

## Ben's Girls

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## Ben's Girls

by [AzureGigacyber](#)

### Summary

Alien Force/Ultimate Alien- One fateful night Charmcaster gets bored of her fruitless occupation as a super villain under her uncle's control. Feeling certain needs and the revelation that she was unhappy and unfulfilled come to light, she sought out Ben Tennyson for slaking her lust. Once she has her way with him and charms him into romancing her, she bestows upon a gift called the 'Charm Effect' which will enable him to charm any and every girl who's ever had a personal affection for him. This leads to a series of escapades and adventures leading to Ben building up a harem, will Ben reign control over this 'gift' and stay the faithful lover to many? That's all up to him and the embodiment of the Charm Effect calling herself 'Amalia'.

# Sorceress Charming(Charmcaster)

AN: Just a quick heads up everybody. This story, is NOT new,, in fact it was my very first harem smut fic I did about five years ago on FF back before they pulled that purge bullshit they do now. It was my first so it was before my skills sharpened, it's on the Ben Ten franchise going from Alien Force, to Ultimate Alien, and even tracing back to the original series. Even includes the crossover of the Generator Rex universe. It's just a repost so enjoy if you happen to be fans of those cartoons, at some point I may continue where I left off years ago. Enjoy.

Ben's girls

By Azure(Formerly known as Auumaan the original author of this fic)

## Chapter One: Sorceress charming

### Current Timeline-Alien Force

Sitting on her chair bored out of her mind was a petite girl with long silvery hair wearing a dark purple nightgown that matched her lipstick and mascara color, she was indeed very beautiful but held a rather cold complexion on her face. As cold as she was coldhearted, this girl or woman, appeared to be in her teenage years though she held much wisdom about dark magical forces and the nature exotic mysticism.

Her birth name wasn't commonly known but everyone simply labeled her; Charmcaster.

"I'm sooo bored." She muttered bitterly as she sat on her high class chair looking at her orb randomly watching scenes of real live people going about their daily business and switching over to cable television, yes the orb has magical endowment that permit her to watch the premium channels, but Charmcaster wasn't amused at the moment.

Brushing her long elegant hair with a comb she continued switching the orb's viewing channels to something else each second like channel surfing until she stopped at one viewing spot in particular. She didn't know why she did but something caught her attention and she got off her chair to take a closer look at it.

Within the orb there was live projection of one teenage boy she couldn't bring herself to forget.

"Ben Ten. Huh." She said flicking her fingers to increase the zoom on the globe, he was practicing martial arts in some random public gym against a sand bag wearing only his black shirt and jeans. The omnitrix was ever present on his left wrist and the boy had his usual simple happy go lucky expression he always wore, it annoyed her.

"Hmmm, he's not too bad looking, too bad I have to kill him somewhere down the line. Still..." She muttered to herself and looked back to one of her magical rock golems standing idly in the back of the room. "What do you think? Assuming you can think anyway."

The rock grunt simply grumbled incoherently not understanding her question, it was only made to

follow commands like any rock golem.

"Hmm, you're right. He's all alone, no annoying red headed witch or dim witted Levin to help him, I could take him out..." she said as if the golem's response was an actual answer. She looked at the orb again and noticed Ben sweating as prepared another round of martial arts against the training dummy.

'I don't like him enough to befriend, but I couldn't care less about killing him though, his cousin on the other hand....grrrr.' She thought getting a little heated up thinking about her own personal arch enemy. How long has it been since she's been crossing paths with them? How long has she been at this super villainy shtick? She honestly didn't want any part in it, but her uncle 'persuaded' her into serving alongside him in his ventures. What does she have to show for it; nothing.

"Hmm, now I think about it I don't think I've ever had a 'first kiss', I spent too much time with the dark arts and that Levin boy wouldn't even count since I was just using him against 'her'." She looked at the orb and noticed Ben taking off his shirt in a sweat as he continued practicing some judo moves. "I may be crazy for even thinking this, but maybe it's time I have some fun of my own, not as a super villain, I'll just a simple girl looking for a 'fun night'." She said to herself as she glowed bright violet and changed her nightwear into her usual sorceress attire via magic.

"Mind the place while I'm gone. Oh who am I kidding, you have nothing better to do." She said to her golem bodyguards as she opened a portal and disappeared leaving two clueless rock monsters behind.

Where Ben is at...

Panting and slumped over, Ben was sweaty and tired from today's workout, truth be told he didn't think he needed to practice hand-to-hand like Gwen did, but she insisted that he didn't rely on the watch so much.

'Easy for her to say, she's been doing this stuff for years and I'm barely working off two smoothies and chill cheese fries as it is, man I'm beat.' Ben thought as he sat down on the gym mat for a quick rest.

No one was in the gym except himself, it was a public gym in his neighborhood, but the desk guy had to leave early and told Ben to lock up the front door when he's done. He knew him well enough to trust him and Ben felt like he had enough training for one day.

Getting up and walking to his gymbag to put on his shirt and jacket once again as he was about to head out, but someone unexpected spoke up from behind him.

"Going somewhere, hero boy?"

Ben turned around and to his utter surprise he saw Charmcaster, a long time enemy of the Tennysons (especially Gwen), standing right in front of him.

He instantly went to alert mode and raised his hand to activate his Omnitrix but she two steps ahead of him. Before he even noticed, a violet energy chain came from her right hand and wrapped itself around his left wrist and pulled it to his back. The same thing was done to the other hand and as it was brought behind him it tied together both wrists in a pair of energy handcuffs.

"Hey! What's the big idea?" He shouted lightly as he strained to break free of the cuffs.

"Cool your jets, Tennyson. I didn't come here to stir up trouble, now sit." She said magically forcing him to sit down on the matted floor.

"Didn't come here trouble? Heh, excuse me while I sneeze out the words 'load of crap'." He retorted as she walked over to stand over him.

"Believe it, Tennyson. Here's some incentive." Then she did something unexpected, she leaned down and grabbed his head to pull him into a deep frenching kiss with her tongue probing his with much vigor.

To say Ben was shocked and stupefied was an understatement, he flat out was too surprised to even move a muscle. Here was a enemy, a rather gorgeous one at that, who had tried off him and Gwen more than a few times, kissing him and doing a good job at it.

After a few more seconds she softly broke the kiss and sighed in satisfaction. She had a slightly dazed expression on her face then her face changed to one of naughty mischief.

Ben however had a stupefied and confused look on his face and then he finally spoke up. "W-well, that was new...not every day I get frenched by a hot super villain."

She chuckled in somewhat. "You definitely know how to flatter a girl, but I'm interested in more than flattery, green boy." She said mistily as she magically lifted him to his feet and placed her hands on his chest to feel it.

"Mmmm, nice. I see working yourself out today worked for the better." She said as one of her hands went underneath his black shirt to feel up his chest.

Ben was really feeling aroused, part of him wanted her to continue her ministrations and another part of him needed her stop for Julie's sake. Moral sense and bodily needs were conflicting with each other, but Ben was blind to it at the moment when Charmcaster did something else unexpected.

She reached down to the lower part of his abdomen where the hem of jeans met the belt buckle, now alarms were going off in his head that this going too far and it needed to stop.

"W-wait! Wait a minute! Stop!" Ben struggled to call out while enduring the ongoing arousal. Charmcaster looked at him with indifferent expression.

"For what? I can sense you actually like this, Hero." She whispered huskily.

"For s-starters I have a girlfriend and I wouldn't do this to her, on top of that you're basically raping me!" He said trying to sound a little outraged, but he could tell that wasn't what it felt like.

She laughed in complete amusement at what he said and Ben was even more perplexed by her unusual behavior.

"You are funny. For one thing, ask me if I care about your girlfriend, actually if you play your cards right things could turn out better than you think it will. I'll let you know later, but I'm not raping you, I'm simply getting things started. When I enchant you, you will beg for me and will be as much part of this as I am." She then leaned in close to his ear and whispered; "It will be a lot of fun, Benjamin. You'll see."

She then took him by surprise by lightly licking a part of his earlobe in affection, Ben could start feeling aroused again and before he could say anything she stood back and pulled out some pink dust in her right hand.

"W-why are you doing this..? I thought you hated us." Ben said weakly as he felt whatever Charmcaster did to him start to effect.

She smirked in a sultry way. "I hate your cousin, but I'm fairly neutral about you, I'm doing this because I want to, just sit back and enjoy it." She said and she blew the pink dust in his face letting it take effect on his entire body.

Ben could feel the energy cuffs disappear from his hands, but he didn't feel like fighting or running. What he did do was suddenly pull the sorceress to him and looked in her blue eyes before grabbing her head and shoved her head to his where their mouths covered each other again.

Ben was under her influence like Kevin once was, but this was much stronger and filled Ben with a craving for the silver haired temptress.

"Mmmmmm." She murmured as he aggressively ravaged the inside of her mouth with his tongue, she made use of her mouth by suckling her lips on the tongue to increase the effect.

Charmcaster immediately did not regret this decision, in fact she was super positive she made a great choice.

Her hands went back to work as they slid off his green jacket and let it fall to the floor and hastily slid them back to the hem of his pants. Ben's hands themselves went to work as well by one of them grabbing and squeezing her left breast and the other trailed down to her rear rubbing it.

With a click Ben's belt buckle came loose and then the zipper was undone leaving an opening where she used her right hand to probe into his pants.

"Hnnh." Ben moaned as she massaged his bulge through his boxers and placed her other hand behind his head to engage in another steamy tongue locking kiss.

Ben used the hand that was on her rear and moved it to between her legs to rub that part instead, Charmcaster moaned in his lips as his other hand squeezed her breast and massaged the other.

Breaking the kiss she looked at him hotly and magically lifted his shirt off and his pants down around his knees.

Ben couldn't or wouldn't speak, he was overcome with her lust spell and blew all sense of right and wrong out the window, all he could think about was letting this witch do what she wanted with him.

Charmcaster smirked and licked her lips as she got on her knees and placed her hands on his boxers.

"You'll love this." She said smiling naughtily as she peeled off the private piece of clothing and gazed upon Ben's erect member standing for attention. "My my, one good surprise after another."

Drawing her face closer she placed her violet lips on his shaft and kissed it gently once and again

until her lips found the tip, opening her mouth a little Ben could feel her breath on his flesh and was anxious for her to taste it.

Licking the tip with her moist and smooth tongue like a Popsicle was what she was doing that was driving him insane since she did so slowly, he was impatient to feel her mouth and she knew it. Charmcaster took the next step and moved her tongue to his shaft and licked the underside up and down repeatedly making him grit his teeth in anticipation. Hearing the moist sucking sounds didn't ease his eagerness either, but she spared him by then going to the top and opening her mouth wide open.

(Slurping sounds) In one quick motion she engulfed his entire member into her mouth making Ben moan out loud, she continued suckling back to the tip and all the way forward till her nose touched pubic hair.

"Oh yeah...keep it up." He said grabbing her head with both hands to rock his hips forward and backward. He was facehumping Charmcaster's face and she liked the sudden aggression in it.

Slurping and sucking sounds were being made and loose saliva was escaping whatever space of her mouth that wasn't filled with Ben's manhood, now she increased her suction and tightened her lips.

"Oh man, I'm close, very very close." Ben moaned signaling her to thrust her head much faster making him moan louder.

"Oooooohhh...!" Ben grunted as his hips undulated and he shot stream after stream of thick warm semen into her mouth and down her throat, he heard loud gulping sounds from her which turned him on even more.

She retracted her head and opened her mouth wide open for Ben to see some of his cum remaining on her tongue, she closed her mouth and swallowed with a loud gulp and reopened her mouth to lick around her lips.

Ben could already feel his member hardening again since he saw that.

"Delicious, now sit down." She commanded with a lusty tone in her voice. Ben did so and Charmcaster started to glow violet around her body then she magically stripped herself of clothing. She was in her fully nude glory and Ben could instantly feel himself getting hard already.

Her body was elegant and petite, which was strange considering that she seemed bigger and more woman like five years ago, her breasts were supple and of adequate size and her pubic hair was scarce and also silver. Her tiara was gone and there was a small tint of red on her face that indicated that this may very well be the first she has ever done this.

"You're beautiful." He stated as he was in awe of her despite being under her spell's mercy.

She smiled a bit got all fours and crawled towards him like an animal hunting its prey. Now faces only centimeters apart she gazed into his eyes and chuckled a bit.

"Aren't you sweet, I don't believe anyone has ever called me that before when I'm not in disguise, but I suppose that was because I was too busy terrifying people with dark magic. Do you truly believe I'm beautiful, you're not just saying that because of the lust spell are you?" She asked cupping his chin in her right hand.

Ben, still being hypnotized was able to answer honestly. "I always kinda thought you were a looker, but never thought about it too much. Everytime you see us you attack with golems or with your uncle."

"Hmmm, you make a good point; well we have this moment right here for you to experience my beauty firsthand and to satisfy your needs while under that spell. Don't worry about feeling like you betrayed anyone, I have a plan that will satisfy you and every girl you know, but first you must satisfy me." She said lustily as she gently pushed him to lie on his back as she crawled over him and placed her womanhood over his erect and twitching member.

"Now take me, make me yours, Tennyson." She said as she dropped and immediately felt a very pleasurable sensation as the tip of his dick was slowly sinking into her.

"Oooooohhhh!" She moaned as she kept going down until he reached a stopping point; her hymen.

Ben's mind was overcome with fevered lust but his mind was his and a concerning look was on his face. "Are you sure? It will hurt."

She smirked. "I wouldn't go this far and not go farther, of course I'm sure." She said as she dropped down so suddenly and yelped out in pain as Ben's member penetrated her hymen. "Aaaahh... ooohh."

Sinking in little by little until it was all the way to the hilt Charmcaster's pussy completely enveloped Ben's dick, she took a few seconds to adjust to the pain and collect herself when he pulled her head to his for a deepening kiss.

She sucked on his lips and licked his tongue with hers until her mind was no longer on the pain, now she felt adjusted and new waves of pleasure were forming within her.

She started bouncing up and down repeatedly undulating her hips with Ben's member. They were both moaning and Charmcaster sped up her bounce every second.

Ben grabbed her hips and forcefully started thrusting along with her making her feel it his dick more.

"Oh yes, Tennyson! More! I need more! Faster please!" She cried out as her face contorted in ecstasy, her cold stoicism gone as well her virginity, she gave herself completely to the pleasure he was giving her.

Wet slapping sounds were made as the witchy girl was bouncing rampantly on Ben's sex, his thrusts were matching her drops making their orgasms come ever closer.

She placed her hands on his chest and arched her upper body forward a bit giving him a better look at her breasts.

Then the moment came when she screamed out in ecstasy filled orgasm making her fingers clench Ben's chest and her toes curl up.

"OOOOhhhhh yess! Yess! Aaaahhh!"

"Uunnggh I'm coming!" Ben said gritting his teeth as his hips stopped and his position tightened.

"Oh god! Charmcaster!"

His hips started twitching and rocking as he came to his climax spurting much of his seed into her glistening pussy. Stream after stream of sperm shot into her filling her up as her orgasm subsided and she collapsed on top of him.

Ben finally stopped coming and slumped his body flat on the matted floor. Charmcaster rose her head up to meet face to face with him from his chest.

"That was exquisite, I may pay you a visit more often when you're alone, Tennyson." She said purring as she laid her head on his chest.

Ben didn't know what to say, his lust subsided and perhaps the spell wore off, but he felt exhilarated and satisfied from having sex with a beautiful girl. He still felt he betrayed Julie, he couldn't stop mulling about it. The fact that replayed in his head was; he had sex with Charmcaster, Charmcaster of all people, and came inside her.

'Dear lord, please tell me she doesn't become pregnant. Pretty please with cherry on top?' Ben mentally worried.

Suddenly she got up and placed her hands against the wall sticking her ass out as a means to signal Ben to come over there.

The same lusty look appeared on her face again. "One more round, hero. I need more of you. I want more, Ben."

Ben was a little surprised she actually called him by his first name for once, and found it irresistible to walk up and over to her. He positioned himself at her rear and rubbed his cock to regain hardness, which didn't take long and slid into her. Earning a moan from her in the process.

"Come on, keep screwing me like an animal! Faster!" She cried out as he began pumping her pussy once more, her moist folds were already providing enough lubricant to slide it in and out faster than before.

Her hair was slightly messy and a few hairs stuck to her face in sweat as Ben kept at it making it more enjoyable every minute. She lifted a leg in the air and Ben grabbed it to hold it up while he continued plowing her.

Minutes later they reached their climax again and Ben poured another helping of cum into the silver haired spellcaster.

He sat back down exhausted and she joined him in a sultry embrace with a satisfied look on her face.

"I greatly enjoyed that, Ben. I know you did too, there's so much of your 'essence' dripping out down my legs." She purred licking the side of his cheek.

The lust spell died down on Ben vastly, but the realization still held firm in his mind. "I..I cheated on Julie, I can't believe I betrayed her... I just gave in."

Charmcaster rolled her eyes and smirked, she cupped his chin with her hand and looked directly into his eyes.



"You don't have to feel guilty, in the end Julie and maybe a few more will join in with you, don't worry she'll be part of it too if you let her."

"What are you taking about? It's one thing that you enchanted into this, but now you want me to talk my girlfriend into your little fantasy?" Ben said outraged.

"You have satisfied me and so I shall bestow upon you a very special and unbreakable enchantment upon you. Give me a moment." She stood up and magically rematerialized her clothes, she closed her eyes and chanted a few bizarre words together.

Suddenly Ben felt strange as a pink glow covered his body and vanished, she stopped chanting and looked at him with a grin.

"What did you do?"

"You now have the ability to enchant and allure any girl you come in contact with or desire greatly, your hormones will connect with theirs and they will be just as amorous as you feel at that moment. They'll want it as much as you will, in basic terms; you can make any woman or girl yours. That is my gift to you."

Ben looked deadpanned, not only did this magical villain spellbind him into having sex with her, now she made it so that he will have that effect on other girls like she had on him just now.

"Uh..thank you..?"

"You may feel like this is going a bad direction, but you will enjoy and savor it, it won't change their freewill, it'll just bring out what they felt for you tenfold. That includes your girlfriend and your cousin." She said straightening her hair.

"Gwen? She doesn't feel that way, does she?" Ben asked confused.

She simply smirked. "More than you know, and you're welcome by the way. I will take my leave now, I'll be seeing you again very soon, Ben, and who knows, we may even have a group experiment with you and other girls. We'll see." She said as she opened a portal until Ben called out to her.

"Hey wait, I could uh...use a little help dressing myself up here." Ben said embarrassed as he covered himself in the nude.

She winked and magically rematerialized his clothes on him, he thanked her and then caught a piece of cloth she tossed at him. It was her underwear, still moist from her arousal.

"See ya later, Ben." She said vanishing in to the portal.

Ben just stood there with panties in his hands unsure of how to make of this new situation.

'Any girl I want, huh. Should I even use this power? Does it automatically activate? Uhhh.. I need to go to bed and think about this, either the greatest thing happened to me or the most chaotic.' Ben said grabbing his things and locking the gym doors behind him.

He walked down the pathway to home with a faint smile on his face. 'She wasn't that bad of a

person after all, and maybe....i should pay a visit to Julie later.'

End of chapter One

Next chapter: The girlfriend is kinky

AN: Again, this is a repost of my original work I did as 'Auumaan' on FF. Long story short I wrote this fanfic and it got really popular, everyone loved it, but eventually the purge on FF happened and some moralist cunt of a troll flamed my story and reported this to get purged. After that I reposted to Adultfanfiction where I lost interest for roughly several years. Here I am reposting this in hopes of getting motivated to continue it. I hope you all will enjoy it,it's basically Ben x multiple girls(pretty much all the attractive ones shown in the cartoon series and yes that includes his milfy aunt and mother too.

# **The Girlfriend is kinky(Julie Yamamoto)**

Ben's Girls

By Azure

## **Chapter Two: The girlfriend is kinky**

Ben Tennyson was currently walking a sidewalk path to his girlfriend's house, he had been with Julie Yamamoto for a while now and had hoped to keep it that way. It had been yesterday that he just had sex with a long time villainess; Charmcaster and he wasn't feeling very eased about it. In fact Ben kind of expected her to pop up out of nowhere any moment, but he brushed it off as paranoia.

Not that he was afraid of her, it was the opposite actually, and after losing his virginity technically 'unwillingly' to her Ben felt a very strong urge to either hold or ravage the silver haired witch all over again. It had to be part of the charm or whatever it is she augmented him with that going to supposedly entice girls around him.

He hoped whatever mess she just got him into wouldn't damage his relationship with Julie, but another thing was on his mind that she said yesterday; Gwen.

'She had to be messing with me. I mean, come on, Gwen? She tells me Gwen is in love with me, my sophisticated high class cousin is in love with me, why do I find that hard to believe? Maybe incest is something of a fetish Charmcaster is trying to bring out in me or something. Maybe I shouldn't even think about it.' Ben thought as rounding a corner and seeing Julie's house a few yards down the same path.

When he saw her two story house just a few feet away he wondered; should he even go near her in case the spell turns her into a sex hungry seductress? It could also strengthen their relationship, but cause of this spell could also destroy it. It wasn't his fault after all, but guilt still reared its head in Ben's mind.

'Don't I really like Julie? Of course I do, but if the magic makes her want sex then it won't be out of our own choice, it will just be because some magic charm made her and me really horny.' Ben thought as that was the simplest way to put it. "Then again is it any different if one special date on a beautiful night makes one thing lead to another? Oh for crying out loud, I will just go see her and what is meant to happen will happen. I really like her and that's all that matters." Ben said to himself in new resolve as he approached to the door way by walking over the lawn path meanwhile in a windowsill above Julie herself looks to her window and at Ben in eagerness.

In Julie's room...

'Ben's coming over. Great! I can't wait to show him what new tricks ship can do and..'. Julie thought before she trailed off and looked longingly at the green jacketed boy walking across her lawn.

She kept her gaze on him then a sudden feeling of warmth and mild internal elation took hold in her body.

'What's happening? Why do I feel so...so...good?' She thought before getting even more of the

unknown effect coursing throughout her body, then when she looked at Ben again while he was outside on the doorway, she got this desperate urge to run down to the lawn and make out with him right there.

Her parents weren't home and Ship was running about in the backyard, she didn't know why she was thinking differently and she was losing much of her train of thought, but she did know one thing that was on her mind and needed to be on her body; him.

Julie wouldn't notice it but her pupils started to glow light pink whenever she looked at him thus increasing the effect, but without waiting she slid her right hand down her skirt's waistband and on to her panties.

'Ben, no one else is home. The front door is unlocked so just open it and run up here already! I need you badly, I can't explain it, but I want you so much I can taste it.' She thought before raising her other hand to her right to cup one of her breasts and squeeze it tenderly. 'Oooh yeah..' she didn't know where these urges were coming from or why they were happening, but her mind was on lust now and she had needs to be filled.

Sitting down on the edge of her bed Julie's hand down her skirt went to work pressing her fingers against the clothed flesh, then she her hand slowly moved down against her private and up just as slowly.

Using the other hand to steady herself she used her right hand to keep massaging her gentle area slowly increasing her arousal and warm feeling.

"Julie? Anyone home?" Ben said from downstairs as the sounds of the front door opening were heard by her. Julie looked to her side where her desk was and noticed her digital camcorder laying there and got an idea.

Getting up and removing her hand from herself she walked over the camcorder and input some commands turning it on, after she put it back down the light on the device still signaled it was on.

"Ben if this is the day we finally cross that boundary then I want to have recorded, for plenty uses." She said to herself sitting back at the edge of her bed and noting that her digital camera was indeed on and recording in camcorder mode, Julie wanted it on with what she's going to do for Ben.

"Come here, Ben. I'm in my room." She called out getting his attention downstairs. Hearing him shuffle up the stairs Julie began to get a little anxious again and used both her hands to reach under her skirt and slowly strip her undergarments off. Once they were at her left ankle she kicked them to the side.

Ben opened the door was greeted by the sight of Julie sitting cross legged at the edge of her bed with a foxy smile on her face.

'I haven't seen her smile like that before...' Ben thought to himself as he came in.

"Oh Ben, could you be a sweetheart and close the door behind you completely, lock it too." Julie said smiling. Ben obeyed and did so mildly anxious.

Before he could turn around he felt Julie's arms wrap around him affectionately.

"J-Julie?" Ben stammered as he felt her head cuddle against his back.

"Ben...can you do me a favor?" She said exotically while her hands traveled along his chest then started slowly moving south.

'Her hands must be very soft.' Ben thought as right then both of Julie's hands cupped Ben's private area. Now one hundred percent positive that the charm had already taken effect on her, Ben inwardly resigned himself of the struggle against her lusty hormones entirely because now the charm has become active in himself as well.

"Yeah, Julie?" He asked feigning ignorance and feeling the heat buildup in his body like the first he was 'influenced'.

Julie then let go and sat on her bed again, only this time she sat spreading legs apart to give Ben a good view of underneath her skirt.

'W-whoah..! I can see Julie's pussy!' He thought gulping anxiously as he peeked at the Asian teen's bald hairless snatch. Something about seeing it made Ben want to go over and eat her out all day. He figured it was obviously the charm tampering with her pheromones.

He couldn't help himself and neither could she.

"Take off your pants." She answered pulling up her skirt a bit more.

Ben did as instructed almost hypnotically and he could see her excited expression show and when the bulge of his erect member showed on his boxers.

"Come closer, Ben. Pleease?" She said the last part with a sweet seduced tone in her voice.

Ben shrugged his jacket off and closed the distance by standing at the edge of her bed in front, she kicked off her shoes and peeled off her socks.

'What is she doing? Is she going to-'

Ben was cut off from thought when one of her dainty soft feet landed on his bulge gently. It started rubbing in circles making Ben moan a bit inwardly.

'She's giving me a footjob and it's great!' Ben mentally said as the feel of her right petite foot kept rubbing in swirls on his boxer bulge.

She bit her lip mischeviously and brought her other foot up to the hem of his waist band, after sneaking in her big toe she dragged the boxers down little by little then she saw Ben's erect member sprung loose.

"You're going to like this, Ben, but I don't want you to use all your energy just yet." She said giving him a sweet smile and then placed her two feet gently on his dick, one foot started caressing his balls and the other foot slid up and down his shaft.

'This feels so good, but I need to ask Julie if she's really sure about this. Even if she's spellbound.' Ben thought as the feel of her left foot fondled with his sac some more.

"Julie, are you sure you want to go through with this? I mean I love what you're doing, but this is a big step, ya know." He struggled to say when her right foot was brought to the tip of his dick. 'Her

feet are so soft.'

She gave him a sincere look which indicated she was still mostly herself if not very intoxicated by the spell. "Of course I am, Ben. I'm very ready to do this with and for you."

Ben felt he heard the truth and there was no sexy tone behind her words, she was still herself alright.

"Why do you feel the need to ask? Don't you...love me?" She said giving him a hurt look.

Ben felt he shouldn't have asked and felt guilty for making her think he didn't love her, it was a little hard to say the 'L' word to her since their relationship is less than a year old. What the hell, if she loved him then he would love her back and do whatever it took to please her.

"Of course I do, never think I don't, Julie." Ben said feeling his cock in between two of her main toes on one foot, it felt like very similar to a hand job and felt good.

She smiled sweetly accepting his answer and continued her footwork with rubbing his shaft between two of her toes.

"Oh yeah...keep it up..Julie. I think I like this new thing you're doing." He said her making foot go faster.

"Glad you like it. Here's the finale." She said bringing both her feet to the side of her Ben's shaft and started rubbing them rapidly back and forth.

"Oh...Julie..!" Ben moaned out a little louder and the pair of cute dainty feet continued to slide on his shaft a little faster.

Ben was feeling his cock twitching as he felt the smoothness of the surface of her soft feet continue to rub his member with much vigor.

"I-I'm close..!" He said throwing his back in pleasure.

Julie's feet stroked his dick several more times before Ben moaned out her name loudly as he shot spurt after spurt of cum all over her clothes and body.

Several more streams of semen shot out before he was done and much of it was all over the clothes she was wearing. Some of it splattered on her bed and feet as well.

Ben then witness Julie scrape up a piece of his sperm from her sweater with her left index finger and placed it in her mouth.

"Mmmmmm, I could get used to tasting you, Ben." She said winking and savoring the taste of his spunk, the sight of her licking her finger clean was turning him on again.

She then removed her sweater which left her in a black tank top and after that she leaned back on her bed some more and spread her legs far apart giving him a perfect view of her now wet slit.

"It's my turn to service you, Julie. I promise I won't disappoint." He said bravely as he kneeled down in front of her exposed bottom and placed his hands against her thighs.

'I can practically feel the warmth from her snatch. She did me a favor, now to return that favor.' He said leaning close until he could place his mouth against her wet pussy.

He started kissing the folds and then her clitoris, he nibbled it with his lips and could feel Julie appreciating it by rolling her head back in pleasure.

Ben began sliding his tongue against the surface and lapped at it slowly causing Julie to moan now, he placed his tongue inside her folds to taste and suckle on her pussy.

"Oh god Ben!"

Julie placed her hands on his head as he dove deeper and wormed his wet tongue insider swirling around insider her. Ben was humming his satisfaction in the taste of her juicy vagina, he had been no expert, instead he was following his instincts and the charm was giving him the extended energy and motivation to enjoy her as much as possible.

Ben's mouth was deep enough to feel the scarce pubic hair against his nostrils; his tongue was worming around insider her snatch tasting all of it while his mouth kept sucking on the surface of her lips and flesh.

Julie began curling up her toes and bended her knees inward as her orgasm was approaching fast, a sure sign was her hands grabbing tighter onto his head.

Ben then finished up by bringing his tongue up to her clit to lick and slurp all over it while he shoved two fingers from his right hand into her hole and started thrusting.

Julie's body started shaking violently and her back arched while her hands shoved Ben's face against hips. "Oh oh ohhhhhh BEN!"

Her body trembled and shuddered and he can feel her juices flowing out of her pussy and into his face and mouth. Ben tasted and swallowed most of his juice and brought his face back out almost out of breath.

Julie laid on her bed spread eagled and panting from her orgasm, then she looked at him with almost animalistic lust in her eyes and grabbed Ben by his shirt to pull him on top of her.

She shoved her lips against in a savage and succulent kiss where he probed her mouth with his tongue and in turn she sucked and tasted his tongue wildly.

They made out for minutes and Ben was starting to harden again due in fact that she was stroking him during their make out session.

Slurping sounds were made and small lines of saliva were connected to their mouths as their rounded up their kissing with Julie sucking his lips.

"Mmmmmmm, Ben, I'm ready. Just take me! I'm all yours, Ben!" She said as he rose his upper body and grabbed hold of her thighs.

He used his right to grab and position his now rock hard cock at the tip of her entrance. While he did this she pushed up her tank top to reveal her petite ample breasts and all their glory.

Ben rubbed the entrance upwards and backwards with the tip of dick a little bit then placed it ready

to penetrate.

"This will hurt a lot, you know." He warned and she nodded impatiently.

With a great shove he forced himself in and heard a very pained groan from her, blood seeping out from the intrusion a little bit, but Ben kept going until he felt her pussy to the hilt.

He slowly pumped backward and forward a little bit to get adjusted, he could almost feel like bursting already because of tight she is.

'She's so tight, it feels so good..!' Ben thought before cupping her face and looking into her eyes.

"Are you okay? I didn't want to hurt you."

"I knew it would be painful, Ben. The first time always is, I'll like it much more if you keep doing what you're doing. Now fuck me." She said smiling.

Although he hardly ever hears her curse, Ben was inclined to continue pumping his dick into her wet and slippery snatch. The rod like appendage got sucked in to the warm hole then retreated back out until the tip was at the entrance, again Ben kept repeating this action while hearing Julie pant.

His dick slid in and came back out, Ben kept pumping into her while holding her legs apart by the ankles and the more he felt her soft wetness around his cock the closer he was to finishing up inside her.

"Oh yes, oh yes! Keep going, Ben! Harder!" Julie screamed out and Ben started thrusting himself into her pussy with more force until he gritted his teeth.

Panting, bed creaking, and wet noises could be heard as the brunette teenage continued to plow the one on the bed. Julie then grabbed him by the shirt to pull his upper body back down to her while he was still inside.

She aggressively suckled his mouth once more as he lay on top of her. Ben wrapped his arms around her back to embrace her to the closest extent as his cock kept pushing in to her, Julie could feel her end coming and quickly wrapped her legs around his lower back causing Ben to moan out loud.

He was now further inside her since her legs locked themselves around him causing him to push harder and faster. He was close too.

The bed was now creaking even more violently as his thrusts were pounding her into the mattress with fervor, sweat was glistening off their bodies, their mouths locked with each other, and the sound of Julie moaning louder and louder was all that can be heard at the moment. Until...

"Ben!BEEENNN! I'm Cumming!" She shrieked out loud in euphoria as her toes curled up, her entire body clenched up around Ben as her orgasm came in tidal waves.

"OOOOHHH YES! JULIE!AAaaahh....!" Ben strained then felt his hips thrust on their own wildly as he shot a flowing stream after another into her womb filling her up.

For a few more seconds he kept rocking his hips with hers releasing the rest of his semen into her pussy, thus leaving him finished for right now.



They both sighed in satisfactory relief as Ben collapsed on the bed next to her.

'I would love to sleep away the night here, but her parents will be home soon and so will mine. I just need to muster the energy to get up and walk. And Julie...' Ben looked over to the smiling face the Asian angel and kissed her. '...I don't think I'll tell her about Charmcaster, probably never will, but this charm stuff affected her before I even got within a few feet of her. Any girl I know could be next if they see me and this whole thing will happen again, but is it really a bad thing? Maybe it's a blessing, most guys would kill to be in the position I'm in right now, but how would Julie feel about me and more girls if she's still under the effects? I'll think about it later.' Ben thought before rising up from the bed about to get dressed.

"I love you, Ben." Julie said to him as she put his jacket on him and kissed him sensually on the lips.

"I love you too, Julie." He said dressing up once again and bade goodbye as he left the house.

He walked with a smile on his face since it was a terrific afternoon for him. One thing was on his mind though; actually two things: this thing would indefinitely affect other girls regardless of what he does or doesn't do and there's no helping it now, but would he really want to help it? Maybe not. The other thing was his cousin; Gwen, would she be affected by this too? Even if she was magically imbued like Charmcaster was?

'Only one way to find out.' He thought grinning at the idea.

End of chapter Two

Next chapter: family moment

## Keeping it in the family(Gwen Tennyson)

Ben's Girls

By Azure

Chapter Three: Keeping it in the family

Laying on his back on his bed Ben looked up at the ceiling in apparent thought while his right hand was occupied by tossing a rubber ball against the wall and receiving it repeatedly. A lot has been on his mind lately since the 'love making' spell Charmcaster laid on him during their 'frenzy', the first being on how to undo the spell if there a way to actually do that, another would be whether or not to keep it.

'I actually kind like this, but it's wrong on sooo many levels. I mean it's not enough that I cheated on my girlfriend with someone else but now this automated sex charm I have now turns nearly every girl I meet into crazed sexfreaks. Sigh, I have thought about this too much, I need someone to talk to about this.' He thought then facepalmed thinking it a bad idea to reveal to anyone about this little escapade of his.

"It's all Charmcaster's fault, is that even her real name?" He said to himself in a bored tone as he threw the ball again. 'You love Julie, don't you?' A little voice of his conscience said to him, he nodded and caught the ball. 'After what I did she probably won't anymore, I mean it's not like I can control or turn off this weird spell. I'm royally screwed if they all snap out of it and look at me like a perverted monster.'

'Now you're being melodramatic, whether or not the spell will wear off or break doesn't matter, just enjoy it while you can. I bet Julie is kinky enough to want you to keep it anyway, and if Charmcaster is right then so would Gwen.'

"Romance my own cousin? Now I know I'm going crazy." He said to himself.

'You know you love her, you're just too scared to tell her that and hear her answer. Besides, you've already gone far beyond the limits so might as well have a little fun.'

Ben was quiet for a moment then slowly shrugged. "Well in for a penny, out for a pound I guess." He sighed to himself once again letting the fact that the charm would do anything it wanted regardless of he wanted. He put his left to his chin in mischievous thought of how many girls he did know.

"Well there's Julie, maybe CC anytime she reappears, Helen I think, Elena, and Gwen." He said the last part sighing in blissful thought of how his escapade with his redheaded powerhouse of a cousin would go. He then shut his eyes for a quick daydream though unaware that his door opened and someone walked in.

"Ah Gwen, if I don't tell her now then maybe never and what happens will happen." He said to himself with his eyes closed until a familiar voice broke him out of his thoughts.

"Tell me what, Ben?"

Ben opened his eyes in alarm and looked to see Gwen herself standing in front of his bed with her arms behind her back and a curious yet innocent look on her face. She was wearing her usual attire of a red long sleeve shirt with tight fitting jeans and a black vest as well as having her hair tied in a long ponytail.

"G'ah Gwen! Hey! Uh didn't see you there....soo.. how are things?" Ben said stuttering in stupor as panic was in his mind at the moment. He was pretty sure she heard him and now she's going to want an answer, the bad thing is that she could never fall for any of Ben's lies. Another would be since she's this close then the charm would activate.

"Peachy, I just walked in and heard you talking to yourself, everything okay?" She said in a concerned tone as she sat down on the bed with him.

Ben could honestly say that he can't look at her in the same light anymore, right now she was having an effect on him simply by being this close and the spell itself afflicts him as much as whoever he's with.

"Yeah, just fine, nothing to worry about, Gwenny." He said scratching the back of his head nervously.

Gwen simply cocked an eyebrow and got up from the bed. "Ookay, well come on or you'll be late for the trip to the waterfalls. Grandma Verdone said she'd take us there, it's the place we met her in, you know."

"Oh uh right, Kevin coming too?" He said getting up as well whilst something very noticeable was shown on Ben.

"No, he said he's going to go modify his car some more, so he'll be out for...the.....day.....uh.." She trailed off when her eyes looked down below Ben's chest and awkward silence followed as she stared at it.

"Uh Gwen? What were you saying?" Ben looked questioningly at her and looked down to what she was staring at, Ben's eyes went wide with embarrassed surprise.

He had a massive erection creating a tent from his boxers, it could never be unnoticed by Gwen.

Ben didn't notice and he was too shocked to say anything, but Gwen had a light blush on her face as she looked at his tented boxers, then after a few seconds of more awkward silence she cleared her throat catching his attention to snap out of their little trance.

"Well I should go get dressed then, be outside in an hour. Grandpa and Grandma are coming by with the Rustbucket." She instructed still a light red color to her cheeks as she turned around and walked to the door. Before she opened the door Gwen's head turned to the side to cast a look at Ben.

"Ben? Do you think I should go with a black two-piece swimsuit or a white one?" She asked not knowing what brought out the question in the first place.

Ben then noticed a soft eerie pink glow in her pupils indicating the charm had already taken effect.

"Uh I would say the black one, it brings out your hair more." He answered honestly, Gwen nodded and blushed a bit at the compliment and left the room.

Now looking down at his erection he sighed miserably. "That was embarrassing, bad timing for a hard on, but either way it looked like she's under the effect now. Maybe it was her powers instead?" He said to himself then shook that off remembering that she asked which swimsuit option she should wear, it was a simple question, but he knew better.

'If it can't be helped then I should enjoy it I guess, I just hope this doesn't crash and burn on me one day.' He thought before going to his closet to rummage through his camping and swimming wear.

Little more than an hour later...

They arrived at the camp site about an hour after they left the house, Ben and Gwen didn't say anything to each other the entire trip, probably out of awkwardness between after Gwen witnessed his arousal.

She may have been quiet, but the charm did indeed take effect on her and she is indeed planning a little something for her cousin later on today.

Ben came out of the Rustbucket clad in his swimming shorts and a towel draped over his left shoulder, he stood outside waiting for his Grandparents and Gwen to finish changing. Leaning against the wall of the RV in boredom he waited until he heard the door open and stepped out a version of Gwen he thought he would never see.

"What do you think?" She asked smiling as she came into view appearing to wear a barely visible black thong accompanied with a same color top piece that barely covered her breasts at all and it didn't have any shoulder straps. Gwen's hair was even done differently, it was styled like a ponytail to the left side leaving her a slender mane of hair draping down over her shoulder. Very graceful and gorgeous, she paralyzed Ben with her look.

Ben's mouth was agape with awe as he struggled to say something without looking ridiculous.

"I take it from your frozen face that I look good. Try not to drool too much, Ben." She said smirking and walking the lake nearby to start swimming.

"Wow." He said to himself now thinking that letting the magic do its work is a good idea.

His grandparents came out of the RV lifting some of the camping equipment out in to the opening.

"Need any help? I could go Humongasaur and take the heavy stuff off you." Ben suggested pointing to his watch.

"No, that's okay, Ben. Just go swim and have some fun, I may be old but I'm still spry." Max grunted lugging the barbeque grill to the right spot.

"Sure thing, Grandpa." Ben turned around and was about to head down to the lake as well until Verdona placed a hand on his shoulder. "What's up, Granny?"

"First off, don't call me 'Granny', secondly keep an eye on her. I think something strange has affected Gwen." She stated suspiciously.

Ben mentally gulped; he didn't expect Verdona to be catching on to Gwen's sudden change in attitude.

"Yeah, I will, but it might be nothing, you know, maybe hormones?" Ben suggested shrugging as he left the opening and headed down to the lake.

"Hormones don't always make an innocent girl dress in a slutty swimsuit, but keep an eye out anyway. It could be because her mana has been tampered with by another supernatural force, it happens every now and then, you know. You just make sure she doesn't go too crazy or anything." Verdona said giving a stern yet motherly smile.

"Don't worry I'll keep a real close watch on her, Granny. See ya." Ben said walking down to the lake where Gwen was.

'He called me 'Granny' again, I hate when anyone does that. It makes me feel so old.' She mentally said pouting. Suddenly a light pink glow that wasn't mana lit up in her eyes. A fuzzy warm feeling spread throughout her whole body making her knees feel weak and her sensitive parts more sensitive.

"Oh my, what am I...feeling? Oohh..." She said to herself as heat and elation overcame her body and suddenly her hands unknowingly went to the area between her legs and began stroking her clitoris through the fabric. 'What am I doing? Ooohh why do I feel like this?'

"Almost finished with preparations, Verdona, do you need to sit on one of the lounge chairs now?" Max asked setting one down near the shade.

She slowly turned her head and smiled shaking her head. "That's quite all right, dear. I think I will just go for a walk in the woods and pick out some of the flowers that remind me of the old days."

"Okay, I'll be waiting here then, I know you're not here for long until you go traveling again, but let's make this day memorable for Ben and Gwen." Max said smiling genuinely.

Verdona nodded and started walking to a certain area in the woods. 'Memorable,hmmm.'

Where Ben and Gwen was at...

Deep in the neck of the woods where the waterfall lake is where Gwen is at, she went on ahead of him and Ben slowly came upon the clearing and saw her already getting in to the water.

She sat on the edge of one of the flat rocks and let her ankles get into the water, she didn't notice Ben yet and maybe she did and decided to tease him at the moment.

Gwen scooped her hands into the lake to scoop up some water and let fall onto her chest which was sticking out while her back was arched.

"Holy..., I think I better watch this first." Ben said to himself and picked a spot behind a tree nearing the lake; he got a good view and hid himself from her for now. 'Does she know I'm here or is she teasing me?'

He got his answer when she turned her body so that Ben got a perfect view of her front body and then she unclasped her bra. The thin piece of clothing came off instantly and fell into the water, her long still dry hair hung to one side on her left shoulder revealing her supple teenage breasts in all

their glory.

'Gwen's tits! Wow, I never thought I would see her of all people naked. This is so perverted to do, but I sure as Hell can't help it. I just want to go up to her and-' Ben stopped in mid-thought when she did something else on her little show that shut him up.

She laid back on the grassy ground intentionally exposing her slender topless upper body, she placed one arm behind her head and used the other to grab a small bottle of skin lotion she brought with her.

Using her unoccupied hand she flipped open the cap and positioned the bottle over her abdomen and squirted some of the creamy skin lotion over her chest and dropped the bottle on the ground.

Taking her both her hands now and placed them over her lotion covered breasts to lightly grab each mound with her hands then rubbed her fingers to smear the cream all around.

Ben was getting aroused at seeing her fondle her lotion covered tits and already his swim shorts felt tighter. He looked down and noticed the erection formed tent of his shorts show up again, but then he looked back over at Gwen who was now doing something incredibly arousing.

Gwen picked her right breast mound and craned her neck so that her pink lips made contact with her nipple then she opened her mouth and flicked her tongue to lick the areola and nipple at the same time.

'Holy crap!' Ben thought unable to tear himself away from this.

The warm wet tongue of hers licked around the nipple in a smooth circle and she closed her lips on it as she was now making a suckling noise, she was suckling her own breast while her other hand was squeezing and rubbing her other breast.

"Mmmmm." She moaned then released her mouth from it and looked into a spot of the woods to say something. "Well Ben? Are you going to join me or not? It's getting lonely here." She said in a sultry tone with bedroom eyes.

'She did know I was here. Well screw watching!' He thought with burning desire and walked quickly out of the hiding spot up to Gwen's laid back form.

They both looked in to the eyes of other and felt something click, a connection, a bond, even a mutually desired lust for the other that has been dormant for awhile now.

Ben leaned down to her now red face and right then and there they both immediately knew what the other was thinking; 'I love you. I always have.'

Ben captured her wet pink lips with his with an energetic lustrous hunger and Gwen reciprocated by wrapping her arms around his neck to become closer physically.

He could feel her lotion bathed tits against his chest increasing his arousal and lust for this woman, he had one hand behind her head pushing her deeper into the kiss to the point where he was literally sucking her tongue in. His other hand reached down to her other part of the swimsuit and slowly peeled away her black thong little by little till it reached the end of her ankles.

With a yank her thong was off and into the water of the lake behind them, Gwen's own hands went

from behind his back to the rear of his swim shorts and gradually peeled them off until they were off entirely thus revealing his erect member to her once more.

She broke the kiss reluctantly and looked directly at him with a hungry and dreamy expression on her face. "Ben, should we do this? It will change things, you know. Nothing can ever be the same and-"

"I want to, you want to, and we both know we wouldn't have gone this far without meaning to go farther. I love you , Gwendolyn Tennyson, too much to let anything keep me from you." Ben interrupted with his heartfelt confession and Gwen simply melted after hearing him say that. She knew he wouldn't leave her, she just felt she had to ask that if he was unsure in anyway, but now she knows better.

Ben felt her left leg rub up against the side of his buttocks signaling she wanted him to do it now, Ben smirked and lifted himself up so that he could hold her legs apart and aim his hardened member at her moist opening.

He looked at her eyes and noticed her pupils were glowing bright pink like his pupils were currently doing and it was telling him the charm was working in overdrive for them. Probably because they were both so deeply in love with each other, Ben knew this was meant to be.

The tip of his cock reached her entrance and little by little he pushed in causing Gwen to whimper a little bit, she nodded, then with a great forceful push he penetrated her hymen and felt the soft flesh of her walls constrict his member tightly.

"Aaaahh....ooohhh It hurts....ooowww..." She whimpered as her virginity was taken by him, she would have screamed but restrained herself as much as she could in case her Grandparents would hear it and come searching.

Just like how it was with Julie and Charmcaster, Ben decided to silence her by kissing her and letting her moans go quiet while his tongue was playing with her own. Eventually the pain subsided and then waves of immeasurable pleasure replaced it and spread out through her whole body, her pupils glowed with an even brighter pink signaling the charm was multiplying the pleasure he was giving her tenfold.

Ben's slick member was sliding in and out repeatedly with a feverish vigor, his hips were rising then dropping over and over again increasing the wet fleshy suction her pussy was giving him.

"Ah YES! MORE! MORE!" She hollered out as sexually hungry look displayed on her face.

Ben pounded more and more and wrapped his arms around her back while she grabbed the back of his head, wet slapping sounds were made and being loud as he kept banging teenage snatch of his cousin.

'It's so good! So good! I can't believe it! The charm is making me and her more sensitive to all of it and it's incredible!' Ben thought as he felt the balls of Gwen's feet touch his thighs as her ankles crossed and interlocked along the surface of his lower back.

She wrapped her legs around him and it increased the suction drastically.

Out in the woods right in front of the lake area Verdon was watching the scene in complete and utter shock. Her eyes were wide with what she was seeing, but she didn't want to interrupt or stop

them for some reason, maybe it was because it was their moment or something else...

'Oh dear lord...! Th-they're having intercourse! My two grandchildren making love to each other..!' She thought and stood hidden, but as much as she was appalled she couldn't tear herself away from the scene. 'Am I actually enjoying watching this..?'

She got her answer when her pupils lit up again with pink glow and suddenly elation and euphoria overcame her nerves. She leaned her back against the tree trunk she was hiding behind and slowly lifted up the hem of her cloak up to her abdomen revealing her slender legs and white underwear.

'What in heaven's name am I doing..?' She thought unable to resist sticking her right hand down into her underwear to her smooth and moist vulva. Verdona had begun the process of massaging her pussy to the sounds of Ben and Gwen fucking and the thought of Ben himself naked and pounding into increased her arousal even more.

Rubbing two fingers along her clit and using the other fingers to keep rubbing her folds Verdona increased her pace as she heard Gwen moaning even louder.

Wet slapping sounds got louder as Ben's lower body was bouncing in and out of her wet pussy, the moistness of her folds made his member slick enough to increase his pace as he shoved his cock deep into Gwen's snatch.

Each time he buried himself to the hilt inside her while his mouth kept her mouth occupied in a steamy make out session.

Ben could feel her climax coming, they had been at it for minutes now and she was at her limit since she her legs wrapped tighter around his back. Finally..

Her legs and arms locked themselves to the maximum of tightness around his back as Gwen hollered out Ben's name.

"Oooohh BEN! I'm CUMMING!" She cried out in euphoria as Ben himself clenched his teeth and thrust his member one final time into her Gwen's wet passage.

"Oooohh GWEN! I'm CUMMING TOO!" He said as he shot out multiple ropes of his semen inside her and kept shooting off causing him to undulate his hips each time.

At the same time Verdona came to her climax as well when she kept thrusting her own fingers into her wet folds while hearing those two scream out their climax, juices kept coating her fingers and eventually her climax subsided.

Filling her womb up entirely Ben's hips stopped jerking as the last of sperm drained out of him and into Gwendolyn. He collapsed onto her and left both of them panting and sweaty.

Verdona's feeling of nirvana subsided for now and she got back up and looked at them again.

'I don't want to disturb them, they look so happy with each other and I don't wish to take that away from those two. I have no idea what brought this out in them and me, but maybe I should make my stay a little longer, and maybe I should experience Ben's youthful energy myself.' Verdona thought to herself smirking.

Later on Ben and Gwen gathered their clothes and redressed themselves, as they headed out of the



lake area and on the path into the camp site they walked hand-in-hand both with happy smiles on their faces.

Ben put a hand to his chin in thought. 'Now, who's next? I know, I wonder how my old friend Elena is doing? I wonder how flexible she is, we've been friends since we were little, but that doesn't mean I wasn't attracted to her.' He thought smirking as the pink glow lit up in his pupils again.

End of chapter Three

Next Chapter: Childhood sweetheart

## **Childhood Sweetheart(Elena Validus)**

Ben's Girls

Chapter Four: Childhood sweetheart

By Azure

Kicking and tossing a regular soccer ball around on the grass Ben was occupying his time on this Saturday morning, just recently he had made sweet love to Gwen finally after all this time of denying what he felt for her. It was a wonderful camping weekend where the two would make out whenever their grandfather or grandmother wouldn't be looking, the thrill of getting caught also added to their arousal, as soon as they went back home Gwen took the liberty of calling him for a late night lover's chat.

She had remained her usual self despite the new change in her and Ben, still sophisticated, still on top of things, still a Gwen in every way she acted. It was how she was like with Kevin a little less than a year ago, but instead it's Ben and it's an actual relationship. He still had his relationship with Julie, who he loved just as much as Gwen, though neither had found out about the acts intimacy he shared with them.

'Gwen knew I'm still with Julie though, does she expect me to break up with Julie for her? Or is it the whole 'kinky' idea CC had in mind when she explained all this to me? Who knows?' He thought before reeling his left leg back to kick the soccer ball fiercely into a goal net the park came with.

"Score." He whispered to himself and walked over to pick up his ball but before he got within a few feet of it someone else stepped in front of the soccer ball to pick it up.

"Not bad, Ben. I would say you're getting a whole lot better, but let's see if you can beat me at it first." Said a very familiar feminine voice.

Ben's face became surprised when he looked upon the red jacketed girl with medium short brown hair, and red pouting lips. "Elena?"

(Elena is from the Alien Swarm movie live action movie; she has an animated version in the cartoon network comic series of Alien Force, but look her up on wiki if you want a clear idea.)

"Been awhile, Ben. How's the alien fighting business going?" She asked giving a friendly smile and held the ball under her left arm.

Elena Validus was Ben's childhood friend, they knew each other back when he was thirteen years old and Ben himself felt very attracted to her then. She didn't know about his alien heroics until they reunited just recently during the kidnapping of her father and the threat of the alien chips spreading about.

During that little adventure Elena had the bad habit of keeping secrets from everyone and deceiving them too, especially Ben. They had rescued her father and ended the threat and the last time he saw her was when they dropped her and her father off at Plumber's HQ where she was arguing with Gwen about becoming a fully fledged Plumber.

"Just peachy, intergalactic villains, cosmic threats, and the occasional ancient evil monster that try to end all life on Earth, just the usual stuff." He joked walking up to her.

She pulled him into an affectionate hug and let go.

"Never serious, are you?" She said stepping back and holding the ball up to him challengingly.  
"Care for a challenge, Ben? I bet you can't beat me."

Ben smirked. "Oh I've been getting better over the years, cutie." He said accepting the challenge.

Elena blinked twice and a small red blush appeared on her face, she always thought that Ben was simply guy pal who thought of her as a regular buddy, he never once called her 'cutie'.

"Show me, handsome." She said letting the ball drop only to be stopped by her left ankle and it held in place waiting for him to make a move.

Ben dashed forwards to close the distance between within a few feet she made a swirving turn and kicked the ball along as she attempted to sideswipe Ben.

"Oh no you don't." Ben said competitively with a smile as he anticipated her side turn and strafed to intercept her and quickly attempted a sliding kick in order to steal the ball, but Elena was ahead of him and punted the ball high up and she barely dodged Ben.

"Hah, not bad, just not good enough, Ben." She said as she made her way to the goal and scored.

'She's got a lot stamina to pull that off, her having energy is huge plus though.' He thought mischievously.

"Ready for more? I'm game if you are, hotshot." He said attempting to coerce her into more rounds.

She tauntingly blew him a kiss and winked causing Ben to become even more infatuated with her, any minute soon the charm will take hold and she'll do more than that.

"Totally, so far I'm not all too impressed, Ben." She said smirking and took off her red leather jacket to hang it on a tree branch nearby. She was wearing a white tank top that would look transparent if she sweated any more, Ben would daydream at the thought.

"But first let's make it interesting, I have an idea that could be fun, are you interested?" Ben said removing his jacket as well and tossed it to the floor. He didn't notice but Elena's attention was focused on him removing his jacket.

She quickly shook it off and listened. "What did you have in mind?"

"Whoever loses must do something for the winner, it could be a favor of any kind and you can't say no to it."

Elena blinked in mild surprise at this idea of an ante, but it did sound like fun. If she won then she could make Ben do 'anything' and he can't say no to it. Already a naughty thought entered her mind and she struggled to replace that thought with the idea of making Ben do her homework for a week.

"Deal! You are so going to lose." Elena said with a confident smile as she took position.

"Oh I haven't been trying yet." Ben replied charging forward.

Half an hour later...

Staring with a dazed look on her face Elena looked at a smug looking Ben after he just scored her goal earning him his victory.

'It all happened so fast...how..' She thought before she blushed at the memory of what he did to use as a distraction that caught her off guard.

She was doing well to block and intercept Ben during his offense but when he made another steal attempt he swiftly whispered something into her ear that made her freeze up leaving him to take the ball and win.

'He said "Your lips are so moist and cute, I want to kiss you, Elena", what the hell? I-I..mean..Ben! But when he said it he sounded like he meant it. Did he do that to throw me off? Oohh what do I do?' Elena thought in blushed frustration and as Ben walked up to her she kept rethinking what he had said and whether or not it was real.

"Well looky here, I won." He said grinning a goofy expression.

"Yeah you did, you lucked out though." Elena said slightly upset that she lost due to a blunder caused by him.

"Sooo....what do you want for your favor? A deal's a deal." She said crossing her arms and mentally preparing for the craziest thing he might think of.

His face turned serious and Ben invaded her personal space by standing so close to her and placing his right hand gently on her cheek.

"I just told, didn't I?"

Her eyes widened at what he meant. 'What the..! You mean..?'

"I said I want to kiss you, Elena." He said with a certain tone in his voice and he did the unthinkable.

He grabbed her by the shoulders gently and placed his mouth on hers, savoring the supple red lips of hers.

She felt like her soul had frozen over, but didn't react in anyway except closing her eyes and placing her hands on his back. Ben, her lifelong best friend who a superhero was known to all, sucking face with her like it was a cheesy teen romance movie.

She could feel the soft flesh of his lips pressing against her own, she had never felt a kiss like this before or at all actually, most of her years consisted of training and educating herself to take up the mantle of her father, aside from school and soccer practice she hadn't yet pursued romance with anyone. Here it was being delivered to her without hesitation, she didn't want it to end, but eventually it would have to.

'If this is a dream, don't let it end. I feel something else..inside my body...it feels like I'm on some kind of ecstasy, Ben is just kissing me, right? Why does it feel like it's so much more than that? Ooohhh, I don't want it to end!' She mentally thought receding to the charm effect Ben was inducing in her by simply kissing her.

With reluctance he let go and a small tiny trail of saliva appeared from his lips to the inside of her mouth.

Elena had a dreamy look on her face.

"B-Ben? What ...what does this mean?" She asked when suddenly she felt Ben's right hand softly grab her rear and his other one went behind her neck.

"What do you think it means? Do you just want a kiss?" He said smiling giving her bedroom eyes. Elena had never been one to be girly romance gimmicks but right now she felt like he was melting her soul, whatever intense feeling was waving through her being was making her feel the impulsive need to grab him and ravage him right here. She is going to act on the impulse.

'Why is he acting like this? Doesn't he have Julie?' She thought before more pleasure came into her from the euphoria she was under, her panties felt moist, her body felt sensitive, and she felt a very strong hunger for Ben's love right now. Tossing all caution to the wind she pressed herself forward to engage Ben in another French kiss while her left hand grasped his crotch through the cloth and her other hand slid up his shirt.

'Oh to Hell with it all! I'll have this right here and now I don't care! I want this so badly and I don't know why, but who cares. Julie will either have to break up with him or share Ben with me, it doesn't matter, only this does.' Elena thought with her mind and body set on sexual frenzy.

Her tongue pried open his mouth and Ben stuck out his tongue as Elena placed her mouth over it and started sucking on it, savoring every bit of his warm wet tongue into her mouth. She was completely entranced by Ben now so much so that she couldn't imagine this with anyone else.

Her fingers worked the hem on his pants and undid his belt buckle and zipper, wasting no time her right hand dove underneath his boxers to feel up the soft hard flesh of his rod.

'Her fingers are so firm and soft, she really knows what she's doing.' He thought enjoying to massage she was giving his shaft.

The hand that he put on her rear then cupped one of her buttocks and he gave a firm squeeze making her mew a bit inside his mouth. She was still licking up and sucking his tongue into her mouth that she didn't notice Ben other hand slipping underneath her shirt after unzipping her red jacket.

'She's not wearing a bra. Sweet.' He thought feeling the soft mound of flesh of her right breast. His hand was squeezing it gently and fondling the nipple while doing so thus earning a moan from her that made her twitch a bit.

No one was watching even though they were in an area of a park that anyone can walk into, it was surrounded by bushes and a few smaller trees, but fortunately the scenery hid their little escapade quite well.

Breaking away from her addicting tongue play Elena drew her head back and looked at Ben with

the same kind of look Julie and Gwen gave him, he didn't need to read her mind to know what she was going to say, but she let actions speak for her instead.

"Ben, fuck me as much as you want." She said almost demanding as she roughly shook off her jacket and pulled her shirt over her head. Before she could pull it all the way up over her head Ben's lips met her own while the shirt still covered half her face. She relaxed and finally peeled it away resting her hands behind his neck.

Ben broke away from the kiss and smirked. "Oh I intend to." He then stripped himself of his upper clothing leaving his bare chest in the open.

Elena then surprised him by placing her lips against one of his nipples then kissing and licking around the area, Ben was surprised and greatly aroused by this sudden new thing she was doing. Taking a nipple into her mouth she let her other hand leave his pants and grasp his chest.

He let one of his hands slide back down her own pants and into her panties, feeling her slightly hairy snatch in his fingers Ben started probing and fingering her.

She gritted her teeth and her hold on his chest tightened a bit while two of his fingers rubbed her clit in circles, his remaining fingers caressed around the rest of her snatch causing her to clutch Ben tight every time he probed her.

"Feel good?"

"The greatest, but my turn to have fun now." She said grinning with a wink and she shoved him down on the soft grassy ground and with a lusty pair of eyes she gazed at him while her hands forced her pants completely off herself. She was now completely nude, her teenage body completely exposed to him and Ben enjoyed the sight greatly. Her breasts were moderately sized and perky, her pussy which was now moist has a very small amount of brown pubic hair and her legs were elegant and smooth enough for him to want a footjob from her. Although she was athletic and trained to fight, it did not take away her bodily beauty and femininity from her petite body.

"Ben, I don't care if you're with someone already, I...I feel like I can deal with sharing with you even if they don't like it. I don't care, I think I'm allowed to be a little selfish this time. Do you love me, Ben?" Elena asked seriously as she stood over him and trailed a curved left foot along his chest sensually.

"I've always had a crush on you, Elena. Years passed and I thought you didn't care about me that way, but with all this now I think I can say without any hesitations; Yes, I'm crazy about you." He said making her blush and make an overjoyed look on her face.

"Let's do this then, let's do what we will always remember. Do you think Julie will mind?" She asked mischievously.

"Let's just say she may be more open-minded than you think, just wait and see, cutie." He said.

"I'm looking forward to it, sounds kinky too." She said not knowing where all these perverted thoughts came from, but at the moment she didn't care to look into it. Right now all she wanted was him and to feel him inside her, but first she wanted to try something she had only seen and heard about.

Leaning over she turned around and bended downwards giving him a perfect view of her glistening

clit, she positioned her pussy over his face and her knees on both sides of his head while her head up close and personal with his cock. It was a 69 position, she wanted him to taste and eat her out while she would suck him off and devour his sperm.

"You have no idea how much I wanted to try this." He said hastily grabbing her hips and lowering her wet folds to his mouth. (slurping sounds) He ravaged her clitoris with his tongue by licking and sucking it repeatedly making her moan his name loudly then he turned his attention to her moist orifice and thrust his slimy tongue inside letting it worm around while his mouth tasted her wetness.

"Oh yes! Don't stop! Please don't stop!" She hollered out as Ben continued his ministrations.

His erect member remained rock hard and it was standing attention ready a few centimeters from Elena's face. Not letting him continue without reward she began to service him by putting her lips on one of his balls and started sucking in the flesh of it.

(Slurping sounds) She continued to suck and lick the meaty flesh of his testicles one after the other then changed tactics and dragged her warm tongue along the surface of his shaft.

'Elena's tongue feels amazing! I really should try this position with the other girls more.' Ben thought as he kept feeling the warm and wet flesh of Elena's tongue, she was treating it like she would a popsicle and he was loving it.

She alternated between licking it up and down then she changes to kissing along the shaft letting her mouth suckle in the flesh. That process made Ben want to explode right then and there, she was that good at it.

"Oh Elena...you rock at this!" Ben said between lickings.

'Oh you haven't seen anything yet, Ben.' She thought when she raised her head and placed the tip of his penis at the opening of her mouth. 'You're gonna love this.'

With great force she shoved her head down taking the entirety of Ben's cock into her mouth deep into her throat.

"Holy..!" Ben called out feeling the moist wet flesh cavern of Elena's throat suctioning his cock. It was a feeling of unimaginable pleasure and he hoped he wouldn't shoot off too soon.

She heard him moan out loud and it satisfied her to know she was causing this in him so she went to work on his rod by moving her head upwards then downwards repeatedly. The feeling of his cock leaving her mouth then the thrill of it re-entering over and over again until she went faster and faster.

(Sucking and slurping sounds) Ben was still savoring her snatch and the wetness it provided while struggling to keep himself from blowing, but Elena went even faster and the wet slurping sounds became a little louder with each suck.

"Oh Elena I'm cumming!" he said muffled between her inner thighs.

She then went down to the deepest level possible where her nose was tickled by his pubic hair and his length completely inside her mouth.

With his hips jerking wildly with her head staying on his bouncing length she received her his payload of sperm flooding down her throat. His hips kept jerking as he kept shooting off into her mouth, after a ten more seconds he finally stopped cumming and she raised her head up.

With loud gulping sounds she swallowed bit by bit of Ben's cum inside her throat, there was still was some even on her face and she looked around at Ben and opened her mouth.

He saw the bottom of the inside of her mouth flooded with white cream and when she closed it she made a loud gulping sound and reopened it to see it all gone.

"Oh I so love you." Ben said lustily.

"I know you do, i also knew you had a crush on me back then. Well, Ben, let's make your fantasies about me a reality then." She said grinning a foxy grin and got up off of his prick. She got a few inches away from where he was laying and got on her hands and knees wiggling her ass towards Ben.

"Fuck me doggystyle." She said like she was in heat.

Ben got up like he was hypnotized and walked over and kneeled behind her. His cock was still hard even after coming and he planned to fill her up this way as well.

He placed his hands on either on her ass cheeks and lined his hardened member against the folds of her sex. With a strong thrust he entered her and heard her squeal out in pain and delight, she was a virgin too until now, the trickle of blood coming said so.

"Are you okay?" He said craning his upperbody against her back so that her head was next to his.

"Yes I'm fine, keep going. Please." She said with a joyful look on her face and Ben nodded as he started thrusting.

His cock which was now lubricated by her blood and juices made it slide in and out in rapid succession causing waves of intense pleasure to flow through them. Since the charm was active it would also enhance the pleasure they were feeling and it looked like Elena was feeling all of it times ten.

"Yes yes! Keep going, Ben! Keep fucking me!" She said in ecstasy as his rod kept plunging in and out of her suctioning orifice.

He gritted his teeth as his the tightness and wetness of her snatch was overloading his member with extreme pleasure enhanced by the charm. Wet slapping sounds were being made as the teenage boy continued fucking his longtime friend doggystyle.

Ben lurched forward and captured her bouncing breasts in his hands and cuddled his face alongside hers while he kept pounding her teenage pussy in bliss.

They had been going at it for almost ten minutes so far and they each felt they were close, but Elena then turned her head around to kiss him sensually in the mouth and whisper; "Ben, I want you to get me pregnant with your baby."

That sent him into his orgasm as he lunged his hips one final time while hearing her holler out her orgasm with his.



"Oh Elena!" Ben cried out as his hips jerked and cock twitched repeatedly sending jets of his sperm into the climaxing pussy of another girl he loved.

"I love you, Ben! I love you!" She said as she felt her pussy fill up with streaming spurts of his cum while her vaginal muscles clamped down on his rod at the same time.

After a few second their orgasms subsided and Ben collapsed on the ground exhausted, Elena laid beside him with her head nestled comfortably on his chest. Her snatch was dripping with his cum as there was so much of it in there.

"This is a whole new thing for us, isn't it?" She whispered and he looked back at her with a loving expression.

"It sure is, we'll have to tell Julie later though, I don't think she would be opposed to the idea though." He said mischievously.

"Sounds kinky, I'm openminded enough to try anything. Why wouldn't she be though?"

"Long story, I'll explain later, but for right now let's just chill here and relax." He said staring at the sun set sky.

"I'm interested in hearing the story, but yeah you're right." She said looking with him.

"You know, having another girl with us would be very fun for you, Ben. Want to know why?" She said grinning.

"Why's that?"

"Because if you cum inside me then she would suck it out for herself, that would be fun, wouldn't it?" She said noticing Ben's arousal and his dick re-hardening.

"Yeah, I'm glad you're open minded, very glad, because later things will get very interesting." He said cryptically.

After a few seconds of quiet then they each said something.

"I really do love you, you know." Elena said smiling and blushing at the same time.

"I know, I love you too, Elena." Ben said as they lay there like a couple or soon to be part of harem.

End of chapter Four

# Charming Caroline(Charmcaster and Gwen)

Ben's Girls

Chapter Five: Charming Caroline

By Azure

It was a Friday morning and on top of that it was spring break for Ben from his school, here he was sleeping soundly on his bed with a smile on his face about recently banging his childhood sweetheart; Elena. It was only two days ago and the day after she and Ben were talking on the phone all during the night about nearly everything unrelated to aliens. For the first time he actually felt rather average and not part of a alien and heroic world, he felt normal, if you count normal as being a guy who has just been 'charmed' into charming other girls into intercourse with him that is.

He used to feel like the lowest pervert on the planet, but strange as it is to say he had faith in Charmcaster's words when she told him it will all work out. He never thought that sorceress would be to him what she is now, but what more is that he couldn't get her out of his head. In the midst of gradually yet inadvertently creating a harem of girls he truly loved he didn't stop thinking about the silver haired wonder and what was she doing at the moment.

'I'm surprised she hasn't shown up again, wait did I already say this before?' He thought to himself as he slowly opened his eyes to the ever familiar ceiling of his room, he felt the cool air the fan provided, the comfort of the blankets he was under, and.... 'The strange wet yet great feeling I'm feeling on my wang?' Ben thought as shot up and tossed his covers away revealing a mane of red flowing hair that belonged to a fully clothed female whose lips were occupying his member.

"Gwen?" Ben said mistily as he was feeling dazed from the suctioning pleasure she was giving him.

Lifting her head to greet him with a loving smile and thin trail of precum dripping along her chin from her lips Gwen gave him a sexy wink. She was wearing her usual red long sleeve with black vest and blue jeans, but as a change of pace she let her hair flow freely. The look matched completely even if it did bring out her tom boyishness a bit more.

Taking one longer lick along his shaft, while earning a strained groan in the process, Gwen ceased her oral ministrations and spoke. "Just thought I would give you an enjoyable wake up call, you like?"

Ben only nodded and grinned his satisfaction. "I would like more if you continued, 'Mary-Jane'."

She smiled sarcastically. "Like the nickname, don't like that it came from a comic book universe, but just because I like you I think will finish the 'job'." She was about to close her lips on the tip once more until they both heard a shuffling of footsteps along the stairs, on reflex Gwen quickly pulled Ben's pants over his erected member and shuffled off his bed trying to look nonchalant.

As if on cue Ben's mother; Sandra appeared in the doorway with a 'get your lazy butt out of your bed' look on her face when she looked at her son lazily lying back down into his pillow.

"Still not budging, Gwen?" She said crossing her arms.

Gwen pulled off the innocent look with perfection and gave a shrugging gesture. "I tried 'something' new and he's still wants to lay there like a lump." She added sighing in her fake act.

"Come on, mom. It's spring break, what other boys want to get up bright and early at"- He paused and looked to his left at the alarm clock.-"Nine AM?"

Sandra looked around at the dirty room littered with various clothes, comics, and other needless junk then looked at Ben disapprovingly. "The kind of boys that don't want to spend all day picking up their room because their mothers took away their Playstation3s and ipods and sell them to a pawn shop."

"On it!" Ben said panicked as he jumped out of bed and made mad dashes around the room cleaning it up little by little, even Gwen and Sandra were amazed at the speed he could perform without alien support.

A couple of minutes passed and Ben stood panting and exhausted, his room was now litter free and his mom smirked in victory.

"That wasn't so hard, was it?"

"You're pure evil." He gasped and she chuckled at that.

"Oh it's totally evil of mother to tell his son to sanitize his room, I must be Hitler then." She joked and walked over to the window and opened the curtains revealing the ever blinding sunlight to Ben's early morning eyes. "It's a beautiful spring day outside and you should try to enjoy it while you can. I'm sure Gwen would like it if you two went outside to mister smoothies or whatever." She suggested.

Gwen's head shot up a little as she got an idea from her suggestion and turned to look at Ben who was now lying on the ground floor.

"Yeah, Ben. Why don't you take me out for some sunshine and smoothies? It sounds like a great idea don't you think?" She said sweetly in an almost false voice while adding a wink so he can he confirm it; she wanted some alone time with him and his mother was practically giving them permission without even knowing it.

Getting the message and sighing a 'yeah' to the ladies Ben got up and went to his bathroom to get dressed.

"I'm impressed, Gwen, usually it takes a lot more bickering on his end until he gives in. Maybe he's becoming more mature, either that or you have a way with controlling men." Sandra commented lightly.

"Oh I definitely have a way with Ben alright." Gwen said cryptically and earning Sandra a cock eyed expression.

Minutes later Ben got out dressed in his usual attire and walked out of the house with Gwen to the nearby park and once they were out of sight from his parents they walked holding hands.

The day was bright and the sky was cloudless when the two teens came to a rest at Ben's favorite

smoothie stand and sat down for a drink.

"So do you think she suspects anything? I know my mom to be a pretty damn good detective when it comes to her son hiding things." Ben said taking a sip from his smoothie cup.

"I don't think she does, but the cat has to come out of the bag sooner or later, right? Secret is only harmless until it blows up in front of everyone, better to tell them sooner than later, Ben." Gwen said holding her cup while she slipped her right foot out of her shoe and placed it on his bulge through his jeans.

Ben nearly choked on his smoothie upon contact then relaxed a bit while Gwen's foot continued its ministrations. He mewed while the soft elegant right foot of hers worked its way up and over his crotch area.

"Uh...well, speaking of secrets.....oh you do that like a pro..." Ben stammered trying to speak but Gwen's little practice was distracting him too much. 'I should tell her already, and Julie and Elena too, that all this came from Charmcaster's seducing me. What if she hates me for it and never speaks to me again? I should at least tell her about her not being the only girl who's...ooohhh yeah....she's good at this.' He thought until two of her toes pried down his zipper with expert precision and she dug her soft foot deeper into his pants.

"G-Gwen...I have to tell you a secret..." He struggled to say during all the pleasure. He looked at her with a serious look and she nodded in understanding, but she kept her foot inside his pants though she was not continuing her fun.

"With that look I guess it's pretty serious, what is it you need to tell me, Ben?" She asked.

'Well here goes, worst case scenario is that I become a pariah from essentially everyone including the girls, and best case scenario is she takes it in stride and agrees to a foursome with me, Julie, and Elena.' Ben thought before taking a deep sigh and-

"Is this seat taken?" A sultry feminine voice spoke up right behind him surprising the two of them and interrupting Ben before he could finish.

Slightly frustrated Ben turned around and immediately he felt his jaw drop.

The girl was drop dead gorgeous; she had medium length blonde hair with a bang to the side of her face, wore a red short sleeve T-shirt along with a tight fitting white mini skirt and white tennis shoes. Add light blue eyes and an alluring gaze and you got a blonde bombshell that was now inadvertently making Gwen glare at her.

"Yes it is." Gwen said icily. "Do you mind? We're trying to have an important conversation here."

The blonde newcomer merely looked back at her with a frown of dislike written on her face, but then she smirked like she knew something.

"Not at all, continue your conversation right while I sit right here next to your cute friend. By the way by name's Caroline." She introduced herself as she sat down on the bench next to Ben and scooted a few inches closer.

Ben was dumbstruck and a little red in the face, but even he knew well enough when Gwen is angry the person she's mad at better run like hell. It was clearly seen on the redhead's face with a

set of eyes glaring daggers at the girl.

"Uh look you're nice and all, but I'm afraid you have to leave. You're upsetting her and we were talking about something personal, ok." Ben said forcefully until she batted a playful wink his way and instantly there was a familiar dark violet glow in her eye when she did that.

Ben's face became one of shock as he realized who this was now. 'Charmcaster...! What is she-' He thought before she spoke again.

"Oh? Are you and her close? Is he your boyfriend? If he isn't then I'll take advantage of that fa-"

"Yes he is! Now get lost." Gwen said more aggressively and she clenched a glowing fist under the table as she was anxious to use it.

Caroline then chuckled and made a rather devious look. "So he is, isn't he. Here I thought he already had a girlfriend by the name of Julie Yamamoto." She said smirking and instantly Ben felt ashamed of himself, but Gwen was getting closer to pummeling the girl with a spell. "Oh that's right, I know all about you all, who wouldn't? You're pretty famous for fighting aliens and other supernatural wonders, you know."

Suddenly Gwen got up and aimed a glowing energy fist at her in a threatening way. "Leave now or else."

"Caroline stood unfazed by the threat. "So you and your cousin are cheating with each other on that poor Japanese girl, tsk tsk. Would it be similar to how a certain other spellcaster entranced and completely tricked your old boyfriend Kevin Eleven?" Caroline said smirking and Gwen, though she got over Kevin now, got royally pissed off and without hesitation shot a blast of mana at her.

"Shut up!" Gwen said firing an energy blast when Caroline's eyes lit up as well and a quick reflex she bounded the attack with an energy hand of her own.

"What? Charmcaster?" Gwen now realized and Caroline simply winked and back flipped away from the table and into the clearing.

"Oh you're not getting away from me, you bitch!" Gwen said running after her while Ben stood there somewhat dumbstruck. 'What Charmcaster's angle this time? Piss off my cousin enough to want to kill her? And here I was hoping she would have changed a little bit, oh well. Better follow after her before Gwen falls in to whatever trap she's setting up.' He thought before running after his cousin.

When Gwen was at...

She found herself in an empty tennis court that was public and near some apartments, but she found no sign of Charmcaster. The sorceress made good on provoking Gwen when hitting on Ben in front of her, but that was the main reason, when she mentioned Kevin the thought popped into Gwen's mind that Charmcaster would do the same to Ben.

"Like Hell you will, Charmcaster. Ben is with me and if you think you can steal him away then you got another thing coming." She said to herself looking around to see nothing.

"Oh Gwen, I already did, but I'm more than willing to share with you." A voice said from out of nowhere and Caroling appeared a few feet from her.

Instantly Gwen's fist flared up and she readied to deliver a serious ass whooping to Charmcaster.

"What do you want, Charmcaster?" Gwen demanded.

Though she didn't release her disguise form she stared Gwen down and didn't activate her magic.

"Two things; to talk and to have some fun." Caroline said placing a hand on her waist.

"Well I'm not in the mood for talking."

"You know it's uncanny how similar you and Ben are, when I first approached him like this he got gungho about fighting as well. Then things cooled into a steamy night afterwards." Caroline said making Gwen cock an eyebrow.

"What are you talking about? When did you do this?"

Finally Ben appeared in the court panting from his run, he had only been a few minutes behind but the girls can indeed run faster. Caroline immediately took notice of his appearance and smiled jovially.

"Ah Ben, about time you made it. Why don't you tell your cousin to cool down before everything goes south." Caroline said waving to Ben as he walked to stand by Gwen's side.

"What are you up to, Charmcaster?" Ben asked hoping she wouldn't reveal that night to Gwen of all people, if his cousin got steamed just seeing her flirt with Ben then who knows what she will do if she tells her they slept together

"Ben, what does she mean by 'steamy night' between you and her?" Gwen said tensely as she eyed him dangerously.

Ben gulped, well this it, the cats are going to be out of the bag and crap is going to hit the fan. 'I just hope after this then she'll still talk to me at least.' He mentally sighed as he was about to speak, but Caroline beat him to it.

"I seduced him." The blonde stated simply and immediately Gwen looked at her in total stupor and shock. "You heard me, I seduced and had sex with your cousin, I know you did as well. It's obvious, but don't be mad at him, I magically subdued him and like my namesake 'charmed' him into loving me. What do you think?" Caroline revealed without hesitation.

Like a bomb going off Gwen became the angriest she had ever been and charged up her magic attack to blast the young woman in front of her without holding back. "YOU TWISTED BITCH!"

'Ben knew if she didn't fight back she would be killed by Gwen's attack, he had to do something and as much as he resented or even hated Charmcaster, he couldn't let Gwen stain her hands with death.

"Gwen wait! Stop!" Ben ran behind her and grabbed her arms to prevent her from firing and even though she didn't have much arm strength it was still a struggle to restrain her.

An outraged Gwen turned her teary eyed face to look at him in outrage. "How could you! Let go of me! I hate you! I hate YO-" Gwen's tirade was cut off when Ben stifled her lips with his and a deep

warm lover's kiss.

Gwen felt her anger fading little by little, but she still tried to break free and blast Charmcaster to oblivion, though Ben was preventing her from doing so as he held her arms and kept her lips busy.

Little did she know that while Ben was doing this the charm was in full effect causing her to lessen her anger, but she was still pretty angry. A certain pink glow that was not mana lit up in Gwen's pupils as he kept kissing her, the charm was increasing with the love Ben felt for Gwen and though slightly tarnished by CC's confession Gwen's love for him remained intact.

Caroline casually walked up to the pair and did something very unexpected; sliding a delicate soft ivory hand up Ben's neck and took his head off Gwen's lips and placed him on her own.

Ben was now shocked as well as confused, here he was trying to calm Gwen down and her least favorite person just stole their kiss moment and turned it into her own.

Gwen's face became one of euphoric daze since the charm mixed in with Ben's kiss wore her down and nullified her rage and energy, but there was still anger and it would build up again at the sight of the blonde vixen frenching her cousin, but thankfully Ben's lips reoccupied hers again.

'Why don't I feel like attacking her? Why...do my legs suddenly feel like jelly when he kisses me?..I was angry...so angry...but for some reason my body feels like it's in heaven.' Gwen thought when she felt Ben's arms slide from her arms to her torso and slowly lift up her shirt along with vest up.

Suprisingly Caroline's hands made contact with Gwen's bare abdomen and gently rubbed her mid section in soothing circles, the shock at finding Charmcaster of all people fondling her now was evident but subsiding as waves of more charm induced pleasure clouded her mind and judgment.

Caroline then put her lips to one of her ears and whispered something as she put her left hand between Gwen's legs.

"I'm not stealing him from you, Tennyson. I'm simply sharing him with you and who knows how many other girls he enticed, everybody wins. You can marry him and have his kids, but be open minded to this whole new world as well as the fact your ring may not be the only one on his finger." Caroline whispered exotically as she took a small gentle lick on her earlobe.

Gwen felt like punching her right then and there just for touching her, but the ministrations Ben was giving were too much and she pretty much melted into his arms, his hands were now reaching up underneath her shirt and feeling her clothed breasts.

Caroline however was pulling Gwen's pants down over her ankles, the tight fitting jeans were being dragged off her smooth creamy legs until they were off completely and tossed somewhere by the net.

Ben had just finished pulling Gwen's red shirt over her head and as soon as the red cloth left her head Ben returned to kissing her mouth letting his tongue wrestle with hers frantically.

Gwen mewed on effect and wrapped her arms around his neck to further the kiss. Caroline who was watching it in enjoyment grabbed the bottom of her own shirt and slowly lifted it up until it was just above her breasts and let it stay there. She didn't wear a bra and let her supple petite breasts out in plain sight for Ben to see.

"You weren't wearing a bra?" Ben asked as he separated his lips from Gwen's.

Caroline then grabbed her skirt and lifted it up but not to take it off. Ben almost had a nosebleed when he saw Caroline or rather Charmcaster's completely shaved smooth snatch in all its glory.

"Not wearing any panties either, I never do." Caroline said huskily as she walked over to them and kneeled down in front of Gwen, who now had a pleading look on her face at Ben to more making out, but Caroline had other plans.

"Charmcaster, what are you do- oh!" Ben said in awe when Caroline grabbed Gwen by the face and inched her pink red lips closer to hers until the blonder started sucking Gwen's lips with her own.

"Hhnnngghh.....hhhmmmmmm." Gwen murmured in satisfaction as the blonder witch sucked the upper portion of her lips with hers while letting her wet tongue dip in to her mouth at the same time.

It was the hottest thing Ben had ever seen.

The sight of two sets of lips worming their way over each other along side the tongue probing was more than enough to spark an erection in Ben's pants that the girls took notice of.

Gwen, while still under influence of the charm though still fully aware of what was happening, gazed at Ben's tented pants and reached behind her back to unclasp her bra. Caroline then hiked her own skirt up until it was at her belly and let it stay there.

Now he could fully see both Caroline/Charmcaster's breasts as well as her moist womanhood and Caroline then grabbed the waistband of Gwen's panties and slid them off as well revealing Gwen's now wet pussy to Ben.

They both kneeled beside him and each girl placed on his crotch and began to grab and rub it feverishly. Ben could feel his erection getting bigger and he was getting slightly more anxious to just pound away at one of the girls since they were making him even more aroused.

Both the girls were looking then Caroline smirked and decided to have a little more fun by grabbing Gwen's head with her free hand and turning to face her, Charmcaster engaged in another mouth sucking make out session with Gwen while they were still caressing his manhood through his jeans.

"W-wow....this is unbelievable." Ben couldn't believe his luck, now he was being serviced by two beautiful girls. One being his cousin and the other being the sorceress that started all this.

With a zipping sound the hem of his jeans were shimmied down his body by the both the girls' hands. He looked at Gwen and saw that familiar sexually hungry look in her eyes and figured she was in deep into the charm effect he had over her, hopefully she would accept this bizarre multi-relationship when her sense come to.

"What is? You mean this?" Gwen said letting her right hand dip into his jeans to pull his rock hard member and looked at Caroline who nodded. "Or do you mean this?"

Then as if lightning struck in the same place three times in a row, Gwen and Caroline both placed their warm wet mouths on his shaft and his testicles.



'Oh my..! This is Heaven! Huuuhhhh..yeah' Ben mentally gasped in exhilaration as the mouth of the redhead sucked in one testicle like a lemon while the blonde slid her tongue up and down his length repeatedly.

He could literally feel the wet flesh of the tongue of Gwen licking around his testicles like she were devouring a treat and Caroline was licking his pole like a Popsicle and savoring the taste too.

Slurping sounds could be heard as both girls were servicing Ben's cock for a few minutes and when they heard him groaning louder they figured it was time for the big finale.

With reluctance they let go, it was weird that they were almost in sync with their actions, and they Caroline laid on the bottom while Gwen laid on the top and both girls were looking back at Ben with anticipation like animals in heat.

"Come on, Ben. We're waiting..." Gwen said in a lusty tone.

"Better yet, come in." Caroline said chuckling a bit.

Ben, now waiting for anything else in the world stood on his knees facing the girls, removed his shirt because he was feeling much heat, grabbed his member and positioned his hardened yet twitchy cock at the entrance of Gwen's wet vagina.

"Here goes...for uh both of you." He said shoving his hard dick into his cousins waiting snatch.

"Oooohhh yes!" Gwen cried out in pleasure as she could hear the wet slapping sounds of her cousin slamming his hips into her, the penetrating wet fleshy feel of his cock repeatedly entering was making her arousal reach high levels.

Caroline placed one of her hands between her legs and started fingering her pussy hole in accordance with the arousal Ben was inflicting on them, additionally she grabbed Gwen's right breast and started sucking on it thus increasing the redhead's volume.

After a few minutes of fucking Gwen Ben reluctantly pulled out and entered Caroline result an increase in her volume.

"This is great! This is fantastic, Tennyson! Faster! Faster!" Caroline panted as her body was now sweaty along with Gwen's and in extremely close proximity their bodies were rubbing each other while Ben was porking one after the other.

After a few more minutes of fucking Charmcaster/Caroline, Ben gritted his teeth and his thrusts became more erratic.

"Girls I'm close." He said.

"Release inside me, Ben." Caroline said winking and circling her tongue around her mouth and as soon as she did that Gwen took her mouth and slid her own tongue inside.

The sight set Ben off and instantly his hips started jerking wildly. "I'm coming!"

Caroline's legs wrapped around Gwen's lower body as she felt multiple spurts of semen fill up her cervix causing her to orgasm as well.

Just before Ben lost it all inside Charmcaster he quickly pulled out and inserted it into Gwen.

"Oooh yess!"

Gwen was now feeling the gushing torrent of semen fill her up as well.

After a few more seconds of cumming Ben sloped back and laid back on the ground exhausted, the girls laid on top of each other spent as well and with Ben's sperm gurgling out of their snatches.

"Wow. If I died right now I would die the happiest man on Earth." He said to himself when he saw Caroline get up and drag Gwen to lay down with Ben.

At that moment she finally released her form and became the silver haired version of Charmcaster again though still naked.

"That was amazing, we need to do this more often definitely." She said crawling over to him to lay at his side.

"What about Gwen? Won't she be angry after this? I mean the charm had its fun on her and now that feeling is gone, what if she breaks up with me? It's not like I was comfortable seeing enchanted into a sex frenzy." Ben said somewhat ashamed.

"Hmmm, don't you worry about her. She was fully aware of what has happened during all of this, I think she may come to accept it, at least her body has anyway. You two will talk it out together, but if she sees me again then she might refuse to listen. Some alone time between you two is what's best." Charmcaster suggested.

Ben only nodded and looked at his redheaded lover affectionately.

'This is going to be one very long talk later.' He thought to himself.

"By the way what is your real name anyway?" He asked looking at her.

"It's Caroline, honestly. That's my real name by birth and I haven't used since I did that disguise." She said

"Pretty name." He said earning him a quick kiss on the cheek from her.

"It's not like I'm named 'Charmcaster', ya know."

"I know, sigh, looks like I'm gonna be in a lot of mess later."

"Maybe, but where would the fun be if not for a little danger?" Charmcaster said as Ben thought about more prospects of who to 'entice' if Gwen, Julie, or Elena even let him go on with this.

'Hmmm, I wonder how Helen is doing.'

End of chapter Five

## Helping himself to Helen(Helen Wheels)

Ben's Girls

Chapter Six: Helping himself to Helen

By Azure

Sitting in the driver's seat of his newly owned car, that's right he got a car for his sixteenth birthday, Ben was sitting with his head tilted back in the unmoving car mulling things over. It had only been a few hours ago when he and Gwen had a long talk regarding what happened to Ben that involved Charmcaster prior to all of this.

Part of him thought this whole idea was juvenile to begin with, but then again he was young after all, it couldn't be helped and shamefully he would admit that he didn't want things to return to normal. He was in deep and there was no going back, he would tell Julie and Elena soon what kind of new world Charmcaster had opened up for him. Resolving things with Gwen went simple enough, but still rather unpleasant...

Flashback (Five hours ago)

Ben was sitting Gwen on a bench outside the tennis court they were just in, both were cleaned up and re-clothed, but Gwen remembered everything entirely and now there was a somewhat awkward silence between them.

"So..." Ben started turning his head to her.

"Ben, I...don't know what to say....i really don't. I mean are we supposed to go back to normal like nothing happened or can we even continue our relationship like this. I mean...dear god.....Charmcaster! Of all people...her...! I..." Gwen was cut off on her would be rant until Ben pulled her into an affectionate warm hug.

She stopped speaking and receded into the embrace he was giving her, wrapping her arms around his back Ben then spoke.

"I know you probably hate me more than anything else right...I deserve...and..." This time he was cut off when Gwen shut him up with a kiss to the lips. They remained like this a minute or so then she gently broke apart.

"I don't hate you, Ben. You can be arrogant and stubborn sometimes, but I could never hate you. I will always love you." She said with an honest smile and Ben felt his heart melt when she said those words. Inside his mind he knew that he will always be with Gwen until the end of time itself.

"Then...what about Charmcaster...?"

She frowned at this. "I still hate her, Infact I'm kinda surprised she didn't off you or me just now. What's her angle in all this, Ben? Why did she seduce you and put this 'lust' spell on you in the first place? What's going?"

Ben shrugged. Honestly he didn't know why, it just seemed like she was simply committing to

whatever sexual urges she was having with him as the target. "It's probably her twisted idea of fun and don't hate me for saying this, but I don't think she's such a bad guy."

Gwen made a look that implied; 'Are you crazy?'

"I know you think I'm nuts for saying that, that look on your face is a dead give away, but if she wanted to kill me then would have done so back in the gym. In fact, she pretty much really hated you and she could have killed you and me just now, but she didn't." Ben said testifying for the witch. He felt like he was crazy and he knew that Gwen suspects he is under some magical influence under Charmcaster.

"Ben, are you honestly standing up for her?" She said with her voice intensifying. "She's our enemy and she's made that clear every time she sends golems and magic blasts at us."

"But it was her Uncle forcing her to do all this, she pretty much said it herself when she..uhh..You know..."

"I already fell for that con a long time ago and she used that to her advantage, we can't trust her." Gwen said staring him down.

"Trust me, Gwen. She's not trying to kill us or do anything to us, she has had this many chances already and she could have used that time to finish us off, but she didn't." Ben added.

Gwen's frown was lessening and she slowly comprehended his words. True to the fact she could have done them in a hour ago, but didn't. Maybe he was right, maybe...

"Hello, Ben hunny!" A cheery female voice said surprising both of them and then Ben felt a soft pair arms wrap around his neck and chest. They both looked to see...

"Charmcaster!" They said in unison, although technically it was Charmcaster, but rather it was her blonde bombshell babe disguise that refers to herself as Caroline.

"I have a name, you know. I wasn't christened with 'Charmcaster' when I was born." She said frowning.

Gwen glared at her angrily and stood up igniting her energy fists, but Caroline didn't bother moving from her spot.

"What do you want?" Gwen said through gritted teeth.

"I understand why you're angry, but know that I didn't come here to start trouble, princess."

"Why did you screw my boyfriend and decide to have your way with both of us just awhile ago?" She said not letting her powers drop.

Caroline detached herself from Ben's back and leaned against the wall beside them.

"Let's clarify a few things first; I didn't just screw him, I took him around the world." Caroline smiling mischievously.

Ben blushed a bit and Gwen's glare intensified.

"Secondly, my actions regarding him don't involve any grudges with you or him. In fact I actually stopped caring entirely about our little rivalry."

Gwen scoffed loudly.

"I am telling the truth." Caroline said looking serious.

"Yeah like that time you acted like an innocent victim of your uncle's evil and decided to swipe my charm out from under me." She said keeping her eyes focused on her.

"Back then I still hated you. In fact I just hated everything, one of the many things that made me a psychopath, my uncle taught me the dark arts when I was young and it was all I would ever do. I wasn't allowed a childhood of playtime and friends, it was just sorcery, black magic, and voodoo over and over again. I was ruined and seeing you in your perfect little life didn't help either."

Caroline said bitterly.

Gwen looked like she didn't believe a word but nodded for her to go on.

"Until just a few days ago, a night of my own well deserved enjoyment with Ben here made me see things differently." Caroline gestured to Ben and smiled at him.

"You put him under a spell and seduced him for your own satisfaction!" Gwen shouted at her.

Caroline dropped her disguise to regular Charmcaster and nodded. "True, at first anyway..."

"What do you mean?"

Charmcaster was quiet for a moment then had a solemn look on her face. "I fell in love with him."

'What?' Ben thought to himself when he heard this startling revelation.

Gwen could see it on her face, she was serious, part of her knew it to be true and another part still thought she was playing some angle.

"Shoot me if you want if you're still suspicious me, Gwenny. We had a wonderful night and in doing so I bestowed upon an augmentation to have any woman he wants granted if they harbor deep feelings for him." She explained leaning down to catch a surprised Ben in a tongue probing kiss.

Feeling like her hair was rising up Gwen saw the sight of the seductress having her fun with Ben yet again. She aimed her right hand at her, but didn't fire. She really felt the urge to yet that desire was fading for some reason.

Breaking away gently from the dazed Ben with a thin string of saliva trailing from her mouth and his she looked smugly at Gwen.

"I know you had fun with me as well, Gwenny. Don't tell me you didn't enjoy it." Charmcaster said putting her right hand on her hip.

"I still hate you, you know. Why did you give him this power?" Gwen said then turning to look at Ben himself. "And why did you just go along with it?"

Feeling the guilt wash over him again he put his hands on his forehead. "I know I know, I... couldn't help myself when this spell was put on me. Everywhere I go it just activated and then after Charmcaster there was Julie and then you and Elena...and..."

"Wait a minute. You had sex with Elena and Julie as well? Even though you and me-" Gwen was about to choke up a bit until Ben stood up and pulled her into a searing warm kiss.

While he did this Charmcaster simply looked at her fingernails indifferently.

Letting go he gazed into her eyes. "I couldn't control myself, but I still love you with all my heart....it's just-"

"-It's just that now he loves more than the two of us with all his heart and vice versa, every girl he came in contact with that had a connection to Ben became entranced and brought out their deepest desires for green boy." Charmcaster said smirking a bit. "I couldn't change it back even if I wanted to, regardless isn't this fitting? What man or boy wouldn't dream of this gift?"

"You told Julie and Elena you love them too? That's..." Gwen said awkwardly.

"I know, it's just this 'thing' brought out my old crush on Elena and feelings for Julie into 'full motion'." Ben stated honestly and nervously.

"So what do we do? I'm more than willing to stay with you, but I don't think you could break with them after going as far as you did." Gwen suggested.

Charmcaster sighed. "Simple, Princess, you don't. His asian girlfriend and the childhood sweetheart will say the same thing you did. Like I told him earlier; 'things will only get bigger for you'. Remember those words, Ben?"

He looked back at her incredulously. "So I'm supposed to be just fine with making harem girls out of them? What if they get jealous and angry and start fighting with each other or something? How is that better?" Ben said raising his voice.

"They won't fight or kill each other; this type of magic opened their heartfelt feelings for you, correct? Well it also would make them more open minded; I doubt they wouldn't be willing to share." Charmcaster said confidently.

Ben was silent for a moment as he was contemplating this. Here was an opportunity of a lifetime being tossed into his lap that most boys and men alike would dream about. Part of him didn't think it was fair to any of the girls like Julie, Elena, and Gwen. Wouldn't it be much worse if he broke up with Julie and Elena after coming so far already? Would they be open to the idea? He was feeling backed into a corner at the moment, but he could still freshly recall the sheer nirvana he felt when he was having sex with both Gwen and Charmcaster at the same time. Scrunching his face and gritting his teeth he came to a conclusion he prayed he wouldn't regret.

"Gwen, if you're okay with this in anyway..." Ben said looking solemnly at his redheaded lover.

Gwen could clearly see that things have already gone beyond the limit already since he did it with the other two girls, this would be a drastic change in their lives and she would endure whatever happened if it meant she could be with him.

"I'm ....I don't mind, Ben. As long as we're together I don't mind sharing...." Gwen then turned to

look at Charmcaster with a sour face. '...even with her. Like I said earlier; I'll always love you.'" She said looking into his eyes and he was nearly choked up but instead he gave a full kiss showing how he felt about her approval.

They were in their own moment until Ben felt another pair lips intruding between them in a three way kiss.

'Charmcaster? This feels good....' Ben was lost in pleasure as he now sucking in the tongue of the silver haired sorceress while Gwen's tongue was roaming along both of them.

All three felt the warm wet flesh of each other in a triple embrace, Ben could vaguely hear Gwen moaning and noticed Charmcaster rubbing her left hand between her thighs.

Inwardly grinning Ben pulled apart from the two leaving a confused pair of blushing girls.

"I think it's time for you two to 'kiss and make up', we're all onboard for this, right?" Ben said grinning.

Gwen looked reluctant for a moment then turned to face Charmcaster. "It will take me a very long time to even get along with you, you know." She said putting her hands on the witch's face.

"Likewise, Princess, for the record this wouldn't be the first time we kissed." Charmcaster said pulling Gwen closer to her body as well.

"For Ben." They both coincidentally said in unison before Charmcaster started smothering her open mouth and tongue all over Gwen's mouth.

Ben could hear them humming in pleasure as CC's tongue was diving into Gwen's wide open mouth and the redhead herself would hum while sucking it in like an ice cream snack. Once again Ben was watching a very hot scene between two girls.

"Hm?" Ben looked around the scenery to make sure any onlookers weren't around, thankfully there were few people around and they're nearby, but they couldn't stay here and continue. That's for sure.

"Okay girls, I think we should continue this within the confines of our own home, shall we?" Ben said placing his hands on both girls to gently pull them apart, Gwen looked at him dreamily as did Charmcaster. They both looked at each other and nodded.

"You're right, but how about a special night between the three of us? I have a few ideas that include whip cream." Gwen said surprising Ben with her naughtiness.

"Hmmm, I would love to, but I think we should save that for tomorrow night. I have something important I need to do tonight. Is tomorrow alright with you, hero boy?" Charmcaster said hooking her slender arms around his left arm. Gwen took the other one as they walked away from the area.

"Fine with me, I have a meeting with the plumber's helpers for a mission tonight anyway." Ben said suddenly feeling a soft hand on his buttocks and a different one on his crouch.

Charmcaster was feeling his crouch through his jeans while Gwen was cupping his ass.

"Okay then, that means we'll put in more energy for tomorrow night, Ben. I don't think you'll want

to get out of the bed when we're done with you." Gwen said smiling genuinely as she leaned her head on his shoulder. Truthfully she still questioned her sanity at making this decision, there wasn't a known way to break this spell and now she wasn't sure if she wanted to. She didn't want to break up with Ben and she knew he loved those girls as much as he loved her. This was indeed going to be a great change in life.

"What she said." Charmcaster added as they walked down the street elsewhere.

End flashback

Here was now in his car waiting for the ship of the Plumbers kids to come near to pick him up. They operated on a base somewhere in Bellwood and they sent word for him to meet them here.

"And here they come." He said to himself when he heard a familiar noise of the small Plumber's craft hovering near his car. One of the docking doors opened revealing Helen, the half human half-kliniceran speedster gal that was the counter opposite to her buddy; Manny.

"Hey Helen, what's shaking?" Ben called out as he got out of his car and locked it.

"Come aboard and I'll tell you, by the way Manny, Pierce, and Alan are all busy right now. So it's just me." She said in her usual gently calm voice.

Ben nodded and jumped aboard the docking bay into the ship.

The ship's entry door closed and Helen zipped back to the ship's front to steer it off auto-pilot and drive it back to the homebase.

"So what are those three busy with anyway? Is Manny doing more fixed arm wrestling matches with other aliens again?" He said sitting in the passenger side next to her while she steered.

"No, but I wouldn't be surprised if he did. We're scattered thin at the moment, Manny and Pierce are in their individual training missions at Plumber's academy and Alan is at his hometown spending time with family."

"How come you're not in specialized training?"

"I already did it, I was advanced in classes for someone my age, so basically I'm ahead of them in curriculum for now." Helen said smiling.

"That's great; I always figured you're smart as you are good looking." Ben said looking straight ahead out the windshield. Helen blushed a bit and nervously turned back to her piloting.

After a few minutes of flying Helen flew down to usual outpost they were based in and got off.

Ben followed her out and while doing so he couldn't take his eyes on her rear as she got up, the sway of her tail also gave him some naughty thoughts he didn't have before the spell.

"So nothing has been going down lately,huh? I mean you're stuck here on recon duty and all." Ben said keeping his focus on her walk.

"Yeah, pretty boring actually, I've just been killing time watching streamlined movies on the internet." Helen said in a hum drum tone.



Ben chuckled a bit. "No solitaire? Or episodes of Family Guy?"

Helen chuckled a bit. "With all this free time I could be out doing normal things like going to the mall or the movie theatre, but life has been all work lately." She said exasperatedly as she sat down in a desk chair in front of a terminal.

Ben sat down beside her in another chair.

"Not like I've ever been normal anyway, but I'm getting off topic, here's what I called you for." Helen said tapping some keys on the keyboard in rapid succession. She brought some information screens on the monitor wall in front of them.

"We are getting reports of sightings that involve a new kind of robot called Synthoids. We don't know who's creating them or why or even their threat level, but we have hunch whoever's building them must be connected to the Omnitrix." She summarized.

"How so?" Ben looked interested now as he looked up at the screens.

"Their technology involves imitator hardware that replicates active Omnitrix DNA usage when it activates and blank DNA synthoids could theoretically become one of your aliens. It's all just in theory though. What do you think?" Helen said looking up at Ben who was standing behind her.

"It could be anyone like Animo or Vilgax, still too early to tell, but I'll be sure to be on the lookout for those giant lawn sculptures. Is that all?" Ben asked looking at her.

"Yep, sorry I had to drag you all the way out here for a simple debriefing."

"I'm not, because now I get to spend some time alone with you." Ben said smiling.

Helen blinked wide eyed as her mind tried to register just what was going with him.

"B-Ben, if I didn't know any better I'd say you're hitting on me." Helen said nervously as she faced his gazing stare.

"Well I am actually. You're pretty cute, Helen." Ben said sincerely.

Helen's mind was working all this out, here was Ben of all people hitting on her and calling her cute. Helen had never thought of herself as cute, she was a hybrid and he was a handsome human boy. None of this could mix well.

"Ben I... I appreciate the sweet talk and flattery, but I'm...well...look at me. I have sharp fingers, a tail, and semi-hind legs. I'm not a human, Ben...I used to be though." She said sadly at the last part.

"You were?"

"Well when I was born I was a human girl at first, but when age and puberty progressed my residual alien DNA eventually more dominant and my appearance became more like this over time. Alan is one of the lucky ones, he doesn't have to be in alien form twenty four seven, and I'm stuck like this forever probably. I'm not an attractive whatever-I-am for you, Ben." She said sadly until Ben caught her off guard by pressing his lips to dark blue ones.

'What the Hell, Ben...? I...this isn't right...it's...! It's feeling strange....is something coming over me..? I want...this to...stop...but...' Helen thought when unknown to her eyes emitted a soft pink glow and inwardly she receded to whatever sway he was over her.

Feeling her long slightly lizard like tongue coil around his own tongue Ben felt the intensity of the kiss increase tenfold.

"Hhhmmmmm." Helen took the opportunity to place her hands on his back and pull him to her allowing her long blue legs to wrap around his back.

She was still in her seat as she was being taken by Ben who was now pulling down the zipper of her green vest and rubbing her left inner thigh with his other hand.

'I wonder how sensitive she is down there.' Ben thought to himself as he moved his hand from her inner thigh to between legs and worked his fingers strongly.

Helen felt her heart beat faster and her womanhood feel arousal at Ben's hand through her pants. Reflexively retracting her mouth because of his ministrations to her lower body, Helen bit her lip and shut her eyes as Ben was driving closer to an orgasm.

Her vest was off and she still had her black T-shirt and skin tight black pants, but she was about to change that.

Ben grinned as he stood up and attempted to remove his jacket and clothing, but in a blur of blue hazy speed Helen spun around and stopped when suddenly he found himself naked entirely.

"W-Wow, I really miss having access to that alien form. Thanks, are you going to let me undress you?" Ben said smirking as he pulled her into an embrace and locked her into a probing kiss.

After they broke apart she placed her hand right on his now erect member letting her feel the rock hard flesh of his manhood.

"Hmmm, I was thinking a little kinkier." Helen said placing finger on his chest in a flirtatious manner. "I'm all ears."

"Good, first I'll need you to sit down on the chair and leave the rest to me." She requested and he eagerly obeyed. Sitting down facing Ben found the chair comfortable in the nude; Helen winked at him then turned around so that rear and tail were foremost in sight.

Helen then did a very kinky new thing to Ben; she placed her supple buttocks around his hard member causing him to feel her cute butt cheeks around it.

'She's hot-dogging me. That is so hot!' He thought as she started bouncing her hips up and down slowly on his dick. Ben made a goofy grin at the naught idea she had that he liked so much.

Then she pushed her butt closer to the point where he felt her pretty much sitting in his lap and she let her tail wrap around his chest so she wouldn't lose balance.

"Ready for more?" Helen asked grinning. Ben nodded quickly and Helen begun gyrating her hips in rotation.

"Ooohh Helen, that feels fantastic!" Ben said bracing the armrests of the chair while Helen's still clothed ass was rotating in massage of his now twitching cock.

"Like my little dance, Ben?" Helen asked smirking.

"Love it."

"Then you'll love this." She then retracted her tail from his chest and opened the distance much to Ben's displeasure, but what she did next made it much better.

Feeling the slender whip like tail of hers suddenly trail down his chest to his lower regions, Ben now understood what she was doing and liked it.

Her tail wrapped itself around his hardened penis in a coil and then it jerked it rapidly. Gritting his teeth he felt the urge to cum rising as her soft blue tail that was coiled around his member continued jerking it.

After a few more minutes Ben tilted his head back moaning. "I'm cumming!"

Helen removed her tail and quickly knelt down in front of him and opened her mouth when his dick started twitching violently as it shot out multiple loads of creamy white semen into her mouth and on her face.

Ben released several more jets of sperm which landed on Helen's tongue and finished, he looked at the sight of cum covered Helen when she wiped the spermy substance off her face and placed a cum covered finger into her mouth.

"Hmmm tasty." She said taking a lick of it then sucking cum off her fingers and swallowing the rest in her mouth with a loud gulp.

"That was incredible." Ben stated leaning up.

"The night is not over yet, sweetie." She said and in another blur of speed she removed all her clothing revealing to Ben a shy elegant blue alien girl in all her glory.

The only really noticeable traits she had was her helmeted head, she kept it on, and her pseudo hind legs with the speed orbs secured below her feet. Other than that her body was similar to any other female's with the exception of her tail and elbow ridges, she had C-cup level breasts that she covered with her arm out of modesty.

"Wow, I didn't know you were so stacked." Ben said adoring the sight of her tits.

Helen blushed and leaned in for another deep tongue entangling kiss.

"You don't mind me being like this? It's a fact that most female races of every alien species have a nearly universal anatomy, but everything about me just screams 'alien stereotype'." Helen said with low self esteem.

"Hey, you're fine just the way you are. I don't know where you got your confidence issues, but one thing is for certain. I'm about to make love to a beautiful alien girl." He said earning a blush from Helen again as they resumed their kissing.

While they were kissing Helen took used her tail and placed the tip of it on own bare pussy. The tip of the tail rubbed itself against her cunt and started going faster until the soft pointed end was poking her clit.

"Mmmmm!" Helen hummed in satisfaction silently thanking her genetics for granting her a very useful tail. Between Ben's mouth sucking her tongue and her tail masturbating her pussy, she was in heaven.

A few more minutes passed as they continued and Helen took the next step and plunged the tip of her tail deep into her pussy, she moaned deep into Ben's mouth.

'Masturbating with her tail is definitely mixing it up, I'm getting hard again just by hearing her. Her pussy is preoccupied at the moment, but what about her other hole?' He thought to himself mischievously as he surprised by grabbing her ass cheeks firmly in the tight grip of his hands.

Thrusting her own tail into her snatch with my vigor Helen let go of his mouth and started moaning loudly, Ben squeezed her blue butt cheeks as her hips began to grind against him during masturbating.

"That's kinky, Helen. I like it." He whispered to her before he closed his mouth on one of her breasts and sucking on it.

"Oh yes! Ben you're amazing!" Helen moaned loudly in ecstasy while Ben continued to suck in the alien girl's left breast as he groped her other one. Even for a hybrid her breasts were no different from a human girl's apart from her nipples being a darker blue color.

Ben removed his mouth from that breast to and placed it on the other one, Helen then grabbed his head to nudge him on to keep going.

'I can't believe I didn't do this sooner! This is amazing!' Helen thought biting her bottom lip in barely restrained pleasure.

Little by little the tip of her tail delved in deeper until her body tensed in Ben's lap and her hips starting undulating wildly.

"Oh...Oh ..ooOOOHHH!" Helen hollered out as her hips started jerking and her grip on Ben's shoulders tightened. She just had her orgasm.

Now that she stopped undulating she relaxed her body in his arms and removed her tail from her snatch, Ben surprisingly grabbed the tail and brought the juice covered tail tip to his mouth and licked her juices off.

Helen made a surprised face when he did that, but she was getting turned on as well, he was doing something with a part of her body.

Slurping sounds being made Ben finished sucking Helen's pussy juice off her tail and looked back at her with a grin. "You tasted good, Helen, but I still want a little bit more of you." He said firmly grabbing her ass and lifting her up so that her ass hole was directly above his member.

Helen's eyes widened, never before had she considered the idea of anal sex on her, no boy she had ever met had so much has kissed her let alone shove their meat stick in there.

Her ankles were dangling over his shoulders and Ben looked to her for permission, Helen smiled and instantly nodded.

"This is my first time doing this, but you will love it. Here we go." Ben said using his hands to slowly lower her body down to his thus allowing her buttocks to touch the tip of it.

She was still a virgin in both the ways, but this way probably would hurt a lot, she was prepared for it though as soon as the tip of his rod now touched and prodded her anus.

Ben smiled and slowly sank Helen's hole down on himself allowing his cock to gradually bury itself within her.

"Oh god...oh god...oh god!" She panted at feeling this new experience and within seconds she felt all of Ben's manhood buried within her anus. Feeling strange and expected pains Helen gritted her teeth in agony as she slowly became accustomed to the feeling.

'She's so tight! I feel like I'm about to blow my load already! No time to waste.' Ben thought as he thrust his hips earning a small moan from Helen and he started thrusting again into her ass.

His member kept coming back out to the tip and with each thrust it dove back inside her. Ben was screwing Helen in the ass and he loved it.

"Ooohhh,...Ben...it feels....incredible..!" Helen struggled to say as she braced her hands on Ben's kneecaps to keep from falling backwards as he kept pumping into her.

Ben gritted his teeth signaling he was close. "I'm going to..."

"Do it inside me! Don't you dare take it out!" Helen said as her body continued to bounce repeatedly as his hips were jerking constantly with her bounces.

"I'm cumming!" He yelled out as his hips stopped thrusting letting his cock stay buried in her anus shooting off.

"Oh yes, Ben! Yes!" Helen's body tightened as she begun having her second orgasm while Ben's gushing amounts of semen filled her anus.

His cock jerked a few more time and stopped after depositing copious amounts of his sperm into her buttock. Ben slumped into the chair exhausted and Helen lay with him.

"W-wow, well now I know I lived out a Science fiction fantasy." He said chuckling.

"That was amazing, Ben. Does this mean what I think it means or is it-"Helen was interrupted by Ben's searing kiss, she blushed and returned the kiss letting their tongues rub against each other.

"Yes it is, but I need to go over a few details with you, Helen. I want you with me, but there is something you may have to agree with first. Are you up for it?" He asked measuring the weight of his words carefully.

"Ben, of course I am, you're the first boy ever to be like this with me, no other boys human or otherwise can give me the time of day like you did. I'll face whatever 'details' you have, lover boy." She said nestling against his chest.

"You're the greatest, Helen."

"I just wish we could be in public like this, but a speedy blue alien girl with a human boy would never be able to walk out in to the world without stares and whispers." She said sadly.

Ben just then had an idea and raised his Omnitrix arm to look at. "Actually I think I may have a solution to that problem." Ben said smirking and Helen leaned forward to kiss him again.

"I can't wait to hear it, but I think Manny and pierce are going to be here soon. We need to get dressed up first." She said getting off and standing back up letting a small dribbling amount of creamy white goop to drip out of her ass.

"yeah you're right, well then-" Ben was interrupted by a flash of speed as the doors opened revealing the Tetramand hybrid as well as the Porcupine humanoid leader.

"Helen, we're home!" Manny called out looking around to see to Ben and Helen sitting in leaning against the terminal console with their clothes in disarray.

Thankfully Manny was rather dim to notice it and Pierce just thought they came back from training in the holo-room.

"Hey guys, good to see ya. Helen and I were just practicing out in the training grounds with some drones." Ben lied covering up their little 'session'.

"We got a little careless though, I already briefed Ben and I'm taking him home." Helen stated looking nonchalant.

"Well on your way back could you pick up Alan as well? Plumber academy called and they want us for a field training mission." Pierce said looking at the two with suspicion.

"Will do, come on Ben." Helen said cutely as she led him out the room and as soon as they were out of sight they held hands.

"Any of that seem odd to you?" Pierce asked Manny after they left. Manny simply shrugged. "I didn't notice anything, their clothes are messed up , but training does that to you."

"Yeah usually training involves 'torn' clothes and laser burns." Pierce countered.

"Meh, can't bring myself to care. I'm going to watch some WWF now." Manny said leaving the room.

When Ben and Helen got to their ship they both entered and as soon as they were in they started making out vigorously. Helen then decided to slide her tail into his pants after they set the ship to auto-pilot. They were due for a lot of fun on the flight there and no one would know.

End of chapter Six

## Timeless Lust part One(Multiple)

Ben's Girls

Chapter Seven: Timeless Lust (Part one)

By Azure

It was night time at the moment and inside a part of an aerial Plumber's helpers ship, there was a certain 'session' going on between one teenage boy with a suped up wristwatch and an alien girl with blue skin that had her semi-hind legs wrapped around his lower torso as well as her smooth blue tail diving underneath his pants.

Her arms hooked themselves around his neck and his back while Ben's mouth was kissing and sucking on her neck. In Helen's point of view she felt like her body was on fire, in a good way, her vest was already hanging open and one of his hands were already up her shirt feeling her breasts.

Ben's mouth let go of her neck much to her reluctance. "You're pretty well endowed for someone in her teenage years." He said kissing her on the lips once again.

She smirked inwardly and opened her mouth further to let his tongue worm it's way in for her to suckle on. While she did this Helen could feel him hardening quicker and instead of using her tail she slid her right hand down his trousers to feel him.

Ben slid her black shirt up enough so that her supple C-cup breasts were visible once more. Ben gazed into her eyes to see a silent pleading and he nodded before leaning forward to take her left nipple into his mouth.

Helen moaned and Ben grabbed the other one with his right hand and grabbed, squeezed, and fondled it earning a loud moan from her.

'My knees feel really weak. He must have had experience with this...ooooaaahhhh...' Helen was cut off from her train of thought Ben sucked harder on her nipple and licked around the areola causing heightened waves of pleasure to flow out through her body.

Fortunately since they were inside the ship Helen picked him up in, there was no one around to worry about with the loud noises she was making and the louder ones she was going to make.

She could tell he was definitely eager since now he was pulling her pants down her legs with his unused hand, she knew instinctively that they were both too impatient for clothing right now. With a jerk and kick her tight fitting black pants landed across the room space and Ben placed the hand he used on her pants on her unclothed heated snatch.

"Ben....you're way too good at this....!" She whispered breathlessly not out of suspicion but out of thrill.

With a zipping sound Ben smirked then locked lips with Helen again. After a minute of tongue wrestling action their mouths broke apart and he looked at her confidently.

"You haven't seen anything it." He said then Helen's face turned into one of utter surprise.

Ben's fully erect member began prodding her vaginal entrance and steadily drilled it's way into her.

"Hhhooooooooohhh....." She moaned a bit then bit her bottom lip in slightly scared anticipation.

"Are you a virgin?" Ben asked.

"Yeah, with what I look like it comes as no surprise." Helen stated quietly after nodding.

"Do you want to lose your virginity to me, Helen?" Ben asked warmly cupping her face in his hand.

The pink glow filled her eyes once more and she answered his question by letting her long tongue out to lick surface of his lips seductively.

Ben understood and with his hips he aimed then probed her labia with his ready member.

"This may hurt a bit." He said giving a strong thrust into her snatch causing her to whimper loudly, but only slightly. The tip was inside and about to breach her hymen, despite knowing there would be pain Ben thrust his cock once again and penetrated Helen taking away her virginity.

"Aaaaooowww...." She struggled to stifle her cry of pain and found it hard to do so if not for Ben locking lips with her once again to stifle the pain somewhat. "oooowwhhmmmmmm...." moans of pain then slowly turned into moans of pleasure as his hips gyrated slowly as he adjusted inside her while her mouth was busy sucking in his tongue.

'I can't believe I'm actually inside Helen, she feels fantastic, I guess the female anatomy is universal then. She doesn't feel any different than any of other girls I've been with. Sure is tight though.' Ben thought as he slowly sank his hips inwards then outwards repeatedly spearing her with his member.

Helen's eyes squeezed together in extreme pleasure and how reaction she wrapped her long blue legs around his waist so that her semi-hind ankles interlocked and her tail slithered around his testicles to massage them in a coil.

'Whoah...! The things she does with that tail of hers...!' Ben thought as he thrust faster and with every jab he felt more of Helen's wet pink passage constrict and moisten his cock.

'I have no idea where any of this came from, but I don't this to go away! I need this, I need Ben!' Helen thought as she felt the invasive piece of flesh dig into her depths over and over again, her mind was in a haze as her body was in bliss. She used her tail's tip to tickle Ben's sac causing him to come closer to shooting off. She wanted him to lose it at the same time as her, which was close and coming closer with Ben grabbing her buttocks hard.

His hips were slamming into hers faster and harder and Helen mentally moaned out loud in pleasure. Wet slapping noises were being made and becoming more constant, soon followed by a collective loud cry of ecstasy from Helen.

Her body tensed and she called out Ben's name and tightened her arms around his neck along with her legs around his waist. Her snatch now convulsed and tightened around Ben's meat causing him to tense his body and call out her name.



"Oooohhh Helen I'm gonna lose it!" Ben said loudly with his grip tightening around her buttocks.

"Lose it inside me, Ben! Let it all go!" Helen answered back with her mind in complete unthinking euphoria.

Ben gritted his teeth and felt his dick jerk and twitch repeatedly shooting multiple spurts of thick sperm into Helen.

"Oh yes, Ben! Yes!" Helen held tightly onto him as her orgasm took place alongside his with her body undulating with Ben's jerking hips. Her juices coating his member while an increasing amount of semen flooded her pussy.

They held onto each other while Ben was finishing up inside her and both orgasms ceased leaving the two teens sexually exhausted. She unlocked her legs around him and he pulled out of her letting a small dribbling amount of his seed spill out of vagina.

Helen laid against the wall of the ship slumping and Ben laid next to her resulting in a cuddling pose of two lovers.

"That was beyond incredible, Ben. You've really made me feel special, I don't think I can repay you enough for that, but I do have a few ideas on how." Helen said smirking then looked across at her legs sprawled with Ben's. Even now she felt a little saddened by the vast physical differences between their races, that meant they would always have to do it within more secure confines instead of regular places like normal humans.

Ben noticed the sudden change of emotions on her face and placed a hand on her face to get her attention. "I know what you're thinking and maybe I have an idea on how to deal with that."

"How? It's not like I can suddenly go human like that, I want to so badly, Ben." She said looking forlorn.

"Who says you can't?" Ben said in a cocky tone as he raised his wrist with the Omnitrix up for her look at.

"The Omnitrix?"

"If it can change me into aliens all the time I bet it works both ways. Especially for you since you were originally human despite being a hybrid." Ben stated looking chipper.

Helen looked somewhat hopeful but still held a bit of doubt. "I'm not sure it can do that, I'm genetically like this and-"

"I'm just your everyday human being, Helen. This thing literally transforms me into so many different alien races that defy the laws of physics. I was able to de-mutate Gwen's brother when he was mutating into a DNAlien, ya know. Nothing is impossible." He said with sheer resolve in his eyes.

Helen looked skeptic for a moment then nodded. "Okay, try it on me then. I just hope this doesn't change me into something else." She said standing up with Ben.

Ben fiddled with some keys and whatever buttons the Omnitrix had and called out to it. "Voice command function: Reverse alien DNA in genetics."

The Omnitrix lit up in yellow and did something unexpected. It projected a little scanning ray on Helen from head to toe, when it finished it flashed green again.

Scan complete; abnormalities found within Human/Klineceran DNA, requesting authorization to perform abnormality removal to allow interchangeable transformation."

"Authorization granted, Perform the procedure." Ben commanded and the Omnitrix lit up bright green and Ben placed his hand on Helen's head.

An eerie green glow filled the area making Ben shield his eyes for a second and when it died down he reopened them only to have his jaw drop.

There stood the naked human female form of real Helen; she had short bobcut black hair, azure blue eyes, pouting lips, and stunned look on her face.

"Abnormality removal complete. Alien/Human hybrid confirmed for perfect health and the ability to change form whenever." The robotic voice of the Omnitrix stated.

She felt around her face in stunned shock and awe as if she couldn't believe what happened. Her delicate five fingered hands roamed around her face to confirm what she was feeling. Her body was half an inch shorter than her alien form since her feet didn't sport the speed orbs anymore, her tail was gone, her breasts were thankfully still the same size and perkiness. Her body was elegant and more womanly than petite for a sixteen year old, she was really just drop dead gorgeous and Ben himself was surprised by her appearance.

"I...can't believe it." Helen felt around her body for the familiar feeling of her tail only to be pleasantly relieved not to find one anywhere. "I'm...I'm...human again...this feels so surreal." She said in a cute bewildered way Ben adored.

"W-Wow....and I thought you were good looking enough in your alien fo-" Ben was cut off by a deep suffocating kiss from an eager Helen. She was so eager she unwittingly made him fall lightly on his back with her on top, but she did not let go of the kiss.

She was passionately letting her mouth wrestle with Ben's and her tongue lapping his in vigor. The two wrapped their arms around each other and Helen was expressing all her joy, happiness, and gratitude into love making. If she didn't know it before then she did now; she truly and deeply loved Ben with her entire being. Those were her thoughts as he delivered a new world to her and a whole new life she thought she couldn't have had.

"Wow you're motivated." Ben said after she removed her lips from his.

"And I always will be because of you. You ready for another round?" She said with a naughty look on her new human face.

Ben didn't need to answer and she already knew what he would say since his dick was now fully erect again and rock hard ready to go.

He smiled and cupped her beautiful face as he leaned in for a kiss which she gladly returned. After breaking the kiss he attempted to get up to try a position, but a firm hand on his chest kept him pinned.

"You just lay down and let me take care of you, my dear sweet Ben." She said in a lusty tone as she straddled and moved her hips down to his cock. "Here we go." She landed her bottom down on his hips letting her wet moist hole swallow up Ben's penis.

"Yes yes!" Helen put more energy into fucking him cowgirl style and her breasts bounced around much to Ben's enjoyment. The feeling her now human female snatch sinking onto his penis recreated feelings of much intense nirvana shared by both of them.

Ten minutes went by and Helen continued riding him like a stallion, his hands grabbed her hips as she bounced up and down on him, Ben felt like he was coming soon already.

He was close and it seemed she still had more than enough energy. Ben felt like he could hold it until she did something else.

Her hips ceased bouncing and started gyrating instead. It was a new level of sexual pleasure altogether as her hips were rotating slowly and sensually with his cock still inside.

"Oh god Helen!" Ben cried out as he came once again shooting off numerous amounts of cum into her womb, his member jerked uncontrollably and continued cumming inside her for a least a few more seconds until he finished.

"Wow." Ben panted with Helen laying on his chest curling a finger.

"I know, right. I think some of your man juice is pouring out of me even now." Helen said nestling her head next to his. "You're incredible, Ben." She said smiling.

Ben grinned and simply stayed there with her, both were spent for the night and Ben hoped she didn't want to go another round. Even he didn't have the energy for it.

"So what's this idea of yours anyway?" Helen asked as they could felt the ship coming close to their destination. She had set it on slow just for the occasion with Ben, she was still glad to had done it.

"Well....you may not think it's a sane idea. I'll tell you but I hope to keep this new relationship with you, Helen." Ben said reluctantly. True he did want to get more familiar girls into this little operation of his since the charm wouldn't turn off anytime soon, but Helen had just discovered new possibilities with life that she could achieve thanks to him. If he told her about the harem and about other girls she might be crushed.

"I have a hunch that whatever it is might be weird, right Ben?" Helen deducted looking at him. He nodded.

"I don't care what bizarre arrangement it is I just want to be with you, Ben. For better or worse, I can't turn anything back now and I won't. I love you that much." Helen said in her heartfelt declaration.

Now Ben felt a little more relieved and gathered up the courage to tell her about everything.

"Well then..."

The next day later....

Somewhere in a desert like landscape there stands a Navajo village settlement, many various native Americans walked around and simply went about their business. One certain Navajo girl walked up to a much older one that was observing a newly established monument in the center of the town.

"Granddad, one of your old plumber friends is on the phone for you." The girl in her teens said holding out a cell phone to her father. The girl was Kai Greene, a former love interest and acquaintance of Ben's five years ago when alien activity went down in the Navajo village.

Her grandfather looked the same as he did before except he wore brown leather jacket and seemed more fixated on the monument in front of him. "I may have a hunch on who's calling, ever since this 'thing' came to the village I've been having an uneasy feeling that things will get dangerous soon." The man said taking the cell phone.

The 'monument' he spoke of was a rather large stone ring that resembled something a stargate from the science fiction movie. It held little or no markings on the ring except for a few indecipherable glyphs at the base of the object.

Kai Green very much looked like herself except that her hair was twisted into a braided ponytail and she wore a light grey tank top with cut off shorts that brought out her thighs really high. Her body looked like any teenage girls except that her breasts were B-cup size and she now wore thin framed glasses.

"I know it's you, Max." Kai's Grandfather spoke into the phone.

"Then you know you have trouble coming your way. Alien trouble. Be ready, I'm on my way now with Ben and his team, Wes." Max's electronic voice spoke from the other end.

"Any idea who? And what are they after anyway? We have nothing of value that aliens could want." Wes Green said back.

"Not sure who yet, but they could be there for the monument you have smackdab in the middle of your town."

Wes looked back at the said object, he knew that thing would be trouble, but never thought that trouble would come in the form of alien enemies. "I knew something was up with that stone ring ever since they brought it into this place, what is it, Max?" Wes said back into the phone.

"A time gate, one of two. Whoever is going to invade your settlement is planning to use it. Ready yourself for battle! We're ten minutes away, just hang on, Wes." Max said hanging up.

He clicked his cell phone shut and looked up at the sky and sighed before running into his house to arm himself.

Where Ben was at...

Inside the ever so familiar original Rustbucket, Max Tennyson slammed his foot on the pedal and pressed a few buttons here and there to activate the boosters.

"Everyone hang on! This is going to get rough." Max called out to the back of the RV where Ben, Gwen, Kevin, Julie, and ship all sat that were now strapping seatbelts on.

Suddenly the acceleration picked up and it felt like they were on an airplane. Kevin covered his

mouth in a near vomit gesture. "And I thought I drove fast. Motion sickness here I come." Kevin said gripping the armrests of the seat he was in.

"You get used to it, a little bit anyway." Ben added also gripping the seat he was in.

"How are you holding up, Julie?" Gwen said from her seat.

"A-ok. I think Ship likes it." She said pointing to her now barking mecha-morph pet.

Even though the scenery passing the windows was blurring beyond recognition Max flipped a few more switches.

"We might not make it in time. The holo-map is showing the bogey closing in faster on Wes's location." Max said gritting his teeth.

'Navajo Valley, that place brings back memories. The native American girl I had a crush on wanted to treat me like a house pet just because of my alien forms. Irony. Good times.' Ben sarcastically thought as he had an idea. "Hey Julie can you make Ship enhance the Rustbucket?"

Julie looked at him and nodded smiling. "Ship, do your thing and make us go even faster. You can do it, boy." She instructed her alien pet. It barked its name twice and melded into the interior of the RustBucket and then the outside appearance changed to black and green circuitry as well. Suddenly the thrusters became bigger and more stable and the result was the Rustbucket speeding even more.

"Whoah!" Julie now gripped her seat as did Gwen.

"Great work, Julie!" Max called out to the back of them. "I can still see visual and thank you, Ship."

"Ship" The robotic voice called out from anywhere.

"Looks like we'll make it there and then some." Ben said feeling his back sink into the chair.

"Looks like we'll also break the sound barrier too if this keeps up." Gwen added gripping her seat.

"What matters is that we get there before whoever wants the time gate does." Max said to himself as the RV made of booming airwave thus making it official that they just now made the speed of light.

Navajo Valley...

Blasting sounds could be heard as Wes Green fired off several plasma rounds at the oncoming invader. He was big alright, looked powerful, wore a strange golden gauntlet on one hand and held a large sword in the other. Not to mention his face looked like something out of 'Call of Cthulhu'. He came alone and didn't take Wes long to figure that this was one very dangerous foe to tangle with.

"Whatever the reason you want this thing, it can't be good and I sure as hell won't let you have it without a fight." Wes barked firing more shots at the impassive enemy.

He came closer and swatted his weapon away with ease and held up Wes by the collar like a bullie.

"Did you honestly think you can beat me, Vilgax the conqueror of three galaxies, simply with one of your Plumber weapons?" Vilgax said raising his fist to strike.

"Even if you beat me to a pulp I would sooner detonate the explosives I placed around the time gate than let you activate it." Wes stated boldly holding a discharge trigger in his left hand.

Kai Green was busy helping various fellow villagers out of the area and away from the battle until she saw her grandfather in the grip of the infamous alien terrorist known as Vilgax. She immediately broke into a run towards them hoping to at least distract the alien so her grandfather could get away or get a shot at him.

"Leave my grandpa alone!" She cried out as she dashed towards them. She didn't have any powers or capabilities of a trained professional. She was just an average girl about to face a giant. Mentally she predicted she would be killed on the spot, but there had to be something she could do to save her grandfather then this is it.

"If I punch a hole in your head then your human hands wouldn't function enough to discharge the explosives. Can you be faster than a speedy death, human?" Vilgax sneered readying his fist to kill.

Wes looked at Vilgax boldly then noticed something far off in the distance that made him smile. "No, but I know something that is, squid face." Wes said grinning.

Vilgax cocked an eye in suspicion then turned his head to see the speeding Rustbucket just a few feet away speeding like jet and about to crash into him. Wes took the advantage of his distraction and quickly slipped out of his shirt and landed then started running for it.

"Hey Vil, long time no see!" Max called out from within the armored flying RV as it was about to make contact Vilgax's body.

(Loud Crashing noises!)

The RV Smashed into the said alien and sent him flying into a nearby rocky wall.

The vehicle was unharmed since it was protected and out the door jumped out Ben, Gwen, and Kevin looking ready to kick some ass.

"Ggggrrrr, Tennysons. The greatest annoyances in any of the three galaxies." Vilgax took himself off the wall and dusted off his armor. Sure it hurt a lot, but he was far tougher than they give him credit for.

Max wore his favorite buster cannon on his chest and ran next to his friend to check up on him.

"Got here in the nick of time, eh? Always acting like cliché' action hero, aren't ya?" Wes said smiling as Max helped him back up. "Where did you pick up that RV stunt?"

"Dukes of Hazard, buddy. Now let's show him what we can do." Max said handing Wes a plasma rifle to use.

Kai stood in stupor and awe as Ben stood in the opening looking as dashing as ever. She had nearly forgotten how she behaved with him five years ago and never thought about it much until now. Now after seeing him standing boldly with his cousin and the big kid at his side acting like some super hero team made her feel like apologizing to him for what she said. Maybe it was because

now he appealed to her like he was some super hero hunk, though unknowingly a pink glow filled her eyes.

"Hero time!" Ben slammed his palm down and with a fierce green glow he transformed into Rath.

"Let me tell you something, Vilgax; you bring the fight to Earth and I bring the pain to your octopus face!" Rath said in his usual wrestling voice. Rath was one very tough alien, even tougher than Fourarms, but what comes with strength also comes without much intelligence. He was still one of Ben's favorites.

Kevin touched the ground's rocky element and absorbed it into becoming his armor while Gwen flared up her fists with violet energy. While Gwen didn't like Kai Green personally she still had the need to help people, even though she's in this battle Gwen can't help but wonder if Ben's charm effect already affected her. Silently she hoped she would be one of the few that would not join in on their relationship.

"Tch, if you didn't learn your lesson the first time I defeated you then this should be a fresh reminder then!" Vilgax brought out his sword and charged the three teenagers.

Rath leaped forward in an attempt to punch Vilgax's face but the said alien grabbed his fist with his own and slammed the tiger alien down on the ground hard, but Rath wasn't out yet. He grabbed Vilgax's arm with his legs and twisted it in a wrestling move that pained and distracted Vilgax long enough for Kevin's sneak attack to come in.

The Levin boy had his rock skinned arms morphed and shaped into large hammer like versions and he used them to pummel Vilgax in the chest.

Pow. Vilgax backfisted in Kevin in retaliation, the boy landed a few feet away and before Vilgax could attack again he was bombarded by energy blasts from Gwen.

"Grrrr! Pitiful." Vilgax shielded himself with his gauntlet arm and shot out energy beams from his eyes back at Gwen courtesy of taking that power from Ultimo. Gwen shielded herself with her violet energy, but the force of the beams busted through and knocked her back with an impact wave.

Max was steadily aiming his adorned weapon ready to fire full blast at Vilgax at the right moment. The kids were keeping him busy and he was by no means a pushover.

"Did you humans really think you can beat me so easily? I-" Vilgax didn't finish when he felt Rath latch onto his back and climb up his shoulders in his blind spot.

"Let me tell you something, Vilgax; the only thing harder than a punch is...." Rath raised his head back and readied to bash within coordination with Vilgax's face.

"....A HEADBUTT!" Rath slammed his noggin into the green alien's skull with great force and intensity that made the alien warlord stagger back a few feet in blinded and pained haze.

'Now!' Max pulled steadied his aim perfectly and smiled to himself. "Off now, Ben!"

Rath looked his way and jumped off right before Max pulled the trigger unleashing a hyper beam of bursting blue energy towards an unsuspecting Vilgax.

A bright flashy impact of blue energy hit its target sending him flying a few feet and landing against the surface of the time gate. He took a critical hit, but he was not out yet.

Gwen, Kevin, and Wes flanked the collapsed alien tyrant on one side and Max along with Rath flanked him on the other. Rath had his forearm claw blades out, Gwen aimed her energized hands at him, Kevin had his morphed arms shaped like blades, and Max aimed his firearm with Wes at him. He was surrounded and he knew it, but why was he smiling.

"It's over, Vilgax. You've endangered my friends and family for the last time, this is where it ends for you." Max said charging up his cannon again.

Vilgax chuckled and then started laughing even louder in a maniacal way much to the confusion of everyone surrounding him.

"When has it ever been over, Tennyson? I've always come back from the brink of destruction because of wit and my desire to rip you apart, but if you think you won this battle then guess again. In fact you actually gave me what I came here for." Vilgax stated arrogantly when unexpectedly the time gate activated surprising everyone except Vilgax.

The ring like stone gate displayed an aquatic energy flow inside the circle and it looks to be completely stable and ready to go.

"The moment I fell beside this instrument I quickly input some commands and activated the time gate myself!" Vilgax stated jumping up into watery energy flow to travel back in time.

"No!" Max and the others were distracted by the vacuuming wind forces the time gate activation created and Vilgax used that opportunity to enter it. Max quickly aimed his cannon, but the cosmic forces of the Time Gate were too much for him to get a shot at him.

"See you yesterday, Tennysons!" Vilgax said triumphantly as he entered his body entirely vanishing into the time vortex.

"We need to hurry after him!" Gwen called out trying to brace against the wind forces.

Rath and Kevin nodded and they all jumped onto the platform in an attempt to enter the vortex only to have the energy flow dissipate and the time gate deactivate.

"No. It shut off?" Max panicked as he observed the now decommissioned time gate, maybe it was a coincidence or maybe Vilgax was two steps ahead of them and set it to do shut off before they could use it.

Max and Wes ran up to the Time gate's bizarre control panel, if you could call it that, the command keys Vilgax activated were hieroglyphic gem stones shaped like symbols that were embedded in the base of the time gate.

Rath changed back to Ben in a flash of green light and he with the others jumped the platform down to Grandpa to get a look at it as well.

"Who can read this stuff? We have no idea what Vilgeek pressed to turn it on in the first place." Ben stated hotly.

"I'm sure there's something we can do, Right Grandpa?" Gwen asked hopeful and concerned.



Max looked at them with a somewhat uncertain look and nodded.

"I'm not an expert on hieroglyphics of any kind, but these markings resemble alien runes I've come across before. Me and Wes will try to figure out the command code Vilgax used, but it may take at least forty five minutes. You guys get some rest in the mean time." Max stated looking stressed about this entire situation. It could be minutes, hours, days, or even seconds if any time traveling ramifications come to be.

Kai may have been a helpless spectator in the battle, but that didn't stop from going over to try to help her grandfather figure out this bizarre piece of alien tech. She wasn't a plumber but she read enough in Plumber archives on the computer that her grandfather showed to her after the alien werewolf five years ago. Before she could do that however she needed to greet Ben first and hope he wasn't too sore about her attitude five years ago.

"Hi, Ben. Long time no see." She said awkwardly as she approached the trio. As expected Gwen immediately crossed her arms and glared at her, Kevin was indifferent, and Ben tried a civil response.

"Hey, Kai. Yeah it's been awhile. We're a little tired right now so I'm heading to the RV for some rest, see ya." He said bitterly as he walked past her with Gwen at his side. She didn't bother to even greet Kai. Kevin simply shrugged and immediately walked beside Ben in attempts to make of fun about 'ex-girlfriends' and other teasing comments.

Kai slumped her shoulders in disappointment. "I guess I deserve that, nice to see you too, Ben." She muttered to herself as she walked to her grandfather to help them figure out the time gate.

Now for the first time if five years she did regret her foolish thoughts regarding Ben, she didn't know what brought this about. It was either him coming to the rescue of her grandfather and village or something else that made him simply appear entrancing. Some strange yet pleasurable feeling was in her body and she couldn't explain it properly, it was small at the moment and focusing the working the time gate was top priority right now.

Where Ben, Gwen, and Kevin were...

"Well I'm gonna look around and see if I can find some good auto parts to mod my car later, what are you guys going to do?" Kevin said placing his hands behind his head.

Ben and Gwen looked at each other and smiled briefly as if signaling thoughts to the other.

"I'll just be in the RV, it's gonna be boring until Grandpa and that other guy figure out what Vilgax did to the that time gate thing." Ben stated.

"Ditto, I could use something to eat before we go chasing after him again." Gwen added. Kevin shrugged nonchalantly.

"Suit yourselves, I'll just see what tricked out car parts this village has then, don't wait up for me." Kevin said eagerly as he walked faster into the village store area.

"Well he said not to wait up for him." Ben said taking Gwen in his arms.

"Can't argue with that, can we?" Gwen giggled and leaned in for a kiss. They stayed like that for a

couple of minutes until they decided to pursue their lust inside the Rustbucket, Julie was still there with Ship, but that was indeed part of the plan.

Stepping into the RV Ben looked upon the sitting form of Julie petting her sleeping mecha-morph pet. She didn't or couldn't join the battle because it was out of her hands, the only way to fight was for Ship to turn into her armor once more, but the little alien cyber dog was too afraid.

"Honey I'm home." Ben said in a dorky way. Gwen lightly shoved him into the couch with Julie.

"That was cheesy, Ben." Julie said picking him up by his head and immediately pressing her lips to his.

Gwen watched in eager amusement as she watched the still unaware Julie suck the face of their shared lover. Julie wasn't told yet of the arrangement, but she could tell the charm is already taking effect seeing is how a faint pink glow filled her Japanese eyes.

'I don't think she'll mind too much of we make this a group effort, the shock will come for sure but she'll most likely be a little fog headed with that charm in effect.' Gwen thought smirking as she stood in front of the two and began to undress. Part of her felt bad about pulling Julie into the same tactic Charmcaster used on Gwen, but there wasn't enough time to explain everything at the moment since they only have roughly an hour. Anyone could come in, but Gwen and Ben's urges were too great to ignore and Julie would have to come along for the ride. 'Later on is when we'll tell her.'

Suddenly her jeans fell to the floor and followed up by her vest and red long sleeve. Julie just now noticed and looked completely stunned.

"G-Gwen? What are you doing?" She asked with surprise and shock that would have killed the mood had it not been for Ben sitting behind her and sliding his hands up her sweater. The pink glow reappeared and she suddenly felt more relaxed, but still curious as to what was happening. "Ben? Gwen is....is undressing...in the middle of....of.." She trailed off when he planted kisses along her neck and pushed up her bra from the inside of her sweater. 'Oh god...I don't want this to end... I don't even care if Gwen is right here and not leaving...I just want this...!' Julie's mind was in a sexual haze and she turned her head to meet Ben's in another tongue on tongue wet kiss.

Gwen unclasped her bra and let it fall to the floor with her other clothing, she yanked off her panties and kicked them to the side and approached Julie.

She was too preoccupied with Ben's mouth so Gwen took the liberty of lifting up her sweater to see Ben's hands grabbing and squeezing the Asian girl's tits.

'Hmmm, how about somewhere else.' Gwen thought to herself as she knelt down a bit more and raised Julie's legs up and dove her hands into her skirt.

Gwen slowly pulled out Julie's white panties and tossed them aside before she pushed her legs open wide so that her teenage snatch was visible. Julie's pussy was in plain sight and she didn't seem to mind at all, it was moist from the ministrations Ben was giving and Gwen now saw a kinky opportunity to take.

Pressing her mouth close to the teen girl's snatch Gwen lightly licked the surface causing her to shiver and moan in Ben's mouth. Gwen then started pressing her mouth closer and dove her tongue right in causing Julie to jerk her body a bit but she continued on much to the pleasure of Julie.

'Is Gwen licking me out? ....hhuuuuhhhh....it feels great. Just as much as when Ben did it to me,... oooohhhh keep going, Gwen!' Julie thought out letting Ben's tongue probe her mouth so she can suck on it like ice cream. All the while Gwen was probing her mound with her tongue and with plenty of energy.

Julie arched her back a bit as she felt Gwen's tongue swirling around inside her forming new ripples of pleasure to surge through her being.

"Don't stop. More!" Julie said out loud breaking from her kiss only to return to it full force.

Feeling Julie's orgasm approaching Gwen decided to place her fingertips at the entrance and spread her opening wider so she could dive two fingers into Julie's snatch and thrust while lapping.

After a few more minutes of this Julie's hips started jerking on the seat of the couch and her orgasm came after a few more licks from Gwen.

"I-I-I'm Cumming!" She hollered out loud as she came letting her juices spill into Gwen's mouth on her tongue. After a few more twitches her orgasm ceased and Gwen rose up from her knees and approached a dazed Julie.

"That felt great, Ben does it the same way." Julie said looking dreamy and Ben snuck his hand down to her vagina and started rubbing it furiously.

"Oooohhh yes, Ben..!" Julie stammered as Ben's left hand continued masturbating her and Gwen did something unexpected and pulled Julie into a searing tongue lapping kiss.

"Mmmmmm..." Julie hummed as she felt the redhead's tongue worm around inside her mouth letting Julie taste some of her own juices as the same time.

Julie decided to repay Gwen by placing one hand down on her pussy and the other on one of her breasts, she started rubbing her breast in swirls and began massaging Gwen's snatch in unison.

Gwen moaned and placed both of her hands on Julie's face so she could deepen the kiss and depths in which her tongue can slither around in.

Ben felt like he was watching an actual stag film, but a thousand times better since he was living it. Seeing the girls getting 'friendly' with each other made his pants tighter, he needed release and he badly craved the girls.

Gwen let go of Julie's mouth with a thin trail of shared saliva connecting them and they both got up and turned around to look at Ben in a naughty way.

"What do you say, Julie? Should we give Ben some special treatment?" Gwen asked deviously.

Julie had a sexy pair of bedroom eyes that were gazing hungrily at Ben and looked to Gwen and nodded. "Sharing is caring."

'Dear Penthouse...' Ben mentally joked as both girls kneeled down in front of Ben and both pairs of hands worked the hem of his jeans off to reveal his boxers, then came those and now his fully erect eager cock stood waiting for the girls.

Without waiting or hesitation Gwen placed her mouth on one side of it and opened her mouth to lick all around the shaft and the tip. Ben gripped the couch cushions as wet spongy flesh was tasting him.

Julie looked stargazed for a moment then imitated Gwen, but instead placed her open mouth on the other side of his shaft while Gwen's tongue ravaged the other.

'Whoahhh....this is almost too much..!' Ben thought being overwhelmed by the sheer pleasure of Julie licking his dick from one side while Gwen lapped the other. Julie placed kisses here and there in between licks and she made sure to cover every inch of her side of his shaft, Gwen alternated between licking and suckling around his meat until they heard him moan very loudly.

'Hmmm, I have an idea that will really knock his socks off.' Julie thought before taking her lips off and placing the tip of his manhood at the entrance of her open moist mouth. Gwen took her mouth as though she knew what she was going to do and waited.

In one swift movement Julie took in all of Ben's member into her mouth and throat.

"Oh wow...! Julie you're incredible!" Ben gasped as he started breathing heavy.

His member was buried up until her nose touched trace amounts of pubic hair, Julie indeed took all of him in and she started bobbing her head slowly back and forth.

Ben gripped the couch tighter and decided to sink her head lower as to occupy her mouth with his unattended testicles. She started sucking on his sack and then inhaled half of his ball sack into her mouth. Ben felt like he was going to explode soon.

Slurping sounds were being made loudly as Julie continued deepthroating Ben's cock in rapid pace while Gwen kept licking around his balls with lusty taste in her mouth.

After a few seconds the dam burst and Ben yelled out their names as he released numerous amounts of semen into the Japanese teenager's throat.

Julie felt a torrent of sperm invading her throat like a flood, but held it all inside and didn't swallow just yet.

After a few more hip thrusts Ben ceased his orgasm and Julie removed his dick from her mouth with a trail of cum overflowing from the corners of her lips. Gwen removed her lips as well and looked to Julie and grinned, they both nodded and when they noticed Ben looking directly at the two they went into action.

Julie placed her hands on Gwen's face and rose up a little bit and opened her mouth to reveal nothing but creamy sperm dribbling around inside her mouth unswallowed.

Gwen opened her mouth wide open and Julie let drop a slow slimy trail of Ben's sperm onto Gwen's waiting tongue.

'Holy crap!' Ben was excited by what he was seeing. So much so that his penis began rehardening at the mere sight of it.

Dribbling amounts of bodily cream flowed into Gwen's mouth filing her throat almost as much as Julie's then the next hottest thing took place; Julie closed the distance between them and locked

cream covered lips with Gwen.

Ben was speechless as he continued to watch his two lover girls kiss and tongue each other with sperm coated lips and tongues.

Both girls moaned inwardly and opened the gap between them a bit so that Ben could one sperm covered tongue being sucked by the other's mouth and vice versa. His member was now standing rock hard and ready for action.

The girls noticed this and gently broke apart leaving a thicker trail of cum between them, they each swallowed what remained inside their mouths with audible gulps and turned their attention to Ben.

"You girls ready? Who wants to go first?" Ben asked confidently.

"Both of us." Gwen and Julie said in lusty unison as they both lightly shoved him onto his back on the couch.

Gwen got up over him so that she was above his head with him having a clear view of her moist teenage snatch, she lowered her bottom so that Ben's mouth was upfront with her pussy. Julie got up and straddled him to lower herself onto his erect manhood. Little by little his rod inched into her until with an elated gasp she buried his shaft deep into her wet moist passage.

Ben took the liberty of lapping Gwen's cunt hungrily and fervently causing her to breath hard and lightly call his name. Julie was bouncing up and down repeatedly on his meat causing her breasts to jiggle and her voice to become louder and louder.

Ben had the best of two worlds at the moment, first he was eating his beloved redheaded cousin and at the same time he was having intercourse with Julie. To say this was a dream come true was the understatement of the century.

Gwen steadily grinded her hips into his face causing his tongue to delve deeper into her snatch while Julie placed her hands on his abdomen to steady her humping of his meat.

Unbeknownst to either of them there stood a pair of eyes eyeing their love making session. Outside the RV was a completely shocked Kai Green that was witnessing the scene from a window.

She just came here a few moments ago in a second attempt to talk with Ben, but the last thing in the world she expected was to observe a live action porno scene taking place in the RV. She was too stunned to either move or say anything, but as appalled as she was Kai couldn't ignore the now growing sensation in her loins. The feeling expanded exponentially when watching the threesome of Ben, his cousin, and some Asian she never met, take place.

What she did next surprised her just as much, she dove her right hand deep underneath her panties and started masturbating furiously while watching them. She wouldn't notice the pink glow in her eyes of course and she certainly couldn't stop herself while watching this.

'Why don't I just walk in there and ask what the Hell was going on? Why am I feeling like I'm some kind of drug? I...don't know what I want to do, I want to talk to him so badly now though. Why though? I've never felt like this before, and what would I have to say? I...I'll wait until they're 'finished' and then I'll talk to Ben. It's just lucky that no one el-' Kai's train of thought was cut off when she heard footsteps behind her.

Meanwhile with Ben, Gwen, and Julie.

"Oh oh OHH! I'm cumming!" Julie cried out as her hips felt tight and her pussy contracted on Ben's member causing to climax as well.

His tongue was lapping up and down all around inside Gwen's vagina until she felt her climax come the same time as Julie's. "Oh I love you, Ben!"

Ben himself couldn't speak but felt a surging Orgasm flow throughout his body as he came yet again inside Julie. Torrents of flowing cum spilled into Julie deep into her womb filling her up. Spurt after spurt he ejected into his girlfriend while she was arching her back in fierce orgasm. All the while Gwen's cunt juices leaked out into Ben's waiting mouth while he continued lapping up her womanhood for all it's worth.

After a few more seconds of this they all finished and laid down together resting satisfaction.

Coincidentally Kai came inside her panties underneath her shorts when she masturbated to critical orgasm. After panting and zipping her shorts back up she turned around to see Max Tennyson approaching the RV.

"Hey mister Tennyson, going to check up on them?" She asked acting normal.

"I need to let them know the time portal is functioning now and we need to send them in, are they done getting ready?" He asked.

Kai knew he of all people didn't need to walk in on them while they're like this right now, so she had to do her best to get him to go away until they dress up.

"I think Ben is in the bathroom and Gwen is getting changed, they probably won't come out for another few minutes. Want me to tell them?" She asked nonchalantly.

"Yes, please do, lord knows I don't want to walk in on either of them especially since Ben likes to eat burritos and Gwen can get temperamental if anyone would ever walk in on her changing. Tell them we're all set to go then, I'll be waiting at the Timegate when they're ready." Max said to a nodding Kai and walked away.

Kai sighed in relief at the thought that she just spared them alotta awkwardness and drama between them and their grandfather.

Inside the RV...

Each of them finished getting dressed and Ben looked out into the distance at the now active Time gate with determination in his eyes. "Alright, Vilgax, Here we come."

To be continued....

End of chapter Seven

Next chapter: Timeless Lust (part two)

## Timeless Lust part Two (Multi)

Ben's Girls

Chapter Eight: Timeless Lust (part Two)

By Azure

After finishing dressing up Julie had a questioning look on her face while she zipped up her sweater behind the already re-clothed Tennyson cousins. Ship was already up and frolicking about when she turned around to stare down Ben in a hard demanding gaze with her arms crossed.

"Okay, Ben. Fess up, what in the world just happened between the three of us?" Julie asked making Ben scratch the back of his head nervously and chuckle, luckily for him Gwen answered.

"We..uh all three of us had sex, Julie." Gwen said shrugging. Julie's eyes slanted and she sighed.

"Yeah, it was hazy but I remember it....very clearly. What did you do, Ben? Why....I mean how did this all happen?" She looked at him with an expression of hurt.

"Julie, it's kind of complicated, but I....well....Charmcaster got the drop on me a week ago and she pretty much magically seduced me. It's a bit hard to understand." Ben said carefully while putting his hands on her shoulders.

Julie looked aghast and her mind instantly jumped to different conclusions; either Ben was girl raped by the said witch or she actually tempted him into betraying her.

"You mean...wait a minute..!" Julie looked to her side at Gwen. "Why did you join in? Is there something going on that you're not telling me, Ben?" Instead of looking confused she looked flushed. Her worst case scenarios seemed watered down when she recalled that Gwen joined in and made their lovemaking into a porno scene.

Ben sighed and he took a breath as he was about to explain until he heard the door knock and open revealing Kai.

"Ummm...your grandpa said the time gate is all set, it sounds kind of urgent and that you should get going now." she explained looking at them strangely. It was a mixed expression of Intrigue and embarrassment, but Ben didn't take notice as he nodded and looked back to Julie. She still had the same hardened look on her face that meant she had more questions, but that would have to wait until later.

"We're not done here. I want to know what's going on and why I'm not the only girl that's made love to you." She said sternly and picked Ship up in her arms then walked out of the RV door.

Ben slumped his shoulders and sighed, he knew this would be difficult to deal with whenever the time came to declare that his original girlfriend isn't his only one. Gwen stood beside him and patted him on the back to comfort then placed a quick kiss on his lips and walked out.

"Come on, Ben. We need to find Vilgax before anything in this time happens." She said walking out with Ben behind her.

Within a couple of minutes Kevin made it back to the time gate area with a duffle bag of filled with miscellaneous automotive parts.

After a quick glare and a pointing finger to the RV Gwen somehow made Kevin toss the bag into the Rustbucket seeing as how they didn't need it whatsoever.

Max stood in front of the Timegate and input some key strokes on the hieroglyphic stones, a glowing blue aura began materializing around the stone ring thus signaling it's activation.

"Okay then, we're not sure how much power this thing has left so you need to make your trip a quick one, find Vilgax and stop him before he does any damage to time stream." Max instructed when suddenly the stone ring began fluctuating sparking blue energy. "My theory is that nothing has changed yet because you three are going in now and will have successfully stopped Vilgax, but every minute is important right now, any delay right now could give squid face more time to destroy the past. Come on then-"

"Something's wrong!" Wes stated urgently as he and Max went to the terminal to analyze it and determine the sudden malfunction.

While this was going on Kai scooped up Julie's pet mechamorph in her arms and started petting it, Julie herself had her arms crossed and looked at Ben and Gwen questioningly and somewhat longingly. Kai found Ship to be very cute for a semi-robotic alien dog and kept him in her arms while Max and Wes input some more key strokes in attempts to get it working properly.

"Vilgax must have sabotaged it before he left." Kevin stated gritting his teeth.

"We need it to work, isn't there something we can at least do. Greymatter's brains would sure come in handy right about now." Gwen said when Ben had a look that signaled he had an idea.

"I think I know a good substitute!" Ben said excitedly as his hand went to his watch and after selecting a certain hologram he pressed his palm down. The familiar green flash erupted and faded revealing a crab like alien with a gigantic head otherwise known as Brainstorm.

"Let's find out what a large electricity producing brain can do with this primitive looking time traveling rock." Brainstorm stated articulately and strode on his four small legs to the now sparking terminal.

"Let's see.....push this...press that....don't pull that....and a few dozen more keystrokes and....done." Brainstorm used his pincers to push a random order hieroglyphic glyphs and in a result the stone ring that was the Time Gate reactivated with a flowing blue glow around it. "Everyone stand back a moment, there may be a discharge of energy in a few-" Brainstorm declared until suddenly the blue glow unexpectedly expanded and dispersed small discharges of blue energy all around the place surprising everyone.

The miniature waves of abnormal blue energy spread out and about from the Time Gate and flew everywhere, fortunately they were harmless until several of the energized discharge waves phased through Ship causing a small electrical surges to the small mechamorph pet.

"Ship! Ship..." The little black and green blob quickly felt the electrical pain leave it and Ship



jumped out of Kai's arms out of reaction to Julie again.

Suddenly feeling a strange feeling around her wrists Kai looked down and her face contorted to one of shocked fear. 'W-what just happened?' She thought in panic when she saw that each of her wrists had a sparking piece of black and blue cybernetic goop. It looked like as if Ship detached two pieces of itself the same way it's owner detached Ship in the first place, but Kai didn't know that and panicked.

"B-Ben!" She yelled out for help and when Brainstorm turned around to notice the abnormalities on her wrists, which by now they were growing all over her forearms, he attempted to scuttle over to her until something else happened out of nowhere.

"Something's going on with the gate!" Gwen stated loudly as now a very strong vacuum force emitting from the gate was pulling the teenagers all in.

"Everyone grab on to something!" Max said grabbing hold of lamppost behind him while Wes did the same thing with the building nearby.

Unfortunately the pull came too quick for the teenage heroes.

"The pull is too strong and we're being sucked in! Gwen created an energy orb around herself but was sucked in the time gate regardless. Soon after Kevin was pulled in along with her.

Brainstorm was pulled in next. "This is most unexpected and problematic..!" The crab alien was now sucked in entirely.

"Uh oh! Wwoaaaahhh...!" Julie was holding ship tightly in her arms when the vacuum force swept her off her feet and pulled her in as well.

Kai couldn't hurry to latch onto a railing when the shock of what was happening to her wrists didn't leave her, but the vacuum force didn't leave her time to think when she was lastly pulled in.

"Ben!Gwen!" Max called out as he kept his grip when the vacuum force died down and the terminal controlling the gate short circuited causing the Gate shut down.

The appalled and shocked faces of both Wes and Max didn't change as they got up and surveyed the now fried controls of the Gate.

"What just happened, Max? Where did my granddaughter and those kids get taken to!" Wes was clearly worried for his granddaughter and it wore on him at the moment.

After analyzing the terminal's remaining controls and chrono counter Max breathed a sigh of both small relief and stressing worry. "Well there's good news and bad news. The good news is according the year and month counter on this terminal they made it to the right time and date where Vilgax took himself, aside from being off by a few days they should be able to catch up to him. The bad news is that when Brainstorm got it up and running again so we could use it, the power source became unstable and we've just now seen the result. The controls are almost entirely ruined, but I can fix it, it will just take some time."

"And until then they can't back." Wes concluded grimly. Max nodded and held a reassuring smile.

"They'll do fine, Wes. Your granddaughter is in good hands with Ben and the others, so I wouldn't

worry too much about it if I were you."

Wes reluctantly nodded and Max began work on fixing the Time Gate's alien tech terminal so the teens could return, but even though time was a factor Max felt confident that they can handle anything on their end.

Where Ben and the others were at....

Laying sprawled on the grassy ground was Brainstorm, Kevin, Julie and Ship, Gwen, and lastly Kai. Just a few minutes ago all five teens were tossed out into the scenery roughly by a very imperfect time portal, it was a rough ride to say the least, but they got here now.

"Ooohh...my head...where..?" Gwen stated woozily as she picked herself up from the ground and looked around at her friends laying flat on the ground like she was.

"I say...that was quite an experience..." Brainstorm said scuttling himself to stand up again. "Or how they say it; 'One hell of a trip'. Everyone alright?"

Julie got up and nursed her head while nodding, Kevin slowly stood back up as well as stretch out his limbs, Kai was the last to stand on her feet and she fixed her glasses while nodding to Brainstorm.

"Just peachy, colonel custard. Now drop the form already." Kevin said stretching and winding his arms.

With a green flash Brainstorm changed to Ben. "So I guess it worked then?" He said looking around recognizing some of the scenery as a forest outside Mount Rushmore.

"Couldn't you tell? You were in alien form when you fixed up that lousy machine." Kevin said crossing his arms.

"We're in the right time alright, I can feel it." Gwen stated with her eyes glowing with mana energy. "Plus all brainstorm did was get the energy source up and running again, he couldn't have changed the preset date and time of destination."

Kai adjusted her glasses and quickly remembered what was happening to her wrists before the gate sucked them in and took a look at them. The 'goop' that was supposedly part of the cybernetic pet now formed themselves into bizarre looking bracelets that were clearly alien by appearance. They had the same black and blue circuit like texture, but they were shaped like everyday bracelets even though they looked like things out of a science fiction movie.

Julie along with ship walked over to the group to ask where they are. "So we know what time period we're in, how about the place? Vilgax has already got a headstart on us."

Gwen nodded in agreement. "I remember this place, it was picnic spot we ate out at a couple of days before me and Ben traveled to the future for a short awhile. Remember that, Ben?"

"I did think this place looked familiar, chalk it up to bad memory for me. If this is the right place Vilgeek picked to attack Grandpa then why choose this time? It doesn't make sense, Grandpa is just as good now as he is in the future with fighting aliens."

Kai ran over to them with a somewhat stressed look on her face. "Guys something happened to me

with Ship and that time portal thing." Kai stated urgently and caught their attention when she stood next to them.

Gwen cocked her eyes in a questioning stare while Ben and Kevin stood there waiting for her to continue.

"What happened, Kai? I heard you call out to me before the time portal swallowed all of us up." Ben asked and she answered by raising both her hands up to reveal the alien bracelets.

"What are those? They look like-"

"Alien tech! I'd recognize it anywhere, she's wearing alien tech on her wrists. Never seen anything like it though." Kevin grabbed her left wrist and eyed the bracelet with intrigue.

"How did you ge- Is that what happened with the time gate and ship?" Gwen asked realizing it all.

Kai nodded and went on to explain. "When Ben's crab alien tinkered with the Time gate all that blue energy run off came out and somehow affected Julie's pet. I was carrying him when it happened and after it was over these things were on my wrists. They were like liquid before though." Kai finished looking unsure about the said objects. "I've already tried taking them off and they won't move an inch, Its like they're melded to my skin." She said calmly but with a little bit of fear in her voice.

"Ship did that? I know he didn't mean to, he must've been afraid when the time gate went off. Right, boy?" Julie said then looked to her little mechamorph pet.

"!" It barked in it's electronic voice.

Julie wasn't over what went on with Ben, Gwen, and herself, but right now they were discussing Kai's predicament and how to follow Vilgax. "It's like that time me and Ben met an actual mechamorph who was trapped and created Ship here in order to get help, right Ben?"

Ben nodded and eyed Kai's wrists. "Stuck to her wrist like the Omnitrix, maybe they'll do something strange later on."

