

Fallout Equestria: Starlight

Chapter 31: The Forest of Death

*I'm heading to the Everfree Forest to Zecora's to get some of my favorite tea.*

Deception. Dishonesty. Lies. I feel as though my whole life has been one fantastic lie piled atop another. Every waking moment is painful, my thoughts filled with a life that is not my own. The closer I come to finding Spark, the closer I come to losing myself, to becoming one with Twilight's memories.

I often wonder about the lies Twilight told to her friends, her family, and the world to get what she wanted. Twilight hid the existence of Spark, believing that she alone could handle her. In the end, all Twilight succeeded in doing was sealing Spark away. She refused to believe in the one thing that could have helped her save Spark. Friendship.

I see now, the virtues that represent true harmony. Honesty, Kindness, Generosity, Loyalty, and Laughter. The virtues that gave the Ministry Mares their power now bolster my confidence, my strength. I must move forward. I must keep to the task ahead. For if I falter, life as we know it... will end.

\* \* \*

"The Everfree Forest?" Spot said, raising an eyebrow.

Avira sat off to the side, several old books placed out on the table. Nixis stood next to me, staring down at the other hellhound, but occasionally sending glances at the female canine. I nodded grimly.

"Yes. We're going into the Everfree," I said. "We would appreciate any supplies you can provide."

Spot grimaced, his teeth showing. He was not happy about this, it seemed. Avira had called Nixis and the other hellhound into the library after our initial talk. Our other friends had been shown to someplace where they could rest until we left for the forest.

"This madness, pony. Hounds don't go into that place that often. Bad things in Everfree, pony," Spot snarled. "Even Nixis smart enough to know this."

I narrowed my gaze at him. "Regardless... we're going. I have something that needs to be done there," I said. "Now... are you going to help us or not?"

"Spot," Avira said, glancing between the two male hellhounds. "We owe this mare a debt. She brought Nixis back safe, after all."

Spot barked at her, making me jump just a tad. Avira didn't budge a single inch, apparently used to this kind of behavior.

"This still crazy, Elder!" he snapped before sighing loudly. He looked back at me. "Fine. We give food, some medicine. Dogs will take you down safe path leading to forest."

"Thank you, Spot, Avira. We will pay you of course," I said, floating out a jingling bag of caps.

Avira shook her head. “No payment can we accept from you, friend,” she said. “Spot. See to it that the supplies are made ready for our new friends when they are ready to leave.”

Spot grunted, brushing past Nixis to leave the library. Avira stood, causing Nixis to tear his gaze away from the door to her.

“Uh... Avira?” my friend said. “It's good to see you again.”

The female canine smiled toothily. “Hello, Nixis,” she said. “It is good to see you, too. I see that you are doing well.”

Nixis grinned and placed a paw on the back of his head. My eyes widened. *Wait... is he... he's flirting!* I thought. I nearly smiled at the thought. *So, Avira... you old dog you, Nixis!*

“I am. I see they made you the leader of the town after I left,” he replied.

“It has been quite a long time since then,” Avira said with a nod. “I feared that you would never return to us.”

“I feared the same,” Nixis said hesitantly.

I blinked. It was like watching two awkward teenagers work up the courage to admit their true feelings. I decided that maybe I should step out of the equation for now, and let the two catch up.

“I'm going to go check on the others,” I interjected, smiling softly before turning to Avira. “Again, thank you for your help.” I bowed slightly to the female hellhound and trotted out the door to the library, leaving Nixis alone with Avira. As I did, I noticed the two become a little more relaxed. Everyone deserved a chance at a little happiness, and by Luna I was going to make sure that Nixis got a shot.

With nothing better to do, I opted to head over to where they had put the others up. Carousel Boutique, despite the ages of time and a long history of raider occupation, still stood at the far edge of the town. I trotted up to the old building, admiring just how much work the Ministry Mare of Image had put into her livelihood. Pushing open the door, I found the others inside in the main room. The hellhounds of Ponyville hadn't really been using the boutique for anything and had allowed us to stay there until we were ready to leave. Violet looked up as I entered and smiled.

“Hey. We're just getting everything set up to camp,” she said. “How'd things go with Avira?”

“Good. They're going to give us some food and medicine to start, and a few dogs to take us down the path into the forest,” I said.

Violet nodded. I looked over at Patch, who was resting against the counter at the end of the room. Steeljack towered next to her, keeping an ever vigilant watch over his pregnant mare. Lilith and Sunshine lay nearby, snoozing quietly.

My eyes nearly bulged out of my skull, however, when I realized just how pregnant Patch was. Despite the fact that it only been a day or two since leaving Manehattan, my friend's belly appeared much larger than it had been before. Violet caught my stare and dragged me down to eye level.

“I know what you're thinking,” she said quietly. “She's getting bigger, and fast. Star... I don't think she

should go into that forest.”

I grimaced. “You’re right. She shouldn’t. But do you think that’s going to stop her?” I said. “She’ll come after us anyways if we just leave her here. She’s determined to prove herself.”

“All she’s going to prove is getting her foals killed. What the hell is going on, Star?” Violet hissed.. “Why is she like this already? I thought she was only supposed to be a few months along?”

“Doctor Rot said that the radiation may have accelerated the process overall,” I said, casting another glance at the pregnant mare. “But he never said it would be this... fast.” I sighed. “We’re going to have to tell Steeljack.”

“Forget him, we’re going to have to tell Patch,” Violet replied.

“Yes... but if Steeljack agrees to leave her here, then she’ll stay,” I said. I motioned a hoof, catching Steeljack’s attention.

The stallion nodded, making his way over to where Violet and I were sitting. “Star,” he said softly.

I motioned for him to sit. This wasn’t the conversation I’d hoped to be having, but it was one that needed to happen.

“Steeljack,” I began. “We’ve got a problem.”

“It’s Patch, isn’t it?” The earth pony said, narrowing his blue eyes at me. I nodded in reply. “I figured this would come up sooner or later. You think she should stay here.”

“We do,” I said. “For her own safety as well as the foals. This is unnatural, Steeljack. She shouldn’t be this pregnant, but if Doctor Rot is right and the radiation accelerated it, then there’s no telling what’s next. How long before she can’t even walk?”

Steeljack looked over at his sleeping marefriend, sighing. “You’re right,” he said finally. “She’s been getting bigger since we left Manehattan. She’d be a sitting duck out there in the Everfree. I don’t want that.”

“How do we want to do this?” I asked. “We need to be up front with her, let her know what’s really at stake here if she comes.”

Steeljack grimaced, but shook his head. His eyes held a bit of sadness to them.

“I’ll tell her. Alone,” he said. “It needs to come from me. She may not like me for it, but she’ll understand.”

“Then I will speak to Avira,” I said. “See if she can proffer any assistance in taking care of her until we return from the Everfree.”

“If we return,” Steeljack said, his face stony and serious.

I offered a small smile. “We will return,” I said. “And you will get to see your foals, my friend.”

Steeljack nodded, walking over to where Patch was resting. I watched as he gently prodded her, smiling

softly as she awoke. He spoke a few words and they got up, leaving the building. I sat back on my haunches, feeling Violet nuzzle against me.

"It'll be alright," she said. "Patch is smart. She'll understand."

"YOU WANT ME TO WHAT?!" a voice roared from outside of the boutique.

Violet grimaced. "Or not."

The door slammed open, revealing the green earth mare herself. She stormed in, Steeljack hot on her hooves. Lilith and Sunshine immediately woke at the sound of Patch's hoof-falls.

"Star, this isn't fair!" Patch protested. "You can't just leave me here! Not after all we've been through!"

"What in the Sorrel Hells is going on here?" Lilith said, wiping the sleep from her eyes with a fetlock. "Who's leaving what where?"

"Steeljack thinks I should stay behind," Patch spat venomously.

"Patch, please..." Steeljack said. "You have to listen."

"Wait, what?" Lilith said, glancing up at me. "Why?"

I grimaced and sighed, motioning at them to listen while I addressed Patch.

"Look, Patch. You have to see that your body has changed greatly in just the past two days. Even if there isn't anything wrong with your pregnancy, Doctor Rot was right about one thing. Whatever happened has accelerated it unnaturally," I said. "Who knows what you'll be like in the next two days, or the next four days, or the next week."

Patch glared at me angrily. "You don't think I know that? I made a promise, Star. I promised I'd help you through to the end. I aim to keep that promise."

Lilith placed a hoof on her friend's shoulder.

"Sweetie. You've done more than enough," she said, her expression pained. "Star's right. We don't even know how long we're going to be in Everfree in the first place. What if... what if you have the foals? You don't want to have them in the middle of a place like that. They wouldn't be able to survive."

Patch snarled under her breath. "You don't understand! I'm not invalid! I can still fight, I can still shoot, I can --" The mare began to rant before Lilith grabbed her and brought her into a spine crushing hug. Patch stopped and began to blubber, tears spilling forth.

"Patch..." Lilith said. "We're just looking out for you, and for the foals." She cooed softly, using her hoof to rub the mare's back and shoulders. "You're a fighter, Patch. But right now... you need to fight for the two little ones growing inside you. They need you now, more than anything."

"You see, it's not that we don't want you here, or that we think any less of you, Patch," I said as Lilith pulled out of the hug, leaving a very tear-stricken Patch in her place. "We appreciate everything you've done for all of us. But your safety and the safety of your foals is number one on the list, and we need for you to

understand that.”

Patch stared at the ground, her tears dripping down from her cheek to the floor below. She nodded after several long moments.

“I know,” she said. “I’m... I’m sorry you guys. I’m just... It’s hard, you know?”

“It is,” I said. “But you have to be strong, not just for us, but for them.” Patch nodded, turning to bury herself in Steeljack’s embrace. The stallion hugged her close.

“I’m sorry, I’m sorry,” she murmured.

Steeljack nodded and spoke softly. “It’s alright,” he said. “Everything will be okay.”

Patch pulled back, her one eye red and puffy.

“Promise me,” she said. “Promise me that you’re coming back.”

“Patch, I --” Steeljack started to say, but a glare from his love cut him off.

“Promise,” she said simply.

Steeljack gulped, but nodded all the same. “I promise.”

Patch pulled him into her space and hugged him fiercely. The green mare sighed and looked over at me. I smiled.

“We should all rest. In the morning, we will be leaving Ponyville, and making our way into the Everfree,” I said. “I will go speak with Avira about accommodating Patch, as well as securing the rest of our supplies.”

“I’ll come with you,” Violet said.

“If you don’t mind,” Patch said. “I’d like some time, you know... alone with Steely.”

I smiled brightly. “Of course, I would expect no less. The back room should be clear,” I said.

Patch grabbed onto her stallion and led him towards the room. I had to smile again, because I knew just what they would be up to on their last night together for a while. A stray thought caught me as Violet and I made our way out of the boutique. Nixis and Avira, Steeljack and Patch, myself and Violet? Lilith... Sunshine... everypony deserved a bit of happiness. Everypony deserved that chance, because for good or for ill, as of the next day... we wouldn’t have that chance. We wouldn’t have that luxury.

Discord may have been many things, but he was not wrong on one simple, fascinating point. Everfree was a dangerous place, perhaps the most dangerous place in all of the Equestrian Wasteland. And we were about to head right into the heart of the beast.

\* \* \*

“Are you sure about this?”

I glanced down at Avira. The female hellhound stood on the path across from us. Everyone was loaded with supplies and ready to begin our journey into the forest. I nodded.

"I'm sure," I said. "This is something that we need to do. If we don't stop Spark... the consequences could be disastrous. Not just for me, but for everyone."

