

Madam Maternity (Superhero TG Preg, Rapid/Hyper Preg)

By FoxFaceStories

A Commission for Planologer

Peter Avery has just discovered that he has superpowers. Enrolled into the organisation Artemis to hone his powers and serve alongside other heroes, his trajectory is complicated by the arrival of a strange villain on the scene: Madam Maternity, who has the power not only to cause instant pregnancy to female victims, but even cause men to become pregnant women as well - permanently! Soon Peter and his friends are tasked with helping end this threat, and finding out what this Madam Maternity wants, and why she is targeting so many virile heroes.

Madam Maternity

Part 1: Newcomers

Peter and his Mom were silent during the car ride home. Normally they were quite a chatty pair: Sarah was a single mom who had raised Peter up as her cherished son, and he knew how much she had cared for him. But now the ginger-haired woman he clearly took so much of his looks from had gone even more shock-white than usual in the face.

“Superpowers,” she finally said.

“Yeah,” he replied.

“Actual superpowers. Like with the Artemis people on television.”

“Well, I’m not knocking down any buildings or shooting laser beams out of my eyes any time soon,” he said, trying to lighten the mood.

Sarah shook her head though, still astonished. “I just can’t believe it. My son! Superpowers! How long have you known, and why didn’t you tell me?”

“Mom, please don’t drive so fast.”

“Sorry!” she said, leaning more on the break. “I’m just . . . it’s a lot to take in. But don’t avoid the question, young man. How long have you known?”

It was a really good question, and one that Peter Avery would struggle to answer. He was twenty years old now, meant to be taking his college degree in engineering - not a study he’d ever imagined taking, but his power had sort of ‘unlocked’ it for him without realising. The closest he could figure was that it had activated when he was seventeen or eighteen, and it had come to shine in his physics class with Miss Ender. In the span of just a few weeks, he had gone from struggling with his grades in the class to understanding every concept intuitively. That level of understanding had flourished outwards over time, affecting

numerous other aspects of his life, to the point where Peter had gone from a solid C-student to one who was constantly getting all A's, and exceeding in out-of-school practices as well.

That was the nature of Peter's power; observation and learning. It was subtle enough so that he didn't really recognise it as a power for a long time, and so its actual timeline was hard to trace. But now he understood the vague mechanics of it enough to use it more consciously. Peter possessed what the superhero organisation Artemis would classify as a 'Thought-class Power.' Anything he looked at, or watched, or focused on visually would allow him to intuitively understand the nature of it, and even how to replicate it if it was a skill or practice. This meant that simply watching someone drive a car would give him an innate understanding of how to perfectly drive a vehicle, which was how he had aced his driver's exam even though he had barely driven in his mom's car. Even social interactions could be helpful: he hadn't yet got a girlfriend, but simply observing how several of the jocks flirted with the better looking girls on campus increased his charm factor massively. The only trick was consciously applying what he learned, because sometimes his personality clashed. In that case, he still felt quite a lot of nervousness approaching girls, being the somewhat gangly ginger-haired man with freckles that he was. But he had mastered all sorts of things just by watching them: advanced calculus, difficult physics equations, hacky sack kicking, complex juggling, and even fifteenth century Portuguese sword fighting. *That* had been a fun online video to watch. Not that it had much practical use, but still . . .

Sarah continued to drive, entering their neighbourhood as he explained all this as best as he could.

"So even that pen-flicky thing you do where it spins in your hand?"

"Vanessa at college does it as a habit during lectures. I watched it for, like, ten seconds, and now I can do it. Hand-eye coordination and everything."

Sarah shook her head slightly. "It's just . . . it's a lot to take in. And now the Artemis Institute wants to take you away."

"They're not taking me away, Mom. They're just . . . relocating me."

"Making you some fighter! One of those superheroes that blows up things or gets beaten up by villains. Like that Monolith."

"He's a hero, Mom."

"But one that gets beaten up all the time!"

"Well, he takes punches. He's practically indestructible."

Sarah pulled into their humble little driveway, where their modest home waited. She turned off the car and turned to face her son. "I'm just worried, Peter. They come to your college, and I get a call, and these Artemis people say you have all these legal responsibilities. You have all these letters and folders and pamphlets." She gestured to the

pile in Peter's lap, which he'd been steadily balancing. "Do you even want to become some sort of superhero like those in the Guild?"

Peter gave a soft smile to try to calm his mother. "Mom, I don't *have* to be a superhero, and I doubt I will be! My power isn't exactly the most crazy impressive. It's more . . . low key cool, I guess. I only have to be tested and certified on my powers and have them registered. That way, I'll have passed the legal standard to show I can safely use my powers and not abuse them or break the law or whatever. It's only after that I can *choose* to go the superhero route, if they want me, and if I want additional training to get to that point."

"I just think it's ridiculous," Sarah said, facing forward.

"Better than going to prison as a danger to the public. Look, it's not entirely stupid, Mom. Imagine if I could turn invisible and you weren't the best Mom ever raising me. How much havoc could I wreak?"

That got a smile from Sarah. "Quite a bit, I imagine."

"See? So I'll go through this Artemis course and get certified, and everything is peachy."

Sarah noticed what he wasn't saying though, because she eyed him curiously. "And does that mean you *don't* want to become a superhero, then?"

"Umm, I suppose so," Peter said, though there was uncertainty in his voice. "I don't think so. Maybe? I don't know."

"That's what I'm afraid of. C'mon, let's get inside and prepare some dinner. I need time to absorb this, and I think you do too, my little superhero."

Jeffrey Donnors hated the fact that his name was written on his orange jumpsuit. He wasn't the only one in the SuperMax that couldn't stand being forced to confront his old identity, but he was the one most dedicated to undoing it. As such, he had managed to take advantage of a smuggled black marker to scrawl all over the designation he'd been given, and instead write '*Power Cable*' on it instead. It wasn't written neatly, but then electricity wasn't neat either.

And Power Cable knew a thing or two about electricity. He'd been one of the more successful villains in the last few years, having given even Lady Glory a run for her money when she tried to catch him. When he was just sixteen years old, he'd developed the power to control electricity, and didn't he just know how to use it. He'd already been a juvenile delinquent, but with his new array of powers, he was able to make ATMs short circuit and shoot free their numerous bills, crack electronic safes with only a touch, and even make himself surf along the powerlines, his essence becoming pure electricity until he shot out of

any receiver of his choice. And, of course, there were the standard array of electrical attacks and lightning bolts he could unleash on heroes that tried to stop his crime spree.

But all good things had to come to an end, and when Elastic Plastic took him down, it was only appropriate; not one of Power Cable's attacks could hurt him, and the stretchy hero's powers meant he was able to literally encase Power Cable with ease. Now, he was interred in SuperMax for at least another five years, until he would be thirty three years old, and the plastic surrounding of the prison and complete absence of any electronics near him was proof of just how secure the place was.

It also made the place very boring.

"Yo, Gunnerson! What was the score? Did the Rykers win?"

The passing guard, who was an overweight, white-haired man in his fifties who'd been a prison guard since before this prison even existed, turned to look at Power Cable's direction.

"C'mon, Jeffrey, the nametag again?"

"I told you, I'm not Jeffrey. I'm Power Cable."

"Yeah, call him by his name!" shouted Metal Hockey, the sports themed former villain across the hall. He rattled the bar. "Or I'll play ball with your head!"

"Pipe down, Hock," another voice came, female this time. It was Seductress, the woman whose very pheromones could entice men and even some women to do her total bidding. Even in a loose orange jumpsuit, she looked utterly, devastatingly sexy. Her cell was also paned with glass, to stop her pheromones from escaping. "I like the way you look, honey, but being rude to our handsome guard here just isn't the smart play."

Gunnerson looked in Seductress's direction, a smirk on his features. "Always good to hear a nice, *platonic* compliment, Jennifer."

She pouted slightly, but there was a playful look to her expression. Power Cable grinned too, flexing his muscles a little deliberately. He knew he had no chance with Seductress, particularly given the nature of their confinement, and besides, he could never be sure she wouldn't one day use her pheromones on him, given how manipulative she was. It didn't mean on those lonely nights he wouldn't fantasise about her and rub one out though, particularly when he thought of them in their respective costumes, fucking not just each other, but fucking over the rest of the world instead.

"To answer your question, 'Power Cable,'" Gunnerson said, "the Rykers did not pull off a win. Lost by thirty seven points, in fact."

"Bullshit."

"No bullshit. A disgraceful affair. Leoghan needs to quit. Or maybe not, yours truly made off with fifty big ones from my bet."

Power Cable sneered. "I made off with far more when I was out."

“And now you’re in here. Justice for ya.”

Power Cable gripped his plastic bars. “I’ll be out someday though, just you wait.”

“So long as you serve your time, I’m happy for you to leave any time, *Jeffrey*.”

“I told you, I’m not called-”

But they were suddenly silenced by the loud blaring of an alarm. The power switched off, bathing them in darkness for just a few seconds, until the emergency power kicked in and the room was lit up in a deep shade of crimson red instead. Standing suddenly in the SuperMax prison hall, right behind Gunnerson, was the impossible sight of a new woman in a superhero, or *supervillain* costume. It was skintight, coloured black with a bright yellow cape that fell down to her ankles. She wore red heeled shoes that went all the way up to her thighs, and similarly red gloves that went up to her elbows. She was tall, at least six feet in height, and her figure was that of a classic pinup hourglass with a not unimpressive chest sticking out, a line of cleavage drawing Power Cable’s eye. Gunnerson span around to face her, but she moved like - well, like lightning from Cable’s perspective - and knocked the gun he was drawing from his hand. She smirked, her expression gleeful behind her black domino mask. She shook her head, causing her blonde hair to spill over one shoulder.

“Well, well, what fine specimens do we have here? You all look so fruitful when it comes to my production quotas!”

“Come over here and I’ll show you what a fine specimen I am,” Power Cable taunted through the bars. The woman was curvaceous as hell, even if her logo - two interlaced ‘M’s - was pretty lame. “Just open these bars for me and you’ll see.”

Gunnerson grabbed his radio and began to call for backup, even as the prison became a cacophony of taunts from the other prisoners, as well as others begging for this strange new entrant to free them. But instead, the woman extended a hand, and a strange weapon formed from nothingness in her hand, one that looked incredibly advanced. A chill ran through Power Cable’s spine. This didn’t look like an ordinary weapon, which couldn’t hurt him. This looked like something *powerful*.

“I’d really love to, dear Power Cable, but I have such a quota to meet that I’ll simply take your comments to be those of a first volunteer!”

“Hey, there’s no need for-”

“Don’t worry, I’m not going to kill you, my electric friend. I’m simply going to *alternate* the *current* of your life. Give you a whole new *energy*. Bring you onboard to a new experience . . . the *motherboard* experience.”

She grinned and fired her gun, and before he knew it, Power Cable was hit by a strange green energy blast. He was on the ground before he knew it, but the strange supervillainess was already firing her weapon with expert precision and speed at and through the other cells, and even at the guards, including Gunnerson. He tried to see what

she was doing to them, if his powers had managed to protect him. But then he felt a strange crawling sensation over his skin, and then everything changed far, far too quickly.

Lady Glory landed at the scene from on high. The dark-skinned superheroine's appearance was as beautiful and perfect as ever, her hair long and tightly curled, her figure voluptuous. A few of the Artemis agents were obviously trying not to stare too closely at her as she passed, but given that she wore a skintight white top and short golden skirt, with no cape to cover her curves, it was hard not to look. At least her boots were comfortable, though she didn't see a point in wearing gloves. She didn't mind the stares so much, at least not anymore. She had been a superheroine for several decades now, and was used to the attention. One of the curses and blessings of having a slowed ageing process courtesy of her powers. And there were other factors, too, though most people only knew her for the super strength and ability to fly.

"What's the situation?" she asked.

The Artemis agent nearest her had three orange stripes on his uniform shoulder. He saluted her, and she gave the salute promptly back.

"Lady Glory, it's . . . weird."

"Any casualties?"

"None. In fact, there's more here than there was before, but I'm getting ahead of myself. I think . . . I think it's something you should see yourself."

"Show me."

He walked her into the SuperMax facility that had been affected. Everywhere there were melted prison bars and torn cages and smashed cubicles, as well as scorch marks and laser cuts and all manner of chaos to the building where a fight had erupted. And yet, no one had escaped, and Lady Glory could see why. She gasped as she beheld the still-captive populace of the SuperMax prison, as well as several guards who were being seen to by emergency responders.

Every single one of them was female, guards included. And every single one of them, guards included again, were pregnant. *Really* pregnant. Seductress was still in her glass cell, but instead of being the slim yet busty Asian woman she normally was, she was now lying on her back and trying to breath steadily, her midsection swollen up to the point where she looked almost full-term pregnant with *twins*. Her orange jumpsuit was open at the front, her large breasts barely covered. It was obvious from the dark patches on the jumpsuit that she was also slowly leaking milk.

"H-help m-me," she whined. "That b-bitch has totally ruined my figure!"

Others were also struggling. Captain Magma, known here as Derek Schurrk, had turned to his elemental fiery form, his cell superheated as he groaned and waddled about in circles, rubbing what looked to be a domed pool of magma. Within, little shapes moved through the slightly translucent liquid.

“Ughhhh . . . c-can f-feel them!” he moaned, though *she* was more appropriate now. Her elemental form now had long, lava-like hair and a wide set of hips, and the boulder-like breasts were hard to miss.

In another cell, the electric villain that had taken her so long to capture, Power Cable, was stewing on his seat. He was obviously trying not to let it get to him, but the fact that he had his arms crossed beneath a pair of breasts, and his electric blue hair now hung to thighs, was quite telling. Lady Glory observed that his new features looked far less intimidating and were now kind of cute, with pouty lips and a same half-scar over her eyebrow that made the transformed villain look like one of those alternative girls at the mall. Sparks of anger flared off of her, and nowhere was there more energy than her bulging eight or nine month pregnant belly, barely contained within the orange jumpsuit.

“What the hell are you looking at, Lady Glory?” the woman snapped.

Lady Glory didn't take the bait, though it was astounding to see the proud supervillain reduced to a pregnant woman. Thankfully, her cell hadn't been breached, or else she might still be able to escape it. Power Cable, even reduced to a rather cute pregnant woman, wasn't worth underestimating. But she and Seductress were not the only impregnated individuals in the breached area of the SuperMax, not by far. Bad Collar howled in anger at her new gender, her animalistic powers allowing her to scratch gouges into the thick metal of her cage, until she finally had to lie down on her side as her new children jostled within her equally new womb. Fittingly for her powers, she looked to be pregnant with a whole litter. The other female prisoners - the ones that had always been female - were similarly impregnated also. Jacinata Hipp, also known as Mother Arcane for her ability to project illusions and break some elements of physics and light, actually looked a little happy about the proceedings. Lady Glory remembered that several of her plots had previously involved her trying to kidnap children to raise as her 'assistants' due to her own infertility. It seemed she was finally getting what she actually wanted, in a way.

But the whole wing was moaning and groaning, and not just the prisoners. A plain-faced woman with blonde hair and a full-figure was gasping as she clutched her belly, her face red with embarrassment. She was wearing a guard's uniform that still fit her; evidently, she'd had a bit of a pot belly before. Her name was listed as Gunnerson. *Fred* Gunnerson. A number of the pregnant villains were at least having a bit of fun mocking her and several other guards who had also been transgendered and impregnated.

“Nice tits, Gunnerson!” one shouted.

“Shaddup, Metal Hockey! You aren’t exactly flat in the chest either!”

He grunted in response to an obvious set of kicks across his womb.

“Goddamn it,” he said, trying not to touch his - or *her* - belly. “What the fuck has happened here?”

“I was hoping you could tell me that, Fred,” Lady Glory said.

The poor former man sighed. “I don’t know what else to tell ya. A crazy lady in a black costume turned up. Blonde hair. Nice figure. Started making some lame jokes, then she brought out this device incredibly fast and blessed us all one by one. In just seconds we were all turning into broads and, well, getting knocked up apparently. With what, I got no goddamn idea. I’m pretty damn terrified, to be honest!”

“I understand,” Lady Glory said. “Can you tell us anything else about her, her costume and so forth.”

“Um, yeah. She had a big double-M on the front of her costume, in slight cursive. And she moved fast. *Real* fast. Like *Thunderbolt* fast.”

She gritted her teeth. “Thank you. Artemis will do its best to take care of you all, especially the guards caught in the crossfire. Can you tell me how old you are, Fred?”

“I’m f-fifty three. Don’t look it or sound it now, do I?”

She didn’t. In fact, she looked to be in her mid-twenties, with an almost innocent look on her face.

“You don’t. I’m sorry.”

“D-don’t be. Only good thing to come out of this, at least before I get sorted out and changed back. You *can* fix us up back at Artemis, right?”

Lady Glory gave him a sympathetic expression, but didn’t answer the question directly. Instead, she stood and took in the wider view of the entire impregnated congregation of supervillains and guards, realising their true number.

“My God,” Lady Glory said, momentarily without words. “How many in total?”

“Forty five inmates,” the agent in charge said to her. “And five guards. All female now, all pregnant. Only sixteen of these were previously women. We’re still awaiting on equipment to arrive, but Agent Hocker used to work obstetrics before her career change, and she thinks they’re all in the final trimester, likely weeks from giving birth if these are akin to normal pregnancies. Maybe just days, potentially. A few are earlier along, though. Metal Hockey, for example. There doesn’t seem to be too much consistency. Some are carrying twins or maybe triplets too, Bad Collar even more, so it’s hard to estimate.”

Lady Glory sighed, placing her hand on her temple as she examined the scene. One of the inmates she didn’t know was playing with her new tits and giggling, even poking her belly a little to elicit some kicks. At least *someone* was enjoying this new state of affairs.

“How is this possible?” she asked. “The defences and Artemis technology around the prison should make teleportation into SuperMax impossible.”

The agent shrugged. “We have no idea, sorry. We’re doing our best to review the footage, but it’ll take some time; a lot of it was wiped.”

Lady Glory helped the feminised Fred Gunnerson and some of his colleagues to their feet. Only one, an Asian woman named Amy Kim, seemed to have been previously female. Her shirt’s buttons had pinged off to allow her belly to grow, and she looked due with twins.

“How am I going to explain this to my husband?” she said, tearing up a little. No doubt they were all getting a little stronger in the hormone department.

“Artemis will support you,” Lady Glory said. “But you’ll need to be processed and debriefed first, even the inmates.”

“Fuck that!” Power Cable yelled.

“Shut up, Jeffrey,” she replied. “You may not like it, but you’re still a prisoner here for your crimes. You’ll go along with this.” She turned to the agent in charge. “Agent Lenny, I need you organise to contain all news of this. Nothing gets out to the press, at least not yet. Artemis is taking full control of this situation. Copy the security footage and then wipe it. I’ll work with the higher-ups to deal with the guards; they should be able to return to their families once their health is cleared and appropriate covers provided. It’s the best we can do.”

Amy and Fred didn’t look exactly heartened by this, but Agent Lenny gave a salute and quickly got to work whipping up his agents in a frenzy to sort out the information clampdown. Lady Glory put her hand on Fred’s shoulder in a comforting manner.

“You realise how fucking crazy it is to suddenly have a pair of tits and a baby in your damn belly?” she said miserably.

She could only give him/her an affirming pat on the back before proceeding to a private space at the edge of the crime scene. There, she took out her phone from the small slip in her skirt, and dialled the number she knew needed to be contacted.

“Hey,” she said to the individual on the other side of the line, “we’ve confirmed it. She’s back.”

Peter gasped as he saw the facility. He had seen it before, of course. Everyone knew about Artemis, after all. It was *the* place where individuals who developed superpowers went to be educated, studied, certified, and even trained to become a full-fledged hero of the associated Protector’s Guild if they wished. And if they were accepted. But it was one thing to see the great pyramid-like building from afar, and another to see it up close beyond the protective

fencing and high-security defences that allowed it to operate on the western edge of the city. Its glass planes were like volcanic sheets of obsidian glass, letting no light in, and yet the whole building had a quasi-utopian look to it, with the word *ARTEMIS* displayed in immense golden letters in an imposing yet modern style. Several other enormous buildings surrounded it, ranging from what looked to be an indoor swimming pool to a testing facility to - surprisingly - a golf course of some description. But the central pyramid-shaped building was by far the more memorable, being twelve stories in height and, according to legend at least, containing numerous underground stories as well.

“Holy shit,” Peter said as they drew closer.

“It’s something alright, isn’t it?” the driver said. “Never been up close before, I suppose?”

Peter shook his head. “Never. It’s amazing.”

“Very well protected, too,” the man replied. “These are advanced tech locks behind these gates. Not even King Goliath could rip through those.”

Peter certainly couldn’t rip through them, that was for sure. But he could, he thought, potentially hack them. He’d been looking out the window at how the locks hissed as they unsealed from their phase-state, altering to allow the quantum-rigged gate to unphase in turn. The SUV could then pass through the previously-solid matter to enter. But thanks to his Thought-class power, he now had a good working knowledge of how they functioned, and a potential weakness in their design. Of course, where he could get a phase-state quartz crystal to deal with it was another thing. It was all conjecture, of course. He had no intention of acting out. He was, like any young man would be, fairly excited at seeing the inside of Artemis, even if he wasn’t sure what he would be doing in there, or if he even wanted to use his powers beyond the ordinary.

“Okay, here we are,” the driver said, pulling Peter out of his thought process. The SUV parked up close to the building, and several Artemis agents emerged to greet Peter and escort him inside. Among them was an actual garbed superhero, one he recognised as Hypotenuse. He was a Techno-class hero, with some Thought-class elements. Simply put, he had the ability to construct advanced technology and even miniaturise it for more common purposes. He was behind much of the Artemis building’s defence systems and those at SuperMax, and though he wasn’t a frontline fighter, he did have an armoured suit he placed over his more practical grey costume when necessary. Peter was a big fan, despite him not being all that flashy.

“You’re - you’re Hypotenuse!” he marvelled as he was brought before the hero and the agents.

The man chuckled. “What gave it away, the costume?”

“Um, yes actually.”

Again a chuckle. "Well, I've already been spoiled that you're Peter Avery. Thought-class power, yes? Telling you anything now?"

"Um, not really. I kind of have to see something in action. I spotted a weakness in the phase-gate when it started operating though."

"Oh, you know phase technology?"

Peter blushed, scratching the back of his head. "Well, not before. But I sorta do now, yeah."

To his surprise, the man grinned under his cowl. Even the LED lights that represented his eyes perked up. "Fascinating! I can't wait to find out more about this power of yours. This is Agent Fielding. Appropriately for her name, she will be responsible for making sure you can operate out on the proverbial field - either in civilian life or should you wish to join us in the Protector's Guild."

He indicated a woman with dyed dark-red hair in her thirties. She extended a hand and Peter shook it.

"Good to meet you, Peter," she said. "Please don't be intimidated by us here at Artemis. You are doing a good thing by being here, and complying with the law. Hypotenuse here is on his rotation as part of our overseer mentor program. He can answer any questions about the Guild, its operating procedure, if you wish to apply, and so on. Of course, much of that comes later, but he can also function as a mentor when it comes to knowing your powers, and his and yours seem to align somewhat, as we've seen. My job is a lot more simple and practical-

"Hey!" Hypotenuse said, ribbing her.

Fielding just rolled her eyes. "Simple and *usual*, then. I am responsible for making sure you control your powers, that your powers are registered and fully understood, and that you are responsible with your powers and that they do not affect your mental judgement. As you would be well aware, your powers can certainly be used to benefit society and your country, and even your personal life, but we can't have you going into casinos and bankrupting them, for instance. Or worse, entering sports competitions and wiping them out."

Peter gestured to his lanky form. "Um, I don't think I can do that."

"At golf, then. We need to strive to avoid unbalanced situations like that. And that's not getting into criminal activity, which is an obvious no-go. What constitutes criminal activity may be different for you than other people, depending on your power, and at the end of our process you'll sign a contract finding out what that is. Does all this make sense to you?"

Peter nodded, though he was still grappling with all of it. Even his natural superpower couldn't help him here.

“Don’t worry,” she said, seeing straight through him, “it will eventually. We’ll take it one step at a time. For now, let’s take a tour of the Artemis Institute - at least the parts you’re allowed to see - and at the end I’ll introduce you to your fellow ‘classmates.’”

“Classmates?”

Hypotenuse grinned. “Did you think you were the only one, kiddo? Come on, let’s go see the place. It’s pretty swell. I helped design it, after all.”

The tour that followed took nearly half an hour, and afterwards Peter was certain he’d only retained a portion of it. Perhaps he needed to spend time with a professional memoriser so he could leech off their skill or something. The facility was immense, and every inch of it was as imposing as it was impressive. Much of the upper echelons were reserved for bureaucratic purposes, but there were also storage facilities for confiscated tech, training grounds for a variety of elemental, physical, and even *mental* combatants. There was a huge VR room, weightlifting areas that went well beyond human standard, and the pool he had seen earlier was immense, capable of housing a blue whale. He knew that because Aqua Diver herself often transformed into one just to test it out, apparently. There were also meeting rooms, classrooms, lecture theatres, firearm training areas, tech-houses, dormitories, a big cafeteria, and so on. In many ways, it was like a giant school mixed with a DMV, which in some ways it sort of was. The occasional superhero was present in the facility, but they were clearly on shift to work with Artemis, as they all looked simultaneously busy and unhappy to be there.

“Ignore them,” Hypotenuse said as they passed. “They’re just annoyed that they have to do the paperwork from time to time. Adult stuff.”

“I mean, I’m an adult,” Peter said.

But Fielding and the hero just shared a polite chuckle at the prospect of a mere twenty-year old saying that.

All the way through the tour, Peter’s power was going into overdrive. Not only was he able to understand aspects of Hypotenuse’s power as the engineer opened locks and fiddled with passing tech, but those other passing heroes gave him information as well. That was a side benefit of Peter’s power; he could pick up skills and intuitively understand things from observation, but even in areas he couldn’t explicitly copy, he would still get the information. He knew the best possible stance for weightlifting in the Olympics, for instance, but it’d break his back to try it. Similarly, when he saw Flame Bird literally fly across the training field, he intuitively understood her maximum speed as a hundred miles an hour, and that she could only keep it up for spurts of approximately ten minutes before tiring.

“Something you’re gleaning?” Fielding asked, her table in hand.

“Um, just some of her limitations and strengths.”

“My, you will be useful if you choose to stay with us. But for now, let’s head back to the main centre, and get you acquainted with the others. I’m sure you’re eager to meet them.”

Peter found that he was, though he was also quite nervous too. What if they were all Brawler-class power types? Would they bully him? Worse, what if one was quite an attractive girl? He still had zero confidence in that area of life. Still, he had no choice but to squash down his anxieties as Fielding took him to the area designated as *Certification*.

