

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 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 Negraton, 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. Madade 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! MMHHM!!! 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 - agghhhhh!!!”

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.

'Ngggh! 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 - nnghh!'

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.

"Negraton 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 *tore*, 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.

To Be Continued . . .