"Then I wish you good hunting in the wilds of Everfree," Avira said. She looked down at Patch, who was standing away from her. "I will do my best to look after this one. Friends to Nixis are friends to the Ponyville tribe."

"Thank you, Avira," I said, bowing my head as a sign of respect.

The female canine nodded and moved to say her goodbyes to Nixis while I walked over to the others. Lilith stood off to the side with Steeljack and Patch. The black mare grinned as she pulled her friend close into a hug.

"Don't you go having those kids without me now," she said. "I don't wanna have to come running out of there to see them."

Patch giggled. "I'll try," she said, her expression turning gravely serious. "You be careful out there, alright Lilith?"

"Pssh, you know me, greenie," Lilith said simply, a bright smile appearing on her face. "I'll be alright. I can handle myself."

"Of that I have no doubt," I said, wrapping a wing over Patch. "We will all be fine. Once we find Spark and end this, then we will come right back here and then we can all go home."

I glanced over at Violet and Sunshine. The two mares were giggling at something. "And what are you two on about?"

Violet grinned. "That," she said, pointing over at Nixis and Avira.

The two hellhounds were speaking quietly, but it was clear that it was still rather awkward between the two. Their body language told me just enough to know that they hadn't yet managed to really open up.

"It's like watching 'Equestria's Most Awkward First Dates'," Sunshine said, chuckling. I raised an eyebrow. "What? I may have been born in Tenpony, but my mom had a penchant for old Equestrian programming."

"Well, I think I know how to solve this little problem," I said, trotting past to the two. I stalked silently, waiting for the right moment to pounce. Grinning, I popped up next to the hellhounds. "Hey Nixis, are you gonna get it over with and just kiss her already?"

Nixis' eyes went wider than most balloons and his face was as red as a tomato. Avira snickered.

"I... I..." he stammered.

I winked at Avira. "He's all yours," I said.

The female canine grinned toothily, grabbing a hold on my friend for a kiss. Pulling back, Nixis gazed on dreamily.

"I will miss you," Avira said, smiling. Nixis nodded mutely in reply. "And I love you. Be safe, Nixis. And good hunting."

"I... I... I love you, too," Nixis replied.

I coughed loudly, catching his attention. "I believe we are all ready to go, then?" I said.

The male hellhound nodded. I turned to where Spot and his three dogs were standing.

"Spot, lead the way," I said.

Spot grunted, and started down the path leading into the forest. I followed behind him, Violet sticking closely to me. Steeljack and Sunshine walked behind them, with Lilith, Nixis, and the other three dogs taking up the rear. The woods around us teemed with the tiny noises of insects and wildlife. It was a place that felt more alive than any other part of Equestria I'd ever been to.

"So... Spot," I said, catching the attention of the the hellhound. "You said that your hounds don't come in here that often."

"Yes," Spot rumbled. "Forest dangerous. Deadly... things live here."

"I see," I said. "But this path is somewhat safe?"

Spot grunted. "This path lead to old shaman dwelling," he said. "It is as safe as rest of forest. We still be careful. We leave when we reach shaman place."

I grimaced, but nodded as I continued to walk next to the hellhound.

The trees soared above us, the canopy completely blotting out the sun. It was as if we had been transported into a different world altogether. The dirt beneath our hooves was rough and rocky, the crude path extending deep into the woods. As we walked, my thoughts turned to the land around us. Everfree was a land untouched by the megaspells, it's wild magic infused into everything around it. The entire land *evolved* completely unchecked. This fact alone became very clear as we continued our trek forward. Beyond the din of regular insect noises, loud crashing and roars could be heard in the far distance, giving us pause as we waited to see if the noises were getting any closer. More than once, I also thought I'd seen movement in the jungle-like trees, but after closer inspection there was nothing.

After what felt like hours, but was really only half an hour according to my PipBuck, we found ourselves in a small open clearing. In the center of it was an old wooden shack built into a tree that looked like it had seen far better days. The thing leaned horribly, and one of the walls had caved in on itself. Spot grunted and the other dogs stopped in their tracks.

"This as far as hounds go," he said. "From here, you on your own."

"Thank you again for bringing us this far," I said, bowing my head. Spot grunted again, turning to leave. The other hounds turned away as well as the rest of my friends moved into the clearing.

“Jeez this place is creepy,” Lilith said to herself as she trotted forward to inspect the shack. “Looks like nopony's been here in --” Her words died on her lips as a guttural roar sounded from the shack.

Spot stopped, turning on a dime, his eyes widening. “Pony! Away!” he shouted.

Lilith moved, but not quickly enough. A pair of green eyes snapped open from the side of the ruined shack and a claw arced out, catching the black mare and knocking her into a nearby tree with a loud **\*crack\***. I snarled, pulling out Stargazer, ready to fire, but unsure what I was exactly seeing. The shack groaned under the force of something large, and an eerie green glow surrounded pieces of the wood that had broken off from it. They fell together, standing from a pile to form a vaguely canine shaped monster. It's body was made of the branches from the trees and the wood from the shack served as its skeleton. It looked... sickly and diseased. It's head reared up and I suddenly realized that the thing was far larger than I originally had thought. It's eyes blazed with evil green fire.

“Timber wolf!!” Spot roared, leaping at the monster with reckless abandon, followed by his fellow dogs. He slashed wildly at the wooden beast.

The timber wolf leaped back, grabbing onto Spot's arm with its vicious maw. I growled under my breath, trying to move to get a good shot in while the dogs fought with the creature. A yelp came from behind me, followed by another growl. I glanced back, seeing Violet and Sunshine contending with a second beast that had popped up from the tree line.

*This is a trap, I thought. We need to get out of here. We're sitting ducks for these things.* I glanced about, looking for an exit. A path into the trees behind where the shack had been looked to be the most promising, until another of the monsters appeared in front of it. The one fighting Spot snarled loudly as it clamped onto the hellhound's right arm once more and bit down hard. Spot howled in pain as the beast ripped away the appendage, tossing it aside like it was nothing.

“Spot!!!” I shouted, lifting Stargazer again and dropping into E.S.A.T.S. I targeted the beast's limbs, releasing the spell. The torrent of fire shot across the clearing, tearing through the timber wolf's forelegs and breaking them in half. The monster fell to the ground, roaring and snapping. It managed to catch one of the dogs, biting him across his midsection into two clean and very dead halves. Spot stumbled back as one of his other dogs loped up and started pulling him to safety. I grimaced. The second of the monsters was currently trying to bite its way through a vine wall summoned by Sunshine Sky, as well as dodging silver flame from Thunder Flash. Steeljack and Nixis stood side-by-side in front of a third timber wolf, the earth pony sending bullet after bullet into the wooden creature's head. It roared loudly, charging forward at them. I flared my horn, casting a teleport spell over the two, bringing them closer to me as the beast slammed into the ground.

“We've gotta get out of here!” Steeljack called.

I nodded as a black blur shot out from the treeline. Lilith snarled along with the Bitch before a missile shot at the timber wolf that had knocked her back. The thing's head exploded in a mess of kindling and fire. Spot lay several feet away, clutching at the stump of his arm while the two remaining dogs formed over him for protection.

“See if you can delay the last one,” I said to Lilith and Steeljack. The two nodded in reply, bounding off into the chaos. “Nixis, you and I will go help Violet and Sunshine so she can go look at Spot.”

The hellhound leaped forward towards where the two mares were running from the wooden beast. Nixis



roared, jumping into the air over them and landed on the monster's head. He began to slash and tear at it, keeping it distracted while I dropped back into E.S.A.T.S. I queued up several shots at the monster's midsection and let loose, the bullets tearing through the air and piercing through its body like a hot butter knife. The monster howled, tossing Nixis free from its head as it slumped to the ground. Another explosion from behind me indicated that the last timber wolf had been finally defeated.

I scowled, surveying the damage. One dead dog, and one more missing an arm. Violet was already next to him, her horn ablaze as she tried to stem the bleeding.

"This isn't good," she muttered, pulling out a healing potion out of her pack.

Spot grunted as I made my way over to the group. "No. Ponies must go, must get away, must..." he started to say frantically, pushing away the potion.

The other two dogs grunted as well as Spot howled in pain. It was clear that they were well aware of what was happening.

"Go, we take care of Spot," one of them snarled. "Must leave this place, now!"

"I'm not letting him die!!" Violet growled angrily. "I'm not..." She looked down at the hellhound. He was no longer clutching his bleeding stump. His eyes had closed and there was no life left in his form. The other dogs grunted as Violet reached down and checked his pulse. "He's... he's gone."

I laid a hoof on her shoulder. "There's nothing you could have done," I said.

The first dog growled under his breath.

"Ponies must go, must get away," he repeated with a snarl. "Dogs take care of Spot."

I glared at him and started to speak before being cut off by Nixis.

"He is correct, Star. We must make haste out of this clearing," he said. "Timber wolves are creatures of magic, empowered by the wild forces of Everfree. They do not stay 'dead' for very long."

"Wait... you mean..." Lilith said as we all looked back at the broken forms of the timber wolves.

A soft green glow surrounded each one as bits and pieces of each body began to soar through the air, floating in place. Each piece joined together with another, glowing brightly. A guttural roar silenced the clearing as two massive green eyes snapped open. I blinked. The freaking huge timber wolf that had just formed stomped a ridiculously large paw down on the wooden carcasses of the others. It still had the same sickly look, its branches dead and brittle.

"Run," I said. "Run!!" I pointed at the far end of the clearing.

We galloped forward, the dogs next to Spot latching onto their fallen comrade. They started off in the opposite direction, dragging the body along as the timber wolf leaped into action. It completely ignored us as we charged past, heading towards the hellhounds. I didn't even have to hear the screams and crunching noises to know that the dogs hadn't been fast enough. We passed through the treeline, the branches and plants crunching beneath our frantic hooves. A roar echoed behind us.

“Which way?!” Violet shouted.

I looked about as I ran, the forest stretching out in all directions. There was no rhyme or reason to the layout. Absolutely everything looked the same. I grimaced, pointing forward.

“Keep moving forward!” I shouted. “Let’s see if we can lose it in the forest!”

The trees behind us snapped into pieces as the timber wolf shrugged through the treeline like it wasn’t even there. My hooves carried me forward, not even truly paying attention where I was going. I flared my horn, firing a blast of telekinesis at the brush ahead, blowing it into several pieces. Violet was right next to me every step of the way, while the others thundered along behind us. The timber wolf continued to roar as it broke through another line of trees. It was getting closer.

“It’s gaining on us!” Sunshine shouted.

I grimaced. There was no way we were going to outrun this thing. It was far too fast. I needed to give it a distraction. I veered away from the others, stopping in my tracks.

“You guys keep moving! I’m going to try and put up a shield!” I roared.

“Star, you can’t!” Violet called back.

I lifted a hoof, the roar of the timber wolf cutting off what I was going to say. It crashed through the final treeline, revealing itself in full. I snarled under my breath, flaring my horn and reaching into my mind for Shining Armor’s shield spell. The purple barrier flared into existence just as the timber wolf struck it. The shield held for a moment before shattering under the force of the blow.

“Keep running!” I roared to the others.

Thankfully, they listened and continued forward into the brush. The timber wolf snarled, pawing at the ground beneath it.

I grinned widely, a plan forming in my mind. “Hey ugly! Come and get me!”

I threw up another shield spell and turned tail, charging through the tree line after my friends. My horn flared, sending up spell after spell to try and halt the beast’s movement. Nothing I tried slowed it. I growled, frantically charging as the others came into sight. They were ahead of me, still moving. The forest didn’t even seem to change as I pelted through the trees.