"They don't seem to be doing anything bizarre right now, maybe Grandpa Max has something to get them off when we get back. Right now we need to find out where Vilgax went." He stated letting Kai's wrists go.

Kai was still afraid of what sort of alien bio-technology attached itself to her wrists, but right now there were more important things to take care of. She would have to freak out later. "Yeah, ok. I'll just have to get used to whatever these are in the mean time then."

"I can track him if we start moving, we're a few days away from the spot where we were picked up by the future Gwendolyn an-"

"Whoa whoa wait a minute. You went to the future?" Kevin asked intrigued. Gwen nodded and figured what he would want to ask.

"What was it like? Was I there?" Kevin asked and Gwen shook her head. Now that she thought about it there was no mention of Kevin in the future, but then again there wasn't much of anything mentioned after all. Knowing too much about the future could create paradoxes.

"We were only there a few hours, we didn't see you there since it was a brief trip, I honestly can't tell you too much. You know, time paradoxes." Gwen stated and Kevin slumped his shoulders.

"Drats, I kinda wanted to know a few lottery numbers too." Kevin sighed and Ben laughed when he heard him.

"I don't think it works like that, Kevin. Maybe you watched too much television." Julie added with Ship barking.

"Like I was saying, we need a mode of transportation and then I could track Vilgax and I don't think Ship should morph into a space jet this time around. In this time period we might get intercepted by the air force or military thinking we're an alien threat. Any ideas?" Gwen asked then Kevin's head shot up.

"I think I got one." Kevin then looked to the black and green upgrade alien pet. "Ship, instead of a space cruiser, can you change into a copy of the Rustbucket?" Kevin asked smirking.

"Ship!Ship!Ship." The goopy little pet jumped out of Julie's arms and landed on the ground, soon it's took shape and enlarged drastically.

Bigger and bigger it got, not as big as a star cruiser, but big enough to fully transform into a black and green high tech version of the RustBucket 2.

"Wow. Good boy!" Julie called out to the Black and green vehicle.

"Ship!" it called out.

Kai herself was amazed at the what Ship did just now, the wonders of alien technology. She looked at the new high tech RV and back to her alien tech wristbands. "These came off from the little guy, could they do things like that?" She wondered when the side door of the Rustbucket 3 opened and Ben took a step inside to get a look around.

"Wow! You even made it roomier than the Rustbucket." Ben turned his head to call out to the others. "Guys check this out! Ship really outdid himself with this thing." He walked in deeper into it to see it was similar to the interior of jet cruiser and it still maintained the comforts of a high class RV. There were soft and comfortable couch seats, a miniature dining area to store food, a roomy sleeping area to the back of it with plenty a space and two rather large bunk beds.

The interior was designed mainly sleek black polish colors with the typical circuitry texture, Ship even materialized some cooking equipment like a microwave and a water tank. They would need to get water first, but on top of that there windows of course and a flat screen television built into the wall across the couch seat. It was nearly completely identical to the Rustbucket internally, but everything was radically different in a good way.

"I'm impressed and all, but how fast can it go? I'm a man of speed after all." Kevin said looking impressed with his arms crossed. Ship's electronic voice barked twice and Julie nodded in understanding.

"He says 'very fast'." She translated as Kevin took the Driver's wheel.

"Oh this is gonna be fun." He said smirking eagerly. Ship's electronic voice barked again and Julie

translated it again.

"I think he said he will take over the wheel whenever you fall asleep behind the wheel." She stated taking a seat on one of the side couch seats.

"Fine with me because I'm not leaving this wheel unless I have to use the restroom." Kevin stated cockily putting his hands on the wheel.

Kai took a seat on the side couch on the other side from Julie's spot and Ben walked up to the front of the vehicle with Gwen.

"Are we all set?" Ben asked looking at the redhead.

She nodded and her eyes lit up with fierce violet glow. "Ready, he's headed north just outside the city nearly three hundred miles away, I don't think he's done anything yet, plus he's been moving on his own and trying to be discrete about it. That's slowing him down a lot, but he's pretty far ahead. Just go straight and take a right when you see the sign that says 'now leaving Mount Rushmore', from there we stay in that direction for at least a few hours. That's the only route to take to his location. Got it, Kevin?"

"You lost me during most of that." Kevin said looking dumbfounded. Gwen face palmed and Kevin chuckled. "But don't worry, go straight and take a right at a sign, simple." He said putting his foot on the pedal thus starting Ship's bio electric RV engine and taking off.

And so they were off, thirty minutes in to the drive Ben decided to take a seat next to Julie with Gwen on the other side of her for their talk.

"Let's talk, Julie." He said sincerely and she crossed her arms looking intensely.

"Ben, did you cheat on me?" She asked in a strained voice.

"No." Ben answered honestly. Julie didn't look convinced, Gwen was sitting beside her and was ready to support her cousin in this difficult moment.

"You said Charmcaster got the drop on you and...what did she do? Seduce you? Mind control? Tell me, Ben."

None of them noticed, but Kai was still sitting across from them watching the whole conversation, it wasn't like she could go anywhere else in this RV to not overhear them anyway. Briefly looking at her wristbands again with curiosity and fear, she turned her attention back to them. She already knew what went on in that RV before they were transported here, but they didn't know she knew. Kai was still wondering what possessed her to go into such a euphoria when she witnessed them, she had gone so far as to pleasure herself to orgasm spontaneously.

'I wonder if they'll do it again soon.' Kai thought adjusting her glasses.

Ben sighed and with plenty of bold courage he was ready to confess everything to his girlfriend, well one of his girlfriends anyway. "She caught me the gym one night and placed some kind of lust spell on me. After I felt the spell taking effect I suddenly felt extreme sexual urges and she planned on that, after removing my energy handcuffs I well...."

"Had sex with her right there on the gym floor." Julie concluded and looked to Gwen. "There's

more to it, how about you tell me where it went from there, Gwen."

Gwen also breathed a sigh and was about to explain, but Julie surprisingly interrupted her. "On second thought, don't bother. I kinda figured how this turning out now and I'm not really angry surprisingly." She looked back to Ben with a somewhat sad look. "So I take it that lust spell never went away, huh."

Ben nodded his answer and she continued. "The next person you slept with out of uncontrolled magic sex urges was Gwen, right?"

This time Ben shook his head. "No, it was strictly you after Charmcaster, you felt something strange before inviting me to your room, right?"

Julie nodded then a look of realization struck her face and finally she understood. "So since it activates with any girl nearby, how many girls have you slept with aside with me, Ben?" She asked this time in a jealous girlfriend kind of glare.

Ben gulped nervously. "Well....aside from you there is Gwen, Elena, Charmcaster twice, and Helen."

Now Gwen had a look of surprise. "Helen too, Ben? When was that?"

"Just yesterday and she's on board for it." He said hoping not to receive a girlfriends wrath at the moment.

Julie looked confused when he mentioned Charmcaster again and curious about Elena, it didn't surprise her if the spell couldn't be undone, she knew Ben well enough to know he's not the unfaithful type, but from the looks of things it seems like he's expanding whatever screwed up list he's making.

"Okay okay, let me say something then." Julie said interrupting Ben. She looked at him with a loving yet sad face and placed her lips on his in a deep kiss.

"I don't like how things turned out this way, Ben, but I know you're not doing any of this if it was entirely selfish. I love you with all my heart, I take it that Gwen loves you too, I don't know about those other girls, but do you truly have a big enough heart to love all of us?" She asked sincerely.

"Of course I do, I got myself into this and I'm willing to do everything and anything I can for you, all of you. I do love you, Julie. I don't want to see you hurt or anything like it I-" Ben was cut off when Julie grabbed his head and smothered her lips into his once again, but this time with much more energy and passion.

Kai looked on and started to feel that urge again, suddenly she couldn't feel like just watching this time.

Julie let go of herself from Ben's lips and smiled cutely. "If you're willing to give us your heart then I'll just give you mine as well. I'm willing to go on board with this little 'harem' of yours, simply because-"

She pulled him into a deep affectionate hug before continuing. "-Because I love you that much."

Ben put her arms around her back in return. "Thank you, Julie. I won't waste what you've given

me."

Gwen looked on with a smile as the two decided to keep together even with the growing number of girls in Ben's life. 'That's certainly a surprise about Helen though. The only one left to reveal this 'relationship' to is Elena.' Gwen thought before barely noticing Kai across from them.

There were two things that made Gwen look absolutely shocked and surprised; one would be that they simply revealed everything in front of Kai who they didn't notice was there across from them and two that she was completely topless and standing in front of them.

"K-Kai? How long were you there?" Gwen asked before noticing the pink glow in the Navajo girl's eyes. 'Long enough apparently.' Gwen thought before looking in Kevin's direction to notice he fell asleep behind the wheel already, it was night time after all and they were fatigued after their fight with Vilgax and the trip through time. 'That's lucky.'

Julie and Ben detached from the hug and both noticed with stunned faces that Kai was standing two feet from them without her tight shirt on as well as her bra. Her breasts were well developed for a teenager, they were almost B-cups and slightly smaller than Helen's.

"I heard everything, Ben. I want to be on board too." She said with bedroom eyes, apparently the spell was already going full circle with her and Ben noticed the chain effect of the spell beginning. Julie's eyes had a pink glow as well as Gwen's, apparently the nude sight of another girl that supposedly has any feeling for Ben triggered the spell and affected the other already affected girls.

'Whoa...she's actually very pretty with her hair like that and glasses, not bad looking either around the chest either, I can see why I had a crush on her before. Does this mean she's changed? Either way there's no way to stop the charm effect when it's already begun, I might as well indulge Kai and see if her sensible side wants to join after this.' He thought smirking and got up to walk to her.

He could clearly see the look of lust and affection in her almond eyes and Ben placed his right hand on her chin. He lifted her face to his level and pressed his lips against hers sensually sucking on her lips with his.

"Hhhmmmm." Kai hummed and placed her left hand along his crotch area through his jeans rubbing it in circles.

Gwen and Julie watched in intoxicated awe as the Indian girl slowly dropped to her knees and lightly pushed Ben to sit on the couch seat behind him. He was sitting in front of her as she kneeled down and placed her tan hands at the hem of his jeans. With a zipping sound his pants were slowly tugged down leaving only his boxers which Kai dove her right hand into.

Before she could continue called out to ship. "Ship, could you be a dear and digitally record what we're doing?"

It barked an affirmative and out the side of the wall behind them a small camera like protrusion appeared and started recording the scene.

"Good boy, and by no means show this to anyone beside the four of us." Julie called out and Ship barked another affirmative response. This would make a great video for them to enjoy later right along with the first one she made with herself and Ben.

With a gentle tug Ben's exposed rod popped out of his boxers while Kai stroked her right hand

along the shaft smoothly. Her soft elegant tan hand slid up and down along his hard rod and her left hand was brought to his testicles in which she rubbed in swirls. Both Gwen and Julie were feeling moistness down below from watching the scene and then Kai did something new and raised her body up a bit.

With a wink she let go of his member and placed her hand on her B-cup breasts and leaned her chest against his cock so that he lined up between her mounds.

"Let's call this my initiation trial then." Kai said smiling seductively while she kept her hands on her own breasts and rubbed her teenage mounds on his dick.

Ben tilted his head back in pleasure as he felt Kai's smooth tan breasts massage and squeeze together on his manhood. He felt himself getting harder and Kai added more to her boobjob by placing her head forward to lick the tip of his penis lightly while rubbing her tits on it at the same time.

The Digital camcorder in the wall was capturing it all while Julie sat behind Gwen and dove her right hand down Gwen's pants and her other hand up the redhead's shirt to squeeze her breasts.

Kai increased her pace and started bouncing a bit to increase the rate her breasts rubbed Ben's shaft, feeling those fleshy mounds against his sensitive skin was causing Ben to come closer ever faster.

Julie dove a finger into Gwen's moist passage underneath her pants and started licking the redhead's neck while pinching her left nipple through her shirt. After a few more minutes of sensual boobjobbing Kai licked more and more of the tip and bounced against his manhood even faster.

"K-kai I'm close!" Ben gritted his teeth when Kai rubbed her tits in swirling motions on his dick then feeling his member already twitching Kai prepared herself and shut her eye. "Ooohhh Kai!" Ben's climax came and he shot spurt after spurt of creamy white substance on the Navajo girl's face and breasts.

Several spurts landed on her nimble tan face and several more shots of spunk landed on her chest and tits.

Ben laid on his back entirely and for some reason he didn't feel entirely spent, he looked over at Julie masturbating Gwen underneath her clothes and when they looked over at a semen covered Kai they stopped and walked over to her. She was still on her knees and her face resembled one still in bliss, the two girls smiled and nodded to each other. Making sure Ben was looking, they kneeled down beside Kai and did something that went to the extremes of fan service.

Gwen placed her mouth along Kai's licked the outside of her cum covered lips in swirls then started tracing her tongue around her cheeks taking in the sperm that landed there. Meanwhile Julie went to her breasts using her mouth to suckle on one of her nipples and used her tongue to lick around it to take in the semen that landed there.

'Holy...wow...I'm glad Ship is recording this. I may watch it later when we get back to our time.' Ben thought enjoying the scene between the girls immensely.

Julie went to the other breast and sucked Kai's tit slowly while Gwen licked more cum off of Kai's other cheek then her forehead and finally her mouth in which she dove her semen covered lips and tongue into.



'Awesome! Second time in a row she's done that, but since the charm effect is well....in effect, will she even like Kai after this or will anything change? I think Gwen still has a bit of a grudge with her. Not that I blame her, but I think all this is changing my mind little by little.' Ben thought looking at Julie sliding her tongue along the Indian girl's chest sucking up the rest of the cum and going to her neck to kiss and lick it.

Suddenly all three of them slowly ceased their ministrations to each other and all looked at a now hard Ben.

"It's his turn now." Julie said mischievously and Gwen nodded in agreement with her and looked at Kai.

"Consider this your second part of the initiation trial." Gwen said pushing Kai to lay on her back and she beckoned Ben to get up and come over there.

Gwen pulled Kai's shorts off her legs and soon after her white panties followed, Julie did the honors of putting her hands on Kai's inner thighs and spread her legs wide apart.

Ben felt himself harden even more at the sight of Kai's slightly hairy snatch all moist and waiting for him. Kneeling down and positioning his member at the entrance Ben looked to the Navajo girl for confirmation and she gladly said yes by grabbing his head to shove her lips onto his led by a tongue invasion. Ben took her answer and little by little slid his cock into her snatch, he could feel her tense as the fleshy intruder was delving deeper into her womanhood. He reached her hymen and prepared to penetrate while she held onto him tightly with her arms for security.

'I can't believe I'm actually doing this with the girl I had a crush on so many years ago, it's like a dirty fantasy come to life. Here we go, Kai.' Ben thought with his mouth still occupied with hers as he strongly thrust his way past her barrier causing her to get slightly teary eyed out of pain, her grip tightened on his back while his manhood dug further into her pussy letting pleasure bypass the pain bit by bit. Once again pain turned into bliss as Ben once again took the virginity of once lost love interest, both teens felt like their souls were on fire and they continued their intercourse right there on the floor.

Ben's hips rising and dropping repeatedly on top of Kai's lower body, his stone hard cock constantly thrust into her wet soft cunt while she kept her tongue licking around inside his mouth.

While they were doing all this Gwen and Julie had already stripped themselves of their clothes and decided to engage in a different activity while Ben was screwing the Navajo girl.

Sitting back positioned across from Julie was a fully nude Gwen who pulled the Japanese girl into what is called a 'Tribadism' position where Gwen and Julie's legs crossed over each other and their smooth moist vulvas rubbed against each other in a scissoring posture with fervent vigor.

Julie bit the bottom of her lip in bliss at the feel of Gwen's hips grinding her snatch against hers, Gwen had the same face as she laid back while they continued scissoring each other.

Meanwhile Ben pulled Kai up into a sitting position while he was still pumping in and out of her. Ben firmly placed his hands on her buttocks to increase grip and brace her for more intense thrusting, she lifted her legs up a bit more so she can lock them up around his lower back and Ben put more effort into his thrusts by slamming his hips harder into her.

"Oh oh oh ooooh Bennnn...!" Kai mewed placing her head beside his neck.

Gwen and Julie continued scissoring each other wildly and they even pulled each other closer to increase their rubbing friction. Both pelvises were grinding against one another smoothly with one moist fleshy vulva rubbing itself against the other, Gwen's mouth was hung open as her body was contorted in warm intense pleasure and she looked over Ben sitting up with Kai in his lap rapidly bouncing up and down on his dick.

Everyone was nude and sweaty from all the love making, they made noises and thankfully Kevin was fast asleep at the wheel with Ship driving the designated point.

Ben gritted his teeth when he felt Kai's fingernails dig into his back when her body started tensing up in convulsion.

"I'm cumming, Ben! I'm cumming!" Kai hollered feeling her snatch muscles clench and squirt nonstop causing to bounce frantically on Ben's cock.

Ben gritted his teeth as he felt his body tense up and hips jerk wildly with oncoming orgasm. His time came as well. "Oh Kai!" Ben yelled out her name his hips thrust spastically with his member twitch and shoot off copious amounts spermy cream into her womb filling her up to the point some leaked out of her cunt. After a few more twitches and hip jerks he finally finished cumming inside her and collapsed laying on his back with her on top. With a plop his now soft member fell out of her hole letting white cream dribble out little by little.

The night was not over yet as Julie and Gwen ceased their scissoring sex position and looked over to the two, they looked at each other nodded.

Ben looked up when he noticed something felt different, his eyes widened to the size of saucers when he saw Kai standing on her knees over Julie's face. She lowered cum filled snatch to Julie's mouth and the Japanese girl opened her mouth to lick and kiss along the tan vulva, she moved her tongue to dive inside the cream filled fleshy cavern and suck out and swallow Ben's essence from there.

Ben could feel himself getting hard again little by little as he witnessed more cum dripping from Kai's tan pussy and into Julie's hungry mouth, hearing more swallowing sounds and seeing more tongue lapping action with Julie's mouth.

Ben was beyond words as he was stunned to say anything, that is until he felt a warm fleshy sensation on his manhood. He turned to look over at Gwen with messy hair and sweat covered face inserting Ben into herself in a reverse cowgirl position where he could see her cute butt.

"Night's not over yet, sweetie." Gwen said in a sexy voice as she started shifting her hips back and forth taking his cock for a ride inside her cunt.

Ben's face looked flushed and his member felt both exhilarated and somewhat pained, he at least needed a couple of minutes to rest before going another round, but having to go at it three times in a row was indeed a challenge to say the least.

Gwen's hips continued rocking back and forth on Ben's member and after a few more minutes of this she began bouncing on it rapidly.

He can feel himself coming ever closer to his third climax of the evening, he found it surprising

that he had that much stamina and endurance in the first place.

Over and over again he felt the smooth wet flesh slapping sounds of his cousin's slightly pubic pussy continuously insert him into herself. It was pleasure on two different levels for him, one being that this is the girl he's loved for five years and another being that she's very tight down there regardless of how many times they went at it.

Ben could feel himself coming closer and closer until there was now a new sensation, he saw Julie get up from eating out Kai walking over to him and knelt down over his face. Her smooth wet vulva literally centimeters from his lips pressing itself against now open mouth, it was clear what she wanted and he was happy to oblige her before he could release his load again.

Julie grinded her hips against his face smoothly and slowly while Gwen bounced wildly on his cock with vigor, Kai was laid on the floor exhausted and satisfied with both her orgasms from Ben screwing her and Julie eating her out. She was spent, but they weren't yet.

Ben lapped at Julie's cunt vigorously before he could explode and Julie was taking it to the point of moaning his name out loudly and gripping his head with her thighs closing tighter.

After a few more minutes of this Ben's hips thrust upwards wildly with him coming to orgasm a third time tonight, Julie approached her orgasm and clenched her inner thighs tighter around his head, and Gwen arched her back and undulated her hips erratically as all three came to climax.

Ben was glad Kevin was a heavy sleeper or that Ship was suppressing sounds from reaching the driver's area since each female teen cried out one name in orgasmic nirvana as they came with him. Ben could taste Julie's vaginal juices and Gwen could feel her womb being flooded by surprising amounts of his Semen while coating Ben's rod with her own juices at the same time.

Then they all finally collapsed in satisfied exhaustion, all three girls had smiles on their faces and curled up next to Ben for awhile. Nearly an hour later they all had to get up and re-clothe themselves before Kevin could wake up and notice anything.

Both Gwen and Julie went to their respective bunk beds to sleep and Ben stayed up a bit laying on the couch seat with Kai's lap as his pillow.

Despite being in a lust filled haze Kai remembered everything she underwent and experienced just now crystal clearly and looked down at him and smiled.

"Is it too late to apologize, Ben?" She asked craning her head to touch his.

"I think I already accepted your 'apology' today, Kai. Welcome aboard, but I think it may take Gwen awhile to like you." Ben said.

"I'm glad you took my 'apology' and I hope you felt great after shooting a lot of 'forgiveness' into me." Kai chuckled. "I came off as a bitch to you that day five years ago, didn't I?"

"Well I had a crush on you and you wanted to stick a collar on me and houstrain me. Alien form of course, but that's in the past now. Things change and quite a lot too." Ben said putting emphasis on the last part considering the recent turn of events his life has taken.

"I'm sorry about that, but I changed too, Ben." Kai said pressing her lips to his.

"Yeah I guess you have, heh." Ben said kissing her back softly.

Meanwhile several hours later....

At a random camping site somewhere three abnormal looking circus performers that went criminal were terrorizing the camping site and trying to pillage it.

They were the 'Circus Freaks', two were male and one female, there was the ringleader with corroded mouth that can disperse toxic acidic gases. He was labeled 'Acid Breath'. The big one was the muscle of the group, he was large, dim and had giant thumbnail on his forehead. He was called Thumb skull .The last one was the only female of the group, she had long hair in tentacle like tendrils that act as constrictors and whips to her enemies. Doubly named 'Frightwig'.

"Come on this place is crawling with goods we can take, we need food after all." Acid Breath stated ripping apart a duffle bag of a camper's belongings. The campsite has been abandoned by the people since the trio came into the picture, but that didn't mean the authorities nearby were gonna stand by and let them do what they want.

"This is pathetic, we're ransacking a campsite for crying out loud. Whatever happened to robbing Banks or just going to work for another circus?" Frightwig asked. She had cute feminine face despite how other team mates looked, it was simply her body long hair that looked abnormal to everyone.

"Have you tried robbing a bank? Doesn't go so well when cops surround the place and shoot you, even tellers carry shotguns under those desks, ya know. Circuses won't even take us, because we don't exactly look kid friendly. Besides I prefer picking easy targets like these places anyway." Acid Breath said while Fright wig sighed.

"This is my life." She muttered under her breath as her team mates kept ripping apart luggage and tents.

"We better hurry of the cops will show up." Thumbskull said eating potato chips from one of the food stuff luggage bags he tore open.

"Oh I know something a little better than cops; us." A voice said and the trio looked around to see Ben, Gwen, and Kevin facing them.

"Who the hell are they?" Acid breath asked readying to fight.

"The guys that are about to beat you down." Kevin said touching rocky ground to armor up while Gwen ignited her powers.

Before Ben activated his Omnitrix he looked over at Frightwig and smirked. 'Frightwig, huh. Well I made it with one villainess so far....' He thought getting an idea.

End of chapter Eight

Next chapter: Timeless lust part 3

# Timeless Lust part Three(FrightWig, Gwen)

Ben's Girls

Chapter Nine: Timeless lust (Part Three)

By Azure

Two questions popped into the mind of Frightwig, real name unknown, as she stood facing a trio of teens she hadn't seen before yet felt they were familiar somehow. One questioning thought was: Who in the hell were they? The other was: Is it me or does it seem like déjà vu? Those were her thoughts when her two knuckleheaded cohorts charged straight for them. Sighing to herself she joined the battle letting her lengthy hair whips flail wildly ready for battle.

Kevin had his rocky ground armor on and ready when Thumbskull charged like a bull at him, smirking when the brutish circus performer came near Kevin intercepted his charge by dodging his head butt and punching him in the stomach.

"Oompf!" Thumbskull really felt the stone hand's damage, but Kevin wasn't done yet when he felt rocky arms put him in a headlock.

"I've learned plenty of things from watching Friday night wrestling, big guy." He said before using his strength to lock his arms around his torso and lift him up over himself. "Smackdown!"

With great force Kevin performed a suplex on Thumbs skull resulting in small crater in the ground. The mutated brute got back up and continued to engage Kevin in a burly brawl of punches.

Meanwhile the Circus Freak, as they were designated, known as 'Acid Breath' was in battle with Gwen. He spewed out a bursts of acidic corroding liquid from his disgusting mouth at Gwen who shielded herself with a pink energy barrier.

"What the heck do you think are? A Green lantern?" Acid Breath said inhaling deeply then spewing out poisonous gas at her next, but was stopped by Gwen when she shut his mouth literally with an energy shackle.

"Nope, Green lanterns are Green, this is all just me, ugly." Gwen said pulling her arms up taking Acid Breath for a rough ride in the energy shackle he was bound to. She slammed him into a tree trunk and back to the floor and up again to throw him at Thumbskull while he was distracted fighting Kevin.

With a thick collision one circus freak slammed into another and they tumbled to the ground at the same time.

All the while a green flash of light from the omnitrix revealed Bigchill in Ben's place. The frosty phantom spread his four wings out and elevated himself above the ground a few feet.

"What in the heck? That's just like the Omnitrix!" Frightwig stated in a somewhat panicked tone when she whirled her head back and lashed her five extended whip-like hair tendrils at Bigchill.

He flapped his wings and avoided the attack in mid-air and saw another attack coming from his left side, he dodged it again with ease causing her to get slightly frustrated.

"You'll have to do better than that, curly sue." Big chill said in his wispy voice before he unexpectedly got his legs and arms ensnared by her tendrils. Each arm and leg had one of her tentacle like hair lengths wrapped around it, Bigchill could say he was impressed, but not worried.

"How's that for better?" She said smirking and whipping back her free hair tendril back to lash down on him.

Her metal tipped hair whip came down blurring fast, but the only sound that resulted was the cracking sound of hitting the ground.

"Huh?" She blinked in stupor when she noticed her hair whips were holding on to nothing and her attack just hit air. "Where did you go? This is just like that freaky grey ghost from awhile ago at the school." She said to herself with slight fear remembering how much brutality the said alien from dished out.

"In front of you." A wispy voice said and she looked in front of her to see the blue phantasmal form of Bigchill arise from below the ground in a ghostly state. "Do yourself a favor: quit the super villainy shtick already. You're only hurting yourself and getting nothing from it, you know." Bigchill suggested somewhat mockingly as he rematerialized with his arms crossed.

'In fact, why doesn't she? Charmcaster was the same, wasn't she? She was doing the whole super villainess thing and became miserable for it. Maybe this one is too, it's not like she can possibly enjoy pillaging a campsite with tweedle dee and tweedle dumb over there. Maybe...' Bigchill thought before snapping out of his thoughts to see more whiplash strikes from Frightwig's hair tendrils.

On quick reflex Bigchill became intangible again to have the attacks phase through him harmlessly.

"Tired yet?" Bigchill said receiving a glare from the girl.

Bigchill briefly glanced behind him to see Gwen and Kevin finishing up with the other two with Kevin morphing his hands into big stone fists to punch Thumbskull a few feet back. Gwen was throwing energy shots at Acid breath causing him to land against a tree.

'They got it covered.' Bigchill thought before looking back at a tired looking Frightwig. "You know you don't have to be this way."

"Says you." She said whirling her head back to ready all five hair tendrils for another futile attack.

Bigchill sighed and inhaled, with a great exhale he blew an icy blast of freezing energy along the ground beneath her feet.

An icy frost covered the ground beneath her causing Frightwig to lose balance and slip. "W-woah!" Frightwig fell on her back and soon found herself sliding downwards along the slope of the hill which lead to a freefall of twenty into a deeper part of the woods.

"O-oops." Bigchill didn't notice the hill was a very steep downhill slope which led to a deep pitfall

of certain pain or death.

"H-heeeeyyy!" Frightwig was uncontrollably slipping down the hill at high speed and she couldn't get herself out of the momentum.

"Better get this!" Bigchill flapped his wings and flew fast in an attempt to catch the now freefalling circus performer.

Bigchill went intangible once again and dove through the ground in his ghost form to make a shortcut.

Frightwig was in a freefall now with the spacious other part of the forest twenty or so feet below for a deadly landing, but out of the hillside Bigchill came out and scooped her up in his arms.

He barely made it in time to brace for a crash landing in some of the taller trees of the forest that now met him. His wings covered himself and Frightwig up in time to shield them against the dive through jagged branches and tree trunks.

Gwen and Kevin barely made it to Ben's battle ground when they noticed the two were gone and what happened.

"BEN!" Gwen called out in futility when she noticed her cousin in his alien form rescue the circus girl.

"We need to get down there now!" She said looking at Kevin who nodded. They had beaten the other two circus freaks, but when this caught them by surprise the two semi-human villains took the opportunity to run.

"What about Frightwig? Are we ditching her?" Thumbskull asked dimly.

"Forget about her for right now, we need to get out here while those two are distracted. We'll go down there ourselves to see if she's alive or not, but later!" Acid breath said braking into a run with his cohort.

Gwen looked between the RV and down at the area where Ben landed, torn between deciding what to do before Kevin snapped her out of it.

"Gwen relax already, alright. You go down and check on him, I'll look after the RV while you're gone." Kevin said reassuringly. Gwen nodded her thanks and stepped into the space of the hillside in which they fall off and made a couple of mana panels for her to step on.

"Thanks, Kevin. Just wait here with the RV then, if we move to detour to Ben's location we might lose valuable time in catching up to Vilgax." She said back to him, Kevin nodded and Gwen added "Whatever you do don't alarm Julie when she asks about Ben."

"C'mon, I'm a paragon of subtlety, Gwen." Kevin said shrugging his shoulders, but Gwen gave a flat 'are you serious?' kind of expression to him.

"Uh point taken, just make it back quickly. Squidface is too far ahead of us." Kevin said as Gwen continued marching on mana panels two at a time in elevation to get to Ben's location.

Where Ben was at...

Laying on his back with wings and arms sprawled was Bigchill, a few feet from him was Frightwig laying face down with her 'hair' sprawled over her head, both were fine if not unconscious for the moment.

"Ooohh, note to self: don't create icy floors near steep hills." Bigchill said to himself groggily as he got up and with a green flash changed back into Ben. He rubbed his shoulders sorely and approached the downed Frightwig carefully incase she reflexively decides to choke him with her hair.

"Ooowww." She moaned and flipped over so Ben could see her face clearly as well as her left ankle looking slightly disjointed. When she opened her eyes and glanced at him she immediately went into battle mode and attempted to stand up, but without knowing about her ankle she yelped in pain and stumbled.

Ben dashed in front of her to catch her before she fell again, Frightwig was now in his arms literally and there was a bit of an awkward moment of silence between them. At least until Ben spoke.

"So wh- ACK!" Ben was cut off when she wrapped one of her tendrils around his abdomen and she was squeezing it pretty hard.

"Okay I want to know two things: Who the hell are you and why do you have that little green alien watch that 'kid' uses?" She asked staring him down and waiting for an answer, but Ben was having trouble speaking since she was technically strangling him by his stomach. The pain was the distracting part, not the fact that Ben was also actually getting a good view of her chest.

Seeing that he couldn't answer she sighed and loosened her hold on his torso, she didn't notice and didn't consider it important that she was still in his arms being held as if it were a cheesy romantic pose.

"I've loosened my grip, now talk." She demanded. Ben simply stared at her with a flat expression, he was a little peeved that she constricted him after saving her life, so he let his hands go.

"Uuhmpf!" She fell on her butt softly when he let go of her, though her hair tendril's hold was still firmly around his chest Ben crossed his arms and looked annoyed.

"I guess that's how you say 'You're welcome' in the thieving circus crew trio. I just saved your life, the least you can do is stop trying to kill me for five minutes." Ben said and she looked back at him with the same kind of expression he wore.

"You're the idiot that made me fall off the cliff in the first place!" Frightwig said pointing a finger at him, Ben was about to speak but closed his mouth as he was mentally admitting she was right about that part.

A sudden sharp twinge of pain shot through Frightwig when she touched her ankle.

Ben crouched down to check on it much to her surprise, he learned from his grandfather some survival skills in the wilderness as well as some medical tips when it comes to limbs, it was mostly for his own sake considering the career he was in, but right now it would be to help this incredibly ungrateful enemy that recently suffocated him.



'Something must be wrong with me, sigh, it's not like I can leave an injured whatever-she-is in the wilderness. Speaking of that, is she another alien hybrid or full alien herself, because I can't imagine those things on her head are fake.' Ben thought before massaging the part where her ankle meets her knee area.

Frightwig remained calm as he did this, part of her was still struggling to understand the identity of this 'super hero' and another was trying to comprehend why he was helping her so generously despite intensity between them.

"Well it's just sprained, the muscle must have twisted on the way down here. You'll be fine." Ben said reassuring her, but she crossed her arms and huffed.

Ben's eyes slanted and he sighed taking a seating spot against the tree trunk right across from her.

After a what felt like an eternity but in actuality was only a couple of minutes one of them finally decided to speak. "So....are you gonna answer me already?" Frightwig looking to the side when asking.

"About who I am? I'm not so sure I can tell you that, tentacles." Ben said causing her to bristle up when he said that name.

"Jerk." She said crossing her arms again.

"Well you're just a big gleam of sunshine, aren't ya?" Ben commented and Frightwig raised her hair tendrils up threateningly.

"Why are you still here anyway? Shouldn't you be off doing more goody goody things?" She asked tensely as the uncomfortable feeling of being near someone she wanted to pummel was getting to her.

"I could be, but I'm not risking flying you back up there if you're going to try and strangle me again. So I'm waiting until one of my friends arrive first, besides your ankle has to get better before anything else." Ben said looking to side at the view of the deeper parts of the forest.

Frightwig blinked twice in stupefied silence, she hadn't yet encountered anyone this considerate before, not even her teammates were like that. With them it was a type of group where you had to depend on your own strength and capabilities not each other to back you up.

"T-thanks?" She said awkwardly. Ben looked her way and winked smiling. She didn't blush or anything, she simply cocked an eyebrow and mentally muttered 'dork' in her head.

Before more awkward silence could happen Frightwig thought she should get her answer and sate her curiosity already. "So What's your relation to the Tennyson kid? You his big brother or something?" She asked.

"No I wouldn't say that, I don't think I should tell you either anyway. Classified information, cutie." Ben said grinning goofily as Frightwig's right eyebrow was twitching in annoyance. "Tch, fine." She said pouting.

"Now lemme ask you something: Why do you go as low as to rob campsites and work for lowbrow super villains like Zombozo?" Ben said removing his green jacket from being too hot.

She looked at him from the corner of her eye and mulled over whether or not to answer anything at all, but then she figured 'why not' and turned to look at him.

"It's not as if I have much of a choice, I mean look at me, does it look like I could live a regular life? I take what I can get, even if the bad breathed idiot of our group decides ridiculous ideas like robbing a campsite. Working with Zombozo was much simpler since we had a place to stay, but that changed when he got too big for his hat and decided to act like a Saturday morning cartoon villain. Though I didn't expect some ten year old with super powers to get mixed up in it and shut him down." Frightwig finished with a displeased look on her face at remembering that time.

Ben looked tersely at her before saying his piece. "Look you can do better than that anyway, you shouldn't have to these kinds of things just to get your next meal."

She looked surprised when he gave supportive input as he knew more than he did. She didn't answer and waited for him continue.

"I mean with your powers and agility you could be in the plumbers, they employ kinds of aliens and non-aliens there, you know. I mean it's not like you want to keep this 'booming' career of yours going, do you?" Ben said letting his words sink in. She opened her mouth to talk, but no words came out. She was speechless.

'I never actually considered that, did I? I've only been doing what they wanted just to get by, but now that he mentions it, joining that alien agency group might sound like an easy to make some money and not look pathetic like I do now. After all, I did have some family in that organization before the circus thing...hmmmm.' She thought looking to the side in thought until she looked directly at him next. "What's your angle?"

"Hm?"

"I mean it, why are you helping me and trying to give me career advice? You have to want something." She said suspiciously. Ben's head slanted to the side and he sighed.

'Might as well tell her then, if my crazy idea works then everybody wins, right? If she decides not to hang out with her circus crime buddies anymore then I could take her with me back to my time and lower the Forever King's forces. She can also end this villain's life of mediocrity and be happy for a change, plus she's cute. Well here we go.' Ben thought standing up and revealing his Omnitrix to her.

"I'm just trying to help you, to be honest. Let's face it, you're not going anywhere different with your life in the near future. You know how I know?" Ben said looking straight at her. "Because as crazy as it sounds: I'm Ben Tennyson, from the future of five years later."

Frightwig was simply stupefied and unable to say a word, Ben half expected her to laugh at the last part of the sentence, but she had to give him the benefit of the doubt. She knew full well there were plenty of unexplained supernatural phenomenon in the world such as Zombozo's creepy powers and a ten year old turning into aliens. This guy had a completely similar wristwatch on his arm and he looked exactly like the kid if he were older, she had to believe him now at least.

"Well...that clears up who you are, but what do you want from me? Why try to give me this opportunity? If you are really that kid from the future then aren't you my enemy?" Frightwig asked looking confused. She honestly didn't expect someone so bratty in her opinion to grow up looking dashing, or simply her average in her own words. 'Did I just think this kid was good looking? I

must be delirious from the fall. He does seem nice though.'

Ben walked over and knelt down in front of her, she was surprised that he did this and that she wasn't reflexively attacking him, but what she was more surprised was what he did next.

Ben leaned in to place his lips along hers dark lipstick covered ones causing both extreme alarm and a strange good feeling within her.

'What in the world?' She thought when she was subconsciously raising her hands up to place them on Ben's head, she didn't know why she was doing this, in fact she didn't how this boy planted a kiss on her that she is still letting continue. 'This is...new...my body or my loins...in this case... feel warm and fuzzy...something is definitely different about this kid. I think I might like this.' she thought as the charm effect went full circle and her eye pupils exhibited a pink glow within bedroom eyes.

Ben let go of her lips and now looked at the flushed sultry face of Frightwig. "I don't think you want to be enemy, in fact I don't think you want this kind of life for yourself in this place. I'm trying to help because it's just who I am, plus I think you're good looking too." He said in his usual light hearted voice.

Frightwig was honestly confused about what she wanted, but the bizarre feeling of pleasure surging within herself made her body decide for her. Her hands went to her chest and pulled down her tight leather shirt to reveal her bust to Ben.

"You did something, but...but I like it, this feeling is making me do this, right?" She asked displaying her B-cup size breasts to Ben.

"You don't have to if-" Ben was cut off when she grabbed his face to delve into another deep kiss, but this time she dove her tongue inside and got a taste of his mouth.

Looks like he got his answer. She pulled off and answered: "I want in, on joining the Plumbers. Believe it or not I had family in that organization, but I made screw ups along the way. Whatever it is you're in on I want to join, especially if it means getting out of 'this'." She said in all honesty as well as the charm effect giving her more drive. Ben believed her and found it surprising that she was distantly connected to the Plumbers, it would explain the human-alien looks and abilities, but how did she end up working in the circus with Zombozo? Ben shrugged it off, he didn't know why he had wanted to help her, maybe he thought seeing such a pretty face in such a ruined lifestyle made him sympathetic. Either way the charm effect was on full power and it showed that when Frightwigs hair tendrils wrapped around his back softly to pull him closer so that he was mouth to mouth with her again.

Closing his eyes and receding into the tongue probing kiss Ben brought his hands up to her breasts and grabbed them so he could fondle while making out.

They had been doing this for several minutes all the while Gwen was unknowingly standing next to a tree nearby watching them. Her face was slightly red from embarrassment that Ben is now doing it with another one of their villains and also because the charm effect chain was affecting since she started viewing.

'Well looks the RV is gonna be cramped later, I hope Ship can morph to bigger sizes, if not then Ben is going to have to keep it in his pants for a while.' Gwen thought taking a seat beside the tree trunk without them knowing she was there. She begun feeling the effect and slid one of her hands

down into her tight jeans to rub underneath the fabric of her panties. Her hand was strongly yet smoothly rubbing her moistening vulva causing her to hum in rising pleasure, while she was doing this Ben pulled from the kiss to ask her a question.

"Frightwig isn't really your name, is it? I was wondering about that for awhile now." He said pinching her right nipple and squeezing her other breast.

Biting her lip she answered looking directly at him. "My real name is Melissa. Melissa Irons."

Ben blinked, he didn't expect her to have such a normal name, his own last name was unusual, especially since it matched perfectly as to having ten aliens to begin with and his name being Ben. Ben, Tennyson, Ten aliens, he figured it was something strange in that, but didn't care too much.

"That's a pretty name." He said causing a faint blush to appear on her cheeks until he added: "I always kind of thought your name was Medusa or something."

She blinked an eye in annoyance and used one of her hair tendrils to smack his rear hard. Smack.

"Yeow! Okay sorry." Ben gritted his teeth in stinging pain, he was just now spanked and it didn't feel as good as he was led to believe. Frightwig silenced him with another kiss and placed her hands on his still clothed crotch area, she lightly grabbed and rubbed in circles causing him to moan in her mouth.

Ben was feeling better with her womanly hands massaging his crotch area and her tendrils binding him closer to her own body, he had learned from Helen that alien girls having a tail can come in very handy, maybe hair tentacles could too.

'There won't be much time until Vilgax gets to the campsite as well as her buddies to come looking for her, that's assuming they even care about her, I better hurry this up.' Ben thought pulling from the kiss again and standing up slowly pulling her with him. She tried not to stand on her bad ankle, but thankfully she didn't have to when Ben pulled her up and pressed his body against hers since they were leaning against a tree.

"I don't mean to rush or anything, but I am kind of in hurry. Let's skip the foreplay and go straight to the main course, shall we?" He said cupping her face in his hand, she smiled a naughty smile as she got an idea.

"I've been waiting for you to say that, if you want to get inside then go through the 'back door'." She said and Ben understood her euphemism immediately and grinned. He picked her up slightly and turned around so that her chest was brushing up against the tree trunk and her ass stuck out for him.

Ben placed his hands at the hem of her leather pants and pulled them down to her ankles, his jaw dropped when he saw that she doesn't wear panties. Her snatch and butt cheeks were in plain sight and he marveled at the round curvy shape of her supple buttocks, apparently all of her skin was pale. He wasted no time and unzipped his jeans, dug into his boxers and brought out his erect penis so he could position the tip between her buttcheeks. He spread them apart to see her anus in plain sight, he remembered how he did it with Helen and the process became that much easier, Frightwig bit her lip in anticipation and soon opened it in pain and after a few more seconds she had her mouth open in exhilarated pleasure.

Ben's hips were slapping against her buttocks as his member continuously penetrated her 'back

door' in repetition, he felt the moist different suction of her rear cavern and it started out really tight, it must've been difficult for her as well though she is enjoying it now.

"Hhhoooooaaaaa." She moaned loudly as Ben kept pounding her ass with his manhood, again and again the rod of flesh drilled her second pucker hole. Her hands were clenching against the side of the tree trunk as whatever was left of the initial pain was fading gradually, the feeling of his meat rod repeatedly invading her felt better than she believed, but feeling devilish she got an idea. One of her hair tendrils moved to her exposed wet pussy and the ball tip pressed against then began rubbing it in rotation.

She was now masturbating herself with one of her tendrils while Ben was shoving his meat into her anus, it wouldn't be long until she would scream her orgasm.

Gwen, who was nearby without their notice, was still watching it all and at the same time sliding two of her left fingers inside her snatch in accordance with their lovemaking.

After five minutes of more anal intercourse Ben's thrusts became more powerful and faster as her tendril continued rubbing her clitoris causing her to moan out loud in climax.

Ben thrust one last time before depositing a gushing amount of his creamy essence into her anus, his hips kept jerking a few more times with more spurts with each thrust until both of them ceased convulsing in orgasm.

Panting and satisfied the two were about to break apart until they heard another moan and turned their heads to see Gwen nearby leaning against a tree with her pants around her ankles with her fingers constantly diving into womanhood. Her head was tilted back as she moaned loudly in orgasm with her hips twitching several times. Her climax came when she continued to watch them and get herself off at the same time.

Ben was feeling himself slowly getting hard again despite just blowing his load a moment ago, there was never a time where his beautiful lover of a cousin failed to arouse him, he looked between Frightwig and at Gwen and got an idea.

"Enjoy the show, Gwen?" Ben asked the slightly panting Gwen. Frightwig blinked twice realizing this must've been little redhead she somewhat detested grown up, whatever negative feelings she had with her was slowly being overridden by the resurgence of the charm effect, her eyes lit up with pink again.

"Care to join us?" Ben offered his heated cousin, she smiled and nodded. Walking over to them after pulling the rest of her pants down Gwen took his lips into hers to engage in another lip locking kiss.

Frightwig was looking back at them in arousal while Ben was still technically inside her, getting a wicked idea she let one of her hair tendrils slither over to Gwen's bottomless area and placed one of them along her glistening snatch.

"Huh, that's innovat- ooohhh..." Gwen trailed off when Frightwig's hair tendril began massaging her teen womanhood in swirls the same way Frightwig did herself. Pulling himself out of her Ben grabbed the circus girl by the shoulder and pulled her to him for another tongue lapping kiss while she masturbated Gwen. This continued for a couple of more minutes until all three decided to hurry it up and finish as they entered into a sexual position where Frightwig laid against a tree trunk with Gwen leaning her body against hers with her back feeling her breasts while Ben lifted the redhead's

left leg up over his shoulder so he could position his hardened member against her moist snatch.

While he was preparing to insert himself into his cousin, Frightwig decided to use two of her hair tendrils to smoothly wrap around Gwen's torso, one to massage her own womanhood and another to rub between Gwen's butt cheeks. Her last hair tendril remained where it was and overtaken by lust she started kissing along Gwen's neck and then up to her lips to engage in a steamy French kiss. She sucked on her tongue and vice versa then Gwen felt the familiar yet overwhelming sensation of Ben's cock sliding itself into her, she moaned into Frightwig's mouth while she was still tasting it.

'Maybe I should consider digitally recording all these 'get-togethers', never know when it will set the mood with me and any of the girls later.' Ben said taking in the sensation of Gwen's wet fleshy passage taking in his rock hard tool.

Wet flesh slapping sounds could be heard as the boy continued his thrusts as he repeatedly penetrated the redheaded beauty that was making out with the mutant circus woman.

Again and again his hips thrust back and forth against the hips of the redheaded magical teen, Ben grit his teeth as the pleasure build up was becoming too much and then his thrusts became faster causing the two females to break from their make out so Gwen can moan loudly.

Oh how he loved her, he didn't know what to think of Frightwig or Melissa in this case, he figured this would be the only time she would do this with him and when he takes her to the future she would restart her life. Whether she wanted to be in on Ben and his girls was her choice, he wasn't going to force her, charm or no charm.

Yelling her name loudly Ben tilted his head back and his hips ceased thrusting, Gwen smiled in climax as she felt him fill her up once again with copious amounts of cum to the point where it would gush a little out of her opening.

After the final hip jerk and cumshot came to pass, Ben leaned to kiss his fiery lover deeply, but Frightwig wanted some too and gently removed him from Gwen's lips and onto hers. What a day this was turning out to be.

Within several minutes they all got re-dressed and Gwen created an elevating mana panel for all three to stand on as she took them back up to the mountain area where Kevin, Julie, and Kai were waiting.

After seeing Frightwig Kevin went into attack mode, but Gwen stopped him and Ben explained her presence there. Still shifty eyed about the pale circus girl with tentacles for hair, Ben finally convinced him to give her a chance.

Kevin reluctantly agreed and they decided to waste no more time and drove off to their destination.

Kevin was one thing, the awkwardness between Melissa and the girls was another.

"So, what's the deal with those things? Are they alive or some kind of weapon?" Kai asked tilting her glasses to get a better view of Frightwig sitting with them around the table.

Cocking her eyebrow she sighed and answered honestly. "I'm part alien, these things are part of me in the same way a animal has a tail. They're just there." She answered making Kai feel awkward now. "I don't know my alien race, but I do know that I can control them just fine. What about those

weird bracelets you have? More alien tech?" She said trying to relate to them if she was going to stay with this group for the time being.

Kai raised her forearms so that the bio-tech bracelets Ship inadvertently gave to her could be seen by all. "Sort of, I haven't got them to do anything yet, but I'm waiting for the right moment when they actually do something." She answered looking at each of them.

"So your real name is Melissa? That's a pretty name." Julie said awkwardly trying to get the conversation going.

"You wouldn't believe what green boy thought it was, he assumed I was named Medusa." Frightwig said smirking and earning a laugh from both girls.

"I'm not surprised at that, Ben has a certain 'imagination' about things. Probably from reading too many comic books." Julie said smiling. Frightwig nodded and grinned, she could get used to this, but it will take a lot of getting used to.

"He's a sweet guy, but I wanted to whip him for that remark." Frightwig added leaving out the part where she spanked him.

So the girls continued getting to know each other through conversation while Ben was laying on one of the beds in the back with Gwen sitting next to him.

They were both looking at the girls getting along well and Gwen looked back to him.

"This will take a lot of getting used to, we should probably get her a change of clothes too while we're at it." She commented patting his chest lightly.

"Yeah, she does bring a different theme into it all, but she's had it hard too, and I just...wanted to help. I mean if Charmcaster was like then I figured she was too, besides if she has had relatives in the Plumbers then that proves there might be good in her." Ben explained.

"Yeah, I guess you're right at that, but I wonder if she'll just sign up and say goodbye once we get back to the future or decide to stay with you."

Ben shrugged. "That's her choice, I mean if this charm is still out of my control then I can at least take care of how many girlfriends I bring into this 'harem'. I still can't get comfortable saying that." He said leaning up.

Gwen kissed him on the cheek reassuringly. "You'll be a great provider, Ben. Besides working in the Plumbers sounds like a sure deal for me, you, or Kevin. I heard they pay great and we do what we always do on a daily basis there." Gwen said smiling.

Ben put a finger to his chin in thought and nodded in agreement. "That does sound like a sweet idea, but for right now let's focus on finding Vilgax, kicking his green butt, and getting back home." He said getting up from the bed with Gwen behind him.

"Wait, Ben. I just thought of something." Gwen said stopping him.

"Hm? What?" He asked.

"Since we're in this time and you're supposedly trying to reduce the Forever King's forces when

you brought Frightwig into this, what about Charmcaster of this time? Have you noticed the difference between her now and the one in the future?" She questioned.

"Yeah now that I think about it, she's much skinnier and a little shorter, plus her eyes aren't pink anymore either."

Gwen nodded. "Before the whole trip to Navajo Valley, she and I have been doing some talking and I learned about the 'magic poisoning' she had back then. It's why her eyes were pink, but also she had to cure it and it didn't work out so well for her." She explained greatly catching Ben's interest.

"So that's why she's petite and skinny now? I just thought it was something else, what happened?"

"She told me her uncle was the one to rid her of Magical poisoning, only he didn't do a very good job or even tried to. The excess magic build up was purged from her, but it left greatly weakened both physically and magically. It's also another reason she hates her uncle." She finished letting all of it sink in.

"Wow...I didn't know all that, it figures she would've grown hating everything even more. Did she say she wanted to look the same way again?" He asked.

"Well she did mention she missed her old look, it brought out the more womanly side to her as well as her maturity, she's only like in her early twenties and she's stuck looking like a small teenager for who knows how long." She added sadly and then Ben got an idea.

"I think I know what we could do, but first let's deal with Vilgax." Ben said grinning and Gwen nodded.

Elsewhere...

"Gwen? Ben?" Grandpa Max asked bringing firewood to the apparently abandoned camp site. He expected his two ten year old grandchildren to be here when he got back. "Maybe they're in the RV, or Ben might've went XLR8 and took Gwen to get some regular food. I really wish they would get into the kind of natural foods I enjoy. Better wait for them then." Max said to himself as he set down some firewood by the patio chairs when a great shadow overcast him from behind.

Being the expert that he was he quickly barrel rolled out of the way and readied himself for battle.

"We meet again, Tennyson." the all too menacing voice of Vilgax sounded when the green goliath stood across from him with his large sword out.

'He looks different, maybe another body enhancement?' Max thought taking in the sight of this 'future' Vilgax. "You look different, Vilgax. Did you get a make over while I was busy thinking you were gone for good?"

Vilgax didn't bother to retort as he swung his sword up high and slashed down at the ground causing a rocks and debris to fly at Max.

The senior citizen quickly dodged out of the way and made an attempt to get to his RV and bring out some weaponry to fight, but Vilgax got in the way.

Jumping down in front of him and grabbing him by his shirt, Vilgax held up the old man and



glared hatefully at him.

"Your little saviors aren't here to rescue you this time, Tennyson. It's pathetic to think I need two children out of the way just to finish off a feeble old Plumber. I'm going to enjoy ripping you apart." Vilgax said when he didn't notice Max held a concealed energy grenade and immediately he brought it up and shoved into Vilgax's open mouth.

"You always did talk too much, squidy." Max said raising his arms up to slider out of his shirt.

(Electrical explosion sounds) The grenade discharged causing a great energetic mini-explosion on Vilgax's face.

Max stood before the cloud of smoke with suspicious eyes and was disappointed when the said alien warlord came out of it with only a few burns around his mouth.

"I'm far stronger than the other version of myself that resides in this time, Tennyson!" Vilgax yelled as he charged like an angry bull towards Max, until something else happened.

Out of the ground large vines began sprouting about beneath Vilgax ensnaring and hauling him in his tracks. They grew bigger and bigger until they bonded every limb, Vilgax looked to see a familiar alien form of the teen hero he hates the most out of all his enemies.

"Picking on Tennysons again, Vilgax? You never learn that it doesn't end for you, big guy." Swampfire said igniting his palms with fire.

Standing beside him was Kevin and Gwen, all ready for battle.

"Even in this time I can't be rid of you." Vilgax shot laser blasts out of his eyes and incinerated the vines around him. Bringing out his sword he stood ready for battle with the very same foes he fought before coming here. "Face me, Tennyson, so I can't erase your future completely!" He said charging at them for battle.

To be continued...

End of chapter Nine

# **Timeless Lust part Four(Teen Gwen, Gwendolyn 10K)**

Ben's Girls

Chapter Ten: Timeless Lust (Part Four)

By Azure

'Here he comes!' Swampfire thought in full alert as Vilgax was charging for them like a wild mammoth, Gwen activated her powers and Kevin quickly touched down on the ground to armor up when the squid faced alien raised his huge sword overhead.

Crashing sounds could be heard from far away and a small fissure was made in the ground when the weapon touched down after the three dodged the attack in time. Swampfire held out his hands and shot out a stream of flames on to Vilgax.

Raising one of his arms up in time for his shield gauntlet to activate, Vilgax repelled the fiery blast entirely while being hit with multiple shots of mana energy from Gwen.

"You haven't changed your tactics, boy. This is no different than our last battle." Vilgax said turning around to see Kevin running towards him with enlarged rocky fists. A loud impact sound was made when Kevin smashed his stone fist against Vilgax's right claw, Vilgax smirked and used his strength to start crushing Kevin's hand through the stone.

Kevin gritted his teeth in pain but held it together.

"Pathetic use of tactics, Levin." Vilgax said raising him up by his arm to glare face to face with Kevin.

"Actually I got you right where they want you." Kevin said smirking at the glaring Vilgax. Suddenly behind him was Gwen holding a large energy sphere of Swampfire's flames.

"Kevin now!"

Kevin brought his legs up to Vilgax's torso and with all his strength kicked himself away from his grip.

"Coming right at ya!" Gwen said hurling the sphere like a baseball at the mildly surprised Vilgax.

It impacted causing a fiery miniature explosion that created a cloud of smoke.

Swampfire stood beside Gwen and Kevin surveying the smoke cloud, all three still battle ready, it would never look this easy to beat Vilgax.

From inside the Rustbucket2 Kai and Julie were looking on, Ben told them they needed to stay inside out of safety since Vilgax was a tremendous threat and they didn't have any means to fight him. Frightwig felt compelled to join the fight and she would as she saw an opening to exploit, but after being easily defeated by both versions of Ben before she felt little confidence at the moment.

That would soon change.

"Wow, they're really tearing it up out there. I wish there was something we could do." Julie said wishfully sitting next to Kai.

"I think they'll be fine, but I..." Kai said then trailed off when she noticed her alien tech bracelets begin to glow bright blue, the circuitry lines that were visible on the surface were lighting up faintly, but this the first sign of activity she had witnessed since obtaining them.

'What in the world?' Kai thought in wonder as she felt some strange sensations surging through her wrists from the bracelets. Before she could look any longer another shockwave from outside shook the RV. Not wasting any time with being distracted Kai got up from the seat and rushed to exit the RV, Julie looked reluctant considering they might be more of a hindrance than help, but rushed out regardless.

"Maybe I can borrow something from Ben's grandpa to use." Julie said to herself as she stood behind Kai when she pulled open the door only to be greeted by a small gust of dusty wind, shielding her face with her forearms she persevered and walked out along with Julie.

Frightwig was the only one remaining in the Rustbucket 2, after a few seconds she slumped her shoulders and sighed. "Dammit..." She made her way to leave the RV as well.

Meanwhile outside...

"Oomph!" Kevin was thrown into a nearby tree causing to break in half, Gwen was using her shield against Vilgax's energy beams while he was holding Swampfire by the head.

Max was nearby surveying the battle scene and with urgency he rushed to his own rustbucket to take out a standard issue plasma rifle, but his attention was caught when a teenage Japanese girl wearing a pink sweatshirt appeared behind him with words that pretty much surprised him. "Can I borrow one of those, please?"

Max blinked a few times and looked between her and the battle to wonder if she was a friend to this trio of heroes. "Uhh..."

"I'm with them, don't worry, I'm here to help. I also had training with those by the way, so I know what I'm aiming at." Julie said with a sweet smile. Immediately understanding, Max opened up a concealed compartment along the exterior of the RV and out came two smaller energy SMGs.

Julie nodded her appreciation and took them the submachine guns and ran to the where the battle was being fought.

"Heh, these kids are full of surprises." Max said grasping his rifle with both hands and clicking it for preparation before he ran to the battle scene as well.

Back to Ben and crew...

Swampfire grabbed something off his shoulders and ripped them off, they were spikey shaped seedlings, he tossed them beneath Vilgax's feet since he was too focused on breaching Gwen's shield with his laser vision.

"I think you have a bit of an undergrowth going on, Vilgax." Swampfire commented when Vilgax

was too preoccupied with his attack to notice large vines growing from the ground below him where Ben threw the seeds. The green whips lashed around Vilgax's whole body to wrap him around in a very constricting bind.

"Control over plant life, Tennyson? This is nothing more than insulting!" Vilgax barked when the vines begun binding his arms and distracted him from attacking Gwen, he smirked and turned his head downwards to aim his laser eye beams in small blasts at the restricting vines.

Chunks of burnt shreds of greenery fell off when he incinerated the vines and now he looked at Swampfire as his new target.

'I'll need a bruiser for this guy. Better go with Humongasaur.' Swampfire thought bringing a hand to his chest symbol while Vilgax was running at him. With a green flash a giant reptilian alien with sand colored skin stood where Swampfire was a moment ago.

With a loud crunching sound Humongasaur's right fist rammed into Vilgax's face causing him to stumble backwards slightly .

"How's that? Did that add a little injury to insult for ya?" Humongasaur said when Max and Julie came up beside him and aimed.

Humongasaur had to buy them some time so he decided to brawl a little more, he delivered another punch to Vilgax, but he caught it and countered with a head butt. Reeling from the pain Humongasaur used his other hand to grab the back of Vilgax's head and bring it down to the dinosaur's left knee. The two kept brawling and trading blows until Vilgax delivered a rather strong uppercut with his gauntlet arm. He knocked Humongasaur on his back temporarily and was about to jump down on him until he noticed Max Tennyson and Julie charging up their weapons for full blast.

"Say cheese, ugly." Max said firing a blue burst of energy from his rifle the same time Julie unleashed an orange colored barrage of energy bullets from her pistols. The hail fire of shots made contact with Vilgax causing him to be thrown back a couple a feet into a now destroyed tree trunk.

"Aaggh! You insects!" Vilgax growled getting back to unleash a blast of more energy beams from his eyes until something else happened.

Wrapping around his face and covering his eyes shut was Frightwig's Hair tendrils and Frightwig herself was on his back making sure his ability was unusable for as long as possible.

"Man am I glad you're on board." Humongasaur said grinning at her, she smiled back until she felt immense heat coming from Vilgax's eyes once again.

Thinking on her feet she let two hair whips up at a time and used the metal ball tips to whiplash down on his eyes repeatedly, it would hurt him like getting hit with small bowling balls but it distracted him enough.

"Hurry!" Melissa called out when Gwen quickly came into view alongside Kevin and now Kai. Kai herself was still clenching her fists hoping her 'alien bracelets' to activate already and do something to help, but to no avail.

Ben got an idea and quickly he pressed his palm to his chest symbol again to transform, but this time he appeared as the rock armored alien known as 'Chromastone'.

"Melissa let go before he burns you up! I've got an idea." Chromastone called out to Frightwig, who then nodded then undid her constriction so she can leap off from Vilgax.

"Tennyson!" Vilgax was enraged and unleashed an intense large blast of the laser vision super power he stole from Ultimos at Chromastone.

With a bright red flash the attack made contact with the rocky alien, but without hurting him whatsoever. Vilgax knew about Ben's newer aliens, but with his rage built up during this battle he failed to remember Chromastone's abilities before angrily shooting at him. And boy it's gonna cost him.

The blast's bright result died down and Chromastone stood there unhurt and smirking, he held out his arms and unleashed an even greater blast of red-violet energy back at the alien warlord. Gwen used her powers to fire a blast of own mana energy as well, Max shot his plasma rifle at the same time Julie unleashed a barrage of energy shots. All attacks together combined came like a thunder force and collided with Vilgax causing a great shockwave of an explosion to course throughout the forest scenery.

"Wow, hardcore." Kevin said removing his stone armor form and slumped panting.

"I'll say, I could really use these. Can I take them with me back to the future?" Julie said asking Max next to her.

"Future?" Max asked cocking an eyebrow.

Chromastone, Gwen, and Kevin all walked a little closer to smoke cloud to see if Vilgax was at least knocked out, they knew even all this wouldn't be able to put him down, he's survived much worse and no doubt he was alive if not unconscious from that.

"Do you think that got him?" Kevin asked looking to the other two.

"Not if I know squid face like I think I do, he should at least be out cold from that." Chromastone said until out of the smoke Vilgax's arm came out and punched the rocky alien away a few feet.

Vilgax came out of the cloud of smoke very much alive and angry and he back fisted Kevin into the side of the Rustbucket which was seven feet away.

'Even after all that!' Gwen thought raising her arms up to fire another mana blast but Vilgax beat her to the punch when he grabbed her by the waist and slammed her into a tree. His grip was too strong to break free from and Gwen kept throwing energy shots at him until he squeezed a bit causing distracting pain so that she would stop attacking.

"Aaaghh! Let go, you walking puke stain!" Gwen said gritting her teeth as she struggled to break free.

"Gwen!" Chromastone got back up and ran towards them, but Vilgax held out his free claw hand warningly.

"Don't come any closer, Tennyson! Back away or I start squeezing and your cousin gets snapped in half. It's that easy." Vilgax said holding the still struggling Gwen against the trunk, she was still in mild pain to concentrate enough to use her powers.

He was dead serious, when wasn't he, actually. Ben knew that Vilgax won't care when it comes to taking hostages, such as proven when he was younger and ol squid face destroyed his house then held his own dad hostage. He did the same with Gwen and grandpa before as well, but if he or Kevin or Max and anyone else made a move then Vilgax would kill her on the spot.

"That coward!" Kevin said nursing his abdomen with a hand as he got up from the tree he was slammed into. "Pretty low for you, Vilgeek!"

"I like to think of it as using one's head in battle." He retorted keeping his claw firmly on Gwen.

Chromastone grit his teeth in frustratoin as his mind was trying to figure out a way out of this, he knew he was never one to be true to his word and probably kill Gwen anyway. Max and Julie lowered their weapons, Frightwig remained where she was and so did Kai, but the Navajo girl was thinking of something.

'Maybe someone can distract him...but how? Ben's usually the type to get cocky and annoy any villain into attacking him, but I don't think he's up to it right now. Gwen's in danger....she's...! No, have to think. Maybe I can help another way then...I have been known to be a mean girl when it comes to dishing out burns, I might be crazy for doing this, but here goes!' Kai thought sucking up her courage and walked next to Chromastone.

"So this is how 'the fearsome Vilgax' fights his enemies? Taking one hostage after getting his butt handed to him by a group of kids?" Kai began catching his attention, he looked over her way and glared hatefully. Ben told her that one thing Vilgax was full of was pride, he was already angry during this battle and getting him riled up enough to lose focus could work.

Kai continued. "It's pathetic, I mean you lost time and again to a ten year old Ben back then and even now nothing changed, you're still so laughably weak." Kai said smiling. If there was one good thing she was good at it was insults, she was a bit of a mean girl alright, but she only mouthed off to people that deserved it in school. This guy definitely deserves it. "What's the matter? Taking a wristwatch from a teenager too hard for you? I don't know how you even got the whole 'Conquerer of worlds' title anyway."

If Vilgax had nostrils he would be snorting like a bull, it wasn't like him to get riled up by one person, but this whole he had been slowly losing his patience and clarity of thought. "Be quiet!"

Chromastone mouthed a 'what are you doing?' kind of expression. Kai simply whispered 'Just trust me.'

Without her notice the circuitry on her bracelets started glow faintly once again. "How many worlds and other aliens have you beaten and conquered again? If you lost to the same enemy five years running then that's pretty sad-" Kai was cut off when out of the blue Vilgax let go of Gwen and rushed at the trash talking teenager girl.

"Silence!" He landed in a stomping wave in front of her and raised his left fist high, before Chromastone and Kevin could intercept him his attack came fast and hard, except...

Electrocution sounds were made when suddenly Vilgax found himself ensnared in black and light blue tendrils that resembled something very familiar. Upgrade or Ship's circuitry texture and the source of the electrocuting extensions was-

"Kai's Bracelets! They're doing something now!" Julie said in awe when she witnessed the Indian girl inadvertently attack Vilgax with cybernetic tendrils originating from her alien wristbands.

"Incredible!" Kai said in awe when she felt the feel of the bracelets becoming like a second pair of hands to her, she felt the control and decided to put more juice into them. "Here goes!" She concentrated hard and more surges of blue electricity surged through the ensnaring tentacles around Vilgax frying him some more while Kevin tended to Gwen who was grip-free and making sure she can breathe okay.

"Enough!" Vilgax was in an uproar and endured the voltage to stomp over to Kai, with little effort he broke free of the stranglehold of the surging tendrils and before Kai knew it she felt a great force collide into her knocking her against the wall of the Rustbucket.

"Ooah!" She felt like a brick wall just smashed into her, she fell to the ground but Vilgax came running towards her, the bracelets had retracted their extensions and then lit up in a light blue glow. Kai quickly raised her arms out in a means for the bracelets to do something else now, but-

"Not so fast!" Chromastone said tackling into Vilgax from the side to knock him off course instead of getting to her. Ben then delivered a one-two punch with his rocky fists to the alien's face, but that didn't stop from swinging his sword back at the purple stone alien.

The two duked it out with Vilgax having the advantage of size over Chromastone, but Ben was giving back as good as he got. Each punch delivered was one to hurt a lot, Kevin was picking Gwen up and taking her over the Max to see if she needed help, Max on the other hand opened a hidden compartment somewhere on the surface of the Rustbucket and retrieved something that resembled a grenade yet it was special somehow.

'What Frightwig is doing here in the first place I haven't the foggiest idea, but it looks like she's here to help, I'll need her and the assistance of other two girls if we're gonna pull this off.' Max thought before he called out Fright, Kai, and Julie over to him. While they made their way to him, Chromastone and Kevin were taking on Vilgax two-on-one and he was one tough customer.

Wherever Kevin smashed a rocky hammer shaped fist at him Vilgax would counter with an uppercut, but Chromastone came in with a heavy blast of his remaining absorbed energy. The blast hit him dead on and only made stumble back a few feet.

"Jeez this guy is tougher than he lets on." Chromastone said when his attack ended. Kevin landed beside him and stood up.

"Yeah, well he wasn't called 'one of the greatest threats in the galaxy' for nothing, ya know. We always had more backup to deal with him back in our time, but Gwen is recovering inside the Rustbucket and the girls..." Kevin said looking in the direction of Max whispering to the Frightwig and the other two girls like they're making a plan.

"Kevin watch out!" Chromastone called out when a strong laser eye blast came from Vilgax to an unsuspecting Kevin.

"Uungh!" He was blasted a few feet back and landed on his back de-powered. He wouldn't be able to be back in the fight for another few minutes.

'Crap! Kevin's out and Vilgax is...here!' Ben thought as the said villain stood towering over him and before he could react Vilgax grabbed him by the horn and slammed overhead into the ground

with heavy force.

Still reeling from the pain and feeling too stunned to move, Chromastone attempted to get up only to have Vilgax stomp his right foot down on his chest keeping him there.

"That's where you belong, Tennyson. Beneath my foot." Vilgax said raising his sword high ready to strike, but he was too focused on Ben to notice something behind him.

Five red tendrils shot out from behind Vilgax and wrapped themselves around his arms binding him from swinging his weapon.

"What is it now?" Vilgax turned his head to see Frightwig using her tentacle like hair to restrain him, but he knew full well she didn't have enough strength to hold for even a minute. "You have to be joking, you're too weak to hold more me any more than a second, girl!"

"Would you shut up already? You talk too much for someone that's supposed to be intimidating in appearance." Frightwig said struggling to maintain her hold.

"Ben change now! Hurry!" Kai called out appearing next and holding out her arms so that the bracelets unleashed a blast of electrical energy at an unsuspecting Vilgax. Frightwig let go in time so she wouldn't get caught in the blast, Ben took the chance and pressed his right hand down on the symbol once more. The green flash dimmed revealing Swampfire, before the electric attack came make contact and get Ben caught in it, Swampfire used his plant like powers to quickly be absorbed into the soil.

Loud electrifying sounds were made when Vilgax received a healthy dose of extreme voltage, Swampfire reformed nearby Kai and saw that Grandpa held a strange looking grenade ready to throw, there was a chance Vilgax could move out the way so Swampfire took the initiative and commanded vines to sprout from the ground and bind the green alien's feet.

"I made a little something special for you, Vilgax." Max taunted as he winded up the special grenade and threw it with great aim and precision.

Vilgax was ripping apart the vines around his legs when he saw a strange glowing grenade fly at him, time felt like it was slowing down when it activated causing a strange golden yellow vortex around him.

"The Null void?" Vilgax recognized the feeling and the energy flow and knew he was being sucked into a mobile version of the Null Void prison. "NNnooo!" It was like watching Ghostbusters in Ben's opinion, when they would weaken a ghost enough then trap into one of those devices that sucks the ghost in rendering it defeated.

The Grenade shell clicked and automatically locked itself up after Vilgax was sucked into it entirely, it was a sight to behold and Ben with everyone else was amazed to see the least.

"Hardcore, gramps." Kevin said grinning. The feeling caught on and everyone felt the relief of Vilgax's defeat, Kai and Julie relaxed and Melissa got up while rubbing her sore muscles.

"Yeah! Goodbye, squid face!" Ben pumped his left fist in the air after changing back from Swampfire form. He looked to Grandpa with a questioning smile as the old man walked over to pick up the device to firmly keep it in place. "Gramps where did you get that?"



Max looked back at him smiled. "It's one of my own inventions, this is just the prototype however, I've been working on it for awhile now since the last time Vilgax came around to stir up trouble. Now your turn, what time period are you from, 'Ben'?" He asked mildly surprising Ben and the others.

Ben shrugged and grinned. 'Heh, that's grandpa Max for you, always one step ahead of everybody.'

"Well...it goes like this..." Ben started.

Several minutes later Ben finished explaining the trip through time to this Grandpa Max and went into details about the Time gate so Max can better prepare for when they come across it in the future.

While he was explaining, Kevin was observing Kai's alien bracelets, Julie and Melissa sat nearby to listen to the story he was telling, Gwen was outside with them drinking a can of diet soda while Max hung on every word this 'future Ben' was telling him. He would make sure not to make any drastic changes with anything that can affect the timeline, but he was sure to remember how ancient alien time gates function now though.

"So how do you plan to get back anyway?" Max asked taking a bite of his fish sandwich, a fish he just barely caught and cooked up minutes ago by the way.

"Well that's where it gets a little complicated, I think I've got it figured out, but we'll still need to leave this place before the young versions of me and Gwen come back. My first return theory is to go the base where we found the first time gate years from now, the second is...Gwen?" Ben looked to his redheaded cousin to finish that answer.

She nodded. "The second is to get the spell book from Charmcaster and use the time travel spell from that, I've gotten much better with my powers since then, I should be able to pull it off." She said reassuringly.

"And if those plans don't workout then there's always the slim chance that Paradox will show up and help us out." Kevin added.

Melissa sat across from them on the picnic bench helping herself to a chocolate smore Max cooked up for the gang.

Max held out the Nullvoid container he trapped Vilgax in. "Do you need to take this back with you?"

Ben nodded. "Yeah, even if we dumped him in the Null Void dimension there's a chance he could escape again, besides having two Vilgaxes in the same time period is a very very bad idea. Especially since one knows a few things about the future."

Max agreed and handed it to Gwen to hold. "I think we need to get going then, the other versions of me and you could show up any minute and we don't want to make things more complicated." Gwen said.

"Yeah, well then, grandpa Max. We-" Ben stopped in mid sentence when a familiar symbol of light came into view. It was the same mystic time portal Gwendolyn used to take young Ben and Gwen to the future in the first place.

"Oh man are they here already? Crap!" Ben said out loud when the blinding light became a circle and out of it flew out a very familiar womanly version of Gwen, only different.

"Gwendolyn?" Gwen asked in awe and noticed the portal closing behind her. "That's weird, weren't our ten year old selves supposed to come next?"

"Wait she's different from back then." Ben muttered as the floating spell caster descended and landed lightly on the ground. Ben got a better look and noticed that she was indeed the same Gwendolyn they knew, except older. Her body seemed just the same as before except that she no longer wore a cloak, her hair was elegantly long and tied into a ponytail down her back. She had more of a slightly aged look to her and still looked beautiful, she also had a several lighter colored streaks streaming down her hair as well.

"Hey there, you two. How's it hanging?" Gwendolyn said to the very stunned group of heroes, even Grandpa max was surprised but not speechless.

"Umm, which time are you from, Gwen? I gotta say, you age gracefully." Max commented.

The woman smiled her appreciation at the comment. "I'm still the same old Gwendolyn that took you two to my time when you were kids, I'm just in my early forties now."

'But you still look very hot, this makes me look more forward to the future now.' Ben thought before she walked up to them gave them each a hug. The girls wad shocked too and waited to hear what she had to say, they were still on a time limit after all.

"In case you're wondering about the other me with the other Ben and Gwen, don't worry, we have time before they come back to this time. The reason I came back was to warn you, Ben, about the ramifications of your decision regarding ideas with changing a few things in this time."

Now Kevin and the other girls looked at Ben in shock.

"What do you mean? Does something happen in the future?" Ben asked shakily. He honestly didn't think of what kind of results would happen if he tampered with time a little, usually Paradox jumps in to let him know if anything wasn't supposed to happen or to correct him on whatever big choices he makes. Since the wacky time traveler didn't show up when Ben made his decision about the villain girls, he assumed nothing terrible would happen, but here is Gwendolyn20K telling him he screwed up.

"Your idea about helping Frightwig and Charmcaster as well as taking an advantage over the Forever King's number in forces during the showdown will cost you, I'm here to warn you and rectify that. By the way try not to worry about Time paradoxes too much, it hurts your head." She said calmly.

Kevin looked dumbfounded and walked up to Ben angrily. "You were gonna change things in this time? Why would you do that?"

"Kevin!" Gwen stepped in between them trying to calm him down.

"I wasn't going to change anything drastic, Kevin. I'm not an idiot, I was only trying to help Frightwig and the Charmcaster of this time so they wouldn't be miserable, but in turn it would also help all of us fight off the Forever King and his Negative Ten. By 'us' I mean the young versions of us, by the way." Ben accepted that answer in stride but he didn't calm himself. "That's still risky!"

Gwendolyn stood nearby and sighed to herself, the one thing that Ben's idea would cost would be their teammate: Kevin. 'I better tell them now, maybe his future will change for the better, it all comes down to choice.' She thought before walking up to them. Despite walking up closer to them, she couldn't help but notice the boys staring a little more at her busty chest rather than her face.

"Hey!" Gwen said noticing their peep tactic, Gwendolyn twitched an eyebrow in annoyance and snapped her fingers so that magically both boys would feel an invisible slap on the back of their heads.

"Ow! Okay okay sorry. I won't stare at you again." Ben said nursing the back of his head.

"Ditto, ow, magic is so unfair." Kevin said doing the same.

"Could you teach me how to do that?" Gwen asked looking the side at her future self. Gwendolyn replied with a 'gladly'.

"Now listen, you two," Gwendolyn 20K started while the other girls and Grandpa walked to them and stand by and listen. "I'm sure you're all aware of the 'Charm effect' right?" She asked drawing a questioning look from Kevin and Max.

"Charm effect?" Kevin wondered suspiciously.

"Ben you need to decide sometime in the future whether to get rid of it or keep it, it will keep cause dissent among one of your best friends. This is also linked to your idea of reducing the Forever King's forces." Gwendolyn said now looking at Gwen and Ben. "If you love truly love Gwen, as well as your other girls, then you don't need that magic charm."

Kevin now had an alarmed look on his face and glared solely at Ben.

Ben felt uncomfortable, he didn't want to reveal his relationship with Gwen to Kevin until later, but here was Gwendolyn doing a 'tell-all' and couldn't be helped now. "I know, but this 'charm' has no limits, I can't even turn it off. I'm even afraid of going out in public in case it makes random girls I don't even know come after me." Ben replied.

Gwendolyn smiled. "You'll find a way later on, trust me."

"I gotta say, Ben. It sure does put everything in the mood though." Julie said winking at him and grabbing his butt causing him squirm a bit.

"I don't know what it is, but does it spice things up?" Melissa asked out of curiosity. Kai replied with a 'definitely'.

"So you've had some sex inducing mojo this whole time and made these girls fall in love with you!" Kevin yelled in outrage directly at looked to the side like he was guilty and then looked back at him. "Kevin, it's a lot more complicated than that. I didn't want this spell Charmcaster put on me in the first place, but it-"

"Enough! I've heard enough from you already. It's not enough that you apparently made Gwen fall in love with you with this thing, but you're even seducing more girls into this? You knew I liked, Gwen!" Kevin barked angrily.

This time Ben got mad as well. "So do I! I fell in love with her a long time ago, Kev! You can't pin this on me like I'm the bad guy here. Guess what, she loves me too, alright!"

"Dude you magically seduced your own cousin, what else does that make you look like?" Kevin now looked towards Julie and Kai. "Did you two know about this!" Julie nodded and so did Kai. "Honestly we didn't at first, and then well....things kicked up from there. I'm not mad at Ben and you need to remember that you two are best friends." Julie testified.

Max didn't know what to make of all this, in the future he would be told of all this by Ben and Gwen according to his own time, but right now he couldn't look away from all this. He wanted them to understand each other and hopefully resolve this though.

"Tch! We'll see about that. Right now I don't even want to look at you." Kevin said looking at Ben then at Gwen. He sighed sadly and stomped off into the forest.

'Is he gonna mope around in the woods? We kinda have a schedule to keep after all.' Melissa thought looking back at them. Truthfully she felt she knew that there was some strange feeling coming over when she made it with Ben in the forest earlier, but she didn't know it was actual magic. It didn't change anything though, she still felt a great fondness for him and wished it to remain that way when they go to his time.

"I think I should go after him." Gwen said about to walk in his direction until Gwendolyn placed a hand on her shoulder to stop her.

"No, let me go and talk to him. It's one of the reasons I came here for, besides he needs to know what future awaits him if he walks away from it all." Gwendolyn said in a caring voice, Gwen nodded in understanding.

"Wait, does something bad happen to him in the future?" Ben asked as she strode to the forest.

"I wasn't supposed to reveal your charm effect this early in your lives, it would've come at a far later date, but that in turn made Kevin angry enough to leave the team and go down the wrong path. He becomes a monster out of rage, I'm here to make sure he doesn't." She said disappearing into the woods where Kevin went.

"I hope she can convince him." Gwen said leaning her head on Ben's shoulder.

"Yeah, me too. This was going to come out sooner or later anyway and this would be his reaction, I'm grateful the future you is here to change that." Ben said locking the fingers of his right hand with her left. "Plus it's nice to see you'll have a big rack in the distant future."

Gwen squeezed his fingers very tightly to the point of pain. "Ow ow ow! I'm kidding! Ow!"

Where Kevin was at....

Trudging through branches and bushes was a very distraught and angry Kevin. His face held an expression of confusion and anger as he stood in the same spot for several minutes until he heard a noise behind him.

"You know, going off on your own in a forest is a good way to get lost." Gwendolyn said coming into view.

"Let me guess why you're here, I'm supposed to come to my senses and forgive Ben, right? You're not gonna give me a cheesy lecture, are you? I'm in no mood for that." Kevin said crossing his arms.

"Look, I know you loved her, but she loves him. It's been deep within her heart for years and never surfaced until recently." She started.

He glared. "Then was she just leading me on and making me look like an idiot for asking her out or liking her? If so then-"

Gwendolyn held up a hand to silence him. "I'm not like that and neither was she, or me in this case, whatever. She was in as much denial as Ben was, Kevin, but there are others out there for you. Some with the same powers as you, same taste in motor mechanics, even with similar attitudes." She said and Kevin looked no different.

"Tell me something, Kevin. Has rage and solitude ever been what's made you happy?" She asked looking sternly at him.

He cocked an eyebrow in confusion yet didn't answer.

"That's all you grasped onto in the past, now in your time, the present, you have something else to grasp onto: Your friends, your mother, your sworn oath to become a top class plumber like your father. Leaving your two closest friends would no longer guarantee that future, you would simply go back to the way you were, and later into something worse." She explained noticing different emotions running through the tough guy's face.

"What do I become in the future anyway? You're from it and you said worse. I need to know." Kevin asked.

"First answer me this: Don't you care about them, Kevin? Ben has been like a brother to you during all your adventures and you've been one to him too."

Kevin didn't answer straight away, "Yeah...I care about them, Ben has been cool, if not an overconfident hotshot sometimes. Gwen...well...it's gonna take some time for me to get over it, but I always did kind of think they had some kind of connection I couldn't figure out. Until now anyway..." Kevin said looking at her then placing his hands behind his head sighing. "So what do you know about my future?" He asked again.

"If you continue with your angry resentment towards Ben and leave what you already have, you become a monster known as Kevin Eleven thousand." She said the last part grimly.

Kevin's face twisted in shock. He was interested ,but also fearful of the rest too.

"The big reveal about the girls and Ben's charm effect wouldn't have come out until much later, until then you were becoming a great hero fighting alongside other heroes like Ben and Gwen and the Plumbers, but when this charm secret came to light as well as their relationship, you fell apart on the inside. Eventually you quit the Plumbers Elite altogether and went down the path of ruin by committing crimes and stealing high end alien tech for your own means, eventually you were defeated and thrown into the Null Void where you absorbed the powers of your fellow prisoners. Monster after monster you siphoned the abilities of all the while your body began transforming irreversibly into a twisted amalgamation of alien monsters and lost your humanity entirely. Even your mind didn't recognize who you were anymore and so you became lost forever." Gwendolyn

finished leaving a very shocked Kevin standing there with his mouth open.

"Whoa...." He said fearfully looking at his hands in new light of how horrific his powers could be and how wrongfully they can be used. "And it's all because I couldn't take it?"

She nodded then saw a new expression on his face, one of determination and hope.

"Then I'll be better than future me by not becoming him, yeah I was mad, but there is no putting me down. I'll be a Kevin 11K of heroes and be better than that other me. Gwen is with Ben now, I get that, but that doesn't mean it's over for me, no."

"Good, Kevin. Yo-" Gwendolyn was cut off when he continued.

"I'll find myself an even hotter and cooler girl than Gwen, maybe one that's a supermodel with powers or something like it." He spoke nearly ranting in his new resolve. Gwendolyn admired his passion to find a better future for himself, even though he's ranting at the moment.

He looked at her with a smile. "I'm done now."

"Ready to go back?" Gwendolyn asked smirking. "Yeah, but don't expect to give any hugs or anything like that, I need to keep my masculinity after running into a forest for alone time after all." Kevin said smugly.

Gwendolyn chuckled a bit then hovered off ground. "Good, Kevin. You've already changed the future just by making that choice, and I have a good feeling that it's a very bright one for you. I'll just need to see it when I get back. C'mon." She slowly flew out the direction she came with Kevin following after her.

"Yeah, time to head back." Kevin said to himself as he walked out of the forest back to the site.

Where Gwen and Ben was at...

"Uh I gotta say, this looks tasty and everything, Grandpa, but are you sure it's not filled with bugs or anything?" Ben said poking his slice of lasagna that Max prepared for all of them.

"Come now, Ben. I know how to cook more than just bugs, you know. Italian food is one my specialties." Grandpa Max said carving a slice for himself.

Frightwig used one of her hair tendrils to poke it and see if it would poke back, then ate it. Julie, Kai, and Gwen were the ones who didn't eat their food with suspicion and ate gratefully.

"If it's one thing Ship can't manufacture it's food. No offense, boy." Julie said calling out to Ship. It barked back still in RV form.

Ben was about to reluctantly take a bite out of his lasagna slice until he looked to the side and noticed Kevin walking towards them with Gwendolyn hovering just behind him. Putting down the fork and getting up he waited for them to get closer, Gwen did the same.

"So...do you..you know..hate me, Kev?" Ben asked awkwardly rubbing the back of his head. Kevin crossed his arms and smirked.

"Hate is a bit of a strong word, Benjie, but don't get me wrong; it will take me awhile to get used

to this without feeling a little mad about losing Gwen, but...you know..." Kevin said awkwardly.

"I know, both of us suck at apologizing like this." Ben said holding out his right hand then grinned and held out his hand too.

"We're good?" Ben asked.

"Yeah, we're good." Kevin said shaking his hand in a friendly way. "But if you try to hug me or anything like that I will pummel you." He added.

Ben simply chuckled and Gwen walked up to them and gave Kevin a friendly hug as a means of saying 'thanks for understanding.'

"Thank you for accepting me and Ben like this, Kev." Gwen said gratefully as she let go and stood by taking Ben's hand in hers.

"Yeah, I'm not gonna say any more cheesy things right now, I feel emasculated enough as it is with the 'running into the forest' thing, besides I think I will find the one for me someday. Hopefully one that's as into cars as I am, maybe two ones for me." Kevin said earning a playful chuckle from Gwen and Ben. Grandpa Max was watching nearby and felt a little more at ease with the future with those three together.

"Okay then, let's hit the road, ladies." Ben called out to them as he and Gwen said their goodbyes to Grandpa Max and took the Vilgax containment NV grenade with them. Gwendolyn decided to come with them for the time being just to make sure nothing else chaotic happens in this time period as well and to make sure the teens get to their own time. She could provide a way to get to their time should the emergency arise, but Ben decided to go help Charmcaster first, to take her out of this time period or at least prevent the magic drain process that left her bitter and miserable in the future.

"Next stop; Charmcaster's mansion." Ben said as Gwen input the directions into Ship's navigational board.

Gwendolyn took a seat near the back along with Kai, Julie, and Frightwig. She spent a few minutes looking out the window at the scenery while the drive went on, Julie was playing with her iPod while Frightwig was watching some television on the wall.

Gwendolyn then looked in Ben's direction and grinned a sultry smile, she got up and approached him, he was standing up in the front with Kevin driving and Gwen looking out the windshield ahead of them.

"Well since we're here back in time, we still have some time to kill and have fun, right?" Ben said looking hopeful.

"Yeah, but we need to be careful not to run into our other selves while we're here. Even though we can return because Gwendolyn is here it doesn't mean we should stay longer than necessary." Gwen advised earning a kiss on the cheek from Ben.

"Still doesn't mean we can't have fun." Ben said kissing down her neck causing her to giggle.

Kevin saw this and sighed. "Get a room you two, it's weird enough seeing you two do that, I don't want to think that both of you will suddenly get in the mood and knock boots right here on the

dashboard."

"Hehe, sorry, Kevin. We'll just use the backroom of the RV right now then, c'mon, Gwen." Ben said gently pulling the laughing Gwen by the hand to take her to the back.

Kevin looked up at the Ship head the protruded from the overhead compartment. "They're gonna do this all throughout the trip, aren't they?"

"Ship ship!"

"I'll take that as a yes, just do me a favor and provide some music for me whenever they do, I want to hear all their lovemaking while I'm driving." Kevin asked and the Ship head nodded and retracted.

Ben was pulling Gwen with him until he softly ran into Gwendolyn who was standing before them with bedroom eyes.

"Aren't you going to invite me too, Ben?" She asked huskily when her eyes lit up slightly bright pink.

Ben's face looked surprised a bit. "Uhh, are you sure? Aren't you married to well...future me?"

"Isn't the same person, Ben? You'll tell me later that you had this awesome experience with hot older version of Gwen in my time, besides, since I'm here and always in love with you the charm effect is making feel a little frisky right now." She explained leaning down a bit to lick the side of his ear seductively.

'Wow..! I wonder how much experience she's garnered over the years...hmmm.' Ben thought smiling at the feel of Gwendolyn feeling sexy with him.

"Uh Gwen?" Ben looked to his side for assurance. She looked indifferent for a moment then smiled in a naughty way. "Technically it's just more of me to love, Ben. Plus she may know a few tricks she can pass on to me."

Gwendolyn moved back up and winked at both of them. "I know a lot of things I've learned over the years with Benjamin. Let's try them out, shall we?" Gwendolyn said walking her way to the back making sure her hips swerved in a sexy way with each step she took.

"Wow." Ben was in awe of her and hypnotically followed suit with Gwen behind him pushing him to go faster. The three of them strode past the girls sitting on the side couch and into the back room the RV had to offer.

Melissa, Julie, and Kai all exchanged looks and when they heard the door close. "No fair, I wanted to join in too." Kai said pouting cutely.

"Maybe it's special this time around, future Gwen and present Gwen double teaming Ben this time around, I think we should let them have this moment to themselves. We can always pay back double fold later." Julie said grinning deviously. Kai got the idea and nodded.

"Can we at least peek in on them? Maybe your RV dog can help us." Frightwig suggested to Julie.

"Hmmm, maybe so, Ship?" Julie called out and a protrusion of Ship's head came out the wall at her



request. "Now that I think about it I think Ben wanted to record these. Ship could you be a dear and digitally record what goes on in that room?" Julie asked sweetly.

"Ship! Ship!" The Ship head retracted back into the wall and in its place there was monitor screen showing Gwendolyn gently pushing Ben down onto the Bed with Gwen at her side.

"Isn't this a little perverted?" Kai asked looking to both of the girls.

"No, it's hot. Besides chances are we can hear them anyway. Let's just enjoy the show." Frightwig said eagerly watching the screen with them.

Inside the room...

Falling softly on the bed Ben laid without his jacket, Gwendolyn winked a sexy wink at him and turned to her younger past self to place two hands on teen Gwen's shoulders and lean in for a deep tongue probing kiss.

Ben instantly felt his pants harden at the sight, it was almost as if Gwen had a sexy older sister from the looks of Gwendolyn's youthful appearance. The older woman rubbed her shoulders slowly and rotated her tongue around Gwen's mouth eliciting a strong moan from the teen.

Technically it wasn't incest, it was rather masturbation considering they're literally the same person with the exception of being years apart, but it was still freakin hot.

The older woman cupped Gwen's face and dove her tongue deeper into Gwen's mouth while Gwen herself placed her hands on her firm busty breasts to rub in circles.

Gwendolyn then opened her eyes slowly and looked towards Ben and his tented pants. She let go of Gwen's mouth with a thin trail of saliva dangling from it. "He's ready now, let me show you something I've learned that will turn him into butter." Gwendolyn said before crawling on the bed on her way to Ben, she stopped just before the top of his jeans and placed her womanly hands at the zipper to pull it open and reveal his erect member standing ready.

Gwendolyn placed her smooth fingers along the shaft to gently massage it causing Ben to breathe hard, she then took her left hand and grabbed his testicles with it so she can softly rub them all around with her other hands stroking his shaft.

She brought her lips to the tip and licked around it in circles while continuing her work with her hands, Ben was lightly clenching the sheets both in pleasure and eagerness, then she really surprised him when she suddenly took his entire length into her mouth.

"Oh Gwen!" He called out reeling his back as he felt the sudden suction of a very hot older woman's warm mouth swallowing his length to the hilt.

Teen Gwen looked on in awe, 'I don't think I could do that deep without practice, but she makes it look easy. How often does she and Ben10K do it in the future?' Gwen thought getting aroused.

Gwendolyn then firmly grabbed down on the sides of Ben's hips and raised her head up to the point where her mouth was barely at the tip and instantly went all the way down again.

'Oh wow...she wasn't kidding..!' Ben thought when Gwendolyn raised her head again and dropped it all the way down again, she swallowed his length in its entirety with each bounce down

repeatedly at a slow pace until she picked up speed.

"Holy cow!"

Gwendolyn's head was bobbing and slamming unbelievably fast making it look like reverse face humping. Ben's hands were clenching the sheets tighter and tighter while she was slamming her mouth down on him faster each time.

"I-I'm close! Gwendolyn!" Ben called out when she made her last drop and used her tongue to swirl around his flesh wildly, within seconds his hips undulated rapidly as he reached orgasm deep inside Gwendolyn's throat. Gobs of gooey semen gushed out of his meat and into the depths of Gwendolyn's mouth, she didn't remove her head or choke, she simply swallowed all of it gulp after gulp until some leaked out of the corners of her mouth.

"Ooohh yeah." Ben finished with one last jerk sending another spurt of cum onto her tongue. Finally Gwendolyn removed her head and made a satisfied taste sound with her mouth, Ben just emptied himself within her throat and she took it all so easily.

"That's some skill." Gwen said in admiration and Gwendolyn looked back at her to say "It takes practice, you'll see soon enough." The mature woman looked back to Ben who was now sweaty with lust in her eyes.

"We're not done yet, sweetie." Gwendolyn said raising her left hand while chanting a new spell Gwen never heard before. Suddenly Gwen's clothes were teleported off her being and laid on the floor along with Gwendolyn's, both redheads were entirely nude causing Ben to get a hard on from looking at the older woman's body. Her bust was at least D-cup easily and her body showed signs of complete physical prowess, she wasn't overly muscular or anything, but it was athletic, curvy, and well defined in nearly every way.

Teen Gwen was fully in the nude as well and crawled onto the bed in the same way Gwendolyn did, both women looking at him like hungry lionesses ready to pounce, Gwen went first and attacked his mouth with hers and Gwendolyn pulled down the rest of his pants down.

Gwen's ravenous tongue swirled around the inside of his mouth the same way her older self did hers, Gwen was a quick learner and picked up on it to use on Ben, his equally fervent return tonguing was the sign of his thanks.

Feeling his boxers slide off next, Ben opened an eye and looked over to Gwendolyn raising herself up over his gradually hardening cock, but first she began chanting another spell.

"Invorgius staminus." Gwendolyn chanted and Ben felt a strange new sensation course throughout his entire body, it wasn't the charm effect of any kind, he just like he could run a hundred miles without exhaustion. His body felt like he had a much higher level of energy in it.

Letting go of Gwen's delicious mouth, Ben looked over to Gwendolyn. "What did you cast on me? I feel incredible!"

"It's a heightened stamina spell, it means you won't be able to get tired anytime soon, which is good in your case because I am going to ride you like a mustang." Gwendolyn said noticing his already rock hard dick standing for attention, she smiled and positioned herself over it.

"Uuaah!" She moaned at the feeling of Ben's teenage manhood sliding into her with ease, yet

somehow she still felt tight.

Gwen didn't want to feel left out of the action and decided to place her fresh glistening womanhood over Ben's mouth, Ben immediately went to town on it with his tongue diving up and swirling around.

Gwen bucked her knees feeling weak to his ravaging tongue inside her, but before anything else, Gwendolyn began.

She heavily swayed her hips forward and backwards with great suction force, if Ben could say something it would be a loud strangled moan, then she placed her hands on his torso and continued swaying back and forth over and again. Gwen was feeling lightheaded due to Ben giving her a good 'eating out', and Ben himself was feeling like he was burst any second with Gwendolyn swaying her hips forward and backwards on him. She picked up speed and swayed her hips harder and harder. The feel of a warm slightly mature snatch swishing in one direction with his member inside was making him more sensitive to it all, she continued rocking her hips at a fast pace and leaned in to capture her younger self's mouth with her own.

Two tongues of Gwens were interlocking and slurping over each other with one female occasion sucking in the tongue of other with gusto.

Ben licked the surface of Gwen's lips and alternating with diving his tongue in to rotate it in swirls causing her thighs to tighten around his head. Gwendolyn was making him closer with each rocking sway of her hips and then she rotated her hips in a very slow flesh constricting way which caused Ben to yell his climax underneath Gwen.

They couldn't hear him but it sounded like he was yelling their name and shouting 'I love you' over and over again while his hips spasmed repeatedly.

Gwendolyn ceased her rotation and came to her climax as well causing her pussy muscles to squeeze on Ben's already cumming member, her mature womb began filling up large amounts youthful spunk and Ben's cock didn't stop spurting cum for another fifteen seconds.

Needless to say teen Gwen also came to her climax as well and squirted her juices onto his mouth, Both girls slumped off and laid beside him in satisfied bliss, however he wasn't done yet.

"You didn't give me a stamina spell just for that one 'session', did you?" Ben said smirking as he got on top of Gwendolyn missionary style.

"Glad you caught on, but it's the other me's turn now. You can suck these while you're doing her." Gwendolyn said grabbing her busty breasts which made Ben hungry. He looked over to teen Gwen who was laying spread eagled waiting for him with her legs wide open for invitation.

"Learn enough, cutie?" Ben asked confidently.

"I'm not done learning yet, Ben. Let's practice some more." She beckoned with her right finger and he wasted no time in getting on top of her and sliding his still hard manhood into her wet teenage snatch.

Gwendolyn sat over teen Gwen's face and placed her cum filled pussy over her mouth.

"Let's begin learning then." she said as Ben began thrusting into teen Gwen while she dipped her

tongue into Gwendolyn's cunt and lick out gobs of cum to swallow.

Grunting hard and thrusting fast Ben pounded away at the redhead's pussy with her legs wrapped around his back, the sticky wet feeling he was getting from repeatedly penetrating her was getting close, but the sight of teen Gwen lapping away at Gwendolyn's pussy with sperm covered lips was getting him even closer than that. He took the liberty of taking Gwendolyn's left tit into her mouth to suck and savor the nipple while rubbing and squeezing the other breast. So the three continued in unison with each getting closer and closer to triple climax.

After eight more minutes of this Ben felt himself let loose another helping of semen into his cousin's fleshy passage, his hips jerked back and forth spastically while cumming inside teen Gwen once again. The ladies again reached their orgasms a second time with Gwendolyn squirting cum juices onto teen Gwen's face.

Ben retracted his member from Gwen's pussy and laid down next to them, Gwendolyn however raised her body up and looked at the two of them laying together. "We're not done yet, the stamina spell will last you awhile, let's make the most of it." Ben smiled at her. "Yeah lets."

And so the three went for several more rounds of incestuous love making where Ben came inside teen Gwen at least eight times and into mature Gwendolyn nine times. After that the stamina spell wore out leaving three very exhausted individuals on the bed laying together in love and happiness.

Later on....

Somewhere in a very dark and mystique two story mansion was a silver haired witch looking into the bathroom mirror in silent rage, she was wrapped in a towel inside her bathroom about to take a hot and much needed shower. Lately she had been getting emails from an unknown correspondent that says he has a job for her, she can only assume it was another villain looking for hired help, but she barely cared despite that she agreed.

'Magic poisoning is getting worse, in a matter of weeks or months I'll be dead, unless uncle Hex performs the rite to drain out the excess amounts. I don't think he'll decide to do it unless I pledge undying loyalty or some crap like that. Sigh, where did it all go wrong?' Charmcaster thought to herself as she stared into the mirror looking at her own pink pupils in her eyes.

Letting the water run and the hot water steam build up, she removed her towel and stepped in, feeling the warm liquid splash her skin put her a little at ease, but she still felt scared about the ritual coming up.

She sensed something with her magic ability and tensed up, quickly pulling the curtain aside she saw a teenage boy wearing a green jacket and blue jeans leaning against her wall looking at her with a gentle smile.

"Hey Charmcaster, good to see you again, I miss the old look." Ben said in a friendly way.

End of chapter Ten

## Timeless Lust part Five( OS Charmcaster, Turbine)

Ben's Girls

Chapter Eleven: Timeless lust( Part Five)

By Azure

Pink colored pupils were wide with surprise, the eyes of this spell casting young woman were wide with speechless surprise and her face held a startled look to boot. Right here in her own personal washroom was a vaguely familiar teenage boy wearing a green jacket, a confident look, and an annoyingly friendly face that was about to feel pain.

"What the hell are you doing in my bathroom?" Charmcaster yelled with a peeved look and red tint on her cheeks from the invasion of privacy. She immediately thought this guy was a peeping tom, but the solid question of how he managed to slip her home's magical barrier was also in mind. "Veetas aqua tej!" She chanted out quickly causing her left hand to glow pink as well as the shower nozzle and sink faucet.

'Uh oh.' Ben thought when the two bathroom accommodations magically expanded to the length of snakes and turned his way to unleash multiple blade shaped jets of water.

Ben the quickly rolled out to the side narrowly avoiding the attacks, the aqua jets hit the wall behind him causing it to ice up.

"Uh is it the wrong time to say I just want to talk?" Ben asked receiving a blast of ice cold water in his face causing him to stumble back into her bedroom.

The water stopped and Ben wiped his face with his arm then noticed he was surrounded by Charmcaster's ever so familiar 'Golem hounds', there were five of them positioned all around him ready to strike. They didn't attack unless ordered to, Ben looked to the doorway to see Charmcaster stepping out of the bathroom wearing nothing but a towel wrapped around her body. Ben almost felt a nosebleed and an erection from the sight of this sexier and more womanly version of Charmcaster walking out wearing a towel.

"I don't know who you are, but I know for certain you won't live past this night." She said glaring and raised her left arm up ready to snap her fingers and give the order for her 'dogs' to attack.

'Jeez villain girls are ruthless, maybe I can get through to her first.' Ben thought before speaking out. "I know about the ritual of de-powering your magic poisoning condition."

She froze, a bit too stunned to speak she lowered her arm and looked suspiciously at him. "Oh? And would you know about that?" She asked more roughly.

"Because I've seen what happens to you when it's done by your uncle, who by the way doesn't put a lot effort into it, and the end result is a physically and magically weaker." He explained boldly. The golem dogs kept growling yet stayed where they were.

CC now cocked an eyebrow at this all knowing intruder. 'How..? No one should know about that except for me and uncle Hex! Just who is this guy?' She thought stressed and noticed the watched just barely peaking out of his sleeve. It contained the Omnitrix symbol, a sign she was well familiar with, suddenly her eyes widened as the gears of her mind clicked into place.

"It can't be...!" She observed some more and recognized the resemblance, even the watch was nearly the same aside from the redesign it had. "You're that bratty kid with the Omnitrix!"

"Guilty?" Ben said nervously grinning, she looked deadpanned and wondered if she should sick her golem dogs on him and rip him to pieces, but her curiosity got the better of her instead.

"I gather you must a future version of that kid, but just how do you know about my condition? Better be honest or I'll sick them on you." She said gesturing to her pooches.

"Okay, fair enough." Ben said getting himself up to stand. "Simple: in the future you place this 'charm effect' on me after...ahem...seducing me..and then you had a at-"

"Wait a minute! I seduce you?" She looked a bit red in the face and seemed a bit flustered, she eyed him and admitted he wasn't bad on the eyes, but to go so far as to seduce a well known enemy was farfetched at best. "Pft, just tell me the rest. I'll decide if I want to believe you."

Ben scratched the back of his head and continued. "Like I was saying, you had a talk with Gwen and she told me that your uncle botched the ritual carelessly, it caused you to lose your original appearance and look small, skinnier, and younger than you really were. You were miserable, angrier, and unhappy. I've come here to change that, for you." Ben said sympathetically and heavily emphasizing the last part.

CC had a slightly perplexed look on her face and looked at him suspiciously, she looked like she didn't fully believe it, but she felt it was the truth.

She didn't know what to do with this boy, what was she to do if it were all true? That he's from the future where she and him apparently 'knocked boots' and that he's here to help her by warning her of her magic poisoning treatment.

"Explain to me why I shouldn't ju-" Charmcaster started speaking until Ben cut her off in the most unexpected and surprising way possible: with a deep sudden kiss to the lips. The boy unexpectedly approached her in mid sentence and locked lips with hers, Charmcaster was completely taken off guard completely, but some bizarre force compelled her to keep it going. Even the golem dogs had their already opened jaws dropped more at the sight.

"This..feeling...it's familiar...It's..I know what this is!" She thought with bliss overtaking her senses and body, the charm effect was being directed at her for a change and a pink glow in her eyes shone bright. She may have been the one to invent it, but even the silver haired sorceress wasn't immune to it's effects, and now she was feeling it tenfold.

Ben let go of the kiss slowly looking into her dazed pink eyes, the glow seemed to look stronger in them then Ben had ever seen, that could only mean thing: the effect is much much stronger in her now at the moment.

Charmcaster Grabbed him by the shirt and threw him gently to her bed, the look of predatory lust clearly seen in her eyes, with a sexy smirk she placed her hands at the top of her towel and slowly pulled it open.

'She's beautiful, I know I've seen her naked before, but this takes the cake! She's bigger and curvier and wet from her shower!' Ben thought in contained sexual excitement as Charmcaster revealed her bare self in all her moist skin glory. Her body was that of a youthful slightly older woman in all its elegance, her breasts were bigger now than her future self, her silver trimmed pubes still remained and her voluptuous smooth legs were all it took for Ben to get hard in an instant.

"You're beautiful." He said causing her to smile sweetly.

"I have a feeling you said that before, don't ask me how I know, but I'm quite familiar with the magic you inflicted on me. Let's save that for later, I want to enjoy this." She said letting the lust magic overtake her nearly entirely. Since she was magically endowed to begin with, the charm effect affected her more than anyone else.

She snapped her fingers causing her golem hounds to deactivate and go to sleep while she seductively crawled onto the bed on her way to him. Her hair was wet like the rest of her body and without it bound in a ponytail she looked sexier with her hair out.

Reaching him and pulling the infatuated teen boy into another deep tongue delving kiss Charmcaster was on top of him in the nude, her right hand slipped under his shirt to feel his chest and then slid down to his pants to unbutton it.

With a click his pants came undone, she pulled the zipper down and impatiently slid her hand underneath his boxers to feel his manhood. The smooth cool feel of her elegant hands caressing his member sent shivers up his spine, she continued sucking along his lips and not once breaking their make out.

Ben honestly wanted to pull up his shirt and everything else just to feel her gorgeous nude body all over his, but he felt there wasn't much time for it, especially with her eagerness and the slim chance that Hex could barge in.

With a tug her hand pulled down his pants all the way to his thighs so his penis could spring out ready to dive. She gently broke the kiss and licked her lips hungrily at him then gave the same look to his manhood.

Wasting no time at all she moved herself so that her position was in reverse while straddling him, her lower body was above his erect member ready to land and with a gentle drop she lowered her body so that she was slowly being penetrated. She bit her lips and Ben realized that this her first time once more, he forgot all about taking her virginity in the future and now she was enduring the pain again.

'I hope it doesn't hurt her too much again.' He thought concerned while also feeling bliss from feeling her smooth womanhood gradually engulfed his cock slowly causing pain to her when her hymen was being penetrated, then with a final shove she slid herself entirely onto it.

"Aaah!" She stifled herself a bit, but yelped in pain regardless. Ben wanted to comfort her by kissing her, but the magic pleasure of the charm effect was diluting her pain and she began her intercourse with him.

Charmcaster began shifting her hips back and forth in reverse cowgirl position, Ben grit his teeth with the pleasure she was giving him, this was certainly different than when Charmcaster screwed him the first time. He grabbed onto her hips as she sped up her rocking, the feel of her moist fleshy

passage taking his dick for a ride was intense on the level of pleasure.

She grunted and rocked her hips harder causing the bed to creak and shake, he got a good look at her supple buttocks swaying back and forth in his view and it made him closer to letting loose, but Ben had more endurance than before due to his continuous romps with the girls.

"Hah hah huh!" She breathed hard and her body was becoming sweaty, her rocking hips now started bouncing frantically on top of him, the feeling of being repeatedly penetrated was getting her closer as well.

The charm effect made both of them more sensitive to the pleasure, it was even making her more energetic, it was obvious with the girl bouncing up and down on his meat even more aggressively.

"Huh! I'm close! I'm almost there..!" She panted feeling Ben tighten his muscles and squeeze his grip on her hips.

"Caroline!" Ben moaned out her real name as they both came to a euphoric climax, his hips jerked rapidly with his meat still inside her as her vaginal muscles clenched tightly at the same time. Ben grit his teeth and felt numerous spurts of his sperm shoot out into her very being.

"Yes! Yes!" She felt her hips undulate wildly as her orgasm continued while feeling her womanly insides fill up with cum.

The vigor in her body died down a bit as her orgasm concluded and after she felt a couple more shots of Ben's semen shoot into her his orgasm finished too. She panted exhausted, but then she removed herself from him and crawled up next to him while laying some kisses along his neck.

"Wow." Ben panted and felt her right ankle brush up against his exposed flesh playfully.

"Yeah, that was great, but I'm not done yet." Charmcaster said smiling deviously as she crawled her way back to the foot of the bed. She gave him a sexy wink as she placed herself in a position where only her rear was sticking up in a ready position. Her head laid against her bed along with her breasts, but her ass wriggled in the air eagerly awaiting Ben.

"More, green boy. I'm up for one more round, are you?" She asked with a smile clear on her lips and a pink glow remaining in her eyes.

Ben looked amazed at her capacity, maybe the spell enhanced her sexual stamina, but he was a little too tired to continue since he had done it with Gwen and Gwendolyn right before coming her.

"I think I'm spent, besides I don't think we have much time. Your uncle could come in soon and-" Ben was interrupted when she chanted a few words and aimed her glowing left hand at him.

"Vigoriasa staminas." She uttered and he felt his fatigue and exhaustion fade away instantly.

'Wow, I'm not tired anymore, that's great and all but I hope she's not planning to do this all night long. Hex could-' He stopped in mid thought when the sight of her curvy hips and cum dripping pussy stood up in the air waiting for him. He felt his sexual urge rise once again.

Almost hypnotically Ben got up and brought himself to her rear, his penis was hard again probably because of the spell she cast and Ben placed his hands on her buttocks next. The pink glow visible in her eye and his as well, Ben held his cock and positioned it at the entrance of her wet snatch,



with a gentle push he shoved his meat into her causing Charmcaster to moan on contact.

Feeling the squeeze of her wet fleshy passage surround his member Ben was feeling the bliss of screwing her the second time in a row, his hips started shifting back and forth making his penis rapidly dive into her over and over again.

"Oh god Ben! Unngh!" Her face was down on the bed with her hands clenching the sheets, the spell she put on him would only be good for another round, they were only human after all, but something unexpected happened during Ben's frenzied thrusts.

She felt a magic wave come over that emanated from Ben's charm effect, suddenly she was seeing images in her head of the future version of herself coming across Ben in the gym. The images changed one after another each showing this version of CC seducing him and placing the high level spell on him afterwards. After that she saw other images of other girls, one all too familiar redhead, an Asian girl she didn't know, another unknown girl wearing a red jacket, a blue alien girl, a native American girl with glasses, and several more. Suddenly it all made sense to her, the truth came from her magic aura connecting with his, or at least the spell anyway. She saw who was taken in by the effect and taken to loving the boy, she understood everything now.

After a few more minutes she undulated her hips to coincide with Ben's hips twitching wildly, her orgasm came once again causing her to moan loudly again while Ben blasted more streams of thick creamy sperm into the depths of her pussy.

He grit his teeth as he shot several more spurts of his essence into her and finally collapsed onto the bed. CC was about to collapse as well, but crawled up to him to lay next to him when she did. Both were panting, both of their bodies were sweaty even though only one was actually nude.

"So...huff huff...do you believe me now? By the way you're very wild when you want to be." He said grinning. She rubbed her fingers along his chest in circles before answering.

"I think we should get out of her before Uncle Hex notices something." She suggested urgently as she raised her head to meet his look.

"Wow already? I figured it would take longer to convince you." Ben said surprised.

"I saw your memories through that charm effect of yours, I don't know how it happened, but my magic interacted with the magic endowed on you during our second time. I saw the images of the other me as well as all the girls you're adding to your little dream boat of sex." She said looking deadpanned at the last part.

Ben blushed a bit when she put it like that.

"If you were told that the ritual was done wrong then I assume you have a way of doing it right." She said in a contemplative tone.

"Well, I haven't figured that part out yet, I kind of figured Gwen could help out with that, she's really good at all this magic stuff." Ben said. She glared a bit then sighed.

"I'd rather let the magic poisoning do me in then ask for help from that redheaded little thief, but... seeing as how there is no other way out of this then I'll go for it. Besides, I'm interested in what the other me started with you." Charmcaster said looking lusty with that last part of the sentence.

"Very interested."

Ben gulped and leaned in for a kiss which she eagerly returned. She had agreed, that was one part of the plan complete, but now the problem was to do the ritual the correct way. Another thought on his mind was that what would happen when he takes her to the future, will the original CC that seduced simply fade away or cosmically joined with her past self? It worried him, part of him thought nothing would happen and that there might be two Charmcasters and another part thought that after the ritual that she should stay in the past away from her uncle.

"Well then, let's get out of her." Ben said firmly as they got up off the bed, Charmcaster quickly went to her closet to bring out her usual sorcery attire: The dark violet tights with a pink trench coat emblazoned with heart symbols. She tied her hair into a ponytail and grabbed her 'bag of tricks', Ben once again saw the beautiful sorceress of his childhood right there ready to go with him. He honestly loved Charmcaster as much as he loved all the girls, especially Gwen, but he hoped the same CC he knew in the future wouldn't vanish forever or anything like that.

"We should be able to escape through the barrier uncle Hex put up, I'm not sure how you got through in the first place, but it shouldn't be a problem escaping regardless." Charmcaster explained as she flicked her wrist to summon a duffel bag from her closet and magically levitate all her clothes and other things into it. She placed a lot of things into it and the bag didn't even seem to get big or stuffed.

"I might ask you to show me how you do that later." Ben said impressed by the display.

"Later, let's get out of here first. It looks like goodbye for this place and I say good riddance." She said holding her bag and looking back at her dwelling with contempt.

"That would be a fool's errand and I don't suffer fools lightly." A booming voice sounded into the room. Ben and Charmcaster immediately recognized it as Hex.

"Crap! He's up from his meditation already!" She said somewhat panicked.

In the middle of the room came a red flash of light and Hex appeared wielding his staff menacingly. He looked the same as he ever did but as Ben can recall he was age reversed during this summer at their last encounter. Magic worked out well for him apparently.

"You dare trespass onto my domain and attempt to steal my niece away? I don't recall who you might be, stranger, but those who attempt to defy me shall suffer for their foolishness." Hex said aiming his staff at the two.

"Show time, boys!" Charmcaster quickly reactivated her golem hounds and commanded them to attack Hex.

Each of them growled like actual dogs and leaped at the wizard all at once.

"Pathetic." His staff shone at the tip and he shot multiple blasts of yellow magic energy at the golems effectively destroying them.

Charmcaster then tossed a couple of magic grenades at him next, but Hex whirled his staff and created a shield of red energy around himself to shield from the blasts.

"Your magic isn't as powerful as mine, girl." Hex said smugly, then a green flash shone nearby and Hex turned to see that the boy disappeared leaving a short grey alien in his place.

"How about technology then, wise guy?" Echo-echo said in it's stereophonic voice as it multiplied into five separate duplicates of itself.

"What's this? Alien technology similar to the Omnitrix? It makes no difference to me, boy, whatever form you take I can handle!" Hex said pointing his staff to fire more blasts, but Echo-echo beat him to the punch by using their own special attack.

All five opened their silicon mouths and shouted in unison sending an intense shockwave of sound at an unsuspecting Hex.

"Oomph!" Hex slammed into the wall behind him with great force, but got up quickly enough to send multiple blasts of energy at the little aliens.

"Scatter!" one of them commanded making them all spread out away from the blasts and to confuse Hex with targeting.

Each Echo-echo bounces around the place to where Hex couldn't get a clear shot at any of them, but he forgot that Charmcaster was still in the game.

"Multitismo des lumines!" She chanted aiming her right hand to fire a small barrage of violet energy bullets at Hex.

He raised a shield up in time to reflect the attack harmlessly to the side, but what he didn't know was that a little grey alien just now landed on his back like it was piggyback ride.

"Want to hear a secret?" The little echo-echo said right before hollering a loud sound wave right into his face.

"Aaaagggghh! Get off me!" Hex struggled to get him off his back until he saw three other Echo-echos and Charmcaster in front of him ready to attack.

"Oh no."

"Amplificados!" Charmcaster chanted causing the Echo-echos to glow when they all at once unleashed another shocking sound wave. The Echo-echo that was on Hex's back jumped off in time before the attack and boy did that sound wave hit home.

Crashing sounds could be heard from far away as Hex was blown through the wall by the enhanced shockwave of three little aliens plus his niece.

One of the Echo-echos went over to see if Hex was out could or not, he nodded and went back to the others to change back into Ben again.

Ben whistled. "He'll be out for awhile, those sound waves can be intense when the need arises." Ben said looking at an unconscious Hex lying on the floor of the room on the other side of the wall.

"We make a good team." Ben said smiling warmly at her. She didn't smile back, just smirked and took his hand to lead him out the window.

"We do, in more than just one thing too." She said patting his butt on the way out. "Nice butt by

the way."

Ben blushed, in spite of everything else he could still be embarrassed when a girl complimented his buttocks.

The two jumped out the window to safely land in a mana cushion, courtesy of Gwen, Charmcaster wasn't sure what the future held for her, but she knew full well that this was a change for the better.

"Good riddance." She said taking one last look at the mansion her uncle owned and walked off with a smile on her face as she walked hand in hand with Ben on their way to the Rustbucket2.

The next morning....

Getting up from the shared bed, Gwen and Kai arose from it to see that it was morning time, time to wake up and get ready for the new day in this time period.

She was partially clothed and so was Kai, both girls slept in slightly stripped wear alongside Ben and his newest addition to the 'team', Original Charmcaster, Gwen was actually pleased to have her on board. Her future self may have been the one start this new path for Ben and the girls, but after hearing story of ruin Gwen came to feel sympathy for her. So having this past version of her here could mean that Gwen will be able to help her undo the magic overflow poisoning she was induced with, that way she wouldn't end up physically and spiritually screwed over from her uncle's carelessness.

Laying on the bed with them was Julie, Charmcaster, Frightwig, Gwendolyn, and of course Ben in the middle of it all. She smiled sweetly and placed a kiss on his lips, he was passed out since having his double round with Charmcaster the night before, so Gwen carefully tiptoed out of bed into the outer area with Kai.

"Some night." Kai said stretching her arms in her tight white tank top. She adjusted her glasses and walked into the clearing to the mini-kitchen area to grab something from the fridge.

"Yeah, it's a shame Ben was tired, I think another group session with you, me, Julie, and Melissa would've been a fun idea. I don't want him to suffer any kind of trauma though." Gwen said taking a sip from her water bottle. Up ahead Kevin was sleeping on a comfy bed shaped extension of the ship nearby the sitting area. He was snoring loudly and thankfully Ship was awake enough to do the driving on the road.

"Yeah, we don't want to wear out that sex drive of his, or his wang for that matter." Kai said looking in a mirror to adjust her hair.

Out of the bedroom area came Julie, Frightwig, and Gwendolyn, all stretching and yawning their grogginess away. They pretty much all wore their regular clothes with the exceptions of some of them removed, but they all slept together in comfort around Ben who unfortunately was too tired to do anything with them last night.

"Hmm? It looks like we're out of food, we're going to have to make a stop at a gas station to get some." Julie said analyzing the barren food cabinet and fridge.

"I don't suppose you could magically materialize some food, could ya?" Frightwig asked Gwendolyn while taking a seat on the side couch.

Gwendolyn shook her head. "Unfortunately no, magic can't produce food for some reason, besides if I tried to it would only come out tasteless. Literally." She said magically rematerializing her clothes entirely.

"It would be good to get out of the RV every now and then anyway." Gwen said combing her hair.

Charmcaster now exited the bedroom with tired eyes and dressed only her bare white undergarments. They were lacy lingerie she likes to wear whenever she goes to sleep and she sure went to sleep satisfied last night after making it with Ben twice.

"Do we have any coffee? I could sure use some." She yawned asking. Each of the girls shook their heads no. She shrugged and took a seat down next to Frightwig.

"Is it me or is it getting cramped in here?" Kai commented looking around.

"It is, Ship is big in this form, but there are more of us now. I think he can shape shift to make himself a double story RV." Julie suggested looking around.

Gwen nodded. "Yeah, though we may have to stop by a lake somewhere so Ship can refill on water, we're running out and we may not be able to shower in a day or two."

"You won't be here that much longer, besides I remember Ben going four days without one before." Gwendolyn joked looking back at the still sleeping Ben.

"Hmmm, looks like he'll be out of it for awhile, I wonder what got him so drained." Frightwig wondered.

"Me. Twice and involving a stamina spell." Charmcaster said smiling to herself and looking pleased.

Gwen pouted. "That figures, me and future me just used a similar spell on him less than a day ago."

"So yeah, he may have to rest easy for awhile." Kai said putting on her shoes.

Julie looked out the window and noticed a diner and a gas station next to each other coming up.

"Ohh there's a diner up ahead. Ship?" Julie called out.

The machine organic head of Ship came out of the wall again. "Ship?"

"Could you take us down the diner, boy? We need to restock on food and supplies. Also we need to stretch our legs a bit." Julie said sweetly.

"Ship. Ship ship ship." It responded going back into it's wall.

"What'd he say?" Gwen asked putting on her clothes and shoes.

"He said he was getting tired too and felt the rest stop was the best idea." Julie explained getting up.

"All he said was three words and you understood all that?" Frightwig asked. Julie nodded as the RV made a slow turn and came to a stop.

Kevin stirred awake and looked around wondering why the movement ceased. "Well are we there yet? Wherever it is we're going." He said groggily getting up.

"We're at a diner/gas station for a rest stop. Care to get off the RV with us?" Gwen asked as the rest of the girls fully prepared themselves for walking outside.

Kevin nodded and yawned, he looked back at the sleeping Ben before moving. "What about Hugh Hefner over there? Is he going to stay in bed all day?" "He's kinda worn out, thanks to somebody." Gwendolyn said gesturing to Charmcaster who stuck her tongue out.

"Well I'm up for some eggs and bacon, let's go. If I'm lucky maybe there's an autoshop around here, I've been looking for something along the lines of decoration for my ride back home." Kevin said opening the door to let him and the girls out. While they headed inside the diner to eat, except for Kevin who went to the mechanic's garage, the ladies ordered up some food and went to breakfast. Some people couldn't keep their eyes off them, either in perverted or curious cases.

Meanwhile a raven haired woman stepped out of the garage and noticed the black and green high tech RV and smiled deviously.

She had a slightly muscular build with a curvy and attractive body, wore a pair of cut off jean shorts and a tight black long sleeve underneath her tied white shirt. Her eyes were green and her medium length black hair reached her shoulders, she wore a tool belt used for taking apart vehicles which was her favorite past time. Her given name was Turbine and she looked at the Rustbucket2 like it was a prize.

"My my, would you look at that? That's an awfully nice RV right there and no one seems to be watching it, hmm. Better make this quick. Boss and Road rage are going to like this." She said to herself before quickly looking around to make sure no one was watching. She quickly walked up to the side of the Rustbucket2 and opened the door, after taking a quick peek inside she gathered there was no one occupying it, so she got in and shut the door.

She whistled impressed at what she saw. "Almost looks futuristic, shame to the owner for letting their guard down." She said in her usual country accent. Wasting no time she got into the driver's seat and pressed whatever she thought the key buttons were for turning on. With luck ship was sleep, even in this form all his functions were still operational and that was good news to the thieving car jacker.

"Gotcha." She said in delight as the engine came online with Ship himself still sleeping and drove out of the gas station area onto the road.

From inside the diner Kevin looked out the window twice frantically when noticing the RV moving on it's own.

"Hey!" He scrambled out of the diner to see it taking off and wondered what the heck was going on.

"What the hell?" Frightwig asked frustrated as she and the other girls ran out to see.

"Did Ben just drive off or did Ship just go crazy?" Kai asked looking stunned.

"More likely we've just been car jacked. I thought I saw some shady looking people at the garage."

Kevin said stressed and angry.

"Do they know Ben is inside?" Gwen wondered.

"Probably not otherwise they would've tossed his sleeping but out onto the pavement." Kevin added.

"Well what's the plan?" Charmcaster asked with her arms crossed.

"We wait." Gwendolyn responded looking nonchalant.

Everyone looked at her like she was joking or crazy. "We what?"

"We wait." She said again and continued. "If they don't know Ben is in there then we simply wait for him to wake up, go alien and beat up the thief, and wait for it to turn around for here."

"Uhh, what if he doesn't wake up? The guy sleeps like a log." Frightwig asked.

"Have faith. I know these things." Gwendolyn said going back inside to finish her coffee.

"Ookay, well seeing as how we don't have a way to catch up to it anyway..." Kai said until she saw Kevin making a dash around the corner to where a motor cycle was at. He got on and used his powers on it to make it start up.

"No one steals from me, buddy! I'm going to kick their butt before Ben does. I don't like people stealing from me." Kevin said taking off on the stolen motor cycle he was planning on giving back.

The owner ran out of the garage screaming her head off. "Give that back, you freaking jerk!"

The girls was a little speechless at the scene, apparently Kevin isn't the type to wait around and Gwendolyn seemed confident things would work out. Sighing to herself Gwen felt she had to listen to her future self and let Ben and/or Kevin handle things from here.

"Well I guess let's go inside and wait it out then. Maybe we should just trust future Gwen then." Gwen said shrugging and continued to wait outside with the girls before going back in.

With the Rustbucket2...

"Ooohh. Hmmm?" Ben slowly awoke to find that the bed was empty and slowly got up to stretch his body.

"Boy does that stamina spell really do a number on you, I'm not sure I want the girls to do that on me again next time around." He said to himself as he got up and left the make shift bedroom.

"Everyone?" He asked noticing no one was here while the RV was moving. "What's going on? Ship?" He called out and received electronic snoring sounds from the wall's speakers. "Where is- wait are we being car jacked?" Ben was now fully awake and scrambled to the windows to see the scenery passing by and looked up ahead at the driver's seat to see someone he didn't recognize. 'Yep, we're being carjacked. The girls and Kevin must've got off somewhere and apparently someone like this RV enough to steal it. Okay, it's butt kicking time." He muttered as he stepped his way up to the driver's seat.

"Huh? What the hell? There was someone in here?" Turbine said noticing Ben's appearance in outrage.

"Yeah and this RV isn't yours. Pull to a stop right now before someone gets hurt!"

"Fat chance, kiddo! If you try to stop me while I'm behind the wheel then I'll crash to the side making sure you don't get to try." She said arrogantly while Ben smirked.

"Think so, huh? Ship!" Be called out.

"Ship..? Ship..." The interior responded leaving the woman confused.

"Shut down the RV entirely and lock this lady out." Ben commanded receiving another groggy response in electrical voice.

Suddenly the brakes were put to motion causing the RV to stop almost instantly causing the two to stumble quite a bit.

"Whoah!" Ben tried to regain his footing but stumbled forward about to crash into the said woman.

"Oomph!" Both stumbled into each other in the most unexpected way possible.

'What....did I just do?' Ben thought in sheer shock as the stop caused him to land on top of her with his lips on hers and his hands on her breasts.

It was awkward silence for a moment until Turbine blushed furiously and glared angrily as she shoved him off.

"You little pervert!" She was furious and embarrassed as she reached for her overly large wrench to use as a melee weapon. "I don't care if I don't get this RV, what I want is to bash your perverted brains in now!"

Ben wasn't scared, he was surprised, but not scared when he was about to counter act using the martial arts moves Gwen told him to practice. He didn't need an alien for one person, but she didn't attack however.

'Huh? No wait! Don't tell me..!' Ben thought jumping to conclusions when he saw the woman put down the wrench and slowly unbutton her white shirt. The pink glow was in her eyes as well signifying the charm affect took a hold of her pheromones.

'Oh come on! I thought it was supposed to only be with girls I know. Why this wo-" Ben was interrupted from his thoughts when the mature woman grabbed him by his head and shoved her tongue into his mouth. "Hmmm!"

Ben felt the invading tongue of this much older woman who appeared to be in her late twenties at the most and receded into the spell since it was affecting him now too for some reason.

She was forceful and aggressive, especially when she grabbed his hands to place them on her buttocks while she took his head with her own hands to deepen the tongue swirling kiss.

'This-this isn't so bad. Not my first time with an older woman either.' Ben thought as his mind was once again overtaken by nirvana. He felt the warm strong tongue slither all over his own tongue



while the woman rubbed his crotch through his jeans, Ben himself absentmindedly unbuttoned her jean shorts to let them fall to her ankles. She was only wearing red panties and soon those came off next.

She let go of the kiss and laid down sprawled on the bed couch from earlier, Ben got a good view of her exposed moist vagina in all its glory, he felt really hard now. Aside from Gwendolyn he never see another older woman's snatch before, Turbine then grabbed her own black tight long sleeve and peeled it up over her C-cup breasts. She wasn't wearing bra and left her shirt on just barely over her breasts.

"I don't know what you did to me, kiddo, but I sure like it. Keep your lousy RV and hurry up and give me some sugah." She said with beckoning finger.

Ben once again felt compelled to follow through with the charm's lusty side effects and he unzipped his jeans to let them fall to the floor as well. He leaned down and got between her legs, she wrapped her arms around him to engage in a deep loving kiss while Ben prodded his member at her entrance.

With a shove he felt the inside of this raven haired beauty around his manhood.

"Oh yes!" She gasped wrapping her legs entirely around his back.

'When girls do that it makes it much more enjoyable yet makes me want to blow my load faster too.' Ben thought feeling the pleasure of being inside her while her soft legs kept him in.

'Wow, she's no virgin, but she's still a tight squeeze.' He thought placing his mouth on her left breasts and began sucking on it while rubbing the other. She moaned her appreciation while Ben's hips went into motion and started rising and falling in succession.

His dick came sliding out to the tip and came slamming back down again, his thrusts were getting faster and stronger while he was tasting the older woman's breasts and sucking the nipple for all its worth.

"Damn, boy! Keep going!" She said outloud while Ben kept pounding into her rapidly. "Faster!"

He complied with his eyes glowing a pink glow, his hips slid into her wet vulva faster and faster, again and again his sensitive flesh was engulfed in the wet flesh cavern of his lady and both were enjoying it greatly.

After a few moments she clenched him tightly with her hands on his back and legs tightened their hold on him after she came to a screaming orgasm.

"Oohhh I'm cumming!" She hollered out while Ben felt the constriction of her legs and her pussy at the same time, it was too much for him so he came as well. His hips jerked and his cock twitched shooting out multiple shots of sperm cream into her this older woman's womb.

"Oh..! I'm cuming!" Ben shouted feeling his cock jerk more sending more shots of cum into her suctioning womanhood.

After emptying his sack, he collapsed onto her with his meat still inside.

Both were breathing hard and Turbine had a satisfied smile on her face. "That was exquisite, boy,

let me repay you a small favor, but I need to know if you still aim to turn me in."

Ben thought about it for a moment, he wouldn't feel right turning this woman into the police right after doing this with her, and he had been showing a softer side to villainesses lately. Why not.

"No, I'm gonna do that, but I hope you don't try this again on anyone else."

"I dunno, I need to make my money somehow, but I wouldn't try another hijacking another vehicle for awhile unless you're accidentally on it again." She said flirting and giving him a wink. "Here, let me do something for ya."

They got into a position where Ben was leaning against the wall and Turbine was on her knees still unclothed, her ungloved hands grabbed Ben's cock and started jacking him off until he gets hard again. Her fingers were sliding up and down along his shaft repeatedly and little by little Ben was getting hard again. His penis was getting harder with each stroke and when it was stiff enough Turbine placed her hands on either side of his hips and engulfed his cock entirely.

"Oh wow!" Ben gasped feeling the wet passage of her throat, he was amazed how deep she can go and following his urges, he grabbed her head with both hands. He started thrusting his hips into her mouth like it was another pussy. Turbine didn't expect this but allowed it, Ben was face screwing her, his hips thrust faster each time into her throat and Turbine took it like a champ.

Wet loud slurping sounds were being made loud and clear as the teen boy continued shoving his meat down the throat of this mature raven haired woman, her green eyes were hypnotic, and her accent certainly made her out to sound aggressive.

Each time Ben could feel the moist flesh of her tongue and mouth sucking in all of it while he pounded away, after a few more minutes of this Ben felt himself coming to a close.

"I-I'm cumming! Do you want me to pull out?" He breathed hard and he got his answer when she furiously held onto his hips and shoved her face onto his cock faster.

Ben moaned and his hips stopped thrusting, he felt another amount of man juice leave his dick and sprayed the back of Turbine's mouth.

She made loud gulping sounds when she swallowed it all, every last drop of it went down her throat, it was such a turn on.

Removing her face from his meat she opened her mouth to show small dribbling amounts of cum plastered all around the insides of her mouth, she took another loud gulp and swallowed the rest.

"Mmmm, taste sweeter than honey." She purred as both laid down together onto the bed couch when the door opened revealing a not so surprised Kevin.

He just got there and part of him kind of expected this if he felt the thief was a chick, but that scenario seemed unlikely until now.

"Jeez, again Ben? Well at least that's one way to deal with a carjacking criminal." Kevin said massaging his temples. "At least get dressed already." Kevin said closing the door leaving the boy and the woman smirking to each other.

"You ready for another round, sugah?" She asked feeling around him.

"Definitely." Ben said getting into position.

Kevin would have to wait a bit longer for them to clean up.

"Oh man. I can hear all that!" He said rubbing his head and trying to block out the noise from inside.

End of chapter Eleven.

## Timeless Lust Climax (Multi)

Ben's girls

Chapter Twelve: Timeless Lust (Part Six)

By Azure

Pulling up her pants and buckling her belt Turbine, as she was called, finished redressing herself and turned back to look at a nearly physically Ben leaning against the wall of the RV. His big thuggish friend stood with his arms crossed waiting for the two of them while tapping his foot. Ben looked positively fatigued and that drew a cock eyed expression from both the woman and Kevin.

"You alright? You look like someone burned up all your sumo slammer cards." Kevin asked somewhat concerned.

"Yeah, gimme a minute. I don't mean to brag but having back to back sex with four different women really can kill a guy. I'm spent." Ben panted slightly.

"It might kill your wang instead. Anyway we need to drive back to the pit stop before the owner of the bike I stole gets even more pissed off." Kevin said taking another look at Turbine. "What about you? From what I've been told you're a car thief."

"Guess we have that in common, boy. Didn't you just swipe someone's bike to chase me?" She said smirking.

"She's got you there, plus aren't you a thief too, Kev?" Ben said catching his breath.

Kevin's eye twitched a bit. "EX-thief. And I took the bike as an emergency. Besides I'm trying to stay as far away as possible from ever becoming that monster future version of me."

"Well, no need to worry about me, cuties. I'm not sticking around to scrap up any more cars, I suppose. I don't know how or why but I just suddenly don't feel like it anymore. Maybe It's your lady mojo you shared with me, just what did you do anyway?" She asked looking inquisitively at Ben.

Ben looked like he was staring into space, truthfully he didn't have an answer at all. The charm suddenly went active on someone that had no feelings for him prior. Something was going on with the magic of the charm, but he would have to figure it out later when he got home.

"I uh....charmed you with my manliness?" Ben answered half jokingly and half serious, but Kevin burst out laughing hard.

"oh I can't breathe...can't breathe..hahahahahaha..manliness." He was now rolling on the ground laughing and Ben made a sour face.

Turbine merely looked from the laughing Kevin to Ben. "I reckon you don't know, do you?"

Ben shook his head muttering a sorry.

"Well no problem, kid. Mysteries or not, I just....don't feel like hijacking anything anymore. Maybe it's because I haven't been satisfied in bed for awhile either, but you certainly make most of the men I've been with seem like cats compared to a lion." She said smiling seductively at him.

"So you're not going to be a part of that road gang you hang out with anymore?" Ben asked hopefully.

She shook her head. "I got into it for the thrill but now it doesn't seem so big anymore, besides I can't stand the lack of hygiene those two morons have, especially the scrawny one. I was an engineering expert for a company I worked for back home, I suppose I'll head back to that." She finished walking over to Ben and pulling him into a loving deep kiss. They stood there for a few moments while Kevin picked himself off the floor and when they broke apart she gave a loving look to Ben.

"When you're older for me, kid. Come back to me, I'll be waiting." She said tenderly as she placed a piece of paper into his jacket pocket and picked something out of her own pocket, it was a car alarm remote with her keys attached, she pressed the button and distantly they can hear a car moving fast to their location.

Ben saw it and remembered clearly, it was red mustang with a standout engine and black hood, back when he was younger he remembered this woman as a road pirate trying to steal the first Rustbucket with it.

Kevin looked at her in slightly suspicion when she said she would quit her hijacking career, but he doubted the woman was that good of an actress to fake all that. Opening the door and getting in, she stood for a moment and blew Ben a kiss then got in. Hearing the roar of the engine the car drove into the distance and Ben opened up the note she left him and it read: "Tracy Carmine". Below it was her address with city and state along with her phone number.

"I wonder if she'll still be there five years from now." Ben wondered, even though he didn't like to overload the number of girls in his little 'group' he found himself wanting to see her again.

"I don't think she could've gone with us anyway." Kevin said to the side.

"What are you talking about?" Ben looked back at him.

"Well think about it, if we take her out of the past what happens if she see's her future self? Ever thought about it? She could've exploded if she met her double or something like that." He explained and a look of great realization dawned on Ben, but it wasn't a good one.

"Just like when Paradox replaced your car before..."

"Exactly, but I was getting the ideas from television shows having to do with time travel." Kevin corrected.

"But don't you know what this means, Kev?" Ben slumped his shoulders.

"What?" Kevin didn't have an idea what Ben was so worked up about.

"Charmcaster and Frightwig- I mean Carol and Melissa can't come back with us to the present." Ben said in gloomy revelation.

The same look dawned on Kevin, neither of them thought about it since they were to caught up in everything happening around them. Kevin walked up and placed a hand on his shoulder.

"We'll figure it out, dude. We haven't created any paradox catastrophes yet, right?"

"Yeah...."

"Come on, we need to head back otherwise the girls are gonna get testy." Kevin said getting on the bike he took while Ben got into the RV to drive it manually. Ship was still asleep after all.

'What am I going to do?' Ben thought starting the Rustbucket2 and heading back into the direction of the pit stop where the girls were waiting with Kevin driving ahead.

Eventually...

"Hm? There they are." Julie mused looking out the window of the diner to see Ben get out of the RV and Kevin off the motorcycle.

"Finally, I thought I'd have to sit in this place with all the annoying stares for another hour." Frightwig moaned taking a sip of her soda.

"Looks like Kevin is having some trouble." Gwen added when noticing a furious older woman run up to him in a raging fit.

"Nothing he can't handle." Gwendolyn said nonchalantly. "I remember he had to deal with a few disgruntled relatives during Thanksgiving. Some of them had the same powers and fought over the last turkey leg."

All the girls including the waitress serving them looked at her in wonder. "That must be some family get together." The waitress said.

"Well it looks like she's knocking him for a loop from here." Kai said gesturing to the woman with short bobcut dark red hair that was wrestling with Kevin.

"Hmmm." All the girls gained interest and peered out the window to witness it all, except for Gwendolyn who was smirking.

"Oh great. It's her." Charmcaster sarcastically added when she recognized the angry redhead in the distance.

Outside...

In front of Kevin Levin was a furious biker girl with bouncy short red hair, a somewhat petite body with tones of athleticism in it, and a black leather jacket coupled with cut off black shorts. The only thing attractive was the ugly face she was making, overall she was slightly pale and her makeup was mainly dark colors. Believe it or not this lady was named Joanna (AKA Rojo).

"It's good thing you brought it back otherwise I would have had to beat the living crap out of you!" She said practically roaring. She was surprisingly not how Ben remembered her, Rojo was supposed to be more brutish and manly than any women he had ever seen, but here was someone with the exact same voice and name with a voluptuous body.

'Could..? Could this be a paradox?' Ben thought now panicked and certain that he had affected the time stream already.

Kevin however wasn't saying anything, in fact he couldn't take his eyes off her since he found himself now attracted to this enraged victim of his theft.

"You listening! Hey I'm talking to you!" She said putting her hands on her hips.

"Uh...yeah? I hear ya." He said trying to regain composure and according to him, manliness as well.

"You're lucky I don't have any tech with me right now otherwise I'd-"

"Yeah yeah alright already! I get your point, just put a sock in it!" Kevin said finally bouncing back. "I'm starting to think maybe I should've just left out there for you to get yourself. Jeez."

"If you didn't bring it back then I would've called the police to chase you down." She said looking peeved.

"Except you can't, can you, Rojo?" Ben added in causing the fiery biker to perk up at the mention of her villainess name. 'It's not right, she shouldn't look like this, was this because I've changed things or did that alien armor do something to her body?' He thought catching the eyes of Rojo.

"Just how do you know that? I haven't gone by that name since that freaky alien metal wore off me and my gang left." She asked suspiciously turning her attention to Ben. 'Not to mention that stupid armor screwed up my body somehow.'

Ben got a good look at her, her entire bodily appearance was vastly different from before. She didn't have a trace of masculinity on her except for tough exterior and violent use of language, but aside from that she looked like calendar girl for a motorcycle's pinup calendar. Her face and appearance seemed like it reversed to her teenage years and made her figure more feminine and petite, she was actually very attractive now.

Ben glanced at Kevin and noticed he seemed a bit nervous keeping his eyes off her. 'Tough guy Kevin Eleven is actually hot for the biker girl? Sure she seems 'cuter' but -'

"Hey! I asked you a question! How do you know my name?" She asked more forcefully.

'Better make something up.' Ben thought as he felt he couldn't afford to take any more risks with time right now. "Simple, you're on a wanted poster as part of that biker gang of women. We could call the police, but seeing as how Kev here did something to get arrested too, how about we all forget about it and move on?" It wasn't Ben's style, but he was in a rush to get out of here quick.

She crossed her arms and remained in thought for a moment then sighed. "Fine, just give me back my keys and we'll call it even. Karma is indeed a bitch." She held out her hand ready to receive her keys which Kevin managed to snatch from her when she wasn't looking, but Kevin did something unexpected.

He held it in his left hand and kept it when he said something. "Go out with me first."

'Say what!' Ben thought in surprise and Rojo otherwise known as Joana had the same look on her

face.

"W-What?" "You heard me, we're both apparently criminals but you get your keys back if you agree to go out on a date with me." Kevin explained keeping the bike keys firmly in his hand.

'Is Kevin out of his mind? Sure she looks hot, but- oh never mind. I'd sound like a hypocrite if I said 'we don't have time' or 'she's a villain.' Go for it, Kev.' Ben thought when he saw Joanna's face filled with indecision and surprise.

"Tch fine then, big guy. We'll go on a stupid date." She said resigning and agreeing.

"Gee don't sound too excited." Kevin sarcastically replied earning a dirty look from her.

"So what time then? I'm not staying around here for long." She said impatiently, meanwhile the girls inside the pit stop diner looked on in interest except for Gwendolyn was eating a piece of pancake.

"Tonight, at six o'clock. We'll head for a cliff area I saw on the way over here, sound good?" Kevin asked trying to as sound courteous to her as possible.

"Whatever, dream boy. Since there's a couple of hours before six I think I'll get to work on tuning up my bike, excuse me." She said pushing her way past them with a slightly flustered and angry expression on her face.

"Uh Kevin? What exactly happened?" Ben asked wondering just why Kevin acted spontaneously in asking this woman out.

"I got a date, that's what." Kevin said smugly while his finger twirled the keychain of her keys.

Ben simply looked exhausted and walked over to the diner where the girls were at. 'We need to hurry and get out of her, I think some changes are already taking effect.'

As he and Kevin reached the diner they sat down and ate breakfast with the rest of the group, Ben recounted the story of when the RV was taken and didn't leave out the part of him and the intruder. Gwen would just lie detect him anyway.

For some reason Charmcaster's look seemed less than pleased. "So are you inviting her into the group as well?"

"Uh no actually, I didn't think I should or I didn't know what to do, but she decided to drop the gang of hers and drive back to her home as a normal person. I believed her and even if she was lying Kevin would pick up on it." Ben said taking a sip of orange juice. Charmcaster looked relaxed now, it seemed like she didn't want any more into the group, Ben could understand since sometimes too much was too much.

"Why did you look so mad when he said that? In fact this is something to worry about isn't it? The charm effect is going out of control now." Julie kindly stated in her sweet voice.

"What can I say, I'm the jealous type." CC replied looking calm.

"Even though all of are here?" Frightwig chuckled.



"Well what about the charm? This is the first time it's gone on it's own and affected someone we only met once." Gwen said. "Oh and Kevin is on a date with the person he stole from?" She looked questioningly over at Levin.

"Hehe, yeah. It's in a couple of hours, planning to take her over to this cool sport near the mountains I saw." Kevin added.

"Good for you, I think. Who knows, she might know more about cars and tech than you." Ben said smirking.

"Hey hey now, no one knows about stuff like that more than yours truly, but aren't we getting off topic? What about Ben's charm effect going haywire?"

"Yeah, didn't you design it? There must be something you can fix before Ben goes and sleeps with an entire private school for girls without intending to." Kai asked CC.

"Beats the hell out of me, I only designed part of it before the ritual happened and I lost interest for a couple of years. The future me must've completed before she sexed you up that night." Charmcaster said in honesty.

"That can't be good." Ben thought now thinking of the problem with paradoxes regarding CC and Frightwig. "Well we can at least start the magic rites ritual while Kevin goes on his date, great way to kill time and knock that problem out the way."

Charmcaster's head perked up at the mention. "Do any of you even know how? This is high level Zorastrian magic that's only learned by masters. No offense, but I don't think any of you are qualified." CC said before Gwendolyn raised her hand up slowly.

"I am." Gwendolyn said smiling confidently.

All the girls along with Ben and Kevin looked at the mature version of Gwen in wonder and admiration.

Later on....

It was six o'clock and true to Kevin's word he handed the keys back over to Joanna(Rojo) when they met outside the gas station, she used them to start up her bike after it got back from the mechanic's garage.

"Hop on, big guy. You're holding on to me and won't be driving, got it?" She said earning a nod from Kevin. 'I can't believe I'm doing this, this is so stupid, but whatever. It's not like I got asked out a lot in high school since a lot of those idiots thought I was a lesbian. If there's one good thing that alien skin armor did for me it was mess up my body, but I admit I look pretty damn good.' Joanna smirked in thought as Kevin got on the seat and held on to it. They drove off to the destination he mentioned, the wind blowing in her medium short hair gave her a whole 'angel of the road' kind of look and Kevin was sure to notice.

"So how much do you know about alien tech?" He said during the drive to break the ice and start conversation.

"I know enough to tell you it's none of your business." She said back keeping her eyes on the road.

"What about cars? I bet you don't even know what 'V-beta' engine is." Kevin taunted.

"Are you kidding me? That's grade school knowledge in the school of motors, of course I know what that is. I bet you don't even know how to wire nitro fuel rods into the new camero model." She challenged.

"Are you kidding me? That's child's play, all you do is..." Kevin began exchanging rows of automobile knowledge between Joanna and himself. Since they had something in common they got off to an interesting start and both were starting to feel this 'date' was getting better as the night went on.

When they got to their destination they stood leaning against her parked bike looking at the sky from the cliff area, around the area there was a canyon stretched in to the distance.

"Not a bad looking sky." Joanna said taking out a stick of gum and placed one into her mouth. "Want one?"

"Nah, thanks." Kevin replied. The stars were up and nightfall was barely overcoming sunset, it was a sight to behold, but the silence was unnerving.

"So, what made you decide to ask me out? If you say it's for my body then I will drive off and leave you here." She said chewing her gum.

"Well I won't lie to you, you are pretty easy on the eyes, but I really just wanted to go out with you is all. It was kind of an impulse choice." Kevin said looking at her. She was nearly as tall as him if not half a foot shorter.

"You certainly how to charm a lady." She dryly said.

"You're a lady? Didn't notice." He joked earning an elbow strike to his abdomen. He chuckled at her reaction.

"Break out any jokes about me possibly being a lesbian and I will castrate you." She said retracting her elbow.

"It's gonna be a fun night." He sarcastically said as the two began recounting stories, Kevin was sure to avoid the fact that he was from the future and she didn't hold back any details about her experiences with aliens and young Ben beating her as a villain.

"Then that stupid armor that fused with my skin wore off, I got knocked out by this kid's bratty cousin, but that wasn't what I was mad about. Later I felt my body weight leaving me and my metabolism acting weird. Next thing I know I see this body in the mirror, I wasn't sure if it was lucky or a freakin curse, but nothing strange has happened to me yet. Until you that is." She finished with a slightly sour look on her face. "But I guess I'm not complaining, this isn't too bad." She looked at him with a small smile on her lips.

"Nah it isn't, right?" He said looking back at her. They stayed like that for awhile until one thing will lead to another on that night.

Where Ben and the girls were at...

"This is a good spot, away from the people at the diner and gas station. Nice spot to be secluded

while we do this." Ben said to himself as the girls arrived in a isolated area a mile away from the diner. They arrived in Rustbucket2 of course and CC stepped out into the area setting a large mystic rug on the ground.

"Exotic. Does it do anything special?" Julie said appreciating the beauty of the rug.

"Actually it's just to keep us comfy while we do this, I'm not a fan of sitting in sandy places with the possibility of desert wildlife creeping around." CC stated taking a seat down Indian style.

"Good point." Julie and Kai sat as well. Frightwig sat on the opposite side of CC along with Ben while Gwen and Gwendolyn stood up around CC to perform the rite and rid her of magic poisoning.

"Ready, other me?" Gwendolyn said holding her arms out a certain way.

Gwen nodded and imitated her future self's formation, after a violet aura manifested from Gwen and a golden yellow one from Gwendolyn, a pink one emitted from Charmcaster.

"Whoah." Ben said in awe as he watched with the girls, although it was hard to concentrate with Frightwig rubbing her hands into his lap on his crotch. 'This...is distracting, but I don't mind.' Ben's perverted thoughts escaping him.

"Neestras voia iio Zerastio val nuives magica magica magica!" Gwendolyn chanted causing their auras to expand greatly and illuminate the area slightly. Charmcaster's body rose as if she grew wings and eyes opened wide with pink energy. Gwen was appearing to be strained but continued on anyway, Ben could see visible pink magical energy flow out of Charmcaster's body and dissipate into the air. It was basically purging her of excess energy, her irises remained pink but she could feel the excess amount leaving her body, Gwen was struggling to stand because this level of spell casting was almost too much for her.

"You can do it, Gwen!" Ben cheered out.

Gwen was sweating hard now, but she managed to stand up little by little and keep the enchantment going. She didn't want to fail Charmcaster the same way her uncle had.

"Veestras nostrumes magica!" Gwendolyn chanted as the remaining amount of extra magic extracted from Charmcaster dissipated into the air leaving the girl herself to collapse onto the floor exhausted.

Gwen sunk to her knees tired while Gwendolyn breathed heavily and looked to Ben with a grin.

"Success thy name is Gwendolyn." She said slightly out of breath. Ben got up to help them up and let them rest inside the RV.

"I guess all three of them spent, that spell must've taken a lot out of them." Ben said after Gwendolyn, Gwen, and CC were helped inside to rest up.

He felt a pair of hands grasp his shoulders and he turned to see Melissa with a sultry smile, Julie along with Kai each grabbed hold of an arm. They also had suggestive expressions written on their faces.

"We're feeling frisky right now, we can't even explain where it came from." Kai said rubbing his chest in circles. "But come on, Ben. While they rest up we can have you all to ourselves." she

purred.

"I agree. This rug set on the ground would be a great place." She sweetly said when he then felt another pair of hands cup his crotch area and two hair tendrils wrap around his waist.

"It's been around since you and me had some fun, don't make us wait." Melissa said squeezing him down there.

"This wouldn't be unusual but it's all so sudden. Could the charm effect have brought out their sexual urges again without me meaning to? Oh-!" Ben was cut off in thought when he felt himself get pulled down onto the rug, suddenly a pink glow filled his eyes and he gave in to the craving lustrous love he held for the women. "Come on, girls."

After a couple of minutes clothes were tossed aside, giggling could be heard, and body parts were being felt up by other body parts.

Ben found himself on his back with Melissa in a straddling position over his erect manhood while Kai was straddling over Ben's mouth with Julie kissing and fondling her tan breasts.

"Uuooh!" Frightwig lowered herself completely that her snatch enveloped and sucked in Ben's meat. She moaned loudly since this a first time she inserted an actual cock into her being rather than the toys she used back home. Slowly she adjusted and then she began swaying her hips forwards and backwards with momentum picking up speed.

Ben's mouth was covered by Kai's teenage vagina and wasting no time he dove his tongue hungrily into it.

"Ooooh yes!" Kai moaned as she grabbed Ben's head to hold onto. His eyes opened every now and then and every time he would see Julie sensually sucking the Navajo girl's breasts into her mouth. It hardened him ever more every time, the bliss he was feeling from Melissa bouncing on his cock alone was enough to set him off, but he had more endurance than that.

Her hair tendrils were thankfully not flailing around while she was undulating her hips on his shaft, in and out it slid with a wet slicking sound and with a great downward push she was impaled again. Over and over again she was bouncing wildly and she held her hands on his hips while doing so.

Kai could feel her hips bucking inwardly when Ben took another long lick along her clit causing her shudder in climax all over his mouth. Juices of womanhood sprinkled Ben's face and tongue and Kai got up to switch with Julie. Julie kinkily still wore her upper pink sweater with the zipper down to show her breasts, she placed her pussy along the boy's mouth ready to be eaten out once again and from out the corner of Ben's eye he saw Kai taking Julie's mouth into her own.

The tan girl's tongue slid inside the other girl's mouth and slurped all over her tongue, the lips enclosed on each other and they made out with much vigor, Ben could one mouth trying so swallow the entirety of each other's tongue. It was hot.

Ben felt himself about to lose it, Frightwig was really grinding her way into him and then swayed her hips around in circles, the pleasure was extreme enough to cause both her and Ben climax in unison.

"Mmmnggh!" Ben hummed with his mouth still eating out Julie's snatch while Frightwig moaned his name out loudly and tightened the muscles her lower body.

Ben could feel the squeezing muscles of her womanhood clamping down on his cock causing to overload with pleasure and burst a stream of semen into her pussy.

After a few more jerks of his hips Ben finished unloading gushing amounts of cum into her Melissa. She slumped and laid down across his chest and after Julie climaxed as well she slumped to the side holding Ben's head in her arms. All three women were naked by his side on top of the exotic rug spread out on the desert ground, but it would seem Ben had a little more energy even after expending some of it. He hypnotically perked up and went over to Julie, she had a smile on her face and she nodded signaling she was ready for more.

He held both of her thighs up and placed her nimble ankles on his shoulders, he held his member up and rubbed it along the entrance of her moist anticipating snatch, after penetrating the entrance he went for the push and inserted himself completely inside.

Julie loudly moaned and arched her back a bit, with a grunt Ben slammed his hips into her once again and repeated the thrusting action with his already hardened member.

Julie's hair became messy and a few strands covered her sweaty forehead while Ben continued his pounding into her teenage womanhood. Again and again he felt the wet slick flesh of her vagina take in his cock for all it's worth and return to him a feeling of sensitive bliss.

They kept going at it for a few more minutes when Ben's thrusts became harder and quicker, Julie could feel herself bouncing off the ground slightly with the energy Ben was putting in. Grabbing firmly on her hips Ben then made quick rapid thrusts causing Julie's tits to bounce faster and suddenly with a halt she felt it: the surge of Ben's creamy essence flooding her womb. Spurt after spurt he unleashed into her while she gripped the rug tightly as her orgasm came, her feet twitching was a sure sign of that.

Finished, Ben pulled out to see a gob of white cream dribble out of her hole and then he finally laid back collapsed and panting.

Julie felt amazing and she breathed a few words out before falling passing out: "Amazing as always, Ben."

After regaining some energy moments later Ben got up and redressed, he awoke the girls so they can go rest inside instead of out in the wilderness.

In the distance he saw Kevin and the biker girl coming near on the motorcycle, as they sped to a halt Ben saw that they both had smiles on their faces.

"Well, I need to go now. We can't be lounging around in this time for too long." Kevin said getting off.

"So I have to wait for five years when I see you again? Make a woman wait, huh." She said smirking oddly.

"Yeah well five years shouldn't be a big deal since your body already looks young. Besides I can't bring you to the future to stay, it could-"

"Yeah yeah, time paradoxes. I think seeing another me would just cause me to explode anyway. Well, I'll probably see your thuggish face again in the next five years then." She said briskly before

Kevin walked up and pulled her into an embrace.

'Wow that sure progressed for a first date.' Ben thought in amazement.

"Yeah I know what you're thinking and you don't have a right to talk about that." Kevin said looking directly back at Ben.

"What the? Mind read much?" Ben thought freaked out.

"Nah I saw that look is all." Kevin added before giving a quick kiss to the biker vixen.

"Well don't be surprised if I still am a villain by then, ya know. I got to make a living afterall." Joanna said smirking as she leaned against her bike.

"No I mentioned the whole plumber's idea, you know a lot about alien tech and have the shooting skills for it. I recommend that, not robbing gas stations to get your next meal." Kevin said jabbing a finger at her.

"Tch fine, I was just messing with you. The Hero versus Villainess romance theme just seemed hot is all." She said shrugging while Ben was chuckling.

They made their goodbyes and with a drive into the night Joanna(Rojo) was gone, Ben was actually relieved that the charm effect didn't work on her, but was still curious as to why it activated automatically with Turbine and why Rojo looked hot.

"Thinking about something?" Kevin asked looking over to him.

"Yeah, what you said just now about time paradoxes. If that's the case then how can I help Carol(Charmcaster) and Melissa(Frightwig)? It's been eating away at me all day." Ben stated.

"We'll figure it out, maybe Gwendolyn knows a few things that can help. She's pretty smart about everything." Kevin suggested leaning against the RV.

"You might be right, but I'm not sure if knowledge of the future isn't pushing it." Ben said gloomily when he saw the door of the RV open.

"It isn't as long as you make all the right decisions." Gwendolyn said gently as she stepped out of the RV.

"Well in that case what do I do about CC and Melissa? I can't leave them here the way things are." Ben said clearly worried. Gwendolyn pulled for a deep motherly hug and patted his head calmly.

She opened her mouth and whispered a few things into his ear and suddenly Ben relaxed into her hug.

"Dude did you just give her a 'mommy' hug? Because that's pretty weird considering you banged her." Kevin said earning a telekinetic slap on the back of the head from Gwendolyn.

Ben looked at her in appreciation and gratitude then Gwendolyn pulled him by the hand into the RV, to Kevin this all to familiar and he followed inside to see a fully awake Charmcaster and Gwen waiting at the end of the RV where the private room was at.

"Sigh, I'm gonna have to listen to my headphones with the volume at maximum again." He said sighing getting into the reclining driver's chair.

With Ben, Gwen, Gwendolyn, and Charmcaster...

"So I take it you guys are feeling frisky too I take it?" Ben asked when he arrived to see Gwen with her red shirt buttoned down to very visible cleavage and CC in pink lacey nightwear.

"That too, but CC wants to say something else." Gwen said pointing to her.

"I'm really not great with words and I don't think I can express how grateful I am for everything really, so I figure actions speak louder words tonight. What do you think?" CC said doing a catalogue girl sexy pose in the nearly see-through nightwear.

Ben had to struggle to keep his hormones in check as well as the blood in his nose from spurting out. He nodded and the girls nodded to each other with all of them holding a naughty grin.

'Thanks to Gwendolyn I don't have to worry about it anymore, maybe this will help take my mind off things sooner than later.' Ben thought as the girls pulled him into the bedroom and locked the door. Nearby Frightwig, Julie, and Kai were each resting on the side bed folded out while Kevin commanded Ship to project a tv screen for him to watch.

'The sooner we get back to the future the better, at least I won't have to stand around and ignore the noises that horndog and his girls make.' Kevin thought watching television.

In the room with Ben and the girls...

They had already begun when he removed his jacket and was pushed onto the bed while Gwen pulled down her jeans and underwear while keeping her remaining clothes on. CC was already essentially 'ready' and the nightwear she wore didn't need to be removed for him to see what he wanted to see.

Gwendolyn could simply magic away her clothes, but before they engaged in any action she spoke first.

"Ben just so you know after this night I will be departing to the future where my home is, you're there of course, but with a beard." She said mentioning his future self.

"You're leaving in the morning then?" Ben said a little crestfallen. He really liked this future version of Gwen that helped him out so much during this trip. He of course loved his Gwen more than anything else, even though they were the same. Thinking about it hurts his head too much.

"Yes, let's make this night special, well more special anyway." She said igniting an golden aura around herself and magically vanishing her clothing to be fully nude.

'It never ceases to amaze me how well endowed she is.' Ben thought when Charmcaster was the first to lay on top of him engaging him in a deep loving kiss while his pants were being tugged off by Gwen.

CC progressed the kiss further by sucking in his tongue with her mouth, Ben felt her own supple pair of melons rub up against his chest then he tensed when he felt two different pairs of lips and tongues giving his manhood a special treatment.

Gwen's teen mouth was suckling and licking along one side of his cock while the mature version of herself tasted and licked over the other side. It was almost too intense to bear, but Ben had to hold it in for tonight and he will.

Charmcaster broke from his mouth to smile lovingly at him before peeling off the top part of her lingerie thus revealing her breasts. Without any encouragement Ben took one breast into his mouth and sucked on the nipple hungrily while one of his hands energetically squeezed the other, this caused Charmcaster to start breathing hard.

Ben felt he would start panting as well if his mouth wasn't full, he just now felt the entire length of his member enter Gwen's mouth, not Gwendolyn this time.

'Oh wow! She got a lot better!' Ben thought as he felt the difference, Gwen's mouth could only take so much, but it was a very tight fit.

She was putting a lot of effort into it and Ben felt Gwen reverse face-hump his penis, the sheer suction of her mouth combined with the speed of the suck was too much for him.

"Staminas vigorus!" Gwendolyn chanted quickly causing the boy feel a new surge of stamina and sexual energy. He didn't feel close yet now, but that didn't stop Gwen from repeatedly depthroating it at great speed.

Ben mumbled a thanks with CC's boob still in his mouth. Gwendolyn heard him and then signaled Ship to manifest another camera to record this session.

Gwen removed herself from his still hardened cock and CC picked up the signal and moved her hips south. She stood up slightly to position herself over it and during that Gwendolyn swung a leg over Ben's head to place her moist wet pussy against his mouth.

"Huunh!" Charmcaster dropped down and felt the full length of Ben's rod penetrate her very being.

The slick wet meat invaded her womanhood to the fullest extent and slowly she rocked her hips forwards and backwards repeatedly.

Ben was lapping the lips of Gwendolyn's still pert and trim womanhood and finding himself unable to tear away from it, he delved his tongue and ate her out for all she's worth. This caused her to moan rather loudly and rock her hips along his head, Gwen got in between her future self and CC to straddle Ben's chest and pull Charmcaster into the tongue wrestling contest.

Making sure the camera was getting it all, Gwen sucked on her tongue and groped her breasts sensually while CC and Gwendolyn both rocked Ben on the bed. Literally.

This had been going for several minutes until Ben's upward thrusts into Charmcaster became rapid, giving the sign that he was close, but she didn't move and slowly whirled her hips in circles instead.

'Oh god!' Ben mentally thought when the feeling became too much and let loose inside Charmcaster.

"Oooh yeah!" She cried out in delight while Gwen kissed and sucked along her neck.



As always a torrent of cum invaded her fleshy wet passage, spurt after spurt it didn't seem to end for ten more seconds and then it stopped.

CC even smiled as she felt her womb full of semen and her soft wet snatch seeping some out.