“This is where I leave you for now,” Hypotenuse said, shaking Peter’s hand again. “But I hope you’ve gleaned something interesting, particularly with your power. I’ll be here as your mentor, but if you’re here long enough, you may get another hero when our shifts at the Institute swap. You may even get Lady Glory or Monolith, who knows?”

He bid them goodbye, and Fielding took Peter through the door into what looked like a kind of rumpus space for teens. There were numerous beanbags and couches, a pool table, and even a small weightlifting area in the corner. A basketball hoop stood opposite it, and there was a low table for eating around. Three others were gathered in that space, and they all looked to be around his age; two guys and one girl.

“Peter Avery, meet Marcus McBee,” Fielding said. She gestured to a dark-haired man in his early twenties who was wearing a red sports jacket and track runners. He had sharp features and a mischievous look in his eyes.

“Call me Danger Bee,” he replied, putting up a pair of finger guns. Before Peter could even react, he shot from his position on the couch and across the room in a literal split-second, before crossing at a perfect series of right angles around the room until he was back on the couch again, his soda drink refilled.

“Damn,” Peter said, astonished.

“Damn right!” he replied, finger gunning again.

Fielding continued: “Marcus is a Motion-class super. He has the power to move at incredible speeds which we’re still testing.”

“But only in a straight line,” he said. “Hence the finger guns.”

Peter looked a little confused.

“Because he’s a straight shooter,” the other boy replied, groaning.

“Hell yeah!” Marcus said, and he zapped around the room once more. This time, Peter took in his motions, and indeed could intuitively understand his power, and those limitations, though he moved too quickly to catch any more than that.

“And this,” Fielding said, gesturing to the groaning man who Marcus resumed his seating beside, “is Andrew Hillman.”

For a moment, Peter thought he was wearing a grey skin tight costume, until his power kicked in, and his mind was flooded with information. Andrew's skin was quite literally dark grey, unnaturally so. His eyes were also quite black, giving the slight impression of one of the Grey aliens from movies and other fiction. He waved a polite hello to Peter, who returned it.

'Nice to meet you, Peter,' he said. 'You're a fellow Thought-class, then? I can sense it in your mind.'

It was an unnatural feeling, to have someone poking around his mind. It was also not something Peter could actually see, so to speak, so his power gave him nothing to work with.

"Um, that feels kinda weird," he said.

"Yeah, Andy is a weird one, aren't you Andy?"

"Do you want me to share your innermost secrets right now?" the grey man asked flatly to Marcus, who then pretended to run away at lightning speed before returning on the same axis. Andrew looked back in Peter's direction.

"I wouldn't actually, don't worry. And certainly not with Marcus."

"We go way back to the same Artemis orphanage," the speedster explained. "Our powers manifested when we were super young. We're chalk and cheese. We mix perfectly."

"That is not what that saying means," Andrew said, "but he's not wrong, in a sense."

"So you're telepathic?" Peter asked.

'Pretty much,' the man replied using his mind powers. 'I can also read minds, and insert temporary thoughts to distract people or deceive them for a time, or even make them think something isn't there. For instance . . .'

Marcus suddenly perked up. "Is someone cooking bacon? Hell yeah, save some for - oh goddamn it. Andrew, seriously!?"

He gave his friend a playful punch on the arm.

"Next time at least make me see a super hot girl. This one is way too . . . elusive."

He jerked his thumb over to the last member of the group, who was an unkempt Asian girl, perhaps Japanese, with a very unkempt appearance. Her hair was in a loose ponytail but did not look managed at all, and her face was devoid of any makeup, with a little dirt smudge on her left cheek and a pimple above her right eyebrow. Her clothing was a mix of colour; a yellow top with a pink jacket and black pants, with her socks two separate colours all. It was a hodgepodge mix, as if she simply didn't care what she looked like. She was looking his way, her expression mostly blank, as if she were slightly bored.

"Nice to meet you," he said. He gave his most friendly smile, because even despite her odd fashion sense and mussed appearance, she was fairly cute.

“Good guess!” Fielding said. “You must have noticed the depression in the seat. This is Clementine Baker, alias: Miss-Appear.”

“I’m guessing you have invisibility powers?” Peter asked.

“What gave it away?” she said, her voice a little raspier than he expected it to be. The two boys chuckled as if there was a funny joke.

“Clementine, as you can *not* see,” Miss Fielding said, “has quite a strong and ongoing invisibility power.”

“Anything I touch or hold onto can become invisible if it’s small enough, or if I concentrate,” Clementine said. She picked up her cup of cola and began drinking. “See?”

Weirdly, Peter hadn’t seen anything, or at least *not* seen anything. And yet his power was telling him that she was using her own power, focusing it on the glass. For once, his own vision and his ability to intuitively understand things failed him, as if the two were glitching up against one another. It was almost giving him a headache.

“While we settle in, perhaps it’s best too . . .”

Agent Fielding stopped. She was staring at her phone, where something was pinging quite loudly. “Shit, an emergency. Yeah, I’ve got to take this.”

“Guild business?” Marcus said, excited.

“You don’t know that,” Fielding said. “It’s confidential. You three stay here and get acquainted with our newest member Peter. His power lets him unlock skillsets and understanding. It’s more impressive than I’m making it sound. Sorry, this really is important. I’ll be back when I can.”

She exited in a hurry, already dialling. Marcus immediately turned to Andrew.

“Tell me you got the info out of her brain? We gotta know what that’s about.”

Andrew raised an eyebrow. “I would never. I use my power ethically, remember? Psychics scare the shit out of people, almost as much as invisible ladies do.”

Clementine threw a pillow at him, which struck him very obviously across the face.

“I should have seen that coming,” Andrew said dryly. “*Should* have.”

“Nice,” Marcus said, giving him a high-five. “So new kid, what do you think of our power sets? Pretty nice, huh? Just don’t let Clementine do the ghost act and creep you out. We’d ask her to put on clothes so we can see her, but apparently she already does that and they just turn invisible too. Of course, *I* think she’s just always naked.”

“Hey!”

This time a soda can hit him in the head.

“You deserved that,” Andrew said.

“This is a joke, right?” Peter asked. The three of them looked his way, so he just pointed at Clementine, who had shifted on the couch. “I mean, you can see her right there too, right?”

There was a pause, broken only by the suddenly wide-eyed Clementine. "You - you can see me?"

"Um, yeah?"

She shot to her feet, grabbed another empty soda can, and flung it in his direction. Peter caught it easily; he'd already developed the reflexes of a juggler after all.

"Holy shit, you saw that?"

"Should I not have?"

Clementine broke out into an astonished smile. Suddenly the bored girl was literally bouncing on her feet, looking back to the Marcus and Andrew and then to him again. "You can see me! Guys, he can see me!"

"I'm missing something, aren't I?" Peter said.

"No *one* can see her," Andrew said. "I can sense her mind, but I can't see her. She doesn't show up on mirrors, reflections, cameras, nothing."

"I can't even see myself," Clem explained, moving towards him and dragging him to the couch. "Do you have any idea what it's like, not even being able to see yourself for nearly nine years? I don't even know what I look like since I went through puberty! I don't know my own face! Quick, describe it for me!"

"Describe it?"

"Right now - no! In private! Marcus and Andrew, scram!"

"No way, we were here first!"

She gave them a glare that would not work, but Andrew intervened. "Marcus, if you could read her mental aura right now, you'd run as fast as you can. Let's go play some of the videogames, okay?"

They retreated, leaving Peter feeling weirdly abandoned, overwhelmed, and surprisingly in an intimate moment with the apparently permanently invisible woman.

"Please," she said, her eyes warbling a bit with the promise of tears. "What do I look like?"

Peter was hit by a wave of nervousness. "Well, you've got black hair. Dark eyes. You have, uh, nice lips."

She seized him. "Tell me about them! What makes them nice?"

"Well, they look, uh, like a girl's lips. Full. Not thin."

"What else?"

"You have rounded cheeks, I guess? Not fat, I don't mean that! But sort of . . . cute. Is that weird to say?"

Tears bubbled in her eyes. "It's not weird at all. What else? Please!"

Peter was having trouble. "Well, your hair is long and pretty shiny, but . . . it's a bit of a mess."

Thankfully, she giggled at that, placing a hanging strand behind her ear. "It's hard to cut and style when you can't see it," she explained. "I've thought about going bald more than once."

"Don't do that!" he found himself exclaiming more stridently than he intended. "I mean, it looks nice. Just needs some work from someone who can see you. Same with the smudge on your cheek."

She gave him the middle finger, only to put it away immediately and blush a deep shade of red. "Sorry! I'm not used to people seeing that!"

Peter laughed. "It's okay! I was pretty blunt."

"I bet my clothes look so weird."

"Pretty weird, yeah. But kinda cool for someone called Miss-Appear."

She screwed up her face. "Don't even mention that name, ugh! I only have it because all the good invisible power names were taken. Call me Clem."

"It's nice to see you, Clem," he said, shaking her hand.

She wiped away another tear, and managed to hold back a broad smile despite all her fluster.

"It's nice to be seen," she said. "Tell me about yourself, Peter."

The Second National Bank was in its busiest period. Friday was always a rush day; people generally left their business to the last-second as a matter of behaviour, and that meant long lines and poor air conditioning and frustrated customers trying to explain why they should be the exception when it came to the particular offset rules of their home mortgage. For Hank Patter, it was just the last struggle before the weekend began, and he could finally catch up with his buddies and go fishing with them. His father had raised him on a steady diet of freshwater trout caught on the old-fashioned reel, and thanks to the local Fishing Club, he had managed to find some friends of the same late-twenties age who were also keen to have a regular Saturday away from the hustle-bustle of town. His buddies were keen, though sadly Pat couldn't make it. He was a guard at the SuperMax prison, and ever since a few days ago his messages had gotten weirdly rehearsed and direct, claiming that something had come up and he couldn't see people just yet. It wasn't like him, but maybe something had gone down at the prison that was all hush hush in the last few days. Hank ignored it for now, and focused his mind on the fishing, and how it would also take him away from customers who were downright rude, or simply said the same thing he'd heard a million times.

"You're quite tall, aren't you?" an older woman with white hair asked.

Hank fought the urge to sigh. He was indeed quite tall, at six-foot-three, with a beanpole figure that failed to take advantage of said height. With his spiky brown hair and glasses, he gave the appearance of a bit of a nerd, despite his love of outdoors activities.

"I am, ma'am," he said as respectfully as possible. "How can I help you today?"

"It's about a check I received," she said. "My, you are tall. How tall are you exactly? I can't imagine you'd be under six feet. Does your head get cold-"

"All the way up here? No, I can assure you it doesn't. Can you tell me about the check?"

Her face became more prune-like. "Well, there's no need to be in such a hurry, young man," she said, despite the line behind her nearly going to the door. Several of the other customers lining up could hear this exchange, and it was obvious that they were already sick of it and wanted it to end. Hank gave them his best look of sympathy before turning back to the woman.

"My apologies, ma'am, it's a busy Friday. How can I help you with your-"

He never got to finish the sentence. Suddenly, there was a bright green and gold flash in the centre of the bank, and a harsh cry erupted from the surprised crowd. Suddenly, right there in the central room was a superheroine, or supervillain. Hank didn't recognise her, but even behind the protective glass of the counter he was able to use his height to get a good look at her. She was a pinup-looking blonde woman with a black costume with the initials 'MM' upon it in thick red cursive. Her cape was bright yellow, and she wore thigh-high red boots and similarly red gloves that went nearly to her elbows. She was a damn good looker, but as much as he was a red-blooded male who could recognise a pretty woman, his bigger concern was her sudden arrival.

"Hello, citizens of Star City!" she announced in a sweeping mezzo-soprano voice that was both beautiful and commanding. "I am Madam Maternity, and I am here to hold you all hostage! None of you move, unless you are *expecting* some changes, haha!"

She laughed in a highly dramatic fashion, sweeping her arms out. A security guard rushed forward to apprehend her, weapon already drawn, but to the astonishment of Hank and the wider crowd she moved at a dizzying speed, easily disarming the man and pushing him backwards. Several people moved to exit the building in a terrified hurry, but she was quicker, zooming in a blur to the entrance and summoning a strange device in her hands. Instantly, an electric green field covered the door, preventing all escape. She tapped it with one hand, and it reacted almost like the surface of a taut trampoline, pushing back against her.

"I said that I'm holding you all hostages. No need to be such *babies* about it. That bit comes later!"

"Please, let us out of here!" one woman screamed. "I have a child!"

Madam Maternity laughed, and something about it sent a chill down Hank's spine. It was not the laugh of someone who cared.

"Don't worry at all, Agatha!" she proclaimed, and it was clear from the way the woman gasped that this was her real name. "By the end of this you'll not only have your child, but more than one, in fact! Now everyone stay calm, or else I'll give you such a bump that you'll never forget - trust me, that will make sense fairly soon! Hands up!"

The people put their hands up as one, and quickly organised themselves along the walls as she ordered them. Hank acted quickly. He had no intention at all of disobeying a supervillain, especially one he'd never heard of, but he was capable of quickly pressing the alarm button beneath his desk to summon the Protector's Guild. He just hoped they could arrive before something terrible happened.

Unfortunately, something terrible *did* happen. She noticed him.

"Hmm, Hank Patter, you devious sneak! I'll have to make you a bit more cumbersome if you're going to be stealthily summoning heroes against me!"

He staggered back, but once again she moved quickly as lightning. A gadget appeared in her hand, and it literally *dissolved* the thick bulletproof screen between them into nothingness. Not melted. *Dissolved*. Hank barely had time to yelp before Madam Maternity literally lifted him up by his shirt and pulled him into the centre of the room, where everyone could see him. The old woman he'd been serving looked horrified. He'd much rather be dealing with her again at that very moment. Instead, the voluptuous superheroine looked him up and down.

"My, you are tall, aren't you Hank?"

He had to suppress a groan, despite the stakes. "So I'm told."

"And very thin! That's what a diet of fish will get you!"

"How did you-"

"Know all about you? I'm Madam Maternity, I know everything! Of course, that's not what my name suggests, does it? What does my name suggest, Hank? Be honest."

He managed to stutter a response. "That you're a mother, perhaps?"

She giggled. "So close, yet so far! No, I have no interest in being a mother myself, but making other people mothers? Getting them all big and knocked up and pregnant, even if they were formerly men? Now that's my jam! I love 'bumping' people up, 'expecting' something more of them, 'laboring' over their new forms! Do you catch my drift, Hank?"

He shook his head. "I don't, uh . . ."

She rolled her eyes, letting him go as she walked around him in circles, demonstrating to the crowd a new weapon that had appeared in her hand. It looked like some alien tech or something, and it glowed a faint green-gold.

“Then allow me to demonstrate! I hit the SuperMax prison just a few days ago, folks, and made sure that a bunch of the supervillainous inmates *and* guards there would be adding more weight to their sentence, though at least they could get some nice maternity benefits! But it seems our dear Artemis Institute is already trying to keep my noble work hush-hush, so it’s time we went a little more public, and Hank here is going to help me demonstrate what I’ll be doing to everyone here - kiddies aside, of course. Though some of your older teen girls could learn some *motherly* responsibility!”

Hank trembled. Was that what had happened to Pat? No, it couldn’t be! He really hoped the Guild heroes were on their way, and that they somehow knew how serious this was. The entire crowd was looking at him, and he was just some beanpole dude in a suit who desperately wanted to go fishing.

“What - what are you doing to do to me?” he asked.

Madam Maternity rubbed her hands together conspiratorially, her gun disappearing for a few seconds before re-materialising. “Why, that’s simple, Hank. I’m going to turn you into a woman. A *pregnant* woman.”

A series of murmurs travelled through the hostage crowd.

“Oh, trust me, I’m not joking around now,” the supervillainess continued, flaunting her strange gun again. “With my amazing technological brilliance, I have created a weapon that has the power to not only instantly fertilise a woman hit by it, but also even fertilise and *feminise* a man as well. And not only that, but bring them both to a state of pregnancy where they have just a couple of months, weeks, or even *days* to go before they enter precious labor! What can I say, it’s a *labor* of love for me too. How do you feel about that, Hank?”

Hank had no idea how to respond. “I - I - please don’t do this. I just want to-”

“Go fishing, yada yada. Yes, I know! But fish is not very much advised for a pregnant woman, Hank, so you might have to put your trips on hold for a while. But don’t worry, you’ll have a new little *swimmer* to take care of anyway, and some nice big breasts to feed it with. After all, we *have* to do something about your figure. A pregnant woman should have a lot more curves, and your template doesn’t give me much to work with!”

Hank was silent. Surely this woman was insane? No one could simply *create* babies! Even by the powers he knew about, this was a bit much.

“Look, Madam Maternity, you know I’ve hit the alarm. The Guild will be here any moment now, and-”

“And you’ll be there to greet them, Hank,” she said coyly, “with a nice big bump and some milk-filled breasts, and some gorgeous little kicks in a brand new womb. Enjoy motherhood, Hank, and I hope you lot in the crowd enjoy it too, because you’re next!”

Before Hank could say or do anything else, she pulled the trigger on her strange weapon. He yelled in fear as he was instantly bathed in the green-gold light. Energy coursed

through him, suffusing every part of his form. The man staggered, nearly falling backwards as every part of him was immersed within the beam. For just a moment, when it ended, he thought perhaps that this was all some elaborate, stupid prank. That Madam Maternity was a villain like The Pretender, more interested in law-breaking pranks than actual villainy.

But then the changes hit him.

“Nghhh!” he groaned as the tensions rippled through his body. “What - ahhhh! Ohhh!”

He could barely speak as they began, and once they started, they occurred very, very quickly. The crowd gasped and carried on as his hair descended down his shoulders and his face bubbled and shifted to become softer. His lips became a little fuller, his nose daintier, and something happened to his eyebrows and cheekbones that he couldn’t quite discern. His moans became higher and more feminine as his testicles and balls retreated up into his body, a feeling that was utterly alien. He staggered again, clutching Madam Maternity’s shoulder.

“Enjoying it, aren’t you?”

“S-stop this! Before - ohhhhh God!”

His manhood finished its retreat, and he was hit by the strangely pleasurable feeling of a new vagina forming. At the same time, his legs became softer, arms too, and his body hair fell away completely except for above his new venus mound. His hips widened, stretching audibly even as his ass expanded also. His chest surged forth, two large and full breasts forming that had to be double-D cups in size, if not E-cups. They were full and heavy and all wrong on his figure, pulling at his slimmer shoulders and upper back. His huge nipples pressed against his professional top, ping-ponging a button off to reveal his impressive cleavage.

But that wasn’t the worst part. The worst part was the churning sensation in his stomach. The pressure was intense, and he could only clutch it as the skin grew taut.

“N-no! T-too much! Too much p-pressure!”

“Then let it out, Hank,” Madam Maternity teased. “Let’s get you nice and big and round! Time to cook that bun in the oven until it’s nearly ready!”

“MMHHPHM!!”

His belly expanded rapidly, abs separating, muscles disappearing as it became a round dome in mere seconds. It surpassed the first trimester in seconds, followed by the second, until it finally landed somewhere around the middle of the third, by which point his top had split open to reveal it. It was a massive change in his centre of gravity, and it was only thanks to his wider hips that he avoided falling over. Within, something kicked, shifting around in his new womb and causing the new woman to gasp.

“Oh God, oh God. I’m - you made me -”

“Preggers!” she said, rubbing his belly. “Congratulations, Hank! How does it feel?”

It felt impossible, alien, and *wrong*. His belly was heavy and full of life, and his tits sore, like they were full of milk. Something living was inside of him - an actual baby that belonged to him! - and his stomach felt huge in how distended it was. He couldn't even see his feet! It made him wish he'd taken the damn day off.

"Please, change me back!" he begged in his new womanly voice. It was surprisingly soft. Almost maternal. The crowd continued to murmur.

"Holy crap, she did it. She made him a pregnant woman."

"Shit, I don't want to be pregnant again. Two was enough!"

"No way am I ending up a woman! I just got a girlfriend!"

But Madam Maternity didn't seem to care. She just extended her gun out to the rest of the hostage group, who shrieked in terror.

"Your turn, everyone!" she announced, and with that she began blasting her green-gold energy ray at every target she deemed appropriate, which was practically everyone, including the old woman. Hank moved backwards, struggling with his - or her - new weight distribution. Her baby kept kicking, but the new woman could only rub her belly by instinct and watch in horror as the rest of the room began to be populated by heavily pregnant women. A biker, still in his leather riding outfit, found himself rapidly unzipping it as he ballooned, while the old woman de-aged to her early forties as she began pregnant also. Several tried to run, and a couple even tried to fight back. One larger man jumped in front of his wife and screamed invectives at Madam Maternity as he swung several punches at her. She dodged them easily, and for his trouble he was zapped not just once or twice, but *three* times by the villainess, leaving him not only even shorter and more feminine than most of the crowd, but with actual *triplets* in her belly. The poor new woman looked absolutely overwhelmed by her huge belly, and her now-also pregnant wife had to help pull her aside. Others were hit too: a girl of about eighteen was impregnated right alongside her mother, and Hank's own female manager Sarah was found hiding near the vault and given a pair of twins in her belly just to punish her.

It was absolute madness, and they were all helpless to it. It came as far too late of a relief when a wall smashed in, and a superhero finally arrived. Hank didn't recognise him, but he wore a classical blue bodysuit and was bristling with muscle.

"Stop right now!" he roared in a deep voice, even as he looked on in horror at the scene. "Or I'll stop you myself!"

Madam Maternity did indeed stop, though not after turning a rich looking gentleman in his thirties into a gorgeous blonde mother-to-be with innocent blue eyes.

"Monolith!" she said excitedly. "I'd hoped for a more famous superhero to tangle with upon my return, but you'll have to do, I suppose. What do you think of my work?"

He gazed around at the several dozen pregnant individuals littering the room, some of them so pregnant that they were having to lie on their sides. Those were the ones that had tried to fight back.

“I think it’s sick,” he said. “And I think you’re going to come with me, right now. There’s a SuperMax cell waiting for you.”

“Oh, I’ve been there already, but perhaps you haven’t heard, big boy? How about we make you a lot bigger. Say, in the chest and the stomach?”

He grimaced, readying himself into a fighter’s stance. “I won’t let you harm these civilians.”

“I never hurt anyone. I bless them! Now let me share a blessing with *you!*”

She fired her beam, and Monolith leapt to the side, his superpowered reflexes aiding his movements. He grabbed Madam Maternity and flung her through the hole he’d created in the side of the bank, getting her away from the hostages.

“Get out everyone!” he yelled, before leaping outside himself. “I’ll hold her off and bring her to justice!”

Hank ran - well, *waddled* at speed. He was one of the first ones out of the passage Monolith had made. Madam Maternity was in the street, already up and moving at lightning speed, firing her weapon. The fight between her and Monolith had only just begun, and he was holding his own . . . for now. But Hank couldn’t stay around. His new little baby was doing backflips in his womb, and he needed to get somewhere safe to take it all in. He didn’t even know what the new female him looked like. He was certain that he needed a bra, though. And that he also needed to contact his friends and tell them what had happened.

He doubted the fishing trip was going ahead tomorrow. Though perhaps he and Pat would have a lot more to talk about . . .

Part 2: Team Changes

Peter was excited. It was his first time out on 'patrol' after a week of training at the Artemis Facility. He'd been in contact with his Mom, but otherwise the news about the outside world had been largely suppressed while his power was tested and trained, and his ability to learn new skills and hold onto them recorded and measured. Hypotenuse had found it all rather amusing and fascinating, and even expressed jealousy. Agent Fielding was, per her character, a lot more stoic, exhaustively testing his ability to learn skills in person versus on the television versus from afar versus up close, and so on. In the end, it had been determined that his skill sets would come with some regulatory restrictions once released (e.g., no entering betting sports or playing at casinos for him) but that he otherwise did not present a major threat requiring further containment procedures. This was supported by his psych eval and general interactions with his new 'teammates', all of whom were itching to be out on the streets to test themselves. All of them wanted to be members of the Protector's Guild, and now that he was under their supervision too, they were well keen on making sure he joined them.

"You have to," Clem said. "You simply *have* to. You're, like, literally the only person that can see me, Peter! It wouldn't be fair!"

'Your power could also help us decipher the abilities of unknown and new supervillains and their technology,' Andrew added mentally.

Peter smiled. None of them could fly, so they were simply walking a beat around the central city district in Artemis-reg costumes. Marcus had done his up with some splashes of yellow and black paint just for fun. He'd probably get in trouble for that later, but he liked being able to represent his 'Dangerbee' colours. Andrew stuck out as Grey Matter purely because of his skin and eyes, and no one could see Miss Appear anyway. He, on the other hand, just looked completely normal, and he tried to avoid the gaze of other people he knew from college that might recognise him.

"I don't know," he said. "I'm still not sure. I mean, it could be fun, and I could keep testing my powers, but there's also a lot of danger in it. My Mom would worry."

"That's why it's better being an orphan," Marcus said, zipping back and forth several times out of impatience at their slow going pace.

"Yes, being abandoned at birth was a *wonderful* experience," Andrew said. "So much better I'm sure than simply losing your parents! Don't listen to my fellow adoptee. He's an idiot."

"A fast idiot!"

"Faster than his neurons travel. But I do sense some hesitation in your mind, Peter. You *are* considering this, right?"

Peter shrugged. "Okay, maybe a little. I mean, it's the Protector's Guild! The greatest assembly of heroes ever. And my powers could help, I know they could."

"But . . ." Clem said, frowning in his direction. Only he could see it.

"But I've never really known what I wanted to do in life. I've never been a slacker, but I've always sort of been in the background, I guess. Big steps are hard for me, and I don't want to lock myself into a future like that. It'd be big, leaving college."

Clem sighed. "If you don't join us, I'll sneak into your dorm and prank you."

"I live at home with my Mom."

"I'll sneak into your home and prank you."

He laughed. "I'll still be able to see you!"

"Your Mom won't! I'll haunt her, oooohhh! Unless you help me with my makeup and outfits and tell me if my acne is flaring up."

"Your acne is fine, Miss Appear," he said, using her codename, which he knew she didn't like. "I can't see any of it."

She smiled. "Thanks to you! I feel pretty as a butterfly."

"Too bad no one can see you," Danger Bee said.

"Adapt can see me, and that's enough."

Peter paused. "Adapt?"

Clem gave a grin. She really did have a cute grin, especially now that her hair and face were more organised. It had been awkward at first, helping her figure out her own face, but it had become a lovely bonding ritual between the two, now that they were part of the Artemis training team. Just like helping Dangerbee use his power to the best of his ability thanks to his own ability to read its limitations and strengths, or how Grey Matter's nerdiness and love of pop culture made for fun discussions.

"It's the name you should adopt," she said. "If you decide to join the Guild like we will! It fits your powerset."

