# 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."

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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 of 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.

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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."

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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."

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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 mussy 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 unlocks 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 Andew.

"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 him 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, pinging 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 . . .

To Be Continued . . .