"My turn." Gwen said as Gwendolyn removed herself from Ben's face while CC did the same, Gwen got on top of Ben once again feeling the moist hard shaft of her cousin invade her depths.

His pants were tugged to his ankles and his shirt was riding up with Gwendolyn rubbing her hands under it, but the center of focus was on his 'Mary-Jane' of girls; Gwen. The petite teenager slowly began bouncing up and down on his meat ever increasing the pleasure he was receiving, since the stamina spell was used on him again he had no trouble re-hardening after shooting off in Charmcaster.

Gwen had her clothes in disarray, but her clothes remained on her chest aside from fully revealing her breasts, she slumped her upper body forward while keeping the rhythm of hips slamming on his going. Again and again she felt the fleshy intruder continuously penetrate her entirely, it never stopped feeling great no matter how many times she and Ben had intercourse.

Gwendolyn kept herself occupied by making out with Ben by sticking her eager tongue down his throat, CC didn't want to be left out so she shared in on the kiss as well. Every now and then Gwendolyn would remove her mouth from Ben's only to be replaced by Charmcaster's, but mostly all three shared in at the same time. Two female tongues slurping over each other and then sucking and licking on the male tongue entering in.

This went on for a couple of minutes until Gwendolyn and CC decided to give Ben a show by making out with each other in front of him, it was building up his limits to the extreme while Gwen rocking her hips on his shaft was building it up even more.

"B-Ben! I'm close! I'm cumming!" Gwen clenched her hands tightly on the sheets below and arched her back in an intense climax. Ben could feel the cunt muscles of his cousin clamping down on him causing the dam to burst.

'Ooohh Gwen!' Ben thought as he felt his cock spasm gushing blasts of thick spermy cream into her teenage cervix, spurt after spurt left his penis and filled up Gwen. His hips undulated wildly as he let loose and came inside his cousin, after a few more hip jerks it ceased leaving Ben spent.

'Oh man do I feel dizzy. That spell certainly wears on you after things like this.' Ben thought in exhaustion as Gwen slumped over to the side in spent bliss. Charmcaster and Gwendolyn however still had more to offer for the night, they both rose up and eyed him hungrily.

Gwendolyn made a loving expression that made Ben's heart break a little since she was leaving soon, but she simply took him into her mouth for a simple lover's kiss before doing something else.

"Remember this, Ben. Past, present, and future Gwen Tennyson will always love Ben Tennyson. No matter what." She whispered into his ear causing him to feel more inspired than ever before. In fact he understood what she meant, even when she leaves this time period, it would never be their last moments together. He and Gwen are always going to be together, that was the message.

"I wanna try a certain pose before our energy runs out." CC suggested then whispered something in Gwendolyn's ear, she nodded and they both winked at him.

Gwendolyn laid on her back the opposite side of Ben and CC got on top of her like a girl sandwich, this really excited Ben. Both were hugging each other and their legs were spread apart ready to more, Ben could alternate between screwing Charmcaster and Gwendolyn and he was planning to.

Feeling his rod hardened for one more round, Ben rose to his knees and paced over there to position himself at Gwendolyn's entrance first.

With a willful shove Ben entered Gwendolyn's pussy once again, he struggled to keep his energy going even with the spell supporting him, and with much vigor he pounded away.

Gwendolyn moaned with her arms wrapped around Charmcaster while Ben slammed his hip bone into Gwendolyn's over and over again.

After a few more thrusts into the mature womanhood Ben pulled it out and positioned it at Charmcaster's snatch. He entered causing her to breathe hard as the fleshy hard rod rapidly shoved itself into her. This went for a few more minutes until Gwendolyn wrapped her long elegant legs around CC's back while Ben alternated again.

Back and forth Ben switched between banging CC and Gwendolyn for at least ten more minutes and he finally gave out when he entered Gwendolyn's juicy flesh hole one last time.

Moaning out her name and hearing her do the same for him, Ben emptied to contents of his nutsack into the mature woman's womb filling it up with so much of his spunk. After several more spurts and hip twitches he fell back completely spent for the evening, Gwendolyn and CC both felt extremely satisfied and both crawled over to his lying form to sleep next to him in happiness.

Gwen then crawled up to him as well to lay on top of him with the same look the other two women shared. "That's right, Ben. Gwen loves Ben no matter what time they're in." She whispered before falling asleep.

In the morning...

Well it's all come down to this, the departure. Outside was everyone all dressed up, fed, and ready for the new day. They stood outside the Rustbucket2 ready to head back to their time where they belonged, but Ben couldn't bring Charmcaster and Frightwig along. According to Gwendolyn that would create errors in the time flow and cause chaos and paradoxes, but she also told him of another idea.

"So we're to find your grandpa Max in this time period? Aren't the plumbers underground or something?" Frightwig said taking a duffle bag of supplies. CC had the same look.

"Not really, in fact all the alien business going in this time is what woke them up and got them active again. Here take this. These are the coordinates to this secret Plumber's base just a few clicks from here. Contact my grandpa of this time to let him know that you were there when we fought Vilgax and he'll let you enlist in the Plumbers. You get paid for simply doing what we're doing and you won't have to be a villain or rob ridiculous places like campsites to get your next meal."

"Always got to reference that, don't you?" Frightwig said dryly. CC understood the plan and walked up to Ben to give one last hug for now.

"You'll see me the right way in five years, green boy. I can't wait to see you again when that

happens." She said sincerely deepening the embrace.

"I'd like to give you a hug, but that would be too cheesy for my tastes." Frightwig said trying not to ruin their moment.

"How would they get there? Gwendolyn's gonna send us back here before she leaves." Kevin said looking confused.

"I'll teleport them to the area, I know where it is afterall and since you, Kevin, want 'her' to sign up as well. I already gave all three of them the contact number to enlist, they have to go through a screening field exam of course." She explained.

"Yeah, thanks. I really owe you." Kevin said gratefully.

"I guess this is goodbye for now, shame about time travel, I wish I could've just jumped to the future with you, but I don't want myself to blow up or anything." CC said and Frightwig nodded in agreement.

"We both owe you, well everything. Thank you. Those two little words really can't compare to how we feel though." CC said looking sweet.

"When we see you again in five years you better sure as hell 'welcome' us. You know what I mean." Frightwig said licking her lips.

Ben blushed. "Yeah I will."

Gwendolyn made her goodbyes to her younger self and Kevin and gave Ben a great deep loving hug. He remembered her words clearly and felt like nothing can bring him down now.

"Well here we go. I'll send you back first then drop these two off at the academy base to start working as Plumber elites." Gwendolyn said confidently before her eyes lit up and her aura shined again.

"Chronias chronias des vu enactra! Chronias chronias des mia velantra!" She chanted causing a familiar looking circle with the bezel symbol on it to appear and show their time period. Ship shrunk down to normal size and leaped into Julie's arms, Kai adjusted her glasses and they all nodded to each other and walked towards the gate.

Ben took one last look at the two women plus Gwendolyn and saw the same loving smile she always had look back at him. "See you soon, sweetie."

"Yeah you will. By the way how many kids do I have in your future? I was curious since I haven't exactly worn a condom through all this." Ben asked with innocent curiosity.

Gwendolyn struggled to stifle her laughter and answered. "Well I can't exactly tell you, but it is a two digit number."

"What?" Ben thought in alarm when she gently pushed him through the portal to his time.

The portal closed leaving Gwendolyn, CC, and Frightwig there looking sad from the departure yet hopeful for the future.

"Lust is indeed a timeless thing, but true love is eternal." She said confidently.

Where Ben and the others were at...

"Kids!" Grandpa Max ran over to them to give Ben and Gwen a hug while Kai's grandfather did the same to her. Julie and Ship simply looked on with a smile.

"What happened? You were gone for a few minutes and then you just appeared out of nowhere." Max asked happy about their return but curious how they got back.

"Well it's a long story, Grandpa. Here I got you a souvenir: it's green and mean and easily fits inside of this little thing." Ben took out the null void grenade that contained the imprisoned Vilgax.

"Hey is tha...? That's my prototype!" Max said taking it into his hands and grinning. "You guys did quite a bit in the past, didn't you?"

"Yeah, but that's a story for another time." Ben said looking tired.

"No need to explain, let's go home first and relax then I can take you a Plumber's base where a couple of 'friends' of yours are waiting." Max said surprising Ben as he walked with the group towards the original Rustbucket headed for home.

End of chapter, End of Timeless Lust arc

# **The Good Doctor's checkup (Multi, Dr Holiday)**

Ben's Girls

Chapter Thirteen: The good doctor's checkup

By Azure

The Rustbucket, first and original, drove along a mountain path on the outskirts of Bellwood and Ben along with Grandpa Max were the only ones inside. Ben was laying on the ever so familiar side couch with an eager look on his face, he had hoped the five years of waiting didn't badly affect Melissa and Caroline, he had also kind of hoped they didn't get sexually impatient and chose other partners. If they did then that was their business within their rights, but he'd still feel a bit crushed if they did.

They left Navajo settlement after making their goodbyes to Kai and her Grandfather, Ben and Kai's goodbye was a little more up close and personal than anyone knew since she slid her hands into his pants and played with him a little bit. He gave her his number and address so she can visit him again, but as far as her grandfather was concerned: Ben's only girlfriend was Julie. The secret would come out when it was the right time to do so. Afterwards they dropped Gwen, Julie, Kevin, and ship off as well. Everyone was tired and exhausted, especially Ben, but Max told Ben that whoever wanted to see him insisted very much that he come.

"Hey grandpa, how much farther?" Ben asked perking up with partially sleepy eyes.

Max looked back with his usual warm smile. "We're here, you know. I know you needed some rest, but these three ladies have been patiently waiting for you specifically. They've been rising up in the plumber ranks and doing missions in the meantime to hone their skills and pass time." Max explained getting out of the driver's chair.

"Three?" Ben thought in slight confusion as he walked out of the RV to see a high tech looking Plumber base complex that resembled something out of a science fiction movie. It was the size of a normal one, but it was still pretty impressive to see. It stands out, but the cloaking device stays active unless deactivated by another plumber member.

Ben approached the entrance gate and after a green clearing light the shutter gate opened up letting him and Max inside.

After walking down a hallway they ended up in the living room area which surprisingly was stylishly designed and spacious to boot. The settings were modernistic and looked like a comfy place for 'various' get togethers. Before Ben could look around some more he faintly heard footsteps pacing faster and faster until-

"Ben!" A joyous female voice cried out and Ben felt himself being tackled playfully to the ground.

"Huah!" Ben fell to the ground and when he turned his head he looked upon the happy face of Charmcaster herself. "Caroline!"

Her face was the same as before except her hair was slightly longer than before and tied in a long

ponytail like Gwendolyn's. Her body was another marvel to behold: her womanly features magnified making her body slightly curvier and much to Ben's nosebleed her bust was a bit larger too. The suit she was wearing was something odd however, it was a skintight dark leather power suit that looked high tech and free moving. It was a one fit suit covering her feet and hands as well, but not her head. (Example: picture Samus Aran's zero suit from Metroid series.)

Before Ben could say anything else he felt his mouth attacked hers, she was fiercely kissing him with so much pent up energy being released at once.

Ben receded into the kiss gratefully and she wrapped her arms around his body gladly keeping him to herself.

The violet lips rubbed over his and right on cue her eager tongue wormed its way into his mouth to wrestle with his.

Max crossed his arms and shook his head smiling. "You definitely have the Tennyson magnetism, your uncle would be pretty proud of you. He's a bit of a horndog too, you know." Max said to the wrestling couple on the floor.

Two more sets of footsteps came into the picture and Ben softly broke the kiss and looked up to see, much to his great surprise, Frightwig(Melissa) and Turbine(Tracey).

"Melissa! And Tracey?" Ben was stumped yet pleasantly surprised. Both girls wore similar suits that CC donned, but Frightwig's hair was somewhat longer and tied back. Her face was the same and her skin was actually less pale as well, Turbine was no different except her hair was the same length and tied into a ponytail too. Ben was very surprised to find the mechanic girl here with them.

"I-I'm speechless..! How did you cross paths with the Plumbers?" Ben asked standing up and pulling CC up with him.

"Glad you missed me, hon. It's a long story, but give me a 'welcome back' kiss first." The country girl said pulling the boy into a deep kiss with the same longing energy CC had.

Melissa just had an amused look on her face, all three women barely aged at all by appearance, but Ben wondered what happened during those five years.

"We've waited for you for a long time, Ben. It's been too long, but we've managed." CC said wrapping her arms around Ben's body while he was still kissing Tracey. After letting go of her lip vice he turned to Max with a questioning look.

"You want to know how I knew? I didn't at first, it was during that summer five years ago after teenage you and the team helped fight off Vilgax. These two young ladies contacted me and told me they were part of your team and wanted to join the Plumbers. I gotta admit I was skeptic at first, but I trusted my instinct and discussed everything with them." Max explained when Tracey jumped in.

"The only way I came across them was when Rustbucket 1.0 came around my town, then somewhere around I heard the name 'Ben Tennyson' I kinda thought good old green eyed and handsome was in town. So I went looking and didn't see you anywhere, but there was a bank robbery nearby and I see a mini version of you go ET and bust up some crooks. When a couple of more bank robbers with high tech weapons came into the picture you grandpa and I knocked them

for a loop and well he sorta recognized my combat skills and my technical know how. He figured out I was looking for teenage you and he said I could meet you again, but I would need to make changes of course. The next thing I know he tells me about your little group of girlyies and the time travel business and that I would see 'big' you again if I signed up, though I had to wait five years unfortunately." The raven haired mechanic said glaring over at Max.

"How did you three wait five years? That's a pretty long time, I mean did you...you know...meet other guys?" Ben was reluctant to ask that hoping not to hear a yes.

"No." All three said in unison causing Ben to make a completely stunned look.

"Sure the body has needs, but thankfully Gwendolyn cast one more spell on us before setting us up here, it was high level magic that kept our urges in check and sated our need for you, Bennie boy." CC explained standing up with Ben keeping her latching hug on him.

"Really? What did it do?" Ben was curious indeed and Frightwig went on to the details.

"She made it so that whenever we go to sleep we would dream of you, literally, it was a realistic simulation that played perfect to its world. In these realistic dreams you would make love to us and it would be incredible, course it's no substitute for the real thing, but it fed what needs we had and kept us from seeking others." CC finished explaining causing an awestruck look to appear of Ben's face.

"Wow, that woman sure knows her stuff." Ben said now being squeezed into a hug by all three women.

"Yeah, it should wear off once 'you' get here, but how about we celebrate since we don't have any missions tonight?" Melissa asked curling a hair tendril with her left index finger.

"If there is going to be some hanky panky going on in here then I don't want to be around to watch it, Ben, I need to go over a few things with you tomorrow. There's going to be some changes." Max said seriously at the last part.

Ben gulped. He hoped since Grandpa knew his secret that he wouldn't spread it around, but 'changes' certainly brought about fright in Ben.

"Don't worry, I'm not going to your parents or anyone else's about your little 'harem' here, but we need to fully deputize you into the plumbers system before you continue your alien encounters. That's the big change I mentioned." Max said with a genuine smile.

Ben visibly sighed and relaxed. 'Get deputized into the Plumbers? I'm going to be an official Plumber!' He thought in eager excitement.

"Why don't you spend the night here? I don't think these guys want to let you go just yet." Max said with a grin as he exited the area to outside.

'Wow...' Ben trailed off in thought when the sight of three older women stood together with sultry grins and each one started to pull down on a zipper at the top of their zero suits. 'I hope I have enough energy to endure three really amorous women tonight. Hehehe.' He mentally laughed nervously remembering his 'happenings' from earlier had severely worn him down.

"I missed you three a lot too, but could you start with each other first?" Ben asked awkwardly, he

didn't want to rush things incase his stamina gives out, but little did he know that request would do the exact opposite.

They each looked at each other with mischievous smiles and winked.

'Oh wow...!' Ben felt his pants tighten when he saw CC grab Turbine's face and pulled her into a deep tongue probing kiss that adult movie stars would get jealous of. Pink violet lips rubbed along cherry red ones and two very wet tongues were wrestling in between.

While they were doing this Frightwig pressed her body up against Turbine's and sensually massaged her abdomen up to her chest. Lightly squeezing her C-cup breasts she then slid one of her hands downwards to her private area still clothed by tech leather.

'This is hot.' Ben thought feeling heated up while the girls explored each other's bodies. It was almost entirely out of an X-rated movie, but living it was completely different.

The silver haired sorceress used both her nimble hands to pull down Turbine's jumpsuit zipper down far enough to see her breasts pop up. She wasn't wearing anything underneath! At the same time Frightwig reached over and pulled CC's jumpsuit zipper down as well, the leathery armor tech slithered off her elegant shoulders to her elbows making her bust appear braless and beautiful.

CC and Turbine continued French kissing erotically when Melissa looked over at Ben and smirked, she walked over to a dazed looking Ben and placed her pale hands on his cheeks. As if he read her mind the teen used his hands to pull down her own jumpsuit zipper to reveal her perky pale tits as well. The usual faint pink glow appeared in his eyes as well as the eyes of the women and Ben placed his mouth on her left breast and began sucking the nipple hungrily.

"Eeeooohhhh... there's really no substitute for you, hero boy." Frightwig moaned and trailed her right hand down to his trousers and tried to unzip him, but she was too distracted by Ben fondling her other breast.

Feeling their distracting make out session was being unwatched by him, CC and Turbine walked over to the two and helped Frightwig pull down Ben's jeans along with his boxers all in one go.

Out sprung Ben's erect manmeat standing ready for attention. Ben let go of Melissa's nipple and looked lustily at all three of them with pink glowing eyes like theirs. Each woman nodded to each other and on cue they got into positions.

First, Turbine and Frightwig got on their knees and pressed their wet waiting mouths on either side of his rod, Ben then reeled his head back in a moan as he felt two tongues sliding over and around his cock.

While this was happening CC took the opportunity to invade Ben's mouth once again with her ravenous tongue. Being serviced by two different women and being frenched by one gorgeous one certainly turned up the intensity on today's 'fun time.'

The raven haired beauty known as Turbine(Tracey) slid her tongue along the shaft slowly and repeated in reverse direction several times before beginning to suckle his nutsack into her mouth. Frightwig(Melissa) was preoccupied with licking the tip in swirling circles of wet flesh on more moist flesh, after licking around the tip for a little bit she then began swallowing the meat rod into her mouth little by little while not intruding on Tracey's fun.



'Oooohhh I'm not sure how much more I can stand.' Ben thought feeling CC's tongue swirl around inside his mouth again.

"Hhhnnngh." Ben moaned inwardly as his hips started thrusting slightly, letting the girls know he's about to cum. Getting the signal CC decided to place one of her soft hands on his meat and rapidly stroke him until he bursts. "Oooooohhh!"

Frightwig was the one that was taking in nearly all of Ben's throbbing dick when it happened and she started sucking faster and faster when he moaned again.

His hips started jerking uncontrollably fast as he begun cumming inside Frightwig's mouth letting spurting amounts of semen wash down her throat. He kept thrusting and all the while Frightwig kept her grip on his hips when he did, she also made loud gulping sounds each thrust. She removed her mouth with a plop and pulled Turbine over to her as she opened her mouth revealing she kept a certain of sperm from being swallowed.

Getting the message, Turbine parted her red lips widely in wait as Frightwig was about to cumswap with her. Angling herself with her mouth wide open Frightwig dripped some white creamy semen from the depths of her mouth down onto Turbine's waiting tongue. Like squeezing frosting on a cake from a tube, Ben's sperm was dripping in strands into Turbine's mouth.

'Wow they had practice.' Ben thought impressed and feeling his softening organ gradually hardens itself again.

Turbine swallowed with a gulp and licked around her lips while Frightwig wiped her mouth with her hand.

"Caroline? You know what to do." Tracey said smirking and CC nodded.

She pointed her left index finger at Ben and chanted those ever so familiar words the teen heard last time around. "Vigouris Staminas!"

'Ohh boy, they have a long evening planned out, don't they.' Ben thought feeling the heavy intoxication of the charm spell affect him as well as the girls.

CC muttered a few magic words and off came Ben's clothes, afterward she gently pulled him down onto the floor which was supported by a comfortable shaggy rug. Pulling their jumpsuit zippers down all the way, Turbine and Frightwig both became fully nude while CC remained partially clothed as she kept Ben's head snug on her lap.

Turbine was the first to crawl over to him and begin kissing his neck to trail down to his exposed chest. Without anymore waiting she raised her lower body up and aimed her eagerly awaiting moist snatch over Ben's semi-hard member.

"Unf! Haahh!" Turbine bit her bottom lip after she sunk wet pucker hole onto his slippery pole, Ben was gritting his teeth as well since his cock was digging deeper into her pussy until he made contact with her cervix.

'Holy...! I haven't been this deep inside Tracey yet. It feels awesome!' Ben thought as she raised her lower body and dropped it down again, wet slicking sounds were being as Tracey began bouncing up and down on teenage cock.

Meanwhile Frightwig raised her lower body over Ben's face and instant he knew what's coming next, CC let go of his head gently and stood up while Frightwig lowered her smooth barely pubic womanhood onto Ben's mouth.

"Hooohh!" She moaned and bucked her hips a bit as Ben instantly dove his tongue into her depths and grabbed hold of her hips. CC watched and waited for her turn patiently while she zipped down the remaining portion of her jumpsuit. Both women that were on top of Ben were wildly riding his face and his cock, Frightwig kept her mouth open in moans as she undulated her hips along the boy's head. He had been practicing with eating out a woman since his trip back in time and now it's paying off, Frightwig couldn't withstand the bliss Ben's worming tongue was giving her, it dove into her vagina and swirled around like an eel while he squeezed her buttocks during. It was driving her nuts.

The raven haired beauty known as Turbine continued her frenzied hip slams onto the manhood inside her, after CC discarded her clothes and she pressed her pubic area in front of Frightwig's open mouth, the former circus star took the invitation and shoved her hungry between CC's inner thighs.

The tendril haired women lapped her tongue all around CC's inner thighs and then moved to her pussy folds, it was glistening wet flesh that she started sucking on and absorbing the moisture from it. CC was heated enough to yell out her name and grab her head to shove her crotch further onto her face.

It was a foursome of three gorgeous older women and one lucky teen superhero, Turbine had been bouncing on Ben's meat for over seven minutes when she finally shuddered in climax, feeling the squeezing contractions of her pussy Ben thrust his hips upwards letting his orgasm happen.

"Aaaahh aahh aahhh!" She moaned as her hips bucked and the flesh rod inside her womanhood began spurting strands of youthful semen into her being. Spurt after spurt of cum entered her cervix filling her womb up, after finishing up she slumped to the side sexually satisfied. She would go one more round, but she had a mission before this reunion and it exhausted her.

CC's hips bucked as she came to orgasm with Frightwig's tongue still inside her snatch, the girl herself came on Ben's face at the same exact moment thus both women came in unison. Frightwig lapped up the fluids gushing out of the spell caster's pussy and Ben felt the surge of cum juice surging from Frightwig's pussy. Both however were as tired as Turbine was since they all took on a mission before reuniting with Ben.

Frightwig slumped to the side with her legs wide open and CC got a naughty idea and crawled over to place her womanhood over Frightwig's mouth again and use her hands to spread open her snatch.

"You have more energy than that, hero boy. Come on, one more for the night, I'll even suck some of it out after you're done with her." CC said licking her lips hungrily as Ben's acknowledgement and still erect penis signaled he was ready.

CC was on top of Frightwig's body in a sixty nine position, but the plan wasn't just to each other out again, Ben stroked his penis a bit and stood over Frightwig's beautifully glistening pussy then guided his cock at the entrance.

"Here we go!" Ben bit his bottom lip as he sunk his dick deep into Frightwig's pale pussy, immediately he was greeted by warm and moist tightness. 'Man she's tight as she was last time.'

Ben thrust his hips forward then backward in repeat motion constantly feeling her wet cavern slide over his dick. While he was pounding her flesh CC cupped Ben's face and pulled him into a deep somewhat pornographic kiss as he continued.

In and out his meat slid into her and each time it came out it simply dove back in, after a few more minutes of this Ben's thrusts started increasing in speed and he felt his time coming to a close.

"Uunngh!" He grit his teeth ready to burst and then it happened. Frightwig's toes curled and her hips bucked as she climaxed once more and this time it was on Ben's rod, feeling the multiple contractions of the older woman's passage Ben felt himself go. "OOhhh Melissa!"

He thrust wildy shooting his sperm into her with each shove of his hips, repeatedly it jerked sending more cum into womanly womb, but CC grabbed his meat gently and pulled it out of Frightwig's hole before it could shoot some more. Jerking it in her hands some final strands of sperm shot out onto her open tongue, his dick spurted out a few more shots and then he was finally spent, CC had her mouth visibly full of white substance and closed her lips to make a loud swallowing sound, she opened her mouth to show Ben she gulped it all down with gusto.

"Wow...I'm..I'm spent for today.." Ben said feeling the drain of his energy and nutsack finally take it's toll on him. He fell back onto the shaggy rug of their living quarters with a content smile on his face. CC crawled up to him and laid with him like lovers usually do and she gave a kiss goodnight before letting slumber take over.

"Welcome back, Ben. Welcome home." She whispered as the living room lights dimmed letting sleep fill the room.

The next morning...

"So it's high time for me to sign with the Plumbers officially? Sweet!" Ben said excited as he walked with his Grandpa Max through a hallway deep down in a Plumber HQ. The base was underneath the pacific ocean making it a perfect set up to carry out covert operations without public interference.

Max nodded. "Normally you have to reach the age of seventeen to begin enlistment, but since you're pretty well known for your feats now and in the past, the higher ups want you with them now. This also applies to Kevin and Gwen, but they'll drop by later." He explained taking a turn in the semi-circular hallway.

They walked past a wall sign that indicated a medical station coming up and Ben wondered why they were going there.

"So am I going to sign some papers or something? Maybe even get a cool outfit like Captain Nemesis?" Ben looked eager and he was shaking in anticipation.

Max shook his head. "First things first, Ben. You need to undergo a physical to evaluate your human capabilities. Everyone knows how creative and capable you can be with your alien transformations, but your human self needs to be in top shape as well. It's just protocol."

They walked further and a sliding door entrance was made visible just a few yards ahead.

"No big, I understand that. I mean what with all the times the watch wouldn't work or timed out, I actually got used to that. So how long is the physical going to take?" Ben asked.

"Not long, it's done by a professional who specializes in human and alien physiology, but she's also a very skilled medical doctor." Max said pressing his left palm on the scanner next to the door, after verification the sliding doors opened revealing a spacious yet high tech looking medical lab.

In the distance Ben saw a rather stunning raven haired woman sitting cross legged in an office chair. Her hair was tied into a bun on the back and she had neatly combed bangs to the side of her forehead, her eyes were olive green and her body was tall and elegant. It was like a supermodel was dressed in a lab coat for cosplay, this woman was simply too beautiful to be a scientist.

"Good afternoon, Doctor Holiday." Max greeted as the woman got up from her chair and approached them.

"Same to you, Tennyson. How are things?" She shook his hand and briefly looked over at Ben then over at Max.

"Not bad, of course if the world would actually stop being under siege by attackers from outer space then I could sleep better. Yourself?" Max chuckled.

"Keeping busy, a lot of interesting prospects coming up such as Nan machine development and the medical breakthroughs that they could provide, but pleasantries aside. I take it this is your grandson?" She asked directing to Ben.

"Yep, an alien superhero just like his grandpa. He's here for his physical evaluation, doctor." Max said proudly.

"Hi I'm Ben Tennyson, nice to meet you." Ben greeted in a very friendly way, but part of him was worried that his charm may affect her like it did Turbine the first time around. That one time triggered on a complete stranger, if it always does that then he wouldn't be safe around any women he's near. Of course another part of him definitely wanted the charm to activate on this woman, she was freaking gorgeous.

"Pleasure to meet you, Ben. I'm sure we'll get along great." she said in a very friendly way. "Now let's begin, go over to that screen over there and undress." She instructed pointing to a screen stand over by her desk.

"Uh sure. Ok." He felt a little awkward at this as he walked over there. If he was about to get naked then the probability of setting off the charm on this woman, whom Ben didn't know was single, was even greater.

"I know I don't need to be here for this, besides I need to go fetch Gwen and Kevin anyway. I'll see you at home, Ben. Helen will give you a ride back." Max said waving him off. Ben waved back and finished undressing to the point of having nothing but shoes on.

Doctor Holiday looked back at the teen boy still behind the screen, taking out a clipboard with some papers clipped to it she began writing notes. "No need to be nervous, Ben. This physical is completely harmless." She said kindly to him before accidentally dropping her pen. She bent over to try to pick it up, but in doing so she exposed her rear through a tight fitting skirt to him.

'Uh oh, I can't help it.' Ben thought panicked as his erection grew at the sight of her bending over.

She retrieved it and stood back up. "There now, step out from behind the screen, please." She

requested politely and Ben reluctantly did so.

She didn't eye his crotch area first, but she placed one of her hands against his chest to check his heartbeat then used her stethoscope on his chest next. Ben gulped a bit nervously since his erection was still up and he hoped it would go down before she notices. Two things could happen from that: one would be awkwardness and embarrassment followed by a 'put it away' comment and the other would be the charm effect activating on a complete stranger again. Though he wouldn't mind if this woman would be the stranger.

"Now to check your- oh my..." Holiday was about to check Ben's manhood when she noticed it fully erect and hard, she looked back to Ben who had a mixed look of anticipation and hopefulness.

"Sorry, doc. I mean you'...well You're just beautiful and this happened when you bent over to pick up your pen. " Ben said nervously. She lightly chuckled and made a warm smile.

"Ben you don't need to apologize or worry about this, ok? You're a young teenage boy who happens to think I'm attractive, this is completely natural for anyone. I'm not disgusted or upset with you, ok." She said sympathetically as she continued on with the physical. "Do you know how many men around here keep hitting on me and expect me to sleep with them? A lot actually, but I'm not some easy catch for those dogs. I'm a career orientated woman and they don't seem to understand that." Holiday said jotting down some notes and after that she grabbed his manhood to analyze that as well.

"So uh...have they given up on asking you out yet?" Ben asked trying to make a conversation with her.

"Some have and others a bit more persistent, so that's why I security lock my door so that only people I allow come into my office. That way a bunch of persistent coworkers don't come barging in my office asking me out on a date." She said removing her hand from Ben's meat and placed a gloved hand on his chest.

"Breath hard for me." She instructed and Ben did so. He breathed back in and she removed her hand.

"Yeah I kinda have a similar problem, in fact it might be a permanent one." Ben added getting on the weight scale she gestured to.

"Oh really? No surprise there if girls are coming after you, you're a handsome boy, Ben." She said causing him to blush a bit. "You're pretty amazing yourself, doc." Ben commented causing a small smile to appear on her face.

"Thanks, you're sweet, Ben. Now open your mouth so I can place this thermometer under your tongue." She said taking out a small temperature gauge. Ben was surprised that the charm effect didn't activate around her, but that one time was a fluke and it really is back to it's original set up where it only affects girls that feel for him.

'Heh, I guess I worried for anything, but still...look at her. I mean she's just drop dead gorgeous.' Ben thought opening his mouth, but before she inserted the device Ben's own hormones made an impulsive choice for him.

He instantly leaned forward to capture the good doctor's lips in his mouth catching her by surprise.

"!" Holiday was beyond shocked, so beyond that words couldn't even come out of her mouth. The kiss was deep and only continued for a half a minute before Holiday gently pushed Ben off her lips.

"Huff, Ben! I-" She was flustered and a faint blush appeared on her cheeks. Truthfully no one has ever done that before and it may be Ben's last chance to ever come in this office again. "Ben. That was uncalled for-! You shouldn't be doing that. I can-I..." She trailed off as a faint pink glow filled her pupils.

"Doc I'm sorry, it won't happen again. I am so so sorry?" Ben didn't realize the glow until after he finished apologizing. The charm effect was still active and it charmed her now too. Now Ben truly felt low.

"Maybe I should go now, hopefully the charm effect wears off after I leave the place." Ben looked to the sliding doors and noticed the glowing sign at the top of it was red and said 'locked'. 'uh oh.'

He felt a pair of arms around his body and Doctor Holiday nuzzled her head against his snugly. Ben couldn't resist any longer, this woman was a goddess and if it happens then it happens.

"You're cuter naked, Ben. How about this time you give me the physical? Hmm?" She purred against his neck.

The pink glow filled his pupils signaling it was on now, Ben pulled her head to his to engage in a rapturous lover's kiss. The older woman's lips were sucking in Ben's own ones and every now and then slipped her tongue into his mouth. It was sheer nirvana making love to his mature yet sophisticated adult woman, not that he hadn't had sex with other older women, but this one he badly wanted to add to his group.

She moaned and reached her hands down to his erect penis, her hands glided over the shaft and began stroking it smoothly while they made out.

Ben softly let of her lips while he placed one of his hands at the bottom of her skirt.

"I really want you, doc." He said with lust filled eyes and she nodded with a sultry smile.

"Then you will have me, Tennyson. By the way, just call me Holiday." she said pulling up her yellow shirt underneath her open lab coat. She pulled it up all the way until it was over her braless tits. Ben admired them and wished he could just suck on them right away, they were even the same size as Gwendolyn's.

She then hiked up her skirt over her white nearly transparent panties, Ben instantly felt harder just by looking, she winked at him and took a seat down on her chair, but kept her legs spread wide apart.

Holiday made a beckoning finger to him and Ben hypnotically approached her, she was sprawled over with legs spread wide and ready to receive. He was going to pound her while she was leaning inside her office chair, to Ben this seemed like a scene out of a porno movie.

Ben positioned his cock over her unclothed snatch and without restrain he thrust his manhood right in.

"Ooohhhh yeaah!" Ben gasped as he felt the doctor's tight womanly flesh constrict his cock.

Holiday bit her lip and her eyes displayed much anticipated euphoria as Ben continued on with his frenzied pounding. His hips continuously slammed into hers with intense vigorous energy, Ben wanted to do this with her since the moment he saw her and he was living out the dream.

"Ben! Beeenn!" She hollered out as the teenage appendage protruded into her womanly depths over and over again.

Ben pulled her boot long leather boot wearing legs up over his shoulders as he continued to screw her, her tits were shaking around with each thrust and Ben put more energy into each pounding.

This went on for minutes until she suggested he pin her to the wall, so Ben removed himself from her and she got up to stand with her back to the wall waiting for him.

Ben then leaned into her as to begin another ravenous make out session while he positioned his cock into her pussy again. With a strong shove he was inside her once more thus causing her to moan loudly into their kiss, but Ben wasn't done yet. He picked up the woman by her thighs and kept her pinned to the wall while he continued diving into her.

Her legs were dangling up in the air and her face was flustered with a lusty expression. Ben's cock continued sliding into her mature snatch causing wet flesh sounds. After this was going on for several more minutes Ben felt himself coming close, instinctively she wrapped her legs around him to make sure he doesn't pull out.

"Doctor Holiday I'm cumming!" Ben yelled out while Holiday was crying out his name with a dazed happy look on her face.

Suddenly his hips spasmed over and over again as his penis sent ropes of thick semen into her womb.

Strand after strand of white cum spilled into her depths, but Ben kept coming and coming, he was likely to fill her to the brim entirely. She slumped spent and so did he after a couple of more shots of cream, there they stood in each other's arms against the wall in post sex sweatiness.

The color in Holiday's eyes returned to normal olive green and she looked into the emerald green eyes of Ben after the charm wore off on both of them. They simply stared into each other's eyes for what felt like the longest time and then finally...

Holiday pulled Ben into a deep loving kiss, she put so much passion into it that Ben couldn't believe she was off the charm effect, but it was happening.

Giving in, Ben receded into the kiss as he gave this woman all his love like he did with several other women. After making out for several minutes they smiled to each other and she whispered a few words into Ben's ear that caused shock and a smile to appear on his face.

"Yeah....I'll do everything I can for you, doc." Ben said back in their embrace.

"hehe, call me by Holiday, I'm used to that, but my first name is Cassandra." She said smiling a loved smile as they hugged.

"Okay, Cassandra. You won't regret this." Ben said.

"Yeah I know, but physical aside I can safely say you're perfectly fit for Plumber duty, Ben." She said back as the two got dressed again and walked out the medical office together. Doctor Holiday lead the way by holding his hand and leading him to a secluded spot because simply she wanted to do it again already.

'My poor buddy... ' Ben thought referring to his wang which was still sore from earlier.

End of chapter



# **I'm dreaming of Aunt Lily(Lily Tennyson, Gwen Tennyson)**

Ben's girls

Chapter Fourteen: I'm dreaming of Aunt Lily

By Azure

"So I have a question, CC? I was wondering if you could help me out here." Ben asked sitting on the couch in the living room area of the CC, Turbine's, and Frightwig's plumber base.

Charmcaster was in skin tight gym shorts and a pink tank top while she was balancing her back along a big rubber exercise ball.

"What's on your mind, sweet cheeks?" She asked rubbing her back against the rubber ball.

Seeing your lithe body flex out along the exercise tool was going to be a start to arousal in Ben's case, as long as she didn't do something more erotic then he could contain himself.

Of course he was wrong. CC raised her left leg up and stretched it showing her camel toe through tight shorts, instantly Ben felt turned on, but his mind was on a bigger problem.

"Well it's been about my uh well 'Relations' with all the women I've been with, each time we get into a frenzy I end up letting loose inside them. What are-"

"The odds of pregnancy?" CC finished for him then she winked. "None, whatsoever."

This caught Ben by surprise, how could none of them be impregnated after all the times he came inside? Had to be related to magic.

"How? I mean is it because of the charm effect?" He asked with his eyes following CC's now rotating buttocks as she followed her exercise routine.

'Why must she tease and torture me?' Ben thought struggling to keep his sex drive in check.

"Yes and no. I may not know much about it compared to my pre-paradox self, but I have researched on the original design for it." CC said now standing up to perform jumping jacks, thus causing her breasts to jiggle up and down. Ben had to grip the couch cushions out of restraint.

CC saw this in a reflection on one of the wall's mirror and got a naughty idea. She ceased her jumping jacks and decided to stand straight and bend her upper over to her toes. Seeing her ample butt stretch out her tight clothing already made his pants uncomfortable and made him wish he could rip them off so he could take her right there.

"Well what can you tell me about it? I'm a little nervous about having over ten bundles of joy, ya know." Ben said trying to balance out his urges.

CC ceased her workout and walked over to sit beside him with CC hooking her arms around his left one.

"You only have to worry about that sort of thing if there's a vocal agreement between you and the gal you're banging, if both say they want pregnancy to happen and if there's an affirmative response to that then charm's 'pill' effect doesn't happen. Simple?" CC said cupping the teen's face and pulling him into a loving kiss.

"Yeah, hmmm, very simple.." Ben mumbled between kisses then as if electricity shot through his system, two fearful theories involving two different females came to mind.

'Wait a minute!' He thought.

(Flashback)

An mental image of Ben in the park with Elena Validus appeared in his mind, they were in a doggy position and Ben vaguely heard her say 'Ben, I want you to get me pregnant with your baby!', Ben simply shouted her name as he emptied his load inside of her. Another mental image appeared in his head and this time it was his most recent sex partner: Doctor Holiday. The image of her being held by the teen hero against the wall with her legs wrapped around him while he pounded his meat into her was shown. Then the image of the sexy scientist whispering a certain few words in his ear: 'If you give me a child then I'll be yours forever, Benjamin.' The he nodded in agreement and continued his sexual experience with the older woman.

(End flashback)

'Oh crap.' He thought feeling like his whole body turned to stone. Up until now he never gave any thought about pregnancy from his sexual sessions with all the women and girls he had so far, but while feeling some relief knowing he didn't impregnate all of them he also felt some worry for if he knocked up Doctor Holiday and Elena.

The rest of the day passed by slowly after Ben left the girl's plumber base and drove home, just when he thought the chaotic possibilities of this charm was behind him another worry pops out of the woodwork. True to his word he deeply loved all of them, including Elena and Holiday, but could he really be a father at his age at this unexpected period?

"Maybe it's better if I don't think about it." Ben said to himself while driving until he felt a vibration from his cellphone. Taking it out of his pocket and looking at the screen, Ben saw that it was a text message from Gwen.

"I need you to get over to my house quickly, my mom is having trouble with dad and she could use your help. Love Gwen."

Ben wondered what could be the trouble, it was never his place to get into arguments between couples, but this was his aunt and right now it sounded she needed some company. Sighing and making a left turn at a light Ben drove on to Aunt Lily's house.

At Gwen's house...

Driving up the curb and stepping out of the car Ben knocked on the door and after a few seconds it opened revealing Gwen in her usual clothing looking less than pleased.

"Hey, glad you got my message, my mom's having 'issues' with my dad and I think she thinks she needs some support from both of us right now. I didn't want to call your parents or Kenny yet

because I think it's a better idea to keep it small." Gwen said letting him inside and closing the door.

"What happened anyway?"

"Well...my mom thinks dad is cheating on her." She said crossing her arms in uncertainty.

This alarmed Ben, he always thought his uncle was a decent hardworking man, he definitely seemed more the type to be loyal and faithful instead of a cheater. Maybe there was more to this than anyone else knew.

"well what can I do?" Ben asked looking concerned. Gwen gestured to the dining room the lights were dimmed and he could barely make out the shadowy figure of his aunt sitting at the table with her head down.

Ben walked over to her while Gwen stayed behind and hoped her lover could boost the spirit of her mother again.

"Aunt Lily?" Ben called out to her softly as he approached her form, she was resting her head on the table of the dining room with dry tear streaks down her face. She was wearing her usual domesticated outfit of a white sleeveless blouse underneath a green short sleeve open shirt and a navy colored short skirt. She was very attractive regardless of her age and she aged well, but the face she was wearing now looked to be in dire need of comfort.

"Hm? Ben?" She choked out raising her head off the table to see the worried face of her nephew. "What are you doing here?"

"I came because of you. What's going on, Aunt Lily?" Ben asked gently as he took a seat next to her.

"Well, not to burden with anything, but I could use someone to talk to about this. I know Gwen knows, but maybe you could help. I think your uncle Frank is cheating on me with another woman." She explained as she took out a crumpled up letter she was clutching in her right hand and held it out to Ben.

He took it and opened it up to read it, it was short and in uncle Frank's handwriting, all it read was a message about a meeting place and directions, it was meant to be sent out to someone named 'Millia'. Ben didn't know what to think, it could've been a friend meeting with another friend, but who knows.

Ben simply pulled his aunt into a hug and patted her back, the only thing they could do was wait and see when his uncle comes back home and explain himself.

Suddenly Ben felt a vague yet familiar sensation run through his body, unknowingly his pupils lit up in bright pink as well as Lily's.

"Hmmm, you're so warm, Ben. I didn't know you had this build either." Lily purred rubbing Ben's chest in circles.

'Uh oh. Better stop this before.....ooohh crap the charm.... Effect is messing with up my head...'  
Ben felt dizzy as the familiar magic of the charm went to work on his body, his erection was springing up inside his pants and whatever willpower he had remaining would soon fade when Lily

did this next: she pulled back and placed her hands at the hem of her under shirt to pull it up to reveal her lacy violet bra cupping her C-cup breasts.

Ben knew he couldn't be able to resist especially with the charm making his sexual urges stronger, even the tiny voice inside his head saying lines like: 'she's your aunt!', 'She needs comfort, not sex!' and etc were fading into silence as Ben now felt enslaved to the charm yet again. He was beginning to think his issues with the charm were now getting bigger instead of smaller.

"Hm!" Lily moaned when she received Ben's forceful lips on her own, she gratefully accepted and dove her tongue into the youth's mouth.

Ben always thought she was a bit of a looker, even if she was his aunt, but this was certainly filling a fantasy quota, it was too late now to pull back since the charm was making his body follow it's needs first.

She slid her slender left hand down to his crotch area of his jeans and rubbed along his bulge through his pants.

With a zipping sound and a tug his pants were yanked down a bit so his erection can spring free for Lily to admire. Gently leaving the kiss, both with eyes aglow with pink energy, they continued. Lily undid her bra and let it fall to the floor revealing her breasts in all their glory to the teen hero, Ben also removed his jacket and kept his shirt on while Lily dove her hands underneath her skirt to pull out her panties from under.

On the floor were her panties along with bra, and Ben's jacket, she seductively looked at him with a wink then sat back on the chair spreading her legs apart. Wearing nothing she hiked up her skirt to show the teen her mature and slightly haired snatch ready for action.

'This is so wrong.' Ben thought with what little rationality remained in his mind at the moment was overwhelmed by desire for the redheaded mother of his other lover.

Hypnotically rising up from the chair and adjusting himself to position his body, Ben felt the tip of his manhood touch the entrance of Lily's mature yet moist and youthful vagina.

"Hhnn!" He gave one swift thrust and little by little he was invading her depths, she was moaning in her throat while containing a look of bliss.

The moist wet passage of the womanly flesh suctioned in Ben's rod and the feeling alone made him feel ready to blow.

"Hhmmm, Ben. Keep going." Lily purred placing her hands behind the neck of her nephew to pull him closer. Her ankles crossed each other around Ben's lower back as his appendage kept pumping into Lily, it was a bliss similar to how Gwendolyn felt or even Turbine or Holiday. Truly, older women felt amazing and were very experienced.

"Give me a kiss, kiddo. Not a family one either." She said craning her head forward a little bit to capture his lips with hers and move her tongue around inside his mouth.

Her skirt was still on and hiked up to her belly button while she kept her upper body clothing pushed up as well.

Quickly Ben's hips started hammering away at a faster rate thus giving Aunt Lily a reason to tilt

her head back in pleasure. Her toes curled up and her vice like grip on Ben's torso with her legs became tighter, Ben then moved his head to one of her bouncing breasts and gently sucked on her left nipple. He used his right hand to squeeze and fondle the other breast causing her to grit her teeth. If this was comfort in her time of need then Ben certainly filled that need a hundredfold.

"Oh yes! Ben!" She yelled out feeling time coming and her body sweat more.

'I-I can't believe I'm doing this with aunt Lily! T-this is too much! I'm gonna lose it!' Ben thought feeling his climax coming lightning fast. He let go of her breast with his mouth and she craned her head over again to pull him into a deep lip lock, both moaned as they each reached a unified orgasm.

Her hips undulated wildly underneath Ben's body making her pussy muscles contract strongly on Ben's organ.

"Oh Lily!" Ben let go of her mouth and hollered out her name as he felt his hips bucks wildly against hers causing him to let loose a current of sperm into her womanly depths.

Over and over his hips jerked and each time he spurted out more white cream into his aunt until a few more twitches lead to his finish. After spending his load he collapsed and rested on top of his aunt who in turn felt exhausted all the same.

Both were panting but Lily was the first to say something. "My my, Ben. I don't know what to say....except thank you." She said wholeheartedly and smiling. "I found out from Gwen about your little magic love spell recently when I noticed a few odd things about her behavior around you."

Ben's eyes opened wide in alarm and he felt panicked until his aunt gave him a reassuring pat on the back or butt in this case.

"Don't be so worried, Gwen shared her secret with me willingly after I confronted her about it, I'm mad incase you were wondering. To be honest this wasn't on mind that much when I found that suspicious letter addressed to Frank." She said sighing at the mention of his uncle's name.

"Aunty Lily, I don't think it's what it looks like, maybe we misunderstood the context of that letter." Ben theorized. She rubbed an index finger soothingly along his face.

"Maybe, but I won't know for sure until he gets home first." She said brushing a bang out of her face. "Thank you again, Ben. I really needed that, but this stays secret from everyone else, got it?"

"Trust me, that I understand more than anything. I don't want to be a home wrecker, ya know." Ben said trying to remove himself off of her, but Lily locked her legs around him again to prevent him from leaving.

"You didn't let me finish, until I hear what my husband has to say about his little secret then I may need you again, Ben. I have needs and if worst comes to worst I'll need someone to love me when I need it the most, you're the only person I would think of, with or without that charm of yours. It's your decision though." She said sincerely looking into his eyes.

Ben thought for a minute then nodded and smiled. "Yeah, I'll be there for you if it comes to that."

Lily pulled him into a deep sensual kiss. "You're so sweet. No wonder my daughter is so very much in love with you. I hope those other girls you have aren't jealous types."

'I hope not either.' Ben thought briefly before thinking of another questionable thought. "By the way did Gwen set this all up?"

"I'd say it was her surprise idea to send you over here while you were wearing some kind of 'lady killer aura', but I think she was looking out for me as well as worried about our family's future." She said looking over to see Gwen walking over to them with a pleased smile on her face.

"You two looked like you had fun." She said walking over and giving a quick slap on Ben's bare ass.

"So this was your idea?" Ben asked even though the answer was pretty much already given.

"Honestly yes, part of me believed dad was cheating on mom and after seeing her like that, I didn't know what else to do or think up another way to console her. So I thought of you, Ben, since you have a way of turning every gal's black cloud of doubt into a sunny day of hope. Sorry that I didn't tell you sooner-" Gwen was cut off by Ben slapping her butt.

"You don't have to apologize for anything, Gwen. I was glad to help, surprised, very much, but glad to be here for you two." Ben said while Lily rubbed his back in circles. "This might be a little awkward during family get-togethers though."

Lily chuckled. "Awkward or more exciting, if you know what I mean." She said smirking and caressing her legs along his back some more.

'Man that feels nice.' Ben mentally commented feeling Lily's smooth legs glide across his back.

"Hey, feeling a little left out here, ya know." Gwen said smirking as she unbuttoned her shirt teasingly in front of Ben. Ben felt himself get re-hardened at the sight and Lily looked between the two and grinned.

"Well now, how about a mother-daughter tag team, Ben? Feel up to it?" Lily said nudging her exposed breasts against his chest. "Ooh I guess you do." She felt Ben's cock get hard inside her moist passage. "Let's let Gwen clean you off first, shall we?"

Getting the message Ben lifted himself gently off of her and with a wet slicking sound his cock sprung out wet and partially covered in cum.

Gwen finished undoing her shirt and revealed herself to be braless, she trudged her jeans down so that her white cotton panties were visible. She then crawled seductively towards Ben, who was now sitting on the chair with his dick standing ready for attention.

Lily sat up as well and noticed some of Ben's essence dripping out of her snatch, Gwen had more than experience doing this with Ben, but she was always ready to learn more.

Placing her lips at the tip she gently kissed around the top and trailed her kisses down his shaft softly. Lily watched in interest as her daughter went down on their shared lover, she was already out of her gloom and despair and ready to join in the action.

Closing her lips around the head of the cock she began licking the tip from within her mouth causing Ben to moan slightly. Gwen decided to take it deeper so that his shaft was now being licked eagerly by her tongue from within her mouth.

Ben moaned out her name loudly and tilted his head back while she paced up her slurping on his meat. Gwen's head continued bobbing back and forth on it and making sure she gave extra suction as to increase pleasure and clean off all the leftover cum on it, both her mother's cum and his.

'Damn she's a fast learner!' Ben thought when he felt his limits breaking, but something got him by surprise: another pair of lips took over from Gwen was sucking.

He looked over and saw Aunt Lily taking Gwen's spot and sucking his dick instead, the difference was astonishing to say the least, Lily had more experience and she was showing it.

"Oh god! Aunt Lily! You're amazing!" He called out tilting his head back once more and unknowingly the two redheads made eye contact and nodded to each other.

Gwen moved closer and Lily moved slightly to the side of Ben's meat rod and both lips were on his cock slurping on each side of it.

'Holy-!' Ben thought looking down again to see mother and daughter licking and sucking on both sides of his manhood. Words were beyond him now as this was fantasy made reality.

Lily traced her tongue along the top half of his meat so that she can both lick the shaft and suckle on the tip while her daughter gratefully enjoyed the other side of the shaft as well as his nutsack.

Clutching the seat cushion of the chair he was on Ben felt his dam burst and girls knew it, so they waited for it while Lily used her left hand to jack Ben off.

"I'm cumming!" He grit his teeth as his wang twitched violently as it spurted out copious amounts of semen onto the faces of Lily and Gwen all at once. Their mouths were open and some of the seed landed on their lips and tongue. Numerous spurts of white creamy substance cascaded along the teen redhead's face and lips and the same went for her mother, after a few more shots of spunk his dick ceased cumming.

So much sperm covered their faces and Gwen had a naughty idea of how to clean up, making sure Ben was looking, mother and daughter faced each other and pressed their lips together.

Ben was simply too speechless to say anything, he was watching his hot aunt make out with her daughter with his sperm all over their faces, it was like out of a stag movie.

Lily's lips moved along her daughter's with cream covered lips, they were swapping Ben's essence with each other and made sure he witnessed their tongues worming over each other's.

Gwen then moved her lips off her mother's and went to her cheeks to lick off some of the of the cum on her face. Lily felt immensely aroused as Gwen continued tasting and licking Ben's semen off her face.

Lily then did the same and made sure she got every last bit of jizz from her daughter's face into her mouth. With a loud gulp they each swallowed their share and looked satisfied with their romp with Ben for tonight. After laying on the soft floor with him cuddling at his side for what felt like an hour of rest, they got dressed and cleaned up before Ben's uncle could return home.

Ben made sure to be there for Aunt Lily incase it was true his uncle was cheating on her, but he really hoped it wasn't. Lily gave him a deep goodbye kiss that aunts don't usually do, to Ben before

he left the household. Before he drove off Gwen blew him a kiss, as he returned home his mind was on other things aside from his session with Aunt Lily: What if he did get Holiday pregnant? What if he got Elena Pregnant? What about both? Would he be ready?

It was late at night when he returned home, his parents were asleep of course and Ben went down to the kitchen in his sleep wear to get some water out of the fridge before he went to bed.

"Ben, honey? Is that you?" A mature feminine voice spoke from within the darkness and Ben turned to see his mother in the kitchen doorway.

"Yeah mom it's me. Can't sleep?" Ben asked from the side of the open fridge door. He didn't see what she was wearing and assumed it was her usual pajamas, but boy was he wrong. When he closed the fridge door his eyes popped wide open at what she was wearing: a nearly transparent light green nightie that gave his mind unwilling dirty thoughts.

"Uh mom? Why are you wearing that?" Ben asked nearly letting the glass of water slip out of his hand.

"Oh this?" She blinked and gestured to her somewhat revealing outfit. "It's the anniversary of your father and I, the day we met and fell in love. "What do you think?"

"I think it's very...sexy? Not something for a son to see though." Ben stammered blushing.

Sandra was very attractive for her age, similar to Lily except her eyes green and her hair was medium length blonde, she was actually very beautiful. That was bad news for Ben's charm effect.

Sandra giggled. "Sorry, kiddo, but I had to come down to see it was you that was down here. Well I'm off to bed then, I hope seeing your mom like this doesn't give you nightmares or anything, hehehe." She walked back upstairs chuckling.

'Oh I hope not, in fact it might be the opposite actually.' Ben thought hoping the charm magic wouldn't pull another fast one on him again, he shuddered at the thought and drank his water.

After getting into bed he instantly fell asleep, soon dreams would overtake his mind but not before a familiar pink aura lit up around him.

He stirred a bit before his magically manipulated dreams began to occur within his mind.

(In Ben's dreamscape)

"Hm? Where am I?" Ben stirred up in the dreamscape world which was at the moment his own room, he was rising from bed until a feminine hand pushed him back down gently. "Huh?"

He appeared to be groggy and slow until he saw something or someone that made his body go alert mode.

"Mom?" Ben was surprised at seeing his mother in his dream and having everything feel so realistic at that, but what was more shocking was that she was wearing a transparent nightie with see through fabric fully showing her D-cup breasts to him.

'What the hell?' Ben's mind raced and his heartbeat accelerated with excitement.



Her hair was slightly messy but in a sexy way, her eyes looked sexually hungry, and she was crawling on Ben's bed towards him seductively.

'What's going on here?' Ben thought panicked right before Sandra spoke.

"My my, Ben. Do you have an erection just from looking at me? Naughty boy, maybe I need to spank you, hm?" She said purring, she was completely on top of him thus preventing him from escape, not like he could run anyway since he was too shocked to move.

"Mom what are you doing?" Ben asked in alarm as he felt her slender smooth right hand glide underneath his sheets to rub his crotch in rotation. Ben couldn't figure out why he couldn't move or why he liked it, but all he knew was it's going to happen.

Sandra then used her other hand to grab and guide Ben's right hand to place it on one of her breasts.

"Do you like doing this, Ben sweetie?" She asked gently yet seductively as she inched her face closer to his. This was all a dream but it all felt terrifyingly realistic to Ben.

Ben's body couldn't lie and reluctantly nodded, she whispered 'good' and captured her son's lips into her own.

It felt amazing and weird at the same time, but Ben went along with it and continued to make out with the older blonde woman. Her lips and tongue showed much expertise as she drove her tongue down his throat and sucked on his lips elegantly.

Ben could feel his manhood getting rock hard, Sandra sensed this and slid her hand into the open fly part of his pants to stroke his member. Her fingers gripped his rod gently and started stroking a little faster thus making him grip the sheets of his bed.

She broke the kiss gently leaving a dazed look on Ben's face and said something else: "Hhmm, does my boy find me attractive? I guess so since your log down there seems to." She enjoyed the look on his and the attention his cock was ready for.

"Well then let's do something about that, sweetie." Sandra said pulling the comforter down so that his erection was standing proud and ready for it.

Much to Ben's surprise and arousal Sandra hadn't been wearing anything at all underneath that transparent nightie, she pulled down the straps and top part of her nightie to fully show her luscious breasts.

She reversed her position so that her back was shown to him and hovered her lower body over his cock, with a thorough shove and drop she drove her snatch onto her son's erect member.

Ben immediately tilted his head back in euphoria as his mother adjusted herself to his length looked back at him with a sultry smile and gyrated her motherly hips on his member.

'Whoah she's surprisingly tight! This is insane..! T-this is my mother and I'm enjoying this..!' Ben's mind went frantic as the older woman continued gyrating her hips on her son's meat, the warm wetness of her snatch felt exactly like Lily's if not a little different.

Ben's hips started thrusting upwards on their own in accordance with his mother now pounding herself on his member. Sweaty flesh slamming into each other wildly, mother and son in a false

dream world yet so real, Ben grabbed her hips with his hands and increased the pace of his thrusts.

Sandra's breasts were bouncing up and down along with her body, her son's manhood inside her was driving her crazy, and her lust went over the top. Her hair was swaying with her as she increased the force in which she bounced onto Ben's meat.

His thrusts started becoming faster and faster until he shouted out her name as his climax came, hers came too and she slammed her hips down one last time before her pussy muscles contracted.

Ben felt the woman's vaginal muscles contract and suction on his cock, the pleasure was way too much and he came inside her full force. His cock jerked violently as he shot load after load of incestuous cream into the blonde milf. His hips twitched a few more times and deposited some more cum into Sandra Tennyson before going soft to rest.

Ben felt relaxed now and Sandra crawled up to him to curl up against his body comfortably.

She placed a hand on top his face and pulled the boy into a deep loving kiss and whispered a few words into his ear seductively before-

(End dreamscape mode)

"Ah!" Ben shot up awake and fully aware of the dream he just had. "Oooh.. that was all a dream... a very very disturbing dream, but whew..." Ben said to himself as he felt the familiar feel of the real world and his bed. It would indeed be very awkward to see his mother for real in the morning, that sex dream was too real and too intense not to be.

Ben looked to the side to see that his cellphone vibrated and the screen lit up signaling that he received a text message just now. He picked it up and flipped it open, it appeared to be from Doctor Holiday.

TO: Ben

I have some special news for you:

I'm Pregnant!

Come see me when you can.

-Love,

Cassandra

End of chapter fourteen:

Next chapter: My date with a Hollywood heartbreaker

# **Date with a Hollywood Heart breaker( Jennifer Nocturne, Sandra Tennyson)**

Ben's Girls

Chapter Fifteen: Date with a Hollywood heartbreaker

By Azure

Dropping the phone in utter shock Ben felt like his body was turned to stone, he just read a text message from hot scientist that told him she was pregnant! Automatically a weight of a couple hundred pounds felt like it was falling on Ben, he slumped back on his Ben more tired than he'd ever felt before except he wasn't drifting to sleep.

'S-she's pregnant? I'm going to be a father?' Ben thought as he felt his entire world suddenly become different, he always figured Gwen would be the first mother of his child, this certainly was a surprise. If he had known about the pill effect the charm allows then he would have made the promise to give her a child eventually instead of right on the spot.

His cellphone vibrated on the floor with a light ringtone, it was a call this time and Ben felt compelled to reach over and see who was calling: It was Holiday. Slowly flipping it open to accept the call Ben placed it against the side of his face ready to listen.

"Hey?"

"Ben, it's me. Did you read my message?" Doctor Holiday's voice spoke from the other side. Even on the phone her feminine voice carries a lot of elegance.

"Yeah, so I guess I'm going to be a father then, huh? I figured that wouldn't so early in my life, I might have to get a job now too. Hehehe." Ben chuckled a bit nervously at the last part, he was nervous alright, but he was trying to make this optimistic.

"What's your say in it, Ben? Do you want to be part of this life? I know you're young, but I wouldn't force it on you unless you truly are committed." She questioned.

'She's straight to the point, huh. Well, this was going to be happen sooner or later, maybe as a full-time plumber I can earn enough to support her and the kid, I wonder what to name it?' Ben thought before answering. "Yes, I want to be part of your life and this child's, I know I'm not ready but I'm willing to do all I can. I-I love you that much, pardon the cheesiness of that last part." Ben stated seriously before hearing a relieved sigh on her end.

"Ben you don't know how happy I am to hear that, I'm sorry, I truly am, but that message I sent was a test." She spoke shocking Ben completely.

"W-what?"

"I'm not pregnant, Ben. I figured you're too young to be a father this early in life, but with all the unprotected sex I thought it might've happened eventually and I wanted to see if you were ready to be responsible if the time came. I apologize for the deceit, Ben." She spoke sadly.

At the moment Ben felt two very different feelings: one being immense relief that she wasn't pregnant and another was a bit of anger at being lied to about such a thing, but he remembered her face and her warm smile when she made love to him. She was by no means a bad person or a manipulative one, she was just trying to see if he was ready for such a new world, he loved her and she loved him, that's all that matters.

"Cassandra? You there?"

"Yes, I was beginning to think you were silent because you were angry with me, how do you feel?" Her voice spoke softly.

"Well I guess I'm a little surprised and relieved, I'm not ready, but if I do happen to screw up then I guess it'll be high time to step up. Hehehe."

"That's good to hear, but that charm effect of yours is pretty dangerous, Ben. Anyone could fall under it and even you're not safe from it, if it spirals out of control then you wouldn't have just one bundle of joy, you'd probably have dozens." Holiday warned making Ben gulp nervously.

"Well actually about that..." Ben began to explain what CC told him about the pill effect the charm possessed. Holiday understood it all quickly and now she knew not to voice a pregnancy proposal if there was a chance she could get pregnant with extreme certainty. She wanted a child sure, she was nearing her thirties and wanted a baby before the big three o. Ben wanted to be involved and she didn't want to put that on him, not until he was ready yet anyway. It was comforting to know she had found a very likely husband-to-be in Ben.

"So you have me onboard with all your other ladies, I hope you treat us all nicely." Holiday said with a sweet smile on her face.

They spoke more over the phone with pillow talk among other things like dirty talk as well, late into the night they chatted and then planned another 'date' for when Ben visits the lab again on this Friday.

"Well goodnight then, Ben. Love you." She said making a kissing sound over the phone.

"Night, Cassie. Love you too." Ben said before clicking the 'end call' button on his phone. He looked over at his alarm clock and noticed it was half past one in the morning, badly needing sleep he adjusted himself so he can pass into the world of slumber again. Unknowingly he was about to have another sex dream with a certain blonde milf.

(Dreamscape mode on)

"Hmm? Whuh?" Ben said groggily before realizing he was sitting on one of the reclining chairs in his living room household. "I know I'm dreaming, but oh no...not this again." He moaned in slight despair as he remembered the feel of realism only one kind of dream had.

"g'morning, sweetie." An alluring voice said and Ben knew what to expect when he turned around to see a site that made his jaw drop. His mother was leaning against the doorway to the kitchen wearing absolutely nothing underneath a covering white apron, she was leaning against the frame with one leg lifted and a sexy look on her face. Instantly Ben felt his rod poking through the fabric of his jeans.

It was sexy sight of unbelievable proportion, but all the while every bit as disturbing as the last one. He was seeing his own hot blonde mother in naked apron style.

She walked alluringly over to him and knelt down in front of her son, apparently unable to move just like last time.

"It's early in the morning, sweetie. I don't know why you're up, but I definitely know why that thing is." She said in a sultry tone and gestured to Ben's erection bulging through his jeans. Once again Ben's body felt unable to move or obey his thoughts, the only part of his body doing any thinking is the part that Sandra Tennyson is now massaging.

Her lightly toned hands were both simultaneously rubbing along the bulge in front of her, then without further delay she used right hand to zip and pull his pants down a bit thus revealing his erectile manhood.

'How do these dreams keep happening? Is the charm spell messing around with me again, I mean come on! This is my own mother here! Why is it giving me these weird sex dr-' Ben thought before his train of thought was cut off by Sandra cupping his balls in one hand and using her other one to stroke his shaft gently. Ben gripped the armrests of the chair he was in, the feel and the bliss she was giving was intense and very arousing. The fact that she was a dream version of his mother was clouded by the fact she was a stunning blonde milf.

'Oooohh can't think straight..she's- unnnghh!' Ben's mind was blissfully distracted by Sandra now cutting out the middle man by placing her son's cock onto her tongue. Closing her lips around it she hummed and while it was inside she used her tongue lick the tip in circles.

Ben looked down for a moment and she looked back at him and winked before moving her head completely down on his length. She took it all in and put effort into suction.

"Oh wow!" Ben undulated his body in reaction. Sandra continued deepthroating him and pushed her mouth even farther to where her nose ticked his pubic hair a bit. 'T-his is incredible..! I shouldn't even be enjoying it, but still-!'

Sandra's smooth lips were slurping over his shaft and back in repeat motion, the look in her eyes pretty much told she was just getting started. Ben's hands suddenly went to her head and took hold while she continued inserting his length into her and retracting from it. She accelerated her bobbing and increased the suction she was giving, nearly pushing Ben over the edge, but he held strong. Every now and then he heard her moan in satisfied taste, but then Ben slowly rose off the chair and Sandra rose up a bit as well.

They now got into a position where Sandra's back was against the couch of the living they were in and Ben was standing and repeatedly shoving his cock down his mother's throat. It was face humping done incest style and Ben's body was greatly enjoying it. Slowly he shifted his hips back and forth as to enjoy more of his mother's throat cushioning his member, they continued like this for a few more minutes until Ben's hips started moving faster. Sandra gripped around his rear for a better grip while Ben's meat continuously slid into her throat at an accelerated rate until now.

Ben suddenly halted his thrusts and felt his lower body twitch and shudder as he emptied the contents of his nutsack down his mother's throat. Multiple shots of semen cascaded the inside of her mouth while she eagerly kept sucking on Ben and swallowing everything.

Before anything else could continue Ben opened his eyes and found himself in his bedroom on his

bed again. He was sweating as if he lived the dream in the real world, he looked around and had a slightly confused expression on his face.

"Jeez that felt too real, just what's the big idea with these dreams?" Ben muttered to himself as he stretched himself out of bed, it was still early in the morning and he didn't have to go to school yet. "I need to talk to someone." He said thinking about the early other person he could speak with at this time in the morning. 'I can't believe I'm gonna do this.'

Later...

"Soooo, why are you here again?" Kevin asked standing in the main doorway of his house. He heard a knocking and lazily got up from his couch to see it was Ben looking distressed. Kevin was still in his fatigue muscle shirt and plaid pajama pants, he was eating a bowl of cereal until now.

"Hey Kev, I think I'm going crazy. Need some help." Ben stated plainly. Kevin cocked an eyebrow at him and munched some more of cheerios in his mouth.

"Might be a bad time, dude. I uh have a guest over right now." Kevin said scratching the back of his head.

"This early? Who could that possibly be?" Ben said wondering about it until he saw a certain biker chick sneak her arms around Kevin's waist.

"Hey green lantern, what's shakin?" A familiar redhead with medium length short hair and slightly pale skin said while wearing one of Kevin's large shirts over her body.

It was Joanna (AKA Rojo), she looked completely the same as she did five years ago and she looked like she had quite a good night with Kevin. Her hair was a bit messy and Ben could bet she wasn't wearing anything underneath that overly large shirt she's wearing over her body. Aside from not changing in appearance, she remained petite and lithe, it was quite a sight indeed.

"Joann?" Ben said surprised and figured this was why Kevin didn't want guests at the moment. 'Oohhh. Oops, maybe I can ask Grandpa instead?'

"Ooh well, I guess I'll just check out the movies or something." Ben stated awkwardly hoping not to ruin their time together.

"Yeah you might want to do that, maybe for the next.... four hours?" Kevin said asking the last part to Joanna who nodded with a smirk.

'Well so much for talking to Kevin about my screwed up sex dreams. If I try to talk to any of the girls it would probably result in them getting angry or getting lured into sex.' Ben thought before greeting Joanna and waving a 'see ya later' to Kevin.

"See ya, dude." Kevin said before munching on more of his cereal.

(Even More later...)

'Maybe going to a movie will clear my head.' Ben thought while he stood leaning against the brick wall outside the movie theater. He noticed he was leaning against a poster on the wall that showed an image of some teen romance movie titled 'Darkfall'. "What is it with the vampire popularity these days? This is like the umpteenth vampire related franchise this month." He muttered to

himself as the line he was in moved forward a bit closer to the box office.

"I know, right?" A female voice said standing to his left. He turned to see a cute girl about his age wearing glasses and wearing her short blonde hair in a sexy librarian way. She was wearing a catholic school girl uniform and had mystifying blue eyes. "My friend wouldn't shut up about it, like a craze with girls nowadays. Thankfully I'm not into it."

"Yeah, aside from all those other Halloween themed movies this one seemed like it was a parody of Twilight or something. Infact that's kinda why I'm in this line." Ben said shrugging.

"Hate to break it to you, but this isn't a spoof movie. It's a legit film that's pretty much another 'Twilight'. By the way my name is Carlie Cooper." The cute blonde girl said reaching out her hand, Ben shook it and smiled back to her.

'She's pretty cute.' Ben thought before the line moved again. "The name's Ben, I kinda hoped it was a parody movie, oh well. At least any movie at this point will get my mind off certain things."

"Disturbing things?" Carlie asked looking slightly sympathetic.

"Rather not talk about it, too weird to explain. Heh." Ben sighed chuckling a bit before looking at her then noticing the line moved again. "Why is there a line anyway? It doesn't seem like it could attract this many people." Ben wondered looking over at the box office area where a red carpet was laid out along with the expected velvet rope lines.

"This is the reason." Carlie said gesturing to a post on the wall where the promo poster of 'Darkfall' was. It featured the cliché image of two starcrossed lovers looking into each other's eyes: one of them being a beautiful blonde young woman locking eyes with a pretty boy stereotype.

"Huh, now I'm starting to reconsider seeing this movie. This is the big deal today? I just don't get it." Ben said cocking an eyebrow.

"Well it's not just the movie, but the actress right there is appearing in person here at this theater. In fact here she comes right now." Carlie said looking over at the white limousine driving up to the curb in front of the red carpet.

The side back door of the limo opened up and out stepped a gorgeous blonde girl wearing a dark violet short dress, her eyes were blue and she had a very confident look on her face. Ben briefly looked at the poster again and nodded his head, yep it was definitely her in the flesh. It was Jennifer Nocturne; the actress that plays a major role in 'Darkfall'.

She stepped out completely and stood in a photo ready poise, she began walking along the red carpet amongst the cheering fans and then stopped to turn around and wave. Her two escort guards walked along with her on the red carpet path until something much unexpected happened.

Two red laser blasts popped out of nowhere from above their line of sight and blasted the guards.

"Aaah!" Jennifer screamed out in panic. Then from above six masked men jumped down holding what appeared to be laser rifles, one of them took the actress hostage and the others kept a tight perimeter and held out their guns ready to fire if need be.

"Nobody move or the movie star gets it! We have demands and you sure as hell better listen to them!" The henchman holding the girl yelled out.

"Man that's bad acting alright." Ben said shaking his head, he was convinced this was a stunt to promote another movie or something. Carlie however wasn't fooled, this was real and someone had to do something.

Another one of the started firing randomly into the air hoping to intimidate the crowd more, Ben now looked alarmed, now he understood it wasn't fake.

'Ookay! Hero time!' Ben thought jumping out of the line and over the velvet rope line. The henchmen weren't looking when Ben slammed his right palm down on his ever so faithful Omnitrix. A bright green flash lit up the area thus catching the attention of the henchmen, the green glow died down revealing a small blue monkey with four arms.

"Party time!" Spider-monkey said grinning as he quickly leaped to the lamppost and shot a web line out of his tail to snag one man's laser rifle. A loud smacking sound was made when he used the snagged weapon as a whip and whacked it into the faces of three henchmen.

"Whatever the heck that is shoot it!" One of them shouted as the henchmen all fired at Spider-monkey, who was easily flipping and dodging the shots until he landed on the shoulders of another henchmen.

"Uh-oh."

"You got that right, dude." Spider-monkey said before grabbing the man and flipping as to hurl him onto two more henchmen, knocking them out cold. 'Three down, three to go.' He thought while hearing the crowd of people cheer for him.

"Eat this, you little freak!" One of the remaining henchmen said firing at Ben, who zipped out of the way and easily evaded the laser shots until he got close enough.

Another smacking sound was made when Spider-monkey punched that henchman in the face with two of his right arms. Before the other one fired, Spider-monkey shot another webline out of his tail and snagged the henchman himself. "get over here!" he said yanking the man out of his spot and tossing him headfirst into a lamppost thus knocking him unconscious like the rest of them.

"And then there was one." Ben said looking back at the remaining henchman holding Jennifer Nocturne hostage.

The gunman was shaking clearly freaked out about the alien hero easily beating up his crew. "N-no one said anything about a blue monkey! I-I'm outta here!" He said panicked and let go of the girl as he attempted to run, but Ben was two steps ahead of him. A web line shot out and snagged the man's pants, with a yank spider-monkey pulled on it thus causing the henchman's pants to drop revealing his boxers.

"What the-! Hey!" The henchman was beyond embarrassed as he was then tripped by the webline right after. Spider-monkey leaped to the wall beside the downed gunman and webbed his body down, he was bound to the ground and not capable of moving.

"Bad guys beaten, who's up for chicken wings?" Spider-monkey said to himself and landed on the ground where the crowd of movie goers cheered and applauded him, the law enforcements came to detain the henchmen while an ambulance tended to the two escort guards.



'Wow, aren't I popular today?' Spider-monkey thought he transformed back into Ben. Just then Jennifer ran up to Ben and pulled him into a grateful rewarding hug.

"That was amazing! You must be that alien superhero that's been on the news all the time! I'm like your greatest fan." Jennifer Nocturne said pulling back from the hug and gave a flirty smile causing Ben to blush.

Cameras were flashing and snapping pictures of the two like no tomorrow, Carlie was looking on in awe and amazement, as well as some jealousy.

"Well, yeah, I'm a superhero. My name's Ben." Ben said modestly as he was in a nervous state, but Jennifer did something else out of gratitude that completely erased Ben's nervous feeling.

She pulled him into a deep kiss that not only shocked Ben but caused the paparazzi to start shooting pictures like crazy. It was probably out of being starstruck, but Ben felt like a million bucks right now, he was being frenched by a smoking hot celebrity.

Suddenly his eyes shot open as he remembered that he had an unstable charm effect still on him, he tried to break from the kiss gently but her hold was strong and he didn't want to look repulsed by her in public. Thankfully she broke the kiss before Ben could do anything, then she held him into a pose with herself for the photos. Cameras were flashing continuously and Ben felt an ill omen involving angry girlfriends and the celebrity actress coming his way, he just knew it.

'For some reason I'm feeling like Gwen is gonna kill me, or her probably, but why didn't the charm effect kick in? Did it finally lose power? Maybe she's immune somehow? Hmm, who knows, I guess I'm grateful the spell didn't that kiss into sex on the red carpet.' Ben thought before she hooked her arms around his and led him into the theater while the media was recording everything.

"Are we a celebrity couple or something? I haven't paid for my ticket." Ben said to the side to Jennifer. She looked back at him winked.

"Don't worry about it, you're with me and we're just walking in for the movie without charge. No big, right?" She said as onlookers whistled and stared with mouths agape at the apparent celeb pair.

Ben wasn't famous or anything, his reputation was widely known by aliens across the universe, the Plumbers, his women of course, and just a few people here and there. The public didn't know him yet and there were only a few times when he had to go hero in public and it wasn't widespread news that he was one of the many aliens seen on television.

"Huh, so we're seeing your movie, huh." Ben said reading the title of the film in the theater they were going into.

"Hope you like it, afterwards you can come with me to the after party. It'll be fun. If you want to, of course." She said gently. Ben shrugged and nodded and they went in to see 'Darkfall.'

'How bad can it be?' Ben thought in mild hope.

(Later...)

'It was terrible...' Ben thought walking home with his hands in his pockets, Jennifer herself was a decent actor, but the movie was badly written and the plot was all over the place. After the movie they went to the after party where Jen introduced Ben to all her famous friends acquaintances, Ben

was starstruck yet he kept his cool when he met them. He even kept restraint when he saw Jet Li and Will Ferrel, he almost freaked out, but kept his cool nonetheless.

"Man that was awesome." Ben said looking up into the sky. Jen gave him her number as well, but he wasn't sure he should use it.

"Ahem."

Ben looked and felt his body turn to stone when he saw Gwen, CC, Julie, and even Elena and Holiday, all standing there in front of his house with their arms crossed looking at him glaringly.

"Eh..?" Ben said feeling his soul drained away, metaphorically speaking of course, as he was feeling the laser glares of all these girls and women. He was surprised to find Elena there even though he hadn't told her yet about the harem idea. She was wearing her usual red leather jacket and blue jeans attire, but her face showed displeasure.

"Evening, ladies?" Ben said nervously scratching the back of his head.

Julie was the first to say something. "So Ben, you and Jennifer Nocturne, hmm?"

"Hoo boy." Ben said to himself as he felt this was going to be a long night.

(Several minutes later....)

They were inside Ben's living room, his parents were away at the moment and the girls were seated along various sitting spots in the living room listening to Ben tell his side of the story.

"I thought it was some kind of movie promotion or something, turns out it wasn't, so I went spider-monkey and knocked them around a bit until the police came. She was grateful to me for saving her life and hugged me, the next thing I know is..."

"She frenches you on live television. We all saw it, Ben." Gwen finished for him. She didn't look none too pleased, the same look was every gal's face.

"What do you think, Elena?" Gwen asked looking to her side where the brunette stood.

"I think it was an honest mistake, she kissed him, not the other way around, but Ben when I said I was open minded about 'sharing' you." She gestured her right thumb behind her to all the girls.

"This wasn't what I had in mind."

Ben slumped his head, now he truly felt guilty for not telling her sooner. "Look, Elena I-"

"Don't apologize, Ben. Gwen told me everything and I'm well..." Elena approached Ben and cradled his head on her chest. "...I'm ok with it. Really, it may take some getting used to, but I'm willing to deal. As long as you don't take us for granted, you know." She said soothingly while some of the girls were still glaring sternly at Ben.

"Ummm aren't we supposed to be mad at him?" Gwen asked smirking at the two.

"I agree, if you try to recruit every single beautiful woman you meet then I think you're just thinking with your wang. That's not the Ben we all know and love." CC stated sincerely as she leaned along the couch.

"I didn't try to 'get' with her. She just snuck one on me. Honest." Ben stated honestly while Elena went behind him and rested her head along his left shoulder.

"We know you're telling the truth, Ben, but we're gonna need some closure on this." Julie said looking devilishly at him. Ben gulped nervously and wondered what kind of punishment they had in mind, part of him hoped it was a naughty one.

"And there's only one way of getting closure, Ben." CC said rubbing her palms together. The rest of the women looked at each other and nodded.

(Later...)

'You got to be kidding me.' Ben thought in sullen despair as he was walking behind Gwen, CC, Julie, Elena, and even . Ben was walking a snail's pace since he was holding approximately thirteen shopping bags of miscellaneous clothing. The girls were all ahead of him window shopping here and there while he was struggling with the bags.

"Man I'd hate to be you, hehehe." Kevin chuckled walking alongside him holding Joanna's right hand. Kevin wasn't holding any bags seeing as how Ben was the only target, the girls didn't like Nocturne and they shared a mutual distrust about the blonde celebrity. When she snuck that 'seen around the world' kiss on Ben instantly the girls felt a little retribution was in order, but Ben was the one to feel the wrath by living out every male's worst nightmare: shopping with women.

"I really hope there's not any more boutiques in that direction." Ben said exasperatedly while Kevin was holding the sides of his ribs from laughing at his misery.

Joanna pouted a bit then elbowed Kevin's side. "Quit laughing or I'll do that to you sometime soon. I'm not the overly girly type, but I can be a deadly shopaholic, a very dangerous one." She said smirking to her side. Quickly Kevin stifled his laughs while still laughing under his breath a bit.

"Ladies, here's another clothing store." Holiday said pointing, much to Ben's horror, to an old navy store to their left side.

"I have an idea: how about this time we pick our clothes for Ben, hmm?" Julie suggested cutely pressing a finger to her chin. Each of the girls nodded and Ben felt like this long day was just starting.

'Oh no.' Ben thought before Gwen and CC came up to pull him into the store while Kevin waited outside with Joanna.

"sucks to be him." He said trying to stifle his chuckles.

(Several Hours later...)

From polo clothing to sweater vests, Ben was hazed through all sorts of clothing while the girls simply sat and watched in amusement and critique. It was some time before they were all outside with Ben once again hauling over a dozen shopping bags to his car with the girls in front of him not carrying anything, it was part of his punishment for the whole thing with Jennifer Nocturne, but once again things have a way of screwing everything up.

"Hey Ben!" A very familiar voice spoke from out of nowhere. Ben turned to look and much to his

surprise it was-

"Jennifer?" Gwen said tentatively making a frown.

"Nocturne." Julie concluded making a similar face. Holiday, Elena, and CC, turned around to see Jennifer Nocturne in a classy red dress revealing her thighs. People in the scenery were all looking awestruck and interested at the sight of the famous 'dark fall' starlet.

'Why is she here? She certainly popped out of nowhere...' Holiday thought in suspicion.

"W-wow, that's really her." Elena stuttered a bit in amazement "I've be more starstruck if I wasn't jealous and possibly ticked off." She clenched her fists while Jennifer walked over to them in a smug way. Holiday looked at her with suspicion, Gwen had a frown, Elena looked a little pissed, and CC were patient and anticipating something.

"Howdy, I was looking for you. Even sent you a few texts, I'm going to a dinner party in an hour, wanna come with?" She asked completely ignoring the gazing fans in the background and the women nearby Ben.

Ben didn't need to look to his sides to think up his answer, and he was going to decline her offer, but something strange happened. "Uh no thanks actually, by the way I'd like you to know I have a gir-" Ben trailed off when her gaze met his and some strange feeling overcame his mind. It felt similar to the charm effect but instead of filling his body with lust he felt submissive to her demands.

"Sssurree, beautiful." Ben answered almost like a zombie and hypnotically approached her after he dropped the shopping bags he was carrying.

"B-Ben!" Gwen along with Julie and Elena were about to step in and grab him to pull him back, but Gwen's eyes lit up with mana energy all of a sudden. 'T-this...! This energy I feel, it's strange, in fact it's not even human.'

"Wait!" Gwen called out to Julie and Elena before they intercepted the two, they looked aghast at Gwen of all people holding them back.

People all around were looking at the couple making their way to a limousine near the parking lot.

"Why did you stop us? We could've -!" Elena shouted until CC placed a hand on her shoulder to calm her down.

"Because we don't want any unwanted attention at the moment, besides I sensed something strange from that girl." CC added and Elena nodded her head reluctantly in understanding.

"Why? What did you sense from Jennifer Nocturne?" Julie asked looking curious.

"Something bizarre, like mana energy I use, but...darker and colder." Gwen said as they stood together in a huddle. Holiday looked back over where Jennifer gestured Ben to get into the limo, briefly Jennifer looked back directly at them and smirked deviously before she herself got in. The limo drove off to wherever it was headed to and Holiday made a frown before turning back to the girls.

"She did seem very suspicious, I don't like it." Holiday said to them.

"She somehow controlled Ben, did you see how he acted? It was like he was hypnotized." Julie said clearly worried for the green clad hero.

"It's obvious she isn't human, how she controlled Ben certainly seemed like magic, we need to figure out where she is before we take action." CC stated looking determined.

"I agree, we need to hurry before she does something to him." Holiday said as the girls nodded.

"No problem, I got a lock on her trail." Gwen said lighting her eyes up. 'We couldn't do anything before with all those people around, there couldn't be a way to fight something strange like that without turning it into a war zone, but that changes now.'

"Let's go."

"How do we get there? Take Ben's car?" Julie asked looking around and locating Ben's car nearby. "He has the keys though."

"Yeah, but I know how to hotwire." Elena stated a bit embarrassingly while the girls looked at her in mild surprise.

Gwen smirked and nodded.

(Where Ben was at...)

"Wouldn't he make a good 'Dragula' in my next movie?" Jennifer said holding to Ben's side like a girlfriend. People were standing around chatting amongst themselves while complementing on this and that with Jennifer and her 'date'.

Ben however was under her 'control', he couldn't answer or say anything since he himself was feeling zoned out. He couldn't even think and Ben felt like he was asleep upstairs. When out of earshot of everyone else she leaned in to whisper in his right ear.

"Come with me outside to the garden, Ben. I'll make you mine forever, just you wait." She whispered then licked the side of his face like a predator tasting it's food.

She walked casually towards an exit leading out to a courtyard garden dragging Ben by the hand in a gentle slow pace. Once they get outside she lead them to a spot where no one can see, it was on soft green grass inside the garden area that housed dozens of beautiful flowers.

"Kiss me and do it like you would with your lover, Ben sweetie." Jennifer instructed to which he obeyed without question since he was under her control.

Ben hypnotically imagined her appearance to be Gwen then the imagery changed to cycle through every woman and girl he's involved with. Feeling energy in his body he grabbed her by the shoulders and forcefully kissed her vigorously. She accepted the kiss and hungrily returned it by sucking on his tongue and clutching his body to hers tightly.

"Mmmm." She murmured satisfied as Ben then cupped her breasts through her red dress. She wormed her tongue inside his mouth and savored the feel of Ben's tongue within her mouth, then Ben's hands went to the straps of her dress to slide them down slowly.

Remembering the faces of Gwen and all the rest of the women Ben gained a little bit of control over himself and pulled back from the kiss.

"N-nooo...I..you...who are you? I won't betray them." Ben struggled to say while his mind was wrestling with the magic he was under. Usually things would be the other way around with the charm effect, but Ben getting with his girls was usually never on purpose. This young woman however was seeking something from him.

"Them? Do you have more than one girlfriend, Tennyson? Hmmm, interesting." Jennifer said placing a finger to her cheek in amusement.

"W-who are you? The c-charm ef-" Ben stammered while feeling her magic take more control.

"Me? My name's my own, but let's just say the vampire lore you see in everyday movies and television shows, well..." She then opened her mouth and Ben saw two of her upper jaw teeth extend to fang like shapes after her eye pupils changed from clear blue to blood red. "...They're greatly exaggerated."

She bared her clearly vampiric fangs to him and Ben felt shocked, but was still unable to move. She didn't bite him, yet, but she increased her hypnotic control over him and commanded him to lay back onto the soft ground. She smirked and gave a sexy wink when she put her hands to her shoulder sides and slid down the straps keeping her dress up. She did it slow and teasingly and then down came the upper part of her dress thus revealing a pair of C-cup breasts without a bra.

Even against his will Ben felt an erection form underneath his pants. Jennifer then reached underneath the lower part of her dress and pulled down her underwear without removing the remaining part of her dress. She let her panties fall to the floor and stepped out of them, Jennifer then kneeled down as to crawl over to Ben like a hungry predator.

"Once I make you mine you'll only be mine, after the bite you'll become like me and we'll together forever, Ben. Wouldn't you like that?" She of course didn't wait for him to answer and proceeded with zipping down his jeans to reveal his hard on.

"Hmm, nice. I think I'll definitely enjoy you this evening." She then placed her right hand on his length and started stroking it up and down softly. He moaned with his mouth shut and tried to restrain himself a little.

Her fingers glided smoothly along his shaft until she cupped his balls and moved her face towards it. Without hesitation she placed her lips on one of his balls and swiftly sucked it into her mouth, hearing the suckling sound and feeling the moistness on his sensitive area Ben gripped the grass beneath him tightly. She then moved her mouth back to his shaft and licked slowly along it causing Ben the clutch the ground harder. She took joy in making her blowjob slow as to torture and tease him, but she wanted his manhood inside her above anything else. 'I need a mate, I need him and I will make him mine. Only mine.' Jennifer thought before making one last slurp up his shaft before she removed her mouth.

"Time for the main course, hero." She said as she got up and hovered her lower body over his twitching cock. Her pussy couldn't be seen by Ben because the remaining part of her dress concealed her womanhood from him, but he could feel the soft pussy lips slowly making contact with his member.

'How come I can't control my body?' Ben thought trying to break free of her grip over him, it had

been one too many times where the charm has made him and various women have intercourse without a say in the matter, now he was on the other end of it and he sure didn't like it. He felt like this 'vampire' starlet was making his body betray the girls he loved so much, but until something else happened then he will end being just like her.

"Ooohh yeah!" Jennifer said fully immersing herself onto him, the feel of Ben's rather large rod delving into her depths threw her mind into ecstasy and little did she know that the charm effect was in fact active now. Her eyes shined without knowing it and the charm's magic increased the pleasure felt by both of them tenfold.

"Hhhoo! You feel incredible! I'm definitely keeping you at my side forever!" She said steadying her hands on his chest while bouncing her hips wildly on him. She rode him like a stallion and Ben himself felt insane bliss from her doing this to him, the feel of her moist yet gentle blonde snatch repeatedly swallowing his cock was intense.

Over and over again she shifted hips forwards and backwards making absolutely sure he was feeling everything despite his hypnotized state. She was fully in control and he knew it, but that didn't stop her from moaning out his name loudly as she came.

"Ooohhh!" Her vaginal muscles spasmed repeatedly thus squeezing his cock and spilling her juices all over it.

'Hhhnnngnnn!' Ben grit his teeth and felt his hips jerk frantically signaling his cock was now unleashing splashes of semen into her the blonde starlet's depths. 'It feels like it won't stop!'

Ben felt himself draining so much of himself into her that it felt like sperm would just gush out of her vagina. After a few more shots he felt his orgasm end finally and both were sweaty yet smelt of sex.

"That was incredible, no wonder those women you were with looked at me like they were going to kill me. You're too amazing to let go, it's why I have to do 'this' now." She said opening her mouth a bit so her small fangs were visible and she leaned down to Ben's neck ready to seal the deal.

Her fangs were only a breath away from biting his neck and infusing vampire blood into his veins thus slowly but surely transforming him into a night breed like herself, but a certain redhead had something to say about that.

"Adelitas!" A rather large blast of pink energy came out of nowhere and hit Jennifer thus knocking off of Ben to land on the ground.

She looked mildly surprised, but mostly she was unhurt and unfazed. Jennifer smirked and stood up to see Gwen, Julie, Elena, CC, and Dr Holiday all standing a few feet across from her with looks that could kill.

"Get yourself away from him or else." Gwen threatened with a fierce look. Elena cracked her knuckles and CC ignited pink energy in her hands.

"My my, aren't we the jealous type." Jennifer said reclothing her upper body nonchalantly. "You want to fight me for him? Just what's your connection anyway?"

Gwen hesitated for a moment then spoke with great resolve. "He's spoken for, by us."

"A polygamy super team, huh? Well I don't want to forego a potential night breed mate, let's dance, witch." Jennifer said now looking angry. She unexpectedly dashed with incredible speed towards them and caught them by surprise when she clothes lined Gwen by the neck and knocked her a few feet back.

"Gwen!" Julie cried out shocked and ran over to her friend while CC aimed her hands at the actress.

"Vanitas de drasilas!" She chanted causing vines to magically sprout from beneath her.

"Wha..?" Jennifer was caught by surprise as her body was constricted by vines infused with magic.

"Not so tough now, are you?" CC said confidently yet Jennifer just smirked and did something else. Her body went intangible by dissipating into mist and freeing herself from the trap. "You got to be kidding me!"

"Nope, some vampire lore about powers are true, ya know." Jennifer said as she reappeared behind CC and backfisted the sorceress a few feet back. Jennifer had enhanced strength so when she hit CC she hit hard.

"AGH!" CC landed against the ground roughly, it was unexpected, but nothing she couldn't handle.

A clicking sound was made when Holiday pulled out a plasma handgun and aimed at Jennifer from behind. "Stop this now and walk away. We don't want to hurt you." She said trying to appeal to her.

"Hurt me? Have you been watching something else in the last few minutes? Hah." Jennifer said smugly and before she could twist around and deliver a roundhouse kick to Holiday she was interrupted by Elena's left fist smashing into her face.

A smacking sound resulted from the impact and foiled Jenni's attack on Holiday, but before the blonde vampire could counter, Elena delivered knee strike to her abdomen then a palm strike to her chest causing her to stumble back a bit.

"Not bad. You actually hurt me." Jennifer admitted wiping a small trace of blood from her lip and tasted it. "Shame you put that much force into it and have it not hurt me as much as you wanted."

"Oh I know how to fight alright, I've learned powers and weaponry aren't everything when it comes defense, but I wasn't trying to beat you. I was trying to stall you." Elena stated taking her battle pose.

"Stall me for what?" Jennifer asked stumped until she heard Gwen's words again.

"Aquios spheria!" Gwen called out thus causing water to materialize around Jennifer into a sphere shape imprisoning her in it.

"No!" Jennifer cried out in panic as her own weakness was being used to ensnare her. Vampires are extremely weakened when it comes to water, but Jennifer wondered if they knew that or just got lucky.

"Some vampire lore about physical strengths and weaknesses in the media are true, ya know." Gwen said directing Jenni's own words back at her. Gwen was the one who casted the spell and walked over to her while nursing a her lightly hurt left arm.



"Checkmate, Bitch." Elena said then ran over to Ben to pick him up so he can stand, much to her horror he was still under her spell thus he remained zombie like.

"Release him now!" Holiday said threateningly as Elena brought him closer.

Jennifer looked back and forth between Ben and the girls, she looked at Ben with a sense of longing along with new mixed feelings she never experienced before.

"On one condition." Jennifer said looking serious.

"You're in no position to bargain." CC stated coldly. She was angry with this famous woman, but part of her knew what she was going to say and didn't like it.

"I know that, but the fact is I can't undo my magic from within this sphere. Water is my race's greatest weakness aside and it weakens me too much to cease the spell, plus..." She went on.

'She's changed somehow, I don't get it, but it's like she's actually trying to appeal to us.' Holiday thought before Nocturne continued.

"I want in on this little 'group loving' you all have." She stated shocking everyone.

"What! No flipping way!" Elena protested, but Gwen was looking stressed. On the one hand if she did kill Nocturne then the spell may remain on Ben forever, she learned that magic can be permanent in some cases like the charm effect, but would she really let her in on this?

One look at Ben's drained face said it all.

"I know I'm not going to like this." Gwen muttered to herself then with all the love in her heart for Ben, made her decision.

(Some time later...)

"Oooh... my head...and my wang..." Ben said groggily as he got up from appeared to be the Plumber gal's couch inside their base.

"Who wants scrambled eggs and bacon?" A voice cheerily said out loud causing Ben to turn to look into the kitchen area of the living quarters to see Jennifer Nocturne herself over a stove preparing food.

'What in the world?' Ben's mind raced, the last part he remembered was this actress going twilight and attempting to turn him into one of her kind after having sex with him. Just what the heck was wrong with this picture?

"It's a long story." A voice said from next to Ben, it was Gwen chewing on a piece of toast in her pajamas.

"Uh...-mmph!" Ben was about to speak until Julie came from behind and placed a piece of toast into Ben's mouth before he could say anything.

"Trust me, it's complicated." Julie said sighing as she sat down beside him.

Nocturne walked up in front of him wearing an apron over what appeared to be her nude body underneath it. "Good morning, sweetie!"

Ben blushed and the actress caught him by surprise as she sat in his lap and nudged her head affectionately against his.

Ben looked to the side to see a fuming Gwen trying to restrain herself from attacking her, but kept it in check.

Ben munched on his toast and spoke: "Gwen, you have some explaining to do." He said while Jennifer rubbed her buttocks along his crotch area.

End of chapter Fifteen.

# **Return of Evil(Multi, Loli Gwen, OC)**

Ben's Girls

Chapter Sixteen: Return of evil

By Azure

Somewhere in the outskirts of Bellwood stood the infamous Rustbucket, Grandpa Max's own personal travel home and HQ, inside was Max himself flipping the frying pan to toss a scrambled egg.

"No better breakfast supplement other than good old fashioned scrambled eggs." Max said to himself as the egg landed back on the pan. It had been only a few weeks after his grandchildren took a trip to the past to stop Vilgax from tampering with time. He looked to his far left and noticed the egg shaped Null Void containment unit prototype held in place by a hoister. A frown crossed his face, he secretly wondered what ramifications could occur since that fateful trip into the past. A few things did change such as those three women coming into the plumber ranks and easily being among the greats as well as being three more additions to Ben's growing 'family'. "Kid's got mojo, must've gotten it from his Grandmother, hehe." Max said flipping the pan again before ceasing his cooking and serving the scrambled egg onto his plate.

The veteran plumber was all alone out here in the natural landscape of the forest, he planned to continue work on Null Void grenade projects after breakfast. Max felt that one couldn't be too safe when taking precautions against Vilgax, but he was unaware of a suspicious yet veiled assailant in the woods waiting for the right for the moment to make his move.

Elsewhere...

"So refresh my memory, why are we in a hot tub?" Ben asked mildly curious as he sat in the warm soothing water. In the water with him was Elena in a clad red two-piece along with Kai and Jennifer. Recently Jenni had been added to the 'group' as it were, but even Ben thought that was pushing, fortunately she had reached an agreement with the girls that her placement would only be temporary. Jennifer told them her celebrity life was always busy and she would have little time for a relationship, she also admitted that it wouldn't be fair to the other girls if they were all seen in public and had the public eye only on her with Ben. It shouldn't be public knowledge yet of this polygamy Ben has with them. Jennifer would only get six weeks of her 'harem gal' status and she was determined to get as much out of it as she could.

"Because everyone else had other priorities, either way this is pretty nice." Kai stated sinking her body into the relaxing hot tub waters. She was wearing an indigo one piece swimsuit and let her fall free of her braid tail, her glasses were still on and they actually added to her sexiness.

Jennifer had recently invited all of them to her penthouse somewhere in the general area of Beverly Hills, but most of them had other matters to tend to. Gwen had martial arts practice and had plans with Ben alone later tonight, Julie had a tennis session at the youth center, CC and the Plumber gals had mission time, so they weren't available either. Holiday had work to do, but promised to text him later tonight like last time, Helen had shown a slight dislike towards Jenny, so it was obvious

she wouldn't show up either, and Kevin had more time to spend with Joanna. Thankfully things have been quiet lately, it always meant peace and a quiet for at least a few days, but it also meant something big was coming, Ben had his suspicions but shrugged them off when his train of thought was broken just now by two pairs of feminine hands.

"Hmm? Wha-?" Ben snapped out of his daze when he opened his eyes to see Elena gliding her left hand along Ben's black swim trunks. He looked to his side and saw a sultry smile on her lips and to his other side he noticed Kai's face closing in and locking his lips into a deep kiss. Ben closed his eyes and let it continue. "What brought this out? Not that I'm complaining or anything." Ben said between kisses she was giving him.

"First answer; why not? Second answer; because me or Elena over there barely get to spend enough time with you as it is. That also goes for Helen too." Kai stated cuddling her face alongside his.

Ben's body twitched when he felt Elena's soft left hand stroke him from underneath his swimming trunks. "What she said, especially since Jenny is on board." She said placing her face next to his neck in a smooth romantic manner, she was downright beautiful especially with her hair wet. Kai had a similar appearance after she splashed her head, they both felt that Ben could be distracted by them more than Nocturne if they tried a swimsuit model tactic.

"You two are as special to me as everyone in this 'relationship' we're all sharing, you don't need to go out of your way to impress me, you know." Ben said suddenly receiving a kiss on each cheek from both girls in unison. Jennifer glance over from the outside of the hot tub with a cute pout of jealousy.

"Hey now, don't make the guest host jealous now." Jennifer said as she approached them slowly with her hips swaying to the side in a sassy way. She was still wearing a white bathrobe and placed her hands at the center so she can open it up slowly for Ben to admire.

Meanwhile Elena was continuing her massage downstairs and then pulled off his trunks underwater, letting his now erect manhood float underwater Kai winked at Elena then took the initiative by sinking her head into the water. The native american teen girl held her breath and moved towards Ben's manhood then little by little she enveloped his appendage into her suctioning mouth causing Ben to tense up slightly.

As soon as Ben moaned with his mouth open Elena took the chance and covered his mouth with hers thus shoving her tongue down. Ben himself just relaxed and let them have all of him to themselves, Elena continued swirling her tongue around inside while Kai progressed with shoving her face further down on his meat. If sounds could be heard there would be a lot of wet flesh sloshing sounds as Kai increased her suction on his cock.

Jennifer bit her lip in anticipation as the lovemaking moment between the three teens in the hot tub intensified when Kai rose her head above water for air and engaged Ben and Elena in a threeway make out. Kai's lips glided along Elena's and her tongue was sucked into the other girl's mouth at the same time, Ben was in between and enjoying it very much as the two female tongues shared in on him. It could be inferred that Jenny was watching an adult film in the works, but she definitely wanted in on the action before the girls wore him out.

"Oh Beeennnnn." she cooed with an alluring tone before reaching into her robe to pull it open.

Ben broke the group kiss to look as well as Kai and Elena, Jennifer pulled apart her robe to reveal

an amazingly thin transparent two piece bathing suit with spaghetti straps to keep it all on. Feeling his jaw drop Ben fought the urge to rush out of the tub and pin her down so he can ravish her, but once again he feared the charm effect would overload again. Jenny noticed the blood rushing to his head and smiled to herself as she seductively walked over and entered the tub with them.

Ben felt his body urges killing his self-restraint, but thankfully the girls noticed and sprang into action.

Jennifer went first and placed herself between his arms with a lovingly warm smile on her face, she pulled him into a deep lusty embrace to which he eagerly returned. The blonde celebrity felt such a warm feeling course through her body which she would have categorized as love if she wasn't still confused about what she wanted. Elena then removed her red top part of her swimsuit to display her breasts for Ben to see, Kai mimicked her by peeling down the top half of her own swimsuit as well. Both girls were now partially clothed in the steamy water with their shared boyfriend, Jennifer wasn't letting as she kept devouring of Ben's mouth.

Several minutes later Ben was behind Kai as she gripped the railing of the tub and had her rear out for him, Elena was sitting nearby still in the tub with them with her hands down the bottom portion of her bathing suit. She was soothingly massaging her slit while watching them and Jennifer was outside of the tub setting up a camcorder to record this moment for later.

She turned her head when she heard Kai moan loudly after Ben entered her snatch from behind and began thrusting.

"Oh Ben! Harder!" Kai gripped the rail tightly as the teen hero continued sliding his dick into the Navajo girl's fresh snatch, Elena continued to watch much to her pleasure as she inserted one left hand finger into her pussy. Jennifer watched and melting away her patience she went over to where Ben and Kai were making love so she could sit on the railing of the tub where Kai was gripping.

"Come now, I don't want to wait for my turn for too long." Jennifer said spreading her legs before Kai and sliding her white thong open so that her pussy could be shown. The message was obvious and Kai felt compelled to engage as she placed her mouth along Jennifer's clit to begin lapping up and around the fleshy nub. So here it was that Ben was pounding the native American girl from behind while she ate out the blonde celebrity/vampire as the girl in red was masturbating to the sight of them.

In and out Ben's slick manhood repeatedly penetrated the brown girl, his member was moist and he constantly felt the immense pleasure of her depths sucking in his meat. Kai was voluptuous indeed and seeing her tonguing along with fingering the blonde's snatch was getting Ben closer to climax. Elena then surprised him by swimming toward him to engage him in another deep tongue wrapping lip lock and she was putting a lot of energy into it.

"Hhhmm." Ben moaned inwardly while Kai actually moaned audibly and loudly she came to climax, her vaginal muscles contracted repeatedly on Ben's cock thus causing him to climax as well.

"Hhaaaa Kai!" Ben yelled out when his hips jerked repeatedly in motion as his manhood began filling Kai's youthful womb with sperm. He moaned her name again and again as white creamy spunk continued to spill into the Navajo teen, Ben then slowly retracted his softening organ from her and let the large amount of cum drip out of her.

Kai was breathing hard with her wet hair covering her face in a sexy, she looked back with a smile

and nodded to Elena while Jennifer finished undulating her hips in orgasm.

"Ben, I think you know what comes next." Elena said looking at him with bedroom eyes and all three girls got the idea of what to do now. Kai peeled down the remaining portion of her one piece swimsuit while Elena kicked off her swimsuit bottoms, Jennifer slowly slid her upper portion of her thin bathing suit up to reveal more flesh along with the rest of the girls.

'Wow, sometimes I have to wonder if everything is just a long running dream or not.' Ben thought as the three voluptuous vixens stood together with Jennifer in the center, all looking sexily at him like they were posing for a centerfold in an pinup magazine.

"Well are you going to stand there all day with your jaw dropped or come over here to make good on your relationship with all of us?" Jennifer said giving a beckoning finger.

A couple minutes later they got into a position where Ben was lying on the polished wooden floor of the balcony with Jennifer curled up next to him in a position where she can place her right breast in his mouth to suckle. Elena hovered her wet and ready pussy over Ben's re-erected rod and lowered herself onto it causing her to moan loudly, Kai stood over Ben's torso to where she position her cum filled pussy in front of Elena's face, then they all instantly sprang into action.

"Mmmmm, you've had practice, Tennyson. Oooohhaaa.." Jennifer gasped loudly as Ben continued lavishing to blonde's right nipple while squeezing her other breast with his free hands. It seemed obvious to Ben that her sexual weakness was her tantalizing breasts, jogging a mental note of that for later, he continued sucking and licking while Elena's mouth was occupied with sucking in semen out of Kai's womanhood. Dribbling amounts of white cream dripped onto the brunette's tongue and each time she had some she would close her mouth and swallow it all, Ben noticed the sight out of the corner of his eye while he continued sucking on Jennifer's breast and it was a great turn on.

Elena continued shifting and swirling her hips around on Ben's dick and with each passing second she was coming closer to letting loose. 'Ben...!Ben!' Elena's mind was filled with bliss and pure love for the young man underneath her, she was reminded of all the times she shared with him when they were little kids playing soccer together and she felt deep down in her heart that they would be together forever even if it meant sharing him with the others. Nothing could deter her from him.

Jennifer removed her breasts from his mouth and moved to position her anticipating wet cunt over his face and lowered herself to Ben's immediate tonguing.

Ben wasted no time in sucking and licking on the clit then diving his tongue into her depths right after, meanwhile Kai grabbed Elena's head and began face humping her in orgasm with Elena's tongue deep in her cream filled depths.

Much to Ben's euphoria Elena's hips started undulating wildly in unison with Ben's thus signaling climax, all at once all three gals came. Elena orgasmed causing Ben to spurt numerous amounts of sperm into her being, Kai grabbed her face and thrust her pelvis one last time as her gushing juices left her pussy, and Jennifer tightened her thighs around Ben's head before cumming as well.

A collective of gasps and hard breathing signaled the exhaustion of the group before all three girls collapsed in cuddling positions with Ben. Though tired he may be, Jennifer licked his left earlobe and said one more thing; "I hope you're ready for round two, hero boy."

Elsewhere...

Sitting on a park bench Max Tennyson had various mechanical pieces and scraps laid out on the table surface, he was keeping himself occupied with calibrating a new type of hand weapon when he heard some rustling in the bushes behind him.

"Hmm." He glanced suspiciously behind him briefly only to notice nothing happening, but his years of experience in the field of covert operations and battles gave him a heightened sense of danger. 'You don't get the jump on me.' Max mentally stated as his right hand slowly reached for one of his energy pistols laid on the table, until-

Something came quickly out of a treetop and screeched like a wild animal.

"!" Max reflexively reached for his pistol but a string of web made contact with his gun and snagged it away before he get grab it. Max looked mildly surprised at what he saw, but glared noticeably at the alien creature perching on the ground before him.

It was 'Spider-monkey' or at least thats what it appeared to be. It bore the Omnitrix symbol on it's chest, but it's eyes were red instead of green. "Looking for this?" It said teasingly as it held Max's pistol with it's tail.

"Ever heard of copyright infringement? I take it you must be Albedo; A rogue Galvan that imitated my grandson's Omnitrix." Max said keeping his game face on.

"Ooohh I'm flattered the great Max Tennyson heard about me, but let's see how good you really are, old man." Spider-monkey Albedo said before tossing the pistol away and leaping into the air at him.

Spider-monkey dove and delivered two backfists at the old plumber, Max evaded the punches and sent a leg sweep in return. Albedo dodged and aimed his tail tip to shoot a web line at Max, but the grizzled veteran leaped out of the way in time.

"What do you want from me?" Max said staring him down and reaching for a....frying pan. It just happened to be lying next to his collection of machine scraps on the table.

"Something round, egg shaped, and very dangerous on the inside." He said placing one of his pawed hands on his omnitrix dial signaling he was going to transform.

Max now had an alarmed look on his face and briefly glanced to this far left to where the null void prototype egg containing Vilgax stood. 'That's what he's after...why on Earth would anyone want to free 'him'?' Max thought raising his alertness level and glaring down at Albedo who was now transforming in a bright flash of green light.

'This is going to be trouble.' Max thought seeing a very familiar yet very dangerous alien form Albedo was planning to use on him; Rath.

The man sized Appoplaxian snarled with red eyes blaring and with his arm hooks extending ready for battle. "Let me tell you something, Max Tennyson! Old people turn to dust with time, but I'm going to grind you into dust even faster!" Rath-Albedo said before charging into battle. Max held his position steady ready for one helluva fight.

Where Ben was at...

Jennifer was wriggling her cute butt seductively at Ben while she was on her hands and knees in doggy position on the surface outside the tub. Elena and Kai were at each of his sides alternating between frenching him and stroking his manhood back to full hardness. Jennifer was looking back at them with anticipation and mentally wishing for them to pay more attention to her posing herself ready for him. Ben opened an eye and noticed the flustered look on her face and he gently broke away from swallowing the length of Kai's tongue and nodded to her as well as the girls by his side. Slowly moving himself so that he was directly behind the round supple buttocks of the blonde teen celebrity, Ben grabbed his rod and guided it eagerly into the moist opening that lay ready for him.

With a wet shlicking sound and a shove Ben drove his cock to the hilt into Jennifer. "Hooah! Faster, Ben! I want it rough."

Heeding her words he began gently shoving his length into her depths and retracting it just as quickly, he continued this and accelerated his pace to the point where it caused her to moan louder and louder with each thrust. Her body was toned and shaped to perfection for someone so young, but being in the entertainment industry usually meant she occasionally had to make physical changes every now and then, but today it paid off for her personally.

Feeling the wet and rock hard feel of the teen hero's shaft sliding in and out of her, Jennifer was feeling extremely intoxicated, all the while Jennifer and Kai kept taking turns with frenching Ben and each other. Every time Elena opened her mouth for a kiss either Ben or Kai would take it and slide their tongue down her throat while Ben continued pounding Jennifer's snatch from behind. Kai felt around Ben's bare chest and Elena grabbed his buttocks while kissing the base of his neck, it was a group shared euphoria of all four teens and it went on for a few more minutes until Ben felt the urge coming.

Suddenly a different urge erupted inside his very being, his eyes were glowing the usual violet color that always showed itself when the charm is active. All three of the girls shared the same glowing eyed look signaling that the charm effect just became active and it was enhancing their sensitivity to the extreme pleasure they were all sharing.

The sound of Jennifer screaming his name filled the air as the blonde's vaginal muscles clamped began squeezing and gushing out her climax juices thus causing Ben to erupt.

"Jennifer! Ooohh!" Ben thrust his hips forward one last time before his member jerked violently thus delivering a deluge of sperm into her cervix. After injecting more spurts of his man juice Ben slumped his shoulders feeling exhausted and before he could collapse, the girls caught him and laid him down gently onto the ground.

"Okay, now I'm spent." Ben said breathing hard before Elena raised her head to meet his in a kiss, she smirked and Ben frowned a bit before getting the idea.

"It's my turn with you next, you know. Got another one in you?" Elena said chuckling mischievously.

"Hoo boy." Ben said dreading the erectile pain that was soon to come later.

Back to where Grandpa Max was at...

Laying against the side of a nearly destroyed tree, Max laid recuperating with bruises and small wounds all over his body, even his favorite hawaiian shirt was ruined. It was an intense battle, but



he managed to escape the blast that was meant to kill, but that also meant he lost the battle as well.

"I'm too far from my camp site, that little psychopath has probably already taken my Null Void containment unit. An imitation Omnitrix and the re-release of Vilgax can only mean trouble for the whole world, if not galaxy." Max said to himself before wrapping a bandage around his left forearm. "I guess I need to make a few phone calls. It's go time."

Elsewhere...

"Oooohh my parts, I think I'm going to be out of it for at least a day or two." Ben groaned to himself while he was laying down on his bed and placing a pillow on his crotch. He had a time with Elena before turning in for the day and having a barbecue night at Jennifer's place. He had driven Elena and Kai home before driving back to his, the goodbye kisses he received from the two made his night all the more pleasant.

'I wonder when Helen and Gwen are coming over?' Ben thought smiling to himself before mouthing ouch when he felt his member twitch in pain.

He felt his mind drift to sleep after several minutes of checking of his cell phone for messages, he received messages from all his girls. Most of them arranging times and dates for well 'special dates' with Ben, some saying they wished to spend the night, and the usual goodbye kisses in their texts. Ben grinned to himself, part of him did indeed felt guilty about having so many girls loving one person, but he knew it would all work out and he was infinitely devoted to them as well as his hero work.

Ben's mind slowly entered dream world much due in part to his exhaustion from earlier, now he was entering another possible sexual encounter in the dream world with a dreamt up version of his own mother. Deep down he was actually very disturbed when he thought about it.

(Entering Dream mode)

"Oooohh where am I this time?" Ben groggily asked himself as he opened his eyes to see himself inside an extremely familiar setting. "A-am I in the Rustbucket this time!"

He found himself sitting by the window just like in old times and he got up and looked around, much to his amazement it looked exactly like it did five years ago. Feeling around himself to see if was still himself and not his kid version, Ben quickly became relieved and began walking around until a certain voice from behind caught his attention.

"Ben? What are you doing up this late? Shouldn't you be asleep?"

Ben's eyes went wide and he slowly turned around to see a ten year old Gwen standing in front of the bunk beds in what appeared to be Ben's signature shirt and only a black pair of panties. It almost gave him a nosebleed just to look at her, but in his eyes she resembled the same ten year old sassy spell caster that always reasoned and put up with him.

"Gwen? I'm dreaming of you now!" Ben said out loud completely shocked and speechless.

Her right eyebrow twitched in annoyance when she heard his tone. "Is a dream about me a bad thing, jerk? I thought we were into something new with this relationship of ours?" She pouted and crossed her arms.

'What is the deal with these dreams? First my own mother and now the bite size version of Gwen? I'd better wake up and ask Char- uh?' He stopped in mid thought when he noticed the hurt expression on her face growing.

"I guess dreaming about me is a nightmare to you, isn't it? Don't you lo-" Gwen was cut off by Ben pulling her into a deep affectionate hug thus catching her by surprise and making her speechless. It hurt him to see her look like that, he didn't mean to trample on dream-Gwen's feelings, this was all just too much to figure out. 'I never thought dream girls were actually interactive, or maybe it's the charm's magic doing weird things again. This is all too real and a tad freaky, but I might as well go with it. Even in this place I never want to see Gwen look heartbroken like that ever again.' Ben thought slowly pulling out of the hug until young-Gwen placed her lips on his for a loving kiss.

Her eyes were closed and he could tell she smiling on the inside as she placed her small arms around his neck to deepen the kiss.

'As strangely arousing as this is, I have to wonder how did it come to having sex dreams about my mom to having one about young Gwen?' He thought with curiosity as he felt the charm effect going active, his eyes shone with bright pink energy as well as young Gwen's.

Gently breaking the kiss Gwen looked at him dreamily and smirked. "Well what are you waiting for?" She said taking his right hand and placing it on her chest on one of her developing breasts. The charm effect was clearly active they were both looking into each other's eyes and Ben noticed the pink glow, he learned by now that it was going to happen regardless of what he did. May as well swim with the flow.

"For this to come off." Ben answered as he grabbed and squeezed her breast and slid his other hand up her shirt so he could grab the other one. "No training bra, Gwen? Kinky." Ben said giving her breast another squeeze thus causing her to moan inwardly while he pinched the nipple of her other breast.

Ben grinned and lifted up the shirt she was wearing over her head and placed his mouth on hers as soon as the collar was just over her forehead.

"Mmmmmm." young Gwen hummed her pleasure as Ben deepened the kiss by probing his tongue into her mouth. She was deeply blushing and while they were making out she snuck her hands down to his pants to feel up his bulge. Her dainty hands grabbed and fumbled with the zipper before she could sneak one of them into his boxers.

The shirt she was wearing was off and tossed to the side thus revealing her preteen breasts to Ben, she felt his hands continue groping her tits while she began stroking him off.

Ben's erectile member was out in the open and young Gwen was making sure it was having a good time with her hands. One hand cupped his balls and rotated it's palm in circles in a sensual massage as her other hand continued stroking the shaft, Ben was feeling incredible from Young Gwen's ministrations.

He gently broke away from the kiss again and Young Gwen mouthed a wow with a dazed look on her face, placing a hand on the side of his face lovingly, she winked and slowly laid herself on her back onto the ground of the RV. Spreading her legs apart and giving a beckoning a gesture with her left hand's index finger, Gwen wordlessly said 'I'm ready' to him.

Her panties were black and oddly enough bore the ever so familiar Omnitrix symbol on the cloth.

'Bizarre.' He thought before the charm's lusty effect kicked in again thus urging him to place his hands at the hem of her panties. With a gentle tug he pulled down the black undergarment to reveal Young Gwen's hairless snatch, the panties were at her ankles until she kicked them off and Ben felt the urges get stronger with each passing second.

The fact that he was having a sex dream involving a ten year old version of his love interest did bother him to a certain extent, but Ben kept repeating to himself that it was only a dream.

Feeling a tad impatient Gwen placed two fingers at her entrance and pried her pussy lips apart to further tantalize Ben, it worked well too.

"Here I come, Gwen." He said grabbing his hardened manhood and gently lowering his body closer to her as he guided his rod to her nubile womanhood. Young Gwen strained her face as she felt the fleshy intruder penetrate her depths further and further, her hips bucked as Ben buried himself to the hilt inside her youthful pussy.

"Oh yes! I'm loving this! Go faster!" Young Gwen hollered out as Ben steadily increased the speed at which his cock drove into the ten year old version of his cousin. The vice like feel and smoothness of her snatch was almost too much and nearly too tight for him, but he made it work and it was sheer bliss. More than that, it was true love that hadn't been ignited those years ago.

Again and again Ben's manhood drove into the young woman and each time it came out moist and ready for more, he then grabbed her ankles and raised her legs to place them on his shoulders. Over and over he pounded into her and each time felt the great tightness envelope his dick, the moistness of her entrance lubricated it well enough for him to go in smoother.

"Harder, please, harder!" She hollered out with a flustered face to him. Ben nodded and grabbed her slender hips with his hands and drove in with much more force. Her back arched as Ben's rod pounded into her vigorously, she even gripped the floor fabric.

"Oooohhh aaahhH! I love you! I love you, Ben!" Young Gwen cried out as her hips were bouncing off the floor wildly signaling her oncoming climax.

'She's unbelievable tight! I'm gonna lose it!' Ben thought before his hips slammed into hers one last time. "Gwen!" He shouted before emptying nearly all the contents of his testicles into the preteen cervix of his true love. Gwen's womb was filling up with Ben's semen while her own climax was causing her to constantly release orgasm juices on Ben's shaft. After a few more seconds of Ben cumming into her he finally exhausted himself and collapsed onto the young girl. Both were breathing hard and slightly sweaty, but before the dream could fade back to reality Ben cupped young Gwen's face and looked deeply into her eyes before giving her a heartfelt final kiss.

(End dream sequence)

"Whoah!" Ben woke up in a sweat in his bed. He looked around and noticed he was in his room again, of course he remembered the dream to perfect detail and made a mental note to log these dreams down later. They were getting more real each time, but what perplexed him was why did he dream of his mother twice and now suddenly dream of Young Gwen? It didn't add up, but he figured he would ask CC later. "Hmm? What time is it?" He looked to his side and noticed his clock read 5:30 in the afternoon.

"Maybe I should call her and ask if she's free." He said to himself before he heard the doorbell ring, he remembered his parents weren't home and walked out his room to answer. Flipping his phone

shut he walked down the stairs and approached the front door. Opening the door Ben saw that most unexpected face at his doorstep.

"Good morning, I would like to ask if you would be interested in a magazine subscri- Ben?"

"Carlie?" Ben looked surprised to see the same cute glasses wearing girl he chatted with at the movie theater, she was once again wearing her school uniform, which to Ben added a lot of ideas of fetish fuel. She was holding a clipboard and a few magazines to her side and looked proper with her hair up in a bun as well as a short skirt.

"Oh my gosh I can't believe it's you!" She said astonished and smiling and dropped her clipboard to give him a friendly hug to which Ben blushed about since he felt her endowment touching his chest. Ben hugged back and after a few seconds she gently let go and looked at him with a beaming smile.

"Small world, huh? How'd that date with the famous Jennifer Nocturne go?" Carlie asked.

"It was definitely something, I can tell ya that. A bit crazy too, but how have you been? Was that movie any good?" Ben asked recalling that they were in line to see 'Darkfall' when they met.

"I've been peachy, and as for that movie;" She made a gagging gesture indicating she didn't like it one bit. Ben chuckled and Carlie bent down to pick up her dropped clipboard with the magazines, but Ben bent down as well to help her pick it all up.

After scooping the magazines into one spot Ben's right hand gently made contact with Carlie's left one and the two looked up into each other's eyes with a faint blush on each of their cheeks. It was awkwardly silent for a moment until Carlie giggled and brought herself out of the moment and finished picking up her mess. Ben snapped out of it too and went back to idle conversation.

"So it was that bad, huh?" He said chuckling a bit.

"Totally, I can't believe that's the movie my friends wouldn't stop talking about. So awful, hehehe. So this where the famous Ben Tennyson lives, huh? Never would've guessed I would randomly run into you while I'm selling magazine subscriptions. Carlie stated smiling.

Ben scratched the back of his head and grinned. "Yeah, it's definitely a surprise, a good one though. So why are you selling magazine subscriptions anyway?"

"School program I regret signing up for, but it's mostly for charity and if I sell enough then I get to go on a field trip to France. It's very tedious, dude." She sighed smiling.

"I can tell, want to come inside for a drink of lemonade or soda or something? You look pretty parched." He offered which she gratefully accepted and came inside.

After tossing a can to her which she caught, Ben and Carlie sat down in the living room on the couch popping open their drinks. They sat and chatted for awhile about various things from schoolwork to Sumo Slammers and the two felt a growing bond begin to develop between the two of them, Ben however was glad his charm wasn't acting up around her. The last thing he wanted was to upset the girls more by adding another member, he still felt they were sore about having Jennifer onboard despite the fact that her stay temporary.

Carlie then bit her lip and looked to the side a bit before asking Ben this; "So do you have a

girlfriend?"

Ben didn't know whether to laugh his ass off at the irony or shrug that question off and change the subject. "It's kinda complicated, but yeah I kinda do." Ben answered honestly, he just left out the part about having a handful of girlfriends.

Carlie looked deflated when she heard his answer, but she had kind of expected it. "Oh? What's she like?"

And this where Ben drops the ball.

"Well they all have great personalities, but they're all really nice and outright gorgeous. Sometimes I wonder how lu- oh crap." Ben stopped in mid-sentence when he realized what he just said. Carlie however looked like stone when she heard him mention more than one girl.

"Uuuuhhh what?" Carlie looked a bit stumped but she was sure she heard him say 'they', did that mean he had more than one girlfriend? "You have more than one girlfriend?"

Ben felt like a deer caught in the headlights as she stared at him sternly waiting for an answer.

"You do, don't you?" She got up and looked straight at him hoping for an answer that would make sense.

"It's hard to explain, but uhhh how do I explain this?" Ben sighed to himself.

"You're not two-timing women, are you? Is this some kind of sick game you're playing with them or something? Was I your next target?" Carlie got upset and her eyes got teary. Just when she thought she had found a decent person she felt like herself around, this comes out into the open.

"It's not like that at all, let me explain." Ben tried to calm her down, but when he couldn't find the right words she stormed out of the living room and headed towards the door in tears.

"Carlie wait!" Ben ran after hoping to keep his friendship with her and make sense of all of this to her. He grabbed her right wrist before she reached the door and she turned her head to look at him with disgust. "You sick womanizing jerk! Let me go!"

"Carlie it's not like th-" Ben stopped in mid-sentence when a familiar sensation flooded his core, much to his dread it was the charm effect. 'No, no, NO!' Ben thought when he saw the pink glow fill Carlie Cooper's beautiful eyes as well as his own. The lust magic filled his and Carlie's body and mind thus causing him to pull her by the arm into a deep embrace where he quickly placed his lips on top of hers.

'Why in the world is the thing still going off like this? I thought it was under control, I didn't want this to happen to anyone else! Dammit...' Ben thought as his mind became filled with thoughts of ravaging her and how to go about it.

'W-what's going on? Why am I feeling this and...why is it happening?' Carlie thought as her bodily needs won over common sense and thoughts, but while she was kissing Ben the magic of the charm crafted images of his experiences with the all the other women into her mind.

She saw Gwen, Doctor Holiday, Helen, Elena, Julie, Kai, Tracey, CC, and Frightwig in her mind as well as their feelings and thoughts involving Ben. Through the magic of the charm effect it was all

explained to her and now she understood it, she understood the shared love for this hero, and she wanted to share that with him as well.

Both individuals gave in to the temptation magic that was being made by the two of them and Ben began by placing his hands on her shoulders and deepening the kiss. Carlie tasted like tangerine and he couldn't get enough of her as his tongue swirled around inside her mouth.

Carlie felt like melting in his arms as her heartfelt desires were coming full circle after all. Ben then moved his hands to her sweater vest and gradually lifted up and up over her head then moved to unbutton her undershirt while keeping with the kiss. The cute blonde schoolgirl hummed in joy as her hands felt around his chest and shoulders sensually while she was tugging his signature jacket from his body. At the same time Ben had finished unbuttoning her white shirt and things progressed from there.

Several seconds later clothes were scattered all over the floor and Carlie was sitting up in Ben's lap impaled on his cock with arms around his back. Her ankles locked themselves around his lower back and her lips crushed against his in an eager loving French kiss. Both were fully nude and in each other's arms, Carlie savored the taste of Ben's tongue down her throat and the sensational feeling of his manhood deep inside her snatch. Truthfully she had been a virgin before this and the process of being deflowered was thankfully less painful than she thought, but despite the pain he was there ease it and comfort her.

Instead of Ben doing the plowing Carlie was the one to be the aggressor by swaying her hips in a backwards and forwards motion while in his lap, to her it was the greatest feeling she ever had and she wasn't about to let him go. Her breasts were well developed to a C-cup size and to Ben she felt physically similar to Jennifer Nocturne, but Carlie was a simple hometown girl with a sweet heart and a sweater spot for Ben.

Over and over again Ben felt the blonde bounce her hips on his flesh and savoring every moment, her tight passage constantly re-enveloping his rod was getting him closer with each bounce she made. The pink glow shone faintly in her eyes as several more minutes of humping lead to their unified orgasm.

Carlie locked her arms tightly around his neck as Ben called out her name loudly while he came inside her, many shots of sperm entered her womb and nearly filled to the point where cum was leaking out a bit. As the two collapsed on the floor on the living room Ben dragged his jacket over her shivering body and kissed her on the lips, she smiled back warmly and Ben went on to explain everything to her.

'I know it now, the girls are either gonna kill me or place a blue balls spell on me when I come to them with Carlie.' Ben thought in slight dismay dreading the moment where he would introduce Carlie to the group.

(AN: I know it's one too many, but trust me I know what I'm doing. Besides things always work out in the end.)

Where Albedo was at...

"Max Tennyson indeed lives up to his reputation alright, he's retired and very old yet he still fought quite a battle." Albedo said to himself as held the Null void container that held Vilgax up high.

"But I walked away with the prize."

On his left wrist there was a bizarre looking gauntlet resembling the Omnitrix to a certain extent, but it was vastly different and Albedo knew why. He built it and stole the Null Void container for one purpose only; revenge.

'For human technology this is quite impressive, nothing compared to Galvan tech of course, but still quite remarkable. Now to unleash one of the Galaxy's greatest terrors onto the galaxy once more. My former master, Tennyson, the Plumbers, and everyone else who had stood in my way will now face the most feared force in the universe.' Albedo thought to himself as he set the egg down and activated the release function causing a pale yellow glow to project an opening into the air. Something large and menacing stepped out of the portal once again free from his would be entrapment.

"Welcome back to this dimension, Vilgax." Albedo said as the large Chimeran warlord stood up and looked as angry as ever.

"I suppose it was you who freed me, don't expect any gratitude or service from me however. Just who are you and why do you resemble Tennyson?" Vilgax snarled yet Albedo kept his resolve. He brandished his 'omnitrix' to him and smirked.

"We have a common goal as well as common enemies, I do believe we can help each other achieve those goals and punish those enemies, and this device on my arm can help us do both. Interested?"

Vilgax eyed the omnitrix look-a-alike and figured this doppelganger may be useful to him afterall. "You've peaked my interests, little one. What do you have in mind?"

"Not just yet, first we need to gather our third member of this little team. Look over there." Albedo pointed to the far right corner of the warehouse he based in and Vilgax looked in mild shock at what appeared to be another stone time gate like the one back in Navajo Valley.

"Is this that same time gate I had used a while back or is this a different one?" Vilgax questioned.

"It is a different one, one of the only other ones in existence. I had modified it and worked myself to the bones calibrating it with similar technology based on the Null Void and I had just discovered a very powerful ally that will complete our triad." Albedo explained as he input some commands on a high tech terminal that was connected to the time gate. After inputting all the information it activated and revealed a dark yellow light that was similar to the Null Void projection tech, out came one foot then an entire person dressed head to toe in black tight leather with long black hair.

"Vilgax I would like you to meet one of the worst villains from the future; say hello to....

Kevin Eleven thousand."

The said man looked up with a demonic grin on his face and a twisted look in his eye. "I think I'm going to like it here." He said darkly.

End of chapter Sixteen

# Ultimatum part One (Holiday, Lily, Camille, Lucy)

Ben's girls

Chapter Seventeen: Ultimatum (part one)

By Azure

Standing tall just out the entryway of the time gate was one of the most feared enemies of the future. He came from Ben Ten thousand's time, pulled out of the Null Void dimension and brought to this time; to this dimension to terrorize yet again.

"Vilgax meet Kevin Eleven Thousand; our third and final member of this 'Team' we have here." Albedo declared smugly as Vilgax crossed his arms unimpressed.

"Hmm, where am I? You there; tell me now." Kevin11K demanded with calm venomous tone.

"In the year 2011, a good two and a half or so decades prior to your time. I'm-"

"Albedo. I know who you are." Kevin said as he turned his head to eye Vilgax. "I definitely remember squid face right there, now why did you bring me to this lousy time period? I better like your answer or else." Kevin11K threatened then raised his left hand and materialized fierce flames around it.

Albedo simply smirked and brandished out his self-made Omnitrix otherwise known as the Ultimatrix. He adjusted the dial and slammed his palm down, with a bright green flash stood a doppelganger of Humongasaur.

"Is that supposed to impress anyone?" Vilgax sneered and Albedo grinned as he adjusted the Omni symbol on his chest again. With another bright flash stood a creature a good size bigger than Humongasaur, it was armored like a turtle and armaments naturally grafted into its hands.

"No, this is. This is what my genius has wrought; an evolutionary function I myself developed for the Ultimatrix, with this we can destroy Ben Tennyson and the entire Plumber Organization. What say you?" Ultimate Humongasaur said to the other two villains. Vilgax nodded and Kevin11K smiled an evil grin.

Elsewhere...

Walking hand-in-hand down a hallway of a nearby Plumber base, Gwen and Ben strolled next to each other like an obvious young couple while their grandfather walked ahead of them.

"Huh, somehow I'm not surprised, Ben. Now Carlie, are you going to add the entire population of Bellewood girls next? Hm?" Gwen joked taking the news of the latest girl added to the group awfully well. She was wearing a trendy white jacket over a pink tank top and some tight fitting jeans. Ben was wearing his usual getup and enjoying Gwen's company yet Max himself had a frown on his face. He was not feeling easy at the moment.



"It just sorta happened, I'm sorry." Ben apologized as she hooked her arm around his.

"You don't need to apologize, I know you didn't mean to, that magic augment on you hasn't worn off yet after all. Don't worry too much about it, I mean the older me said you master it eventually, just have faith, Ben." She said winking and kissing him on the cheek. Somehow she always knew how to relax him whenever he got stressed out. "By the way, my mom wants to talk to the both of us later, it's really important."

"Is it about your dad?" Ben asked and she nodded. "Is everything okay between them?"

"You'll see, we have to hear it from mom herself to get the big picture first."

Ben nodded and Max turned his head to look at them.

"Ben, before we go any further you have to know that the higher ups of the Plumber agency want to put you on for Plumber candidacy." Max said and Ben's face held an expression of utter shock.

'Is he for real?' Ben thought in amazement, part of him always wanted to be part of this illustrious agency of defenders against alien threats, but he secretly thought it was too good to be true.

"Grandpa, is this for real?"

Max reached his destination with the other two behind him and pressed his palm against the handprint lock next to the door. When the sliding doors opened, Ben's eyes went wide with wonder.

"Believe it, kiddo." Max said proudly as Ben viewed a high tech looking area with Plumber agents and workers striding here and there like a busy police station. It resembled something out of a science fiction movie that he had watched and felt elated that they wanted him to be a part of it.

"This is the sector 2814 of the Plumber's organization; this is 'Providence' sector and it's where you'll be imitated and stationed." Max stated as the two astonished teenagers walked inside as Max began giving them the tour.

"Times are getting dangerous and crazy lately, Ben. The containment unit I created that was holding Vilgax inside was stolen by that imitator of yours called Albedo. Vilgax alone is a big enough worry and now we have a Ben10 doppelganger with Omnitrix tech at his disposal." Max stated and Ben nodded seriously.

"Yeah, Albedo is definitely a pain in the butt alright, I thought he was done when Azmuth clipped his Omnitrix's wings last time around. I guess not, but I'll be ready for them."

"We'll be ready, together we'll fight, Ben." Gwen reassured squeezing his hand gently. Ben smiled his appreciation and thought 'what a woman'.

"Aside from the danger the world is in, placing you in the plumbers would also be a large plus since you have so many lady friends you're now responsible for. It wouldn't hurt to make some money and preparations with all your commitments, don't worry it pays a very decent amount."

"Sweet." Ben pumped a fist in the air.

"But first things first, you need to have your physical taken right now then later you will be shown to your dormitory. You'll meet a familiar face there, now get going, kiddo." Max pointed him to a certain direction and Ben noticed several medical signs on the wall that indicate where to go. He

kissed his girlfriend goodbye and strode towards the medical office while Max and Gwen stood behind.

"So when am I going to invited into the plumbers, grandpa?" Gwen asked putting her hands on her hips.

"Hehe, don't worry, Gwen. You and Kevin's time is coming soon, Ben is only going first because he needs it more. What with all those women he has to provide for as well as the possibility of having children in the near future." Max explained.

"Point taken, in fact I need to go to a meeting with all the girls to organize and set up some kind of schedule we can all agree on actually." Gwen added looking in thought.

"Getting crowded I take it, that kid definitely has mojo alright,hehe." Max said chuckling as he processed the thought of having multiple great grandkids in the near future.

"Well with this new girl; Carly, and the fact that the 'famous' Jennifer Nocturne is kinda temping with being in the group, we all agreed that we needed to time manage with Ben." Gwen explained.

"I just hope you gals don't put too much pressure on him, he has a lot on his plate right now, more than others now that I think about it." Max said solemnly as he recalled his grandson being the prime target of Vilgax and Albedo, as well as gathering more hands to hold. Max wondered what kind of interesting future was in place for him, but relaxed knowing Gwen and a handful of other girls were there to support him.

"No worries, gramps, but when/if wedding time comes around we'll put him through all hell." Gwen joked smiling as she and Max began their own tour around the Providence sector of the Plumbers.

Where Ben was at...

Walking through the sliding doors Ben came upon the medical center where he was told to go, it was vast in space and very sophisticated by appearance, there seemed to be only person there and she was sitting at a lab desk behind a monitor screen.

"Uh hello? I was told to come here for my physical." Ben asked loudly as he casually approached the lady at the desk.

"Oh I know from experience that you don't need to be examined to be categorized as 'healthy', hm?" A very familiar feminine voice said. Ben's ears perked and his eyes went wide when the older woman stepped up from her chair and approached Ben.

"Whoa! Doc Holiday?" Ben asked amazed when once again viewed the voluptuous form of the sexy scientist walk towards him with swaying hips. She wore her usual outfit of a black hoop skirt with an orange sleeveless top underneath her lab coat.

"Hm, you forgot to text me, that deserves punishment." She said giving an evil smirk and took a rubber glove to put on her right hand.

Ben gulped loudly and immediately thought of something to do to apologize to her.

"Uh oh, I can make it up to you, Cassandra, big time. Just don't do not do a cavity search." Ben

pleaded as she chuckled lightly and pulled him into an embrace. Ben may have fell for it, but Holiday was just pulling his leg with that cavity search bluff, instantly the older woman's lips were on top of the young lad's lips.

Ben felt her arms wrap around his back and deepen the kiss to the point where he felt her tongue invade his mouth, he was already feeling aroused as he savored the feeling of Holiday making love to him. He missed this, it had indeed been awhile since his romp with her last time around, but he had been very busy with missions and planned to make time for all of the gals later.

"Mmmmm, I missed this." Holiday said gently breaking away from the boy's mouth.

"Look I'm sorry, I jus-" Ben tried to apologize until she pressed a finger to his lips to shush him.

"Ben you don't need to say 'sorry', I work in the Plumbers agency, I know you've had your hands full lately. I'm just glad to see you again." Holiday said until her eyes fixed on his pants and she smiled at him again. "And it seems you are glad to see me too, very glad."

'She is such a sex kitten.' Ben thought in amazement. "You bet I am, so I take it you transferred to this sector for some more time with me?"

"It's not always about you, you know, but actually yes. Also there was too much unneeded sexual tension from some of the guys over at my old sector, I figured it was time for a fresh start here at the providence sector. What better person to share it with than you." Holiday said.

Ben blushed a bit and smirked. "Is that door locked?"

"You bet, no cameras in here either, its just you and me." Holiday said sharing another kiss with him.

"Perfect." Ben replied before placing his hands on her rear and squeezing eagerly, she appreciated the idea and feeling frisky she wrapped a leg around his lower back. Ben then moved forward with her to sit her on top of the desk table and lean in for another deep kiss while groping her breasts through her shirt. Holiday moaned inwardly as she placed one of her hands on top of his and guided it while it groped her breast. Ben could feel his tongue inside her mouth and feel extreme elation as her lips sucked it in, it wouldn't be long before he would lose restraint and ravage her right there on the table.

This went on for some time before Holiday broke from the kiss to say something.

"Ben, I'm not wearing any panties." She said sexily thus causing his pants to tighten a bit. "Take me now." She moved her hands to her shirt to peel it up from the bottom and reveal her rather large tits to him.

"Oh I intend to." Ben was now thinking with his 'sword' rather than his mind and immediately unzipped his pants to bring out his fully erect rod of fleshy steel. He used his other hand to grab the bottom of her skirt and hike it up all the way to the waist point. Her moist and warm womanhood was fully visible to Ben, without further instruction her grabbed his manhood and guided it to her opening.

"Huah! Oh wow!" Ben moaned as the tight damp flesh tunnel suctioned his cock, Holiday's head reeled back in mild pleasure and she enclosed her legs around his back.

"Give it to me, hero." Holiday whispered seductively to him as his hips began thrusting into her.

In a sensual rhythm his dick eagerly delved into her pussy, each and every time he slide into her she either breathed hard or moan lightly. The supple flesh surrounding his cock came ever closer to climax yet Ben displayed that he had more stamina left in him.

Over and over again he pounded into her snatch and her legs closed in on him tighter and tighter until she gripped the table edge as she hollered out his name.

"Cassie! I'm cumming!" Ben grit his teeth as his hips lunged into hers one last time before both bodies undulated while Ben blasted Holiday's womb with a large amount of sperm. His lower body twitched several more times before collapsing ontop of his lover, feeling his appendage soften up Holiday's pussy dripped cum out of it's opening while Ben laid on top of her in a sweaty heap.

Both were panting hard and stayed together on the desk with Ben basically using Holiday's tits as a pillow, but after a few more seconds she spoke up again.

"You ready for another round? We barely get enough time with you as it is, you know." She whispered to his ear in a sexy way.

Ben looked up and smirked. "Like you have to ask, I'm ready twenty four seven."

She giggled inwardly at his eagerness and reached a hand behind her head to untie her bun and let her long black hair fall free. She was already stunning with the bun tying her hair back, but with her natural length hair free and loose she dazzled Ben with her loveliness.

"Get up, I want to try a different position."

"Wow you're incredibly gorgeous." Ben stated as he was still in amazement and hypnotically rose up off her.

The sexy older woman got up and turned around to place her hands on the desk and held her rear out to wiggle at Ben sexily. She was such a sex minx when she wasn't focused on her work.

'She wants it doggystyle, eh? You're on.' Ben thought pleased as he got behind her and stroke himself off to get hard again. In no time at all he felt his manhood harden itself again, mostly due to viewing Holiday's curvaceous behind wiggling if front of him, and inch by inch the teenager slid his dick into the moist lips of Holiday's womanhood.

"Huuooaaahhh!" She gasped at the feeling of him inside her once more. The feeling never got dull and neither did their love for each other.

"Mmgh!" Ben grunted as he began pounding into her in a steadily rising pattern. As soon as he delved into her depths he withdrew his cock to the tip and immediately slid it back in with much force.

The slick sensation of his rod repeatedly penetrating her depths continued on for some time and the speed at which he thrust into her rose eventually. She gripped the edge of her desk and hung her head as her body undulated in orgasmic spasm, she rose her head up one last time before moaning outloud while her pussy muscles began contracting on Ben's thrusting cock.

Her back arched and Ben's twitched as his grip on her hips tightened while his manhood let loose

another cascade of semen into her womanly depths. After thrusting his hips into her rear a few more times he finished cumming inside her womb and slumped over her back in exhaustion. Both of their bodies sweaty and spent they slumped to the floor in each other's arms blissfully oblivious to the world around them. It was some time later that Ben had to depart to visit his aunt Lily to get an update on her marriage troubles, Holiday had agreed to go the meeting all of the girls were holding for schedule time with Ben, they kiss each other good bye and left the lab. Ben was stationed here and so was she, therefore they would be 'seeing' each other much much more often.

At Aunt Lily's house..

Driving up in his car Ben reached his Aunt Lily's home and parked in the driveway, after getting out he walked up and knocked on the door. Opening it was Lily herself and with a genuinely peacefully happy expression on her face.

"Ben!" Lily lunged and grabbed a surprised Ben to pull into a deep hug. After letting go gently she looked at him with a smile and pulled him inside. "How are you doing, kiddo? I've been meaning to talk to you, but you've been pretty occupied lately I take it."

"Yeah, but I'm free right now thankfully. I came here to check up on you, so how is everything with you and Uncle Frank?" He asked even though the joyful look on her face hinted something good in her life.

"Have a seat and I'll get started." She instructed as she walked into the living room to sit on one of the couches. Ben sat on the one across and waited patiently for her answer.

"Well where to begin? Hehe, Ben, you know how I assumed Frank was on cheating on me with another me?" Lily began and Ben nodded. He also briefly looked around and noticed they were home alone, no Kenny, Frank, or Gwen in sight.

"Well when I found that card with the phone number and info I immediately thought the worst, but shortly after my 'affair' with you, Frank came home and I confronted him about it. It turns out the number was for a medical institute he was moonlighting to, the name of the woman was his instructor and he was trying to improve on his career skills. I even met the woman herself and saw the institute myself, I've been overreacting literally over nothing, Frank and I had a good laugh about it and made up in bed." She lightly chuckled to herself and Ben let loose a sigh of relief after hearing the news.

"That's good to know, I never saw Uncle Frank as two-timer, but where does that leave the two of us? Do we just forget about it and never bring it up again or something?" Ben asked still somewhat worried about the night he shared with her.

She looked at him and contemplated for a moment before getting up and walking towards him, much to his stupor, she unexpectedly sat down on his lap and rubbed a hand along his chest.

"Aunt Lily?"

"Ben, I'll be honest with you, after that night I don't think I could turn away from the feeling that sex gave me. It was nothing I ever experienced before, I'm still a married woman and a devoted one at that, but I won't ruin my marriage or break up my family." Lily said sincerely.

Ben nodded. "I see what you're saying and I-" Ben was cut off when the older redheaded mother of his girlfriend pressed her lips to his and let an intruding tongue swirl around inside his mouth.

Although he was greatly shocked he could also feel his erection rising and reflexively moved one of his hands to one of her thighs.

"Muah..." Lily removed her mouth from his and looked at him with lusty bedroom eyes. Ben simply sat there dumbfounded and waited for an explanation. "I also want to keep this little 'secret relationship' between us going, if that is okay with you. Hmmm, seems like it is." She said the last part noticing his erection and guiding her left hand to it to massage.

"But isn't it cheating on him? This is kind ironic in a strange way." Ben said blushing as his aunt kept stroking his hard on through his jeans.

"I'm not pleased about doing this without uncle Frank knowing, but my body or my mind just can't resist the kind of heavenly feeling you and that charm give me. I need this, Ben. Frank is more of a workaholic and barely notices me in a sexual way, even when I occasionally wear my see-through nightie to bed. I doubt I could even say 'no' if that charm magic of yours acts up when anything even remotely affectionate happens anyway, so what do you say, Ben? Will you make this woman happy?" She asked in a sincerely needed way.

Ben mentally sighed, his body wanted this alright, but he didn't like that she wanted this without his uncle knowing. However it seemed like he wasn't paying attention to her needs and that may not change anytime soon, regardless, the charm seemed to have a mind of its own and until he could figure out a way to control it things like this are bound to happen. Besides, this poor woman needs more love in her life, it just has to be him to give it.

"Okay, sure. I just want to make you happy, Aunt Lily." Ben answered looking up at her with an honest smile, she nearly had tears in her eyes and displayed her gratitude by shoving her lips onto his again and this time there was so much energy put into it that they fell back on the couch.

"Mmmmmmm." Lily moaned inwardly as Ben wrestled his tongue with hers in a moist slick wrestling match between tongues, she then drew back her tongue and began sucking on his with her mouth. Aunt and nephew continued making out romantically on the couch, thankfully no one was around while they did this and hiding this from everyone would have to be a habit soon. Ben's right hand held hers, his fingers entwined with hers, Lily's hips slowly grinded along his crotch area while they continued. She was wearing her usual attire of green dress shirt over a white tank top with her blue hoop skirt, but they would come off soon enough. Ben slid his free hand up her undershirt until he reached her still bra covered breasts, they were as big as Holiday's and that's a very good thing, he started groping and squeezing her right one.

While he was giving this treatment to her breast she decided to use her hand to unzip his pants and tug them down a bit.

Ben's hand reached underneath the cloth of the bra and felt his fingers touch her nipple, without hesitation he started pinching, pulling, and fondling that nipple along with breast. Lily tensed as he did that, truthfully her breasts were her orgasmic weakness and Ben was just teasing her as he played with her breast, without waiting she pulled down the hem of his pants just enough so that his bulge underneath black boxers was clearly visible. Rubbing her hand along it she caused Ben to tense up as well while she kept her lips firmly on his, sure they were both good at foreplay, but Lily wanted it inside now.

Lily slid his boxers down so that his steel hard rod was standing fully erect for her attention, she then unexpectedly removed her hand from Ben's tugged boxers and placed both of them on the sides of his face and greatly deepened her lip lock with her nephew.

'!' This greatly surprised Ben yet it wasn't unwelcome, he felt the sensation of the older woman's lips massaging his as her tongue was taking his mouth for a joy ride. 'Hot dam, Aunt Lily. You are an incredible kisser.' Ben thought while his mouth sucked on her tongue. After several more minutes of this she gently broke from the kiss with a visible thin string of saliva connecting their mouths. She licked her lips and winked at him as her hands went behind her back to unclasp her bra, Ben mentally made a 'wow' at both her kissing talent and her voluptuous breasts bouncing free from the bra as it fell to the ground.

"You like?" She asked amused at his currently flushed face. He nodded and she went to work stroking his erect member with her right hand while she placed her other hand to his face to insert an index finger into his mouth. She was getting very turned on by all of this, so much so that she foregoes the rest of the foreplay and proceeded to the main course. Getting up she reached her hands to the bottom of her hoop skirt and hikes it up to her belly button thus revealing her cotton pink panties for Ben to see, pulling them down she once again revealed her glistening well shaven pussy ready for screwing.

"I'm going to take you around the world, Ben." Lily whispered as she hovered her lower body over his rod and lowered herself to where the tip of his cock made contact with her snatch. "Haahh!" she breathed loudly as she sank all the way and felt the hard flesh intruder bury itself to the hilt; Ben was literally balls deep inside Lily.

'Oh wow I forgot how great she felt! She's very tight down there and it feels incredible!' Ben thought in bliss as his aunt rode him.

Lily swayed her hips back and forth making sure Ben felt every bit of pleasure that was her body, this pattern went on for minutes until she changed tactics and grabbed his shoulders so she could bounce her hips up and down this time.

"Ungh!" Ben grabbed her bouncing hips and gripped them as she bounce her hips down on his so that her pussy was repeatedly penetrated by him.

"Oh Ben!" She hollered as she went faster and faster, tits bouncing as she went on.

The older redheaded aunt feverishly rocked her hips into her nephew's length and mentally wished it to never end, she herself never thought of herself as such a nymphomaniac and she guessed that the charm is what brought it out of her, but Ben would be the only person she would share this side of her with.

Both their bodies sweaty and smelling of each other's sex, woman and boy were both close to climax and Lily made sure she wouldn't let go of him when he would lose his load inside.

Her vigorous rocking continued on for minutes and she leaned for another deep French kiss with Ben as she continued, soon her toes curled and her grip on him tightened as her orgasm skyrocketed.

"Aaahh BEN! Hahh!" Lily screamed out in pleasure as her climax caused her pussy muscles to contract wildly on Ben's cock which in turn caused him to come as well.

"Aunt Lily!" Ben gripped her highs tightly as his dick twitched wildly and spewed gushing amounts of sperm into womanhood, into her womb.

"Oooohhhh!" Lily moaned loudly again as her orgasm continued as did the feeling of Ben's semen filling her up. After several more undulations by both of them their climaxes ceased and Lily slumped over Ben spent.

Ben was breathing heavily and so was Lily, she then cuddled next to him with his head nestling against her breasts, they were still on the couch exposed, but the two were very happy.

"That was amazing, Ben." Lily said softly stroking his hair.

"You were the amazing, Aunt Lily." Ben answered back as he comfortably wrapped an arm around her waist.

"Just call me: Lillian, Ben. No more of that 'Aunty' stuff, it makes me feel old." She said lightly laughing at the last part. She reached over to her cum dripping snatch and scooped up some and brought it to her mouth to taste it, she hummed her satisfaction and looked over to Ben. "You came so much in me, it's a good thing that charm magic has a birth control effect, but how about next time...you go in from the back door." She said with a sultry smile and grabbed his left hand to place on her supple buttocks.

"You know, that doesn't like such a bad idea, ...Lilian." He said ignoring the awkward feeling of saying his aunt's full first name while they cuddled naked together for some time.

Elsewhere...

Where Kevin was at....

Driving his signature green car, with hidden tech built in, Kevin drove down a familiar road to meet up with the Plumber's helpers to help them figure out the recently discovered alien tech Vilgax apparently had shown interest in before he was sealed up.

'They mentioned something about synthoids being built by old squid face before we locked him up, I wonder what kind of tech it is. I am honored they call the 'expert'; yours truly.' Kevin thought to himself in slight smugness. It was at night outside and he was in a neighborhood area, but the last thing he expected to be standing smackdab in the road ahead of him wa-

"What the-? Albedo?" Kevin was on course for running into the Ben10 doppelganger and had the brief notion of running him over, but stopped himself and slowed to a halt just in time. 'Should've just run his sorry butt over, but I don't do that kind of stuff anymore. I wonder what's he doing here?' Kevin thought getting out of the car.

"You're supposed to be in jail, ya cheap knockoff." Kevin said touching his car to armor up.

"And you're supposed to be in the Null Void, Levin, but I'm not here to taunt." Albedo stated smirking and brandished out his new 'omnitrix' he calls: "The Ultimatrix."

"Looking to dance, copycat?" Kevin asked standing ready for battle as he morphed his arms into blade shapes. "I see you got your imitation Omnitrix working again."

"Dance? I wish to party. Meet the Ultimatrix, Levin." Albedo stated as he tuned the dial and slammed his palm down on it. In a bright red flash Diamondhead appeared in his place.

"Color me unimpressed." Kevin made a charge at him while Albedo stood unflinching with his



arms morphed into spiked blades.

On reflex Diamondhead shot out a barrage of crystalline projectiles to which Kevin deflected with his arm blades.

With a loud crashing sound Kevin's steel hard blade fist collided into Diamondhead's chest armor, but Albedo returned with a straight to Kevin's gut that sent him back a foot and fired more projectiles at point blank range.

"Huh!" Kevin shielded himself with his armored arms just in time to feel the pelting hailstorm of crystals bouncing off.

Before Kevin could counterattack Albedo he felt a small rumble coming from the ground underneath him and then a crystal spiked jag protruded at high speed at him.

"Oohhmp!" Kevin was tossed like a brick onto his car causing to collapsed on itself. Rising up quickly Kevin got ready to make another strike at him. "Oh you're going to get it alright."

"Not as much as you, Levin boy. Let me show you why I call this the Ultimatrix." Diamondhead said as he quickly turned the dial on his chest and changed in a bright red flash to yet another familiar alien: Humongasaur.

Not giving him the chance, Kevin charged at him and morphed his right arm into a mace shape and outstretched it to attack Albedo.

Before he could even connect his attack another red flash lit up and revealed something bigger than Humongasaur, it loomed over Kevin with a great shadow and made his way towards him.

"Meet Ultimate Humongasaur." Albedo said in his monstrous form as he stalked towards Kevin.

Where Ben was at...

It was nighttime alright, Ben was exhausted and kinda sore down there, but he was heading home to rest up and be ready for another day. Tomorrow is going to be his first day of initiation and training at the Plumber Sector he was now employed in, school was also going to start again soon and he would need to be ready to deal with that and Plumber work.

"Hm? Who's car is that?" Ben asked himself as he drove up to his home and parked along the curb. He noticed a different other car there parked in the driveway, he figured it would be a visit from a guest or a relative, either way he just wanted to go to his room to sleep. Getting out of his car and walking up to the door, he opened and peered inside to see his mother and father chitchatting with a very familiar pair of faces.

Sitting on one of the couches across from the one his mom and dad were sitting was Camille Mann (Now an in-law and new member to the family) and her little cousin: Lucy. Ben remembered Lucy, she's a member of the alien race known as 'Sludgepuppies', gelatinous based aliens that can take human, humanoid, and alien beast forms, however Lucy obviously looked older since she was now taller and her layered blonde hair was tied into a ponytail. She was wearing a cheerleading uniform that was designed in black and gold colors, her cheerleading sweater was tight and showed her midriff, her skirt was even short enough for Ben to peek distantly at her white panties. Camille looked the same, but was indeed very attractive nonetheless.

Her medium length dark red hair was tied into a bun and she wore a simple black tank top underneath a violet sweater and long black skirt with pantyhose. Ben almost got a nosebleed just looking at her, but quickly shook it off as to not want any more charm related sexcapades to happen anytime soon.

"Ben! Glad you're home, have you said hello to your distant cousins: Camille and Lucy?" Sandra called out to him after she spotted him trying to sneak up the stairs.

'Crap, I really wanted to just sleep, oh well.' Ben thought as he walked over to the living room with a polite smile to greet the two.

"Hey Camille, Lucy, how've you been? Didn't see ya for awhile." Ben greeted before Camille rose to pull him into a deep family hug. Although the hug was a family hug, but Ben got perverted thoughts when his face was pressed so deeply against her rather supple breasts.

'Breasts, breasts....! I hope I can cover my erection after this.' Ben thought as Camille released him so her younger cousin Lucy can give him a brief hug next.

"Well it was nice seeing you again, but I think I'm going to head to my room now to do stuff." Ben stated rubbing the back of his head, as he was trying to get away he noticed Lucy following him up the steps.

"Ben don't be rude now, show Lucy your Dvd collection or your Sumo Slammer stuff while she's here, she's a fan of Sumo Slammers too, ya know."

'Sigh' Ben thought stressed before shouting a friendly okay to his mom.

"Oh and Lucy.." Sandra called out one more time and Lucy cutely turned her head to listen.

"Yes, Aunt Sandra?" Lucy asked.

"Make sure Ben doesn't do anything perverted like read a naughty magazine in front of you or look at dirty things on his computer, okay?" Sandra asked sweetly much to Ben's utter embarrassment.

"Mom!" Ben blushed embarrassed as he quickened his pace up the steps with a giggling Lucy on his trail.

Later...

"So...How's life?" Ben asked awkwardly as the perky girl in his room was reading a comic book she found on the floor.

"That's a boring question, but I'm just peachy actually. Want to dance? It'll be just like old times." Lucy asked energetically as she sat on his bed with him.

"No thanks, last time I did that I slipped and fell on your sludge feet." Ben said grinning.

"Hehehe, you do remember. That was just some fun on my part, won't happen again though, promise." She said sweetly while making a cute puppy dog face at Ben.

Ben crossed his arms and look indifferent, he didn't want to be mean, but he was so exhausted that he wished to sleep already.

"Come on, Ben. Lucy really likes it when you dance with her." Camille said surprising everyone, she was standing in the doorway with her arms crossed and a soft smile on her lips.

Ben slumped his shoulders and got up off his bed. "Fine, let's do this, but I'm not much of a dancer, you know. In fact it's been five years since the last time you and I danced."

Lucy looked giddy and she bounced off the bed to stand on the floor next to Ben, Camille walked in as well.

"Don't worry I'll teach the two of you." Camille said as Lucy stood close enough to hold him by the hands, Camille placed her hands on Ben's hips and positioned him and Lucy in certain dancing stances.

After several more instructions Ben and Lucy began their slow dancing serenade in the middle of his room while Camille sat on the edge of his bed to watch in amusement.

"Not bad, not bad, but Ben try to keep focused on holding her hip and shoulder. Not touchy touch or peeping, okay?" Camille commented teasing him a bit.

"You're definitely a part of the family alright, everyone loves to tease me for some reason." Ben said looking over Lucy's shoulder at Camille.

"I wouldn't tease you, Ben." Lucy stated gazing at him with her lovely blue eyes.

"That's good to know, I really appreciate that, Lucy. By the way don't you have a boyfriend to practice this with?" Ben asked curiously.

Lucy bit her lip and looked to the side without answering. "I uh don't have a boyfriend, Ben."

"Oh, sorry, I didn't mean to be rude." Ben said apologizing as he dipped her and brought up back up to pull her into his arms as a dance move.

"No big, but I do have a crush on someone though, want to know who it is?" Lucy asked sexily winking at him.

'Uh oh, I'd better stop this before something happens and Charmcaster magically castrates me or something.' Ben thought as he got a pretty good idea on what she was talking about. "Uh Lucy, maybe I should tell you that-"

"She has a crush on you, Ben. Isn't it obvious?" Camille stated interrupting and causing Lucy to blush in slight embarrassment.

"Oh oh well... that's cool and all, and you're a very cute gal and all, but..." Ben was once again interrupted when Lucy ditched all restraint and shyness by surprise kissing him on the lips deeply. Who would have thought it, huh? Lucy of all people had a crush on Ben and now it was coming full circle, Ben was going to have a hard time explaining this to them and the girls later.

'No no no no no! The charm effect is going active!' Ben thought as Lucy softly removed her lips from his with a pleased happy expression on her face.

Camille had a 'wow' expression on her face after seeing her cousin just French another distant

cousin, she knew about Lucy's infatuation with Ben, but didn't figure she would follow through with it so soon after seeing him again. Suddenly a strange new feeling overcame her senses and her eyes unknowingly began glowing bright pink as did Lucy's, both girls were now unexpectedly filled with heartfelt love and lust that's being directed at the distressed looking boy in the room.

Lucy now gazed at him with bright pink eyes glowing and grabbed him by the shoulders to lightly shove him onto the bed, Camille had the same look on her face as the two alien cousins prowled over the green clad hero on the bed.

"Aw darnit, it happened again." Ben sighed then looked at the sight of Lucy pulling up her cheerleading top to reveal her braless breasts to a now aroused Ben. The charm effect shined its lusty effect on his mind and body as well, suddenly he now felt the urge so make love to the two distant relatives coming down on him.

Camille went behind Lucy and placed her hands on the younger girl's chest to grope and massage the teen's petite tits in front of Ben while Lucy herself reached her arms behind to grasp the back of Camille's neck. It was almost like they were imitating a porno movie scene, not that Ben watched a lot of that anyway, but it was certainly similar.

Meanwhile outside the Tennyson household...

"Albedo, do you have Levin?" Vilgax's voice sounded over the communication channel, the menacing alien tyrant stood battle ready outside a certain hero's home ready to strike, but he waited until he heard the signal.

"Like you have to ask." Albedo spoke in Ultimate Humongasaur's voice as he dragged an unconscious Kevin with him back to their base of operations. "You grab Tennyson's parents and bring them back to the ship to hold as bargain chips, begin now."

"I don't take orders, I give them! You forget your place, Albedo. I know what the plan is and I don't need you tell me how it works." Vilgax said with a growling voice as he waited for the right moment.

Ultimate Humongasaur growled. "Have it your way, let's just get this over with." he stated as he stalked away while dragging Kevin with him.

Where Ben was at...

Kneeling down in front of him was a topless Lucy and Camille, Camille's breasts were a good size bigger than Lucy's of course and infused with lusty magic they placed their lips at the base of Ben's erect shaft. Ben's head was reeled back in pleasure as he felt Camille's lips kiss and suckle here and there along his dick while Lucy sucked in one of his balls erotically.

The charm glow clearly visible in their eyes and the look of lust on their faces Ben wondered what the ramifications of this could be later on, but his mind was too clouded with euphoria to think.

He then felt Camille take him entirely in her mouth while Lucy rose up to place her visible snatch over his face. Her panties were yanked down her ankles and her uniform skirt was hiked up to her abdomen making her supple rear and hairless pussy ready for Ben to service.

Feeling Camille now deepthroating his member Lucy then lowered her bare snatch onto his mouth, feeling controlled by the lust Ben dug his tongue and mouth into her clit causing her to tighten her

thighs around his head.

Camille's mouth continued suctioning his hard on and she has shown that she was indeed a pro at it, Ben felt extremely close just from her blow job alone.

Wet slapping sounds can be heard as Camille voluntary face humped Ben's meat while her young cousin was cradling Ben's head as he ate her out. His tongue wormed in and out of her slit vigorously until he then placed two fingers into the same place he was servicing, Camille felt his hips undulate signaling he was about to blow his load.

All she did was increased the force of her suction and the pace she was giving and within a couple of minutes she felt the cock in her mouth twitched wildly letting loose a spill of sperm down her throat.

'Damn she's good!' Ben thought while he was cumming inside Camille's throat, if his head wasn't enclosed in Lucy's sexy legs he could hear the swallowing sounds Camille was making. Gushing amounts of semen spilled down her throat as she gulped it all down willingly and with satisfied taste. At the same time Lucy climax all over Ben's face and gushed her pussy juices all along his tongue and mouth.

"Wow..." Ben laid spent on his bed with Lucy resting her head on his and Camille cuddling on the other side of him with her fingers rubbing his chest in circles. The Charm effect was still active and still had their senses and minds clouded with sex filled thoughts, but before anyone could continue-

Loud wall crashing sounds were heard downstairs causing Ben to bolt up and redress himself so he could hurry downstairs to see what it was.