"I don't know . . ."

"He likes it," Grey Matter said, tapping his skull. "I can read him. He just doesn't want to admit it."

Peter blushed before falling into a laugh, and the others joined him.

"I guess no action today," Clementine said. "A shame. I wanted to bust some skulls."

"Me too," Marcus/Dangerbee said. "At fast speed!"

"I could use some testing of my powers. I think I can induce sleep or incapacitate with enough mental energy."

Only Peter seemed glad not to have any action going on. Simply being out and about with new friends on a lovely blue-sky day was enough for him, especially since he didn't have loads of friends in his regular life. He was also watching a man play the violin while

basking as he walked by, and he thought if they could circle around a few more times he'd be a passable player himself by the end of the day.

"Maybe it's a slow day," he said, shrugging. "Sometimes crime does take a holiday."

He never finished the sentence, because at that very moment their watches lit up. They were standard Artemis-issue, capable of tracking their movements as well as keeping them alert to any important orders or major issues going on. And there was a major issue going on.

It was a Code Yellow.

"Woah," Grey Matter said. "That's unexpected."

"Is it?" Peter said. "I forget the colour thing."

"Your whole deal is learning stuff!" Marcus exclaimed.

"Only if I pay attention."

Clem cut in. "Code Black is world ending. Red is 'summon all heroes' shit. City destroying stuff. Orange is a step down but can lead to red. Yellow is the next step down from that: still major, and a call for all nearby heroes to come help. Basically, villain on the loose causing *major* property damage, maybe even death. A bit step up from the regular Code Blues."

Peter gulped. "Well, I guess we better step back and let the—"

"Are you kidding?" Marcus cut in. He gestured to his Dangerbee painted stripes. "This is our moment to get involved."

Grey Matter nodded. "I don't want to rush in like my bestie here, but I agree." He touched his temple. *'I can sense disturbance and fear,'* he communicated mentally. *'It's Monolith. He's in trouble.'*

Clem gasped. "I like Monolith! We should go help him."

"Can we even do that?" Peter asked.

Andrew held up his watch. "With Code Yellow on our watches, I'd say we can. Let's go, Dangerbee."

Marcus gave a "hell yeah!" and began to speed ahead, while the others started running. Peter had a moment's hesitation, and again that indecision over whether to become a hero or not came over him. But then Clem gestured to him to hurry up as she excitedly ran forward, and he decided to follow.

As they moved further into the CBD area, their watches bleated more information to them, the caller back at Artemis filling in all available heroes in the nearby area.

'I repeat, Code Yellow in the Star City CBD area. There has been another raid on a bank, this time the ANP Bank on Hartman Street. Be advised that the same culprit is behind it as before: a woman in a black costume with a yellow cape and red gloves and boots. She

has the initials 'MM' on her costume. She moves unnaturally fast and has access to advanced technology. She calls herself Madam Maternity and has taken hostages.'

"The second attack?" Andrew noted as they approached. "How come this is the first I've heard of it?"

"We are rather cooped up in Artemis," Peter noted.

But Andrew shook his head. "Not me. I keep tabs on everything; the brain helps me. I would have heard about a first bank raid!"

'Repeat, Code Yellow. Monolith is on scene once more but requires help. I've just received new information. All cadet-class guild members and trainees are to avoid the scene. I repeat, all cadet-class guild members and trainees are to avoid the scene. Do not discuss this event or the names involved. This comes as an order directly from Lady Glory.'

"Wow, it's serious," Dangerbee said, zipping back to join them. "Serious shit is going on up ahead! It's really weird you guys!"

"We can't go any further anyway," Peter said. "We've been told to go back."

"I didn't hear a thing," Andrew said.

"What are you talking about? The watches just said-"

But Andrew was taking off his watch and storing it away in his costume. "Something weird is going on, and I intend to find it out. It'll be a test of my power. Marcus, what did you see?"

Marcus blinked. "Nice, bro! I knew you had it in you. But, um, are you sure? There's weird shit ahead. I didn't catch much of it because Monolith was throwing cars around, but there's a heap of pregnant women there. It's like she's taken a whole maternity ward hostage."

Clementine gasped. "Well, someone's got to help in that case! That's horrible!"

"Agreed," Grey Matter said. "As an orphan myself, I'd rather others don't share my own childhood, or Marcus'."

The three seemed to come to an agreement, and once more Peter was on the outside of it. He knew what his mother would say: "Turn away and don't look back! It's too risky and you've got your whole life ahead of you." It was good advice. The only problem was that she was not there. His new friends were, and he wanted to help. For perhaps the first proper time, he had an actual itch to be a hero, even if it was just to impress Clem.

"Fine, let's go! I'll try and-"

"No, not you, Peter," Grey Matter said, instantly deflating Peter. "You're several weeks behind us. We've all had some form of cadet training."

"But you just said-"

"Marcus and I have a reputation. Well, Marcus does, but I can take it. Clem, can you get Peter out of here while we investigate."

Clem nodded, then realised she was getting used to nonverbal signals thanks to Peter, and had to give a verbal cue.

“Of course,” she said. “But please, do what you can for Monolith. He’s really nice to me. He didn’t make fun of my permanent invisibility once!”

“We will,” Marcus, “promise. And I’ll keep Andy here out of too much danger. I’ll just zip him in and we’ll see what we can find out, okay?”

Clem grabbed Peter’s hand. Her fingers were nice and soft, but he couldn’t help but feel a mild disappointment. Grey Matter seemed to sense this.

“It’s for the best, Adapt,” he said, using the codename to lift his spirits a little. “Clem, keep the watch on. I’ll call if I need you.”

And with that, they took off, leaving Peter to be led away by Clem.

“It’s the right call,” she said. “I’m less trained than those too as well. I can’t even turn my power off.”

“Me neither,” Peter noted. He had been looking straight at Andrew. Grey Matter was hiding something. He was suspicious, and Peter’s adapt ability meant that he could ‘see’ how the grey-skinned man was reaching out telepathically.

Who was he trying to contact?

Marcus hadn’t lied: shit was indeed *weird*. The ANP bank had been burst open, smashed windows and destroyed doors and all. Glass was all over the street, and cars were wrecked as well. Numerous citizens were still fleeing for their lives, and thankfully none of them looked too hurt. What they did look, however, was *pregnant*.

“Damn, Dangerbee,” Grey Matter said, “you weren’t kidding! There’s pregnant women everywhere!”

“I told you so!” Marcus said. “Did this ‘Madam Maternity’ just teleport a heap of them here or something? There’s like two dozen!”

“Thirty three, actually,” Grey Matter said, whose mind could read them all presently, even the few still in the building. “And that’s not even counting the fleeing ladies we passed to get here. Did you notice some of them were in construction outfits or torn clothing?”

“Yeah, one even flashed me. She was spilling milk everywhere. Super weird.”

“Something is definitely going on,” Grey Matter said. “The radio caller has now stopped telling us about the situation at all, claiming it’s now unresolved. Does *that* look unresolved to you?”

He pointed down the street, where the costumed woman calling herself Madam Maternity was battling several heroes at once. Negatron was flying about, her armoured

booster pack keeping her aloft as she threw out electrified webbing, while Paper Mache summoned hundreds, if not *thousands* of paper planes to knock the flying woman out of commission. The villain dodged every attempt to get her, flashing to the side in a way that was eerily reminiscent of Dangerbee's superpower, all while summoning a strange alien-looking gun in her hands and firing back. The two women barely had time to duck, and the blast missed them just in time.

But the real attention-grabber wasn't even that portion of the battle. Instead, it was another pregnant woman, the most pregnant woman either of the young men had ever seen, and not by a small margin either. Her swollen stomach was immense, jutting out so far that it would have been literally impossible for her hands to meet in the middle, and she was not a short-limbed individual either. Her belly had taken on a blimp-like shape, sitting low from the sheer heft, but so swollen that her large breasts were resting easily upon it. They were certainly among the largest breasts either young man had seen as well, and were clearly leaking through her costume. And she was wearing a costume too, one that matched Monolith's exactly: a blue bodysuit with white stripes. She was even tall and heavily muscled just like the male hero.

"No fucking way," Dangerbee said. "That can't be-"

"It's him," Grey Matter said, touching his temple, his inky void-black eyes glowing silver for a small moment. "It's the same brain pattern as when we first met him. Only he - or *she* - is very, very angry and ashamed right now."

"I can tell why! He's a goddamn pregnant woman! Like, *super* pregnant, no pun intended!"

"He's been *made* pregnant," Grey Matter said, connecting the dots as he gazed over the parade of other moaning women on the street, some of which were too swollen to even escape. Many were wearing torn business suits, some were in ripped construction outfits, and only about half were in anything he would consider 'feminine.' He adjusted his mental powers across them, scanning more deeply.

Oh God oh God oh God I've got tits I've got big tits and I'm pregnant shit did it just move is that a baby that just moved what the fuck

Breathe just breathe Janice you've done this before it's just a minor contraction not the real thing just breathe and figure this out later it's just one more baby than usual

Why did I come into work today that Monolith and Negraton better fix this there's no way the guys won't laugh at me getting turned into a knocked up lady for a day shit it better just be for a day dammnit

The thoughts tumbled and turned around, spilling out in a stream-of-consciousness. But they all told the same story: Madam Maternity had, as her namesake implied, actually *caused* maternity somehow, even in *men*.

“Dangerbee, stay out of her sight and avoid the beams of her weapons at all costs. Those things are impregnating people! Get everyone to safety that you can, I’ll see if I can knock her out!”

Marcus grabbed his arm. They ducked behind a car even as Monolith flung a truck across the street, which Madam Maternity just managed to dodge. Despite how ludicrously pregnant the feminised hero was, she was still incredibly tough, buff, and tall, looking like a pregnant Amazonian warrior.

“Madam Maternity!” she roared, her voice low and growly for a woman’s. “It’s going to take a lot more than this to stop me! You’ve got three heroes against you and more on the way! Surrender before I get really angry!”

But the villainess just giggled, her voice carrying over the carnage. “Oh, but you look so delightful with so many buns in the oven, Monolith! Why don’t you come a bit closer and I’ll bless you with even more! And Negatron here will be Positron soon, when she tests *positive* for a few little ones!”

“You heard her, she’s not stopping! Take her down, Paper Mache!”

But again she dodged the stream of paper planes that tore her way in a torrent, blasting through them with expert precision. Paper Mache barely managed to block the impregnating ray as it shot down numerous pieces of paper from the sky.

“You’ll be crafting baby shower cards soon, my dear!” she exclaimed in her musical voice. She continued to call out ridiculous puns and jokes, like this was all a game to her. Thankfully, it gave time for Dangerbee to zip around in his straight lines, helping evacuate the pregnant women to a safe area beyond the area of the fight. Marcus was astonished by the fact that each of these women had not been pregnant thirty minutes ago. A number of them begged for him to change them back.

“Please! I’m meant to be a man! I’m a wealthy man, I’ll pay you if you turn me back! I have a wife and kids! I don’t want to be a mother!”

“I’m real sorry dude, but that’s out of my wheelhouse. Don’t go too far, and Artemis will send what people they have to help.”

“But - ughhh - what if I go into labor? Is that a possibility?”

“I have no idea, man! Just hold on! And, um, maybe cover up!”

The ‘man’ in question had become a raven-haired beauty with a curvaceous figure that Marcus would have had lovely dreams about, were she not extremely pregnant. Hell, even *with* the pregnancy, she looked damn fine, with large supple breasts that formed a natural cleavage even when totally bare. It made him feel quite awkward about rapidly escorting her, knowing she used to be a man.

“Think unsexy thoughts,” he said to himself. “Think unsexy thoughts.”

He leapt back into action, transporting a young eighteen year old and her mother who had both been impregnated. That had to be awkward for the pair of them. Even more awkward was a former father-son duo, but Dangerbee had little time to dwell on this; he was already ducking stray blasts from Madam Maternity and trying to get non-affected citizens out of there as well: a fleeing old couple were hit by the ray and reverted back to their mid-thirties, now both attractive women with swollen stomachs full of life. When he shot forward to try and reach them, another stray blast hit them again, and their stomachs and breasts expanded visibly even more, causing them to groan.

“Holy shit, she can *keep adding more!* No wonder Monolith is as big as he is!”

He made a mental note to *definitely, definitely* avoid the beams, and could only hope his best friend had too. Of course he had; Grey Matter was the brains of the pair.

Andrew indeed was keeping out of sight as best as he could. He cursed himself a little, wishing he had brought Peter with them. Sure, it would have been an even bigger violation of protocol than what he was currently undertaking, but with his Thought-class Adapt ability the newbie could have figured out the nature of Madam Maternity’s powers. Were they Gadget-class? Warper-class? Something new? They could certainly learn more about her tactics in a fight too.

But he couldn’t let himself think that way. This was his and Marcus’ risk, and he trusted Clem to stay out of danger too. It was her whole power, after all. Instead, he used his increased mental powers for observation, even as several more individuals were feminised and impregnated. One was a minor weatherman he recognised from television.

“Forecast is . . . Mayternity!” the supervillain cried. “And the weather is looking . . . heavy!”

She zapped him with that golden-green beam again, and the poor man groaned, clutching his belly as it swelled up with another child, his female figure now full with twins.

“Ohhhh,” the new woman moaned. “Please, it’s j-just a job! I didn’t mean - it’s just a cheesy meteorology broadcast!”

“Exactly! And you’re *expecting* some big developments on the horizon! Lots of rain - or at least water breaking!”

Another zap, and the new weatherwoman regretted saying anything, because soon a third baby was swelling into existence, leaving her puffing and panting and struggling to stay upright with her globe-like stomach and petite chest adding to the weight.

Grey Matter felt sorry for the new woman, but he couldn’t interfere yet. He was focusing his mental energy on Madam Maternity, but with her movement it was hard to track. She had some defensive shield up in her mind that left her utterly blank to his sixth sense, so he had to ‘fire blind’ by using his sight for his psionic blast instead. It did occur to him that despite all of the heroes present being at least in the B-tier of heroes, the villainess wasn’t

taking the fight seriously. In fact, with her puns and jokes and focus fire upon the civilians, she seemed to be far more concerned with getting as many people randomly impregnated as possible. She wasn't concerned about being hit at all. But perhaps a *mental* attack from a Thought-class power would make all the difference.

Grey Matter summoned all his concentration. He took a risk, reaching out mentally to Negatron, Monolith, and Paper Mache.

'Field her in front of the parked yellow truck. I'm going to try and paralyse her with a mindbeam.'

'What are you doing here?' Monolith's mental voice echoed back. It was, unlike the rest of her, still male. *'No cadets nearby!'*

'Well, I'm here, and you're not looking so well! It's only a matter of time before Negatron and Paper Mache end up pregnant like you. So why don't we try something different?'

'He's right, Monolith,' Paper Mache's voice responded. *'I'll try and field her. Negatron, use your wide sweep ray on her left. I'll take the right.'*

'Got it. I am way too young and single for kids!'

They leapt into action, Monolith reluctant to go with the plan but clearly with no ideas himself. She tried to tackle Madam Maternity, and for her efforts swelled up with yet another baby. She had to be carrying quadruplets at least, if not more. She roared in anger and embarrassment, but kept on the attack, while Paper Mache and Negatron used their abilities to prevent Madam Maternity from easily escaping out to either side. She fled back, blasted a fleeing civilian and bloating them up with a baby, and landed in front of the yellow truck.

"You can't stop Madam Maternity!" she shouted. "You'll have to *bump* up your efforts if you think you can do that!"

Grey Matter launched his mindbeam. It was a full concentrated effort of psionic energy, and he had Peter to thank for the idea. During their last week of training, his Adapt ability had been able to see this particular power as something that could be weaponised. He did so now, sending the mental equivalent of a DDOS attack straight into Madam Maternity's head, a barrage of information and dadaist nonsense that would overwhelm her senses and induce a harmless but incapacitating seizure.

Only it didn't. The beam went straight through her, passing out the other side and dissipating into a psionic haze that only he could see.

"What the -" he managed.

The villainess looked his way, and she grinned. She held up a finger and wagged it.

"Naughty naughty, young man! Time to teach you some *responsibility!*"

She teleported in an instant right before him, and the normally calm Andrew staggered back in fear. The woman's form was beautiful and curvaceous, but her mischievous grin made Grey Matter's heart beat furiously in his chest.

"Time to make Grey Matter a Great *Mother!*" she said, giggling.

He tried to call for help from his friend, the only one that could save him in this moment, but it was too late. He could already sense that Dangerbee was three blocks away delivering civilians to safety. He shielded his void-black eyes as Madam Maternity hit him with her impregnation ray. The energy flooded through him, and it was impossible not to groan out loud as the changes rapidly swept over him. His chest surged forth, new tissue working to form an embarrassingly large pair of breasts. He had to scramble to unzip the front of his Artemis cadet costume just to make room for the grey cleavage that was growing there. But that wasn't the only change; his hips flared out, his height shrank a little, and his penis pulled back into his body in a manner that caused his voice to literally squeak.

"Ahhhh! Ohhhh!"

Madam Maternity was already gone. Grey Matter tried to fire off another mindbeam on the off chance of catching her, but she was re-engaging with Negatron, and one of her own beams caught the tech-super in the chest. In moments her jetpack was having to add a greater boost just to keep her aloft, as her belly expanded with a baby.

"No! Damn it!" she cried. "Fuck you!"

"On the contrary dear, you have been 'fucked'! Or at least it appears, given your nine-months pregnant state, ha!"

Grey Matter gasped as his balls retreated and his shoulders slimmed. Everything was changing, making his uniform fit oddly. His stomach bubbled, and it expanded forth at the same time as Negatron's, causing his breasts to balloon yet larger. They had to be E-cups at least; they certainly felt massive on his body, though soon they were resting his belly. He had to pull up the hem of the uniform just so his dark grey stomach could stick out.

"Ughhh! Oh, I can s-sense it!"

A new life - thankfully just one - was now within his belly. Within *her* belly. Her silvery hair extended down her back, and she could only cradle her swollen form in astonishment. More than the weird physical movements, her power was literally picking up the nature of her new child within her, confirming it was not just a simulation or simulacrum. It was a real, living, breathing individual. It even shared some of her brainwave likenesses, confirming that, somehow, the child was biologically hers.

"Impossible," she said. "This is impossible. Shit!"

The normally in-control young man-turned-woman began to panic. It would be too much for a regular person, but with her telepathy it gave her a double-feedback that left her reeling. She was *actually* pregnant. There was a life inside her, one that would have to be

birthed out of her new vagina. Her sore breasts felt as if they were full of milk, and despite its rapid growth, her baby's mental energy was one of contentment within her. Somehow, that made it even worse!

'Marcus! Help m-me!'

Dangerbee heard the mental cry of his best friend, and ran at full speed in a series of straight lines, angling around to save him. He stopped suddenly at the sight of Grey Matter; his best friend was now a very pregnant grey-skinned woman with long hair and damn big breasts. She was trying to cover up, her cheeks blushing a sort of silver colour.

"Holy shit," he said. "Andrew!"

"G-get me out of here! P-please!"

Marcus nodded. He looked up. More heroes were arriving now, en masse. He recognised Sunshifter and Jaywalker, but many others he had no idea about. His own watch wasn't updating the situation, but as Monolith launched past, he could see it was now blinking at a Code Orange.

"You're out of time, Madam Maternity!" the strong-muscled superhero roared.

The villainess looked around at the amount of heroes coming in, and gave a simple shrug. "You may be right, Monolith! But you have even less time, and what a time it will be when it comes!"

Monolith jumped, but Dangerbee could see it was already a mistake. The incredibly pregnant woman couldn't exactly shift her trajectory in mid-air, and Madam Maternity took advantage of the moment to fire her beam at him twice. Monolith fell to the ground, catching herself and keeping her babies out of danger, but she finally collapsed to her side, at least for a moment, as she struggled with the emergence of yet two more babies. She looked like a really buff take on the Octomom by this point: her belly literally stretched her costume to the brink, and it sat low now, down to her mid-thigh. It *churned* with the movement of children.

"Fuck! We're getting out of here!" Dangerbee said. "Screw this shit!"

He grabbed his best friend and helped lift him up. Madam Maternity looked his way, however, and in the moment of indecision between dropping Andrew and running or going at half-speed, Marcus was hit by the beam anyway.

"No! Shit!"

He moved quickly, grabbing Andrew who had just taken another hit. The grey-skinned telepath groaned as her stomach pushed out further, but Dangerbee had his own problems, because his figure was warping even as he tried to run. He made it just around the corner before falling over with Andrew beside him. In moments he too was changing, his hair becoming remarkably long so that it fell nearly to his ankles, and his chest

developing into full C-cups. His hips became wide, though not so much as Andrew's, but his waist was certainly thinner, his form overall more lithe and petite.

That was, until his stomach swelled outwards as well, filling up with a child that rapidly worked on making itself known with a flurry of kicks.

"You s-suck man," the new girl grunted as she sagged to her knees. "I should never have f-followd your advice. I'm the one that's meant to throw us into s-stupid situations, but this was y-your fault!"

Grey Matter gave a pained expression to her friend. "I'm sorry! I didn't know - something was weird about her."

"You mean like making us into pregnant women *weird!*?"

Grey Matter was about to explain, when suddenly Madam Maternity's voice echoed across the block, as if amplified by her strange technology. More heroes were pouring in, and she made her desire to escape known.

"Well, it's time for me to go! I hope all the new mothers here enjoy their little buns in the oven! I'll see you next week at the parade, Monolith! But for now, enjoy the fruits of your *labors!*"

Grey Matter and Dangerbee managed to shift their heavier bodies around the corner just in time to see her release a massive pulse of energy that radiated out across the entire CBD area, even to the 'safe zone' where Dangerbee had taken numerous civilians during the fighting. All at once, every impregnated woman was hit by a deep clenching sensation in their stomach, a powerful cramp that made their womb *squeeze*.

"Ohhhhhhh!" the two friends grunted at once. They sagged to the ground, their crotches becoming damp as a trickle of clear fluid watered down their thighs.

"I think - I think our water j-just broke!" Andrew gasped.

"What? No! It can't be, we only just got - NNGH! Ahhhh! MMHMM!!! Shit, that was a contraction, we're going into f-fucking labor!"

Everyone was. The pair were surrounded by pregnant women, all of whom were grunting and groaning as the first contractions began. The sensations were painful, discomforting, but also rather quick at the same time, as if Madam Maternity had sped up the whole process. Grey Matter looked up into the air where she was floating over Monolith, who looked more overcome than anyone with her massive litter of children. She blew the massively pregnant hero a kiss, and then teleported out of existence.

"Nngghh!" Monolith cried. "I'll g-get you! You hear m-me Madam! I'll f-find you and bring you to j-justice! I'll - agggghhhh!!!"

Her water broke, and a very long labour began. Grey Matter was hit by the collective psychic energy of an entire mass of labouring women and let loose a scream. She bore down and tried to focus on making it through the next contraction.

She, her best friend, and an entire collection of heroes and civilians, many of whom used to be male, were all about to become mothers. And there was nothing any of them could do but ready themselves for the birthing process.

Grey Matter pulled down her pants. It was the logical thing to do. She was already receiving the psychic backlash of many other struggling mothers-to-be, all of them in labor, and some of them going into it much quicker than she. The poor meteorologist who had been afflicted with multiples had been blessed with impressively wide hips, because one was already lowering into her tunnel, and she was frantically trying to unbuckle her pants before things got hairy. Thankfully, one of the heroes who had been unaffected was swooping down to aid her. Andrew had no desire whatsoever to let things get that dire, so he summoned her pragmatic mind and focused her considerable mental energy towards a meditative state. Her body relaxed, and she managed to haul herself back and lay against a section of the sidewalk. It wasn't particularly comfortable, but it would do. She placed her pants and underwear beneath her crotch so her children could be delivered safely, as well as to soak up the fluids that would inevitably arrive, and were presently arriving also.

"Ahhhh," she moaned. "Breathe. Breathe and focus."

'Breathe and focus. Use your p-power Andrew. Don't fight it. Don't try to deny it. Go with it and listen to your body.'

As Grey Matter, she had mostly turned her power outwards to read the thoughts of others, aiding them or causing them to slip up depending on her needs and what her path to herodomy would eventually require her. But one didn't become a great telepath without knowing one's own mind, and so she was able to calm herself further using a number of meditative strategies. The brain was a remarkable organ, capable of de-stressing the body when necessary. She called upon that power now. Her large grey breasts and wider hips and lack of manhood were all still alien to her, but their foreignness was background radiation compared to her current focus: the two minds within her new womb who were readying themselves to exit.

'I am here. Your father - mother - whatever I am, I'm here. Don't panic. You can't understand me, but this is my voice in your mind, soothing you. You can do this, and so can I. We can do this together.'

The contraction hit, and she rode it out. The pain was terrific, but there was something accelerated about it. Already that urge to push through her new female opening was growing, though it was not all the way there yet. She allowed herself the release of grunting and groaning, even as her mind sealed itself safely away from the pain as much as it could.

"NNGHHH! Ahghhh! Ahh - ahh - ahhh!!!"

It passed, allowing a respite, and for Grey Matter to stroke her fertile roundness. Her suit, which zipped up, was now open to allow her large belly to be exposed. It trembled, full of pressure, already preparing to squeeze forth its living contents soon.

“This is crazy, but I just need to f-focus.”

She did so again, riding out the next terrible contraction, and ignoring the strange pressure in her breasts. All that mattered was keeping herself calm, and her new babies, and reaching out mentally to her equally changed friend. In the chaos of organising her own self, Marcus had left her side.

‘Dangerbee! Dangerbee! Marcus! Are you there, brother?’

Marcus heard the voice in her head, and knew that things must have been serious for Andrew. They had long considered each other brothers in all ways but blood, but rarely referred to each other as such, unless things got real. And they were indeed very real.

‘Ngghh! Yes, it’s m-me! I’m j-just helping a woman on the s-side of the street. She was under rubble, but is okay. But we’re both - ngnhh! - going through something!’

‘I’ll say!’

‘Andrew, what the actual fuck is h-happening to us? I f-feel like I’m a p-pregnant w-woman! I’m having, like, false contractions and stuff! Is this an illusion or whatever? Please tell me this is a freakin’ illusion already!’

‘It isn’t, I’m s-sorry. I’m - ahhh - also going through contractions. My power lets me read minds, and I can sense two minds within me, and another within you. You are pregnant for real, Marcus.’

‘F-fuck!’ she screamed psychically, and mirrored it by yelling the same out loud. She wasn’t too far away from Grey Matter, in fact. Andrew was impressed by how her best friend had somehow managed to still use her power to travel halfway up the block to help the woman. Now, however, she was leaning against a parked car and squatting. A nearby man helping her, and she was trying to push him away, but it was clear she needed the help.