Finally as if by some inexplicable miracle or will of the forest itself, the tree line broke. Unfortunately for us, it broke into a cliff that veered sharply downward. I saw my friends fall as I hit the cliff myself, unable to stop from joining them. I grunted as I tumbled, bouncing and landing on my sides, shooting pain throughout my body. I heard the timber wolf howl as it launched itself down the cliff after us. I hit the ground sharply, rolling across the forest floor. I landed on my back, gazing up in horror at the wooden monster about to devour us. I ignited my horn, firing a blast of telekinesis at the only place I could think of. The base of the mountain exploded with rocks and debris, blocking the timber wolf’s attack.

The timber wolf halted for a mere second before powering through the wall of debris. I grunted loudly as I felt myself yanked backwards. Before I knew it I was being drawn into a cave entrance, the snapping jaws of the wolf nearly catching my tail. The beast pounded at the walls outside the cave, the bulk of the monster not

allowing it to enter.

“Keep going!” Violet called out, her green form appearing in my vision. She lifted Thunder Flash in her magic, firing a blast of silver fire at the head of the wooden monster. It pulled back briefly before trying to fit into the mouth of the cave again. A rumbling noise sounded from above as several tons of rock began to pour down into the entrance of the cave, slamming onto the timber wolf's massive head.

I groaned, my vision hazy from the pain. My horn seared from the overuse of my shield spells. My eyes lolled into the back of my head and I lost consciousness.

\* \* \*

“Star...? Star... wake up,” a voice said in the darkness.

My eyes fluttered open, trying to adjust to the low level of light around me. “What happened...?” I said.

A soft green glow illuminated the area around me. It was a small cavern, dimly lit by glowing flowers dangling from a mesh of vines. The others were huddled around, nursing their own scrapes and bruises. Violet was hovering over me, a roll of bandages held in her magic.

“We escaped the timber wolf,” Violet said softly. “At the bottom of the cliff was a cave. We think there's another way out, because the entrance is collapsed.” She pointed at the far end of the clearing, where a bunch of rocks blocked the entrance.

“I've tried my best to dig through, but the rock won't respond to me at all,” Nixis said. “There's a tunnel that extends deep into the mountain.”

“I thought hellhounds could slash through anything?” Lilith said.

Nixis grinned toothily. “While our claws are sharp, they do not grant our kind the ability to dig as well as we can,” he said. “We have... an innate magic, much like how earth ponies can grow crops or pegasi can handle weather. We speak to the rock, and it speaks to us in return. And this particular rock... it isn't talking back.”

“Is everyone alright?” I asked, pushing myself up into a sitting position. “That cliff was a pretty big tumble.”

“Mostly bruises and scrapes, but otherwise we're alright,” Steeljack said.

Sunshine grunted. “Speak for yourself, I've got scrapes in places I didn't even know you could get them in,” she said.

“You're all lucky I can fly,” Lilith said with a chuckle. “Managed to get to the bottom of the cliffside intact.”

“We need to keep moving then,” I said. “Find a way out of here.”

“Star, we don't even know where 'here' is,” Violet said. “We're lost in this place. We don't even know where we're going.”

"We'll figure that out after we get the hell out of these tunnels," I said. "The longer we wait, the more time Spark and the Elements have."

"I agree with Star," Nixis said. "We should keep moving."

Violet sighed. "Alright, alright," she said. "But once we get back into the forest, we're making camp and figuring out a plan of attack."

I nodded, reaching into my saddlebags and pulling out the memory orb that belonged to Twilight.

"This will help us with that," I said, earning myself a glare from Violet. "It's not what you think. Twilight is supposed to have enchanted this orb to act as a sort of... tracking beacon for the other half of the shard. We find the shard, we can face Spark."

Violet nodded. She looked ragged, and I realized that Spot's death had weighed pretty heavily on her. I placed the orb back into my bags, pushing myself back off the ground into a standing position. I nearly bumped my head on the roof of the cave.

I turned to my love, smiling softly. "Violet... I know you're thinking about what happened..."

"Not right now, Star," she hissed under her breath.

"Sweetheart..." I said. Violet glared at me again. I dropped the rest of what I was going to say. Violet would talk to me in time. She would have to.

"We'd better get going then," Violet said curtly, flaring her horn and casting a light spell.

I nodded, doing the same. The cave walls lit up with a mixture of green and purple light, bathing them in a sickly looking color. Regardless, it was light. The tunnel at the end of the cave extended deep beyond the range of our combined magic. I moved forward, walking down the tunnel cautiously. After the experience with the timber wolf, I wasn't taking any chances. The tunnel was cramped, and I had to duck my head several times to keep from bumping my horn against the ceiling. It continued on for what felt like forever, but was really about thirty minutes according to my PipBuck.

The tunnel finally broke, opening up into a large underground cavern. Massive crystals embedded in the rock above us gave off a soft light that covered the entire area. The cavern was tiered in nature, with platforms leading all the way up to the top of the ceiling. A glinting and gleaming waterfall poured out from the rock at the far end, spilling down into a serene looking pool below.

"Wow..." Lilith said.

"You said it," Sunshine said, whistling under her breath. "What the hell is this place?"

"I don't know," I said. "But we need to move forward. The tunnels up near the top of the cavern should be our first priority. Let's be cautious and find a way up there."

I pointed up at the ledges leading up towards an exit out of the area. Several other tunnels dotted the sides of the walls, leading only Celestia knew where. We started moving, my eyes drifting back and forth from the holes in the walls and the pool of water. The waterfall provided a gentle rhythm to the area that was highly soothing. We were all aching, and a dip into the water sounded quite good.

My curiosity getting the better of me, I started over towards the water's edge. A curious structure caught my eye sitting next to the pool. The others were moving along, looking for a way to climb up to the next level. Lilith soared overhead, stretching her wings and keeping an eye out. The structure grew closer in size as I neared, and I realized that it was a shack made out of rocks and wood. I cocked my head to the side in confusion.

“Hey, you guys, look at this,” I called out, pointing at the little shack. “Looks like somepony was living here.”

Nixis loped over along with Steeljack, while Sunshine and Violet appeared to be fashioning some sort of climbing rope out of Sunshine's vine spell. Lilith stood at the top of the next platform as they threw it up to her. I stepped over to the entrance of the tiny shack, the doorway much too small for me to even fit through. I flared my horn, lighting up the interior. It was a single room shack, with two tiny beds and a shelf. Laying in the center of it was a small skeleton, it's hooves clutching a book. I grimaced, using my magic to lift out the book.

“Skeleton looks a bit small to be full grown,” Steeljack said.

I looked over at him, nodding as I showed him the book. Crudely carved onto the front of it were the words:

*Property of Chipper Tune*

*DO NOT TOUCH*

*THAT MEANS YOU, SUNBRIGHT!*

“It's a diary,” I said. “This poor little pony... he was down here all by himself.” I turned it over, flipping it open to one of the more recent entries in the diary. My eyes scanned the words on the page. They were difficult to read, as if they were written by mouth instead of by magic.

***Dear Diary...***

*You wouldn't believe the week I've had! Sunbright and I got lost in the woods, and found this awesome tunnel going down underground near the old silver mine! We're gonna turn it into our secret clubhouse! We're right next to a really cool looking old waterfall, and the water is pure and radiation free!*

*We built ourselves a little place to hold our secret clubhouse meetings at, too. It's way cool. Anyways, I have to go, I'm pretty sure Mom and Dad are looking for me...*

I blinked. The entry mentioned another pony, a Sunbright. My thoughts on the subject were torn away by Violet and Sunshine's call.

“Star!” Violet shouted.

I looked up, seeing my love and the other unicorn. I flipped close the book, tucking it into my saddlebags for future perusal. Glancing down at the skeleton one more time, I sighed and made my way over to the others. Violet and Sunshine were standing next to the platform, grinning widely.

“What's up” I asked.

“Well, there's no way to climb all the way up there, unfortunately,” Sunshine said. “And Lilith and you can't rightly carry all of us, so we've gotta improvise.” She turned her attention to the green mess of vines laying at their hooves.

“What is it?” I said.

“A net. We're gonna carry everyone up two at a time. You and Lilith will hold the ends and lift, and I'll provide the magical energy to lighten the load,” Sunshine explained. “We'll get up there in no time.”

“Sounds like a plan,” I said. “I have to wonder... if this place was so hard to get to, how did the little pony in the shack get here?”

“Little pony?” Violet asked.

I nodded, explaining about the diary and the skeleton. My marefriend grimaced at the mention of a younger pony having died down here.

“Maybe he came in from the tunnel we did,” Lilith said. “I mean, it's the only level tunnel we've seen and we didn't exactly get a good look at the surrounding area.”

“Makes some sort of sense,” Sunshine said. “Does the diary say anything else?”

I pulled out the book and flipped to a later entry. The words on the page were a little dirtier and rougher, but still readable.

***Dear Diary...***

*Sunbright got caught going into the forest by her parents. They found out about our secret clubhouse. My parents say it's too dangerous to go into the forest. I'm not even allowed to see her anymore! It's not fair! How do they know it's too dangerous?! I hate them. I'm going to run away, and never come back.*

I grimaced, turning the page to the next entry.

***Dear Diary...***

*I did it! I ran away to my secret clubhouse! I tried to get Sunbright to come with me, but she couldn't get away from her parents. Her loss, really. I'm writing in you from my awesome little shack down by the water. Wait, what was that noise? It sounded like clacking. I'm going to investigate...*

My eyes widened as I turned to the final entry, the text appeared to be even more haphazard than the rest of the journal. A dried bloodstain graced the last page, darkening the paper to a reddish brown. It left the entry barely legible, but I did my best.

*Every night they come and every night I hide inside the shack. I can hear them clacking loudly... It's scary. I want to go home, I want to see Mommy and Daddy again, but I can't. If I leave they'll get me... If anypony finds this, stay away from the water. I think that's where they come from. Oh... I can hear them again, they're banging on my door! Celestia help...*

I glanced over at the pool of water next to the old shack and then back at Violet, my eyes frantic with

fear.

“We need to get up there, now!” I shouted, closing the book and stuffing it into my saddlebags. I unhitched Stargazer as something large broke the surface of the water. It was then that I heard it. The clacking sounds. The sounds of the waterfall had very nearly drowned them out. “Lilith, Sunshine! You start taking the others up! I'll hold them off!”

“Hold what...” Sunshine started to say.

The words died on her lips as the water churned, revealing the shapes of the creatures climbing out of it. Two giant crab claws served as their hands, their bodies encased in a hard chitinous shell. They walked on two legs, their red eyes glowering in the darkness. My E.F.S. lit up with so many red dots that I couldn't even believe that there were that many of these things.

“Holy jumping Luna fish, mirelurks!” Sunshine shouted.

I was about to ask what a mirelurk was when the first of the crab-like monsters appeared in front of me. It dove at me with its claws, seeking to impale me. I snarled, holding up Stargazer to block, the force of the impact driving me back.

“Everypony get up and go, now!” I roared.

Sunshine nodded, her horn flaring as the vines came to life. Instead of making a net, she built a solid bridge that led up to the next platform. Steeljack clambered up first, taking aim at the mirelurks emerging from the pool. With a sharp series of retorts, Tempest's rifle caught three of them in their legs, temporarily disabling them but not killing them. Nixis leaped next to me, slashing wildly at the one attacking me. While his claws did damage, it wasn't enough to kill the beast.