When he did he noticed the front wall of his house smashed from the outside and in it's place stood someone Ben hoped to never see again.

"Miss me, Tennyson?" Vilgax said standing in the wreckage ready for battle.

"Vilgax?" Ben was now on full alert and readied himself and the Omnitrix for one hell of a fight.

"The one and only, time for some much due payback, you little brat." Vilgax leaped into the air at Ben, who was still at the top of the stairs about to activate his Omnitrix.

"Bring it!" Ben called out as his slammed his palm down on the dial to transform.

To be continued...

AN: This is the beginning of the ultimatum arc that will end Alien Force and move on to Ulitimate Alien, but also I have some filler chapters in mind as well.

Filler chapter (A):

'Bencest is wincest'

A small get-together at the Tennyson household with the Tennyson women plus Ben, soon turns into a frenzy when Sandra Accidentally drinks a heavy 'special' margarita that causes her to make a move on Ben. As a result the 'Charm Chain effect' happens causing Sandra, Gwen, Lily, and Camille to go into nymphomaniac mode with Ben in their sights.

Ben x Lily x Sandra x Gwen x Camille.

Filler chapter (B)

Carlie's pals

On a date with his latest girlfriend: Carlie Cooper, Ben accompanies her to her high school's homecoming dance and later runs into her two best friends; Michelle Gonzales and Norah Winters. when the girls chat amongst themselves while Ben gets drink, the talk slowly turns into one about inspecting Ben from behind and commenting about it. When Norah admits she would outright seduce him and Michelle admits to the good quality of his rear, the charm chain effect mysteriously sets off within the three girls. While Ben is in the men's room he is cornered by the three amorous teenage girls by surprise, they tie him to a stall and begin having fun with him.(FYI all these girls take from the Spider-man 616 universe)

Next chapter: Ultimatum Part two

## Ultimatum part Two (Helen, CC, Gwen)

Ben's girls

By Azure

Chapter Eighteen: Ultimatum (part Two)

"Miss me, whelp?" The oversized chimeran space terrorist jaunted as he jumped down from above to strike at the tensed up teen.

Ben duck and rolled just in time to feel a tremor shockwave resulting from Vilgax sky bombing the spot where Ben was.

'It's go time!' Ben thought quickly adjusting his dial and when he found a certain alien to use he activated the watch's chosen alien.

"Can't say I'm surprised to see your ugly mug again, but I'm always ready to pound it, Vilgax." Ben said in his 'DiamondHead' alien form and morphed both his forearms into bladed versions of themselves.

Skipping any banter Vilgax would've sent back, Diamondhead dashed forward the green behemoth with his bladed crystalline arms reeled back for an attack. Vilgax stood with a soldier's unflinching resolve and after ducking Diamondhead's initial strike and countering with a right handed jab to Diamondhead's side.

"Ah!" Ben returned with a melee strike using his head to butt into Vilgax's large green skull.

A loud audible bone colliding noise was heard and vilgax flinched slightly at the impact while Ben continued his onslaught.

"You underestimate me, whelp. I did not become one of the most feared beings in the galaxy for nothing!" Vilgax charged at Diamondhead thus catching in his tackling grip as the two crashed through the already wrecked front wall of the house to brawl on the streets outside.

Meanwhile steadily walking outside Ben's room was a nude Lucy clutching some of her clothing her naked petite body. "Ben?" behind her was her cousin: Camille, who was still asleep on the teen's bed, Lucy looked bewildered and very confused as to why she was naked with a feeling of post sex in her body.

Outside with Ben and Vilgax...

Crashing sounds were made violently as Vilgax charged Ben through various walls of nearby fences and lamp posts, Diamondhead was helpless in his grip until Vilgax released him so the green chimeran could deliver a crushing blow to his torso while he was in midair.

Loud impacting sounds could be heard as Diamondhead was sent flying and crashing into an empty truck nearby.

"Ooh... man...this guy means business alright, and being caught off guard after 'that' means he has the advantage." Ben said to himself as he got up shakily from the truck wreckage and noticed Vilgax stalking towards him crackling his knuckles. "This is insane, I used to always have backup when this guy shows up, but everyone is everywhere at the moment and I can't beat him with just brute strength..." Ben thought when he noticed the truck behind him was a large semi with a fueling tank that was now leaking fuel. Diamondhead understood and waited with sharp jagged forearms out and ready.

Vilgax was a few feet away and had Ben in his sights, the green space warlord then dashed like a raging beast to Ben's location and was about to deliver a devastating right hook until-

"Gotcha." Diamondhead quickly changed into a Swampfire and burrowed into the ground beneath him using his plant-vine form.

When Vilgax halted his attack he quickly scanned around for any sign of his arch nemesis. "You can't run forever, boy. Show yourself!"

Swampfire quickly uprooted himself a good distance away yet within range of Vilgax and the truck. "Who's running?" Swampfire held out both his palms and ignited fierce flames and fired a stream of fire towards the abandoned fuel leaking truck.

'You-!' Vilgax looked alarmed as the blast of flames made contact with the truck and resulted in a fiery explosion that caught him entirely within it's grasp.

With a booming shockwave and the hiss of flames Vilgax was consumed by trap, but Ben knew better than count hit out just yet. Reaching one of his hands to his chest dial he twisted it and slammed his palm down on it to morph into Humongasaur.

"Better make sure." He said to himself as he approached the fiery wreckage to which Vilgax was apparently engulfed in.

"Ben!" A voice called surprising him, he turned his head to see the trio of Plumber's Helpers: Pierce, Manny, and Helen, descending to the ground from one of their mobile dropships.

'What are they doing here?' Humongasaur thought letting his attention slip as he caught sight of Helen in her elegant blue alien form speeding up to him with her two partners right behind.

"We saw the chaos while we patrolling nearby, need an assist?" Pierce asked surveying the damaged scenery. Meanwhile Humongasaur morphed back into Ben's regular human form and made awkward eye contact with Helen who had a small look of sadness on her features.

"Helen, I-" Ben was about to say until she pulled him close to engage in a much needed liplock. Ben was about to start explaining why he wasn't seen around as often, but he got the idea that she understood he was always busy. The looks on both Manny's and Pierce's faces were priceless as they witnessed their teammate Frenchkiss their fellow superhero.

"Helen? Care to explain?" Pierce interrupted causing a blushing Helen to pull back reluctantly from Ben's lips.

"Um, well... I was going to tell you guys, but-" Helen was speaking until Ben had an alarmed look on his face as he realized he forgot something very important.



"Vilgax! I forgot about him!" Ben panicked and looked behind to see the fiery wreckage dying down and Vilgax absent from it.

"Vilgax? That's who you were fighting?" Pierce analyzed the wreckage as well in alert mode along with Ben. For the moment he forgot about the whole Helen and Ben thing going on.

"Where is he? I want a piece of that guy." Manny stated readying his pistols in his usual hot blooded demeanor.

"Be careful, he's definitely around here somewhere!" Ben said out loud reaching his hand over to the Omnitrix ready to activate yet again.

All of them including Helen were looking around to spot the said green alien, but behind them near an alleyway a pair of red eyes shone.

"There!" Manny yelled out when he turned his head to see the looming shadow of Vilgax, but it was too late to act when he made his move.

"Right here, Tennyson!" Vilgax lunged out of the shadows and delivered a ground shaking stomp to the open space between the four teens.

'Whoahh!' Ben, Helen, Manny and Pierce were all blown back by the shockwave and made contact with various parts of the area, Vilgax stood in the middle of it all with an arrogant sublime posture and walked over to the befallen Helen.

Ben was sprawled against a wall of a nearby shop building and barely managed to get back up when he saw Vilgax pick up Helen's unconscious form and slump her over his shoulder.

"Any other day, Tennyson, I would take this opportunity to grind you into dust, but I have a bigger idea in mind for you. You'll find out soon enough." Vilgax stated deviously and flipped a small device nearby his torso so he could teleport in escape with Helen.

"No! Helen! Get back here, Vilgax! Agh!" Ben struggled to run after them but found he was too exhausted and somewhat too battered to chase after them. It didn't matter though, he was gone with one of his girlfriends, probably to use a hostage, it was an old tactic that he always used, but it didn't like it regardless.

Ben slumped a bit and nearly collapsed, Manny and Pierce were getting back up as well when Ben felt his cell phone ringing inside his pocket. 'Maybe that's Gwen or Kevin, I need their help pretty badly right now.' He thought as he scooped out his phone from his pocket and flipped it open.

"Good evening, Benjamin. Nice night isn't it?" the identical voice of Ben otherwise Albedo's said over the phone. It didn't take long to put two and two together for Ben to figure out Vilgax and Albedo had planned this.

"Albedo! Where did Vilgax take my friend?" Ben yelled into the phone.

"I think you mean 'friends', plural, hero. Vilgax took the kliniceran girlfriend of yours and here I have both Kevin and your darling Gwen." Albedo's smug voice said over the phone.

Color drained of Ben's face when he heard that. 'Gwen....he has her... and Kevin and Helen too...'

Terror crossed his features then suddenly rage, he wanted to brutalize both Albedo and Vilgax horribly when he got ahold of them, but right now he needed to know on where to find them.

"What do you want, Albedo?" Ben asked through gritted teeth.

"You already know the answer to that, Ben; I want your omnitrix, so I can undo this lousy human replicated form of yours Azmuth locked me in. Come to these coordinates if you want to see your friends again, and come alone." Albedo ended the call and texted a message to Ben's phone containing directions to the meeting place.

'They have them...I need to go, it's one obvious trap, but if I don't...' Ben thought before looking in the distance and noticing a bewildered, barely clothed Lucy Mann looking around the wreckage in the house with equally shocked and confused parents doing the same.

'First things first, I better call Charmcaster and see if she can blanket out their memories of this night before it gets any worse.' Ben thought grabbing his phone until a familiar voice sounded behind him.

"No need, my boy." Ben heard his voice and turned his head to see the ever-so nutty Paradox standing behind him with aloof pleasant demeanor he always has.

"Paradox? What are you doing here?"

"Simple." The said doctor brandished out his signature pocket watch and clicked a button it, Ben looked to his house again and noticed the wreckage was fixed like he was never ruined at all. If Ben had to guess, then he figured Lucy and Camille were probably never 'sexed up' either.

"Correct, kiddo. I rewound time around the general area of your house to where your distant relatives won't remember their little bedroom gettogether with you." Paradox said pocketing his watch.

"uh Thanks, I don't supposed you could also do your magic 'undo' button with Albedo and Vilgax kidnapping my friend and girlfriends, could you?" Ben asked partially knowing that it would be a no.

"No. Sorry, lad, but I can't interfere with destined history. I'm afraid you must go to those coordinates and rescue them, I am only allowed to undo the smaller 'headaches' for now, at least until you figure out how to configure your 'man mojo'." Paradox chuckled a bit. He seemed confident, but Ben could never understand the science time man.

"Okay, thanks again, doc. I guess I have a trap to go to then." Ben said nodding his thanks to the good doctor and ran to his car.

"Ben wait! We'll go with you and help fight Helen's captors." Pierce called out and Ben shook his head.

"Can't, Albedo only wants me there, I can't risk their lives if I bring you two with me." Ben said with a look of focus on his face.

Pierce and Manny didn't look too happy with it, but reluctantly agreed for Helen's sake.

'Here we go, I'm coming, you guys.' Ben thought before getting in his car and driving off.

Later...

Standing outside and leaning against a rock formation of the canyon valley setting he arranged to be in, Albedo was waiting for the arrival of his would be rival.

He had some chili cheese fries in a tray in his right hand and snacked on them little by little as he waited for Ben to show up. When he heard the sound of tires coming closer he immediately had a smile on his face and ditched the fries to walk forward a few paces.

Ben's green/black car slowed to a stop and out he stepped with a very angry look on his face. Albedo walked up closer to meet in halfway with a cocky smirk on his lips.

"Glad you found the place, I was beginning to think you'd gotten lost." Albedo said before activating his own 'omnitrix'. A bright red flash illuminated the area revealing Humongasaur in its wake.

"....." Ben said nothing and transformed as well. In a bright green flash he transformed into his own Humongasaur.

"I see you got your knockoff omnitrix working again." Ben said in Humongasaur's voice.

Albedo smirked and placed his large reptilian hand on his own sigil.

"This is the Ultimatrix, courtesy of Azmuth's lab in which I stole it from. I've made my own little 'modifications' to it such as; the 'Evolutionary' function." Albedo finished causing a suspicious look on Ben's face while Albedo twisted his dial function.

In another bright flash of energy Humongasaur suddenly transformed into a larger version of itself with metal organic openings on its hands and large protective shell on its back. Its head was different and looked meaner than ever before.

"Meet Ultimate Humongasaur, Tennyson." Albedo said in its booming voice before charging straightforward at an unsuspecting Ben-Humongasaur.

With a thunderous clap the large green evolved alien smashed into the smaller reptilian one and kept going until he smashed him into a rocky formation, before Ben could return fire he felt a crushing blow coming 's left fist that made the rock wall behind him crumble slightly.

"My turn!" Ben-Humongasaur quickly uppercut Albedo and delivered a hard hitting head butt.

"Uh!" Albedo flinched slightly as a result and Ben continued his brawling onslaught by punching him left and right in the big green face.

Albedo smirked and caught Ben's incoming left fist, he then grabbed Humongasaur by the neck and with a large amount of strength tossed him over into a pitfall of the canyon.

'This is gonna hurt!' Humongasaur Ben said as he was falling several stories to more rock hard ground of the canyon.

The gigantic dinosaur landed with a great impact that shook the ground beneath him. He was in pain alright, but he was till more than ready to fight, as he got up he noticed the looming shadow of

closing in on him. Only this time something was different.

's metallic barrels on his hands adjusted both his hands into makeshift gatling cannons. It was as if he were wielding biological guns built into his arms.

"Have some of this!" Albedo roared then began shooting flaming explosive projectiles out of this 'hand cannons' like a rainfall of incendiaries upon Ben.

"!" Humongasaur had not time to distance and instead shielded himself with his large arms.

A thunderous chain of booming explosions resulted when a barrage of fiery projectiles cascaded the area in front of Ben and then Ben himself.

"Aaahg!" Humongasaur was engulfed in fiery bursts of explosives until closed the distance above and landed with a slamming impact before Ben.

Humongasaur remained standing yet wobbling just a bit before slumping to his knees, his body covered with smoking burns and wounds, then he de-powered out of exhaustion and defeat.

Ben in his human form slumped exhausted and beaten, Albedo had won this fight, but not the war.

"I think this a very satisfying field test for my Ultimatrix, but now I think it's time for you to choose, Tennyson." said before standing over him ready to strike again if need be.

Ben could see in the near distance that Vilgax had appeared with an army of tall lanky white robots behind him. To his side was Kevin, Gwen, and Helen all shackled and bound with Vilgax's sword near their heads.

Ben slowly get up while clutching his right arm in pain, despite being in alien form his human body still took some of the damage he endured, he looked between Vilgax and and his friends.

"Your call, hero. Fork over the Omnitrix and we spare your precious friends, don't and some heads start rolling." Albedo said menacingly as he stood over him.

"Don't do it, Ben! You give them that and it's all over!" Kevin called out.

"You know what to do, Ben! Don't let them take it!" Gwen urged.

"Think about it, they already the Ultimatrix, why would they need the Omnitrix? They'll kill us anyway!" Helen called out as well.

She had a point, Albedo has his knockoff omnitrrix, so why they need Ben's? It didn't matter, it was either their lives or the piece of alien technology that's caused him nothing but trouble since he found it.

"Tch, fine. You win, Vilgax. Just let my friends go first then you can have this lousy watch! You already have me at knifepoint." Ben said defeated despite the protests of the others.

"You first or else." Vilgax said nastily as he reared his large sword closer to them.

Ben grit his teeth, Vilgax was never known for keeping his word, but what choice did he have? He needed to forfeit his greatest tool.

Ben sighed and spoke; "Command code 005589-Theta, release." He said causing the green tech on his arm to make some unlocking sounds and remove itself from the boy's arm. Vilgax walked over and wasted no time in snatching it from Ben's arm, he held it up like a trophy and smirked evilly.

"With this it's all over, I win, Tennyson." Vilgax said triumphantly before Ben heard something up above in the sky.

Scratch that, two somethings.

"Paws off my Grandson!" Max Tennyson from above in the air in his armored Plumber suit wielding a large buster rifle, hope dawned on Ben's face as also noticed Charmcaster next to Max in her own suit and casting a magic spell at the same time.

'hot damn!' Ben thought before he heard Charmcaster's sweet voice chanting her incantation.

"Lavador Raito!" CC called out making two separate streams of magical lightning shoot out of her hands and into the crowd of lined up Synthoid bots.

While at the same time Max fired his impressive plasma weapon at the same targets.

Multiple explosions of electricity and energy resulted throughout the armada of Vigax's robots catching by Vilgax and Albedo by surprise, they were distracted and Ben took the chance to run to his bound friends and free them using a miniature utility laser knife he kept with him.

"You shouldn't have given the Omnitrix!" Kevin shouted as his shackles came loose.

"What was I suppose to do? Let Vilgax chop your head off?" Ben shouted back as he ran over to free Gwen and Helen while CC and Max's aerial assault distracted them.

"Ben... Are you alright?" Gwen asked sympathetically to him as she was freed, she noticed that Max had landed down near them while the fires he started cut Albedo and Vilgax off from them.

"Grandpa!" Gwen and Ben were pleasantly to see their grandfather back in action and in the nick of time.

"Gwen, here! Brought something for you! Better hurry and read the chapter I marked." Max said in a rush as he gave Gwen her signature spell book.

"Thanks, Grandpa!" Gwen grabbed and flipped through the pages in haste. CC landed down near them as well and they all heard a roar of rage.

"Uh oh." Kevin looked through the wrecked and remaining Synthoid drones to see a rampaging charging for them like a mad beast.

"I'd hurry if I were you!" Kevin said touching the ground and armoring up just in case.

CC took the initiative and cast another spell to obstruct Albedo's way toward them.

"Solidus Barrio!" CC chanted thus making a thick wall of rock stone spring up between Albedo. Immediately they felt the impacts of the big green monster pounding on and breaking through the wall gradually.

"Gwen, is it done yet?" Ben asked and Gwen's eyes shone in bright pink energy.

"Travistas varias!" Gwen called out and she hovered in mid-air as a magical whirlwind of violet energy cascaded around the group.

"Raggh!" busted the wall into pieces and headed towards them.

In the nick of time Gwen's spell came full circle and teleported all of them to somewhere safe.

"Grrrr." Albedo missed his chance to take them down, but at least he finally had the Omnitrix in his grasp. Vilgax on the other hand had a different idea on what to do with the Omnitrix.

Where Ben was at...

In a whirlwind of magical energy Gwen had teleported everyone to the plumber base CC, Turbine, and Frightwig occupied and with a slumping fall everyone landed on either their butts or backs into the living room area.

Gwen slumped down onto the couch spent from using up so much energy to bring them here, Ben quickly got up and ran over to her to see if she was alright, to his relief she was just resting from magic overuse.

"she's okay. That's a relief." Ben said sighing in relief, Max got up and nursed his back achingly from landing on it, Helen remained in her alien form and zipped around the area to see if Turbine and Frightwig were around while Kevin nursed his neck and slumped into a nearby chair.

Looking to his wrist Ben took in the fact that the Omnitrix, one of the deadliest weapons in the universe, was now in Vilgax's hands. He looked upset and angry at the same time and Max noticed this.

"Ben, we'll figure something out, they haven't won yet." Max said reassuringly to his grandson.

"I need to be alone for awhile." Ben muttered emotionlessly and walked to one of the guest bedrooms in the base to relax and think about the dire situation.

"Ben..." Charmcaster noticed the look of defeat on his face as he left the living room.

"He'll be fine, but what do we do about the double dorks that have the watch now?" Kevin asked to anyone.

Max's face held one of deep concern and seriousness. "Those synthoids are dangerous technology if the wrong person has the right tools for them. If Vilgax has the watch then he'll surely use it's technology and replicate it within those Synthoids. We need to act fast before that happens otherwise there'll be armies of Ben's aliens roaming the planet."

Where Ben was at...

The teen superhero opened a random bedroom and just slumped onto the nearest thing I could find; a bed, he didn't know if this was one of the girl's rooms but he didn't care. Ben just needed some time to figure this whole mess out.

"What am I going to do? They have it now, Vilgax finally has the Omnitrix, and he sure knows how to use it too." Ben muttered to himself remembering all the times Vilgax de-powered him in alien form as a kid.

Pressing his palms to his forehead in mild frustration, Ben figured he needed a way to clear his mind before planning his counterattack, but one surefire way to do that would be-

"Got a minute, Ben?"

Ben craned his head forward to see Helen, in her alien form still, and Charmcaster standing in the doorway leaning against the frame with sincere looks on their faces.

"You look like you got a lot on your mind." Helen added as she and CC walked inside leaving the door closed behind them.

"Yep, my worst enemies have the only tool capable of stopping them and one of them has an imitation of it that can evolve his alien forms. That's a lot on my mind, more than usual." Ben slumped back down in stress.

CC and Helen looked at each other and nodded with both mentally agreeing on what they had to do.

"Hmm?" Ben felt his head rise up and placed back onto CC's lap and Helen laid down beside him in loving comfort. He sighed, sometimes having power is overrated when compared to how many people care about you.

"Ben..." CC cooed gently stroking his head softly and leaning her head down.

"Hm?" Ben looked up to meet her pink eyed gaze.

"It'll be alright, we're here for you always." She said giving him a peck on the forehead.

"What she said." Helen chimed in before sliding a smooth blue right hand up his shirt.

And then it began within seconds...

Helen's hind legs were dangling in the air while a bottomless Ben drove his fully erect and ready manhood into her blue moist snatch, CC had already peeled off her jumpsuit and laid on top of Helen with her tongue swirling around inside the blue alien's mouth.

Helen's vest jacket was open down the middle with her supple breasts out and pert while CC was fully in the nude and on top of the Kliniceran making out with her, Ben didn't need the charm effect to start this yet it was enhancing it all the more.

Over and over again he eagerly pounded his cock into her entrance, CC's naked buttocks was smoothly grinding along Helen's while he continued, truthfully he needed this and hoped no one would barge in.

Being creative Helen brought her tail around and placed it's tip at CC's rear entrance, with a gentle shove she slid her tail tip into CC's anus.

"OOaaahh!" CC felt the fleshy intruder invade her depths as if it a Japanese porn cartoon

involving tentacles, but she liked the kinkiness and shoved her mouth back down upon Helen's waiting one. Two female tongues worming around each other's while Ben began driving his rod into Helen's snatch faster and faster, Helen's tail tip whirled around in wormy frenzy inside CC's anus and she loved every bit of it.

"Uungh!" Ben felt his orgasm wash over him and his hips stop thrusting when he started filling up Helen's womb with thick amounts of sperm. "Hoohhh Helen!"

His hips thrust several more times before finishing up inside her, Helen and CC let go of each other's lips and tongues so they can turn back to Ben removing his cock from Helen's pussy. Before any semen could leak out of the blue alien Helen and CC got a naughty idea and changed positions, Helen got on top of CC in a 69 position with Ben's dick directly in front of Helen's waiting tongue. Wasting no time Helen reached her long tongue around Ben's shaft to suck it into her mouth entirely while CC began eating out of Helen's sperm filled cunt.

Dribbling amounts of white cream dripped slowly out of blue pussy and onto CC's tongue into her mouth, she licked here and there and gulped down cum every few seconds, when she practiced she made sure she learned a lot.

Ben's head tilted back in pleasure of feeling Helen's long tongue curl around his manhood while at the same time being inside her warm mouth.

"Hhhmm." Helen hummed and grabbed hold of Ben's hips to shove his rod into her mouth faster.

After a few more minutes of this Ben was ready to blow his load again and when he came Helen made sure to shove his cock as far into her mouth as possible.

Ben moaned very loudly as Helen's face touched the fibers of his pubic hair when he came, gushing torrents of semen flooded into Helen's throat and she gratefully swallowed it all.

"Ah." Helen let go with a satisfied taste sigh and CC had finished eating her out, she had much of Ben's cream lathered all over her tongue and face, but before anything else she licked around her lips to clean it all off and swallow.

'Wow...' Ben laid on the bed spent, he hadn't yet climaxed twice in a row that didn't involve a magic spell.

"Feeling a little better now, Sweetie?" CC asked seductively before crawling over to cuddle next to him, Helen did the same and used her tail to fondle his now drained member.

"Much, thanks." Ben stated with a smile, he wrapped his arms around the shoulders of his two women in blissful content.

A knocking was made on the door outside and Ben heard it to be Kevin's voice.

"If you're done screwing around we need to get set up to take the fight to Vilgax and Albedo. By screwing around I meant literally by the way."

Ben chuckled within his throat, and looked to the two gals beside him before responding to Kevin.

"Uh yeah, give me at least twenty more minutes, Kev. Not feeling 'brave' enough yet." Ben said half-joking and half wanting to make love to them one more time before deployment.



"Sigh."

Ben could practically feel Kevin face palm outside.

"You're such a manwhore, Tennyson." Kevin added in mild annoyance with Ben's horndog behavior.

"Fifteen then. Is that ok, you two?" Ben added causing CC and Helen to chuckle in agreement, then they heard Kevin sigh again.

Elsewhere...

Being held in suspension by energy cuffs inside of gyro mechanical frame of imprisonment, Albedo mentally cursed himself for ever allying with Vilgax. Kevin 11K was still around in the base somewhere calmly awaiting for the young heroes to show up so he can fight them, overall he held no direct allegiance to anyone other than himself. Vilgax had his entire army of Synthoid bots assembled in the main bridge of the warlord's ship, he had already routed the Synthoid's bodies to absorb and replicate the capabilities of the Omnitrix in his possession, ironically Vilgax chose to rely on his own strength instead of the watch despite having it branded on his left arm now.

"They'll be here anytime, oh so much fun we will have." Vilgax gloated to himself while Albedo glared at him from behind.

Kevin 11K was nearby just relaxing and sitting randomly somewhere waiting in amusement. "Fun indeed, can't wait, Benji." He said to himself when he clenched his left fist with wild electricity coursing around it.

Vilgax activated the Omnitrix thus causing the watch's energy to course throughout the armada of Synthoid drones. Green energy surged throughout and Vilgax spoke an alien's name to use as a template. "Alien form designated: Swampfire." He spoke dreading the childish names Tennyson brandished the alien forms with, but the watch wouldn't pick out alien forms fast enough without their nicknames.

The synthoid drones responded to that command and in a green flash each one of them morphed themselves into the methanos alien known as Swampfire. Each one identical in every single way, all of them fully powered and ready for battle, but Vilgax would only use them to fight off whatever reinforcements Tennyson would bring.

"Killing Tennyson will be my joy alone, no one else's."

Where Ben was at...

Standing in the middle of the living room of the girl's base, Ben stood defiant and ready to face his ultimate enemy. Max, Gwen, CC, Helen, and Kevin all stood there with him ready to face the oncoming challenge of Vilgax and Albedo, though they did not know yet about Kevin 11K.

"We all know where we're going and we're all know this isn't the first time Vilgax has threatened this planet, but it certainly isn't going to be the last time any villain does it. That's why we're all here, we're going on the march and taking the fight to him, he has the Omnitrix now and unfortunately he knows how to be creative with it.

Everyone was giving their full attention to the teen hero as he gave his speech like a seasoned general and they were with him all the way.

"We have to do this with only the few of us, Gwen can't transport an entire army of plumbers to their location, but we also don't want dozens of plumber agents to be caught in the crossfire as well. So it has to be us, wouldn't be the first time, but we're always the ones that have stopped the bad guys before and we're going to do it again!" Ben pumped his now watchless left arm up in the air and he heard encouraging cheers come from his ragtag group.

'You're amazing, Ben.' Gwen thought before something caught her eye.

"You're not alone, Ben." A voice said behind him and Ben turned his head to see a very inspiring sight to see.

Standing together like a small army was Pierce, Elena, Manny, Alan in heat blast mode, Julie armored up in ship, Kai with technological surging gauntlets, Turbine(Tracey), Frightwig(Melissa), and an armored up Joanna(Rojo techs it style).

"We're here to fight alongside you." Elena said wielding two energy SMGs in her hands.

"Just don't ask any of us to die for ya, none of us are here to do any dying." Manny said crossing both sets of his arms.

"Besides even if Gwen can't teleport us all, you have me here as another magic user backup. I can definitely teleport the other half of this 'Alien Force' to Vilgax's bases without breaking a sweat." CC said confidently causing Gwen to stick out her tongue at her.

Ben felt his hear swell, he truly felt like the luckiest guy in the world to have such friends and well er Girlfriends. Max smiled proudly at his grandson for inspiring loyalty and commitment in all these people, he wasn't an arrogant ten year old that fight by himself anymore, he was a hero with many allies at his side.

"Before we go in, I suggest for everyone to wear some protective gear first, there's an armory of spare plumber suits that act as high end armor like mine. Trust me, you'll need it." Max said gesturing to his own suit( It's stylized like the one in the original Ben10, fyi)

The group nodded and shuffled out of the living room on down to the armory to suit up, Kevin and Helen along with a winking CC went down with them as well, leaving Gwen in the room alone with Ben.

She approached him and wrapped her arms around him lovingly. "I know you're afraid of what may or not happen, Ben, I know how you feel and I'm scared of losing you too." She whispered supportively into his ear like any girlfriend would.

Ben wrapped his arms around her as well, tightly and desperately out of fear of losing in this battle. Part of him didn't want this to be so dramatic, especially considering how many brushes near death they have faced before, but he had so much now and he was afraid of losing it all, especially Gwen.

"Yeah....yeah I know. This is our story and it won't end in this fight, I promise." Ben said with resolve and leaned back up to feel Gwen's face approaching his for a deep loving kiss they shared.

After a few more seconds of this the feeling of love escalated within the two teens once more and

throwing all caution to the wind they made love right there in the kitchen.

Gwen was pinned up against the wall elegantly by Ben whose hips were grinding into hers whilst her skirt was hiked up. Ben's pants were tugged down just enough for his member to spring out and waste no time in inserting into the redhead, Gwen's skirt was hiked up enough for that and her underwear pulled down, both of them kept all their clothes on just in case everyone would burst on in.

Ben was holding up one of her legs as he drove into her, this time the charm was activated at all and they were doing this out their true feelings for one another, while he was pounding his meat into her fleshy passage Gwen kept Ben's lips on hers in sheer fervor.

Her hands were grasped tightly on his head and her other leg reaching up to wrap itself a bit around his lower body.

Ben then lowered his hands to cup her buttocks as he continued sliding his cock into her and Gwen took this as a signal to wrap both legs around her cousin's lower back.

Gwen gently broke from Ben's lips to say something very important to him; "Ben someday when we're ready, I want us to do this and not have the charm effect's protection on when 'it' happens."

Ben's eyes widened slightly and understood what she had meant, she must truly want to be with him forever if she said that, she wants to have his child someday.

"We will. We have plenty of time together past, present, and future." Ben said to her sincerely causing a small tear to streak down her cheek. Truly, despite the mild cheesiness, her heart and soul will forever belong to him and only him.

They went back to making out as Ben's hips began thrusting faster and faster until Gwen felt her toes curled up as Ben's climax hit like a tidal wave.

Her snatch wildly convulsed all over his member at the same time the tip of his cock began spurting jets and jets of incestuous semen into her youthful womb. After several more undulations Ben finished coming inside of her, just in time for them to scramble apart and redress when their friends shuffled back into the living room.

Everyone was Plumber regulation armor suits similar to Max's original one, each person holding a look of confidence and determination.

With everyone assembled and ready for battle, Ben and his 'Alien Force' stood at full attention while Gwen and CC's eyes shone with bright pink as they initiated their mass teleportation magic.

"We're coming, Vilgax. You better be ready for this, because we're playing to win." Ben said to no one in particular as the pink magic substance swirled all over them.

End of chapter 18

# **Incest is Wincest (Sandra, Lily, Gwen, Camille)**

Ben's Girls

Chapter Nineteen: Incest is Wincest

By Azure

"So why again do we have to do the shopping part?" Ben asked struggling with a grocery bag full of various grocery and party items while he walked beside Gwen.

The mana powered redhead wore her usual red sweater with black skirt and stockings and she was scanning all over the list Ben's mother gave them half an hour ago.

They were in the supermarket nearby his neighborhood strolling along the wine bottle aisle, Gwen of course was making Ben do all the lifting just for fun.

"Because my mom and your mom are busy setting up your house for the get together they're going to have tonight. This is the easy part by the way." She said marking off another item added to the shopping bag.

"And why am I doing all the lifting?" Ben nearly stumbled with the bag until he regained his grip and balance.

Gwen reached her left hand over to his face and affectionately pinched his cheek. "Because you're doing it out of love, Ben. As well as small penance for allowing another girl named Carlie Cooper into our little 'love nest' without consulting us." Gwen said in a fake sweet voice before she grabbed another heavy bottle of red wine and tossing it into the bag Ben was carrying.

"Ompf! Fair enough, I think." Ben stammered adjusting his grip on the bag. "Though I rather I would have rather gone with dad and uncle Frank on their fishing trip."

Gwen took the bag from him and placed it at the check lane. "We both know you're not the least bit interested in fishing, besides we need you around in case trouble starts brewing again."

'Yeah, but a girls night outing at the house involving fine wine isn't my thing either. Maybe I should call up one of the gals for my own night out.' Ben thought before fishing out the money his mother gave him to pay for the wine from his back pocket.

They paid and walked out of the shopping mart towards Ben's car in the parking lot.

"So I guess that's why Camille is coming over too? The Tennyson women plus yourself for a night of wine and discussion, sounds fun." Ben sarcastically said the last part earning a small jab to his sides from Gwen.

"Also a small séance for the fun of it, both our moms thought it would be a neat idea for me to showcase some of my more spiritual powers for tonight." Gwen said opening the driver side door to help Ben place the bag of supplies into the backseat.

"Really? Huh, it definitely sounds like a ladies night, I don't think I should be there." Ben said in slight fear of thinking the charm magic would take over once again during the evening. His Aunt Lily being induced by it was pushing it far enough, he didn't want Camille or his own mother falling sway to it given it's unpredictability as of late.

"Unless there's some extraterrestrial danger afoot or a movie you plan to go see then just enjoy the night with us, might be fun, ya know." Gwen suggested opening the passenger side door.

Ben stayed quiet and a small blush crept up on his face at the thought of what he thought Gwen meant by 'fun'.

"No that's not what I meant, Ben." Gwen said noticing the look on his face as if she read his thoughts.

"Oh right, sorry." Ben felt embarrassed and got into the car to drive off back to his house to help set up the place.

While they were driving Gwen reached her right hand over to his lap to softly stroke his right thigh.

"Besides, with all the 'new' gals showing up and crowding our space I could use some time with you alone. We could just wait until mom, Aunt Sandra, and Camille are all distracted and go up to your room. Hm?" Gwen finished with a sweet smile.

"Yeah, I'd like that. It has been a pain to find some alone time together ever since this whole charm mess got bigger." Ben sighed in relaxation in content at feeling Gwen's nimble hand rub his thigh smoothly.

Quickly scanning to the sides Gwen made sure no cars were passing them closely when she slowly lowered her head down to the middle of Ben's lap. With a tug and a zipping sound Ben's cock sprang out of it's confines for Gwen to grasp with her soft left hand.

Gwen stroked her hand upward and downward on his shaft in rhythm, Ben's breathing increased a bit when Gwen continued her massage of his length and brought her lips to it.

Gwen briefly looked up at his eyes and gave a wink before giving the tip of his rod a kiss before licking her pink moist tongue around it. The wet spongy feel of her tongue whirled around his tip in circles that were distracting Ben a little bit from driving, but he was focused enough on the road regardless.

Gwen would never admit it but she enjoyed when he looked like this because of her 'capabilities' and loved the expression on his face when she gave her all.

Wasting no more time with foreplay Gwen opened her mouth wider and lowered her head entirely onto his cock taking it all in her mouth, Ben could fully feel the moist cavern of his cousin's throat slurping all over his meat.

"Oh crap..!" Ben nearly swerved to the other lane until he reflexively regained control of the wheel and moved his right hand to Gwen's head in order to press her down a bit further on his length.

Ben noticed his house coming up the road ahead and gently tapped Gwen's head to signal her to finish, which she did. Her head bobbed faster and rougher with her lips suctioning tighter and

tighter until Ben tightly undulated his hips upwards signaling his orgasm.

"Ah Gwen!" Ben gritted his teeth and felt his cock erupt inside Gwen's mouth, copious amounts of the teen's youthful semen spurted into her throat and onto her tongue.

As Ben pulled into the driveway of his house Gwen swirled her tongue around to clean up all of it and gulp all of it down entirely.

"Mmmm! Ah!" Gwen removed her mouth with a wet plop and wiped her face with her arm before rising up and smiling gingerly at Ben.

"Wow, I almost forgot how good you were at that." Ben commented before planting a kiss on her cheek, she giggled in response and placed her arms along his chest.

Before they could do anything else a soft tapping sound came from the driver's side window, Ben and Gwen both looked to see Lily tapping the window with a 'no hanky panky' type of expression directed at them.

"Hey mom." Gwen said politely after rolling down the window.

"You two aren't up to any sexual shenanigans over here in the driveway, are you?" Lily said with a smirk. Ben and Gwen blushed a bit, truthfully if they had gone further then surely things would get more 'intense'.

"Well..." Ben stuttered a bit before Lily reached her hand in to place on Ben's left cheek gently and surprised Gwen a bit by pulling him into a deep kiss.

"Mom!" Gwen blushed in embarrassment as she watched her mother French her nephew and Gwen's boyfriend. 'I had almost forgotten about Mom and Ben's secret little thing they have going at the moment, it's like this because the charm effect can't be fully controlled yet. Is it twisting everyone's nature so much?' Gwen thought seeing Lily gently break off from their kiss.

"Just because we're having this at your house doesn't mean we need any 'charm' related circumstances, Ben. This is just a simple get together between us Tennyson gals while the guys are out." Lily said smiling.

Ben's face flattened. "I'm a guy too, ya know."

"We know, sweetie, we know. Now come on in and get comfortable. Camille is on her way and your mom is mixing up her own homemade brand of wine for the occasion." Lily said turning around and heading back to the house with her hips swaying her supple rear in a sassy way for Ben to enjoy looking at.

"Quit staring, Ben." Gwen pinched his and puffed her cheeks in slight frustration at his ogling of her mom.

"Ow, ow ow, ok ok." Ben was dragged by the left ear to the house after Gwen put the grocery bags in his hands.

They entered the house and helped Sandra set up and clean up for tonight, with the threat of no sex Gwen motivated Ben 150% to clean up his room. In no time at all Ben finished and collapsed onto his bed exhausted, Gwen giggled to herself and crawled onto his bed to lay with him, as soon as he

wrapped an arm around her back Ben knew that he could get used to having Gwen as a wife in the future.

"Got room for one more?"

Ben and Gwen looked over to the doorway where Aunt Lily stood leaning against the doorframe in a sexy position where her left leg arched up as if she were to seduce.

"Uh, maybe..." Ben stammered a bit when he noticed his aunt's inner thigh revealing more because her skirt was tugging up due to her leg raising up.

'Ah crud why does she have to do that? Now...' Ben thought feeling his erection spring up a tent in his jeans, Gwen had a mildly annoyed look on her face until her mom came closer and crawled on the bed with them.

The charm 'chain' effect went active between the three of them and suddenly Gwen felt the urge come on in full force, Lily felt it as well and pulled Ben onto her lips to drive her tongue into his mouth.

The older woman cupped Ben's bulge through his pants while she continued tonguing her nephew, Gwen slid her arms around Ben's abdomen while her mother continued her work, the idea of sharing her lover with her mother was a very naughty act in which Gwen never thought she would take part in before. Slowly she was starting to realize how much the magic of this lust spell twisted people's decent nature, but she had faith Ben would gain control over it in the future, the only concern was how much craziness will this magic cause by then.

Lily Tennyson then eagerly lifted Ben's shirt up with her free hand while she was still kissing him, Gwen assisted by unbuckling his pants and tugging his jeans down so both mother and daughter could view his tented boxers.

Meanwhile downstairs...

"I wonder what's taking her so long? Ben's supposed to help Lily get the wine rack out from the attic, maybe he's in the restroom. I told him chili cheese fries isn't good for his stomach." Sandra said dicing up some tomatoes in the kitchen.

She put the kitchen knife down and proceeded to walk out thus heading over to the stairway. She heard odd noises coming from Ben's room and decided to investigate, she almost scared what the source of the noises were, but feeling curious she quietly made her way up the stairs.

"I wonder just what in the world is going on- on..." Sandra's eyes widened when she peeked into the slim opening of the doorway of Ben's bedroom door to see his sister-in-law Lily pushing her blouse upward.

Pink soft flesh became visible when Lily revealed her supple bust in unison with her daughter who was now pushing up her skirt to free her bare teenage womanhood.

'What on Earth is going on...? I-I..!' Sandra couldn't tear her eyes away for some reason, she felt drawn to it for some reason and part of her thought she must be losing her mind to a random fantasy. A faint pink glow slowly came to her eyes, but unexpectedly the doorbell rang causing her to shook her head and snap out of her trance.

"Oh! That must be Camille." Quickly forgetting the sight of incest before her Sandra quickly made her way down the stairs and pushed what she saw out of her mind. While Sandra made her way down the stairs and labeled whatever she saw as an escaped fantasy, Ben and the gals quickly snapped out of the charm trance and got redressed right on the spot.

"Oh my, I think we may have gotten carried a bit." Lily was blushing in embarrassment as she finished pushing her skirt back into place.

"Yeah, we even forgot to close and lock the door before we got more into it. I don't think anyone saw, right?" Gwen said pushing her blouse and sweater back into place. Truthfully she was too hypnotized by the effects of the charm magic to use common sense or any of her powers to reduce the effect rate of the love magic.

Ben however looked distressed a bit, despite nearly engaging in intercourse with his redheaded aunt and cousin, and for good reason.

'I got too lost into it, somehow the charm effect is controlling all my instincts for me, I couldn't even think straight as soon as Aunt Lily stood in the doorway like that. I need to talk to CC and try to fix this asap!' Ben thought looking nearly freaked out before Gwen craned her head to plant a kiss on him.

"Relax, I know what you're thinking. We'll figure this out together, Ben." Gwen said sincerely to him. Lily looked on with a smile, in spite of the magical craziness that induced them all it was still sweet to see her daughter care for the boy so much.

"We'll sort out details later...I think we may need to call a professional in to analyze the effects of this strange 'magic'." Lily said seriously.

"You mean..." Gwen had a look of mild surprise on her face when she realized who she was talking about.

"Yes, I'm afraid I have to call 'her'." Lily sighed and massaged her temples. "Verdona."

Gwen and Ben nodded, if anyone could figure this out it would be Verdona or CC. "But we need to get past this and simply enjoy the evening. All weirdness aside for now."

Gwen nodded and smiled to Ben, he agreed and got up off the bed with Gwen and tidied up.

"Now come on and let's enjoy ladies night for us ladies, excluding Ben of course." Lily said jokingly as she left the room to head downstairs where Sandra was helping Camille with various bags of miscellaneous items for the evening.

Gwen walked out of the room with Ben in hand and so the night had begun.

Later...

Sitting around in a circle on the soft floor was Lily, Sandra, Camille, and Gwen in the middle in meditative state. The ladies were all either without shoes or pantyhose and sitting relaxed with lit candles stationed around the living room. Ben however was sitting on a nearby couch watching the sight of Gwen's eyes going pink with magical energy as she began the séance.

"Great ancestor Amelia Tennyson, I call you forth to speak with your descendants, heed my call."



Gwen spoke as an aura of pink magical energy floated about and around her and the women.

A mass of pink energy emerged from Gwen's body like a shadow rising up and over, it was female shaped and materialized a face, long flowing hair, and a full body as it floated in the air over everyone.

When Ben saw this he was certainly surprised to say the least, this couldn't be the Amelia Tennyson from Grandpa's history albums. What Ben saw was a goddess; the womanly figure of violet energy changed shape and now appeared fully human with long flowing red hair and emerald green eyes, she was dazzling in appearance and literally wore nothing overall.

"Oh my!" Sandra was amazed at her niece's abilities as well as the sight of one of the Tennyson ancestors.

Camille had the same look on her face as Sandra and Lily appeared to be stunned and impressed at the same time. The energy entity known as Amelia Tennyson shot a look at Ben and smiled sexily, before she could speak out anything she suddenly dissipated into the air.

"!" Gwen felt the backlash of her connection being severed and snapped out of her trance in a sweat. "Huff huff, that was tougher than I thought."

Lily got up and went to her daughter to check up on her and make sure she wasn't hurt, thankfully she was ok and agreed not to try a séance again for awhile.

"Gwen are you okay?" Ben asked worried as well and got up off the couch to be next to her.

She nodded. "Yeah, it was a bit tougher than I thought to do that, I've never had practice before. So what did you all think?"

"You did great, but overwork yourself anymore, Gwen. That was scary for all of us." Camille said in a comforting way.

Ben however was deep in thought mulling over the appearance of 'Amelia Tennyson', why did she appear as such as a goddess and why did she look his way if he wasn't involved in the séance. Gwen had never once practiced spirit summoning with her powers before and the fact that this 'spirit' appeared in full materialization was another worry.

'Something's not right....why did I feel the 'charm effect' go active the moment she looked at me?' Ben wondered in worry as he pulled Gwen up and into a comforting hug.

Minutes later Camille and Sandra were in the kitchen preparing dinner and mixing drinks together. Sandra was dicing up vegetables for a special dinner while Camille was in front of a blender mixing different ingredients, some of which were from her home planet.

"Trust me this mix will light up your taste buds, on my home planet it's considered a very popular drink." Camille said smiling with eagerness.

"Can't wait to try it, this evening was certainly exciting. I never imagined Carl's great grandmother looked so beautiful, shame the séance ended so quickly, though I would never want Gwen to put so much strain on her powers." Sandra said in an upbeat way, unknowingly a faint pink glow began slowly coming into her pupils. The same happened with Camille as well, neither of them knew it yet but they were under a certain degree of the charm's magic. Only the source of this reaction

wasn't from Ben.

Lily was sitting cross legged on one of the living room chairs while Gwen was laying on one of the couches nursing a headache caused by her failed séance connection earlier.

Camille came in with a serving tray that some of her mixed drinks containing her home planet's own ingredients, but what she didn't know was that those chemicals would have a profound effect on humans.

"Well here's to a fun night so far, ladies- plus Ben." Sandra said in a toast as she took one glass and held it up with everyone else's. Gwen and Ben weren't allowed to drink given they weren't old enough yet, but after the sound of clinking wine glasses Sandra and Lily felt a strange surge come over them.

"Ah. Did I tell you or what, great drink for occasions like this. Gals?" Camille said after sipping her glass and noticing both Tennyson women having strange expressions on their faces as well as the color of blush on their cheeks.

"Everything okay?" Camille asked now clearly worried as Sandra had a dazed and lustful look in her eyes, Ben and Gwen were now concerned as well and walked over to them when it happened-

"Ah!" Ben jolted backward in pain when the familiar surge of the charm's magic came out in absolute force, bizarre pink energy emitted from him and then afflicted all of the women in the living room including Camille.

'No..! Not again..! I-I...' Ben's mind winded in panic but then the soothing relaxing effects the charm possessed now overrode his mind and senses. He was no longer worried or concerned, he had needs at the moment that needed to be filled...by them.

"Gwenmy come here." Lily said in a strange tone as her pupils shone in bright pink energy. Gwen hypnotically obeyed and walked over to her mother only to be wrapped in her arms with their faces only inches apart.

The same look was on everyone's face and like Lily, Sandra felt the same feeling wash over here and she looked in Ben's direction with a smile.

"Come here, son." Sandra giggled and saw him walk over to her so he can be tackled the blond milf onto the couch with her lips at his neck. While these two mothers had their children in not-so-motherly embraces Camille felt heat in her body rising as well as the need to shed her clothes and join them.

It had begun and somewhere there was the face of 'Amelia Tennyson' smiling deviously.

"Let's take this night further, sweetie." Lily whispered to her daughter before she placed her lips vigorously on Gwen's lips and pried them apart with her tongue. With no hesitation Lily swirled her tongue around the inside of Gwen's mouth and the two continued making out, redhead mother to redheaded daughter.

Sandra peered over Ben's head at the sight of Lily and Gwen in the midst of vigorous tongue play, feeling hot herself Sandra looked into Ben's eyes, both sets of pupils clouded in 'lust' magic and desire.

"Here I come, my sweet son." Sandra licked her lips and pressed her lips to her son's and began making out passionately. The blonde mother delved her tongue past his lips and into his mouth while rubbing the bulge of his pants with her left hand.

Camille Mann was under the hypnosis of the charm spell and felt the urge to join in with them, but before she could say anything Sandra gently broke from her son's lips and looked over to her. She smiled and beckoned for her to come over with a sexy face.

"Come over, sweetie. Ben likes you a lot too, ya know." Her green eyes blazed with lust and Camille smiled in response and strode over to lay next to the teen boy with his beautiful mother now unzipping his pants.

Lily sat down on a nearby chair taking Gwen along with her to sit on her lap and continue making out. The teen girl's lips sensually massaged her mother's and their tongues wrestled in intense incestuous nirvana. Lily's delicate right hand slid up Gwen's cherry red sweater to cup and fondle her left breast from underneath her bra. Gwen's left nipple was being caressed between her mother's soft fingers thus causing her to moan within Lily's mouth, their tongues continued to dance eagerly with saliva being swapped.

Sandra continued sucking in Ben's tongue and stroking his bulge while Camille began kissing along his neck, all inhibitions forgotten due to an unknown activation of the charm spell, Camille was now possessed by lust and perhaps not love as she hungrily planted kisses around his neck and chest. His shirt was being tugged upward by the hands of both women and now his pants were being taken off as well.

Sandra Tennyson was very attractive for a mother her age and showed more youth in her personality and physique than some women her age, here she was showing her 'capabilities' on her teenage quasi-alien son, she retracted her mouth from his and looked downward to his open chest. Sandra lowered the hem of his pants down completely along with his boxers to free up his erection.

Camille took that as a signal to pull her own shirt up to reveal her rather large bust to Ben, who was still in complete hypnosis, he reached his head over to her left breast and sucked/licked her nipple while using one of his hands to squeeze one of his mother's breasts.

Lily was now pulling up entirety of Gwen's sweater up over her head to fully display the teenager's petite bust, feeling naughty she placed her mouth on one of Gwen's breasts and used one of her hands to grope and fondle the other. Gwen gripped her mother's head with her hands and moaned softly as Lily continued licking and sucking her daughter's tits. During her ministrations Gwen dove one of her hands in-between her mother's thighs and started masturbating the mature woman's snatch.

Lily bit her lip thanks to her daughter now fingering her womanhood, Gwen's lithe fingers fondled her clit and fingered her moist vagina energetically.

"Ooh ahh!" Lily moaned loudly and was silenced by Gwen's tongue sliding into her mouth once more.

Ben arched his neck back as he felt Sandra's tongue licking up his shaft and Camille placing her lips on his testicles. The feel of his mother's mouth was soon becoming overwhelming and then she swallowed his length entirely while Camille stood up and stripped herself of her clothing.

There she was in her fully nude elegant body before Ben and Sandra who were still in their moment, Lily and Gwen were still making out wildly on one of the chairs, both of them now had

more of their clothes removed and continued making love passionately.

Sandra kept deepthroating Ben's length faster and faster thus causing him to moan louder and louder until he was about to blow, but-

"Hey...!" Ben wanted to unleash his load but Sandra removed her mouth and ended her service from there. Ben's mind may have been in a lust filled fog but he was still conscious enough to be impatient. Sandra Tennyson rose up with a sexy smirk on her face, Camille walked over to her side and now both targeted Ben with bedroom eyes. As if receiving some kind of mental signal, both Lily and Gwen both stopped making out and stood up to walk over to them.

All four girls stood before Ben who was lying down on the couch in front of them. Each one had the same look of predatory gazes directed at him, if Ben could think he would have stopped this before it started, but something else was indeed pulling strings in all of this.

Now however this out of control, out of his control anyway.

Sandra walked over to him first and laid down alongside him with her left hand held smoothly on his rod, Gwen went next and signaled her mother to join her beside Ben's face while Camille stood there unsure of what she wanted.

Gwen pulled him into a deep kiss and alternated with her mother in taking turns French kissing Ben. His lips switched from being tongue delved by his aunt Lily and having his own tongue suckled by Gwen, all this is occurring while Sandra continued stroking his length in up and down pattern. Camille strode over to help Sandra masturbate her son, both hands were massaging his cock fervently and making him moan loudly during it.

Minutes passed and Sandra proceeded to the next step of holding her lower body over his cock, with a shove she fully immersed herself on her son's length.

"Aah!" Sandra moaned in great pleasure feeling his length fully immersed in her womanhood, she rode Ben with rocking hips as Lily now lowered her snatch on Ben's face to feel his tongue delving into her moist womanhood.

'This is...! This is just like the dreams I've been having!' Ben thought with semi-consciousness as the blonde beauty known as his mother kept rocking her hips onto him.

Ben couldn't speak since his mouth was busy servicing Lily's moist snatch, Gwen and Camille kept busy with stroking Lily's and Sandra's lush breasts.

"Ben! Ben!" Sandra moaned strongly above her son's length, after a few more minutes of rocking Sandra felt her climax surge in unison with Ben's.

No one could hear Ben's moaning since he was busy eating out Lily's snatch, his hips undulated wildly underneath his mother and spurted copious amounts of cum into her being.

'Aah aah!' Ben thought he would never stop cumming, spurt after spurt of semen poured into Sandra while Lily bucked her hips in orgasm over Ben's face.

Feeling the rest of his essence deposit into the older woman, Ben felt drained but not fully spent yet, with a slicking sound Sandra lifted herself off of her son's rod with a thin gooey trail of cum connecting from the two. Lily removed herself from the boy's face and made herself ready to be on

Ben's appendage next, but Camille and Gwen made sure to make him ready.

Both Gwen's and Camille's dainty hands grasped Ben's softening pole and began gently stroking him off.

"Oooohh" Ben moaned out of pleasure being re added to his system as well as mild pain of already re-hardening his soft member, but the sight and feel of Gwen and Camille working him was a very welcome feeling indeed.

Gwen's soft fingers gripped and expertly massaged his length by the shaft in an upward and downward motion. Ben gripped the fabric of the couch tightly and his head craned back due to their efforts, Camille began smoothly fondling his testicles and reached her face over to the dripping tip and opened her mouth to lick his cum covered head.

Her lips pursed around it and slurped up whatever leftover cum he had left covering his manhood, Camille also decided to make some mewling sounds as she tasted Ben's semen on her lips while Gwen continued stroking him faster and faster. Little by little he gained more solidity in his appendage and Ben turned his head to the left a bit and saw something that made him very excited.

There standing completely naked together in an embrace was Sandra and Lily making out wildly, both sisters-in-law slivering their tongues all over each other's in energetic passion. Sandra had Lily's red head firmly in her lovely hands while Lily's own hands were gripped tightly on the blonde's buttocks, the sight was too much, beyond too much for Ben in this state.

Then it happened...His eyes went full on with violet energy in a fashion similar to how Gwen looks when using her powers, his mind was now 100% controlled by unrelenting lust with all worry and consciousness put brushed aside.

Ben felt his erection at full mass and grabbed Camille's left hand to switch places and place her on the couch with him on top, without a word he got on top with his hands firmly on her hips and erectile mass prodding her opening, he slide into her in a hasty thrust thus causing her to crane her head back in pleasure.

Ben beckoned for the remaining three of them to come over and so they did, Sandra and Lily both engaged in erotic tongue with the boy, each taking turns in suckling his tongue and/or frenching each other directly in front of him.

The feel of his mother's tongue now sliding into his while Lily kissing along his neck was just a few of the intense feelings he was enjoying at the moment, the moist passage of Camille's vagina enclosed on his cock was another, Gwen kept occupied by grinding her teen snatch into Camille's hungry face. The redheaded teen rode the older woman's face enjoying the great feel of her tongue diving into her and swirling around and Ben shoved himself into this alien/human woman's pussy with much fervor while his mother and aunt swapped saliva with each other.

After a few more minutes Camille's hips began bucking wildly in orgasm, she was moaning underneath Gwen's snatch and felt his vaginal muscles clench Ben's appendage in wild convulsions.

"Camille! Ah!" Ben inwardly moaned in a strong surging climax and gripped her ankles tightly as her legs dangled over his shoulders. His hips thrust into her one last time before his cock erupted a second wave of semen into her womb, his lower bottom undulated into her hips several more times and each time he deposited more sperm into Camille's womanly depths. Gwen had gushed her

climax at the same time and Lily with Sandra had finished making out with Ben and each other as they are now lying on the couch with him. Gwen hypnotically crawled up to lying form as well as Camille and they all slept fully nude and comfortably with the teen hero fully satisfied.

Being sound asleep neither of them noticed a strange mass of violet energy taking form nearby, it's shape defining itself to be the supposed form of 'Amelia Tennyson', she stood there fully nude and surveyed the scenery with a devious smile.

"Soon, young Tennyson....soon..." She whispered before disappearing once again.

Later...

"Ugh...ooh man what a headache, I fee like I.I...." Ben groggily opened his eyes as he raised himself up a bit and noticed the four nude family members all cuddled around his equally nude form. The color of his face drained as the thoughts began processing in his mind, he wanted to freak out, wanted to run away from it all so no one else can get caught up, wanted to scream out his outrage with the sexual magic, but he did not.

"Sigh." He sighed and reached over for his cell phone and dialed in a number.

"Hey, Ben. How's everything, sweet cheeks?" It was CC's voice over the other line.

"Caroline, I'm going to need a huge favor. Do you still know a few memory rearrangement spells? Because I'm going to need that very very badly right now, I'll explain later."

"Gotcha, I'm my way. Love you." CC said waiting for Ben to answer.

"Love you too, C." Ben answered back sincerely and they both clicked to hang up. 'Someone pleas help me...' He thought in distress and despair.

Two hours later...

"Well that was a fun evening, I guess we had a bit much to drink since we can't really recall the night before." Sandra said in an upbeat way as she put away some candles and helped clean up the living room with Gwen.

"You got that right, only a night like that could happen while the men are gone, I know Frank doesn't like it I hit the sauce or anything like that." Lily said chuckling as she cleaned up the dishes in the kitchen.

Camille smiled in nodding agreement as well while she vacuumed the living room floor.

Ben however was sitting in his room on his bed brooding over what happened last night, he remembered all of it until a lustrous animal instinct took over his mind and the rest seemed a tad hazy to him. All he knew for certain was that 'charm effect' was out of control, or there may have been something else out there making it go haywire, Ben was determined to find out, but that night of absolute incest would stay in his mind forever. Not necessarily a bad thing, but it would definitely be a memory that would someday be shared with Gwen and Lily. Just not his mother or Camille.

"Ben come down and help clean out the garage, your father never bothered with it before." His mom called out from downstairs and Ben reluctantly obeyed.

"Next time I'm going fishing with dad." Ben smiled briefly to himself before heading the door of his room.

End of chapter 19

Filler chapter; Wincest finished.

## Ultimatum part Climax (OC Amalia)

Ben's girls

Chapter Twenty: Ultimatum part three

By Azure

"Vilgax!" Ben yelled out bravely as he appeared inside the fortress ship of Vilgax.

In a swirl of violet energy Ben and his 'army' teleported right in the middle of the bridge in Vilgax's cruiser, the said alien was neither surprised or caught off guard and he simply turned around to 'greet' the intruders.

"Tennyson, I had counted on you coming here to take back the very source of your powers, but what you didn't count on was tact." Vilgax snapped his claw fingers like a beacon to signal the surrounding numbers of white synthoid drones to stand forth and encircle Ben's group threateningly. "You should be rethinking how to approach your death, Tennyson family."

All around the synthoid bots stood like emotionless attackers and when Vilgax quickly pressed down on the dial of the Omnitrix they all transformed into a mixed variety of Ben's aliens. All around he saw 'his' alien forms each with their own nicknames, they were as much part of him as an arm or leg, yet here these DNA syncing androids were posing as them to do Vilgax's bidding.

There were handfuls of each kind in sight; Humongasaur, Spider-monkeys, Swampfire, Chromastones, Goops, Bigchills, and Jetrays. Ben figured Vilgax had no use for Brainstorm and Alien X since one requires absolute control and patience and the other specializes in intelligence. Both basically useless in direct combat, but there was definitely a lot of firepower being commanded by the green goliath.

"Oh wow, that is a lot of omnitrix aliens. You couldn't have been Ben one or something? There's so darn many!" Manny retorted arming his all four of his hands with his plasma guns.

"Quit complaining, if Ben thinks we can win this then so do I." Helen remarked getting into position.

"Think we can take em, everybody?" Elena said readying her laser weaponry as well. Her father was as good a plumber veteran as Max was and he taught her all she knew.

Gwen and CC both shone in bright pink auras of magical energy, Frightwig's hair tendrils flailed wildly in the ready mode, Turbine readied her Plumber issue energy rifle, Alan flamed on in full on Heatblast mode, Julie who was still inside Ship's suit tech armed up with a hand cannon or two, and everyone seemed ready for one helluva battle to take place.

"Do you not believe you are outmatched, whelp?" Vilgax stood in arrogance with his arms crossed and his legion at his side, In the back Albedo narrowed his eyes in resentment towards the space war criminal.

"You have quantity, but not quality. Your drones are just mindless imitations of my alien forms,



they neither have willpower nor any logic sense, plus you don't have the creativity to use them like I do. Oh I'm going to win. Actually I mean; WE are going to win." Ben said confidently staring down Vilgax fiercely. The tension between can be cut with a knife and the large alien wanted nothing more than tear the young hero's head off at that moment. Never in all the galaxies had someone infuriated Vilgax more than Max Tennyson himself, but this boy had managed to do that one hundred fold.

Vilgax merely glared at the snotty teen human talking down to him and pulled out his sword in it's fully energized mode. "I'll can't wait to get my claws on you myself, Tennyson."

"Command code Omega 005-" Ben suddenly began reciting a command code that sparked much alarm in Vilgax.

"No! That's the SDM! You pest!" Vilgax lunged forward and grabbed Ben by the torso and tightly gripped his abdomen to shut him up before he finished speaking out his code. "Die."

"I don't do die." Ben replied confidently before his army decided to let loose all Hell.

"Vanitas!" Gwen cried out unleashing a vast energy blast at Vilgax's arms causing him to drop Ben and turn towards her. His arms were sizzling because of that blast, but he wasn't hurt enough to fall back.

"Alien Force, kick their butts!" Ben called out like a commander and thus sparked exchanges of fire blasts, energy shots, and various other projectiles across the air. Each member engaged in multiple targets as the area erupted in battle.

The various aliens charged towards dead center at the group of heroes and everyone engaged in their own battles on their own terms; Kevin went to his metal form and started wrestling with two Chromastones and a Spider-monkey, Alan exchanged fireblasts against three separate Swampfires, Julie and Elena were facing off against two big chills and Max was dealing with a Humongasaur. Everyone else was busy with their own foes, but Vilgax was entirely focused on Ben and Gwen.

CC and Gwen stood side by side with confident looks on their faces. "You thinking what I'm thinking?" Gwen asked sparking up her hands with surging energy.

"Oh yeah." CC agreed and they both charged towards Vilgax with hands blazing with magic and incantations being spoken in quick paces.

"Gravirae!"

"Flamentas!"

Ben got up from the floor holding a side of his middle body and surveyed the 'war' going on between the aliens and his crew. He didn't like feeling helpless and he especially didn't like that CC and Gwen were dealing with Vilgax alone. He needed to do something.

'This can't go on. I need...' Ben thought desperately looking to see Kevin smacked away by another Humongasaur. 'I...need..' He turned and witness Kai electrocuting four different Goop aliens with her bio gauntlets. The command code would work, but it could take the entire area with everyone in it, maybe even the planet itself. He initially spoke it to get Vilgax to panic and lower his guard, but now he needed something else.

"I need..!" Ben then witnessed Helen and Manny being surrounded by Spider-monkeys, he turned to his far right and saw Albedo still held up in a suspension ring and the sight of the new 'Omnitrix' still on his arm. "..The Ultimatrix!" Ben realized in wonder. He knew the command code to purge the Omnitrix from his arm and the chance was very high that the Ultimatrix was the same. Azmuth once told him that Omnitrix core Ben had for so long was unique and can't be replicated into something entirely different, there was the possibility that the Ultimatrix core would recognize Ben's DNA and hopefully go to work for him.

"Agh! Why you little!" Kevin was tossed back by a Spidermonkey's punch and then a handful of Chromastones dog piled on top of him. "H-hey! No fair! Get off ya bunch of rocks!" Kevin stammered from underneath the bodies of Chromastone piling on top of him until he smirked as his powers went to work.

With a loud pop Kevin busted out from underneath knocking away the imitation Chromas with his newly absorbed matter armor. He was covered in the very same purple rock armor Chromastone was shielded in, that alien was powerful and now that tide has turned. "Oh hell yes! Coming through!" Kevin in his purple armor charged like a football player through a group of Swampfires and Spider-monkeys that were bearing down on Pierce and Max.

While this was going on a certain individual from the paradox future sat by and watched in amusement, Kevin11K would wait for the dust to clear before challenging both young Ben and his young self, doing it now wouldn't be as fun to him. He was out of sight and sitting high up in the ship's upper structure waiting for his time to strike.

"Vajra!" Gwen cried out summoning a pair of large rock golem hounds in front of her to attack Vilgax while CC concentrated on her binding spell that held him in place temporarily.

"Don't insult me!" Vilgax swung his sword with ease at the incoming attack golems thus utterly destroying them. They weren't trying to beat Vilgax, but only to stall for time when Max would finish dealing with his targets and prepare a null void grenade for Vilgax.

Various energy shots and shockwaves scattered over the air above as Ben dashed to the bound Albedo with a plan foremost in mind.

"Albedo!" Ben snapped him awake and thus caught the glaring face of his mirror double looking back at him.

"What do you want? There is a large battle going on behind you and here you are trying to take me prisoner?"

Ben cocked an eyebrow and slammed his left fist against the side of the restraining mechanism.

"You got it all wrong, I'm not here to take you, I'm here to take your knockoff Omnitrix. I need it."

This time Albedo laughed mirthlessly, he would have held his sides if his hands weren't bound.

"Are you serious? What makes you think I will give up my only bargaining chip to someone I hate? Besides it's my only means of getting back my own actual form."

"Bargaining chip? If you think you can bargain with Vilgax then you got another thing coming, in fact isn't that why you're tied up in the first place?" Ben shouted at him as if common sense never occurred to the said double.

This time Albedo didn't have a retort, he looked to be in thought and then a reluctant frown crossed

his face.

"Be that as it may, why should I give the Ultimatrix to you anyway?" Albedo barked back.

Ben tapped his own temple and answered back. "Because I'll self-destruct both you and Vilgeek's omnitrixes if you don't, if you give me yours I won't have to do that and I'll kick Vilgaxe's green butt. Wouldn't you want that?"

A look of small surprise crossed Albedo's face and he reluctantly nodded. "Fine, then. Any revenge on that backstabbing squid is better than being tied up here I suppose. Now release me and use the same code from before."

Ben nodded and proceeded to input the unlocking commands into the panel, but since he didn't know any; bam. He smashed both his fists onto the keypad thus causing it to short circuit and unlock Albedo's binds.

"What would you have done if that hadn't worked!" Albedo said incredulously as he jumped down from the restraint ring.

"It's called improvising, now zip it and let me do the code." Ben said remembering the command code sequence as Albedo presented his Ultimatrix donned arm. "Command code 005589-Theta, release!"

Where Gwen and CC's battle was taking place...

"Die." Vilgax blasted Gwen's mana shield with an intense blast of his eye's laser beams, but thankfully CC had reinforced Gwen's raw magic with her own thus doubling it's power. Despite the power up Vilgax was proving to be too much for only the two of them.

"Drasilli!" CC chanted causing magical ice spires to erupt from the ground beneath Vilgax to strike at his overly large form.

With a swing of his gauntlet clad hand he shattered through the ice attacks and sent another blast of energy towards the two girls.

"Cresta!" CC chanted creating a reinforced energy shield in front of Gwen and herself when the attack hit. They felt the small shockwave from the contact yet there shield held strong, but the laser beams would soon break through.

"He's too flippin strong, we need Max and Ben!" Gwen struggled to say while keeping her concentration on energizing the shield.

"We need everyone for this blowhard, but those imitation aliens are keeping them busy." CC answered holding her focus on their combined magic as well.

Just when cracks started to appear on their mana shield a sudden blast of intense blue energy shot out and made violent contact with Vilgax's chest.

"Ooarrgh!" Vilgax growled in uproar as he staggered back, his eyes stopped blasting as a result and he turned to see the source of the shot. "Max Tennyson. I will take extra pleasure in ripping you to shreds!"

Max was there with his preferred weapon; the buster cannon, being held with smoke coming out of the tip. "You're welcome to try, ugly."

Vilgax was about to lunge at the old warrior with his sword ready to slice through him until-

A firey blast of intense energy collided with the Chimeran's face out of nowhere, Gwen and CC along with Max turned to see something quite unexpected; Ultimate Swampfire standing right next to Albedo.

"Your beef is with me, big guy. Let's finish this dance once and for all." Ultimate Swampfire said when Vilgax looked back at them with an expression of pure hatred.

"I see, going as far as to have over your own customized Omnitrix to Tennyson of all people, I'll make sure you regret this, Albedo." Vilgax snarled and stood facing Ben in Ultimate Swampfire form.

"Is that B-Ben?" Gwen asked in shock and awe.

"Sure looks like it, I think this day is turning up." Max said confidently and CC pumped her fist outward to her boyfriend.

"Kick his green ass, Ben!" CC shouted.

"Oh trust me, I will." Ultimate Swampfire said before holding out his arms to unleash a dual blue fire blast that was much stronger than the original Swampfire's.

The blasts collided with Vilgax just after he was barely able to shield himself with his gauntlet energy. The flames overwhelmed the gauntlet's shield and devastated it causing Vilgax to stumble backwards.

"AAgh!" Vilgax was on his back and he saw U-Swampfire rushing towards him, with another snap of his finger claws he beckoned his Omnitrix forces to break off engagements from Ben's crew so they all focus on Ben himself.

"Watch out!" Manny called out as the Humongasaur he was wrestling with changed targets and headed straight for Ben.

"Here they come!" Kai shouted when she noticed her enemy Goops breaking off and rushing at her boyfriend.

Kevin's enemy Chromastones ignored him as well and he felt he should step in and stop their advance, but seeing Gwen nod to him and hold up a 'wait for it' king of gesture he didn't.

"Let's take this Ultimate form for a test drive." U-Swampfire said as the horde of mixed signature aliens charged for him like an invading army. Ben grabbed several of the blue pods on his back and tossed them like a grenades at the incoming legion.

In a series of vast blue fire storms the grenades exploded in a chain thus incinerating a chunk of of Spider-monkeys, Jetrays, and Swampfires.

"Whoo! Now that's what I'm talking about!" Ben hollered in exhilaration when a pair of Humongasaur bore down on him with their fists.

Before reaching their target Ben spewed out a dual blast of intense blue fire at them.

"Don't think so!"

The two Humongasurs collapsed in a burnt heap then de-materialized back into blank synthoids, but behind them flew a handful of Jetrays that were now firing green energy shots down upon Ben. "Aagh!"

Ben shielded himself with his large wooden arms until four Swampfires suddenly appeared in front of him. When one of them tried delivering a punch Ben simply grabbed his green arm and punched that Swampfire's chest core to pieces resulting in another de-materialization. The other Swampfires continued brawling with Ben while Jetrays circled around like fighter jets ready to rain down more energy blasts.

"We have to do something! He can't handle all of them at once." Gwen said and CC nodded in agreement, as if reading her mind they both cast an orb entrapment spell around all the flying Jetrays.

"Ra-shield!" They chanted in unison causing the Jetray's energy tails to overload and blow all of them to bits.

"Kaboom." CC mused while behind her in the distance was Kevin and Max double teaming against Vilgax.

Meanwhile Ben was brawling with his various Alien forms, it was difficult to say the least, but in his ultimate form he felt he could handle it.

U-swampfire delivered a strong punch to pair of Spider-monkeys but then his back was being dog piled by two largely sized Humongasurs. "Aagh! Come on!" Ben struggled to get up from under, but their weight was too much.

In a green flash the two Humongasurs were being lifted up like weights and then out from under them was Ultimate Humongasaur Ben lifting them up. "Meet Humongasaur 2.0!" With that he pushed them off with newfound strength being used in his shove. Both of them landed against the sides of the ship roughly before morphing back into synthoids.

"Time to end this!" U-Humongasaur said to himself when the legion of Omnitrix legions made another charge towards him.

What remained were several Jetrays, a few Spider-monkeys, a dozen Bigchills, half a dozen Humongasurs and Chromastones and several Echo-echos all marching for him.

"Heh." U-Humongasaur then bent his knees and made a great leap high up out of their reach when his hands shifted into their signature bio-cannons. "Say cheese!" He then rained down a barrage of fiery missiles down upon the remaining Omnitrix synthoids.

In a blazing flash of red and orange flames each and every remaining synthoid alien was incinerated, that included Goops, Chromastones, and just about every one of them that wasn't already beaten.

"NNOOO!" Vilgax saw this and shouted in outrage as his 'army' was decimated before his very

eyes by the object of his hate.

"Hell yeah!" Kevin said loudly pumping his arm into the air. When U-Humongasaur landed on his feet he nearly shook the ship in doing so and changed back into Ultimate Swampfire.

All of Ben's army surrounded Vilgax with everyone aiming their alien tech weaponry at the Warlord readily. Ben made his way towards their encirclement with arms crossed in triumphant confidence.

"You lose, Vilgax." U-swampfire threateningly igniting his blue fire spores on his back.

Vilgax saw that he was outnumbered and snarled his disgust. "The day I hide from or surrender to a human is the day the universe implodes."

"You don't have any other options, you monster." Max said aiming his buster cannon readily at Vilgax's head.

Albedo was standing in the far back waiting for it all to be over, but his face cringed in fear as he just now remembered that he brought a bloodthirsty criminal from the future here. He had been so distracted by Vilgax's doublecross that he forgot about 'him' being here. The fact that he hasn't done anything yet only worsened his fear.

"I have an idea." A dark and cold voice spoke up out of nowhere causing the crew on the ground become alert.

"Who said that?" Gwen looked around and noticed a human shaped figure leaping out of the shadows of the ship's ceiling structures to land in front of them.

He was tall and lean, wore a dark leather jumpsuit over his body with the exception of his bare arms. His hair was black and long, but his face held one of devious malice and pure evil.

"Who the heck are you?" U-Swampfire said not backing down his powers.

"Heh." The mystery man said before aiming his left arm to his side at an unsuspecting Vilgax. Suddenly a violent blast of intense fire shot out instantly and blasted the chimeran alien in the face causing him to be thrown back into the wall.

"Whoah!" Kevin said taken back by the man's sudden brutality.

When the fire shot ceased Vilgax's body crumpled to the ground motionlessly.

"Holy.." Max was aghast. Even in the past he never killed on a whim, only when it was necessary, but for this mystery man to suddenly that to Vilgax stunned him nonetheless. No one was sure if Vilgax was really dead, but the main focus right now was the new threat.

"I've been wanting to do that for a long time." Kevin 11K said with a chuckle and looked directly at them. "Want to know who I am?"

No one answered yet held their battle positions and weapons ready.

He started laughing maniacally and suddenly his body was transforming horrendously into something bigger. Heat like wings sprouted, a lava based tentacle grew along with several smaller

tentacles, his face mutated into what looked like a flaming beasts skull, and his body shifted into something that was similar to the amalgamated form Kevin once took in the past.

"What in the world?" Max uttered in shock as the monster fully transformed in front of them all, he made Vilgax look small in comparison. "I'm Kevin Eleven thousand!" The mutated form of Kevin 11K roared as it raised his fiery large tentacle up ready to smash.

"Move!" U-Swampfire shouted to alert his group to scatter before the smashing flaming weight came down.

With a thunderous crash the tentacle made contact with the ground thus creating a rather large crater. Everyone was scattered and opening fire on him.

"Did he say that he was 'ME'? No freaking way I would become him!" Kevin said clearly confused and outraged. He swore to himself that he would never go down that road ever again, he made his choice. So how was it that this future version of 'himself' existed at all?

"No! He's not you, I trust you, Kevin. So does Ben, whoever that is we need to deal with him first and find out later." Gwen said back flipping out of the way of some renegade debris from Kevin11K smashing another part of the ship and throwing it at them.

Kevin slowly nodded, his heart strung up a bit, he had rarely ever heard anyone say that to him, he knew fully now that he could trust Ben and Gwen with his life.

"Keep firing!" Max ordered as Elena, Julie, Manny and Pierce continued blasting at Kevin11K with their plasma weapons.

"Forceus!" Gwen chanted out causing a mystical shockwave to vortex all around Kevin11K.

With an extreme thunderous clap of sound waves Kevin11K took the brunt of the shockwave attack full on.

"Haahgg!" The large amalgamated beast flinched back slightly, but was barely hurt at all. He chuckled darkly and unleashed a ravenous stream of dark flames erupted from his smaller hand and headed towards the entirety of the group. The range was so vast that there was nowhere to run to or hide behind, it was an enormous firestorm that was about to consume them until-

"Step back! I can absorb this!" U-Swampfire rushed in front of the group as the black dark violet flames got close enough. He held out his arms ready to absorb and in a disastrous impact absorption Ben was sucking in all the dark fire, but much to his pain.

"Aaarrggh! This actually hurts! What kind of flames are these?" U-swampfire struggled against the tide of flames with more willpower. He didn't want any to get by him and reach his team.

"Ben!" The girls cried out to him as they saw him in utter pain.

U-Swampfire was being covered in dark flames, but his own blue flames were fighting them back until Kevin11K switched to a different attack.

The flames ceased and U-Swampfire crumpled to his knees before he saw Kevin11K's monster form open up it's fiery mouth to unleash a devastating sonic howl attack.

"Uugh!" U-swampfire was blown back by the intense sound wave and collapsed onto his back in human form.

"Ben!" Gwen, Julie, Elena, and Kai all rushed over to his side while Kevin11K made his advance towards them. "Don't let up! Fight!" Max charged his buster cannon and fired along with Joanna, Manny, Pierce and Helen.

Various energy blasts roved across the sky and headed towards Kevin11K, with a resonating impact collision he stumbled back slightly yet kept on moving forward with little damage.

"Nothing's hurting him!" Helen shouted in alarm until she saw their Kevin rushing past them and charging his darker future 'self'.

"Well well, if it isn't little 'me'! Hahaha!" Kevin11K whipped his large flame tentacle around again as to strike at young Kevin.

Kevin touched the ground and armored up before jumping in the air and delivering double handed hammer blow to Kevin11K's flaming skull head.

"I...!" Kevin said before smashing his fists into the lower body of Kevin11K and sending a heel jack kick to his head. "...AM NOT..." He then head butted him next before morphing his right hand into a large mace shape. "...GOING TO BE YOU!"

Kevin delivered a vicious strike with mace hand to the head of Kevin11K before being constricted by his large lava tentacle.

"Ooohh! That smarts!" Kevin11K growled and held him up close. "It doesn't what you chose, punk. I existed in the Null Void dimension when you made that choice, I'm not going to disappear because you chose something else. I exist because I already have existed." He growled before whipping his tentacle thus tossing Kevin hard into the wall of the ship.

"Ugh!" Kevin was knocked out of his armor form and Joanna came rushing by his side.

Max wondered if even the Null void grenade prototype could hold this beast.

"What are we going to do?" Helen looked to Pierce and Max for answers yet received uncertain looks.

Gwen and the other gals stood up and readied themselves to defend Ben from this dark paradox of their friend.

Kevin11K roared out a monstrous roar in presumed triumph before a green flash caught everyone's attention.

"Ben?" Gwen wondered as the teen hero transformed yet again into Ultimate Humongasaur and stood up ready for round two with Kevin11K.

"There's always hope. Trust me..everyone..." U-Humongasaur then puffed up and charged like a bull towards Kevin11K in his monster form.

"Oomph!" He was taken back as Ben slammed into with all his might and kept pushing until they reached a very familiar object.



"That's the time gate! Ben what are you doing?" Max called out in great alarm.

"Sending his sorry butt back!" U-Humongasaur called back as he pushed the struggling body of Kevin11K with him to the Timegate that was just past Vilgax's unmoving body. Ben had a plan alright, and his girlfriends weren't going to like it.

Making a grab at the old Omnitrix still latched onto Vilgax's wrist and ripped it off in a hurry while keeping the struggling Kevin 11K at bay, everyone who's witnessing this happening was certain what Ben's plan was and it alarmed them.

"Get offa me!" Kevin11K roared and clawed at him, though U-Humongasaur was taking damage he had still needed to do this.

Time seemed to slow down as Ben was getting closer to the Time gate, it was still active since Albedo powered it from before, you can't really turn that thing off.

Ignoring the pleading voices of friends, family, and lovers U-humongasaur shouted the code in quick succession; "Command code Omega 0058120-10 activate!"

"Ben!" Gwen called out desperately to him one last time before U-Humongasaur took Kevin11K with him into the spatial depths of the time gate vortex.

'I'll come back, Gwen, everybody. I promise.' Ben thought as they both were fully immersed into the depths of the Time vortex when the Self-destruct of the old Omnitrix came full circle.

A thunderous boom filled the room as the Omnitrix fully self destructed from within the depths of the Time gate, the charge wasn't built so it should only destroy itself and hopefully just Kevin11K, but the impact wave was vast enough to shatter the Time gate itself from their side. The impact shook everyone enough to cause them to stumble, but not enough to wreck the ship.

Everyone who was sprawled all over the floor now shakily got up and took it all slowly what happened; Ben may have sacrificed himself in stopping a practically unstoppable enemy.

It was quiet, so quiet as they all stood waiting for something surprising to happen instead of succumbing to the belief that the one and only Ben Ten died in battle.

Gwen wanted to believe he came out alright, she wanted him to reappear right this very second, but nothing was happening....nothing at all.

"B-Ben...?" Gwen's eyes started watering and soon tears spilled down her cheeks. 'It couldn't have been a lie, could it? There was Ben10K, my future self happy with him, there was a future for him, for us, for all of us there with him! What happened?' Gwen thought wanting to risk a time travel spell at all costs in hopes of bringing him back, anything to bring him back. She sensed that all the other women that were in love with him thought the same thing as well.

As silent as it was, something or someone broke the silence with the usual odd humor.

"My my is it a wake in here? Do try to cheer up now."

Everyone turned to look at the source of the voice to once again see the odd time traveling doctor; Paradox.

"Paradox?" Kevin wondered just why he was here again and then it dawned on him. The idea fell on him like a ton of bricks. "Paradox!" He got up and ran over to the doctor, but paradox held out his hand to stop and Gwen from bearing down and ruining his lab coat.

"I know I know, I already know what you're going to ask as I've been through this all before. So please no crowding, I get Closter phobic." Paradox said in his usual kooky demeanor.

"Can you bring Ben B-" Gwen began in a rush until Paradox held out his hand in polite 'please be quiet' gesture.

"Like I said; Ben's fine." He began causing a collective sigh from everyone around. Max however wasn't appeased, he wanted more information. "Can you tell us more than that? I want to know my grandson's whereabouts."

Gwen looked pleadingly as did the rest of Ben's girls.

"I'm afraid you'll have to wait for me to pull him back, the young lad has created quite a mess for himself seeing as how he actually penetrated the cross-time/space fold and landed himself in another universe." Paradox said waiting a few seconds for that information to sink with everyone.

Then right on cue...

"What!" Nearly everyone said in unison, yet Paradox remained calm.

"Let me finish, I can certainly bring him back, but this was meant to happen in his timeline. He is to crossover into another universe that exists on a different level this one and join forces with another hero." He finished letting that information sink in once again.

And right on cue...

"Come again!" Most of them said in unison.

Gwen stepped in close and asked with a sincere face. "When will he come back?"

Paradox smiled. "Just wait and see, destiny usually comes to those who wait for it, but it will be a rocky wait. May I suggest some life-model robots of Ben for you to pass the time?"

Gwen's eyes slanted into one of impatience and distaste while Julie, Kai, and Elena nodded in unison.

Gwen looked upwards in the direction of the sky with a small smile of hope, Max placed a comforting hand on her shoulder.

"He'll come back, Gwen." Max said sympathetically.

"I know, grandpa. I know, but he better not make us wait too long or else-" Gwen said smiling when Grandpa finished for her.

"Or blue balls spell?"

She nodded and chuckled. Their lives were certainly interesting, now Ben was performed a full on

comic book cliché, she thought maybe he'll meet another superhero that's similar to him. With that new Ultimatrix of his things will get a lot more interesting indeed, she just hopes he can hold off on charming too many women and girls in that new dimension he's now in.

Somewhere else in the realm of Ben's subconscious...

Standing inside a bedroom that was basically designed like a romance movies' typical setting, was Ben. He looked confused and curious as to why he was brought back into the dream world once again. Last time he was brought here he had made unreal yet realistic love to a dream version of his mother and then the preteen version of Gwen.

"With that bed there I guess I'm up for another one of 'those' dreams then." He said observing this room of light red elegant décor. "Why now though? Last thing I remember was shoving Kevin11K in the time space tunnel when I set off my....old Omnitrix... to self-destruct, I'm gonna miss that watch. I've had it forever, Ultimate Humongasaur's fortified body protected me from the worst of the explosion, thankfully I didn't let it charge too long. Then I saw..." Ben tried to remember how Kevin11K's end went, he remembered seeing the green unstable energies of the omnitrix blow the worst onto Kevin11K thus grinding him against the walls of space/time while they were both plummeting to who knows where, the visual image of Kevin11K being shredded into energy shards came to my mind and he knew that he had defeated that monster for good.

"Now for the matter of where I am." Ben speculated, he noticed he was still in his clothes despite being inside the dream world.

"Now now, don't you worry about that, sweetie." A smooth feminine voice spoke up from behind Ben.

He turned around to see a stunningly beautiful woman standing before him; she appeared nearly angelic in every sense of the word, she had long elegant red hair that flowed along her back and over her shoulders, her eyes resembled that of a goddess with it's jade green color, and her body was clad in a barely covering heavenly robe that was transparent.

Feeling his jaw drop Ben couldn't look away from the creamy skinned goddess, in a few ways she seemed like an alternate version of future Gwendolyn.

"W-Who are you?" Ben asked nearly stuttering.

She smiled sweetly and giggled girlishly. "Do you really need to know? All you know is what happens when you usually come to this place, and how much you enjoy it. Especially with any variation of your precious Gwen. Infact any of your women would do, in this realm there is only love and no pain." She spoke dreamily.

Despite feeling his erection come up, Ben felt suspicious of this person. Not only was she aware of this world and Ben himself not being from it, she also knew about his 'ladies'.

"Who are you? Really." Ben asked as his hand went to his Ultimatrix, but when he found nothing he remembered this was a dream world. He wouldn't have his weapon here.

"Now now, no need to worry, my sweet Ben. Come here." She sat on the edge of the bed and beckoned with a seductive gesture to Ben.

Suddenly that familiar sensation flooded Ben's mind and body once again. "What's going on? Is

this the charm effect? She can use it?' Ben thought when his eyes shone in pink light and his mind felt hypnotized, he tried to block it out, but the urge was too much for him.

He looked up at her and saw her smiling sweetly at him, now the charm's magic has fully worked itself into his system thus causing him to fall madly in love with this nameless woman.

"Yes, mistress." Ben replied emotionlessly as he walked hypnotically slow towards her sitting form.

As soon as he got close enough she slithered her arms up his body and pulled him down enough to press her supple lips against his.

"HMMMM." She hummed and worked her tongue slowly past his lips into his tongue, her arms around his neck and pulled him down on top of her.

They both laid on the bed making out slowly and sensually, the redhead mystery woman then placed her hands at the bottom of his shirt to lift it up along with his jacket.

Tossing them aside she rubbed around Ben's bare chest with fervor while her soft lips felt the penetrating feel of his tongue slither into her mouth, she eagerly sucked on it and placed her hands at the hem of his jeans. Within a couple of minute he was entirely undressed and fully nude with her in his arms, she had barely worn anything to begin with and yet she didn't need to with her kind of clothes. Ben simply slid her robe like covering aside so he could begin squeezing her breasts while kissing down her neck.

"Yes that's it, Ben. Be mine and only mine." She whispered in his ear seductively while he squeezed and fondled her C-cup size ample breasts.

His hands softly groped and gently squeezed each tit eagerly while his fingers traced around her nipples following pinching them lightly. Within seconds Ben slid her lower bottom robe covering upwards so he could place his left down on womanly snatch. When his fingers made contact with her vaginal lips she shuddered lightly as he continued his treatment, he probed his fingers deep into her snatch causing her to moan a little louder and Ben began thrusting them in.

"Ah ah yes!" She tilted her head back whispering his name while he continued probing his two fingers into her pussy. Ben decided to move his head down to her right breasts and begin sucking on her nipple while continuing with his finger treatment.

She moaned his name yet again and Ben's fingers felt her snatch muscles clamp tightly in repeated convulsions, he felt the juices squirt out on his fingers and when he plucked them out he sucked her juices off them.

"Enough foreplay, let's move on to the main course." She said lustily and got up to remove the rest of her clothing.

Ben, not having any say in the matter obliged without a second thought, she was on her hands and knees in doggy position and he got behind her with his pole so very stiff.

With a shove he smoothly slide into her moist snatch without restraint. Her head tilted because she greatly loved the feel of him inside, he bounced his hips against her buttocks energetically. Each time he shoved his cock into womanhood he retracted and just quickly reentered.

"Yesyes yes!" She moaned, her body sweaty, the repeat penetration of Ben's member effortlessly pounding into her. Her tits were bouncing back and forth as they went on for minutes and increased their pace, her hands clenched the sheets of the bed and soon her head was dropping to the surface of it as her body then wildly shook in orgasm.

"Oh Ben!" The redheaded cried out as she came once more, but this time Ben was inside her when she did thus causing him to lose it as well.

He moaned and thrust two more times into her pussy before ejaculating a generous amount of sperm into her body.

She collapsed onto the bed and he soon followed, she raised her head and looked at him with a wild grin on her face.

"More." She purred.

Without a sense of will to speak for him Ben obliged and within a few more seconds they got into position where she was on top in reverse cowgirl position.

"Here we go again, my dear sweat Ben." She said sweetly as she lowered herself onto his shaft fully taking her in.

"Yes!" She fully felt his appendage dive into her womanhood once more and the redheaded angel began humping her hips up and down.

Ben's head tilted back in pleasure, he couldn't think on his own, it was only his body doing all of this for him, but he loved every minute with this woman. Only he may not remember her when he comes to.

The feel of her supple creamy buttocks slapping down against his lower body increased drastically when she ceased her humping and began gyrating her hips on him instead.

This drove him wild and caused him to moan loudly.

The fleshy moist sensation of her snatch constricting on his cock in rotation was getting him close once again, but he held it off until she gyrated with more and more strength.

"Uuungghh....aaaahhh" Ben moaned and grabbed her hips to steady her frenzied pounding on his meat.

After several more minutes of this he felt her coming to orgasm once again.

"Yes! Oh Ben!" She arched her body upward and felt his hips tighten underneath her. She felt it once more; the liquidly feel of his essence splashing into her to the point where he filled her up. So much sperm was gushing into her womb and she simply wanted all of him to herself. Who was she, you ask? Well that answer would come to Ben soon enough.

After finishing her climax she collapsed down onto him and pulled the lad into a loving kiss.

"I want you, only for me, when you're fully conscious you'll realize how much you're in love with me without that charm magic." She whispered to him while he slipped out of consciousness. She theorized that under full control he had little passion or willpower, it was figured that he was much

wilder without being under full control, but she needed to remedy that quickly. She knew how much his girls meant to him, they all mean something special and there was indeed so many, but she wanted him all to herself.

"Only way to remedy that." She rose up on top of him and placed her hands on each side of his head. "I'm going to make you forget them all, you'll be mine alone soon enough, as soon I materialized into your world. You'll be mine."

Suddenly the charm faded and Ben found himself conscious in the hands of the redhead goddess that seduced, but before he could do anything he felt a strange surge flood through his mind.

Scores and scores of images and memories raced by and then suddenly vanished.

"I'll see you soon, Benjamin. Remember the name; Amalia Tennyson." She whispered to him and placed a kiss on his lips before he faded out of the dream world.

Somewhere...

Laying on dusty ground unconscious was Ben in real form, he slowly got up and brushed himself off. His clothes were somewhat tattered and ruined, but he was okay nonetheless. His face held an expression of exhaustion of fatigue, he looked around and noticed he was in the middle of nowhere. He looked around again and could make the faint sight of a city just up ahead, feeling no other course of action he started walking towards it when suddenly a pair of white armored tanks that were oddly shaped drove to a halt in front of him.

"What the?" Ben asked himself.

Out of the tanks came out soldiers clad in black and white outfits wearing masks and wielding equally white weaponry.

One of them pressed a finger to his ear as a means to activate some sort of communication device.

"Providence Base do you read me?"

"Go ahead." A female voice buzzed over the com device.

"We found the anomaly, it appears to be just a teenager, looks pretty roughed up though. Should we treat his wounds first then bring him in?"

"Yes, we'll have to analyze him later, right now be nice and ask him to come with you. We need to check him and figure out why there are no nanites detected anywhere in his body." The female voice buzzed.

"Roger that. Over and out." The soldier signaled for his troops to lower their weapons and then he walked over to the bewildered Ben.

"We need you to come with us, kiddo. You look like you need a place to stay as well as some medical attention, plus our specialist wants to get a good look at you." The soldier explained. Ben nodded slowly, still he had a look of utter confusion on his face.

"What's your name, kid?"

"I...don't know.." Ben answered back honestly. "I don't remember my name....or anything for that matter."

To be continued...

End of chapter Twenty

Next chapter: Filler B

## **Dance night & Sandra's Charm (Multi OCs, Sandra Tennyson)**

Ben's girls

Chapter Twenty-one: Dance night and Sandra's charm

By Azure

"What's going on, Grandpa? Did Amalia Tennyson really look the way I just described her?" Ben asked sitting across from his grandfather Max at a picnic table nearby his house.

Ben was looking pale and somewhat fatigued; it had not been but a few days ago when he shared an evening with Camille, Lily, Gwen, and even his mom, that he'd rather forget. Now he was starting to fear the charm effect like it was a curse upon him, just when he thought he had it under control it snuck out another unexpected sexual encounter on him and several Tennyson women. Ben had confided in Max but he intentionally left out the part where it also involved Lily, Sandra, and Camille. As far as Max knew it was a regular sexual relation with Gwen when that embodiment of the supposed 'Amalia' emerged through her powers.

Max looked solemn for a moment then fished out an old photograph from his wallet, it was a small photo that appeared to be very aged yet clear enough to see a young woman on it. "From what you already told me, what you saw couldn't have been a 'spirit' of my great grandmother. She had brown chestnut hair and was known as a rather average young woman. Are you sure Gwen's powers aren't going haywire? Anodites and their powers are never easy to control unless you're someone like Verdona." Max said handing over the aged photo to Ben.

"Well..." Ben trailed when he examined the picture and mentally recalled what the spiritual form of that 'Amalia' looked like. "They don't resemble each other at all, I know what I saw, but this reeks of suspicion. Maybe I'm losing it." He thought before looking back to Max.

"It could be that, I mean she never tried a séance before, but things have been getting weird lately."

"Heh, weirder than usual, you mean? Speaking of, how're the girls doing, ladies man?" Max chuckled before getting and walking to his cook out grill just outside the Rustbucket.

Ben remembered Gwen being somewhat upset with him over adding yet another addition to their growing 'love nest'; Carlie Cooper. His eyes blinked in mild alarm as he just now remembered an engagement he had to attend to later this evening. "Oh that's right; I remember I had to do something later tonight with Carlie." Ben realized and proceeded to get up and quickly grab a sizzling meat Pattie and bun for the go.

"Just grab and go, huh. I hope you and Carlie don't do anything too frisky, I wouldn't want to have great grandchildren just yet." Max called out to him causing Ben to nearly choke on his burger bite.

"Don't joke like that while I'm just now eating, Grandpa. Besides I get enough scare tactics from all the other women in my 'group' about pregnancy. The charm does protect against it after all." Ben called back.



Before he got to his car and opened the driver's door, Max called out to him again and this time he had a serious look written on his face. "Don't take on more than you can handle, kiddo. You've been good at handling the Omnitrix and controlling more than ten different alien forms, but you'll have to be better if you going to be with over ten different women, Ben."

Ben looked back at him and nodded slowly before getting in. "When haven't I been careful?" He joked causing Max to have a flattened expression.

"Do I really need to answer that?" Max answered as Ben started up his car and waved him bye.

He drove off with a set destination in mind, but among other things he had been worrying about two very important problems. One was being if he could even spend enough time with each and every one of them individually without it turning into a porno scene, the other was the Amalia Tennyson doppelganger that sparked lust within him and the other Tennyson women that night. He could never bring himself to forget that night as much as he wanted to.

A vibrating feel and a ringing sound brought his attention to one of his lower pockets, his phone was ringing and when he fished it out to answer it Ben noticed it was Carlie's number.

"Hey Carlie, what's shaking?" Ben answered pressing the phone to his ear.

"Hey yourself, stud. Are you ready to come to the dance with me tonight at eight? I hope you'll buy a tux for the occasion." Carlie answered with a cheery tone.

"Of course, I don't have any alien business or Plumber duties to speak of, besides it's your homecoming dance. I wouldn't miss out on that, plus we hardly get to spend time together anymore." Ben answered taking a turn in the road.

"That's true, hehe, from Gwen told me there's a lot of us you have to spend time with. Trying to make a large family or a line of heirs, Ben?" she giggled back over the phone causing him to blush a bit.

"T-that's not like that...at all!" Ben stammered a bit before she answered back giggling.

"I'm just kidding, Ben, usually not many people end up in the same position as you. I hope you'll treat every one right." She said sounding sincere.

"I will, count on it." He replied and Carlie felt a smile form on her lips. "Well I have some allowance money to rent a tux, but I'm going to stop by my cousin Kenny's place to see if he'll let me borrow one of his. I'll meet you up in a bit."

"Okay, can't wait. See you soon, lover boy." With that Carlie clicked the end call button and hung up.

Ben pocketed his phone and drove on, a sudden flare of vibrant pink energy lit up in his pupils and immediately thought of all the special women in his life; Holiday, Carlie, Julie, Elena, Kai, Helen, Tracey, CC, Melissa, Lily, Jennifer, and Gwen. A confident smirk crossed his lips. "Looks like I may control some of it after all." He said to himself as his car sped down the road.

'That's what you think; soon you'll only be mine, my love.' A mysterious feminine voice said from within an unknown space of violet energy.

Elsewhere...

"Thanks for lending me your prom tuxedo, Kenny. I promise I won't ruin it, mostly." Ben said walking out of Gwen's house with Kenny standing at the doorway.

"Heck you do whatever you want it, just don't bring it back with 'love' stains on it." Kenny joked resulting in Ben turning around and shaking his fist at it.

"Oh like you didn't already cover it with nastiness on your prom night, right?" Ben said back to him.

"Yeah I pretty much wrecked it, have fun wearing it though." Kenny shrugged and Ben eyed the formal wear with utmost suspicion and disgust. Steadily walking back to his car while hearing his cousin chuckle in amusement of Ben's reaction he got in and got ready to drive to Carlie's house for a relatively simple and romantic evening. He hoped.

Meanwhile somewhere in the same violet void was a mysterious woman smiling deviously.

Where Carlie was at...

Standing in front of her vanity mirror of her bedroom was the said blonde teenager holding up a rather beautifully elegant beige prom dress. Her eyes zipped back and forth between the dress and how she would look in it on the mirror, she bit her bottom lip in slight distress at preparing for this evening.

"I wonder if I should remove my glasses, those contacts are a bit painful to put on, but..." She laid the dress down onto the side of the bed and examined her face up close to the mirror. Her face was held angelic beauty on creamy white skin with bright blonde hair tied back in her usual sophisticated student appeal.

"How about tonight I just let go of that style, I want to look good for this dance and for Ben." Carlie sighed relaxed and removed her glasses from her face, she was pretty and mentally Carlie decided tonight she would make herself out to be dazzling.

After nearly twenty minutes of showering and touch ups she finished dressing up and heard the door bell rang. An eager smile crossed her face and she headed down the stairs to answer it. 'Here we go.'

Outside her house...

Ben stood before the door just a moment after he rang the doorbell, dressed in his cousin's tuxedo which surprisingly fit just right, ready to begin this evening with Carlie. He and Gwen had already passed their homecoming dance and regrettably he hadn't been with Gwen at that time to enjoy a night dance with her, but this would be different.

The door opened and Ben felt his jaw drop when he saw a stunningly beautiful Carlie looking back at him without her glasses and with a look of hope. Her hair was loose and styled in a long graceful style, she was dressed in a beige white dress that was fashionably designed for occasions such as this, it possessed no straps and resembled a bride's maid dress, but styled differently. Simply put she was outright beautiful.

"W-wow...! You look amazing!" Ben stammered a bit causing her to smile.

"You're not so bad yourself, Ben. That tux really brings out your shoulders." She commented when she examined his well built frame within his cousin's suit.

Ben held out a small box with an ivory colored corsage inside and opened it up to place it on Carlie's now outstretched right arm, he was having trouble putting it on but eventually the piece was tied and during which Carlie never took her eyes off him.

She didn't say anything but she knew what to say at the right time, but Carlie knew it in her heart; she was in love.

"There, sorry it took so long, I'm not used to going to formal occasions, plus I'm just clumsy." Ben said awkwardly, he hoped he didn't leave a bad impression, but she silenced his doubts with a sudden loving liplock.

He didn't protest and instead savored it by wrapping his arms around her slender frame. After a minute or so they broke off and headed to his car with Carlie's high school as the set destination.

While inside the car...

"So you're about to be in Junior year now, huh. I figure this dance always comes sometime during the middle of the second semester." Ben said steering.

"Exactly, in fact a couple of my friends are gonna be at the party too, I'd like you to meet them. That is unless your magic doo hickey doesn't kick up and make them want to jump you." Carlie joked slightly worried that the charm spell may actually happen with that scenario in mind.

"I hope not, for one thing I haven't met your friends yet, and secondly I think I am getting some control over it. It just takes a matter of time." Ben said grinning.

"Or practice, not that I would mind being your practice partner, hmm." She said winking. He chuckled and mentally noted she was feeling very excited about tonight, a night he swore he wouldn't ruin for her.

"Now that's an enticing thought." Ben chuckled as he drove on, Carlie's soft left hand on top of his right one the entire trip.

Minutes later they reached the parking lobby to where this rather impressively designed building that resembled a royal mansion; it was Carlie's private school. Ben found a place to park and walked out to the entrance with the blonde teenager girl hand in hand.

'Wow there's a lot of people here, I wonder if I'll see anyone from my school he-' Ben was cut off in his train of thought when the shrill of another girl's voice caught their attention.

"Carlie!"

Ben looked ahead and saw a rather beautiful Hispanic girl that was a bit taller than Carlie quickly make her over to them, at her side was a shorter blonder girl with stylishly done hair style and casual clothing.

"Michelle Norah!" Carlie was tackled into a hug by the two gal pals of hers, Ben figured these were her friends she mentioned earlier. Neither were bad on the eyes, in fact Ben had to stifle

whatever perverted thoughts crept up in his mind when he noted how short the Hispanic girl's mini skirt was. Shaking his head he snapped back to reality and notice Carlie introducing the two to him.

"Ladies this is my boyfriend; Ben Tennyson. He and I met at a movie theater and..." Carlie spoke before sliding her right arm around his left one.

"Knocked boots?" Norah said eyeing Ben like a jewel appraiser, she wore regular casual clothes which consisted of a white fatigue shirt with a punkish collar on her neck, a simple blue skirt over her petite fishnet stocking covered legs and tennis shoes.

Carlie went beet red and snapped back to her. "N-Norah!"

It was Michelle's turn to 'check out the merchandise', her brown eyes roved up and down Ben's slightly built form. Fighting alien enemies for so long with and without the use of the Omnitrix does wonders for working out without a gym. She placed a hand on her hip and smirked mischievously before saying anything. Ben took the time to eye her as well, she wore a sexy black dress with loose spaghetti straps and short skirt, even her ankle strap shoes brought out her sexiness. Ben was having a time trying to stifle a nosebleed, any perverted thoughts or the sensitivity of an erection could spring the charm effect, he definitely didn't want that to happen.

"Hmm not bad, I wonder if you can dance good, so have you and Carlita did it yet?" Michelle asked with an amused tone in her voice.

"Carlita?" Ben asked.

"Carlie's nickname from Michelle, so have you?" Norah added with an eager look on her face for the answer.

"I don't think that's any of your two little pervert's business." Carlie stated affronted and slightly blushing, but her reaction caused her two mischievous buddies to smirk widely.

"She did!" Norah and Michelle said in unison before highfiving each other, Ben honestly was amused at their antics, Carlie however was flushed in embarrassment and pouting.

"Ladies, let's go inside and a night, shall we?" Ben asked hoping to push past this awkwardness and the teasing they were doing.

Norah and Michelle both stopped snickering and looked back at him with a nod, "Sure, I'm up for some dancing tonight. We can take turns with your boyfriend, right Carlie?" Norah said catching both Ben and Carlie off guard.

"What? Norah are you kidding me with that?" Carlie said hooking both of her dainty arms around Ben's right one, thus signaling their relationship to them.

"What? We just want to dance, we weren't able to bring any dates with us here since originally we didn't plan on coming. Besides too many guys keep asking me with those perverted grins of theirs anyway." Michelle said walking beside Ben and Carlie as they made their way into the dance hall of the school.

"So can we, Carlita? It's only for dancing." Michelle pleaded softly leaning her head against his shoulder, Carlie should've expected, but was still peeved regardless. She had already gotten used to

the fact that time sharing with Ben and his other mistresses would be a dealable hassle, but didn't want her friends to get mixed up in that charm magic of his.

"Well... okay I guess, but I better not see you grabbing his butt or trying to rub his crotch, okay." Carlie sighed with a demanding tone at the end.

"Yay, dibs on his butt!" Norah joked and leaped to land on his back causing him to stumble a bit.

"Norah!" Carlie flustered and Ben sighed to himself.

'I know I should say something along the lines of 'I'm a one woman man' but I'm the last person in the world to say that. I hope Carlie isn't too mad with them or me in this case.' Ben thought before shaking off the hyperactive blonde from his back, she wasn't shorter than him but plenty petite enough.

The night went on and soon Ben found himself in the middle of the ambient musical dance floor with Carlie in front of him with her angel smile.

Her hands gracefully where they would be during a dance position and Ben gently leading her around in a swift motion of their dance movements, during the sonata of mixture music the two teens never took their eyes off each other.

The music changed to slow sappy romance music and the two moved at a steadily slower pace, but pressed in closer to each other during their stance shift. Norah and Michelle sat close by watching the two from a nearby table each anxious to have their turn dancing with Carlie's 'squeeze', of course they weren't planning on throwing a wrench into their relationship, part of them asking to dance with him was simply to mess with her.

The music swayed and the two teens gracefully made their way around the dance floor in slow circles, Carlie was now moving herself closer to his chest as a means to bury herself in his arms. She truly loved him, even her gal pals could see that, but another entity had a different thought in mind and it wasn't good.

After fifteen minutes went by the music ceased to a slow crawl and Carlie with Ben decided they need a rest, so the blonde vixen went to sit down with her buddies while Ben went to get them all drinks of punch from the punch bowl.

"So? What do you two think of Ben? Isn't he sweet?" Carlie stated with a sigh of happiness causing Norah to roll her eyes.

"He could use some help with those dancing steps of his, but overall he seems nice. I hope you two kick it off." Michelle commented.

Carlie mentally choked down her own thought as to not speak it out, she didn't want to mention that she was simply one of many to bond to the alien hero. Polygamy among teens was something that could get unwanted attention and she did not want that.

"He has a nice ass." Norah said out of the blue causing Carlie to nearly stumble out of her seat.

"Norah!"

"What? He does. Michelle knows it too, no wonder you two spiced things up." She said snickering,

Norah Winters was well known for her more than extreme honesty, as well as her open mind.

"Not to make you uncomfortable, Carlita, but I'd do him if I got the chance. Are you two going to after tonight? He is kinda cute afterall." Michelle said crossing her legs; Ben was still over at the table filling up their cups when unknowingly a familiar pink surge invaded their consciousnesses.

"It's showtime." A distant voice echoed in the violet space of an unknown location when the mysticism of the charm magic took hold of Carlie and her two friends.

'This is...! I've felt this before...! I...I...!' Carlie thought before the intoxicated effect of the charm override her logic thought and replaced it with thoughts of enticement and uninhibited desire. Michelle Gonzales and Norah had the same looks on their faces and while Ben was making his way over to them, the three of them looked at each other and nodded in unison as though they thought the same idea.

"Hey gals, sorry I'm late. You wouldn't believe how many other students I had to push through to serve this stuff. I hope it's not spiked." Ben said as he set the four cups of red liquid down on the table.

The three gals all looked at him in unison like three female lionesses honing in on the alpha male for mating season.

"Hmm? You three all right? Seems kinda quiet between everyone." Ben asked in slight worry before Carlie put on a reassuring smile and spoke.

"We're fine, Ben, but it looks like you might have something on your suit. Looks like a nasty stain and you may want to go the restroom to wash it out before it sets in." She said clearly lying, Ben was positive he didn't drop any punch on his cousin's suit, but he thought that since Kenny may have 'tainted' it with god knows what at his prom, he figured he'd better check.

"Heh, I really hope Kenny didn't leave any 'love' stains from his prom night on this, I'll be back then." Ben walked off to the nearest and possibly emptied men's restroom to wash up, but that's where the girls plan to corner him.

"Let's go ladies." Michelle signaled before standing up with the other two and heading in the direction of where Ben went.

Where Ben was at....

"Jeez Kenny, way to play with my head like that, I'm not dumb enough to believe this old tux wasn't washed when you last used it, or that you actually had sex while wearing it. I can't believe I fell for that one." Ben muttered to himself as he stared in the mirror while he was holding up his tuxedo jacket. No one else was in here except him, but with the door swaying open that was would soon change.

"Hey Ben sweetie." Carlie spoke in sexily sweet voice.

Ben turned around to see all three girls behind him, each with a sexually excitable expressions, if he wasn't caught off guard he would've immediately jumped to the conclusion that the charm effect went active again.

"Carlie? Wha-" Ben was cut off from speaking when the blonde schoolgirl covered his mouth with

hers, her tongue eagerly diving inside and worming its way slowly around his own tongue. He'd be lying if he said he wasn't turned on, but he knew this had to stop for a list of reasons. A certain entity wouldn't have any of that.

"Now now, Ben, I won't tolerate any prudishness tonight. These three are here for only you, now enjoy the night, hero." A hauntingly familiar voice sounded within Ben's mind as the charm activated fully within him.

His eyes shone a fierce violet pink once again, his face cringed as whatever little consciousness inside of him tried to wrestle for control of his body, but ultimately he lost in that battle. Whoever influenced the charm's magic in all of them had more control of mana and now played out the hormonal lust between the four teens.

His eyes sunk as he melted into the kiss and impatiently wrapped his arms around her back with his hands creeping to her buttocks. With a gentle squeeze he latched onto each cheek within each hand causing her to moan like a kitten within his mouth.

He felt a shuffle and Norah was on his left side placing her dainty soft hands on his increasing bulge through his pants. Michelle proceeded to be on the right side of him and decided to pull down the top of her black dress to display her supple B-cup size breasts, deciding to hog some of the attention she grabbed and removed Ben's left hand from Carlie's butt and place it on one of her breasts.

Ben retracted his mouth from Carlie's and was immediately liplocked by Michelle, the latina girl swirled her tongue around in a way Ben had rarely felt. If anything, it was as if he were being frenched by one of the older women in his group, and it felt nice.

The tan smooth girl of Michelle's breast beneath his hand, the sound of the zipper being peeled down by both Carlie and Norah, and the magic of 'charm' amplified his sensitivity to their touch.

"Looks we get to do more than dancing tonight, eh Michelle." Norah commented as she pulled up her white thin fatigue to reveal her surprisingly larger breasts. They were perky and supple, yet she was a tad bigger than Michelle's.

Michelle removed herself from Ben's mouth and rubbed her left hand on top of Ben's hand that was still groping her right breast. "And we'll do much more than that, isn't that right, Carlita?" She said with the faint glow of pink in her pupils.

"Of course, but what do you think, Ben? Do you feel like spending this evening with all three of us instead of dancing?" Carlie asked with the same pink glow, clearly the opposite answer was not an option, but it wasn't like he was going to decline regardless.

"Lock the door." He said feeling the steamy urge to ravage them flood his mind once again. This sensation was similar to the one he had during the ladies night, something constant is triggering this again and he had to find out who or what.

Norah walked over to the door and jammed a nearby stool against it effectively barring it to open from the other side, meanwhile Michelle and Carlie gently pulled Ben into a stall where they sat him down on a toilet seat with the lid down.

"Ben, I love you, you know." Carlie said as she stood with her arms around her Hispanic friend.

Ben knew full well that he felt the same way, but her way of showing was soon to build a great erection in his pants.

Carlie pulled Michelle up so close that their breasts were massaging each other, the blonde opened her mouth and covered her own with her friends, both made sure to make it look as erotic as possible. Ben could clearly see Carlie's tongue being sucked into Michelle's mouth hungrily, both of them were rubbing each other's backs with their hands while Ben's erection built up greatly.

They were doing it like pros, with Carlie sucking up and down on Michelle's lip while grabbing her head so she can then shove her tongue down her throat once more. The slurping sounds were almost loud enough to hear easily, but before he could see them undress each other Norah came in and sat on his lap like a well paid stripper.

The punkish shorter blonde was now topless and made sure Ben had a very good view of her tits up close, saying no words she leaned down to capture him in a deep tongue frenching kiss. Carlie and Michelle noticed he was no longer watching them and looked to see the little blonde grinding her hips on his lap while shoving her tongue down his throat.

The alien watch wearing hero didn't protest and instead reached his hands around to her rump and squeezed her cutely shaped buttocks, slowly those hands hiked up her skirt and grabbed her hips while she grinded herself on him. Carlie and Michelle watched in enjoyment as their spunky friend continued dry humping Ben in front of them, but decided to wait no longer they each started to undress.

Carlie shimmied herself out of her formal wear and stood there fully nude and Michelle quickly shucked her own short dress to reveal her curvy tanned body. Hard to believe that they had such looks during their teen years, but Ben wasn't complaining.

"My turn." Norah breathed hard when she let go of Ben's tongue from her mouth and stood to join the others, since she was already half naked all she had to do hike up her skirt to her waist and yank down her white panties. Her nearly bare pussy in plain sight, she had a slight patch of golden pubic hair above her pussy lips. Michelle was completely bare, it did more to highlight the moistness between her inner thighs, and Carlie of course also had a small patch of golden pubic hair.

"Not bad at all, ladies, I guess it's my turn then." Ben was about to get up to remove his clothes as well, but Michelle's hand stopped and gently shoved back down.

"Let us do that, pretty boy." Michelle said with a seductive finger still on his chest. Her hand traveled down along his body to his pants and in unison all three girls placed their hands at the hem of his pants.

With an impatient they yanked down both his pants and his boxers all the way to his ankles, Ben would be embarrassed if not possessed with lust since his cock stood out so readily for them. Norah hadn't seen a man's private part until now and Michelle was young as they were, but she had see plenty of perverse material on the internet.

However they each knew just what to do; "Well you two, let's share a popsicle." Carlie suggested in a naughty way and the other two nodded before all three of them dove on his length.

"Oh god!" Ben gritted his teeth and held onto the stall's railings with his hands clenching tightly as he felt the touch of Carlie's rolling along his shaft, Norah's lips sucking a testicle into her mouth while fondling the other, and Michelle sucking in the tip with her tongue licking it in swirls.



The only other time he remembered being serviced by three women simultaneously was when he reunited with CC, Turbine, and Frightwig after the trip back through time, only this time it was with three teenage girls that were all just as eager to jump him.

Norah opened her mouth wider and ran her tongue around the spherical surface of his left tentacle and gently squeezed the other, she wanted to take both of them into her mouth, but that wasn't physically possible for her. Instead she did something else and stood up to move over to Ben and press her naked woman lower bottom to his face. He didn't even wait until he pressed his mouth to her clit, his hands grabbing her hips as to lap his tongue up and down her pussy entrance vigorously. She bit her bottom lip and stifled her would be moans, but steadily she rotated her hips around with Ben's mouth still eating her out.

Michelle and Carlie took the next step as well, Carlie signaled to the latina girl and they got into a position where Michelle rose up and hovered her pussy over Ben's erect meat. Ben was busy licking and tonguing Norah's fifteen year old pussy to notice Michelle there, but without any further notice she slid herself onto his cock till it reached her hymen.

Ben now noticed what was happening and moaned inwardly as his hands were now squeezing Norah's asscheeks again, Norah moaned loudly and then so did Michelle when she slammed herself all the way down on his cock thus penetrating her entirely.

"Oohh! Yes!" Michelle moaned in pleasure, but also in pain. She just had her virginity taken, but the charm magic diluted the pain greatly and returned her mind to the sensation of physical pleasure she was feeling. Gradually she ground her hips forwards and backwards with his dick fully inside her while Carlie stood against the wall of the stall fingering her pussy frantically with her left hand.

In and out her left index finger plunged into her sensitive womanhood, but she enjoyed every minute of it and imagined Ben to be the one doing it. Meanwhile the latina lover began bouncing/undulating on his meat and rode his lap wildly, Ben himself couldn't say anything because Norah was busy smothering his mouth with her now climaxing pussy.

"Ah ah aahhh!" Norah squealed as hers snatch muscles convulsed several times and squirted pussy juices all over Ben's face and mouth. After taking a breather for a few seconds she removed herself from his face and slumped against a wall of the stall they were in. Michelle continued humping to her heart's content and pressed her upper body much closer to Ben now that Norah removed herself, the tan girl leaned in and licked slowly on certain parts of his face. She was doing this to be naughty but also to suck in some of Norah's cum from his face. Her his were sliding into his faster and stronger meaning she was getting close to climax, but planned to hold it off until she felt an intruder in her 'back door'.

"Eh? Carlita, what are yo- oohH!" Michelle moaned when Carlie snuck up behind her and inserted her right index finger into the tan girl's anus. She had never experimented like that at all before and this new sensation was fairly alien to her, but she was enjoying it greatly. Carlie continued pumping her finger in and out of Michelle's anal pucker hole thus causing her to lightly bite Ben's neck in enduring pleasure.

After a few more moments of slamming herself on Ben's cock and being anally fingered by Carlie the tan girl opened her mouth agape in orgasm and undulated wildly on Ben's lap. "Oohh yes!" She moaned loudly as her snatch clamped in juicy climax on his dick thus causing him to come as well, and come he did, Ben moaned loudly too and thrust his hips upwards several times to fill her young

womb full of baby batter.

"Ah ah!" Ben thrust again and again he rode out his orgasm, feeling spent after shooting so much sperm inside Michelle he leaned comfortably back with her cuddling his chest.

The night was not over yet though, another pink surge of energy flooded their bodies and crazed lust filled their minds.

Carlie's face was written with intense desire for him and she whispered to the girls what they could do next while she had her turn with him now.

Michelle and Norah sat across from each other on the floor sprawled with their legs open wide, within seconds womanhood began rubbing feverishly against womanhood as the two started scissoring each other. Norah's ivory moist pussy slowly rubbing against Michelle's cum soaked tanned one was enough of an intense sight that it got Ben rock hard again, Carlie took this opportunity to immerse herself in reverse cowgirl position on her boyfriend's appendage.

"Carlie..." Ben moaned in euphoric desire as the blonde teen fully slid Ben's dick into her snatch, he rose up so that his chest caressed her back and pulled her into a lover's kiss while he started pounding into her.

In and out Ben's member slicked into her smooth yet tight entrance, hips slamming into hers repeatedly while her two friends continued scissoring their pussies against each other. Even without her glasses she was a knockout and Ben was finding himself more in love with her every day, though he greatly held all his 'women' deep within his heart on equal grounds.

After seven minutes Michelle and Norah got into a sixty nine position and energetically delved their tongues and mouths into each other's snatches, Norah putting in more effort since she was scooping out some of Ben's semen from her womanhood into her mouth. During that time Ben and Carlie continued their frenzied pounding standing up and against the stall wall with Carlie's butt bouncing against the surface.

Her legs held suspended in the air by Ben's hands and her arms hooked around his neck for support while continued banging his meat into her womanly entrance, again and again he savagely pounded into her and during which she held her mouth open in speechless nirvana. It was nothing short of a miracle that no one bothered to intrude on them in this restroom, but that worry didn't stop them from going all out.

Feeling her fingers clench tightly into his skin Ben felt Carlie was close and so was he, her legs fell loose and wrapped them around his waist while he continued shoving his meat into her. After several more minutes he plunged himself into her one last time before tilting his head back and moaning her name loudly. Her legs clamped tightly around his back as she felt the wave of orgasm wash over her body with Ben, his rod began spurting copious amounts of creamy spunk deep into her womanly depths while she succumbed to climax as well.

"wow, that was-" Ben panted in sexual exhaustion as he slumped out of her leaving a gooey trail of cum connecting his wang to her snatch.

"Amazing." Carlie breathed satisfied as they collapsed in each other's arms against the wall exhausted. His member was still slightly hard if not softening when he felt a pair of lips capture it.

"Wha?" Ben looked over to see Norah and Michelle at his manhood slurping it with their lips, each

girl took a side of it and slithered their tongues along the shaft in balance, Ben was already feeling turned on soon after blasting his load twice in a row. He wanted to call it a night, but the pink glow in everyone's eyes said otherwise.

The night went on with mounting Norah in a doggy position and penetrating her hymen like he did with Michelle, he pounded away at her pussy while Carlie and Michelle were at his side either kissing along his chest or frenching him savagely. The charm spell kept him invigorated enough to keep pounding his flesh into her and soon after letting his load loose inside her, he felt drained enough already and didn't send too much sperm inside Norah, but even so, he was spent. All four of them lay naked together on the floor spent and satisfied, but Ben however was in distress since once again the charm had taken on its autopilot function without his consent. It was just like how it was with the ladies night with the Tennyson women, he didn't believe in coincidences after this and swore he would find out what keeps causing this.

"Oh crap it happened again." Ben muttered to himself as the effects of the charm magic subsided enough for him to regain his senses and logical thinking. He was leaning against the bathroom stall wall with Norah and Michelle cuddling against each side of his chest completely naked with Carlie in center on top of his chest with her face at his neck. The fact that no one had even tried to stumble upon this restroom during the midst of the sex they had was nothing short of a miracle, but Ben felt that he had a list of problems he now needed to confront after tonight.

"Hey there." Carlie spoke catching his attention, she was awake and back to her usual self, but Ben was surprised to see she wasn't upset at all. She reached up and pulled him into a loving kiss that lasted for a good minute before they disconnected. Looking back at her two friends who were equally naked and at his sides she smirked. "I guess we have a lot of explaining to do, huh. Do you think they wan-"

"To join? I don't think so, I got to draw the line somewhere, besides it wouldn't be fair to them and to others. I know I'm the last person that should say that but-" Ben went until he was silenced by Carlie's finger pressing against his lip.

"Relax, I don't think they're too interested in committing to a relationship anytime soon, but don't get me wrong they may want your phone number so you could be their fuck buddy." Carlie explained causing Ben to chuckle a bit before hearing the groaning noises of the other two waking up.

Ben looked back at her and smiled. "I love you."

"I know, now c'mere." Carlie smiled gingerly before pulling him into another kiss.

Later...

The three of them eventually cleaned up and redressed themselves to the best of their abilities, though they still looked a bit disheveled no one suspected a thing since thankfully no one felt going to their restroom. The dance was coming to a close and Carlie took Ben's hand to lead him to the dance floor, they spent one last slow dance together until the homecoming dance drew to a close.

"Aw nuts, I totally forgot about wanting to take turns dancing and now it's already late." Norah said pouting and crossing her arms.

Michelle simply shook her head with a smile. "Even if he did have time I wouldn't want to interrupt their moment, look at them, they're having the time of their lives together."

"Still..."

"Oh shut up and watch." Michelle added.

The dance drew to a close with Ben and Carlie wrapped in each other's arms one last time.

End filler chapter B

An: Now on to 'That one guy's request, this next portion is one hundred percent incest of Ben and Sandra Tennyson. Enjoy, buddy.

Ben returned home after dropping off Carlie, their dance was special alright and he was glad nothing ruined it. Though surprisingly the spontaneous charm induced orgy that took place in the restroom didn't throw a wrench into things other than thankfully. Strangely enough Norah and Michelle didn't know about the harem ordeal nor did they show any interest in pursuing a relationship with Ben, but both girls admitted to having a fun time and requested that he call them up sometime for 'fuck buddy' privileges. Though he was spent and now just retired to his home to collapse on his bed.

Feeling his mind escape into a world of dreams during sleep Ben repeatedly saw the face of a beautiful red haired woman appear. Suddenly his dream solidified to a setting to where he was in his bedroom on his bed like he was in reality, except here he was in his old clothes resized for his age.

"W-what? Why am I wearing my old shirt again? And..." Ben looked around and quickly analyzed his body, to his relief he was still a teenager, but his confusion when he saw the redheaded goddess designated 'Amalia Tennyson' appear. She was wearing literally nothing and her long flowing red hair seemed to cover some of her nakedness like as if she were Eve or an actual goddess.

"Y-you're my great grandmother; Amalia Tennyson." Ben stated as he knew full well this dream was real enough like all his most recent dreams involving his mother and young Gwen. Physically he wasn't ready for more sexual activity, but mentally was another matter entirely. He couldn't have yet shake off the strangeness of the ladies night orgy he had a short while ago, but lately he felt like he had little choice in the matter.

She walked over with a swaying walk over to him and an eerie smile that haunted his senses and created a craving feeling in him.

"No, not exactly." She whispered before a mystic pink aura emitted from her body and soon covered the entirety of the scenery. "When it comes to the dance, I am the only one that leads. No matter how many partners you have."

"Oah!" Ben woke up in his bed in a sweated rush and noticed he was still in his room in reality, the dream may have been strange and realistic, but thankfully it was short. "That wasn't Amalia Tennyson, something strange is going on. I need to talk to CC about the charm magic and see just what the heck is going on." He said looking to the side of room and read the clock to be three in the morning.

'Like I said I'm the only one who leads the dance.' The mysterious entity said within the mind of Ben causing him to look around frantically in panic, but before anything else he made a dash out

the door of room to dash down the stairs in an attempt to rush out of his house to CC's base and talk.

But-

"Ben, where are you going this late?"

Ben heard his mother's voice and turned around to see his mother in a jade green nightgown holding a small book, apparently she had been reading by the lamplight in the living room.

Ben almost didn't want to be near her in case whatever is manipulating the charm effect decides to use it on her like last time.

"uh be out for something important, you know, alien business and such." Ben said with his hand on the door knob before he felt the familiar grasp of the charm's magic clench hold. 'What! No no no! Not now!'

Sandra Tennyson felt the surge flood her senses as well and she dropped her book on the floor and walked over to her son who was struggling against the weight of the magic.

'Like I said, I am the only one leading this dance. Up until now I haven't had the strength to control the mystic energies of the charm effect, that's changed.' The dream like voice of the false Amalia spoke within Ben's mind and he turned around to see the image of the said entity behind his mother at her backside like a shadow controlling her.

Sandra had a look of longing and lust in her eyes as the charm effect took hold of her in the same way it was suddenly taking ahold of Ben, the next thing he knew was that the false Amalia was suddenly behind him as well.

She leaned in ghostly yet realistic form to place her hands gently on his shoulders then moved her face to his ear.

"W-why are you doing this?" Ben asked before being completely hypnotized.

"Because I am simply following my heart's desire, though to do so I need to gain more strength and become real. Using the charm's magic within you and your lovers is the only way to do so, until then I can obtain what my heart wants. You'll know who I am soon enough, but for now this will happen and you won't remember it." False Amalia whispered seductively before vanishing leaving Ben and his mom in the living room alone.

Ben's dad Carl was out of town at the moment to help an old friend with his business, so Ben and Sandra though hypnotized didn't have to worry.

"Ben... come here, sweetie." Sandra said with bedroom smile as she held out her arms wide open for him.

Having no other choice he obeyed and slowly made his way to the blonde milf, shucking his jacket then his pants along the way. Sandra took him into her arms to give him such a deep affectionate hug with his hands trailing up her backside and sliding underneath the fabric of her nightgown. He raised his head to look into her beautiful green eyes that were now closing slowly as her face leaned down to his in a not so motherly kiss on his lips.

Her soft pink lips nudged his lips open thus letting her eager tongue dive into Ben's mouth, their mouths slurped along each other's as both of their tongues wormed around one another as well. Ben's hands hiked up her nightgown a bit to reveal her panty less bare snatch along with her ripe supple buttocks, both his hands went to work grabbing and squeezing Sandra's buttcheeks while they continued making out.

Sandra pulled away from his embrace gently and took his right hand to lead him with her to the living room couch where she sat down opening her legs wide open. Ben felt his erection harden when he once again viewed his mother's snatch readily awaiting him. Getting on his knees he first removed his shirt and leaned in to place his lips on the area around her slit while his fingers caressed her pussy lips.

Sandra decided to peel off the straps holding up her nightgown so she can display her luscious and large breasts before Ben, spreading her legs a bit wider she allowed Ben a full view of her pussy and her anus, he didn't wait for any words to be said before he began going to work. His tongue started lightly flicking her clit while his right hand probed two fingers into her moistening snatch, Sandra tilted her back in moaning pleasure while her son continued. Ben used his left hand to cup and rub her butt cheeks in swirling motion while he now pressed his face further so he could delve his tongue deep into her pussy.

"Hhhoo yes! Keep going, Ben!" Sandra hollered out while her son started whirling his tongue around in a frenzy inside her snatch causing her legs to buck and her toes to curl up. Her son made sure to press his lips firmly against her slightly hairy pussy lips while tonguing her out, it was making her crazy and they both liked it, but Ben really surprised his mom when he used the hand on her butt to spread those cheeks open and insert his index finger.

"Oh!" Sandra was buckwild now, Ben started shoving his finger in and out of her pucker hole in a steady pattern, it was surprisingly more intense than being eaten out yet both however were bringing her much closer to climax.

And so it hit like a tidal wave, Sandra Tennyson's thighs clenched in on Ben's head with her hands grabbing his hair as her intense orgasm began. She moaned his name loudly again and again while her snatch convulsed and squirted pussy juices all over her son's mouth, he was eagerly lapping it all up. After a few more seconds and convulsions she ceased her orgasm and removed her legs from Ben's head, her son stood up and without a word undid his pants to let them and his boxers fall to the floor.

Sandra licked her lips in hungry anticipation before she signaled Ben to lay on his back on the floor, he obeyed and she got on top of him with her pussy in his face once more and his cock tapping her cheek. They were in a sixty-nine position fully nude and still ready for action, Sandra went first and started stroking Ben's hard on with her hands, both soothingly stroking his shaft upward and downward while he himself started spreading her cheeks again.

The fingers of Ben's right hand went to work fingering her puckerhole once more while Sandra slowly shoved her head down on his cock slowly taking the entire thing into her mouth and throat, Ben struggled to keep his stamina in check as she nearly already brought him close with that move.

Her wet oral passage took in his length and thus her head began bobbing up and down repeatedly in moist massage, Sandra savored the taste of her son's cock as she continued blowing him and using her tongue to slither around it each time it entered her mouth. This went on for several minutes until Sandra started bobbing her head faster and faster causing Ben to tilt his head back with gritting teeth, she ground her head on his meat in gyrated swirls, her son's dick inside her mouth

then twitched wildly.

Ben cried out in orgasm as his dick began spilling globs of incestuous semen into her mouth down her throat to which she swallowed every drop. Loud gulping sounds could be heard from Sandra as she gulped down the remaining drops of her son's sperm before retracting her mouth from his appendage.

"Main course now, dear." Sandra said licking some remaining drops from around her lips.

She got up and presented herself in a missionary position, Sandra beckoned for him to crawl over to him and he did so without restraint. The young hero though under magical hypnosis wasn't without his sexual edge when it comes to lovemaking, Sandra felt his body press against hers with him kissing her neck and rubbing the area around her womanhood.

"Mom..." Ben uttered nipping at her neck.

"Do it, honey. Don't hold back." Sandra instructed to him right before Ben plunged his hips forward burying his meat into his mother's warm moist passage.

Sandra moaned his name out loud as her back arched in response to Ben's strong thrusts into her snatch, her blonde hair tossed back when she tilted her head in reaction. Ben's slick manhood dove fully into his mother's snatch and quickly pulled out to the tip before plunging back in, he repeated this fervor over and over again and each time Sandra tightened the grip of her hands on his back.

The mother and son kept at it like rabbits for the next several minutes until they switched places and Sandra was the one on top bouncing her sexy hips up and down on Ben's cock.

"I'm close, I'm close..." Ben urged as his mother bounced back down on him, his words only signaled for her to ride him faster and faster thus causing him to strain his face in criticality.

Sandra leaned over and ravaged her son's mouth with her tongue while her hips continued their frenzied pounding, Ben gripped her butt cheeks tightly before his own hips began undulating.

"Oh ho mom! Ah aah!" Ben cried out with his mother's mouth still on his own, she whispered to him that he could simply let it all out inside and so he did. Ben cried out once more before his hips twitched and shoved his cock deep into his mother's cervix to pour globs of incestuous sperm into her womb.

Ben didn't know what he had done and neither had Sandra, but both were soon to fall asleep on the floor naked in each other's arms due to the exhausting effects of the charm magic.

False Amalia reappeared just after their incestuous romp with a devious smile on her ghostly face, her powers were growing and soon her plans would come into fruition. Using her mana energies to reawaken Ben who was still in a mind controlled state, she commanded him to redress his mother and carry off to her bedroom. She made him redress himself as well and return to his home to sleep, but right after she wiped the memory of his night with his mother from Ben's mind. To her that memory might throw unneeded distractions and problems into her plans, with a smile and kiss on Ben's lips she vanished once more.

'Soon, my love, soon.'

End of chapter

Next chapter:

Brothers in arms, Ben 10 meets Generator Rex



## Brothers in Arms part One (Breach, Circe)

Ben's girls

By Azure

Chapter Twenty-two: Brothers in arms (part one)

"What's with the arm? You think it's just some new age tech device?"

"Maybe he's in cahoots with Van Kleiss, but the poor kid seems disorientated and blank."

"Either way we're taking him to HQ, the doc wants to see this kid in person and run some tests on him. Says there isn't a single trace of Nanites anywhere in his body."

"What's more he doesn't know his own name, probably some minor amnesia, but who knows. I guess we have another 'Rex' dumped into our hands."

The soldiers wearing black and white military suits all talked amongst themselves while a brown haired boy wearing his favorite green jacket sat here in the armored carrier tank the troops rode in. Ben sat there looking down at his left arm to observe the mysterious green device on it. His body was inexplicably fatigued and worn out, his clothes tattered and almost completely in ruin, Ben obviously had no memory of what had transpired prior to his coming here.

Brief flashes of memories suddenly surged throughout his skull, Ben gripped his head in pain and mentally viewed all the imagery that played out in his mind. Every image was violent and featured himself in various alien forms doing battle with multiple doppelgangers of his aliens, then the scenes shifted to ones of him fighting Kevin Eleven thousand in his monster form. Ben's eyes widened in realization when small bits and pieces of his memory returned to him.

"Kevin...Gwen..." He muttered to himself when he then remembered fighting Kevin 11K through some time/space corridor and setting of the Omnitrix self-destruct function. Before he could force his mind to focus on the memories being played out in his mind, something snapped him out of his trance, something big.

The tank carrier shook violently and all the soldiers readied their weapons in alarm.

"What was that?" One of them asked clearly shaken up.

The caravan shook again and immediately the troops stood up and signaled for the shutter doors to open. When they dashed outside they were met by a rather large monstrosity and thus they shouted; "Evo! Open fire!"

The carrier shook even more violently this time thus causing Ben to tumble out into the outside. "W-whoah!" He landed roughly on his back into the wasteland grounds. His blurry vision came into focus when he noticed a looming shadow come closer to him. "...oh crap." Ben said observing the designated 'EVO' monstrosity towering over him; it was large four armed grey abomination with a face on its chest and a second fanged mouth where the head should be. Its large arms bore jagged spikes and it raised one about to strike down on the stupefied Ben.

"Move, kid!" One of the soldiers struggling to get up called out to him, Ben instinctively barrel rolled to the side just as the overly large hoof of the Evo came down. With a thunderous slam the ground shook and Ben stumbled getting to his feet before the creature came after him again.

'What is up with all this? How did I even get here?' Ben thought still in amnesiac mode before the beast closed in on him and slammed one of his two large tusks into his side thus smacking across into the side of the caravan. "Aaack!" Ben landed against the surface and felt the air knocked out of him, unknowingly the gauntlet alien device strapped to his arm began glowing bright green. Right when he made impact the wall of the caravan unexpectedly pressed the dial of the said device; a transformation was starting.

"Open fire! Radio Providence for backup! Go!" The soldiers recomposed themselves and took positions to engage in a firefight with the monster, but their weapons did next to nothing to it.

The Ultimatrix's electronic voice spoke up for the first time thus surprising Ben; "Ultimatrix activated, selecting at random..."

"Huh? What's going on now?" Ben muttered to himself as he got up holding his sides while the green glow grew larger.

"Selection complete: form designated 'Rath' chosen." Then the Ultimatrix completely enveloped Ben in a green Omnitrix energy thus transforming him into the chosen alien form in seconds. The light caught even the soldier's attention during the midst of all the chaos, the monster too was entranced by the glow and immediately charged like a boar towards it.

The large tiger humanoid stood tall and ready for battle, but first of course he would always trash talk his opponent.

"Lemme tell you something, giant freakish monster thing! Yo-" Before he could finish his sentence the monster's giant club like left arm slammed down on the barking Appoplaxian.

"Yeouch." One of the nearby soldiers said.

The large monstrous arm of the 'Evo' didn't make contact with the ground and instead it was being pushed up against its will with herculean strength displayed by Rath. Before the Evo monster knew it, his own came slamming into its own distorted face with a loud impacting sound.

"You didn't let me finish, you large piece of ugly! Just for that I'm gonna rip you a new hole in your body and dance on your face!" Rath roared before leaping high up at it to deliver a devastating right hook to the face on its chest. With an impact the Evo stumbled back a bit before Rath continued his assault with headbutting it before landing.

"How do ya like me now?" Rath shouted when unexpectedly the monster swung its other large club like arm at him from behind. Rath was too busy gloating to notice it until he felt the force like a train hit him in the backside causing him to be thrown into a rock mound nearby.

Rath quickly recovered and pulled himself from the debris, the monster was making its way towards him with loud stomps, Rath merely growled a tiger like growl before charging straight for him. The two brawled and scrapped with Rath being the more ruthless by pummeling the Evo's chest face, while all of this was going on the soldiers took the time to recover and aid the more injured troops into the caravan.

"Providence, where are we on that backup? The situation is getting chaotic, to say the least." One of the soldiers said into his earpiece while Rath was pulling his enemy into a leg lock.

"Coming in hot, team." A cocky voice called back over the earpiece communicator. The soldiers looked at each other in stupor before saying anything.

"Is that...?"

"Rex? Definitely sounds like it."

"The situation is probably going to get more chaotic than we thought." The soldiers nodded in agreement when a winged shadow loomed over in the sky before quickly descending.

Rath just finished body slamming the Evo thus knocking it out for good when he noticed a teenage boy wearing a red jacket and donning metal jet like wings land down in front of him.

The boy wore goggles and appeared to be in his mid-teens, tanned skin and spiked hair, he removed his goggles and retracted his wings. He looked at Rath with a confident look on his face. "A tiger themed Evo? That is awesome, but I gotta say I wish I didn't miss out on the bar fight you had with that other Evo." Rex gestured to the fallen monstrosity Rath was standing on.

"Oh well, let's do this!" Rex held his left arm back and unexpectedly some grey bio-technological material emerged from within his forearm and covered itself around his hand. The bizarre bio-mechanical matter took shape and transformed into a large orange sword that appeared to have a chainsaw engine at the base of it.

Rath didn't know what was going on, he was just following his primal instinct to battle and this was a new challenger for him. "Let me tell you something, uh...what's your name again?"

Rex cocked an eyebrow and simply answered. "Uh Rex."

Rath nodded and grinned a devious feral grin before speaking. "Let me tell you something, Rex! I'm gonna stomp on you so hard you're gonna be gum on the sole of shoe!"

"You don't have any shoes." Rex retorted trying to hold back his laughter, most Evos he fought were horrific monsters that didn't speak aside from roaring, but this one that was talking like a pro wrestler was making it hard for him not to laugh.

Rath looked down and back up before growling again. "Grrrrr I know!" He charged at him with his arm sabers unsheathed and Rex was on the defensive when he swung his sword to counter deflect Rath's slashes.

A series of clanging sounds resounded as Rex struggled to keep up with Rath's speed using the overly large sword, one split second of distraction led to Rex getting kicked in the stomach by the said tiger humanoid.

"Omph!" Rex staggered back a bit but recovered quickly and smirked. "Heh, this new Evo sure packs a punch, I guess I'm going to have to bring out my A game for this one." The Latino teen then shifted his sword into something else, the grey bio-metal matter took shape on both his hands turning them into giant metal fists.

"Ha! That's your 'A' game? More like 'C-!' Bring it on!" Rath lunged forward only to get one large

metal fist slammed into his backside by Rex. The collision knocked the tiger alien into the ground with a crater, but it wasn't long before he got up and nimbly dodged another fist strike. "Giant hands? Hah! I've broken giant arms!"

"Man do you ever shut up?" Rex muttered before stretching out his fists to perform a dual strike against his enemy, but Rath was one step ahead of him and jumped onto the outstretched arms.

He was making his way quickly to Rex using his metal arms as a bridge, but this wasn't the first time Rex dealt with this kind of move. "Not so fast, Tigerrific!" He then swayed his large metal fists to the left in an attempt to knock Rath off, but was surprised to see the said alien grappling them instead of running.

"Quit hitting yourself!" Rath then let go thus causing the metal extrusions to whiplash towards Rex.

"Oh-Ooagh!" Rex got tumbled by it and knocked into a rock wall behind him. Rex stood back up and undid his fists, he got ready and Rath stood just a few paces away ready to continue the fight, but something unexpected happened instead.

The Ultimatrix blinked several times a red flash of energy before enveloping Rath in a green light, when it died down Ben reappeared in its place with a dumbfounded look on his face. Rex also looked stunned as well, he lowered his arms and was about to question the newly appeared teenager with the confused expression until an eerie red energy vortex manifested behind each of them.

"Oh come on! Not no-" Rex said before the crimson portal pulled him in along with an unsuspecting Ben.

"Wha-! Hey!" Ben called in futility when the mysterious energy vortex swallowed both him and Rex whole, leaving the Providence soldiers more than a little dumbfounded.

"Uh.. should we report that we lost both the retrieval target and Rex?" One of them said scratching his head.

"We have to, but boy is Holiday and Knight going to be cranky."

Elsewhere...

"Wwwhooaahhhh...!" Rex plummeted from the sky into a very familiar landscape that he hoped never to see again; "Aw shoot, I've arrived back here!" He said before manifesting his propeller wings to slow his fall, but not before crashing a dozen or so tree branches.

Ben however was in a similar situation where he was falling headfirst into a nearby lake that fortunately was closer than he was high up, but it was still going to hurt a lot though. Before he knew it another portal opened up before he could make contact with the water, falling into it Ben popped out on the ground nearby the other teenage metahuman.

Getting up Rex rubbed the back of his neck and grimaced when he took in his surroundings, he was back in Abyssus alright, but another thing did bother him. The green jacketed teen standing across from him also observing the landscape. 'Did this guy control his Evo side? Or was it coincidence he turned back? All I know was that I didn't cure him during that brawl.' Rex thought more than a little perplexed, but aside from that he had to figure a way out of Abyssus.

"Lousy Breach..." Rex muttered before walking over to Ben. "Hey you there."

Ben turned to look at the person calling him and almost instantly went into a defensive posture.

"Whoah wait a minute, I'm not your enemy. Okay? Just relax and let me explain." Rex said trying to get a paranoid Ben to calm down.

Ben looked skeptic at first and then eyed his Ultimatrix warily; suddenly a throbbing pain erupted in his skull thus causing him to fall to his knees.

"Hey are you alright?" Rex went over to the crumpled Ben thinking he was somehow hurt from the fall, but that was far from the truth.

Various memories and images surged throughout Ben's mindscape and they were rushing like a storm, pictures upon pictures of Gwen, Holiday, Elena, Julie, etc. Over and over again they played out memories of each 'passionate' moment as well as the emotions he felt through when he was with them. 'Gwen...Gwen! Everyone...Holiday..Julie.. all the girls..! I remember now!' Ben thought when he opened his eyes wide and rose up in triumph.

"I remember! Ha, man it feels good to be myself again." Ben called out pumping his hands up in the air, while this was a relieving moment for the Omnitrix hero, the nanite hero next to him looked at him like he was crazy.

"Okay...weirdo..." Rex muttered and then Ben turned to look at him with a twitching left eye.

"Who're you calling weirdo?" Ben pointed at Rex until he noticed where he was at, he wasn't in 'Kansas' anymore. "Uhh where are we?"

"Abyssus, an Evo chick with a creepy obsession with me brought us here, though I have no idea why she hasn't shown up yet. Either way we need to jet." Rex explained to Ben.

"Yeah quick question, what the heck is an Evo? New alien species or something?" Ben wondered as he tried to piece together the pieces of his arrival here. He recalled fighting Kevin Eleven thousand throughout a worm hole tunnel before feeling the backlash of his favored Omnitrix's self-destruct. Looking at his new found Ultimatrix Ben sighed before turning back to his wayward ally.

"What's an Evo? You're kidding right? Didn't you turn into one when I first fought you? Uh never mind, I don't have time to explain the whole 'Nanite event' and 'psycho Evo army' to you right now, we really have to go." Rex said before materializing his Wing build on his back. "Hop on."

Ben had a look of amazement on written on his face when he saw. "Cool! And you didn't even have to transform or anything to do that."

Rex brushed his right knuckle on his chest looking smug. "Yeah, I know I'm amazing."

"But I don't need a lift, watch this." Ben brandished his Ultimatrix and adjusted the dial thus displaying the hologram of Jetray. The dial popped up and as always Ben slammed his palm down on it thus sparking the enveloping green energy around his body. In a matter of milliseconds Ben turned transformed into a humanoid manta ray shaped alien with wide arm wings.

Rex's mouth was agape in small shock, sure he had seen Evos capable of transforming at will, but

they've never were able to choose varieties of different forms. Then again Rex himself was an Evo that made various builds under his control, it may be a coincidence or he could have finally found someone he could now relate to.

"Wicked, I don't suppose you can turn into a T-rex or something can you? Because that would b-" Rex was interrupted when a familiar crimson portal opened up near the both of them putting the two on alert.

Out stepped two pale girls that appeared similar yet very different, the one to the right stood with a dark red outfit and grey stockings with sleeves. Her hair was raven black hair with red streaks in it and looked rather goth like to a certain extent, while her partner appeared to be something out of a horror movie. She stood rather hunched yet maintain her feminine grace, wearing a tattered school girl uniform and possessing two sets of arms that would make 'Fourarms' jealous, her black slightly messy hair covered the top of her face thus blocking Ben from seeing her olive green eyes.

"Uh are all the girls in this weird place this hot?" Ben joked in his Jetray form and flinched slightly when the four armed girl cast her face in his direction. "Who are they? Actually I forgot to ask, who are you for that matter anyway?"

"Heh, I forgot about that. Name's Rex, nice to meet ya." Rex gestured briefly before pointing at the two girls. "And those two are Circe and Breach, FYI they're not friendly."

"I'm Ben by the way. So what do we do?" Jetray said readying his wings for flight.

"You two aren't going anywhere, even if you try to fly your way out Breach will simply send you right back in with her portals." The one named Circe said crossing her arms, clearly she wasn't any more pleased with this than they are but she was doing it anyway.

"What's Van Kleiss's deal this time, Circe? This creepy obsession he has with my powers is getting old." Rex said calmly yet readied his hands for more builds to fight with.

"Believe it or not it has something to do with your new friend there. Van Kleiss told us to get you both the moment 'he' arrived." Circe explained and Jetray blinked in surprise.

"Me? I don't even know what I did. Story of my life, I do nothing yet I make a new arch enemy every time." Jetray said before muttering.

"This isn't a request." Circe said before taking a fighting pose and Breach raised her arms to create portals all around the two boys.

"This'll be fun." Jetray said before igniting his horns with green energy, but a separate mystical being had something else to say in the matter.

"Hmm, I may find more subjects here in this strange alternate world, but I'd rather bring him back to where his beloved Gwen and Charmcaster reside. If that means subduing these two the 'usual' way then so be it." The echoing voice of 'Amalia' sounded inside Tennyson's mind when the surge of violet energy emitted from out of nowhere thus ensnaring Circe and Breach in its grasp.

"Wha-? Aah!" Circe felt the charm's magic flood her body like a shockwave, she nearly collapsed until she looked up at Rex who was also unknowingly ensnared in its magic. The two lowered their fighting poses and stared into each other's eyes for the longest time before closing the distance. Rex calmly yet slowly walked over to her and helped Circe up to stand with him, before either of

them knew it they were a breath's away from lip contact. Circe eyed his tan slightly masculine features and with a pink glow of energy lit in her eyes she pushed her face forward to his.

Rex blinked a surprise a few times before shutting his eyes and wrapping his arms around the loner girl, her soft crimson lips firmly yet softly suckling on his, unfortunately for Ben the same feeling was beginning to take hold of his own system, but it wasn't love. It was simply unwanted lust being forcefully cast on him just like before and for him the object to be sexually ravaged was the pale girl in the school girl uniform standing across from him with two sets of arms.

Breach, formally known as Briana Tisdale, stood firmly up and brushed her hair out of her face so Ben could fully view her green eyes and still lovely face. She appeared naturally weary, but overall she was still very much attractive, she was showing it now since the pink glow in her eyes now compelled the Evo girl to place her normal sized arms at her shirt opening. Little by little she unbuttoned her white shirt in front of him until her breasts were fully shown in their braless B-Cup glory, Ben couldn't restrain his erection growing in his boxers.

'Grggg..! I can't control it..! What keeps causing this?' Ben thought struggling to control his own body until he noticed a vague shadowy image of what appeared to be the false Amalia behind the girl known as Breach. Ben focused his eyes and it was as if he were looking at a ghost, the transparent figure of the beautiful stranger stood and acted as Breach's shadow as she was now walking swaying toward Ben. 'I..!' Ben's train of thought was cut off when the aphrodisiac effect of the charm magic compelled him to stand up and walk toward the four armed Evo girl.

'Drat..I...I..' Ben struggled still till the effect doubled inside his system and suddenly the alien hero was seeing a transparent aura of Gwen where Breach stood, the sudden urge to ravish this girl overrode everything else and Ben placed his hands on either side of her creamy pale face.

"Hmm!" Breach inwardly moaned in physical excitement when Ben instantly pulled her into a deep French kiss to which he slid his wild tongue into. Breach then moved her larger arms around his back to trap him into her embrace, not that he could leave anyway. Her smaller arms on the sides of her slender abdomen reached down to his pants to impatiently unbuckle them, meanwhile Circe had removed her top and sat straddled on top of Rex.

The tan lad pulled himself up enough to hold on to her torso while his mouth nipped and sucked at her right breasts thus eliciting a strong moan from Circe, his left hand strongly groped and fondled her other breast as he continued licking around the areola of her tit. Circe's hair tussled back when her body subconsciously undulated a little here and there according to Rex's actions.

Breach however didn't care for foreplay and instead cut out the middle man by shimmying herself out her red skirt and pulling Ben's erection free of his jeans, apparently she didn't wear underwear either since after the skirt was gone her moistening snatch stood in plain sight. Ben's mouth began to water and without waiting for her consent he firmly grabbed the sides of her hips and shoved his face between her inner thighs.

"Huuh!..mmmm shiny new toy to play with. I...I...ooohh.." Breach spoke before trailing off when Ben's tongue circled around her clit before sucking on it. He licked around and probed two right fingers into her opening, Breach bit her bottom lip and placed arched her back a bit before setting her larger arms firmly on the ground for support. Her smaller lower arms placed themselves at his head so they can steadily shove his face further in, the result was satisfactory given that Ben was now diving his tongue deeper past her folds into her untouched treasure.

Circe however liked foreplay even though she hadn't yet participated in such a sexual experience,

she lowered herself down on Rex's body after pulling down his pants enough to free his erection. Out his member stood readily awaiting her touch, Circe then put her hands softly around the shaft of the warm flesh before steadily stroking it up and down. Rex didn't know how this came to be, but his mind was too clouded by the mist of lust and the feelings he had for the girl before him. Circe slowly opened her mouth and licked her tongue around the lips sexily before placing them at his shaft, she trailed upward with soft wet kisses before sliding her tongue along it. Rex wanted to moan loud but held it in, his heart's desire was servicing him and he didn't yet know why, but he was however curious as to sight to his left. He noticed Breach, Breach of all people, grinding her petite pale hips against Ben's face.

'Huh, I wonder how that happened?' Rex thought drunkenly since the charm's mysticism nulled his sense of self and reason, but he was distracted from the sight when he felt slimy fleshy cave of Circe's mouth engulfing his manhood to the brim. "Oh wow! Circe you're amazing! ...ho...!" Rex cried out as the raven haired beauty continued slamming her throat down on his meat hard and fast enough for him to hear the slurping noises.

Breach clenched her inner thighs tightly before gushing out snatch juices all over Ben's face, her orgasm came quicker than she thought and she wanted more, much more. Before she could relax for even a moment, Ben grabbed her body and smashed his lips against hers, this time it was different since they both was slathering tongues over each other's. They continued making out for several seconds before Ben slowly retraced his mouth form hers and flipped her over carefully so that her rear and moist pussy were up in the air for him. Her face was on the surface of the ground and she remained in that position while wriggling her butt at him. Ben had an almost feral look on his face like a lion cornering its prey, he placed his right hand on a side of her buttocks and use his other to hold his length and guide it to her pussy hole. With a shove he inserted his length into the pale girl thus eliciting a great cry of pain and pleasure, he didn't notice that he broke her hymen, but he couldn't stop his hips from slamming into her. Ben continued feverishly slipping his rod into Breach's womanly depths, again and again he would retract and slam back in with more force, she enjoyed every minute of it. The feeling of pleasure was intense for both of them given that she was very tight to plunge his tool into, it felt intense to him and almost too much. The juiciness combined with the tightness would drive him home soon enough, but another thing was causing his arousal to increase; over to the other side where he saw Circe laying on her back with legs sprawled and a ready look.

Hypnotically Rex pulled off his shirt and crawled over to her, he captured her lips another loving lip lock and then raised himself up so he can carefully position his member to waiting womanhood. Feeling impatient Circe grabbed his hips with her hands and gently pulled him 'into' her, her head titled back as the feeling of penetration and loss of her hymen overwhelmed her system. Rex had officially taken her virginity, Circe's eyes welled with small tears yet motioned for him to continue. He did with much gusto, his hips took a steady rhythm of bouncing upward and pounding right back down into her, the tight fit of her pussy kept sucking Rex's member in and putting him through more effort to withdraw before plummeting his cock back into her cunt. Her milky white legs wrapped firmly around his lower back while he continued his frenzied pounding, the two held onto each other like their lives depended on it and anyone could see they loved each other.

Ben had raised Breach's upper body enough so that he could cup both her breasts while slamming his rod into her from behind, the Evo girl never felt more human in her entire life, she used her large set of arms to steady herself against the ground while the smaller set gripped Ben's hips from behind. Her buttocks cushioned Ben's thrusting hips in crazed lust, Breach herself gripped the ground dirt tightly as the repeat sensation of being penetrated excited her more and more. Ben's thrust started becoming faster and rougher, usually that meant he was close to losing it completely inside her. Breach may have been inexperienced but she sure knew that an intense climax was



coming her way, she gripped the ground with both sets of hands hard enough to rip out clunks of dirt.

"Haa haa haaah!" Breach undulated her entire body and tilted her head back with her mouth agape as an orgasm began erupting inside of her. Her pussy muscles convulsed wildly and tightly on Ben's appendage thus causing him to slam into her one last time before moaning out loud himself.

Ben grunted loudly now that his dick felt squeezed by Breach's pussy muscles, as always a gushing wave of sperm left his testicles to flood into Breach's womb.

"Ungh! Ooaa... wow that was..in..tense?" Ben sighed as he finished cumming inside her to look down at her dazed yet satisfied face. Without the hair in her eyes she was indeed a looker, she laid on the ground sexually exhausted and panting from her climax, Ben mentally facepalmed when he realized the mystic charm magic was still obviously controlling his actions now. In this strange new universe it still worked on him and any unsuspecting female that gets physically close to him, his mind wondered until he turned his attention to the sight on his right. He saw Rex and Circe still going at it yet apparently nearing their end; Rex had taken a seated position with the girl sitting in his lap still bouncing down on his length. Honestly Ben himself was slowly getting re-aroused just by watching them, but shook his head and tried to keep his mind pure.

Circe had bitten into the left side of Rex's neck when her leg lock around his torso tightened and Rex's upward bouncing gradually came to a halt, the latino Evo gripped his lover hard as he began emptying himself entirely inside her. Never had he felt such a heavenly feeling and after their orgasms subsided they slowly laid down together in each other's arms.

It warmed Ben's heart to see the two love birds, it reminded him so much of himself and Gwen, with the exception of more than a handful of other women.

Ben was about to get up and redress himself and mentally prepared the entire explanation behind the all too sudden sex drug effect, as he liked to call it now, but apparently it wasn't over yet.

'Huh? I swear I could feel..something leaning against my back.' Ben muttered to himself when he turned his head a bit to see the faint human shaped aura of the ghostly 'Amalia' pressing herself against him, dreading the returning feeling of the charm magic flooding back into his system he noticed she wasn't participating in anyway. 'Need to...! Break free...of this!' Ben willfully struggled but to no avail, being already naked as well as seeing two other beautiful girls didn't help his willpower either, but False Amalia had other plans.

Almost hypnotically Circe removed herself from Rex and walked sexily over to Ben who was still sitting down.

'Isn't that Rex's girl? Now that I think about it, it really does feel like the charm has a mind of its own, but this is pushing it! I'm not going to be forced to steal away someone's girlfriend! I already regret my actions with Camille and Aunt Lily, I am ...not..!' Ben's thoughts melted away when he felt the soft pale hands of Circe make contact with his chest as to gently push him down to the ground once more.

'oh I'm not leaving him out, my love. He's simply being openminded for the moment...' the spiritual voice whispered in Ben's ear.

'It talks now, too?' Ben thought wondering what she meant but understood when he saw Rex in an equally hypnotic fashion walk over to them. 'I really hope this isn't what I think it means.'

Rex grabbed his slowly re-hardening member and guided it to the area between Circe's butt cheeks, Ben noticed this and sighed in great relief right before feeling the slimy moist passage of the said girls' snatch slowly engulfing Ben's member.

"Aaagh!" Ben tilted his head back when he felt himself being fully inserted into the goth girl, he couldn't lie and say it didn't feel great, but the fact that he was still 'awake' was more than suspicious. Maybe this False Amalia that had been haunting him recently wanted him to enjoy this without being zombified. 'Gotta admit though, never thought I would be in this kind of threesome, it's kind a creeping me out, but wow is this girl a soldier. She's taking it in the back door like a pro.' Ben thought impressed inspite of all this.

Circe grit her teeth as Rex's meat slowly dove into her puckerhole to fully immerse itself in her ass. When he was completely inside she let out a pleased moan and started humping her hips against Ben's cock as well as feeling her ass being penetrated by Rex's. it was a two on one sandwich with Circe being the tasty filling, Rex pounded into her anally and she held tightly onto Ben's shoulders in response while Ben's length repeatedly plowed into her pussy.

'This is too much.' Ben thought feeling Circe's wet tightness increase his arousal, he went with the flow and gripped her hips as to hump his hips into her own in an upward beat while Rex plowed into her from above. Circe was having the time of her life, whether sexually induced magic was the factor or not she was loving being filled by two guys.

"Yes yes! Yesss!" She moaned feeling the two individual cocks piston in and out of both her holes in a pattern. Rex's length became slick as it continued plunging into her, he began grinding his hips against her butt harder and harder while Circe continued pouncing her own onto Ben's. Again and again she felt the appendage fill her snatch to the brim right before being filled from her back door, this continued on for some time and during that time Breach slowly blinked her eyes open awake and eyed the scene in front of her.

Though still intoxicated by the charm's drug like effects she decided to take some action while they double stuffed her team mate. Feeling creative she used her two lower arms to start rubbing her cunt in circles while her bigger ones occupied themselves with her own breasts. Her unnaturally large hands groped and squeezed her tits while she masturbated herself with her other ones, she didn't know why she didn't think of this before but was glad she discovered it now.

Meanwhile Circe and the guys decided to do this standing up so they rose to their feet and kept the double impaled girl inbetween, Circe was still getting pounded in both holes by Rex and Ben, but she wanted her mouth to be occupied as well. The charm's magic inadvertendly brought her dormant perversions entirely out now, her moaning was steadily becoming louder and louder and Ben worried that some wild animals or other monsters might pick up on that.

Throwing all other thoughts to the wind Ben placed his lips ontop of hers to keep her from screaming out their location, Circe gratefully accepted and dove her tongue into Bens erotically. Her tongue wormed and slithered around like no tomorrow and Ben felt even more turned on despite the situation. The threeway went on for several more minutes, Ben and Rex kept pounding into her juicy tight holes while her mouth remained tonguing out Ben's, in several more seconds both the boys felt the climaxes approach as well as Circe. Like a tidal wave it happened and orgasm occurred in all three of them, Cirice broke from Ben's mouth and hollered out loud while Ben and Rex plunged their meat into her two holes one final time before cumming. Circe's legs clamped tightly around Ben's butt as her snatch undulate and squeezed on his length many times while receiving another deposition of youthful sperm into womb. Rex also came but inside her anal

passage, he let out a great surge of semen down into Circe's anus and didn't stop until a few seconds later.

After finishing up, Rex and Circe both collapsed onto the ground while Breach had just as quickly passed out due to her own self-induced climax, Ben was the only still conscious and felt the intoxication of the Charm leave his body.

'Well if this isn't a great big mess...' He thought surveying the imagery of three naked individuals collapsed from sexual exhaustion because of him. He didn't have time to explain, or maybe he did but this certainly wasn't the best time and place for that, he needed to get out of 'Abyssus' as it was called and figure out a way home. Suddenly his eyes widened and he grinned.

"Light bulb." He said to himself before standing up and reclothing himself before adjusting his Ultimatrix to display a very welcome image of his classic aliens. "Hero time!" Ben slammed his palm down thus resulting in a green surge of energy which instantly transformed him into a very lithe and skinny alien wearing black leather bodysuit and hind legs. One that very much defined the word 'Alien' in the very basic way; XLR8. "I gotta redress all of them before they wake up freaking out, especially the girls since they decided we're their enemies. I better do this quickly." XLR8 said before dashing in a blur and encircling the three of them as well as their clothes and in a brief moment he slowed down and surveyed his handiwork. Their clothes were a bit disheveled, but they were on and everyone wore their own without waking up whatsoever.

"They're not awake, that was lucky, all that's left is that they don't remember what just happened." XLR8 said dusting his hands when he noticed Breach wasn't where he left her.

"I remember." A girl's voice spoke from his far left side and XLR8 turned to see Breach standing there looking at him with a clear face and an unsure expression.

'oh crap.' Ben mentally thought before changing back into himself. "So....now what?"

At first she didn't say anything and instead looked to her side at nothing before turning her view to Rex and Circe laying in each other's arms. A slight frown crossed her face and without warning she raised one of her arms to open up a portal nearby.

'Man that still surprises me, pretty cool though, but what's her angle?' Ben thought when he looked at the portal and noticed on the other side of it was a white high tech looking building based somewhere on a cliff.

"Take them. Go." She said looking directly at him. "Not safe here either of them, you as well."

Ben looked at the two then to her before nodding and adjusting his dial to display another classic alien of his. With a green flash of energy Ben's human form was replaced by a big red alien with four arms. (IE this is Ben10K's FourArms version, I didn't like the Ultimate alien costume of FourArms.)