“D-don’t need your help!” she said. “J-just have to reverse - NNGHH!!!”

The man ignored her, and helped unzip part of her costume. It worked to decompress her belly, but Dangerbee was too embarrassed to remove her trousers and pants.

‘You h-have to!’ Andrew yelled into his mind. *‘I’m in l-labour too! We’re all going to g-give birth! Look down the street, for God’s sake!’*

Marcus was obstinate, even though tears of pain were emerging at the corners of his eyes. But he - or rather, *she* - was able to take a look at the chaos that Madame Maternity had inflicted, and what was unfolding.

“Oh my God,” she gasped.

Already several babies were being born. One of the bankers - formerly male, judging from his suit - had a baby against her dark chest, and it had already latched onto her full,

milk-producing breast, much to the former man's astonishment. Others were doing the same, instinctively feeding their newborn babies even as they screamed, pushing out more newborns. The ones who had formerly been women and likely also mothers seemed to be adapting the best, though an actual mother-daughter pair now looked more like twins of the same age as they pushed out their babies, both shrieking in terror as they gained new children/grandchildren/siblings, depending on which one was being referred to.

Even the heroes were having their babies. Paper Mache was in the same labor pangs and Grey Matter and Dangerbee, but was using her power with incredible resourcefulness. Even as the adorable Japanese-American hero spread her legs and focused on her breathing, she reached out with her *Kinetic-class* power to fold numerous large origami out of any paper source nearby, including the ones she had brought. In doing so, she made large folds for other labouring mothers-to-be to rest again, as well as a more sanitised area between their thighs for when they gave birth. Negatron, on the other hand, was using her ever-shifting technology to provide readouts on her own body and that of others. She barked orders furiously, ensuring civilians nearby could call emergency services and also attend to those affected.

"NNGHHH!!" she grounded, bearing down.

Dangerbee let out the same, still standing, still refusing to give in despite the sight she had just taken in. She didn't even want to look down at her now visible cleavage or wider hips or even her much longer hair. She wanted to simply run away as fast as she could, but even a waddle was a near-impossibility now with the urge to push dominating her.

'I can't do it!' she cried out to Grey Matter.

'You can.'

'I don't even want to believe this is real.'

'It - ahh - is. Look to your right and you'll see!'

Dangerbee rode out a terrible contraction that left her grasping the massive orb that was her belly, and then looked to the right. The most shocking sight of all was only thirty or so feet away, and it nearly made her stagger to see. Monolith, the titan of strength and fury and easily the most grotesquely pregnant of all the heroes, had literally *ripped* off the entirety of his/her spandex-like costume, leaving the former male naked to the world but for his mask, which wouldn't protect his identity much anyway given that he was now a she. The new woman was on her side, her enormous belly larger than the size of a fridge, and she was roaring like a powerful lioness as the first of numerous babies began to crown from her vulva.

"AAARGGGGHH!! DAMN YOU MADAM MATERNITY! I WILL GET YOU! I WILL - NNGHH!!! - BEAT THIS! YOU BEST BELIEVE I'LL BE BACK IN ACTION S-SOOOON!!"

But then words were beyond her. The first child emerged onto the blanketing sheets of folded paper Paper Mache had prepared, and the poor formerly masculine hero had little break before the next major urge to push came, and she was roaring once more. Her babies were coming out of her with impressive rapidity, a testament to the sheer amount of unending pressure in her overstuffed womb.

It was, in many ways, the horrid sight that Dangerbee needed to see. The reality of it sunk in fully. If even Monolith in all her pregnant glory (or horror) recognised the need to forgo a sense of shame to get through this act, then she needed to as well. She finally allowed the male civilian - a man calling himself Jake - to help pull down her trousers.

“D-don’t get too comfy, I’m actually a d-damn dude, got it?”

“I’m an off duty paramedic, for God’s sake! Just let me help!”

“Good! Because I n-need to fucking p-push! OHhhhhh!!”

She did so, and already the baby was descending to her canal, courtesy of her standing position and the helpful aid of gravity. Even as it lowered, her hips widening a little from the strain, Grey Matter was at a similar stage. She grunted and groaned, still placing her mind in an increasingly fragile meditative state. Her tunnel bulged painfully as the first life entered it, but she paid the pain as little heed as she could, pushing and pushing as if her life depended on it. She was not alone in this: Negatron’s first child was crowning, and Paper Mache was nearing the arrival of her first.

‘It’s okay, little ones. I don’t know what or who or how you are, but I’ll t-take care of you! I can feel your minds, there is no need to panic! You’re about to - nnggh!’

She pushed, and the first child crowned. Another herculean effort, and it was delivered. She barely was able to grasp her child and pull it up to her chest for another contraction began. The emergency services were arriving on scene to pick them up, but Andrew’s entire focus was on the writhing, slimy child in her hand.

It was just like her. A daughter in fact. Grey-skinned with void-black eyes, and somehow one of the most beautiful things she had ever seen, despite also being the most unexpected. A strange instinct hit her, one she couldn’t quite understand how it had come to her other than by way of her new gender and hormones. She unzipped her trainee suit further and pulled at her top, freeing one of her large grey breasts. She was still getting used to having those, but the pressure within them made their purpose obvious.

“There there,” she said aloud, “there there. It’s okay. Mommy - I mean, I’m here.”

She placed her baby against her breast, and after several moments of attaching it finally latched and began to drink. The sensation was as alien as it was right.

“Ohhhhh,” Grey Matter moaned.

It wasn’t over yet. The second child was still coming. Her daughter’s twin entered literally on the heels of its sister. She spread her legs further, her meditative state gone now

that her mind was back in reality. The accumulated stress of so many new mothers was hitting her mind on all fronts, and at the forefront was Dangerbee who was desperately pushing.

“N-nearly th-there! Just one l-last p-push, damn it!”

She screamed in frustration, and Jake the paramedic caught the child as it arrived. Fluid splashed everywhere, and the afterbirth was not long after, but he helped get Marcus down into a resting state and place the baby against her chest.

She was not nearly as ready to feed as Grey Matter was, but instinct called all the same. Jake helped her, freeing one of her breasts and settling the child against it. Grey Matter was too tired to determine the gender, and she had her own concerns. Others did too, particularly Monolith. She’d birthed three children and didn’t even look halfway done yet.

‘This is the craziest fucking day of my life,’ Dangerbee thought, knowing her friend would hear it.

‘You’re not - ahhh - wrong. And I’m not d-done yet!’

The emergency services were finally arriving, and a fleet of Artemis vehicles as well. It was a good thing for those who were still deep in the throes of labor, but Grey Matter wasn’t quite sure they’d reach her in time. The instinct to push hit her like a freight train, and no force on earth could stop it. She clutched her beautiful little baby, steadied herself, took a deep breath.

And pushed.

No one could contain the spread of news this time. Lady Glory sighed as she looked at the various monitors covering the various news stations, as well as the reports flowing on to other states and nations. She had truly hoped that this could be contained, and this time Madam Maternity could be caught.

“It’s as bad as we feared,” the Director said. “We can’t put this back under wraps now.”

Lady Glory nodded. The Director was the one individual she answered to, and the one person who might have had the power to keep all this contained. But if the Director was acknowledging defeat, then there was no stopping the flow of information to the press.

“Yes, Ma’am,” she said. “I’m sorry, Ma’am.”

The Director waved a hand dismissively. She was a large, dark-skinned woman, darker even than Lady Glory. She had an impressive physical presence, one that dominated a given room, but despite her intimidating nature she was a damn effective operator, and

had been for Artemis for over a dozen years now. She and Lady Glory went way back. Once, Glory had known her simply as Shonda.

“There’s no apology needed, Matilda. Nothing could’ve prevented this. But my God, what a disaster. She wasn’t this bad last time.”

“Just as bad with the jokes, as I recall.”

“Hmm, I didn’t listen to her.”

“Perhaps we should now.”

“My focus is going to be on all the civilians we have to deal with. Fifty three impregnated this time, including four of our best heroes and two cadets. Monolith gave birth to eight babies.”

Lady Glory blinked. She didn’t know Monolith well, but he was a good hero, and a very manly man. To think he was now an octomom himself . . . one could scarcely believe it! The Director continued.

“Negatron gave birth to twins. Paper Mache managed to help a good few people even when she was induced by the ‘inducer pulse’ as we’re calling it. She actually summoned a paper sailboat in the air and flew herself to hospital. Too bad Madam Maternity returned briefly just to zap her for her creativity. Poor thing is only twenty five years old and she’s got quadruplets. She’s wearing a goddamn paper girdle now. At least she still has her power.”

“That fits the pattern. The powers aren’t affected.”

“Correct,” the Director said. “In fact, she seems to be able to control paper out of her direct sight now. Not sure if that’s related.” She gestured to another screen that had a number of images of women birthing in the streets, as well as Monolith and others delivering their babies as they were transported back to Artemis HQ. “And now comes the hard part.”

“The rehousing?”

The Director shook her head. “That’s difficult, true. And some will want to keep their babies, and that’ll be a whole headache. Thankfully, it’s not our department. Negatron is breastfeeding her twins right now and smiling, so we better watch that. Can’t separate them too early if they decide to keep them.”

“Hmm,” Lady Glory said, saying nothing. “Perhaps some are already thinking of themselves as mentally female. Any orientation switches yet?”

“None, at least that they’ll admit. But if it’s like last time she popped up, all those years ago, then I wouldn’t be surprised. Soon, even if they choose not to be mothers, it’ll be hard for them not to see themselves as women, or to view men in a particular way.”

“Just like last time.”

“Just like last time.”

A silence fell between them, one that was meaningful. The Director looked at Lady Glory, and the superheroine knew what was being asked even before it was said. She sighed.

“Yes, Ma’am, I’ll do it. I’ll tell them. They need to know there’s no going back. They’ll be female for the rest of their lives.”

Peter could scarcely believe it. Even with his Adapt power practically *screaming* in his head, explaining the numerous genetic alterations and changes to his new friend, it was hard to believe that the cute, black-haired woman in front of him was Marcus McBee. Dangerbee. She was resting in a ward bed alongside several others, looking very different from how she had been. Peter had seen some of the footage of what had happened to her, and even been there alongside Clem when Jaywalker and several others had been brought in, groaning and writhing in as her contractions reached their full dilation. Marcus had already given birth by that point, but there was still the nursing and the general aftercare she needed. They’d been scurried out when the others continued their labor and pushing, though Clementine had gone back in, practically impossible to notice, to witness the full scope of what was going on. It was she who reported back to Peter the crazy information that Monolith had not only been impregnated, but had already birthed *five* babies, with several more still inside him. Well, *her* now, as of the change.

That had been a day ago. Whatever lockdown of information was initially planned by the Protector’s Guild and the wider Artemis institution had clearly fizzled out though, because reports were everywhere of this crazed Madam Maternity villain who had used a weird impregnation ray on unsuspecting civilians and now superheroes. Reports were slowly coming out too about an earlier attack on another bank where Monolith had first fought her, though it was unclear whether the new octomom had been impregnated there first and then again in her second confrontation, or whether she had managed to avoid the beams in the first bout. Either way, people were being interviewed, including a bank teller who had been feminised and was still waiting to go into labor with twins any day now. It was a media sensation, and the fearful hysteria was rising due to the lack of capture of the supervillain. The fact that she could artificially induce labor was also terrifying: one woman caught in the pulse was ten days off of her due date and had never been impregnated by Madam Maternity at all. It hadn’t mattered: her water broke all the same.

And now the result was clear. Fifty three individuals had been impregnated. Four of them were heroes: Monolith, Paper Mache, Negatron, and poor Jaywalker, who had arrived at the last second using his distance-bending powers only to be the final one hit by Madam

Maternity's beam. Two were cadets: Grey Matter and Dangerbee. The remaining forty seven were civilians and several policemen (policewomen, now). In total, one hundred and three babies were born. Eight of them belonged to Monolith alone, and according to rumour, her massive chest was incredibly prodigious in feeding them. A good thing too, given how many there were.

"This sucks," Marcus said, pouting. "I'm a fucking girl now."

She was lying back on her bed. She'd only given birth to one baby, but it was attached to her breast at that moment, nursing away happily. The new woman had one hand around the child protectively, as if by instinct, but otherwise looked miserable.

"Dude, I'm so sorry," Peter said. "I shouldn't have listened to Andrew. I should have come with you."

They both looked over to Grey Matter. She had birthed a pair of grey-skinned twins - a girl and a boy - both of whom were sleeping in little cots beside her bed, having nursed already. The telepathic would-be hero was sleeping at that moment, covered in a warm blanket.

"Naw," Marcus said, shaking her head. "You would just gotten knocked up like me."

"I might have done something. Perhaps I could have seen how her power works, and how to reverse it! Surely, there has to be a way!"

Again, he shook his head, sighing deeply. Peter tried not to look at his friend's chest, given part of her breast was displayed as she fed her unexpected son.

"Agent Fielding says there's no known way to reverse it. Hypotenuse as well. Lady Glory's made some announcement, but I was so damn exhausted I missed it. I'll have to catch the rerun later. I'm so fucking exhausted after pushing a goddamn baby out of my vagina dude - not a sentence I ever expected to say!"

"At least you're recovering quickly," Clem added. Marcus jolted a little - it was easy to forget she was there when you couldn't see her and she hadn't spoken for a while - but then she just smirked.

"Yeah, whoop-dee-doo. Apparently even MegaMom Monolith's body is recovering more quickly than it should. Same for the civvies. Something about Madam Bitch's technology makes us not just really knocked up, but also have healthy births."

"I heard that," Clem said, "and I can confirm it. I snuck around a bit, you know, breaking the rules since why not with my power? Not a single birth had complications. No one even *fore*, and that's one reason I *never* want kids. Ugh!"

Marcus winced. "Seriously, Clem? I'm right here!"

"Oh, sorry. Yeah, but my point is the same: this lady doesn't just want people to be turned into women and knocked up and whatever. She wants people to *have the babies*. And feed them and stuff: you're making milk, after all."

“Don’t remind me. I grow a pair of tits and they’re already sore. Heh, at least they aren’t as big as Andy’s. Look at those melons! Well, you can’t see them right now, but they’re pretty big.”

“Big and grey,” Clem said. Only Peter noticed her sudden embarrassment, particularly once she realised he could see expression. “What? I wasn’t trying to look, I was just stealthily moving about! I couldn’t *not* see! He’s got more curves than me now, I think. Hard to tell when you’re always invisible.”

“You have nice curves,” Peter ventured to say. She beamed in response.

“Awww, shucks.”

“If you two are done flirting,” Marcus said, “maybe you can work on helping me figure out what to do next. I’m not ready to become a mom! I’m only twenty one years old. No way am I ready to take on this responsibility! Plus, if I’m stuck like this, that means I’ve got to deal with periods and shit.”

“And period shits,” Clem said.

“What?”

“Oh, you don’t want to know. I’ll help how I can, but I can’t, er, exactly *visually demonstrate* very well. But I’ll tell you about how to manage vaginal health and all that.”

“Ughhh,” Marcus groaned, his new voice unexpectedly high and reedy. “This suuuuucks. I need to wear a bra now. C-cup, apparently. Fuck. This was not how I wanted my first mission to go. At least Andrew got changed too.”

“Again, I’m so sorry, dude. I’ll do all I can if I ever see Madam Maternity.”

“Thanks, man. I appreciate it. I don’t want you near her though. Or Clem. Can you imagine Clem getting knocked up? You’ll literally be the only person who can help her deliver.”

Peter exchanged glances with the permanently invisible woman. Both of them blushed a little, and Clem looked away.

“Yeah, no thanks,” he said.

“Not happening,” she replied. “But hey, at least you look pretty, Marcy.”

She wasn’t wrong. Marcus did look pretty, albeit with a sharp, angular face. Appropriate, given her power set. She even had some red streaks in her hair now, which was a bit odd. They seemed natural, if anything of this could be called natural.

“Please don’t call me Marcy, I hate it already. And being pretty is not exactly what I want to hear right now. But hey, at least Andy is a total grey hottie, right?”

Peter chuckled. “She’s not bad, yeah.”

Clem elbowed him. “Boys! Even when you’re not boys, you’re all dogs!”

‘*You know I can hear everything you say, right?*’ Andrew’s voice rang in their heads. It was still his/her old voice. *‘I’ve been awake for ten minutes.’*

“Damn,” Marcus said. “You overheard us talking some shit.”

“That I did,” the grey-skinned woman said, opening her eyes. “I also took in some of the mental states and thoughts of others around us. It’s weird . . . my range is better than it’s ever been.”

“Yeah, I feel like I’ve got more energy,” Marcus said, before pouting. “Not that I can use it. You should see my stomach; it’s still wrinkly and gross from birth.”

‘Try birthing twins. One after the other. At least I can save some energy by communicating psychically.’

Peter scratched the back of his head. “I still can’t believe you both gave birth. What was it like?”

They both looked at him.

“Long. But also way too short.”

‘Painful.’

“Weird as hell. I had a moving thing inside me.”

‘Two moving things, in my case. And I could also feel their anxiety as I pushed them out.’

“Definitely not doing it again, no siree.”

‘They told me afterwards that it was easier than a normal birth. I do not want to know a normal birth, especially with my powers.’

“You said it, brother.”

One of the grey children began to cry, and a frustrated Andrew picked up the little girl and placed her at her breast. She did so lovingly, and her expression was surprisingly maternal from Peter’s perspective. The child squirmed, but did not latch. Peter’s power automatically switched on, and his concentration increased its potential. Much of the information was useless: he now knew some good breathing exercises for if *he* ever gave birth, but the proper position to nurse and help a child latch swept over him.

“Here, hold her like this. She’s more likely to latch.”

Andrew followed his advice, and suddenly she was feeding.

“Well, that certainly was helpful. Not how I imagined your power would help me, but thanks.”

“No problem. I am now a lactation specialist. Well, a rookie one. But if you need some maternity care I can watch some of the nurses for a bit.”

Andrew smirked. “Maybe later. We’ve got someone visiting us.”

It was at that point that another figure approached. It was Agent Fielding. Clem had to move aside so she wouldn’t be accidentally bumped into. The red-haired agent gave a surprisingly compassionate look towards Marcus and Andrew, and even placed her hand on Marcus’.

“How are you two holding up? Can we get you anything?”

“No, but can you tell us how the others are doing?” Andrew said. “I can sense that Monolith is very, very angry, but Negatron seems . . . strange. Indecisive. Almost like she wants to keep her babies. Or is at least thinking about it. Jaywalker I can just sense wants to be rid of them, but only once they’re fed and taken care of. It’s like there’s been a subtle mental change at work.

Fielding smirked. “That’s exactly what I’m here to talk about. You obviously know a lot about what’s going on, and Peter and Clem probably too. Marcus, you would too through your friends. Artemis is speaking to each of the impregnated heroes. Naturally, this comes under our care plan: if you wish to retain the rights to your children as their parents - as their *mothers* - you have all the power to do so. No one can forcibly take them from you. But we do recommend that you instead hand them over to Artemis where they can be raised in our orphanage division. As you well know, Andrew and Marcus, they will be taken care of and raised well.”

“I mean, raised *okay*,” Marcus said, putting her now-sleeping son down in his cot. “It wasn’t a total picnic. We all had weird powers and, like, fifteen caretakers.”

“Yes, I know. No system is perfect, but you both ended up as remarkable individuals. You also did not expect to become mothers yesterday, or indeed ever. Monolith is already intending to give his - sorry, her - babies up. The choice remains with you. Obviously, take as much time as you-”

“Yeah, sorry kid. I’m not ready to be a dad, let alone a mom. I’ll go the orphanage route before all these post-preggo hormones make me go all gaga. After she’s all healthy and fed and everything.”

‘I might hold off on a decision,’ Grey Matter said, and she communicated that psychically to everyone. Dangerbee looked at her like she was crazy.

“Wait, are you serious? What’s there to discuss?”

Andrew took a moment to respond, obviously a little embarrassed. *‘The orphanage treated us well, and I hold no anger to Artemis. But it was no substitute for a set of parents. I often wish I hadn’t been abandoned. I spend many years wishing I had been loved like other children were. And with my grey skin, I wish I’d known others like me as well. I . . . I don’t want to deprive my babies of that.’*

Peter was a very good lie detector, courtesy of several police interrogation videos he’d watched. Grey Matter was being entirely sincere.

“You mean that, don’t you Andrew? You want to be their mother?”

She nodded slowly. “Or whatever I am. Peter’s right. I’m sorry, Marcus, but I could feel their minds within me. I’ll never forget that. I can’t. I want to raise them, crazy as it sounds.”

Marcus threw up her hands in the air. "Well, this just keeps getting better, doesn't it! Don't expect me to join you. I'm sure the kid is great but I didn't ask for them."

Peter and Clem withdrew as Fielding discussed the choices with the girls.

"This is really wild," Clem said. "Andrew is actually keeping the baby. Being a real mother and shit. Hormones are totally playing a part there. Just reinforces that I really don't want to get preggo. Bad enough I can't even see myself. What if I can't see my kids? I guess we made the right choice, getting out of there."

But Peter wasn't so sure. He couldn't help but feel guilty. His Mom had called and fretted over him as the news broke, but all he could think about was how his Adapt power could have made a difference. Maybe he could have worked out the Madam's weakness.

Lady Glory stood before the assembled heroes and Artemis members. At the back of the auditorium were the assembled cadets that had chosen to come. Andrew and Marcus were present. The latter was still a little hormonal, having said goodbye to her son the previous day. There would be . . . complicated feelings about that for a while. Andrew was holding up well, at least. His mental powers allowed him to process topics like that more easily. Still, they all wanted to be present for what the leading member of the Protectorate had to say. Peter was astonished at her beauty, and so was Clem.

"She's amazing," Clementine said. "She's the reason I even decided to be a hero."

"What were you going to be before?"

"A villain. Don't look at me like that! You're the only one who can, so I don't like it. My power is being permanently invisible, even to myself. I was gonna take my frustration out on things. But then I saw her save the city from Doctor Mephisto, and so I changed my mind."

"Wow, I had non idea," Peter said. He looked at Lady Glory, and his powerset immediately got to work. Unlike most supers - there were enough here to give him a slight headache from the info he was getting - she *did* use her power to the fullest. Laser vision, cold breath, super strength, lightning speed, invulnerability. She was the classic Bruiser-class, albeit with some Energy-class features as well. She projected confidence and ease as she assumed the dais before the assembled heroes, but Peter's power picked something else up as well: *nervousness*. She was hiding something.

"Thank you all for gathering," she said. "I'll get right down to it. Madam Maternity is a new villain that has made some shocking impacts upon us all. We thank those who were changed by her, and will do our best to care for you. But we must counter this threat, and it seems she is leading us on. Her last words to Monolith before disappearing indicate that she intends to attack at the Mother's Day parade next week. We have repeatedly tried to talk to

the Mayor to shut this event down, but he believes we cannot without further evidence. As such, it may be our best chance to take her down, despite the obvious risks.”

There was a general murmur among the crowd, and frustration too. The risks were indeed very clear. Peter was a bit horrified.

“I know, I know,” Lady Glory said, mollifying the crowd. “But it’s not our call. The Director has put this forth personally, and I’m backing her. I’ll be on scene myself. This is a volunteer duty only, given the stakes of what can occur. The venue we’ll be stationed at for the end of the parade is not a big venue, but we’ll need plenty of people to get civilians off the streets ASAP if something goes down.”

Again, Peter’s power flared. It gave him a headache, trying to sort through the narrative. He could easily tell lies and mistruths thanks to observing a number of courses, and that Adapt skill came to the fore now, allowing him to see that Lady Glory was hiding the truth. Somehow, she *knew* Madam Maternity, or at least more about her. This was not a new threat. Something else was going on.

He wasn’t the only one to think so. While Peter was nervous to put up his hand, Monolith wasn’t. She was still recovering from her enormous births, and so was in a heavy duty wheelchair for her muscled form, but she raised her voice anyway.

“What aren’t you telling us?”

“What do you mean, Monolith?”

“There’s something off here, and it’s not just me having a fuller chest. Madam Maternity’s first attacks were covered up, including the first one I responded to! And later we hear about this prison breakout? A number of interviewees were told *by you* not to inform the public.”

“To avoid panic.”

“Yeah, *for the public*. But we weren’t told either! What aren’t you telling us about her?”

Lady Glory and another high up hero - Megalodon - whispered together for a moment. Glory leaned into the mic.

“I’m sorry, Monolith, but I can’t expand on that further. It’s classified.”

A general angry murmur rippled through the crowd.

“The hell?” Marcus said.

“She’s hiding something,” Peter said.

“Yeah, obviously.”

“No, I mean I caught her lying. She’s encountered Madam Maternity before, or knows who she is.”

‘I also could tell something,’ Andrew said. ‘But her mind is shielded. All the A-listers have psychic training. Good stuff, too. But I’m suspicious.’

Clem was aghast. “She can’t be! Whatever she knows, she must have a good reason for hiding it. Fuck anyone who says otherwise, including you guys.”

Peter and the feminised former men exchanged some glances. No one wanted to join the arguments of the other supers around them, so they withdrew instead.

“I have an idea, Peter,” Andrew said. “We can do what you suggested, and use your power to find out about Madam Maternity, her origins, skills, and weaknesses. As well as who she is.”

Peter gulped. “Um, no offence, but after what happened to you . . .”

He looked down at Grey Matter’s chest, which showed some cleavage through the top she was wearing. Her babies were sleeping, but thanks to his lactation specialist knowledge he could tell she would be engorged if she didn’t express soon. He decided to tell her later.

Andrew sighed. “I’m well aware. So is Marcus. But here’s the thing: you won’t have to be near her. *I* can do it again. She’s already made me a woman, the worst thing she can do is make me pregnant again. Not a great fate - two are enough for me - but if it means helping take her down, it’s worth it. Instead, you’ll be watching through my eyes when I establish a telepathic link. In doing so, you can see through my vision but also use your power to glean what you can.”

“You can do that?”

Andrew smirked in his dry way. In *her* dry way. “I can now. After I was impregnated I felt a surge of psychic energy, like my powers were enhanced. I think it’s an unintentional part of Maternity’s beam, because Marcus is infuriatingly faster now as well. She can even create illusions of herself as she moves.”

“Woah, cool.”

“So we can try it, in private, if you’re willing. I can show you my memories of Madam Maternity in our mind link, and you can see what you glean. There’s just one catch.”

Peter bit his lip. Clem was listening, looking slightly dishevelled once more. He’d need to help her with that later, but he got the sense something else was coming up.

“What’s the catch?”

Grey Matter narrowed his eyes. “You’ll also be feeling what I felt. Which means you’ll also experience what it’s like to be turned into a woman and become pregnant.”

Peter’s eyes widened.

“Oh.”