Lilith soared into the air, the whine of the Bitch drowning out the clacking sound of the approaching mirelurks. She let loose, the errant missile hitting a group that was too close to Chipper Tune's old shack. I winced as the shack blew to bits, but knew that it was better than what had happened to the younger pony.

Violet galloped up the vines next, followed by Sunshine. Violet ripped Thunder Flash into her magic, unleashing blast after blast of silver fire into the crowd of monsters. Sunshine's horn flared, sending several vines out to ensnare the beasts. I regarded the one in front of me. It appeared that the armor surrounding the mirelurk was damn near impenetrable, as evidenced by Nixis' failed attempts to slash it open. I dropped into E.S.A.T.S., queuing up several shots when I noticed that one of the target areas provided was the facial area that was unprotected by the beast's armor. The chance to hit it was tiny, but worth the risk as I sent the rest of my shots into that weakness.

Time dropped back into being, and Stargazer took aim, sending its hot molten payload of starmetal into the mirelurk's face. Green blood spurted from the beast, dropping it to the ground instantly. It didn't get back up. I grinned.

“The face!” I shouted. “Aim for the face. It's not armored!”

Violet nodded, taking aim and freezing for a moment as she used S.A.T.S. to guide her shots. A flare of silver fire soared through the air, slamming into the mirelurk she'd aimed at. The aquatic beast lit up and dissolved into a pile of silvery goop on the ground. I made my way up the vine, followed by Nixis and nodded at Sunshine. The mare accessed her unique magic, dissipating the vine entirely and cutting off the mirelurks from

gaining access to us. I took a step back, sending a burst of fire at the closest group, pushing them back.

“Shit, these things are everywhere!” Violet said. “It’s a good thing they can’t ---” Her voice trailed off as the mirelurks swarmed the wall leading up to the platform and began to scale it as if it weren’t even there. “...climb.”

“Everypony fall back! Next platform up!” I shouted, dropping back into E.S.A.T.S., queuing up as many shots as I could at the mirelurks climbing over the top of the platform. Time fell back into place and those same beasts went soaring off the side, spewing forth their green lifeblood.

Sunshine made her way up to the next platform, her horn igniting and sending up another set of vines. Lilith hovered in the air, sending missile after missile into the crowd of monsters. Nixis and Steeljack charged up the vines after Sunshine while Violet and I made our way after them. The mirelurks found new ground on the platform, their numbers teeming. *Just how many of these things are there?!* I thought, grimacing. Even if we made it to the tunnel, the mirelurks would follow, and then we’d be sitting ducks for them.

I growled, sending another spray of bullets into an approaching mirelurk, knocking it back into its fellow monsters. We needed an out, and we needed one fast. We were only halfway to the ceiling, but I could see the platform leading to the tunnel out of this cavern quite clearly. I grinned.

“I’ve got an idea!” I called out. “Lilith! You get ready to fire at the ceiling. We’re gonna bring the house down on these bastards!” Lilith saluted in reply. “The rest of us, I’m gonna teleport us up to that platform.”

“Oh no,” Violet said. “Not this aga--

I flared my horn, going through the motions of casting a teleportation spell. A flash of purple echoed across the platform, enveloping myself and my friends as we disappeared and reappeared on the upper platform. I motioned to Lilith.

“Now!!!!” I shouted.

Lilith grinned, tearing down into a dive. She spun about in midair, firing two missiles from the Bitch upwards, striking the ceiling of the cave. The gems embedded there began to drop, smashing into the crowd of mirelurks below. Lilith flew through the falling debris, weaving and bobbing until she landed on the platform next to us. Roars and clacking sounds could be heard from below as the mirelurks scattered to avoid getting turned into paste. We didn’t wait around long enough to see what would happen next. We charged down the next tunnel with wild abandon, panting hard as we found ourselves in another set of caverns. A loud **\*crash\*** echoed from behind us.

“That oughta keep those things busy,” I said.

Violet grimaced. “I thought we talked about the whole ‘mass teleport’ thing,” she said.

I grinned widely and gave her a wink, turning my attention to the new cavern. I blinked. Where the previous chamber was made mostly of gemstone and rock, this chamber had... grass and plants in it. The air here was nearly tropical and there was an overabundance of flowers and colorful trees. It brought to light one very big question.

“Celestia’s plot, how big is this place?!” I exclaimed. At the very least the light was brighter here. I looked up, seeing the reason why. Bulbs of pulsing light dotted the cave’s ceiling like hanging fruits. I realized



that they were plants too, like everything else here.

"It's pretty," Violet said. "But like everything else in this place, I'm sure there's something dangerous here."

I nodded, flipping my E.F.S. back on. There was a smattering of red dots in the area. I relayed this information to the others.

"We should move quickly and cautiously," I said. "There's got to be an exit out of here that leads up. If we keep moving up, we'll break out of the underground for sure."

We started walking, surrounded by a miniature forest inside a cave inside a forest. It was surreal. I wasn't quite sure how the plant life had even survived down here, but it thrived like nothing else I'd ever seen. The flora around us appeared to have adapted to cave dwelling, their stalks lined with thorny protrusions meant to fend off creatures that would eat them. I had to wonder what would attack such beautiful flowers.

We made it halfway through the jungle, taking care to keep an eye on the red dots on E.F.S. I couldn't tell where they were, which made it infinitely more difficult to remain vigilant against any threats. Were they hiding in the foliage, making ready to ambush us? A few times I thought I saw movement, but it was just plants moving. I looked to Sunshine.

"Sunshine?" I said. The pink mare glanced at me inquisitively. "Can you see about, you know... whatever it is you do with the plants."

"My earth magic?" Sunshine said. I nodded in reply. A smart pony I was not sometimes. The unicorn knelt for a moment next to a plant, her horn glowing softly as she cast her earth spell. Her eyes widened as she cut off the spell. "We've gotta move, big problem."

"What is it?" I said.

Sunshine stood, starting forward on all four hooves.

"The plants here... they're..." she started to say, stopping cold in her tracks as one of the flowery plant stalks turned about, revealing a fleshy bulb.

The head of the plant opened, displaying a row of shiny jagged teeth.

"Alive," Sunshine finished.

The monstrous plant reeled back, ejecting a glob of green goo from its maw that barely missed us. It hit the ground with a sizzling sound that made me cringe. I unhitched Stargazer, blasting away at the stalk. The bullets tore away at the plant, causing it to hiss and howl as it fell away. A growling sound alerted me to a strange looking green monster that loped on four legs that had appeared out of the foliage. It charged at us, its moss-covered claws reaching for me.

Sunshine's horn flared, bringing up a group of vines that wrapped around the monster's arm, twisting it back and breaking it in half. The creature grunted as it fell to the ground, snarling and snapping. I responded with a swift forekick to its head, splattering green blood all over. Three more of the creatures popped out, swarming around us. Steeljack twirled, firing off blast after blast from Tempest's rifle, tearing through one of the monster's torsos while Violet floated Thunder Flash up. My love snarled with steel in her eyes, sending a steady

stream of silvery fire at another. Nixis and Lilith took point on the third, the pegasus sending the thing into the hellhound's sharp claws with a well placed buck.

“We need to keep moving!” I called out, knowing full well that forward was the only viable path.

The cavern behind us was still teeming with mirelurks, if any had survived at all. It was also pretty well collapsed. As much as I hated to admit it, we had to go deeper into this little forest in order to escape. I just hoped there was an escape. A dead end was not what I wanted to see at this juncture. My hooves moved before my brain did, carrying me along beside the others. We had pissed off this place something fierce, and it was doing its very best to take its revenge.

The underground jungle wasn't just a jungle. It was a self-contained environment that had bred creatures tailor made to defend it. It did what Everfree did best. It adapted to change without fail. More of the spitter plants popped up as we ran, firing their acidic payload our way. The ground heaved behind us, another one of the green spore monsters popping out of the soil. It snarled and gave chase until a wall of vines appeared, blocking it. Sunshine panted hard, her horn glowing. I grimaced, recognizing that look. Magical burnout. She'd been susceptible to it before. Still, she shrugged it off and kept running, her eyes glancing about frantically.

“To the left!” Sunshine shouted, indicating a fork in the underground jungle path.

We followed her, trusting in her earth based magic to tell us where to go. We struck hard rock, reaching a part of the clearing that held very little foliage other than a giant bulb in the center of it. My eyes lit up, seeing a tunnel leading up at the far end of the clearing.

“There!” I exclaimed. I started forward, stopping cold as I felt the ground beneath me shake and turn.

A gigantic red blip appeared on my E.F.S., and I jumped out of the way just in time before a massive vine-like head broke through the rock. It's body was much like a snake's, long and slender with a large snapping head at the end of it. The monstrous thing roared loudly, searching about for prey. I noticed briefly that it had no eyes, sort of like a worm. It's teeth, however, were razor sharp and gleaming with murderous intent. I looked up at the beast and shuddered.

“Well... now I've seen everything this place has to offer,” Lilith said bluntly from behind me. “Can we go home now?”

“I'm all for home,” Sunshine said. “And I like plants!”

I grimaced. The giant worm-like beast turned its attention towards us, it's jaws flinging drool as it snapped at us. My horn flared, bringing forth Shining Armor's shield spell. The monster's mouth wrapped around the shield like a bubble, squeezing hard. Despite the force, it held. I called forth more magic from my horn, expanding the shield quickly, forcing the plant creature to pull away. It roared loudly. I knew I had to come up with something, anything. A plan formed in my mind.

“Everypony, make your way to the tunnel. Lilith, you and I are going to keep our new friend a little busy,” I said, flapping my wings and lifting into the air.

The black mare nodded and followed suit. The giant worm thing began tracking me instantly. I wondered how it knew where I was without any eyes, but didn't have time to think about it as it lunged at me. I dodged to the side, barely missing being snapped in two. The monster reeled back for another strike. I

gratefully acknowledged that the others hadn't argued and were making their way across the cave towards the tunnel. This thing was far too big to get through the entrance, and I doubted that we could kill it. Distracting it was the only viable play.

“Hey ugly!” Lilith shouted, catching the attention of the monster. “Betcha can't catch me!”

The worm beast roared, spinning around to try and attack the lithe pegasus, who merely spun into a loop around the thing's head every time it came near. The ground beneath us rumbled, and I realized this wasn't going to be as easy of a plan as it sounded in my head. Several of the green spore creatures detached from the main bulb of the worm beast, heading towards my friends. Nixis met them head on, his razor sharp claws slicing limbs off the plant-based things. Steeljack was right beside him, using a combination of straight up earth pony bucking and Tempest's rifle to take down any opposition. Violet and Sunshine galloped behind them, the silvery blasts of Thunder Flash working in tandem with Sunshine's earth magic.

“They'll be alright,” I muttered to myself, more for my own worries than anything. I still had a job to do.

The worm monster was still focused on Lilith, the black mare leading it on a wild goose chase that it simply just couldn't win. Still, eventually she was going to get tired, and I needed to help pick up the slack. I grinned, unlatching Stargazer and sending a stream of bullets along the body of the beast. Plant matter blew out from the holes it made, sending the creature into a frenzy as it stopped attacking Lilith and began coming after me again.

I flapped my wings, sending myself up near the ceiling as the worm attacked. My horn glowed and I teleported to the other side of the room next to Lilith as the beast struck the ceiling. One of the light pods that had been hanging exploded in a ball of fiery gas, causing the monster to reel back in what sounded like a cry of pain. I glanced over at Lilith.

“You thinkin' what I'm thinkin'?” I said, grinning.