Ben as Fourarms walked over and picked the two of them and slumped them over their shoulders, they weren't badly knocked out but he still needed to carry them out. "What about you? Why don't you come with us? You don't seem like our enemy, hehe I should know."

Breach had an uncertain look face then slowly shook her head. "No, not yet. I will sometime, but not now. They need to be out of here before Van Kleiss suspects anything. Go." She said in an unusually sincere voice with a tone finality.

Fourarms reluctantly nodded and proceeded to the portal and then heard her voice once more.

"Ben."

Fourarms turned his head to see the strange girl using one of her normal sized arms to blow a kiss his way, Ben smiled and fully entered the portal before it was closed by her.

Where he was at...

The portal opened and out walked Fourarms carrying the still unconscious Circe and Rex on his shoulders. "Where am I anyway?"

"Halt right there!"

Fourarms became alert and noticed his surroundings to be the inside of the white high tech building he saw, around him stood a dozen or so soldiers dressed in the same black and white garb he had seen earlier, but this time they were all pointing their weapons at him.

'Uh oh, I don't think these guys know it's me from before, they probably think this form means I'm an invading monster or something. My luck these days.' Ben thought before dropping the two onto the floor and raising all four of his hands up.

"Uh, take me to your leader?" Fourarms said half chuckling at his own misfortune and the relative 'peacefulness' of this 'sanctuary' Breach sent him to.

End of chapter

To be continued..

Next chapter: Brothers in arms (part two)

## Brothers in Arms part Two (Breach)

Ben's girls

Chapter Twenty three: Brothers in arms (Part two)

By Azure

"So Doc, what's shaking?" Rex said awkwardly as he sat while a raven haired and very attractive woman analyzed the boy with a flashlight.

She was a tall woman in her mid-late twenties, she wore a white lab coat and tight black hoop skirt, her eyes were an emerald green and she carefully observed her patient the same way any doctor would. Her name was doctor Holiday.

"You must be shaken alright, usually you burst out with a joke or shameless flirtation, but pleasantries is one thing you don't do." The older woman said as she removed the flashlight from the latino teen's line of sight and walked over to her terminal.

"You and that boy are very 'unique', you know. I just wish White hadn't had his troops shove him into one of our holding cells. The sooner we get him out of there the better." She said keying in a few commands and brought up a holographic display of the green jacket wearing superhero in his human form walking impatiently back and forth inside one of Providence's holding cells.

Rex looked on with a bit of sympathy, he knew him to be a friend, not an enemy, but after that bizarre experience he shared with Circe just a short while ago he wasn't sure. She had been brought in and almost tossed into a holding cell like Ben, but due to Rex's constant protests White let her stay inside one of the guest rooms under heavy surveillance. At least until they sort everything out and that began with the good doctor studying Rex first before moving on to their 'new' guest.

"This stinks, they shouldn't have to be in there, Doc." Rex protested for Circe's and Ben's captivity. He remembered clearly that he shared a steamy and romantic love making with Circe right after meeting Ben. 'I...I remember it all...sort of..' Rex thought as he recalled having sex with the pale evo girl twice, but the second time was a bit 'different'. He didn't remember it all since he fell under some kind of aphrodisiac during that time with Circe, he chalked it up to one of the nanite infested plants in that forest of Abyssus, but that was a long shot. 'Breach was also there, but what did the new guy do when me and Circe were..well... doing the do?' Rex thought right before he felt a prick in his arm thus bringing his attention back to the real world Holiday just stuck a needle in him.

"Hey now, easy on the merchandise." He retorted.

"Oh don't be a baby, I'm just taking a blood sample to make sure you weren't infected with any strange plants or other things of Abyssus. You described to me yourself that you felt very lightheaded during your encounter with that boy and the Van Kleiss's hench girls." Holiday explained then withdrew the needle.

"Yeah, I'm totally positive Circe or Breach slipped me a roofie, now can I go see her? It's not right

to keep her under watch like this."

"Six will accompany you, as far as we all know she may still work for Van Kleiss, Rex. Don't let your emotions get the better of you, at least not when it comes to her." She said sympathetically as Rex got up and put his jacket back on.

"She deserves better, Doc. I'm on my way to see her." Rex said with an uncharacteristically stern tone. With that he exited the lab through sliding doors and left with Holiday looking on with sympathy.

"I hope you know what you're doing, Rex." She said to no one in particular then turned back to her work.

Where Ben was at...

"First thing that happens to me when coming to this place; I get tossed into a holding cell. Maybe it was my fault for being Fourarms when I did, they probably thought I was one of those 'evos' they keep mentioning. Whatever those are, they're bad news in this world." Ben said to himself as he paced to the front of the glass shielded cell and back. He could've easily used his Ultimatrix to get out, but that wouldn't prove his innocence to these people. 'This place looks a lot like the 'Providence' sector of the Plumbers back home, only this place is huge in comparison.' He thought when an image of his universe's Holiday popped up in his head followed up by a daydream of her in a see through white teddy.

'Snap out of it!' Ben thought shaking his head of lecherous thoughts. Another worry plagued his mind; he was newly aware that the charm effect was linked to whatever the mysterious entity is that's fluctuating the charm's magic around him. With or without his acknowledgement the charm effect randomly activates on its own now, including meeting someone with abilities similar to Ben's.

"This is just getting out of control now..." He said to himself wishing ever more to return to his home where he could find answers and hopefully solutions to his situation. CC and Gwen were foremost in his mind at the moment before he then thought of the other girls he's missing out on time with. Sighing he leaned back to the wall with his arms crossed in wait until he heard faint footsteps sounding nearby.

Ben's attention was caught when the sound of the footsteps stopped and he looked to see the source standing right in front of his cell's protective screen. A tall and slightly lean man stood almost like a statue in front of Ben's cell, he wore sunglass shades and a dark green business suit. His hair was very short and had the face of a battle hardened warrior yet he showed no emotion what so ever.

"Uh...howdy." Ben said waving off his onlooker.

"What do you know about Nanites?" The man asked in a direct and even voice.

"I... don't know what they are if that's what you're asking." Ben answered.

"Hmm, I figured as much." The man said under his breath. Ben arched an eyebrow in curiosity as to the man's objective. "I ask because you don't have a trace on nor inside your body, even more so that you seem to be able to repel them. Why is that?"

Ben shrugged. "If I knew I'd tell ya. Honest."

The man looked too stoic for Ben to gauge any emotion or reaction from him, but surprise dawned on Ben's face when he pressed a panel button on the side of the door which unlocked Ben's cell for him.

"Not that I'm complaining, but why are you letting me go? Aren't I supposed to be a bad guy or something?" Ben asked perplexed by his actions.

"You came directly into Providence HQ with our special agent and an acquaintance of his on your shoulders, not sure how you can transform at will without using nanites though, but it was obvious from the start you didn't come here to attack." The man stated and Ben came closer to the entrance of his cell.

"Finally someone gets it, but if it was obvious then why'd I get tossed in there in the first place?" Ben asked pouting.

"Needless formality in case you were a hostile, besides our commander ordered it. If I may ask, what are you here for?" He asked with a bit more edge in his voice during the last part.

"I just want to go back home." Ben answered honestly and the man nodded.

"I see, well then, we'll do what we can to help you, but you are a discovery of utmost significance. Our chief scientist is going to want to take a look at you." The man said turning to walk out the way he came, but not before Ben asked one more thing.

"By the way what's your name? Do I call you agent Smith or something? My name's Ben in case you were wondering."

The man turned his head sideways and simply adjusted his tie. "Just call me 'Six'."

Where Rex was at...

"Take a load off, boys. I'll keep an eye on her." Rex said waving the guards off, there were half a dozen of them and they each reluctantly shuffled out of sight as he stood in front of the door leading to a guest room. Opening it he viewed Circe laying on the cushy black couch apparently resting her eyes, to Rex she looked like a sleeping angel.

"Maybe I should come back..." Rex whispered to himself until he heard her speak.

"Or maybe you can sit lay down with me." Circe suggested softly with half open eyes directed at him.

"I'm not going to complain." Rex answered with a grin and approached the couch to lay down beside Circe's resting form.

"Soo.. how do you like it here so far?" Rex asked trying to break the ice, but Circe simply curled up next to him in comfort.

"Hard to say since I've only been here for a couple of hours napping while armed guards were standing outside my door." She added tilting her head up a bit.

"Yeah, sorry about that, White is a bit of a control freak around here, so most of us tend to ignore

his commands from time to time." Rex said nonchalantly yet he was a bit concerned that White's reception of the girl may lead to her leaving.

Things were quiet between them for a while until Circe spoke up in an innocently soft tone, she rose herself up a bit to look Rex in the face. "Rex about what happened the other night...I.." She was cut off when the blaring noise of the building's alert sirens sounded.

(Warning! Warning! Massive Evo detected on collision course with Base! I repeat: Massive Evo detected on collision course with Base!)

Immediately both teens were on alert and jolted up from the couch.

"Van Kleiss. It has to be!" Circe said in slight panic. Rex turned and placed his hands on her shoulders reassuringly to calm her down.

"He won't get his hands on you, I promise." He said fully determined and Circe nodded right before quickly grabbing his head and pulling his face on top of hers for a full blown kiss. Rex was only momentarily surprised at this and gently received Circe into the embrace.

Several seconds later they parted their lips and looked into each other's eyes. "We're going to have a lot to talk about, but right now it's-" Circe said before Rex cut her off.

"-Butt kicking time." Rex said full of spirit as he led the girl out by the right hand through the door into the battle that was awaiting them.

Where Ben was at...

"Man that's noisy, what's going on?" Ben said stifling his ears with his hands.

The man named 'Six' simply held out his arms letting two fold up katanas slide out ready for use. "Trouble, follow me. If you want to prove you're not a threat then help us stop this one." Six said back to Ben before quickly making his way down the hallway to the source of the intrusion.

"Might as well." Ben said agreeing before running off after him.

The building shook violently as the said 'massive Evo' slammed into one of the base's walls, it was in the shape of a whale yet it looked mutated enough to be classified as an Evo, the beast's mouth had breached the interior structure of the base which let it open wide to deploy numbers of smaller other Evos.

"Master, what is the plan of attack here?" One evo said that was walking beside a long haired man in a brown trench coat. It appeared almost cybernetic if not for the unusually long forearms brandishing very sharp claws, it's head was small and appeared like a wolf's head except robotic.

"A rather blunt one, I'm afraid. This kind of strategy usually goes against my style, but since Breach's sudden disappearance and Circe's defection I feel we must do this head on, Biowulf. We are to capture this anomaly that Providence is so very interested in, evidently whatever happened during it's encounter with Breach and Circe is of great importance. I must find and study whatever it is." The man said walking calmly.

"What about Rex? Do we capture him too?" Biowulf asked in its cybernetic feral voice.



"We both know that's impossible in this situation, i however have a plan that requires him being alive, but that'll be saved for later. As for now simply keep him busy while I seek Providence's discovery." The man said flexing his cybernetic left arm.

Ben was running down the hallway after Agent Six and right now he began scrolling through different aliens to determine which would be best for the situation. "Gotcha. Here goes Hero time!" Ben shouted raising his hand up before slamming it back down on the dial and triggering the green flash.

Six looked back briefly to where Ben stood right before the flash died down to reveal-

"Spider-monkey? I wanted Bigchill!" Ben said in his Spider-monkey form. "Stupid watch, I thought we were past this part, it isn't even funny anymore." He sighed and simply went along with it to join in the battle.

Spider-monkey shot out a webline to one of the Evo monsters before yanking it like a fishing rod to deliver a hard punch to the Evo's chest and with his super strength he sent the monster flying into a wall.

"Not bad." Six commented before dodging he swipes of a pair of other Evos with razor sharp claws that had only eye each on their shoulders along with drooling mouths.

Using his skillful fighting expertise he easily delivered a counter attack using his dual blades to slice off their long claws and slamming the hilts into their 'faces' before performing a leg sweep which knocked them out.

Spider-monkey Ben whispered in amazement. "Holy crap you're good, you're like Neo mixed with Jet li." He said impressed.

Suddenly a barrage of diamond like projectiles shot out of nowhere and nearly hit Six and Ben, but they were both agile enough to evade the deadly assault. The shards landed into the wall thus piercing the thick metal with ease.

"Skalamander." Six stated with cool calmness when the said Evo, which appeared as a tubby lizard humanoid with a very large jagged rock arm, approached them. It's head seemed at an angle to how it was positioned on its torso, but that didn't make it look less threatening.

"You Providence blowhards are going to get yours soon, but right now this is just for fun." The tubby lizard spoke in a gargled voice right before swinging it's rock arm again to launch another barrage of diamond projectiles.

This time Six rushed forward almost completely on course with meeting the sharp shards of stone, but in a quick blur of shiny metal his swords swung with inhuman speed and deflected each shard out of the way. He leaped into the air before the monster named 'Skalamander' and expertly planted his left foot against the lizard's face twice before ending it with a swing kick from his right foot. The Evo stumbled back and attempted to swing again at the warrior, but was meant with the sight of Spider-monkey web swinging towards him.

With a rough impact the alien monkey with fourarms cannonballed straight into the lizard's lopsided face thus knocking him out cold.

Spider-monkey rolled on the floor and uncurled himself before Six. "Was that better than 'not

bad'?"

"No, not really. It just ranks a bit above actually." Six answered thus deflating Spider-monkey's ego a bit.

Little known to each of them Spider-monkey was being watched by the eyes Van Kleiss.

Rex and Circe were down a level below dealing with another handful of Evo enemies until the Evo named Biowulf appeared before them with his claws out ready to slice.

"So this is where you've been. Van Kleiss isn't pleased with your betrayal, Circe." It said in its usually dark tone.

The goth girl stood ready to fight and with a face of fierce determination. "I'm not going back to him or the pack."

"You heard her; she's staying. Van Kleiss isn't going anywhere near her, not while I'm here." Rex said taking a stance beside her and materialized his hands into the usual giant metal fists.

Biowulf raised his right claw up threateningly and both teens could swear they saw a glimmer shine on one of them. "Oh she will, but it'll be in pieces." Biowulf stated acidly before charging headfirst towards them.

Both were ready to fight but something unexpected came their way instead. A jet of sticky gray material shot out of nowhere and landed directly on Biowulf's 'eyes' thus blinding him temporarily.

"Aaarghgh! I can't see!" The vicious Evo halted its charge and attempted to claw and rip the strange yet tough material off his eyes. He didn't get much time since a sudden webline shot out and stuck to his chest right before he was swung by it into a wall.

"Now that's I call a 'web swinging butt kicking'." Spider-monkey Ben said landing down from the ceiling.

Rex blinked in stupor several times before it registered to him that it was Ben in yet another form. "Ben? Is that you?"

Spider-monkey turned around with a gleeful smile of his mammalian features. "In the flesh, this form is what I call 'Spider-monkey', which I admit isn't a very creative name now that I think about it."

Even Circe was taken back, truthfully when she and Breach had been sent to retrieve this 'anomaly' they never expected it to be a shape shifting teenage boy.

"That's another one of your forms, how many do you have?" Circe asked in curiosity.

"As many as I can have, but it's a bit of a hassle to control them." Spider-monkey answered back.

Six walked into the area where they were and noticed something amiss. "Why is there only Skalamander and Biowulf here? What happened to Van Kleiss and the others?"

Rex looked a bit perplexed and simply smirked arrogantly. "We take care of his flunkies and I bet Bobo along with the troops are dealing with the small fry downstairs. As for Van Kleiss, I bet he's

long gone since his whole invasion of Providence just backfired."

"You'd think so, but no." A sudden voice spoke out catching them off guard until an outstretched mechanical arm lashed out unexpectedly and grabbed Circe to drag her away from them.

"Circe!" Rex ran after her only to find Van Kleiss there retracting his arm and holding the girl by the neck.

Six readied his katana again and Rex manifested his giant metal fists, spider-monkey glared at the man and prepared himself to fight, but Van Kleiss simply stood there unfazed. Holding her by the neck she couldn't use her sonic powers on him to get away, but also to enrage Rex all the more.

"Let her go!" Rex roared readying his fists for pummeling.

"Now why I want to do that, Rex?" Van Kleiss asked smirking.

"Let her go now or I'll-!"

"You'll what? Go blind with rage and charge at me like a mad beast, I think not, if you get reckless her neck snaps or I could drain her of her nanites thus leaving her to turn to stone. You wouldn't want that on your conscious now, will you?"

Even Six was grating his teeth in frustration on how to handle this situation without hurting Circe, Rex however was having trouble restraining himself to going at Van Kleiss. Ben just now noticed the blinking red glare of his chest icon thus leading to him being transformed back into his human self.

VK looked on in amusement and it didn't escape his notice that Ben changed forms. "I'll let her go and run back into your arms providing you do one thing for me; let take the boy over there." VK pointed over to Ben with his normal arm and Rex narrowed his eyes struggling to find words to say. If he said no then Van Kleiss would kill Circe, but he wasn't about to sell out someone either.

"I'll go." Ben said getting up from the rubble. VK smirked but Six and Rex didn't look the least bit pleased.

"What? You can't just surrender yourself to Van Kleiss!" Six shouted readying to hurl his katana at VK's head.

"You swear you won't try any tricks now, will you? If you pull something then she dies, simple as that." VK said in a sinister yet serious way. Ben reluctantly nodded and slowly approached the mad man.

"Just let her go now." Ben said fiercely and surprisingly VK abided and tossed Circe over to Rex and Six, Rex hurried and caught her before she hit the ground. Now Ben stood before the psychopathic murderer readily waiting what was coming to him now that he surrendered himself, but it seemed fate had other plans.

"I wonder what keeps those pesky nanomachines out of your body, let's find out." Van Kleiss said expanding the needles of his mechanical fingertips, Six was about to hurl one of his blades while his back was turned, but out of the blue a swirling red vortex appeared just before Ben. Out came the four armed pale girl Ben made love to yesterday, she latched her larger arms onto the boy's shoulders to pull him inside thus disappearing from the scenery as well as Van Kleiss's grasp.

"Breach! What's is the meaning of this?" VK roared in annoyance at feeling betrayed.

She turned to look at him without hair in front of her eyes for a change, her olive green pupils stared fiercely back at her former master in defiance. "You're not taking him, no no never no..." with that she receded into the vortex to vanish with Ben entirely.

Six saw this as an opportunity and Rex thought the same as well, one readied bladed shuriken and the other materialized 'the slam cannon'.

"Now!" Six shouted as he hurled a handful of bladed shuriken at Van Kleiss during his moment of distraction. At the same time Rex used his cannon to gather a clump of 'ammo' from the ground beneath and fired a dense bullet ball of junk at the same target.

"!" Van Kleiss shielded himself with his mechanical arm in time for at least three shuriken to penetrate it but everything else was blocked by an instantaneous wall of green rock, courtesy of Skalamander who just shown up in the nick of time.

"Not so fast." Skalamander growled and Biowulf then stood in front of VK as well.

"Yes, we're still here and ready to fight." He said readying his claws while Van Kleiss dug out the shuriken from his arm.

Just then reinforcements of nearly two dozen providence soldiers arrived with guns readily aimed at VK's group.

"There'll be no more fighting today, we must quickly make haste. Our goal lies elsewhere now. Skalamander provide us cover!" Van Kleiss ordered and the reptilian henchman concentrated hard to make an even larger wall of teal rock as to mask their escape.

"Oh no you don't!" Rex charged head on and slammed his large metal fists into the rock wall, but he was only gradually shattering it. Even his fists weren't as effective against this reinforced rock wall, the troops along with everybody in the building felt it shake thus making it obvious that the giant whale Evo withdrew to slowly float away.

"Hurry and take to the skyjets! We can still pursue them!" Six commanded the troops behind them and nodding they were hustled out of the area to head to the docking bay. Six looked at Rex one last time and noticed he was cradling Circe's weakened form in his arms, nodding to himself he dashed off with the troopers.

"Circe..." Rex said checking her heartbeat and noticing her flushed face before she opened her eyes, she smiled sweetly at him before saying one more thing; "You're such a softie, Rex. Hehehe."

Rex smiled and though he was oblivious to any onlookers as well as the damaged scenery he craned his head downward to place himself on her lips once more.

Where Ben was at...

Appearing suddenly in the skies over Hong Kong, a regular sized crimson portal opened up and Ben was the one dropping out of it.

"Whhwoooooaaahhh!" Ben was falling head first into the street from a twenty foot fall but

thankfully another portal opened up just in front of him thus landing him safely on a rooftop nearby. "Oompffh!"

"Oooohhh, my pride..." Ben muttered before shakily standing back up, nursing his back a bit he took the time to observe his surroundings and noticed where he was. "Hong Kong? If I keep getting tossed from one place to another I'm never going to find a way back home." He looked to his right to see a bizarre looking water tower that was apparently customized into a living quarters, but that's not what got his attention.

Another portal opened up and out walked the mutant girl named Breach, her hair was brushed out of her eyes and her face held one of concern. She didn't say anything for a while now which caused Ben to be a little on edge, but just then she walked right up to him and placed her larger arms around his back.

'Could the charm effect be controlling her actions? It would explain a lot, but...' Ben thought when he just now noticed he was a breath's away from her face. "Why would did you save me? Not that I'm complaining or anything."

Her eyes fluttered oddly and she slowly responded in a way that made Ben think this girl hasn't had much social contact outside of her old gang. "Because I wanted to... Van Kleiss isn't always in control of everything I do, sometimes I do what I want and get what I want; you." With that she leaned in to place her lips eagerly on Ben's, he couldn't resist or maybe he didn't want to since he figured she was a good person more or less.

The pale schoolgirl's lips nibbled lightly on the boy's lips before slithering her tongue around on them before lightly probing it into his mouth, Ben felt his insides heat up and wondered if the charm was acting up again, but he saw no pink glow in her eyes.

"Hmmm, tasty." She said retracting her moist lips from his mouth and looked at him with a seductive gaze. Before Ben could get lost into the intoxicating effects of the charm's magic again he had to speak his mind.

"Look I'm flattered and all, but I can't be 'yours only', I have a girlfriend,... or more actually." Ben stammered at the last part since he wasn't used to saying it yet. Be it juvenile fantasy made real or not he had an obligation to all of them back home and Ben couldn't afford to waste time here.

Breach couldn't say anything but kept her hauntingly entranced gaze on him before speaking; "So? I wouldn't mind sharing a toy I like a lot, I'm a rather selfish person most of the time but this time you're one exception I would like to keep. So..." Breach trailed off when she pushed herself off him and used her smaller set of arms to reach up and unbutton her uniform shirt to reveal her braless bust to him.

Ben almost had a nosebleed when once again viewed her perky B-cup breasts in all their glory, she was serious and although he felt his 'love train' was perhaps already full to capacity he felt he owed her a lot already. She was a lovely girl whether or not you can ignore the strange pairs of arms, but overall it was obvious she fancied him without having the induction of the charm.

"...care to play with me today?" She finished and Ben almost hypnotically pressed forward and cupped one of her tits with his right hand, she bit her lip as it began but Ben surprised her by leaning down and capturing her other breast in his mouth. His lips sucked in her nipple and his tongue worked its way around the tip of that boob which led to her breathing hard.

Though they were doing this in broad daylight on a rooftop of Hong Kong where basically no one was around, one pair of eyes seemed to be catching all the action from within the 'water tower' home nearby. Lovely olive green eyes that belonged to another Evo girl watched the scene in fascination and was unable to tear herself away, her body was humanoid in nature yet possessed various bug like traits such as her semi-hind legs with feelers on them. Her skin was a light olive green and her hair was magenta and short, she was pretty whether or not she admitted it, but the young girl named 'Cricket' eyed the sexual display before her in awe.

Thankful that her two friends that lived with her were out on other errands, she felt herself getting excited and absentmindedly fell to her knees with her left hand sliding down beneath her skirt. She wore spats underneath it of course and her hand slid into them from above to feel her moistening vulva, her fingers began rubbing the sensitive flesh with gradually increasing speed as she felt herself getting wetter and wetter.

Meanwhile back with Ben and Breach, Ben had just now removed his mouth from the girls' left breast and impatiently removed his jacket before her. Her giant hands grabbed his back to push him down on top of her as she laid down, he was firmly on top of naked chest kissing her passionately, tongues wrestling for dominance and both truly in euphoria. Even though her skirt and underwear was still on she wrapped her legs around his buttocks while the continued making out on the rooftop.

This time Ben's tongue was inside her mouth worming around in leisure, her face was blushing since she has never intimate with anyone before him, she didn't want it to end either. Ben retracted his tongue from her own mouth with a small string of saliva trailing from it, he proceeded further down along her lithe body to grab the hem of her red skirt and hike it down. Her back arched a bit as he continued undressing her, first the skirt was kicked off her legs then Ben wasted no time in peeling her soft white panties off her hips as well.

Her thighs shyly clenched a bit thus preventing full sight of her juicy hairless snatch, Ben smirked then gently pried apart her thighs to once again view her teenage womanhood presented to him. Suddenly made a lustful smile and unexpectedly rose up above his sitting form, she turned around and placed herself at Ben's face and her own at his crotch area.

"Oh a sixty-nine position, why didn't you just say so?" Ben said feeling the warmth of her pussy just centimeters above his face while she was using her hands to massage the bulge in his pants. His lips stretched to flick and lick Breach's clit until he fully pressed his lips against her folds kissing and lapping at it, these actions caused her face to strain and fluster, truly he was experienced in this sort of thing.

He pressed his face further into the area between her inner thighs and continued licking and sucking at her cunt generously while she massaged his bulge faster and faster with her normal sized hands, the larger hands simply pressed against the ground to stabilize her position. She shrieked a bit when Ben fully drove his tongue deep into her pussy while his left hand spread her lips farther apart, his right hand kept occupied by grabbing and squeezing one of her buttocks.

Wasting no more time she nearly ripped open Ben's zipper when opening it, out sprung his erection ready for action and she didn't hesitate when she plopped her lips along the tip. She lightly sucked the tip with her lips before letting her tongue roll out and lather around it like licking ice cream, Ben moaned from within her thigh space. Soon she fully slide her head down into his rod and slowly yet strongly lick it up from within her mouth, Ben's shaft was fully inside and she was making an effort in her suctions to bring him off soon.

'Damn she's good!' He thought before grabbing her buttcheeks firmly with both hands and pulling her hips fully into his face so he can ravage her pussy with his tongue with even more strength and energy.

"Hoah!" She moaned with his meat in her mouth and started bobbing herself up and down on it frantically. The slick length plopped back and forth into her mouth sloppily and fiercely with each bounce of her head, Ben felt his hips tighten a bit signaling he was close but Breach kept on sucking strongly on him. Ben then let go her of snatch and craned his head back as his hips undulated wildly with Breach's mouth still covering his dick, he moaned loudly and received gushing squirts of pussy juice from her climaxing womanhood just above his face while his rod shot upward into her mouth with deposits of more creamy substance down her throat.

She loudly gulped and gulped it all down her throat, Ben could hear all of it which turned him on more, but nearby the Evo girl named Cricket wasn't brought off just yet. Her skirt and spat shorts were down around her knee sock covered ankles with her right hand rapidly diving two fingers into her hot snatch. After a couple of more minutes her legs twitched and her back arched as her cunt squeezed down on her fingers in repeat orgasm spasms. After succumbing to her urges, some of which she never had until now, she attempted to pull her lower clothing back on and forget what she saw, but a sudden violet glare of energy materialized before her. She didn't know what was going on or what to do, but the glare died down revealing an older yet very beautiful woman with medium length red hair in an emerald green transparent robe. (Picture young Verдона seen in the episode; Moonstruck)

"W-who are you? And what are you doing here?" Cricket asked warily and unaware she was still nude from the waist down. The woman smiled and held out a hand in introduction; "Oh my name isn't important, what's important is that I fulfill your wishes." She said with an odd sense of friendliness.

"S-sorry but I don't believe in strangers randomly helping someone else. My experience with Quarry taught me that." Cricket said before yanking up her skirt with spat shorts, she was prepared to fight if need be, but wasn't sure what was to happen next. Though her response was expected this mystery woman smiled regardless when a sudden elation welled up in the bug girl humanoid. 'What the..?'

Her lovely slightly slitted eyes emitted a soft pink aura and the urge from before was back tenfold. "What did you do to me? I feel weird...!" she said struggling to keep herself from losing inhibitions.

"Granting your wish, you enjoyed what you saw didn't you? Well I imagine you picture it to be you and that boy named Rex, I gather. Hmm?"

Cricket blinked in surprise. "How did you know that?"

"I have my ways, if you wish to be that intimate and loving with Rex, then it all starts with that boy down there who is now continuing his little love session with that other Evo girl." False Amalia said getting behind the bug humanoid girl in a coaching stance where she placed her hands on her shoulders. "Sometimes you must follow your heart, but right now I need yours to follow that boy's heart and pursue your desires. Or you could simply choose him over the one that didn't reciprocate your feelings before." She whispered to the teen trying to egg her on. Cricket however felt the influence of False Amalia's magic overwhelm her senses and suddenly she was visualizing herself at the boy down there in various sexual situations, feeling flushed she gave in and absentmindedly nodded back to the magical specter.

Down over where Breach and Ben were, they had now gotten into a position where the pale girl sat in his lap with her breasts smothering his face, his member had gotten hard once more after some more foreplay and without wait she slid herself down on his pole which caused her to shudder and gasp excitedly. Ben's length slid wetly into her juicy vaginal passage inch by inch and being coated by the moistness of Breach's womanly depths. She held onto him tightly with both sets of arms and with her bust pressed firmly against his chest as she began shifting her hips back and forth. Her knee high socks were still on and her legs curled around his lower back as they started slowly humping into each other like they first time they met.

Cricket was stealthily making her way off the water tower base and down towards to the two teens screwing like rabbits. Breach's head craned back in mixed pleasure and Ben took that chance to cover her mouth with his once again; they eagerly swapped saliva with tongues dancing in each other's mouths. The rate at which she was bouncing herself upward and downward was slowly increasing and both bodies were sweaty with the smell of sex. Ben held on to her with a strong grip on her butt while she repeatedly raised her hips to slam them down again, this pattern had been going on for several minutes until she started humping into him faster. Cricket slowly approached in an entranced state where she began discarding her clothes little by little, first her small vest landed on the floor followed by her teal shirt, she wore no bra and her breasts were only a bit larger than Breach's, but soon her skirt along with her spat shorts fell to the floor thus leaving her in nothing but her knee high socks. Her breasts were of course the same color as her olive green skin but her nipples remained pink and her hairless snatch was moist with anticipation.

"Haahaah!" Breach hollered loudly with her raven colored hair tossed back as her body shuddered in orgasm for the second time with Ben still firmly inside her. Ben grunted and held onto to her tightly before feeling his cock twitch wildly inside her passage, he pulled her head down into another searing lip lock while his member spurted a multitude of cum into her depths once again. They were still kissing passionately while she was riding out her climax on his still spurting manhood, it went on for another minute and a half with her womb being filled up with his cum and collapsing down in his arms. Both laid down spent, but Ben just now noticed the second Evo girl fully nude and kneeling down in front of him with the clear sign of the charm magic active inside her.

'Where did she come from? Is she under charm control as well?' Ben thought raising himself up but the delicate touch of the green girl's left hand on his chest halted him. Cricket gave an eerie smile with bedroom eyes when she spoke in a voice not her own.

"Come on now, Ben. Round two." Cricket said in False Amalia's voice.

"You? You can control people now! How is it you're everywhere including my head?" Ben said clearly stunned and appalled that his 'ghost' of the supposed Tennyson ancestor possesses this other Evo girl. Ben couldn't lie; she was very attractive and the whole green skin factor just added to the sexiness, but this entity had no justification for taking control of someone.

"You mean you still haven't figured it out yet? I am not Amalia Tennyson, plus you created me after all."

Where Rex and Circe were...

In the medical bay Rex stood by Circe who was sitting down on an examination table where Holiday was analyzing her neck for any puncture points made by Van Kleiss.



"She checks out, nothing there that could harm her health, Rex. Van Kleiss did have the advantage in his grip on her though, she got lucky." The raven haired scientist said removing an examination tool from Circe's neck.

"It wasn't luck, that guy jumped and surrendered himself so I could go free." Circe said feeling a twinge of guilt build up. She mentally thought despite her fighting skills and sonic powers she could've avoided being Van Kleiss's bargaining chip, but she was wrong. Thankfully Breach teleported him out of there and out of harm's way, the only problem is since she defected from VK and the pack, where did she go?

"Yeah, lucky psycho girl showed up and warped Ben out of Van Kleiss's creepy hand, but how do we find him? I mean the guy did save Circe and we can't just let him go." Rex added pulling Circe off the table.

"Six is working on it, we're all putting energy into tracking him. We don't know what Breach's angle is, but there's no guarantee that it's a good one. That boy will be recovered; Six says he's like you in a way, Rex, just a bit different if not cockier. Don't worry, we'll find him and Breach. Get some rest." Holiday said in her usually motherly tone, Rex and Circe nodded and left the lab to head for Rex's room.

Rex opened the door and led her inside, Circe smiled to herself, thankful the monkey sidekick wasn't here and after the door shut behind her she wrapped her arms around Rex's neck.

"Well, it's a good thing Bobo's not here, huh?" Rex said looking into her crimson eyes.

"Yeah, let me show you why." She whispered back and pulled herself up a bit to meet his lips in a loving kiss. Her soft dark red lips curled along his and lightly sucked on them before carefully sliding her tongue past them, Rex moaned and gratefully accepted her tongue into his mouth, both teens still couldn't recall how this happened so suddenly or how it felt so right. The memory of Ben and Rex double teaming her was out of mind and probably wouldn't be remembered unless Ben himself brought it out, but as for now Rex was savoring the taste of the Goth girl on his lips.

The door was on lock mode and the two carried this on towards the bed, Circe gently shoved Rex onto it and reached her arms around herself to slowly pull up her shirt. Rex watched in anticipation as her sweater shirt draped over her arms and head to reveal her breasts, he then leaned up to capture her lips in another steamy kiss right after shirt was off. She accepted and shut her eyes in bliss as they made out once again and with her breasts pushing up against his chest, after a few minutes she pulled herself away so she could grab the bottom hem of his shirt and hike it up enough to see his broad masculine chest, Circe leaned down and lightly kissed a trail along his chest lovingly until she met his neck. Both were feeling very frisky indeed and neither were patient enough with clothing this time, Rex shucked his jacket and shirt to the floor and Circe stripped her skirt and stockings down in front of him thus revealing her fully nude beautiful form.

"You're so beautiful." Rex said unable to help himself. Circe smiled and bent down enough to let his mouth capture her left nipple and guided his hand to her other breast, she bit her bottom lip when he became more bold and energetic at sucking her tit.

"Flattery will get you nowhere, except here in this situation with me only." She said reaching back with her right hand to grip his erection through his boxers.

She soon felt the flesh slide out the cloth and continued stroking it sensually with her hand, Rex moaned his approval at her attention to his rod and squeezed her breast with his hand. Her face was

blushing now and moaned lightly when he did that, she decided to pay him back with stroking his length strongly in an up and down pattern before moving over so she could swallow in his length with her mouth. This caused him to toss his head back in response, since she shifted position he couldn't return the favor from this angle and instead reached his right hand over to her exposed rear to grab/ squeeze her curvy butt cheeks.

She mewed at the contact and kept plunging her mouth onto his dick with extra suction and pull force, this kept him on edge and he decided to get clever and use his hand that was on her butt to probe her expose snatch. His hand made down to her pussy lips and pressed a thumb against the opening before massaging it in rotating circles.

"Mmm!" Circe moaned with Rex's flesh still in her mouth as he began masturbating her pussy vigorously. His thumb kept rubbing in circles until he decided to slide his first two fingers past the folds in penetration, the pattern was to pull his fingers out to the tip before plunging them back in, he did this slowly at first then drastically increased speed which caused her to buck against his hand wildly.

"Mmm aaah! Rex!" Circe let go of his cock in her mouth and hollered out in orgasm as her pussy muscles clenched and spasmed wildly on his fingers. Juices spilled out onto his hand and he kept diving his fingers in thus causing her to scream and undulate her body on the body.

After a couple of minutes her orgasm subsided and she looked back to Rex with a look of extreme lust and love before pulling him up top to be above her in a dominating missionary position.

"Come on in, Rex. The water's nice." She said as a euphemism referencing the past, Rex was all too happy oblige when he grabbed his length and guided it to her opening. With a shove he inserted himself to the brim inside Circe once more, her head tossed back in pleasure and Rex closed the distance with pressing his body closer to hers where he felt her breasts caress his chest.

His member pounded fervently into her wet snatch and whenever pulled out it would be coated in her slick juices right before diving back in, Rex kept thrusting into her at an even pace and just now Circe wrapped her legs around his lower back to keep him there for when he comes. The two didn't care for what consequences would come, they simply cared for this moment.

Tan flesh continued pounding into pale flesh as the bed creaked underneath them, Circe was sweaty and had both her arms and legs wrapped and locked around Rex as he kept shoving his meat into her. In and out again and again he continued and each time he pulled out enough to drive it back in it caused Circe to moan.

"R-Rex...! Hold me... close!" Circe breathed and the tan hero abided by pressing himself against her to the point he could feel her breath on his neck, his hips now began thrusting faster and faster, but Circe's moans indicated that she was close.

His meat plunged into her pussy several more times before the hold of her legs tightened like a vice as she hollered out loud, Rex felt it; the convulsion of her snatch clamping down on his cock thus causing his orgasm to come out like a tidal wave.

"OOohh Circe...!"

"Rrrrexx! I love you!" Circe cried out happily as she felt Rex's member twitch wildly inside her thus feeling the torrent of semen flood into her teenage womb. Rex felt himself thrust and cum inside several more times before feeling his energy leave him, he laid back down on the bed spent

with Circe cuddled up next to him comfortably.

"Hey..."

"Hm?"

"I love you too." Rex answered which caused the girl to smile and kiss him before falling deep into slumber for the night.

To be continued...

## Brothers in Arms part Three (Amalia, Loli Gwen, Multi)

Ben's Girls

Chapter Twenty-Four: Brothers in arms (part three)

By Azure

*'I'll stop the world from turning into a monster.'*

The feeling of the humid air was felt by Ben's bare body as he sat there on the rooftop looking directly at a green skinned girl being talked through by 'Amalia Tennyson'. The girl herself was attractive in many ways, add to that her nudity with very mutant/human features certainly sparked arousal in Ben even after having intercourse with a separate mutant girl just now, but he had to fight the urge and get some answers.

"W-what are you talking about? I know it's you...the one from my dreams and the same spiritual whatever that's been inducing the charm magic at random recently...who are you?" Ben asked looking straight into the pink glowing eyes of the Evo girl kneeling in front of him. She moved in close and lightly pressed her forehead against his own, suddenly a flash of mana energy coursed through both of them and Ben found himself within his dreamscape once more.

'I'm here again?' Ben thought looking around in the mysterious black and green ambience of his inner subconscious. He was fully clothed and before he could look around again he saw a glint of violet energy nearby, it manifested into a large portal with a tall older woman stepping out of it.

Ben looked dumbfounded at both her sexiness and her uncanny resemblance to a family member, she appeared exactly like Verдона except she was far younger and with shimmering red hair that was the same length. There were no wrinkles or any signs of aging, she was as beautiful and youthful as an older Gwen, except Ben knew full well who this was and wasn't.

"Who are you? Really..." He asked before observing himself to make sure this dream world didn't strip him nude once again. She smirked and merely waved her left hand overhead which caused the scenery to change in a melting transition like a slideshow in powerpoint. "This is ...?" Ben thought immediately recognizing the scenery of the inside of the public gym where Charmcaster first changed his life.

"Everything's the same, except I don't see me or CC anywhere...what are you trying to tell me?" Ben demanded and before he knew she disappeared and instantaneously reappeared behind him cuddling against his back. 'When did she...?'

"Shhhh, everything will become clear very soon, "Daddy"." False Amalia whispered in his right ear while stroking his hair softly. Whatever or whoever she was, she's fast. Ben felt the arousal tingle up his spine by her mere touch, she apparently had more power over him than before and the red hair dynamic certainly didn't help matters either, she looked as though she were an alternate version of future Gwendolyn mixed with Verдона.

"This was where you were 'created', wasn't it?" Ben said trying to regain his composure even

though she softly cuddled her smooth body against his own.

"Indeed it is, but do you really want to know everything regarding my 'birth', Benjie? I'd be more than willingly to if..." She gently broke off from his back and when he turned to look around back at her when he noticed the scenery melted away again to reveal himself back in the real world. Amalia wasn't in her Verдона like form anymore since his mind wasn't inside his subconscious at the moment, she was instead still in possession of the green skinned mutant girl with lithe hind legs wearing nothing but her knee high socks.

"...Then make love to me right here and now, all the answers will be yours plus the heart of another lovely teen girl to add to your little 'group'. What do you say?" she still spoke in her own voice using the green girl's body, but Ben knew when enough was enough. This 'entity' had now resorted to full-on mind control to sexually manipulate a random girl that had nothing to do with any of this, despite his mishaps in shaping his handful of girlfriends into a full blown harem, he knew that this was wrong.

"No. This girl has nothing to do with this, leave her body now and I'll wait for my answers later." Ben said though barely noticing he himself was still naked.

'Amalia' didn't have a pleased look on her face and instead she used the girl's hind legs to suddenly spring out at high speed which caught Ben off guard and pressed him against a nearby wall with her a breaths away.

"Huah!" Ben grunted when he felt the impact of being pressed by the force of the girl and her legs, the light green skinned girl had a bedroom smile on her lips as she closed the distance between his lips and her own for a chaste kiss. Evidently Amalia didn't take 'no' for an answer, but before she could press further with a tongue invading attempt something stopped her, the bug girl's eyes opened wide in shock. Ben felt a strange charm based sensation when she made lip contact, in the host girl's mind he saw flashes of imagery involving the boy named 'Rex'. They flooded around in her mind when it came to the 'love' feeling Ben himself shared with all his gal pals, obviously the host girl was fighting back against having her feelings used.

Immediately she broke off from Ben and grabbed her head like she was having a massive headache. "G-get out of my h-head..!"

'She's fighting against Amalia's control, she's in love with that 'machine guy' and Amalia can't exert more power since this world doesn't have magic or mana.' Ben quickly theorized before running toward the struggling mutant girl and placed his hands on her head along with her own. 'If I have any control over this power then at least let me use it the right way...!' He thought before forcefully igniting a charm spark within his eyes which in turn reflected upon Cricket, suddenly he could feel Amalia's lusty indoctrination on the girl weaken until it disconnected entirely.

"Haaagh!" Cricket felt the mental backlash of the disconnection like a shockwave and began slowly falling onto her backside but thankfully Ben's reflexes allowed him to catch her before the fall.

"Gotcha..." Ben whispered as he held her in his arms, her pink hair was tussled a bit and draping down to the side making her look cuter to him, but she was spoken for. As was he, 'this is out of hand, I need to see them again... I need Gw-'

A wad of what appeared to be bandage wrapping shot out nowhere and punched Ben in the face before he finished his train of thought, he was knocked back away from the girl and though he was

dazed he looked up to see two other mutants standing there looking angry.

"If you've done anything to her you'll get it, pal. That's for sure." One said that appeared somewhat like a calamari humanoid, his hair was in chunky tentacles that draped over one half of his face like a distinct hairstyle, he wore a hoodie and pants and had his squid like hands ready to strike.

"You take Cricket back to the place, Sqwydd, I'll handle him." The other one said, he appeared almost mummy like in nature, but his body was entirely composed of biological white bandage wrapping wearing a t-shirt and pants.

Ben shifted his head the unconscious green girl then back at her two friends with an 'uh oh' type of expression written on his face. "Whoah hold on! It's not what it looks like, honest!" Ben said but to no effect since the one labeled 'Tuck' began charging for him.

The mummy like evo whipped his hands out like makeshift whips and lashed the ground around Ben and then nearly lashed his chest had he not gotten up in time. "Just wait a minute here! I didn't-" Ben was cut off when he felt a bandage wrap around his neck to hold him up. "They think I did something to her, got to convince them I'm not the bad guy!" Ben thought as he reached for his Ultimatrix.

"We come home and see her naked, you naked, and it isn't what it looks like?" Tuck said as his squid like friend picked up the unconscious girl and carefully carried her away.

'Oh that's it!' Ben thought when absentmindedly slamming his palm down on the dial thus igniting a fierce green glow. Breaking free of the constriction were at least five 'Echo-Echo' duplicates, they landed and opened their jaws wide open for a very loud surprise.

"He can go 'evo' at will?" Sqwydd asked as his mummy shaped friend received a devastating sonic blast wave which knocked him on his butt.

"Not Evo. Alien." One echo-echo said when he adjusted the dial on his chest and with a green flash changed into Ben so he could quickly grab his clothes and trudge them back on before changing again to Jetray this time. "You're obviously not listening to me, but ask pink hair over there and she'll tell you we didn't do anything. I don't have time for this, later gents." Jetray flapped his arm wings open and literally jetted off the ground into the sky, but before going farther he swooped back down in haste to quickly pick up Breach along with her clothes.

"Henshin-a-go go." Jetray joked back to the perplexed pair of Evo teens before jetting off with a small air wave.

Tuck and Sqwydd looked to each other hoping to get an idea on what exactly transpired, but the moaning sounds of their pink haired friend waking up caught their attention and so they tended to her.

Elsewhere...

'Think think think..!' Jetray thought to himself as he flew up high with a still unconscious and nude Breach lying on his back as he descended down towards an empty area atop of a close by roof. 'Apparently I somehow created a magical living entity that's basically an 'Aphrodite'. She's the reason why some of my 'encounters' have more than out of control lately. The question is 'how' did I 'make' her and what does she want?' Jetray thought when he felt the pale evo girl begin to stir, he made his way down and changed back to Ben so he could redress her in a hurry.

Ben was in his human form again when her eyes shot open and looked directly at him ,but something was amiss, she didn't look pleased.

"You okay?" Ben asked right before he received a slap of one of her larger hands.

He was tossed back and quickly went into alert mode, he was more than surprised at this action, the girl stood up shakily and looked at him like it was the first time seeing him. After a seconds pause her eyes narrowed and she readied all four of her arms for battle, dark crimson swirls of portal energy manifested around each hand.

"What has happened with you? I thought we were..you know..!" Ben stammered as he got up and readied himself for a fight, he then noticed a pink shadowy aura arise from behind Breach. 'Uh oh...'

"The process of 'charming' a new lover's heart can be reversed, 'father', you choose to reject my love and you shall receive my scorn." Amalia's voice came out of the energy projection and Ben grit his teeth in frustration. "For every time you refuse my 'offers' to you, I shall completely reverse the charm effect to where a girl that you once made love to shall be someone that harbors negativity instead." The pink shadow disappeared and so Breach swung her arms and sent shuriken sized portals at an unsuspecting Ben. He did his best dodging each one but soon his right side of his face was met with her right ankle.

He felt the smacking force of her leg flinch him and make him dizzy, he nauseatingly attempted to reach his watch to activate an alien to defend himself but Breach quickly wrapped her arms around his torso.

"C-can't...move..!" Ben struggled against her larger arms and before he could react he heard her voice speak out right before a portal materialized from beneath their feet.

"Van Kleiss said I was to take you to him, and you'll go without a fuss." She said as if she completely returned to her obedient minion ways.

"L-like Hell...!" Ben stammered to say as he felt the portal began to rise up and envelope them both, somewhere he could feel as though Amalia's playful face was smiling at his plight.

'Don't ever say 'no' to me again, darling.' Amalia said from somewhere within her own subspace.

Later on...

"Ooogh... my head...and my pride..." Ben mumbled as he slowly blinked open his eyes and noticed he was in some kind of dungeon cell. He wasn't bound or chained up in anyway, but the cell door was locked and of course his Ultimatrix was still latched on. "I can't believe I got my butt handed to me like that, maybe it was because it caught me by surprise, plus just had sex right before that after all."

He heard some noises outside his cell door, soon it came open and there stood the two 'hands' of the maniac Ben fought with at Providence earlier; the biomechanical werewolf mutant and the tubby Lizard with Diamondhead's rock arm theme.

"You're awake, any longer and we would've been allowed to kick you until you woke up. Shucks." The tubby lizard mutant named 'Skalamander' slobbered and gestured for Ben to come out, which

he reluctantly did. Biowulf seemed alert and ready to strike him if he made any funny moves involving activating his watch.

"You try anything funny and I'll slice off that arm that special 'watch' is attached to. Got it?" Biowulf brandished one of his talons threateningly to Ben who just rolled his eyes and nodded.

"Got it, jeez try to be friendlier, would ya?" Ben retorted and received a shove to get moving.

As they walked they strolled through what Ben thought was a garden of statues, he noticed it was more of a graveyard. The statues were in poses of despair and terror, they were other monstrous Evos sure, but the sight was still pretty damn creepy. 'the guy has a weird hobby, I'm not sure I even want to know how he turned those poor guys into stone.' He thought when he reached a main grand room where the said man stood with an air of superiority further on ahead.

Ben stopped and stood before Van Kleiss without any hint of fear or nervousness in his system, well maybe a little bit of nervousness since seeing those statues. The man looked exactly as crafty and psychotic as he did at the base, Ben didn't know what to expect from the likes of him since he mostly fought villains that lived to the cliché.

Van Kleiss's eyes darted to the green wonder on Ben's left wrist in wonder and intrigue as he walked closer towards him. "You know, I was worried at first when Breach pulled that 'saving grace' act at the base to pull you into Hong Kong, but I gather it was a lapse in judgement and she merely wanted to 'play' with you before handing you over to me." Van Kleiss said with his hands behind his back like a lord examining a specimen.

'Where is she anyway? And when he said 'play' he doesn't know that we actually-' Ben thought before he was snapped back to reality when Van Kleiss grabbed his left wrist to hold it up and inspect the alien device closer.

"Lemme guess; you want to analyze and come up with a way to 'harvest' its power, am I right?" Ben said smirking arrogantly. Van Kleiss cast a slightly annoyed glare his way and merely chuckled.

"Hmm, smart one, aren't you? Well you're only half right, I do want to analyze and discover its secrets and especially your secret of repelling stray nanites that would otherwise mutate your very being. I'm a scientist, whatever interests me I dissect and learn from it. Knowledge is power, you know." VK said coolly as he let go of his arm and walked back to his makeshift throne of the room. "All in due time however, I am quite expecting an attack from Providence any moment now seeing as how you; the 'no-nanite' wonder in their eyes is here at my humble abode. I assume they'll want to pursue and recapture their scientific discovery and I can't concentrate on science if my home is being invaded, so Biowulf will take you to your chambers and monitor you in case you try any clever ideas."

"you'll get yours, smartguy. I've beaten down tougher guys and crazier mad scientists than you." Ben said defiantly. VK merely smirked and gestured for his dismissal, Biowulf pushed him to get him moving back to his cell.

After being tossed back into his stony room that was no bigger than an actual jail cell, Ben walked in with the watchdog eyeing his every move. He looked to his watch and noticed he wasn't fully charged yet, his options were: either wait for 'guys in white' to come to his rescue with guns ablazing or take matters into his own hands.



'I'm not gonna like it, but since the watch is out of commission and time is not on my side I'm going to have to contact 'her' again. Even if I turned around to activate the Ultimatrix this guy would attack and those claws don't look the least bit dull.' Ben thought as he sat down indian style and closed his eyes to peacefully meditate. This action certainly made Biowulf suspicious, but not enough to be attack yet.

He felt the flowing magics of the charm energy flow through his body as his mind sunk into the subspace from which he made love to 'false Amalia' plenty of times before.

"Come on, I know you're here, I have a notion that you basically live inside me, so you can't have disappeared on me now. I need you." Ben called out and before long several streams of violet energy emerged from the background and melded together to shape into a human sized mass of mana.

The shape took form and soon returned the form of Amalia resembling a very young and unwrinkled Verdonia. "I am always with you, Ben, but there are times where I wouldn't answer your call. Luckily for you I am feeling very...amorous at the moment."

"Why did you make that girl attack me? Was it because I said 'no' to you using some random other girl to fill her sex needs?" Ben demanded softly and Amalia simply smiled and teleported behind him. He felt her slender smooth hands reach his chest and glide slowly down while she moved her face closer to his side of his face, she seductively licked and nibbled at his earlobe before answering.

"I didn't like that you denied me my needs, Benjamin, I was angry when I reverse-charmed that girl. I'll forgive you and give her back if you'll 'acknowledge' my needs right now." Amalia said gliding her left hand down to Ben's bulged pants. In this dream world subspace everything felt as real as reality itself, the only difference is Amalia can shape his dream world willingly into whatever scenery and herself into whatever person he desires.

"I didn't deny you because of this bizarre relationship you and I have, I did it because you were using an unsuspecting girl as your proxy. Don't do that again and we're good for whenever and wherever you want." Ben sighed and he could feel her smiling with glee.

"Deal."

With that she materialized a queen sized bed before him, he felt his dream formed clothing strip away until he was only in his boxers, Amalia herself teleported herself onto the bed smiled inwardly as she got a rather kinky idea to get him more motivated.

"Time is irrelevant here, Ben. We could be at it for a week's worth and not but a minute will have passed in the real world." Amalia said letting her transparent red robe dissipate leaving her curvaceous large breasted body for full display.

'Wait what?' Ben thought with wide eyes, this was the first he heard of this, he knew there were strange rules to the subspace augmented with charm magic, but had no idea it was to that level. "Just how powerful are you?"

"As powerful as you want me to be." She answered rather cryptically leaving Ben to mull on that riddle. He was about to make his way to the bedspread to begin until she held out her right hand to stop him. She winked and with a swirl of magic energy her form changed.

"No way..." Ben's mouth went agape when he saw what she turned into, apparently her powers had progressed even further than he thought. He thought he would only see this version of his childhood love in his dreams, evidently she had control in that as well.

Loli Gwen appeared in her lithe semi-nude form sexily winking at him to come forward, which he did hypnotically. When Ben cupped her little face he felt it to be as real as that other dream he had with her, her loving gaze into his eyes almost fooled him into believing this really was ten year old Gwen again.

"Well Dweeb, are you just going to stare at me or kiss me?" Loli Gwen said smiling and Ben instinctively craned his head forward to eagerly capture her lips into a searing sensual kiss. His lips massaged hers and she in turn prodded the opening of his mouth with her tongue a few times before he opened wide thus letting her slither her young tongue in. She wrapped her little arms around his neck and arched her short body forward so that her legs crossed with his while she wormed her tongue around his mouth.

You could hear slurping sounds and a bit of bed creaking as Ben who was still fifteen in appearance made out with a preteen Gwen, he was getting deeper into it and soon his left hand found her budding right breast, with a gentle squeeze he began fondling it.

"Mmmm..!" Loli Gwen hummed her approval as she rubbed her lower body over his like an animal in heat, Ben continued sucking in her tongue and let his hands fall to her lithe waist. Grabbing the hem of her pink and white striped panties he began trudging it down her thighs and soon past her ankles. She kicked them off and he gently broke from her mouth so she can show her spread eagled form, looking upon her bare and soft snatch he felt himself drooling then he began taking off his own underwear to free his erectile tower.

Loli Gwen(Amalia) Smiled a warm bedroom look and seconds later she was on her hands and knees with her body bouncing forward and back, Ben was behind her driving his meat into her youthful snatch gradually picking up speed.

The tightness of her pussy was unmatched, Amalia made sure he would cum inside her when he did, but for right now she was enjoying Ben suddenly thrusting with more force into her. She lowered her upper body to the bedspread while he continued his frenzied pounding, biting her lip she clenched the bed sheets as the slick meaty appendage protruded from her snatch before plunging back in. For Ben himself it was all too special and cum inducing with how tight she felt, her body became sweaty within the seven more minutes he slammed his hips into hers.

"Gonn-a...gonna let...go..!" Ben panted as he felt the velvety moist passage engulf his dick once again then suddenly loli Gwen tossed her head up and released an almighty cry of orgasmic relief. Ben joined her in hollering out as his body shudder; his hips undulating back and forth several times to deposit spurt after spurt of white gooeey substance in the preteen snatch of loli gwen.

After letting loose a generous amount of his essence Ben felt himself soften before pulling his meat out from the soft velvety treasure of loli Gwen, but before he could relax Amalia decided to pull something else.

"Staminas Engorgious!" She called out in her original womanly voice despite being in a younger form.

"What the-!" Ben felt alarmed when he felt his softening member suddenly re-harden to full mass. "Lemme guess; round two?"

Loli Gwen smiled almost deviously as though she had a very naughty and unusual idea in mind. "Not exactly." Her eyes shone in bright violet once again and suddenly more human shaped shadows of mana emerged from around the bedroom.

"!" Ben felt curious and yet still excited a bit, but that was possibly because of the stamina spell.

"Special bonus round." Loli Gwen said when the shapes took form and Ben's mouth went agape when he once viewed the faces of nearly half of his girls looking back at him with eyes of desire.

"No way..." Ben saw the forms of Julie, Elena, alien form Helen, Charmcaster, Lucy, and Camille. All of them looking as real and nude as possible, Ben looked back at loli Gwen who had a sexually hungry look on her face as she crawled over to him and gently pushed him onto his back.

"Well then, girls, let's get started." She said leaning over him until Charmcaster leaned over to pull the little Gwen into a lip lapping tongue wrapping kiss.

'Oh wow!' Ben felt himself get aroused at the sight of young Gwen making out with Charmcaster as she appeared physically five years ago, it was certainly a sight that would pass as a childhood fantasy. The silver haired vixen placed a hand on one of her little breasts and started squeezing it as she sucked in the young girl's tongue hungrily. If his dick wasn't already hard it would've become stronger than steel from watching this, but his attention shifted when he noticed the smooth blue face of Helen appear next to his and slither her long tongue around his cheek before sliding it into his mouth.

"Hmmm, you taste nice." Helen whispered when withdrawing her tongue a bit to speak, she craned in and kissed his lips several times softly before feeling his right hand on the back of her hand. She got that as a signal to re-immers her long tongue back into his mouth for slimy slithery fun.

Meanwhile Elena and Julie were at his lower body to tend to his length while CC continued tonguing loli Gwen's mouth, Ben could actually feel their breath on his sensitive piece of equipment right before he felt two pairs of lips on it. Julie softly kissed her way up and down along the shaft as Elena lightly flicked her tongue along his balls before sucking one into her mouth, Ben's grip on the sheets tightened while they worked.

'Even though they're mana constructs they feel so real! I think I might get addicted to this if I stay in this universe longer. Maybe that's what Amalia wants...?' He thought before Helen removed her mouth and withdrew her tongue from his mouth, she winked a green eye and rose herself up so he could clearly see her warm moistening blue pussy up close before lowering it to his mouth. Her hind blue thighs were either side of his head as she softly grinded her hips into his face, he wasn't complaining however, Ben was kissing and lightly nibbling at her clit for several seconds before licking around her pussy lips.

While these six were having fun with each other, Lucy and Camille certainly weren't left out of the action, Camille looked as she did five years ago and ever as beautiful. The same could be said of Lucy who was also in preteen form, both of them made their way over to loli Gwen and CC to 'switch' partners which the two gals did without protest. While waiting for Ben to finish his fun with Helen, Elena, and Julie, the girls here would get 'warmed up' in the meantime; Lucy took loli Gwen into position on the floor where her bare young snatch was grinding against that of Gwen's in a scissoring position.

"Unf unf! Faster...!" Loli Gwen(Amalia) breathed as she rotated her heated moist pussy on Lucy's hips, their legs were on either side of each other while they heatedly rubbed their hips together. Camille and CC took each other into a sixty-nine position with CC on top licking and prodding Camille's pussy hole with her tongue and finger, Camille herself firmly grip CC's ample buttocks with her hands so she can dive her tongue fully into her waiting snatch and slither it around inside.

CC felt her leg hold tighten a bit in pleased sensitivity when feeling Camille's tongue worm around inside her cunt, raising her head a bit she then noticed Julie and Elena moving themselves from blowing Ben's meat to letting Helen mount him in a reverse cowgirl position.

"Hooooohh!" Elena mewed as she dropped her lower body slowly onto Ben's fleshy tower, the feeling of penetration overwhelmed her senses and caused her tail to thrash around a bit before Elena caught it with her left hand. Feeling kinky the brunette placed her other hand the tip of Helen's tail and then moved her mouth to it in order to lightly suck it. Ben witnessed and enjoyed the kinky idea, making a mental note of it when he returns home, but before seeing more of Helen's voluptuous rear form bouncing up and down on his cock Julie placed one of her breasts at his mouth to distract him.

Her breasts were still the same size B-cup orbs Ben enjoyed groping back in the real world yet here in the dreamspace he felt just the same if not even more intoxicating, the Asian teenager rubbed her chest against his head while he chewed and sucked at her breast before moving to other one. He struggled to contain himself since Helen's suctioning passage was now grinding on his length while Julie gave him her breasts to play with, but the sensitive bliss soon became overwhelming. His own hips were thrusting to meet her the movements of her hips and when he sped up she took that as a sign to begin bouncing harder and faster. His hands left Julie's breasts and went to Helen's supple butt cheeks to squeeze and hold on while he started pounding upward in a faster pace.

'Oh! OH! I'm gonna lose it...! Helen...!' Ben thought since his mouth was busy tasting and sucking Julie's tits, his hips rapidly thrust several more times before halting in sperm gushing spasms. This brought Helen off as well and with a loud moan of orgasmic bliss she came hard on Ben's meat, her pussy muscles clamped down and milked his cock for all the cum he could give to her. Ben felt himself feeling drained as he continued sending globs of cum into her womb, but after a couple more thrusts he ceased his orgasm and Helen quickly climbed off so she could clean him off with her mouth and tongue.

'This is... I can't say anything...this is too much...!' He thought feeling Helen's mouth bobbing his softening rod to suck up all the cum on it.

Meanwhile Lucy's dainty right foot was close enough to loli Gwen's face to where the little redhead stuck her mouth out to lightly suck one her big toe erotically. Gwen likewise did the same with her right foot and brushed it against the side of the peppy blonde's cute face, she grabbed it with her hand placed feather light kisses along the side before sucking in one of her toes, of course they continued their warm sweaty tribadism on each other while they did this. Some of Ben's cum from earlier was still inside loli Gwen's dripping snatch and knowingly she was smothering some of that into loli Lucy's pussy.

'If Ben knew that he would lose it several more times, I think I may tell him that when he eventually jumps on Charmcaster next.' Gwen (Amalia) thought to herself when he noticed Lucy's hips began bucking wildly in orgasm. Her hips undulated with Gwen's in unison of pleasurable climax, soon Gwen felt her juices gush out along Lucy's on each other's snatches.

Lucy panted and laid down with a soft satisfied smile on her face when Gwen crawled over and laid down next to her in wait for Ben to finish up with Helen.

Helen had finished up with sucking up any amounts of remaining cum on Ben's shaft before feeling Elena suck her tail in a bit further, the speedy blue alien was getting very aroused by this and turned around to engage her lips with Elena's in a cum smearing tongue war. Julie removed her chest from Ben's mouth and called to Charmcaster and Camille who had just bucking their hips into each other's faces in juicy climax. CC still had a craving look on her face as she raised her head up from between Camille's soft thighs, getting she walked over with swaying hips to the bed and romantically gazed into Ben's green eyes.

"You've always been in my heart, hero boy." She whispered lovingly before lowering her head down to smother his lips with her cherry pink ones.

'Odd thing for a construct to say, maybe these are all extensions of Amalia's mind?' Ben thought perplexed until he felt CC's tongue protrude into his mouth and wrap around inside while she used her left hand to begin stroking him off.

Camille was left there on her back with legs spread in post orgasm until Lucy came over to lay on top of her to begin sharing an incestuous kiss between alien cousins, since loli Gwen was finished with her fun scissoring Lucy she decided to sit back and watch the magic happen between CC and Ben.

CC changed position to where she now laid on her back spread eagled with a beckoning left finger, hypnotically Ben responded only with his body and proceeded to climb on top and guide his now erectile length into her juicy passage without delay.

"!Ooah!" CC moaned as she felt him strongly yet gently shoves his tool into her pussy, instinctively her legs came up to wrap her ankles around his backside while he began shifting his hips forward and backward in a sensual pattern. Her appearance was exactly as she appeared during his childhood and in post time paradox, but without wearing her bizarre trenchcoat outfit, Ben admired her pink eyes and mentally noted he should spend more time with the girl that started him on this path when he gets back.

'I know they're not real, but still...' He thought continuing thrusting right before he leaned down to cup her lovable face in his hands. "Y'know, I had almost forgotten how beautiful you are. I need to show my appreciation to you my often." He said to this 'false Amalia' right before pushing his lips onto hers in another steamy kiss. Her legs hiked up and jerked every so often with each of Ben's thrusts into her hips, his length coated with her snatch's juiciness only added to the suction and speedy friction during their lovemaking. Her breasts bounced up each time he slide into her roughly yet he made sure grab and give them a good squeeze with his hands hwile he made out with her, all the while loli Gwen watched in amusement with her own right hand between her legs.

Camille and Lucy were now also scissoring each other with frantic excitement during the love fest, Elena was on her knees getting her butt pounded by Helen's slithering tail while Julie was between the brunette's legs eating her out. Everyone's eyes were glowing light pink including Ben's as the love making continued for several more minutes when Ben stood up with CC still impaled on his cock bouncing on it still.

His hands were on her buttocks and her legs locked around his backside again to make sure he didn't let go while he penetrated her, her tits were bouncing along with her and soon both of them started going at it a bit faster thus signaling a tidal wave of a climax.

Loli Gwen (Amalia) ignited another glow in her eyes and suddenly everyone's soon-to-be orgasms synched together in collective unison; Ben felt one last thrust inside CC before letting loose a torrent of sperm, Elena moaned loudly as she came in Julie's mouth while Helen shuddered in release after tail-fucking her, Camille and Lucy also bucked their hips wildly against each other's after good long session of grinding them together.

"Oh Caroline...!" Ben moaned as he once again emptied himself into the beautiful sorceress along with everyone else having their own blissful finishes. After filling her to the brim with his essence he felt himself now drained completely and laid down with her on top of him. Feeling lightheaded Ben felt his consciousness slipping and before passing he witnessed loli Gwen change back into Amalia's usual form. She looked down at him with a loving smile.

"I'll help you escape now, but please don't say 'no' to me again. I don't like being denied, sweetie." She whispered before everything turned black and Ben opened his eyes to find himself still inside his cell with the bio mechanical werewolf watching him like a guard dog.

"Was I out a long time?" Ben asked and received no answer from the now glaring mutant. Shrugging to himself he stood up and stretched his arms and legs before looking at his watch with a look of determination before looking back at Biowulf.

"You try to activate that thing and I'll be fast enough to strike. Care to take that chance?" The evo said threateningly raising up a claw.

Ben confidently grinned. "No, I won't, but I have my ways of getting out of jams, wolfie." Just then he noticed a trail of violet energy suddenly appear along his left arm to reach the Ultimatrix.

Before Biowulf could act a green flash erupted in the middle of the room catching him off guard, instinctively the cybernetic monster lashed his claws out and struck.

Clank.

"What? It feels hard...! Like diamond." Biowulf said when he felt his claws struck an impermeable rock hard object.

"Close to it; it's DiamondHead, wolfie!" The green flash died down revealing one of Ben's favorite aliens; the petrosapien warrior labeled Diamondhead. Feeling his claws ache a bit Biowulf withdrew his talons and Diamondhead smirked before readying a fist.

"Hard enough for ya? Then try this!" With that Diamondhead sent a shockwave inducing punch to Biowulf which sent him to the wall and he followed up with a charging tackle that crushed through the wall thus opening his way to escape.

The cybernetic wolf was knocked down but Ben had to be safe and materialized crystalline binding over the unconscious Evo.

"Stay put while I show myself out." Diamondhead said as he made his way out the holding area into more open spaced ruined parts of the castle, but before long he saw several crystalline projectiles jet toward him. Nimble dodging the shards he turned and look to see Skalamander standing there with his rock arm ready for combat.

"You're not going anywhere, rock for brains." The reptile slobbered.

"Let's see who's better with petro style fighting, lizard boy." Diamondhead said sharpening his arms into blade like versions, but before either of them could start off they felt tremors shake the tower they were in. the building shook and that distracted both of them until they heard small explosions from outside.

"Any idea what that was? Or do you guys get earthquakes around here?" Ben asked keeping alert.

"Ah shoot! It's Providence!" Skalamander growled before one of the walls crashed through nearby them, out from the dust emerged from red jacket wearing latino boy wearing goggles.

"No, just two special agents, one jet, and one big distraction."

"Rex?" Diamondhead said looking upon the form of Generator Rex with one of his arms build changed into the 'slam cannon'.

"Who else, but is that-"

"Another one of my forms? Yeah. Good to see ya again." Ben said back still in alien form.

"Trust me, I know how it feels when Breach decides to make your day go downhill with her portals. Now how about we stop talking and dance with ol' lizard face over there." Rex said readily changing both his hands into large metal ones.

"Yeah. Let's do this!" Diamnondhead said readying for a fight.

To be continued...

Next chapter: Brothers in arms (part four)

## Brothers in Arms part Four (Kenwyn Jones, Annie)

Ben's Girls

Chapter Twenty-Five: Brothers in arms (Part four)

By Azure

*'to truly measure a man is to give him power and see what he does with it.'*

In the depths of the Abyssus castle there stood two battle ready teens each in their own super powered forms; Ben in DiamondHead form and Rex with two overly large metal versions of his hands clenched. The lone enemy; Skalamander looked back and forth between the two anxiously weighing his options of fighting or running.

"You think I'm afraid of you? Come on!" the large reptilian mutant growled before swinging its large organic rock arm to send a barrage of crystalline projectiles at the two.

Rex shielded himself with his large bulky metal hands in time to feel the cascading soundwaves of the shards pelting his guard. Diamondhead simply duck and rolled past the few bunch and swung a bladed arm to deflect the next batch before running straight for Skalamander.

"Get back or I-" Skalamander didn't finish due to Diamondhead charged his shoulder straight into the said mutant and crashing him into the wall behind.

Rex decided to move now and assist his comrade but several miniature vortexes suddenly appeared spiraling around him in the air. "Oh great. Breach." Rex muttered sarcastically right before a kick to the side of his body from the one of portals, then a punch from a large arm came at him next, the pattern repeated and Rex guarded against the assault.

"We've been through this before, Breach!" He said receiving a kick to the gut and reflexively he stretched out his metal hands to the portals on his sides. Pow, he felt his gauntlets made strong contact against the portal caster, one of the portals above became big and out fell the four armed EVO girl unconscious. "Nothing you do can surprise me." Rex stated smugly before noticing the sad look written on the pale girl's features. He noticed a small tear dripping down the side of her cheek as she laid there out cold.

'Melodramatic much? All I did was win a fight, why is she..-' Rex cut off in thought when he heard the girl softly speak a name that is apparently spoken in sadness and longing.

"B-Ben..." Breach softly uttered and Rex felt his ego deflate, he didn't know what to think of this just yet, but he knew he had to get the other guy out of here with him.

"Heh, curious and curiouser, why did she say 'Ben'?" Rex thought to himself before he felt another shockwave caused by Ben's alien form in the fight with Skalamander.

"You have your own problems to worry about, boy." A snarling voice snapped him out of his thoughts and Rex turned to see Biowulf up and about with three other EVO henchmen of Van



Kleiss standing at the ready.

"Ready for a spanking, big bad wolfie?" Rex mocked readying his metal gauntlets again until another shockwave caught his attention. Out of a crashed hole in the wall was an unconscious Skalamander being thrown, the one who tossed the lizard enemy was Diamondhead coming out of the hole and dusting off his hands.

Diamondhead(Ben) noticed an unconscious Breach laying on the ground next to Rex and felt a wave of empathy for the girl, he knew Amalia had 'changed' her heart into hating, but now it seemed like the effect either reversed or she remembers Ben.

"Ready for round two, wolfie?" Diamondhead said now looking towards Biowulf and the other EVO enemies.

"There won't be round three." Biowulf threatened and Diamondhead looked to Rex, both nodded in an unspoken agreement as they sprang into action.

"You take Biowulf, I'll handle the other guys." Rex said bringing his left metal fist about in a crunching impact against the cycloptic EVO minion on his right.

"Deal!" Ben called back as he entered the battle zone with the said mechanical wolf and began striking his adamant fists in a heated exchange of blows.

Where Agent Six was at...

After bombarding the castle with a small salvo of missile fire Six effectively made his distraction work, thus allowing enough time for Rex to fly in and infiltrate the castle ruins from above without drawing more attention of EVOs in the area. However VK had planned ahead and commanded some of the Bigger Behemoth Evos to attack and effectively damage the Providence two-man jet, fortunately Six was close enough and agile enough to land on one of the upper levels of the castle ruins.

Unfortunately though he was alone and expecting heavy resistance from either VK himself or another legion of EVO monsters.

'Seems too quiet in this area.' He mentally stated as he made his way down a flight of stone steps and found himself in what appeared to be one of Van Kleiss's laboratories. Here in this lab was everything expected of an evil mad scientist's lab except there was something in particular that caught the agent's attention. Deeper into the lab there was a metallic examination table with what looked like a corpse of an EVO set on it, but this EVO looked like nothing Six had ever seen before. It was large and it was very very 'different', at least to his eyes.

'It appears to be an amalgamation of different body parts that perhaps belonged to different EVOs, but there's something about it that seems very 'alien.' He thought as he observed some more and noticed it didn't have head, but obviously it used to have one except that it was blown off. One of its arms was impressively long and appeared as it would a molten surface of living flame, but since it was dead the flame died out.

Unbeknownst to Agent Six, this was the deceased body of Kevin Eleven thousand from Ben's universe.

"Just what is this thing?" Six asked himself when he heard a sinister chuckle from far behind him.

His instincts kicked in and quickly he turned around and extracted his double katana from his sleeves.

"Quite remarkable, isn't it?" The voice belonged to Van Kleiss who stood in the distance looking at the agent with an arrogant smile. "That body, quite dead obviously, is unknown to every single known attribute of EVO physiology. Like the boy with the special watch, it doesn't possess a single nanite in its entire body, I suspect whatever type of radiation that boy's watch gives off is similar to what that body is coated with. That thing behind you may be of the same alien origin of that boy." VK stated with his hands behind his back like he was giving a physics lecture.

"So you've been studying it this entire time until you've heard about the boy in the green jacket that Providence discovered. You want a live test subject to perform your research on." Six deduced readying his dual blades.

"Now you're just associating me with your garden variety mad scientist, quite frankly I'm offended, but that's inaccurate. On the contrary I've already discovered some of that dead alien's secrets and everything I've learned about it has been incredible! Like a new revolutionary discovery in non-nanite genetics within every fiber of that dead alien body, the boy was just the icing on the cake. There's so much more to find out and..." VK then brought his arms out and readied his mechanical one to strike. "...I won't let you ruin this opportunity for me."

"Too bad, because that's what I intend to do right now." Six quickly pulled and whipped out several shuriken like objects from his inner jacket and threw them all around the laboratory, they stuck to the walls and scenery and before anything else Van Kleiss lashed his cybernetic arm at the green clad assassin.

Six quickly jumped into the air and nimbly evaded the strike, he was airborne and held his katanas out to slash at Van Kleiss, but the megalomaniac scientist quickly retracted his arm and dodged the assault. With a shining clang Six's katanas were in a deadlock with VK's metal arm, they continued their combat while the 'shuriken' attached to the area began beeping with red signals in their centers.

VK kept his focus on the man with the swords and steadily began using his enhanced strength to break through the deadlock and toss Six into a wall with a hard slam, his focus then shifted to grabbing those shuriken that were attached to the area before they detonated, but Six smirked and held out something in his left hand.

"The detonator, I bet you'll want to grab this out of my hand before trying to pluck the detonators themselves." Six bluffed knowing full well the mini-bombs he planted were timed, but he needed to trick Van Kleiss so he wouldn't obstruct his goal to destroy the dead alien body. "Whatever secrets you haven't already uncovered from that alien corpse will stay buried along with the body, Van Kleiss."

"Give me that detonator!" VK lashed his cybernetic arm out at high speeds at Six's left arm, Six himself was caught off guard and felt his arm slam into the wall with the detonator being smashed within his hand. Needless to say it hurt like hell.

"The detonator's destroyed...and so are you..." VK said with his cybernetic arm firmly held against Six's arm, suddenly a faint yellow glow emitted from the contact point and Six knew what it was. "I think you'll become an excellent EVO to add to my army, a few more seconds and I w-"

"!" Out from the ground beneath Van Kleiss came a giant metal hand that could only belong to

Rex, with a thundering smash it collided with VK's torso sending him across the room and away from Six. Out from the hole in the ground came Rex and seconds later DiamondHead Ben, far below them were the unconscious bodies of Biowulf, Skalamander, and the other EVO cyclopes that the duo fought. Oddly enough Breach was nowhere to be found among them.

Rex looked back to Six with his ever usual cocky grin. "How's that for an entrance, Six? Do I look awesome right now or what?"

"I'd say you grandstand quite a bit." Diamondhead added causing a small glare from Rex.

"Agreed, it looks like you've recovered the prisoner, now all that's left is leave this place, however..." Six trailed off in his usual stoic demeanor. Rex looked deadpanned when he figured out what he was gonna say next.

"Van Kleiss destroyed it, didn't he?" Rex asked and Six nodded. "Crap."

"I could fly us out of here, just give me a second to....recharge...?" Diamondhead trailed off when he noticed the unmoving alien corpse of one of his fiercest enemies just a few feet away. "That's...!"

"None of you are going anywhere."

Everyone except Ben turned to look where Van Kleiss stood up from the crashed debris of the ground, he dusted himself nonchalantly and glared directly at Six then Rex. "I'll admit I miss my powers of nanite soil manipulation, if I had them you would all have been done away with by now. However, I am feared for my resources and cunning, observe..." VK said placing his organic hand against a seeming normal panel on the wall behind him which activated some sort of sliding door to shift out of the wall next to him to reveal a handful of more EVO creatures under his control. They greatly varied from monstrosities Rex had faced already to more horrifically inhuman creatures bearing no humane shape yet bore multiple faces and very sharp talons.

"I have been busy gathering 'new recruits' into my ranks, and there's more where they came from." VK added

Diamondhead shook his head and snapped out of it in time to be fully focused and alert at their situation.

"You have one sick hobby, Van Kleiss." Rex commented changing his fists back to normal and morphing one of them into an overly large orange sword.

'Crap, we have no time for this! Time to go Jetray!' Diamondhead thought when he was about to adjust the dial on his chest, but instead a rather large crimson portal appeared between the heroes and the villain just in the nick of time.

"Oh come on!" Rex said frustratingly as the infamous four armed schoolgirl stepped through leaving her portal open, she made brief eye contact with Ben, who was still in alien form, before gesturing to the portal behind her.

"Hurry up and go through!" She called out with more humanity in her voice than either teen had heard from her before. Needless to say Rex and even Six looked perplexed, but neither figured it would be a trap since they were already knee deep in enemy territory.

"Breach...?" Diamondhead said before feeling the Ultimatrix fade out of power thus reverting him

back to 'Ben' form, but Ben had a grin on his face when he noticed a light pink silhouette of energy appear behind Breach as she held the portal open for them.

"What is this meaning of this, Breach?" VK roared in frustration. "The first time you pulled off this unexpected rescue I looked past it because you brought me the boy, but now you're helping them?"

The green eyed girl turned around and brushed some hair out of her face so she could look him in straight in the eye before saying her words with finality. "I'm helping myself, I'm done with the pack and done serving you." She said with clear venom in her words which caused VK to glare hatefully at his now former hench girl.

Six took this as an opportunity when he saw Providence on the other side of the portal and knew full well that she was offering escape, he sure wasn't about to turn it down. "Move! This is our chance!" He called out causing Rex and the now human form Ben to dash straight into the vortex to their location, though reluctantly and unsure if they were walking into a trap they took the chance and disappeared into the portal, Breach looked around to VK with a look of resentment and content before disappearing herself into the portal.

Van Kleiss was certainly not pleased, even more so that now the shuriken mini-bombs set around the laboratory that he forgot about now beeped their final beep. "NOoo!" He attempted to get out of the lab but to little avail when each set bomb exploded simultaneously with a thunderous explosion wave that caved everything down within the area.

But is he really down for the count?

Elsewhere...

Landing with a hard thump Ben landed headfirst on to the Providence base's hard floor surface, he heard the faint landing steps of his other two teammates land as well, but before long Ben felt woozy and drifted to sleep. He hadn't had a full night of sleep in a while and in between all the fighting and 'encounters' with Amalia, Breach, and Circe he hadn't had much rest. So his body simply gave out right after receiving a concussion from landing on his head again.

"Oops, looks like he's gonna be out for a while, Breach really needs to work on those landing spots of hers." Rex commented standing up and observing the unconscious Ben. Meanwhile a handful of Providence troops including Six had surrounded Breach, who was surprisingly inside the base with no intention of attacking. Instead she reluctantly raised all four of her arms up in surrender, this caught everyone by surprise, but nonetheless Six ordered her to be detained for the time being. She begrudgingly accepted and cast one more look over at Ben before being escorted by Providence troops to one of the holding cells.

"That was....strange." Six commented after watching her disappear down the halls.

"That's an understatement for the year, but she herself is strange. I mean, helping us escape? She has never done anything remotely nice like that ever before." Rex added scratching the back of his while several Providence paramedics in the background lifted Ben onto a gurney to take him to the medical bay for rest. Rex noticed and looked back at Ben before thinking about the EVO girl and what she has to do with him.

"First time for everything." Six said before adjusting his tie. "We'll find out from her whether or not she's still on Van Kleiss's side or simply going off on her own tangent. We can't risk her doing anything dangerous for the time being and that's why she's in containment right now, I must admit

I'm surprised she came willingly."

Rex simply nodded and somewhere in the ether of mana space was Amalia smiling genuinely at her work yet for some reason looking weak and famished, she then decided to pay Ben a visit inside his mind.

Inside Ben's subconscious...

"I'm here again? C'mon already, I mean yeah I was exhausted but too many times in a row..." Ben called out within the subspace. He was still clothed and still within conjured up bedroom that slightly resembled his own, but he knew what he was waiting for; Amalia. He knew she's wasn't a bad whatever-she-was but he needed why she brought him here yet again.

"Where are you, Amalia? I know you're probably feeling 'aroused' at the moment, but I'm in kind of a hurry to get back home." Ben called out to no one in particular, after a few more seconds 'she' appeared on the bedspread looking a little worse for wear herself.

"? Amalia!" Ben rushed over to the bedside to where she laid surprisingly enough clothed for the most part in a flowing angelic red robe, but she looked to be ill. He placed a hand underneath her head to lift her up and lightly shake her awake, slowly she opened her eyes and blinked them open like she was just waking up from a nap.

"Good morning, Ben." She said sweetly but Ben wasn't up for pleasantries at the moment.

"What's happening? You look like the life was drained out of you for a moment there." He said with clear concern.

She looked to her side in a bit of shame before sadly chuckling to herself. "I guess I should've told you sooner, Ben, I'm sorry I kept this from you."

"Kept what?" Ben asked sitting down on the side of the bed.

She sighed and spoke with seriousness. "Ben, the only other reason I engage in my 'activities' with you in the real world with real women is not only for my 'needs' to be filled, but also because the charm magic gives me my lifeforce."

"!" Ben was stunned but held his tongue to let her continue.

"The last 'real' time I felt 'fed' was on the rooftop with you and Breach, the hunger for mystic charm energy has only been miniscule until we entered this universe, now my hunger pains are far greater and I'm in dire need of sustenance more often now. Or else I'll..." Amalia finished with the last part trailing off, she didn't want to even think it, but this news certainly shifted the paradigm for Ben's perspective on this woman's motivations for everything she's done. Not only was she a horny gal that constantly craved love making with him whether in own her form or in someone else's body, but she needed to fed that charm energy lest she 'die'.

'All the more reason to get back to our universe.' He thought before pulling the redheaded woman into a loving hug. "I promise I won't let that happen to you, I'll find some way to fix this."

She sniffed into his shoulder and nestled there out of comfortablility of being in his arms, after a while they gently let go and made deep eye contact. Both sets of eyes green and Ben saw what would be an alternate older version of his Gwen in her face, a couple of seconds passed until he put

his lips on hers in a smoldering steamy kiss.

He had a lot of misconceptions about her in the past and now it seems there was more than meets the eyes, he and Charmcaster inadvertently created a life form that existed within mana space, not only does she require certain 'attention' but she needed the charm magic to be active in order to keep her sustained. He was going to find a way to fix that if it was the last thing he was going to do.

Ben softly removed his lips from her luscious pink ones and kept his gaze upon while they sat down together on the bed.

"So....our activities in this place don't account for feeding you energy?" He asked and she nodded.

"Correct, because although it satisfies my needs for you personally, it doesn't give mana energy for me to absorb because it's strictly me using mana and charm and no one else. It has to be out in the real world for me to survive and in this universe I would almost require 'it' daily." She winked at the last part and rubbed her left hand along on his chest. Ben blushed and cleared his throat, before prying into the idea of asserting the charm effect in the real world of this universe again, he needed to know about Breach.

"By the way what did you do with Breach? It seems like she defected again and for good this time, I mean helping us escape and all."

"I reversed the reverse, I undid the negativity of the reverse charm I casted on her when I was angry at you before, all her memories of her steamy experiences with you came back in full force as did her love for Ben Ten, my dear. That's all I did and it paid off well, I don't think that battle was going to end well for any of your comrade's health or for your own for that matter." Amalia finished explaining leaving Ben a sigh of relief before giving his thanks to her.

They laid together on the bed looking up at the sky of the subspace realm they were in, it was peaceful and no sex was needed to enjoy each other's company. "So I have to 'you know' in the real world so you won't well...die?"

She slowly nodded feeling his hand squeeze hers. "But Breach is in a holding cell, I think, and I don't think they'll let her out yet. What am I going to do if we can't reach home just yet?" Ben asked feeling uneasy about once again engaging in a sexual entourage of multiple female partners, the only difference this time is that Amalia actually did need it.

She smirked and said; "Improvise, you're a real charmer, Ben. Just work your magic, if you don't want any more additions to your little 'family' then just make it like a dating program, only with sex."

Ben blushed even harder this time, but sucked it up and reluctantly agreed before feeling the alleviation of the subspace returning him to the real waking world.

Scrunching his eyes in agitation as he felt a flashlight hover over his eye lids Ben slowly opened them to see an unmasked providence trooper examining him on the medical bed. She was young to be a soldier, brown skin though appeared to be mixed between half latina and half African American with long dark brown hair tied back into a ponytail, she was quite attractive in spite of being dressed for success only, but even so she captivated him. (Wiki up Kenwyn Jones, this is that girl and she is quite a looker despite being a full on soldier.)

"Oh you're awake now? Kinda thought you were gonna be out longer." She commented with a small smile before turning her head to call out to her mentor. "Doctor Holiday, he woke up!"

'Holiday? Did she say Holiday?' Ben thought in hope as she sat straight up and looked at the girl directly before noticing the high heel footsteps of an older and very beautiful woman walk into the medical area near Ben.

"Thanks for notifying me, Kenwyn. White wanted to basically interrogate this kid for answers, he's getting even more impatient lately." The woman named Dr Holiday said as she stood next to her protégé examining Ben.

'IT is her! Does that mean I'm home then?' Ben thought in excitement as the raven haired physician put a hand on her hip and began observing while Kenwyn started jotting down notes. 'If it is her she certainly seems to be keeping that relationship of ours a secret, maybe I'm still in the Rex's universe?' Ben thought when he got off the med table and wrapped his arms around a now completely shocked Holiday.

"! What the ...?" Holiday stammered as she felt Ben's affectionate hug spark alarm in her system.

"Man am I glad to see you, Cassandra! I know I've been out too long since our last date but I promise to make it up to you tenfold later on." Ben said snuggling his head like cat against her chest then her bust, all the while Holiday was beet red.

"B-but I don't know you! I think you're having me confused with someone else..! My name isn't Cassandra! It's Rebecca." Holiday blushed feeling his head nuzzle her breasts. Kenwyn though seeing all of this was quite stunned herself and proceeded to reach for an item within one of her belt compartments.

"?" Ben removed his head from her chest and looked embarrassingly at the flushed doctor. 'I'm still in the other universe aren't I?' He thought deadpanned as he detached himself from. "Well...talk about awkward. I am tru-Zzzzzttt!" Ben didn't finish his sentence when he felt the trickle of jolts course through his system courtesy of Kenwyn's light non-lethal Taser that was now shocking him.

"Kenwyn that's enough already, we don't want him unconscious again." Holiday adjusted her clothing while telling her, the young soldier removed her taser from the now twitching Ben as he continued staying on his feet.

'And I thought Gwen slapping me with a mana hand was bad.' He thought before looking into the stern face of Holiday again. "hehehe, sorry about that?"

Several minutes later after a small series of examinations conducted by the two women Ben found himself in one of the guest rooms with the brown girl named Kenwyn handing him a set of Providence uniform clothes to temporarily replace his tattered regular clothing. They were alone together and Ben felt Amalia weakening even more, he knew what he had to do but he sure didn't like it.

"Sorry I tased you earlier, but I kinda had to remove you from Doc Holiday." She said dropping another box of replacement clothing onto his temporary bed.

"I was already off, then you tased me. I hope it's not awkward around us later on, she honestly resembles someone I care about greatly back home. Literally the look entirely alike." Ben said when noticing several more providence troops stationed around his quarters. 'it seems they still

think I'm something to watch out for.'

"Well it definitely will be, I'm Kenwyn by the way, Kenwyn Jones." She said with utmost formality as she held out her hand to which Ben took, but sighing, he instead didn't shake it and pulled it unexpectedly.

"!" Kenwyn was caught by surprise and ready to taser him again, but as soon as she felt her lips being occupied by Ben's a soothing feeling of peace and warmth flooded her senses. She forgot about the taser and reactively wrapped her arm around his shoulder as the charm effect went active once more. Amalia meanwhile was feeling rejuvenated within the subspace of Ben's inner being, but in hopes not to spark negativity within the girl later on she decided to broadcast the memories and images of Ben's catalyst love with various other girls to grant Kenwyn understanding.

Sure it was spontaneous and quite frankly premature, but Ben didn't want Amalia to fade into oblivion and Breach was off limits for the moment, so this girl right here would certainly be one to 'feel the love' right now. He wasn't by any means comfortable with forcing this upon this unsuspecting trooper girl, but he had no other choice at the moment, and perhaps with luck she'll understand why and hopefully agree to 'help' him out.

Ben's tongue slithered passed her light brown lips to the depths of her mouth, she felt the charm taking a foothold in her body's needs and decided to just flow with it. She placed her right arm below Ben's waistline to cup his now hardening bulge while using her mouth to suck his tongue in. they made out for a good few minutes before she slowly took him with her to lay on top of the bedspread. Fortunately the door was locked and closed shut so no one would see what action took place inside Ben's room.

They groped and made out like horny teenagers, though they actually are, for minutes on end until one thing led to another which led to Kenwyn's white panties and Ben's boxers now being tossed to the floor.

"Wow." Ben hummed in delight as she laid back while eying Kenwyn's fully nude form with her hair let down, she was slightly athletic in body tone yet still maintained very attractive femininity and a hint of curvy seductive hips.

Despite how toned she was or how much she trained being a trooper she was still a knockout girl, she approached the bed and began crawling on the surface like a sex hungry tiger stalking its prey until she reached her destination; Ben's fully erect manhood. Placing her lips and both hands at the erectile tower Kenwyn began going to work on it. First she kissed her way up and down the shaft that was twitching in excitement while her hands strongly rubbed the area around his pole to ease more comfort into the service.

Her tongue protruded from her lips and lightly slid itself up the shaft and continued in an up-down pattern for a couple of minutes before moving her mouth down to his balls. She lightly popped one testicle into her mouth and sucked at it with sloppy enthusiasm, Ben's head titled back in relaxation and euphoria as the sensation of her lips on his sensitive area increased his arousal further and further. Suddenly her light brown lips removed themselves from his shaft and moved to the tip of his member just before Ben felt the warm moist cavern of her mouth covering his cock entirely.

Ben lightly moaned and opened one eye to notice the ever familiar pink shadow faintly looming over the tan girl while she bobbed her head. He could faintly see Amalia winking at him before disappearing again, but his focus was now on Kenwyn suddenly gripping the sides of his hips and grinding her face further into his lap with his cock touching the back of her throat.



"Oooh wow! You are good alright." Ben moaned and felt his hips undulate slightly while Kenwyn now rotated her head around and around thus taking his meat for swirling blowjob ride. Her hair tossed around while slurping energetically on the fleshy pole, this did wonders to Ben as he was now breathing very hard. After a few more minutes of this Ben felt the dam burst and clenched the sheets tightly as he let loose splurge after splurge of white gooey substance into Kenwyn's accepting mouth and down her throat.

The brown skinned girl closed her eyes and readily swallowed every last drop of semen that spurted into her mouth, making audible gulping sounds she finished swallowing the last drop and removed Ben's softening member from her sticky mouth. She looked to him and smiled with cum covered lips and pink glowing irises right before Amalia felt a certain incantation was needed to spice up this evening that wasn't over yet.

"Staminas veritas, engorges fallicus!" She called out from within the subspace as the magic made its way to the real world and Ben was certainly feeling the effects much to his surprise.

"Whoah...! this is...!" Ben felt his member solidifying itself back to full mass and unexpectedly enough his length had extended and became thicker. 'Amalia made 'Ben Jr' bigger!'

Where his penis used to be about seven and a half inches long if not a bit more, it was now nearly nine inches long and ready for round two and perhaps three.

Even Kenwyn was surprised to see this, she didn't know what to peg this occurrence as but for the moment she didn't care, her mind was too clouded with thoughts and imagery of Ben's story with his girls to care. Not to mention it was also full of lust and longing at the moment. She looked to Ben and smiled when she suggested an idea to which he would certainly agree to.

A minute and a half later Kenwyn place both hands against the wall of his bedroom in a standing position as Ben stood behind her with his rod in his right hand guiding it to the sacred opening between her inner thighs. He didn't know if she was a virgin or not, but that didn't matter to him right now, the only thing on his mind at the moment was the sensation of now feeling his length slide into her softy damp passage.

"Hooaaah!" She gasped as she felt penetration from the younger teen, Kenwyn had never felt like this before and would certainly get used to feeling it more often, it was intoxicating to her. Ben grunted and slowly withdrew his cock only to slide it elegantly back into her sheath, she bit her bottom lip as he continued.

Her legs were spread a bit apart and her rear stuck out in a very inviting way as he continued plowing his meat into her juicy snatch. Each thrust he delivered sent shivers up her spine as her hair tussled back and forth in sync with the frantic pounding he was giving to her pussy.

Seconds later they got back on the bed with Ben on top of her in a missionary position to which she eagerly wrapped her slender mocha legs around his waist as he dropped himself onto with his cock lined up to dive into her pussy. It did of course and now Ben was humping his hips into hers faster than before, each time he bounced back into her she breathed hard and moaned for more.

Vanilla on top of caramel in a swirl of sweaty vigorous sex, caramel's body swayed back and forth in rocking motion to match with vanilla's thrusting tempo. Kenwyn the tightly locked her arms around his neck and locked her legs even more tightly around his lower back as she felt Ben make one final thrust into her to which they both cried out.

Ben moaned loudly as he felt the contents of his nutsack drain and drain some more into Kenwyn's fertile youthful passage, her pussy muscles clamped down hard on his length as he was cumming inside her, both of them in orgasmic bliss that went on for what felt like forever. Ben finished gushing semen into her womb and laid down on top of her in satisfied post sex bliss in each other's arms.

In the midst of it all Amalia had felt more alive than earlier thanks to Ben and Kenwyn, during the sex transferred images and memories of knowledge up to recent events to Kenwyn's mind so that she wouldn't accuse Ben of anything bad. To her success it worked well.

Couple of hours later...

Ben awoke in the middle of the night with Kenwyn laying on his chest with a sexy smile written on her face.

"Morning, Benji." She whispered and Ben sweatdropped at the mention of his least favorite nickname.

"Why does everyone call me that? And morning to you too." He replied before leaning over to kiss her on the lips.

"Amalia mentioned it to me, said it was fun teasing you with that name, and I for one agree." She added looking at him.

"Amalia? So she..."

"Told me everything? Yes, I understand, kind of, I mean it's still kind of weird that all of this is because of magic when I never believed in such a thing until now. It's simple the way she put it; she dies unless you work your magic mojo of sex on women in the real world, I can certainly understand that. Better me than Holiday, she is already more freaked out about you already." She said chuckling.

"Hehe yeah, that's because I mistook her for my universe's Doc Holiday, she and I-"

"Did it? Yeah, your special girlfriend Amalia told me everything up to this point, I'm not mad by the way. Just wasn't expecting my first time to be so spontaneous inside the place where I work." Kenwyn added raising herself and Ben with her so that they kissed again.

"I'm sorry I suddenly thrust this on you, but her life force was fading and I didn't want to lose her." Ben said sympathetically and Kenwyn shushed him with a finger to his lips.

"Told ya already; I understand you were saving somebody, even if she lives somewhere inside your soul or something. Not mad, but I'm also not sure about joining your lover's harem. Sorry, but-"

"It's ok, I get it, I wasn't going to ask that of you because that alone is a huge step. I figured you had too much of a busy life here to want to be in that, besides I think I have enough people in that group already. But I may need to 'heal' Amalia again anytime soon since this universe drains her of her power, so..."

"Fuck buddies, agreed then." Kenwyn said winking which caused Ben to blink in stupor several times.

"Just like that? Really? You're okay with that?" He asked when he felt her grab one of his hands to place on her left breast.

"Just like that, unless you want some more 'proof'..." She whispered sexily into his ear and Ben gulped nervously. "Okay I believe you, but right now I'm a bit spent. Amalia and a couple of my other girlfriends like to use magic for these 'occasions' and it leaves me worn out."

Kenwyn chuckled and placed her lips on his once again. After several minutes of talking and coming to the agreement she departed his room fully clothed, she left with a wink directed at him and a piece of paper with her number written on it for him to call whenever the 'need' arises.

Ben wasn't sleepy enough to drift into dream world again so he simply got clothed and got up to stroll around base in simple black and white pajamas Providence offered him. Simple clothing that resembled hospital ware for patients but they were a comfortable pair of pants and shirt regardless.

"Where do I find a fridge in this place?" Ben asked himself as he wondered around until he reached a hallway that held some dormitory rooms for the tenants here, that included the man known as Agent Six, Doctor Holiday of this universe and her sister, a talking monkey Ben just recently met earlier, and of course Rex himself. 'That was one strange talking monkey, I wondered why he offered me a cigar and a pat on the back? I think he found out about me and the whole 'other' Holiday thing in the lab earlier.'

He thought to himself as he strolled down the hall and came across a sight that halted him in advance, up ahead he saw two teenage girls talking with a teenage boy with medium length blonde hair wearing an old army jacket. Ben took a spot to the side to see and eavesdrop much to his curiosity and slight shame.

The two girls were mentioned by the blonde named as Noah were apparently taken here for a date, or at least one of them is while the other accompanied. One girl was a sophisticated looking redhead with her hair stylishly done in a long ponytail, she wore a light beige jacket and light red jeans. Her friend was short haired blonde that appeared very spunky and cute, she wore a short violet dress shirt with a pair of blue jeans donned on her legs along with tennis shoes. The redhead was named 'Claire Bowman' and the blonde girl was simply called 'Annie'. (Look em up or watch their episodes, they're also quite hot.)

"It figures Rex has to go out on a mission tonight, we were going to look at the new Providence jet technology they just got in." Noah complained and facepalmed only to have Claire pat his back reassuringly in humor.

'So they're here to show off tech to the girls as a date? Pft, I could do better than that...in fact...' Ben thought now eyeing his Ultimatrix as he got an idea. He decided to step out and meet them down in the hallway depths, Annie immediately spotted him and tensed up thinking they were in trouble for being inside the base at late hours.

"Maybe I can help. I'm new here and I can certainly show everyone something way cooler than some air jets." Ben offered though still clad in pajama clothing he felt no embarrassment by it since his regular clothes were trashed.

"Sounds interesting but who are you? Do you work at Providence as well?" The one named Claire asked politely yet held skepticism in her tone about Ben and his offer.

"Sorta, I'm kinda new here, Providence found me an-" Ben was cut off when Noah jumped in and interrupted him with a look of realization.

"Oh that's right, Rex mentioned something about you. You're the guy that turns into 'aliens' right?" Noah asked in an almost fanboy like demeanor. He had always been a fan of the science fiction genre even though he was a hard working student that focused mainly on his studies, but evidently when Rex told him of the 'Alien boy' Noah was interested in seeing real live aliens.

"Yep, Ben Tennyson at your service." Ben stated proudly brandishing his Ultimatrix to their eyes.

Annie perked up and had an eager look on her face yet her friend Claire still looked unsure of what to think of Ben.

"So since Rex kinda bailed out on us for another mission, think you can show us some Alien awesomeness? Our original plans kinda got shot to bits." Noah asked. To his joy Ben nodded in agreement.

"Sure thing, but we need to go somewhere a little less exposed for me to transform, my aliens vary in shape and size, yknow." Ben said unsure of where to go in this entirely different area he was confined to.

"I know one." Noah suggested smirking.

Later...

"So here we are in the training room, I've seen Rex do a lot of damage here, both to himself and to the scenery." Noah gestured all around to the spacious white room with panels built everywhere for brandishing out various exercises.

"Cool place!" Annie said with sparkling eyes and even her redhead friend look impressed.

Ben was nearby admiring the capacity this organization had for training their soldiers, it made him wish he could start Plumber duty already when he gets back home.

"Normally Providence doesn't usually allow civilians this far in, but Rex convinced them just to let us hang in this one time tonight. It's a shame he's out on mission duty with Six and now Circe. At least they're finally a couple now." Noah said sighing proudly for his best friend.

He turned to Ben with a ready look. "Now can you show off some alien transformations? For the ladies at least."

Ben turned his head and smirked, he also caught Annie's eyes on him in flirting manner, he winked back of course and readied his watch. He popped the dial and out came the hologram of the alien selection grid. 'Better go with an old favorite.' Ben thought to himself when the hologram of a certain alien appeared and with enthusiasm he slammed his palm down.

A bright green flash illuminated the area and when it died down all three spectators were looking in awe at the fiery alien; Heatblast. Ben's teenage version of Heatblast had some new additions such as the miniature crater holes on each of his shoulders that resembled tiny fire pits. Strictly speaking he looked badass. (FYI Heatblast is one of my favorite aliens)

"Super cool! Do another!" Annie cheered out and Claire looked eager as well. Noah felt the

redhead's right hand clutch his own meaning the date was working wonders for the two like he wished it to.

"Just a minute, I can't change too fast or else the energy reservoirs build up too much and well... kaboom. Until a few minutes pass I'll just show off my skills. Watch and be amazed." Heatblast said as he created some fire between his palms and shot it upward like a firework with the intention of graffiti.

What came to be was the a large fiery mid-air version of the Omnitrix symbol. The girls wowed at the spectacle and Ben just came up with another idea now that he saw Annie gazing intently at him again.

"And this is for the ladies." Heatblast dissipated the Omnitrix flame signal and fired two streams from his palms into the air so that they curved into what appeared to be a giant heart.

The girls chuckled in appreciation and Annie felt herself melting, no pun intended, for Ben every moment since she first looked at him. That's when Amalia decided to make her move behind the scenes, a faint pink mana shadow materialized behind Annie and shed some violet energy on the blonde gal before disappearing, a pink glow now filled Annie's currently lusty eyes.

"Do one more, please! Change into some kind a fish alien or something." Claire cheered as she was now excited. Noah felt his plan working since the redhead was now placing a hand on his left thigh. In regards to the 'fish alien' idea Noah turned to Annie for answers.

"She's a Pisces and she has a thing for exotic marine animals." She explained and Noah nodded in comprehension.

'Fish alien, huh, I actually do have one in mind and it's not Ripjaws.' Heatblast when he adjusted the dial on his chest and with another green flash the Pyronite alien was replaced with Jetray.

The large red manta ray shaped alien appeared with its wing arms spread out proudly. Claire this time was now impressed beyond words, she loved aquatic animals and walked up to pet touch Jetray's scaly wings in awe.

"Cool alien, dude." Noah commented as he observed Jetray next to Claire who was in turn squeezing his hand gently. Annie got up as well and felt her hands around Jetray's scaly backside, when she got close enough she decided to whisper into one of its ears.

"Do you have a room here at Providence that we can go to?" She whispered seductively and coincidentally Jetray's tail spiked up.

Another green flash later and Ben returned to his human form with a small round of applause given. "I've got way more aliens to show off, but this thing does need some recharge time. Overuse it too much and it's big trouble for me." Ben explained.

"No problem, I'm sure there's something we can do in the meantime." Claire said mischievously and winked to the side at Noah who in turn blushed.

"Same here. C'mon, Ben." Annie said grabbing him by the right arm to drag away and out of the training room. Before Claire and Noah were out of sight Ben noticed a distinct pink aura around the redheaded girl, he grinned in appreciation. 'I guess you did that guy a favor, Amalia. Though I didn't think the charm can target guys other than me as the bait, then again there was that one time

in the forest when I first came here. I owe you one, Amalia.' Ben thought before snapping out of his trance due to Annie's tugging on his sleeve.

"So where's your room, Ben?" She asked sweetly with the pink glow in her eyes. Ben took the initiative and pulled the cute blonde into a lovingly steamy lip lock to which she accepted gratefully. She closed her eyes and put her arms around his neck to stand on her tiptoes which deepened the kiss.

(FYI I know this is fast progression of charm induced romance, but I have a large quota to fill and plus I have schoolwork to work on later. Even so, it's hot)

Eventually Ben led her to his quarters where she gently tossed him onto the bedspread and stood so she could perform a strip show for him right then and there. She winked before unbuckling her jeans and tugging them down to her panty-less bottoms, right on cue Ben's erection began. The sight of her hairless snatch and her elegant smooth legs was certainly a sight to initiate great arousal.

She then placed her hands at the bottom of her dress shirt and began lifting it up over her head, as the shirt was fully removed from her braless chest Ben gazed upon her lithe nude form complete with perky B-cup teenage breasts.

"Like what you see?" She asked blushing and gazing at him.

"Loving what I see, come here." Ben said romantically as he held out a hand to her.

Hypnotically she walked over to him with swaying hips and got pulled into another steamy tongue invading kiss. Ben's lips curled and caressed her soft pink lips while his tongue was busy tasting the inside of her mouth to his heart's content.

Annie's hands grabbed Ben's hands and placed them on her breasts while they continued making out, she in turn placed her hands on the back of his head and hiked herself up so she could wrap her legs around his butt.

This went on for some time until they lay on the bed together with Annie on top hovering her virgin womanhood over his erectile meat. Ben could tell that she was indeed a virgin and shy about her first time, he placed a reassuring hand on her left cheek and nodded. With great willpower she slowly lowered her bare snatch down onto his cock where the tip began delving into the opening. Little by little Ben's meat slowly began being swallowed up by Annie's virgin pussy until it stopped at the unavoidable barrier of her hymen.

"You ready?" Ben asked softly and Annie nodded carefully before shoving her own body down to fully immerse his meat into her sheath.

"Ooahh!" She moaned in a mixture of pain and pleasure as her virginity was taken, a small trickle of blood came from the penetration but that didn't stop her from suddenly rocking her hips back and forth.

She placed her hands on his chest and continued her rhythm of swaying her hips with Ben's meat snugly inside her snatch, Ben felt the tightness of her passage becoming very difficult to endure and grabbed her hips with his hands to meet her rocking hips with his own thrusting ones.

The bed began rocking and creaking while the blonde widow continued riding the alien hero

beneath her, her tits began jiggling slightly in sync with her undulations and gradually she rode Ben's cock even faster.

Eventually she shifted positions to where Annie was on her hands and knees on the bed in a doggy position with Ben behind her guiding his still erect length into her juicy passage once again. With a grunt he fully inserted himself to the brim into her snatch which caused her to moan quite loudly, after quieting down a bit Ben began pumping into her.

Again and again his dick slid into her slippery passage only to come out to the tip and fully shove itself back in, to Annie this is heavenly and she didn't want it to end, unfortunately her climax was coming close and she wanted to make sure he would let loose inside and still some left.

The bed creaked faster and faster and each time Ben shoved into her he felt his release coming sooner and sooner until-

"Kyaaa...! Ben...!" Annie hollered out as she clenched the sheets tightly while her pussy muscles contracted and convulsed with juices gushing out on Ben's cock.

"Ooohh Annie...!" Ben thrust one last time before feeling his member twitch wildly thus letting loose another generous deposit of sperm into the blonde girl's womb. Ben felt himself cum over and over until he felt spent nearly a minute or so later. He had a bit left and pulled out of Annie's pussy to bring it over to her breasts so his member can spurt out a few more shots of cum onto her tits like she wanted.

Now Ben felt fully spent and collapsed onto the sheets with the blond widow cuddling next to him. Before passing out he felt Amalia's presence materialize near the bedside and as he looked over to see her ghostly form she simply said; "Thank you, Ben."

With that she faded out leaving Ben to fall asleep with Annie in his arms.

Elsewhere...

Within the ruins of the destroyed laboratory in Van Kleiss's castle, a certain human shaped figure emerged from the debris of destroyed rock and science equipment. How he survived was nothing short of being lucky, but this man wasn't angry or threatening revenge, in fact he had a sinister smile on his features and held out one of his arms.

"Hehehe, if you thought I was a freak before, Rex, wait till you see what I've become now." The man laughed as his outstretched arm materialized blazing flames around before turning into a diamond like version of itself then changing into a black and green organic technological looking arm.

To be continued...

Next chapter: Brothers in arms part Five

## Brothers in Arms part Five (Breach, Annie, Five)

Ben's Girls

Chapter Twenty-Six: Brothers in arms (Part Five)

By Jehuty-Prime

*'The hands of the many must join as one, and together we'll cross the river.'*

(Enter Dreamscape mode)

Ben felt himself open his eyes and once again look upon the violet subspace scenery of Amalia's domain; it was as if someone painted vibrant red and pink colors all over the cosmos. Over nearby there stood her queen sized along with Amalia herself laying on it, except that her form changed once more, Ben couldn't make out what shape she took and instead walked over slowly to the bed to get a better view.

'Wonder why I'm here again, maybe this is supposed to happen more often now that me and her finally came to an agreement, but...I just wish her powers were restored fully so that she can maybe open up a portal to get me home.' Ben thought before realizing he was still in his clothes, his usual green jacket and jeans attire despite being in dreamscape mode

Just moments ago he had made love to another teenage goddess of this universe, so far marking it up to at least four including Circe, but Ben wasn't here to expand his harem despite unintentionally doing so. He was here on accident yet he would help Rex deal with this world's problems at least until he's able to return home to his lovers. Oddly enough the charm effect was recently discovered to also be a means of restoring Amalia's life force for her actual lifeline depended very much on it. Ironical isn't it? Circe, Breach, Kenwyn, and now Annie all fell sway to the charm and three of them perhaps fell in love with Ben himself. Even though he was keeping Amalia alive by willfully utilizing the charm's mystic prowess he also felt like he was digging himself into a bigger hole with each new love interest.

'Maybe I'm just overthinking....it....' his thoughts trailed off when he came up close to inspect Amalia, but what he saw certainly caught him off guard; he was looking at the lithe semi-nude form of teenage Gwen. It was obviously Amalia in a different form but Ben felt as if it truly were his Gwen anyway, her soft lily pale body was draped within her flowing red form as she lay there like a goddess sleeping, but Ben felt compelled to draw himself in close to her sleeping face.

"Gwen...you have no idea how much I miss you...all of you..." Ben whispered to himself as if he were talking to Gwen through Amalia, after saying his piece he pressed his lips boldly against her own. On skin contact Amalia absentmindedly reached her elegant hands around his neck to further pull him on top of her, Ben accepted and began deepening the lip lock which gradually involved two tongues sliding against each other.

A faint pink aura slowly became visible around her body as she continued tongue wrestling with Benjamin, but she felt weak and gently nudged him off herself.



"What's wrong?" Ben asked looking into her eyes and just now noticing how tired she is, it was obvious right there that she needed more energy fed to her. 'Oh no!'

"I still feel weak...Ben...This world is taking a bigger toll on me than I thought..." She said weakly with a voice that directly matched Gwen's. Ben felt like his soul was aching at the sight of her in this state, he knew what he had to do, he just wasn't going to like it.

"I can help, but would 'that' way still be enough to sustain you?" Ben asked clearly worried for her health, his hands were slightly shaking as they held her own. She slowly nodded.

"Yes, but i suspect it would have to be more than one partner in order to produce enough charm mana to replenish my body." She suggested looking directly into his green eyes. He nodded instantly quickly placed a kiss on her forehead before disappearing from the subspace domain, Amalia held a smile of faith and patience as she lay down once again.

(End Dreamscape mode)

Ben opened his eyes and found himself spooning the blonde teenage girl named Annie, both were fully nude underneath the sheets and within enough proximity so that Ben felt his hardening member touch between her ample buttocks.

'Must resist..! Need to find another...!' Ben thought restraining himself and his manhood by quickly getting up and out of his guest bed and into some clothes. Once again he was wearing the casuals Providence provided him; which was a faded grey T-shirt and soft black pants. They were more like hospital clothes but they made do since most of his original clothing was tattered and torn up.

"I need to figure out who to 'bring in' in order for Amalia to live, I know Kenwyn might still be around but it is early in the morning and she might not even be stationed here right now. Crap." Ben said to himself as he left his temporary bedroom to pace around the area in search of his secondary partner.

'As kinky as it sounds it's actually to save a life, isn't that something.' Ben thought before bumping into someone, he was so lost in thought he failed to notice a familiar yet different girl standing before him; she was wearing a faded school uniform with red skirt and white t-shirt that had two lower holes on the sides beneath her arms. He looked at her face and his eyes widened in disbelief at the sight of a more feminine and more colored Human version of Breach staring back at him.

"Breach? Is tha-" Ben stood up and asked before he was cut off by the sudden embrace of the newly humanized Breach, her only pair of now normal arms wrapped around his shoulders as she deeply smothered her mouth into his.

The slight wrinkles under her eyes had vanished entirely, her skin was now a warm color, her posture was more upright and her mutated large arms were now normal sized with the absence of her two lower ones. Behind the now kissing couple stood a smirking Rex who was now dusting off his hands in a smug gesture and waiting for them to finish.

After a long minute and a half she let go with a dreamy look on her face, Ben was blushing now too and still in bewilderment as to her new appearance. "You look incredible...how did it happen?" Ben asked suddenly noticing Rex stepping closer with a confident grin.

"Me curing her happened, monster guy. I have the ability to cure EVOs of their mutated nanites

and turn them back to human, there are a few incurables I can't touch but Breach right there certainly wasn't one of them. She actually summoned for me and requested I 'Un-Evo' her...for your sake." Rex explained looking between the two and lastly at Ben.

"W-wow...you did that for me?" He felt his heart melt a little after hearing that as well as seeing Breach's warm loving smile without her hair covering her face.

She slowly nodded and spoke up once again. "Y-yeah, and by the way my real name is Briana." She said latching her arms around his neck again and pulled him into a lover's embrace where they just stood together looking into each other's eyes.

"Thank you...Briana." Ben said gratefully before the realization of what he had to do came back to him full force. He reluctantly brought his voice back up as he was about to ask something quite extreme of this girl. "Hey... do you remember that time we met in the forest?"

She blinked twice before nodding, truthfully the memory was tad hazy, but she indeed recalled having intercourse with Ben and shortly after witnessed Circe being double teamed by both Rex and Ben. She didn't mind, even though she was kind of affected by an unknown sensation, but she was sure what he asked next would certainly something like that day.

Ben turned to Rex and even more reluctantly asked the same question. "Do you remember? I know you recall you and Circe doing 'the doo' while me and Briana were."

Rex looked a bit perplexed and scratched his head in thought. A sudden image of him and Circe sprang up from the fog of his memory along with a similar picture of Ben having sex with Breach. "Now that I think about it, yeah I do...! What about it?"

Ben looked deadpanned and suddenly Rex's eyes shot open. "T-that was you..!" Ben nodded shrugging.

Rex was certainly freaked out, he didn't even think about why he remembered Breach and Ben in the same area doing the same thing he and Circe were doing, but what certainly startle him would be Ben's next request.

"I'm....going to need you and Circe to come with me and Briana." Ben stated much to the confusion of Briana and Rex. "It's important, doing this is going to save someone's life. In fact you might even meet if things go right."

Rex shook off his stupor and slowly nodded, Briana agreed by pressing her lips to Ben's once again.

"I'll go get Circe, but I certainly want an explanation now or I want it eventually." Rex said with a small smile as he shook his right hand in Ben's left.

"You'll certainly get one."

Later...

Circe arrived in Ben's quarters with Rex in hand, the moment they arrived they witnessed in blushing embarrassment that Ben was 'preoccupied' with Annie the Blonde widow and Briana formerly of the pack, both of them standing together under the effects of a charm chain trance.

"Whoa! Porno scene...! Maybe we should come back later!" Rex was blushing profusely at the scene as it is his first time seeing Annie fully nude in all her glory, on top of that Briana was also undressing with the aid of the Blonde widow while Ben stand in front of them watching. Little did Rex notice was that each pair of eyes were faintly aglow with light violet energy, that included Circe who was standing next to him suddenly feeling 'heated up'.

Briana's white tattered school shirt was being slid off her slender shoulders thanks to Annie's hands, Briana looked more beautiful than ever before and this sight was certainly shrinking the constraints of Ben's pants as he watched it all. Rex however was unsure whether to back out of the room or stay still in stupor, but within a few seconds the faint pink glow reentered his eyes once more just like in Abyssus forest.

'This feels familiar...! Hold on... I remember now...!' Rex slowly recalled with wide open eyes as he shifted his view to Circe who was a breath's away from his face, her lips pressed against the latino boy's own as he felt images of a memory broadcast in his mind. 'Circe...I remember she and I did...well...crazy stuff, plus....oh gross...I shared with Tennyson when I was...uugghh!' He felt slightly disgusted as the memory of him pounding Circe in unison with Ben came to appear but it all felt melted away due to the charm's increasing effectiveness. Rex now saw all violet as he now wrapped his arms around Circe's lithe frame and pulled her deeper into the kiss they were sharing.

With that Briana's tattered uniform fell on the floor around her ankles followed by Circe's clothes as well.

With a couple of moments it all went into motion and Ben could sense Amalia's life force replenishing little by little as he was in reality guiding his hardened length between Briana's spread thighs.

"Uungh!" The former EVO moaned as she felt the penetration of Ben's appendage immerse itself fully into her snatch. He held up her ankles over his shoulders as they all laid on the bed together, Annie simply went to his backside in an embrace lock so she could rub his chest anxiously and watch him thrust into Briana. The Brunette's hair cascaded her delicate face in sexual heat as Ben now began lightly humping his hips forward like a jackhammer into her tight womanhood.

Obviously under the charm's potent essence Annie remained to Ben's backside either cupping his buttocks or moving hand to his face to slide a finger into his mouth every so often.

Circe was fully nude with her lightly pale petite body fully shown to Rex who was now undressed from the waist down, his member sprung free of his boxer confines and anxiously hovered over Circe's closed ankles. Rex didn't know what was going on but was at least semi-aware of his deviant behavior, yet he was going to give in to love and lust when it came to Circe. He smirked and grabbed her knees to slowly pry them open thus revealing his moistening lightly haired pussy, she was on her back as well but would be very open to changing positions later.

Rex's form descended upon her and with a forceful shove following penetration he sheathed his meat into her snatch. "Huah!" Circe gasped and gradually reveled in the sensation before wrapping her arms around his back and wrapping her legs around his buttocks to lock themselves loosely.

"Circe..! This feels-" Rex struggled to speak until she cut him off willingly.

"-Incredible? I agree! Huah..!" Circe breathed as the gentle pounding of Rex's cock into cunt continued in a rocking and swaying pattern.

These two teens were on the soft carpeted guest room floor doing this while on Ben's bed Ben himself was switched to being the one on bottom as Briana aggressively was on top riding his length for all his worth. Needless to say he was quite turned on by her sudden aggressiveness; Annie was given several naughty ideas due to the charm's influence and joined with them in a rather unique position.

The blonde high school student got in between and presented her juicy pussy an inch from Briana's flustered face in an 'ass-out' type of form while Annie leaned her head down to capture Ben's mouth into her own.

"Hhhrrmmm." Briana herself moaned inwardly as her lips and tongue ran all over Annie's snatch being smothered against her face, she continued to sway her hips along Ben's meat and then alternated to grinding in circles thus sparking intense arousal from the boy. Briana herself felt like losing it all to climax, she had so desperately wanted Ben to cum in unison with her but that opportunity might slip by.

Annie sensed this and decided to change things up by removing herself from in between and placing herself beside Briana, she flashed a sultry look toward Ben hoping they got his attention, they did.

"Oh Ben..." Annie beckoned, the brunette boy heard this and tilted his head upward to see the bait Annie lured him with and when he did his jaw dropped. It didn't matter how many times or who was involved, seeing two girls make out wildly in front of him always spiked up his arousal meter, and that's why Annie was currently tonguing Breach's mouth very openly to Ben.

'Oh wow...! I never ever get tired of seeing that.' Ben thought in amusement as the blonde girl was in turn having her lips and tongue sucked on by Briana who was also putting her right hand down between her inner thighs.

Annie inwardly gasped in intoxication as she felt Briana's two main fingers slide into her pussy and slide back out in repeated pattern. They continued wrapping their tongues around each other and Briana continued fingering Annie's pussy as well as slamming her own tight passage onto Ben's cock. Another several minutes of this was enough for Ben to suddenly grip Briana's hips tightly and make one final thrust upward causing her to break away from Annie's lips and moan loudly.

"hooahh Benn!" She hollered out in orgasm while coincidentally feeling Annie's pussy clench and gush tightly on her hand, apparently the charm link unifies shared orgasm. Briana felt her vessel clamp and gush wildly on Ben's dick as it erupted like a volcano inside her; great globs of creamy semen spilled upward into her unprotected cervix quickly filling her womb up.

Ben's face looked strained as he continued cumming inside Briana, the said former Pack member looked to her side and quickly got an idea. She moved herself off Ben's gushing length and quickly guided Annie's face to where the 'volcano' was erupting, Annie got the idea and hurriedly opened her mouth in a bold deep throat of Ben's gushing appendage.

The blonde teen was surprised by the amount he had left and savored the taste of multiple globs of cum spilling into her throat. After a few more spurts he finished thus leaving his meat rod slightly softened inside Annie's mouth, she quickly licked her tongue around the tip of his cock before removing her head from his lap. Some of the white goo leaked out the corners of her lips and she quickly beckoned over to Briana who got the notion and wrapped her arms around the other girl.

They looked naughtily at Ben who looked only slightly spent and anticipated what they were going

to do next; he wasn't wrong either, Annie opened her mouth wide open and displayed how much of Ben's cum she held in her mouth before currently drawing Briana closer in a deep French kiss to which his cum is being swapped.

'There are no words to describe how hot that is.' Ben thought right before he heard Rex groan loudly in the background along with Circe meaning that they came together with Rex's sword still sheathed within Circe's passage. 'Heh, those two remind me so much of Gwen and me.'

'Indeed they do.' Another voice piped up. Ben heard it and immediately turned to his left side to see the faint pink aura of Amalia being visible only to him. 'Amalia...how are you feeling?'

She was still in aura form but he could see she was smiling sweetly at him. 'Much much better thanks to you. I had no idea this universe without magic could drain me so, but I'll fill you on the details later, Ben. Right now just enjoy the show.' She said before disappearing back into his subconscious. Ben looked to see Annie's sperm covered tongue sliding forward and around inside Briana's mouth thus smearing his manjuice all over their lips and cheeks.

'I know I shouldn't be surprised at this point but who knew the charm could bring out such naughtiness from the most mild mannered girls I've met.' Ben thought when seeing Briana and Annie remove themselves from each other and audibly swallow down the sperm they had inside their mouths. Briana lay down spent from so much energy being used up, Rex and Circe did the same and laid down together on the soft floor, but Annie wasn't done yet. She had yet to feel Ben's organ inside her this morning and she wanted to be satisfied even if that meant tiring him out even more.

"Ready for rounds two and three, Ben?" She looked lovingly into his eyes and leaned in for a deep tongue wrapping lip lock to which Ben gratefully returned. His arms wrapped around her lower back to cup her ample butt thus scooting her closer to himself, the two stayed like that and made out for several more minutes until Ben was hard and ready again.

Standing up he placed her in a frisking position against the wall and grabbed and squeezed her buttocks until his erection was ready for probing the 'second hole'.

"Are you sure about this? Won't it hurt a lot?" Annie asked clearly nervous about the prospect of anal sex. It was Ben's suggestion since he was feeling creative at the moment, but if Annie didn't want to do it then he would just take her the other way.

"If you don't want to do it then I under- mmphf!" Ben's mouth was covered by her lips before he could finish, it was an obvious 'yes' answer to him. When she let go of his lips she winked mischievously at him and stroked his hard on with her left hand. That was all the invitation he needed, she let go and palced her hand against the wall while Ben gripped her hip's left side with one hand and guided his meat to her rear with the other. Finding the opening he carefully yet forcefully nudged his rod deeper and deeper, Annie meanwhile grit her teeth and clawed the white wallpaper as she felt the fleshy intruder burrow deeper into her anus.

"Uuaahaha! Ben keep going!" She shouted pressing her breasts against the wall surface as Ben's dick immersed itself little by little into her puckerhole until he was fully inside.

'Holy crap she's tight...! I've hardly ever done anal and now I know how much I missed doing this with the other girls.' Ben thought as he began bouncing his hips forward one jump at a time thus humping Annie's ass. Her mouth was agape and her face contorted to a mixed expression of both pain and intensified pleasure.

Ben pressed himself forward some more to the point where his chest stayed firmly against her smooth back, lifting his hands he moved to grab and squeeze her supple B-cup breasts while keeping his bouncing rhythm of slamming his dick into her ass. Her legs quivered slightly since she is still getting used to losing her anal virginity, but Annie would tell you it was well worth it. In and out again and again Ben's cock buried itself to the hilt with her tight anal passage. He was enjoying this form of sex and would most certainly attempt this with the girls back home when he returns.

This went on for several more minutes until Annie turned her face to meet Ben's in a passionate French kiss, she had been moaning within her mouth each time Ben effortlessly fondled her tits, he was talented at that, but all these combined factors of arousal soon brought her home.

Her body undulated between the wall and Ben as Annie's orgasm washed over her, her ankles twitched and her pussy gushed as Ben came along with her after one last thrust. He couldn't remotely bring himself to withdraw and instead filled her ass with multiple globs of cum.

"Wow..." Ben breathed and captured Annie's lips into his once again before lying down on the bed next to Briana spent.

Little did they know there was camera viewing all the action and recording every moment from the very beginning. After everyone fell asleep the recording mode ceased and the person holding the camera smirked like he won the lottery. "Just when I thought this place was boring and stiff, this happens. I'm so going to enjoy re-watching this later on, I just hope I don't miss out on more action." Bobo said

After sleeping off their exhaustion Ben once again visited Amalia in her subspace realm of his subconscious...

"How're you feeling?" Ben asked as he entered and to his wonder he saw Amalia in her adult form, which resembled a far younger Verдона, floating above him like an angel. Her long red hair flowed along with her red robes as if she really were an angel, she did appear very heavenly to Ben, she descended down towards him to capture him in a loving embrace.

"Fantastic! Thank you!" She said with glee as she wrapped her arms tightly around his neck as if they were longtime lovers. She tilted her head back and looked lovingly into his eyes with a sweet smile. "You had no idea how painful it was losing life force by the minute, I can't thank you enough, Ben."

"Don't mention it, you and I are in 'this' whole thing together, aren't we? Besides I care about you as much as I care about Gwen and the rest of the girls back home. I only wish we could get back sooner, I can handle this world's craziness but the risk factor for your health never stops worrying me." Ben said sincerely and received a light kiss on his lips from her.

"Well you'll be happy to hear this then; the moment I felt my life energy returning to me I realized I could strengthen my powers with excess life energy, point is it may be possible for me to open up a rift and get us back home if I acquire enough mana." Amalia said giddy with the prospect of getting back home to the universe of mana, magic, and of course aliens. She wanted to get back primarily to make Ben happy, he had been down and out sometimes because he missed everyone.

Ben's hopeful and excited face said it all, and instead of saying anything he just grabbed her face and pressed his lips onto hers once more in exhilaration. He let go reluctantly after two minutes of

lip lock and felt giddy with excitement. "That's awesome news! But how can I 'acquire' more energy for you? I can't exactly keep seducing every girl I meet in this universe. I get enough problems because of that back home, plus I'm not too sure Rex, Annie, and Circe will be too thrilled about what happened just now."

"Relax, I'm sure they'll be accepting about it, well as long as you don't remind you shared the same girl back in that forest. Hehe." Amalia teased causing a flat panned look to come upon Ben's face. "Besides, it looks like Annie will most likely be in on it along with Breach, plus Rex and Circe truly love each other the same way you and the other girls do. I'm sure everything will work out. Have faith." Amalia said touching her forehead with his. After she said that Ben knew everything would be all right.

Elsewhere back in Abyssus...

Inside a laboratory somewhere the ruins of the palace sat the infamous villainous scientist named Van Kleiss, across from him a computer terminal to which he is currently contacting someone for a specialized assignment. When the screen static cleared there was a spiky haired silhouette that spoke with a British female tone.

"If you got this contact number then I assume you have currency to grab my attention. Who are you and what do ya want, luv?"

VK simply looked impassive and sat like the calculating evil genius that he was, he smirked then spoke up. "I have your finances and the task I need you to accomplish for me. Make no mistake it'll be well worth your efforts, especially since I hear you're one of the deadliest people on the planet."

"Got that right, luv. Now make with the job details, your time is running short along with my patience." The shadow said over the terminal.

"There is a target I need you to capture and bring here for me; he's a teenage boy wearing a green jacket and bearing a strange device on his left arm. I want him brought here alive." VK explained.

"Is that it? That job is hardly worth my talents at all, you bloke! If you want a kidnapping hire a mercenary, I'm an assassin and this task isn't worth my time."

VK held up his hand to calm her down. "you didn't let me finish, he is holed up in the very same providence base another 'world class' assassin operates in. I believe you are familiar with the sixth deadliest man on Earth, correct? The man named Six?"

The comm link stayed open and the shadow became quiet for a moment. "I'm listening, but the rest better be good."

"It will, I can't go anywhere near Providence without having swarms of troopers bearing down on me and my personal 'transport' has deserted us. You are an old acquaintance of Six and I believe it'll be easy for you to get in and take the boy out from under their nose, but he needs to be sedated or else he'll be trouble."

"What about him makes him so special? And how in the world would a little tyke give me trouble in the first place?"

"Let's just say it all comes down to that device on his arm, that's the source of his power and that's what I want to study."

"What about Six's little partner? The one with the robotics for limbs?" The shadow asked.

"If it's possible then bring him in too, but the green boy is higher priority. Bring him to me and the pay will be well worth it." VK said brandishing a metal suitcase filled with actual money.

"You got a deal, luv, but no funny business or else you'll be on the other end of my guitar. Tomorrow morning you'll get your delivery, over and out." The shadow buzzed and logged out leaving the screen blank.

VK simply sat there in the darkness with a sinister smile on his face. "Tomorrow morning, eh? That should give me plenty of time to practice..." He outstretched his mechanical arm with suddenly ignited a ball of sparking flames in his palm. "...this new power I have acquired. I am so close so very close to cracking the secret of these 'alien genetics.'"

Back at Providence base...

"So this magic charm mojo helps you 'charm' women into sleeping with you?" Rex summarized before shooting the basketball and missing the rim.

"I wouldn't put it that crudely, but short answer; yes. I don't try to use it for my own selfish reasons, ya know. it just sort happens at random." Ben replied catching the ball and shooting it up above the hoop and missing it. Ben was once again in his usual jeans and black shirt, the jacket he usually wore was too destroyed for repair, but Rex agreed to model him a different one based on his own jacket. Ben was anxious for it.

Bobo was somewhere in the background of the basketball court they were in at the Providence training room watching them fumble the basketball in amusement. "You missed!"

"Yeah thanks for the heads up, mister talking poo thrower." Ben retorted before picking up the ball.

"Oh you are so on my list now, monster boy." Bobo said smirking evilly while Ben passed the ball to Rex.

"So you're not mad or weirded out about you know..." Ben asked awkwardly after passing the ball.

Rex looked at him with uncertainty and slowly grinned. "Of course I'm freaked out, you have a superpower that involves sexing up girls around you. If anything I'm actually a bit jealous, but I don't care about all that as long as I have Circe. Besides I know what it's like to lose control, I can tell we both lost control when we both did the dew with her back in Abyssus. I hold nothing against you, man." Rex put on friendly smile and held out his right fist.

Ben sighed in relief and bumped his fist with Rex's.

"But fair warning; Circe is my girlfriend, try to seduce her and you'll get..." Rex said materializing his right hand into giant metal fist build. "...the giant metal punch treatment."

Ben chuckled and accepted. "Hey she's all yours, dude. I have no intention of stepping between true love, you actually remind me of myself and Gwen, y'know." Ben then adjusted his watch and with a slamming palm and green flash he turned into Humongasaur. "My ball!" the giant dinosaur intercepted Rex's shot and performed a slam dunk on the basketball hoop, thus absolutely crushing



it in the process and leaving a cloud of debris in the air.

"Oops, guess I overdid it again, didn't i?" Humongasaur asked while Rex was holding his sides laughing uproariously.

Off to the side Annie, Circe, and Briana all stood watching the contest between the two in amusement while muttering comments and names about their goofiness.

"Boys." Circe hummed at the site of destruction where the hoop used to be.

"Go Ben! Destroy another hoop!" Annie cheered out.

"Hehehe." Briana simply giggled at Ben's antics as he got up and transformed into another alien; Diamondhead.

What had begun as a simply basketball game changed into a wrestling match between Diamondhead Ben and Giant metal fist Rex, the girls simply looked on and enjoyed the view as if it were a movie.

The day had wind down to night time dusk and Ben decided to sharpen his fighting skills by practicing in the training room alone, Rex had gone off with Circe on a date as a means to ignore the craziness from earlier as well as the Abyssus forest event. Annie had to go home, but left Ben her number as well as a promise to hook up again later on as official boyfriend and girlfriend. Briana didn't mind sharing Ben as she too deemed herself Ben's girlfriend, she truly loved him, having no place to stay she was given a guest bedroom as her quarters thanks to Rex's vouching for her. White reluctantly agreed and thankfully it was near Ben's room, she had some fun ideas but she was tired from her active day of sex with Ben and finally becoming human again.

So right now it was just Ben alone in the training room ...for now.

"Time to go hero!" Ben slammed his palm down the outstretched dial and with a green flash Fourarms took his place. (Fyi: this version of Fourarms is based directly off of the Crossover version in Heroes united)

The training room activates automatically whenever prompted by the tenant, within seconds multiple death traps and swinging clubs along with compacting presses came into picture. Fourarms simply cracked both sets of knuckles and went to town.

From nearby against a wall of the area leaned a young woman who appeared to be in her mid-twenties, clad in all pink and dressed as a punk rock star, even her medium length spiky hair was pink. She was attractive in her own right and brandished her very lethal weapon on her back; a guitar. Her name wasn't known to anyone, she was simply known as 'Five'. (Fyi: wiki her up she's there and she's a cutie, even with that accent.)

Minutes passed and Fourarms had decimated another pair of swinging metal clubs that had gotten in his way, most of the set equipment was destroyed and he was ready to go another round until he heard a clapping sound coming from behind him. He turned to look and notice a pink outfitted woman walking towards him.

"Not half bad, I take it you're the 'wrist watch wonder' everyone's been spouting about?" She said in a friendly way even though her motives were hostile.

"Yeah, name's Ben, and you are?" Fourarms said not relinquishing his form, he knew there was something not quite right about this pink woman.

"They call me 'Five', I'm not allowed to dish my real name, luv." Five said crossing her arms with a smile. "I've seen what you can do and I gotta say I'm not impressed."

Fourarms glared. "Your point being...?"

Five simply winked and reached around for her guitar like it was a sword and reeled out ready for action. "I'm a warrior too, luv, and my point is; Impress me." With that she ran with unusually high speed and whipped the guitar upwards into Fourarms's jaw sending tumbling back a few feet.

"Ow! What the heck was that all about?" Fourarms didn't have time to complain when he saw the shadow of the punk rocker in the air nearing him and about to perform an overhead strike. He leaped to the side at the last minute leaving a seismic impact where she struck, the guitar didn't break but there was indeed an impact crater in the ground. "That is some guitar...and that is some chick."

Fourarms quickly went into battle and clapped all four of his hands together to deliver a shockwave blast at Five, she nearly dodged it but the sudden ranged attack caught her and tossed across a few more feet.

"Now it's getting exciting, let's dance, luv!" Five dashed over to Fourarms once again began swinging her 'axe' in wild yet precise strikes.

Fourarms successfully blocked and ducked several strikes but didn't see Five's left boot heading to his face. With a pow she kicked him which caused Ben to flinch momentarily, she used that opening to jump overhead and deliver a right angled downward swing with her weapon.

Wham. Fourarms used his top two arms to catch it in his palms before it landed, he smirked and then used his lower two arms to deliver a one-two punch combo to Five's abdomen which knocked her back.

"Not bad really, though having more arms is a bit unfair I say." Five commented readying her guitar once more.

"It ain't about the tools you have; it's how you use them." Fourarms said gesturing a 'bring it' gesture with all four hands.

"You're preaching to the choir, Red, now let's keep going!" Five said dashing again and this time dragging her guitar along to deliver a heavy blow to Ben's stomach and following up with a flip kick to his head and ending with another swing of her guitar but Fourarms grabbed it before it landed.

"Heh, haven't we already done this?" Five asked smirking.

Fourarms smirked back. "Yeah, but last time I didn't do....this!" Fourarms ended that sentence with grabbing her guitar entirely and breaking it into pieces with all four of his arms.

Five looked appalled and agitated that someone broke her 'axe' yet again. "Bloody hell! That one was brand spanking new too, you bloke!"

"Well it serves you right." Fourarms said tossing the broken pieces aside and transforming back into Ben. "I mean what kind 'friendly' stranger just suddenly starts a fight with someone she doesn't even know?"

"Tch, don't get all touchy now, it was just a sparring match, luv. Though I didn't expect someone to break my favorite instrument." She said putting her hands on her hips.

"Sparring match, right, next time a little warning would be nice. Now if you'll excuse me I'm heading to my room." Ben said walking to push past her, but she stopped him while possessing an all too friendly smile. "Yeah? What it is?"

Little did he know she was holding a syringe containing a very strong sedative that would knock him out for hours and she was about to prick him with it.

Amalia picked up on this and quickly went into action to alert Ben.

'Ben watch out!' She called as she watched from her subspace that she was inject that thing into an unsuspecting Ben and somehow he couldn't hear her. Only one thing to do!

"Aaugggh! What..is this..!" Five suddenly grabbed her head and then the area between her thighs as if it were lit on fire. She had dropped the syringe on the ground and Ben noticed the pink glow in her eyes as she looked at him directly.

'Oh no..! Amalia what is going on here? I thought we agreed...oh man... I'm totally feeling it now!' Ben thought in wild protest but soon succumbed to the effects of the unexpected charm blast. Soon his eyes were aglow with pink as well as hers, the british rocker gal looked at Ben with a predatory gaze and tackled him to the ground.

"You know...every gal likes it when a man plays rough. I liked it a lot when I fought you, now you'll like this, luv." She whispered seductively and leaned down to lightly lick his left earlobe while reaching her right hand down his pants.

'Oh man...I can't help it...but of all people it had to be this woman...Amalia definitely owes me an explanation later.' Ben feeling the soft skin contact of Five's hand pull his length out of his pants.

Her face cuddled against his neck and she began trailing kisses along it leading up to his mouth to which she savagely dove her tongue into. Ben felt compelled to suck her tongue in and enjoy the thrill of sex with an older woman again, his hands absentmindedly went to her chest and began squeezing and fondling her tits through her clothing.

Within minutes Five's top was tossed away along with her tomboyish pink pants, thus leaving her with nothing but her black bracelets on, Ben felt himself harden even more at the sight. The pink haired rocker then pulled Ben on top of her but in a different position than expected; his hips were just at her head level and she popped open her mouth then grabbed his hips with her hands. With a forceful shove from her hands Ben felt his cock forcefully invade her mouth, she was making him face hump her and she loved every second of it.

For Ben it was similar to performing a push up, only this was kinky sex, he had his hands pressed against the floor to keep himself elevated to a certain point while letting his hips thrust his dick into Five's slurping mouth.

'Oh wow...this is so good...so good!' He thought lost in lust and looked down below to see the

pink haired head bobbing willfully back and forth, the experience was so new and so arousing that he felt he would lose it any moment now. The strength of her suction certainly wasn't helping his endurance either. Her dark lipstick covered lips along with her black choker and pink short hair certainly set a standard for a possible punk fetish Ben might share with the girls later, but at the moment he was feeling the dam bursting.

"Oh hell..! I'm going to lose it...!" Ben stammered and felt Five give one final suction strong enough and deep enough that Ben let loose globs and globs of gooey sperm down her throat without spilling a single drop. She like everyone else audibly swallowed, which only turned him on more.

With a plop he lifted himself off from her face and noticed a trail of sticky cum stringing from her lips to the tip of his dick.

All she said was; "More, luv. More."

With that Ben pinned her up against the wall with her left leg hiked up around his waist, her butt pressing against the wall surface, and Ben impatiently shoving his cock into her juicy cunt.

"Huuoooh! Yes that's it! Drive it farther, lad! It's been too long...too long!" Five called out as Ben commenced with the frenzied upward thrusting into her pussy. He held her up with his hands while her left leg remained semi-wrapped around his legs and her breasts were now being nibbled at by Ben's mouth. Five used her hands to press Ben's brown haired head further onto her tits while he pounded her, she enjoyed having her breasts pleased a bit more than being banged vaginally and Ben was doing great at both.

Her right nipple was being sucked on and treated very nicely by Ben's lips and tongue, his length continued slicking into her wet opening with fervor and he wasn't letting up anytime soon.

Five enjoyed every bit of it all, it had been awhile she had gotten some, the fact that Ben unexpectedly brought this out in her only added more spice to the mix.

Soon both her legs were wrapped tightly around Ben's lower back as continued fervently shoving his moist yet solid member repeatedly into Five's pussy. Her face was at his neck lightly biting him in sexual excitement, her breasts pressed snugly against his chest, her body began undulating and grinding against him at the same time. Suddenly she removed her mouth from the teen's neck and yelled out as her pussy muscles clamped down wildly on Ben's meat.

'Here I come..!' Ben thought out in wild euphoria as he felt Five's tightening pussy on his meat thus causing another seed spilling climax which eagerly filled her up. Spurt after chunky spurt of semen spilled into Five's womanly depths and soon followed the collapse of the two on the training room floor.

Ben passed out along with Five, both were spent and sleeping, but suddenly the pink aura shadow image of Amalia arose from Ben's body.

"Sorry Ben, but I knew what she attempting to do. I sensed her intentions and I had to change that, perhaps she'll no longer have those intentions after this. It seemed like you certainly filled a need, hehehe. G'night, my sweetheart." Amalia said disappearing and leaving the two there and in each other's nude embrace.

In the morning...

"Oh good grief..." Doctor Holiday said when walking into the training and stumbling upon the sleeping naked forms of Five and Ben. "They don't pay me enough for this."

End chapter twenty six

Next chapter: Brothers in arms( part Six) Semi-finale

Chapter after that: Brothers in Arms (Part Seven) Final

## **Brothers in Arms part Six (Holiday, Diane Ferrah, Beverly)**

Ben's girls

Chapter Twenty-Seven: Brothers in arms part six

By Azure

"So you came here on orders from Van Kleiss to capture the Tennyson boy? Tell me if I misheard, Five." The lean ninja like man otherwise known as 'Six' asked sternly with statue like resolve as he waited the pink haired woman's answer.

Five looked to her side briefly and nodded, Agent Six, Ben, Holiday, and her were all in the med lab after Holiday discovered the rocker assassin and Tennyson lying naked in the training space. Much to her utter embarrassment she had radioed Six as soon as they woke up, Five and Ben both were a tad red with embarrassment as they gathered their things and hastily redressed. Now it lead up to here where the green suited man in sunglasses waited to hear more from his punk rocker associate before currently whipping out his dual blades. Five made no move of her own and readily anticipated if he was going to strike her down or not, but someone objected to that notion.

"Wait, Six!" Ben quickly stood between the two before any moves could be made. "If she were really going to do what she said then I wouldn't be here right now. I mean c'mon she didn't make any moves against me..."

"I'm sure she did, but not the kind of moves you mean, am I correct?" Holiday commented causing Ben to blush a bit. Even she didn't think she would make a joke spontaneously as she did.

"W-Well my point is-" Ben continued until Six retracted his swords back into their sleeves.

"-Enough, I understand. The only reason I did take my weapons out was to see if she would retaliate or make an escape. Seeing that you did neither only proves Ben's point. You're off the hook, Five...for now." Six commented before adjusting his tie.

Smirking Five stood up and shook his left hand in a neutral friendly way. "Still as edgy as ever, aren't you Luv? I'm right and dandy with being in your crosshairs, I don't mind all that much..." she then turned halfway and placed her right arm around Ben's shoulders catching him by surprise. "...as long as I have lover boy here to keep my interest. It was only a job, but now I've lost interest in that contract and honestly even I don't fully understand why that is." Five said causing Ben to think about the Charm and it's relaxing effects it can have on a person; at times it may wipe away a person's negativity or ease their bodies into accepting more unusual decisions. This was further proof of that, and it got him was a pink haired assassin chick that just stated they were on a more personal relation of a sort.

"Happy to help, and... thanks." Ben said with genuine friendliness and kindness until he was caught by surprise by the pink haired woman suddenly cupping his face into her own for a hungry liplock.

Holiday looked peeved at the sudden impulse of the two and Six simply looked indifferent as they

finalized their kiss leaving Five looking pleased. "get used to it, luv. You and me will spending a lot more time together."

"Get a room you two!"

Everyone in the lab looked to the source and noticed Bobo with a camcorder hanging off one of the ceiling fans watching them in amusement.

"I'm fine with that, but first...Six can I borrow one of your throwing knives?" Five asked eyeing Bobo like a target and the talking monkey made his way out of the room via open air vent.

Six inwardly sighed, he didn't expect the Tennyson boy to bring this much odd craziness to Providence since his discovery, but then again Rex brought about just as much chaos when he first arrived. Turning back to them he looked serious and proposed a question to Five. "What is Van Kleiss's plan and why does it include this boy right here, Five?"

She simply shrugged. "I didn't ask, he was a strange one though, he just told me this bloke here was 'important' for something, we didn't meet face-to-face and I just accepted the assignment. I broke it now that I've made up my mind what I want but I gather that nutter isn't going to sit easy with this."

Six nodded and looked back at Holiday. "This area might come under attack soon and we've just started rebuilding, I think it'd be best to have Rex take your sister Beverly back to your place."

Holiday nodded without hesitation and walked out of the room to find her sister and then Six turned to Ben next. "Those girls Noah brought with him need to get back to their homes too, go with Rex and escort them back. Providence can't afford to divert any soldiers at the moment and they would be safer with you two. Understood?" Six said with an air of authority and professionalism that even Ben had to admire.

'Reminds of Grandpa Max, except with swords.' Ben thought and nodded, he was about to head out of the med lab when Five lightly slapped his ass and winked at him on his way out.

"Really, Five?" Six asked with slanted eyebrows.

"What? A gal can't have some fun?"

Later...

"This is so fun!" Claire Bowman said riding on top of Jetray's back as he flew slowly yet swiftly over the highway, her friend: Annie was riding on the other side of the alien's outstretched arm wings. Beside them on the road in his 'hover cycle' build Rex was keeping up with Jetray while carrying another teenage girl that went by the name; Beverly Holiday. The girl had shoulder length dark brown hair combed to the sides of her face, her eyes were green and her facial features were exactly similar to her older sister doctor Holiday. She was cute wore a pink sleeveless tank top along with knee length jeans, she physically a young teenage version of her older sister. (Wiki her up and you'll agree she's cute, plus also gets some action in this chapter.)

Briana and Circe were still back at Providence volunteering with Lieutenant Kenwyn Jones on firearm practice along with martial arts training and medical study with Holiday. Circe nor Briana had homes to call their own yet and so they stayed in Providence base for the time being since defecting from Van Kleiss. Briana did it out of love for Ben and didn't mind the 'multiple partner'

issue he had regarding his charm effect, Amalia did come in telepathic contact with her some time ago and revealed all. As long as Ben loved her back and just as much as every girl he's with, she didn't mind anything at all. The same could be said of Circe and Rex, she stayed because she was a runaway that was formerly of the pack, but because of Ben's help she lives under the same roof as Rex and it didn't bother her at all. Both teen girls felt they had to earn their keep like Rex did, so White Knight called for them to be trained in all forms of defense since they were living there now, not only did they have their reasons but also they trained in case VK may return soon.

"Think you're little flying fish form can keep up with me, huh. Watch this!" Rex called out to Ben before boosting his acceleration. Beverly held on tight to the cycle and to Rex's torso as to not let go.

"As wicked cool as this is I think you should slow down a bit." Beverly said being muffled by the rush of wind passing over them. Rex glanced back and nodded before reluctantly slowing down.

Jetray zipped back up front beside him with a confident face. "I can travel at high speeds too, mister roboto! Maybe even light speed, but let's save this contest for when we don't have passengers." Annie and Claire held on fairly easily but were nervous that their grip could slip.

"You're on, Ben! Machines move faster than wings, y'know." Rex added before slowing down some more along with Jetray. All three girls visibly breathed a sigh a relief as they slowed down and the sight of the city destination came into view.

"It's a heck of a coincidence that three of you live here in the same city." Rex said referring to Annie, Claire, and Beverly.

"Well Claire and I have been friends since grade school; we live in the same neighborhood and everything." Annie explained as Jetray slowed down to a walking halt. They appeared in a peaceful looking yet usual neighborhood that Rex recognized from the last time he was here to take Annie to the prom. Beverly dismounted herself from Rex's bike build and Jetray warped back into Ben after the girls removed themselves. Ben didn't notice it at first but Beverly kept looking his way in both intrigue and curiosity, Amalia's needs were filled for now so there was no need for her intervention, but nevertheless Ben was being eyed.

"Thanks for the rides, boys! Tell Noah we had a great time when you see him, actually scratch that, I'll tell him myself later on in a text." Claire said hugging Rex briefly in unison with Annie doing the same with Ben more affectionately.

"No problem, glad you two had fun, but you may not be able to come back to Providence for awhile. Van Kleiss is probably going to make another attack soon, y'know." Rex stated seriously and the two girls nodded. Annie briefly gave Ben a quick kiss on the lips before slipping him her number on a slip of paper. The girls entered Claire's house leaving the boys and Beverly standing there.

"Well I better take Doc's sister to her place then, want to come with?" Rex offered before materializing his hover bike build again. Ben simply shrugged unsure of what he wanted to do at the moment, but then an idea hit him.

"Sure thing, but first let me change into my favorite speed demon." Ben said before adjusting the Ultimatrix dial to pop up a familiar hologram. With a palm slap and a green flash Beverly and Rex saw a different alien from the ones seen before. It had a leathery and lean body, it's head was cone like and definitely alien looking, and it's feet seemed to be attached to some sort of biologically



grafted black orbs.

"Meet XLR8, as soon as we drop the girl off we race, you on?" XLR8 dared leaving Rex smirking eagerly.

"You're on!" Rex slid his goggles back on and turned back to Beverly who had just now mounted the ride once more. "Where do ya live, beautiful?"

"A few blocks down and to the right, my sister's penthouse is right around there, but try not to speed too much on the way there, k?" Bev said with a small smile.

"That's a promise I may not be able to keep, let's go!" With that Rex sped off and a nanosecond later XLR8 blurred out of sight along the same path as his friend.

Elsewhere...

Standing on a cliff top alongside his two loyal cohorts, a long haired megalomaniac looked over the dark orange horizon of his land and sneered. Van Kleiss wasn't wearing his usual garb and instead seemed to be wearing some bizarre body suit similar to the one he wore when hunting down doctor Rylander. (Wiki it up, it looks cool and adds to the action.) He wore no connection tubes to nano infused soil since it didn't have that disability anymore, but to all his unsuspecting enemies he was more powerful than ever before.

"BioWulf, Skalamander." He called out and they both obediently came up to him.

"What's the plan?" Biowulf asked itching for a fight.

VK merely held both his hands up together and generated some high voltage lightning between his palms. "I've mastered what few genetic sights I gleamed from that alien's body and now I have a portion of its power. My own unique nanites are partially to thank for that, plus there seems to be no drawback to utilizing them either, but it's not enough. Evidently my alleged bounty hunter defected or failed which leaves me no other alternative but to take the boy myself, and with these new powers it shouldn't be too difficult."

"What's that kid got that makes you want to cut em up and experiment on him anyway?" Skalamander asked with its slobbering jaw.

"It's simple, my dear Skalamander; my own abilities increased exponentially since I incorporated only a small amount of that alien's powers into my bionic arm, but just imagine what I could accomplish if I could grasp that Tennyson boy's extraterrestrial watch. I'd be unstoppable..." VK was almost giddy at the prospect; both his henchmen nodded and stood by awaiting orders.

"We make our move now; one of my contacts has informed me that the boy is outside of Providence's watchful eye and in a city somewhere." VK said turning back to them. "Let's pay a visit, shall we?"

Back to Ben and crew...

"Why do I have to be the one to pay again? I wasn't the one breaking the sound barrier back there, no matter how cool that was." Rex commented licking his ice cream cone. Standing next to him was Beverly doing the same and sporting a somewhat pouty face, Ben also tasted his own frosty treat while the three walked around the nearby mall.

"Because you making a breakneck turn caused your passenger to land on her butt several feet away on some hard concrete, plus her sister would kill you." Ben commented but Beverly chuckled at the two.

"Relax you two, I'm no snitch, besides Rebecca's not temperamental unless you mess with her equipment. That's when she gets really scary, plus the ride was fun, all except for the landing hard on my butt part." Beverly said licking her cone again. "So you two can stop trying to sweeten me up."

"Okay..." Both Ben and Rex said in unison as they continued walking about inside the shopping area. They figured they should enjoy some time out in one of the wonders of the civilized modern world, plus the two felt as if they owed it to Beverly for their competitive craziness.

People were walking about in their everyday activities and minding their own business until –

A booming shockwave followed by a small explosion occurred near a wall of the mall, in that moment everyone snapped out of their pleasant routines and scattered in panic. People were running here and there and the two teenage heroes along with Beverly remained in their spots alert and ready.

"C'mon!" Rex said to Ben who nodded and followed suit, she tagged along with them to see what exactly was happening that caused such devastation.

Pushing past the scared people running by and the dust from the debris Rex and Ben came to the hotspot where they saw the ever so familiar duo; Biowulf and Skalamander storming into the place obviously looking for trouble. They weren't alone however; behind them were a handful of various EVO henchmen that worked for VK, apparently they were the same cycloptic ones that attacked Providence base the first time.

"I guess it goes without saying that there here looking for us, unless mutant lizards and cyborg werewolves go to malls now." Ben said with his hand at the Ultimatrix.

Rex narrowed his eyes in frustration and held out his hands to materialize his giant fist builds. "Well it figures, first time in a while I have a good day and suddenly it's a life or death scenario in the afternoon."

"Beverly you better stay back and get to somewhere safe!" Rex called back to the slightly scared girl, she reluctantly nodded and moved to a nearby location away from the battle zone.

One of the cyclop EVOs spotted the two boys and pointed them out, immediately both Skalamander and Biowulf locked onto them.

Ben dialed in another alien and slammed his palm down once more; a bright green flash resulted leaving Rath in its wake.

"You guys came looking for another beat down?" Rex taunted readying his giant metal fists as Rath pounded his chest once and cracked his knuckles.

"We came for him. Van Kleiss wants whatever secrets that boy possesses and we intend to make sure he gets what he wants." Biowulf pointed at Rath before flexing his razor sharp talons.

"Yeah well come and get it, poochie! Rath smash!" Rath exclaimed before stampeding out of his spot to charge straight to Biowulf.

A flurry of punches delivered to Biowulf's metallic torso followed by a flipkick to his head, the EVO went skidding across the ground courtesy of Rath. The cyborg werewolf got back up and raced back to engage Ben once more but with furious downward slash of talons. The battle went on in furious intensity as the two continued attacking and countering each other's swift movements.

"Watch your back, kitty kat!" Skalamander drawled before lifting his jagged rock arm up in an attempted barrage of crystalline projectiles, but-

! A heavy chunk of pavement slammed into the lizard's back sending it back a couple of feet and into a store window. Rex smirked and held up his Slam cannon ready for another shot, but a quick barrage of shards were sent his way which caused him to dodge to the side. Rex quickly took initiative and ran towards a still standing Skalamander and formed his 'Boost jump' feet builds during his now performed flying kick, another loud impact resulted and Rex had successfully drove the lizard man into the wall behind.

The pair of Cyclops EVOs took that opportunity to engage Rex with swinging their club like arms at him in poor attempts to strike him, but Rex was trained and trained well. After the last strike from the one on the right Rex used that opening to build a giant metal fist and send it straight into that very EVO.

With a thunderous impact wave he sent that creature into a wall of the mall's second floor. "Sttttrrrrike!" Rex cheered right before seeing the other Cyclops EVO bearing down on him, during that very moment Rex also noticed Biowulf being tossed into the air and heading for the very EVO about to hit him.

With a crash the bionic wolf creature landed on top of the second Cyclops EVO with both of them being down for the count. Rex looked ahead and saw Ben's Fourarms alien form dusting all four of palms and walking his way.

"This area isn't safe; there could be more of them coming soon." Rex said as Ben changed back to his human form.

"I agree, the area is already clear of civilians except..." Ben nodded and looked around until they both saw Holiday's younger sister step out into the clearing.

"Beverly..! She's supposed to live around here and since it's already a madhouse-"

"Yeah, we need to get her back to Providence where it's currently safer than here." Ben said as she came near both of them.

"Totally agree, besides I think I wouldn't mind holding some weapons at my side like sis just in case." Beverly said causing curious looks from both boys. "What? I was trained by Becky thoroughly when it came to self-defense."

"So where does that leave these guys?" Ben gestured to the knocked out forms of the pack. Rex then looked his way and made up his mind.

"You take her back to Holiday, I'll keep these guys under watch until Providence sends some reinforcements to lock them all up. I got this." Rex finished smirking confidently, Ben nodded in

agreement and bumped fists with him before adjusting the watch again.

With a green flash XLR8 came into view and beckoned for Beverly, the lean blue and black alien now carried the girl in his arms like he usually did with Gwen, his tail whipped up and his hind legs readied themselves. "If more bad guys do come here then save some for me, deal?" XLR8 said causing Beverly to roll her eyes and mutter 'boys' under her breath.

"Deal, now get outta here, skinny." Rex said when the speed alien sped out of sight and out of the mall's danger zone.

Rex stood in patience near the pile of defeated EVO henchmen with a small smile on his face that slowly turned into a frown, he looked down at them with suspicion and readied his right arm to materialize into his sword build. "That was too easy, it's never like that when fighting these guys." Rex said to himself and as if on cue; he heard a soft clapping sound coming from his far right.

"Well aren't you an astute one, Rex."

'I knew it...' Rex thought and looked to the direction of the voice and saw his most hated enemy in the entire world; "Van Kleiss, why am I not surprised?" Rex said looking at the power suit wearing mad scientist casually walk inside with an air of superiority along the debris from the large hole in the wall.

His ever present mechanical arm was there and it matched his odd dark brown suit, the same he wore when Rex thought he was dead last time, the same one he wore when murdered Doctor Rylander.

"Well let's have it; the wisecracks, the smack talk, and your usual devil may care attitude before we dance the same dance as usual." Van Kleiss said flexing his mechanical arm's metal fingers.

"Not really in the mood right now, VK, plus your overly positive attitude is seriously giving me the creeps. What is it that you're so happy about anyway?" Rex commented readying his blade.

VK merely smirked as if he were drunk on power and held up his mechanical arm. "Let's just say I've got a few upgrades I want to show off." After he finished his sentence his mechanical arm surged with bright yellow lightning as his other arm suddenly morphed into molten imitation of Heatblast's arm. Rex's eyes went wide as he witnessed his nemesis suddenly changed most of his body into variegated versions of themselves; his torso went teal with rock hard diamond like shielding covering it while his legs remained the same.

"I see you uh... got a makeover..." Rex commented in uncertainty of this man's new abilities.

"More than that I assure you, now then....let's have at it!" Van Kleiss said anxiously and thirsty for battle as he leaped in the air at Rex with a streak of lightning trailing his attacking arm.

Where Ben was at...

In a blue blur XLR8 found himself within Providence's parking lot with a slightly frazzled Beverly in his arms. "Could I bring a helmet next time you go that fast? That wind really kills my hair." She joked as he set her down and changed back to his human form.

"Sorry about that, the rush of speed gets me carried away sometimes. Ever ride a motorcycle?"

"I'm fifteen, but yes I kinda played around with one of the cycles here in Providence. I love going fast, and in case you were wondering; I didn't mind going that fast with you." Beverly said causing him to blush a bit, regardless of all that Ben's done and had done to him involving the charm magic he still can act goofy around girls sometimes.

"Spankin, now let's go see your sister and inform White of what happened back there." Ben said and she nodded as they both made their way further into the base.

Eventually they ended up in Doctor Holiday's med lab once again after they debriefed White Knight allowing him to give the order to dispatch recovery and capture teams over to Rex's location, the commander himself though seemed peeved at currently having to deal with the infamous news reporter; Diane Farrah. She and her camera crew had apparently used the right of freedom of speech to allow themselves in to get interviews from the Providence team such as White, Six, Holiday, and Rex, but evidently she was still here and annoying White Knight with her questions. Since Rex was unavailable and Six was busy it meant Holiday and White had to be in the spotlight.

(Wiki her up as well, she's a hot babe that's totally going into the M-rated parts of this chapter.)

"That newswoman will not leave. She's only been here fifteen minutes and nonstop she's been asking ridiculous questions, though I'm actually surprised she hasn't pried into more classified details of our operation." Rebecca Holiday complained calmly as she sat at her desk doing regular business on her medical terminal.

Beverly and Ben was in the room with her waiting for whatever it is they were waiting for, Ben was about to get out and head to the cafeteria until Rebecca swiveled in her chair to look in his direction. "Ben wait."

He turned his head back and wondered if she wanted to do more tests on him. "Yeah, what's up?"

She looked uneasy and avoided eye contact before opening her mouth. "I need to talk to you in a little bit, it involves your 'charm' augmentation and it's rather important."

Ben raised both eyebrows and wondered what could be so important regarding Amalia's magic, but nevertheless he nodded and walked out the med lab with Beverly eyeing him longingly.

'I think I may get rid of your nosy reporter problem for ya, doc. I just need a little bit of Amalia's help to do it.' Ben thought carelessly, for some reason he couldn't understand he was feeling lucky yet uneasy at the same time. He pegged it be Amalia's magic messing with him again, but before even thinking of removing a nosy reporter from the premises he had to consult 'her' before anything else.

And right on cue her spiritual image in pink mana presented itself in front of him while he was walking. The mana took form and shape and before Ben knew it he was looking at the fully adult and fully nude form of Amalia. Her long flowing red hair and Gwendolyn like face always aroused Ben to point where he had to restrain himself from grabbing her to ravish her body.

"Howdy, Ben."

"It's good to see you doing well, how are your powers doing?" Ben asked seeing her ghostly form hover close to him and cuddle around his neck.

"They're improving steadily, a bit more 'charm' induced escapades on your end and I can gather enough strength to open a rift to our own universe." She explained nestling her face next to his lovingly.

"Good to hear, I think I had a prospect in mind actually, some newswoman that's been pestering Holiday and White the entire time she's been here. I originally thought of an alien related idea but in this world not too many people are fazed by monsters." Ben said as he made his way downstairs to the main control room that was quite large and set with monitors for eyeing situations. That's where the newswoman and her crew were at questioning random Providence personnel.

"By all means, if it helps gets us home and remove the distractions of media from the place then all for the better." Amalia commented and winked before disappearing out of sight back into Ben's subconscious.

When stepping into the main control room where random providence troopers and personnel were going about their business, ahead he saw the sophisticated looking woman in dark red professional ware standing in front of the big monitor screen where White Knight was reluctantly answering her less important questions. She was a fully grown and beautiful woman with shoulder length brown hair and blue eyes, she appeared to be in Holiday's age range and apparently Ben felt himself growing an erection at the sight of her hoopskirt riding up a bit showing her pantyhose garters.

