

Twilight just nodded.

"That's where Scuttles came from?" murmured Fluttershy.

Twilight nodded.

"So this is where you all got to," said Pinkie Pie.

Twilight blinked.

"Pinkie!?" Rarity blurted, whirling, "what are you doing here?"

Unusually quiet, perhaps because she sensed the mood, or perhaps because she was breathing heavily and clearly tired, Pinkie turned to point with one hoof.

"I was running away from *that*."

The other ponies turned.

"Scuttles!?" squeaked Fluttershy.

"No," said Rarity, turning to look at the corpse of Snips hanging on the woodshed wall, "Oh Celestia *no*..."

The creature standing before them was almost identical to Scuttles, from the horrible eyeless cowl down to the deadly scythe-tipped tail. But instead of jet black its exoskeleton had a faint dark blue sheen. And in the center of its head, a few hands back from the rounded tip of its face, was a horn like a dagger blade jutting upwards from its skull.

Twilight Sparkle took a step forward and snorted.

"Everypony stay calm," she said.

Her eyes narrowed.

"I've got this."