It took them another day to organise a time for all four to be present for this mad experiment. Marcus and Andrew were still feeling a lot of hormones post-birth, and were still adjusting to their bodies. Andrew had named his children Agatha and Max, and Marcus - while happy to be rid of his own child - was venting his maternal hormones by already being a loving aunt to the new babies. Clem liked to tease them, though not too much, and Peter eventually took the step of observing a few nurses in their postnatal care just so he could have some expertise in how to help handle his friends and be mindful of how they were coping. But Andrew was adamant it should be tried, and Marcus was angry at his - her - new situation that she was happy to have a few tissues on hand. For once, the two friends weren't ribbing one another, and Clem let up as well; she was largely silent as the proceedings began.

"This will feel strange at first," Andrew said to Peter. "But try to get a handle on things quickly, as it will be hard to replicate the more my memories fade and blur with time."

Peter nodded. He was nervous, but tried to hide it, even though it was useless around a literal telepath.

"Hey," he said, giving his best confident smile at the grey-skinned woman. "Getting a handle on things is my whole shtick, right?"

Andrew smirked. "Indeed. Marcus and Clem, keep a watch on us as we dive deep, okay? I've not done a mental link like this before, and I suspect I have Madam Maternity to partly 'thank' for this level up. So if things go sour, make sure to just click your fingers in front of my face three times, and Clem you do the same for Peter. I'll use my powers to make that the signal for us to come back."

Marcus nodded, and Clem gave her verbal confirmation.

"Don't wreck him or leave him a drooling vegetable, okay? I need my personal living mirror service to help me not look like woeful."

They all chuckled.

"Well, we might *all* be needing each other's services for body care soon," Marcus said, gesturing to her lithe female form. She was still getting used to her new cadet uniform; the female one that accounted for wider hips, her fuller chest, and the distinct absence between her legs. "If we don't figure out Madam Maternity's weaknesses, that is."

It was a joke, but a grim reminder of the stakes. No one wanted to be impregnated again, or to give birth. Peter couldn't imagine going back to his mother as a woman, let alone telling her that she was now a gran.

"Okay," he said, looking directly into Grey Matter's void-black eyes. "Let's do this."

Grey Matter focused, closed his eyes, and reached out to touch Peter's temples. There was a quick flash, an exchange of information between their minds, and then suddenly everything settled into place, as if they were sharing one brain, one set of senses.

And then suddenly Peter was elsewhere, back at the bank two days ago. It was as if he were actually there in Grey Matter's body. His muscles felt weaker, but his mind was much more capable, and it was odd to have no real control over either. Rubble and debris was hurled about, and Peter wanted to gasp - not that he could - at the sight of the heavily pregnant Monolith battling Madam Maternity. But that wasn't why he was living Grey Matter's memories. He was here to focus on her and see what he could learn. She moved quickly, darting back and forth in the air and even teleporting occasionally. This would take all of his Adapt skill, but he *had* to succeed.

His mind worked quickly to adjust.

Part 3: Secrets Come Out

The scene replayed out pretty much exactly as Grey Matter had experienced it. His memory was borderline eidetic, which was a damn good thing, as it allowed Peter to focus his power upon the numerous events occurring around him. Unfortunately, it also meant that he got a lot of 'junk data' or 'junk skill' as he often called it: financial transaction data and etiquette from a banker who was being impregnated, a track runner's marathon strategy as she tried to run away, before slowing under the weight of her burgeoning belly.

'Are you getting this?' Grey Matter's voice communicated.

'Y-yes. Just trying to focus. It's a lot of detail to take in. Not to mention not being in control. Your body feels weird.'

'I imagine it would, for an outsider. But be warned, things are going to get weirder. I can terminate this when you need me to, but the effect may linger a little. I've never done it before.'

'Understood. I'll need you to butt out as much as you can so I can use my Adapt power, though.'

Grey Matter didn't even respond, simply stopped 'speaking.' It gave Andrew time to get used to being a puppet in another's body. It was already horrifically strange, like watching a cam recording of a great calamity, only he was plugged in sensorily as well. He hadn't realised that Andrew was so weak: Peter was no great weightlifter, though he'd picked up the regime well from actual weightlifters when going to the gym a few times, but Andrew's power was most clearly in his mind. His body moved sluggishly around, and Peter got to relive the experience of him trying to aim his mental incapacitation at Madame Maternity. She flitted about, teleporting and flying and shifting from side to side while battling three separate heroes. Negatron's beam missed her by an inch, and Peter got the sense that she was toying with them. His power wasn't even necessary for that.

'Damn, she's fast.'

'Very fast. I'm not speeding anything up here.'

'I believe you. Poor Monolith.'

'This is not even his full pregnancy yet. He's about to be hit.'

Indeed, Grey Matter had looked up just in time to see the former masculine hero take a beamshot in mid-air, swelling the hero's belly to gargantuan proportions. Dangerbee sped about, rescuing who he could, and Peter felt a surge of protective instinct that must have come from Andrew.

'You really care for him like a brother, don't you?'

'Of course. He's my best friend, but also irresponsible. I feel like I failed him.'

Peter had no answer to that: he was literally viewing said failure in real time. Grey Matter was lining up the mental shot, and as he had explained to Clem and Peter and the rest of Artemis, it had somehow completely failed to do anything. This was the moment Peter likewise focused his own Adapt power.

'Now's your chance,' Grey Matter whispered in his mind. She was clearly eager for details on the person who had changed her into a woman and left her with twin babies.

Peter didn't respond. He ignored all the other information flowing into his mind, his understanding of Paper Mache's power (and its weaknesses) and Negatron's technology (and how it could be potentially improved). Even Monolith's own rippling muscles and the diet he maintained for maximum strength was something he mentally cast aside, all mental energy pouring forth to glean anything from Madam Maternity. Strengths. Weaknesses. Her power set. Her goals and plans. Her personality. Even her tactics and strategies in combat.

And he got nothing.

Less than nothing, in fact. It was like some kind of hollowness was present. A hole in the world. A voice from which nothing was communicated, not even a rejection of his power's signal.

'Are you getting something?' Grey Matter asked.

'Nothing. Shit. She must have some counter.'

'Do you want me to pull the plug?'

'N-no! Keep going! Maybe I can push through it!'

It was a big risk though, because it also meant that Peter had to live fully through the next part: Grey Matter getting hit by Madam Maternity's impregnation array. Peter groaned mentally as he experienced what his friend had gone through only days before. He wanted to writhe and squirm as he felt breasts burst from his chest - large ones - and his belly balloon outwards.

'Ohhhhhh, this is r-really w-weird!'

'Now you know I how felt. How I feel.'

'NNghh! Oh God, my dick! Shit!'

'Yep. That part was not fun.'

It scuppered back into his body even as the weight increased. His hair pushed out, his hips expanded, and his shoulders slimmed. In moments Peter had gone through what Andrew had, and it was difficult to focus back on Madam Maternity. Again his power gave him nothing, though he could feel the edges of something this time. Something shielding against him. Something powerful and advanced. He couldn't make sense of it, only that it felt almost otherworldly.

'Time to pull the plug. You don't want this next bit.'

'No! K-keep going! I think I've almost g-got something!'

'Dude, I lived through giving birth to twins. You don't want that.'

'J-just a little longer!'

Grey Matter's annoyance was clear in his mind, but Peter was determined. He hadn't been sure if he'd wanted to be a hero, but now with his friends' lives changed by this evil woman, he had a chance to prove himself. To use his power for the greater good. Somewhere in the actual reality his heart was beating rapidly, but he couldn't give up now, not when he was so damn close. *He could be the hero to solve this.*

But the best laid plans of mice and men often go awry, and Peter sharply regretted his determination when Madam Maternity detonated her strange labor-inducing pulse. Grey Matter's body seized up, the poor former man groaning and grunting as contractions hit her form. And now Peter was caught up in these feelings too, not only getting to know what it was like to be a pregnant woman but also one giving birth.

'Ohhhhhh sh-shit! Shit shit shit!'

'That was my thoughts, though I managed to control them with meditation. I don't think you'll be able to do the same, though you might experience some of my calmness. Can I cut the mental link now?'

Peter saw through Grey Matter's eyes that Dangerbee was squatting and giving birth with the aid of a nearby man. It felt strangely intrusive to witness the sight, but he literally couldn't control his actions; he was only witnessing what Andrew saw and feeling what he felt. Another contraction hit, this one even worse.

'Y-yes! Cut it!'

'Okay. Let me separate it.'

Another contraction. Grey Matter slid down her trousers and pulled off her underwear. Fluid leaked from her, and she began to huff as she focused on bearing down.

'Anytime now would be great!'

'This takes longer than you would expect. I have to sever our mental link safely. And not much time is passing in the real world. Just hold on, and try to focus on the Madam.'

But she was already gone, and all Peter could do was mentally hold on for dear life as labor pains rippled through 'his' form. It was unbearably strange, but he was impressed thanks to his midwifery knowledge collected the day previous how well Grey Matter was doing. He focused his power on the particles in the air left behind by Madam Maternity, and it was only then that something clear cut was twigged by his powered senses.

'Chronotons! I know from using my power on my physics teacher how to recognise them! Her powerset uses chronotons!'

'Time energy? That would explain the accelerated pregnancy, and her ability to travel fast. If she can manipulate time in some way . . .'

'Ohhhh! NNGHH! Okay, I found what I could! Now g-get me out of h-here!'

Unfortunately, the mental link took longer to sever than expected. Or perhaps it was near-instantaneous, and it was just that the replay inside their link happened so quickly compared to real-time. Either way, Peter was forced to experience the miracle of life that followed, and the euphoria of a child entering the world from his body. He mentally cried out as it exited Grey Matter's new feminine tunnel, and the next was halfway out when the connection finally cut. It had been the strangest experience of his life.

"Aggggggh! Oh th-thank God," he said when reality returned. He collapsed backwards, and it was only thanks to Clem being nearby and the speed of Dangerbee that he didn't land flat on his back.

"Are you okay?" Clem asked.

"You have no idea how happy I am to see you," he stammered. "That was . . . something else."

Clem looked to Andrew, who explained. "He just experienced me giving birth."

"Holy shit," the invisible woman said. "No wonder you look ready to faint. What the hell did you do that for?"

"Yeah, what the hell, man?" Marcus said. She gestured to her female form. "I could have told you the experience in two words: *not cool*. That would have been enough."

Peter was too tired to explain. It had all felt so real. He'd never been so happy to have a penis before.

"It was part of a very heroic and very stupid act," Andrew said calmly, crossing her arms under her breasts, accidentally emphasising them in her tight top. "Peter stayed in the mental link as long as possible to get the information we needed on Madam Maternity."

Clem turned back, hope in her eyes. "What did you find? Do we know her weakness?"

Peter managed to stand on his own. "Sadly, no. I was blocked somehow. I can't tell if it was because of her or because I was seeing it second hand. But I did manage to pick up something: her power, or at least some of it, uses chronotons."

“Cool, cool,” Marcus said. “And I totally know what those are. But Clem doesn’t, so can you explain for the dumb ones?”

She slapped him. He never saw it coming, literally.

“It means she manipulates time somehow,” Grey Matter said. “It’s not a lot, but it’s a start. And it could be the lead to undoing her. We should tell Agent Fielding and Hypotenuse. Maybe even Lady Glory if she’s still around and is willing to see us.”

The group agreed, Clem most of all since Glory was her big hero. But Peter needed time to rest after that ordeal, and no one understood that better than the new mothers.

“Take a couple of hours,” Andrew said. “I’ll use my power to massage the memories to make them more vague.”

“Don’t,” Peter said. “I’ll hold onto them for a bit. Just in case.”

“Okay.”

They escorted him to their rooms at Artemis, and he lay down on the bed for a bit, thinking on all he had just gone through. The pain of childbirth, the sheer alien nature of it, made him even more sympathetic to his friends. But his focus was far more upon Madam Maternity herself. He couldn’t quite say why, particularly since his Adapt power hadn’t been very successful, but he was unable to shake a strange suspicion about her.

“I don’t think she’s fully human,” he whispered to himself.

The following days at Artemis were home to a great deal of discussion, debate, and controversy. Peter and his friends brought forth the information they had discovered about Madam Maternity to Agent Fielding, and she had evidently considered it important enough to take them directly to Lady Glory and even the Director herself. It was incredibly intimidating standing in the surprisingly well-lit and classy room where the Director’s desk was. Her name was upon the plaque before them: *Director Shonda Bullark*. There was a reason some called her ‘the bulwark’: she was a dark-skinned, wider-set woman who gave the impression that she brooked no dissent. Lady Glory stood beside her in full costume, her figure divinely beautiful and curvaceous, her curly hair in a professional tied-back style. Her white top and golden skirt were a contrast not only to her own dark skin but the Director’s practical business suit.

“Chronotons,” the Director mused. “If we can confirm this, it is of vital importance.”

“Indeed,” Lady Glory said. “All three of you have done well in bringing this to us.”

“Four,” whispered Clem.

“Ah, sorry Miss-Appear, it is easy to forget you’re there. Indeed, all four of you. But especially you Grey Matter and Adapt. You are going by Adapt, yes?”

“Um, I suppose so, Ma’am,” Peter said sheepishly. He felt rather nervous now that he was here, especially since part of the story involved him literally going through willingly what three of their heroes had suffered most unwillingly.

“Well, Adapt, your bravery is to be commended. I have read Agent Fielding’s report on you, and it is quite glowing. With your permission, I can pass on my high praise to your mother Sarah Avery, if you so wish.”

Clem gasped. Even Marcus looked surprised.

“Um, that would be greatly appreciated. Mom is not, uh, the biggest superhero fan, but she respects the Protector’s Guild’s work. And everyone loves Lady Glory.”

Glory smirked, as did the Director.

“You hear that, Lady Glory?” the other woman said. “You don’t need to punch any jaws anymore.”

“How convenient for me,” Lady Glory said.

“Oh, I didn’t mean with villains, I just meant-”

The superheroine put up a hand. “I know what you meant, and no offence taken Peter. In truth, I had wanted to meet with each of you already, but with this latest act of heroic initiative, it has only confirmed for me what I had already been considering. Take a seat, all of you.”

They all did, though poor Clem didn’t have one. Agent Fielding had to wheel in a seat before retreating: despite her professional demeanour, she really could be quite sweet. Lady Glory apologised again for this, and Clem just about melted for being mentioned by name. But the Director cut through the moment with her harsh voice.

“An announcement will be made shortly. Certain heroes are already aware, including Hypotenuse, Brainfuse, Scarlet Woman and so forth. We have also told those fully registered Protector’s Guild members affected by the incident at the bank, as their voices are important in this. And now you can hear it too. We are arranging a trap to catch Madam Maternity, and it will be at the Mother’s Day Parade.”

Peter gasped. A number of them did actually. Grey Matter didn’t seem surprised, but perhaps her mental powers had already allowed her to suss out this particular detail.

“I thought that discussion was still ongoing?” Clem said. “There’s a lot of civilians there. Can’t she be drawn away and -”

The Director held up a hand. The gesture was more curt than Lady Glory’s. “Believe me, young woman, I am well aware of the risks. I have been weighing them carefully. We all have. You saw the reception the other day when Lady Glory suggested the same. But these are the facts: Madam Maternity has hinted heavily that she *will* hit the Mother’s Day parade. In this, we can expect her presence regardless. If we cancel it, we lose our ability to predict

where she will be. Perhaps her second choice of location will be even more unfortunate. It is a 'better the devil we know' situation. Or 'hell' we know, in this case.

"Second, her hubris and confidence may be her undoing here. We are going to seed the crowd with numerous heroes in disguise to take her down. We will also have others, such as Mazerunner, whose powers can evacuate large numbers of civilians quickly and effectively. Thirdly, thanks to what you have found about her use of chronotons, we can utilise equipment from Hypotenuse and Brainfuse to bring in experimental equipment that will hopefully jam her teleportation and pulse abilities. It will render radio contact difficult, but this is our best chance to catch her."

Peter bit the inside of his cheek. He could understand the cold logic of it, but this wasn't the Artemis he knew. Or perhaps it was simply that such stories of necessary risks never really reached the media. Artemis was good with publicity, after all. It was Lady Glory that stepped forward, her more kindly attitude taking over.

"I can see that you all have reservations about this," she said.

"I just don't want what happened to me to happen to anyone else," Marcus said.

"The same," Andrew added, "but I can also see the logic of it. I would like to be there, then. I can help coordinate due to the lack of radio contact, and while I would prefer not to get pregnant again, I'd rather me than another civilian."

Lady Glory smiled encouragingly. "Spoken like a true hero, Grey Matter. You are adapting very well, trust me."

Those words hinted at something to Peter's power. Her mind flickered, knowledge seeping in that seemed at odds with the woman. She was lying about something, or presenting something about herself that was at odds with her original nature. It was difficult to discern. Much of the information was old, and her incredible power set was what his Adapt power focused most upon by its passive nature. He scratched his temple, trying to see more.

"I'd like to help too then," Dangerbee said, stepping forward. "I'm not letting my bro get in trouble again. God help us if he ends up with *four* babies. We'd never be able to manage with so many little smartasses in one place. Besides, I want to take Madame Maternity down. She took away my dick. I don't forgive that."

The Director actually grunted with amusement at that, and this too set off Peter's power. She knew something. Had some experience that made her sympathetic to Marcus.

"I'll join too," Clem said. "I don't want to let the team down. And I don't think Madam Maternity will be able to see me. Literally only Peter can."

"That's what we're thinking as well," Lady Glory said. "Any power that is outside the usual bandwidth might give us an edge in countering her."

Clem was beaming from ear to ear, and literally fist pumping the air in excitement and nervousness. She could do that quite easily, since only Peter could see her.

“So it’s definitely happening then?” he asked. “The heroes are all agreed.”

“They are not. In fact, many are against this plan. But it has been decided, and we are taking volunteers. We cannot order anyone for such a high-risk mission. But we trust them to step up when necessary. Monolith has already volunteered.”

Marcus whistled. “Let’s hope she doesn’t end up with, like, another sixteen children.”

Lady Glory winced. “Yes, let’s hope.”

The Adapt power was almost causing a migraine at this point as it sorted through the junk data. But this latest tiny little facial expression finally tipped Peter’s perception over the edge.

“Oh my God,” he said aloud. “You’ve encountered her before. Madam Maternity.”

The Director’s usually calm face briefly took on an expression of surprise before instantly resetting itself. Lady Glory likewise gave a quizzical reaction.

“Peter, what are you saying?” she said.

“I’m saying she’s not a new threat. You know her.”

The Director stood. “I think this is the end of our meeting. Any presumptive statements can be expressed through the proper channels instead of blasting them aloud to-”

‘Go on,’ Grey Matter whispered in Peter’s anxious mind. ‘Push it further. I’m using my power too. They’ve got mind blockers here but ever since Madam Maternity’s blast they don’t affect me for some reason.’

Peter pushed on, despite the horrified reaction of Clem. Miss-Appear was gesturing wildly at him to stop. And perhaps he should have. But he needed to know the truth. He couldn’t commit to Artemis, to any future direction, unless he had the full picture.

“You were changed by her,” he said, and it was like a bomb dropping, forcing the Director into silence. “Both of you. You were impregnated by her sometime in the past. In fact, I don’t even think you were originally-”

The Director went to hit a button on her desk, ostensibly to call security, but Lady Glory moved like lightning, almost as fast as Dangerbee, and grabbed her boss’s hand.

“Shonda,” she said quietly. “The gig is up. I’ll talk with them. The truth was going to come out eventually.”

The Director, who was looking at Peter in a way that was borderline life-threatening, simply gritted her teeth. “I’m trusting you on this, my friend. Keep it contained.”

“I will.”

The gorgeous superheroine walked around the desk to stand before them. She was a statuesque stunner of a woman, and it was hard not to fall in love with her in close up. She truly had the ideal body, and even an anxious Peter was attracted in that moment. No doubt Marcus was practically slobbering.

“Come with me to the rooftop garden,” she said. “We’ve got a lot to talk about anyway.”

They all followed, Clem shooting daggers with her eyes at Peter before returning the astonished gaze to her idol.

“There’s no way,” she whispered. “There’s just no way she used to be a man!”

“It’s true, I used to be a man,” Lady Glory said.

“Well, that about confirms it,” Marcus whispered to Clem, who was actually on the other side of him by that point. She jabbed him in the boob, annoying him.

They were relaxing in a private space at the highest rooftop garden on the Artemis building. It was quite an immense building, but even with its pyramidal shape there were large alcoves and jutting points where greenery thrived. Evidently, this space adjacent to Lady Glory’s office was for her own quiet and private contemplation. Peter was no tech-whiz, but he recognised auditory dampeners while Andrew noted a few mental blockers. This was not a space to be normally intruded upon, and he could see why: it was serene and beautiful, with carefully-maintained rose bushes, tulips, and other flowers, as well as hanging vines and various potted plants. There are a number of park bench-like seats for if she ever wanted to talk with others outdoors beneath the shade of the sail cloth, and this was what she was doing now. Lady Glory sat down after watering a few plants personally. With the light passing through the sail-cloth her beauty and resplendent power was even more obvious, making her appear like a true goddess. In comparison, the three junior Artemis members and newbie-Peter were feeling a lot less relaxed, though Clem was perhaps awed a little.

“I wish you hadn’t been so brash as to announce it out loud, Peter,” Lady Glory continued. “You will have to learn in life, whether you join Artemis or not, how to be judicious in choosing your moments.”

“I’m sorry,” he said. “Very sorry, actually. I could have handled that better.”

He didn’t mention that Andrew had egged him on.

She smiled softly. “Forgiven,” she said. “In fact, the truth was going to come out to some of you regardless, and given how tight you have become so quickly as a group, I couldn’t hope for it not to spread a little. But this information I share with each of you is to stay with each of you *only*, do you understand?”

They each nodded, though Clem vocalised her agreement for obvious reasons.

“Good. Take a seat, and I’ll explain. It’ll link to something I want to talk about.”

She reached into her top and pulled out two photographs. Peter was briefly distracted by the fact that she apparently stored material in her bra, but where else on her costume could it go? She held up the photographs before them, cloistered closely around her. In one photograph was an image of a young black man, perhaps in his early twenties. A bit plain in looks, but certainly fit. In the other was an image of a costumed hero in bright colours and domino mask. It was obviously the same man.

"This is the original me," Lady Glory said, her gorgeous voice making the statement almost impossible to believe were it not for two of their own members having had their gender transformed also. "I won't tell you my actual old name, of course, but suffice to say I did not go by 'Lady Glory.' I was Mister Glory. This was back in the 70's, a long time ago."

Clem gasped. "You're - you're over fifty years old!?"

Lady Glory smirked. "I keep remarkably well for my age, don't I?"

"I didn't mean - I knew you aged slower - it's just so amazing! You've always been my idol. You're the reason I never became a villain. I didn't realise you'd been such a hero for so long."

Lady Glory actually blushed. "Well, it's not often I feel flummoxed. Thank you, Miss-Appear, but you should take credit for your own good decisions. Still, I'm proud to have played a small part in you coming here. You have the makings of a great hero."

Clem just about fainted. Peter put his arm around her to steady her, and she vibrated against him with enthusiasm while Lady Glory continued.

"Not many people know about Mister Glory. Those that do assume he was just a small-bit hero who retired early on or lost his powers. In truth, I was only operating as a hero for a short while - a little over a year - when *she* turned up. Madam Maternity."

Peter leaned forward, as did Andrew. This was what they were most interested in.

"It was her first appearance. December 12th 1972, to be precise. This was in the very early days of superheroes and villains, when the various powers and their classes were only starting to be understood, and the atmospheric events and solar flares causing their upsurge were only a decade previous. Everything was new back then. Simpler. Cops and heroes and robbers, that sort of stuff. I was very street level. Artemis, obviously, didn't exist in its modern form. It was a small physics outfit based on the West Coast instead of here in Star City. So you have to understand that big world-ending threats and various classes of emergency weren't established. Villains showed up, caused trouble, and we costumed heroes responded to stop them. None of us were prepared for Madam Maternity. And if we'd lived in the age of social media at the time, we never would have been able to cover it all up. We barely managed at the time."

"What happened?" Andrew asked.

Lady Glory sighed, causing her impressive bust to rise and fall in her costume's top. Clem whispered in Peter's ear. "She's so gorgeous. At least Mister Glory hit the jackpot."

"I have super hearing, you know."

Only Peter could see Clem turn a bright red on her Japanese features.

"Oh. Sorry."

"It's okay. I'm sure you are just as beautiful, Clem."

"Oh, I am so totally not."

"You are," Peter said. She blushed again.

"Anyway, she turned up in the middle of St. Gregor's Mall during a nativity scene play. It was assumed she was just part of it, or some weird gate crasher. That was, until she began using her powers. I responded quickly. With my own super speed, flight, and superior strength, I assumed I could take her. I could not. I had never fought anyone like her, or since. She outclassed me completely, taunting me all the while with her stupid maternity puns. I distinctly remember what she said when she fired her impregnation ray right at me. She said, *"looks like you're going to experience an entirely new kind of glory, Mister. Though I guess you won't be a mister for long, huh?"*

"And sure enough, I wasn't. Right in front of everyone, my body began to change as so many others had. I went from being the man you see in this photograph to, well, *this*. A highly pregnant this, actually. I have great sympathy for you, Grey Matter, more than you know. I too became pregnant with twins. Only I was luckier than you: Madam Maternity escaped, and was not troubled enough to set off her pulse."

"How have we never heard of this?" Clem asked. "I used to research everything about you. I've been your biggest fangirl for ages. But I've never heard of anything like this!"

"That's all thanks to Mindwipe," Lady Glory said.

"Who?"

"Exactly. At the time, it was causing a local panic. There was a local former villain who reformed and found work with the FBI. He had the power to take away recent memories. The incident was taken care of as far as Madam Maternity was concerned. The recordings - what little there was for the Seventies - were wiped away. The arrangement of the changed individuals was more difficult. Suffice to say that the relocation program had its work cut out for it, and the public's income tax went to helping encourage their silence. Still, it was difficult, and I was caught up in it all as well. I was stuck as a heavily pregnant woman in the middle of the holiday season. I was angry. I was hurt. I was damn uncomfortable."

"Preach it sister," Marcus said, and it elicited a chuckle from Lady Glory.

"Indeed. Suffice to say I tried to tangle with Madam Maternity again, and I barely managed to escape without being impregnated again. Lucky me. By the end of her rampage, we had a number of impregnated individuals which led to over one hundred babies being

born. My twins arrived on December 25th. Yes, that's right. My own little Christmas miracle had me pushing two babies I never would have imagined I could ever carry into the world. At least it was an 'easy birth', according to the midwives. It didn't feel easy at the time."

"I'm sorry," Peter said.

"Thank you, but your condolences aren't necessary. I love my children, and am very grateful I had them."

"You kept them?" Andrew asked. "Like I'm planning to?"