Lilith nodded in reply, her face hidden behind its visor. She pointed up at the other pods on the ceiling, indicating that she was following my same train of thought.

“Keep him busy while I work,” I said.

The black mare took off like a rocket, hitting the long body of the worm with a slash of her wing blades. The recovering beast snapped like a fly trap, reaching about to attack. I soared above the battle, keeping a close eye on Lilith as she weaved in and out of the monster's lunges. I aimed Stargazer, sending out a spray of fire that cut as many light pods away from the ceiling as I could. They fell down, hitting the unsuspecting worm beast like lead balls. The monster roared as the pods exploded, splattering the surrounding area with green goop.

I flew down, the worm creature whipping about erratically as Lilith soared away from it. I glanced down at where the others were, noting that they had made it to the tunnel entrance and were now defending it against a veritable wave of spore creatures. I landed, bringing my forehooves down on one of the one of the things, smashing its head into a puddle of goo. Lilith landed next to me.

“Let's get moving while that thing is busy,” she said.

The giant worm monster was still thrashing about, its throes now clearing away any approaching spore creatures as it slammed into them. I spun about, yanking out Stargazer again and firing a burst into a few that

had made it through. They fell to the ground instantly. I turned back and followed the others as we made our way through the tunnel. I took up the rear, backing up as I kept Stargazer trained down the tiny area. Thankfully no more spore creatures followed. I suspected that once we'd moved beyond their area that they would give up. I didn't exactly know how I knew that, but it helped me breathe easier.

The tunnel took a sharp incline up, and a gentle breeze told us we were getting closer to the exit. Finally, after several agonizing minutes we broke out of the side of the mountain, finding ourselves in a beautiful glade under a starry sky. The night sky was gorgeous, filled with thousands of stars. Not only that, the glade looked calm. Nothing could be heard other than the sounds of insects. I sighed, slumping to my haunches.

"We need to rest," Violet proclaimed. "This looks about as safe as anywhere can be considered in this place. We'll each take a watch." She dug into her saddlebags, pulling out a few healing potions, distributing them to the others.

I took one and drank in deeply, feeling far better. I was sore from all the flying, my wing still not feeling like it was up to the strenuous activities I'd been putting it through. I slumped next to where Sunshine sat, noting that she was holding her hoof to her horn. Violet sat on the other side of her, administering some Med-X and working her over with her minor healing spell.

"Are you alright?" I said.

Sunshine nodded, wincing. "It happens from time to time," she said. "Burnout in my family... it's a pretty common thing actually."

"You need to be more careful," Violet said. "Overuse of magic can damage your horn, not to mention your nervous system."

"Thanks," Sunshine said with a smile. "I guess I didn't realize how much trouble you guys get into."

"Yeah... trouble always seems to follow us," I replied.

"More like follows you," Violet said, rolling her eyes. "Still, you should be okay. You just need to rest. We all do."

I nodded, turning over and laying my head on the ground. I looked up at the stars briefly before sleep took me.

\* \* \*

I sighed, my eyes drifting up to the library before me. For once, I was relieved that Twilight had brought me here. I had some questions for her that she needed to answer. I stood, trotting up to the library door, pushing it open. The library was much the same as it always was, except now there was smoke coming from cutie mark burned into the floor. Twilight stood on the other side of it, her eyes closed. I stepped in, closing the door behind me.

"Twilight," I said softly.

The lavender mare's eyes snapped open, and she regarded me curiously. "Star? What are you doing here?" she said.

I grimaced. Twilight hadn't brought me here? Then why was I in the library? I decided that maybe I had wanted to speak to the mare so badly that my subconscious desires brought me there. I plopped onto my haunches.

"I've got some questions for you," I said. "We're in the Everfree, but the memory orb isn't working. Where is the shard?"

"The shard is in the forest, I am sure of this," Twilight said with a coy smile. Her horn glowed briefly and then dissipated. "I've strengthened the spell on the other half. It's the best that I can do for right now." An image of the orb appeared in the air, pulsing softly. "There are ruins scattered all around the Everfree. Remnants of a past we try so hard to forget."

"The war?" I asked.

Twilight nodded. "During the war, it was thought that the natural resources of the Everfree could be used to power the war effort. The Ministries could never get a very good foothold there, for some strange reason," she explained. "Only Stable-Tec had the resources and the determination to be able to build there successfully. All of my Ministry's projects there just went to Tartarus."

"Stable 101," I said. My history lessons kicked in, reminding me that Stable 101 was the place where Red Eye had come from.

"Spark will most likely be there. It was the site of the old castle that once belonged to the Royal Sisters," Twilight said. "But for you to go there, with the Elements still around... will be disastrous."

"I know... I've met one of the Elements already. Kindness," I said. "Do you know just how difficult she was to fight? I've never seen power like that."

"The physical bodies of the Elements are nothing more than shells, holding their will," Twilight said, sitting across from me. "By defeating Kindness' mortal form, you have merely delayed the inevitable."

"What do you mean?" I asked. "I destroyed her. She's gone."

"Far from it," Twilight replied, snorting. "Kindness' physical body may be gone, but her spirit remains. It is awake, and nothing will stop her from forging a new golem to inhabit. The same goes for the others, as well."

I blinked. "What the fuck? You mean to tell me that I can't defeat them?" I said angrily.

"They *are* the Elements of Harmony. The greatest of ponykind's virtues made whole," she said. "Do you really think that you can beat them?"

I nodded in reply. I didn't have much choice.

"Then you are a fool, who will only get herself killed," Twilight spat.

I snarled under my breath. "So what do I do? Just stop? I have to defeat Spark," I said. "You know that."

"Lucky for you then, I have an ace up my sleeves," Twilight said with a grin. "You see, there exists a

very special school of magic that you already know a little bit of. Memory spells.”

“Memory spells?” I said. “How are they going to help me get past the Elements?”

“By diving into their mortal forms' minds,” Twilight replied. “You should be able to use that opportunity to confront the Elements and disperse their physical bodies.”

The mare's horn glowed, sending a spark of magic soaring through the air at my horn. I closed my eyes, allowing the details of the spell to wash over me. It was a very simple spell, related closely to the mind dive that I had once used on Spark, but a little more aggressive than that spell had been. I opened my eyes once more, meeting Twilight's gaze once more. I paused for a brief moment before speaking again.

“Thank you,” I said. “I had... one other question though. Something Cruelty said. She mentioned that they wanted to join Spark in her crusade to create a perfect world. I thought the Elements tried to stop Spark. What happened to them?”

“I do not know the answer to that question, Star,” Twilight said with a grimace. “This is very disturbing news indeed. If Spark has convinced the other Elements to help her, then we will need to move even quicker towards finishing this.” She glanced away, a smirk developing on her face. “It is time for you to wake up, Star. Finish this. And don't come back to me until it's done.”

\* \* \*

My eyes fluttered open, groaning as I pushed myself up from the hard ground. I let my gaze drift upward, noticing that it was still night out. The others were all asleep. I frowned. Wasn't somepony supposed to be switching watch? Furthermore, I hadn't been woken up for my own turn, which made me concerned. I glanced down at my PipBuck. It was the next morning! I looked back up at the sky, noticing the stars still there.

“That's... that's odd,” I said softly.

Violet grunted in her sleep next to me. Sunshine and Lilith lay nearby, along with Steeljack. I returned my gaze to the stars above. They were... cold. There was none of the life that the stars usually held. I wondered if this had something to do with this particular glade of the Everfree. It wouldn't surprise me. This place was already outside of what was considered the natural order.

As I was pondering this, my eyes did a double take. Something flashed before me.

“Did that...?” I said, blinking. The stars stood in the sky, much like they always did... but stars didn't... didn't...

Stars *didn't move!*

“Violet...” I said softly, using my magic to push her and the others until they woke up. “We need to move, now. We need to go --”

**\*ROOOOOAAAAAAARRR\***

A massive roar cut through what I was going to say next, the stars above shifting drastically as the monster above began to move. This was one beast I was very familiar with from my sharing of Twilight's memories. A star spawn, an ursa. And this was a big one. The others shot up instantly as the stars gave way to

the light of day. Two fierce yellow eyes appeared in the star field, accompanied by a massive mouth of silvery teeth.

“Run!” I shouted, spinning about to face the others. I charged forward, their hoof beats matching mine as we fled the glade.

The monstrous beast roared even louder, a gigantic paw made of stars slamming down on a patch of trees behind us. I didn't even look back as I jumped over a fallen log. Growling and crunching filled the glade, the star spawn giving chase. I growled under my breath. We couldn't keep doing this. Too much senseless running meant that we could fall into another trap like before. I stopped dead, turning on a dime and pulling up Stargazer.

“Lilith, take to the air and lay down some cover fire!” I called out. “Steeljack, you and I are going to hold the line here while Violet and Sunshine try to snare this thing! Nixis, you know how to fire a weapon?”

Lilith nodded, spreading her wings and flying straight up, the Bitch unwinding from its holder. The trees weren't as thick, giving the pegasus room to stay out of range of the star spawn.

“Are you crazy?!” Violet said. “Have you seen the size of that thing?!”

The treeline crashed down, revealing a giant star field claw. The star spawn was deadly close.

“I know, but we can't keep doing this,” I growled. “We need to get to the shard. If we keep running away all hiblydly-biblydly, we'll never get to Spark!”

I flung Stargazer up, squeezing off a burst of shots even as I dropped into E.S.A.T.S. to queue up a more aimed attack at the star spawn's face. Time fell back into place and Stargazer continued to howl, sending a barrage of fire into the monster. It roared in reply, rearing back to slam its claws down on us. The field of stars was dizzying, confusing. I couldn't tell where the thing's legs connected to its body or how large its head was.

A shrieking whine added it's note to the confusion as the Bitch's payload went right into the amorphous blob of a beast. The missile exploded, causing the star spawn to falter for a brief moment before it went to bring down its claws. My horn flared, casting Shining Armor's shield spell. The purple barrier flickered to life as the star spawn landed on it. The shield held, but the strength required to keep it up was draining me fast. I grunted under the force of the monster's weight as Lilith peppered the great beast with missile after missile. The star spawn howled and shifted, falling away from my shield. I moaned in pain as I immediately dropped the spell. Steeljack moved into action, bringing up Tempest's rifle and unloading it into the ursa. It shrank back for a moment, roaring loudly.

“Shit... are we even hurting it?” Violet said as she lifted Thunder Flash into the air. Its unique silver fire shot across the clearing, impacting with little effect on the starry skin of the monster.

Sunshine's horn lit up, sending shoots of vines up around what I assumed were supposed to be the star spawn's legs. The constellation beast growled, snapping and pulling back as it broke the vines. Another set of missiles struck the star spawn, drawing its attention to Lilith. With a quick swipe of its claws, the black pegasus went tumbling to the ground.

“Lilith!” I shouted, sending an unaimed burst of fire in the general direction of the monster while Violet made her way over to the armor clad mare.

Lilith stood shakily, her left wing hanging limply from its side. I grimaced. The star spawn roared again, picking up a tree in its amorphous blob and tossing it at us. I spat out several shots, severing the tree into two pieces while Sunshine grabbed them with her magic. She was panting hard, sweat pouring from her brow as she focused on the wood with her horn. She snarled, spinning the trees around and around until they became implements of death. They glowed green with earth magic.

“Take... this!” Sunshine grunted, sending the spinning trees right back at the ursa. They struck with deadly force, tearing at the very essence of the star spawn. It snarled and howled in pain as the pink mare's horn glowed brighter, pouring more and more magic into the makeshift throwing weapons. The pieces of wood were now spinning so fast that I couldn't see them anymore, just starry blood leaking onto the ground below us.