"For the last time; neither I nor Six is interested in having our relationship statuses broadcasted on your show. I can't leave my quarantine room much less go on a date so tell your viewers and fans than I'm off the market. And don't even give out my phone number." White said exasperatedly as the reporter jotted down some notes and signaled her cameraman to stop rolling.

"Excuse me, if you want answers to...well all your personal questions I got a few." Ben called out to her which only got him a glance from the woman. Her face turned sideways in noticing Ben and gradually a look of realization dawned on her widening eyes.

"Y-you're...the more recent secret of Providence that I've been hearing about!" Diane exclaimed calmly and approached.

"What?" Ben and White Knight said in unison.

"There was an information leak and I wasn't notified?" White knight asked dangerously, but Diane turned around to answering in reassurance.

"Oh no nothing like that, it's just that one of our camera crew's vans came across the sight of the 'anomaly' crashing down in the outskirts. We were there when we briefly noticed this boy was the one that was the anomaly and taken in by your men. We just want to ask him a few questions and we won't bother you with any more sensitive ones. Deal?" She asked excitedly.

White briefly looked from her to Ben and back to her again before sighing. "Very well, just get your interview and get out of here. I'm sure 'ET' over there wouldn't mind, the sooner you and your crew get your show's material the faster you go so we can resume operations without interference." White said with finality in his voice before cutting the monitor transmission.

Diane stood there and looked a tad offended with his blunt rudeness, but she quickly perked up and turned on her heel to engage Ben face to face. "Now then shall we begin?"

"Uh...let's make this a private one without your whole crew watching me, it's kinda unnerving

honestly." Ben said rubbing the back of his neck.

She mulled in thought and nodded to herself before gesturing to one of her cameramen to give her one of the more portable camcorders for the interview. "A private interview does sound more interesting anyway, let's take one of the rooms that White Knight offered for interviews when I first got here."

"Okay." Ben said as she led him while holding her camcorder.

When they got inside they shut the door and Diane locked as she set up her camera to record the interview as Ben sat down on a chair ready, but when she placed her microphone down she then looked directly into his eyes and surprised Ben with the sight of the pink glow in her irises.

'Wha..? The charm already activated without me knowing?' Ben thought after she placed herself down on his lap and placed her right hand around his neck.

'That was me...I got so excited I couldn't wait, so I 'mystified' this woman with charm heavy magic. Ironically enough she was already eyeing you like a piece of meat even before I began, hehe older woman definitely like you, Benji.' Amalia said telepathically from within his own mind and absentmindedly Ben reached his right up and grabbed her breasts through her business shirt.

Diane Farrah leaned down and captured his lips succulently into her own as the 'special interview' began...

Within a couple of minutes most of the older woman's business clothing were shucked to the floor as she walked around the room stripping slowly for Ben. He was still fully clothed and sitting in the chair while she treated him to the show, only her tight hoop skirt, her bra, and pantyhose with garters remained. Teasingly she placed her hands at the back of her bra which cupped her D size breasts eloquently; her back was turned to Ben as she fingered the lock strap slowly.

'Why does every woman I know do this...? They always tease with the slow undressing...!' Ben thought in sexual frustration when the tent in his pants formed at the sight of her shimmying down her bra. It now fell on the floor even though her bare back was all Ben saw until she placed her hands on her skirt about to trudge it down but impatience got the best of Benjamin Tennyson.

He got up and got behind her which surprised her in a good way and cupped both her large breasts with each hand. She made a small sigh of pleasure as Ben began fondling them while pinching her nipples, Diane bit her lower lip and let him continue while bending over on one of the desks in the room.

Ben felt the lusty magic charge up his need for 'it', he then turned the woman over on her back and laid her out before him. She winked and moved her left foot to his pants, her shoe had come off earlier leaving her elegant legs only clad in pantyhose, letting her foot feel around his bulge sensually. Ben felt himself getting harder by the second as she continued pressing it against his hardening appendage.

Her face was written in bedroom lust as she moved her hands down to underneath her skirt to pull out her black thong from underneath and let it dangle off her right leg until it fell off. Her tight red skirt was still on and they both wanted it to stay that way as Ben fingered his zipper open to whip out his stiff rod for her to admire, in no time at all Ben placed himself on top of her and slid his length into her juicy snatch with her skirt scrunching up against his abdomen.

"Haah..!" She breathed as she felt the teen hero's meat invade her pussy canal, her legs stuck out and dangled in the air as Ben adjusted himself to her warm juicy sheath. Her hair tussled back a bit as he began driving his dick fully into her passage then slowly dragging it back out only to drive it quickly back in. He continued pounding her pussy with bouncing thrusts that caused her grip on his back to be tighter each time, this continued on while she mashed her breasts against Ben's face as a signal of what she wanted and she got it; Ben's mouth lightly nibbled and sucked in her nipples tastefully.

They kept at it for a little while more and moved positions to where Ben sat down on the chair again with her on top riding him like a stallion; in and out in squishy and juicy contact did her pussy envelop Ben's meat repeatedly. She placed her hands on his shoulders and began grinding her hips harder and faster, much to Ben's delight, and within minutes he felt her wildly convulse and shudder with his cock snugly inside her pussy.

"Hnngh!" Ben stiffened and gripped her buttocks tightly as his cock jerked wildly letting loose globs of cum into her snatch as it clamped down on him, milking it for all it's worth.

She hollered out in orgasm and rode it out on Ben comfortably before slumping down in his arms, after a few seconds she brought her head back up to suck Ben's mouth onto hers letting their tongues slobber over each other. They continued on like this until Diane picked herself up off of him with a light string of sticky cum trailing from her pussy to his length, she got on her knees and dove her head into his lap to swallow his entire dick into her mouth and throat.

"Damn...you're good!" Ben tilted his head back and tightly gripped the armrests as she continued deep throating him. After a couple of minutes he was ready to blow and so he did, he cried out her name as his member once again let loose a torrent of cum but this time he filled up her throat instead of her pussy.

She removed her head from his lap and carefully gulped down the contents in her throat, she winked and smiled at him as she got up and redressed herself. Ben didn't feel like explaining everything to this newswoman but questions about what the sudden moment of passion were inevitable.

"I'm not going to ask what that was, I enjoyed every second of it and that's not enough for me. Sometimes two individuals who fancy each other just need to have at it with little reason needed, you don't need to explain, but I would like an interview with you." She said pleasantly surprising him as she put her clothes back on. Ben zipped himself back up, he never got fully naked and his only clothing was a black t-shirt and jeans, he missed his green jacket.

After he got up he pulled the woman into a loving kiss before sitting back down and letting her turn on the camera, Diane simply asked away and Ben answered everything that she asked; which were just questions about him and his origins.

He answered every detail since it was just about him and not about Providence, from the beginning of it all where he discovered the Omnatrix to fighting a maniac from the future. He finished off where he landed in this world thus concluding the interview leaving Diane very satisfied, in more ways than one.

After that it was only a matter of minutes for herself and her crew to gather their things and exit Providence, but not before leaving Ben her phone number whenever they needed another 'sexfriend' event.



Somewhere in the subspace of Ben's consciousness Amalia felt the surge of energy refresh her entire being as well as increase her abilities. 'Just a bit more and we can find a way home.' She said to herself within the pink subspace.

Ben came across the med lab again and wondered where Rex was, a communication would've come through by now if he needed backup or if there were more enemies to pummel. Worry building up in his mind he found himself intruding on a conversation between Holiday and her sister, the elder sibling looked his way and smiled appreciatively.

"Thanks for getting rid of that reporter, Ben. You wouldn't believe how personal her questions turn out to be." Holiday said shaking his hand. "By the way White says 'thanks' too. He's just glad she didn't get any sensitive intel on Providence and instead just got the 'interview of a lifetime' with the alien boy." Holiday said quoting the bold newswomen.

"No problem, you said you needed to talk to me earlier and said it was important." Ben asked as he sat down. Holiday looked to both Beverly and Ben before sighing herself and preparing to say something big.

"Ben...your little friend 'Amalia' has telepathically contacted both me and Beverly earlier this week." Holiday revealed completely surprising him to the point where he nearly fell out of his chair.

"W-wait what?"

Holiday nodded along with Beverly who shyly agreed. "I still barely comprehend how she came to be or why she started talking to both of us, but it seems that she's found a way to your home universe...and she needs 'our' help to do it. Not that I'm jumping for joy at that notion, but..."

Ben listened intently as she continued and green eyes connected invisibly to another pair of green eyes; Holiday was directly looking into Ben's very soul as she took a deep breath before speaking. "The moment you awkwardly hugged me I've felt a strange surge of many things go through my mind during that brief instant; the memories and sensations of the Doctor Holiday in your universe."

"Really...? That's unusual, I guess it's some sort of cross-universal thing." Ben theorized and Holiday nodded. "It's also probably the result of the charm's mystic network connecting me to all the other girls, two different Holidays would've certainly crossed wires even though I never intended to use the charm on this Doctor Holiday. If the charm is universally connected to all the girls back home it's no wonder Amalia is so sure we can get home.' He thought before just now noticing Beverly's lovely face close to his. She was so close Ben felt the 'butterflies' in his stomach motivating him to simply kiss her right there, he knew 'it' had to stop somewhere down the line but with everything on the line he had little choice. Plus she was clearly attracted to him the same he felt attracted to her, what difference did it make when you include Briana, Annie, and Five?

Feeling her minty strawberry scented breath on his cheek he resisted no longer and leaned up and cupped her cheek in his hand as they kissed deeply in front of the good doctor. Holiday wasn't fazed or surprised, Amalia had told her enough and lately Six has shown little to no attraction to her, she was frustrated by it and Rebecca was still only human. Humans have needs after all, this included her as well.

"My point is; those 'feelings' need to be purged and your special 'friend' has informed us that in order to get rid of them as well as help you find your way home; we need to do this. It seems like

Beverly has started already actually." The older woman said smiling at the sight of her younger sister continuing her loving embrace with the Tennyson boy. She got up from her office chair and approached the two, tapping his shoulder she caught his attention and reluctantly he broke from Beverly's lips to look into Rebecca's jade green eyes.

"Make no mistake; I do want to live out that 'other' Holiday's feelings but this can't be a permanent thing between you and me, understand?"

Ben nodded and a genuine smile slowly appeared on her lovely features. "She's lucky, you know... to have someone that has that big a heart and still love her along with the others just as much as this 'Gwen' I keep hearing about."

"Yeah, and I'm lucky to have what I have, I honestly never asked for the 'charm' augmentation, but I have a responsibility to the girls now and i would do anything for them..." Ben added in sincerity.

Beverly's eyes went wide with the next sight she saw; her older sister Rebecca leaned down and pressed her lips softly against Ben's.

'I know it's sis, but this is still kind of hot...hehe.' Beverly thought before feeling the pink aura of the charm mana course through her body, her irises lit with a pink glow along with Rebecca's and Ben's...

...they all knew what had to be done and within seconds it began...

Clothes were scattered all over the floor including Ben's and the boy with alien watch sat back in a reclining office chair with Holiday sitting on his lap with her curvy body nude with grinding hips against his. Beverly was fully nude as well and sitting her ample butt on the desk with her legs spread before him, Ben took to pressing his face against her pubic area to lick and suck along her teenage clit. She had little to no pubic hair as she basically ground her hips against Ben's eager mouth, her sister on the other hand had now began pressing her D size breasts against his bare torso and continued to hump her pussy onto his length.

Ben enjoyed the skin contact of her mounds mushing against his chest and would comment if he weren't busy servicing Beverly's youthful womanhood. The girl had her hands grasping his head tightly as he continued; his lips kissed and licked her pussy lips before moving up to suck on her clit which caused her legs to jerk a bit with toes curled.

Holiday's elegant mature body was enough for Ben to be reminded of the joys of older women, her snatch was surprisingly tight as it slipped itself repeatedly on this cock, he would moan if his mouth was preoccupied at the moment.

"Ben...! Huaah..!" Beverly moaned out loudly nearing her climax.

Holiday was enjoying herself almost more than she was since the older sister was now gyrating her hips on his length thus taking Ben for a 'ride around the world'. Ben's body tightened a bit as he restrained his soon-to-happen orgasm due to Holiday's service.

Suddenly she began bouncing wildly onto his lap and took Ben even further into bliss, it was all so intense that he pulled his face from Beverly's now gushing pussy to hungrily pull Rebecca's face onto his lips once more. His tongue dove into her mouth with some of Beverly's womanly juices still on his tongue, Holiday tasted her sister on Ben's tongue while they continued tongue wrestling during her repeated grinding motion.

'This is almost too much...! Do I say that a lot? This is amazing!' Ben thought feeling the tightness of Holiday's pussy suddenly tighten even more followed by a loud moan. Her face was away from his and her mouth was agape in blissful climax that she now rode out with Ben still fully inside her.

In turn Ben gripped her hips to the point where it could lead to finger marks, Holiday did the same as her body convulsed and twitched in an intense unified orgasm with the teen boy underneath her.

Ben moaned out her name as if he were making love to the Doctor Holiday of his universe, granted there is little distinction aside from their first names, before feeling his hips dive upward with his dick spewing a hefty amount of sperm deep into her womanhood.

Her hair tussled about along with Holiday herself as she rode out her orgasm, her hair even became undone due to her constant shaking during climax. She was beautiful with her shoulder length hair down, Beverly didn't want to feel left out and proceeded to get Ben hard again by committing an act she never once thought she would do; she stood by her sister's side and grabbed Rebecca roughly before pressing her mouth to hers.

'Holy crap...!' Ben felt like he was seeing a remake version of Gwen's mom and Gwen herself doing the 'naughty incest' type of kiss that always turns him on.

'Staminas...veritas!' Ben heard Amalia chant out from within the subspace and felt himself harden back to full length with thankfully no pain involved.

"Mmmm, feeling frisky again, are we?" Holiday said after removing her tongue from her younger sister's mouth and looked at Ben in a naughty way. She picked herself up off of his lap leaving his fleshy tower fully erect and covered in her cum as well as Ben's.

With the fierce pink glow present in their eyes the two sisters looked to each other and nodded before slowly descending to their knees before him. The charm magic grants lewd imagination into its subjects as well as the courage to enact whatever hardcore ideas come to mind.

This idea was now in motion with both sisters pressed their moist lips on either side of his erect shaft and began kissing succulently before moving on to lightly licking it. Ben nearly destroyed the armrests because the treatment he was receiving caused his grip to tighten to extreme extent, the sensation of young Beverly's lips closing in on the tip of his dick combined with Holiday's suction like kisses on his shaft made him want to blow his load instantly. He held out of course.

Both girls were moaning inwardly as they continued sucking and licking here and there on his meat before meeting in the center to engage in another incestuous tongue kiss.

He watched in fully aroused and excited awe as the two sisters made out in front of him, several minutes went by and the girls laid on the lab table together with Beverly on top of her sister like a 'Holiday' sandwich. Ben got up behind them and gripped his cock so he could carefully guide it into Beverly's juicy snatch.

"Nnnngh!" She moaned in pain as his fleshy penetrator pierced her virgin hymen right before burying itself fully into her cunt. "Ooaaahh!"

Ben ceased his movements and waited for her to adjust to the pain, after a few seconds she began grinding up against her sisters naked sweaty body thus giving him the signal to go for it.

His hands cupped her buttocks firmly as he plunged her pussy in fast repeat motion, the tightness of it was overwhelming at best and the lusty magic of the charm gave him the energy to go even faster.

The lab desk shook in accordance with Ben's thrusts into Beverly's snatch, Holiday herself simply wrapped her legs kinkily around her sister's lower back and enjoyed the sensation of their breasts squishing against each other. While Beverly was getting her sensitive area pounded by Ben's monster the two siblings held on to each other and kissed each other a few times during.

Minutes later Ben called out her name and shoved his hips into her rear one final time before letting loose another generous deposit of semen, this time into the fifteen year old Holiday sibling's womb. The charm would of course prevent pregnancies so Ben had nothing to worry about when he doesn't pull out, the girls grinded against each other in unified bliss as Beverly came to orgasm due to Ben's own finishing thrust.

Both Beverly and especially Holiday felt like all the troubles in the world melted away around them as they laid together naked on the medical table, Ben pulled his dick out of Beverly's cum filled sticky cunt and laid back to rest on the office chair.

"That was...fantastic...huff..huff..." Ben panted spent near his daily limit.

Within subspace Amalia overwhelmed with raw mana power as her body became stronger and more capable now. Her powers were enhanced and suddenly her face contorted in alarm before speaking to Ben telepathically.

'Ben!'

He blinked awake when he nearly drifted off to sleep as Amalia's voice sounded off in his head.

'We got trouble! Actually it's more like Rex is in trouble! Get to him now!' Amalia said clearly worried and Ben shot up from the chair to redress himself. He looked back at the girls and placed a soft sweet kiss on Beverly's right cheek before dashing out and locking the lab door so no one would stumble upon them.

'Crap I knew something was up! Why didn't Rex contact base though?' Ben thought dashing down the docking bay and pressing his dial down again to ignite another green flash.

XLR8 came to be once more and without hesitation he sped off out of Providence.

'My guess is his communications must've been jammed. He must be in danger! I can sense it that way since my powers increased.' Amalia explained as XLR8 hurried to the mall area.

Where Rex at...

Clutching the left side of his ribs painfully Rex, whose clothes were tattered and very battle damaged, struggled to get up on both feet. Nearby there were knocked out soldiers littered about as well as decimated Providence tanks, standing before them all was Van Kleiss in the same shape and form as he was when battled Rex earlier.

"you want to know what the funny thing is, Rex?" VK asked in a cocky way as stood over some debris near where Rex was struggling to stand.

"I have only tapped twenty five percent of the power in these 'Alien genetics'. This was more like a field test but it was satisfying none the less. Ordinary augmentation wouldn't be as potent if I hadn't recognized all your move sets from out past battles. You really need to change things up a bit once in a while, like me." VK said approaching Rex with a flame covered left hand ready to strike.

"Hey, freakshow! Think fast!"

VK looked up and in the reflection of his eyes he saw Cannonbolt's armored shell heading towards him at high speed ready to devastate.

End of chapter...

## Brothers in Arms Conclusion (All G-Rex girls)

Ben's girls

Chapter Twenty-eight: Brothers in arms (Conclusion)

By Azure

*'Only in the arms of another can a human being truly feel safe.'*

With a crushing impact that generated a loud shockwave Cannonbolt collided into an unsuspecting Van Kleiss head on!

"Gggnggh!" The mad scientist struggled against the round alien's rolling form as it continued pressing against the ground with VK underneath. After a few seconds Cannonbolt unrolled and dislodged himself from the crater he made that shown Van Kleiss crushed against the ground seemingly unconscious.

"How you holding up over there?" Cannonbolt turned and asked Rex who was nearby in a slightly battered state.

"Oh you know; peachy as can be, and yourself?" Rex responded with slight sarcasm as he staggered to stand on his left knee.

"Hang on, I'll hel- wwowaahha!" Cannonbolt was interrupted with a stream of blazing flames erupted from underneath him like a volcano. The heavy alien was tossed by the fire blast into another part of the wall near them thus crashing a large portion of it.

"Ben!" Rex was now fully alert and battle ready, his view darted over to the crater where he saw Van Kleiss himself stand up from the crater in the ground while dusting himself off.

He whipped his head lop side to crack his neck in stretch as if he just got up from a nap. "Is that all you two got?" He said arrogantly as Rex generated his fists into giant metal ones again.

Cannonbolt stirred from the wreckage in the wall and looked down at VK's standing form with an annoyed grimace.

"Let's see you stand up after I hit you some more!" Rex shouted out before dashing at him ready to attack, but VK was two steps ahead and tapped his gauntlet several times before his body was covered in green electricity.

'Green electricity? How many powers did he unlock!' Cannonbolt thought affronted that this maniac had tapped into the powers of some of his alien heroes.

In a speedy blur VK moved with speed similar to XLR8 and surprised by appearing in front of him so soon, a rock armored left hook came up and collided with Rex's stomach knocking the wind out of him!

"Oooffh!" Rex was halted in his attack by VK's strike and then was hit again in the face by the 'Diamondhead styled' right fist of the said scientist. With a large pop sound of fist punching face Rex was sent back until he landed against a nearby lamppost.

Van Kleiss was grinning at his handiwork while watching Rex weakly get back up but before he could make any moves a sudden burst of ice energy shot out and engulfed him!

Rex turned his head to see Ben's 'Bigchill' form floating near his side firing a strong ice blast from its mouth. Van Kleiss's body was being covered in ice like he was turning into an actual iceberg, when the attack ceased he was covered completely and apparently immobilized by ice.

"Took quite a beating there, you okay?" Bigchill said gliding over to Rex, who was slowly getting his second wind.

"Hey taking a pounding just another of my many talents, I'll be okay, just need a minute for Biometrics to get back up." Rex said standing with more balance in his stature.

A sizzling sound could be heard and both teens looked to see the ice prison VK was trapped in suddenly melt hastily.

"Oh come on already!" Rex shouted in frustration as the ice burst out from within with melting ice chunks spraying everywhere.

Bigchill was the first to act and flew hastily over to deliver an attack to the now irritated Van Kleiss, but at the last moment VK used XLR8's speed again to quickly grab Bigchill by his neck and blur right by Rex to grab him as well

"aaggh! Let go!" Rex struggled as well as Bigchill as he continued using speed to drag them along the pavement creating gradually destructing gravel right before tossing the two of them like garbage bags!

Rex quickly generated his 'metal boots' and landed safely on his feet while Bigchill simply flipped himself backward before touching the wall with his feet and bouncing back to quickly retaliate.

VK couldn't react in time to activate any alien powers and attempted to swing at Bigchill's now ghostly form, but not with the results he wanted. The alien's specter form phased through his cybernetic arm causing it to short circuit wildly out of control right before Bigchill's left fist smashed into VK's face.

The losing scientist was sent tumbling across the ground, he tried to get back up in a hurry but was too alarmed at the state of his 'arm'. "No no no! What have you done?" Van Kleiss roared in anger right before he saw Bigchill gesture over to Rex with a smile on his face.

"This! Slamcannon a go go!" Rex shouted with his armed cannon build firing a chunk of pavement at high speeds which slammed into VK devastatingly as it sent back skidding across the ground some more.

A green flash occurred nearby and soon a large shadow loomed over the staggering scientist who was now in full alarm as he witnessed Ben's unused alien form 'Waybig'.

"He lines it up and....." Waybig said pulling his large right foot back and swinging it with full force at VK like he was a football!

With crushing impact Waybig's foot rammed into Van Kleiss and sent him into the skies. "...it's good!"

No point of destination was known by either of the boys but all they knew was VK was hurled far far away from the city, maybe into another country perhaps.

"Now that is a winning kick." Rex said smiling when VK was out of sight, but his frown returned when he felt that wasn't the end of the intrepid scientist. He knew it time and again that VK always had a trick up his sleeve and was never truly gone.

The biggest green flash yet illuminated the area as Waybig changed back to normal sized human Ben standing beside Rex.

"I probably sent him into space, but I get that look. You think he's not down for the count, right?" Ben asked seriously. Rex looked to him and nodded.

"Yeah he's one of those villains that's seemingly defeated for good, but then they make a comeback with a new evil plan and a thirst for revenge. "

"Preaching to the choir, dude. You wouldn't believe how many times I thought Vilgax was dead for good an-!" Ben was cut off when he noticed Rex was doubling over in pain. "Rex what's wrong?"

Rex was holding his stomach in pain when he looked up. "I guess old 'trench coat' did more damage to my insides than I thought. We need to get back to Providence so Doc can take a look."

"I agree, lemme just dial in some transport." Ben stood back up and adjusted his watch again. The hologram displayed Jetray, with a palm slam the green flash resulted leaving the skinny black clad speed alien in its place.

XLR8 carefully picked up Rex and zipped out sight and across town.

Later...

The glare of the small flashlight annoyed Rex a bit, but he made no complaint. On the medical examination table he lay in his usual shirt and pants while Doctor Holiday went back to her terminal for more analysis data.

She made no mention of the recent 'fling' she and her sister had shared with Ben, partially because she had no wish to make that public knowledge, but also because nobody needed to know. Amalia had convinced her to take part in it since it was the only way to purge her mind of her alternate universe counterpart's feelings regarding the boy, even so her heart did not belong to the boy like it did her 'other self'.

"Your biometrics are indeed low, but that's the least of it. Your body has a high endurance threshold but Van Kleiss did indeed damage some of your insides with those attacks you mentioned." She said now taking her concentration away from the monitor to look at Rex. "It's nothing fatal or serious, but I don't recommend you take in any extreme actions, Rex. You could jeopardize your recovery if you take risks right now." The medical professional finished, Rex nodded and thanked her before picking up his jacket and walking out.



Once he came out of the medical office he found Circe leaning against the wall with a smile on her face waiting for him. "Hey, Rex. I'm back from Providence recruitment camp, but I heard you were hurt. How are you feeling?" She asked with genuine concern as she placed her gentle hands on his torso.

Rex blushed a bit and grinned. "Much better now. Feel like going for a bite to eat?"

She nodded and went to his side to take his arm as they walked out. "Of course, but no Mexican food this time."

"Awww c'mon." Rex complained in amusement as they headed out together.

Meanwhile Ben was sitting on his guest bed of the guest room he stayed in, around him were all the girls he had 'been with' standing here and there ready to listen to him. The girls were; Annie, Kenwyn, Five, Briana, and lastly Beverly. Amalia was telepathically linked to all of them at the moment just so they could talk things out, no charm magic was being used since this was just a discussion.

"Well, we all know why we're here then, right?" Ben asked breaking the ice, a few of the girls had no idea but most simply nodded.

"This isn't easy, but you all know Amalia, she's at full power now and able to rip open the way back to my home."

A wave of mixed reactions went around the room but before anyone could protest Ben held his hand up to continue. "She says the only way to do that is to go back to the point of origin; in this case it's the same place I landed in when providence found me. There's a nexus point there where she can utilize its power with her own to connect our worlds temporarily and make a pathway home for me, but apparently the portal is also shrinking gradually day by day. So that's why this night is my last stay here at Providence, I wish I could have a better way of saying 'goodbye' or even take you all with me, but you all have homes and lives here in this universe. I don't want to take that away, I've 'shared' so much with each of you and I'll never forget a single one of you ladies, I'll always have a spot in my heart for each of you. I know this isn't exactly how any of us expected our 'multi-relationship' to end and if you want to hate me for leaving, I sure won't stop you. So therefore tonight is my last night here, if anyone has anything they want to say then by all means..." Ben finished with a breath of relief.

Beverly had a small forlorn look on her face along with several of the girls, but one by one they each raised their heads with different expressions and looked to each other before nodding in unison. Kenwyn, Annie, Five, Beverly, and Briana all knew what they had and wanted to do.

"Hm?" Ben pondered before they all got up and close to him, he saw Beverly got up close and was the first gal to cup his face and lower her own to his in a searing steamy kiss.

The other girls stood patiently for half a minute until she pulled herself off leaving a flushed look on his face, Beverly stood with her arms crossed confidently and smiled to him before signaling the girls.

"!" Ben's excitement meter kicked up several notches since as of now all five females began undressing; Annie was unbuckling her jeans, Kenwyn was stripping out of her uniform, Five removed her guitar and her pink top, Briana kicked her skirt off, and Beverly pulled up her blouse over her head.

"So are you ladies doing what I think you're doing or...?" Ben was cut off with Five smothering his face against his lush breasts, getting the idea he moved to have his mouth suck and nip on her right nipple. While he was occupied Annie and Kenwyn started trudging his jeans off little by little to release Ben's erected length from its confines.

His eyes went wide when he felt Annie's soft pink lips and Kenwyn's smooth dark lips succulently kissing either side of his member, he wouldn't voice his arousal since his mouth was busy sucking Five's breast.

"All good things had to come to an end sooner or later, we all knew that, Ben. So we decided along with your ghost pal Amalia that all five of us would just have one last fling with you before you returned home. This universe is our home and we all something binding us here. Just so you know; you'll always have a place in our hearts too." Beverly explained as she removed her capris along with white panties. She was fully naked as well as Briana, Five still had her bottoms on while she ground her hips against Ben's torso while the 'Fellatio' girls servicing Ben still had some clothing on.

Annie continued moving her tongue in circles along his shaft while Kenwyn simply the lower part of it softly to jerk him off. The brown girl's mouth also kept busy with lightly sucking the tip while the other two girls stood by his side as he continued fondling Five's breasts.

After a couple of minutes it all went into motion...

Currently it was Briana's turn and she was on her hands and knees feeling Ben's hard length sliding into her snatch, the girl's black hair was sweaty mess along her forehead and her tits jiggled with each strong yet gentle thrust. While he was banging Briana Five and Kenwyn took turns in taking his mouth for tongue swishing ride, Annie and Beverly were simply keeping busy with tonguing each other in a sixty nine position while patiently waiting their turns.

Ben hadn't known it yet but Amalia had them all currently linked in a 'charm resonance' chain to increase stamina all around and keep Ben hard even after climax. She didn't need to get involved since they were doing this entirely out of love and will, but that didn't stop her from kicking back within the subspace to watch the whole thing like a movie.

Annie's hips bucked a bit over Beverly's face when the brunette had begun sucking on her clitoris while diving two right hand fingers into her pussy. Beverly herself had her thighs clenched just a bit around Annie's pert blond head as she tongued her pussy out. If Ben weren't currently busy sucking on Five's tongue he would've seen them and come that much closer to losing it inside Briana.

Kenwyn stood up from her knees to give him a view of slightly haired snatch right before pressing it against his face, getting the idea he now began kissing her pussy lips before sliding his tongue inside in a swirl of joy and pleasure. Five pouted a bit when Kenwyn took her action from her, but she shook it off with a lecherous grin and stood up as well.

Taking Ben's free left hand she guided it to her inner thighs and manually inserted his index finger into her womanly folds. The older woman bit her bottom lip in a pleased smile as she continued shoving his finger into herself, he popped an eye open and looked to see what she was doing while continuing his service on Kenwyn's delicious brown womanhood.

Seeing Five control his hand made him decide to finger the pink haired assassin on his own and

surprised her by suddenly shoving another finger deep into her pussy.

"Oooooohhh you cheeky bastard! Keep going!" She hollered out and let Ben continue his hand's work on her snatch.

Briana bounced her hips eagerly against Ben's hips while he multitasked, interestingly enough he was able to perform these three tasks while keeping his fast paced rhythm of shoving his meat into her.

Now he switched from tonguing out Kenwyn's pussy to Five's, in turn he used his right hand to finger and play with her womanhood as he did with Five. Briana's breasts jiggled more as she arched her back a bit before hollering a great loud cry of ecstasy, that's when Ben felt the ever so tight feeling of vaginal muscles squeezing to suck the cum out of his member.

He moaned within Five's lap while clenching his left hand on her butt when he came like a tidal wave inside Briana. Her body undulated and bounced against his body during her continued orgasm, glob after glob of milky spunk filled her up nearly completely.

Feeling her weight slump off of him Ben removed his face from Five's inner thighs to look in awe at his rod that was still surprisingly hard and full of 'ammo', Kenwyn looked down at it and bit her bottom lip anxious for the opportunity. Before she decided anything she looked to Five, who nodded her approval, and moved herself to Ben's erect meat.

"I think it's time for you to lie down now, luv. Just enjoy the ride from us now, we'll be taking over." Five said huskily before gently shoving him to lie down on the bed with Kenwyn getting on top.

"Uuuuaah!" Kenwyn breathed hard as she dropped her bottom onto his hips letting his fleshy tower burrow itself to the hilt inside her juicy pussy. Quickly undoing her ponytail to let her long dark brown hair fall freely she began grinding her hips back and forth with his cock snugly inside.

The bed creaked with Kenwyn now moving her hips faster with taking Ben's length inside; Briana was down on the soft floor with sperm oozing out of her pussy hole ready for more action. An action to which Five was eager to acknowledge since Annie and Beverly now came over to the bed to join the fun.

The British pink haired assassin arranged the former EVO girl into a position where she sat on her face to let the cum drip out onto Five's mouth and tongue. Briana steadily held her ground on the floor as Five ate her out, since her teenage snatch was full of Ben's cum if felt that much better when someone was sucking up the contents of her pussy. Five's tongue and mouth were being smother in white gooey substance during her continued service, a tongue would delve in and lick around inside tight pink flesh and scoop out more semen like it was ice cream.

'If only Claire were here, I think I would get even more excited if I made out with her right here with Ben, but it's a good thing she hooked with Noah. I bet those two are doing exactly this right now.' Annie thought as she placed each of her knees on either side of Ben's head before dipping her juicy cunt onto his face, she was in a reverse position so she could hold onto Kenwyn while Ben drove into his swirling tongue into her youthful snatch. Beverly simply watched and unknowing to the rest of them she had set her nearby camcorder to record all the action to watch later. Right now the camera was recording Kenwyn riding Ben like a stallion while Annie bounced her hips against his face.

Back and forth the mocha skinned girl moved her body in sync with Ben's upward thrusts, the pink glow was faintly lit in everyone's pupils including her own, with it the sensitivity was heightened during all the sex. Her body was glistening with sweat made from lovemaking which now led to her body suddenly shuddering in excitement as her orgasm washed over her.

She hollered out loudly in euphoria until Annie grabbed her head to smother her lips against her mouth letting her tongue worm around her own thus keeping her quiet, but really the teen blonde did it out of sexual excitement.

Kenwyn arched her back finally and let her climax do its work along with cause Ben to let loose another gush of cum inside. This time it was the brown Providence trooper that felt Ben's seed flood into her pussy, into her womb, granted she wasn't scared of getting pregnant it was still a rush of sexual ecstasy for her when he cums inside. After a few more twitches and undulations she ceased her orgasm and slumped to the side of the bed with a satisfied smile on her face as well as a trail of white goo seeping out of her cunt.

Ben's member deflated a bit but still retained it's hardness, even he had limits, but he wondered how was he supposed to satisfy the needs of the remaining three girls. What if they also wanted second and third rounds? 'I'm only one man, who has more than ten girlfriends back home, and who has to satisfy the needs of these five women.' Ben thought feeling a little drained, the sight of the ever so green Ultimatrix from his side gave him an idea. "Lightbulb."

Beverly walked over with swaying hips as though expecting her turn on the 'Ben ride' to be nigh, but Ben quickly removed himself from Annie's pussy and from the bed to stand up proudly.

"Ben?" Beverly asked in wonder.

"What'cha up to, Luv?" Five asked bringing herself out from under Briana's thighs with cum dripping down her chin.

"Just having an idea go to work for me, trust me on this, girls...you'll thank me." Ben smirked and adjusted the Ultimatrix to pop the hologram of short grey alien with a big head. With a palm slam he activated the watch resulting in a green flash, after it had died down 'Echo-Echo' stood in his spot.

'So cute!' Annie beamed at the sight of the short alien.

Echo-echo then suddenly replicated himself into five more of himself thus making it a total of six, each of them then adjusted their chest dials left to right several times before simultaneously slamming down on the chest dials to make a collective display of green flashes.

Each girl's eyes widened in complete and utter surprise when they saw six Bens naked before them, all looking exactly similar to the original; who was the only one still wearing a watch as opposed to the duplicates who simply had chest dials on.

"Bloody hell I like where this is going!" Five exclaimed when noticing the lecherous grins of each Ben that all had rock hard erections ready for action.

"I had no idea you could do that." Beverly said in surprise to Ben Prime in the middle, her arousal peaking up.

"I sort of thought of it on the spot, they each just extensions of myself, plus this way I can literally

be in six places at once." Ben Prime said before issuing the mental command to his duplicates to go into action while he himself went for Beverly one-on-one. Kenwyn and Briana also noticed this and were ready for round two, they were alert and ready as they left their respective spots to join the party.

(FYI, I kinda took the idea from an episode of UA where he split himself into three, the use for sexual escapade using this idea kinda derived from collective Naruto fanfics. Enjoy.)

"Mmmph! Mmmm..." Annie moaned when she laid down on the soft floor as one Ben clone mounted her face and shoved his cock gently into her mouth while another held her legs over his shoulders while he currently slid his cock inside her virgin ass. She cringed a bit at the newfound sensation, her anus stretched according to his size but eventually she got used to it and enjoyed having her second hole stuffed by him. In and out he began his pattern of pounding her ample cute ass while the other Ben clone lightly humped her face.

Five was bent over on the bed as one Ben clone carefully guided his erectile meat into her pussy, feeling the surprising tightness of her more mature womanhood constrict his cock the clone Ben fully immersed himself to the hilt resulting in her grabbing the bed sheets tightly. "Ah yes...! That's it...! Ah!" Five moaned loudly as the Ben clone now humping her hips in a bouncing back and forth pattern, the older woman's pussy was tight and her light skin along with her punk rocker theme certainly excited Ben and his duplicates. The bed began creaking some more now.

A Ben Clone had Kenwyn pinned against the wall making out wildly, Ben himself was connected to each of them so in turn he experienced and felt whatever his physical extensions felt, and right now he was feeling really really good. Her tongue moved in and around the Ben clone's mouth wildly while her left leg hooked around his butt to pull him closer. Even though her face and her mind was distracted with tonguing out a Ben clone she felt her vaginal entrance being penetrated by the Ben clone's stealthily guided cock. She mewed as the appendage now burrowed its way fully into her causing sexual heat to flush throughout her body, Kenwyn now had both legs up and dangling around his backside as he now began thrusting upwards into her tight brown pussy.

Briana was busy having her mouth being stretched by swallowing in a Ben clone's length all the way to her throat. She was on her knees and he was sitting in one of the room's chairs with her head in his lap. She made some gagging noises every time she pressed herself to far down, but maintained a steady pattern of bobbing her head up and down on the Ben clone's dick. Her pussy was still a tad creamy from earlier but this time she just wanted to make love to any Ben and that included having his length down her mouth ready to burst. He held her head with both hands as she kept bobbing her own head and making loud slurping noises while she did. It wouldn't be long till he let it loose inside her mouth.

The original Ben was kissing Beverly romantically nearby on the soft floor, his right hand was busy playing with her pussy while his left fondled her breasts, his member twitched hard and ready for action. The two teens wanted to simply make love and not just let sex dominate this moment, the hormones spoke for themselves however, and Beverly was eagerly stroking Ben's hard on as they continued frenching. After a few more seconds they decided to proceed to the main course; Ben sat upright and guided the teen girl to sit in his lap frontward so they can keep making out with each other. Feeling his meat pushing into her tight fleshy passage until her hip pressed up against his Ben held onto her tightly as she wrapped her legs around his back.

"I am going to miss you, y'know." Beverly whispered adjusting herself to Ben's length inside her moist passage.

"I know, I'll miss you too, but for right now..." Ben whispered back and then grabbed her butt cheeks tightly with each hand. "...let's just live in this moment." He pressed his lips to hers again and let her tongue roll around inside his mouth along his while his body ground against hers in blissful intercourse.

Repeatedly sliding his member inside her tight passage Ben steadily gained momentum and increased pace of their lovemaking, she sat in his lap while his member drove itself repeatedly into her snatch. Their mouths were occupied with each other's tongues and their bodies though sweaty harmoniously clung together with Beverly's breasts pressing against his chest comfortably.

All around the room there was hardcore sex actively happening for perhaps the very last time with the same person, but all the girls would savor the memory for years to come. Meanwhile in another room of Providence Base a certain Latino nanite user was pressing against Circe within the confines of his own room. The two teens had retreated here shortly eating out, they didn't know it was the charm chain resonance that had just brought their frisky side. Rex was still mostly clothed with a completely naked Circe on top of him, riding him like a stallion.

"What the heck do you think that noise was?" Rex wondered with little consideration as he pinched Circe's nipples, the tight juicy confines of her pussy swallowing his meat still kept his focus though.

"Well I think I know, what with all the noises and the sheer volume, but who cares about that? This right here is way more important and worth paying attention to, don't you agree?" Circe said seductively licking her lips. Rex rapidly nodded and ignored the noises down the hall and continued shoving his hips upwards into Circe's tightness.

Back in Ben's room the Ben based orgy continued on with a couple of the girls coming close to their finish; Annie and Briana were going to be those two.

"Mmhpp! MMmmm!" Annie inwardly moaned out in orgasm as the Ben clone that was face humping her felt his end at the exact same time. Feeling her soft pink lips close down on his member so strongly and suddenly the Ben clone made one last shove of his meat into her mouth before letting loose globs of sperm down her throat. Her eyes shut in a gleeful smile as she swallowed down the white goo eagerly during her climax, her pussy convulsed and squirted out several times while the other Ben clone that was screwing her ass felt his release and decided not to pull out. Her toes curled and the floor beneath her became moist with her fluids as well as the semen seeping out of her anus after the Ben clone's orgasm. She was filled in both her anus and her stomach thus leaving her spent and tired, resting on the floor she was left with a satisfied smile while both Ben clones stood up and received mental command to join in on two other parties.

Briana's head was bobbing faster and faster on her Ben clone's saliva coated manhood, while she actively continued her fellatio on him she had also been fingering her cunt fervently for the past few minutes and now she was close. Making one final shove of her fingers into her own cunt she came right there with the Ben clone's meat in her mouth doing the same, spurts of cum spilled into mouth and down her throat while her pussy convulsed and squirted all over her right hand. The Ben clone moaned his appreciation as he kept filling her mouth up with his essence, after a few seconds he stopped and Briana laid back down on the ground spent and ready to rest. Her ben clone however wasn't done yet, he received a mental command like the other two and knew where to take part in more action. Getting up he went to where the pink haired woman was getting screwed doggy style, one of the other dupes that had finished with Annie came over with him to join Five in some hardcore group fun.

"!" The pink haired English woman noticed a Ben clone on the other side of the bed holding his erectile rod in front of her face, she noticed it was the one that had just finished up with Breach and now he wanted more. She looked over to see another unoccupied Ben clone, the one that had done anal with Annie, come over and place himself on her backside prodding her anal opening with his hardened tool.

'Oh bugger! That spot hasn't been touched in yeeaahaarr...!' Five was interrupted from her train of thoughts when she felt her tight rear hole being slowly filled up by that particular Ben clone. Her grip on the sheets clenched tightly along with her teeth as she adjusted to the feeling of having her anus filled up male appendage. The pain quickly subsided and she found herself smiling in sexual excitement since as of now she found rekindled her love of anal sex. She turned her head back to the two Ben clones that were plowing both her sensitive pleasure holes and encouraged them to go faster, but when she moved her head back she found her mouth suddenly being invaded by the other Ben clone's meat. The look of surprised that dawned on her face faded and was replaced by one of reciprocated bliss as she closed her eyes and let her head bob back and forth on this third Ben clone's penis. Her face was blushing pink and her body was heightened to a new level of sexual excitement due to having her mouth, her anus, and her pussy taken by Ben replicas all at once. In a matter of minutes the pleasure would be too much for her, but she was certainly enjoying it greatly. Grabbing the hips of the Ben clone face humping her she urged him to thrust into her throat faster, which he did with gusto.

Meanwhile Kenwyn was taken by surprise when the Ben clone that was holding her above the ground with his sword sheathed inside her signaled for the remaining Ben clone, the one that face humped Annie, to come up behind her and shove his tool in her anal tunnel.

"Hooarrgh!" She moaned loudly when feeling the Ben clone's length slid into her anal passage, the brown girl wasn't used to it and ended gripping her fingernails very hard into the Ben clone holding her up. He flinched a bit but eventually she softened up her grip and apologized after feeling the pain in her rear fade away almost instantly. The charm's magic may have had a hand in easing that pain since it did possess unique abilities that adhered to lovemaking, Kenwyn had the 'bedroom eyes' once more as the pain turned into pleasure when she the sensation of being double stuffed peaked her sexual activeness again. She was as if she were the chocolate filling of a sandwich and the cream soon to come would be inside both her sensitive fleshy tunnels. Both Ben clones were thrusting into her in pattern so as to not touch each other's genitals while banging her, the girl enjoyed it immensely and rubbed her body against both of them eagerly as they piston thrust in and out of her.

Ben himself was busy laying on top of Beverly romantically making out with her like there was no tomorrow, they were still 'joined' on the soft ground with her legs locked around his butt while he shoved his meat into her in a strong hit-n-go pattern. All around the room was fully of steamy sex and soon the unified charm chain would allow them all to synchronously climax at the same time, the Ben clones would only let loose when Ben prime let's go inside Beverly and that was soon. After nearly fifteen more minutes of nonstop sex Ben felt Beverly's hips tighten on his length and her legs hiked up before twitching several times as she cried out in orgasm.

Ben grit his teeth as the girl tightened her arm grip, her leg lock around his back, and most of all her pussy muscles on his meat. He made one mighty moan of climax before shoving his hips into hers one last time before feeling the milky contents of his nut sack drain into her teenage womb. At that very same time the charm resonance synchronized with all the other Ben clones and girls in absolute unified orgasm.

Kenwyn hollered out loud and felt both her pussy and ass fill up with cum, Five had felt her throat

taste gushing amounts of sperm as all three Bens that were pounding her came inside her ass, pussy, and mouth all at once. Lastly Ben had pressed himself tightly against Beverly's lithe body as he finished depositing a generous amount of semen into her pussy before passing out along with her on the soft floored ground.

All the girls were left on the bed, though all five of them barely fit, while Ben prime adjusted the Ultimatrix dial to flash morph into Echo-echo again.

"Well boys that was fun and all, but we got a schedule to keep." Echo-echo prime said in his stereophonic voice.

The Ben clones slammed their hands down on their icon chest dials before flash morphing back into Echo-echo dupes, they each possessed a faint green aura around their bodies as they re-merged with Echo-echo prime thus making him complete again. With a green discharge Ben was human again, now he was clothed in his casuals with the exception of his favorite jacket, he walked up to the bed and placed a gentle kiss on each of the girls before walking out of the room for last time.

In an thirty minutes time Rex met Ben on the docking bay with a farewell present for him, Rex himself was a bit disheveled and unruly in appearance thanks to his fun with Circe earlier, but right now both boys had friendly yet serious faces on.

"Here, I had Doc whip this up for you since your old jacket was shredded beyond repair. I know that us heroes need these things to keep our signature awesome appearances." Rex said holding a brand new green jacket that in nearly every way was different and identical to Rex's.

Ben had stars in his eyes when he saw it, the green leather surface was the same as his old one, but the designs and trim were more trendy and identically the same as Rex's own red jacket. Where there was red there was instead green, the orange trim lines were black, and even number 10 patch was back on there in the same spot as before. Ben slowly took it into his arms and wordlessly whipped around to put himself in it.

"Wow...I ...thanks! This jacket is way better looking than my old one, even the designs are different. Tell Holiday I said 'thanks' with 'mucho gusto'. Much appreciated, pal." Ben said holding out his left fist leaving Rex to smile and bumps his own fist with it.

"Don't mention it, but please get off the sap train already. And I thought Six was bad." Rex joked and both of them laughed for a little while before Rex generated his 'wings' build along with Ben morphing into 'Jetray' and took off into the skies away from Providence base. Destination: the point of origin where Ben was found.

It would've been a little more natural to say 'goodbye' to Holiday, Six, White, and Bobo, but they were busy people and Ben felt it'd be a little too awkward for his liking. Considering all his escapades at the base he wondered why White didn't boot him out sooner, but nevertheless he had to go home while the window of opportunity was still open and they understood that. He made his 'goodbye' very special to the girls and felt Holiday wouldn't have her own goodbye from him, sure he regretted dragging her into the array of sex and lust but it was necessary to power Amalia in order to reopen the gateway home. If she understood the feelings and memories of her universe counterpart then Ben knew she wasn't mad at him, the titillating thought of getting both Holidays from his universe and this one together for sexual congress was still in mind though.

The destination wasn't far and they reached within reasonable time and distance, Rex's build could only take him so far but they made it to the crater sight where Ben landed.



"So this is where they found you, huh. Were you in giant dinosaur form when you landed because that's a big dent in the ground right there." Rex commented.

Jetray changed back into Ben and walked around surveying the scenery. "Yeah, I think, otherwise I wouldn't have survived the impact. Never thought I'd lose my memory or that Kevin 11K's body would land in Abyssus."

"At least you have your memory back, I'm still kind of working on my amnesia at the moment, but It's not too much of a hassle, but about that alien corpse..." Rex went on as his face turned into a frown. Ben noticed and waited for him to ask.

"He was some psychotic alternate version of my friend that existed in a parallel future; he was strong and actually pretty frightening to fight. You don't think Van Kleiss is really gone, do you?" Ben asked quite weary.

Rex shook his head. "He's never gone when I want him to be, if anything I bet he's making a move right now. Those alien genetics he tapped into need to go or else he'll be even more trouble to the world."

Ben nodded in agreement. "Got it, I think I have an idea on how to clip those super powered 'fangs' of his, we ju-!"

!

The ground shook alarming both of them in battle ready positions; fissures in the ground appeared and out came jagged green rocks that aimed for Ben and Rex.

"Move!" Rex quickly generated his wing build and nimbly air rolled out of the way of the pyres attempting to skew them. Ben did the same with ease after transforming into Rath, soon the pyres stopped and nearby they saw the very same mutated scientist they were just talking about.

"Van Kleiss...should've figured as much." Rex muttered as he came near and noticed he was quite battle damaged as he came closer; rips in his suit here and there along with a limping walk, but what made Rex wonder was that his face was as blank as can be.

"Lemme tell you something, Van Kleiss! You come back for round two you'll get another Rath smackdown followed by a Rath throwdown! Wait was that the same thing? Ah now you got me confused, you jerk!" Rath ranted wildly. Rex slanted his eyes in disbelief when he heard his large tiger friend just confuse himself, but he noticed VK didn't say anything and maintained the same zombie like expression. His bionic arm was still there and it was glowing a strange yellow glow.

'Something's not right...' Rex thought before he felt Rath stampeding by in a mad rush towards VK ready to fight!

"Ben wait! I think he's-" Rex was interrupted when VK suddenly emitted a monstrous dark yellow light that blinded everyone briefly before hearing a loud punching sound.

"Aaarraggghh!" Rath tossed back past Rex and landed headfirst into the rocky ground.

"!" Rex looked back after the yellow flash faded and noticed Rath getting back up shakily, he appeared to be alright but the wind was knocked out of him, but when Rex looked back his face

was mixed with shock.

Whatever humanity VK used to have was gone now, no one was sure what had happened, but now it seems the deranged villain had mutated into something that nearly completely resembled Kevin11K's monster form.

The head possessed some of his trademark long hair yet it was still flaming beast skull, his torso was the same as Kevin11K's except with a few changes that included 'Diamondhead' spikes on his back along with two large arms with two smaller arms. The larger arms were a mix of Heatblast and Diamondhead's powers; both were diamond armored with bio-organic flames covering the fists. The lower arms were one 'Fourarms' and one 'XLR8', both of them surging with green electricity belonging to 'Megawatt'. The hind legs were regular monstrous legs with no discernible augmentations visible, but Rex knew to stay wary of any of part of that monster's limbs.

Rath changed back into Ben so he could select a different monster for the occasion, needless to say he was frightfully shocked and ready to fight this new atrocity that stemmed from Kevin11K's cells.

"Ben break it down! You're the expert on all things alien, what happened and how do we stop it?" Rex called out when he generated his giant metal fists.

"If I had to guess I'd say the cells he supposedly 'mastered' have just taken control of his entire body, Kevin11K's DNA must've been very unstable and very powerful to begin with. If we could've seen where his robot arm went then we might depower him!" Ben called out right before the monster mutated VK aimed all four of his abnormal arms at him to fire a stream of green electricity!

With a green flash XLR8 quickly came to be and at the last minute he blurred out of sight! The green lightning struck the ground with devastating results that nearly imploded the land beneath.

In a zig zag line of pure speed the skinny blue alien outran VK's lightning blasts and quickly saw an opening to which he used to speed in front of the said monster. Raising his sharp talons and moving at high speed XLR8 slashed through the wind to cut down on VK's torso, but-

!

Streams of green electricity encircled VK's entire body and electrocuted XLR8 before repelling him with such force that sent him skidding across the ground.

"I guess hand to hand won't work, let's try shooting chunks of rock then!" Rex generated his slam cannon quickly. The canon loading device scooped up a large chunk of ground and fired several times.

The monster VK noticed and reflexively deflected each projectile that came at him, he destroyed each one with fists and stampeded over to Rex who was still firing. With a mighty leap the beast jumped into the air and aimed its landing for Rex.

"Whoa whoah!" Rex quickly undid his slam canon and jumped out of the way of VK's landing, the impact shook the ground greatly as Rex rolled away from the target zone.

"If we can't get close to him then how are we supposed to beat him?" XLR8 said standing beside him.

"Well at least we don't have to worry about him outthinking us, there's no brains in that brawny form. We need to figure out how to take away the alien powers he controls, wait-what was the idea you were going to say earlier?" Rex asked looking to Ben for answers. XLR8 wanted to answer but looked hesitant, casting one look at the rampaging form of monster VK heading their way he decided to spill.

"I have an alien that could've wiped his system of the alien DNA he stole, I figured since he was made of nanites it would be an easy job to, but it required getting to that 'arm' of his. Since he's like that now there's no point in that plan anymore." XLR8 explained before him and Rex both dodged away from the thunderous hammer fist monster VK performed on the spot they stood just a second ago.

Rex's eyes widened as though a light bulb ignited over his head. "Ben distract him for a minute! I think I got this figured out!"

XLR8 looked at him like he was crazy and reluctantly abided before speeding around VK's slow moving monster form. "Going too fast for you? Want to stand still right here, ugly?" he continued to taunt the raging Kevin11K clone before stopping in one spot entirely with his leathery rear facing.

"Come on! Twenty points if you hit the speedy blue alien." XLR8 coaxed before waving his butt arrogantly, the thing is it worked too well.

"Ggggrarraggghh!" Monster VK roared clearly enraged and surged with green electricity that streamed out of his arms at XLR8.

"Uh oh!" With a quick dash of speed the blue and black alien moved out of sight before lightning struck the spot he stood on. Even lacking his unique speed VK was able to keep up with XLR8 like a lion hunting down a cheetah.

Meanwhile Rex slid his goggles on and turned one of its special functions, these were a special set of goggles that were equipped with thermal, nanite, and microscopic vision modes. Switching it on to Nanite vision he viewed VK's large form infested with unstable nanites, he zoomed in and located the source of the mutation; the core unit that VK had implemented the alien DNA into. It was melded into the deeper part of his body, but given the right means Rex could shut him down.

XLR8 was busy running for his life as VK continued firing and swiping at the blue alien, the hulking monster then suddenly stopped entirely and roared as though something else was coming next.

"Huh? Why did he—oh crap!" XLR8 looked on with mouth agape in wonder and alarm when the diamond pyres on VK's bulky back emitted orange red energy that fired upwards like a shower of red laser blasts aiming down on XLR8.

!

XLR8 wasted no time in speeding out of sight as the shower of energy projectiles rained down on him like it was a meteor shower of death, zig zagging left to right he barely avoided the spread blasts. VK kept firing the barrage in continuation which will eventually tire XLR8 out if nothing is done.

Then out from the blue Rex leaped into the air down on VK's distracted form with his sword build

swinging down! With a painful impact followed by a slashing sound the orange metal blade chopped through the stubborn diamond pyres on VK's back thus ending his attack.

The monster roared in pain and retaliated with furious swipes at Rex using all four of its mutated arms, but Rex made his next move first by jumping onto its chest and placing his hands on the chest in an attempt to 'cure' it using his nanites.

"Almost there!" Rex grit his teeth as he struggled to stay connected, his plan was to command VK's nanites and degrade him back to human form so he can remove his 'cybernetic arm', but the monster noticed what he was trying to do and began crushing him with the weight of all four arms!

"Aaarggg!" Rex struggled to break free, but the strength VK was putting out was too much.

"Rex!" XLR8 hurried over to his location and changed back into human form so he can select a certain other alien he figured he'd try out on Rex earlier. The hologram of a favored 'Galvanic mechamorph' popped up and wasting no time Ben slammed his palm down once more, a green flash erupted leaving 'Upgrade' in its wake.

Rex noticed the new alien as he tried breaking free, but Upgrade was quick on the initiative and moved its fluid form over to merge with Rex.

Like a rebirth of a dying phoenix Rex felt immense power flow through him, his body from the neck down was covered in a black/green power suit that felt like a second skin, he even felt his nanites reacting to this combination in a positive way. Suddenly monster VK wasn't so strong after all...

With a burst of enhanced strength Rex broke free of the crushing hold and generated a metal right fist, which enhanced by Upgrade, became bigger with spikes and green/black tech that smashed directly into VK's monstrous face. The force of the blow was strong enough to stagger him back several paces leaving Rex bewildered in a very good way.

"What just happened?" Rex asked until Upgrade's head bulged out from his right shoulder. "Ah don't do that you're freaking me out!"

"You've been upgraded, my friend. Build something." Upgrade suggested and Rex obeyed; generating another large metal fist build. The metal fist came out bigger with spikes added along with black/green techno style augmentation.

"Sweet! I have the plan, you have the power,..."

"Let's do this!" Both Rex and Ben said in unison before he donned his goggles and generated two turbo jet engine builds for wings. With a launch he rocketed from his spot and engaged in battle with monster VK.

Here there his enhanced builds cut through every attack VK threw at him, a larger laser augmented sword build devastated his flame covered diamond arms, an energy enforced quintuple-slamcannon fired missiles at his armored chest plate which left him vulnerable.

VK didn't sit well with that and returned fire with another wave of rock pyres sprouting out beneath them, only this time he added another lightning strike at them when they flew up to the sky.

'Too slow!' Rex/Ben thought when the green thunderbolts rained down upon them, they easily

dodged each strike due to having those turbo boosters on their backs. 'Let's try something new then.' Rex/Ben thought before generating his two metal fists, with the enhancements they were still bigger and more powerful, but also capable of another feat thought by the duo. Like shooting missiles Rex/Ben launched his detached metal fist builds down with rocket thrusters attached, with an explosion they made contact leaving VK staggering to get back up.

VK opened his beastly jaw wide open to fire a large stream of 'hellfire', but instead of flying around it Rex/Ben decided fly straight ahead into it using the enhanced sword build again. Like splitting the flames themselves the heroes united sliced through and finally struck the beast in a part of the chest that Rex wanted to hit.

"Gotcha!" Rex/Ben yelled out as he felt the sword pierce the hard exterior, he struggled to push it in further until he hit- "There! Found you!"

With a final shove he breached the 'core' of the cybernetic augmentation that gave VK his alien genetics.

'We hit the sweet spot!' Ben said in Upgrade voice inside Rex's head, they both felt the core shatter thus triggering an almighty roar from the VK beast until the fused hero felt as if a bomb were going off.

'Run run run run run!' Ben said in alarm as they removed the blade and flew away from the semi-nuclear explosion that resulted.

When the dust settled only Ben, Rex, and an unconscious humane Van Kleiss remained in the somewhat battle damaged landscape. Both teens were human and separate again and noticed the cracked smoldering remains of Van Kleiss's augmented arm nearby.

"Well it looks his means of alien transformation is permanently kabut." Rex commented standing over him with Ben crossing his arms.

"Nobody likes a cheap knockoff, be sure to tell him that when he wakes up." Ben said grinning triumphantly.

"You betcha." Rex replied when a swirl of pink and green energy above caught their attention. It was a large mass that soon shaped itself into a tunnel like shape.

'There! The bridge is connected, but only we have a few minutes.' Amalia said from within Ben's head. He cast more look at Rex and nodded.

"Got to go now, huh?"

"Yeah, this is your world and your story. You are the hero here, Rex, i however am needed back home. there's an alien doomsday threat literally every other day. Plus I have over ten girlfriends that are probably worried sick about me." Ben spoke before holding out his right fist again.

Rex smirked. "You are a lucky man, but I sure don't envy you if you ever get dragged for clothes shopping or have kids with every one of them." He held out his right fist as well and they bumped knuckles one final time before Ben started slowly walking into the tunnel of green/pink light.

"We should do this again someday." Ben said waving goodbye and before Rex knew it the tunnel literally beamed him up out of visibility before dissipating into normal blue sky.

"Yeah, we will, Ben Ten." Rex said with a tone of hope.

(Ben's thoughts through his POV below)

'We didn't know if we'd ever cross paths again, I didn't understand alternate universes or the means to travel between them, I mean I get most of my facts from comic books after all. I've met some unforgettable people over there and I have a feeling the adventurous life of a superhero will have more 'surprises' in store for me in the near future, but regarding that universe and it's hero I know one thing is certain: it was a friendship that will last a lifetime.'

The End of Brothers in arms

AN: Whew! Finally finished it, well everyone that's it for the crossover arc. I know it had its ups and downs and attractive G-rex females that are so underappreciated, but I hope it was well worth everyone's reading time. Now it's back to Ben's universe, back to his many loves, and back to throwing down with alien adversaries, plus many other new and surprising things. Please leave any thoughts, comments, reviews, or suggestions if ya have any. Laterz.

Next chapter: the Welcome party

# The Return Party (All Ben Ten Girls)

Ben's Girls

Chapter Twenty-nine: The return party

By Azure

*'Since you've been away everything didn't seem like it used to be...I'm missing you...'*

Streaking across the sky was something resembling a star, its path was the ocean waters near a close by beach that bordered a local town, but the distance was still quite a ways off from the landing point. Did I forget to mention that the star falling is actually a boy, a teenage boy donning a green jacket, alien tech watch, and piercing green eyes who is at the moment cursing his luck. That falling object was known as Ben.

'Why am I always falling from the sky....?' Ben thought as he felt the winds whip past him with the view of the dark blue ocean foremost in sight. 'No time for panicking! Need to dial in...whoah!' Ben was only a few feet away from landing headfirst into the blue waters until his reflexes kicked in and his palm had slammed down on the extended dial out of adjusted reflexes.

A green flash reflected across the ocean surface and out came Jetray, who readied his arm-wings to fly and pull away from the incoming water surface at the last minute! Only his tail and clawed feet scraped the waters when he regained control of his flight path and headed towards the nearby beach.

'Oh man that was close. I almost ended up in a lot of pain right there...now then...' Jetray thought flying through the breezy night winds. It was dark out and the beach shore apparently held a carnival tonight; as the aerial reptilian alien flew he wondered just how much time had passed since his little trip across universes.

'Really hope I didn't arrive in the distance future or something, I'll admit Gwen would look hot as older Gwendolyn as well as the other women, but I just hope they're all not grandma old.' Jetray thought when he landed his two clawed legs on the sandy shore. In another green flash he changed back to Ben and began walking around the boardwalk wondering just where he was at.

During his 'universe jump' his cell phone got either lost or destroyed in the process, even now his clothing was still a bit torn here and there due to this set of clothes being his set he had in that other universe. The Jacket however was new, commissioned by Rex and made by Rebecca Holiday, it appeared as flawless as it was new. It may have been just a color swapped version of Rex's jacket but Ben wore it proudly and preferred this over his old jacket.

"I wonder where Gwen and everyone else is at?" Ben thought out loud as he calmly yet anxious walked about trying to get used to the fact that he's back home...he hoped he was in the right universe. 'Amalia, can you hear me? How are you holding up?' Ben thought using his shared telepathic channel he had with the living mana entity inside him.

He received no answer; he waited a few more minutes and still received no response. 'Maybe she's

resting? She did just fly us across the universe after all, she's probably asleep right now.' The little bit of doubt and worry he had remained there as he kept walking around seeing various people go about enjoying the carnival.

Elsewhere....

As if detecting a familiar presence upon his arrival Gwen sprung out from her bed in alarm. Her face held a mixed expression of both hope and anxiousness; she looked uncertain for a moment and calmed herself down so she could meditate. Closing her eyes she concentrated using her mystical prowess, her eyes shone in pink glow and within a few seconds she reopened them with a wide smile on her face.

Like a child racing out of bed on Christmas morning Gwen hurled herself out of bed and reached for her cell phone, she scrambled to dress herself up in her usual garb while holding the phone against her head with her right shoulder.

"Grandpa, I have some news for you...he's back." Gwen said into the phone right before tumbling backwards because she tripped over her pantyhose.

Eventually around various girls that were otherwise known as 'Ben's girls' were getting phone calls from either Gwen or the person Gwen spread the news to prior. Helen's green eyes widened in astonishment, Elena and Julie nearly spilled their drinks, Jennifer Nocturne interrupted her movie scene answering her cell, and so on and so forth every girl that shared in on this multi-relationship of Ben Tennyson were notified. Each girl having their own hilarious reaction to hearing the news, except for Caroline otherwise known as Charmcaster who almost tripped up on sparring with Turbine and Frightwig. All three plumber elites were purely happy upon hearing those words from Gwen. (FYI, for Charmcaster her canon name; Hope, is just too stupid to use. Sorry but I prefer Caroline.)

"Finally! Nearly two weeks without that goofy guy was killing me, are you gals up for a big 'welcome back' party in his honor?" CC asked with a wide naughty grin on her face.

Turbine, the raven haired mature beauty, who was currently in her casuals of tight black tank top and cut off shorts nodded eagerly. Frightwig, who had always tied her tendril hair in to a ponytail until mission time, gave her nod as well. The pale former circus criminal wore a simple white long sleeve with tight jean shorts for all three of them were currently free from mission time and that presented perfect timing upon hearing the newsflash.

"Like you need to ask us, honey? Where's the little goofball at?" Turbine asked stroking her own hair in patient waiting.

Frightwig stood waiting for the answer as well, CC pressed her cell phone to her ear again and listened in for nearly three minutes. "Got it, meet you there, Gwen."

She clicked her phone shut and looked into the eyes of two teammates with a certain smile on delicate face. "He's here in Bellwood, at the beach nearby the battle site on Vilgax's ship."

"Well what're we waiting for? Let's go!" Turbine said excitedly as the three girls dress themselves up in a hurry before heading out the door of their Plumber base.

'Hope you didn't change too much, Ben. Never change...' CC thought to herself before heading out in a special violet dress she saved a special occasion.



Back to Ben....

Sitting on the bench near cotton candy stand Ben fiddled around with the Ultimatrix a bit so he could access its often underused communication functions to reach Max, Gwen, and the others. So far there was no progress so he killed time eating a wad of pink cotton candy.

'Still nothing from Amalia either, it's almost too quiet for comfort.' He thought munching another piece of his cotton candy.

Suddenly he felt a surge of mystical charm energy flare up inside his inner being, feeling alarmed he stood up and looked around until he saw his reflection in a nearby mirror. His pupils showed the familiar pink glow of the charm's magic, but no one was nearby.

'Ben...'

The boy heard a soothing feminine voice sound in his mind, he concluded it was Amalia, but the connection felt faint. "Amalia? Gwen? Anyone I know?" he talked out loud and received no answer; instead he noticed an airborne trail of mysterious pink energy leading from him to a certain point in the area.

'When in doubt follow the breadcrumbs...or pink magic energy in this case.' He thought figuring it to be a map for him as if he were in a maze. Walking off he followed the faint energy trail through different directions all around the busy carnival. Swerving here and there and pushing past small crowds of people he came across another part of the boardwalk that was far from his recent sitting spot.

Ahead he saw a girl with long red hair wearing a silky red dress that ended at her knees. All he could see was elegantly smooth back along with her beautiful hair as she leaned against the boardwalk's railing looking out into the moonlit ocean surface.

Feeling as though he was a trance, something he familiarized himself with during every charm related encounter, he slowly walked his way to her. Dropping his cotton candy on the floor he made his way closer to her and was a breath's away from touching until she whipped around to meet his gaze.

Gwen, who was currently in joyful tears, smiled lovingly at him as though he'd been away for years looked into his eyes and threw herself into his arms. It was a serene moment for the two and they felt that there was no other place in the entire universe either of them would rather be right now.

"Gwen...it's good to see you too." Ben said sincerely stroking her hair with his left hand. Gwen removed herself from this chest and gave a stern 'I'm going to hurt you' look that made him a bit nervous.

"You jerk, next time you go hero don't scare us like that....ever again..." She softly pleaded with a warm look on her face.

"Love you too, Gwen." Ben cupped her face and leaned in to press his lips to hers romantically, she accepted it with a soft pounding on his chest. Closing her eyes she leaned into his embrace and wrapped her elegant arms around his neck while he wrapped his around her lower back and dipped her slightly. Truthfully it was a scene taken straight out of romance genre movie where the guy and

girl reunite after a period of time, but the only difference is that it isn't just one girl there with the guy at the moment: there were ten more romantically involved girls plus a few friends standing just a few feet away.

"If we don't get our turn next, Princess, we'll certainly jump him all at once."

Gwen and Ben gently broke from their embrace to see Charmcaster(Caroline), Frightwig(Melissa), Turbine(Tracey), Elena, Julie, Kai, Cassandra Holiday, Jennifer Nocturne, Helen, and lastly Lucy plus Grandpa Max with Kevin.

"Everyone!" Ben was happy and excited at seeing all these friendly faces there for him once again, after spending a few days in Rex's universe he felt extremely relieved to be home.

"Don't feel like waiting?" Gwen asked biting her bottom lip like a child asking for something, but CC had a devious smile and gleam in her eye that gave Gwen a different answer.

"Uh oh." Ben muttered as all ten other ladies wasted no time in jumping straight at him in a rush all tackling him down in a crowded attempt to all hug him at once. Each of them brimmed with happiness at having him back into their world, into their arms.

Gwen chuckled a bit when she saw Ben's frightened face at having all ten females lunge at him like that, but down on the wooden floor everyone was laughing including Ben.

"I'll never stop calling him 'lucky bastard', ya know." Kevin said chuckling as he stood beside Grandpa Max watching the scene.

"Are you jealous? Don't be, because for him that means a lot more obligatory boyfriend duties. Somewhere down the line it will be husband duties that will include mowing the lawn or changing the diaper times ten." Max said in amusement and suddenly Kevin was shaking his head in fright at the thought.

"Okay never mind, totally take it back. When you put it that way I take it all back, no man should endure that much. Hehe, glad I only have one girlfriend then." Kevin said back in amusement.

Each girl was sharing kisses with Ben and ones that didn't occupy his lips simply pecked his cheeks and forehead. All of them were finally happy again.

"I guess he has quite a story to tell us." Max said.

Eventually they all rounded up and headed back to the Plumber base of CC and her team, there Ben told them all about the Generator Rex universe and how he teamed up with another teen hero he related to. From describing what EVOs and nanites are to reluctantly telling of his 'steamy' encounters with several different women of that universe. Surprisingly not a single one of the girls was upset or jealous, being in a polygamous relationship with one male who treated every gal like they were royalty tended to diminish those trivialities.

Then Ben's summarization lead up to his biggest bombshell: Amalia.

"Yeah believe it or not, Holiday, there was another you there. Physically identical and everything except your first names." Ben said feeling Gwen and CC curl up comfortably on either side of him as he sat down on the comfy leather couch.

"That's very interesting, though I'm not surprised you slept with her, but I am curious as to why she felt what I felt if we're a universe apart." Cassandra said shedding her lab coat leaving her in her signature tight orange tank top with short black hoop skirt.

"That's another thing..." Ben looked around at everyone there, Kevin and Max included, and took a deep breath. "The charm effect is...actually alive."

! A wave of surprise and confusion went around the room, CC especially looked perplexed.

"What do you mean, Ben? Please explain." CC asked looking very interested.

"For every time I had 'relations' with you all the charm's magical augment grew and each time it did the mana got stronger. I don't know how to explain it, but it first showed signs of independence activation sometime after attending that seance at the house, remember, Gwen? We all saw it."

Ben looked to her and she thought deeply back to that night, both of them were going to leave out the incestuous details following that seance of course, but she recalled a woman shaped entity of mana coming out of her during the seance.

"Yeah, I remember now. I was just trying to call our ancestor; Amalia Tennyson."

Ben nodded. "Yeah she took that name for herself, or at least I named her that. When I got hurled into that other universe she often came out in mana shaped form that looked more real every time. She resembles a redheaded older woman that kind of looks like future Gwendolyn only different. She's beautiful and mystically powerful, but earlier she wanted me only for herself when she influenced others in that universe."

"You serious? How is that even possible? Actually how's it possible that she's self-aware and alive?" CC asked as everyone listened intently.

"I don't know, but we worked out our problems including her selfish. She's alive alright and she listens, she feels, and loves me the same way you all do. Sometimes I go into a trance and meet with her on the mystical subspace she resides in that is somehow inside of me. "

"And you two have mind sex or something?" Julie asked curious.

Ben nodded.

"Kinky." Lucy chirped.

"So now what? Do we get to meet her later on or she only visible through magic?" Elena asked .

"She's helped me out a lot in that universe and was able to improvise a way home eventually, since getting here I haven't heard from her since. I still have the charm effect but I'm also kind of worried." Ben said feeling Gwen's right hand massage his chest in circles.

"Wow, that's a helluva story, Tennyson. Well either way you've been gone for two and a half weeks, we've picked up the pace around here with the alien activity in case you were wondering." Kevin explained professionally.

"That's good to hear, nice to know that I wasn't gone for years or months and that the world didn't end right I was out." Ben said relieved in many ways, one of which included CC rubbing his crotch

through his jeans with her left hand.

"We kick our fair share of butt after all." Kai added raising up her special gauntlets that sparked up in display.

"Well it's good to have you back, Ben. These ladies here really missed you, ya know." Max said smirking.

"Yeah and you have a lot of 'making up' with us to do, Benji." Helen said sliding her tail near his hips.

"well I better be going then, I don't want to be here watching doofus star in what's basically a porno movie. Later, dude." Kevin said patting Ben on the back in a brotherly way before heading out the base.

Max chuckled in agreement. "What he said, these women here said you have some 'work' to do with them, I don't think I need to be here when that happens. Goodnight, kiddo."

"Goodnight, Grandpa." Ben rose up to give Max a family hug before the old warrior made his way to the door.

"Oh by the way, Ben: be sure to check in with your mom and dad when you get home. also when or if you're not drained of stamina in the morning check in with me. We have some Plumber matters to attend to." Max said to a nodding Ben on his way out the door, when the shutters sealed in the girls all looked to 'hero boy' like prey.

"Well is it getting hot in here or is it just me?" Ben felt a little unease with all the predatory feminine eyes staring at him.

"If you think it's so hot then by all means remove your clothing." CC suggested right before she chanted a few words. A small whirl of pink energy encircled her and removed all her clothing until it left her into a seductive and revealing violet lingerie teddy with matching garters.

"Wow." Ben nearly drooled at the sight until Gwen gently closed his jaw back up and directed him to look her way.

"I'll give you something to look at." Gwen then chanted a few words similar to CC's chant and another pink swirl of mana covered her up to remove her clothing, she was left in a very skimpy short trimmed kimono. Her thighs were fully revealed and the kimono just barely covered up her scantily clad womanhood, but on top of that her cleavage was almost fully displayed due to the kimono's tight upper portion.

'Holy crap!' Ben thought feeling both a nosebleed and an instantaneous erection bulging in his jeans.

"Aw, they're using magic to set the mood and already it looks like we're invisible." Lucy pouted. Julie chuckled and then leaned into Helen's ear to whisper a few things.

"Girls standby, who needs magic when you have speed?" Helen stated confidently before accelerating in a blue blur all around the remaining girls. In a matter seconds clothing tossed into the air and landed all around the living room; Lucy was left in her black panties with bra, Julie didn't wear panties and was left covering her breasts teasingly, Holiday had only her orange top on

scrunched over her revealed breasts, Elena was nude and in long silky white stockings, Jennifer had only a very small blue thong on, and Kai was left only in her socks. Lastly there was Frightwig, stripped of her clothing and left with her tendril hair covering her breasts, Turbine was simply all nude with the exception of her white top being left on and her breasts fully exposed. When Helen finished she casually removed her own clothes the usual way and was there fully nude in all her blue skinned glory.

If Ben was likely to have a heart attack from being over excited the sight of all these gorgeous women would be the trigger. He nearly fainted but held his reserve and felt the surge of charm effect flood his senses as well as resonate with all the girls in the room. The faint pink glow was shown in everyone's eyes including Ben's, but before either of them could jump into the act CC and Gwen planned something.

"Veritas staminas dracilea!" Both spell casters chanted out in unison leading to a small yet powerful veil of pink energy to cover Ben up for a few seconds. After it dispersed Ben was without any of his clothes and left with a renewed sense of stamina bodily energy, his member was rock hard and erected proudly. He felt like he could make love to the girls for days! His clothes were teleported on top of the pile of everyone else's clothes somewhere in the living room.

"I feel incredible! Let's use that spell from now on." Ben said excitedly. CC and Gwen winked at each other right before all eleven girls closed in on him. It had been two weeks without him and he has to make up for lost time. "So....who's first?" he asked with a confident smile.

"You." Gwen answered right before gently shoving him to land on top of the now bed converted couch

'I guess I should've seen that coming, now I have eleven different women being dominant tonight.' Ben thought when he felt the comfort of the bedspread on his skin.

It began; CC and Gwen moved themselves to his side where Gwen began by pulling his face to hers in steamy lip lock to which she slid her tongue around his. CC looked impatient and gently tugged Ben's chin until he reluctantly broke from Gwen's mouth and felt Charmcaster's mouth close in on his instead.

Gwen glared daggers at CC for 'stealing' him from her, but let it go for right now. Kai, Elena, and Julie moved up next to his chest groped/rubbed all around his upper body which toned up a bit due to his hardships in the other universe.

Julie placed herself gently on his chest and ground her hips back and forth to warm him up even further, her soft oriental pussy, though slightly haired, soothingly shifted along his chest in a slow rhythm. Kai started her fun by sucking on Elena's lips and letting tongue visibly worm its way in to her mouth in front of Ben, if his already erect rod wasn't hard enough this sight would make him harder than steel.

That left Holiday, Helen, and Jennifer Nocturne to move over to his crotch area where his prized tower of fleshy stood in all its glory, each girl placed a hand on the shaft, balls, or tip and began stroking. This caused him to moan loudly between sucking in CC's tongue and letting Gwen place a trail of kisses along his neck. Holiday took the initiative and closed her soft red lips around the tip of his cock and licked in swirls while it was inside, she wanted to go deep on him but that would butt Jennifer and Helen out. She didn't want that seeing as now they were enjoying themselves; Helen used her long lizard like tongue to coil around Ben's hard shaft while Jennifer cupped one of his balls in her mouth succulently.

Helen's tongue was moist and gently wrapping around his shaft, she made it constrict softly as a means to stroke him like she did all those nights ago during her first time with Ben. Jennifer cupped and fondled his other testicle while she slurped her lovely mouth all over his other one, she hadn't had him to herself in a while and was determined to change that. Each girl felt they couldn't be without Benjamin and these past two weeks proved that. Jennifer absentmindedly undid her hair bun with both her hands while she kept her lips on his tip, she was blushing and simply giddy, which was unusual for her. She had never had a 'group' thing with Ben before and honestly it thrilled her, to think a couple of months ago she wasn't romantically involved with this boy until he snuck a kiss on her which began this unique relationship of theirs. The fact that Ben fell for another version of Doctor Holiday within the other universe only made her appreciate him more; apparently any version of herself he can fall in love with.

That left Frightwig, Turbine, and Lucy who all had small pouty expressions at being left out of the love making. "Ya'll can't count us out just yet. Come on, ladies, I don't see his hands going anywhere inside these other women, do you?" Turbine said inspiring the two other gals. She walked over with them to place herself near Ben's right arm, letting her bare bottom make contact with his hand Ben got the idea and began feeling up her pussy. Immediately the older woman bit her lip and began breathing a little harder while he massaged her clit vigorously right before pressing two fingers into her womanly canal.

"Ahhh yeah! Dig deeper, boy! Show me you mean business!" Turbine cried out in joyful raunchiness as she pressed herself further down on his hand. Meanwhile Frightwig was about to position her bare pussy on Ben's unoccupied left hand until Lucy beat her to it by landing her rear on it in a reverse cowgirl position. Instantly Ben's left hand fingers felt up and around Lucy's youthful lightly haired cunt before rubbing his palm around her sensitive area in circles. The blue eyed girl purred when she felt Ben's strong hands rub the space between her thighs with expertise, each massaging stroke was strong yet gentle enough to warrant the girl subconsciously grind her hips against his entire hand.

'Why that little...!' Frightwig fumed and stamped her left foot in annoyance, feeling her tendrill hair sway around her back she got a naughty idea. The same kind of naughty idea she had when she first made love to the boy in that forest; she moved closer to the pile of women and commanded her hair tendrils to move to certain spots of other girls.

"Aagh!" Kai removed her face from Julie's right breast when she felt one of Frightwig's hair tendrils surprise by inserting itself halfway into her tan pussy. Frighwig had long since removed the orb tips her hair tendrils once donned, they were made only for battle and right now she had no need for them since she was using her hair tentacles on other girls like in a Japanese porn cartoon.

Elena was next in having her both her pussy and anus penetrated by Frightwig's naughty tentacles, the smooth skin soft extensions of flesh wormed around in both girl's pussies which drove them crazy. Elena especially since both her holes were being filled, being formerly xenophobic Elena had come to actually enjoy everything about aliens ever since Ben first requited her love for him during that soccer match. Again a tentacle wormed around inside Elena's pussy which caused her to thrash about in blissful spasms.

The next girl to have her body's orifices filled by tentacle naughtiness was Julie who received one of Frighwig's hair tentacles inside her ass. The Asian girl bit her bottom lip in excitement as she the fleshy intruder burrowed a bit deeper into her rear, it was fetish of hers to be taken from behind and would tell Ben later on that she would want it in her second hole next time they were alone. Julie hollered out and ground her hips back and forth on Ben's torso even more wildly than earlier.

In a matter of minutes the only sound coming from this room was the various lovemaking noises that came from the eleven girls servicing various parts of Ben. Gwen had undone her kimono and let her naturally beautiful nude form be all that Ben saw, CC had done the same by removing her panties and lowering the top part of her lingerie to showcase her breast. In a brief instant CC grabbed his head and pressed her ample sized bust to his mouth, he put his lips on her left tit and started sucking eagerly. Gwen wasn't ignored either when Ben quickly removed himself from the sliver haired witch's boob to place his mouth on his cousin's lift and alternate between them both.

Gwen was breathing hard whenever Ben would start licking and sucking on either one of her nipples before moving back to Charmcaster's. Both she and CC were having their tits serviced by their shared affection and while he went on CC got naughtier and moved her mouth to Gwen's. Feeling her hot minty breath over her lips motivated the redheaded sorceress to open her mouth wide as to accept CC's tongue, the former enemy slithered her tongue inside and thrashed around erotically. They continued like this while Ben kept alternating between which witch's breasts suck and lick on, meanwhile lower down the remaining girls were having fun of their own variety.

Holiday along with Nocturne along with Helena were all licking/sucking on Ben's dick, which was a bit longer thanks to the magic augment CC and Gwen casted and all three girls had their lips pressing against it in wild eroticism. Holiday still had the tip in her mouth but had moved further down and took some of his thick shaft; she would've gone down a little farther on him but Jennifer and Helen were busy licking either side of Ben's shaft. Every now and then Helen's long tongue would make contact with Jennifer's and the two would occasionally swap spit over Ben's length. It was truly a scene that'd inspire porno movie making deals, not that this wasn't being recorded by Ship, Julie's mecha-morph pet, who was in the living in camcorder mode.

Literally the girls couldn't get enough of him, there were too many, but Ben had an idea on how to fix that little dilemma.

Fifteen more minutes into the group's foreplay Ben felt his length ready to unload; since three girls were slurping on it he was surprised he held out this long, he felt he was ready to burst and wanted them to sync their orgasms with him. Thanks to the charm resonance linking them all together Ben felt his hips begin to twitch while it was still being serviced by the three gorgeous woman near his hips.

"Here it comes!" Holiday announced when she removed herself from his length just in time to see his member twitch wildly and spurt out heavy globs of semen all over those three.

This caught Gwen and CC's attention; they broke from each other's lips to look at Ben's length gushing sperm like a water fountain onto Holiday, Helen, and Jennifer.

The charm resonance went into full effect when Julie, Kai, and Elena suddenly reached their orgasms due to Frightwig's tentacle service; Julie's pussy clenched and convulsed all over Ben's abdomen while Elena and Kai hollered out in orgasm with Frightwig's tentacles still inside their pussies. Frightwig herself felt heated and greatly aroused at the sight of the three teenage girls cumming all over her hair tentacles, after they finished they turned their attention back to Ben covering the three other women in white goop.

Lucy had finished cumming on his left hand's fingers the same time Turbine was cumming on his right hand, by the time they finished they were looking at the cum covered trio of Helen, Holiday, and Jennifer.

Each girl scooped up some of Ben's 'manjuice' with their fingers and stuck in each other's mouths; Holiday was sucking the sperm off of Jennifer Nocturne's left hand fingers while Helen was busy licking some off of Holiday's breasts. As for Helen, she scooped some white essence up with her right hand and began fingering herself with cum covered fingers, Jennifer was doing the same with her free hand while the others watched in fascination.

"And here I thought I've seen every hot sex act there is, I'm glad that I'm wrong." Ben commented watching the display before him.

"You haven't seen anything yet, hero boy." Holiday said licking more sperm off her fingers seductively. Ben's semi-flaccid member was instantly getting steel hard again, courtesy of the magic effects casted on him.

"Likewise, now let me ask you ladies; ready for rounds two and beyond?" Ben asked fully confident as he moved his right hand to his Ultimatrix arm, much to the bewilderment of the women.

"Normally we're the ones to ask you that, but you make that sound very inviting." Gwen said naughtily and sat eager to see what idea Ben had.

"What are you doing?" Helen asked watching closely. She was no stranger to the Omnitrix's healing abilities; Ben was the one to show her that by repairing her alien genetic makeup thus allowing her to change to her original human form whenever she wanted. She just remained in alien form during sex because having a tail came in handy plenty of times.

"A trick I learned while I was off-world, you're all going to love this." Ben said twisting the dial to project a hologram of 'Echo-echo' and then slamming his palm to emit another bright green flash.

There stood the diminutive form of Echo-echo, the little grey alien then replicated itself into twelve Echo-echo clones which peaked the girls curiosity as to what Ben was up to, then each Echo-echo duplicate adjusted their Ultimatrix chest dials before slapping their palms down on them.

Another green flash erupted and each girl in the room felt their jaws drop; there were twelve identical Ben duplicates including the original which had the Ultimatrix symbol on his chest.

"I came up with this trick back in the other universe and it has really come in handy, if you get my drift. These aren't actual self-aware clones or anything like that; they're actually extensions of my mind and body. This way I can literally be in more than one place at the same time, now there certainly is plenty of me to go around for you ladies. So? You like?" Ben prime asked in a cocky way and each girl gave their approval by springing into action by taking the Ben duplicates for themselves.

"I'll take that as a 'yes'." Ben said to himself as girls and Ben clones each took a spot in the living in order to get down to business.

Only Gwen and CC took the original Ben and took him back to the bed couch with them while each girl had fun of their own. Gwen was fiercely pressing her lips against his in wild passion while his arms wrapped around both magic users and pulled them closer.

Sucking in her tongue Ben savored the taste and felt he didn't want to let go for the rest of the night, CC had her right hand on his hardened dick and stroked rapidly while kissing along his neck. Eventually the trio got into positions so they could begin the main course; Gwen placed herself



over Ben's fully erect member and slid herself all the way down into her poked the deepest part of her pussy. She moaned very loudly and savored the feeling she so dearly missed these past two weeks, her butt squished against his belly button area as she began bumping her hips up and down on his slick meat. To Gwen there is only one person in her life she would do this with and that's Benjamin Tennyson.

CC simply placed each stocking covered leg on each side of Ben's head and lowered her silver haired pussy down onto his waiting lips. Instantly she bucked because Ben took to sucking her mound with very strong suction, he grabbed her hips and buried his face into her lower bottom area to the point where his nose made contact with her clit.

CC arched her back and tilted her head in response; she grabbed her own breasts and squeezed them while Ben ravaged her pussy to his heart's content. She moaned so loudly many in the room thought she had succumb to orgasm, but instead she held her reserve and let true love continue to please her.

Meanwhile all the girls took to the Ben clones like bees to honey; Holiday was having fun with two Ben clones each sliding their lengths into her juicy pussy and her tight ass, she was being held up by one of them with her legs dangling out while they continued piston banging her holes like no tomorrow. Being suspended in mid-air like that reminded the older woman of her first time with Ben and how she told him she wished to be impregnated, she had no regrets how things turned into this, but she knew someday he would fulfill his promise to her and give her a child. Right now it was too soon and he was too young, but that didn't stop either of them from living out this pure nirvana they shared.

Lucy was on the soft carpet bent over by a Ben clone, he wasted no time in penetrating her depths allowing her virginity to be taken finally. She winced in pain at first but then grinned in pleasure as new sensations filled her being. The Ben duplicate was basically Ben physically in another place so she had no qualms about losing her virginity to a duplicate since she knew it was still him, he slid halfway into her tight young pussy before withdrawing and pushing it back in again. Ever since that dance at her cousin Camille's wedding Lucy was always interested in him, but what really sealed the deal was when she was at his house for visit which led to a threesome between her, Ben, and Camille. It was during his two week absence that she got in contact with Gwen and told her of the experience thus revealing the whole story about the charm and this polygamous relationship. She simply wanted it and she got it, Lucy was the happiest. The Ben clone picked her up a bit and began pounding into her doggy style in rapid thrusts.

Kai was on her back on a small sofa nearby with a Ben clone on top of her sliding her tight moist crevice while another duplicate was near her face with his cock touching her lips. She opened her mouth wide open and allowed the clone to slowly shove his length into her mouth and throat; she gagged a bit and held there a few seconds before she started bobbing her head. Even as a physical manifestation of Ben this duplicate moaned at feeling the tightness of Kai's mouth suckle his dick, the same could be said of the Ben clone between her legs slamming his hips against hers. Repeatedly in and out the clone's member burrowed into her tight passage and savored the tightness of Kai's juicy pussy, the Navaho girl wrapped her tan legs around his back while she continued sucking the other one off.

Julie had her hands pressed against a wall and her rear sticking out wriggling for the Ben clone that was guiding his hard length between her cute buttcheeks, instead of penetrating her anus Julie teased the Ben duplicate by hotdogging his cock with those very ample butt cheeks of hers. He got harder just feeling her creamy soft skin rub against his length, after a few more minutes the Japanese girl winked at him and gave him the signal to go for it. Wasting no time the clone

touched the entrance of her anus with the tip of his member, feeling her orifice rub against him he then plunged his cock deep causing her to scratch the walls with her nails. She wasn't used to anal sex yet and it certainly hurt a bit to have her anus stretch out so suddenly, but a few seconds was all she needed to adjust and feel the kinky pleasure of having that fleshy intruder burrow deep into her ass. Her body bounced against the wall with each thrust delivered to her rear and she loved every second of it.

Jennifer was lying on the floor spread eagled and beckoning her Ben clone to come closer, he obliged by descending upon and placing his tip at the entrance of her already moist pussy. Grabbing both her legs by the ankles he lifted them over his shoulders where they dangled while he slowly lowered himself into her. Her face was blushing and body was tingling with waves of bliss as the Ben duplicate slid his length fully inside her snatch and began thrusting like a cavemen. Jennifer was a screamer and right now she was shouting Ben's name while having her pussy repeatedly penetrated.

Frightwig decided to put her creativity involving her hair tendrils to good use; she was in a sixty-nine position on top of her Ben clone swallowing his length into her warm mouth. He used his hands to play with pussy lips while diving his tongue into her depths and sloshing it around inside which made her thighs tighten themselves around his head a bit, but not before she used her hair tendrils to wrap themselves around his thighs. As soon as her hair tendrils securely wrapped around Ben clone's thighs Frightwig used them to pull her head down with more force which greatly increased the suction of her deepthroat act, again and again she used her hair tendrils to slam her head down onto his cock frantically in wild sucking that caused the Ben clone to moan incredibly loud.

Elena had her legs wrapped around her Ben clone as he held her up while sliding his dick into her pussy with rampant passion. She took to making out with him, mouth to mouth, tongue over tongue, all the while her pussy felt filled by the duplicate's length and her legs made sure it stayed when he would come. Ben and Elena Validus go back a long way; back to when he was ten years old and vying a spot on his soccer team. That's when she met him, but secretly she knew of him due to her father being veteran Plumber agent and Ben's widespread reputation as an alien hero. They were soccer buddies, then friends, then best friends, until she started feeling for him what ten year olds wouldn't usually feel. After some time of sorting out her feelings she realized she was in love with her somewhat bratty soccer buddy, but she didn't act on those feelings until fate pushed them back together five years later. That soccer match where he said if he won she'd allow a kiss changed everything and led up to this point. She would be there at his side forever no matter who else comes along.

Turbine(Tracey) had her Ben clone down underneath her on the soft ground riding him like a mechanical bull. His cock was hilt deep into her pussy and she was taking him for a trip around the world by swaying her hips wildly around. Her adequately large tits jiggled around while she swayed her hips on his, riding him for all he was worth and enjoying the heck out of it. She used to be a villain that hijacked vehicles along with her partners on the highways, but after a change meeting with Ben in the past and an accidental 'charm' related escapade she changed her tune. Now she was an elite Plumber agent and riding the actual Ben whenever she got a chance and her only regret was that this didn't happen sooner.

Helen was sitting in a chair of the living room on a Ben's clone lap letting his cock repeatedly thrust into her tight blue pussy; her tail was being felt up by the Ben clone that was shoving his length into her. He moved his face to her blue skinned breasts and lightly sucked one of her nipples while pinching/pulling the other. Her sensitive parts were mostly her breasts and this treatment given to it was certainly about to set her off. Sticky with her juices the Ben dupe's cock slipped into

her fleshy passage while she imagined herself to screwing the original Ben; the one she truly loved, the one that granted her a second chance in living a relatively normal life since he repaired her fractured genetics that now allowed her to be human again. Her tail wrapped around his lower back while she repeatedly bounced her hips onto his making sure to let fleshy tower erupt inside later.

All around each girl made love to one or more Bens and each of them had the same mindset of having the original Benjamin Tennyson with them, literally they were making love to the same person if not extensions of the said individual while he himself was busy plowing into his beautiful redhead cousin and eating out a silver haired sorceress.

Fifteen more minutes of the continuous orgy had lead up to the apex where Ben had started with his orgasm while still linked to his physical replicas; meaning that the moment he loses it so do they.

Gwen hollered out loudly and arched her back with finality along with CC. "OOaaahh Ben!" Gwen screamed and felt her pussy muscles convulse with utmost potency on Ben's juice covered cock.

Ben hummed Gwen's name underneath CC's now gushing pussy, his hips lunged upwards several times with multiple globs of sperm spewing out of his dick and into Gwen's womb. This led to a simultaneous effect of all the other Bens around the room, soon the area was filled with loud moans and various girls shouting Ben's name as their climaxes peaked!

Holiday felt her pussy muscles clamp down on the Ben clone shoving his length hilt deep into her pussy, soon her pussy was flowing with semen along with her anus. Jennifer Nocturne locked her legs tightly around her Ben clone's back as he let loose a torrent of cum deep into her pussy, the same happened with Helen who stayed kissing her Ben clone even while cumming. Kai felt her womanhood fill up with white essence and gulped down the other Ben's clone seed while he held her head on his length, Lucy felt her toes curl up as her Ben clone thrust into her last time before shooting off inside the curly haired teen. She had her first intercourse with 'Ben' and was eager to have more in the future. Elena felt her pussy milk her Ben clone's essence while keeping her lips on his and being held up, Julie felt her pussy gush while her anus filled up with white substance, Turbine ceased her riding and felt her womanly muscles convulse on her Ben clone wildly while he let loose inside her, and lastly Frightwig felt her mouth and throat fill up with seed and eagerly gulped it all down while her pussy gushed juices on her Ben clone's face.

The entire wave of shared orgasm that went around the room and soon passed within a couple of minutes, Ben laid on the bed with CC and Gwen in his arms beside. Nothing to him could beat this moment, this time he shared with them, two weeks without them certainly made him feel lousy. He needed them and would always be there for each and every one. Soon all the rest of the girls got up about to join him on the bed, but first Ben adjusted the Ultimatrix dial to turn himself and the clones back into Echo-echo plus duplicates. They all remerged back into one singular Echo-echo and afterward Ben morphed back into his true human self before lying down on the bed with all eleven girls resting with him.

"It's good to be home." He said before drifting off to sleep.

Sometime in the middle of the night Ben got up and walked up and around until he saw the Balcony of the base that overlooked the natural landscape and beautiful moonlit sky. He also Charmcaster standing at the balcony overlooking it all in awe, Ben decided to walk over to her and try not to be entrance by how beautiful her long loose silver hair looked in the moonlight.

"Caroline? Having trouble sleeping?" Ben asked which caused her to turn around and smile his

way.

"Not really, in fact I always sleep very comfortably whenever you're around; I'm just out here looking at the moon." CC said dreamily before turning her attention back to the sky view. Ben leaned on the railing with her looking at the same thing. She then moved herself closer to him and let Ben wrap his arm around her shoulder as they looked together like longtime lovers.

"Ben do you ever regret being bestowed with the charm effect?" She asked so suddenly.

Ben blinked a few times in stupor; his answer was obviously 'no'.

"Not at all, why do you ask?"

She then turned her gaze to him and looked directly into his eyes, pink to green, before speaking in all seriousness. "I ask because well... think of where you would be if I hadn't changed your life. The pre-paradox version of me didn't think of what your path down life would be like if she hadn't seduced you and given the charm effect to you. I changed your life without so much as a consenting agreement."

She was about to continue until he pressed a finger to her light violet lips. "I don't regret any of it, from that point on I made my own choices and everything else that followed after. I have you to thank for that. My life would've been dull if not for you, if not for Gwen, I love her and you all. I don't know what I'd be if not for this charm which has been kind of a blessing to all of us. I-"

This time Caroline shushed him with a finger pressing to his lips, they remained quiet for a while and while looking into each other's eyes they understood the scope of everything and the reach of the bonds he shared with all of them. (Forgive the cheesiness; I kind of rushed this part. Forgivesees)

Removing her finger she pressed herself against him and leaned in for loving lip lock. He wrapped his arms around her and the two leaned into their embrace in front of the night sky for quite some time.

'Welcome home, Ben.'

End chapter

Next chapter: The arrival: Eunice

# **The Arrival (Eunice, Gwen)**

Ben's Girls

Chapter Thirty: The arrival

By Azure

The beautiful scenery of the natural landscape displayed in such exuberance that it could make one forget all their worries, but that wasn't the case between the two custom painted green/black cars racing down the dirt road trail. Worry was only on one lad's mind; 'No way will he beat me to the forest!'

"You might as well give up, Tennyson!" The driver in the other car; one that was mostly painted in green and black with none other than Kevin Eleven, jeered as he drive beside Ben's car.

"Not happening! I'm going to reach that forest first, Levin! Just you watch." Ben shouted back in competitiveness and turned his attention to the front view as his car swerved past several rocks with Kevin ahead by just a little bit.

Gwen was sitting on Ben's passenger side resting her head on her right hand and leaning on the window seat. "Men." She mumbled reflecting on this somewhat juvenile race between Ben and Kevin, former enemies they may be but rivals they are always.

Ben's view shifted to the side mirror and caught a glimpse of something that brought alarm to his senses. "Kevin! Look out!" He called out to Levin who was still driving beside Ben's trying to get the edge.

"You think I'm really going to find for the oldest trick in th- oh crap!" Kevin stopped mid sentence when he saw a large round pod landing towards them like an out of control comet.

Pulling his steering wheel to a hard left he swerved his car just barely out of crash range of the pod. Ben did the same as the pod landed with a skidding landing that miraculously didn't harm the pod itself. It looked completely intact, all three teens were caught by surprise by this sudden delivery and after the dust settled they pulled up to the crash spot.

"We just can't catch a break, even when coming out here to enjoy ourselves away from work something from outer space follows us." Gwen mildly complained when she stepped out of the car with Ben following after her.

It had only been a two days since his return and Gwen decided he needed some time to relax after enduring his experience in another universe, the girls were always ready to volunteer for 'relaxation methods' with Ben if called upon. Ben wanted to be more to them than what he was, Amalia still hadn't contacted him yet nor appeared in mana form, he was worried alright but right now he was focused on spending time with all the girls. Ben wanted his relationship with them to be deeper since in the back of his mind the Charm effect felt like a curse for them. The word; 'brainwash' comes to mind whenever he looked back on it and he wanted to prove to them their love is completely mutual and honest and not some fabrication of lusty magic. They agreed with being taken on solo dates with him if given a not-so-busy day, but they didn't agree with his fear of the charm effect manipulating their feelings. Even Gwen thought he was being afraid for nothing, she

told him flat out many times that she honestly truly loved him, as did the girls.

'Only time will tell, I guess. I can't believe I didn't think about it this deeply prior to all of this.' Ben mulled in thought when he heard Kevin speak up.

"It's got to be Ben, dude is a magnet for alien craziness; Galactic tyrants, alien princesses, berserk monsters, and some regular alien thugs that just don't like him." Kevin chuckled when they met up at the crash site.

"Ha ha." Ben said sarcastically as the three approached the extraterrestrial space pod. "What do you think this is? Escape pod or maybe some alien weapon tech that fell out of a ship?"

"Who knows, let's take a look." Gwen said pressing her left palm on the surface, but as soon as she did she felt a searing sting on her hand and immediately withdrew it. "Ow! I guess the surface is still hot from the landing, maybe whatever is inside is dangerous, guys."

Just then what appeared to be the pod's shell suddenly opened up, silver panels unlocked and retracted back revealing a bit of steam with a nude feminine body wearing medium length blonde hair lying in the center of it all.

"Or beautiful..." Ben said in awe and bewilderment. Feeling like the gentlemen he was he removed his green jacket and placed it over the girl's nude form to cover her up.

Later...

The girl awoke and sat on a large rock nearby with Gwen holding her shoulders in a comforting way. She was still clad only in Ben's green jacket and hasn't spoken for nearly twenty minutes, Ben was feeling sympathetic towards her as she seemed to have no interest in talking. It was like she was blank.

"So do you have a name? A home planet or something? We could help you." Ben offered as he stepped closer to her.

Then she looked up into his eyes with her own jade green ones that dazzled Ben with their beauty, suddenly her eyes looked as if she lived in them; her face formed into a sweet expression as she shook her head. Something about Ben woke her up( IE not in a sex related way I might add) and she suddenly looked much more open and friendly.

"My name...? Eu...U...Eunice.." she spoke in her soft gentle voice. Ben smiled back and placed a comforting hand on her left shoulder.

"Well Eunice I'm Ben, that's Gwen and this is Kevin. Since none of us knows where you're from how about you stay with this for a while until we sort it all out?" Ben asked in a friendly way with no lecherous thoughts in mind.

"I'd like that very much, that is if it's okay with you three." She said completely humble.

Ben turned back to look at Gwen and Kevin for approval. "What's your say, Gwen? Kevin?"

"I was thinking we call the Plumbers; this is clearly an alien dilemma. They're the best people to handle this kind of thing after all." Gwen suggested craning her chin in thought.

"Next to us of course." Kevin quickly added.

Eunice looked uncertain and somewhat afraid to be taken anywhere by some other people she hadn't met. She felt comfortable and safe here, immediately she shook her head slowly in disagreement. Ben noticed her expression and sided with her.

"Maybe that's a bad idea, she doesn't remember much of her own life right now. Apparently she's not comfortable with that notion and the Plumbers taking her away may not be the best solution right this moment." Ben vouched and Gwen nodded.

"Okay then it's settled, she's with us until we get back to civilization, but first she needs some clothes, she can't just wear your jacket over her birthday suit all day. Come on, Eunice." Gwen finished and accompanied Eunice to where she kept one of her duffle bags. Eunice followed her and quickly turned her head to look back at Ben.

She smiled in appreciation and Ben swore he heard Kevin mutter something along the lines of 'Manwhore' when he pretended to cough.

"Laugh it up, Kev, I'll have you know I don't plan on forcing her or even bothering Eunice with any of the 'charm' stuff." Ben said glaring at him a little.

"Oh wait you're serious, let me laugh harder." Kevin said chuckling some more much to Ben's annoyance. "Take a good look at her and tell me you don't think she's drop dead gorgeous."

"She is, she's sweet too, but she's also stranded on this planet with no clue as to where her home is or how she got here. I'm not going to take advantage of a girl that desperately needs our help, Kev." Ben stated in all honesty and Kevin simply shrugged in skepticism.

"Whatever ya say, alien boy. Want to go fishing?" Kevin asked pulling out a fishing rod from one of his duffle bags.

"Sure, but you got any rods? I didn't bring any with me..." Ben trailed off when he noticed Kevin pull out an entire arsenal of fishing rods and bait from the duffle bag he was holding over his shoulder.

"No excuses! Let's catch some fish, Tennyson!" Kevin said with fire in his eyes and hastily made his way over to the lake spot deeper into the forest scenery.

'He's very excited.' Ben mentally stated and walked in Kevin's direction.

Gwen had just come out of her tent with Eunice coming out behind her wearing a fitting pink sleeveless shirt with tight jean shorts and form fitting sandals, they had been some extra clothes Gwen brought with her for this trip.

"Do I look okay? I can't remember the last time I wore anything at all." Eunice sheepishly asked examining herself.

"You look fine, and you were technically in your birthday suit when we found you. No idea why, but it doesn't matter. Let's go meet up with the guys." Gwen said in a very friendly way as she held out her hand to Eunice. The blonde beauty was nervous at first but she reached for her hand and was pulled to her feet.

"Sure thing, but where are they?" Eunice asked innocently until both girls heard splashing noises from the lake nearby along with some jeering/coaching from Kevin.

"That way, you're not going to want to miss this." Gwen said dashing in the direction of the lake with Eunice right behind her.

The two showed up to see Ben fiddling around with a difficult fishing rod that somehow tangled upon itself while Kevin was busy laughing at his dilemma. The green clad hero could take on an army of robotic drones with ease but to him this fishing rod was a worthy foe indeed.

"Every time I try to untangle this thing it just gets worse." Ben complained now feeling the fishing reel wire suddenly wrap around his torso for some reason.

"Oh uh hi ladies. Great view of the lake right?" Ben asked trying to appear nonchalant while tangled in a mess of wire.

Eunice giggled innocently at the sight of Ben's charming yet goofy stature while Gwen simply laughed a little louder along with her.

Ben made a small frown in an 'oh you'll get yours' kind of way, Kevin elbowed him a few times and predictably said: "They're not laughing at you, Tennyson."

"Ha ha, Levin, I'm just glad my other girlfriends aren't seeing me like this." Ben muttered until he heard a click camera sound behind him. Out from the view of his eye he noticed Kevin snapping a picture with his cell phone in Ben's direction.

"Oh you so did not just do that!" Ben looked peeved and struggled to untangle himself while splashing through the water to tackle Kevin down. The girls laughed a little harder at watching the boys wrestle in the lake, it wasn't mean spirited laughter or anything of the sort it was just Ben and Kevin involuntarily putting on slapstick humor for them.

After roughly fifteen minutes of both boys throwing down in the lake water they both eventually tired out and returned to land to hang up their soaked clothing.

Ben was nearby hanging up his wet jeans and jacket over a tree branch when he noticed Eunice sitting comfortably on a large rock nearby with a variety of small woodland animals gathering around her. There were rabbits, chipmunks, and a few squirrels just gathering around the blonde angel to the point where she was looking like a modern day 'Snow White'.

Ben was clad only in his boxers when he decided to walk over to the girl without any trace of nervousness. "Those animals really take to you, what's your secret?" Ben asked when he sat beside her.

Eunice simply turned his way with a sweet smile as she continued petting the rabbit she was holding. "No idea, it's just feels natural for some reason. It's like I'm connected to these little guys." Eunice said feeling two little birds land gracefully on her shoulders.

'Okay now that's just overkill.' Ben thought when seeing the two birds. He got a good look at her and wondered why Amalia wasn't responding as of late, they were back in their own universe where mystic energy is more abundant than in Rex's world, but she went silent when he got back. Last time with the girls, many at once he might add, he barely activated the charm resonance chain and it was difficult to pull even that off.



'Amalia? Hello? Are you there or just ignoring me? Whatever it is I promise to make it up to you... the usual way. If you are there then what's your take on this girl? Helloo?' Ben tried telepathically communicated and still he received no answer from the mystical entity living inside him. 'Hmmm not good.'

"Hello? Ben, are you alright?" Eunice asked innocently to him when she noticed him staring into space with a mixed look on his face. He looked back to her and blinked a few times snapping back to reality.

"Oh sorry about that, kinda stared into space for a moment. If you'll excuse me a moment..." Ben said and stood up to walk to a certain area within the woods clearly looking worried.

"?" Eunice blinked a few times in innocent stupor and letting curiosity get the better of her she stood up and followed him.

Ben walked ahead not noticing Eunice distantly tailing him, he may have been half naked while pushing past thorny bushes and branches, but he was determined to find Gwen.

'Maybe Gwen can help, the charm effect I could stand to lose but not Amalia. She's still a living being and the only other time she went silent like this was when she was depleted of energy, but that wouldn't make sense since just yesterday I had a 'group session' with pretty much all my girlfriends.' Ben thought as he reached the campfire circle Gwen was setting up with her powers.

Ben walked in on the sight of his redheaded lover telekinetically lifting wood logs here and there before casting a fire spell in the center on a pile of wood blocks.

As impressive as her flawless use of magic was, Ben's jaw dropped when eyeing a different sight of Gwen; one that showed considerably more skin.

'Holy monkey!' Ben thought feeling his brain explode upon the sight of Gwen with her long beautiful red hair down and loose while wearing a white skin tight one piece swimsuit that completely brought out her curves. She wasn't wet or anything but the suit itself was nearly transparent enough for Ben stare at her visible nipples and small patch of red pubic hair.

"Feel familiar, Ben?" Gwen called out with her back still turned in his direction. Her adept sensory abilities never ceased to amaze him.

"Sure does." Ben brought himself out to the open where she stood looking alluring in all her natural beauty as she waited for him. Eunice was still in her hiding spot unsure what to make of this, part of her wanted to leave the two to their privacy and another part was simply too entranced by the sight to move.

Eunice didn't know what to think lately, she knew her own nature even though she has no memory of her life prior to meeting these people, but there were too many things that were a mystery to her including this.

Ben had a peaceful and happy look on his face when he felt Gwen's arms wrap around his shoulders. He was still very worried about Amalia and would definitely bring it up, but for the moment green eyes were lost in another pair of green eyes. Ben leaned in and gently entrapped Gwen's soft pink lips with his, the two closed their eyes and pulled each other closer within the embrace.

Eunice was lost in the sight before her; she was new to many things but this was certainly a point of interest. She would ask Gwen or Ben later what this type of intimacy meant even if it did seem familiar to her for some reason.

Gwen then moved her right hand down to Ben's barely clothed butt and pinched a cheek which caused him to jump a bit. Feeling her giggle within his mouth he got back at her by throwing both his hands down to her rear and squeezing her supple butt which made her jump up enough to throw her legs around her torso.

Soon those hands of Ben slid underneath the fabric of her swimsuit and squeezed/massaged Gwen's butt cheeks with full skin contact. Gwen pried open his lips and slid her tongue in to his mouth like she has done with Ben so many times before, but this time the two were getting intimate right before Eunice's eyes and neither had any idea she was there. Well maybe Gwen did, but she was too busy at the moment to care.

"Dogra's comfortablas." Gwen chanted briefly when she quickly let go of Ben's lip lock to cast a spell which materialized a big white mattress beneath their feet which caused them to stumble onto it.

"Hell of a magic trick." Ben commented between kisses as he lay down on top of her. Flesh pressed against swimsuit fabric as the brunette boy pressed himself against firmly against the redhead's lithe body.

Ben kept his lips on hers while his hands moved to the sides of her shoulders to slide down the straps keeping her transparent piece of clothing on. Down he peeled them until he could feel her breasts in his palms, Gwen mewed on contact as Ben now began massaging them in rotations with her soft pink nipples between his middle fingers.

Her legs arched up a bit and pressed snugly to the sides of Ben's lower body. Ben briefly raised himself up so he could see the loving gaze in Gwen's emerald eyes in the heat of the moment; she smiled briefly before quickly chanting a few more magic words that made Ben's boxers slide off via invisible force. Ben felt a quick breeze flow by his naked rear which caused him to shiver a bit, Gwen giggled a bit and finished tugging off his underwear herself with her hand before shifting their positions so she was on top.

She magically stripped herself of her rather revealing swimsuit so that she appeared completely nude before him, both teens blushed profusely in each other's eyes due to intimate and nude out in the open.

Gwen raised her bottom up a bit and gripped his hardened rod of flesh so that she landed appropriately in the right place, Ben could practically feel the warmth of her welcoming pussy as it was just barely out of reach of his sensitive flesh. With a slump and the sensation of a sensitive yet strong length sliding into a pocket of spongy pink flesh Gwen impaled herself on Ben's shaft.

Ben tossed his head back in reflex at the feeling of his member sliding back in to Gwen's tight depths; his hands gripped her hips as she began swaying her hips back and forth. Ben could see Gwen's lithe form moving forward and backward in frantic motion with his length snugly inside her pussy for the ride, she was riding him cowboy style and he was enjoying every bit of it.

Her long red hair flowed elegantly back and forth in sync with her swaying body while Eunice was surveying the scene with bewildered interest. Her knees felt weak and strange sensations, not

charm related ones, flooded her stomach as she continued to watch the act of intercourse between the two.

Where Kevin was at...

Sitting perched on a rock with a pro fishing rod in his hands waiting for a fish to bite Kevin's face soured when figured out where his partners were. "They're doing it again, aren't they?"

As a bizarre universal answer to question his line caught something and suddenly his interests shifted to reeling in a big fisherman's catch. "Thank you, higher powers!" Kevin said triumphantly as he competitively wrestled for control of his reeling line versus the catch underneath the watery surface.

Back to Gwen and Ben...

The teen amorous teens switched positions to where Ben was on top of her in a doggy style position pounding Gwen's juicy pussy vigorously. In and out his dick slid inside her sheath repeatedly like it was never going to stop, Gwen clenched the sheets of the mattress tightly due to feeling Ben's thick intruder plow into her.

If mattresses could creak theirs would be doing so right now, both bodies were sweaty after roughly ten minutes of non-stop love making and Gwen was already feeling her orgasm about to happen.

"Oh Ben!" She cried out and felt her hips buck along with his as their unified orgasms took hold. Ben thrust against her thighs several times before her pussy muscles contracted on his length which caused him to unload a moderate amount of cum into her depths. Gwen felt her pussy and womb fill up with Ben's semen and soon felt Ben's body collapse comfortably on top of her in a spooning position.

They rested together on the mattress comfortably for several minutes until Gwen turned her face and planted a kiss on his lips to get his attention. Both were indeed sexually sated like usual but they also still had more stamina and friskiness in their bodies to just let it end there.

"Ready for round two?" Gwen said smiling.

"You read my mind." Ben answered back and soon both were at it again, but this time Gwen decided to switch things up and cast a levitation spell on both of them. Within seconds both hovering just a few feet in the air entangled in embrace, Ben held on to Gwen as she did him, but the lack of surface didn't stop him from inserting himself back into her.

She breathed deeply when she felt herself fill up with his manhood and leaned into the embrace to suck his lips into hers once more. Her legs dangled on either side of his torso while Ben continued slamming his hips into hers in zero gravity, one of his hands went to her dangling left ankle and held onto it while he shoved his length into her pussy again.

Gwen held her both her hands tightly around his back while they kept at it, faster now than before, with her legs now tightly locked around his butt.

Ben thrust a few more times before halting on his last one when he felt Gwen's pussy clench down on his cock again, this elicited a loud moan of her name from Ben as he deposited more white gooey substance into her canal once more. Gwen was positively dripping with his essence at this

point, they slowly descended back onto the mattress surface where Ben and Gwen were kissing each other passionately after having satisfied their sexual appetites.

By the time they finished Eunice had already disappeared from sight, Ben and Gwen were too entrapped in the heat of the moment to have noticed her, but Gwen did sense someone nearby while they were getting intimate. She pushed it out of her thoughts and rested.

Nearly an hour later a fully clothed Ben came across Eunice near a hill sitting on a rock and petting a ferret, her eyes were in deep thought which lead to her being surprised to find Ben standing over her.

"Oh! Ben you scared me for a second there." Eunice squeaked in surprise when Ben placed a hand on her bare shoulder.

"You okay? Seems like you were thinking a lot, maybe about your home planet or something?"

She shook her head and simply gazed into his face in wonder. "A lot of things, but strangely enough not about my home." She said getting up and walking alongside Ben around the springtime landscape. It was night now, but it didn't deter the scenery in the slightest.

"Ben, can I ask you something?" Eunice suddenly popped up after a few minutes of quiet walking.

"Sure, what is it?"

"What you and Gwen have, what do you call it?" She asked now looking directly into his eyes.

Ben wasn't nervous nor did he hesitate to answer. "It's called 'love', it's something humans share and it's what Gwen and I have had for maybe a really long time. We just never acted on it until just some time ago."

She nodded her head thoughtfully. "Is it because she's beautiful? Am I similar to her in any way? I'm just wondering is all."

"Not just because of that, well there are a lot of reasons but beauty isn't everything, plus yeah you're as lovely and pretty as Gwen is." Ben stammered nervously while Eunice giggled. They continued walking side by side unaware that someone big was following them.

"My turn, how do you do your thing with the animals? I've never seen anyone so at peace with wild life creatures." Ben asked clearly interested.

"I'm afraid I'll have to leave you hanging there because I have no idea." Eunice answered honestly leaving Ben to pout. She giggled a bit and placed a quick peck on her cheek which left him blushing.

"You're sweet, but don't try to hit on me if you already have someone else." Eunice said half-heartedly, she didn't know what she wanted and it confused her. On the one hand she felt like she belonged somewhere and this boy walking next to her had something to do with it, but on the other hand she knew when not to butt into someone else's love life. The kicker is she didn't know where she learned those statutes from.

"Funny thing about that-" Ben was about to finish his sentence when he looked up and immediately went into alert mode.

!

"Look out!" Ben quickly yet gently grabbed the girl and pushed her out of harm's way when a large bulky figure wielding an energy axe came landing with a tremor in front of them!

"Tennyson! Long time no see!" The voice belonged to a large humanoid alien brute that held a large energy axe and stood on what appeared to be a hover glider. This guy was known as 'Sunder', an alien bounty hunter that Ben had the displeasure of meeting some time ago. "Gotta admit you were the last person I expected to see on this job. If you don't want to get hurt again I suggest you get out of my way!"

"Sunder!" Ben wasted no time in slamming his right palm down on the extended dial of the Ultimatrix. With a green glare Ben changed into Spidermonkey!

"Tough talk, muchacho, let's see you back it up!" Spidermonkey dared right before he fired a web blast into Sunder's face, he had caught him by surprise with that one. The large brute struggled with his free right hand to scrap the goop off his head when Spidermonkey leaped at him to deliver a three-hit combo with two of his arms and his tail.

Sunder quickly countered with a backhand that knocked the wind out of the little alien right before grabbing him with his hand and slamming him to the ground.

"I did warn you, kid! Now I'm going to have to get brutal." Sunder said raising his axe over head with both hands, but Ben beat him to the punch by punching in the chest dial which caused another green glare to erupt.

Sunder was tossed over by a large purple gorilla alien with four large spider-like legs sticking out his back! Before the large alien could strike the new form he was punched in the face and gut by the Gorilla's two fists.

"I've undergone some 'changes' since last time, big guy. Meet 'Ultimate Spider-monkey'!" U/Spider-monkey said before quickly raising his two large fists up to slam down on Sunder, but the bounty hunter quickly rolled to the side and returned fire with a swing of his axe. The axe was made of energy and a swing of it sent a big red blast wave of red energy that collided into U/Spider-monkey like a cannon!

"Doesn't matter how ugly you get, Tennyson. I spanked you before and I'll spank you now, ya little punk. Besides don't you remember how things went down last time?" Sunder taunted as he hopped back onto his glider.

"Yeah, you took my hand off! I'm still ready to dish out some payback for that." U/Spider-monkey roared and used his spider legs to raise himself up a bit.

"I'm always interested in a challenge, but I didn't come here for you." Sunder said seriously before hastily turning around and jetting off in his glider in Eunice's direction.

'He's after Eunice! Not on my watch!' Ben thought and hurried after Sunder in his large alien form.

In a rush of haste U/Spider-monkey chased after Sunder and used all four arachnid legs to spring up into the air and land down on the unsuspecting hunter.

"Huh? Oh no." Sunder turned his head back and noticed a large shadow coming down upon him, he noticed it was Ultimate Spider-monkey and it was too late to act!

With a splash and crash the two alien behemoths wrestled in the muddy parts of the marshland that was near the forest. Eunice was nearby staying out of sight from behind a tree when she noticed a large bear sitting next to her.

"Eep!" She was startled at first, but soon enough the animal warmed up to her. Eunice was about to pet it when her touch on the animal's furry hide triggered something inside her, suddenly she felt like she could do anything and her target right now was the big burly alien hunter brawling with her friend.

With a splash and slam Sunder performed a suplex on U/Spider-monkey which sent him into the ground, but Ben wasn't out yet. With another green glare that lit up the area Sunder was now being steamrolled by 'Cannonbolt'.

"Gggh! Get off, ya big round moron!" Sunder struggled to say while being pressed into the muddy ground by Cannonbolt's rolling form, soon the alien hunter gained strength and pushed him off like a beach ball and tossed him into a tree. Sunder certainly wasn't looking any better, Ben was giving him quite a fight over Eunice, but the latter didn't know why Sunder was chasing her.

"What do you want with Eunice anyway?" Cannonbolt asked as he got back up on his short legs.

"I was hired to capture her, you don't need to know any more than that." Sunder said cracking his knuckles readily. His energy axe was somewhere a few feet away but he was willing to pummel Tennyson instead.

"That's enough!"

Both aliens looked to see Eunice making a straight dash towards Sunder in an attempt to rush him, even though he was laughing he was certainly shocked when Eunice plowed into him with the power of a freight train. Like an impact from a comet crash Eunice collided in to him with no damage to herself but certainly sent Sunder flying into a large boulder several feet behind him.

"Wow!" Cannonbolt said in awe when he saw Eunice do that.

She wasn't done yet, she ran again and this time she quickly touched a snake down by her heels that resulted in a brief green glow around her body. Ben was watching in interest as the glow quickly dissipated and Eunice dashed toward Sunder with unexpected agility and flexibility. When he tried punching her with his left arm she nimbly ducked and slid across the mud ground to end up behind him.

! She then slid her arms around his neck and kicked the back of his knees so she could hold him into submission.

'That's incredible! If I was in human form I would actually have an erection right now.' Cannonbolt thought and morphed back into Ben form.

Sunder was helpless and the sight of the angelic and mysterious Eunice doing it made Ben want to tackle her down and kiss her.

"Now start talking, what am I and why are you chasing me?" Eunice asked through gritted teeth as

she held him in that submission hold.

"Uggh grrakkk! Leggo and I'll t-tell you!" Sunder struggled to say when Ben walked over, but before Eunice could release her grip and before Sunder could say anything another voice popped up.

"Jeez I send ya on a simple job and things get messy. Literally."

All three of them turned to see the diminutive form of Azmuth himself walking amongst them and surveying the scene before him.

"Azmuth? What's this all about? You hired this guy to kidnap Eunice?" Ben asked aghast and affronted.

The tiny alien looked up to Ben and shook his head. "Not exactly, kiddo, but you gave it a name? Eunice? Makes sense in a weird way I guess."

"Why did you call me 'it'?" Eunice asked letting go of Sunder allowing him to breathe a little easier.

"Because your name's not really 'Eunice' like you think it is, it's Unitrix. You were the first prototype of the Omnitrix I invented." Azmuth revealed stunning both Eunice and Ben.

"B-but that doesn't make sense! She's human shaped and she thinks and feels, she can't be one of your old Omnitrixes!" Ben protested but Azmuth simply shook his head again.

He hopped up to Eunice's shoulder and lifted her golden hair up a bit so he could press one of his tiny hands against what appeared to be a technological glyph of green and black.

Ben was unsure of what it was but chalked it up to be a birthmark of sorts, at least until Azmuth pressed down on it like it was a button which led to a bright green flash surrounding Eunice.

When Ben unshielded his eyes he looked to see Eunice had vanished was replaced by a small cylinder that appeared to be an 'Omnitrix core'. "Eunice!"

The core dropped from the air and into Azmuth's hands. "This was what I was talking about, kiddo. This is actually the Unitrix; the person you knew as 'Eunice' was simply a construct rooted from when Gwen touched the surface of the pod. I sent it away to keep it safe, but I didn't count on it seeking out the Ultimatrix, you, when it was on course."

Ben let this all sink in and let the brief memories of Eunice flood his mind and remind him that she was indeed real. "She is real, Azmuth. Let her change back." He said firmly but Azmuth wasn't budging.

Sunder was eyeing his energy axe nearby warily thinking he might need it again to deal with the Tennyson boy.

"Ben what's going on?" From the distance came Gwen and Kevin making their way hastily down to the marshland where the three stood.

Gwen was indeed clothed again in her usual red long sleeve with dark skirt and surprisingly enough Kevin was lugging a large catch of fish over his shoulder when he appeared.

"Azmuth and Sunder? What's going on and do I have to put my fish down when I hear the answer?" Kevin asked threateningly to the two aliens facing Ben. He was actually more worried about dirtying his catch at the moment.

"Ben? Where's Eunice?" Gwen asked clearly noticing Eunice was nowhere in sight.

Azmuth held up the Unitrix core to show her. "You're looking at her, I hired Sunder to come pick it up without causing a mess, but it seems that wasn't the case since the Unitrix was keeping him in a headlock in the mud. I'm taking it back and storing it, Ben." Azmuth directed the last part to Ben who was now staring him down. "She's no more real than any of your transformations, I'm not a monster."

"All my transformations feel real to me and she's as real and alive as I am since she came here. You can't just take her away to be stored somewhere for the rest of her life, I'll fight you for her, Azmuth. You know that full well." Ben said daringly which elicited a small look of surprise from both Gwen and Kevin, but they nodded and sided with him.

Azmuth looked thoughtful for a moment and smirked. "I know you make bad choices quite often enough and I do know you certainly would start a ruckus if I didn't hand this back to you. So far I left the Omnitrix and the Ultimatrix in your care; I guess one more wouldn't hurt. If you really think you can teach 'Eunice' to be as human as you are then by all means- take it." Azmuth said coolly as he tossed the core back over to Ben who grabbed it and pressed down on the glyph that erupted in another green flash.

The human form of Eunice once again stood before them all in awe of what had transpired just now. She then looked fearful and turned to Ben to ask a question: "A-am I real?"

Ben, Gwen, and Kevin all nodded. "Yes, you certainly are, welcome back." Ben said warmly and felt Eunice push herself into his arms for a hug of the most needed comfort after her scare.

"Thanks, Azmuth. I promise she'll be safe with me." Ben said over her shoulder to the little alien.

"Just don't make me regret this, kid, if you so much as start another self-destruct mode I'm gonna-"

"I won't! I Promise, I'm not as crazy as I used to be." Ben quickly protested while Kevin muttered his breath something like 'yeah right'.

"Well I'll be going then, Ben, have a lot of work to do on New Galvan and if Eunice ever needs something like a job in my labs or whatever then give me a call. C'mon, Sunder. Job is done here." Azmuth said nonchalantly and headed to where Sunder stood. A small halo beam surrounded the two and prepared to transport them out of the area and back to Galvan Prime.

"Do I still get paid?" Sunder asked as the beam light shone upon them.

"Maybe, you got your butt kicked quite a bit back there just now after all." Azmuth said when they teleported out of sight.

Ben waited for Eunice to let go but she did not, like a scared child she wanted to feel secure in another's arms, but eventually she detached herself and smiled sweetly at him once again. "Thank you, I had no idea who or what it was until Azmuth showed me. I think I prefer life on this planet in this form to any other alternative, if you'll help me that is."



"You don't have to ask, you can stay with us as long as you like." Ben added which caused a flush of red to appear on her delicate cheeks.

Gwen looked between and instantly knew what may or not happen later today, Eunice was a definite but that was up to her and Ben since everything was still new to the girl.

"Well I'm hungry, we could either stand here all night or we could go back to camp and make smores." Gwen suggested and clapped her hands.

"Oh yeah!" Ben and Eunice said in surprise unison as the four now walked back to their setting.

"Cook your s'mores if you want but I'll be cooking my fish." Kevin added on the way there.

Later...

After eating some melted smores and retelling some of their outer space adventures Gwen decided to get comfy in one of the tents where her sleeping bag was while Kevin got comfortable enough to sleep seated on a large wood log. Only Eunice and Ben were left awake and active.

Eunice eyed Ben when he didn't notice a few times and wondered a few things about what exactly is Gwen and Ben's supposedly bizarre relationship.

She got up to lean against a tree and looked straight at the glowing moon in the night sky, to her there were so many things to learn and adapt to and it was such a rush to her already. She wanted to 'be human' and certainly didn't want to be an alien silicone ever again. Unknown to her Ben had gotten up as well and made his way over to her, he wasn't possessed by charm magic or mystic lust, he just wanted to do what was on his mind ever since getting to know her.

"Hm?" Eunice blinked in surprise when she noticed Ben's face up front of her own, in a no time at all he leaned forward and captured her lips in his own. Her eyes were as wide as saucers as her mind was still trying to grasp the dynamic of what was currently happening, but yet she didn't want to let go.

After a few moments he let go and noticed a confused look on her sweet face, immediately Ben felt an apology was in order. "s-sorry, I didn't mean to force that on you, I sorta just had the need to do that because you were...well you. I'll...just go over here now." Ben said in a rush and made his way away from her to sit by a ravine near where he and Gwen made love this afternoon.

Eunice was about to say something until he left so abruptly, true that she was very new to many things but the kiss...certainly wasn't unwelcome. She mulled for a moment and went to find him.

'Stupid,stupid,stupid! Why did I do that? She's new to everything here and it wasn't right to sneak a kiss on her like that. I can't believe I gave into that urge, but now I suppose being without the charm is a good thing. Having that thing turned everything upside down, for better or worse I might add, but still... I shouldn't have done that to Eunice.' Ben mulled in regret when he felt the feminine presence behind him.

"Ben?"

!

He turned around to see Eunice innocently looking at him, he felt more guilt and turned his head so

he could talk to her. "Look I'm sorry for what I did, I didn't me-"

"I liked it." Eunice cut him off by pressing a finger to his lips. She giggled again as his dumbstruck face.

"Not that I'm complaining or anything, but why?"

"Why not? Gwen and I have been talking a lot since Azmuth allowed to stay; she told me of the 'Polygamy' you kinda have with quite a few other women. She also told me about Amalia and Charmcaster in regards to this 'charm effect' I heard about, but I must say you charmed me just fine. I didn't feel any magic or sexual needs that I wasn't already aware of, plus she said you were checking me out a lot." She explained pulling herself closer to him.

'Gwen you rock.' Ben thought while feeling her minty breath up close. "None of that bothers you at all? I mean that's something that's not so common or even that welcome in Earth society nowadays. Why are you so comfortable with it?"

She simply shrugged. "I came from Gwen's DNA, Ben, I share a lot of her feelings and thoughts and this didn't come as all that shocking to me when I heard. I don't care, Ben, and the only thing you should care about is this-" with that she pressed herself forward and captured his lips in her own yet again, but this time they remained there in each other's arms for a lot longer.

It finally happened; Ben and Eunice together in each other's arms, the blonde angel proceeded to slide her tongue into his mouth while pinching his butt with her left hand. Ben was holding her close to his body as they continued swapping saliva, Eunice mewed and moaned when he moved one of his free hands underneath her loose fitting pink shirt to rub around on her breasts.

Eunice was feeling alive again and Ben felt maybe he didn't the charm magic after all, it never brainwashed the girls or forced them to do something they didn't want. It just made them horny, but it was magic so thus it was unpredictable at best, but this was genuine attraction and response he was sharing with Eunice, nothing else.

Feeling impatient Eunice used her own hands to pull down her tight jean shorts and leave them around her sandaled feet, she pulled up her shirt next to reveal her luscious breasts that were equal in size/shape to Gwen's. Feeling ravenous Ben let go of her lips and moved his head down to her bust where he started licking around her right nipple while pinching and fondling the other. Eunice instantly felt her arousal peak and face go beet red at the contact, she felt her thighs buck inwardly at his touch and kept her right hand occupied by rubbing the bulge in his pants.

Ben moved his head from one breast to the other and moved his hand from her breast to her down between her lithe legs. He felt the soft/damp skin of her vulva between his fingers and continued his ministrations on it which caused her to squeal and kick her legs a bit when he touched the sensitive flesh.

The two needed to get more comfortable and leaned back on the soft green grass where Ben continued his ministrations until Eunice unexpectedly pushed him off so he could lie on his back instead. She stood up and kicked off her shorts and sandals, she left the shirt scrunched over her breasts and crawled down over to him like a hungry lioness.

Her hands went to his bulge and massaged it in rotations for a couple of minutes until she pried down the zipper to reveal his hard length springing out. She grabbed it carefully and lowered her head down on it without delay or foreplay; her mouth breathed a warm breath over the flesh and

elegantly she lowered her head onto it taking the member into her mouth.

Ben clutched the grass beneath him as he felt her tight throat enclose around his dick, instantly she went to work by pumping her head up and down with his meat repeatedly being swallowed up by the cavern of moist mouth flesh. Her blonde head bounced up and down through Ben's view and each time she covered his rod with her mouth he felt his stamina nearly give out, apparently she inherited Gwen's talents when the pod absorbed her DNA and created Eunice. Loudly audible slurping sounds could very easily be heard from anyone nearby but thankfully there were no prying eyes spying on them.

Her head suddenly pumped down and up at an accelerated rate and Ben clutched the grass even tighter, but before he could release himself she stopped abruptly and pinched his shaft to avoid setting him off.

"What didja do that for?" Ben asked with slight annoyance, but Eunice smiled at him before she covered him up with her own body to proceed to the next step.

Loud flesh slapping sounds were soon heard as well as barely contained moans from both guy and gal. Ben had Eunice holstered up in his arms with her legs around his butt bouncing against his hips, his slick meat repeatedly sliding into her juicy snatch for what felt like fifteen minutes. The beautiful girl from the stars looked adoringly into her lover's eyes while they continued, each moment passed where she enjoyed being human more and more.

Ben's hips stopped thrusting and instead he ground himself around and inside her, she bit her lip and clutched him tighter with her breasts squishing against his chest. Her toes curled a bit as she felt her end come close, but held on and moved her mouth back to his where she greedily sucked Ben's tongue into her mouth. The two went at it and changed positions to where Eunice was lying down on her back with her legs hiked over Ben's shoulders as he continued to plow his slick member into her tight pussy.

With each slam of hips against feminine hips Ben pumped into her and became that much closer to losing it inside her tight crevice. With a few more thrust following with one final shove of his meat into her pussy Ben loudly moaned her name and felt her pussy muscles convulse sporadically on his dick.

In that brief instant he closed the gap between them and pressed his body snugly on top of her own while his dick spewed forth globs of his seed into her tight fleshy passage, spurt after spurt of sperm flooded her womb as he lay over her with her legs locked around his butt. Missionary position was apparently a very favored position for him and the girls.

Feeling his body undulate several more times along with her own Ben finally finished cumming and slumped over her on the dew covered grass of the forest. Eunice stroked his hair lovingly as they rested into the night.

"I think I'm going to like it here, very much. Being a human now is so enjoyable." Eunice said to herself with a glowing smile as she held Ben snugly like a big plush teddy bear.

End of chapter

# Moonlight (Anodite Gwen, Eunice, Young Verdonia)

Ben's girls

Chapter Thirty-one: Moonlight

By Azure

*'Like the sun we live to rise.'*

Shuffling through a series of miscellaneous obstacles that included various forms of energy firearms Fourarms(Ben) pushed himself harder. He was in a Plumber base training dome for 'mandatory' training that included all fundamentals Ben ever cared for. Max was nearby standing in an observation balcony of the training dome surveying his grandson's practice with an air of professionalism and seriousness.

"Remind me again why I need to bother with all this stuff, grandpa. I already have like six years of experience fighting all sorts of villains and crazies." Fourarms called out to Max before barely ducking his head to avoid several small concussion missiles.

"It's always important to practice the basics, Ben, you've learned the hard way that the Omnitrix wasn't always reliable. The same can be said of the Ultimatrix, so It would help to train your body and resourcefulness should the circumstance arrive that you can't use the watch." Max spoke through the speakers.

Fourarms reluctantly nodded and returned to hurrying through the gauntlet of various non-lethal weapons and traps. Helen sped by and blew him a taunting kiss before blurring out of sight through the gauntlet. The lean blue alien girl nimbly dodged, ducked, and flipped over obstacle as though she had the most experience.

Helen was nearing the finish line when she purposely wriggled her rear and tail at Ben in both a seductive manner as well as a tease. Fourarms looked dumbfounded for a split second before shaking it off and returning to training, next to him he saw Elena Validus suited up in a black skin tight body suit flip over some obstacles while barely avoiding stun energy blasts, even though she had no alien augmentation to speak of she was still a league ahead of Ben. The suit was similar to the ones CC and her team and it brought out her feminine curves even more so, her hair was tied back into a ponytail so that it wouldn't get in her way.

"Keep your head in the game, Ben honey. This is just a trial run after all, no need to feel pressure."

Fourarms looked and noticed that the voice was of Holiday speaking through the microphone in the observation deck with Grandpa Max. She had a genuine look of pleasantness written on her face when she noticed Ben looking directly back at her before nodding his head feeling reassured.

'Here I come!' Fourarms thought before breaking into a sprint across his next obstacle which was a mildly electrified floor grid. He used his Tetramand natural physicality to clear the hurdle in one jump and caught up to Elena, who was using one plasma pistol in each hand to fire sideways at the stun blast turrets shooting at them. Each shot she landed successfully destroyed every turret aiming

at her and Ben, Fourarms whistled in amusement.

"I gotta say you definitely impress, Elena! Each shot was right on the money!" Fourarms called out to her while dodging another turret energy pellet.

Elena, who appeared as beautiful and sophisticated as she always did with her bouncy medium length dark hair as well as her maturity, nodded and smiled in acknowledgement right before ducking an energy pellet. "That means a lot coming from you, chubbycheeks. I may not have powers but dual wielding alien tech firearms are one thing I excel well at, also science technology."

'Chubbycheeks? That's a new one.' Fourarms quickly turned his head back forward to see a brick wall rise up from the ground before him, he quickly shielded himself all four of arms and crushed his way through like a juggernaut. He then turned his head back to Elena across from him. "I almost forgot you were studying that field as part of your Plumber training, we need to do a lot of catching up. Since we're together we do spend some time to learn more about each other." Fourarms said seeing the finish line mark up ahead with Helen standing there waiting.

He heard Elena giggle right after landing a successful flip over another Taser panel. "Ben we've known each other for years, there isn't anything i don't know about you, but I agree a romantic evening between you and me only sounds like a sweet idea." Elena agreed after crossing the finish line mark at the same time Fourarms did.

The green glow lit up changing Ben back into his human form wearing his usual get up.

"Next time we do this, Helen, I'm going XLR8 and we'll see who's faster." Ben said to the blue alien girl right before she along with Elena come up to get pulled into an affectionate hug.

"I'll hold you to that, maybe we could 'other' things while you're in XLR8 form. I've always been interested in how Klinicerans mate." Helen said with sexual allure in her tone before she placed her black lips on Ben's for a steamy kiss. Elena pouted slightly at Helen kissing Ben first, but as soon as she let go Elena moved in and practically sucked Ben's lips into her mouth with a very energetic liplock.

They remained like that for nearly two minutes until Elena removed her mouth from Ben's with a plop. Helen muttered something like 'competitive much?' before Ben spoke to the two.

"I'm actually interested in how sex feels when in XLR8 form, let's make it a date for this Thursday?" Ben asked and feels alleviated when seeing Helen's face light up.

"Of course, I'll just make sure to wear something that shows off a little more blue, if you catch my drift, Ben." Helen practically purred her response leaving Ben a little wooden downstairs, but nevertheless he turned to face Elena to give her his proposal for their date. "You and I will go out tomorrow night, maybe visit a few places that bring back some childhood memories."

Elena smiled purely and leaned in for a peck on the cheek. "Totally, I'll show you my old lab or maybe the soccer field where we made love for the first time. That's an afternoon I'd never forget, though I still wonder if anyone saw us in the park. We were out in the open daylight after all."

Ben and Helen chuckled a bit when they noticed Max and Holiday walk towards them; Holiday as usual was dressed in her lab outfit but never passed up a chance to lift up her tight skirt in front of Ben and give him a show when no one else was around. Max was always wearing his Hawaiian red

shirt with pants even here in a Plumber base, he was still technically retired but made it his responsibility to oversee Ben's training as a Plumber agent.

"Not bad for all three of you, but chatting in the middle of a gauntlet slowed down your mark time. Regardless of speed Elena's marksmanship skills are very impressive and Ben's use of Tetramand physique will certainly be noted. Helen too did well since she stopped using her enhanced speed after the start of the gauntlet run. You've all done exceptionally well, but then again this is only level one." Max said with a smirk, when he saw the mildly shocked expressions from the three he almost wanted to chuckle, but instead he pointed back to the locker rooms behind the training arena. "Now go clean up and enjoy the day, dismissed."

"Yes sir, Grandpa sir!" Ben said in an almost humorous way as he headed to the boy's locker room to clean up.

'Okay so Elena's date night with me is tomorrow and Helen's is Thursdays. Holiday mentioned to me earlier that she wants a Saturday evening alone with me at her place and Friday I'm going with Jennifer Nocturne to a movie showing. I'll need to plan out the solo date nights for the rest of the girls of course but tonight its Gwen's night with me and I plan to make it special.' Ben thought to himself.

Later on...

"So where'd you buy that suit anyway; the 'warehouse for teen boys with no money'? It looks cheap." Kevin commented as he sat in the desk chair of Ben's room. Ben was in front of a body mirror checking himself out in his newly bought tuxedo. Evidently the material felt and looked somewhat inexpensive but Ben was told this was the best quality given his finances. It was a simple looking tuxedo tailored to Ben's size and shape, he personally felt it was too formal but if Gwen was going to pretty herself he figured he'd do the same.

"Yeah I'll defer to you on that, Kev. Besides it's not like I have a whole lot of money right now, I just barely got initiated into the Plumber business. When I officially start, which will be soon, I'll get lots of money from working for them and doing missions." Ben explained when he just now finished tightening his bowtie.

"There finished, now to go meet Gwen for out date. I have it all pretty much planned out, but I'm still worried about disappointing her in any way." Ben looked back to Kevin as he stepped away from the mirror and walked to the door.

Kevin sighed and stood up to put a hand on Ben's shoulder. "Listen to me, dude; you'll do fine. Heck you shouldn't even be worried about impressions and all that stuff, you and Gwen know each other inside out and on top of that you and she screwed many times already. I doubt she'd care about any of that base stuff, in fact I doubt you two have gone way beyond that already. At this point you're practically engaged."

Ben appeared in awe at the wise words of his friend and nodded gratefully before smiling with confidence. "Wow, never expected to hear all that from you, Kevin. Thanks, I actually feel better now. Later, Kev." Ben then walked out of the room and headed downstairs.

When Ben trotted down the stairs of his home he came across the stunning sight of Gwen standing by the door waiting for him. She dazzled him with the sight of herself in a shimmering red dress; it wasn't sexually transparent but it was classy with its spaghetti string straps on her elegant shoulders and trim skirt trail stopping at her knees and showing off her left thigh. Her hair was done so that

one side elegantly draped over her chest with rest neatly done combed along her back. (Her appearance resembles that of Jessica Rabbit, but without showing off large cleavage, Gwen's look is classier and brings out more of her sexiness.)

Ben felt like his jaw dropped at the sight of her, she was absolutely beautiful inside and out. Walking up to her Ben smiled and took her hands into his. "You look amazing, Gwen, you always have but right now...just wow." Ben stammered a bit and Gwen giggled right before leaning close for a light kiss on the lips.

"I'm ready whenever you are, loverboy." Gwen said with cheerfulness right before placing her hands on Ben's bowtie to adjust it a bit. "What? It was crooked."

'Kevin was right; me and Gwen are already like a husband and wife.' Ben thought in amusement when Gwen hooked her right arm around his left as they walked out of the house together.

The evening started out with Ben, going old fashioned in regards to his grandfather's advice, took Gwen to a dinner at a restaurant where they served her favorite dish; Italian. Gwen often found herself smiling at Ben's expressed determination on doing this date 'old school', truthfully she didn't care how the date was presented as long as she was simply sharing time with Ben alone.

"Ben you have a little something right here." Gwen gestured with her finger, she was sitting down at a table across from him twirling some spaghetti around her fork.

Ben scratched his chin a bit hopelessly missing the spot where the food stuck, Gwen sighed and reached over to wipe it off for him with her napkin.

"You're hopeless, there got it." Gwen said before withdrawing leaving a chuckling Ben in his seat.

"What's so funny?"

"Nothing it's just that this feels....natural in a way. We've always been at edge with each other when we were little and now neither is ever without the other. That's just my thought, sorry if it sounded-"

"-Weird you mean? It wasn't at all, we were both brats during that summer, but you always stepped up to take of things like saving the day punching giant mutant in the jaw. I usually had to pick you up and dust you off but nothing belittles the great things you've done. At ten years old a kid with an alien watch saved the world time and again, with some help from us of course, and you're right about one thing; I certainly would never want to be without you, Ben. Of course it's natural for us to be together, we have been for as long as I can remember, I don't even care that I have to share you with the other girls." Gwen said without any hesitation. "I don't care how it sounds but I don't care." Her left hand went to his on the table with a gentle squeeze.

Ben didn't know what to feel except for boundless love and loyalty for the girl staring back at him, no more words needed to be spoken. He got up and leaned over the table while she did the same so the two teen heroes' lips met together in the middle. People in the restaurant usually minded their own business and most did, but a few onlookers couldn't help but watch the overly cute affection the two young lovers exchanged.

After a few minutes of kissing the two gently detached from each other, Ben quickly looked to the far right to see a mariachi band playing and looked back to Gwen. "Feeling like hearing a complimentary musical number by the restaurants mariachi band? I'm sure they play great 'happy

birthday' music if you ask them to." It wasn't her birthday; Ben just wanted to mess with her.

"Don't you dare." Gwen said with eyes aglow.

Eventually the two left the restaurant and Gwen quickly chanted some words of magic when they were out of sight of prying eyes. In a swirl of pink magic the two teleported from out the restaurant parking lot and into forest scenery.

"Gwen? Where are we?" Ben asked looking around at the trees and natural landscape. It seemed familiar but he still wanted to know for sure.

"I'm surprised you don't recognize this place, look over there." Gwen said with a smile and pointed over to a small waterfall area. Ben's eyes went wide and the memory came rushing to his mind; the visual of Gwen underneath him moving her body in sync with his thrusts while they both lay on the soft soil ground.

Ben looked to Gwen with an expression of revelation. "This is the place where we-

"First made love, yeah. Hehehe, come here, Benjamin." Gwen said moving herself closer until Ben pulled the redhead beauty into his arms and began making out with her slowly yet passionately.

Lips crushing against lips, there was no tongue action yet for it was all purely romance without the need for eroticism yet. Ben's hands went to her hips and pulled her up close enough so he could feel her breasts even through their clothing. Gwen's hands felt up around his chest and gradually unbuttoned his white undershirt in a trail down to his belt.

Slowly his overcoat came off and Gwen was wrestling with the small buttons as Ben began sliding off the spaghetti straps off her red dress from her shoulders. With a slip of clothing the top of Gwen's elegant dress came undone and left Ben with the full view of her ample sized breasts. He wasted no time he cupping them in his palms while the rest of his shirt opened up freely with Gwen's smooth hands massaging his chest.

Both of them were impatient yet they had wanted to enjoy this for as long as possible, Gwen moved her head down his head and placed a few kisses around on his neck while Ben gripped her buttocks through red cloth. Using his strength he picked her off her feet so that she could wrap her legs around his waist while still wearing the lower half of her dress. Her shoes were off and Ben's pants were coming down, the two were still clung together when Ben slowly dropped to his knees with Gwen on his mouth once again. After a few seconds of undressing each other they got to a point where Gwen tried something new on him; he sat on a stump fully nude with his erection standing out while she pressed herself up close to enclose her breasts around his dick.

"I think this is my first time trying a boobjob on you, Ben. I hope I do it right." Gwen said licking her lips as she pressed her chest closer and hotdogged his cock between her fleshy mounds.

"You'll do great, Gwen." Ben reassured and gripped the edges of the stump while she began slowly pushing her boobs together letting Ben feel her soft orbs smoothing over his member.

'This feels great...! I wish we'd done this sooner.' He thought feeling Gwen's breasts squish together even more so and seconds later she adjusted her hands so that she could start moving them up and down.

'Hhhgggh...oh wow Gwen!' he thought when she carefully increased her pace, the feeling of those



soft mounds massaging his sensitive shaft.

The redheaded seductress then tipped her head forward a little so she could lick the tip of his penis while still stroking him with her tits. Gradually she picked up pace and pushed her mouth further so she could worm her tongue around the head of his cock, she was slurping it eagerly and tasted Ben's precum on her lips.

By this time Ben felt his body spasm a bit as his back arched and his grip on the stump edges increased to the point of splintering bark off it.

With a loud breath Gwen heard Ben call out her name when his member spewed forth jets of cum all over her tits and face. Gwen shut her eyes as shots of her lover's semen landed all over her cheeks, lips, and forehead. After a few seconds he ceased orgasm and yet still retained wood, possibly due to the charm's natural augmentations, Gwen scooped some of the cum from her breasts with her left index finger and sucked it into her mouth. She tasted and gulped down as much as she could get like it were whip cream, she even wiped off the remaining white goo from her cheeks by using her tongue to lick around her lips.

After cleaning herself up she stood up and pulled Ben to her, he was still ready for round two and so was she.

'Reinvorgas staminas.'" She whispered in magical incantation.

Suddenly more life and substance came to Ben's cock thus leaving it to stand up ready for action, Gwen took hold of it with her right hand while she held Ben to her.

Suddenly a faint aura of strong mana energy surrounded them both, but more specifically Gwen, as they continued embracing one another. Ben kissed and sucked all around her neck and collarbone, his lips placed themselves around her upper body and eventually lead back to her now clean face so he capture her lips once more.

Slowly the aura encased both of them in an ambient glow, it was runoff from Gwen's immense magical makeup, soon the two were floating up in there still together in each other's arms.

Then another unexpected mana related occurrence happened; Gwen's hair started glowing bright violet like in her Anodite state. Her hair remained in its usual shape and form, but it was literally shimmering with magical energy and floating around like she was underwater. This sight entranced Ben completely, her beauty in this violet radiance magnified and made her appear as an angel to him.

"Gwen...?"

"Hush now, Ben. Let me take care of you." She whispered pressing a finger to his lips to silence him while stealthily inserting herself onto his manhood, Ben breathed in hard when he felt Gwen's fitting pussy enclose around his meat. She did a good job sneaking her hips onto his, they were still hovering in the air as if the gravity was turned off, but it only added to the mystic romance of their intercourse.

The aura expanded around them in the midst of their lovemaking as Gwen rampantly rode Ben in mid-air; her hips bucking against his in wild cowgirl fashion. The squelching sound and sensation of his hard/moist appendage continuously bouncing back into her tight depths gradually sent Ben into a frenzy. His hands grabbed her hips and without restraint he thrust his hip upward into her

pussy a bit roughly, but still maintained a gentle rhythm.

In the middle of air the two kept at it for several more minutes, currently Ben held Gwen's ankles at his sides as he wildly slammed his meat back into her pussy. She was arching her back as their hip bones grinded each other for nearly five more minutes until Ben held her entire body close to him when his cock twitched in spasm along with her convulsing pussy. The feeling of Gwen's vaginal muscles contracted on his meat while in sync with him cumming inside her once again.

'He's filled me up again. I can't actually feel some of it dripping out.' Gwen thought to herself in sexual relief while holding him in her arms as they descended back to ground level. The magical aura surrounding them had dispersed as they lay on top of each other naked and sweaty, but both very content and happy together.

"Ready for round two, Ben?" Gwen asked sweetly to her side, Ben instantly nodded.

"Just cast that spell again and I'll show you ready." Ben answered back with a smirk as Gwen's eyes shone in bright pink.

Seconds later Gwen was pressed against a tree trunk with one leg being held up over her lover's shoulder, her ass was spread open by Ben as he guided his now re-hardened cock into her second hole.

"Oaaaawh!" Gwen screeched a bit when she felt her anus pry open with Ben's sausage sliding right into it. Ben himself felt his endurance waiver a bit since he usually doesn't do anal, but the uncommon sensation of Gwen's tight ass felt too good to ignore.

His free left hand went to her moistened pussy and frantically rubbed around it in rotations thus making her breathe harder while he pounded her supple ass. In and out repeatedly he shoved his meat into her backdoor while masturbating her, his palm rubbed the surface of her pussy lips in circles before strongly fingering her pussy with his middle finger.

It was Gwen's turn to tear the bark off the tree surface with her hands, after a few more minutes of more anal sex Ben took one hard breath and made one final thrust before filling her Gwen's anus full of sperm. By this time Gwen had also succumbed to climax and nearly destroyed the tree bark with her powers when she had her orgasm, her pussy convulsed on Ben's hand several times before finishing.

Ben leaned against the back of her body against the tree simply basking in her presence, they simply laughed to themselves while they held each other for several minutes before redressing themselves.

"I love you, Gwendolyn Tennyson. I always will." Ben whispered to her as they stood naked together in the moonlight.

"Yeah, I know, but know that I love you too, doofus. I always will no matter what." Gwen whispered back before letting her lips close on his one more time.

Eventually Gwen teleported themselves back to the restaurant parking lot via magic so Ben could drive her home and drop her off. She could've teleported them to and from every place tonight, but Ben insisted on keeping the date as close to tradition as possible.

When they drove to Gwen's home Ben followed her inside, both fully clothed of course, and noticed that her parents weren't home from their night out yet.

Ben still didn't know what to make of Aunt Lily's arrangement with him, he wasn't entirely sure if Uncle Frank was in a good place with her but it seemed he was mistaken since they were out on a date night as well. He would talk to Lily later and conclude this insane relationship he had with her, but it seems that at least things were working out with them after all.

"Oh I forgot; Eunice is staying with me tonight. She wasn't comfortable at the Plumber quarters that CC owns so she insisted on sleeping here. In many ways we're like sisters since her DNA came from me and that she knows most of my thoughts like they're her own, but without mom or dad here I can guess she was probably bored out of her mind." Gwen said looking back to Ben with a surprised look that she forgot something important.

"Well let's go see how she's doing." Gwen said back to him as she turned her key to open the door. The inside of the house was mostly without lights except for one light source upstairs in Gwen's bedroom. Walking up the stairs Ben and Gwen came to the bedroom door, when they opened it they saw Eunice lying on her belly with her feet up watching Gwen's television apparently very bored. She was wearing a long light yellow t-shirt over her body like girls sometimes wear as pajamas, when she heard the door creak open she looked up at them with a now brightened smile.

"Hey you two! How was your date?" She bounced up off the bed and jumped at Ben to pull him into an affectionate hug. Ben nearly toppled over when she did, but remained on his feet and hugged her back.

"It was amazing, Eunice, but I'm sorry I left you here with nothing to do. I don't have Sumo Slammer video games like Ben does or anything besides books and a computer." Gwen apologized and Eunice looked to her with a mischievous cat like grin.

"It's alright, Gwen, remember that I feel what you feel sometimes and tonight I was overwhelmed by all the intensity you two shared. I was actually getting very aroused when sensing all the lovemaking you two were doing, if it's alright could I share in on some of that?" She asked innocently in an almost childish manner while she stroked Ben's chest through his shirt.

Ben looked to his redheaded lover with a shrug and a lopsided grin. "I suppose I'm up for a bonus round, how about you, Gwen?"

Eunice looked at her with a puppy dog expression and she had to admit she was doing a good job of it, Gwen's green eyes darted down to the space between her legs. The part where her long shirt cut off was where she caught a glimpse of her white/pink underwear, it was apparently moist. Eunice must've been masturbating to cope with the flux of sexual interactions Ben and Gwen shared moments ago. She had to oblige the girl.

Gwen giggled a bit and nodded before casting a charm type of spell around all three of them in a swirl of pink energy.

In a matter of seconds clothes were scattered, bed sounds were creaking, and three teenage bodies pressed together in heated romance.

The lithe form of Eunice sat on the bed with her legs crisscrossing Gwen's in a scissoring position, her eyes were ripe with bedroom lust as she pressed her moist pussy snugly against Gwen's. Blond pubic tangled with light red hair, vaginal lips smothered against another while Eunice's lips now sucked in the head of Ben's member. With a wet plop Eunice's mouth briefly let go of Ben's dick for about a few seconds before placing her mouth back on it to suck the tip a bit harder.

Ben was standing on the bed with his length at the blonde's face while Gwen took her creamy skinned left leg with her right hand so she could kiss seductively and slowly around her ankle.

Gwen and Eunice were both fully naked, while they were grinding their pussies together Gwen cupped her own breasts with her free hand, strangely enough Eunice was doing the same with her own tits. Where Gwen was fondling her ample bust Eunice was pinching her own nipples and forcing her mouth further on the appendage she was sucking on.

The lights of her bedroom were dimmed a bit while they continued, Ben hypnotically pushed his hips ahead so he could feel Eunice's throat now engulfing his penis, she accepted without pause and began bobbing her head on it.

Gwen could hear the sucking sounds her counterpart was making; now she felt the need to grind her pussy against hers even harder to the point where Eunice audibly moaned with Ben's meat down her throat.

"Ggghg!" Eunice choked a bit in response, her lower body jerked a bit in sync with the redhead's pussy grinding hers. "Hhgggn!" She moaned again which lead to her cunt juicing all over Gwen's own pussy.

After feeling the splashes of Eunice's juices Gwen moved herself off of her crotch and crawled toward Ben. Eunice was about to bob her head faster but Gwen butted in by placing her face on the other side of his cock, her lips and tongue went to work immediately.

Where his shaft was being swallowed up by the ever so beautiful Eunice his testicle sack was being licked up by Gwen, the redhead minx altered between sucking in one and switching to another leaving Ben to crane his head back in response.

Both girls hummed as both sets of lips slurped here and there on his genitals, Ben had placed his hands on each of their heads while they continued licking up both sides of it cock. Gwen and Eunice kept their own hands occupied underneath each other's bottoms, where Gwen had her right hand rubbing/fingering Eunice's pussy the blonde nymph did the same by pinching/fingering her cunt.

After almost eight more minutes of foreplay and fellatio Ben felt his dick explode inside Eunice's mouth, she closed her eyes and sucked up as much gooey manjuice as she could before he pulled out of her mouth to cover Gwen's face with a few spurts.

The redhead went over to her and pried her mouth open with her tongue letting globs of semen flow into her mouth and down her throat.

"Hmmm...!" Both girls moaned and hummed while they made out with cum covered tongues, Ben felt his organ soften a bit at first yet seeing this sight made him regain some solidity.

They finished a few seconds later and Gwen had cast a magic spell that wiped their mouths and tongues clean of cum, though they still had already swallowed plenty and enjoyed the taste.

Now Gwen was on top of Eunice on the bed, both sets of breasts squishing against each other's with their legs crossing together. Both girls' pussies showed fully to him as he knelt down behind them guiding his penis to Eunice's juicy cunt.

With a forceful shove Ben entered Eunice and started thrusting into the blonde beauty, Gwen was on top of her for support as well as another exchange of saliva with their lips. Tongue sucking exchange was the only dialog the two girls shared at the moment while Ben's slick cock repeatedly penetrated the tight fleshy hole it was inside.

The bed creaked several times before he withdrew his member and guided it into Gwen's waiting womanhood; with another insertion Ben's girth reentered her love canal. The soft moist muscle tightness of Gwen's pussy was always welcoming sensation he felt on his sensitive tool, sure he would do anal more often but nothing beat traditional sexual intercourse.

"Ohhh Beeennn....!" Gwen cooed with her pussy stretching because of Ben's dick inside, he made more effort to slam his hips into her butt. He continued on like this until he alternated back to Eunice to plunge into her hole as well, the new girl felt herself smile on the inside for having this humdrum night take an upbeat with him and Gwen making love to her. By the time she finished that thought Gwen started using her tongue to lick around inside her mouth, both girls continued on like this while Ben kept plunging his length into them alternatively.

Later Eunice's legs wrapped around Gwen's lower back as Ben made one last shove into her pussy allowing a loud groan to escape as well as another deposit of sperm into the tight spongy passage that is Eunice's pussy. Gwen already had her fill when she came earlier due to Ben fingering her cunt during his turn with Eunice, it seemed he had greatly improved his foreplay skillset while being in the other universe.

After finishing filling Eunice up Ben slumped back onto Gwen's comfy bed for rest with the girls quickly joining him. It seemed obvious that he was to sleep it off here in Gwen's house for tonight, but he wouldn't have it any other way.

Later that night he had a very special kind of dream he hadn't had for a while...

(Enter Dreamspace mode...)

Blinking open his vision Ben found himself once again in the dream world subspace that leads to Amalia. He was still clothed but he was dumbfounded; he thought this realm couldn't be accessed anymore since his return.

"I'm here again...maybe now I can find Amalia and see if she's okay." Ben said out loud to himself and floated around until the subspace energy of pink and violet changed. The background blurred and soon the scenery of the inside of his house came to be.

'Changed right now? I'm looking for Amalia, I don't have time for this!' Ben thought in annoyance when he landed on the ground as if gravity applied once more. His eyes scanned the room he was in and he noticed he was in his own house, the last time these dream sequences became like this he had dreamt of young Gwen and Sandra Tennyson.

'I'm actually almost afraid of what happens next.' Ben thought walking around until a small noise coming from the darkened dining room caught his attention. He turned around to see a feminine silhouette mixing a stick inside what appeared to be her drink.

"Hello? You have any idea why I'm here again? If not then can you at least tell if Amalia is around?" Ben asked when he walked closer; just then the lights came on in the dining room thus showing him a redheaded woman sitting on a barstool before a domestic bar that appeared to be in her late twenties. Her hair was medium length and styled reminiscent of a 1950s look, her eyes

were a piercing blue and she wore a dark hoop skirt with light blue sweater over her adequately large bust. (FYI look up the episode 'Moonstruck' of Ultimate alien and you'll see what I mean.)

"What's shaking?" The woman asked in polite yet classy way of greeting when she looked at Ben. "Care for a sit down with me? It's kind of lonely here, you know."

"Amalia? Is that you?" Ben asked coming closer. She smiled and tipped her glass to her lips to take a sip, Ben couldn't put his finger on it but he felt she seemed familiar. Taking a seat in the barstool next to her he waited for an answer.

"Not exactly, you already figured you're in the dream subspace, right? Among your other dream girls like tween Gwendolyn and your blonde bombshell of a mom I'm dream girl number three. Oh and I'm not Amalia by the way, if I had to guess I'd say she's unavailable right now. She'll come out sooner than you think though." She said with charm before casually placing her left hand against one of his thighs.

Ben would be nervous or aroused, but he had long since gotten used to the strangeness of this charm induced dreams. 'What does she mean by that?'

"Okay, but what's your name?" Ben asked when the mystery woman crept closer to him and placed her lips near his left ear in a seductive manner.

'Just call me Verдона, kiddo.' She whispered before lightly flicking his earlobe with her tongue.

Ben's eyes went wide in realization and before he could react his mind went into a haze of bodily need, this feeling felt similar to the charm effect and he was now a thrall to it in this 'world'. The woman certainly did an effective job of drawing him to her charming allure and beauty. She was apparently young yet mature all the same, he realized what she meant and that ignited some doubt in his mind.

"V-Verдона Tennyson? My grandmother...?" He struggled to say while fighting the sensual urges flooding through his mind and body. This woman before him, while beautiful and young, couldn't register in his mind that she was Verдона Tennyson of the past. Nevertheless Ben felt compelled and drawn to her, she was so classy and well versed in the game of teasing since she was now placing her hands at her blouse to undo the buttons in front of him. Little by little her blouse came undone and he saw her bra covered DD size breasts struggling to break free of their confines.

He couldn't fight his erection springing up through his pants but he was able to at least speak without letting the haze of lust bog his mind too much. "W-why? What is this for? I only came here to see Amalia, I need to know if she's okay..."

She smiled and leaned forward enough so that her warm strawberry scented breath could be felt over his neck, she grabbed one of his hands and guided it to her bust letting him grope one of her large tits.

"Hmm, like I said, kiddo; you'll see her soon enough. She isn't dead; she's just going through a rebirth of sorts. As to why this needs to happen...well you tell me since this is inside your own personal charm induced subspace after all. You've had dreams before and yet you went along with the urges those constructed fantasies inspired in you. Like them I'm just another part of her that needs some 'satisfying', so if you'll please sit still and let this play out. I know I want it to." She whispered with finality before drawing him closer and sucking his lips onto her own, Ben accepted and melted into her embrace while still squeezing her large breasts lightly.