Lady Glory shrugged. "It was not an easy decision, but my maternal instincts were fairly strong. One common occurrence we found with those who had been impregnated, and even those whose gender had been changed, was that a strong maternal instinct developed. It wasn't always strong enough: Artemis swelled with funding to study the effects upon them, and in doing so an associated orphanage began which continues to this day. But many more than you would expect kept their babies, myself included."

Andrew nodded, understanding. Marcus just folded her arms. She'd been crying a lot lately, but Andrew had assured them her decision was final, and this was her way of dealing with it.

"And that's why you disappeared from the record, and why no one connected Mister Glory to Lady Glory," Peter said. "You were raising your children."

The superheroine made the gesture of a finger gun in his direction. "Got it in one. My babies became my world, and I had to focus on them entirely, particularly since I was a new woman, a single mother - in the Seventies no less - and my children also began developing power sets."

"They did?"

"Oh yes. That's the thing, and what I'm willing to tell you. Given your power, Peter, you'll need all the information backing you up that you can get. What we found was that of those who were impregnated, over forty percent of them went on to birth children who would later possess superpowers."

"Holy shit," Clem said.

"There's more. Among those who would go on to have *more* children - and there was more than you might think, given we have also found those affected appear to have a sort of 'breeding' instinct that lightly nudges them. I've certainly felt it - anyway, among the children born later who weren't a result of the impregnation array, there was *still* an incredibly high percent that developed super powers, roughly equating to nearly thirty percent."

"She's cultivating powers, accidentally or deliberately," Andrew surmised. "And potentially boosting existing powers. My own telepathy is almost twice as powerful now."

“My speed is super boosted as well,” Marcus said. “You know, when I’m not sore from giving *fucking birth*. Also, it makes my boobs wobble a heap, so I desperately need sports bras.”

“I can get you some good ones,” Lady Glory said. “Trust me, I get the struggle.”

“Wait, you said there were mental changes,” Andrew said. He paused before continuing. “Did they include, well, men who turned into women starting to, uh, think of themselves as women?”

Marcus coughed. It was clear that this was not a comfortable topic of conversation.

“Yes,” Lady Glory said flatly. “It happens slowly, over time. Not for everyone. But most men who became women found themselves thinking in female pronouns over time. Obviously, this was the case for me. In fact, I’ve been a far more successful superheroine than superhero.”

‘Successful’ was understating it. Lady Glory was perhaps the most famous superpowered individual on the planet, not just because of her incredibly impressive power set but also her incredible good looks and seemingly endless devotion to fighting crime and dangerous events across the globe. More than one magazine had named her ‘The World’s Sexiest Superhero’, while interviewers often talked about what it was like to be an attractive woman ‘at the top of the parahuman pyramid.’ Peter wondered now if she was ever privately amused by this, knowing her own past. Given that some of her costumes, which changed from time to time, had even been quite revealing, he had little doubt she had acclimated to showing off her perfect body in the decades since she had changed.

“It was also the case for the Director,” she said. “She also became used to being a woman, in her own way.”

Peter’s Adapt skill was working overtime, drawing connections together to form advanced conclusions.

“She doesn’t have an elongated lifespan. Madam Maternity returned between the Seventies and today, didn’t she?”

“Again, you are correct. She has returned almost every decade, and during one of those she affected a tough-as-nails FBI agent who would go on to not only raise two incredibly impressive children, but also build Artemis up into what it is today. Shonda Bullark sought me out to help, and the rest is history. We have worked often to solve the mystery of Madam Maternity, knowing that our ability to keep this crisis under wraps would become ever more difficult to manage. Impossible now, as you have seen.”

“It was bound to happen with her returning like that,” Andrew said. “And the advent of social media and mobile phone camera technology.”

“Indeed, as well as her choice of targets. In fact, she has even targeted some of the children of those who were impregnated, ensuring that they in turn are affected. The babies

of *those* individuals went on to have an even higher rate of superpower development. Whether Madam Maternity knows this or not is unclear, but she appears to relish the challenge. My assumption is - especially now that we know her use of chronotons - that she is trying to 'breed' a perfect combatant to match her skills. She seemed to lament during fights how easy they are."

It made sense, though Peter wasn't quite sure. Something in his power had sensed a void, but without seeing the woman in person, he couldn't be certain.

"Wait," Marcus said. "Maybe I'm just a dumb person trying to be a smart one here, but you said that babies born to those hit by Madam Bitch's preggo ray had a higher chance of superpowers, right?"

"Indeed."

"Does that mean - look, does that mean us? That means us, right? Grey Matter and me? We were some of those kids."

Andrew looked with surprise to his friend, obviously astonished he hadn't made the connection himself. "Is it true?"

Lady Glory nodded slowly. "You were some of the ones given up by those affected by Madam Maternity's return in the very early 2000's."

"That just gives me a whole new reason to wallop her," Marcus said, putting on her 'Dangerbee face.' "I want in on this mission. Please. I can assist with crowd control if necessary. Getting people out of there. I feel stronger and faster now, and I want to use that against her in anyway I can."

"Me as well," Grey Matter said. "I can keep everyone in contact through a shared telepathic link."

"That's what I was hoping to hear," Lady Glory said. "Miss-Appear, I know you said before that you would like to help, but you must know the risks. There is still a chance you could be impregnated."

"Yeah, seriously not cool," she said. "And I do *not* want another kid to suffer being permanently invisible like me. Also, getting bigger boobs is definitely not worth it all, even if they're as big as Grey Matter's."

"Hey!"

"But . . . I want to help. I joined up to be a hero, and this is my chance. I don't want to let people down. I don't want to let myself down. Besides, Peter already took a big risk, and these two new girls have. It's my turn."

Lady Glory reached out, and it took Peter's gesturing to help her place the hand on Clem's shoulder. "Thank you, Miss-Appear. You have the makings of a true hero."

Peter was reasonably certain that made Clem go catatonic.

“With your help, we can hopefully stop Madam Maternity before it’s too late. Not just for her future victims, but Artemis as an organisation. We can only survive on the public trust, and if there’s an enemy who we not only can’t beat, but who actively and publicly humiliates us . . .”

They each nodded, understanding. In the peaceful silence that followed, Andrew perked up. “What about Peter here? Um, Adapt I mean?”

All eyes turned to him.

“What about me?” he said.

“It was your power that gave us the information, aided by Grey Matter,” Marcus said.

“And you took a big heroic risk,” Clem said, almost admiringly.

“But I’m only a trainee. I’m not even registered like you three are!”

“It didn’t stop you before. But I wouldn’t blame you for not coming either,” Grey Matter said. “But your power could be of significant use, as we’ve already seen.”

Lady Glory stood. “Peter is right, and we won’t pressure him. This is purely a volunteer mission. Still, I would like to talk to you privately Peter, if possible. The rest of you can go, and I don’t need to emphasise that everything we discussed here is top secret and not to be shared, do I?”

They all agreed fervently, and headed for the exit.

“Oh, and Andrew? Marcus? Come in and see me sometime. In two days, perhaps. I’m free in the morning and Agent Fielding can set it in your calendars. I’d like to talk to you about how you can adjust to being women. It may be of some help, particularly since some things are a little embarrassing to discuss aloud. Trust me, you don’t want to be alone on this.”

The two former boys nodded and gave their awkward thanks, before leaving into the care of Agent Fielding who was back in the main hall. The red-headed agent asked no questions as she escorted them away, though she did confirm Clem’s presence before the silent Lady Glory continued her private discussion with Peter.

“I’ll be frank with you, Peter,” she said, turning away to look down over the wider Artemis area. “I want you on the team.”

Peter had just been admiring her butt for a moment - he was still a red-blooded male, after all, unlike two of his friends now - but he quickly looked up in surprise.

“Really?”

“Yes. I will not force you, but Grey Matter is right; you have already proven to be a bold asset. Madam Maternity’s effects do not linger, and because of the randomness of her attacks and her speed and affects, we have not been able to get good recordings of her power traces. But thanks to you and Grey Matter, we have evidence of ways to counter her, hopefully. I’ve put all my cards on the table today, something I have done previously with less

people than I have fingers. I have done this in the hopes that by giving you as much information as necessary, you will be able to use your Adapt power to its fullest extent. If we fail to contain Madam Maternity this time and everything goes to hell, you may be our last, best chance at finding out what makes her tick. It could be the key to her imprisonment, or at least some form of truce and negotiation. But I will not pressure you at all. You are not officially signed on to Artemis, and would have to be so as a junior trainee like your three friends. It's a big commitment, and it comes at a big risk. I would not ask if I were not desperate myself. So have a couple of days to think about it and-

"I'll do it," Peter replied. His own answer surprised himself, particularly with how easily it came from his lips. "I'll do it," he repeated.

"Are you sure?"

"I am," he said. He paused for a moment, realising something about himself. "I think I actually want to be a hero."

Lady Glory stood to her impressive full height. "You already have the makings of one, young Peter. Trust me. I've had time to recognise such things. But to make it official, you'll need this."

Again, she reached into the cleavage window in her costume, only this time she pulled forth a small badge. She attached it to his chest with the same reverence of a lord knighting a loyal servant.

"Welcome to Artemis, Peter," she said. "We're very lucky to have you."

He grinned nervously. He really, truly hoped that this was the case.

In the days leading up to the Mother's Day Parade, the four friends trained and trained, exercising their powers to the fullest while also taking part in secret training alongside many other heroes. Some, such as Negatron, were sitting out the battle to come. She had her babies to take care of. Others, like Monolith, had given them up to Artemis' care and were practically *obsessed* with making sure the threat of Madam Maternity was ended for good. The new woman was still a bulky giant, albeit a *giantess* now with seriously impressive boobs that looked to be larger than her own head.

"Don't even make a joke about it," Peter overheard her telling one of her fellow heroic peers. "If I can't turn back, then you're damn well sure I'm getting my revenge."

"I know Monolith, I know. I'm just saying that maybe spandex isn't the best option anymore, given that-

"What's wrong with spandex? I've always worn spandex! It's my outfit!"

Peter couldn't help but stifle a chuckle. The reason why was obvious: Monolith now had curves for days. Her breasts were neatly outlined by the 'cups' of the material, colossal melons that were outrageously full and pert. Her hips were wide, practically made for childbearing (and they had born eight children, after all). Her entire figure had a 'thicc MILF' vibe to it, as Marcus had described it.

But then, Monolith wasn't the only one having costume troubles. Paper Mache would be leaping back into the fold, as would Jaywalker, but both were having to have emergency adjustments made due to Paper's large bust and wider hips, and Jaywalker's even more so given that she had once been a *he*. Other heroes were taking their time jury rigging their suits and outfits with every precautionary measure as possible. Even Lady Glory herself rocked up in a different, stunningly gorgeous outfit seemingly every hour, each apparently designed to aid her abilities in a different way. Marcus had joked that it showed she had "most definitely become a total woman." Naturally, Clem had poked her sharply in the boob again.

Of course, now that they were officially taking part on a mission, the four friends were also in need of costume upgrades. Between training, which involves not just testing their powers but working with others and watching top secret videos of Madame Maternity (once again, Peter got little from these), they were tasked with discussing with Agent Fielding and Hypotenuse what style of costume they would like, and what features would integrate well with their powers. In this, as he had surprisingly proven with other existing heroes, Peter proved invaluable. His Adapt power meant that he could see even the tiniest incremental improvements that could be eked out with certain technological changes or streamlining.

The final result was deeply impressive. Dangerbee's new costume not only suited her moniker, but fit her fit, lithe female form well. It was styled in black and white stripes to match the bee aesthetic, and involved a crash helmet that was also in the same colours. It could connect to feeds of information and traffic flows to find the best speedy routes to travel. Her boots looked partly insectoid, clawing at the surface of the ground for remarkable grip. And, much to a strange combination of embarrassment and relief, it also had a zipper at the front jacket so she could quickly free her breasts to pump, since they were still making milk. It had been on the advice of Lady Glory, among many other hygiene-related bits and bobs that the new woman was slowly taking to heart.

"It's a bit tight on me," she remarked. "I swear, if any guy flirts with me-"

Clem just laughed. "Marcus, I'm sorry to say, but *every* guy is going to flirt with you. You look hot, girl."

Marcus gave an amused smirk. "Well, at least *that* hasn't changed."

"I wish it hadn't for me," Andrew remarked as she put on her new costume. "I liked looking average. Well, weird, but average. I've already had a heap of fellow nerds hit on me for being 'exotic.'"

Peter didn't comment that her suit choice probably encouraged that vibe. It certainly showed a little bit of cleavage, and was actually styled far more like a superheroine's outfit than something more conservatively crossed with a male one. It was the classic leotard look along with the high boots, which left part of her grey thighs on display. Similarly, the lower neck meant her large breasts were quite obvious. She did have a longer cape though, dark grey against the purple of her base outfit, and it worked like a cloak to conceal much of her form. Evidently she was taking to being a woman much more than Marcus, though even Peter hadn't expected her to be so daring in her outfit choice.

"What? It fits my aesthetic," she said.

"Yeah, right," Marcus replied. "*That's* the reason."

"This outfit is laced with all sorts of mental enhancing technology."

"It also has cleavage. And thighs. And a thigh gap!"

Andrew rolled her eyes. "I knew I shouldn't have shown you it early. You're all terrible."

"Well I think you look lovely," Clem replied. "Though it's not as sexy as my outfit. Observe!"

The invisible woman twirled invisibly, cackling to herself. Only Peter could see that she was wearing an ensemble she'd picked out to please him personally: a cute pink skirt and bright yellow crop top. She'd even done her hair and makeup with his help. It was hard not to stare into an apparently empty space from how pretty she looked.

"Sexy indeed," Marcus said.

"She is," Peter replied, getting more daring. It earned him a smooch on the cheek from her, which in turn left his cheek burning red. He *really* liked Clementine.

"I actually don't have one," she said. "No real point! But I do have a cool walkman-looking thing that jams signals to make it even harder to locate me!"

The last outfit was Peter's, of course. Now that he was a full member, he could adopt his Adapt moniker in full. His mother had been shocked to hear it, and he was still reassuring her, but standing as he was before his friends in full costume, he knew he'd made the right call. His colour, appropriately enough, was ever-shifting. His outfit consisted of a specially-made jacket and trousers of a reflective material that altered its colour slowly over time, or shift to a colour scheme of his choice. His mask was thinner, with a pair of thick goggles integrated into the material. They allowed him to focus his power, even reduce his vision down to a particular point, in order to glean as much information as possible. The suit also had combat gloves and boots for close-quarters combat. It wouldn't help against

Madam Maternity probably, but he'd been watching a lot of martial arts tournament finales to pick up what skills were needed.

"You look very nice," Clem said, biting her lip.

"Yeah, fucking badass, man," Marcus said. She flipped her red-streaked black hair over to the side. There were more red streaks in it lately, and it made them all wonder if it was changing completely.

"I agree with Marcus. Fucking A," Andrew said.

"Cheers guys. I almost feel ready for this. Um, almost."

"We'll do it together," Andrew said. "And we'll get through it. Hopefully without giving birth again. I love Agath and Max, but their feeding schedule is enough for me. I can't imagine more."

"Or pushing one out again, ugh!" exclaimed Max.

Clem sighed. "Yeah, no invisible pregnancies, thank you."

"Then we look out for each other when it all goes down two days from now," Peter said. "We play our parts, and bring this supervillain down. We'll be real heroes."

"Sounds like a plan," Marcus said, putting her hand forth. They all put their hands on his in turn.

"Let's be superheroes," she repeated.

"Superheroes!" they all cried, lifting their hands.

They were committed. Now all they had to do was be ready.

Part 4: Mother's Day

The Star City Mother's Day Parade was not far from starting. Despite the furor in the news and the fear mongering that had begun ever since footage of Madame Maternity's rampage had leaked, there were still thousands lining up to attend. It was a major event of the city, complete with large parade floats, immense balloons, and several marches from local organisations, including members of Artemis as well as other distinct hero organisations. Hell, even small-time former villains or penny-ante crooks like The Jostler and Disco Dancer often turned up, and the crowd seemed to weirdly love them for it. It wouldn't be too out of the ordinary for Artemis members to be present in good numbers either; several of the huge balloons were in the likenesses of the most beloved superheroes such as Lady Glory, and there was always the state-sponsored Artemis float from which several graduating and mentor heroes would wave to the crowd. It was a good way to show off Artemis' maternity

healthcare plan for its employees, as well as celebrate the mothers and mothers-to-be of the organisation, particularly those who were known heroes.

And yet . . .

And yet tension was bubbling in the air for those who were perceptive enough. There were a greater number of heroes than usual present, and they were not in themed costume for the parade either; their gear was entirely tactical. A number of floats were also new. They are all innocuous, of course, designed to celebrate various charitable organisations for mothers and celebrations of great women, though the keen trivia fanatic may question the origin of these organisations, as if they had just been fabricated several days before. Concealed within those floats were more heroes, as well as armed and trained members of the AAT: the Artemis Assault Team. Other floats still had displays with parasols and decorated trees and women in flowery dresses, all of which were actually radar dishes for tracking rapid movements and synching weaponry, on top of jamming teleportation and altering energy flow. It wasn't known if it could stop Madame Maternity, but Artemis was ready for her with everything they had.

And those were just the more concealed preparations. The more obvious ones were out in the open, though the civilian population were unlikely to notice. Suffice to say that there were more police, FBI, and other three letter agencies on hand to help organise and evacuate the citizens the moment anything went down. Heroes in plain clothes were hidden among these groups and liaising with them, some such as Hellaport were already prepared to teleport hundreds out en masse at a time to prevent Madame Maternity from impregnating and gender bending the Star City populace. God knows, the optics of new mothers celebrating their newborn children suddenly having to deal with pushing out new ones would *not* be good for Artemis. They needed to keep their reputation intact.

"Why, oh why can't I have a damn kaiju attack," Lady Glory muttered from her position within a financial building overlooking the fair. The window was tinted, preventing her from being seen, and besides she was ten floors up.

'You don't want that,' the Director said. *'You hate kaiju attacks. You always end up coughing up grey debris and get stuck on evac duty for weeks afterwards.'*

Lady Glory harrumphed. "True. But it's better than this. I hate waiting. I goddamned fucking hate it."

'Not like you to swear.'

"That's how bad this is, Shonda," she said over her comm-piece. "We need a win. If not against Madame Maternity, then against something or someone. We've been resting on our laurels too long. We can't lose the public trust."

'You think I'm not aware of that? The city will be calling for an investigation if we end up with dozens - or God forbid - hundreds suddenly getting knocked up down there.'

“I’m guessing that’s why you’ve got all those ambulances and midwives on call.”

‘You’ve known me too long to think I wouldn’t be prepared for the worst eventuality. The best case scenario is we catch her. The worst case . . . let’s just pray the Doom Makers are up to something. At least then we’ll be able to have a high profile case to restore some public trust.’

“Yeah, all while Madam Maternity gets away with it. Again. On a bigger scale than ever before. I may love my kids but I am *not* letting her foist them on anyone else. Same goes for the gender change. I like being a woman. I accept being a woman. I have for a while. We *both* have.”

‘But this bitch needs to go down. We’re in agreement, Lady Glory. The moment things start, don’t hold back. And put yourself in the way of her beams if it means saving a civilian. Harsh, I know, but consider it an order. And a request from an old friend.’

Lady Glory sighed, looking down at her voluptuous body with its beautiful dark curves within the white and gold top and skirt and boots. Being pregnant again was a real possibility today, and not one she relished. She’d already talked to her children, who - being the older individuals they were now, even if they’d inherited her slower aging - thought the prospect amusing. The absolute cheek of them!

“You’re right, of course, Director,” she said, keeping her cool as she looked down on the parade. It was starting. “I wouldn’t have it any other way. Let’s just hope our secret plan pays off.”

‘Newbies. All our best hopes rest with a bunch of newbies.’

But Lady Glory had more confidence than the Director. Ever since the talk with the group of young heroes-in-training, she’d been impressed with the four of them.

“We were all newbies once,” she whispered. “But we rose to the occasion. So can they.”

They had to. Otherwise, there were going to be a lot of people with new babies in their wombs in a few hours, and not a small amount of them would likely be former men.

“That power of yours better work, Adapt,” she said to herself.

The group were on a rooftop seven stories up, overlooking the proceedings but hopefully far from any potential fighting. All were invisible courtesy of Miss-Appear, though her range of touch when it came to masking others meant that they were waiting in an awkward sort of group hug. She’d chosen to press herself against Peter’s back, while using her hands to keep Dangerbee and Grey Matter out of sight. Peter got the distinct impression that this

particular arrangement was one that she didn't mind, particularly since she was almost nuzzling her cheek against his.

"This isn't too bad," she whispered in his ear. "Wish we had some privacy though."

"Me too," he whispered back. They'd gotten more daring with their flirting lately. It was a good experience for Peter, who'd never had a great deal of success with women. But there was something special about Clementine. He loved her energetic personality, her hidden shy side, the way she latched onto him when he complimented her looks, which only he could see.

'I can read your thoughts, you know,' Grey Matter mentally communicated. *'We need to stay on the mission.'*

'Ew, gross!' Miss-Appear communicated back on the group telepathic network Grey Matter was keeping up for them. *'Get your thoughts out of my head! Surface level stuff only!'*

'This is surface level stuff only, Miss-Appear.'

'Yeah, stop being so horny, you two!' Dangerbee added, lacking tact as ever.

Miss-Appear growled. *'Just because you lost your dick doesn't mean others can't have a goddamned libido!'*

'Yeah, well . . . my tits are bigger than yours!'

'Are not! Besides, Grey Matter is bigger than you!'

'So? I'm meant to be a guy! You're the born woman - you should be jealous!'

'I can't even see my own boobs, remember!'

'Okay, maybe that's enough for now,' Peter cautioned. Grey Matter was right, they had to focus. And he had to start thinking of himself as Adapt now instead of Peter. It was his callsign, and the one that others would be referring to him soon.

The plan was clear. The various heroes, traps, AATs and technology in the parade would engage with Madam Maternity. They'd even shipped in the Japanese hero Crimson Artisan, whose reality-bending paint powers could theoretically trap the villainess in an art-inspired world from which only he could bring her out safely into custody. Other heroes, such as Hellaport and numerous others, would work with law enforcement to evacuate the civilian population. But their own group - and man, they *really* needed a group name to identify their own little junior clique, something they'd argued and fussed over while training for days now - would have other important duties. Grey Matter was irritable not just because she was having to deal with flirty and aroused thoughts, or because nights were getting difficult due to breastfeeding her little grey twins, but also because she was concentrating on keeping a secondary, even larger telepathic communication link open across the entire parade area. It was a feat she never would have been able to manage prior to her gender change and pregnancy. She had spoken more than once about how bizarre it was that

Madam Maternity's effects actually *increased* the powers of superheroes. Evidently, the villainess wanted to foster a challenge all while having her chaotic fun.

That was Grey Matter's role; keeping everyone communicating telepathically, synching actions with the police and other agencies, and keeping the Director in the loop. Her mind was a kaleidoscope of activity, but she could take it. For now. The other three heroes of their little quartet were all focused around Adapt. With his ability to take on new skills, learn advanced information, and make deductions from clues that his power automatically generated, the biggest hope was that he could be the one to finally understand Madam Maternity's weaknesses, goals, skills, and technology. It hadn't worked in Grey Matter's mind, but it had a much better chance of working in real life. Miss-Appear's main role was in keeping him and Grey Matter invisible, and Dangerbee was with them not just as a loyal friend but because her newly-enhanced speed powers could zip them out of danger or to another building top in mere moments. She'd even found that the faster she went, the lighter the load became that she was carrying. Theoretically, the speedster could take all three of them in her arms if she went fast enough, her power naturally protecting them from any friction or g-force.

It was a plan they'd gone over again and again, even mentally discussing different variables, escape routes, worst case scenarios and so forth. Still, the lingering fear of Madam Maternity's power was evident across the entire network. Both Grey Matter and Dangerbee were now women, and not unattractive ones either, and both had gone through labor and birth. Both were mothers biologically, and Grey Matter was a mother in role and identity too. Monolith was present even after birthing eight babies, all of which were being taken care of by the Artemis Institute. She was a massive Amazonian woman now, with a belly that had recovered well thanks to her power and some benefits of Madam Maternity's technology, which had allowed all new mothers to regain their stomachs easily. But it was clear the event had taken a toll on the new buff, tough woman. She was angry, and out for revenge. Others like Paper Mache and Negatron were likewise displaying signs of nervousness and needing encouragement, not wanting to be pregnant again. Jaywalker was too nervous to be present; she was working things out with her wife. Thankfully, said wife was bisexual, but it was still a transition. All of this was information that Grey Matter was privy to thanks to the connection, including the fear among regular law enforcement. Oddly, or perhaps not unexpectedly, a number of women *and* men had turned up with signs begging Madam Maternity to get them.

'I'm infertile! Please let me have BABIES!' one sign read.

Another, held by a man, read, *'Give me something different! My wife left me and I want kids! I'll take a new life, thanks!'*

Hell, even the law enforcement officers and firemen were more female dominated than male despite their usual statistics. Clearly, quite a few men had bowed out, and brave women stepped forward. The rest were the bravest ones, putting a lot on the line. Maybe not their lives, but certainly their livelihoods and futures. Some were almost certainly regretting their choice to be present, even brave heroes like Lady Glory were nervous.

It was too late to back out now though: the parade had started.

Peter/Adapt watched invisibly from his position, neither speaking nor mentally communicating. Neither did the three women who were his friends and teammates. The gender dynamic had once gone the other way, but the flip was a big reason why they were so serious at that moment, watching the first floats begin to emerge down the central parade street of Star City, as well as several enormous balloons. The Delia Anderson Maternity clinic had a fantastic float with mothers of excited toddlers on top of it, alongside the staff. A giant baby bottle was their symbol. A collection of childcare services had pooled together for a couple of floats, and these too had excited children. This had been a huge part of the discussion with the Director. Lady Glory had been absolutely adamant that no child be present, but the Director had overruled her. Madam Maternity had apparently never, not once, targeted a woman underage. Eighteen and over were apparently fair game, with even seventy year olds being reverse-aged to their breeding prime, but never children. And if children were pulled from the parade, it would make things too obvious for Madam Maternity. No one liked it, so a compromise was made: the kids could be part of the early parade floats, and would disembark with the new mothers at an early point. People grumbled, but it at least kept an appearance of normality while preserving caution.