**\*POP\***

The magic cut off instantly, Sunshine's horn flaring once more before sputtering and finally dying. The pink unicorn passed out, hitting the ground with a resounding **\*thud\***. My eyes widened.

“Sunshine!” I shouted, jumping over next to her.

Nixis appeared next to me. “Let me take her,” he said. “Worry about the star spawn.”

I nodded, allowing the hellhound to pick up the unconscious mare. Her horn was blackened, the smell of burning filling the air around us while an unequine howl echoed throughout the entire clearing. I looked up at what was left of the monster.

The star spawn was on *fire*.

The monstrous beast writhed and flailed, trying to escape the fire that had started consuming its body. The surrounding trees were beginning to catch as well, the wild blaze consuming the tiny glade. *Shit shit shit shit shit!* My brain spasmed in panic, and all I could think about was getting the others out safely. I looked over at Violet. She was helping Lilith limp along, their eyes wide and terrified in the flickering firelight.

“We need to move, now!” I called out. I reached into my saddlebags and yanked out Twilight's memory orb, the purple sphere pulsing with energy. Taking care to not focus my magic on the device, but instead on the air around it, I lifted it up to eye level. The pulsing of the orb began to speed up slightly when I pointed it northeast, according to my PipBuck. Thankfully... that was away from the flaming star bear that was dying behind us. I pointed off in the direction. “That way. Violet, help me get Lilith up on my back.”

“I can walk fine,” Lilith said groggily.

I grimaced, shaking my head. “No time,” I said forcefully, grabbing a hold of the pegasus with my telekinesis and depositing her on my back.

Lilith grumbled, but ultimately stayed there as I began to move. The wall of flame was spreading out behind us, perpetuated by the escaping star spawn. The monster was trying to get away from the fires, inadvertently setting more of the forest ablaze while it moved. It howled loudly, a deathly howl of rage and pain. I almost would have felt bad for it if it hadn't tried to eat us.

We continued moving forward in the direction that Twilight's memory orb was pulling us towards. I glanced about, worried that the howling and flailing that the star beast was doing would attract even more unwanted attention, but nothing showed up on my E.F.S. to indicate anything hostile. Eventually we made it out



of the range of the fire. We slowed to a stop, coming to rest along the underbrush. I set Lilith down and allowed Violet to go to work, her healing spell wrapping the black mare's wing in the soft glow of her magic. While she tended to Lilith, I had Nixis lay Sunshine down on the earthy floor.

"She's still unconscious," the hellhound said.

I grimaced, my gaze drawn up to the mare's burnt horn. "She put out a lot of magic back there," I said, placing a hoof to her brow. She was *hot*. "She's burning up." I lifted out a healing potion to Sunshine's lips, using my magic to hold open her mouth in order to force the liquid down.

"Is she going to be alright?" Nixis said.

I shrugged. I truly didn't know. I looked over at Violet, who was finishing up with Lilith's wing. She trotted over once she was done.

"Lilith is alright, but she's not going to be doing much flying for a while," Violet said. "That thing ripped out a few of her flight feathers... well... the feathers that aren't metal at least. Some of those are damaged or bent."

"Don't you guys worry about me," Lilith piped up, grinning as she downed a restoration potion.

The hellhounds had been rather kind to us when it came to medical supplies, but even then every ounce of potion was necessary. Violet's horn took over my work, going over Sunshine's body and horn while I looked through our bags for the rest of our supplies. My eyes bulged out of my head when I noticed a rather sizable hole in one of my bags. All the medical supplies I'd been carrying were *gone*.

"Shit," I said, showing the bag to Violet, who looked up and sighed.

"Well... counting what we just spent, we're down to less than half of what we started out with," she said. Her horn flared again, scanning over the unconscious Sunshine. "And I have no idea why she won't wake up. Her body seems to be in normal condition, and she's breathing, but it's like she's... just not there. What if she burnt herself out too bad?"

Her eyes met mine. I knew that look. Violet's protective mother look. She wasn't ready to count Sunshine out of the game, not yet. I looked down at the other unicorn. She had willingly pushed herself past her own limits to stop the star spawn, and had sacrificed her own magic to do so. I wasn't ready to give up on her yet, either. A fleeting thought shot through my mind.

"I... I have an idea," I said. "It's... it's not exactly a good one, but it might get Sunshine back to us."

Violet cocked an eyebrow. "What is it?" she said.

"A more advanced memory dive spell that Twilight gave to me," I said. "It's sort of like what I did when I was forced out of my body by Spark. I'd be able to dive into Sunshine's mind and see if I can contact her. Twilight told me I'm supposed to use it on the Elements, if they show up, but I don't see why it wouldn't help us out here."

Violet grimaced, glowering at me. I knew she wouldn't like the idea, but there wasn't any other options. We couldn't just leave Sunshine behind.

“Not happening. With both of you out of commission and Lilith unable to fly, what if something came along? We'd be sitting ducks, Star, and you know it,” Violet said.

“I'm not disagreeing with you, Violet,” I said. “But we owe it to Sunshine. She's been a good friend to us. We're not leaving her behind. She'd be as good as dead.” I glanced around to check my E.F.S. again. There was still nothing. “Look, it's clear right now. I'll pop in and back out in a jiffy.”

Violet sighed, clearly mulling over our options. “Alright, alright, but let's move off this path first,” she said. “I'd rather be concealed than in plain sight while you do this.”

I nodded, reaching out with my magic and gently lifting Sunshine in it. We retreated into the underbrush while Steeljack and Nixis stood guard. Violet helped Lilith lay down next to Sunshine.

“I don't know exactly how this works,” I admitted as I moved to touch horns with Sunshine. “I just hope that it does work.”

My horn glowed softly, a line of magic extending to Sunshine's horn. The light between us grew in size, enveloping both of us. My mind fell away into nothingness, fully absorbed into the mind of the mare in front of me.

ooooOOOOooooOOOOoooo

I blinked. I was witness to another pony's memories, just like before when I'd used the mind dive on Lilith and Spark. Sunshine was trotting through the public areas of Tenpony Tower, smiling and waving at the others in the main hallway. The hoity toity elite paid little attention to her, but the shop owners waved back. Sunshine stopped at the end of the hallway, glancing back and forth before trotting into a nearby elevator. She pressed a button with her magic, the elevator humming softly. I followed closely behind.

The door opened and Sunshine exited into a cold, dark hall that led to a large open chamber. Sunshine stood in the middle of the chamber, a stylized cutie mark that belonged to Twilight Sparkle emblazoned on the floor. She looked up into the darkness.

“Hello?” she called out.

“Sunshine Sky,” a voice replied. “You have been summoned before the council of the Twilight Society.”

“My will is the Council's,” Sunshine said. “What is it that you wish of me?”

“The alicorn,” another voice said. “Radiant Star. The Ministry Mare. You are to perform a task for us.”

“What sort of task?” Sunshine said pensively.

“You are to befriend the mare,” the first voice said. My mind went blank. *What...?! I thought as the voice continued to speak. “Join her in her cause. You are expected to provide regular reports on her progress.”*

“What exactly am I supposed to be reporting on?” Sunshine asked.

“The Ministry Mare is a possible threat to the Twilight Society, and to the Wasteland as a whole. If she becomes compromised, we expect you to act accordingly,” the second voice said.

Sunshine narrowed her gaze at the darkness. "I'm assuming you expect me to remove her," she said.

"Take that however you wish," the first voice said. "But this task can only be completed by you. The death of Dusk Blue, the traitor who sought to overthrow us, has made the rest of the Society more... cautious. You are the only one close enough to the Ministry Mare."

"What should I do then?" Sunshine said.

"Go to her. Offer to travel with her," the second voice said. "And watch."

Sunshine sighed. I couldn't believe what I was seeing. Sunshine was spying on *me*! I just... I wanted out of this memory so badly. I didn't even know how I was supposed to help her. I wasn't sure if I even wanted to help her.

"Alright, I'll do it," Sunshine said.

I was fuming angry. We were in the most hostile environment I'd ever been in and I was taking a major risk to save her. I was risking Violet! I growled, realizing that my spirit was disconnected from the scene unfolding before me. I blinked. The Sunshine in front of me dissipated into nothingness as the memory changed. Sunshine was sitting in Duskhoof, watching me as I interacted with the ghouls there. A soft smile was written all over her face. The scene accelerated, showing post Duskhoof as we were leaving, Tenpony Tower, Ponyville, Everfree. And then finally... blackness.

"So... you've seen the truth of the matter," a voice in the void said from behind me.

I spun around, seeing another version of Sunshine, the true version, standing there. She had a pained expression on her face.

"Sunshine," I snapped. "What is all of this? Why are you spying on me?"

Sunshine looked down at her hooves, shuffling them idly. "I... I wanted to tell you," she said softly. "But I was scared... the Society wanted me to watch you because they thought you would threaten them... There was nothing I could do."

"You could have refused," I hissed. "You could have told me. I would have understood if you were frightened. You lied to me, Sunshine."

"I know, I know!" Sunshine cried. I could see tears forming in her eyes. "And I'm so sorry about it! At first... I thought that if I did this, if I did well, it would secure me a place in the Society among the council. I tried to disconnect myself from you. But then..."

"Then, what?" I said.

Sunshine looked away for a moment and then back. Her eyes glistened in the inky blackness of the void.

"But then I wanted to be your friend," she said. "For real, not because somepony asked me to. You saved my life, and I never can repay you that fact. I should have told you, and not like this. Something's wrong with me, Star... I'm a bad pony, a bad friend... and I'm being punished for it."

I looked down at my own hooves, my anger seeping away as I returned the pink mare's gaze. I stepped

forward, wrapping a wing around the crying unicorn. I couldn't rightfully be angry at her. She was sincere in her apology, and her honest heart spoke out through her soul. I believed her.

"It's alright," I said softly. "You can make it through this, Sunshine. But we need you to wake up in order to do that. You're unconscious."

"How... how are you here then?" Sunshine sputtered.

"Mind dive spell, very complicated stuff. Maybe... maybe after you wake up, I'll teach it to you," I said. "But you have to wake up for us. We're running out of time, and we're going to need your help."

Sunshine looked up, sighing. "You really promise you'll teach me that spell?" she said.

"Of course I will. But after this is over, and you wake up... no more secrets. You're my friend, Sunshine. I want to believe that. So no more lying, alright?" I said.

"What... what happened to me, anyway?" Sunshine asked.

"Magical burnout. You really packed a wallop on that star spawn though. Set him on fire, actually," I said. "You passed out during that part."

"Then how do I wake up?" Sunshine said, looking out into the black void stretching out in all directions.

"That's easy," I said. "Just think of your friends. Think about me, about Violet... Steeljack, Lilith, Patch, Nixis. Think about them all, and find your way home. You can do this, Sunshine."

"Star...?"

"Yes?"

"Thank you for believing me, I'm... I'm really sorry."

"Let's deal with that once you're awake, alright?"

ooooOOOOooooOOOOoooo

**\*GASP\***

Sunshine's eyes forced open with a loud gasp that turned into a sputtering cough. My own eyes fluttered opened, noting the presence of Violet right next to us. We were thankfully, still in the underbrush. Nixis and Steeljack stood off to the side, while Lilith still lay nursing her wing. I wondered how long I'd been in there. Violet went immediately into herd mother mode, helping Sunshine sit up and down another healing potion. I grimaced at that, given the status of our medical supplies, but I wasn't about to argue with Violet. Instead, I sat up myself and stared at Sunshine.