She let herself sit onto his lap with her legs on either side of his hips while she continued romantically sucking in Ben's breath with massage of lips and inhale of his tongue. Her skirt rode up enough to see garters attached to stockings and Ben busied his hands undoing her bra from the back, young Verdone didn't care much for foreplay but she would play it out to every detail of needed desire.

Seconds later the older redheaded woman lay on top of the boy in a sixty-nine position with only her stockings with garters on along with a bunched skirt around her waist. Her large breasts held Ben's erection firmly between them while she licked the top of his cock side-to-side. Ben had only his jeans on and they were dangling off his feet as he smothered his face against the woman's more mature yet youthful pussy, his tongue pried her vaginal lips apart and dove in, licking up/down and all around Ben eagerly lapped up Verdone's pussy with her inner thighs clenching tight on his for every shudder he caused her.

Her head bounced up and down on his cock with her tongue slowly trailing along each inch of shaft she took in, she couldn't take that much in since her glorious orbs of flesh smothered much of his member.

Ben was enthralled with this service she provided him and he returned the favor by using his left hand to finger her pussy while his other grabbed/squeezed her buttocks while he continued eating her out. This caused her to buck her hips frantically on his head while screaming inwardly with cock in her mouth, soon her inner thighs enclosed on Ben's face nearly suffocating him as she gushed out orgasm juices into his waiting tongue.

He hadn't come yet but he was sure on his way with Verdone using her hands to jiggle her breasts on his dick. The soft orbs had an amazing effect on him and soon he would lose it, she made sure to go faster and swirl her tongue faster around the head of his dick.

She felt him come when he roughly squeezed her buttocks and groaned audibly loud soon after. Verdone his cock spew wads of semen into her mouth and on her lips, she retracted her head and used her right hand to stroke him off and get more cum out of him, to her surprise it worked letting his member spurt forth shots all over outstretched tongue. After a few seconds he ceased cumming leaving Verdone's face and mouth covered in spunk, she used her tongue to lick all around her lips to suck it all up with a gulp.

She looked back at him with a predatory gaze meaning she wasn't done yet; soon the walls resounded with the slamming of the woman's buttocks against it. Ben was holding her up by the hips while she clung to his shoulders, his cock energetically thrusting into her moist pussy, he was an animal possessed the mystic lust of his dreams at this point.

Her legs dangled over his shoulders, her arms wrapped around his neck, her hips bucking against his, Ben was pressed her against the wall and pounded his meat into her like no tomorrow.

'That's it, boy...keep it up!' Verdone thought relishing in the feeling of his slick hard meat repeatedly invading her pussy. She was initially tight down there which made it all the more difficult for him to let loose after the four minutes of frenzied screwing.

Suddenly Ben made one very strong thrust into her pussy inadvertently hitting her G-spot and causing her to cry out, her legs jerked and her toes curled as her vaginal muscles clenched hard on Ben's cock. Ben himself nearly hollered out when he felt his length jerk wildly inside her filling up her womanly vessel with his seed. Spurt after spurt of semen flooded into her womb while her

womanhood gushed juices of orgasm.

The two collected their breaths and Ben soon reawakened from his trance and looked into this woman's blue eyes; he felt he saw...Amalia or perhaps another version of her induced by the mysterious magic of the charm influence. In some way every aspect of Amalia's needs and personality traits manifested themselves into living dream women like Sandra and Ioli Gwen.

'Regardless of the science of it all it seems like Amalia is coming back, it looks like I have nothing to worry about then.' Ben thought before getting his head pulled into another steamy kiss by young Verdonia. Their eyes closed shut, their bodies pressed together against the wall with cum seeping out from Verdonia's pussy, Ben slowly relaxed into the embrace knowing he had always helped Amalia and that she will come back. The entire dream world faded out letting the young hero return to his own reality...

Ben soon awoke back in his world in the early morning realizing that both Gwen and Eunice were cuddling up to next to him comfortably. He looked at both and smiled peacefully before closing his eyes and going back to sleep.

Elsewhere...

"Max, are you there? It's Azmuth, answer immediately."

"Go ahead; I'm here, what's the emergency?" Max asked through the communication terminal inside his room at a Plumber base somewhere.

"Just a heads up or rather a real urgent heads up; a 'Nohl' is heading to your planet. I suggest the Plumbers intercept him before he reaches his target."

"Wait wait, how do you know about this and why is it heading here? I need straight answers, Azmuth."

"Because I've been in contact with their people, they never leave their home planet and the first that's actually doing right now is a psychopath. The 'Nohl' are usually a peaceful race of high level telepathic aliens, they don't bother the galaxy with anything and they don't see a need for many materialistic needs, they're kind of similar to the human monks on your planet. There's also a reason they isolate themselves from the rest of the galaxy's affairs; their telepathic abilities are the strongest in the galaxy and they're worried about being corrupted and abusing their powers for despicable means. That's why not many know of them and why their DNA wasn't integrated into the original Omnitrix because they wouldn't allow it should their power fall into the wrong hands, but one has gone rogue and he's heading for your planet. He's very dangerous." Azmuth warned and Max slowly nodded in weariness.

"Okay, I'll send word, but who or what exactly is he after?"

"He's aiming for your boy; Ben, Max."

End of chapter thirty one

Next chapter: Fear itself



## Fear Effect (Holiday, Helen Wheels)

Ben's Girls

Chapter Thirty-two: Fear effect

By Azure

*"If we stand together we will be unbroken."*

In the reaches of outer space just beyond Earth's atmosphere there descended an incoming comet or at least what appeared to be a comet. If you look past the stardust aura it was leaving you'd notice that it was a light starship built to house only one tenant. Down to the Earth it descended closer and inside carried an individual with malicious thoughts and ideas regarding one subject in mind: The infamous hero known as Ben Ten.

As soon as it entered the atmosphere and begun its landing sequence on the surface of Earth another comet swiveled and flew closer the blue and green planet, but this one was different, this one was moving in any direction it wanted and it was violet.

Upon closer inspection this anomaly turned out to be a wayward Anodite female looking brightly at Earth from above. Her form was typical of most female Anodites; it featured a dark violet coat of energy embossed skin along with flowing violet energy tendrils for hair. It also closely resembled that of Gwen's with the exception of a slightly bigger bust, her human skin form would also mirror Gwen's form with a few differences.

"So that's Earth I've been hearing so much about. I finally found it!" The alien girl squealed in delight as she propelled herself to descend down to her Earth where she was told was a 'fun and free' haven for her to reside in for the time being. She was also informed that she has family here; a cousin who also has an adept awareness of mana powers like herself she can finally meet. "Planet Earth here I come!"

Where Ben was at...

"This is actually a pretty pleasant surprise from what is usually considered a romantic date." Ben commented as he strapped on his roller skates. He was a roller rink a few blocks down from the Plumber base he and Helen were training at. Across from him stood Helen herself in human form; which is a slightly taller light skinned form of a teenage girl with dark bouncy bobcut hair and mesmerizing jade eyes. Her clothes were of a black tank top that brought out her adequately sized bust a bit along with a tight white pair of shorts that brought out, she appeared very cute and alluring in a special way that appealed to her more carefree style.

"Well I for one am not usually for flowers and chocolates, not that I wouldn't appreciate the gesture from you, Ben. I just like to have this type of fun more often and I express it a lot more between missions ever since you helped me become my human self again. I'm starting to enjoy the little things that come with being just a regular person, now come on, loverboy." She said pulling Ben off the soft ground and into the rink with his skates nearly tripping himself up.

Ben was wearing his usual attire but without his green jacket, he and Helen held hands as she whimsically led the staggering boy around the rink. Much to her amusement Ben stumbled here and there and she would pick him back up.

“I’ve always had a thing for speed after all, I bet you feel like turning into XLR8 right now, huh?” Helen said pulling him to her arms, Ben chuckled a bit as he kept his shaky balance afloat.

‘I didn’t think I’d have this kind of fun until you yourself changed that. Human or Kliniceran I’ll always follow you.’ She privately thought as she held him close during their roundabout.

“Do too many things as one of the alien forms can leave a guy wishing to just be a regular person sometimes. I’ve learned it a while wh—whoaaa!” Ben didn’t finish his sentence for Helen tripped behind herself taking him with her.

“Oomphf!” Helen breathed when he landed right on top of her with both of them in a compromising position on the roller floor. Jeers and hoots sounded all around from the on lookers much to their embarrassment, but the two simply smiled to each other and dusted off before heading out. They had a good hour and half there having fun when Helen decided to take Ben with her to the Plumber Training quarters they were both currently stationed in.

Thirty minutes later Ben was in her bedroom watching the cute girl pull up her skin tight black pants over her rear, to which he couldn’t take his eyes off of, before long she had settled in her Plumber’s helper gear right before closing her eyes. She took a deep breath and within seconds a faint green aura passed around her as she transformed into her Kliniceran form; her long blue tail poked out of her pants, her bio-material black coating slipped over her cone like head while her legs turned hind. The transition was quick and seamless much like Ben’s transformations, but the impressiveness of the sight isn’t what Ben’s eyes were focused on.

‘Why can’t I stop looking at that butt of hers? Is my charm libido going wild again?’ Ben thought when he was still eyeing Helen’s bottom through her tight black pants.

“Enjoying the view?”

“Hm? Wha...?” Ben snapped out of his trance to see Helen standing frontward with her left foot tapping the floor awaiting an answer. “I..uh...don’t have a good answer.

”

“Hm, it’s always nice to be ogled but keep your mind on the game, ready to race? There’s the Plumber’s track right outside and I’ve always been interested to see how well you handle Kliniceran physiology.” Helen challenged leaving him to put on his game face.

“Gimme a second.” Ben quickly said before doing his signature palm-to-wrist reflex with the Ultimatrix followed by the green flash that left another Kliniceran in his place; XLR8. “Now I’m ready.”

So the two sped out into the open field where the Plumber training track stood out as the two blurs of speed arrived at the starting point ready to kick off, but held their places. It was empty and the gauntlet was deactivated, both Helen and Ben held steady at the starting point ready to go.

“On one...” Helen began.

“...Two...” Ben added.

“...Three!” Both said in unison when they dashed off in nearly invisible blurs of speed.

Both aliens were visibly represented twin blue tread lines streaking all across the track way. Helen was keeping up with Ben, but the lad had some advantage over her since his form is one he knew quite well.

Leaping over leftover track bumps and running along the walls the two did it all in spirited competition; even though both were trying to win they couldn't help but feel alleviated in having good old fashioned fun. Of course soon enough it all came to an end when Ben's tail accidentally whipped its way in front of Helen's feet.

“Oh n-o whaah!” She placed her foot on the leathery extension by mistake and instantly Ben noticeably flinched in pain causing him to stumble along with her. The two had built up so much speedy momentum that their trip up had caused them to skid together across the room floor, when the thin trail of dust settled XLR8 found himself with his head on Helen's bust awkwardly.

Neither said anything for a moment until Ben felt he was getting comfortable in his current position, nudging his along both her clothed breasts he then compelled to ask her; “If you want me to get off say it now because I am already getting comfy.”

Helen chuckled in amusement before patting his head with her tail. “Normally I don't mind, but unless you're planning on giving a girl something else I will boot you off.”

XLR8 looked up into her face with green eyes to green eyes before smiling wryly. “How about a kiss, ‘Blue streak’?”

‘I think I like that nickname.’ Helen thought before propping herself up a bit and grabbing XLR8 by the shoulders to preemptively lean in and place her lips on his. Ben closed his eyes slowly and warmly accepted her embrace, after a few seconds she retracted from his kiss to say one more thing. “How something much more than a kiss, hero boy?”

Needless to say that was all the invitation he needed; soon enough Helen's Plumber gear was out along the floor leaving only in her black tight suit and her bio-material head cover as she lay on the floor before him. XLR8 was already in his bio-material black suit so there was little need to undress, mostly because he didn't really understand how to undress in this form.

“You're going to enjoy this, Helen.” XLR8 said getting on his knees and grabbing her hips to lift up her bottom area to his face. Her crotch area covered by her black clothing already appeared damp and was nuzzling his chin with Ben's reptilian tongue lashed out like a snake along her dampened camel toe.

“Uuoo..!” Helen squeaked a bit in response, Ben's long tongue slithered along the cloth of her

crouch yet she still felt every sensation. Her ankles were behind him by his skinny neck jolting with each lap on his tongue. XLR8 then decided to kick things up a bit and used his super speed to whip his tongue along the camel toe in order to quickly shred away the fabric covering her cunt. Helen's breathing increased pace a bit when he did that, he was practically teasing at this point, but as soon as blue pussy was in his face he dove right in. XLR8 placed his lips on her cunt lightly slurping at a slow pace to increase Helen's arousal. Sure enough it did that; she was biting her lips and clutching the mat beneath her sharp fingers while Ben drove her crazy.

Black beak like lips kissed and blew along her sensitive flesh with slow passionate fervor, but decided to move on sooner he used his long lizard like tongue to slither into her pussy hole.

"Ooaah! That's it, Ben!" she hollered with her hips bucking a bit.

Thanks to this form Ben's tongue was longer, thinner, and more versatile, Helen was indeed going to enjoy this. XLR8's long slippery tongue wriggled around inside and wriggled deep enough to being making her sweat. Her toe talons were curling in response and XLR8 was putting more effort into it by whirling his long tongue around even more.

Nearly two minutes passed and Helen's blue legs were twitching over XLR8's shoulders wildly as she came all over the other Kliniceran's mouth. His tongue was still inside briefly tasting her orgasmic juices with splendor before retracting, he had set Helen's lower body back down to let her recover, but that wasn't the case.

Helen instantly got up and tackled Ben to the ground ravaging his mouth fanatically, both sets of long Kliniceran tongues danced around in energetic frenching while Helen cupped the bulge protruding from beneath his legs underneath this black suit surface.

Neither said anything when they detached their lips from each other, but the thoughts were obvious. Helen then tapped his bulge waiting for Ben to undo his suit's latex covering, he got the notion and moved his talon hands down upon himself to find an opening.

'How does this thing even work? I've never done this while in alien form before, now that I think about it I never wondered how their clothing works with transformations either.' XLR8 thought when he noticed that his thoughts triggered something in the Ultimatrix symbol on his chest. There was a gentle green glow on the dial that actually didn't involve a transformation, but instead it responded to his thoughts and peeled an opening between the crotch zone of XLR8's bio-material coating. Out stood his longer yet slightly thinner erection that essentially resembled a normal human penis, but instead of the usual skin tone flesh of a human it was blue with a dark blue tip. Just like how Helen's nipples in Kliniceran form looked the same as human female breasts with the exception of the blue color swap, but regardless Helen was pleased to see it.

"Hmmm, I think we may have to try Kliniceran mating more often after this, but I'll always prefer both flavors of Ben if you're wondering." Helen said before springing into action by quickly removing her skin tight body suit to reveal her azure womanly flesh in all of its glory.

XLR8 felt his member twitch in anticipation as the now naked Helen immediately plopped herself down upon him in reverse allowing the two to be in a sixty-nine position where her pussy was right in his face once more. His leathery sensitive meat was already in her slopping wet mouth being

ravaged in swirls by her snake like tongue. It coiled smoothly coiled around his shaft like a spongy slippery coil of flesh that pushed XLR8 to push his own lengthy tongue past Helen's pussy lips into her carnal hole.

"Mmgph!" Helen groaned when his tongue burrowed its slippery way into her pussy, she held it together because she didn't want to cum just yet. Actually she felt motivated and got the kinky idea of using her natural speed to do something that raised XLR8's eyes wide open.

!

Her head was bobbing on his meat at blurring speed, this caused XLR8 to flinch visibly thus restraining himself not to blow his load in her mouth yet. She was surprisingly delicate with her speed despite the risk of friction it might cause, but her succulent lips made it all worthwhile.

XLR8's hands gripped her buttocks harder and pushed his own face further against her warm pussy; his lips smudged against her folds eloquently as he kissed and lapped around on the surface while whipping his tongue inside womanhood.

Soon Helen's head ceased her accelerated bobbing and held her head there to let Ben's currently undulating hips slap against her face. He was cumming by the load inside her mouth, Kliniceran sperm gushed out of his phallic length onto her tongue and down her throat. Like being thirsty for water Helen graciously gulped down the contents with tasty satisfaction before carefully bringing up her head to look back at XLR8 looking ready for more.

His 'tool' had still retained some of its wood and both alien life forms felt they were set for round two. Getting up off of Ben Helen stood seductively over him and placed an orb jointed blue foot over his dick and rubbed it slowly.

'This is agonizingly incredible...! Did she pick this up off the internet...?' XLR8 mentally said to himself as she continued rotating her Kliniceran foot over and around on his shaft gradually increasing its rigidity once again.

"I think that's good enough, but now are you ready for rounds two, three, and maybe more?" Helen asked readily as she stood fully naked over him.

"Heh, you have no idea what you're in for, Bluebutt. If I know anything about this alien form it's that it has nearly unlimited stamina." XLR8 said before hastily getting up and pulling Helen into his arms for a quick chaste kiss on the lips which she eagerly accepted, the two broke apart and within the next few minutes he had her pressed against the floor with him on top. His long light blue length that almost resembled a lengthy blue rocket slammed down into her quivering pussy thus causing Helen to toss her back a little at first strike.

No matter how many times they did it she never tires of Ben's lovemaking, despite that he sometimes switches from 'gentle' to 'wild' pretty often. It was different this time though; it was pure Kliniceran mating and the two individuals were a perfect match synced with absolute physical compatibility. Ben's blue meat fit perfectly inside her juicy cunt and he slowly began his rhythm of humping his hips down and up in repeat fashion.

Helen's blue hind legs kicked up in the air and wrapped themselves around him as he pounded her cunt with unrestrained passion, blue on top of blue Ben's dick effortlessly dug deep into her

opening before withdrawing itself just as fast. He kept on going for minutes on end until his natural speed took hold leaving him to slap his hips against her own in nearly blurring speed.

Helen's arms wrapped themselves almost too tightly around XLR8's neck while he kept on pounding his meat into her, but it was a sign of things to come when both of them felt their muscles tighten and clench followed by Ben's one final thrust into her pussy. She was biting her lips and clinging to his body tightly as her lover expunged more of his spunk deep into her cervix, her own climax came as well with spilling womanly juices all over his member. After a few more seconds she felt the deluge of sperm cease and XLR8 slump on top of her. She relaxed in his arms still full of energy, but thinking he passed out she figured it-

XLR8's head popped back up with a confident smile as he loomed over her. "Like I said; plenty of stamina. I'm not done yet, so...are you ready for the bonus rounds?"

Helen looked taken back at first but then she laughed in amusement when she thought he was done for today, but was pleasantly surprised by his sense of renewed energy. "So far I'm definitely loving this style of mating. Let's dance then, hero boy." She said back with confidence.

Within a blur of speed XLR8 and Helen began their most outrageous practice of sex ever; all over training area the two made love to each other in a different position against a different surface each time. First Ben sped with Helen to the bleachers where he bent her over and shoved his meat deep into her ass causing her to holler his name loudly.

After nearly five more minutes of XLR8 pounding Helen's supple ass in frenzy that ended with Ben filling up her anus with semen the couple sped to another location; the swimming pool, where trainees usually practice typical water related exercises. The exercise these two were practicing was a stroke off workout, where XLR8 sat in the water comfortably making out with Helen while she held his softened cock in her hands stroking it rapidly.

Her talon hybrid hands were both soft and firmly gripping long blue dick trying to bring him back up, as it turned out it was only a couple of minutes of stroke work and recuperation that brought Ben's length back to full mass. The two got out of the water and sped to another part of the room; the steam room, where Helen sat on top of XLR8's lap letting his slippery meat fill up her juicy pussy once again. Both bodies were sweaty from the heat yet that only added more arousal and speedy thrusts, Helen was bouncing herself frantically on Ben's length and since they both slippery with sweat they humped even faster. While she was grinding her hips in his lap XLR8 leaned forward and cupped both her breasts carefully in his palms while kissing up her collarbone. He gently squeezed those ample blue melons and pinched her sensitive nipples while enjoying the sensation of her tight spongy passage repeatedly swallowing his dick. It was pure euphoria for both of them when Helen felt close to unleashing another powerful orgasm, but Ben had something else in mind, something that would melt her mind.

"Hold that thought for a minute, babe, I think I got an idea you'll like. Follow me." XLR8 quickly whispered to her before getting up and letting her dismount. In a brief second the two were back outside in the training arena's open space where Ben told her to stand still and 'enjoy the ride'.

Her ass was a little sore yet still wanting and her pussy was aching to be filled again, and XLR8

would appease both bodily needs. His smirk said it all.

Tapping out his alien nature's enhanced speed XLR8 sped to behind Helen catching her by surprise when he shoved his cock deep into her ass, being caught by surprise she felt her knees feel weak. with squelching sounds of flesh sliding into flesh XLR8 kicked his plan into motion when in a blur of speed he was on the other side of her speedily filling her pussy to brim.

!

The sudden transition blew Helen's mind, Ben in XLR8 form was going at maximum speed to screw in both holes at once! Another millisecond later XLR8 was squeezing his cock into her anus again and ramming it in like a jackhammer before switching back over to fill her pussy again seconds later. He was using his speed not only to engage both holes at once but also to increase the effectiveness of banging her senseless. His rate and strength of thrusts were more intense now and Helen was loving it.

XLR8 was swiftly pounding both holes with such speed and precision that he basically left an afterimage in the spot he was before, between feeling the overwhelming tightness of her anus and the spongy moist pleasure of her pussy it wasn't long until 'that' feeling boiled up inside XLR8's genitals.

Helen took a deep breath and caught Ben in her legs when he reentered her pussy for the last time, her ankles crossed, arms tightened along with her vaginal muscles, and her tongue being swallowed up by XLR8's mouth when they reached one more seismic orgasm together. Her hips undulated strongly against his hips and her body clenched so closely to his own while XLR8 spilled his seed inside her pussy for the third time today. With each of Helen's orgasmic spasms her legs flinched against the sides of his back and within seconds their shared climax had ceased.

Nearly ten minutes later the two laid down in each other's arms on the field of the training area, both still in Kliniceran form and both still very much naked. Helen was curled up against the side of his chest with a satisfied smile on her face when Ben leaned over to capture her mouth in another steamy kiss before speaking. "Best 'romantic' date ever, you're going to have to take that form more often when you're alone with me." Helen purred stroking his chest.

"Maybe next time we could mix it up a bit more, like you remain in human form while I stay in this one. What do you think?" XLR8 suggested before pulling her over to lay on top of him. Helen's face lit up clearly excited at the thought. "I think that's awfully kinky, could human physiology really endure a horny Kliniceran male?"

"Dunno, but it would be fun finding out, won't it?" XLR8 chuckled and morphed back to Ben. "It sure will." Helen said before sliding her long tongue down Ben's mouth again while they were left alone for one really long and intimate kiss.

Later...

Eventually Ben left the training base to head back home as Jetray, thankfully no one noticed the big red manta ray alien descending upon his household's roof when he did. He was indeed sore for

good reason and would've been even more so if Elena hadn't postponed their date night. She had to make a rain check at the last minute because of a surprise training mission brought up by the Plumbers, Ben was a bit annoyed with that but was somewhat grateful since his loins felt like they were on fire.

Getting comfortable in his bed he drifted off to sleep where he unknowingly entered the dream's subspace, only it wasn't for any sort of pleasure...

(Enter subspace mode...)

Ben opened his eyes to the view that was the empty black/green subspace that resembled the Omnitrix's ambience. He was fully clothed and patting himself around to check the reality of where he was.

"This is new...usually when I come here this place it's pinkish and I find Amalia waiting for me, but now..." Ben muttered to himself while floating the air, the scenery resembled being inside 'Alien X' when he first used that form yet everything was still until the background imagery started melting away. Himself included, soon his view became obscured and slight fear began filling his mind.

'What's.....' His train of thought cut off when he felt 'different'; suddenly he was shorter and felt a little more exuberant than usual.

"...Happening?" his voice piped out but it wasn't his original voice, it was that of a child.

Scrambling over to a puddle of mucky water Ben looked upon his reflection with shock when finding his answer.

He was ten years old again and this was the same forest he first found the Omnitrix in. Getting up and tried shaking it off and felt around himself to check just how real this trippy dream was.

"Well this certainly isn't the first time the charm magic took me to some strange place, but still....to make me bite sized again." He said to himself with his squeaky voice.

"Move it, dweeb." A girl's voice said behind him said rudely and Ben turned around to see the ten year old Gwen standing in front of him with a sour look on her face.

"Gwen...?" Ben was in stupor, he thought this was another charm induced construct of Gwen like the last time, only unfriendly. Braving it all he boldly wrapped his small arms around the girl in an affectionate hug.

!?

"Get off me!" Young Gwen said rudely shoving him off and letting the boy tumble to the ground in shock.

"You pushed me?" Ben asked almost saddened and convinced by this illusion.

"Yeah, it's totally gross getting hugged by you." She coldly stated much to Ben's dismay, but their awkwardness was soon interrupted when a bright source of light cascaded the sky above them.

Ben looked away from Gwen and saw 'the comet' in the sky coming close to them! It was the Omnitrix!

'Dream or nightmare I think I want out now, but maybe the shock of waking up has to come up from opening the Omnitrix's pod.' Ben hesitantly thought before quickly getting up and rushing



towards the landing point, but oddly enough he saw Gwen already standing there waiting for the comet to land. 'How'd she get there before me?'

His eyes spiked open when he noticed she was too close, the Omnitrix pod was going to land directly on her! "Gwen get out of there now! You're going to get hit by that! Move!" He called out, but she turned around and coldly glared at him as if he had done some wrong before shaking her head 'no'.

Suddenly as if the comet was literally right above them the light color changed to a blinding green as it rained down closer upon her. Ben broke off into a mad dash to tackle her out of the way, but the massive green light of the comet made its way to the landing point faster.

!

Before even he realized what had just happened Ben saw to his horror that the comet made burning green energy crashed with young Gwen just below it...gone forever.

(Back to reality)

"Hooagh!! Gwen!" Ben woke up in a sweat looking aghast at what he had just experienced. He quickly looked around the room realizing he was awake again, he grabbed his cellphone and dialed in a number, before long Gwen answered the phone normally and greeting him 'good morning'.

"Just a dream...just a dream..." Ben repeated to himself as he tried readjusting to reality by getting out of bed to start his day with Gwen on the phone with him.

Though he was unaware of the cloaked 'stranger' standing outside the window of his bedroom. "Hmm, strong will this punk has, I can't wait to break it later. Rest well, 'hero', because the nightmares are only just starting." The unknown spectator said aloud just before creepily whisking away from the area.

Shaking off his initial shock as he woke up that morning trying to get a clear head, nightmares happen but this one was all too real. The mere thought of what he saw frightened him to his core, but it was over now and he had other priorities to attend to.

Ben was in his bathroom looking at himself in the mirror trying to think of something else; Holiday's date night plans. She made it clear all she wanted was a simple night out at her favorite restaurant ending with spending the night at her place. She mentioned having a bit of a surprise for him when they get to her penthouse. It wasn't hard to imagine what her 'surprise' was, but she also mentioned that she was going to mix things up a bit when it came to intimacy.

Softly slapping his own cheeks preparedly Ben puffed himself up and readied to get his tuxedo ready.

"Here I come, Cassandra." Ben said to himself before tidying up.

The night that followed started out as one of remembrance, when the two booked their dinner table at a nearby Japanese restaurant that was her favorite place. They first shared some indulging

dialogue about what they had in common. Who'd thought Cassandra Holiday of all people had a thing for Sumo Slammers as well? Ben had a hunch she only said that for his sake, but boy did he surprise her with his minimal yet adept knowledge of genetic science. Ben certainly knew a thing or two about that subject, but even when he wasn't clear on most of it Greymatter and Brainstorm's occasional left over knowledge helped him understand it.

Ben was wearing the tuxedo he wore when he took Gwen out and Holiday was donning a formal green dress that really showcased her slender shoulders, honestly displayed some of her cleavage, and showed up her voluptuous thighs. When Ben first arrived he nearly got a nosebleed and an erection just looking at her.

"And believe it or not my Greymatter form can make a super science tool out of any piece of old junk. Though people can pick me up and throw me without much effort." Ben said chuckling a bit at the last part. Holiday giggled as well when the visual of the little alien being hurled like a baseball came to mind.

"I believe it, but I am going to want to test that theory in the lab someday. Let's see if you can really make a science tool out of anything that includes old pizza boxes or random scrap in the trash bin." She said challengingly to him before taking a sip of her drink. She retracted herself and quickly looked sideways and around to make sure no one was watching them when she made her move; sinking down to underneath the table in haste Holiday stealthily prowled her way to Ben's lap. The overly long tablecloth concealed her adult form fortunately, Ben was certainly glad because he wouldn't really be able to hide his reactions in public too well.

With a zip his trousers came open and then Holiday's firm yet gentle hands tugged it down a notch to unveil his sprung out erection; as sizable and satiable as always. She started out slow with her left hand cupping his balls and her right softly stroking his shaft, Ben from above felt the heated arousal already building up.

No one noticed her absence and none were the wiser of the reason why, which is just the way they wanted it.

Holiday's lips were smeared elegantly with classic cherry red lipstick, her favorite, she then put those lips around the tip of his length lightly licking around the top in a soft swirl. Her hand softly fondled his ball in gyration with her other hand stroking his shaft. From above Ben had trouble keeping a straight face, he usually doesn't get intimate in broad view of the public, but honestly it was quite an exciting new thing to do.

With a slip of thick appendage going past her lips Holiday covered the tip and some of Ben's shaft with her mouth, immediately her tongue wormed around the flesh inside while her hands started accelerating their treatment.

'Man she's subtle and classy with that skill, uh oh here comes the waiter.' Ben thought straining himself a little when the gentlemanly waiter came by his table asking him if he needed something.

“I’m good, just waiting for the desert to come, thanks.” Ben responded in a friendly way.

“Excuse me, sir, but where is your wife? I believe she was here just a second ago.” The curious waiter asked a tad bewildered.

‘Heh, I’m surprised he didn’t think I looked too young to be married, but that won’t always be the cause.’ Ben thought before thinking of his answer. “Uh she’s busy at the moment.” Ben answered honestly and the waiter nodded before leaving. Right on that cue Holiday went deep on him. Her nostrils lightly scraped his pubic hair, the damp/moist sensation of her mouths inside vacuuming his member nearly made him flinch back in his chair.

Light slurping sounds could only be heard by him as Holiday’s head began slowly bobbing in his lap, repeatedly the sausage meat would be swallowed up by her throat before being withdrawn to the tip and back again. Her hands were both on his shaft stroking it strongly while her mouth continued pleasurable treatment.

Suddenly one of breasts slipped free from one of her dress straps; apparently she had been making so much movement that some of her rather less-than-modest upper clothing fell off. She was still clothed though, she had one flesh melon free of its confines and that didn’t deter her one bit. Holiday moved one of her hands away from his shaft and brought it to her own bare breast to fondle and squeeze while sucking a sausage into her throat.

After nearly three more minutes of experiencing an expert deepthroat work on his meat Ben clenched the tablecloth sheets tightly when his hips bumped forward several times on their own. Down below Holiday readied herself for this and sucked even faster as Ben’s member spewed forth hefty globs of spunk on her tongue and down her mouth. The cherry red of her lips became smeared with white goo as they smother the fleshy tool succulently while he was ceasing cumming. Some of it was on her lips when she retracted herself from his lap and carefully she licked every drop off with her tongue and wiped the rest of it on a napkin she had.

Making sure it was clear Holiday snuck her way back up out into the open to sit at the table. Ben looked relieved yet still maintained a cat like grin that signaled he was ready to kick this night into overdrive.

“You’re incredibly talented.” Ben breathed hard as he buckled himself back up. Holiday chuckled while sipping more of her wine.

“I’ve had a lot of practice with you, my dear. On top of that you taste ‘Bentastic’.” She said causing them both to start laughing in amusement.

Her hands moved to his on the table and remained there clutching them. “You know, Ben, you really did scare me back when you went into that alternate universe. There were so many things I planned for you and me somewhere down the road and when those days passed I became more afraid I wouldn’t see you again and lose those goals forever.”

Ben nodded listening and let her continue.

“If you did vanish forever, not only would so many hearts be broken, but also there would have

been dreams unfulfilled that meant so much.”

“I understand, Cassie, what I do is always dangerous and I’d never want to leave you or the rest of the girls feeling like that. I know you also want a child.” Ben now said causing her slightly tearful eyes to look his way.

“I’m a doctor myself and I’ve seen all the signs that I may soon lose that chance to have children. I’m a woman nearing my thirties, Ben, and I know you’re only so young and so unready. But-“

She was cut off by Ben placing a right index finger to her lips. “I’m going to be seventeen soon and it wouldn’t be long before I became eighteen, even if that weren’t the case I still would step up and accept that level of ‘change’ to our relationship. Heck I’ve lost count how many times I nearly bit it, but what I’m saying if...I’ll help you, Cassandra Juliet Holiday, to conceive a baby. I’ll deactivate the charm’s birth control tonight when we get to your place.” Ben said full of heart, Holiday’s face looked positively pleased and tearfully happy after she heard him.

Leaning over she grabbed him by the collar and smothered her lips onto his in a searing overly passionate kiss that actually drew attention from some of the people nearby. Ah who cares that they’re watching.

Nearly fifteen minutes later the two finished up dessert and left the restaurant with Holiday hooking an arm around his left, the two walked out and deciding for a bit normal life they drove in Holiday’s car which was a Prius.

When they arrived at her penthouse Ben settled himself in the living room while Holiday went to her personal bathroom to ‘get ready’, just the words alone sent tingles through his body in a good way. While she was in the bathroom getting set Ben was pacing around her rather stylish and classy household, much resembled Holiday’s style and personality to the letter. Looking through the balcony window at his own reflection Ben was at peace for a moment until-  
!

A sudden image of a very alien yet very unfamiliar face popped up on the other side as if it were his reflection. The visual was of an alien with a very skull like face that seemed similar to a dinosaur fossil skull, only with ash grey scaly skin complete with slit nostrils and pitch black eyes. (I.E. try thinking of the Turians from the Mass effect series, that’s what this guy kinda looks like.)

“What the...?!” Ben freaked out and just as quickly as the visual appeared it vanished. Placing a palm to his forehead he was wondering if maybe it was some mental leftover from the nightmare he had earlier. He was still quite shaken by it.

‘Maybe I just need a normal regular vacation that doesn’t involve Plumber work or alien adventures to set my mind to ease.’ Ben thought before hearing a tapping nearby, he turned to see a side of Holiday that made his jaw drop and his erection even harder.

Holiday was dressed in what could easily be called a dominatrix outfit; leather heel boots combined with thigh high fishnet stocking, a black lacy brassiere that brought out her impressive bust, long black gloves that went up her arms that held several sex toys, lastly her black panties bore an intentional crotch opening showing her pussy. Even her lipstick was black as was the

leather collar around her neck, her sexually deviant expression added to the arousal as well. “Holiday?” Ben gulped yet still sported his hard-on.

“Off with those clothes now or I’ll rip them off.” She said aggressively right before licking around her lips.

“Yes ma’am.” Ben said right before stalked over to him and grabbed him by the collar to pull him into her bedroom.

After a couple of minutes of undressing and being bounded Ben found himself sitting on her bed wearing nothing but his boxers. His hands tied behind his back and he was gagged, this kind of fresh sexual teasing only let his erection tent his boxers more.

He saw her casually walking over to him swaying her hips in a sassy way right before sitting down on his lap nearly suffocating him with her large bust smothering his face. She leaned over to where her face was beside his face with her lips lightly nibbling his left earlobe. Her butt, which appeared as though she were wearing a very revealing thong, hot-dogged his erection through his boxer’s tent.

“Tonight you are mine, Benjamin Tennyson. I’ll have you tied up the entire time while I slowly make you wait for release in sexual agony, tonight you’re my toy and soon to be father of my child.” She whispered before licking up his earlobe seductively. Clearly she was getting into the role-play as the sexy scientist turned dominatrix.

She started grinding herself against his lip and massaged her tits against his face willingly, Ben wanted to grab onto her butt just out of need but was restrained from doing so. His erection broke free from the opening in his underwear and tapped against her shapely ass cheeks. Holiday took notice of this and began grinding harder against him with his hard dick tapping eagerly against her rear.

A minute later she got up and stood on her bed with Ben’s head being pushed against her pussy area. “I know you can’t speak, but you won’t get to taste some of this unless I know for sure you want it. Do you want it, Ben?” she asked sexily and Ben instantly nodded. Holiday chuckled and stooped down off of him denying the horny lad of tasting her juicy pussy.

“Well too bad, because you’re going to have to work for it, my love. Now sit back and relax.” She whispered and stood back enough with clear aim for his standing erection. She then slowly placed her left leather clad high heel boot against his sensitive shaft, the teasing touch was making him anxious for sex, but she was certain to take her time. Pressing her foot forward she bent his hard-on enough to where it was touching his lower belly, Holiday then began rubbing it up and down with her leather sole.

‘Even though I’m not feeling skin this actually feels really good.’ Ben thought enjoying the new sensation.

This went on for a couple of minutes until Holiday sat beside him with a leather gloved hand grasp on his cock firmly.

“Tell me you want it.” She said to him with the same sexy tone that he loved. Ben nodded instantly again and this time she actually obliged him; her gloved hand immediately went to work by stroking his meat with strong sensual strokes. Up and down her hand grip shifted his dick skin upward and downward energetically over and over again.

‘She’s trying to bring me off already! And it’s almost too much!’ Ben thought feeling his dick about to spooge, but Holiday sensed this and immediately stopped to pinch off the under vein of his cock to prevent him from releasing.

Ben grunted his disapproval but was soon silenced by Holiday pressing her dark lips against his mouth even with his ball gag still on. After a few seconds she let go and pushed him to his back on the bed where she got on top of him to hover her pussy above his face. Her hands went underneath his back to undo his binds then Holiday handed a strange sex tool to him; it was a thing of anal beads attached to a handle.

“I believe you know what to do that, play with my womanhood while you’re at it, Ben sweetie.” She ordered when her mouth quickly went to his testicle sack fervently suckling it like a delicious fruit.

‘Oh wow! I know she’s trying to spruce me up for later, but dang if she doesn’t bring me to it sooner with her tactics.’ Ben thought before clumsily pressing the tip of the bead tool into Holiday’s fully displayed anus. With a slup the first bead went in, this caused her to moan a bit with one of Ben’s balls in her mouth, then the next few followed suit which caused her to clench his thighs tightly.

She let go of her his balls with a wet plop to say something else. “That’s it, keep going! Put it all in, Ben.” she commanded before placing her lips back on his nutsack to suckle it once more. Ben obeyed and used his other hand to dive two fingers past her vaginal folds and finger Holiday’s pussy while shoving more of the bead stick past her anus.

‘Hmph hmph hmph!’ Holiday moaned inwardly in pleasure due to Ben shoving some of the bead stick before withdrawing some of it back out in a repeat pattern that excited her.

She was rolling one testy in her moth succulently while rubbing the other in circles, Ben however was having fun playing with both her holes that soon lead to her hips bouncing against his chest frantically.

‘I nearly came! I need to hold off on that for right now, but enough of this foreplay, I want it now!’ She thought suddenly removing herself and getting up to undo her brassiere. “I think we’re both fully loaded and fully aroused, now let’s get to babymaking.” She said licking her lips before crawling over to him like a very hungry predator on the prowl.

Her lips made contact with his which lead to a very passionate tongue slobbering make out. Her bare breasts squished smoothly against his broad chest while she eagerly sucked in his tongue and grabbed onto his butt.

A minute more of it and later they tumbled over letting Holiday be on the bottom, she let go of him and spread her stocking covered legs apart as she spread her pussy lips before him. “Take me, Ben. make me yours now and forever. Make me a mother.” She spoke with so much sexual allure in her voice. Ben wasted no time at all pouncing on her and shoving his thick meat into her fleshy canal, his initial thrust was strong yet so guided that he touched her G-spot right on the first try.

“Hoah yes! This is what I wanted!” Holiday screamed letting her legs cross over his lower back as Ben began his frenzy of pounding her juicy pussy.

In and out his sausage plunged into her womanly passage with no hesitation and plenty of renewed energy, the bed creaked constantly underneath with Holiday’s breasts bouncing back and forth due to his strong thrusts.

After five minutes they changed positions to where she was on top riding him like a bucking bronco! Her hips swayed back and forth again and again with so much sexual strength/stamina that the bed creaked even more. She liked being on top at the moment given her domination kinkiness a while ago, her hips undulated wildly back and forth with her juicy pussy fully wrapped around his Ben’s cock.

‘Oh I almost forgot.’ Ben struggled to think and then spoke. “Do you Cassandra Holiday agree to accept what I’m about to give you in the means of achieving pregnancy?” Ben asked formally when he remembered that CC told him serious formal agreement had to be made between both parties to deactivate the birth control portion of the charm effect.

“Yes I do! I truly do!” She breathed hard as she continued bouncing up and down on his lap. “As do I!” Ben stammered feeling a strange sensation that felt similar to the charm magic, he knew it worked; the birth control augment was currently turned off.

A few more minutes of more cowgirl riding and Holiday let loose an almighty orgasm followed a cry of ecstasy. “Yes Ben! I love you! I lo- ooh oaaah!” she cried out interrupted by her own climax.

Her pussy muscles convulsed and clenched tightly on Ben’s now twitching cock, surplus globs of semen spouted from the head of member like a geyser flooding Holiday’s womb repeatedly.

Eventually their shared climax ceased and a happy Cassandra Holiday lay on top of her lover full of hope and dreams for the future.

Hours passed into daybreak morning. While Ben was sleeping comfortably on the queen sized bed with his very satisfied lover cuddling against him his face soon turned to an unpleasant frown when the nightmares started to coming back tenfold.

(Enter Dreamspace...)

Ben’s view came into picture when he realized he was floating in the ethereal space of his inner mind once again. “Hey I’m here again...maybe this time I can find out if Amalia’s okay or not. No nightmare is going to stop me!” He boldly declared before closing his eyes to concentrate hard enough on wanting this subspace to lead him to the charm goddess, but something else came to be

instead.

“Embrace the fear.” A booming unknown voice said from within the darkness.

!

“That can’t be good...” Ben muttered to himself when he heard it, he was unsure what to make of this circumstance, but soon enough something emerged from the darkness of the black/green subspace heading towards him.

Reflexively his hand went to his Ultimatrix ready to set it off, though he wasn’t sure it would work within this strange space of his mind. Out of the shadows came two apparently young individuals that didn’t seem to be threatening in anyway.

His eyes went wide when the visual of the two got clearer and quickly revealed them to be-

“Kevin, Gwen!” Ben called out in surprise and walked over to them, but he slowed to a halt when he saw them holding hands affectionately.

Gwen turned her head to him with indifference while Kevin looked at Ben with a smug expression directed solely at him. “Hey Ben, i didn’t notice you there. We were just wondering if you would be alright doing guard duty by yourself while Kevin and I go on our date. I have some ‘special plans’ in mind for him later. What do you say, sweet cousin?” Gwen asked sweetly with words he never thought he’d hear from her ever.

‘This isn’t real...this is just a stupid dream.’ He thought trying to reassure himself, but whatever outside force was inducing this dream was making sure Ben’s mind believed it to be reality.

“Gwen, Kevin isn’t your boyfriend. He never was, you and I started dating and we already told each other how we felt. Whatever trick this is won’t work on me.” Ben challenged to both of them including whoever/whatever was causing this.

Gwen looked aghast and disgusted when hearing his words which lead to wretch away from him repulsed. “Me and you...?! That’s sick! I’d never fall in love with my own cousin, just the thought of it gives me the need to vomit.” She said degrading him and pressing herself closer to Kevin seeking protection from him.

The back of Ben’s mind he knew this to be a dream or rather a horrid nightmare, but the illusion caster in the shadows was influencing his mind to accept this as reality. Those words from the love of his life felt like ice cold daggers perforating his mind, Ben slowly stepped back and tried to turn around to get away from them, but...

‘!?’ he came across them again when he turned around; they were only a few feet away sitting on a park bench making out. Kevin was holding Gwen in his arms and kissing her the way only Ben was allowed to do. He turned on his heel quickly to desperately avoid the sight and get out of this nightmare, but as soon as he spun a 180 to his left he noticed them again!

They were on a bed with Kevin laying down almost completely undressed while Gwen slowly stripped herself before him.

‘Nono nonono no!!! This isn’t real, I won’t watch this!! This is not happening!’ Ben thought out in anguish and shut eyes tightly while struggling to awake.



But to no avail; a different pair of hands came out the darkness and grabbed him by his chin. He opened his eyes to see who it was; it was Julie glaring angrily at him.

“I can’t believe I ever liked you, Ben. first you cheat on me with that silver haired witch and now you want to bed your own cousin!? What kind of boyfriend were you?” Julie asked with hot tears dripping down her cheeks as she let go of him and began walking away.

“Julie wait!” Ben called out as he ran after her, but for some reason he was in the same spot even though he was running. She made one final look back to him and shook her head in pity before disappearing forever. “Julie!!”

Ben was slowly getting enveloped in the illusion and it was only going to get worse.

Out from the seeping darkness came Charmcaster, Helen, and Elena all looking grim and less-than-sympathetic towards him.

“Ben, I just used you as a means to satisfy my needs. You were nothing special, like always. I’m taking the charm effect back and you’ll just be back to being a world class loser that failed as a hero and failed as a person.” CC coldly said before waving her arms up which suddenly drained flowing violet energy straight from Ben himself. She absorbed the rest like a sponge and finished leaving Ben feeling inexplicably weak before crumbling to the floor. He then noticed she was walking over to him and without notice she kicked him across the face with her left foot before walking away forever. “Goodbye, Omnitrix brat.”

Elena then spoke up looking heartbroken and filled with anguish as she looked down upon him. “I really did like you, Ben, but it turned out you were nothing but a selfish jerk just like when you were ten. Nothing’s changed, I thought you would’ve grown up, but I guess I was wrong. After I lost my father I thought I could feel safe in your arms, I thought I love someone again, but that isn’t the case anymore. I realize now it never will be.” She spoke with much sorrow in her face before spontaneously turning into the microchips that the ‘Hive Queen’ held control over, suddenly her appearance changed into a humanoid version of the Hive Queen herself. (Wiki that image up, it’s the episode where Elena first appears animated.) Elena was no more. “We’ll meet again, Ben, but as an enemy that will snuff you out for good.” She said in an inhumane voice before vanishing into the darkness.

Helen was up next, first she pulled Ben to his feet and suddenly slapped him across the face with her talon hands. “I liked you, then you made my life worse with that Omnitrix! You tried to help me, but that thing simply mutated more even more so! Look!” Helen held up her arms showing that her talons were becoming much more alien like, her abdomen became narrower with her ribcage showing, and her tail became longer and lined spines from underneath the skin. Even her teeth were becoming vile, soon she resembled something out of a sci-fi horror movie than an actual Kliniceran would. “I hate you!” She cried out before blurring out of sight.

‘Stop..’ Ben mentally wished as he got up and looked around him, to his dismay all the other ladies in his love life appeared; Holiday, Frightwig, Turbine, Eunice, Jennifer, Lucy, and Aunt Lily. All of them were saying equally degrading things to him while broadcasting their own personal horrors that came into fruition.

All the while Ben was on his knees grabbing his head wishing for all of it stop, all of these fears

coming to light, all of this heartbreak and ruin pushing before him, all of it he just wanted to stop. His mind was giving in to the fear and soon his will would be broken.  
(Elsewhere in the real world..)

As if a call to arms had been raised all the women of Ben's circle suddenly broke off from whatever they were doing! Their eyes a glow with mana energy and they felt his despair and pain as the imagery of his dreamspace torture came to light in their minds.

Elena stopped in mid training at the Plumber base, CC awoke from her beauty nap, Jennifer Nocturne interrupted her interviewee, Julie ceased petting Ship, Helen suddenly broke into a run, Eunice sprung up from Gwen's bed and ran out the door, and Holiday awoke to find Ben thrashing about, etc. They all sensed it and all of them knew it to be real, but somehow they knew where to go despite not being at Holiday's place before. It was as if some guiding force was lighting the way to the one person they love the most in the world.  
'Ben?! He's in trouble! I can sense it!' Gwen thought breaking off from her jogging run around the neighborhood to look into the sky.

"Wait...Amalia?"

(Back to Holiday's Bedroom...)

"Ben! Ben! Wake up!" Holiday said frantically shaking the naked boy in her bed with a worried look on her face. His body was sweaty, his heart beating dangerously fast, his face contorted to one of being tortured, and Cassandra's pleas weren't reaching him.  
Back in the dream world Ben felt himself tumbling over and holding his chest, the girls were still around him jeering at him and chiding him for all his mistakes he made with them. He was trying to block it all out, but slowly his mind giving way to the fear and madness.  
"Well well, look how the mighty have fallen."

Ben looked up from the ground just a bit to notice an unknown pair of hind feet stalking towards him. He looked up to see an unknown face, an alien face with pitch black eyes wearing a dark/red jumpsuit that appeared like a sci-fi product. He was a tall lanky alien with hind ankles, grey scaly skin, a beak like face and antennae sticking out the back of his head.

"I guess all it took was a little more effort to get you falling prey to my homemade 'nightmare syndrome', I was beginning to think it would drag out with your willpower. Hehehe." The alien said stooping down closer to Ben's collapsed form.  
"W-who are you?" Ben struggled to ask while his mind state was still deteriorating.

"My name is Phobos, I'm a Noh from the planet; Arryd. And I got you where I want you." He calmly stated with clear malice in his voice.

"...No...I got you." Ben said before surprising Phobos with springing back up and grabbing his wrists!

! This resulted directly into transition with the real world.

Back in Holiday's Bedroom Ben jumped up and grabbed a seemingly invisible assailant right

before Holiday. He was awake and angry!

The Optic camouflage faded off Phobos revealing himself before Holiday and Ben. Before the alien sadist had a chance to pull free Ben reeled his right fist back and slammed it into Phobos's face!

The alien stumbled back enough to give Ben the time he needed to slam his palm down on the Ultimatrix. The green flash erupted then died down revealing a new alien form not yet taken; the form appeared to be a sasquatch like alien with bolts in his neck and along some of his body. His fur was a mix of grey and dark yellow,(Btw this is Shocksquatch from the Heroes united special) buzzing with electricity.

"Have some of this!" Shocksquatch said clenching his fists and surging a stream of electricity from all over his furry body and at Phobos, blasting him through the balcony window and into the open outside.

"I'll deal with this guy! Remain here and be safe, this jerk's got a lot of pain coming to him." Ben said back to Holiday before leaping out the broken window to run the menace down.

Phobos was tumbling down the grassy hillside about to get up when Shocksquatch bore down upon him striking with electrified fists!

Each strike hit the alien dead on and knocked him back a bit, but when Ben was dashing toward him ready to finish him off that's when the Noh alien brutally retaliated.

"Not so fast!" Phobos's eyes shone and reflexively he used his mental powers on Ben again.

"Aaggh!" Shocksquatch stopped in mid-fight grabbing his own head in immense pain as images and illusions regarding the girls flooded his mind.

"Thought you had me beat, did you? Where you exceed at physical combat I best you at psionic strength, boy. Here have some more realistic visuals of your precious girls attacking you!" Phobos cried out and increased the strength of his psychic vice on Ben's mind.

Extremely realistic visions and nightmares poured into his mind of the Gwen going Anodite and attacking him. Julie combining with Ship in armor form and firing at him, CC casting lethal spells, Elena using her deadly firearms,etc.

His mind was breaking! Shocksquatch depowered and changed back into a boxer clad Ben crumbling to his knees craning his head.

"Soon...soon your mind and willpower will be nothing but mush." Phobos gloated as he stood over Ben's form.

"Wanna bet?!" A voice called out when a wall of pure mana energy slammed into the alien!

"Oompfh!" Phobos was knocked on his ass, but when he was ready to strike back at whoever hit him he looked up at something that made him feel fear itself; Gwen in Anodite form hovering over him looking angry.

Behind her all the girls belonging to Ben's group stood ready to fight with equally pissed off expressions. CC stood out and noticed Ben in pain, rushing over to him she cradled him in her arms and began casting a dispel charm to awaken him from his nightmares. Gwen looked to him with sincerity then back to Phobos with immense anger.

She stomped her way over to him looking angrier and angrier. The Skinny alien was actually feeling very afraid at the moment as he backed up against the rocky wall nearby.

"What do you look so upset? You clearly have me beat and you have your precious Ben back." Phobos defended weakly.

"Upset? Upset?!" Gwen having gone fully charged Anodite marched even closer to him, the fear present in the alien's eyes. "After what you did to him you have not even seen me upset!!"

With that the mountainside shook after a pink blast of intense energy rocked area leaving the smoldering unconscious form of Phobos at Gwen's feet.

The girls all went to Ben's side, Holiday included, to see how he was feeling. CC nodded to all of them with reassurance and told them that her spell brought him out of it, but he would need some recuperation soon.

Gwen depowered and walked over looking upset and kneeled by his side holding his hand. 'I wonder what he's been through? I hope he'll feel better soon, he didn't deserve this, but was that energy sense earlier really Amalia?'

"Um is this a bad time?" a perky female voice asked nearby, everyone turned to see a brunette girl who exactly resembled Gwen in appearance. Her long hair was dark and her tight shirt was purple, her skirt black, and her demeanor; sunny.

"My name's Sunny, and I'm your cousin!" She said cheerfully to a stupefied looking Gwen.

End of chapter thirty two

Next chapter: Group Therapy

## Relaxing Therapy (All Ben ten girls, Emily)

Ben's Girls

Chapter Thirty-three: Relaxing Therapy

By Azure

*“Open your heart and let my sun melt the ice away. “*

“How is he, Azmuth?” Max asked looking down on the diminutive alien beside him. They were in front of a window looking into Ben's room in the Plumber base medical area within the Providence base. Azmuth was standing on a small circular platform that hovered up to Max's shoulder level and then addressed his question.

“He'll be fine, Max. The boy's tougher than he looks; though his psyche definitely took some hits from Phobos his will to fight on kept him going even after a critical psionic blow to the brain. I won't lie, that fear inducing lunatic did a number on him, but in a few days Ben will be peachy again.”

The elder veteran nodded before turning back to the view of his grandson lying in recuperation on the bed.

It was only a few days ago that the extraterrestrial assailant named “Phobos” had plagued Ben with nightmares using his deep-seated fears of what could've happened to his menagerie of women. Phobos was defeated by Gwen and the girls arriving as if summoned by an unknown force, the psychic alien could only hold his own against a few targets using his abilities, but an angry super powered Gwen in Anodtie form was more than enough to render him helpless in a power contest.

“Why weren't we aware of the location of Phobos when he arrived?” Max asked turning back to Azmuth.

“Probably using some stolen stealth tech aboard his star craft maybe, back on Galvan Prime I was only able to detect a Nohlien energy signature heading to your planet, but I wasn't sure where exactly he was upon arrival. It seems now we know that he was tailing Ben in secret gradually planting nightmares based on his own personal fears into his head every night, but the thing is that he had to be in close proximity to broadcast at such high output. Eventually the boy got wise to it and caught Phobos by the hands when the jerk was about to deliver the finishing shot, Ben's ‘Shocksquatch’ form came next and short-circuited his stealth tech while blasting him out the window. I believe you know the rest.” Azmuth summarized and had his hover platform turn around to leave.

“Where are you going?” Max asked looking back to the little alien leaving the room.

“Giving the boy some ‘private time’, I believe those nurses over there may accelerate Ben's recovery a bit quicker.” Azmuth said with a smirk as his hover platform floated from the area.

Max had an eyebrow arched wondering just what he meant until he turned his far left and saw something that made both his eye go wide. “Oh...that’s what he meant.”

Walking in the direction of Ben’s room walked Gwen, Lucy, and Eunice all dressed in typical nurse uniforms adorned with rather skimpy miniskirts and buttoned down shirts that show bra straps. Max looked positively frazzled at the sight of the girls wearing such sexy garments, but a few of the Plumbers here and there around the base couldn’t look away from them. He could swear he heard whistles and hoots as they walked past all of them to get to Ben’s room. Gwen’s hair was tied up in a ponytail with a nurse cap worn, Lucy was the same and Eunice intentionally undid a few buttons on her shirt as they neared their lover’s quarters.

Lucy, who had been inducted recently in to the ‘group’ after pestering Gwen for a bit, was the same upbeat curly haired sweetheart she was when Ben danced with her at the wedding five years ago. Her odd whisker marks on her cheeks remained as an added allure to the blue eyes that often gave her a cat like expression most of the time. They were very attractive qualities she had and after Ben made love to her that night at his house before Vilgax appeared made her want to be with him more.

She had a chat with Gwen for a while shortly before Ben came back from his other universe adventure, in no time at all she became part of the family. The multi-relationship didn’t bother her as much since it was similar to most Anodite and Sludgepuppy spousal arrangements on other homeworlds.

Long story short; She was here to stay.

“I know you girls like to spark certain ‘reactions’ in Ben, but did you really need to come here already dressed like that? A lot of the men here are now too distracted taking pictures to focus on working.” Max asked glaring past them at some of the less disciplined Providence personnel snapping pictures with various smartphones.

“What can we say? We didn’t feel like waiting, besides I think this may help his recovery a bit faster.” Lucy chirped grinning like a cat.

“Don’t worry, Grandpa, I got it covered.” Gwen address before turning her head and muttering a few magic word; “Vixa fal e’ gorre!” her eyes blinked a magical pink and suddenly all the cameras and smartphones viewing them short circuited removing all the pictures taken and temporarily shutting them down.

“Atta girl.” Grandpa Max said sighing relieved before stepping aside to let the three scantily clad nurses walk into Ben’s room.

Ben himself was laying on the upraised hospital bed sipping from a juice box looking rather neutral until in came the girls.

“Sprrffhh!!” on reflex of seeing them he spat out his juice like a spray. “What are you three wearing?” He asked feeling a nosebleed and an instant erection coming on.

“Barely anything at all from it what feels like.” Gwen said walking over to the bed and pulling

Ben's head to her chest comfortably. "We came here to help with recovery, it was Kai's idea to dress like 'sexy nurses' to speed things up. Not arguing with the lack of logic in that idea I went with it anyway. According to her, guys really like naughty nurses, sexy teachers, seductive schoolgirls, etc."

"What do you think?" Eunice asked innocently before sliding next to him on the bed snuggling up against his chest like a cat.

"I think he likes it a lot already, hehe." Lucy giggled pointing Ben's erection from underneath the hospital trousers he was wearing.

"I don't think I'd ever mind the sudden costume fetish, but you ladies sure you won't end up putting me in critical condition with this?" Ben asked jokingly as he put on a mischievous smile. Gwen simply answered his question by smothering his mouth with her own while flicking a finger to magically lock the door behind them.

"Let's find out." Gwen whispered after breaking off from their lip lock leaving his lips to be occupied by Eunice's eager mouth. The sweet Unitrix humanoid indulged herself with sucking on Ben's lips as she started rotating her palm along his bulge protruding from his pants.

Lucy did her cat like grin and pulled on the hem of Ben's trousers with little patience, his now constricting briefs came into view, leaning forward she nuzzled her face along the surface kissing it a few times in a teasing manner.

Continuing on making out with Eunice Ben simply let himself relax into their care and rather soft hands at that; Lucy's dainty lily white hands slid down into his undergarment to pull out the fleshy girth that is Ben's 'tool' they use so much.

Gwen's right hand was the first to land on the erectile appendage, her fingers wrapped themselves around the shaft wasting no time stroking it up and down while Eunice resumed holding Ben's head in her hands as she shoved her tongue past her lips. The psychic connection she shared with Gwen whenever either of them engage in sexual escapades increased her sensitivity to pleasure, which was what Ben is currently giving Eunice by sliding his left hand up her tight skirt.

His hand reached the unclothed area between her thighs to caress her pussy lips with his fingers, Lucy however kept busy by using both her hands to grip Ben's meat along with Gwen so the two girls could stroke him off together.

Ben's face strained in barely contained euphoria at feeling his cock being stroked by two pairs of soft hands.

He was gonna pop soon and they knew it, but that didn't mean he wouldn't be up for more rounds.

Lucy opened up her squinty eyes a bit more to unveil her sapphire orbs upon the sight of her lover's length, braving it all she immediately pulled herself forward and plopped her mouth open to engulf nearly half of Ben's dick into her throat. She went to work by bobbing her head energetically on the space she claimed while Gwen's hand remained on the shaft and base stroking to her heart's content.

After nearly a three minutes of Lucy's lips on his tip and Gwen's hand stroking his shaft Ben couldn't take anymore and reacted by thrashing his hips forward to let loose a geyser of cum. Lucy's mouth had remained there for a few seconds before retracting her head from Ben's lap while sperm coated some of her face and uniform along with Gwen's hand.

A few more spurts of white substance and Ben finished cumming, taking himself away from Eunice's mouth he surveyed the aftermath which was Lucy's face covered here/there with semen.

He turned to see Gwen placing her cum coated hand to her own face so she could sexily lick and suck off the remains of the cream. Her moist lipstick covered lips smothered in his substance as she devoured it all tastily, Eunice reached herself over to Lucy and pulled the curly haired blonde close enough so she could lick her cheeks clean of cum. Lucy blushed heavily as she was being treated to a very arousal inducing clean up by her fellow blonde.

Lucy blinked her eyes open in gazed upon Ben in a lusty expression, Ben's own face contorted of surprise when he witnessed the pink glow returning to each of their pupils.

'The charm effect...is reactivated?' He thought thinking Amalia's disappearance signaled the end of the aphrodisiac magic, but evidently he was wrong. Either she's finally returning or Gwen along with himself have gained control of source behind it without even knowing.

"Not to sound cheesy or derive this sentence from the dialogue of a porno film, but I think your clothes need to come off already." Gwen said smiling when she pointed to Lucy's cum stained nurse costume. The blonde alien girl giggled a bit before reaching down to the bottom of her shirt to pull it over her head, once her curly blonde hair bounced free she let Ben drink in the sight of bare teenage breasts on full display.

Eunice followed suit and removed her skirt from beneath her legs while unbuttoning her shirt, Gwen muttered some more magic words that sealed off the sound from coming out of this room. She turned to look at Ben again only to see that his eyes weren't so full of life like they usually were, true he was still heavily aroused and fully committed to romancing them, but something about his spirit seemed diminished.

'Damn you, Phobos.' Gwen mentally cursed before magically undoing the entirety of her clothing leaving her only in her nurse cap and white silky stockings. She would try to bring Ben's liveliness back no matter what it would take, this sexual entourage may not exactly cure him one hundred percent, but every single one of Ben's girls would stop at nothing for him.

Lucy stood sat straddled along Ben's abdomen with nothing covering her upper body along with a shifted skirt fully showing her slightly furred pussy. With Eunice it was reverse of Lucy; her entire lower body was in full view with her lovely lithe legs and glistening slit while her shirt remained unbuttoned enough to show her nipples. Lastly Gwen was entirely naked save for white stockings held by a garter belt accompanied by a nurse's cap.

"What do you think, Ben? Feeling a bit better, yet?" Eunice asked playfully, unaware of his inner



turmoil yet not oblivious to the re-hardened tower of flesh standing for attention. It was no lie that Ben was extremely aroused, but part of him was still recovering from the trauma recently. He would not tell them that and ruin their enthusiasm after they put in this kind of effort.

“Why don’t ask Ben junior?” Ben said imitating his usual demeanor and gestured to his member, Eunice winked at him and sat herself over his face in reverse cowgirl position where her glistening pussy now touched his thirsty lips.

His hands instantly went to the girls hips as he hungrily went to work lapping at Eunice’s womanhood; his lips kissed and touched every sensitive part of that area while his tongue licked back and forth along her juicy pussy. Eunice had begun breathing very hard as well as rocking her hips gently along his head.

Lucy couldn’t wait anymore and positioned herself in a cowgirl position over Ben’s meat sinking down her butt so that her ass was getting filled up by Ben’s sausage. She sat back and bounced herself slowly on his hips allowing her buttocks to slap against them enjoying the sensation of her ass getting firmly pounded.

During all of this Gwen was subconsciously dipping her right hand into her pussy as she watched them, Eunice was practically humping Ben’s face while he ate her out and Lucy was bouncing herself on his hips with Ben’s dick sliding into her ass, but as though there seemed no opening for her Gwen got clever.

The redhead walked over to place herself between them and did so lying against Lucy with her legs wide open before Eunice. Her moist womanhood on display before the humanoid Unitrix while Gwen leaned against the other blonder capturing her head in a tongue wrapping kiss.

Eunice’s emerald eyes glazed over at Gwen’s outstretched lower half, she got the idea and leaned forward a bit to place her watery mouth over on the redhead’s mound. Gwen instantly bucked in response and began kissing Lucy more fiercely.

Lucy’s hands went to Gwen’s budding breasts and cupped them in her palms, every few seconds she would alternate between squeezing, fondling, and pinching her nipples causing her to buck against Eunice’s face.

‘It’s a good thing I brought in a camcorder to get all this, some of us may like to watch it again later on.’ Eunice thought eyeing the said device set on the windowsill watching them in fullview. She continued sucking her lips onto Gwen’s pussy repeatedly letting her tongue dart in and out of it while she steadied herself against Ben’s chest.

Ben was still ravishing Eunice’s womanhood with nothing held back, the man knew how to treat a girl in the oral service department, but suddenly his eyes went wide when a familiar surge of lusty magic resurfaced again in a resonance chain link. It meant that all four of them now possessed a heightened sensitivity to pleasure and now it had begun to take its course.

Lucy's butt slammed into Ben's hips several more times before she moaned loudly from within Gwen's mouth, Gwen felt the same feeling and bucked her hips against Eunice's face, and Eunice herself rocked her hips along Ben's head one last time before they all ceased movement and hollered out in collective orgasm!

Lucy felt her anus fill up with Ben's sperm when he came, Gwen gushed out juices from her pussy into Eunice's mouth, and Eunice herself came with the same effect while Ben continued licking her up.

A few minutes had passed and the three girls laid naked on the bed with him comfortably asleep. Gwen however was still awake and peered up to engage Ben in eye contact. He looked directly at her and could tell she knew he was putting up a façade behind his pain.

"Ben, I know you're still not well. You don't have to lie to yourself nor anyone else. We're here for you." She said gently while he held her close.

"I know, but I didn't want to ruin the moment or disappoint you three after setting up for this. Not that I don't appreciate the kinkiness though, hehehe." Ben said lightly and saw her smile.

"Well maybe next time we'll dress up as school students with the naughty school girl costumes worn." Gwen suggested causing Ben to feel a bit of life returning to his somewhat drained member.

Gwen's eyes lit up in pink once again. "I see Ben junior likes the idea." Gwen said humorously putting her hand down to his lower region to feel him up.

"Well I am sharing a bed with three beautiful girls, plus with all of us being naked--"

"-Meaning you're up for round two? Because I sure am." Lucy interrupted Ben and popped up on the other side of him looking at them eagerly.

'She's just as hyper as earlier.' Ben thought taking note of her seemingly large reservoir of energy. Eunice peered at them from over Gwen's backside looking like she just woke up, but her sweet warm smile at him made him decide. 'Maybe later...right now it's time to just enjoy it all.'

"Of course, but first I need to clean myself off. I did just do anal after all." Ben stated lifting up the sheet a bit to look upon his re-hardened tool.

"Allow me; Limpia cae'd!" Gwen chanted letting her eyes glow. A swirl a sparkling light blue vapor encircled Ben's member and vanished leaving a freshly bathed dick standing ready.

"That is incredibly handy." Ben commented before grabbing Eunice and Gwen with his arms and getting to work.

Seconds later the bed creaked the raucous sounds of lovemaking; Ben was behind Eunice slamming his hips into her rear repeatedly penetrating her tightening pussy. Her head was down on the pillows clutching them with her hands as Ben pounded into her, but nearby off the bed Lucy

got creative with her alien genetics by morphing both sets of fingers into dark violet tentacles. (Remember she is a sludgepuppy alien, I think tentacles are right their alley.)

She was using them on Gwen in a very erotic style of sex done mainly in Japanese cartoon porn; Gwen was being held up in the air by a large tentacle wrapped around her torso while one of Lucy's tentacles made its way to her mouth. Truth be told she wasn't too sure about this kind of thing, but the thought did excite her a bit. She looked over to make sure the camcorder was still running and recording each moment of this.

With a thought Lucy forced that tentacle past her lips and into a fair distance of her mouth. It was as if Gwen were ingesting a long loose sausage shaped tendril, the redhead shut her mouths and began bouncing her head forward on it as if she were sucking an actual dick in her mouth.

Her ankles then had a tentacle each wrapped around them and thus Gwen's legs were spread apart while two other Lucy's tentacle fingers made their way forward to her ass and cunt.

Lucy's eyes flashed with raunchy naughtiness and slid her dipped her two tendril fingers into Gwen's pussy as well as her anus.

"Mmmnnghh!" Gwen mumbled with the fleshy extension still her mouth, her face contorted to one of excitement and pleasure while keeping its blush red color.

Inward and outward the two tentacles took turns diving into her holes with slushing sounds slapping against sweaty flesh, her mouth remained occupied by the tentacle inside that was now going throat deep and retracting before plunging back in. while she was getting tentacle banged Ben had Eunice gripping the headboard of the hospital bed as he now pounded his moist hard organ rampantly into her tight juicy pussy. The girl's face expressed pure happiness and pleasure with the love her life passionately driving his manhood deep into her tightening snatch. The bed rocked even harder and faster and soon Ben's thrust became more rampant until he slammed his hips into Eunice's backside one last time before spilling his seed deep into her cervix filling up her womb.

If he didn't have the charm protection on then she would have surely gotten pregnant from that. He pressed himself against her from the backside and slapped his hips several more times to spill what's left of his testicles contents into the blonde beauty.

The tentacles plunging themselves inside Gwen's mouth, pussy, and ass had been going at high speed until shortly after Ben had just unloaded inside Eunice. At that moment the three fleshy extensions finished drilling Gwen causing her to thrash and spasm wildly as her orgasm hit like a tidal wave. Her pussy muscles contracted and squirted juices along the tentacle buried in her snatch, after she finished Lucy let her back down on the bed gently and turned back to the camera.

"That was my own personally directed hentai scene saved for later, I know that Ben will enjoy watching it later." She said to the camcorder as a narration for whenever the tape would be viewed.

Gwen was laid on the bed looking spent with her body sweaty and her chest heaving rapidly, she

had never done all three holes before and would now encourage Ben's signature 'multiple Ben' trick more often because of the rush she felt. Only Ben would give her that sexual surge of excitement and nirvana but now she found a way to enhance that experience without need of the charm's improvements.

Eunice laid parallel to her and left in a similar state but with some of Ben's seed dripping out from her pussy onto the bed.

Lucy changed her arms back to normal and placed herself beside Ben, she cupped his face and pulled him in to a steamy kiss to which lead to more energetic tongue play. Soon they ceased their make out and Lucy was held up by him so she could hike her legs over his shoulders as he lined up his somewhat flaccid sausage and guided it into her cunt. It would hurt like hell later since he didn't use a charm enhancement on his tool to increase his stamina or reduce the pain, Ben was toughing it out.

With a squelching sound Lucy's blonde furred pussy filled up with Ben's meat. Instantly her face strained in bliss, she hooked her hands around his neck for support as he began slapping his hips into hers, Lucy's long blonde mane of curly hair bouncing along with her.

The bed starting creaking again as he laid down on top of her still shoving his meat deep into the alien girl's snatch with her legs hiked over his shoulders. As the boy was on top he was able to use more force into slamming down his hips onto hers increasing the thrust and sensitivity she was feeling. This went on for a few more minutes with Ben currently grinding his hips into hers, but now it had reached its apex. The effect Lucy was feeling was immeasurable, her damn broke and the alien girl clutched Ben tightly with both her legs and arms while she thrashed about in orgasm.

This of course caused the predicted effect of Ben unleashing yet another torrent of sperm deep into the convulsing space of Lucy's pussy. White goop dripped out as he came so much, but it was his last round fired and he was spent. The pain would come later in the morning, but right now Ben was happy just to feel normal again. At least his definition of normal anyway, he turned over and slept cuddled with Gwen, Eunice, and Lucy snuggled close next to him. Somewhere deep in the night Gwen woke up and notified Ben that they had to get back home, he nodded his approval and kissed her goodbye before she woke the other two up and teleported them back to her bedroom where they would redress and clean up.

Ben was left alone in the dark lying on the bed feeling satisfied from his 'visit' from the three girls. The other ones were a bit busy but they were making time for him later the next day, however his face contained something of an empty expression. The dark depths of fears coming to light in a mindbender had not yet faded, Ben was still haunted...still afraid.

Later on...

Gwen walked into her bedroom feeling a mix of satisfaction and worry. Ben may have appeared alright to them and even retained his immense sexual enthusiasm during lovemaking, but she felt he was hiding what he was truly thinking. Phobos had caused him to have many nightmares within psychic attacks and Ben had to experience all his fears first hand. It's nothing short of a miracle that he didn't break, but then again Ben has always been stubborn and willful.

'I just hope he comes around and just talks about it some more...' Gwen thought as she noticed her bathroom door closed. Eunice was still with Ben at the base, so she couldn't be inside. "Just who's-"

"I'm walking on sunshine!! Oh oh oooh!!" A feminine voice sang out loud from within the bathroom.

Gwen instantly recognized who it belonged to thus making her expression fall flat.

"Oh that's right, it's Sunny." Gwen muttered when the door kicked open from inside revealing a freshly bathed and stark naked Sunny standing with flare like a singer.

"Oh hey Gwen, how's Benny doing? Did you go with my French maid idea like I asked?" Sunny asked brightly while she wrapped her dark hair in a towel so it could dry faster.

Gwen was momentarily speechless due to her 'roommate' just displaying herself nude so casually without so much as a second thought.

"You're supposed to wear a towel, Sunny! What if my mom sees you in your birthday suit?" Gwen shouted peeved and beet red in the face.

The raven haired girl simply looked dumbfounded as if Gwen asked a silly question, she quickly scanned her own body before shrugging and walking to the bed to pick up a violet nightie.

"It's totally cool, because I could always do this..." Sunny stopped herself before putting the nightwear on and let her eyes shine aglow with pink energy. Suddenly her usual outfit of a black hoop skirt and tight short sleeve shirt materialized over her body instantly.

'Even I can't do that yet, but I'm learning.' Gwen thought in dismay at her cousin's impressive abilities when she whirled in a spin of mana leaving her in violet nightwear. "Well whatever, just try to not lie naked around the house. My mom might get a little unnerved by the sight of that, I'm going to take a shower." Gwen said walking over to her drawer to pull out some clothes when Sunny's slender frame pressed itself against her from behind.

"Sunny?! What are you doing? Let go." Gwen said firmly when her identical cousin pressed herself closer and grinned mischievously.

"Sooo...when do I get to meet him?" Sunny asked not letting go. Gwen pouted and looked peeved once more.

"When he's better and ready to be outside in the world again, Sunny. Ben's recently been traumatized by an alien lunatic with telepathy, it's not like he come suddenly walk about beaming with radiance." Gwen explained thinking of when Ben usually radiates positivity and undeterred confidence.

"I can help with his recovery, adept Anodites specialize in healing of the soul after all." The raven haired girl suggested before suddenly cupping Gwen's right breast with a hand.

Gwen went beat red when she did that and was tempted to throttle Sunny with magic if she didn't let go.

"Besides I can help Ben in healing 'a different way', I know the kind of relationship that's going on, Gwen." Sunny said with a naughty look in her eyes as she leaned her head in closer and caught

Gwen's lips in her mouth.

To say Gwen was surprised was an understatement; the girl was outright shocked by her distant cousin's sudden promiscuity. Sunny's tongue snaked its way into her mouth and wormed around while her hands went to both her breasts to tenderly squeeze them through her shirt. Gwen's legs clenched a bit and reflexively her pussy had started moistening in full arousal. She had become a lot more sensitive to sex since becoming Ben's lover as well as constantly feeling the charm's aphrodisiac properties intensify pleasure for her. She had no idea what Sunny's game was or why she didn't feel like blasting her against the wall of her room, but soon enough the raven haired relative detached herself and left a stunned Gwen standing before the dresser.

"First off; What the Hell?!" Gwen asked blushing madly. She didn't know why she didn't reject or push her off, perhaps because she was used to that sort of thing whenever Ben and herself got together with the other girls.

"What?" Sunny shrugged like it was no big deal.

"Who said you could just outright French me?! Then you say you want 'in' with Ben, when did you ever find out about that?" Gwen asked feeling the last part was a bit foolish to ask given that her mother and Grandfather know and may have told her. Gwen herself wasn't very subtle about it whenever she was with Ben or whenever any of the girls were, she was almost afraid it become common knowledge at this point.

"Gwen maybe you need to relax a bit, I'm more adept, remember? I can read some of your more profound thoughts with mana powered telepathy and nearly all of them scream of love so deep seeded in your heart for Ben. Besides when I arrived on the scene it was pretty darn obvious, what with you holding him like that and all those gals wearing the same expressions. Granted I kinda had to read their minds to be sure what was going on, but I like it. I find it heartwarming, among other things, so I want in, or at least a platonic sexbuddy thing with him." Sunny finished leaving an annoyed Gwen to grab her clothes and stomp her way to the bathroom locking it and turning on the water.

Sunny went over and knocked a few times before saying: "Think about it, Gwen. Family helps family afterall."

Where Ben was...

It was morning time and Ben tossed and turned in the sheets of the hospital bed before waking up looking fearful. Phobos's mind attack wasn't without collateral damage; Ben could hardly fall asleep nowadays without fearing those nightmares would come to fruition. They were simply too real ignore, even if they were just fabrications.

"I need to get out some more." He muttered to himself and heard a knock on his door. "Come in."

When it opened he saw Kai and Elena walk in wearing some casual clothing; Kai sported black tight shorts with a white t-shirt underneath a small unzipped red sweatshirt accompanied with brown leather cowgirl boots. Elena simply wore a black sleeveless turtleneck with khaki short

pants and white tennis shoes. Kai had her classy glasses on as always, her dark hair was tied into a ponytail, and she still wore the Galvanic tech bracelets on her wrists to use as a defense.

“Ben!” They both cried out in joy and rushed over to pull him into an affectionate group hug, both girls were very relieved to see him after being made to wait after they brought him here to recover. Elena and Kai both reluctantly let go before speaking.

“So how’re you feeling, Ben? Your grandfather told us you were making a recovery, but that he didn’t want you out and about yet.” Elena asked sincerely as she stood up.

“Grandpa just worries about me, its staying here bedridden that’s killing me.” Ben answered lightheartedly causing Kai to chuckle a bit.

“Well then lets bust out of here then, you seem just fine to me.” Kai suggested and Ben looked around internally deciding.

‘Yeah I can’t stand sitting still, maybe getting out some more will clear my head.’ Ben thought knowing his grandfather was going to be worried or mad that he left hospital quarters.

“You’re on, ladies. I know just what to do; I still owe you two ‘Romantic special dates’ afterall.” Ben said startling both Kai and Elena. He was sounding like his old self again, but it was merely a façade. Part of him definitely needed healing, but staying in this place wouldn’t do him any good.

“Ben you don’t have to, ya know.” Elena protested until Ben got up off the bed.

“No, I want to.” He said with willful eyes when he looked at the two of them.

Eventually preparations were made soon all three teens were out of the Plumber base into the real world again. Ben, Kai, and Elena all sat at a public park bench, the same park where Ben first made love to Elena, they ate some well-made meals catered to specific tastes. Kai and Elena both sat next to him when one of them made the first move and scooped up a piece of cream cake and placed it into Ben’s mouth like a sweetheart girlfriend would do.

“Kai! I was going to do that.” Elena protested glaring at her. Kai simply smirked before withdrawing the spoon in the boy’s mouth.

“Don’t get upset, Elena, I figured it was natural given that I was Ben’s first crush after all. This is just some of the cheesy romantic stuff couples do, I think we all can agree to take turns and whatnot.”

Elena scoffed and held onto his shoulder. “You think you were his first childhood crush? Give me a break, Ben and I go way back, we played soccer together all the time when he was out of school.”

“Well my grandpa and his were longtime friends and both are retired Plumber Veterans.” Kai shot back looking daringly back Elena.

“So was my father, he and Max fought alongside together for years just as me and Ben always played together.” Elena retorted.

‘Okay this is getting uncomfortable. I can actually see the sparks flying between these two.’ Ben

thought in dismay and tried speaking up.

“Um...

“Don’t interrupt, Ben!” The two girls said in unison to him and went back to glaring at each other. ‘I get the feeling this is more of a personal competition than about who’s right. I better go feed the ducks or something.’ Ben thought getting up and leaving the table to sit by the pond nearby.

Both girls suddenly noticed his disappearance and saw that he left the two to squabble without him in the middle.

“Ooop, I guess we made him a bit uneasy. We did just tell him to be quiet in a pretty rude way when we-“ Kai was interrupted leaving the other girl to finish for her.

“-Having our little contest.” Elena finished for Kai looking over at Ben sitting low enough to pet some ducklings headed his way.

“Maybe we let it get too ugly between us, I mean we’re both his girlfriends after all.” Kai summarized looking from Ben’s location back to Elena.

“Agreed, who cares about who was his first childhood lover interest? I think I may have a way to work this for everyone. Interested?” Elena offered with a grin on her face. She was unaware of faint pink lighting in her pupils, apparently now the charm will slightly affect her motivations regarding her decision.

“I’m listening.” Kai sat attentively also sporting a pink glow in her eyes.

“Well, I think Ben will appreciate it later, but I think we’d best have our contest in a ‘special way’ just as a friendly competition to get this steam out of our systems. Doesn’t matter who wins, it just matters that we get to make him feel special given the craziness he’s been subjected to. Gwen told me all about the honest-to-life hallucinations he’s endured and I think it best to take his mind of those thoughts by being with him. He’s not in physical debilitation given that Gwen, Eunice, and Lucy paid him a very ‘special’ kind of visit last night. What do you think?” Elena finished winking at her and nodding over to Ben sitting against a tree enjoying the view of nature.

“I think you’re on. I’ll go first then.” Kai said competitively and quickly got up leaving a startled and annoyed Elena.

“Wait-what? I was going to go first!” She called out witnessing the Navajo girl pull Ben up and lead him away from the area to somewhere secret. She would follow them but it would only look like they would be fighting again in front of Ben and she didn’t want that. Kai made the first move alright and now Elena was revved up.

Kai and snuck the confused boy into the public and surprisingly clean bathroom stall of the women’s public restroom in the park. “Uh Kai what are we doing here?” Ben asked feeling a sneaking suspicion that this would involve sex, not that he would complain, but it was all so sudden. Ben now figured the sudden spontaneity added to the excitement factor.

The stall door shut and locked leaving Kai to look directly at Ben with a hungry look. She licked



her lips and proceeded to softly shove Ben onto the closed toilet seating with her leg before unbuttoning her shorts and pushing up her shirt. Her mocha colored breasts bounced into full view leaving Ben to feel an erection rising from underneath his pants. Her shorts dropped next leaving a tight black thong that Kai shifted to the side so that her light brown slit appeared before him, Ben was getting excited and impatient while he gripped the stall's wall bars in anxiousness.

"So that's what we're doing... I like." Ben commented feeling his internal troubles slightly fade in light of this development.

It wasn't long before Kai pulled Ben's appendage from its confines and lowered herself down on it in reverse cowgirl. The savored feeling of her soft carnal tightness enveloping Ben's cock came to be felt by both of them as the brown girl sat in his lap humping her hips back and forth.

Ben mentally moaned his delight and placed his hands on her hips to steady himself while she continued rocking herself against him.

The slippery feel of being literally balls deep inside Kai's snatch combined with the wild speed she was putting out heightened Ben's sensitivity greatly. It wouldn't be long now since he was still a bit worn out from last night's eventful time with the three 'nurses'.

She leaned back against him letting his hands grab her breasts to fondle while her legs hiked up to press against the walls of the stall they were in. Ben's dick slicking in and out of her glistening cunt with no lack of energy brought Kai to a higher level of bliss as it went on for several more minutes before started yelling his name.

"Oooh Ben!! Yes!!" She hollered with her glasses nearly falling off. Her hips slid down onto Ben's pole one last time before squeezing her pussy muscles in grand orgasm onto the cock embedded inside.

Ben was now the one succumbing to orgasm with Kai's puss clamping down on him causing his manhood to spew forth jets of spunk deep into her womb. His hips thrust up a few more times before they finished with her laying her back on top of him.

Then the stall busted open revealing a very annoyed Elena with her arms crossed. "Oh it's on, Kai. We'll see who's the bigger of the childhood crushes today." She stated as if declaring war on Kai green. Elena guarded the door while the two cleaned up and walked out of the public restroom with her.

The Navajo told them she was going to look for a hotdog stand or something of the sort when Elena decided to take her initiative and sneak off with Ben before the girl would notice.

Elena was feeling peeved at Kai's antics; first the Navajo girl slid food into his mouth like she was feeding a baby thus nearly choking him, then she had the nerve to sneak off with him in a preemptive strike for a quickie in a bathroom stall.

'She's good I'll give her that, but I was learning tactical strategies when she was still a civilian in the valley.' Elena said stomping her way over to Ben, who was leaning down to drink out of a water fountain. He looked and noticed Elena standing in front of him with an all too sweet face that just meant trouble.

"Elena?" Ben asked lifting his head up, he suspected the two currently had a rivalry going on and

felt that 'sweet' smile only meant trouble for his physical health.

She grabbed him by the shirt and led him away. "You're coming with me, loverboy."

Minutes later Elena had him pinned to the grassy floor with her on top pulling up her shirt just enough to unveil her breasts. The fleshy mounds bounced free before his eyes and sparked arousal in Ben's pants as usual, she leaned down to let his lips touch one of her nipples to which he took to with gusto. His lips nipped and licked around her breast then she guided his free hand to her unoccupied right boob so he could softly squeeze it.

Ben alternated to the other breast with his mouth so he could play with Elena's other mound with his hand, the girl bit her lip and let him play with her bust for several minutes until she lowered herself down to undo his zipper.

Letting his erection free she enclosed her tits around the base shaft and pressed them tightly before shifting them up and down on his dick while licking the tip. This caused Ben no end of excitement which caused him to grip the grass beneath him,

While they were doing this Kai fumed and stomped about looking for them, but knowing the Plumber specialist all too well she probably used a portable cloaking shield device to hide while she had her fun with Ben.

'Sore sport, last I checked we were both his girlfriends. I thought this was a friendly competition, but I guess she's still upset that I made the first move.' Kai grumbled and sat down a park bench nearby when she heard faint moans coming from the bushes behind her.

Immediately she recognized the voice and what was happening. 'Oh no she didn't!' Kai stood up and went around the bench chair to the heavily bushy area nearby where she noticed hidden in the shrubbery was Elena giving Ben a passionate boobjob.

Kai's left eye twitched in annoyance and put on a forced smile. 'Oh well played, Plumber girl.' She thought watching Ben's dick twitch again leading to the Omnitrix hero spurting cum out like a geyser onto both Elena's face, shirt, and tits. Small chunks landed mostly on her chest which led it to drip down over her nipple making Ben feel aroused at the sight. He was still slightly flaccid but he was always solid for at least three to four rounds thanks to charm effect's increase in endurance stamina.

Elena rose up and wiped some of Ben's substance off her cheeks so she could put in her mouth and savor the taste. Kai stood up to her and both of them looked rather at odds with each other.

"Enjoy the show?" Elena asked smiling with some leftover cum on her cheeks. Kai looked peeved and was about to say something until Ben intervened.

"Okay enough! I don't know what kind of battle you two are having here, but it needs to stop. You both were there in my childhood as girls I really liked, but things didn't turn out like they do now. Elena and her father moved because of some complications, Kai kinda broke my heart when all she wanted was a Benwolf to train, no one here is in the right or wrong. Things just happen as they go, as it is now and always I want both of you in my life forever. So can we all just get along...?" Ben finished standing up despite being without pants.

Kai and Elena both looked ashamed of themselves for acting so childish earlier and Ben's words

certainly made a lot of sense to them. The past was passed and now here they were with their shared source of loyalty and love tell them he didn't care about the details as long they were here with him as they always were.

"He's right....sorry about earlier." Kai said looking back at Elena who held a similar expression.

"Y-yeah, me too. I think we both know what to do right now, do you agree?" Elena said brightening up and winking at Kai. The mocha skinned girl looked surprised but smiled and nodded before turning to look at Ben.

"Since everything's said and done, I say let's 'kiss and make up'." Kai said before feeling Elena's arms around her shoulders pulling her close to where they started making out in heatedly with tongues visibly diving in/out each other's mouths like it was a scene from a skin flick.

'!' Ben felt his wood return quicker due to the sight before him, even though he had seen two girls frenching so many times it still was a recipe for instant hard-on.

The view of Elena's semen stained shirt pressing against Kai's bust through her shirt added to that level of arousal, Elena had some of Ben's cum in her mouth when she made out with Kai thus sharing the taste on her tongue as they so often had done. After a couple of minutes the two broke leaving a dazed and blushing pair of gals with pink lit eyes gazing back at Ben in a hungry way.

In a matter of moments Ben was pressing against Elena whose back was pressing against a tree as he pushed himself into her vaginal opening with one firm thrust. Her left leg was being held at Ben's side by his right hand while he slammed his cock deep into her while fingering Kai's pussy.

The Navajo girl stood at his side fully naked except for her small red zip up hoodie with Ben's left hand furiously rubbing her nether region while dipping two fingers into her.

He was going to try and make it quick since they were indeed out in public and it was nothing short of a miracle that no one spotted them yet. Even their hiding place in the bushes would only cloak them for so long.

Elena's face looked beautiful when in the thrall of hiking pleasure, her eyes closed and her cheeks blush red with her mouth agape in hard breath. Ben's length plunged into her juicy pussy with little abandon as he multitasked his foreplay with Kai at his side. She was curled up beside him with his hand between her legs making it difficult for her to stand straight while they made out. Kai's tongue readily lapped around inside Ben's mouth thankfully without the taste of semen on her lips.

Elena's back uncomfortably grinded against the tree bark but the nirvana she was feeling outweighed the small itch against her back.

!

Within minutes of ceaseless pounding her fleshy passage Ben had Elena biting her fist to keep from screaming out and attracting unwanted attention. Her legs jerked and her toes curled up with her

back arching forward, Elena felt herself cum on Ben's dick! This usual cause led to Ben bucking up against her hips and letting loose multiple shots of sperm deep into Elena's womanly depths. Their hips bucked against each other's several more times before finishing leaving Kai to follow suit by having her climax with Ben's fingers being soaked in her juices.

Ben was on the grass floor lying next to Elena and Kai fully satisfied and wondering when the next unexpected challenge would arrive. There was still something amiss within him however, later tomorrow Gwen would take him to a friend of hers that specialized in soothing therapy of the mind and body. He had a hunch only more raunchy escapades would occur that day regardless. "So...we good?" Kai breathed loudly when speaking to Elena from over Ben's chest.

"Yeah, we're good. We may have to tag team more often after this, yknow." Elena suggested resting her brunette head on Ben's heaving chest.

"I'm fine with that, but as long as I get first dibs." Kai added sparking another jolt in Elena's patience.

"Excuse me? You did not just challenge me, did you?"

"You bet I did." Kai said smirking at Elena's edgy face.

Ben listened to all of this and noticed the sparks flying between them again, he inwardly sighed. 'Oh not again.'

Later the next day Ben made way to Gwen's school without telling his grandpa that he left the hospital again, he wasn't ready to just be confined there and be bored all over again. She he took up Gwen on her offer in having her friend help him ease back into his usual confident self.

Gwen's friend was named Emily, she was a cute sophisticated high school student in the same way as Ben's cousin, Emily was fifteen and she had medium length neatly trimmed blonde hair held back by a headband, she also knew of his work yet not his harem responsibility. What surprised Ben was not just her cool sophisticated demeanor but that she could do achieve many talents in her field despite unfortunately being confined to a wheelchair. A car accident had rendered her legs immobile but she remained positive nonetheless about everything from school to social life. (She's not an OC, wiki her up she's in the UA cartoon.)

"Okay, we're just going to lie you down on the masseuse bed here, it's really just an air mattress a friend of mine let me borrow, but it still works the same." Emily instructed placing her hands along Ben's back. They were in the school gym with no one else around and Ben had changed into some loose clothing for the occasion as per Emily's instruction.

He was clothed in nothing but a gray t-shirt and blue shorts while the gentle friend of Gwen kept her school uniform on. She remained in her wheelchair and moved over to Ben's head to soothe him into a somber mood by stroking his hair while the relaxation music played.

'This music is actually making me uneasy, or is that feeling coming from somewhere else?' Ben thought when she inched herself closer and went to work by pacing her soft elegant hands down

the middle of his back then back on up.

They were in the gym after school had ended and Emily had volunteered to help Gwen's cousin in his time of psychiatric need, not that he felt he needed it or needed to be done by a mere student of high school therapy classes. Emily was insistent though and Ben felt he needed to be out of the Plumber base for a bit to readjust to everything outside. He was still on for individual romance dates with the rest of the girls, but unfortunately this 'appointment' with the sweet hearted wheelchair girl couldn't wait.

"Just relax, Ben. I know more of the intimacies of spiritual recovery." Emily said kindly and continued stroking his upper back.

'I think I might need to recover more than my spirit.' Ben thought referring to his sore genitals. Kai and Elena really went all out on seeing who the better childhood sweetheart was, as much as Ben appreciated the attention he didn't want them to act like that.

Thankfully they more than made up later that evening once again leaving him even sorer than he was before.

"That feels nice, where did you say you learned all this?" Ben said making conversation to the blonde girl.

"I had a lot practice given to me while I was recuperating from the accident. I picked up a few things here and there as I moved on and became 'stronger'. I don't need my legs to live my life." Emily said inspirationally as she rubbed Ben's lower back again and patted the back of his head in a friendly manner.

"I'll admit you are one upbeat gal, I envy you." Ben said as she went slower along his shoulders.

Emily blinked then smiled wryly. "Oh what's this, the great Ben Tennyson being humble before a massage therapist trainee? I'm humbled that you're humbled."

'Snarky, girl. Hehe.' Ben thought in amusement, she reminded him so much of younger Gwen, but different. Apparently his not-so-secret identity of an alien super hero was shared knowledge now, he hoped it wasn't or rather that it was obvious to some people. Ben quite often changed in public, but thankfully the media hasn't hounded him yet. How Emily knew was still questionable, perhaps Gwen confided in her, it wasn't like Gwen herself wasn't a superpowered alien hero as well, but the factor of charm effect could also come into play.

After a few moments of silence Emily spoke up again. "Ben...I've told your cousin that I wanted something 'special', care to know what that is?" she asked suddenly serious. Ben's face turned to the side to look at her directly.

Her face seemed a bit sad, her frown said it all despite all the optimism she showed him just now. 'I guess she was hiding something too.'

"And Gwen told you I can help, didn't she?" Ben asked hoping his cousin didn't tell her best friend

everything. "How so?"

"Ben, I...haven't known what it's like to feel the warmth of a boy hugging me, kissing me, making me feel alive, but every boy I've ever known has always been a liar of sorts. They always either pitied me into offering me a date or thought they could get into my pants easier assuming I would take anybody out of desperation." Emily explained looking down then gazing back up into Ben's face. "I told Gwen I had a crush on you and that I wanted to see if you would take me out and show me a fun time, and...make me feel like a regular girl for a change. She told you had a way a certain 'way with ladies' as I heard her, I didn't understand exactly what she meant, but you never struck me as a jerk who's overly conceited. So...will you?"

Ben started to feel a bit of sympathy for her problem regarding her love life, but understood quickly it wasn't pity or anything of the sort that she wanted; she just wanted to be loved normally, fashionably, unconditionally without feeling at odds with her disability.

"Of course I will, but not because of anything else besides the fact that you're simply a very sweet girl and a lovely one at that." Ben stated honestly causing her to blush.

The headband wearing girl smiled and pulled him off the air bed to wrap him in a loving hug to which locked lips eloquently as he lowered himself down just a bit so she wouldn't have any trouble. Later when then detached themselves from each other the two took a moment to learn more about one another; from Ben feeling inner turmoil about nightmarish scenarios coming alive to Emily feeling like people look at her like she was a charity case.

After some more talking in the gym they got closer and closer; Emily felt a warm sensation in her heart and her eyes dimly lit up a pink glow. She gazed into Ben's eyes lovingly and placed her hands on one of his to hold it tight, Ben immediately recognized the charm effect into play and remembered one of the more basic facts about the magic; 'Anyone who is intimately close and possesses a certain level of affection would possibly feel the pull of the charm magic'.

'But I didn't activate it or anything, I know I don't have as much control over it as I would want, but there's only one reason behind this.' Ben summarized and nodded to himself before willingly accepting the thrall of the mystic aphrodisiac into his being. His eyes became aglow too and Ben boldly leaned forward to pull Emily into a tender lip wrapping kiss.

The girl closed her eyes and wrapped her hands around his neck while her lips squished against his, Ben then pulled her up out of the wheelchair and onto the air mattress with him as they continued.

Emily looked positively radiant when she blushed, her eyes were half closed and her expression euphoric as Ben pressed her closer to his torso with his lips sucking on hers.

She felt the inside of her being light up on fire with Ben's gentle embrace, indeed she wanted this very much and he was certain to deliver satisfaction. Her legs may not work, but the private area between her legs still did and it was certainly reacting to being within the boy's arms.

She had just met him and knows only so much on account of whenever Gwen would talk about him or whenever he would stop by the school to pay his cousin a visit. Recently when her

redheaded friend told her of his distress Emily jumped on the chance to help him out with slight hopes of getting to know him intimately. Now this was it, this was what she wanted and she couldn't have been happier with the result. Ben's well being still came foremost in mind but damned if he wasn't showing that he was perfectly well. Nothing about him seemed amiss; least of all his talent at making a girl feel fantastic.

His right hand cautiously went up underneath her shirt about to slide up to her B-cup size breasts, but Ben stopped and detached his lips looking directly in her eyes for permission. She instantly nodded and pulled his face back to hers for more sensual lip wrestling. His hand touched the skin of her midriff and glided up slowly to her breasts where it went underneath her bra to cup and fondle her breasts.

Emily reacted by putting one of her hands down to his butt and squeezing it with her left hand while Ben groped her. She wanted it, she wanted to go all the way, because part of her felt maybe she would hardly ever get the chance to meet someone like him.

His hands went to the sides of her waist and slowly pushed up her school uniform shirt to her breasts where Ben started unbuttoning it. Emily simply laid back and smiled warmly at him while he continued, her shirt came apart leaving only a bra that Ben already did away with, he now gazed upon her breasts she shyly showed him.

Ben smiled back and leaned down to take one in his mouth sucking lightly on her left nipple, this caused Emily to squeal in delight, his other hand then made its way down to her skirt in an attempt to undo it. Emily beat him to it however, her cream like hands gently did away with the skirt allowing him to see her light blue panties dampening.

Feeling hypnotized by the sight of the half-naked girl lying before him with a loving look in her eyes Ben decided to treat her by lowering himself down enough so he could pick her panties off with his teeth.

His mouth bit and nudged off Emily's undergarment by the hem, a sight she found extremely arousing, until he dragged it to her ankles and pulled them off to toss away leaving her completely nude.

Emily was blushing profusely and wanted to just outright say she loved him, but it was too soon for that and it may alter the intimacy they were having.

Ben's hands pushed open her thighs allowing him to drink in the sight of her hairless virgin pussy before him. He wasted no time in pushing his face forward to press his warm mouth firmly against Emily's folds so he could begin passionately kissing it before alternating between licking it up.

This caused the girl to toss her head around in sensitive response; Ben knew what he was doing and he was damn good at it. His right hand came up and rubbed around her inner thigh area before tracing around her labia with his two main fingers. He dipped those fingers in and inadvertently caused Emily to holler his name loudly in the middle of the gym.

Ben's head quickly popped up and looked around to make sure nobody heard them, when the coast was deemed clear he went back to work eating out the blonde girl's womanhood eagerly. Emily thrashed her hands about on the air mattress wishing it were an actual so she could clutch the sheets, but then she felt Ben's tongue dip into her pussy and slosh around causing her entire except her legs to twitch/jerk in orgasm!

This time Ben covered her mouth with his own to prevent her from yelling out, after a few more seconds her body ceased its undulations and she relaxed with him on top of her kissing her lovingly.

This went on for several minutes until Emily was ready again, so she gently pushed him off a bit so she could tell him to turn her over, which he did. Her ample butt was facing up and Ben got the idea she wanted his pole inside her most sacred opening now. Doing anal was out of the question since the first time of anal sex was always painful and she wasn't ready for that yet, so Ben simply got on top of her backside and pushed open her thighs to reveal her glistened cunt ripe for penetration.

"Are you sure? It will hurt on first penetration after all." Ben warned for her sake. She turned her head back to look at him from the side.

"I've never been surer about anything, please; make me a woman, Ben." Emily said turned her head back leaving a humbled Ben to grip his hardened cock and line it up with her snatch.

At first the tip pushed past her pussy lips, no pain there yet Emily obviously reacted to it by straining her face and feeling his girth wedged in. Ben braved all and pushed in a bit further causing her to clench her hands on the air mattress surface until he touched her barrier. Nodding to himself he firmly pushed himself in popping her cherry for the first time in her life.

Emily's face contained a mixture of pain at first, but as soon as she adjusted to Ben's sausage sliding all the way into her sheathe she took a moment to relax.

"G-Go ahead...I'm okay now." She said back to him, he nodded and started slapping his hips forward against her supple butt burying his dick into her pussy. Emily's face changed from pain to one of smiling fulfillment while Ben plowed into her. The waves of pleasure soon washed over her and she enjoyed every bit of it.

'She's very tight indeed, I know I'm not going to last long here. The charm effect isn't even activated either.' Ben thought continuing his pattern slapping his hips forward into Emily's.

He continued pounding into a red faced Emily for a few more minutes until Ben chose to use his left hand and rub her pussy surface furiously to bring her off before he came.

"Ah..aaah...oooagggh!!" Emily yelled out when her snatch took enough pleasure from Ben's dick sliding into her as well as his hand rubbing her off. Her orgasm came like a storm once again and his length was sheathed fully inside her tightness when it did. Emily's torso shifted forward a few



times as her orgasm took place, the feeling of Ben's seed filling her to capacity would not be one to forget.

After they finished cumming Ben laid down over and pulled the crippled girl into his arms for one long lasting steamy kiss. The two lay together naked for some time into the night.

Eventually Ben got up and redressed himself and Emily before carrying her bridal style back to her wheelchair before leaving the school with her. He volunteered to take her home with his car and when they arrived at her house, he asked if she would be able to schedule more appointments later.

She mischievously smiled her answer and pulled him down for another kiss before leaving her written phone number in his jacket.

"Thank you, Ben. For everything, I hope you'll come by here or the school more often now. I... don't want this to be a one-time thing." She said almost fearful that he didn't want a relationship, boy if she only knew.

"It won't be, I promise I'll visit every chance I get, I've been learning to multitask multiple responsibilities after all." Ben said enjoying the sight of seeing her face lit up at his answer. Ben knelt down and pulled her into last embrace before seeing her roll herself over to her house on her the walkway.

Ben turned around and headed back home, feeling a little better in terms of spirit. The girl made one last look to his car leaving the area around her house before whispering; ' I love you.'

Later...

Ben stood in his room looking out the window wondering if he really did have the courage to take on so much; protecting the Earth, being the boyfriend/future husband his girls deserved, or being a role model to be looked up to in the distant future. Usually the spunky big attitude lad known as Ben Tennyson would face these fears with a grin and a devil may care attitude, but the visions Phobos caste on him served as a wake-up call that he felt he'd been damn lucky so far. 'What if that luck runs out?'

"You know it's funny that for one who's always relied on his skills and wits all his life that he would count on luck now." A mysterious feminine voice spoke up causing Ben to go into alert and reflexively hold his hand over the Ultimatrix ready to use it.

"Who are you and why are you here in my room?" Ben called out looking around to see nothing.

"Ben, I don't need to answer that, because..." The voice became closer and within a pink flash of energy there stood a woman wearing nothing but one of Ben's bed sheets over her nude body. Her long flowing red hair and flawless beauty mystified Ben into thinking she can compare to the very goddess of love Aphrodite. She appeared to be in her mid-twenties by guess, but even though he didn't know the name of this woman he felt she was familiar.

Her green eyes and pink lips glazed over as she walked up closer to him, Ben's eyes widened in awe as he figured out who this was, and she was actually alive and real now.

“A-Amalia...?”

She smiled lovingly and nodded letting Ben run up to her to pull into an embrace.

“I'm back, Ben... and I'm alive now.” She said closing her elegant arms around his back.

“Welcome back, Amalia. Welcome back...” Ben said losing himself in her embrace. “I missed you.”

Suddenly he wasn't afraid of anything anymore.

End of chapter Thirty-three

Next chapter: Above and beyond (Xylene, Myaxx, Sunny, and Eunice.)

AN: That's a bout all of it up to date! Might work on that next one, but who knows. Enjoy the fic y'all and let me know if you want this story to go on! I know Ben has fallen out of recognition for a while, but don't let that stop you. Plenty of waifu characters exist in that franchise and their appeal always makes me want to write. :)

# **Naked Breakfast (Sunny, Gwen, Amalia, Eunice, Sandra)**

Ben's Girls

Chapter Thirty-Four: Naked breakfast

By Auumaan(Azure)

AN: Hello everyone! I was surprised with how many current followers for my RWBY fics were also fans of my original series of Ben's Girls. Small world, lol. Anyway, my files from so long ago were more or less lost to me because I had went through two or three hard-drives since then. Foolishly enough I didn't back anything up prior, I had only copy-pasted chaps 1-33 from AdultFF, but this chapter 34 wasn't among them. It was a brandnew update I had on FF before the fic got taken down again, and thank be I had a friend and longtime follower retrieve this file from another old reader. Really thought it was lost, bottom line; if any of you dear fans have the other chaps like 35, and 36, copied and saved before the downfall years ago I would really like to receive copies. Also if you have 'Being there for her', original non-smut BG fic, I would appreciate that one too. Anyway, this was a very new chapter that many had not read before, so enjoy! It features Sunny.

-

“So tell me again about this charm thingy? You say Ben has had it for a while and it made him as you call him a ‘Ladie’s man’?” Sunny questioned before sipping on the tip of her vanilla ice cream cone.

Walking beside her was Gwen, dressed in a tight beige long sleeve and short black denim skirt with matching shoes and next to her was Eunice donning a skin tight light blue t-shirt bearing a cat head symbol and white shorts that highlighted her elegant leg physique. The three girls had just recently heard from Ben that the long time entity/catalyst for their polygamous relationship had literally come to life, thus the three ventured over to Ben’s place to see her. The other girls would meet her in person later on since the Plumber gals including Charmcaster and Holiday were busy with work matters. Kai, Lucy, Jennifer, Helen, and the rest all agreed to meet the woman later on as well when everyone had some spare time.

“It’s a little more complicated than that, we’re not brainwashed or anything, but as it turns out each and every one of us held a long term affectionate attachment for Ben which Amalia amplified through the charm effect. The more Ben used it whether unwittingly or not she grew in strength enough to become a living entity of magic, and now it’s clear that she’s somehow manifested a physical form.” Gwen summarized as she stepped closer to Ben’s home in the near distance.

“Hmmm, you don’t say.” Sunny said with mild disinterest as she licked the remnants of her ice cream seductively out of habit. Gwen was mildly annoyed by her routine but said nothing as she rang the doorbell.

After a few seconds the door to Ben’s house opened slowly revealing a radiantly beaming Amalia wearing Ben’s favored green jacket over her nude body. Her breasts were barely covered by it which left her elegant and angelic lower body displayed for all of creation to see.

Gwen went beet red with embarrassment, the same with Eunice, but Sunny merely smirked deviously.

“What are you doing?! There are people out and about in this neighborhood and you’re posing like a playboy model!” Gwen stammered clearly peeved while Sunny chuckled lightly.

Amalia herself didn’t seem too unnerved by being in the open nude, but before any onlookers could get a glimpse of her Gwen lightly pushed forward to get back inside the house with the other two gals following suit.

Shutting the door behind herself Gwen breathed a sigh of relief that no one saw the nude redhead on the doorstep, Sunny kept giggling when they heard footsteps down the stairwell. All the women looked up to see a shirtless Ben wearing nothing but casual grey shorts walking down towards them while combing his hair. Eunice and Gwen blushed warmly enjoying the view of Ben’s now toned upper body, lately he had been through a lot including training of almost every Plumber base obstacle. Sunny bit her bottom lip in barely constrained excitement until Gwen elbowed her in the side to prevent her from jumping Ben right then and there.

“Hey girls! Good morning, I take it that Amalia already greeted you at the front door, huh?” Ben greeted in a friendly way not taking in account that he would’ve had nosy neighbors eyeing the redheaded goddess and her living tenement.

“Ben the last thing you need are some bystanders catching an eyeful of Amalia in her bare essentials.” Gwen said glaring which he just shrugged off.

“No harm done, plus I didn’t know she would answer the door that way. Anyone up for breakfast? I’m cooking.” Ben chirped earning a wave of mild surprise from the girl’s excluding Amalia.

“What are pancakes like? I’ve heard so much about them.” Sunny beamed eagerly like an anxious child.

While Ben receded to the kitchen to get started, but not before the girls momentarily stood still in awe of his physique. Sunny was still smirking mischievously and Amalia went back upstairs to change into some of Sandra Tennyson’s clothes for better comfort.

Nearly forty-five minutes later Ben was standing over the stove preparing the last of what appeared to be a dozen pancakes, he was no great shakes at cooking but when he cooked a recipe he knew well he would dominate.

Amalia had sat back down wearing a white tank top and skin tight workout pants, they were gym clothes Ben’s mother wore whenever she exercised.

“So Amalia, I can’t believe it’s really you. We always assumed you just existed on some metaphysical plane inside Ben’s soul or whatever.” Gwen discussed in interest.

Amalia sat upright and straightened her long beautiful red hair, in many ways she resembled Gwendolyn10K, but younger in appearance. Given that she was a living entity that had only existed briefly before becoming flesh and bone she was still mature and youthful.

“Well I did, but after so much I’ve been through with Ben in that universe and well this one I sorta wanted more. I wanted to live...not just literally either. I was dormant after we returned from the other universe, casting a portal connecting the two dimensions took an immeasurable amount of mana and was difficult to pull off, but as luck would have it we managed. Upon returning to this mana saturated environment, at least compared to the other universe, I felt my essence and powers growing considerably, I knew then I could make myself real though it would take time.” Amalia explained looking over to Ben putting out a small fire on a dashboard near the stove.

Gwen and Amalia continued talking while Eunice giggled at Ben's humorous attempts of firefighting a mini flame, but Sunny soon enough diminished the flames with a mana panel.

"Yeah that Nano machine world was pretty crazy, in fact I thought I lost Amalia a few times when she didn't contact me. Honestly I freaked out a bit." Ben added making the finishing touches to the breakfast set.

"When you weren't having sex with another handful of women over there, but really I did need for him to do that to replenish my health. I know how it sounds, bu--"

Amalia was interrupted by Gwen who held up a hand as well as a look of understanding. "You don't need to explain, we've long since made peace with this kind of life and the endlessly overactive libido of Ben. he also explained everything when he returned, we're just glad you're alive and physically real now." Gwen finished earning a grateful yet happy smile from Amalia.

Ben had set down trays of typical breakfast food, which the girls took to instantly, especially Eunice who was grinning like a smiling cat when she tasted the sweetness of syrup coated pancake. Sunny was a bit hesitant at first with the scrambled egg in front of her, but when she nibbled it she quickly fell in love with the side dish and took to it with great hunger.

Ben chuckled a bit when he notice Amalia sharing the same face Eunice had when she began eating her sweet pancakes, being that they're both recently made human Ben figured they've never experienced early morning delicacies as such.

"So Ben about that other universe, don't you think some of the girls over there would've wanted to come over and you know...be a part of 'this'?" Gwen asked earning an uncertain frown from Ben.

"It did occur to me and I didn't want to leave them, but the portal opened at such a random time and would only be open for a short time at that. I wasn't sure if Amalia could transport a group since we barely made it through ourselves." He explained feeling guilty.

Gwen instinctively placed a hand on his right shoulder in comfort, but Amalia looked as if she struck up an idea.

"You know, Ben, now that I have a body now and my life essence is no longer unstable I could, with enough power of course, reopen the gateway there." Amalia suggested causing Ben to bolt upright and look at her with hopeful surprise.

Sunny and Eunice looked in her direction as well with interest while chewing down their food.

"Are you certain, Amalia? You can really do that?" Gwen asked in wonder and the second redhead in the room nodded with certainty.

"It isn't difficult, it was dangerous for me to do that before because I was still just an entity inside Ben, my mana fueled life force hung by a thread every moment. However that is no longer the case, and I know a handful of those girls back in Rex's universe truly love you and wished to be with you. So...what do you say?" Amalia asked almost temptingly as she gazed into Ben's eyes from across the table.

Ben was unsure how to approach this; yes back in that universe he knew full well Briana(Breach) was truly devoted to him, the blonde widow Annie was too, and perhaps Kenwyn and the pink haired rocker chick 'Five' along with them. Should he really expand his 'menagerie' of lovers more than it already is?

'Let's do a head count here; there's Julie, Elena Validus, Kai, Gwen of course, Cassandra Holiday,

Melissa(Frightwig), Tracey(Turbine), Eunice, Carlie Cooper, Jennifer Nocturne, Lucy, Aunt Lily, my own mother I think, Amalia, Caroline(Charmcaster), Helen, and that's it. Jeezus it never occurred to me just how big this 'harem' was, maybe I should quit while I'm ahead.' He mulled in thought when an image of a heartbroken Briana(Breach) appeared in his mind as well as one of Beverly Holiday. He looked up with a renewed look of determination.

"You got it." Ben said with finality to Amalia who then nodded and leaned over with a steamy kiss on his lips.

She slowly let go with a dreamy look in her eyes. "You've already gone this far, why not go farther, besides I don't think some of those gals would be willing to move on without you anyway. We'll make preparations tomorrow night to take a quick trip back.

"Okay." Ben then looked to the side at the other three gals. "You three okay with this or do you think its too much?"

Gwen smiled and shook her head while wiggling a finger before him. "Ben do you really need to ask that question? Of course we're okay with it, we're just hoping you won't end up holding a bag of ice over your crotch later on. Almost all of us have these 'needs' of you on a near daily basis, hun." She answered earning a nervous smile from him, she then leaned on to him and softly nibbled at his right ear seductively with a little bit of tongue play around his lobe.

As usual Ben was instantly feeling the heat and hardness of his length rise, Eunice being that she feels everything Gwen feels also sensed the euphoric sensation of lust in her body. Sunny however smirked in anticipated excitement at what was to come next.

"It isn't like you left them on a sour note, Ben. You did share with them an amazing night before we left, if I recall I think it went a little something like this." Amalia then floated upward and emitted a wave of soft violet energy over all of them, eyes lit up in glowing pink as per signature of the charm effect, now all four girls plus Ben felt the need for 'it'.

And a mighty great need it is.

Before long Ben was shrugging off his shirt he had just put on earlier in front of a stripping Gwen who had her back turned to him. she had begun stripping at a teasingly slow pace with clinging her shirt to her chest while Ben stared at her luscious ass, he then stood behind her and cupped her face so she meet his lips with her own in a romantic embrace.

Eunice had shirt bunched up over her tits and wore nothing else below except her knee high white socks, Amalia only needed to shed Ben's green jacket off in order for all to see her naturally beautiful body with double D size breasts. All Sunny had to do was spin herself in a whirl of mana energy which made her tight skimpy clothing vanish leaving a figure exactly similar to Gwen's.

The other three femmes closed in on the couple in lover's embrace and joined in the soft flurry of flesh upon flesh; Sunny's hands trialed down Ben's chest to his enlarged member to stroke the shaft slowly. Amalia had hers on his buttocks squeezing with delight as she stole Ben's face from Gwen's vacuum like liplock, Amalia wasted no time in sliding her tongue down his throat with unrestrained fervor. Eunice could barely get in on the action and instead randomly groped around the encirclement, mainly she focused on feeling Ben's chest while cupping Gwen's ass.

After removing herself from Ben's mouth Amalia then knelt down below and propped herself between Gwen's thighs, she was caught by surprise followed by a wave of pleasure when the taller

woman's tongue flicked over her clit with lips suckling pussy lips. Gwen put her left fist to her mouth to restrain herself from loudly moaning out her enjoyment, only Ben had ever made her feel this level of sexual excitement and they were just getting started.

Soon Gwen was laid sprawled on the couch of the living room with the elder redhead between her legs tonguing and later fingering her pussy, Amalia was indeed an expert thanks to Ben's collective experiences and she was set to rile Gwen up now. Ben was now in a tongue play with Sunny and the girl was indeed more wild and aggressive, the brunette pressed him down onto the soft ground and hovered her rear over his head in a reverse cowgirl position where her snatch lined up with his mouth.

Taking the hint Ben grabbed her hips and pulled her down further to where he had begun kissing and licking around her labia while prodding her tight pussy canal with his right hand's fingers. Eunice stood unoccupied till she saw the golden opportunity of Ben's stone hard length standing up fully erect without anyone else giving it attention.

Ben felt his hips undulate upward in response to a moist warm sensation fully swallowing his meat, he moaned from underneath inner thigh area of Sunny and lifted her up just enough to see Eunice's head rapidly bobbing up and down on his lap. His girth entirely swallowed into her mouth as she rampantly sucked with great strength, a couple of seconds later she removed her mouth from it and grabbed the shaft so she could succulently lick his nut sack.

It was driving Ben insane with pleasure, apparently she's a quick learner despite her brief time here.

While Eunice reverse facefucked Ben's cock Sunny began grinding her juicy pussy over his head while he tongued her out, sure she was barely being initiated into all of this without actually notifying Ben first but the exhilaration of the moment spoke for itself. Her tits juggled back and forth in sync with her motions, she looked over to her right and saw that Amalia had rotated her body so that she and Gwen were locked in a sixty-nine position.

It was an intoxicatingly erotic sight to behold as both redheads locked legs around the other's head so they could each taste and suckle each other's pussies. This went on for nearly ten minutes when Gwen gushed in orgasm all over Amalia's mouth to which the elder redhead delightfully tasted, Ben's hips thrashed upwards repeatedly with Eunice's throat once again engulfed on his meat which then erupted with sperm splashing down it. She didn't let go and eagerly continued milking his cock for more as she gulped down each incoming glob of cum. Coincidentally Sunny clenched her thighs around Ben's head almost painfully when her climax came with orgasmic juices splashing onto Ben's face.

Sunny then removed herself from atop Ben's head and crawled over to Eunice so she could stick her left index finger into the unsuspecting blonde's mouth and scoop out some of Ben's semen she didn't swallow. Sunny made sure he was watching and placed the finger inside her own mouth savoring the taste, she even began sucking on the finger like it was coated in addicting cream. This sight obviously aroused Ben more, Eunice was simply startled and proceeded to finish swallowing the rest of her lover's sperm down her throat.

"Well then, Ben. Ready for rounds....two...." Amalia spoke pointing all over at all the girls.  
"..three... and four?"

Ben smirked, his length was fully erect and ready for action as always, he had slowly built up his stamina and sexual energy gradually from the beginning. He can go on for a handful of rounds even without the aid of magic.

“You know it, it’s starting to feel like old times again.” Ben answered before pulling Amalia to him to wrap his lips around her own while the other girls crawled towards like predators in heat.

Within a matter of seconds sounds of slapping flesh against flesh resounded silently throughout the living room; Ben was doing the slapping of his hips against Sunny’s. He was behind her in a spooning position on the couch driving his dick into her tight pussy over and over again while Gwen leaned forward to the point of insertion to lather her tongue on his thrusting dick then alternate to licking Sunny’s pussy lips. She took turns in intervals while Eunice was at her side cupping her breasts in one hand while slithering her other hand down between her legs to slowly dip her fingers in and out of her pussy.

Amalia had leaned down and captured Sunny’s mouth with her own, apparently she had taken it upon herself to ‘warm up’ the girls for Ben during intimacy. Between tonguing action and her pussy being serviced while feeling Ben’s throbbing cock shove its way deep into her cunt Sunny was already on the fringe.

Her dark hair bounced back and forth in accordance to Ben’s meaningful thrusts, she thought to herself that earlier she told Gwen she only wanted in to have sex but now it was so much more. This experience greatly highlighted how enjoyable Ben can be and wanted a permanent spot now in this polygamy he’s growing. She most certainly wanted Ben now.

A few second later Ben was now on top of her in the missionary position sliding his slick cock deep into Sunny in slightly slower thrusts, eventually she couldn’t take it and when Ben hit her G-spot she reflexively undulated wildly with legs locked around his waist as she cried out his name. of course the result was that Ben felt the tightness of her juicy flesh clamp down on his cock causing him to overload and once again spew chunks of potent jizz deep into her Anodite womb.

After coming down from her orgasmic high Sunny was left breathing hard and covered in sweat, but managed a lusty bedroom smile at Ben which he returned. He leant down for a kiss until he was pulled off by a very amorous Gwen who was bending over the side of the couch wiggling her rear at him.

He needed no more signals as he was ready to plow his long time childhood love, the solidity of his member remained and so did his stamina, with that Ben placed himself behind Gwen and lifted her right leg up.

“Ooah!” Gwen hollered out in gasp when the familiar sensation of her lover’s thick meat slowly slid its way deep into her vaginal opening. “Oooh Ben!” yep she was a moaner and she would always moan for him.

However...

Outside parked the car belonging to the mother of the house; Sandra Tennyson, she got out of her car and popped the trunk to pull various bags of groceries. She had her usual plucky smile on her face as she hummed to herself on her way to the front door, using her key to open the front door she walked into the living room and walked in on a sight that made her drop her grocery bags.

“Wha...?” She was stunned beyond belief at the sudden sight of group sex here in her own living room, not that she was oblivious to the reality of Ben’s odd relationship with the group of women he’s affiliated with, it was that it was so spontaneous.

After a couple moments along with the sunlight from the open door streaking into the living room did the group notice Ben’s mother standing in the doorway awkwardly and blushing.



“Uh...hey girls.” Sandra said unsure how to interpret this situation; whether it was to back up and let them continue hoping she didn’t ruin their moment or grab her groceries and proceed to the kitchen to carry on as they would, but Amalia had other plans.

“Been awhile, hasn’t it, misses Tennyson?” the elder redhead said standing beside the confused mother with a sultry.

Sandra looked at her and blinked a few times before opening them wide in realization. “Oh my yes I remember you now! It...has been awhile, but I do certainly recall your influence on me and Ben some time ago. I...see you’re physically real now.” Sandra finished awkwardly with a friendly smile.

“I’m so glad you remember me and the ‘favor’ I did for you and Ben, but that wasn’t what I meant when I asked that question.” Amalia’s friendly expression then turned lusty and she placed her right hand up Sandra’s crimson long sleeve shirt to cup one of her breasts.

!

It was then that Sandra understood what she meant and with a blushing face she slowly nodded, she looked to Ben who housed uncertainty on his features, but then she smiled naughtily and decided ‘Hell with it’.

“Ooohh Ben...” Sandra cooed seductively after feeling the revitalizing energy of the charm effect flow into her welcome being.

Ben breathed a sigh of relief that the awkwardness ended and the momentum of intimacy slowly returned, Amalia shut the door with her foot and Sandra walked into the living room with swaying hips.

Sandra shed most of her clothing but left on her bra which covered her ample large breasts, Ben returned to shoving his dick into Gwen’s passage to get back into the mood. Gwen’s face became redder and she bit down on her lip as her sensitivity returned to heightening levels, but to enhance that feeling Sandra leaned forward, now braless, to clasp her soft womanly hands on Gwen’s asscheeks and rub them in rotation circles.

In response her arousal increased, but the other girls such as Eunice and Amalia were getting a tad impatient and decided to liven things up until their turn with Ben came around. Eunice was on the other side of the couch where Gwen’s head was and leaned forward to slip her tongue into her waiting mouth while Ben continued drilling her from behind. His mother herself took to pleasuring her son by pressing her rather large bust against his face, getting the idea Ben took to fondling one tit in his hand and suckling the nipple of the other.

Sandra bit her bottom lip and moaned in excitement in lue of the taboo act of incest she was now taking part in, it excited her to a great degree that she thought herself incapable of. This continued on while Sunny, feeling already satisfied with Ben’s spunk dripping out of her quirm, made use of her availability and used her mana magic to pick up the dropped grocery bags and place them in the kitchen.

Another ten minutes later Gwen was clawing at the couch cushion while Eunice kept playing tonsil hockey with her mouth, her body wretched and thrashed and so did Ben’s as the Tennyson cousins came to climax together in beautiful unison. Gwen removed her mouth from Eunice’s liplock in time to scream out his name in bliss as her pussy muscles convulsed and squeezed Ben’s throbbing dick milking him of more sperm to flood into her womb.

The two undulated together several more times until Gwen collapsed on the couch in a panting sweat and with a loving smile on her face. Ben panted too, sure he was up for more rounds but needed a moment or two to recuperate, especially when it came to physically enhanced girls like Eunice or experience elder women like his mother.

“Gimme a minute, would ya?” Ben breathed looking at a smirking Amalia and Sandra.

They both looked at each other then back at him and said in unison; “No.”

Amalia then lit up her eyes in a glow of bright pink and chanted: “Vigorius staminas!”

Sandra got on her knees before her standing son looking ripe with energy and rigid hardness, the elder woman then licked her lips and embraced her naughtier side she had kept hidden for so long. She would tell Ben soon of the arrangement she and his father made, it more or less coincided with Lily’s arrangement with her husband. It was a solution that wouldn’t hurt anybody but was fair and would work out for everyone, it was primarily thought up of due to Ben’s recent activity involving his girls.

The appendage patted the side of the woman’s face before initiation by which Sandra pursed her lips on the tip of Ben’s cock lightly slurping it. Ben grinned with a light blush on his cheeks, this kind of incestuous act wasn’t quite new to him since Aunt Lily but it sparked quite the arousal in him. that wasn’t all however, Amalia and soon Eunice all converged on his erect girth much to his surprise and with Sandra’s left hand rising up to gently push him down on to the couch.

Amalia placed her lips against a side of the shaft while Eunice once again suckled on his nut sack with tasteful delight, Ben’s mother started bopping her head upward then downward lightly sucking/licking the tip of her son’s penis.

Ben gripped the cushions in response and strained his face, no matter how many times he is given this level of fellatio he’ll always melt from it, it was simply too amazing for words especially knowing that in a strange way all three girls were more-or-less related. Ben’s mother, Amalia who acquired her genetic code and bodily essence from both him and Gwen, and Eunice who is perhaps a genetic sister to Gwen.

“Ungh!” Ben twitched when he felt the deep moist fleshy space of his mother’s throat enclose around his pole knocking Amalia off his shaft. ‘Oh holy crap...! This is never un-awesome!’

The beautiful green eyes of Sandra gazed up at him with obvious eroticism and lust as she began bouncing her head forward and back like a piston. Her lips scraped the small amount of his pubic hair every time she swallowed her son’s girth to the hilt; it was obviously killing Ben in a good way. Amalia got up and placed herself beside Ben’s upper body where she placed her large luscious breasts in front of his face, he needed no hint and used both his hands to strongly grab/squeeze her tits for all their worth. Eunice kept herself busy still licking around his nutsack while fondling Sandra’s tits from below and fingering herself with her left hand firmly between her thighs.

After what felt like forever for Ben but what was really eight minutes of non-stop fellatio from Sandra he was about ready to blow. This only urged Sandra on thus she grabbed Ben’s hips and thrust her head on his length harder and faster than before, the increased suction felt like his dick was being sucked into a pleasurable whirlpool of moist spongy flesh. Soon Ben was practically bouncing off the couch and coming close to letting loose, when Sandra felt the first heavy spurt of her son’s semen splash down her mouth she removed her head from his dick with a plop letting Ben’s cock spew seed all over her and Eunice, coating their faces and breasts in his essence.

His appendage felt like it was spraying spunk forever and finally it ceased leaving it slightly softened and Ben spent for now.

Sandra scooped some up off her chest and sucked it up eagerly savoring the taste, Eunice did the same but Amalia missed out on that and instead licked some of Ben's jizz off of the petite blonde before leaning up and licking some more off her face. Ben was already getting excited again just by watching the scene, to move things along in their final stage of this 'session' Ben decided to take both Amalia and his mother onto the soft carpeted floor.

Positions shifted and he was ready for action once again, Amalia laid on her back on the floor with Sandra on top and Ben at their rear position ready to insert himself into either one of their juicy snatches.

"Hooaah....Ben...!!" Sandra moaned when she felt Ben slide his length into her pussy, Amalia wrapped her arms around her shoulders and held her close while her son had begun plowing into the blonde milf gradually picking up speed.

Her blonde hair tussled about as his hips continued slamming into her rear, after a couple of minutes of thrusting Ben pulled his cock out and slid into Amalia next, she visibly reacted in pleasure and welcomed the feeling of Ben inside her once again.

Amalia's legs hiked up a bit in response as he pounded his slippery flesh into her tightness, Sandra looked back and moaned her need to get penetrated again, which Ben happily obliged by alternating to his mother again. This went on while Sunny, Gwen and Eunice all rested on the couch naked together and comfortably, after a little while Ben's hips slapped into either woman's hips harder and harder. Soon he would burst but whom would he let loose inside, the obvious answer is...

"Here I come, mom!" Ben shouted as he alternated one last time to shove his girth into his mother's surprisingly tight pussy canal and bury himself to the hilt causing her to shout out in pleasure while feeling her son flood her insides with his seed.

He thrust several more times inside her and finally collapsed back onto the couch with the two other women following suit. They all laid together for a couple of hours until Ben woke up first and decided to get up and head to the kitchen.

"I guess it's time to make lunch then." He said to himself.

Later on they went over to CC's base/home where she and the rest of the girls waited for their fully recuperated lover and the new addition to the group.

"So everyone here's Amalia; the cornerstone of our odd yet functional multi-relationship." Ben introduced Amalia to the girls whom were all accounted for and sitting/standing in various spots all around CC's place.

Receiving some applause Amalia humbly nodded her appreciation and began going around chit chatting amongst them while Ben sat down on a couch with one arm draped around Caroline and another draped around Gwen.

"So what will be the foundation for the future, Ben? are you going omnipresent for all the childbirths and responsibilities that are sure to follow?" Gwen asked curling up to his side.

Ben chuckled nervously and nodded. "Sure thing, I'm only human after all but I do have the Omnitrix which should help me handle all those 'responsibilities' with a little more ease."

“You may think that, but we’ll be sure to make it rough on you, literally too of course.” CC added leaning forward to kiss him which then let him alternate with Gwen sharing his lips.

The moment was interrupted by a communication he was receiving from the ‘Ultamatrix’ he wore on his left arm, he usually prefers to call it ‘Omnitrix’ sometimes.

“Go ahead.” Ben said to the watch and his grandfather’s voice came up.

“Ben mission time, Azmuth wants your help with repairing a space station in orbit over Galvan Prime. Get to your ship pronto, if you wait too long the darn thing is going to get taken by the gravity of one of the moons and crash. Max out.”

With that the communication cut off and Ben sighed. “Duty calls, I’d better go.” Ben said getting up to be greeted/kissed by literally every one of the girls in the place before he would leave.

“Take care, Ben. We’ll see you soon when you get back.” Gwen bade him goodbye with one more kiss on his lip before Ben was out of sight.

Little did he know Sunny was nowhere to be found inside the girl’s place, she was following Ben by flight smiling mischievously anxious for more fun with him.

End of chapter Thirty-Four

Next chapter: Above and beyond(Xylene and Sunny)

## **Above and Beyond(Xylene and Sunny)**

AN:This reposted chapter was with BG shortly before it was taken down on FF.

Ben's Girls

Chapter Thirty-Five: Above and beyond

By Azure

"This is getting to be a problem, isn't it?" Ben asked with his head propped up by his right arm looking on through the 'Rustbucket II's frontal window set.

Grandpa Max was sitting right next to him in the pilot seat carefully steering the ship towards their destination; the Plumber trainee academy base hovering in orbit above Earth.

"If you're referring to this Plumber training station needing its gravity tethers among other things repaired, then yes. Though I suppose it isn't the first time this particular station had its problems." Max mused as he input a few commands into various control panel keys.

"Actually I was talking about my...girlfriends." Ben added turning his head to his grandfather hoping for answers.

"Oh? What's on your mind, sport?" Max asked looking to Ben attentively.

Ben sighed and leaned back in his chair to begin. "Well as always things are getting out of hand, now Emily and Sunny are pretty much 'In' the group now. Not to mention-

"-Your aunt Lily and mother?" Max concluded sparking a jolt of stun shock within Ben.

"W-Wait what?! Y-you knew? Grandpa I can explain...!" ben panicked trying to explain as best he can, but Max waved him off in 'calm down' type of manner.

"Ben relax, I know all about it, in fact I have known for a while now. Since last time I visited our family members I could tell from all the signs that your 'man mojo' as you call it led to unexpected circumstances with those two ladies." Max summarized and continued leaving a surprised look on Ben's face.

"I did used to be an elite Plumber agent, Ben, being a professional detective is one of my skills. And I know what you're thinking and it isn't betrayal of any kind. Your mother and aunt confided in me a while ago that sometime after your charm induced adventures started that they, along with Frank and Carl, felt the run off from that mystical flow of sex crazed magic. Both couples felt very young, vigorous, and virile as if their lives had been renewed, and since they each felt that their kids no longer depended on them that they could go and live wild a little while. See where I am going with this?" Max smirked looking towards and an attentive yet nervous looking Ben.

"Swinging." Ben deduced leaving Max to nod.

"It's not that they turned into deviants, they are still committed to their spouses and families though they felt that with a new lease on life should also come with an exciting new venture. Your mother didn't quite jump into the fray yet but she allowed Carl to have as much fun as he wanted while she waited to well....bed you."

Ben sweated a bit and felt a little aroused at the information. "The same with your aunt, it's all unanimous amongst the Tennyson family to partake in their naughty new entourage owed almost entirely to you, Ben. The irony is I think you were the only one in the dark about it, though I'm pretty sure Gwen tried to tell you had you not bedded her every time you met." Grandpa finished taking a breath leaving Ben to soak in the information.

"Wow..." The young brunette sighed to himself and slumped to look up at the ceiling of the ship. "Well..that explains that, but Grandpa, what do I do about my ten score girlfriends? I mean I'm actually afraid that I'll soon need to very much be this great provider they'll expect me to be in the future, especially when eventually pregnancy happens."

Max put a reassuring hand on his grandson's shoulder and looked in the eye. "You'll be just fine, Ben, I know it in my heart. You'll be a great father and of course a great polygamous husband to your girls. I'll admit I never expected this to happen to you in your young life, but life sure is full of surprises. Feel better?"

Ben smiled comfortably and bumped fists with Max. "Actually yeah I do, and the surprises never cease will they?"

"Highly doubtful that they will." Max answered as they both shared a chuckle when the least expected thing happened right behind them.

"Speaking of surprises! Good morning, loverboy!" A perky female voice shouted right behind their seats then a pair of slender female arms wrapped themselves around Ben's shoulders.

"Sunny?!" Ben exclaimed in surprised alarm as she evidently appeared out of nowhere causing even Max to be distracted enough to lose control of the wheel.

"Whoah...! Easy there!" Max adjusted the wheel appropriately and stabilized the ship after their initial shock wore off. Sighing in relief that he averted losing control of the ship he peered to his side to see raven haired alternate version of Gwen with her arms wrapped his grandson cuddling herself against his neck.

"I think I almost had a heart attack, I must be getting old already." Ben joked slowing his breath while Sunny kissed along his neck affectionately. "Sunny why are you here anyway?" he asked to the oversexed Anodite girl.

She looked up and blinked her eyes cutely before answering; "Do I need a reason to see my 'Sugar daddy'?" she purred and licked up against his left cheek causing him to melt a bit.

"Uuuuh...no...no you don't." Ben answered weakly with weakening restraint that's preventing him from taking her right there against ship's dashboard.

"Ahem, hate to interrupt you two, but we still have a mission in progress and it looks like we just arrived." Max interrupted hating to spoil their sensual encounter, but Ben knew when it was for 'work' and time for 'play'. Now since the Plumber orbital academy was in full view he figured now wasn't the time.

"Sorry, Sunny, but grandpa's right; its mission time and that means we'll have to keep ourselves in check until later. Can you do that?" Ben asked apologetically knowing full well how wild and mischievous this gal of his can be when it comes to sexual urges.

She pouted cutely and crossed her arms before shooting Max a brief glare. "Hmph, I'll try, but no promises. I mean I hope this mission goes by quick because at any moment I could feel the need to jump and mount you if I can't hold out. Once that happens there's no going back, honey, believe

me." She said directly to Ben with a clearly seductive bedroom expression that concluded with her licking around her lips tastily.

"Welp, we're here." Max said docking the ship and entering the dry dock landing zone, within minutes they stepped foot onto the space station to see it a little more than derelict and need of maintenance.

On the landing pad they saw a figure in the near distance which appeared to be feminine in shape, the said silhouette walked forward revealing a form of teal/green color scheme.

Max smiled warmly and approached. "It's been a long time, Xylene."

Out of the shadows the alien woman, whom Ben met years ago, stood before them appearing the same as ever before; with her curvaceous body in a skin tight suit and hind legs accompanied with tendrils sticking out of her face.

"Likewise, Max." The alien woman said with a smile. She looked over and waved a hello to Ben. "It's good to see you too, Ben, I trust you use the Omnitrix a little more wisely these days?"

Ben looked to the side chuckling nervously. "Define; Wisely."

"I'd expect as much, anyway, Max..." She smirked then turned a serious face to the elder Tennyson. "I'm glad the Plumbers sent you and Ben to help rebuild this station. The Plumbers have need of it more than ever since Extraterrestrial activity around Earth is on the rise. Since you originally designed most of this station and with Ben using his Omnitrix we can get it up to optimum performance soon."

Max nodded along with Ben and Sunny, whom held herself around Ben's right arm. "When do we start?"

A couple of hours later they had all gotten to work; Ben was being sent all over the place to help here and there while Sunny was hot on his tail repeatedly trying to get him to fuck her. Ben had a hard enough time resisting the urge to when he had to focus on work.

Xylene walked up to Max in an attempt to grab a kiss from him, but the old Plumber stopped her before she got closer. "Xylene wait, we need to talk."



She halted, curious, and stood by to listen. "I'm listening."

"I know we have a complicated history of an on/off relationship, but that's over now. I'm reconciling with Verdon, who's returned to Earth to try and start us over again. I'm giving her that chance, she was my wife and the mother of my sons, I hope you can understand why I'm trying with her." Max said with genuine sincerity hoping not to upset her and it looks like the alien woman wasn't too fazed.

She nodded. "I understand perfectly, Max, I just needed to know where we stood. After all my species live longer than yours and we don't have the same hang ups around issues regarding spousal relationships."

Max sighed in relief, glad that the awkwardness was out of the way now and tht Xylene took it well. "Glad to hear it, now Ben and Sunny are taking a break and we're almost done. I'll be in the engine room calibrating the gravity core, we'll meet over in the control room an half an hour."

"Understood." Xylene answered as he walked away, she knew full well what she said, but she still felt something was taken from her that'll never be returned. Usually her species is rather null emotions, but her long history with Max along with the sudden cut-off left her wondering.

Several times throughout the time period of fixing this base Ben turned Upgrade, Brainstorm, GreyMatter, Heatblast, and Upchuck. Each alien form for various tasks that no sooner exhausted him to the point of collapsing in the control room chair. Of course Sunny was nearby to take advantage of his fatigued state, but she did promise she wouldn't pounce on him herself, though to her that didn't mean it couldn't be vice versa.

She smirked evilly and proceeded into the room where Ben's attention was caught by her presence.

"Sunny...I'm-"

"Not nearly tired enough, Ben, not until you find your need for it. So don't worry because I'm not doing anything." She interrupted before stretching herself as if she had just woken up from a nap, Ben eyed her without moving since her stretch in that tight purple shirt perfectly framed her plump breasts as well as showing her nipples through the fabric.

"Unf!" Ben stammered as his resolve began caving, he figured he would give in sometime soon

anyway, but for Sunny to coax out his inner demon of lust this way was overwhelming. On reflex to usually always being seduced Ben typically struggles to control himself, but the question that now popped into his mind was ;'Wait, why am i trying to restrain myself?'

Sunny then bent over to her toes with her legs spread apart stretching her ass in the fabric for her black mini-skirt, that is until Ben made a move.

'Force of habit I guess, that isn't the case anymore since she's one of the girls I'm in a relationship with. Welp, time to embrace the 'demon of lust'. Ben thought as he got up and grabbed the Anodite girl by the hips naughtily.

Moved her upper body back to where he roughly grabbed her chest with his free hand and captured her face in a searing tongue invading kiss. She mewled in appreciation and gave in to his demand while her purple shirt was pushed up revealing her breasts.

'Finally..! all work and no play makes me a very needy girl...well a girl with only one need on her mind and only Ben is the one to fill that particular need.

Ben pressed her against the wall with her bare backside and hiked skirt facing him, he was letting out a day's worth of pent up sexual desire due to having being 'treated' nearly every day.

She placed her hands flat against the wall's surface with her rear sticking out as if she were a suspect being inspected for weapons, her rump was still partially covered, but not for long. Ben knelt down and bit a side of the panties to yank them down, this kind excited Sunny a bit more. His hands held her thighs then moved them farther apart where he could now see a full view of her juicy folds staring right back at him.

Making the initiative by moving his head forward to where his nose scraped her small patch of black pubic hair, Ben brandished his tongue and gently trailed it in a circular motion around her womanhood.

Sunny breathed for this subtle romanticism was indeed exciting her more with the tease Ben was doing, his tongue went about lightly licking her pussy lips for several seconds before he pressed his lips to it in order to slide his tongue into her opening.

She bit her lips as he probed deeper, clearly getting lost in the moment, Ben moved his hands to her ample pale buttocks to squeeze while he dipped his tongue repeatedly into her sex.

"Uunnggha!" Sunny squealed in delight as he continued, her body reacted by pushing itself up closer against the metal wall with her C-cup breasts pressing. Her heels popped up as she stood on her tippy toes clearly nearing her orgasm as Ben hungrily ate out her juicy snatch.

Her left fist lit up with mana and pounded against the wall in reflex to her body thrashing orgasm, her moans became loud and Sunny's pussy muscles convulsed on Ben's mouth coating his face with her sex juices.

She had just finished cumming and turned around to where Ben could see her bare breasts as he stood back up, she roughly grabbed him by the collar to force her tongue into his mouth where they engaged in more eager tongue play.

Ben placed his hands on the back of her head tangling them in her raven locks while she jumped up to wrap her legs around his torso in excitement. Her light pink lips succulently vacuumed his lips circling his tongue into her mouth, the heat was increasing and a few moments later clothes were discarded all over the floor of the room.

Flesh slapping sounds resonated as Ben's sweaty form pounded his hips repeatedly into Sunny's rear; her hair swayed back/forth in sequence with Ben's pole pounding into her quivering pussy.

She was on all fours in doggy position while he thrust like a piston at her sex, luckily the space station was large which yielded little chance of them being heard by Max and Xylene.

'It's amazing that her body completely mirrors Gwen, even the tightness of her...ungh...snatch!' Ben thought heatedly as she rose up to press her bare back against his chest while he continued. She reached an arm around his neck in order to pull his face in for another steamy liplock while he cupped her left breast with one of his hands.

Though they were alone in the room, outside the room watching from the door's window view stood an unnoticed Xylene surveying the scene of human romance before her. 'Human practices...' Xylene mulled in thought continuing to watch, she often remembered times where she would have jumped at the chance with Max after learning about human sexual congress, but chances were missed and things change over time. She lamented for a bit, but then felt an uplifting sensation in the center of her chest. Xylene felt a wave of intrigue and mild desire for a certain individual that wasn't Max Tennyson, she looked up with glowing eyes over at Ben, who had started cumming only for Sunny to swallow his length to the hilt just before he did.

'Young Tennyson...' She thought about when she first met him as an outspoken child with a knack for disobedience and willfulness. Now she sees him as an adult; a younger past version of Max that inherited his best features and then some. 'I wonder, does this strange flutter result from Ben Tennyson? If it does...maybe it's not too late....for me.' She thought hatching an idea.

Xylene then heard Sunny gulping down the rest of Ben's semen while he still held her head between his legs, after a few more seconds he let go and she raised herself back up with a bit of white creamy goo seeping from her lips. She breathed an 'ah' in tastiness and wiped off some of Ben's jizz from the side of her cheeks.

"Delicious as always, now on to rounds two and three; Invigorus staminas!" She chanted a spell and cast a violet aura around her lover allowing him to return to full hardness with stamina refreshed in milliseconds.

"I'm so glad Gwen taught you that spell." Ben said grabbing her by the shoulders and kissing up her neck as the two stood naked together in the faint light of the room.

Xylene was watching longer than she thought she would have wanted to, part of her was engaged to the scene and another part had her sitting down with her tail stroking back/forth between her legs.

Sunny decided to change things up a bit and begun her transformation only partway; her hair tussled weightlessly in the air glowing bright pink though her form remained human.

Ben suddenly felt weightless too as he and the Anodite girl floated in the space of the room naked together as though the gravity were turned off.

'Neat trick.' Ben thought impressed floating over to Sunny, who hovered, laid back spread eagled with arms outstretched towards him in a loving needful gesture.

Ben didn't need any provocation to indulge her, instead he pulled her to him and guided his fully erect sausage into her moist quivering hole that was pussy. With a slick he was inside and gradually drilled himself all the way in to where his hip bones grinded hers.

Sunny didn't bother to hold back her scream of delight and simply let Ben have his way with her; he held up her left leg over his shoulder and held her with his other. He had begun the process of slamming himself into her snatch; his cock energetically sliding into her flesh moistness causing

her to thrash in joy while he savored the sensation no matter how times he had it.

While they were at it Xylene unwittingly ripped a piece of her body suit off; the crotch area where her wet teal skinned snatch was now being furiously masturbated by her tail tip. She didn't understand the motivation by her sudden actions and, in the current heat of it, she didn't really care. her body undulated a bit leaving her head to crane back letting her face tendrils touch her back, then out of nowhere she got the idea to grab one of them with her left hand and suck on its tip erotically.

'From where do these thoughts manifest?' She thought closing her eyes and sucking repeatedly on her own tendril while her tail fucked her pussy in sync with Ben pounding into Sunny.

After a couple more minutes both Ben and Xylene cried out in unison as he made one last shove of his meat deep into Sunny's juicy snatch before spewing globs upon globs of sperm into her depths.

At the exact same time Xylene bucked her hips on her tail tip gushing her vaginal juices over the floor, slowly she came to some of her sense and realized that she had hollered loudly, but fortunately Ben and Sunny didn't notice over their own orgasm cries.

Both teens were breathing hard and loud, Sunny's hair was still aglow as she drifted to lie down on the floor with Ben. She cuddled up next to him with semen seeping out of her pussy, outside the room Xylene quickly cleaned herself up after climax and sought to head back to one of the other rooms to fix up her ripped suit.

'This is very curious, I have never acted like this before, not even with Max. I'll need to ponder on this odd feeling...' Xylene thought before leaving the area and leaving Ben to spoon Sunny in the room beyond.

An hour or so later they cleaned up together and left the room to rendezvous with Max in the core power room, soon enough came in Xylene with a newly repaired suit and unusually anxious demeanor written on her alien face.

"Well now that we're all here, I'm happy to report that progress getting this station up to proper conditions is nearly complete. I just need Ben and Xylene to manually install the orbital capacitors down in the base level of the station." Max summarized.

"Got it, gramps." Ben acknowledged along with a nodding Xylene.

"It's a heavy lifting job because those capacitors weigh a ton, Xylene's telekinesis and one of Ben's brute strength aliens will be needed for it." Max added before turning to Sunny. "Although I didn't expect you come along, Sunny, I'll have need of your energy powers in the reactor room."

Sunny pouted and crossed her arms again like a child, she wanted to go with Ben for another round of sex, but Ben gave her a stern look to which she reluctantly complied. "Okie dokie." Sunny chirped before lighting herself up in Anodite form and following Max's lead as they left the room.

Ben looked upbeat and glance sideways at Xylene; "Well it looks like it's just you and me, shall we?"

She nodded. "Very well, let's be underway then." They walked out the doorway together with Xylene hanging back a bit intentionally eying Ben's rear, she didn't know what possessed her to do so but she felt she had to.

'Hhhrm.' She thought lightly licking around her teal lips with her lizard like tongue.

Fifteen minutes later down in the capacitor room Humongasaur bent over to pick up a boulder sized capacitor that resembled a propane tank while the said alien woman floated nearby with eyes aglow meaning she was telekinetically lifting a separate capacitor.

"So where did grandpa say he wanted it?" Humongasaur struggled to say carrying to two-ton object.

Xylene successfully attached her item to a nearby port connected to the rest of the station. "Six feet to your left there is another port, place it there and we're finished." She stated leading Ben to the spot.

"Nng- ha! There we go!" Humongasaur stated placing the overly heavy object into its port and dusting off his hands before transforming back to human. "Another job well done, if nothing else I think its time for a lunch break, I could use some rehydration lately."

Ben was about to walk out the door until it suddenly shut in front of him. "What the-? Malfunction perhaps?"

"No, it's me." Xylene said from behind him, Ben turned around to see her eyes aglow with her powers and a glowing hand directed at the sealed door. "So...I guess there's something on your mind, Xy?"

Had she possessed pupils she'd be looking to the side in slight nervousness. "Ben, I have...a need of you if you will hear me out."

'I think I know where this is going...' Ben thought feeling his arousal rise automatically. "What is it?"

She took a breath then spoke; "I have no doubt that you will explain the situation fully later on, but recently I have garnered a strange sense of arousal around you since your arrival upon this station. I do not wish to be rid of it since I've not felt this way in ages, I wish to feel more alive then when I did years ago, Ben. I simply don't wish to be alone as a soldier for hire forever, I'd much rather... live long with you at my side." She confessed zipping down the top part of her suit revealing her teal skinned C-cup breasts that jiggled free.

"I...would like that, Xy, I can certainly abide by your decision, but I won't force you into anything. What do you choose?" Ben asked causing the all-serious alien woman to smirk when she eyed below his waistline at the tent on his jeans growing larger.

"I think our answer is unanimous, Ben. Come here." Xylene then lit her eyes up again to telekinetically pull an unsuspecting Ben over to her.

"Whoa- Mmph!" Ben was taken by surprise until he found himself locked in her arms while still telekinetically floating in the air.

He looked into her violet eyes as she opened her mouth wide with sexual hunger, her long lizardlike tongue snaked out and caressed his chin before sliding past his lips and into his mouth. Ben was already used to something like this with Helen Wheels and still it excited him greatly.

The long fleshy extension sloshed around in Ben's mouth careful not to go down enough to choke him, Ben in turn suckled on her lips while his throat cushioned her long tongue. His hands went to touch her dark turquoise nipples and pinch/squeeze in eager delight.

Xylene inwardly squealed in delight for not even Max has excited her to that extent before. Her tail came around to pull Ben's pants down and free his erection from the confines of his clothing, she

eyed it and was impressed , her tail then wrapped around his shaft like fleshy coil.

'! Ben was alert in sensual excitement now, only Helen and Frightwig have ever really been this kinky with tails or tentacles, but the rush of arousal never went away.

Like a coil spring of leathery flesh Xylene's tail continued stroking his dick while her tongue kept lathering around inside his throat and soon wrestled with his tongue. This foreplay continued for a few moments until Xylene removed her long tongue from his mouth trailing a string of saliva. Around the same time Ben's rod started ejaculating onto her tail, globs of sperm spewed all over her lower body and tail as her TK deactivated letting Ben fall onto his butt.

She eyed the jizz coating her tail hungrily and pulled it up to do something extremely erotic in the eyes of Ben; she placed the tip on her lips then sucked it in without pause. Her cum covered tail went in a little farther till she suck off all the sperm she could get into her mouth, she tastily mewed in delight while Ben watched and re-hardened.

He was now as hard as diamond by the time she finished and swallowed up what she had sucked off her tail, mouthing a tastily satisfied 'ah' she then telekinetically removed her clothing and ripped apart Ben's as well.

She crawled down forward to him like a hungry predator merely inches from his face with expressing lust and beyond. "You claim to handle aliens well enough, let's see how well you handle me."

"Challenge accepted." Ben answered before pulling her into a deep loving kiss.

Half a minute later another repeat sound of flesh slapping against flesh resonated throughout the room; sitting her teal butt atop one of the wooden crates sat Xylene with her hind legs up over Ben's broad shoulders. They jerked in harmony whenever his pole digs right back into her unbelievably tight juicy flesh, he pounded away at her pussy while she got kinky again and fondled her breasts in order to lick each nipple in sequence herself.

Slick slick slap Ben's sausage buried itself into the mature snatch of the alien woman without wait, her tail wrapped around his waist to ensure his attachment to her whenever he would cum which wouldn't be anytime soon.

'So good..! I needed this! I...want this feeling every day!' Xylene thought in euphoria with her more



sexually repressed side coming out finally.

Ben started hammering away faster and harder causing her to grip the edges of the crate she sat on, then he closed the gap and leaned forward to capture her body onto his in deep embrace. Her hind legs jolted up and wrapped themselves around him entirely while he slapped his hips down onto hers, this indicated she was very close indeed.

With her tits squishing against his broad chest and the tightness of her snatch starting to convulse it wouldn't be long before Ben would cum as well. Her tongue snaked into his mouth again in a very erotic manner as the two hold onto each other for what felt like forever until it happened.

"Mmph! Hoaaah....Xylene! I-I'm...!" Ben hollered letting go of her mouth when his hips thrashed wildly against the alien woman's own hips on their own. She shouted at the same time too as Ben's spunk soon poured into her cervix, it almost felt like a gallon of semen filled up her vaginal depths as he continued cumming inside her.

Soon enough he finished slumping over her with a content look on his face, her teal arms wrapped around his back lovingly while they rested together.

For the first time in years Xylene felt more human than ever in her long space traveling life, and she had one horny teenager to thank for it. Still unclear what brought out this side of her, but she had no complaints about it and felt Ben will explain in due time.

Later...

Sitting down in the Rustbucket two and strapping in to the passenger seat Ben got comfortable and tried to rest easy would it not be for Sunny sitting on his lap. Max was about to give the all clear to launch until the docking door opened and in came Xylene herself.

"Xylene? What are you doing here?" Max asked curious but had an inkling that he knew what she was going to say.

"Going with you, I've no other significant place to return and feel as though a 'time off' would be beneficial for me on your planet." She explained then looked over to Ben with a smile. " Especially since now I think I've found a new occupation to take part in at Plumber HQ down on Earth."

Max eyed Ben with a 'You didn't...' type of expression, Ben simply shrugged nervously.

"And here you were complaining ." Max commented before starting up the ship. "Well, welcome aboard, Xylene. I hope you'll enjoy down on Earth, just don't try to rile up Verdona like you used to."

She merely smirked. "I don't intend on ruffling feathers, Max, but yes I'll enjoy being on Earth."

"Enjoying it very much." She added eying Ben as the ship took off, she wasn't looking to commit to marriage, at least not yet, but for now she was just happy having a lover that was as vigorous as Ben.

End chapter

Next chapter: Alpha Level threat

AN: This old lost chapter I got from a longtime reader and am super grateful for it too. If anyone else has chap 36 lemme know asap! If not then no big deal, i got a general premise in mind for the next arc anyway.

# Heroes Reunited Part One-(Charmcaster, Frightwig)

AN:Update time!

Committed girlfriends: Gwen, Elena, Emily, Julie, Eunice, charmcaster, Frightwig, Turbine, Kai, Jennifer Nocturne, Carly cooper, Lucy mann, Amalia, Helen wheels, Cassandra Holiday, Sandra Tennyson.

Currently sex only partners: Sunny, Xylene, Camille mann, Lily Tennyson, young Verdon.

Committed girlfriends from G-Rex universe: Breach, Beverly holiday, Annie, Kenwyn, Five.

## Ben's Girls

### Chapter Thirty-Six: Heroes Reunited Part One

By Azure/Auumaan

*' This ain't no place for a hero, no place for a better man.'*

"Sooo...nothing on the agenda today, gramps?" Ben asked tapping the flat screen of a Plumber datapad. On the screen shone Max Tennyson's face looking as focused as ever despite pleasantly shaking his head 'no'.

"It's been quiet so far and that's what worries me. Too much peacefulness is always unnerving, Ben. My instincts are telling me that something's going to happen soon, so be on your toes." His electronic voice worded to a cocky looking Ben.

"When doesn't something happen, Grandpa? At worst it's just another world-threatening calamity or another alien big-bad that's gotten too big for their coat. Nothing I can't handle." Ben said waving his grandfather's concern.

"Maybe, but it never hurts to be ready. **Always** expect the unexpected." He warned to his confident grandson.

"Noted and don't worry, I'm on my toes." Ben nodded.

"Good, anyway how are all your girlfriends doing? You must be up to at least twenty by now, I gather." Max asked smirking at his grandson's nervous plight.

"Well, it's going well enough; everyone had their own daily things to manage which leaves my schedule wide open for today, which is rare and a relief too, because my junk needs a cool down period." Ben groaned relaxing at the couch within the living room of CC's plumber penthouse.

He heard Max chuckle. "Well it's what you more or less signed on for when using the charm effect willingly half the time. Just remember; you have to be fair to all of them, Ben. They're not trophies and dividing your time amongst them would be ideal."

"Thanks for the tip, Grandpa, but I make time enough already. Each day my hours are sworn to several of them when they're open, if some aren't then I spend time with others that are free. I care about them all equally; some of them aren't in for romance just for sex like Sunny and Xylene. it's just a bit rough sliding here and there, plus they said I'm not allowed to use my Echo-echo clone trick unless it's for sex." Ben explained hearing the entrance door slide open revealing Charmcaster(Caroline) and Frightwig(Melissa) in their skintight plumber suits looking somewhat tired from their shift on Plumber duty. Both girls pleased to see their boyfriend before them, who had just now turned around to bade them greeting.

"Hey ladies, how was work?" Ben asked pleasantly as they walked over and sat down on either side of him in a cuddle.

"Pretty boring really, not much to patrol unless it's the Forever knights making trouble on a small scale." CC replied nuzzling her head against his neck. Melissa undid her tendril hair from its ponytail so she could grope Ben's crotch with a few of them; the ball tips rotating in light massage of his groin.

"Got that right, it pays well enough but we gals need excitement on a daily basis." Melissa said licking the side of Ben's cheek with her tongue until Ben held her chin to his lips so he could pull it into his mouth in a French kiss. She moaned in appreciation while her tendrils started rubbing his crotch area faster in rotation.

"Ben honey, we've had a dull day, mind exciting it up for us?" CC purred making Ben or rather his body got excited. He detached his lips from Melissa's dark ones and turned to the screen of the data pad where his grandfather awkwardly looked to the side.

"Oops, sorry grandpa, forgot to end call, I'm going to do so now." Ben apologized and held the data pad close so he could touch the 'end call' icon.

"Don't let me keep you, but if anything major comes up rest assured I'll interrupt. World threats don't wait after all." Max smile and nodded to Ben just before the call disconnected with the pad being set down.

Charmcaster pulled him into a kiss as Melissa fingered his zipper open to pull out his now erectile tool of flesh. Grinning to herself she then manipulates her tentacles of hair over to the length to gently constrict about her beloved's shaft.

Ben instantly noticed this and murmured pleasantly before CC started nibbling on his bottom lip playfully. Her tongue came up next to slither around before being swallowed in by Ben's lips, the two resumed their overly erotic lip-lock while Frightwig began pumping his shaft with her tendrils. She had also started keeping busy with diving her own two hands underneath the suit spandex in order to rub her juicy vulva.

Ben held CC over his lip like a child in trouble, raising his hand up high he brought its own like thunder and slapped those ample pale buttcheeks! CC bit her lip in response, her eyes rolled up a bit as well, Frightwig watched in amusement from the side with her tendril hair whips wrapping his shoulders seductively.

Ben's palm raise up and patted back down to her cheeks making the silver haired seductress continued biting her lip, her vulva was getting moist in excitement clearly this was a new kink of

hers. Having dominate Ben or vice versa was enough to sexually excite her but this new fetish she possessed intensified her arousal.

Grabbing and squeezing her left butt cheek again Ben then prodded deeper with his right main finger which was now poking the ring of her anus. CC squeezed her eyes shut in stifled herself from howling in pleasure, Ben had really found her sweet spot with this new approach.

By now both of girl's suits had been peeled off leaving them in their glistened nude glory for Ben to enjoy visually. Ben now started slapping those pale mounds of Charmcaster ass, slap by slap each with a firm palm which was reddening the skin.

"Harder! Spank me like you mean it!" CC demanded with a face of pure ecstasy, Ben was all too happy to oblige continuing raising his right palm up to bring it down in steady sequence upon the booty.

Her cheeks were getting blistered red and CC loved every bit of it, Ben could tell when he felt her shuddering and gasping while still in his lap. She had come from so much of the excitement he gave in lue of her newfound fetish, the silver haired sorceress stood up with Melissa tangled in her arm's embrace.

He obviously knew what was coming next, CC leaned in to Melissa's pale face and drew her dark lips apart with her own. One girl's tongue slithered out into the other's worming its way over the lips making the usual flesh sucking sound Ben enjoys hearing.

Frightwig's tendrils caressed CC's upper back with one tendril tip moving up to her mouth for her to suck on like a lollipop while two more moved down to her pubic region.

The ball tips rotated together between her inner thigh area smoothly gliding against her squishy vulva, CC mewled with her lips still sucking on the ball. Frightwig craned the spellcaster's chin up so she could enclose her own dark lips over the ball's tip together with CC in an overly erotic display that literally made Ben have a nosebleed.

Wordlessly he got up and removed his clothing while walking towards the girls, he was completely in the nude with his erectile length standing at the ready. The girls noticed amusedly before pressing themselves closer together resulting in both sets of C-cup size breasts squishing each other.

"What are you waiting for, hero?" CC purred seductively to him when he closed in behind the sorceress cupping her butt with his hands as he leaned in to pull her mouth onto hers. Succulently his mouth ravished her velvet pink lips; every bit of flesh was being tasted by his hungry lips with tongue thrusting in.

Frightwig breathe heartily at the sight, feeling her sexual excitement rise each second she witnessed Ben's treatment to fellow bride-to-be. She leaned in with her tongue slightly outstretched to trail along CC's elegant neck in slow suctioning kisses.

CC's arched her back in reflex at the sensation of being ravished by two lovers; Frightwig tenderly treating her neck with her mouth as well as masturbating her nether region with her tendril tips. Also Ben tonguing out mouth's cave while he sucks her lips and....

"!" CC ws cut off from thought when she felt his hardened member prod her supple buttcheeks apart lightly poking her light pink anus. "Ben..." CC asked uncertain about anal sex given her limited experience.

Ben eyed her deeply while Frightwig moved herself down to her breasts to nibble/suck on, on will Ben felt the charm effect trance engage itself thus igniting everyone's eyes a glow in pink mana.

It also alleviated any doubt or fear she may have had regarding her rectum, her expression became one of mischievous eagerness that looked back at him with a sultry smile.

"Do it." She commanded firmly before gritting her teeth in endurance as Ben's tip pushed open her butthole. Her eyes squinted a bit as he gradually pushed his length into her unbelievably tight cavity of smooth dry muscle.

"Oaaaahhh!" CC couldn't hold back anymore and let out her mixed cry of pleasure/pain when Ben made one finalizing thrust into her anus.

Ben settled himself for a moment letting her adjust to the new feeling. soon enough she looked back with a reassured nod to Ben thus starting the motion of his hips retracting from hers only to slam back in with his cock buried in her ass.

Her face contorted to one of pure bliss as he began pounding into soft pale butt, her juicy snatch was getting more excited and moist in response. She felt her body bounce in sync with his hips slapping into her rear, Ben can be both gentle and rough during lovemaking, slap slap Ben's hips patted into her pale buttocks with a long hard meat drilling her ass.

Frightwig then got a kinky idea and pressed herself forward some more when she made several of her hair tendrils grind each other. This lead to the removal of several ball tips from the hair tentacles, evidently they were simply hair adornments meant for design and combat, which left her long tendrils close ended in smooth rounded tips.

"Huh?" CC looked over and noticed Melissa's expression when she close in on her lips wrapping her moaning mouth in a searing tongue sloshing kiss. Meanwhile her smoothened tendrils lathered over CC's inner thigh area once again except this time they went with a more hentai approach...

"!" CC felt herself jump, her back arch, her toes curl, collectively in response to a pair of bare tentacles worming into her pussy. Another pair busied with feeling around her nether region while the last one simply felt up her buttocks.

Frightwig was essentially tentacle raping Charmcaster in sync with Ben plowing her ass, all three individuals loved every bit of it.