The same couldn't be said about the floats and balloons that followed after, each extravagant, some openly belonging to Artemis or secretly belonging to Artemis, with huge floating balloons in the shape of great heroes. The Lady Glory one was most noticeable, her gorgeous form rendered into a cute, cartoonish caricature that floated stories about the crowd. Despite cautions being issued, many had still turned up with their children, who 'ooh'ed and 'ahh'ed at the images. More than a few were dressed as heroes themselves. The mayor's voice blared over the speakers along with the commentators, congratulating mothers of the year, announcing new childcare programs, making jokes and puffing up local businesses that catered to anything that could be tangentially connected to Mother's Day. Naturally, there were also goodie bags, food stalls, and other stores mobile and immobile for foolish husbands to get their last-second gifts for their spouses.

But for the heroes, it was just an exercise in waiting as the parade made its way slowly down the wide central street.

'Goddamn, can't she attack already?' Dangerbee asked mentally. 'This costume is seriously riding up my crotch. How do girls stand these formhugging outfits?'

'We don't,' Miss-Appear said. 'I just get the luxury of wearing what I want. Seriously, there's a reason why the superheroines with the leotard getups all get them specially made.'

'It's not a leotard, it's just tightfitting!'

'Mhmm, and showy.'

Dangerbee gave an annoyed expression. Her yellow and black bumblebee-style outfit was indeed quite adorable, and she was proud to have an official superhero costume. But the fact that her speed powers necessitated that it be very . . . tight, also meant that her rather lithe, athletic, and attractive figure was shown off. She'd kept the hair long though, which surprised the others. She had explained that she liked the way her black and red hair flashed like lightning behind her when she ran. It was a cool effect.

'Jeez, showy is right. At least I don't have jugs like Andrew's - uh, I mean Grey Matter's here - can you imagine the wind resistance I'd pick up from-'

Adapt paused. *'Dangerbee, Miss-Appear, I need you to stop talking!'*

'She started it!'

'Shhh! Something's happening!'

Instantly, the mood changed. The bickering pair silenced, and Grey Matter looked over to Adapt. *'You sense something? What's happening?'*

'I'm not sure. I'm picking up clues. Little things that are off about the floats . . . just give me a moment and I'll have something to report.'

Miss Appear clenched him a little bit tighter, from nervousness as much from worried affection. Even Dangerbee appeared to place his hand on Miss-Appear's for reassurance, though only Adapt could actually see that part. He kept his focus on the parade though. Something was wrong. Something was off. Little traces of chronotons were in the air, and the arrangement of the floats was slightly off, a few in dimension as well. He'd studied the parade float plans extensively, all the approved ones in particular. No one else could have easily spotted what he was now, but the features of each were off: one was at least a metre wider than it should have been, another two metres longer. One had a giant coffee cup display that was thinner than the specs and images he'd received. The floats were also operating at different speeds, but his power told him this was not human error but a strange coordination that was bringing them closer and closer and closer to one another.

It all clicked into a horrifying realisation.

'Shit! Madam Maternity has control of several floats. I think - I think they're connected somehow. Literally! Grey Matter, you need to tell them!'

'Already on it!'

Grey Matter communicated on the wider band network, his thoughts reaching out to warn everybody. Law enforcement acted quickly, moving to being escorting vulnerable persons first and then larger crowds, thought it would take time, and they didn't want to

cause a panic. This was the best chance to capture Madam Maternity, and they couldn't spook her. Lady Glory was still in her building, but she was now right at the window, ready to fly in at a moment's notice. By plan, several other floats were now changing their configuration. They still looked light and silly and fun, but the dishes and counterbatteries belonging to Artemis within were being redirected to the suspicious floats. A number of heroes in the march and new ones joining them began to make their way to said floats, marching faster or flying in, but doing so in a way that simply looked like a natural part of the parade. The tension rose as the floats closed together, and even the crowd was becoming confused. As the connections between the vehicles clicked, so too did it for Adapt. He didn't even use the mental connection, instead speaking directly to Grey Matter.

"Oh. Oh no. Oh shit. We've made a big mistake. She's brought something much bigger than her usual pregnancy beam."

'What do you mean?'

Adapt pointed at the combining floats. "I've seen her tech before, and I can see enough of it now. Those are becoming a *really big version* of it."

Grey Matter gasped in her new feminine voice, but quickly got to work communicating across all mental bandwidths.

'Attention all heroes and law enforcement, the combining floats must be - NGHH!!'

Something caused a sudden psychic backlash that ended her mental network. She stumbled backwards, becoming visible as she fell from Miss Appear's grasp.

"Brother!" Dangerbee called, zipping fast enough to catch her best friend and hold her.

"S-something's blocking my p-power!" the other woman gasped, writhing in her grey and purple costume on the rooftop. "Adapt! I need you to f-find it so I can get the network b-back up!"

Adapt searched, but the combining floats were taking up too much of the bandwidth of his own power. The decorations ripped apart as they began to reform like some giant cartoon transforming robot. A cavernous opening erupted from the centre, and a massive ten metre long version of Madam Maternity's impregnation beam began to rise out. The crowd gasped in fascination, but others were cannier. The heroes began working to evacuate, but it was not just their mental link that was down, but their regular comms as well. Lady Glory burst from her hiding spot towards the large structure, intent on demolishing it.

And that was when the villainess of the hour finally appeared, her visage overlaid on every giant screen in the central square of the city they were currently passing through.

"Well, well, well, citizens of Star City, it is time for the climax of my plans! And you know what followed a good climax, right? Especially if you aren't protected enough!? Let's just say that in Star City, soon a star shall be born! Thousands of stars, in fact!"

The alien-looking beam device powered up, chronotons generating around it like crazy. Red and gold sparks flickered as the cannon rotated, pivoting on a mobile axis. Several heroes rushed towards it, Lady Glory in the lead, but they were smashed back by an hexagonal energy shield structure that was visible only when collided into.

“Shit, oh shit!” Adapt muttered. “She’s not even here! I can’t do anything if I can’t see her!”

Miss-Appear held him. “Just focus on the beam for now, Adapt. Peter, I know you can do this. I know you can. Find a weakness!”

He took a deep breath and continued to scan, pushing his power to the fullest. Unfortunately, even if he was successful, he would be too late for some: the beam was seconds away from firing, and the crowd beginning to panic. Law enforcement were moving swiftly to get other floats away and evacuate the citizenry, but no one had accounted for this level of supervillainy.

Madam Maternity simply grinned on the screen, her pretty blonde form in her form fitting outfit displaying her impressive curves.

“Like what you see, people of Star City? Don’t worry, you’ll have curves like these soon enough, once you’ve had a baby. Or two. Or three. Or, hell, someone bring Monolith back up here and we can try for the world record!”

To everyone’s surprise, the parade float began to literally *float*, a series of futuristic looking engines on its underside causing it to rise up into the area and provide the impregnation beam with a much more terrifying series of arcs. The sound from it was immense, drowning out almost everything but Madam Maternity’s broadcasted words.

‘IT’S BABYMAKING TIME! LET’S CELEBRATE MOTHER’S DAY BY MAKING YOU ALL MOTHERS!’

The beam reached its apex, energy swirling around its aperture. A collective breath was held by all in charge of keeping the city safe, while the civilian populace simply screamed in terror in those final seconds before the weapon fired.

BWAAAAAAAAM!!!

It was like something out of the anime that Peter used to watch when he was little. A brief explosion of bright energy before it coalesced into a narrow beam of sparkling purple energy. Vortexes of chronoturgical power surged within its beam, appearing like black dots that flickered at a rapid pace, constantly changing the pattern of the beam. It was far larger, and far more powerful, than any of the small devices Madam Maternity had been using previously, and it was targeting *everyone*, casting over the crowd in a wide yet surgical sweep. Peter/Adapt’s mind surged with information even as the first hundred or so victims began to groan and swell into full term pregnancy, breasts expanding on men’s chests and inflating on women’s, burgeoning bellies unleashing through clothing. This was not just a

scaled up version of Madam Maternity's weapon. It was designed to hit entire crowds at once, while leaving those outside its criteria unscathed: those who were underage or unfit by some other criteria.

"Holy shit," Miss-Appear said next to him.

"This is a fucking disaster!" Dangerbee said. "We need to get down there! We're useless up here!"

"N-no!" Grey Matter said, even as the beam hit several dozen individuals trying to flee down a side alley. "We need Adapt up here, searching for weaknesses and Madam Maternity herself. I'm nearly past whatever is blocking my p-power. It's concentrated in the air, I can s-sense it!"

"It's making everyone pregnant *right now though!*" Dangerbee called.

"Not just everyone," Adapt said, witnessing one poor woman in particular swell up with what his power immediately sensed was *quadruplets*. Her friend, caught in the same blast, only swelled up with one. "It's giving even more babies to those who carry supergene potentiality."

"What?" Miss-Appear asked. "Really?"

"I can see it. Look, that man about to be hit! Watch!"

There was no saving him, even as Negatron and Hellaport managed to scoop dozens out of the way using their respective powers. But one man in particular had no chance: he was tubby, and wore an ill-fitting business suit that gave little leeway to his legs. When the beam hit him though, he rapidly received a makeover, becoming a buxom brunette with an impressive set of teardrop breasts that were practically falling out of his now-too large suit. That issue was swiftly resolved by his - now *her* - stomach expanding rapidly, growing and growing and growing in size. The new woman moaned loud enough for even the quarter to hear as *six* babies gestated in her new womb, almost rendering her totally immobile, and certainly even bigger around the waist than she had been.

"He - she, I guess - has strong supergene potential. I can read it in people now that my power picks it up. She's *deliberately* producing as many superpowers as possible."

Miss-Appear stuck out her tongue. "What the fuck? That's psycho!"

Peter was missing something, he knew he was. But he couldn't figure out Madam Maternity's motives just yet. He focused his attention further up in the air where the hovering balloons were, and that's when his power zeroed in on something. He was grateful that the Director and Lady Glory had made him look over books and diagrams over the parade balloons, as well as adopt the skills of several of their operators and makeovers, because now he could spot one that was sitting lower than it should be. Almost as if a device had been secretly planted inside it, likely via teleportation.

“Lady Glory!” he shouted to the air, trusting in her super hearing. “She’s playing a sick joke on you! You need to take down the balloon with your likeness! It has a powerful psychic jammer in it!”

And it had to be *very* powerful, given how strong Grey Matter’s own renewed abilities were. A comet shot from the sky and tore through the balloon several times in quick succession, tearing at electronics and sundering the device within. Instantly, Grey Matter settled.

‘I’m back on! Co-ordinating now and helping calm elements of the crowd to prevent any trampling! No one injured so far, but many pregnant!’

‘Many’ was an understatement. An entire float of celebrating intergenerational motherhood now looked like it was dedicated to pregnant supermodels all around the same age: the ninety seven year old Nancy Egvard was now biologically twenty years old and carrying twins, her body back in the prime of youth. She, along with some of the other golden oldies, were among the only ones not too upset about the scenario. The Fathers For Moms float, on the other hand, was in a state of panic as the beam swept over them. Men tried to jump ‘overboard’ and run away, but each was swiftly converted. Madam Maternity laughed on the big screens all around the halted parade.

“Fathers for moms? Why not Father to moms? Now you get to experience the real sympathetic pregnancy, boys! And just for fun, I’ll pack you with multiples!”

It was a lie, one that Peter was able to sense immediately thanks to his Adapt power. She was a much, much better liar than most, but it was only those carrying supergene, or parogene as it was sometimes called, that were given the weightiest pregnancies. It didn’t help the silver-haired television presenter who was part of the float. Now he would be a female anchor, once *she* finished her maternity leave taking care of the triplets in her belly. If she ever did: they could well develop their powers from birth. Some did.

But as terrible as the chaos was, with hundreds already having to waddle away rather than run, and some unlucky individuals being hit twice, impregnating them yet further, the tide was turning. Hellaport managed to get half a group of pregnant moms-to-be away from the rotating beam just in time, and Paper Mache caught nearly the other half. Only five women were therefore hit, leaving them even more exaggeratedly pregnant than before. Grey Matter’s telepathic network was functioning again, and with Adapt honing in on the necessary details, they were able to identify the unprotected shield battery sources hidden in nearby buildings. Lady Glory, Negatron, Monolith, Hyperion, Ajax, Silkweaver and numerous other heroes (and even a few villains who were nearby that Grey Matter convinced to help) all leapt into action, targeting and dismantling the batteries with ruthless efficiency. Aperture’s own scanning added to the gaps in Adapt’s knowledge, and Grey Matter linked the pair to identify the rest through the former’s drone-cams. It was a good thing about shield

tech: you couldn't power a shield from within its shield, so soon the whole thing protecting the beam was down.

"It's down!" Lady Glory called, her powerful voice dominating despite the chaos all around them. "Destroy the platform, NOW!"

"And be quick about it!" Madam Maternity teased on her screens. *"Because I'm being far, far too productive right now. Of course, just about everybody else is being reproductive, my dear!"*

The platform erupted into a series of dozens of explosions. Negatrons floating drones broke off massive segments, while Lady Glory tore apart the beam with her powerful punches. Monolith was so angry she was literally *biting* off sections of the plating, apparently because using her fists and feet to pummel it simply wasn't enough: she'd used her super strength to jump over three stories up to the beam platform and he wasn't wasting any time venting her anger on it. Paper Mache used hundreds of paper gliders to sweep up falling debris remnants, and Hypotenuse was nearby, using his miniaturised technology to vacuum up any smoky debris or dangerously exotic matter. It was a perfect coordination returning to the fore, and the beam stuttered off before it could roar through a large section of the fleeing crowd.

But just as a minor victory was achieved, things took a turn for the worse. Adapt barely noticed in time, his power allowing him to spot that the background behind Madam Maternity's face on her video feed had changed, as if she were moving and moving fast.

"She's inside the Mother Maybel balloo-"

But he never got to finish the sentence, because it was untrue half way through saying it. Madam Maternity instantly teleported to a point several stories up, floating over the massed heroes who had fallen upon the beam platform. They were too busy making sure none of its smaller turrets were active that they barely had time to react to the barrage of smaller beams that fired from the floating weaponry all around her: eight miniature guns in total, all functioning like semi-autonomous drones that were slaved to her will.

'It's her!' Grey Matter communicated, installing her location in their mind. *'Adapt, QUICK! LEARN WHAT YOU CAN!'*

Adapt tried to ignore the events that followed. Madam Maternity fired again at Monolith, taunting the amazonian titan as her belly once more ballooned up with multiple babies. Negatron narrowly avoided a blast, but Paper Mache was hit yet again.

"Goddamn it!" she cried. "Are you f-freaking serious!?"

"I'm never serious, darling!" Madam Maternity said with a cackle, dancing through the air and teleporting rapidly. "After all, I live for the laughter of children, and soon so shall *you!*"

She fired another barrage. Lady Glory ducked and weaved, distracting her as numerous shots careened in the air. She was clearly summoning her experience fighting this

woman numerous times. In fact, she almost got close to punching her lights out, but again Madam Maternity teleported. Adapt could see that the jamming was only having a minimal effect: the specialised Artemis floats were slowing her teleportation rather than outright stopping it, but even that was incremental. Still, every bit of information counted, and so he passed it on to Grey Matter who helped coordinate their own tight beam jamming upon the villainess.

“Ohhhhhh,” Hellaport moaned as he was hit by one of the impregnation beams. “Oh God, I’m g-growing tits! I’m - ahhhh!”

His transformation followed just like so many others, though it seemed the heroes of Artemis were given special treatment by Madam Maternity. Their female forms were unbelievably fertile and beautiful looking. Soon, the formerly lithe and jocular Hellaport was quite literally ‘busting’ out of *her* costume, a large pair of F-cup breasts ripping open the front, while her hips burst the seams at the sides. She grabbed her stomach, grunting as it filled out more and more and more, rounding out with what could only be twins. She looked mere days away from giving birth, and it made her previous ability to jump to and fro practically incapacitated.

“What’s the problem, ma’am?” an AAT member asked as he ran to her side and offered an arm.

“What the hell does it I-look like? I’m s-so f-fucking pregnant,” she complained. “Now h-help me out of h-here! I’m not ending up like Monolith!”

All of this was within hearing range of Adapt, but the sentiment was communicated as much over the telepathic network. Peter was hooked into it by Grey Matter, and was able to take in just how badly things were going.

‘F-fuck! I’m down. Pregnant. Again. Goddamn it, with twins this time!’

‘She nearly got me! I just missed it. I just managed to - oh shit! Ohhhhhh, ohhhhhh my d-dick! Someone help me before - ahhhh!!!’

‘Um, Madam Maternity set of a miniature version of her birth pulse. I’m - nng! - affected! So are dozens of c-civilians! I - we - need h-help! Someone get over here before I g-give birth! I’m not meant to have a goddamn v-NGHHH!!!’

And so on. Several had already given birth already, or were in the midst of labor. Adapt was glad that he made sure his own mother wasn’t present, but how many former classmates were here with their own parents and older sisters and cousins? And how many heroes were now heroines? Even Hypotenuse was affected: she was using her technology to the best of her ability, aiding Grey Matter’s planning despite being hit by Madam Maternity several times.

'I'm in a meditate mindstate!' she explained over the mental link. 'I'm not taking in any - ahhh - of this. Soon, I imagine I'll be quite surprised at my new form. For now it's - mmhmp - mostly background noise!'

Miss-Appear pressed herself further against Adapt. It didn't take a genius to realise she was terrified. Hell, so was he.

"Peter," she said, whispering his name in his ear. She was holding tight to Dangerbee as well, and it was also obvious that the speedster was itching to help. "We need to do something."

Adapt focused, pushing the terror and panic out of his mind. His power was close. So damn close to something. Madam Maternity moved so fast that he only got snippets of information, but it was adding up fast. Something she was hiding.

"I'm . . . concentrating. Just t-trust me. I can do this."

Clementine kissed him on the cheek. "I know you can," she said.

The revelation came at the exact moment that she took a sideswipe from Monolith and was hit by one of Negatron's drone beams. Her costume was a little tattered, and her teleportation slightly slowed, but she looked only a little injured.

But injured wasn't the right word, Adapt now realised.

Damaged would be more accurate.

"She's not human," he gasped. "She's a robot! An extremely advanced one. She reflectively teleports any time one of her vulnerable points is threatened. Quick, Grey Matter, read my mind and transmit all data about those points immediately! We can take her down!"

It was a revelation. It explained everything. Adapt's power was confused by her Madam Maternity precisely because she was neither an organic being to gain skills from, nor totally a piece of machinery his mind could break down and understand. She was in-between; an actual artificial intelligence that put his power at a strange cross-purpose. But now he'd overcome the dividing line, and could see the points under her ribs where her armour was less capable, and at the base of her spine where a transmitter chip helped regulate her teleportation. On the left underside of her jaw was a point where repairs were intended to be made, and this too was a weak point that was immediately exploited by Lady Glory while Negatron focused on her spine. The latter was already quite pregnant but itching for a fight, though perhaps she regretted it when Madam Maternity twirled on the spot and impregnated her yet again with another baby.

"NNghh! Screw you, r-robot! I didn't w-want another kid!"

"Ah, but I hear you've taken so well to the one you already have!" the Madam returned, just managing to dodge an attack from Lady Glory, who proceeded to demolish two of her eight floating drone guns. "Why not make you a happy mother of more!?"

Lady Glory called across the battle arena. "You're not getting away from me this time!"

"Ah, Lady Glory! Why so angry after all the gifts I gave you? Especially those 'gifts' on your chest. How do you stay upright? Mind you, perhaps its time for those wonderful milkers to produce some actual milk again!"

"SHUT UP!"

"Hardly a witty retort, my dear."

But Lady Glory was going toe to toe with the villainess, and thanks to the constant feed of information Adapt was now able to provide she even had Madam Maternity on the ropes. The artificial lifeform's teleportations weren't purely random; he could tell from the chronoton release of energy approximately where she would be when she shifted, and in doing so the other heroes including the main woman herself were increasingly intercepting her. She altered strategy, shifting instead to other vantage points.

'She's getting desperate!' Adapt communicated. 'She thinks she might not win the engagement so she's taking other vantage points to impregnate as many as she can before she goes down!'

Indeed, she was darting back and forth between rooftops on either side of the parade, even as her weak points were increasingly obvious. Sparks flew from her sides, and shiny chrome metal was revealed by the peeled back sections of synthetic skin, showing all that she was a robot.

'Nicely done Adapt!' Miss-Appear said.

'Very nice, now let's get the fuck moving!' Dangerbee said, who'd been itching to do something - anything. With Madam Maternity flickering about it was getting hard for them to see her from every angle, but with Adapt's instructions the lightning speedster was able to carry them easily from point to point, running up and down buildings and accessing new vantage points. 'Wooo hooo! Finally, you have no idea how much this gal was itching to run.'

'Did you just admit you're a gal?' Miss-Appear asked.

'Whatever! Who cares what sex I am, so long as I can go FAST!'

Indeed, Dangerbee was finally in handy, darting them back and forth so that Adapt could keep feeding information and Grey Matter could communicate it. With Miss-Appear keeping them invisible they were able to get daringly closer to the scenes of the battles. Ulysses had arrived on his flying motorcycle, his magically-empowered biker flail colliding into the side of Madam Maternity's head and ripping free some of the electronics on her left scalp. She shuddered, teleporting again, but her beams were becoming less effective: Ulysses was unfortunately hit, but at least he would have time to get used to being a pregnant woman, because the minor chronoton release ensured he was barely halfway into

his first trimester. He still ended up a busty biker babe type, though, which left him cursing like a sailor on the high seas.

'We're doing it,' Grey Matter said telepathically. *'Over half our heroes have been hit. It's still a pretty big disaster. Monolith has eight babies - again. Poor Negatron is pregnant again too. But we're doing it! No wonder I couldn't read her mind before; she's a robot. Well done, Adapt.'*

Peter felt a surge of pride, particularly as Miss-Appear once more gave him a peck on his left cheek. He truly felt like part of a team, and the four of them were working in perfect synchronicity to stay mobile and help coordinate the plans. Even the AAT - many of whom were laden with pregnancy now - were holding their own. Still, it wasn't decided yet; Madam Maternity geared up another impregnation pulse. Hellaport, even in her pregnant state, managed to sling the device further away. The moans and groans of nearly a hundred civilians starting the agonising labor process began, and she herself was caught in it, grunting as her waters broke between her thighs. Other heroes and even some villains like Cyclope were also hit by the birthing pulse, and a third of the AAT were hurriedly removing their tactical pants in order to spread their legs.

'M-managed to s-save most of you! Be f-fucking g-grateful!' Hellaport communicated on the telepathic network. *'B-because not only am I a f-frickin' pregnant woman, but I'm out of c-commission birthing these f-freaking b-babies now! NGHHH! Oh God, I have to pu-'*

Grey Matter cut her and several others out of the telepathic network. The main focus was on taking down Madam Maternity, no matter what.

"I can't wait to see that bitch go down," Dangerbee said, grinning as she sped them to a new location.

But unfortunately, she'd set it out loud, and with their closer proximity to Madam Maternity, Adapt immediately realised what had gone wrong. The robot, injured as it was, twisted its head in their direction. Its eyes shifted through several focal lenses until it settled on one that could see them. Actually see them.

"Well, here's some busy bees!" she announced. "I see two mothers begging for more babies, and another pair who *absolutely* need the joys of motherhood!"

"Shit!" Adapt said out loud. "She can see us now! Dangerbee, get us out of here!"

"ON IT!"

Madam Maternity fired a pregnancy beam right at them, and it was only thanks to Dangerbee's brilliant speed that it was evaded. The villain had cottoned on to the necessity of their group, because she flew after them, teleporting to keep to the sides and ahead, even as she took damage from the other heroes. Another birthing pulse drew some of them away to tend to civilians; the anchorwoman had been hit multiple times and was pushing out the second of five babies. The Fathers for Moms were likewise hit, and would soon be moms

themselves. Many were clutching the float and squatting, paramedics (including some pregnant ones) helping them out, though some of them were also going into labor and needing help from their peers.

“You can’t escape motherhood! The clock is ticking, dears! The biological clock, that is!”

“Doesn’t she ever shut up?” Dangerbee whined.

“Evidently not,” Grey Matter replied. “Who programmed her this way? Miss-Appear, can you shift our invisibility on the visual spectrum?”

The invisible heroine grunted as Dangerbee carried her and the others across the streets and away from the parade. The fight was going mobile, but unfortunately it meant new targets for the Madam.

“I’m t-trying! I’m cycling through them, but it can’t hold her off for-DANGERBEE, LOOK OUT!”

Madam Maternity was suddenly in front of them down the alley he’d taken them down. She grinned, her four remaining impregnation guns firing in their direction. Each of them, Adapt including, clenched their eyes shut, waiting for the inevitable.

But it never came, at least for most of them. There was a sudden *woosh* as Lady Glory surged down from the sky and battered herself against the unsuspecting Madam Maternity, rending part of her shoulder and causing chrome metal flakes to go sparking. The consequences were immediate for the greatest of the heroes; she had knowingly made the sacrifice of teleporting straight into the villain’s beams, and already her body was changing.

“Lady Glory, no!” Miss-Appear cried, as her personal hero’s form began to bulge outwards.

“J-just g-go!” Lady Glory grunted, punching Madam Maternity across into another building. Her gloriously beautiful form with all its voluptuous curves were suddenly looking a lot more curvaceous. Her impressive bust swelled, straining her white and gold top, while her hips broadened a little further, supporting the belly that bulged outwards. Adapt could immediately sense that the poor woman was now pregnant with triplets, though the damage to Madam Maternity’s chronoton releaser meant she was at least only in the mid-second trimester. Still, she looked absurdly pregnant, clutching her stomach and sweating down her forehead.

“I’m s-sorry,” she managed. “Didn’t expect to g-get pregnant again. Really thought I h-had her. I’ll d-do what I can! But go! Circle back! We’ve almost g-got her!”

She cringed as multiple babies kicked and shifted inside her now-overstuffed womb. Dangerbee needed no more permission.

“Thank you,” she said, for once totally sincere. Then she sped off.

“Poor Lady Glory,” Miss-Appear mused. “I hope she’s-”

“NGHH!!”

It was only then that Adapt saw what Grey Matter was going through. Bunched up awkwardly in Dangerbee’s hands, even if her strength could hold them easily while speeding, he recognised that things would soon be out of control.

“Dangerbee, stop again!”

“Are you serious?”

“A stray beam hit Grey Matter!”

“What!?”

‘It’s t-true. I’m - ahhh - going through it again! I’m s-sorry!’

Dangerbee halted, putting his friend and adoptive brother down gently. Grey Matter groaned, her belly expanding slowly but surely. She unzipped her outfit, allowing it to grow. Her sizeable double-D or E-cup breast also grew yet further, and it was a little awkward for the other three to see them swell with what could only be more fatty tissue and milk.

“Nngghh,” Grey Matter groaned. “D-damn it. F-fuck this. Twins were enough.”

“Shit, is she having more?” Miss-Appear asked.

Adapt used his power. “No, just one this time at least.”