"Before we move any further," I said finally. "No more secrets. Tell them."

Sunshine meeped, hiding her head for a brief second before finally nodding.

"Tell us what?" Violet said.

Sunshine raised a hoof, stopping her. "I was... I sent to keep tabs on Star by the Twilight Society," she said.

Both Steeljack and Nixis had entered the underbrush, gawking at the pink unicorn.

"You were *WHAT?!*" Lilith said quite loudly.

I placed a hoof to her mouth. "Shhh," I said. "You'll call attention to ourselves."

Lilith nodded and I removed the hoof. The black mare and Violet were now glaring at Sunshine.

"Why were you spying on us? What does the Twilight Society want with Star?" Violet said. "They can't have her."

"They didn't want her physically," Sunshine said. "They only wanted to know if she would become a threat to them. It doesn't matter... I'm done with the mission. I can't do that... to a friend."

"A friend?" Lilith said forcefully. "What makes you think --"

I raised a hoof, shushing all of them. "Sunshine is trying to make amends here, you two," I said. "The Twilight Society put her in a bad position, and she came clean. She's not at fault here. She spoke truthfully."

Violet glanced over at Sunshine, sighing. She lifted her hoof to her.

"If Star is okay with this, then I am too. I trust her judgment," she said.

Sunshine took the hoof, shaking it. Lilith snorted, but lifted her own hoof as well.

"Despite the sneaky spy stuff, you have been pretty cool," she said. "But if you so much as lay a bad hoof on Star, I will kill you. Formalities and all."

"I'd expect nothing less from you, Lilith," Sunshine said, looking up at Steeljack and Nixis. "And what about you two?"

"The Ministry Mare is wise," Nixis said, smiling toothily. "I trust her."

"The Twilight Society messed up, they should have sent a mare who was less brave," Steeljack added.

Sunshine blushed, and I grinned as I pushed myself off the underbrush.

"How is your magic feeling?" Violet said, her own horn glowing as she scanned the pink mare.

Sunshine squinted, trying to access her magic, but nothing happened. "Seems like I'm burnt out for a little while," she said.

"Well, don't try and force it, or you'll just end up hurting yourself worse," Violet replied. She floated out a pistol with a holster out of one of her bags. "Take this. It's not much, but it's all I've got. Not like we have an extra battle saddle or anything like that."

"Thanks," Sunshine said, allowing Violet to levitate the holster around her neck.

"You... do know how to fire a mouth grip, right?" I asked, cocking an eyebrow. Sunshine rolled her eyes at me.

"Of course I do. Just point the barrel at what you want to kill and tongue the trigger, right?" she said.

I facehoofed. It would have to do, though. Without her magic, it was her best bet at protecting herself.

"Right then, we've got a shard to find then, shall we? I don't think we should be spending too much more time here than what we have already," I said, levitating up my bags, including my holey one. I was already considering how lucky I was to have placed Twilight's memory orb into my side pocket, otherwise it could have become lost as well. I briefly wondered what else was missing from that pack, but knew that whatever it was was long gone. I slipped Stargazer into its harness.

"Can you stand?" Violet asked Sunshine.

The pink mare pushed herself up onto four hooves, nodding.

Violet turned to me. "Good. Star? You know which way to go?"

I yanked Twilight's memory orb out of my pocket. It was pulsing strongly. I lifted it and gauged the directions it pulsed in. It was still pulsing faster in the northeast. I pointed.

"That way," I said, starting to move.

The others followed behind me, the sounds of the forest returning while we walked along. Lilith's wing was still bandaged up, but she kept up on the ground just fine. I trotted in front, holding aloft the memory orb that was our guide. I pulled up my automap on my PipBuck, not surprised that we're dead lost in the middle of the Everfree. There were no landmarks nearby that gave us any clue which way we had entered the forest. Just more forest. It was as if the entire place had become bigger on the inside.

My mind ran thick with thoughts as we walked. The Twilight Society thought I was enough of a threat to send Sunshine to spy on me. As much as I wanted to, I couldn't fault them for being cautious. They were only looking out for themselves, and by proxy the ponies they protected. Discord had thought that I would bring about the end of the world. What was I going to do? I was going to try and stop Spark by saving her... was that the wrong thing? I couldn't grasp how I could be the reason for chaos and destruction. They had to be wrong.

*Because you're the Ministry Mare, I thought. You're the one who's supposedly going to become a Goddess.* I grimaced at the thought of it. I wasn't a Goddess. I didn't want to be one. I just wanted my old life back. To spend time with Violet, settle down... none of this insanity that life seemed pretty bent on putting me through. Still... I couldn't shake the feeling that something was going to happen. I just didn't know what.

After about several hours of walking, which surprisingly equaled out to several miles per my PipBuck, we had to stop and take a breather. We found ourselves in a thinner portion of the forest, near a few rocky cliffs that went up into more forest. Looking up, my eyes widened.

"Hey... check it out," I said.

The rocky outcroppings turned into a small flat building that sat right on top of the cliff. A set of metal

stairs went from the valley floor up to it. Several large pylons extended from the top of the building. Power lines snaked from pylon to pylon, now covered in green moss that hung everywhere.

"It's an old power station," Violet said. "What's it doing all the way out here?"

"Twilight said that they built stations and buildings like this during the war, hoping to harness the power of the Everfree Forest's natural energies," I said. "I don't think it worked out too well for them."

"Is the shard... is it there?" Lilith said.

I pulled out the memory orb and it pulsed brightly. I grimaced, nodding.

"Looks like we're heading up," I said, resting a hoof on the ancient metal stairway. It creaked loudly, but it held as I put my full weight onto it. The stairs took the opportunity to prove once again that they were the most villainous creature in the entire Wasteland by groaning with every step, taunting me about my weight. I stepped out from the top of the stairs onto the metal platform in front of the building. The area in front of power station was a complete mess. Several sky wagons lay about, the skeletons of ponies hanging out of their windows. Debris cluttered the entrance, the door hanging off of its hinges.

My E.F.S. indicated several close blips, fast moving against the sea of red as I trotted up to the door. I used my telekinesis to clear away the debris. I ripped the door off of the hinges fully, setting it carefully aside. I flared my horn, sending a soft light down the dark tunnel inside. Nothing.

"We move in carefully," I said. "Could just be radroaches, but I don't want to be caught off guard."

I stepped inside, the foul stench of hundreds of years assaulting my senses. Skeletons lined the hallways. There had been ponies here when the bombs fell, I realized. But the Everfree Forest wasn't hit by the bombs directly. There was no radiation here. Not even taint. So where had the sky wagons come from? I grimaced. The tunnel before us led to a still locked door.

"This place is kind of creepy," Lilith said. "Why would the shard be here?"

"Because Discord would probably find this funny, sending us on a wild goose chase to find it," I said, glaring at the door. More red blips had appeared on my E.F.S. I focused on the door with my magic, picking the lock my own way. A few seconds later the door fell inwards, landing on the metal floor. Thankfully I was able to catch it and set it down softly before it made a lot of noise. I stepped into the room, nearly falling over at the smell.

The room was not even close to what a power station main room would look like. It was a large square area with a set of stairs going down in the corner. Two large metal doors sat on each side of the room, but it was what lay in the center that caught my attention. Two flat metal tables had been set up in the middle of the room, medical equipment hooked up at the head of each. The devices appeared to be off or broken, as they were dark. Laying on the first table was the body of an earth pony. It was flayed open, its entrails spilling out onto the table. The second table though... I had never seen a creature like it before. It was insectoid in nature, almost like a larger bloatsprite. The only difference between the two was the gigantic stinger it held on the end of its body. It too was ripped apart, but for some reason... it looked more precise.

"Oh... Luna," I heard Violet say as she entered the room beside me. "What the fuck is this...?"

"I don't know," I said softly. "I don't think this was a power station, though."

“More like a research center,” Sunshine breathed. She stepped up next to the tables, shuddering. “Look, though... this thing was cut open. Like it was being studied. The pony though... wasn't.”

My mind ran through a short list of implications that ended with me deciding that the thing on the table had come out of the pony. I shuddered myself at the thought of it. I pulled out Twilight's memory orb, trying to get an idea of where to go, but the orb was now shining brilliantly instead of pulsing. It was only meant for general location, it seemed. If the shard was here, it was most likely hidden. I realized that Discord would have meant for it to be this way. The only one that could find the shard was me, because Discord wanted me to have it. He just didn't want to give it to me outright. He had to do it *his* way.

“Let's just see if we can find the shard and get the hell out of this place,” I said. A soft glow caught my eye. One of the terminals sitting on a desk next to one of the metal doors was still on. “Let's split up into groups. Lilith, you and Nixis will take this door. Steeljack, you and Sunshine will take the second one. Violet and I will look around here and go downstairs once we're done.”

The others nodded, each team pulling open a door.

“Be careful, and keep in touch. We'll meet back here in twenty minutes if we haven't found anything, alright?” I said.

The others disappeared while I trotted over to the terminal. Violet walked up next to me while I hooked my PipBuck up to the device. I glanced over at her, noticing the pained expression on her face.

“Star?” she said.

“Violet,” I replied. “What's wrong?”

“I'm... I'm concerned about Sunshine,” she said. “About this mission she was given.”

“I thought you were alright with this,” I said, idly paging through the list of possible passwords on the screen.

“I'm more concerned about why she was sent on this mission,” Violet said.

And there it was. I hadn't told anypony about Discord's prophecy concerning me, and neither Sunshine or myself exactly said what she was supposed to do if I was a threat. I grimaced.

“I mean, what did the Twilight Society even want in the first place?” Violet continued.

“Alright... I'm going to tell you this, but only because I think you need to know,” I said softly, turning to face her. “They sent her because they thought I would be a threat. Not just to them, but to others.”

“Seriously? Why?” Violet asked.

“Because... Because they think there's a chance this is all going to end badly, Violet. And I think they could be right. I've never told you about this, but Discord... Discord told me he saw me causing a great storm of chaos in the world,” I said. “That I would be the cause of something terrible. Something evil.”

“I don't believe that,” Violet said indignantly.



"I'm not sure I agree with that, Violet," I replied as I finally hit upon the right password. It turned out to be 'cazador'. *Huh, wonder what that means*, I thought. The terminal came up to its menu screen. "I've been running towards Spark, trying to figure out how I'm going to stop her, but I honestly don't know how I'm going to do that. What if... what if I'm just running right into her plan? Cruelty said she needs me, me of all ponies, to complete her plan for her perfect world." I looked over at Violet. "What if Lucky was just bait? A way to get me to drop my guard so Spark could take over again?"

Violet placed a hoof on my shoulder. The coldness of it made me quickly realize it was her metal hoof.

"I will *not* let that happen," she said fiercely. "I will fight for you, Star. Not just because I love you, but because it is the right thing to do. I'll kill that bitch before I let her near you again."

I smiled, nuzzling her close. "Thanks," I said, turning my attention back to the terminal. "Now let's see what's --"

A scream cut me off from down the hall. I stood, disconnecting the PipBuck from the terminal and bolting towards where the sound had come from. It was where Sunshine and Steeljack had gone to. I charged past the door only to see the unicorn and earth pony round the corner. Steeljack pushed the pink mare past me as he stopped and spun, Tempest's rifle swinging out from its battle saddle.

"What the...?" I said, my eyes popped up to where he was aiming as something very large and red on my E.F.S. came buzzing around the corner.

It was one of the insect creatures from the main lab room, and it was alive. Its red eyes gleamed in the darkness as it bumbled down the hall. Steeljack unloaded, sending several shots at the beast, but its erratic movements meant that only one or two actually hit.

I lifted Stargazer and dropped into E.S.A.T.S. Time stood still as I studied the monstrous insect. The thing was huge! I growled under my breath, queuing up every shot I could. The spell dropped and Stargazer took aim, pumping hot starmetal bullets down the hallway. Some of the shots went wide, ricocheting down the hall, but the majority of them struck home. The insect creature shrieked in pain, but it continued forward. Steeljack and I kept firing, right up until the thing was on top of us.

"Shit!" I shouted, starting to go for my magic to move the thing back.

Before I could get there though, the insect lashed out with its giant stinger, hitting Steeljack in the chest. The stallion fell to the ground instantly.

"Steeljack!!" I roared, kicking Stargazer into high gear as I managed to hold the thing in the air with a burst of telekinesis. Bullet after bullet pounded the insect until it was a mess of bloody paste on the ground. Below me, Steeljack groaned as he tried to get up. "Violet, get him out of here! Sunshine, were there any more of them?!"

Violet latched onto Steeljack with her own magic, dragging him into the main lab while I stood there for several tense seconds. *Were there more of them?* I thought. *I can't drop my guard if there are.*

"That might have been the only one," Sunshine replied. "It got the drop on us. Shit... Steeljack..."

"What happened?" I heard Lilith cry out, before she too saw the stallion. "Oh, fuck. Is he alright?"

“Everypony, clear back!” Violet shouted.

I glanced down the hall, backing up slowly and closing the door. I turned back to where Violet was working over Steeljack with her magic, the chestpiece from Tempest still rocking in the corner where she had thrown it. The stout plate had a ragged hole clean through it.

“He's just unconscious, but still with us. Shit, this is a nasty wound,” she said, placing bandages over where the insect had stung him. “What the fuck was that thing?”

“I don't know,” I said, my eyes returning to the terminal. “But I bet that terminal might be able to tell us. Violet, keep an eye on him. I'm gonna find out just what the hell is going on here.”

Violet nodded, returning to Steeljack's side. I trotted over to the terminal, flicking through the menus. The only piece of data that the terminal held were two audio logs. I downloaded them to my PipBuck and set the first one to play.

*“Everfree Research Log, Ministry of Arcane Science*

*Head Researcher Sharpest Cut speaking.*

*What a week it's been. The new cultures are coming along nicely. This research is really on the cutting edge. The Everfree Forest has proven to be a rich grounds for genetics research, and we're making progress beyond belief.*

*In related news, one of the test subjects got loose and killed one of the workers. Idiot. He practically let it out. Wanted to give the damn thing a hug! Fucking moron, deserved what he got. It took several of our best telekinetics to put the thing back into its cage. Can't waste the test subjects after all. Every one of them is special, and necessary to the success of the project.*

*The insect specimens that we've managed to cultivate are highly aggressive creatures. Their venom is deadly, a direct strike causing death in small animals within hours, and intense pain and eventual death in normal size ponies over the course of several days. The best antidote we've been able to develop is out of plants cultured from the Everfree Forest itself. I've put a copy of the recipe in my desk for easy recreation, along with a single vial of the antidote.*

*Oh, I have to go. The scientists on the medical team are about to begin the autopsy on the dead worker. I have to oversee the whole thing. Signing off.”*

I blinked, glancing down at the desk. I yanked open the drawer, revealing an index card with several ingredients written on it. Next to it was a vial of a clear liquid. I floated it out and walked over to where Violet was still working over Steeljack.

“Violet,” I said. “How is he?”

“He's burning up, Star. That thing... whatever it was...” Violet said.

I levitated the vial in front of her. “They're poisonous,” I said. “It was something that the ponies here were working on. They fucking created these things.”

Violet looked up at me, cocking her eyebrows. It was the look akin to ‘What the actual fuck?’ I was pretty sure I had the same look on my face too.

“This is supposed to be an antidote to the poison,” I said.

Violet nodded, taking the vial in her magic and levitating it over Steeljack's lips. She poured the antidote, forcing it down his throat as best as she could. Steeljack groaned, his eyes fluttering.

“That's all we can do for now,” Violet said. “If this antidote works, we're going to have to wait it out until he's better.” I grimaced. Steeljack needed to live! I wasn't going to let him die. I wouldn't be able to face Patch again. I handed Violet the recipe.

“Look over this too,” I said. “It's supposed to be a recipe for the antidote.”

“Alright,” Violet replied, taking the recipe card. She started copying down the ingredients into her PipBuck.

“We should find the shard,” I finally said. “Violet, you and Sunshine will stay here with Steeljack. The rest of us will go and clean house. If there's any more of those things here, we'll make sure they don't escape.”

Violet nodded. I already had an idea of where the shard might be. My eyes drifted to the stairs in the corner. I made my way over to them. The stairs went down a level, leading to a basement. Nixis and Lilith followed closely behind me as I walked down. Turning a corner, I found myself in front of a metal door with a glass window set in it. I glanced inside.

*Shit*, I thought. The room beyond the door was essentially a kennel. Except instead of being a kennel for dogs, it was a kennel for these... things. Three of the large insects buzzed around a mound that had been built in the center of the room, away from the busted cages the ponies here had been keeping them in. Several skeletons littered the room. My eyes drifted down to the mound. There, shining in the center of it, was a purple crystal shard.

“Of fucking course,” I said, motioning to where the shard was. “Leave it up to Discord to put the shard in the most dangerous spot ever.”

“Shit,” Lilith said. “How in the hell are we going to get in there?”

“I think we're going to need to draw them out,” I said, sighing. “There's no other way. We need to get that shard.” I grimaced.

“I have an idea,” Nixis said. “Can you hold the things with your magic?”

“I can try... But what if one of us gets stung by those things? There was only one vial of the antidote. I'm not even sure we have all the ingredients for it,” I said. “You guys saw what they did to Steeljack.”

Nixis lifted his paws, unsheathing his claws. “Leave that to me,” he said, showing teeth. “You open the door, Miss Star. Lilith, you'll act as bait down the hall. Star, you'll hold the things in your magic and I'll jump down and attack.”

I nodded as Nixis jumped up, grabbing onto the pipes running along the ceiling. Lilith trotted down to the other end of the hall, a pensive look on her face.

“Ready?” I asked. Lilith nodded in reply. “Remember, if something goes wrong...”

“I know, just do it,” she replied.

I flared my horn, ripping open the door. The insect monsters took note almost immediately, heading towards the open door. They shrieked, flooding into the tiny hall. I reached out with my magic, enveloping the three monstrosities in a telekinetic grasp. I struggled, grunting loudly as I tried to keep the things under wraps.

Nixis roared, dropping down from above and slashing and ripping into the floating insects. Greenish blood spurted from the monsters. One of the insects fell to the ground, writhing and twitching. I grunted again as the remaining insects tried to break free of my telekinesis. Nixis turned his attention to them, snarling as he viciously struck. Within mere seconds the other two insects dropped. I sighed, dropping the spell, panting hard.

“Huh,” Nixis said. “These ones look smaller than the one you killed.”

I blinked. “What?” I said.

The hellhound pointed down at the bodies. They were indeed smaller versions of the insect that had stung Steeljack. That meant...

**\*SKREEEEE\***

A viciously loud shriek echoed from inside the kennel as a much larger version of the creatures appeared. Based on its location it had been sleeping in the pipes above the cages. I reached out with my magic, trying to pin it like the smaller ones. The monster broke through my spell almost immediately, buzzing straight at us. I growled, lifting Stargazer. I let out a burst of fire that seemed to slow the beast, but only for a second. It was getting closer fast. I hefted out my minigun, swinging it at the insect like a club. The force of the impact knocked the massive creature back, sending it bouncing off of the back wall of the kennel.

I stepped inside the small room, intent on getting the shard and getting out without getting stung. The insectoid creature lifted into the air again, one of its wings holding it aloft shakily as it buzzed at an odd angle. I realized that it had been broken. The insect's eyes stared at me impassively as I aimed Stargazer. The thing shrieked loudly, turning its attention instead to an open air duct above it. Before I could get a shot off the thing was inside, rattling it until was completely gone. I blinked.

“What the...?” I said.

“Where did it go?” Lilith said, stepping into the kennel behind me.

“It ran away,” I said. “It just... it flew off into the air ducts.” I was feeling very confused. I looked down at my PipBuck. The last audio log held there taunted me. I looked down at where the shard was. I trotted over to it, clicking on the audio log.

*“Initiating omega threat level protocols! Initiating omega threat level protocols!”*

*Shit shit shit! Something's gone really wrong. The test subjects all got out of their kennels. I locked the kennels, but there were still workers inside. Oh Luna... the screams...*

*The worker from last week... one of those fucking things came out of his chest! We managed to subdue*

*it, but not before it killed three ponies. And now we're getting omega threat level alerts. Shit! This shit really has gone... to shit! Argh!*

*I just checked the kennels again. No sign of the test subjects. I was about to gas the whole chamber when I noticed one of the air ducts in the rear of the room. It was broken open.*

*Fuck me. Fucking Ministry is going to have my head for this shit. Those ducts lead to the outside! We just let out a deadly and dangerous creature into the Everfree. Fuck!*

*\*rattle rattle\**

*What was that? I heard a rattling coming from the ducts! Shit... shit... I'm placing the facility on lockdown. Hopefully I can find the port leading outside and contain it.*

*This is Head Researcher Sharpest Cut signing –“*

Static filled my ears as the recording cut off. I hung my head, closing my eyes. The audio log was genuinely disturbing, but explained why the creature had fled into the air ducts. They were using this place as a breeding area. The three we'd killed had been mere babies. My eyes widened.

“Shit, we've gotta warn Violet, those things are in the air ducts!!!” I shouted.

Lilith saluted, spinning about and heading towards the upstairs. Nixis followed closely behind. I turned back to grab the shard. I had come far for this thing, I was not about to leave without it. I was about to float it out when a loud crash sounded. The wall opposite of me rumbled loudly, bricks showering forth and stopping me in my tracks. A massive hole had appeared in the wall, letting light in. This side of the research lab was sitting on the cliff edge, showing the Everfree Forest in all its glory.

Floating in the air on the other side of the pony sized hole was an alicorn with an orange coat and blonde mane and tail. Her eyes glowed a fierce dark orange, and a brightly glowing gem in the shape of an apple sat on her chest.

“There you are. Now, come along before I have to get rowdy.”

-----

#### **Author's Notes:**

Woo! One more chapter, five more to go! This chapter had a lot going on, meant to display the dangerous environment that is the Everfree Forest. It was awesome fun to write. So many monsters, so little time, and hey look, an Element at the end!

That being said, let's keep looking forward shall we to the end! Everything is outlined and ready to go, and I'm currently going to be starting on 32 while this chapter is being edited, to get a head start on things.

Plugs plugs plugs abound. See Star's tumblr over at <http://askradiantstar.tumblr.com> as well as the story “[Fallout Equestria: Tales of Chicacolt](#)” for more FoE content.

My fic plug of the week is for Fallingsnow, and his sequel to Guise of Chaos called “[Fallout Equestria: Echoes of Chaos](#)”. You heard me, a sequel. It's not often someone finishes their story, let alone continues it with a

sequel. So go read it, like right now.

Much love and thanks to Wirepony, McMesser, and Heartshine for all the work they do. You guys are awesome!!!

And again, big time love to Kkat for creating this crazy little thing called FoE.