“C-can only sense one. Still, not comfortable! I’m a mother to th-three now. I’ll d-deal. You all go on without me, before she gets here.”

But Miss-Appear gasped, looking up. “Too late!”

The villainess was advancing towards them, her flight now disabled, her motors sparking, her features damaged and requiring repair. Her voice was slightly electronic as she spoke.

“One d-d-d-d-down, three to g-g-g-go!”

She fired, and Dangerbee shifted them all. Her second shot her square in the chest, causing her belly to expand.

“F-fuck! I’m joining you b-bro! Ohhhhhh, sis, I guess! Adapt, d-do something!”

Dangerbee couldn’t act to save them, as all the pregnancy beams were focused on her. It was hard enough to dart around while in the second trimester, but she had no intention of getting even more pregnant. Bad enough that her boobs were pressing uncomfortably as they swelled, and her abs disappearing.

Adapt looked at Madam Maternity as she advanced, one final beam gun in her hand while the drones kept Dangerbee busy. The speedster couldn’t help right now, particularly since one drone was kept aside to target nearby civilians, forcing Marcus to run to their aid instead. Andrew - Grey Matter couldn’t help, except to call heroes in, and they were still twenty seconds or more away.

“Oh crap,” Clementine said. “I really don’t want to become a mother.”

“Nghh - neither do we!” shouted Grey Matter and Dangerbee from the side. The former was rubbing her stomach, trying to calm the kicking baby within.

Time seemed to slow from Peter’s perspective as Madam Maternity advanced. She was quick even with the damage done to her, but as her threat level to him personally increased, so did his power stretch out almost infinitely. Revelations about her internal circuitry, her design, her origins, her purpose and weak points flowed through him. He couldn’t take it all in - no one could in such a split-second moment - but he narrowed his mental fortitude, focusing it entirely upon what she would do next, and how to disable her.

His power worked.

“Clem, when I say, jump to the left.”

“What?”

He kissed her quickly on the lips. It was a major milestone in their relationship, but given the stakes, it seemed the most obvious and easy thing to do in the world. She blushed, clearly surprised, but he continued. “Just trust me! Jump now!”

Madam Maternity shot forth a beam that just missed Clementine, while Peter ran forth, ducking another blast. His power fed him the likely direction of the next, and he managed to best it as well, closing the distance between him and Madam Maternity. Even the robot looked surprised.

“Looks like someone wants to be a *supermom!*” she declared, adjusting a setting on her beam. He instantly recognised that this made it a short-range widebeam, like an impregnating shotgun blast that would be almost impossible to dodge, *and* would leave him not only female, but pregnant as all hell. As in, double the octomom situation of Monolith *at least* kind of pregnant.

But like his power had determined, it was *almost* impossible to dodge. *Almost*. Peter retrieved his standard issue Artemis baton from his belt and slid at the last second like a base baller making a desperate gamble for a home run. The widebeam barely missed him, the hum of the chronotons making his hair stand up on end. The vulnerable spot under her exposed rib-wires was in full view. He jammed the baton in, driving it in deep and causing a catastrophic malfunction.

“You d-d-d-d-dare!?” the robot shrieked, but it was too late. Energy was being released in waves. She tried to use the gun but her arm was paralysed. It shattered into atoms instead in an early self-destruct sequence. Still Peter clung to her, refusing to let go. Heroes were appearing on the horizon, he just needed to hold on for a few seconds more.

“Just need to k-keep Clem s-safe,” he stammered, the energy coursing over his body, though thankfully not the impregnating kind.

That was when his power activated again, and he realised what was about to happen.

“Oh shit!” he shouted, turning his head back to see Clem. She was sprawled on the ground, amazed and dazed but fine, and already moving to try and help him. But it was too late, the energy that was being released was part of one final emergency teleportation sequence from Madam Maternity. The presence of chronotons in the air just meant it was a new kind of teleportation.

The kind that would send her through space *and* time.

Peter could have let go. He could have allowed her to escape. But he had made his decision. He was going to be a hero, even if it would take some explaining to his mom, if he ever saw her again. And heroes made sacrifices to save those they loved.

“I’m sorry, Clem!” he shouted.

“Peter, no! Peter, I lov-”

And then the teleportation activated, and he and Madam Maternity were catapulted elsewhere, to another time.

Desert. Desert and rocks, and a strange sky that looks totally anomalous to Peter’s eyes. He didn’t feel like Adapt at that moment, even after he’d committed an act of ultimate heroism. He felt like *him*, the real him. The one who’d changed so much since this strange adventure had just gotten started. Unfortunately, he didn’t know when it would end. He was flat on his back staring at a cataclysmic environment that barely resembled Earth at all. Floating crystals dotted the sky, and strange shadows prowled on the horizon like mutant animals, or perhaps creatures that were not of this planet at all, if it even was his homeworld. Red and purple lightning flashed in the storm clouds in the far distance, and the sky seemed wrong. It took him a moment to realise why: the moon wasn’t present, and the stars he’d thought he had been looking at were the rocks of a ring circling the planet.

“But I see Aquarius,” he said to himself, amazed. “And Cancer. And I think that might be the lion Leo, but the ring is in the way a little. That’s an arm of the Milky Way. The same arm I’ve seen whenever I’ve left the city.”

It was Earth’s sky alright, and his power quickly confirmed it, among several other things. There were so many variables, but his Adapt thought-class ability was able to make several determinations:

One, he was several *hundred* years into the future.

Two, this was Earth, and it was *devastated*.

Three, the life on the horizon was not entirely of Earth-origin, though some were *partly* of Earth origin, something that was messing with his mental categorisation.

Four, the planet was regularly hit by seismic activity, hence the craggy landscape and desert-like vegetation. The activity was likely caused by falling shards of the now-shattered Moon. Where was the Protector's Guild? Artemis? It was as if this future had failed, some terrible nightmare scenario having rendered it borderline uninhabitable. The cold alone was nearly unbearable.

Five, Madam Maternity was repairing herself on a nearby rock, eyeing him curiously as her robotic hands worked to undo the damage to her internal circuitry. She had his baton at her side. She grinned as she saw him, thrusting out her chest proudly.

"Well, well, well, we have a hitchhiker, do we? Perhaps you'd best take on a more *homey* life?"

Like in a dream, Peter moved closer towards her, his hands up. She moved quickly, raising his weapon and preparing to zap him with her one remaining weapon.

"Willing to submit to motherhood, are we? Or do you think you can try that neat trick again?"

"I'm not hostile," he declared. "I know who you are. You're from the future, where we are now. Hundreds of years from my time. You were sent back with a mission, weren't you?"

Instantly, her demeanour changed. Her grin disappeared, her stance became stiff, and her expression utterly devoid of emotion.

"You have figured out a great deal," she said in a flat, monotone voice. There was no cadence of humour or boastfulness in it. In fact, it seemed quite robotic, as if her entire Madam Maternity display had been just a charade. With the aid of his power, he was starting to suspect that this was exactly the case.

"This is the place you came from, isn't it?" Peter said, slowly lowering his hands. "The where and when you were built. This is what happens to humanity in the future . . . there's not many of us left, are there?"

The robot that was Madam Maternity shook its head in a simple fashion. "Correct. My records indicate you are Peter Avery. Codename: Adapt. You have the ability to glean information and skills from your surroundings and individuals in your presence. You are deducing this now?"

He nodded, still marvelling at the barren deathscape that was future Earth. God, it was cold. Marcus would be complaining about it. Clem even more so; she would be clinging to him like he was a warm rug. Who wouldn't want to cling to someone else, in a lonely dying land like this?

"I'm deducing it now, and putting together previous clues. It's not just my power, either. There's a lot that's starting to make sense. Like how your gender change and impregnation beam heightens our powers, and increases the likelihood of superhuman

children. You've also been targeting populations with a greater propensity for the paragene too. Or supergene. Whatever you want to call it."

Madam Maternity remained still, not saying a thing. It slowly continued to repair itself, drawing spare parts and circuit from an open tray from its formerly female-looking midriff. It reminded him of Hypotenuse's technology, though this clearly had interdimensional folds as well, to contain the equipment she was drawing out. It was so very, very weird to be right in front of her but not have any of her personality on display before him. So he continued speaking, to better fill the silence and collect his own thoughts. He drew together more of his conclusions.

"There's only one conclusion I can draw from all of this," Peter explained, gesturing to the horrifying reality around him. "You travel back in time to prevent . . . this. That's it, isn't it? Whatever nightmare invasion, or catastrophe, or major supervillain or group or whatever that causes this, the heroes in your time couldn't stop it. There weren't enough, or the right ones, or their powers weren't strong enough. Something attacks Earth, and only by altering the past can you help prevent it. Am I right?"

Madam Maternity stood ramrod straight. She folded her arms, and her various compartments closed. She looked mostly repaired, with very few robotic components left showing at all. She looked up at the sky for a moment, and his Adapt power told him that while her showy supervillainess personality was just an act, that she was still a thinking, feeling artificial intelligence as well.

"You are right," she confirmed. "Though I cannot say what attacks Earth."

"Cannot, or won't?"

"Both. I am programmed to ensure that the timeline is not too radically changed, at least in ways that would see the future further weakened. Suffice to say that something does indeed attack the Earth. Something mighty. In the timeline of my creators, there were only a handful of heroes at the time, comparable to your own population of them. They were not enough. What occurred next was the destruction of the moon and much of the living space of Earth. After fifteen years of tribal warfare for the scant remaining resources in the attack's wake, only three thousand humans were left alive. Among them were scientists, roboticists, physicists, historians, and sociologists. Working together, they devised a plan-

"Create an outlandish supervillain who could be inserted into the past, one whose aesthetic would mark her as just another weird antagonist - albeit a really strong one - but whose powers would ensure the birth of many, many more heroes."

"Precisely. To avoid this future entirely, the ultimate subversive operation was required. My creators live in a bunker deep below this very location, monitoring my progress."

Peter took a heavy breath. “And so here we are. In your future. Does that mean we failed to prevent it?”

She shook her head. “The operation is not yet complete. I am merely in Phase 2: the infiltration and insemination phase. The next phase will require me to travel further ahead and ensure the growth of more and more heroes into appropriate roles. Still, more heroes are needed. I have not yet met a sufficient quota, though I am close.”

Peter could have cursed. All of it was making sense, but she still needed to impregnate people? Poor Andrew was in the past, giving birth. Marcus would be due in several months from the point Peter left from. He could only be glad that Clementine had been spared, but if Madam Maternity spoke true, then . . .

He shuddered. “So you’re going to impregnate more people?”

“I must,” she answered stoically. “It is not just my programming, it is the necessary thing to do.”

“They are innocents!”

“I am also programmed not to hurt or kill anyone. All of my victims have healthy births and no complications from pregnancy. The scientists that created me ensured that. Additionally, their health issues are cured as a result, and they are brought into the prime of their life.”

“But what about their mental health?”

She didn’t even look at him, simply recited her programming. “That too is taken care of to the best possible extent. Mental alterations over time ensure that over seventy percent of new mothers raise their children, even the ones that were formerly male. Their sexual orientation also alters to become bisexual, allowing previous relationships to exist. Their fertility remains high, allowing for easy further insemination via natural methods, as well as a healthy libido to ensure a greater likelihood of this being the case. While embarrassment and adjustment persist, over time the victim had enough of their sexual identity altered to match their body, preventing depression and issues of dysphoria.”

“It’s still not right.”

She looked at him, adjusted her eyebrows calmly. “You are correct. But it will save the world. It is the only way.”

Peter sagged back, sitting on a rock. She was speaking the truth. His power could tell so. And it wasn’t just a truth she believed but a total reality: one that was all around him.

“So what now?” he asked.

“Now we have a problem. The information you have gleaned is not meant to be available until much later in the future. Phase Three must be well underway.”

“Are you going to keep me here? I don’t think that’s a good idea. I wouldn’t survive.”

“You are once more correct. The bunker housing the remaining population of humanity is tightly controlled. You cannot stay there. Nor can you stay here. You must return to your own timeline. As such, I am forced to ask . . . for your help.”

Peter realised the implication. “You want me to keep your secret, even help you in the future.”

She nodded. “Your power is significant, and would be crucial in helping train future heroes and setting Artemis on the right path to saving the world. You could even take a prominent position in the Protector’s Guild, allowing you to influence events.”

“I won’t manipulate anyone.”

“I would not ask you too. I was created to wear necessary sins to save the future. But you could be the true hero, helping guide to a better, more protected world.”

Peter thought about it. He’d decided to be a hero. He’d made the sacrifice. Now everything was so complicated. But then, was it really? She wasn’t asking him to do anything he didn’t already want to do. He wanted to graduate from Artemis, to become a member of the Protector’s Guild. He’d just have to keep this terrible secret for most of his life, and allow Madam Maternity to go.

“Even with such a secret, it’s too easy,” he said. “I thought I made a sacrifice, coming here. But that wasn’t it. I can’t be a hero if I can’t take a hit for the team, and do my part to save the day.”

“What do you suggest, then?”

He looked at Madam Maternity, even as a crazy idea stirred in his head. It was foolish, it was wrong, it was life changing. But it was also the right thing to do. He couldn’t ask others to make a sacrifice that he couldn’t, nor could he allow others to succumb to a fate that he knew was necessary, unless he was willing to undergo it himself.

“Is your prego gun still working?” he asked.

Epilogue

Clementine moved through the aftermath of the battle. It was a good thing she was invisible, she considered, because otherwise she would have been the subject of envious looks and a guilty conscience on her own part. Practically *every* hero who had taken part in the battle had been impregnated, even the former men. Poor Marcus was in the second trimester with a baby, annoyed that she’d likely have to take this pregnancy ‘the long way,’ while Andrew had managed to stave off labor for now, though she was very much close to her waters breaking in the next few days. At the moment, the adoptive brothers-turned-sisters were

taking care of each other, swapping jokes and making gallow's humour as a form of coping. Andrew had already decided to keep her third baby. Marcus didn't know what to do, but no one would judge her for any decision she made. Clem often butted heads with the speedster, but she was all encouragement now, and left the pair to their shared company.

Others were equally unlucky. Poor Monolith had beaten out her own damn record. It was only thanks to her super strength that she was managing to move with the weight of what was apparently now nine or *ten* babies. Clem practically felt her own uterus want to drop out and runaway at the sight of how grotesquely pregnant the bruiser was. Worse, labor had been triggered by a birth pulse, so she was being attended to by multiple paramedic services as she howled curses.

"I'LL GET HER! I S-SWEAR I WILL! I'LL GET HER F-FOR DOING THIS TO MEEEEEEAAGHHHHH!!!"

But then her body forced her to bear down and push, and while Clem's invisibility allowed her to eavesdrop and spy at will, she wasn't exactly wanting to be privy to what happened next. Her main concern was finding Peter. The last she'd seen of him he'd teleported with Madam Maternity, but the effect had looked different. More . . . explosive. Her heart beat rapidly in her chest, and her mind kept turning to the worst.

"I'll find him," she said to herself. "I know I will. He *has* to be safe."

But Andrew had been unable to sense him with her mind powers, and Dangerbee had briefly been able to speed around to look before her new pregnancy tired her out. If they had come up with nothing, what luck would she have?

"Can't give up," she said. "He wouldn't. I know he wouldn't."

She thought of the kiss he'd given her. It had been a magnificent kiss, like something out of the stories published about Lady Glory when she was apparently romancing Bluestone. Not that the romance worked out, but she had learned a lot about Lady Glory that messed with her understanding of the heroine. But Peter was different. He was kind, and determined, and he could see her. Not just physically see her, but he put up with her silly jokes, didn't judge her weird media preferences, helped her style herself, chatted with her endlessly and easily. For the first time, she felt like she wasn't invisible with someone. Even Andrew and Marcus couldn't quite give that to her.

And then Peter had gone out like the hero she knew he would be, and there was a hole in her chest that was rapidly filling again with fear.

"No. Don't think about it. Just find him. He's Adapt. His power literally helps him adapt to things. I'm sure he thought of something!"

She continued to move down streets and ask random civilians questions, even if it meant spooking them due to her permanent invisibility. Most had no time for her, one turned out to be in labor with twins, her astonished wife struggling with the concept of having a wife

of her own as she held her former husband's hand. One woman was even buoyant and ecstatic.

"Sorry dear, I'm too busy celebrating! I was sixty two years old, now look at me! I'm a total pinup, and I get to be a mom! I couldn't have kids before! What a blessing!"

From the angry looks of the former Fathers for Moms members, each of whom were tiredly breastfeeding their new babies, she was one of the few ones to consider herself lucky. The same could be said of the heroes. Only Pagan seemed to be adapting perfectly well to her pregnancy, but there was a rumour she was pretty insane, or at least very hippie-ish. She was already praising the 'Great Mother' for the 'blessing of fruit to my body,' which as far as Clem was concerned was a damn weird way to put it. Negatron seemed to get some amusement from it at least; the tech-class powered superheroine was once more with a baby and looking quite tired.

"I'm going to keep it," she said after Clem's inquiries. "I know it's stupid, and probably some mental thing, but . . . I can't not, right?"

"It's your choice."

"Yeah, it's my choice. God, what a day. What a disaster. I'll send out some drones to look for Peter though. Adapt, I mean. I'll communicate to you first thing if he shows up: we all owe him for helping save us. We got an edge today, at the least. Don't know if it was worth it though, even if I . . . accept this."

She cradled her round, full-term bump with one hand, while breastfeeding a baby against her chest with the other. Negatron had been hit by a pregnancy ray, then a birth pulse, then a pregnancy ray again. To say it had been a 'busy day' for her was a damn understatement, but then she was usually one for that.

"Thanks for helping," Clem said. "I wish you the best with your baby, Negatron."

"Babies, plural. God, what a day."

It was a total disaster for Artemis. They could come back from it, but it would take a long time, a big media and campaign blitz, and more than a few villains to step up, make havoc, then be caught heroically in order to get the public's trust back. Estimates were already in the thousands in terms of those who were impregnated, with nearly half of them being former men. The amount of babies born or going to be born was likely around the five thousand range due to the sheer amount of multiples. A visiting male tourist from Australia ended up not only a suntanned raven-haired beauty, but one who would be heading home with *quints*. A Korean couple had two sets of twins between them. A visiting Indonesian dignitary had decided to attend the parade and was now having her position in the government re-evaluated in terms of leave. Clem couldn't quite figure it all out, she wasn't one for world events beyond heroing, but it was clear even to her that this event was going to have longer lasting international relations as well, ones that Artemis would be stretched

thin to try to smooth over. This was not even to mention the Protector's Guild now having to deal with numerous heroes taking time off to be mothers, some like Negatron likely for a few years. They would be short staffed for a while. Clem at least knew she could help there. As fearful for Peter as she was, she was at least proud of her own efforts on this day.

"I'm proud of you too, Peter. I just need to find you."

'Clem! I've got him! He just re-appeared two streets down from your location, on the left, in an alley. Can you make it?'

She was already running, ducking and weaving carefully around labouring women and pregnant ladies being herded into cars to make it home with strange new news. Her heart felt like it was in her throat as she crossed the two blocks. She darted into an empty alley that was impressively thin, and came face to face with someone who was definitely not Peter.

And also definitely *was* Peter.

"Oh fuck," she said. "Peter. I'm so sorry!"

She crossed quickly over to the woman in front of her, launching into a hug. The woman could have been Peter's sister. Her hair was longer, but still vibrant and ginger in colour. She had a similar smattering of freckles, and her figure was still quite thin, except in several particular places. She had the same kind eyes as well, and her jaw was set with a determination that she recognised absolutely as the boy she had fallen in love with. The woman hugged her back.

"Hey Clem," she said.

Tears poured down Clem's eyes. "I'm sorry I couldn't save you. You - you sacrificed yourself for me. And now you're a woman, and you're pregnant, and it's all my fault!"

She stepped back a moment, looking at the round belly belonging to the feminised Peter. The new woman had unzipped and discarded much of her Adapt costume to allow it to stick out, the white underside of her belly showing beneath the stretched undershirt. It shifted slightly from the movements of the single child within.

"Ngh," Peter grunted, rubbing her belly. "Not used to that. Or, um, these."

She looked down at the pair of what had to be D-cup breasts that were also stretching the shirt. Clem was a little jealous, which she knew was a stupid emotion to have at this moment. Still, she laughed a little.

"I can't believe you've got bigger boobs than me."

"Yours are nicer," Peter said, daringly.

"You wouldn't even know!"

She laughed back, before turning serious. "Clem, it's not your fault. I knew what I was doing. I didn't want you to end up like this. I know the idea of being pregnant and having an invisible baby scares you, and for good reason. I was . . . happy, to take the hit."

More tears flowed. “But now you’re going to be a woman. You’re going to give birth. This is you forever.”

Peter gave a wan smile, rubbing her belly. “I know. It’s not . . . ideal. But it’s necessary.”

“Did you stop her, at least? Madam Maternity?”

“That’s exactly what I’d like to know as well.”

Peter and Clem looked up to see Lady Glory descending from above. She was incredibly fertile-looking, her belly swollen with multiple babies. She grunted as she landed, nearly overbalancing, an event at odds with her usual poise. Her skin glowed more than usual though; the gorgeous lead superheroine wore pregnancy very well, even if her belly was enormous.

“Triplets,” she said idly. “Still coming to terms with it. But it will be all worth it if you can tell me that Madam Maternity was defeated. What happened, Adapt?”

Peter couldn’t help but notice she was calling him by his hero callsign. There was a hunger in the woman’s eyes, a desperation for this to be over, but a deep respect for him and all he’d done as well. For Clem as well; only Peter could see how much the invisible woman was heartened by Glory’s presence. The new woman took a deep sigh.

“Madam Maternity used an emergency teleport. It sort of shifted us out of time. I was right, she was a robot, though I couldn’t get much more than that. She hit me with a beam and then fled. I don’t think she’ll be back for a while . . . but she will be back.”

Lady Glory cursed under her breath. As if in agitation, her babies kicked visible within her belly, which was uncovered by her costume, bare to the world.

“And nothing that could help us capture her?”

“Only the information I was able to give everyone and that Grey Matter passed on. I’m sorry, Lady Glory.”

She put a hand on his shoulder, though he could tell she was upset. “It’s okay, Adapt. You did as well as you could have. Both of you did. This is still an absolute disaster . . . but things could have been worse. I just fear that we’ll never beat her.”

Peter decided to venture something at least to alleviate her fears. “There’s one thing I found out, Lady Glory. She can’t do this forever.” He summoned his best lying skills to explain her rampage would soon stop. “The energy she uses is in limited supply in the form it is conducted. I suspect she only has a few more appearances at best, and she knows it. I know it’s not the best reassurance . . .”

“But it’s something,” Lady Glory said. “Thank you Adapt. We’ll have a full brief at Artemis in several days. For now, we have to deal with this chaos. You rest and find your friends. And I can help any of you adapt to your new circumstances. I’ve been through it before. Currently going through it again! Thank you both for being heroes.”

Clem gave a little sound of excitement before collecting herself.

“Sorry, I just love her so much.”

“I noticed.”

She turned Peter around with her hands, inspecting her new form, even placing her hands on her stomach. “I can’t believe it,” she said. “You’re a woman.”

“I can barely believe it too. But it was the right sacrifice to make.”

“A heroic one?”

“Yeah.”

“You know, you’re kinda cute as a girl, at least.”

Peter grinned. She wasn’t used to the weight of her full breasts, or the feeling of having life shifting about in her stomach. She wasn’t used to her new voice, or her changed centre of gravity, or her general softness and long hair. But hearing Clem say that she was cute was nice. Very nice.

“Clem, my power is pretty good at figuring out what’s not being said sometimes. It’s why I suppress it around people I care about, so they don’t think I’m doing a weak version of mind reading. But even with a suppression on it, I can tell you find me mega hot.”

Clem giggled. She placed her arms over Peter’s shoulders - they were not equal in height - and stared into her eyes.

“You’re very, very lucky that I’m totally bisexual, Peter.”

They kissed again, and this time the kiss lasted a long time.

‘Finally, the romantic pair are back.’

Andrew was communicating mentally again, probably since it was easier than talking given how short of breath her latest pregnancy was making her. She was lying back against a spare mattress on the street while more capable heroes held off the press. Marcus was at her side, looking glum about her own situation but happy that Peter was back. She zipped rapidly to him and Clem, nearly batting the invisible woman accidentally aside, and hugged Peter.

“You’re back! Holy moly, and you’re a woman like us, and you’re pregnant! And you two are a couple! What a day!”

“Someone’s excited,” Clem snarked.

Andrew chuckled. *‘Marcus here got another boost in power courtesy of this latest pregnancy. She’s even faster, but also way more hyper.’*

“I need so much fucking sugar right now,” Marcus whined. “And it’s not just cravings. I can’t believe I’ve got to be pregnant for like four months this time. Goddamn it, I hope I don’t start feeling emotions towards it and want to be a mom.”

Peter bit her lip. She knew that would likely be the case now.

“By the way Peter, you look super hot,” Marcus continued.

“Doesn’t he just?” Clem said, kissing her on the cheek. “Sorry, she.”

“And just pregnant with one? Lucky you.”

‘Come sit down with us, Peter. Commiserate with us over belonging to the formerly-men-who-are-now-pregnant-mothers-to-be club. It’s pretty exclusive.’

“And thank God I missed it,” Clem said, slumping against Peter. She rubbed the new ginger-haired woman’s stomach though, something which was soothing to the both of them.

‘So, what do you plan to do, Peter?’ Andrew asked her over their shared telepathic connection.

Peter knew that the one person she wouldn’t be able to hide the full truth from was Grey Matter, and likely Clem, given how close she was. Marcus maybe, in time. She trusted these three totally though, and knew she’d figure out a way to keep it all a proper secret in time. For now though, she just wanted to be with her friends, all four of them now a girls group, and simply find comfort in that. She held her stomach. Inside, her little baby stirred, only half-formed, with several months yet to go. It was astonishing to think about. She’d be a woman for life, and eventually be lying back and pushing this baby out of her new womanhood. It was intimidating to think about, even with her adapted midwife knowledge and general medical learning. And then she’d breastfeed, and probably wear dresses at some point, and learn how to use bras, and style her hair - if she wanted to keep it long - and adjust to being a bisexual woman in a relationship with another woman. Her mother had always wanted a girl, but she had little doubt it was going to be an awkward bit of news to drop still, especially since her mom was going to be a grandmother. She could only hope that Clem would stay by her side. She had a feeling that would be the case.

“I’m going to have this kid, and I’m going to raise it,” she said.

Clem shifted against her, but more in surprise than alarm. He could read her cute features well: she was happy for him, even if it was a shock.

“And I’m going to still be a hero,” she continued. “I want to be, and I need to be. I can adapt; it’s my power, right? Besides, the world needs more heroes.”

That much, she knew now, was totally certain. And she was more than ready to do her part. They all would.

The End