Fright managed to snake up one of the tentacles feeling up CC's under area to bring it up to insert it past her lips, continuous flesh pounding noises resounded within the living area of the penthouse. Soon enough Ben laid his back down on the couch with his meat still buried in CC's anal tightness. Melissa continued tentacle fucking cc's quirm for a short while before masturbating herself with a spare tendril as well. It was frenzy of kinky sex/foreplay .

The tentacle that was between frightwig's spongy pussy lips began grinding faster and faster, she was biting her lip in arousal being intensified the faster she went of course this also meant the tendril going in /out of CC sped up as well. Ben was sweating hard and felt his body close to climax, his body pressed against CVC's back with her silver hair being tussled beside his neck, he sniffed it enjoying the scent of Caroline.

Soon enough Melissa started undulating with her hips bouncing against CC's, the charm glow lit up in all their eyes, with an almighty cry of ecstatic relief and breath she came with CC. the tendrils that were in Caroline's vice like pussy became squelched by her pussy muscles, typically in unison Ben pounded his lower body against CC's lower backside one last time before pouring a geyser of

cum into CC's ass. Both girls possessed an elated smile on their faces while coming down from their highs and soon enough rested with Ben atop the couch sweaty and nude.

A few minutes later the girls continue resting on the couch with Ben still awake and grinning to himself. "Good times..." He murmured until he heard the datapad from across the table beep like an alert was being sent.

Not wanting to wake the girls he removed himself from the pile letting Frightwig's nude form fall on top of CC's. Ben quickly grabbed the beeping the pad and brought it up to touch the screen revealing Grandpa Max looking distressed.

"Gramps? What's the sitch?" He whispered.

"Trouble in New York, I'm swinging by in a Plumber cruiser, get dressed and hurry, Ben. Whatever this anomaly is it may tear up the entire city." Max explained. Ben's face grew serious and nodded.

Touching the off button on the pad, he wasted no time putting on his clothes and gear. he had just finished by putting his green jacket on when the slide doors to the penthouse opened revealing Turbine(Tracey) In her skintight plumber suit.

"Ben sugah? Where are ya going?" She asked noticing her sexed up partners lying on the couch, feeling a little anxious for lovemaking herself.

"Hey Tracey, sorry, but grandpa called me up just now for an emergency. I wish I could-" Ben was interrupted when she placed her right hand delicately on his lips.

"Shush now, sugah. Ah understand, you got hero business to do, you'll make it up to me when ya get back, kay?" She said sweetly receiving an appreciated smile from him before pulling his face to hers for a deep heartfelt kiss.

"Muah, good luck." Tracey bade him as Ben made for the door upon hearing Max's ship hover just outside.

Later...

"What are we looking at, Grandpa?" Ben asked weary of the sight before them on the visual screen of the ship's bridge. What appeared to be a surging ball of energy the size of a building coursing through the air streaking random lightning strikes through the area.

"I wish I knew." Max answered eyeing the same thing until a beeping from the dashboard caught his attention. Pressing random keys along the ship's controls another visual screen emerged at the bottom left corner of the first image. "These reading indicate energies exactly similar to that of the Null void dimension.

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"The null void?! How's that possible?" Ben exclaimed looking alarmed. Max shook his head in confusion.

"I don't know, whatever ripped open rift from that place to here must be powerful, but the situation at hand would be escaping prisoners. We don't have much time till the galaxies most dangerous criminals take the opportunity to come pouring through that wormhole. You know what you have to do, we'll figure out how to seal it." Max summarized and Ben nodded.

"Time to do what I do best!" Ben chanted optimistically before turning around and running out of

the bridge to the hangar bay.

"Watch don't fail me now." Ben exclaimed making his way and pressing the switch the open the ships hangar.

From outside view the hangar opened wide letting Ben jump out into the open sky with his hand on the watch. A green flash and blinding light transformed Ben into the looming dinosaur alien called 'Humongasaur'.

"It is go time!" Humongasaur shouted jumping onto the scene; in the middle of times square where the glowing energy rift stayed open as a chaotic maelstrom. 'I wonder how they'll be able to close that thing.'

He thought to himself before a cadre of alien criminals leapt out of the hole; a large green Cyclops like alien, a tetramand bandit donning an eye patch, and a pair of feral Vulpamancers. They all initially seemed bewildered but then quickly reveled in excitement at their unexpected release from their prison.

"Alright boys, we're free! Let's make a break for it before the Plumbers show up!" the Tertramand said before the looming shadow of Humongasaur appeared crackling it's knuckles with a smile.

"Oh I wouldn't worry about them." Humongasaur chuckled before the tetramand came charging at him followed by his cohorts.

The bandit came swinging with each of his four arms, but his brawling was messy enough for Humongasaur to reflexively block all each hit and counter with a body blow that winded him. with a pow he delivered another fist to the red alien's face knocking him off his feet, but quickly enough the Vulpamancer pair leapt at the unsuspecting alien dinosaur scratching/biting him.

"bad doggies!" Humongasaur grumbled before fully grabbing the Vulpamancers and pulling them off so he could slam them onto the pavement. They were still struggling in his grip like rabid animals, but before Humongasaur could slam them again he himself felt something slam into him.

With a heavy impact he felt the cycloptic alien's two fists collided into his face causing him to stagger back a bit letting go of the Vulpamancers.

Humongasaur was about to slam them again in order to knock them unconscious, but the large cyclops alien came charging for him surprisingly fast. with a wham the one eyed alien caught Ben off guard and headbutted Humongasaur causing him to stagger back releasing the Vulpamancers.

"Ow! Watch where you going, eyeball!" Humongasaur growled when the cycloptic alien tried swinging its fists at him next. he caught both hands within his own larger ones locking them both in a contest of strength.

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another streak of lightning erupted from the blinding vortex of energy, it seemed it was getting more unstable, but there was also something visible seen from Ben.

'What the heck is that thing?' Humongasaur thought noticing a moderately large mechanical alien with tendrils peering out of the opening. he narrowed his eyes and turned his attention back to the cyclops struggling in his strength contest, Ben reeled his large reptilian head back to deliver his own crushing headbutt into the Cyclops's face.

With a loud crunch of impact Ben caused the cyclops to stagger and picked him to toss at the



incoming Vulpamancers running towards. One KO'd alien landed on two more in a pile while Humongasaur walked over to pick up the Tetramand pirate to add to the collection.

'I don't have time for this!' He thought touching the dial on the Omnitrix icon activating the transmitter to his grandfather's ship. "Grandpa send some Plumbers to round up these guys, I'm gonna head straight for the portal and bottleneck it to stop any more criminals from coming out."

"Ben that's too dangerous! This is an unstable Null-void rift; it could either rip you apart or send you to a whole another universe with no hope of getting back!" Max pleaded over the comm link.

"Been there done that, plus i think whoever is responsible is inside the rift enjoying the show. i need to shut him down, grandpa. if i do get sent somewhere else I'll find a way back, i always do." Humongasaur stated not taking 'no' for an answer. the large dinosaur alien made a sprint for the rift ignoring his grandfather's calls over the comm link, when he picked up enough speed he leaped into the air landing inside the storm of energy that was the portal.

'Amalia isn't inside me anymore; I'm starting to think i should have told her about this mission just in case. Oh well.' he thought landing inside the landing space of the energy rift where he floated weightlessly. It was a funnel of vortex space between Earth and the Null-void, Ben noticed there weren't more alien criminals trying to storm out either.

Looking ahead Humongasaur obtained visual to the mechanical aberration he saw earlier, it was floating like him and moved itself around surveying the area, he thought. "You're causing this rift, aren't you?" Humongasaur accused making his way forward in haste to engage the strange entity.

What appeared to be its head, which resembled a high tech monitor plate with one electronic eye, turned in his direction to survey Ben as well.

**" You are not one of my brothers, are you? No nanites, strange DNA coding that otherwise doesn't belong on this world,hmmm, It seems this world does not appear to be mine unfortunately."** It spoke in a haunting somber voice unfazed by Ben's threat.

Humongasaur came charging at him, quickly enough the machine alien took evasive actions and moved itself accurately out of Humongasaur's blows.

The entity struck back with one of its long mechanical tendrils lashing cuts across the dinosaur's chest, Ben quickly reversed by grabbing them with each large hand and twisting himself to toss the machine overhead in the opposite direction. The machine quickly got back up and spoke again.

**"It appears more calculations must be made in order to reach my home."** He stated emotionless and dug all of it's tendrils into the ether space around it before glowing bright red with energy.

The Null-void vortex started shifting a different direction and soon enough a blinding white/yellow energy flash erupted throughout the area. "What are you doing?! Knock it off or you'll kill us both!" Humongasaur called out shielding his face with an arm from the surge of energy.

**"On the contrary; we'll both live, but our destination will be different."** It stated continuing the process when Humongasaur started charging towards it.

"Not if i have anything to say about it!" Ben said hastening his way towards it when he was all but blinded by a final surge of energy that forced him to close his eyes...

When the whiteness cleared Humongasaur opened his big green peepers to see himself falling out

of the sky towards the city below him that appeared to be New York. 'Oh man this is going to hurt!' he thought to himself noticing an obscured figure flying up towards him, Ben didn't know what to make of it except that two giant fists came out of its sides readying to strike at the dinosaur alien.

'It might be that machine alien from earlier; it's still far to see for sure, but only way to find out!' Ben thought readying himself for retaliation when the incoming object launched one giant metal fist at him only for Ben to catch it with his right palm.

"Huh?" The object said in a teenage boy's voice.

Before Ben pulled and shot his other fist at him.

Wham, the 'object' felt the force of the blow send him flip flopping down towards the park land. Whoever Ben hit quickly materialized giant metal 'feet' to land safely without injury.

'Wait...was that? No...it couldn't be.' Humongasaur thought bewildered as he landed into the ground enduring the shock due to his large muscly body. Landing and creating a dust cloud from impact Humongasaur viewed the shrouded figure coming closer until he saw a sight that made him lower his fists.

"R-Rex?" the large dinosaur asked out loud when looking upon the form of the red jacket wearing machine hero from another universe; Generator Rex.

The aforementioned Latino boy with the giant metal fists blinke in confusion and soon enough grinned in relief. "Ben? Haha it's really you." Rex said deactivating his builds while Ben changed back.

The two heroes walked towards each other and bumped fists clearly glad to reunite once more. "How'd you get back here? Don't tell me it was another-"

"Rex, I hate to interrupt the reunion but something came out of the portal and Six has engaged it." A feminine voice buzzed in Rex's ear communicator. He face palmed remembering that the situation in the area was intense.

"Oh oh right, duh! Sorry, doc, was just stoked to see a familiar face again." Rex apologized tapping his ear device and looked back to Ben.

"Was that Holiday? Does she talk about me?" Ben joked in his playboy demeanor.

Rex smirked. "As glad as I am to see you, I'm afraid we have a mess to deal with." He pointed to the portal surging in the sky.

Ben straightened his face looking serious now. "Yeah I know, it's what brought me here. Some crazy mecha monster ripped one open in my universe unleashing Null-void convicts."

'Null-void?' Rex pondered and noticed in the distance his ally 'Agent Six' doing battle with the mechanical aberration. "Any chance that same mecha monster is the one Six is fighting?"

Ben looked in indicated direction and nodded instantly. "Yeah that's him! He's behind this mess."

"Then let's shut him down." Rex said to Ben smirking. The two readied themselves; Rex generating his 'wings' build and Ben changed into XLR8.

Rex slid on his goggles and flew off with XLR8 on his tail heading towards the middle of the city.

In mid transverse XLR8 looked upward at Rex before shouting something; "So other than the current crisis, what's been shaking on your end?"

Rex flew lower turning his head so he could hear. "I want to say the usual stuff, but I'd be lying."  
?

"A lots happened since last time; we're pretty much fugitives from Providence now that this new head honcho, Black Knight, has taken over."

"So a change in management? Where's the trouble in that?" XLR8 said back as they closed in further on the battle zone where Agent Six was.

"The trouble is that BK is pretty much brainwashing all EVOS they capture into becoming drooling slaves. She and my brother even tried doing that to me." Rex added.

"Oh." XLR8 understood.

"We're still doing our thing of protecting the world our way while they do it theirs. We figuring it out as we go along." Rex finished leaving XLR8 to nod.

"What about the girls? I didn't even get to say goodbye before the window to home swallowed me back up." XLR8 added earning a look from Rex.

"That's a whole other story that I'll explain later, promise."

Elsewhere...

With a slash of swords the man known as Agent Six parried and retaliated against every lethal tendril attack the machine threw at him.

" **This is battle is in stalemate, I've no time for this. I am finally home and will locate 'father'.**" The machine said to itself before turning its optical headpiece over in the direction Rex was flying in. "**Reinforcements, I'll need to make a tactical retreat for no-!**"

It was caught off guard when Agent Six took advantage of its distracted state to dig both mag blades into its back.

"Basic rule of fighting; never leave yourself open on a battlefield." Six said mustering all of his strength to tackle the thing off the rooftop they were on down into the street below. With a crashing impact the green clad ninja clad brought the mechanical 'alien' down upon a vacated car just in time for Rex and Ben to make it to the scene.

Its red eye was suddenly flashing dangerously with its body heating up in sync, Six realized what was happening and looked up in Rex's direction. "Get back, Rex! It's going to self-destruct!"

This caused him to halt in his flight path and shout for him to get off the thing befo-

A blinding red energy explosion erupted from the machine when Six was still pinning him down.

"Six!" Rex shouted shortly before the debris cleared revealing an unconscious/unmoving Six lying in the rubble.

XLR8 still had his visor on over his face but you could tell he looked just as worried as Rex. He also noticed a strange red wispy ball floating around from the point of explosion. Not sure what to

make of it Ben thought of giving pursuit but Rex running over to his friend caught his attention more.

"Doc! Six needs medical attention!" Rex shouted into the communicator in his ear. High up above came the cruiser that was theirs, XLR8 changed back into Ben and walked over to help his friend carry the injured man.

Later on...

Standing outside the medical ward of the base of operations that belonged to Rex and his crew, Ben leaned absentmindedly against a wall reflecting on his thoughts.

"That thing I saw, it had to be whatever was controlling it. Just what exactly was it trying to accomplish?" Ben thought thinking back to his battle within the portal tunnel.

*'It appears more calculations must be made in order to reach my home.'*

"This was its home? Then why is it wrea-" Ben's thoughts interrupted when the sliding doors opened revealing Rex and Rebecca Holiday appearing somewhat tense.

"So what's the news on him?" Ben asked respectfully, he also took notice that the doctor Holiday in front of him appeared in stylish 'rogue agent' duds.

"Well he's no longer in critical condition, that's the good news, but the bad news is that he'll be out of commission for a while. The thing is we don't know if that'll be permanent or not." Holiday explained with a worry/grief in her voice. "It's good to see you again, Ben." she added with a touch of pleasantness.

"Likewise, Doc. My leave last time was randomly at the worst time, I wished I had a chance to say a proper goodbye to everyone before I left." Ben apologized but Holiday waved it off.

"It's not me you have to make it up to, it's my sister and the other 'Agents of new providence'." She answered letting Ben become curious before pointing to the far right where the teen's jaw dropped at the sight before him.

There in the center of the command center stood from right to left; Agent Five, Annie, Kenwyn, Beverly Holiday, and Brianna (formerly known as Breach). Each gal dressed in the same uniform outfit Holiday wore; dark vest paired with same color arm warmers, tight orange undershirt, and equally tight leather pants with feminine fashion boots.

"You may want to close your jaw now, hero boy, or else you'll swallow up some flies." Bobo, the talking EVO monkey, stated amusedly sitting at one of the chairs in the command center.

Rex simply chuckled a bit at Ben's plight when all five gals walked up to the stunned boy and with a collective –Slap- their palms collided with Ben's cheek.

"No hard feelings, luv, that was just for the rudeness of not saying 'goodbye' before you left." Agent Five said grinning playfully sticking her tongue out.

"I think what she really means is that we all wanted to go with you to the other universe to stay, but that was a big decision for us to make and then you got taken away before we had our answers." Kenwyn addressed in lue of Five's brisk statement. She maintained her stature of resolve yet Ben could notice the tearful look in her eyes as well. She really didn't want Ben to leave, though wasn't his choice at the choice of time, yet the portal rift yanked him back before the girls could go with.

"What they said." Annie declared cutely pointing to her colleagues.

Ben then looked to Beverly and Brianna, though Beverly looked nonchalant about it for the moment it was obvious to him that she had something to say. Brianna however simply looked hurt yet jovial to see him again and didn't hesitate to lunge forward capturing Tennyson in an affectionate hug.

Despite the somber mood and worry surrounding Six's condition, Doc Holiday couldn't help but smile genuinely at the reunion between the playboy from another dimension and the girls including her sister.

Following Brianna the remaining gals followed suit and gathered around him in a tight collective hug ripe with feelings reignited.

"Well it looks like they have some catching up to do, we'd better report in to Knight about the situation regarding New York and whatever that thing was that attacked." Holiday addressed professionally. Rex nodded and moved with her to the control center to bring up the monitor projection of White Knight himself.

"At least we don't have to worry about that mecha monster again, it completely went boom." Rex stated gingerly when the hologram of Knight shook his head.

"Not exactly, as much as I hate to downpour your optimism as well –ahem- interrupt the love fest going on over there." White stated loudly enough at Ben and the girls to snap their attention to the situation instead of each other.

"Sorry, got caught up in it." Ben shrugged with Brianna hooking her arm around his left.

"Yeah...anyway, I'll be having the 'pleasure' of working with Providence on closing that rift. You all need to figure out what this is." White brought up the image projection of the red glowing wisp leaving the machine and flying away from the area. "And where it went before it does more damage."

"You can count on us, White." Rex assured confidently.

"Me too, I'm here because of that thing and will help in every way I can." Ben chimed in serious tone gesturing to his watch.

White nodded in appreciation, Rex high-fived him, the girls of course were happy to see him again and intent on him making it up to them for leaving.

"Where do we begin?"

### **End of chapter**

Next chapter: Heroes reunited part two (mending broken bridges)

AN: There! Now all caught up. All thanks to a pair of friends/longtime fans of this story who managed to have these documents after I effed up my computer the last time around when I lost everything. Currently planning the next chapter and considering creating it some time soon. Look forward to it.

# **The Sexy Doctor's Special Checkup (Filler- Ben x Holiday)**

**Ben's Girls**

**Filler Chapter: The Sexy Doctor's Special Checkup**

**Based off of Ben's Girls(Update coming)**

**For Anon**

**By Azure**

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After arriving back in the Generator Rex Universe Ben Tennyson, otherwise known as one of his world's greatest heroes Ben Ten, plunged back into an all-out war between corrupted Providence and the rebel group Rex was a part of. Since his departure many months ago from this place he wondered what had transpired and hoped things were well with his girlfriends he's made here. The Charm effect's whereabouts were unknown to him at the moment, ever since Amalia came into existence as her own flesh and body materialized recently the magical augment hasn't been automatically turning on at all anymore. Ben wondered what the science was for magic like that, it started out as a gift that spiraled out of control with his hyper-charged libido.

Nearly everyone starting from Charmcaster to Gwen, to nearly any and every other female he knew including his own aunt and mother had become attached to him sexually. It was intoxicating to say the least and he didn't even stop when he came to Rex's world by accident a while back. Here he had sex and seduced this universe's Doctor Holiday otherwise known as Rebecca, his was named Cassandra, her sister Beverly was included as well as 'Breach', the British Assassin named Five, Annie, Kenwyn, and Diane Ferrara the newswoman. Ben had a great time here doing hero work with Rex and taking it to Van Kleiss's mutated body with the eventual departure back to his home universe. He had hoped to take them with him, but Ben knew their place was here in their universe.

Although, he never expected to be back and break a leg already fighting a dangerous EVO, this left him to be Rebecca Holiday's private physician and she has been on a dry spell for a good long time.

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"Really, Ben, I know you're a legend in your own universe but I seriously doubt you've fought EVOs like that one before. You're lucky it didn't gnaw your leg off when it grabbed you." A woman's soothing mature voice spoke out.

Ben Tennyson stared ahead at the recovery room of the Rebel Providence base he was in and wondered why exactly Doctor Holiday wore what she was wearing. He was in his black shirt and jeans combo with only a small leg cast wrapped tightly around his right leg. He felt embarrassed with himself at being taken off guard and injured by an EVO when he had owned many alien enemies in his time. Even Rex laughed at him, unaware of the irony that it was this same type of EVO that gave him all kinds of Hell way back when.

“I’ll admit that I took that thing too lightly, I mean c’mon, it was a giant mutant Bunny. A bunny! Who expects those things, even an EVO version, to be so tough?” Ben remarked as Holiday lowered her green eyes at him in mild annoyance.

“You and Rex are so very much like it’s almost unbelievable. He fought that kind of thing too and it wrecked him good like it did with a dozen or so Providence agents. What is it with men thinking Rabbits are such harmless creatures?” Holiday asked rhetorically as she scribbled her notes down on the clipboard. She was currently wearing her usual form-fitting clothing of a simple dark ladies pants with orange shirt, dark vest, and long sleeves over her arms.

Back at Providence she used to just wear her lab coat over her orange turtleneck and hoop skirt, but she smirked as she looked at Ben from over her clipboard. She had him right where she wanted him and had that Rabbit Mutant EVO to thank for it.

“I think I’m going to go need a more thorough examination of you, just to be safe for the time being. We’ll be in here for a while, Ben. Just letting you know now.” Holiday voiced making Ben shrug while he was on the lab bed.

“Sure, I got nowhere better to be, not like I can move anyway. But I thought you already said.....” Ben trailed off when seeing Holiday back against the door to this room and locking it with her right hand. The smile wasn’t unnoticed her lovely face and Ben saw her putting down the clipboard then walking over to behind a large hospital curtain divider showing her silhouette through the screening. “Doc? What are you doing?”

“Just getting into something a bit more comfortable, Ben.” Holiday said in a surprisingly sultry sexy way that made the boy feel his crotch stiffen up. He had always been vexed by the beautiful scientist with three Phds, but something about her behavior right now just made Ben crazier for her even more. Ever since returning to his Universe he found the need for sex quadruple making him damn near jump any of the other girls right there in the meeting. This was weird considering he didn’t have Amalia amping up the Charm Effect anymore.

His eyes bugged out a bit when seeing the shadow of the doctor removing her clothing, from vest, to boots, leggings, and everything else piece by piece. He gulped nervously and felt his member beginning to harden inside of his pants as he got a nice look at the good Doctor’s seemingly nude body being shown in a silhouette through the screen. Ben noted she had dame fine curves, a nice wide set of baby-bearing hips, slim waist, and sizable breasts. The doctor’s shadow brought her hands up to undo her updo bun of hair letting that silky raven mane fall down around her shoulders seductively.

“Mngh! Me want.” Ben voiced as he saw her putting on a new set of clothes piece by piece for the next few minutes or so until she was finally done. Ben’s eyes widened and his jaw fell slack when she stepped out from behind the screening to pose there in front of the lab bed wearing what is to be a very fetishistic Nurse’s outfit.

Holiday was fully aware of where Ben’s green eyes were focusing on and liked that he approved.

“See something you like, Benjamin? Judging by that slack-jawed face you’re making I gather my

choice of attire is appealing to a boy of your tastes.” Holiday stated coyly with a smile. She knew what she was wearing and how it was affecting him. Most hormone-driven teenage boys would get excited over a woman like her wearing such a lewd outfit.

“It is, I mean, you were already pretty hot but now.....just wow.” Ben answered not at all feeling apologetic over staring at Holiday’s body. It reminded him of the time Eunice, Gwen, and Lucy all came to him in the hospital ward back in the Plumber Base to relieve him of his trauma before. The only different now is Ben has a full-figured adult woman such an outfit.

The adult raven-haired beauty wore a tight-fitting Nurse uniform with bottom hem cut off around her thighs showing off her long luscious legs draped in white stockings. The top of her body had her breasts nearly peaking out, last Ben remembered she was a modest yet full C cup, now it seems like they became a bit bigger becoming Ds, maybe even DDs since then. Holiday even had the nurse cap on her head with her hair still down sexily along her shoulders and backside, the usual gladed bang of hers combed her forehead as a sultry smile decorated her face. Her lips looked full and red, it was obvious she was dressed for seduction and Ben was having a hard time keeping his erection under control. He wondered if she also did this to tease him for leaving back to his own universe.

“Why Ben, I have no idea what you mean.” She feigned ignorance and reached over to grab her clipboard off the counter so she could begin scribbling her notes down again. She hummed to herself seemingly working when really she was gauging Ben’s reaction and smiling about it. She loved to tease the boy knowing he was a full-on horndog with women, involuntarily or not. Rebecca held nothing against him actually, in fact she was craving more of it since he left. Both she and Beverly missed his touch, missed his scent, and missed how the boy fucked her over her lab counter whenever he had the craving. This was just a bit of payback for leaving to go back to his home, yes she knew it was petty but the sex he provided was addicting and left the woman thirsty for a very long time.

“Hmm hm hm hm hmm.~” She hummed musically to herself pretending to write down notes while Ben thrashed about in his bed feeling his erection rage as he struggled to control his libido.

‘Don't give her the satisfaction! She wants you to crack! Uunngh, why did she have to wear that outfit for this? It's pure torture!’ He thought to himself and Holiday felt enough was enough.

She put her clipboard down onto the counter again and walked over to the boy’s bed, a sultry gaze was on her face as she licked her cherry red lips softly ready to rekindle some old flames.

“Hmm, you look unwell, Ben. Perhaps a more thorough physical is in order.” She voiced making him relax a bit as he saw her walk over to him. She swayed her hips and sashayed side to side in a provocative manner one would never expect of the stuffy yet sexy doctor.

When Holiday came up to the bed she started running her smooth hands along his left leg feeling Ben shiver a bit as she slowly traced her fingers along his thighs to his crotch. He whimpered softly once he felt that soft womanly hand cup his bulge through his trousers squeezing it lightly and making him groan in soft pleasure. Holiday herself felt her body light on fire with lust right now, it had been awhile since she had Ben ravaging her insides and right now his dick felt like a much-needed reprieve from her sexless lifestyle. She bit down on lower lip and softly fondled it some more making the boy toss his head back a bit moaning.

“So much tension down here, boy. I think you’re in dire need of relief of some kind. Good thing you have a qualified physician here to aid you.” She said soothingly with bedroom eyes focused on his body. Ben was really feeling hot under the collar right now and hoping this wasn’t an elaborated tease.



Holiday ran her right hand along his bulging appendage some more making him squeal internally at her touch, then she brought herself closer to his face with large breasts hanging tightly within the confines of her outfit. Her cleavage was enough to make Ben shoot blood out of his nose out of arousal, the woman had obviously grown since his last visit and he wondered exactly how she did.

“I think I need to take your temperature, Ben. Wait right here while I go get a thermometer.” Holiday said really quickly in a gentle way as she walked past him to go over to a cabinet nearby. Opening it up she grabbed said tool from one of the shelves and sensually swayed her hips in walking back over to the boy in question. This time she stood at the head of his lab bed with breasts hanging over his face making him redder than a tomato. “Now open up your mouth and raise your tongue so I can put this in.”

Ben obeyed and did just that, Holiday smiled lovingly at him from above as she pushed the thermometer into his mouth letting her boobs hang above his face. Ben memorized the sight of her cleavage now and feel this member throb even more with excitement. The more she did this to him the more he wanted to risk getting off the bed and risk hurting his leg even more so he could have at the beautiful woman.

“Hmmm. There, I’m going to pull it out now.” Holiday mused as she retracted her thermometer from him and checked his temperature. It wasn’t on and it never was to begin with, she just wanted to dangle her ‘girls’ over Ben’s face and see how he would react. The sight of his bulging erection throbbing even more in his pants was a surefire sign it worked perfectly.

‘S-she....has to be doing this on purpose! That tease!’ He thought feeling his heart racing and his erection throbbing even more once her breasts left his line of sight.

Holiday then walked over back to pick up another clipboard and ‘Accidentally’ drop the pen she had on her person.

“Ooops, it appears that I’m a little bit clumsy today.” Holiday said out loud in a thinly veiled attempt in getting Ben to look at her. Of course his eyes never left her body, especially when she bent down from the waist exposing her delicious supple rump before his eyes.

She had to bend down this way in hopes of sparking a reaction out of Ben and low and behold she did. The boy grunted painfully in his throat as he marveled at her full perfect ass pushing out towards him giving him a view of her camel toe. Holiday’s white thin-looking panties rode up high along her body nicely, her pussy was moistening bit by bit and her cheeks swallowed up the thin string of her undergarment as she flexed her rear out at the boy she gave her body to long ago.

‘He’s actually drooling.’ She noted stifling a giggle and seeing Ben sit up from the bed hoping that nobody noticed his immense erection through his pants, but that was a moot effort. Anyone can literally see it if they so much as looked at him, he was really quite big after all.

“There, all better.” Holiday said as she picked up her pen and looked back at the flustered boy sweating profusely as he struggled to contain himself.

‘Can’t give her the satisfaction of caving, she wants to break me and I’m not going to give her victory.’ Ben thought to himself in resolve as the woman then grabbed a random cup of pudding seated on her desk next to her lunch tray.

“I think it’s time I feed you, Ben. You look positively famished lying over there on that bed. When was the last time you ate by the way?” She asked as she held the cup in her right hand and a spoon in her left. She then made her way over to and pulled up a chair to the side of his bed and took a seat.

“Well I know I’m certainly thirsty.” Ben commented chuckling to himself as he watched her cleavage jiggle in front of him just outside the pudding cup. He gulped a bit nervously and felt his bulge throb even more as Holiday scooped up a piece of pudding and extended her hand to him with spoon hovering just above his lips.

“Say ‘Ah’, Ben.” Holiday cooed gently in a motherly nature that made his heart swell a bit as well as his erection. Ben parted his lips wide open accepting the treat but at the last moment Holiday once again feigned clumsiness and ‘accidentally’ let her spoon dip causing the scoop of chocolate pudding to splash between her cans.

‘Mngh! You’re still doing this on purpose!’ Ben cursed mentally as his eyes stared down at her cleavage seeing the dabble of chocolate pudding there between her large tits.

“Oops, I’d better clean it up then, unless you would care to help me, Ben? I know that your hands are in perfect condition...like something else downstairs. How about it? Help me clean up.” Holiday suggested purring like a minx and making Ben even hotter under the collar. Truthfully he just wanted to cut to the chase and have sex with her already, his libido was just that pent up right now.

“S-sure thing, Doc.” He answered and reached his left hand over to her chest while Holiday held the sides of her breasts up with her two hands. She smothered those tits together nicely squishing the dab of chocolate between her mounds, Ben was feeling pent up alright as he dipped his finger in between those glorious doughy mounds scooping out the chocolate nestled deep inside that fleshy crevice.

Holiday whimpered at his touch as he swirled it around between her tits getting as much of it as he could before pulling it back. Once Ben brought out his hand she smirked at him and saw his index finger coated in chocolate pudding. Seeing her opportunity to make him really melt she craned her head forward so suddenly and wrapped her lips around Ben’s finger surprising him.

“Doc....? What--”

“Mmhhhh!~” Holiday closed her eyes and mewled tastefully as she pursed her lips tightly on his digit and drew herself back sucking it all off of Ben’s finger. The way her lips pursed and sucked everything off reminded Ben of her doing exactly that to his member plenty of times back then. He felt his body tremble in arousal as he felt her lips suck every last drop of pudding off his finger erotically till she pulled herself off.

Ben whimpered in sexual need yet again and felt as though he was going to burst inside of his pants. Holiday then proceeded to feed him some more with several more scoops of the treat ignoring how utterly turned on he was.

‘I.....am in need! Stop teasing me already, doc!’ Ben’s mind screamed at her as he finished eating up the snack and saw the good doctor stand up from her seat to go back to her desk wiggling her rump with every step along the way. Ben really felt lousy right now, he was packing a raging erection in his pants at the doctor’s teases and struggling not to speak out about how badly he wants it.

Holiday knew this and bit down on her bottom lip with growing excitement herself, she honestly craved it worse than he did and felt maybe things had gone too far. Still, she liked seeing the great ‘Charmer’ of women struggled to control himself. Ben, whether or not intentional, had issues doing that on his first trip to her universe. She understood that it was Amalia’s presence interfering with his body and thus could not blame him for fucking her, Five, her sister, Kenwyn, Breach, Annie, and even Diane Ferrah. The boy was an utter beast in the sack.

‘Oooh, just thinking back on that has made me a little frenzied. Dammit, I can’t hold out much longer with this. I need to.....relieve stress and tension from both of us.’ Holiday weighed as he set the empty cup down and suddenly spread her legs apart pushing out her ass as a result.

“Mmmm?” Ben’s attention was snagged on the beautiful woman suddenly propping herself in a seductive pose before his eyes. She brought her hands back behind her head holding her neck as she slowly turned around with body flexed in a seductive manner. It was as if she were posing for a catalog of lingerie models with the way she looked.

“Ben.....do I look different than I did last time you were here?” She purred with chest pushing out against her nurse’s uniform nearly popping a button off of her outfit.

“Hmm mmh, I’d say you’ve grown out I guess, it’s been awhile but you’re definitely more vexing than I remember. Less focused on work too.” Ben answered truthfully with Holiday nodding in agreement. She shifted herself and ran her hands from her face to her neck to the curves of her voluptuous full-figured body making the boy gulp nervously once again.

His erection had not gone down an inch from earlier and he was half-afraid he’d burst inside of his pants.

“Good, you’ve noticed. Now then, I think I can safely say you’re in need of some dire stress relief. I sensed much tension within your body when I felt it up earlier, I think I’m in need of it too.~” She added in a silky voice Ben was not used to hearing from her.

“Ookay....how do you plan to do that?”

She smirked and walked with swaying hips up to the edge of his bed, Holiday hoisted herself up on it straddling his legs from the knees down and reaching for the hem of his pants. Ben internally let out a sigh of great relief as he felt her hands undo his jeans with fingers pulling down the zipper, Holiday was almost too eager to do this and saw his member sprung out fully erect at a solid foot-long measurement.

“Oh my! It really has been too long since I’ve had this. I had forgotten how thick and potent you really were, Ben. Hope you don’t mind if I indulge myself just a little bit.” Holiday voiced licking her lips seductively and brought her hands up to wrap around the bottom of his shaft.

Ben instantly gasped in pleasure at the softness of Holiday’s hands grabbing his dick, he felt her smooth fingers curl tightly around the base end of his shaft and lower her head down upon the head. His light pink knob came up between her soft red lips and soon he felt them wrap moistly around the swallowing it inside of her mouth.

“Mmmhh.~” Holiday mewled pleurably with eyes drifting lower as she began slurping hungrily on the top of Ben’s meat. He started groaning softly as he felt her soft warm lips swallow the head inside with tongue coming out to lather the surface in her saliva. Tilting his head back he started moaning relishing this feeling at the hands of a beautiful intelligent woman.

Not to say all of his women weren’t, but Holiday captivated him in a certain way that he could not explain. He winced again when he felt her hands wrap tightly around his shaft pumping it softly in up and down motions jerking him off as she suckled the tip with increasing speed. Her head started bobbing up and down on his meat slurping the head of his cock frenziedly with accelerating passion.

“Mhh mh mhh mh mhhh!~Holiday hummed finally letting out months worth of sexual distress. She wouldn’t admit, at least not yet, that she sorely missed Ben this way. Six never gave her the

time of day and actually didn't interested in her at all. She hated that feeling, hated that she was not wanted by him and remembered the good time she share with Ben and Beverly so long. She wanted more of that right now and Ben was just the guy to go for it.

"Uuuagh! Holiday....!" Ben gasped breathing raggedly as he felt his member get stroked and sucked by the gorgeous scientist.

Holiday kept her eyes closed and her lips tightly sealed around the head of his length slurping ever more of his length into her gullet in a moisture-tight seal. Her fingers grazed and massaged his throbbing shaft, they stroked his phallic flesh stronger with every second making Ben feel great pleasure flow throughout his body. He tossed and turned and sat up attempting to grab ahold of her head, but Holiday was one step ahead of him this time. Instead of letting him hug her face into his crotch she suddenly forced her head down onto his pelvis taking all the remaining inches of his length into her throat!

"Mnnghh!" Ben groaned loudly leaning back onto both his hands feeling the intense sensation of the woman's esophagus cushioning his member. Holiday blushed deeply in happiness at once again tasting the sweet thick cock of Ben Tennyson, the young man who had both herself and her sister together at once some time ago. Granted that was partially thanks to the Charm Effect and necessary to revitalize the girl living inside of it named Amalia, but since then Holiday has been longing for this feeling again. This time she wasn't going to let go it, even it meant servicing the randy boy as many times as he'd like.

"Mmh mhhh mhhh mhh mhhh!~" Holiday mewed as she started pumping her head back and forth against his pelvis. Her nose prodded and poked his groin with each hard bobbing motion of her head inhaling his meat inside her mouth. She slurped loudly and squeezed her lips tightly tasting Ben's glory as it throbbed inside of her.

The boy laid back and whimpered with pleasure as she continued throating his length over and over again with ever-increasing suction. The room filled up with loud slurping noises followed by his moans, Holiday worked his entire cock raw into her mouth relishing the taste and committing it to memory. Her hair tossed back and forth repeatedly as she sucked him off with vigor. The succulent suction of her lips pulling the skin of his dick elevated Ben to a very high level of pleasure, he could feel her tongue lathering the surface of his dick as her throat cushioned the head. He could feel that eel-like extension curling around underneath his cock tasting him pleasurably and making him hold the back of her face harder into his pelvis.

"Mmhmm!~" She moaned again with eyes closed as her head wiggled around grinding itself into his body. His balls, full and bloated as they were, smacked against her chin over and over again as she sucked him hard enough to lift his body off the bed surface.

"Mnnghh! Holiday....! I'm going to blow!" Ben announced through clenched teeth as he felt her slurp his member faster with lips tightening even harder on his meat. Holiday channeled all the energy she could muster into her oral cavity and ravenously rammed her face into his waist reverse-fucking her mouth on him until she could feel his member beginning to throb like crazy.

Ben reached down and held her face into his crotch forcing all of his meat into her throat as he felt his balls beginning to burst with ejaculation of seed! He clenched his teeth and tossed back his head relishing the suctioning feel of the woman's throat as he came all over it!

"Aarrghh! Holiday....! Here it comes!" He announced humping his waist into her face as thick bulges of sperm burst out from the tip of his member and filled up the woman's mouth entirely bloating her cheeks in cum. Holiday was taken back by this at first then squeezed her lips even tighter and started swallowing everything down in very loud gulps. She hummed delightfully with

taste the entire time in doing so and felt the thick viscous amounts of Ben's seed gurgle down her throat to fill up her stomach.

"Mmhhh.~ Hmmm!~" She hummed and mewled tastefully grinding her face side to side into his lap as he rode out his climax. Ben simply bit down on his bottom lip relishing the sensational feeling of her sucking the cum out of his cock for a solid minute and a half. Once she was done Holiday pulled herself up from Ben's body with a mouth full of spunk and hands still softly wrapped around his length.

'He's still hard! Oh Ben....!' Holiday noticed and said within her mind as she looked at him breathing raggedly from that extensive climax. "Mmm hmm.~"

She beckoned him with a hum of her voice causing the boy look up and see her gulping down the amount of seed inside of her mouth. Holiday tilted her head back and gulped down the rest of his sperm one loud gulp at a time making Ben clutch the bed sheets beneath him tightly as he felt utterly aroused.

"Aah.~ Delicious, I've actually missed this taste from you, Ben. It has been too long and things have only ever been stressful for me and everybody else. The girls included, you may want to go to them later and take care of business by reliving their tension. For right now however, you belong to me." She cooed and he nodded dumbly feeling excited things were finally progressing beyond the teasing.

'Yeah, she's not wrong about that. I can tell Five and Beverly were happy to see me come back, but Briana, Kenwyn, and Annie all seem a little frustrated with me right now. I guess I'll just have to work my own personal Ben Tennyson charm and bring us together again.' Ben thought as Holiday crawled up along his thighs with hands tugging apart the top of her outfit.

Buttons came undone and bra-less chest came clear to Ben's green eyes, his jaw dropped slowly as he saw the robust splendor of Holiday's full DD cup size tits. He wondered how they increased in size between his departure and now, but the hornier part of him wasn't complaining in the least. Her perfect pink nipples popped out as she became topless before his eyes, Holiday did this all with a sultry smile on her face and slowly dismounted the boy's waist in order to pull the rest down.

"All for you, Ben.~" She purred as she sensually grooved her body with hips curling and arms tugging down the rest of her clothing. She turned around showing off her full perfect buttocks pressing tightly into her clothing until she pulled the bottom up revealing her luscious thighs. Her legs were wrapped tightly in silken light stockings with her buttocks having only a thin lacy thong riding up between the buttocks.

'Wow....she's even sexier than before, last time it was just the charm effect needing to be refilled and Holiday had to work with Beverly to really feed the pour spirit. Now this is....wow...this is Holiday being serious and sexy instead of scientific. Just like the one back in my universe....' Ben noted as she continued the strip tease. She sensually shimmied out of her one-piece nurse's outfit with hands tugging down her shoulder sleeves giving him a show and exposing her silky smooth backside.

All of it came off in a few moments with her standing naked wearing only a white choker around her neck and stockings attached to a garter belt. Her thong spilled onto the floor around her feet as she stood there posing with her hands behind her neck pushing her tits out for his enjoyment. Holiday was the embodiment of picturesque perfection in all forms of sexiness and class. Ben was feeling his member throb with even more arousal, to the point veins started popping up along the surface of his penis. He whimpered in his throat feeling ready to have at her until Holiday walked over and strapped his wrists to the bed itself using wire cord cuffs.

“H-Hey! What gives, Doc? I can’t join in on the fun?” Ben questioned feeling his arms become immobile as his wrists were held down against the bed. Holiday brought out a belt strap from under the hospital bed and strapped his waist down leaving only his dick unbound. He figured this would be some kinky play until the woman got back up on his waist with buttocks rubbing up against his penis.

“It’s so that you can just sit back and enjoy the show, Ben. I’ll be taking the lead here right now, so just let the good doctor heal her injured patient.” She cooed seductively leaning her head down towards him, Holiday ran her hands along his face making him shiver with budding excitement until her lips met with his in a deep succulent kiss that made both parties moan pleasantly into each others mouths.

“Hm-mmh.~” Holiday moaned happily tasting Ben on her lips again. She ran her hands along his face and through his brown locks of hair savoring the feel of his lips sucking hers apart and vice versa. Her tongue delicately worked into his mouth swirling around inside of it and meshing wetly with his in erotic embrace.

Ben whimpered in appreciation at this, he felt this woman was in a class of her own when it came to kissing like a pro. The only other comparisons of this type of heated lip exchange were his mother and Aunt Lily, also the other Holiday back in his world. He wanted to reach up and run his hands through her silky dark hair but couldn’t, yet he found a strange joy in feeling bound and at a woman’s mercy. The only other time he felt this was when he was first taken by Charmcaster at the very beginning.

“Mmmm...oh Ben...I’ve missed this so much. Here, let’s get started....” Holiday trailed off in a husky whisper as she left his face. A trail of drool connected from his lips to hers, his green eyes peered into her olive colored ones as the woman in question lifted herself up and held his member still in the palm of her right hand.

She hovered her cunt just above his waiting member and slowly sunk herself down onto him feeling the bulbous knob spread open her moist sensitive pussy lips. Holiday squeezed her eyes shut and held her mouth agape in silent euphoria as she felt his bulbous head sink into her pussy filling her out with his thick shaft in the middle of it all spreading open her insides. Holiday quivered in sensation as she felt Ben’s length push all the way into her cervix and beyond....

“Aaaaghh! Ben!~ Hghnnh!” She yelled out in ecstasy as she felt his cock fill her up entirely making her walls throb with sensation when he pushed into her very womb. The woman bit down on her bottom lip mewling with unbridled pleasure and with a heaving chest she planted her hands down upon his pecs stabilizing herself entirely.

“Oooh....Holiday.~” Ben growled in growing pleasure as he felt her insides coil tightly around his length making his cock throb with excitement as she started pushing herself down onto him.

“Mm-ngh! Oh I am going to ride you like there’s no tomorrow, Benjamin Kirby Tennyson.~” She cooed as her body began kneading back and forth slowly upon his waist riding him in cowgirl position by having her pussy squeeze down on his member.

Ben tossed back his head moaning softly in whimpering groans, he felt the older woman roll her hips along his waist taking him in as deep as possible and making him feel sensitive ecstasy inside of her body. Her muscles coiled tightly around him, her warm body pushed and pulled along his waist with momentum building up. Holiday’s wide perfect ass squished and rowed along his thighs as she started accelerating her pace, fucking him cowgirl style and bouncing on it to the point her tits started jiggling.

“Oooohh! Ahhh....! Ben....!~” She growled out with head leaning back and chest leaning forward as she rocked her body atop of him. Her buttocks squished and kneaded the dough of his legs while her pussy squelched with constant penetration as Ben’s cock sunk deep into her folds. Her vessel throbbed, clenched tight, on his pulsating member with Holiday rolling her lower body on him in undaunted sexual frenzy.

Her chest heaved and her hips rolled energetically together as she rode Ben for all he was worth, the boy whimpered in pleasure and grimaced that he couldn’t touch the beautiful doctor bouncing herself up and down on his length. Instead he settled for laying back and enjoying like she said finding it hot that Holiday was being assertive like she was. Her raven hair tousled about with eyes glossing over in a blissful state of euphoria. Her breasts bounced and swayed along her with body in smooth undulating motions, her buttocks squeezed inwardly with her insides clenching tightly around his length. Holiday was really letting out months worth of sexual pleasure right now and loving every second of it.

“Nnggh! Uuhhhh...Holiday!” Ben groaned with teeth clenched as he laid defenseless on the bed underneath him.

Holiday suddenly leaned forward dangling her large tits above his face with a completely frenzied look on her normally composed face. Her hair draped down over her shoulders caressing his neck, Ben looked up into her lovely green eyes feeling his heart race as her pussy sucked harder on his member.

“Go ahead...huff...play with them, feed on them if you want, they’re all yours!” She breathed out with cheeks flushed in red and breath escaping her lips in strong huffs.

Ben didn’t need telling twice and leaned up aiming his face towards the pink areolar of her right nipple, his lips attached to one of them and pulled the pink of Holiday’s breast into his mouth tastefully as he began sucking on it in earnest. The woman squeezed her lips shut quivering in euphoric delight as he fed on her titties.

“Mmnh.~” Ben moaned as he pulled and nibbled on her nipple in leisure. Holiday’s breast was being softly pulled into his mouth then let back in smooth flowing motions. It was pure nirvana with Holiday feeling every sensitive impulse flow through her chest due to Ben’s sucking. Her hand clenched up around his head crumbling up the bed sheets underneath him into her fingers. Holiday’s buttocks started slamming harder on his waist feeling him push straight into her womb more frequently as she felt the high-wave of euphoria being her ever closer to orgasm.

“Uuaaaghhh!” She howled loudly with eye shut and chest heaving faster, her buttocks pushed and pulled off of his waist even harder making loud squelching noises come out.

Ben was still suspended and restrained so he couldn’t well buck up into her body like it wanted him to. His member throbbed readily inside of her dripping snatch though, the boy was getting to cum again and this time he wasn’t sure he’d impregnate Holiday. Amalia’s presence was the Charm itself and it did put the auto-birth control effect on his body whenever he let out. Feeling the older woman bounce voraciously on his waist was a mind-blowing experience that couldn’t even compare, in a good way. Seeing her bounce so much on his length and feeling her insides squeeze him tightly in constant convulsions made Ben groan into her chest until he switched nipples. Once again his lips sucked on one of Holiday’s tits pursing the pink of her areola into his mouth squeezing it tightly. She howled euphorically again and started smacking herself down rapidly on Ben’s waist making her booty jiggle with every slap.

“Aaaahhg! Aah aaah aah aah aaahhhh! Bennnn!” She cried out in wailing ecstasy and suddenly wrapped her arms around his head pulling his face into her tits!

“Mmmhmmh!” Ben muffled loudly as those doughy flesh pillows smothered him completely almost cutting off his circulation.

The spongy suction of her pussy repeatedly swallowing his length reached an apex and after minutes more of this Ben felt he could hold on no longer. His body seized up in wild convulsions and bucked spastically against Holiday’s waist feeling his balls throb loudly as another orgasm wracked his body. He yelled into her chest the same time the woman came hard on his penis, she pulled her head backward huffing loudly in nonstop euphoria as her body shook with climax.

“Ooooooahhh!~ Oooh yes! Nnnngghh!” Holiday shouted out to the ceiling above not caring if anyone else in the base heard her screaming. Her body shuddered violently as she slammed herself down on his waist again taking him all the way to the babymaker and squeezing his phallus wiht everything she had.

‘Ggrk! Aaaagghhh I’m cumming!~’ Ben thought out loud and felt thick bulges of sperm erupt out of his member and blast the roof of Holiday’s womb with semen! The body ground herself wildly on his waist rowing back and forth constantly in rapid movement! Holiday leaned back up pulling her tits off of Ben’s face so that she could plant her hands down on his chest and howl loudly in climax.

Their bodies heaved and ground together in constant post-coital bliss as she felt the gooey warmth of his seed spread into her womb nonstop. She bucked her hips, twitches constantly in orgasmic impulses as she bloat after bloat of sperm filled her up to the brim. Holiday didn’t consider that Ben might not be protected due to her lack of knowledge regarding the Charm Effect current situation, but she didn’t care. She loved the feeling of such a deep thick creampie in her body and ground herself some more onto him feeling more sperm enter depths. Little by little she came down from her high feeling Ben’s member swell and pump her insides some more as it gradually died down.

“Haah.....huff...huff....aaahh.....Ben.~” She crooned as her body slumped down on top of him with breasts squishing against his face, Holiday was a tall person after all.

Ben simply enjoyed the afterglow of bliss he just shared with this beautiful woman and wondered if maybe he got her pregnant like his home-universe one. He still had yet to hear from her in a while and hoped she was packing a bun in the oven. It was weird to know he was going to be a father at her request, but then he thought back to feeling how he wishes to start a family with Gwen someday. In fact, he had to think about that a lot when it came to his harem back at home, now he was possibly siring a child in yet another Doctor Holiday.

“Nmnh....that was splendid, Ben. It’s been months since I have had any kind of action whatsoever.” Holiday purred as she rested her head atop of his shuddering as she finished cumming with him inside of her. She felt her belly bloat with his seed making her fantasize about being pregnant with his baby.

She dismounted his waist and curled up along his side running her soft hands along his chest feeling his body heave after that intense orgasm.

“Yeah...huff....well I am here to help,in any way that is needed. I had no idea you’ve been without it for so long, was that why you were so pent up?” Ben asked and he felt her nod her head along his chest until she picked herself up to look at him straight in the eye.

“Yes. Six and I.....we’re never going to be an item,just letting you know that now. I want....I want to be an item with you just like all the other girls in your life. I don’t care if I’m an additional trophy wife or whatever you call harem girlfriends, but I do miss you. Beverly and Brian miss you too. So



make it a priority to spend a little more time with us while' you're here, okay Ben?" she requested in a soft pleading voice that made the young teenager nod his head in acknowledgement.

"I will. Count on it." Ben answered and felt his heart melt when he saw her smile back at him lovingly before pulling him into another kiss.

Holiday blissfully moaned in his mouth again tasting him hungrily as they swapped spit in languid passionate fashion. Her hands ran along Ben's face lovingly while she continued grind herself up along the side of his prone body. His member had long since popped out of her gaping cunt leaking thick trails of white pearly ooze nestled deep inside of her. It'd be any wonder if Ben had not impregnated the good doctor, Rebecca Holiday certainly wouldn't mind it one bit if she was. Running her tongue along the insides of his mouth Holiday made out with Ben for another several minutes with one hand gripping his softly softened length stroking it until it came back to life in her palm.

"Hmmm, got another one in you, Ben? I think more tension and stress relief is needed for a patient as stiff as you." She purred with a hopeful look in her olive green eyes and Ben, feeling the need to shrug, just nodded at her making her day.

She got back up atop of him and twisted her body to remain in reverse cowgirl position. She planted her legs just outside of his hips hunching over his length and grabbing it from underneath with her right hand. She ran her fingers along it even more making him groan in soft-fubbing ecstasy as she slowly sunk herself down upon it taking it into her pussy once again. Biting down on her lip and quivering with sensation Holiday felt his girth push into her folds once more filling it up to the brim as it entered her cervix then pushed into her womb. She pushed herself down all the way and tossed back her head to let out a cry of ecstasy once he was fully sheathed.

"Aaaaghh! Ben....! Mmmng! Yes!" She crooned feeling his member touch up even more sensitive spots making her tremble and squeal with gentle euphoria before she started bouncing her ass back and forth on his waist.

The good doctor started humping herself on Ben Tennyson's body feeling his dick plunge deep into her womb and stir up her insides pleasantly in sexual intercourse. Her buttocks slammed and smacked into his waist over and over again making her cheeks jiggle as she fucked herself on him with unbridled ecstasy. Her body humped and bounced on his waist voraciously taking him in deep and causing the hospital bed to shake with every slam she made. Ben pursed his lips in sensation as she felt his cock push and pull into the older woman's insides feeling her walls clamp down on him again and again in tight convulsions.

'Oooh yeah! Reverse cowgirl style really rocks! This feels amazing! Unngh!' He thought to himself as his cock became swallowed up by her moist insides again and again in constant coitus.

Holiday continued to ride him wildly like a bucking bronco while he remained restrained, she eventually rested her knees flat into the surface with hands going behind her neck moaning constantly as she rode him. Ben got the full view of her buttocks pushing and bouncing back and forth along his waist as the woman fucked herself on his dick for the next half hour. From outside the room anyone could hear the sounds of the woman moaning her lungs out as she rode Ben Tennyson's body like an animal in heat. The noises of bodies smashing together, the creaking of the bed, and the loud wails of Holiday echoed throughout the halls and continued to do so for another forty-five minutes.

Holiday bounced on top of Ben frenziedly again and again feeling her insides churn with his thick turgid member plunging into her womb like he were an animal breeding her. She screwed up her face in orgasmic delight as she felt him beginning to throb inside of her, her vaginal walls began

clenching down hard on his length with her own climax brewing and fast on approach. Eventually she brought her hands down upon his ankles gripping them while her buttocks smashed up and down onto his waist. Ben was growling constantly in stifled euphoria as he experienced the tight spongy insides of Holiday's pussy preparing to bring him to climax inside of her.

“Uaaahh! Aaahh!~ Ooooh! Yess! Ben! Aah aah aaah aah aaahhhhhh!~” She cried out with head tossing backward and body shivering intensely in climax!

Her buttocks quivered and clenched while her insides constricted around his member pushing Ben over the edge and cumming right inside of her once more. He grit his teeth and bucked his pelvis up into Holiday's nether region explosively feeling her insides milk his length for everything. And that is what he gave them.

“Aaaaghh! Rebeccaaaaa!~” He cried out thrashing about on the bed as thick spurts of seed came gushing out to pour directly inside of her womb bating her uterus in his baby batter.

“Mmngh! Uuuuuhhh!~” She howled and huffed extensively as she felt his cum fill up her insides to the brim once more. As Ben came his body remains stiff while his hips twitched and shuddered into her nether region filling her up completely, Holiday steadily came down from her high and sighed exasperatedly in pleasant relief as she felt Tennyson cum thickly inside her body.

Once she was truly spent she collapsed backwards onto his chest breathing raggedly with body now covered in sweat and Ben's stink. Her chest was heaving making her breasts sway and fall, she reached up with one arm and hooked it around his neck pulling him diagonally into her side so that they could lock lips in a sweet romantic lip-lock.

“Mmmhmmm.~ Welcome back, Ben. What did you think of my ‘diagnosis’?”

“I think....mmhh....I'll be making repeat visits, just to make sure I'm healthy.” Ben answered her making her giggle as they made out together in the solitude of her hospital room. Holiday brought her hands down to his restrained wrists and locked hers tightly around his own while thick dribbles of sperm oozed out of her gaping cunt.

After kissing Ben for a few minutes she pried himself off of his lips and stared into his face with a loving smile. Holiday then saw him smirk as he squeezed her hands from underneath giving her the impression he was ready to go again.

“I think a second opinion is needed, feel like cutting these restraints loose, doc? I'll show an even better time if you have me un-cuffed and free.” Ben offered and Holiday couldn't help but shiver with excitement at his proposal.

“Alright then, just give me a moment and I'll free you, stud.” She purred and got up from resting on his body to quickly undo the latches binding his ankles, wrists, and waist. Once Ben was free he grinned maliciously and bolted up grabbing the doc's wide supple waist surprising her as he brought himself up.

As soon as Holiday turned her head to the side to peer at him she saw the boy grabbing his semi-flaccid erection into one hand and guided it into her quivering cum-filled slit so he could push it inside!

“Aaaaghh! B-Ben! Unngh....!” Holiday yelped out with head tossing back and eyes closing in euphoria. She was surprised by his dominance and felt his beefy intruder push back into her tight gaping cunt making her clench the sheets beneath her fingers tightly breathing fast. The sound of his penis pushing into her pussy made a loud wet squelching noise and filled Holiday up to the

brim. She once again felt him fill her entire sensitive space as Ben stood up on his feet with hands holding her posterior tightly against his waist.

“Nngh.....ooh yeah, it’s my turn now, doc.” Ben breathed out with renewed look of hunger and started pumping his pelvis into her buttocks making soft clapping sounds echoe between their bodies.

“Aaaaghh....oh Ben!....Mnnnggh!” Holiday moaned as she felt his thick turgid penis grind up against the sensitive surface of her insides while pushing into her rear. Holiday felt him push further than before and really hit her sweet spot making the woman shudder sensitively in rising ecstasy. She closed her eyes and mewled again this time with lips bitten down as she began rocking forward to his thrusts.

Ben grinned smugly and grabbed the dough of her perfect ass into his fingers, he drew himself back all the way to the tip making her whimper some more until he slammed right back in! A loud skin-slapping noise followed along with Holiday’s loud moan. She quivered when she felt him pound the insides of her womb like before, only this time Ben was in control and he was not being merciful about it.

“Mmnnnggh! Harder...!” She cried out as her body began rowing back and forth creating slapping sounds as her buttocks met his waist. Ben was more than happy to oblige, digging his fingers into her hips now Ben channeled more of his bodily energy into his pelvis making his thrusts more powerful and delivering hard slams of his meat directly into Holiday’s snatch!

“Uuhhhh! Ooooh yes! Yess! Handle me, Ben! I’m all yours!” Holiday cried out in ecstasy as she felt his member push deep into her womb sliding along all her weak spots until that bulbous knob started pushing her G spot!

Her body began rocking even harder in to and fro motions with breasts swaying and body becoming sweaty all over again. Her hair tousled about and her insides started clenching up tightly around Ben’s length making him grumble in rising ecstasy as he sawed in and out of her pussy.

“Ungh ungh ungh ungh uuaahh! Rebecca....! I’m getting close....!” Ben announced feeling his balls beginning to tighten up even more as that full sack of his smacked her nether region repeatedly while his length slid all the way into her body. The feeling of her soft skin meshing with his was sublime and made for their bodies sticking together via sweat, Holiday’s pussy started gushing out small splashes of her nectar spritzing his length as he pushed into her vessel constantly in savage motion.

Her body, and by extension the bed, continued rocking back and forth to Ben’s hammering thrusts with the woman herself rolling up her eyes and having her mouth hang open agape with euphoria. For minutes longer Ben fucked Holiday in this position until he felt the swelling of his balls reach an apex, but instead of suddenly cumming inside of her he pulled out of her throbbing pussy and grabbed the woman’s hips tightly.

“Mmh? Uuaah!” Holiday was suddenly turned upside along the hospital bed by a strong use of force from Ben. She was now on her back having her legs spread wide apart and her hips pulled up to where her buttocks lifted up off the surface. She recognized this position from the many books she read about sexual productivity and instantly blushed as she saw her teenage lover climb on top of her with feet planting just outside of her hips. Ben winced at the mild pain coursing through him as he stamped his caste-covered leg into the surface, but he endured it in the rush of endorphins coursing through his body as he prepared to fuck Holiday up once again.

Her legs rose up high to dangle in the air as Ben shifted himself into a body pressing position

otherwise called the Mating Press, it's intentions were obvious and it made Rebecca Holiday blush profusely at him as she saw him smile.

"I'm going to make you a mommy, Doc. Just like the HOliday back in my universe." Ben revealed making her eyes widen and sparkle upon hearing this news. Truthfully Ben didn't know yet of Cassandra Holiday was carrying his baby right now, but he figured the thought alone would excite Rebecca underneath him.

On cue Holiday's insides throbbed excitedly at the prospect of becoming a mother, her pussy throbbed and moistened even more with his seed still pooled deeply inside of her babymaker. She felt more sensitive and prone to stimulation than ever and saw Ben's thick lengthy penis sink into her pussy filling her up all over again.

"Muuuaahhh! Ben.....impregnate me! kNock me up! Pleeease!~" She cried out and hung her hands off of his smaller shoulders feeling his length groove up along her more sensitive weak points. Her toes curled and wiggled as her feet hung up in the air, her pussy muscles started convulsing tightly around his length as he pushed right back inside of her stuffed womb.

Ben tilted his head back and moaned loudly in rising ecstasy as he meshed the surface of his pelvis into her body before bringing it up to start fucking her. With one long pull of his body he slammed back down into Holiday's taint filling her with a small splash as his cock drilled her insides.

"Eeeagghhhh!~" She howled out in ecstasy at that last thrust and tossed back her head hugging Ben's shoulders as he began slamming his body down upon her. Smack after smack of skin followed with the boy deeply fucking the adult woman with unbridled ecstasy. He groaned and huffed in bliss as he fill her sensitive pussy up in swift hard strokes of penis.

For nearly another hour more this went on with Ben fucking Holiday in this position making her scream her lungs out as he filled her sensitive pussy up with his length. Plunging relentlessly into her insides he was beginning to feel his end approaching and the tightening constrictions of her walls was starting to really push him to it. His buttocks jiggled with every hard thrust he delivered into her snatch from above making a wet slapping noises that filled the air of the hospital room along with Holiday's constant moans. Their bodies smashed and rolled together in sweaty sexual bliss for minutes more after Ben accelerated their pace. He grunted and drove his cock deeply into her insides filling her up over and over again until he finally broke the wall on his restraint and came!

"Holiday! I'm cumming!" Ben announced plunging his hips in one last time into the woman below him. Feeling her arms squeeze his shoulders tightly Holiday tried wrapping her legs around his waist as she too came with an intense orgasm.

"Mmnngghh!" She bit into the neck of his nape screaming her lungs out in climax as her body trembled with it. The insides of her pussy started convulsing tightly around his cock in monstrous orgasm that ended with Ben pumping another thick deluge of sperm straight into her insides! She howled loudly into his shoulder and clutched him tighter feeling her body tingle with sensitivity and ecstasy.

Her pussy throbbed again and again as it filled up with thick gouts of sperm making her wish she was impregnated already.

"Mmh! Mmhhh! Mmhh.....!" She moaned into his shoulder as Ben's body delivered the last few humps of his pelvis rutting into her nether region until his movements started slowing down following his orgasm.

“Unngh....oohh....man....ungh!~” He yelped and groaned as he felt the last thick spurts of his semen erupt out of his dick and fill Holiday to the very brim making him spent. He shivered and grunted exasperatedly as they both came down from their shared climax together.

The scent of sex and their bodies hung in the room as Ben slowly lowered himself to lay down on top of her feeling her soft long legs wrap around his body. Holiday purred into his head hugging him with her arms and basking in the afterglow of being creampie'd by him.

“Ooooh....Ben.~ I...I want to be one of your girls too, assuming our business with Providence and Black Knight concludes before you have to go back home. I’m hoping things will work out a certain way because I know for certain that I can’t live without this right here.” Holiday purred lovingly into his mop of brown hair as Ben curdled up along her chest feeling up her large titties in his hands before caressing her lips with his own.

“Mmhmm.~ I’m sure things will work out. Who knows, maybe we’ll find some means of keeping a portal open or something so you can visit me. I’d....I’d like for you to come with, Holiday. Meet your counterpart and maybe join the club of girls that are probably waiting for me to marry them.” Ben said seriously making her blush at the prospect as she rubbed her belly with her right hand glowing with happiness.

“We’ll see. It is still an unproven science though, but for right now let’s just enjoy each other like this.” Holiday suggested before cupping Ben’s face and pulling him into a deep loving lip-lock exchanging spit.

Ben just kissed back secretly wanting to make this universe’s Holiday, as well as the other girls in his group, part of the main group of lovers he had. He felt maybe he was getting a little bit greedy, but they were his girls. Ben’s girls, and no one else’s.

### **End of Filler Chapter**

Main Story to be Continued....

This has been for Anon. Thanks for reading. Just so you know the regular story, after a good long time, will continue shortly, hopefully this week on it's course of Canon. New Story Arcs are coming and new babes like Black Knight are going to be getting some Ben Ten D. Look forward to it.

# **Camille and Ben's Special Bonding Time (Filler Special ) Ben x Camille Mann**

**Ben's Girls**

**Ben Ten/Ultimate Alien**

**For M.R.**

**By Azure**

## **Chapter Special: Camille and Ben's Bonding Breeding Time**

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Sitting in her living room at the modest loft both she and her husband Joel shared Camille Mann held her cheeks in both hands wondering if there was truly no other alternative for their desire. She had her medium-length dark auburn hair styled up in its usual up-top bun with one bladed bang hanging over her forehead. She wore a tight pink long-sleeve sweater over her chest containing her thick pair of D-cup breasts behind it and wore a pair of long white ladies jeans over her legs.

Her husband Joel sat next to her with arms crossed and brow furrowed, currently he was looking at the screen of his laptop with access to the Plumber Extranet scouring from information. He was the same in appearance as he was ages ago when they first got married and still working for the Plumber organization even now. Despite how well they got paid he couldn't afford neither a house/ spaceship idea he and Camille dreamed nor the mutual want of the Vitro fertilization plan for Camille. The process involving Lenopan DNA, since she wanted to birth a child more than anything else, was an extremely expensive and wildly unpracticed one. Lenopan culture rarely allows for their DNA samples to be taken in by humans at all, this made the price for it astronomical since humans can't breed with Lenopans in the traditional sense whatsoever.

"I hate that we can't ...you know..have kids. I mean, Grandpa Max was able to do so with Grandma Verdone, right? She was completely different from humans just like your race is, but they made it possible. It worked. So why is it such a challenge on our end?" Joel groaned in frustration leaning back against the couch in utter defeat. Camille chuckled to herself and smiled as she curled up at his side like any loving wife would do and held a hand on his chest stroking it in an affectionate manner.

“Wasn’t it because she was made out of magic? Or something like it? I’m not sure on what she was but I don’t think the same rules apply here for us, honey. Don’t despair, I’m sure we’ll come up with something, maybe we can wait on having a baby or at least go with adopting one instead.” She suggested and Joel frowned at the idea knowing that Camille wanted to have a baby naturally rather than settle for that last idea.

“I don’t think you truly want that, Camille. I don’t think I want that either, having a kid is the real experience even if the seed will be from another member of your species. It’s only a shame we humans can’t make it happen ourselves, if only we had an Omnitrix like Ben then this be a piece of cake.”

The moment he said this Camille’s blue eyes widened in realization when she remembered about the Omnitrix that Ben wears. Her lips dropped open in shock when an idea came to her head, granted it came with utter embarrassment and slight shame, but it was a very special idea that may turn things in their favor. The only problem would be that it doing so may become a betrayal of their vows, still though, she’d have a natural and give her husband the means of acquiring their ‘Home’ via spaceship.

“Camille? What’s wrong, honey? You’re spacing out.” Joel asked snapping her out of her trance-like state of thoughts until she shook her head. “I think I’ve decided; I’m spending the money on the child first, we can have our home or spaceship some other time way down the road. Neither of those are nearly as important as us being parents.”

“No, wait a minute, Joel. I think I may know someone who can help. Who can be a real huge help actually.” She began and felt eased when seeing a smiling look of relief and hope on her husband’s face. She knew that this was the right way to go, even if it meant lying to him or keeping the process secret. ‘I may not like it, but only Ben can really help us out with this. He’s perfect for the role and it’ll be Tennyson blood all the same, b-but that night was still an accident...kinda. Ugh, I can’t believe I’m even considering the idea, but it’s the only way we can all get what we want.’

That’s when Camille Mann decided that she had to go to Ben Tennyson to help her receive a kid, through the natural way.

“Who do you know that can help us?” Joel asked curiously.

“Just someone I know we can trust, I need to have arranged a meeting first and discuss the details with...that person. I know this’ll work out for the best for all of us, so leave it to me, babe. If everything goes right then we can have our cake and eat it too.” Camille answered and Joel smiled excitedly holding her hands tightly as they leaned in to share a kiss.

While they locked lips Camille frowned internally wondering just how this crazy idea will play out, even with Plumber resources getting Lenopan DNA for a surrogate had been impossible. The way she saw it Ben was really her only true option, she just didn’t like how she had to go about it first.

‘Maybe I should call Lucy to help me out with this, she’s intimately involved with Ben the same way the other girls are. I just hope he’ll agree and that I don’t fall into whatever he’s magic mojo he’s got that’s made him have so many lovers.’ Camille voiced internally then closed her eyes to bask in the kiss with her husband.

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Elsewhere...

Eventually she made a phone call to her cousin Lucy and drove out to meet the blonde curly-haired girl for a pickup and go straight to Ben's place. Together they drove to the location in Bellwood where Grandpa Max told her to find Ben's current location. Since he and his ladies occasionally spent nights randomly at different Plumber Bases as well as his own home it was a safe bet to assume he was currently here at Charmcaster's with Gwen likely doing his usual business inside.

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"Uuh! Aaahh aaahh ...ohhhh Ben! Uuugghh!" Gwen Tennyson wailed loudly as she felt her boyfriend's hard pelvis slam into her ass from behind in hard film thrusts. Each loud smack of skin that resulted created out an echo throughout the walls of CC's home base/loft.

She had on her usual red long sleeve shirt underneath her dark vest, both of which were undone showing off her budding C-cup sized breasts bouncing around in wild circles as she pushed herself back into his waist repeatedly. Behind her was Ben himself wearing his usual clothing save for the exception of his pants being down around his ankles. His long hard manhood slipped into the redhead's tight sex over and over again pushing out her inner walls in a frenzied repetition of coitus. The squelching noises could be heard all around and both teenagers had been fucking nonstop since they arrived. Ben's black shirt was hunched up over his waist showing a fair bit of muscle abdomen Gwen liked to feel her hands on.

"Gghh! Ahhh aaah aaahh ooohhh Gwen! I think I'm getting close!" He announced huffing loudly as he slammed his member deep into her sex some more making the redhead mewl loudly as she felt her cervix opening up for him. Sometimes it was a shame that she and Ben decided to stave off having children until they were married, Gwen often felt every primal part of her being crave getting impregnated like Cassandra Holiday did just over a couple weeks ago.

Ben too felt that kink often stir up his loins whenever he got to have sex with one of his girls. The sheer thought of putting a baby into one of them always made him harder than a rock and gave him more energy to fuck them with. Now rampantly slamming himself to the brink inside of his precious childhood love Ben Prepared to fill her full of tadpoles knowing that the Charm Effect's automatic Birth Control would take care of things.

"Uuh uh uh uh uh uh aaagghh! Ben, cum inside of me! I want to feel everything!" Gwen hollered loudly clenching her fingers along the wall in front of her just as the sliding door to the loft opened up.

A jaw-dropping expression showed on Camille's face along with a hard blush forming on her cheeks as they walked in. Lucy was by her side wearing a sexually slim black tank top over her chest and a short red mini skirt over her long legs. The girl held her hands behind her neck whimsically humming to herself as she watched Ben slam his magnificent mega-cock directly into Gwen's pussy from behind. When he did, he felt Gwen's body shudder in climax leading to her pressing her buttocks deeply into his waist. The pair of teens shuddered together as Ben held onto her for dear life feeling his balls about to explode inside of his lovely cousin once yet again. Seeing them like this, when they were once kids at her wedding, made Camille blush until she literally heard the throbbing noise of Ben's cum pumping inside of Gwen Tennyson. The beautiful redhead pushed the side of her face into the wall in front of her screaming loud in ecstasy and felt her innards milk her boyfriend's cock tightly a sweet orgasmic rush of pure coital bliss.

Ben had shoved himself all the way to the hilt inside of Gwen's tightened cervix feeling it surround



his dick after pushing out into the space of her fertile teenage womb. He ejaculated not one second later and followed her insides like as if it were a volcanic eruption. Gwen shuddered intensely quietly mewling in ecstasy as she felt her cousin's sperm flood into her teenage baby-making space, her body twitched here and there with buttocks grinding against Ben's pelvis feeling him come even more as a direct result. While she knew that the Charm Effect prevented any and all pregnancies from happening, regardless of Ben's potency, Gwen still loved the feeling of her lover cumming deeply inside of her. She honestly wouldn't mind bearing his baby sometime into the future, she knew it was inevitable since the two cared about each other that much. The happiness of that thought brought came to an end when she finally noticed from the side that a shocked blushing Camille stood in the doorway next to Lucy, both of them held a mixed look of surprise and amusement making her feel embarrassed.

"Mmhh! Ooh yeah! Aaahh ...huh?" Ben trailed off in the middle of climax when he noticed the pair of women standing idly by in the doorway. "L-Lucy?! And...Camille? What are you doing he-I mean, hey there, ladies. What brings you two.....here?" Ben asked feeling rather embarrassed being in his current position of holding himself balls deep inside of Gwen like this. His balls continued to throb and pulsate sending heaping globs of sperm directly into his cousin's snatch.

\*Throb! Throb!.... Throb!\*

A thick gallon of sperm had flooded into Gwen's womb filling it up to capacity as the two lovebirds looked nervously at their unannounced guests. Before long they both stared chuckling nervously in slight embarrassment.

"Uh ...maybe you should knock next time you're here, Lucy." Gwen suggested firmly with a slightly annoyed look when eyeing her blonde cousin giggling playfully at their embarrassment. Camille had since then covered her lips up in shock and blushed harder than ever before, she'll admit that she didn't want to seem prudish nor show the pair of horny teens that she herself got wet from watching them.

Ben slowly pulled out from Gwen's gaping snatch revealing his rather long thickened rod covered in the redhead's vaginal juices. Camille didn't try to look at it and keep focus on his eyes when Lucy spoke up announcing their reasons for the sudden arrival.

"Howdy howdy, you two horny lovebirds, Camille here has got a proposition for you that i'm sure you'll love to hear. Mind pulling your pants up and listening to it?" The perky blonde Lenopan girl asked feeling giddy with excitement. Ben and Gwen looked at each other and shrugged before nodding back to Lucy and pulled their pants on.

The older redheaded woman did indeed have issues looking away from Ben's manhood hanging loose and long between his legs. She was positively aroused by seeing it and felt her loins throb knowing the reason she came here had to do with that appendage.

'Dammit, get it together, Camille. You need to keep yourself focused on the reason you're here for him, I just hope I don't get too caught up in the lust like I did last time. Me and Lucy both for crying out loud had sex with him in his house. Ugh!' Camille thought to herself blushing up a storm and noticed both Gwen and Ben fully changed and stood waiting to hear from her.

"So, Camille, long time no see, huh? What's up?" Ben asked and thankfully she calmed down before turning her head to face him with a look of resolve.

"Okay, let's talk, I'll start. But first let's have a seat somewhere."

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Minutes later....

Ben's jaw dropped in honest surprise upon hearing of Camille's proposal, while Gwen and Lucy sat on either of his sides holding both hands in support Camille simply blushed madly and looked away after finishing.

"So yeah, that's the reason I've come to you, Benjamin. I need your seed in Lenopan alien form to have a kid, Joel can't do it as a human and in-vitro with my alien species is out of the question. So please, do me this favor and I'll be sure to pay you however I can ...in whatever way I can." She finished leaving Ben flustered.

"Well, Camille I don't know what to say except...sure?" Ben felt a little squeamish then looked at his sides to both Lucy and Gwen, the former admittedly just being a sex friend than lover, and wondered what they thought.

"You sure about this, Gwen? I mean, I know I already knocked up Holiday, but Camille now too? You don't want to object to this?" He asked and Gwen shook her head while Camille leaned forward exposing her cleavage through her low-hanging blouse.

"No, not at all. I'll wait until the time is ripe, Ben, for you. Besides, Camille's need is more important anyway, don't you think?"

Ben nodded in understanding and looked back to the blushing woman with a friendly smile as he stood up from the couch holding out his right hand to her.

"Alright, well if the future Misses is okay with it, then by all means let's get to work putting a baby in you." He said boldly making Camille blush hotly underneath his gaze and feeling surprised by his brazen attitude.

"T-thanks, Ben, just for the record this is strictly business. I love Joel and will forever remain loyal to him as his wife, that being said I do feel kind of bad for doing this without his knowledge. But it's the only way that we can have a child realistically without crippling out finances."

"W-wait, you mean he doesn't know?" Ben asked clearly surprised and feeling a little reluctant knowing they didn't have Joel's consent or knowledge that this was happening. If it was one thing he learned after having sex with Aunt Lily it was that married relationships were sacred and needed to be founded with honesty.

Camille simply took his hand next and pulled him up to her revealing that Ben was indeed tall for his age and only just a few inches shorter than she was. He honestly wanted to question whether what she was doing was right since it was done in secret, but knew from the look on her face that she was dead serious in having this happen one way or another. It wasn't like he could change into a Lenopan alien form and go to sleep expecting to be milked of his seed so they could do an in vitro insemination anyway. Camille held a hand around his shoulders and caressed his cheek with her other greeting him with a loving smile that showed him she was relaxed and at peace with this dealing.

"Honestly? No, he doesn't. I'd rather not have to tell him I needed you to have sex with me and knock me up. So, how about we get to it, Ben? I'm right here ready and waiting for you after all. From what I hear you're quite the stud too.~" She added giggling in a flirting manner that made Ben blush hotly as a result. He cupped a hand around her supple ass making her squeak just a little

bit.

‘Sorry about this, Joel, but if it’s her decision then so be it.’ Ben thought to himself enjoying Camille’s reaction and admiring her beauty up close without the Charm Effect hazing his thoughts.

He then looked to Gwen and Lucy seeing them usher the pair into the bedroom nearby where Ben usually sleeps with Charmcaster, Melissa, and Tracey all at once. Camille honestly felt a little embarrassed by this still yet she couldn’t let go of the feeling Ben was giving her by cupping her ass through her ladies jeans. She shuddered a fair bit when feeling his fingers dig into her cheeks, Lucy started taking off her dark tank top revealing her perky B-cup tits bounce free really exciting the tension in the room as they went. Maybe she wasn’t going to get involved directly but she was going to help out her cousin in getting adjusted to this moment of infidelity she was going to have. Plus, watching would definitely get her off, especially when it’s Ben doing the fucking. Gwen however hung back and held a hand on her hips with an approving smile.

“I’ll leave them to it, first, I’d better tell the girls not to call Ben and interrupt. They’ll be feeling the residual charm effect through the link chain and want some action right away.” Gwen giggled and heard Lucy giggling as they closed the door behind them. She knew what would go on inside and walked away feeling anxious to ‘Feel’ Ben impregnating Camille in a half an hour’s time.

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Inside, Ben held the older woman’s face into his hands gently making her heart stammer even more. Their faces became closer with his lips touching hers in a sweet chaste lip-lock leading to Camille accepting it half-heartedly. A part of her still saw this handsome young man as the young kid at her wedding so many years, she winced when thinking about her husband during this scandalous action she was undertaking. Alas, she had closed eyes and let her arms come up to wrap around his neck willing herself to accept the decisions she’s made. This led to their lips elegantly pushing into each other for an adult kiss and not long afterward did they start sucking each other’s apart in a warm increasingly passionate embrace.

“Mmmm.~ Hmmm!~” She hummed loudly feeling Ben showing her how much of an expert kisser he really was. The boy’s mouth sucked her lips gingerly apart leading to his tongue slithering inside of her own wrestling with her tongue. This titillated her a fair bit making her buck her legs inwardly until she had to repeat a certain phrase in her mind to stave off desire. ‘Remember, this is strictly professional, he’s only making me a baby and nothing else. Don’t get caught up in this.’

In spite of this Camille curled one of her legs around his side while Lucy started sucking her clothing beginning with her little red mini-skirt. Her strawberry panties became seen by all and since her talk with Camille earlier she agreed to only take part and ‘guide’ her while voyuering in person. After all, this was for support and not personal pleasure, she could get that from Ben anytime she wanted, but she was indeed getting very turned on by watching them make out.

“Hhmm Nh.~” Ben hummed as he tasted the saliva of the older woman until he laid her down upon the bed behind them. It was a large queen-sized bed completely bed and smooth on the human body for obvious reasons.

Camille laid on her back still nervous and anxious for what was about to happen. Ben felt a little bit awkward knowing that they already had sex before now, at until before Paradox undid that event to make sure they didn’t remember anything that happened. The last thing he wanted was to be a homewrecker, even if she was stunningly beautiful and picture-perfect as far as redheads go. Thankfully he kept a steady ‘Grip’ on the Charm Effect this time around and started attuned his senses to his natural lovemaking instincts.

“Oooh ...you really know how to make a girl feel good, don't cha, Ben? Hehehe.” Camille giggled still feeling a bit reluctant by doing this. She can't deny that every touch of Ben's fingers and lips made her feel like she was flying, but she was afraid this secret affair would make her betray her husband in some way or another. “What say we change into our humanoid Lenopan forms then? It's traditionally the form we take when...breeding follows. We don't have to jump straight into baby-making right away, but a little foreplay wouldn't hurt.”

Ben sat up on his knees removing his jacket again and nodded in agreement with Camille before turning to his watch. Lifting up the dial and scanning for a Lenopan alien form Ben cycled through the list of aliens slowly getting frustrated at not seeing it.

“Might take a minute or two, I don't think I have Lenopan DNA on my shortcuts list, unless....” Ben looked up at her then held out his watch arm towards Camille suggestively. “....give me a hand? Literally; put your hand on the watch and it'll scan the DNA bringing me up to your alien race's signature.”

She nodded and placed her left hand on the surface making the dial glow yellow before collapsing in on itself. The device hummed then spun the dial automatically until it popped back up again showing the alien designated 'Sludgepuppy' on it's list. Ben saw it as a human version reminiscent of Camille's own humanoid mud form. Grinning like an excited child with a new toy Ben slammed his palm down on the dial creating a flash of green light that transformed him into the alien form of the Lenopan species Alpha male in seconds flat!

Camille's eye popped wide open in surprise as she gazed upon the highly masculine form of Lenopan Ben standing on his knees still with an impressive new body. His 'Skin' was mud like just like any Lenopan member with magenta and dark violet stripes highlighting their form. Ben's cranium, namely the back-end of it was larger than before and looking similar to how Camille looked when she was in humanoid Lenopan form at the wedding years ago. A pair of antennae popped out of his forehead, his eyes became large alien-like ovals and his face looked more masculine with a full chin. Ben's upper body was more fleshed out with a firm muscle tone making him look like an actual adonis.

“Whoa ho ho now! Check me out! I'm a total badass mud alien!” He gushed like a boy making Camille giggle until Ben looked down noticing he didn't have a penis visible. “H-hey! Wait a minute, where'd my thing go?”

This time Lucy answered for him. The teenage blonde girl was in her full humanoid Lenopan form highlighting her own slender feminine features and curvatures. She had perky B-cup breasts and a sizable hip-waist ratio making her look completely like a young woman. Putting her hands together she called out Lenopan-Ben with an eager-looking smile.

“You've got to think it, Ben! Just imagine it appearing on your body the same way you imagine using your powers. It's totally easy, just don't get too riled up or else you'll turn into the beastly form Plumbers named 'Sludgepuppies', which is totally an offensive name by the way. Just FYI.” Lucy called out in a gurgling cutesy voice making Lenopan-Ben nod and concentrate.

Camille looked down at his body expecting a sizable seven-inch 'Third Antenna' to come out, but to her surprise a long thick tube-like ten-inch Lenopan penis manifested instead. Lucy's jaw dropped at the sight of it and she started gnashing her thighs together feeling anxious and horny to watch. Camille too felt her world shake with surprise upon seeing Ben's massive meat, she remembered that the Omnitrix only housed the most 'Prime' members of their species, but can't help but feel that Ben is the key factor in how impressive his alien body was.

“Whoah....nice! Very nice, otherwise just more the usual business, huh? I think I'm liking this

form so far.” Ben said in a gurgling alien voice then looked to Camille ready to give her a fucking she’ll never forget. “Your turn, you know. Aren’t you going to transform or take it in human shape? I’m good either way since you’re smoking hot.”

Camille smiled appreciatively and stood up on her feet, she closed her eyes and concentrated leading to her body shapeshifting into her Lenopan humanoid form. All at once her bod became exactly like Ben’s but in feminine shape. Her skin became pseudo-gelatinous with magenta and dark violet streaks, her breasts become bigger measuring out to a full set of D-cup sizes, and her hips became more pronounced as her head took on its alien shape. Female Lenopans had larger craniums in the back appearing almost like a mane of hair from a distance, her oval eyes were more sleek and feminine and she maintained a full set of lips on her face. The mud of her skin slipped the clothing off of her naked body revealing her pert dark violet nipples and visible sexual mound. Her pussy lips looked like any other female human’s and yet Ben was feeling very randy just by seeing it despite having so much sex on a daily basis.

In a goopy puddle her clothing and underwear slipped off of her naked body, she stood there with hands on her hips waiting for him to take charge. She wasn’t disappointed since he got up and embraced her all over again with arms becoming literal thick noodles wrapping tightly around her naked back. Camille’s alien face looked into Ben’s and smiled anxiously with a slight frown.

“L-let’s take it slowly and start with some foreplay, Ben. I ...this is something completely new to me after all.” She said and he nodded before opening up mouth and letting his long tongue slither out of it.

“No problemo, Camille. I do know how to treat a lady after all, it’s now always pumping and going.” He said making her blush again and felt the slick soothing sensation of his long tongue coil around her neckline until it reached up to her mouth.

She let out a surprised gasp when one of Ben’s fingers transformed into a long gooey tendril that slipped into her open sex making her body shudder completely as it filled with pleasure. She was honestly taken by surprise at this and let out another gasp right as Ben’s long Lenopan tongue slid down her throat like it were a second dick.

“Ggghhhh!~ \*Bennnn!\*” She gurgled and moaned in response. Before she knew it she started sucking on it gently while he grabbed her thick hips and set her down onto her back yet again. She landed gently on her back letting her legs curl up around his sides as though her body was embracing this carnal act faster than she was.

Camille whimpered a bit vibrating her throat around Ben’s long tendril-like tongue rolling around inside of her mouth. Truthfully sex with Joel was never this wild or kinky, it was as if Ben truly attuned himself to the natural sexual instincts of each species he changes into. Still, the unsettled feeling of awkwardness and uncertainty plagued her until she started feeling really good thanks to Ben’s thoughtful touches.

“Mmnngghh!” She gurgled loudly with face blushing up a storm even in alien humanoid form. Her oval eyes opened up to stare into his face mistily while he continued tongue-raping her mouth with a tentacle tongue. It slithered around in circles slowly yet passionately while Ben brought his hands up so he could fondle her large perfect breasts in each one. Camille let out another shrill yell yet again and shut her eyes in reaction to the grandiose sense of pleasure.

Her gelatinous humanoid body curled up along Ben’s masculine one feeling his massive length rub up along the groove of her sex. Her back arched and her chest pushed forward, she recoiled with sensation and utmost arousal while Ben fondled her large goopy tits with glee.

“\*Heh heh heh, alien sex is always kinky, huh? I can’t believe how turned on I’m getting just by doing this.\*” He gurgled while Camille continued gently thrashing about on the bed in response to his actions.

His hands groped and fondled her tits some more squeezing them between his fingers and making the Lenopan woman mewl like a kitten.

“Oooooohhh! \*Bennnn!\*” She growled feeling her insides churn with desire for his penis now more than ever. She wanted his cock inside of her already, but the touches he was giving her were nice too. Camille slurped and sucked on Ben’s tendril tongue hungrily letting herself cave in her to primal instincts for the sake of breeding her a baby. She still kept Joel in mind while she had done this, but now she was letting herself enjoy the sexual intimacy she was sharing with Ben Tennyson.

The boy-turned-alien growled in arousal when feeling her mouth suckle hungrily on his long tongue, he grooved his pelvis along her body some more feeling anxious to stick it in her already. Her gelatinous folds visibly spread themselves wide-open readily before Lucy’s eyes as she watched Ben take notice of it. This was a natural phenomenon that happens when a female Lenopan was ready for breeding, Lucy looked up all the information ever since coming into the fold with Ben and his girls.

“Huh, looks like you’re ready, do you prefer this position right here? Or something a bit more wild, Camille?” Ben asked pulling himself back letting his tendril tongue slip out of her mouth with a gush of saliva.

Her dazed-looking alien face was heaving drastically with breasts rising and falling, she looked down to see his tube-like mega-cock throb readily as he sat on his knees holding her legs up.

‘Okay, moment of truth ...don't freak out and run away. You can trust Ben and this was your decision after all, Camille. Let’s.....let’s make a baby.’ She reasoned within herself and looked up at Ben’s masculine Lenopan face nodding with a gentle yet nervous smile. “Go ahead, fill me.”

He smirked and once more apologized to Joel inside of his head as he nudged the flat nubbed head of his massive cock over into Camille’s juicy-looking gelatinous folds. The surface of his glans touched the outer surface of her moistened pussy lips pushing it steadily inward. Camille bit down on her bottom lip and sat up from her waist so that she could be visibly see Ben’s monstrous shaft push into her body. With a grunt and a loud squelching noise he pushed the first several inches into her pussy making her tremble at its size. Despite being metamorphic to a degree Camille still really felt his dick touch many of her sensitive areas.

“Uuuuaghhhh!~” She cried out in a gurgling alien voice and tossed back her head.

Ben made his right arm into a noodle-like tendril and curled it around her waist again making sure she stayed glued to his waist. He pushed the rest of himself into Camille’s tight Lenopan pussy making her folds gush and her legs jerk about on reflex. Her chest was heaving up and down and her antenna flickered like crazy. Whenever a Lenopan does that it means all senses of pleasure was being touched upon.

“Hhgghnhhhh! \*Beennnnnn!\*” She gurgled out loudly feeling her very core become composed by his penis. Her womb even opened up to allow him entry without any wait time whatsoever while clinging tightly on his dick. Needless to say Ben loved this feeling and felt their gelatinous bodies mesh blissfully in sexual union.

“Mmngh, sex in Sludgepuppie form feels amazing!~ Oohhh, I can literally feel everything, even you tightening up around me, Camille.” Ben gurgled out and saw her completely out of it. She

continued her labored breathing and brought up her legs to wrap around his waist desperately keeping him locked in.

She purred cutely in a gurgling alien voice and held both of her hands on his shoulders keeping herself hoisted on his pelvis in a diagonal seated position.

“Ben...fuck me! Please!” She cried out feeling her insides throb readily around his member as she began bucking herself up and down on his waist. The awkwardness and discomfort was long gone, evaporated in the mist of lust that was now blossoming between them.

‘No more time for awkwardness and worries about Joel now. We’re both in what I assume to be the Lenopan frenzied state. At least it feels like Camille is, her pussy is literally coiling around me and I think I halfway inside of her actual womb. Oohhh, better get to it because her pussy is driving me crazy.’ Ben thought to himself, nodding to her and began bottoming out of her gelatinous dark and violet pussy making the bed shake as her buttocks slapped noisily into his waist.

Lucy continued watching with one hand morphed into a tentacle-like dildo, she shoved it into her own snatch while eyeballing Camille rail herself on Ben’s mighty meat. The sight was hypnotic, alluring, and extremely arousing seeing such a massive cock cleave into her cousin’s silky folds. Camille’s body started undulating along his frame, her hands were tightly hooked onto his shoulders allowing her to hang off of him while rolling her waist onto his crotch.

“Aaaaaahhhh! Aaahh aah aah aah ahhh!~ Bennnnn!~” She cried out with oval eyes closed tight and mouth hanging agape as slimy squelching noises filled the room up.

Her body thrashed about, her insides churned as Ben slammed himself into her dripping folds over and over again making a thick protrusion come out of her stomach. Camille was feeling everything inside of her body, everything that was Ben’s massive penis slamming into her womb nonstop. Despite that Lenopan have malleable tissue and gelatinous insides it felt like a whole arm was pushing into her pussy giving her pleasure she had never felt in her life.

Camille’s eyes burst wide open and her mouth remained in a large oval shape howling to the air in sexual euphoria. Ben’s cock pushed and rowed into her body with more haste making the noises of coitus even louder while the bed rocked back and forth to their fucking.

“Hnnghh....mh mh mh mh mhmgh! Camille!~” He growled feeling his insides beginning to stir up telling him he was ready to cum very soon.

Deciding to change positions Ben rolled himself back onto his butt taking the woman with him so that she was bouncing on his lap.

“Ooohh, got an even better view, hehehe.~” Lucy cooed cutely in her Lenopan humanoid form and rushed over to the side of the bed to watch Camille bounce herself wilily on Ben’s massive dick.

The large tube-like extension pushed sloppily into her sex from below, Ben’s large bloated dark balls pumped and throbbed readily for ejaculation as this went on. Camille’s naked body bounced wilily on top of him with hands planting themselves firmly into his chest, her insides felt like they were turning inside out with how intensely he was fucking her right now. Their bodies meshed together, heaved back and forth in undaunted bliss as Camille felt her orgasm fast approaching. Judging by the pulsations of Ben’s shaft inside of her twat she too felt he was ready to blow as well.

“Uuuggghhh!~ Aaah aah aah aah aah ahhh!~ Ben! Hgnnhh!~” She cried out with eyes closed fully enraptured in the bliss of it all, no longer was she feeling worried about betraying Joel. As of

this moment she was just obsessed with this carnal feeling Ben was giving her.

“Gghhrk! I’m going to lose it soon, Camille! Get ready..ugh ...to have a baby!” He grunted loudly with a smirk and felt his balls expand like beach balls underneath her taut buttocks. He bucked up into Camille’s body and let out a guttural roar like a beast as he came.

Thick splashes of heavily potent Lenopan cum came flowing into Camille’s exposed womb. The woman herself writhed uncontrollably in orgasm while feeling Ben’s seed pour into her uterus like no tomorrow. Her attenae flickered wildly as she came hard on his meat, her body wriggled about squeezing his manhood for everything he had and then some. Lucy watched as pump after pump of heavy Lenopan sperm, which resembled slightly darker sperm that sparkled, gushed into Camille’s pussy for roughly a minute and a half before stopping.

“Ugh ...! Aaaaghh.....ohhhh ...yeah!~ Mmhhh.....that was.....incredible.” Camille moaned to herself as she finally came down from her orgasmic high and slumped back onto the bed from Ben’s waist.

Her body was heaving noticeably with face looked utterly dazed, she had her tongue out of her mouth and looked completely out of it while sperm seeped out of her opening. Ben groaned in pleasure as he jerked himself off into her snatch one last time before pulling himself out. His cum gushes out of her sopping misshapen pussy with a squelch and a squirt leaving to wonder if she was going to have triplets at the end of this.

On a microscopic level millions of Lenopan-Ben’s wriggling little swimmers swam over to one of her eggs, Camille could actually feel the process occur as one made its way into her ovum beginning the process of seeding life. Just then she transformed back into her human form with fair skin and red hair revealing a tear trailing down her cheeks. She smiled happily knowing that this endeavor was a complete success.

“Ben.....! It worked.....it worked!” She cried out just as soon as the Ultimatrix timed out.

In a flash of red Ben changed back into his normal form. To Lucy and Camille’s pleasant surprise they saw that he was still well-hung even in human form and easily a foot-long in length with a full set of balls. Sitting back to meet him with a sweet smile she grabbed his face into her hands and pulled him a celebratory lip-lock filled with happiness.

“Mmmuuuaaahhh! We did it, we really did it! Thank you so much for this, Ben!” She cried out in utter happiness making Ben blush as he nodded back with modesty.

“You’re very welcome, Camille. I’m just glad it worked out for you-ooo ahh!” Ben was unable to continue his sentence when Camille suddenly lifted him up onto his back with a swing of her hands. The excited redhead got uptop of him and straddled his waist readily with gaping human pussy hovering directly above his sperm-coated length.

“We’re going for a bonus round, Ben. I may possibly be pregnant now, but let’s do it twice just to make sure. Plus, I need to get a certain itch out of my system that ...Joel may not have been scratching all that much lately due to his work driving him away most of the time. Don’t feel bad for him in the least, Ben, you’re helping the both of us big time.” She stated with a slightly manic smile before driving herself all the way inhaling his cock into her pussy again in one hard slam of her waist.

“Aaaaaahhhh!~” Camille cried out in ecstasy as she felt this thickened length plunge back into her sopping folds filling up her pussy in one go and reaching all the way up into her cum-soake womb. Her pale pert buttocks rested down on his thighs straddling him as she placed her hands down onto



his chest. Ben got a clear perfect view of her titties in human color as they had now started bouncing along with Camille's body on his dick.

The flesh-slapping noises returned in full force as Camille began riding him with gusto by rolling her hips along his waist. Lucy had stars in her eyes now after returning to her human form naked, and watched as her cousin fucked her own brains out by riding herself wildly on Ben's length. Licking her lips and feeling thirsty enough she started planning her own secret rendezvous with Ben later on, but right now she just watched and enjoyed the show of his massive cock cleaving into the redheaded woman's sopping depths.

"Ggghhhh! Camille.....!~ Aaaahhh!~" Ben cried out in euphoria and held the woman's hips in his hands keeping her naked frame hopping up and down on his dick for another thirty-five minutes.

Eventually when they finished, they did it together and resulted in another heavy thick creampie that filled the woman's depths to the very brim all over again. Camille was so stuffed full of his sperm that she already looked a couple months pregnant. The day ended with a very happy Camille returning home waiting to meet her husband and tell him how they no longer needed to worry about having kids using in-vitro fertilization.

(End of Part One)

## Part Two (Celebrations Aplenty)

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About a few months later....

Ben had just gotten back from the alternate universe of Generator Rex, bringing a few 'Souvenirs' with him in the form of a handful of girls that wanted to stay at his side forever. After life returned to relatively normal he was back at his job of protecting Earth as it's number one hero, except nowadays he had many loving women waiting for him at home and feeling frisky enough to ease the stress off of his body. He considered moving into a Plumber Base free of rent so long as he worked for them officially, but that is a story for another time. Ben got a phone call from Camille not long after his return.

"Bennnn.~ Welcome back, why don't you come and see our beautiful baby boy?~" Camille asked over the phone as Ben stood outside of his house leaning against the side of his car.

"You had him already? It hasn't even been nine months yet" He remarked clearly surprised until he heard her giggle over the line.

“That’s because Lenopan physiology works differently than humans, Ben. Our kind have our children in one third of the time it takes for earthlings to birth theirs. I gave birth to little Luke three months after our little romp at the base, I’d love for you to come and see him in person.” Camille suggested with a loving soft voice that kinda sounded needy to Ben’s ears.

“Sure thing, I’ll be right over then, Camille.”

He heard a squeal of joy and a sigh of relief from her end before he hung up and got into his car. Turning it on he wondered just how excited Camille was to see him again ,thoughts on fatherhood and pregnancy came back to his mind since the Holiday from his universe was still expecting. She did currently have a firm belly carrying their love child as of right now. Ben had no doubt that Gwen would start wanting children too sooner or later, provided she stopped caring about her career focus that is. And that didn’t even include the other women in his life possibly wanting to be mothers after hearing about Holiday. Personally he felt plenty of them might’ve been too young to even consider it at this time, save for maybe Tracey, Amalia, and several others well into their adulthood.

‘She sure sounded excited, I am too kinda. I mean ...I get to see our cute little alien-human baby in person now. Still can’t believe they can pop em out that fast though, three months and she’s already a mommy, hehehe.’ Ben thought chuckling to himself while driving over to Camille and Joel’s place somewhere on the other side of town.

Eventually he arrived and parked just outside the curb, Ben stepped out of it wearing his usual jeans and green jacket combination now retooled to look a bit more like Rex’s attire. He grew a bit taller recently and still had his dashing looks with the usual devil-may-care personality intact. In spite of what he went through on the second trip to Rex’s universe he had every reason not to be well,all things considered, but here he was visiting Camille and the baby he made with an anxious smile on his face. Walking up to the door and knocking on it Ben waited for it to open, when it did he saw the husband himself Joel greeting him with a friendly smile just before pulling him into a brotherly hug.

“Ben! Welcome back , buddy! Grandpa Max and Gwen told us all about your cross-universe adventure after you came back home. Glad to see you made it in one piece.” Joel grunted smothering Ben in his well-defined chest.

“Heheheh, glad to be home too , Joel. Now please stop squishing me!” Ben grunted as Joel let go laughing to himself before pulling Ben into his house.

Ben saw the lavish furnishings of a modest home and wondered if he should have a set up like this for himself in the future. Joel guided him over to the baby’s bedroom where they came across Camille herself looking as beautiful as ever before. Her hair was longer now and draping down her shoulders elegantly in a straight majestic style. In her arms rested a healthy-looking humanoid Lenopan baby wrapped in a special-looking cloth. It was alien in all form of definition and looked rather adorable as far as baby aliens go.

“\*Sniff\* I know he takes after his mother, but I’ll be proud to carry my little Lenopan son once he starts growing into his more solid skin. So far only his mother is allowed to carry him without that blanket, Lenopan species rules ya know.” Joel added making Ben nod as Camille turned her head up to greet Ben with a loving smile.

“Ben, I’m glad you made it. Come here and have a look at our little Lucas, he’ll start shifting into an adaptive human shape soon enough, but I still want you to see him as a cutesy Lenopan first.” Camille invited and Ben walked over to her.

He took note of her breasts having become bigger since last time, which showed through her tight magenta long-sleeve shirt. The cleavage was even showing and it made Ben horny, he tried to reign it in by looking down at the cute little infant Lenopan reaching a humanoid hand up to Ben while gurgling cutely at him.

“Awwe, he’s definitely got your eyes, Camille.” Ben commented feeling in awe of the baby he and Camille made together. The dry feeling of guilt and awkwardness knowing that Joel was in the dark on its creation still gnawed at him, especially with the man being in the same room.

Thankfully he walked away when receiving a phone call from his special Plumber’s phone. Taking it in the hallway, Ben was now left alone with Camille and the baby. She rocked it in her arms some more as its large oval eyes drifted to sleep with it sucking on what Ben assumed to be one of its thumbs. Camille then got up from her rocking chair and placed it into a specialized containment crib designed for Lenopan newborns.

“There, he’s asleep now. Lucas should be out for a good hour or two, which makes the timing perfect for you and I to catch up now that you’re back.” Camille said turning her face to him wearing the genuine loving smile she always had on nowadays.

“Y-yeah, there's not much to tell. A lot of craziness went down back in that other universe and I ended up bringing home a few more girls with me. Hehe, I should probably be thinking about maybe moving out into a large house or a base or something in case they all want to start having kids.” He commented and Camille nodded with a coy lip-bitten smile as though waiting to grab ahold of Ben and take him right here.

Just then Joel popped back into the doorway with phone in hand looking as though something urgent happened.

“Hey babe, big important emergency at Plumber HQ, mandatory attendance. I gotta go, but don't worry, Ben, it’s not world-ending stuff or anything like that. Just some boring formal meeting with other alien races yadda yadda. I’ll be seeing you later tonight, hun, okay?”

“Okay, be careful out there, Joel. Remember, Lucas and I are always waiting for you here.~” Camille said walking up to her husband and briefly kissing him on the lips in a chaste loving fashion making Ben smirk until he left.

With Joel gone out the door in one of the Plumber all-terrain jeeps Ben was left alone with Camille now wearing a hungry look on her face. She walked back into the room and gestured for Ben to follow her into the living room, once they got there she placed herself onto the couch on all fours purring like a lioness with a look of lust clearly showing on her face.

“C’mon,Ben. I have an itch I need you to scratch.~” She cooed wiggling her buttocks at him while tugging down the cleavage window of her shirt. Her large E-cup sized tits bounced free showing Ben a full case of salmon pink nipples while she herself licked around her lips suggestively. Camille was basically telling him to get naked and fuck her already.

“C-camile? What ...is this about? I thought we were kinda done...ya know...doing the deed. You have your kid, you didn’t want to do this behind your husband's back and your were very uncomfortable with it all together until-”

“Until I started screaming my lungs out about how good it felt, Ben? I know what it sounds like and let me clear things up for you just in case.” I love Joel, I’d never leave him,ever, and ‘no’ you’re not being a homewrecker if you do this with me. Certainly didn’t stop you from screwing your aunt Lily or even your own mother now does it?”

“Hehehehe, that’s a...special case?” He defended weakly with eyes still drawn to her breasts making his erection form up inside of his pants.

“No it isn’t, don’t get me wrong, Ben. I’m reluctant about it too, but ever since that time you peaked something inside of me; a thirst. I’ve never felt so stimulated in all my life and it was because of how good sex felt with you that I felt so relieved and at peace. I need that again, maybe just for a one-time only kind of deal right here and now. It’s in my system, an itch that needs to be scratched and I can tell from your erection that you’re feeling the need as well just by seeing my girls here.” She pointed out undoing her jeans and letting them slip down her legs while pushing up her shirt entirely becoming bare-chested before him.

Ben audibly gulped and let out a heavy sigh knowing she was right about everything.

“Fine, I’ll....go along with this, but just this time one last time. I’ll admit sex with you, in both human and Lenopan form, is amazing, but just in case this isn’t a one-off deal we must keep this a secret. I...I’d feel bad if I’m doing this behind Joel’s back just because you feel better having sex with me.” Ben added making Camille frown sadly and nod in agreement with him.

“I know, trust me, I know, but Ben...it’s like I’m dying of thirst over here. No one can please a woman like you, and trust me when I say that Joel would be as open-minded to all of this anyway just like Uncle Carl and Frank are. I like to think you’re the go-to hero for both sex and saving lives.” She added making him blush with pride as she dropped down to her knees undoing the hem of his pants in a rush.

Before Ben had a chance to protest her actions his foot-length weiner sprung out fully erect nearly smacking her in the face. Camille licked her lips excitedly once she saw it and immediately wrapped her soft feminine hands around the base of his shaft sensually pumping him with enthusiasm.

“Hnhh! C-Camille ...wow...you sure don’t waste time, huh?” Ben groaned enjoying the feeling of her hands pumping his cock readily as she tilted her head downward with red pouty lips completely open and ready to take him.

“Mmhhmm.” She hummed audibly and wrapped her lips around the head of his cock slowly swallowing it into her mouth.

“Oooh! Camille ...!~” Ben groaned softly feeling the wet warm slimy confines of Camille’s mouth sucking him into her mouth.

She blushed heavily and ground her face into his groin taking in all twelve inches of his meat cannon into her throat. Ben twitched and wiggled a bit while standing up, he held the back of her head into his groin savoring the feeling of Camille slurping his cock inside of her throat. She purred and mewled lightly then began humping her face back and forth deepthroating him with gusto creating loud slurping noises that soon filled the room.

“Hnghhh! Aaaahh.....! Oooohh.....!” Ben grunted and gasped as his member experienced the repeat sensations of the woman’s esophagus cushioning his length. His balls started stiffening up, his shaft straightened out becoming even harder while she lathered the surface of his dick with her warm tongue.

“Mmh mh mh mh mh mhmhmm!~ \*Ssllrrp! Sspptl! Sllrrp sslp sslp sslpp!~”

Camille hungrily sucked Ben off with eyes closed squeezing his buttocks into her fingertips while hugging his entire waist. She felt him stiffening up already telling her that he was going to cum

soon after minutes of doing this. Unfortunately for Ben she pulled herself right off of his crotch letting her mouth slide off of his dick entirely with a loud splurch of saliva bridging her lips to his tip. Ben was left standing in a wobbly shaky fashion until he saw Camille strip herself completely of her pants, thong, and bra leaving herself completely naked as she got onto all fours atop the couch.

“Take me, Ben. Rail me like there's no tomorrow, I need this!” She begged while wiggling her rear at him enticing the boy even more with her creamy light-skinned buttocks jiggling left and right with pussy gushing readily for him.

Ben, no longer feeling hesitation or doubt, obeyed his primal command to responded by shucking off his pants and going over to Camille. He placed himself behind her taut heart-shaped buttocks partially wondering if she was going to change into a Lenopon humanoid form now. Alas, she remained in her regular human self and reached back with both hands to spread open her pussy lips in invitation to the now sexually aroused boy.

‘Hnhh! Remember, Ben, this is for her sake. Don't get too caught up in this like you do with CC and the others. Ooohh, she's so beautiful with long hair.’ He thought to himself enjoying the view of Camille's ass, pussy, and face all staring back at him eagerly ready to fuck.

He reached over and grabbed ahold of her wide hips and guided his erection over to her slit swiftly pushing himself on in. Ben sheathed his member deep inside of her tight slimy pussy once again. Camille's lips pursed together in a cute fashion, her body bristled up and her buttocks pushed forwards into Ben's waist taking him in all the way to the hilt.

“Gghh! S-so tight ...! Uuughh!” Ben growled loudly feeling her slimy insides coil tightly around his meat.

He could feel his member push in all the way into her cervix which, as usual, led to her womb opening up for him directly. He slipped it on in making Camille whimper in pleasure just before he began bucking himself back and forth into her buttocks beginning to fuck her. His waist slapped into her creamy lily white ass making those cheeks jiggle as he began pumping into her in a raucous fashion.

The slapping noises filled up the room with Camille moaning loudly every other second as she felt all twelve inches of his massive cock pummel her babymaker all over again. Camille was beside herself with grand pleasure, she was feeling every inch groove into her sensitive insides in nonstop bliss!

“Uhh Ahh! Ooh I've missed this! Mmmnhh, fuck me, Ben!” She cried out with a blushing face feeling he hammer his cock into her pussy some more until his hips were on rapid-fire.

Camille's body bucked and swayed wildly in back and forth tandem, her large tits swung, her waist jiggled with the intense penetration of Ben's penis pushing all the way inside of her womb making a protrusion appear on her stomach. The woman mewled loudly ecstasy and wriggled her rear against his waist feeding his lust by voluntarily tightening her insides around his meat. She started slamming back into his bod even faster making Ben do the same until they were both animals in heat fucking right there on the couch.

“Ugh! Ahh aaah aaahh ahhh!~ Bennnnnn!~” She cried out in euphoria with eyes closed and mouth hanging agape. Camille's naked lily-white body smacked into this frame raucously unabated.

Ben bottomed out of her non-stop eventually switching them into a basic missionary position so that he could feel her wrapping her legs around his backside tightly. He rose and fell down hard

onto her exquisite body making her feel all twelve inches push into her core over and over again. Camille hugged her arms tightly around Ben's neck keeping him close as she smothered her tits into his face. Ben being the horny teenager he was driving into her even faster because of it making her body thrash and writhe in ecstasy as they fucked for a good forty-five minutes.

“Aaah aaah aah aah aah aah aah!! I'm c-cumming! Cum inside me, Ben!~” She hollered loudly while tossing back her head, her body shivered with intensity as she came hard with her insides squeezing Ben's dick for his precious seed.

The boy himself felt the tight convulsions follow and slammed into Camille's waist one final time before feeling the dam break on his reserves. His shaft swelled up before sending a thick deluge of cum straight into her depths! Camille howled loudly in orgasm she felt the warmth of Ben's seed splashing into her cervix once again, her body quivered and twitched several more times before finishing up feeling the warmth of sperm flooding into her womb while Ben finished cumming. He shuddered and twitched a few more times inside of her body until finally he pulled out leaving her pussy gaping as they both collapsed onto the couch spent. At least for the moment anyway.

“\*huff huff huff\* Ben...we're making this an on-off thing in secret. No 'buts' about it.” Camille panted with a deliriously tired smile on her face.

Ben had no response to that except to nod at her request, he admitted that fucking Camille felt too good to pass up and he was sure she'd find some way to make him cave in to his urges again anyway. Looking over at her body he wondered if he may have accidentally impregnated her a second time.

‘Nah, I think we're good. I have to be Lenopan to really seal the deal, no? Ugh, I hope so anyway.’ Ben thought as he leaned his head back over the couch cushion feeling Camille crawl up along his bed to cuddle against his chest affectionately with a satisfied smile.

End of Chapter

AN: This is a filler chapter Commission of Ben's Girls. I'm still alive, still writing stuff, albeit very busy and tied up doing it though, but yeah I'm here. Haven't forgotten this story nor is it discontinued or done. Just, need to get my shit taken care of first, have the shit together, but now need to get rid of due pre-paid commissions as well as patreon works. The G-rex continuation 'Welcome back' chapter will come right after this filler, sooner or later, but for now enjoy some good old fashioned Ben Ten breeding. Thanks for reading. :)

# **Heroes Reunited Part Two- (Ben x Diane Ferrah, Beverly, Kenwyn, Brianna, Annie, and Five)**

## **Ben's Girls**

**Ben Ten/Original/Alien Force/Ultimate Alien/Generator Rex**

**By Azure(Auumaan)**

### **Chapter Thirty-Seven: Heroes Reunited Part Two- (Ben x Five, Kenwyn, Beverly Holiday, Annie, and Diane Ferrah)**

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The Story where it had left off so long ago.....

After a Null Void portal opened up unexpectedly inside of Ben's world within a populated city, mass panic ensued when monsters started coming out of it. Ben chased down the strange mechanical creature supposedly involved and found himself being tossed into another universe all over again as a result. This wound up reuniting him with Rex Salazar, having apparently brought him back to this particular hero's universe a second time. Unfortunately for Ben, he now had no way of contacting neither Amalia nor Gwen in hopes of returning home once he was finished with business here. He had relied on their powers the last time in order to bring himself back home to his own universe. Now all he had with him now were his wits, his will, the Ultimatrix, and a somewhat unstable Charm Effect which had been in near-constant flux ever since Amalia's revival from out of his subconsciousness.

In spite of this chaotic turn of events, Ben was still eager to reunite with the many off-world lovers he considered to be friends-with-benefits. All of them were amazing women and teenage girls in their own right that he had met during his time here in Generator Rex's universe. There was the former villainess Breach who now went by her human name of Brianna again, the British Assassin known simply as Five, Kenwyn Jones of the Elite Providence Cadets, Doctor Holiday's younger sister Beverly Holiday, and Annie the teenage embodiment of bad luck and clumsiness.

Even so, Ben was still very concerned about how he was going to get back home without the help of his lovers, but he knew he had to worry about that later and focus on the crisis situation right now. He had to help Rex and his group fight against New Providence now that the organization has

been taken over by a menacing new enemy known as Black Knight.

Things have only grown more chaotic in this world since he left and Ben was now right in the middle of it.

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Hovering somewhere above the city of New York City was a Providence carrier, it remained stationary in the sky as it stared in the face of a large blinding portal surging with unstable energy randomly in the sky...

"What are your orders, Black Knight?" A cold, metallic voice asked from behind a sleek dark mask.

It came from a dark-clad Providence trooper kneeling alongside a handful of other soldiers behind a tall, leather-wearing woman standing in front of a holographic monitor projection from inside the ship's bridge. Her dark eyes focused solely on the 'Foreign Object' that had arrived within their world from another universe when the rift had first opened up. This had piqued her curiosity greatly and made the ever-ambitious woman impatient since she waited for the out-of-focus capture image to be fully processed and enhanced so it could be seen with full clarity.

She had a voluptuous womanly figure which remained in shape due to training and wore a dark shoulder-mounted cape over her shoulders that matched the black uniform covering the rest of her body. Her medium-length dark violet hair came down over the right side of her face in a large set of bladed bangs partially obscuring her right eye. She had an exotic appearance that'd otherwise vex men were it not for her ruthlessness in leading Providence as 'Black Knight' that had instilled fear in them as the current head of the organization. No other birth name or nickname of any kind was given in regards to her identity. She was simply the organization's merciless Commander that rose to power after outing White Knight and forcing him to resign at the behest of her bosses. Black Knight often had a stoic, calculating look on her face at all times and was currently staring ahead into the portal's abyss, waiting for White Knight himself to arrive aboard her ship at the agreed-upon time.

While anxious to send the troops of her strike team to locate and raid his base while capturing him over here, Black Knight hesitated since she knew the bigger threat to the world right now was this rift that managed to stay open in the skies of New York City since it had arrived. It was creating quite a panic among the masses down below and forcing Black Knight to cooperate with him for the time being with the intention of closing it.

"So, you're sure you've isolated the exact area where that second anomaly could be hiding? \*One Dark Trooper behind her nods in confirmation\* Excellent. I wonder if we can find out exactly where it is and perform an extraction before something else happens today. Whoever or whatever that thing may be, could provide us with an advantage over White Knight and his crew since it came out of the portal the exact same time as that mechanical monstrosity did earlier." She explained, waiting for the display on the monitor screen to fully enhance the resolution of the captured image.

Each of the Dark troopers kneeling behind her was wearing matching black, Providence uniforms designed for mobility and stealth in combat. All of them had glowing white visors over their masked faces and were considered to be her elite guard known as 'Pawns'.



"Unfortunately for us, that will have to wait until after we deal with that portal first. That's the top priority right now. Let's wait for our dear friend White Knight to come aboard so he can help us figure out how to seal that thing before any more monsters pop out of it, then it'll be back to business between our respective groups. While I'm taking care of that though, I want you all to continue working on locating Salazar. That nutty scientist booked it in that mobile laboratory of his the moment he detected something 'strange' within that portal, something that spooked him very much. I wanna know why that is and what he is hiding, so find him post-haste." She commanded in a cool, impassive voice.

"Understood, Black Knight." Another replied and all of them got up and started leaving together in a single file line out the bridge of the ship.

Once they were gone, Black Knight focused on the now fully-enhanced, zoomed-out image of what the 'Anomaly' turned out to look like on screen. She saw that it had the distinct appearance of a teenage boy with chestnut brown hair, bright green eyes, and wearing a green leather jacket with a special high-tech watch around his left arm. This piqued her interest greatly since she had wondered who he really was and why it seemed that Rex knew him already.

"So this is the so-called Anomaly? Interesting. Is he that boy I read about from White Knight's files about a 'Benefactor' helping Rex defeat a mutated version of Van Kleiss over half a year ago?" She said to herself in thought while narrowing her eyes with intrigue at the window display. . 'Hmmm, I wonder. Could he be the one they call Ben Tennyson?'

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Inside the Counter-Providence Base...

"Recon duty? You gotta be kidding me! That's just so..... boring. Don't we have better things to do right now like look for that floating wisp thingy that escaped the battle? You know, it came out of the Mecha monster we just fought and it's out there somewhere doing who-knows-what." Ben questioned, groaning with impatience as he stared incredulously at the disgruntled image of White Knight projected through a hologram display in the center of the control room.

The veteran soldier, and former boss of Providence, stared impassively at the boy with a scowl that clearly said he was not amused.

"You and Rex really are a lot alike, both of you are annoying pains in the neck. Must be a teenager thing. Anyway, we actually are looking into where that thing floated off to, Ben, but it isn't as easy as you might think. We can't get a proper signal on it since we don't know what material it's made out of. Even Nanite scales are having trouble getting a reading on it. That is what recon duty is for. I'll be having all of you go out and scout the general area outside the dam to confirm its location with your own eyes just as soon our scanners pick up a trace of a signal. Call it a gut feeling, but I believe it'll be drawn to wherever there are machines and Nanites are in abundance. That means you specifically, Rex. You have the best of both worlds, so be careful because it might be heading your way." White pointed out, looking at Rex who nodded back with a scowl of his own on his face.

"Believe me, White. I hope it finds me again if that's the case. I'm itching to get some payback for Six after what it did to him back in New York." Rex said, pounding his fists together dangerously with a determined look on his face.

'Yeah. That thing, whatever it was, really did a number on the poor guy. I hope he'll make it out

okay. I could change into Upgrade and maybe enhance the medical equipment to speed up his recovery, but who knows if that won't make things worse.' Ben considered for a moment as he eyeballed the Ultimatrix wearily, unsure of whether or not it was a safe enough option to attempt.

Just then, White spoke up.

"As for me, I'll be having the distinct 'Pleasure' of meeting with Black Knight in person so we can work together and figure out how to seal that rift off in the meantime. I'm fully expecting a betrayal at some point, so be ready to deal with any of her Dark Troopers that might come your way, if she manages to locate this base that is. I mean it when I say be ready. We're in deep and Black Knight wouldn't pass up an opportunity to put the screws to us even while this is going on." He explained, receiving nods from all around. That included both Ben and Rex as well as the rest of the girls alongside Holiday. "Rex and Ben will be searching every possible location closest to the dam once Holiday picks up a signal. Until we can ascertain its exact whereabouts and pinpoint its location, simply wait inside the base and keep yourselves busy. That goes triple for you, Ben, play nice and obey my rules. You're a part of this show now. White Knight out." He gruffly stated before cutting out.

"That guy really knows how to motivate you, huh?" Ben quipped, receiving a curt nod from Rex.

"Yeah, but in his own annoying and bossy way, he's actually an effective leader. Still a jerk though." He added, making Ben laugh a little and giving him a fist bump. "Either way, I'm glad you're back here with us, Ben. We could definitely use the extra set of hands dealing with Black Knight and her thugs these days."

"Happy to help, trust me, but in the meantime, I still need to find a way to get back to my home. I'm really up the creek without a paddle since the 'Avatar' of the Charm Effect that was inside of me sorta took on a human form of her own and left my body altogether. She literally became her own person. I still have the Charm Effect, I think, but I'm not too sure it'll be enough to find my way back without her powers helping and without a connection to Gwen no less." Ben addressed while rubbing the back of his neck.

"Don't worry about that, Ben. We'll do everything we can to try and find a way to return you to your home universe once this is over. For right now, take White's advice and go rest easy for a bit. You can use this opportunity to tour our new base and get familiar with the layout until I call you. It may take an hour or two until I can pinpoint the location on where that thing is." Holiday added, watching Ben nod in agreement with her as he took a moment to admire what she was wearing from behind when she turned back around to face the monitor screens.

No longer was she wearing a simple lab coat over a tight hoop skirt with leather high-heel boots, instead, her voluptuous frame was clad in tight-fitting leather pants which allowed the fullness of her ass and the shape of her voluptuous hips to be shown in detail. This caused Ben to growl quietly to himself with fast-rising arousal already and felt his pants begin tightening up. He quickly shook his head to try to clear his mind of these thoughts since this was hardly the time for it and needed to focus on the situation at hand. He also wanted to avoid bothering Holiday for any 'Favors' of that nature since she needed to focus on her job anyway, plus he was pretty sure she was very distraught as is over Six's condition right now.

'Keep it together, Ben, you're not here to screw around and shoot the breeze. We're in a crisis situation, plus.... seeing as how she's really broken up over Six, I can safely say this is hardly the time to pester her for sex anyway. Besides, I don't even know if we still have a casual thing going on now that it's been a while since I've been here. That reporter lady might still be up in the air though, but since this Holiday isn't my Holiday to toy around with, I can't just pork her and call it a

day. Speaking of which, where is this Holiday on her relationship with Six anyway for that matter? I've always been kind of confused about that and wondered whether they will or won't they become an item.' Ben thought to himself, feeling his arms suddenly getting tugged back by both Brianna and Five. He snapped out of his thoughts and looked back to see both women grinning mischievously at him while hauling him away toward the exit of the control room.

"C'mon, Luv. Let's go and see if I can't help you get properly 'accustomed' to this place while we're waiting for something big to happen. It seems like you'll be staying with us for a tick anyway.~" Five offered, winking playfully at Ben.

He also noticed that Brianna was smiling adventurously too and started feeling up his muscles through his jacket as she tugged him away. They were making their way to the sliding doors with the other three girls rearing to go with them, all looking just as eager and mischievous to partake in what was obviously not a tour.

"What she said; besides we really do need to catch up and tell you everything that's been happening since you went back home. I'm sure you'll be delighted to hear about some of Rex's latest tales of craziness, among other things like how we've been spending all this time fighting on the side of good. We'll have to be very intimate with you on the details, won't we, Ben? ~" Brianna asked playfully, seeing Ben slowly nod back to her while the other girls came crowding around him, ready to usher Ben out of the control room entirely when they heard Holiday call out to them.

"Wait for just a second, girls. Before you go and 'Catch up' with Ben there, I need to give him this earpiece first. We'll need him to keep in touch with all of us via communication just in case I find something right away. You should all be ready just in case we get an early ping and disaster arrives on our doorstep." Holiday explained as she held out the earpiece, seeing her younger sister Beverly hop over to her to take it from her hand.

Just as soon as she reached for it, her big sister's hands clasped tightly around her own, surprising Beverly and giving the teenage girl a tense glare as though she were a mother cautioning a foolish child.

"Beverly, for the love of all that is Science, tell me that you and the others are going to be using protection. I know very well what you'll all really be doing once you get five minutes alone with that boy. You're not exactly being subtle about it." Holiday warned, making her sister feel nervous and chuckle sheepishly as she rubbed the back of her neck with eyes averting her big sister's laser glare.

"We have no idea what you're talking about, sis, but if we were going to do something of that nature, I'll have you know that we packed plenty of things like Morning After pills just in case. Besides, I think it'll be a good idea to loosen things up around here and get in some much-needed stress relief with Ben anyway. Everyone has been a bit on edge after the last few missions we undertook. Plus, You-know-who is already here and waiting down in one of the guest common rooms, looking positively pent-up and ready to jump Hero Boy's bones now that she's learned he's here. I'm guessing she's been needing it badly for a while now and might actually come up here to haul him away from here herself if we don't get him to her right now." She explained and saw Holiday nod with a sigh before letting her go.

"Alright, you've made your point, just.....take it easy. We are still on alert mode after all." Holiday sighed, watching her younger sister wave her bye as she took the earpiece and went back over to Ben and the others as they exited out of the Control Room. This left her alone with Rex, Bobo and the many control panels and monitors. Rex was about to leave as well until he noticed a slight look of worry on Holiday's face. Walking right up to her, he placed a hand on one of her shoulders in

concern.

"Everything okay, Doc? I know it's been a crazy day today, what with that portal opening up and Six.....getting put out of commission by that thing. It can't be easy dealing with all this and knowing what those frisky girls are going to be doing with Ben now that he's here again. They're definitely going to be doing a lot more than just giving him the tour of the place, that's for sure." Rex pointed out, seeing Bobo walk out of the control room with a camcorder in hand and snickering evilly as he followed Ben and the girls. 'That can't be good.'

"I'm fine, Rex. Thank you for your concern. It's just...I'm worried about Six as he is right now. Even before we went rogue, it's just been one thing after another with him losing six years worth of his life in the form of memories, now this. It just seems like he can't catch a break and I honestly worry about him because of it. Hopefully, our Doofus in the green leather jacket can make miracles happen again. You know you two really do make an excellent team. Kinda like the Super Mario Brothers or Tanto and the Lone Ranger." Holiday said, chuckling a bit despite feeling worn out by the stress of today's events.

"Hey, first of all, I'm very surprised you even know what video games are. Secondly, if anyone's going to be Mario, it's me. Ben will be Luigi by default because he's all green and I'm the main character in this universe. Also, he's not nearly cool enough to be Tanto. There, I said it." Rex argued, making Holiday laugh for a bit before breathing out a sigh of relief with a smile.

"Thanks, Rex, I definitely needed that. Your little pick-me-up helped calm my nerves a little. Juvenile humor aside, it did help take my mind off Six for a bit. Now I can focus on what we need to do now without having any trouble. I'll put all my effort into locating that.....thing and see where it might end up if it actually does come here. Hopefully White's wrong and it doesn't come here looking for you." Holiday said, looking back at the monitor's screen, seeing that nothing had yet been detected within the regional area. "Hmm, and if my theory is correct, it can cause an immeasurable amount of destruction wherever it goes. This goes triple for anything that has Nanites."

"B-but that's....everywhere, Doc. Everyone and everything has Nanites in them....except for Ben's watch maybe. Hopefully, that thing doesn't conk out when or if it shows up again, that is assuming he won't be too busy plowing Five and the others down in that common room. I might have to put scotch-guard on whatever surface they're going to be doing their monkey business on later so that I don't sit on it by mistake." Rex commented, making Holiday shudder anxiously and sigh.

"Please don't phrase it like that, Rex. Anyway, go rest up, you're going to need all your strength for when trouble inevitably arrives. I'll give you the signal whenever I pick up a lead on that thing and ascertain its nearest location." Holiday said, making Rex give her a thumbs-up before heading out of the control room.

"I'll be down in the courtyard waiting then, Doc. The sooner we find that thing the sooner I can get payback for Six and maybe some answers about Caesar. I can't help feeling that my nutty brother is involved in this somehow." Rex said as he walked out.

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Back with Ben and the girls.

Walking down a random hallway and being pushed hastily along a path that was leading to a room somewhere in the base, Ben was being ushered by all five excitable girls as they went past room

after room on their way to a certain location. One with a bed and plenty of couches. Five, Brianna, Beverly, Annie, and Kenwyn had all become so pent-up by this point that they didn't care how needy they were coming off in regards to Ben's 'Magical Touch'. Five herself was even grabbing onto his ass and squeezing his cheeks tightly while guiding him, making Ben squeak quietly in surprise.

"W-whoah! Hey now, ladies. Watch the merchandise, I don't necessarily mind all the attention you're giving me, but please, there's only one Ben Tennyson for you all to grope." Ben said, blushing a little while feeling a tad jittery with sexual need himself. Though he felt that this wasn't a particularly good time to do this, another part of him argued that he needed the stress relief of sexual pleasure right away, almost as badly as they did.

"We can't help it, Luv. We girls have been feeling rather uppity lately with all the craziness constantly going on in our lives. You can imagine the stress we deal with on a daily basis, so the five of us could really use a bit of Tennyson-flavored goodness right, am I right?" Five asked, seeing everyone else nod and cheer in agreement with her. "Besides, you can't tell me that you're not eager to indulge in a handful of frisky girls yourself, can you? I can already see the trouser Anaconda you have in your pants extending from underneath your fly, luv."

Ben looked down and noticed he was indeed packing a massive erection, a very noticeable one too. It happened just after he was checking out Holiday's ass earlier, those tight leather pants she was wearing really brought the curviness in her thighs and the suppleness of her ass. He really couldn't help it."

"You got me there. I guess you could say I've been a little stressed myself lately. I mean, I could be stranded here forever now that Amalia has left my body and I have no idea how I'll be able to make it back at home. My own universe still has its fair share of intergalactic conquerors and squid-faced villains needing constant ass-kicking. If I'm not there, well....." Ben addressed darkly with a frown on his face until he saw Annie skipping up ahead of him so that she could walk in front of the boy in reverse. Her cuteness and bubbly charm actually made Ben feel a bit of relief, especially when being distracted by that giddy smile on her face. She reached over and cupped his chin affectionately.

"Hey, turn that frown upside down, Bennie. I'm sure Doctor Holiday will figure something out for you when the time is right. You just gotta be patient and have faith, okay?~" She giggled and saw him slowly nod with begrudging acceptance, feeling up his face as they continued walking down the hall. "While you're here though, you have got to try some of the goodies we have here in the food court of our base. We've got everything from high-quality meals to luxury-class desserts we stole from New Providence HQ back when we performed a raid on their weapons supply cache. If you can't indulge too much in the usual thing, then Ten-Flavored Ice-cream is the next best thing for comfort.~"

"Heh, there are ten flavor single flavors now? Good to know, I may need to eat a bit if screwing around doesn't take my mind off things. Also, where exactly are we going? I know you all want your fair share of 'Ben-flavored goodness' here, but I'm still kind of new to this place and I don't wanna get lost looking for the bathroom one day." Ben explained while Brianna snuck in from behind and held his cheeks, forcing him to stare straight ahead at the guest waiting room coming up on their path. It was Kenwyn's turn to speak up and she held onto one of Ben's shoulders by intimately curling her arms around his bicep as they got closer.

"Trust us, Ben, there's really not much to know. The layout is really simple once you get used to it. The real question is whether or not you'll be bunking with Rex down in his railcar bedroom on the bottom floor or hopefully in one of the guest rooms up here with one of us.~" Kenwyn explained

and Beverly chimed in.

“For right now though, let’s focus on what’s really important, Ben. Between all the life-and-death missions, dealing with EVOs, and avoiding New Providence spooks, these six ladies have a very dire need for a good fuck and boy do we need it badly. Especially from you.~” Beverly giggled and noticed Ben perking an eyebrow in confusion as he counted off of his fingers.

“You said six.....but there’s only five of you with me right now, you can’t be talking about your sister back at the control room, can you?” He questioned and Beverly shook her head 'No' as she was about to open up the door to the waiting room with an eager smile on her face.

"Not exactly. We want you to know that our sixth is someone you might already be familiar with. She's been feeding us information on Black Knight's operations from the inside of the Media whenever New Providence likes to perform one of their so-called charity projects. She's given us plenty of intel from behind the scenes and served as our informant until recently when BK shut down their PR alliance. I think both you and my sister already got 'friendly' with her during your last visit here, so get ready to mend bridges with this horny reporter, Ben. She came straight here after hearing about your return.~" Beverly explained as she slid her ID card down the reader, letting the electronic door slide open and reveal the familiar sight of a beautiful auburn-haired woman wearing sophisticated office-style clothing befitting that of a reporter on the scene.

'Holey Moley it's her, it's....it's that foxy reporter lady Holiday and I made it with the last time I was at Providence.' Ben thought while letting his jaw fall open in complete shock.

He recognized her right away while she was sitting at a table in the middle of the room with a tablet in her hands and a bored look on her face. She noticed that the door was open and immediately stood up with a smile on her face, she was as beautiful as the day he first fucked her into a mind-bent submission on a table within a random Providence base room. She got up and reminded Ben that she was as tall as Holiday and just as ladylike too. She wore a typical professional-themed attire consisting of a long-sleeved blazer around her chest, a tight-fitting hoop skirt riding up her thighs, and pantyhose around her long legs with a bust that was barely hidden from behind a white-collar undershirt. She may have been bigger than Holiday altogether, but her real charm lies in her foxiness and overall adult-aged sex appeal. Ben even found himself staring into the blue of her eyes and saw her smooth set of pouty lips curve into a smile upon seeing him.

It was Diane Ferrah, the on-site reporter and news lady constantly following Providence's actions everywhere and reporting on current world events involving Nanites and Rex.

She got up from the chair and started walking towards him with hips swaying side-to-side in a provocative fashion. Aside from seeing her eyes brimming with lustful delight, Ben felt the tingling in his system telling him to plow this woman into motherhood and never hold back. He did have a thing for older women, something about them just stirred his pot and made Ben feel more animal than man when lusting after them.

"Well, well, well. Hello again, Mister Tennyson. Did you miss me? I certainly missed you.~" Diane greeted with a sultry tone in her voice, batting her eyelashes a bit as she pulled Ben into her arms while the other girls walked in, locking the room behind them when the door slid to a close.

Diane was a beautiful reporter around Holiday's age and had a sophisticated appearance that made him want to plow her inside the middle of an office at all times. She was the combination of a sexy secretary fetish combined with a teacher, nurse, and reporter all rolled into one as his go-to favorite of fetish-fueled fantasies.

"Well hello again indeed, Miss Ferrah. Long time, no see, eh? So I take it you've been waiting for

me for a while then too? Just how badly have you been missing me--mphhff!?" Ben was suddenly pulled by the woman's slender arms and into the bountiful splendor of her breasts! Diane had wrapped her arms around his neck and embraced him, smothering the boy's face into her bosom and letting Ben drink it all in while his cock started throbbing even more angrily than it was already.

"\*I'll take that as a yes.\*" Ben muffled into her chest, feeling the nauseating feeling of drunken lust begin to permeate his body and mind, yet he couldn't help feeling something was amiss. His eyes went wide when he realized that despite being aroused to the point of frenzy, he wasn't feeling the usual Charm Effect magic running through his system like it usually does. 'Huh, no magical surge of pink energy and aphrodisiac waves? That is.....weird. Don't tell me that my Magical gift is broken somehow.'

Before he could ponder any further on it, Diane spoke while all the girls started to gather around, anxious to get the 'party' underway' with Ben while they had the time.

"Oh you have no idea, handsome. These days it's been positively dreadful without having you around to snuggle with. I know we've only had a one-time deal involving Beverly's sister back at old Providence Headquarters, but I just couldn't be interested with another man. Not after I've had you. Only you knew how to really make me feel like a woman in the sheets, but after going back to your home universe, I had to occupy my time with my day job and the work I do for Holiday's crew to keep myself distracted. Now that you're here again, hopefully for a good long time, we can pick up where we left off?" Diane offered seductively while running her fingers through his mop of brown hair while looking at all the girls nearby. She was seeing them beginning to pull off some of their clothing and undo their leather pants, holsters, and various accessories so that the fun could begin.

Ben poked one of his eyes out from her cleavage and saw each one of them was starting to get naked, making his cock throb painfully from within his pants. He was finding it strange that the familiar Charm Magic still wasn't working yet though, ever since Amalia came to life outside of his body it had always been more in control yet less powerful than it was before. Ben had mastered it to a degree though, yet not it felt like he was without it completely ever since coming back to this world. He was expecting to see pink glowing eyes yet saw nothing except anxious and excitable smiles on everyone's face.

'This is getting weird, shouldn't it be kicking up right about now? What the heck is wrong with it? Did I somehow break my magic by going through that portal? Or was it.....something else?' Ben wondered until he felt Diane remove him from her chest and begin undoing the buttons on her blazer right before his eyes.

She was smiling coyly at him the entire time and enjoying the attention he was giving her while seeing her blue-lace brasserie come out from the tugging of her button-up shirt.

"Mnghh! Ooohh, Charm Effect or no, I'm still packing a rager down there." Ben grunted to himself as he felt his cock pushing hard into his jeans.

Diane gently pulled him over in the direction of the table behind and nudged him to sit down on top of it while pulling open her blazer and office shirt together in unison. Her bra-clad chest was exposed completely, showing him the mouth-watering sight of two DD-cup-sized melons jostling about from behind a blue-lace brassiere. She didn't even hesitate to lift them up and showed Ben the glorious splendor of her naked tits before crawling onto the table with him.

Ben looked around and saw that the rest of the girls had only undressed partially so as to scramble into their outfits if an emergency came up. All of them had their shirts lifted up and leather pants

collectively spilling down onto the floor in a mess of clothing. Each girl and woman kept a distinct set of undergarments on them while one or two of them had nothing covering their privates at all.

Beverly kept her vest and shirt on and slid the latter up to where she revealed a pair of bouncy tits behind a verdant green bra that was quickly tossed away. Ben's cock lurched from within his pants, even more, when seeing her naked puffy nipples wriggle as she closed in on him with Kenwyn walking right beside her. The dark-skinned Providence Agent had also kept her vest on but did away with the shirt entirely, leaving her mocha-chocolate tits bouncing about with every step she takes. She was a modest C-cup size yet Kenwyn was stoking the fire inside of Ben's length when cupping each one gingerly into her hands. For as straight-laced an agent as she was, she didn't hesitate to play dirty in front of this boy, especially when she had a lip-bitten smile written on her face.

'Nnghhh! So cute and sexy! I love it when a goody-two-shoes type of girl plays the naughty and sleazy role like that. Reminds me of when Gwen acts like a pornstar with me behind closed doors.' Ben thought to himself as the 'show' continued.

Annie went full-on commando and simply shucked everything except a pair of lavender-colored socks and matching lace panties. She allowed her perky B-cups to wriggle excitedly as she shook her hips in merriment before hopping over to Ben from the other side of the table. Brianna was entirely naked from the top, having left only her pants undone and hanging off of her waistline with a seductive smile on her face. Her boisterous pair of C-cup-sized tits were exposed in all their naked, slightly pale glory with pink nipples becoming erect already. She let her pants fall down her kneecaps and showed Ben a dark thong hanging off of her waist. She turned around and wriggled it right in front of him with a smile while sliding it down and exposing her pink dripping sex before his eyes.

Lastly was Five, who had simply shed everything except the choker around her neck. The British Assassin was as naked as the day she was born and crawled up to Ben on the table, placing herself behind him as she ran her hands down his chest in an overly affectionate manner. Of course, Five didn't hesitate to squeeze his ass again through his jeans and make him squeal out a bit when her fingers dug in.

"Heheheheh, never gets old, luv. We've missed you so much, Ben. Now's our chance to make up for lost time.~" Five cooed seductively as they all crowded around Ben with hands tugging on his clothing until one of them managed to pull out his cock from his pants.

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Out sprang his magnificent twelve-inch member standing as firm as an oak tree and as hard as a rock with balls looking bloated to capacity with seed. Diane instantly felt her mouth water as she hastily undid the latch of her hoop skirt and revealed to Ben her pantyhose covering up the blue-lace panties she wore inside. She was in a haste to ride him first while the others were busy worshipping his cock like it was a sacred gift from above. Hands from all over caressed every side of Ben's meat from every angle with a few of them fluffing up his balls with excitement.

"Ggghhhh! You girls....might kill my wang by exciting it so much.~" Ben groaned while Beverly and Brianna crept up on his sides with Five remaining in the back behind him, running her hands down his chest some more with a purr in her voice.

"Oh we wouldn't want to kill that beautiful thing, do we girls?" Beverly asked, giggling feverishly with excitement as she grabbed both of Ben's cheeks and pulled him to the side and onto her lips, French-kissing him with gusto and leaving her tongue to swivel around inside of his mouth.

"Hmhm! \*Schlupp..schlupp..schluppp!\* Aahhhh...! Ben. Oh, I missed that taste bigtime,



hehehe."

"My turn!~" Brianna squealed out and pulled him away from Beverly's grasp and shoved her tongue down his throat, performing the same kind of hungry kiss that left Ben speechless as he swallowed Brianna's tongue down into his throat. "Mmhmm!"

She kept at it for a little while longer as Annie and Kenwyn started kissing up the sides of his cock from below, hungrily running their tongues all over each side of his shaft and tasting the flavor of his penis. Diane had finished fully undressing, hating that her professional clothing took so long to undo in order to get even half-naked. All she had on now were her panties and her earrings. She stepped out of her high-heel shoes and pulled down the fabric covering up her crotch, exposing her extremely moistened peach to the world as she walked over to place herself between Ben's legs.

Ben groaned loudly from within Brianna's mouth, feeling the sensation of two tongues on his dick suddenly become three when he looked down to see Dianne Ferrah rolling hers all over the top of his length. She had her right hand gripping around his shaft while doing it, stroking him gingerly with a smile.

"Mmmhm! \*Schlupp..schlupp...schlupp..schluppp!\* Oohhhh Ben, it has been far too long indeed. I've been craving this for so long and now....it's up to all six of us to make up for lost time. We've all been missing you, you know. Some more than others, but really, no one can give it to us like you." Diane hummed loudly while hungrily running up her tongue all over the crown of his meat, tasting him gleefully while Annie and Kenwyn continued slathering their tongues all over his dick from the sides.

"Hngggghh! You don't say! You all know that I will have to return home to my universe eventually, right? You'd all have to move on and find somebody else to take care of you when I'm not around. Not that I'm complaining..nnghh....but I'm not totally sure you could all leave your families behind if you were to join my crowded club of girlfriends back home. Just saying...! Woah mama, Diane...! Hnhh!~" Ben groaned loudly as he felt the sensation of Dianne's mouth hungrily around the bulbous tip of his length and swallowed the top-half entirely with a smile.

"Mmhmm! \*Schlop! Schlop...shhlpp..schlupp....schlupp..schlupp..schlupp!\*" Diane moaned loudly with eyes peering up at Ben, hypnotically bobbing her head up and down on his length with gusto as he winced painfully in pleasure. All three women downstairs continued torturing his cock with triple-headed fellatio when he heard Brianna and Five spoke up while kissing around his neck.

"I don't know what the membership limit is on that 'Club' of yours is, Luv, but just know that I have nothing worth staying over here for. I was an orphan raised by a Master Assassin who had passed away by the time I first met Rex." Five explained, surprising Ben a bit until he heard Brianna's story next.

"I for one have always been alone until I joined a boarding school for girls. Back then I was just an everyday girl, one who was lonely and ignored for all her weird tastes in collecting random objects to put into her toy museum. Being the 'Weird one' didn't merit much of romantic life for me and before long, the Event happened where I got turned into a mutant and given my powers. The rest is history because then I met and fell in love with you. Hope you might consider taking me over there when or if you manage to get back home, Ben. If not, a 'Tragic' star crossed lovers' ordeal between us is equally as good, just as long as I get my fill of you right now.~" Brianna whimpered in a sultry yet demure voice that Ben couldn't help but get aroused from hearing..

"I will.....think about it, Brianna." He answered and had her swallow up his mouth yet again, feeling thrown by how aggressive this girl was being for him till he heard Beverly chime in.

"I don't have much to offer in terms of sob stories, but I did get mutated into a Giant Spider Monster and stayed that way for a good few years until my sister finally cured me. All I have is Becky and our mom, the latter of whom is living somewhere in Detroit. So I guess I can't say nothing's keeping me here, but I am crossing my fingers and hoping for some kind of eternal portal that'll let us visit you whenever we want. I'd love to see your crazy universe sometime, alien boy.~" Beverly mused as she took her turn kissing Ben now, only this time it was combined with Brianna's set of lips, making it a three-way of teenage girls sloshing their tongues into the boy's mouth as he kissed them back.

Moans and wet sucking noises followed as Ben hungrily made out with each of them in tandem, occasionally embracing them together in a three-way lip-lock while Five felt up his backside up with a smile.

'Boy's a right manwhore, ain't he? Already has a number of girlfriends back home yet his sex drive is still offering invitations to join his menagerie. I wonder how many of those girlfriends he has are they marrying type and how many are just in it for a good fuck. Count me in for the latter cuz I got a right hunger for this lad's slab of meat he calls a cock.~' Five thought to herself, licking up Ben's right earlobe a bit while everybody busied themselves with some part of his anatomy from all around.

Down below, Kenwyn and Annie started amplifying their efforts in sucking Ben off. Together they rolled their tongues gingerly up the lower-end of his shaft and alternated to sucking on his balls, leaving Dianne to occupy the top part with her soft dark crimson lips slowly gobbling up the rest of his length with fervent fascination.

"Mmmhmm! I missed this!" She moaned with muffled words, bobbing her head eagerly between the two other faces which were now being pushed off of his cock by the woman's greedy fingers.

Annie popped her lips off of Ben's shaft and shot Diane a dirty look with one of her eyebrows twitching.

"H-hey! No fair! He's big enough to share with all of us, you greedy Ben hog!" She protested cutely, making Kenwyn want to laugh as she focused her attention on one of the boy's thick balls.

Diane paid Annie no mind and wrapped each of her hands around the base end of his cock, swallowing him up almost completely and making a showing of her skill to the young teenage girls. Her eyes closed and her throat started gushing noisily around the boy's length, swallowing him all the way to the back of her mouth and doing so in a noisy fashion. Loud squelching noises of suction and lips hungrily sucking in more of Ben's dick into her gullet followed with Annie looking on in amusement.

"Hmph, so what? I can do that too.....in time, and if the guy doesn't wind up in a hospital before a full date can be had." Annie protested in annoyance before pulling over to the other side of Ben's cock with the right testicle touching her face. She saw Kenwyn's brown eyes looking in her direction with a confident smile on her lips.

"Hey, relax, you're younger than she is. Wait till the sex-hungry reporter has her fun, then when she's tired out, ride him like there's no tomorrow." Kenwyn said, trying to light a fire under Annie's butt and seeing that it was working since the girl was beaming with excitement now. She was one hundred percent motivated now to do just that.

"That's a great idea! Thanks, Kenwyn! Muah!" She blew her a kiss and resumed slurping hungrily on Ben's right testicle, keeping her soft glossy lips slurping noisily on the boy's prostate while Kenwyn did the same.

"Hmhmhmhm! \*Schlupp..schlupp...schluppp..ssllpppp!\* Aaaahh....Ben.~" Annie and Kenwyn moaned in unison when sliding her tongues all over his testicles and watching as Diane took him all the way to the top. The adult woman had her entire throat cushioning Ben's meat completely and kept her head bobbing up and down on it while he took care of fingering the other girls above.

Beverly let out a whimpering moan and so did Brianna, each of them was seated on his hands in reverse feeling his fingers probing their insides constantly with the magical touch only Ben could control.

"Aaahhhh! Uuughhh! Bennnn....nnghhh! Harder, fuck me with your fingers even harder!" Beverly moaned loudly, tossing her head back and watching as Five embraced the boy's lips with an overhead kiss with her hands still fondling his pecs. The older British woman had a thing for 'Snogging' with Ben as she likes to call it, Beverly could see her tongue swiveling aggressively down his throat while Ben gave back in kind. 'Horny woman indeed. I'm surprised she settles for just making out while all this is going on.'

Brianna moaned as well, grinding her pelvis down fully onto Ben's left set of fingers and feeling him squeeze her insides pleurably as he goes. His hand worked their magic on her teenage twat like a pro, occasionally flicking her clit in-between hard precise jabs of his digits into her pink sex. Like Beverly, the girl's buttocks also bounced up and down onto his palms in order to get more of his hands into each of their holes, making for a make-shift fucking using only his fingers and loving every second this went on.

Ben meanwhile, was moaning deliriously in pleasure as he felt all six female bodies continue to give his youthful frame some much-needed attention. Between Diane's mouth hungrily sucking his cock into her throat like she was dying of thirst, to all five other girls each occupying a space of his body. This gave him ideas on how to deal with some of the girls back home whenever more than a handful of them couldn't wait and wanted Ben to fuck them raw right on the spot. He moaned loudly from within Five's mouth, tasting her saliva and enjoying the feeling of her tongue wiggling around his palate. With the sensation of having three pairs of mouths on his dick and enjoying the finger-bang session, he was giving each of the girls, Ben felt his first time was coming right now.

"Mhnnhhghh! Mmngghhh! \*I'm cumming! I'm going to blow!\*" He yelled into muffled moans from inside of Five's mouth, prompting her to get off and slowly pull her tongue out of his lips with a smile that said she liked the taste of him. "Nngghhh! I'm going to blow real soon, girls. If you all want a taste then I suggest you get in line right now...!"

As soon as he said this, Ben felt Brianna and Beverly leave his hands to go rest down between his legs next to the others. Five did so as well as pushed his kneecaps apart so that all six pairs of lips converged on his dick at the same time! Ben's ears shout out steam the next second when he felt them attacking his genitals together. A plethora of slurping noises erupted and Diane was not giving up her favorite spot sucking off the entirety of his dick. Instead, she began hammering her face frenziedly into his pelvis and squeezed her lips tight in hopes of catching all of his semen by herself.

"Mmmnnp..mmp..mmp..mmp..mmp..mmmghh! \*Schupppp!\* Mmhm!" She moaned loudly and closed her eyes, savoring the taste of Ben's dick after being without it for so long.

Once she pulled her lips all the way back to the head, she felt his shaft beginning to engorge like a natural volcano about to explode. All five other girls saw this and knelt back with hands held out and mouths remaining wide open for the rush of cum. Ben howled and tossed back his head when his pelvis began bucking wildly from off the table, his cock swelled and spewed thick ropes of seed into the air and let each of the girls get a hefty facial! Thick spurts of cum coated each of their

cheeks, painted their eyes and filled each one's mouth as a deluge of cum littered their tongues generously with Diane getting most of it.

"Mmmmm! Yes! More...Ben!~" She cried out in glee, happily ingesting the boy's seed and gulping down her share before aggressively launching herself at his cock while it was still going. Her lips latched onto the head, swallowing it whole and letting the rest of his sperm pump down the insides of her throat like so.

\*Spluurrt..splurtt..splurt...splurtt..splurt...splurtt..splurtt!\*

Diane mewled happily as she started chugging down all of Ben's seed like it was an addictive protein milkshake. Her tongue even wriggled around the underside of his cock with gusto, wanting him to cum an entire gallon's worth of semen straight into her esophagus.

"H-hey....! She's doing it again! C'mon!" Annie pointed out, throwing another dirty look in Diane's direction while the other girls simply giggled for they simply knew this was how she'd be when he got here.

"Mmm Hmm! Ahhh. Delicious, Benjamin. I've certainly missed this flavor from you. Now, I'm ready to take you to the main event since we're all fired up and frisky." Diane let out, licking her lips clean of his sperm while the others took in the sight of his erection remaining hardened post-coitus.

"Gnhh....no problem, but let's play rock-paper-scissors and see who gets to first. I don't want you all fighting over who gets the right to ride me like a bronco first. Just look at what you're doing to Annie, Diane." Ben pointed out, feeling somewhat worried that the Charm Effect was still not working like it was supposed to.

For one, any jealousy held between the girls he's claimed shouldn't exist and they would all rather cooperate in sexually pleasing him as much as possible. Another factor that he failed to feel was the surge. No matter what happened, he couldn't get invigorated and turn into a lust-hungry beast like he usually does when getting excited, plus he'd usually feel the instant rejuvenation of Charm energy making his cock heavy with vitality. Ben was worried alright, but he didn't want to show his frown to the girls, so he got up and decided randomly on who he'd pick next. Ben started doing an eeny-meany-miny mo form of selection, but one frisky woman wasn't having it.

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Diane launched at Ben from above and tackled him back onto the table, ready to mount him and ride him until he called her 'Momma'.

"You're all mine for right now, Benjamin. For a woman in her thirties, waiting for the perfect man while on a dry spell and overstressed from Work is pure Hell. I simply cannot wait any longer, I must feel you inside of me once more. Apologies, everyone, especially you, Annie." Diane said when looking back at the mildly annoyed group of five girls all standing up and waiting with arms crossed while watching her begin to mount their boyfriend like so.

'Women, am I right? Still...nghh....I just can't help myself around older gals like her regardless, so I was probably going to pick her.' Ben admitted mentally as she felt the juicy cusp of Diane's pussy occupy his dick in one fell swoop!

Diane felt the mass of his erection pushing through her folds and easily made its way into the innermost depths of her womanhood, filling up her snatch and probing its way to her womb while she mounted in a cowgirl style position.

"Oohhhhh Ben! Ooh, It feels....amazing!~" She cried out and began rolling herself on his pelvis, letting her groin slide across his crotch with enthusiasm as her buttocks slapped into his thighs with utmost passion. The other girls simply got onto the table and watched from all-around, enjoying the sight of Ben's dick cleaving into Diane Ferrah's pussy from below as she voraciously rode him like a mechanical bull.

Even simply watching the performance excited all five of the other girls entirely, making them feel increasingly horny with some of them even stroking their own mounds with their fingers. Annie especially, but Five happened to be the most frenzied in finger-banging herself to the sight of Ben's meat sliding into Diane's sex from below. The table shook repeatedly with the sounds of bodies slapping together filling up the room, soon enough, Diane's moaning started becoming louder as she leaned back to allow Ben full view of her tits wriggling nonstop.

"Uuh...uh..uuh..uh..uh...uhh..uhh..uhh....uuhh..uhh..uhh..aaahhhh! Bennnnn!! Aaahhhh!" She cried out, tossing her head back and allowing her titties to wriggle as her body vigorously rode the teenager's hips in dauntless passion.

'Gnnghhh! S-she wasn't kidding when she said she's been crazy needy for me! This woman's slit is tight! Uuaaghhhh!! I hope the Charm Effect really is working, cuz I don't think she's going to let me cum outside of her body at all!' Ben thought to himself as she enjoyed the sight of the frisky reporter working her abdominal region down his pelvis repeatedly, letting her folds swallow up his cock in constant squelching motions.

Ben reached up to grab onto both of Diane's tits, squeezing them both into his hands and making the woman squeal intensely with orgasmic relief as she came closer to succumbing to orgasm and becoming spent. Feeling Ben's dick churning her insides like it was doing right now, made the woman far more sensitive than she had ever been before. Her pace was graphic, her movements wild and frenzied with lust for the teenage body and more so than that, Diane kinda hoped he would leave her pregnant by the end of today's affair. It had been a long-time wish of hers to become a mother after putting her career ahead of everything first, now that clock had been running, she felt the only person she'd accept seed from would be Ben.

Thus, it made her lust for him all the more potent as she cried in ecstasy upon feeling his hands squeeze and gently fondle her tits. The firm digits of Ben's fondling her melons sent ripples of euphoria up the woman's spine, making her groove her waist down his crotch even faster for minutes going until she started to feel his cock swelling with impending eruption. She was approaching her end too, but should she succumb to her first climax, Diane was more than ready to go ahead after having been without sex for some time.

"Uuaaghhh! Aahahhhh! Aahh...a.hh...ahh..aahhh! Benjamin! I'm...going to be cumming soon! Aaahhh!~" She cried out and started gyrating her pelvis around the boys' waist in circles, squeezing her cervix around his cock once it had entered her womb.

Feeling his balls sink into the cleft of her inner thighs and netherregion was enough of a motivation for Ben to take this into his own hands. Out of nowhere he sat up and altered their positions to where he overtook Diane, causing her to roll onto her back with one leg being held in the air while he repeatedly thrust his pelvis into her from above in a leg-held missionary position. She cried out in euphoria and left her head dangling over the edge of the table as she felt him jabbing the very roof of her womb while the other five girls watched closely.

This was the end for Diane Ferrah right now and she knew it, feeling Ben's meat pounding into her sacred place, hitting her G-spot even, made her succumb to one blissful climax of cosmic proportions.

"Aaaaahhhhhh!!! I'm cumming!" She cried out and wrapped one of her legs around Ben's waist, forcing him to cum inside of her as he rested atop of her in missionary position, feeling his shaft engorge with cum before blasting it out into the depths of her highly fertile womb!

"Nngghhh! M-Me too!~" He cried out and felt her arms locked around his neck, forcing his face to be smothered by her bodacious tits again while he came! Ben let out a muffled growl and felt every thick rope of sperm spew out into the woman's insides, filling up her womb in a salacious manner.

\*Splurt...splurt...splurt...splurt.k..splurt....splurt...splurt...splurt!\*

"Ooooh...ahhhh! I adore you, Benjamin! No man can match you! It was worth all this time for you to come back!" She cried out and Ben didn't know what to say that except mentally consider taking her with him back home since she was that needy for his seed and his present.

Grunting as he let out more heaps of sperm into her quim, he had pulled out of her body once she was finished and turned his attention to the other girls behind him with a grin and the sight of his erection feeling firm and full of life.

"So...\*huff..huff.huff...\* who's next? Don't all come at me at once. I---!!" Ben didn't get to finish his sentence since all five girls literally jumped at him at the exact same time, no longer feeling patient and feeling rather irritated by Diane's assertive hogging of his member.

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First, he started off with Brianna by bending her over the table and fucking her sex raw while fingering both Kenwyn and Annie together at the same time. Five and Beverly watched from behind still, mildly annoyed they didn't get first pick, but secretly glad Brianna got her turn next since she genuinely adored Ben almost as much as Diane did.

They watched as he mechanically plowed his pelvis into the pale girl's body from behind, making her buttocks clap voraciously against his waist over and over again while she screamed his name. It was such a mesmerizing sight that left both girls wet and wetter still they became until they started fingering each other while they watched. Ben's hands magically busied themselves diving in and out of Annie's blonde fuzzy twat as well as Kenwyn's brown hairless one. Both girls were feeling their velveteen folds squelching constantly to his magical fingers, cumming repeatedly the entire duration in which he plowed Brianna from behind non-stop until she came hard all over his penis, causing Ben to surrender to orgasmic bliss once again.

A swift push of his waist and a hard shove of his body into the pale-skinned beauty from behind resulted in Brianna mewling loudly in pleasure, feeling Ben coat her insides thoroughly in his cum all over again. Her legs were left twitching continuously as a result of leaving a goofy smile on the formerly gloomy girl's face.

Next, was Five and Beverly together at once while Annie and Kenwyn indulged each other in a little bit of interracial lesbian pornography in the form of a horizontal sixty-nine right in front of Ben. The idea was to stimulate him even more while he fucked the other two, and they did so with glee while tonguing each other out like rabid animals. Annie's pink tongue swiveled in and around Kenwyn's quim, sucking out the moisture of her cunt while she did the same with the blonde girl, even going as far as to smother her face between her soft cream-colored legs.

Meanwhile, Ben had Five and Beverly get on top of each other with Five being on the bottom and Beverly being on top in a sandwich position. He started off with Beverly first and slipped his dick into her teenage quim, feeling her insides gush around him instantly as he began fucking her Doggystyle while occasionally fingering Five. Although the Assassin didn't care for Ben's magical

fingers as much as his dick, she still enjoyed the sensation of a substitute while watching Beverly's face contort into one euphoric expression after another while they went at it. She moaned and howled constantly, feeling her cervix clamp tightly on Ben's dick the more he rutted into her creamy teenage buttocks from behind, wanting to secretly get her pregnant as per his usual fantasies when fucking other girls his age.

He's had that fetish when it came to Gwen and Gwendolyn, the same with Chamrcaster, and of course Cassandra Holiday as well as Eunice and many others. Though not ready to have kids yet, Ben did find the kink appealing and rutted into Beverly's buttocks powerfully for minutes on end until she came! As soon as she did that, he pulled out of her and stuck it into Five's pussy next, leaving the assassin cooing pleasurably in delight while wrapping her legs around his waist from below. Ben wasted no time in bucking raucously into Five's pussy, making sure his balls tapped into her thighs and ass with a consistent flow of skin-slapping music. She clutched Beverly's body tightly while the girl caught her breath, making their tits squish and swivel into each other which only further Ben's arousal to nearly-primal levels.

He bucked relentlessly into Five's pussy non-stop while watching Annie and Kenwyn service each other from the side, the sensation of her cervix choking up his dick eventually became too much and instantly pulled into orgasmic euphoria along with Five herself! Shouting loudly together, they came with Ben bucking into the British woman's hips consistently with ropes of sperm filling up her insides for at least a minute and a half before he quickly took himself out of her cunt and slipped into Beverly's pussy above. The girl instantly mewled in response to feeling his dick spearing her insides yet again and doing so with cum spilling into her youthful baby-maker. Beverly even ground her ass into his waist, determined to wring more cum out of his balls while he finished unloading inside of her, leaving both women spent and knocked out for the time being.

That left Annie and Kenwyn next.

Taking the last two of the girls for himself, Ben had Annie hop onto his dick cowgirl style when he lied down on the table, leaving Kenwyn to ride his face and allowing him to taste her juicy folds and suck on her clitoris while he worked. She instantly quivered with ecstasy and began grinding her plump, brown buttocks all over his forehead, enjoying the sensation of his tongue swiveling in and out of her quim. Annie, meanwhile, was enjoying the sensation of having Ben's meat sliding all the way into her womb, literally making a bulge poke out from her stomach when they began fucking like a pair of rabbits. The blonde personification of bad luck began riding him voraciously with just as much passion as Diane did, making her perky tits swivel and jiggle as she impaled herself repeatedly on his length.

It was a sensation that left Ben reeling since Annie was as tight as they come and felt like her cervix was going to milk seed out of him too while busy gorging on Kenwyn's pussy from below. The girl rode his head in reverse cowgirl-style fondly with a delirious smile on her face. She frequently slapped her ass onto his skull, feeling his tongue probing each and every sensitive region inside of her pussy as they went along. Annie started bucking even faster, riding Ben with undaunted passion for minutes on end until she could feel her orgasm fast approaching. Not caring about protection or condoms on an unsafe day, she rode him with hips swiveling around his groin until Ben couldn't take it anymore.

With one hard shove his length, she instantly came hard all over his crotch, sucking him into a vortex of orgasmic pleasure as he came hard into her cervix, letting his cum fill her entire womb as he brought Kenwyn to orgasm right there on the spot. Both girls shuddered continuously for about a full minute with Annie becoming partially bloated with cum before falling over to the side with a goofy smile on her face. Ben honestly worried he may have indeed got her pregnant, provided that the Charm Effect wasn't working. He hoped it was.

Just as soon as he let Kenwyn's naked body spill over to the side, heaving constantly in post-coital euphoria, Ben saw Diane get back up and beckoned to him with a crook of her finger.

She was ready for more.

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"Got more in you, stud? Cuz from what I remember, Ben Tennyson had the stamina of ten guys, or so I've heard. Seems like you gave them all quite a pounding even though you left poor Kenwyn Jones unfulfilled, in terms of getting creampie'd anyway." Diane snickered as she lifted up one of her legs and let some of Ben's pearly ooze spill out of her cunt and onto the floor.

Seeing so much of it coming out of her actually turned his engine on and made the boy friskier than he was to begin with.

"Eh, I'll wait till she wakes up, right now she looks like she's out of commission. Plus, it looks like you're raring to go again. How do you wanna do this, Miss Ferrah? Want me to be in charge of you or do you want to be on top of me riding Ben Jr here to your heart's content?~" Ben asked with a smirk, making the older woman bristle up when seeing that devil-may-care attitude once again.

She honestly loved that in a young, dashing boy like him. She walked up to him and placed her arms around his shoulders before pulling him closer for a kiss.

"I'll let you decide, have me however you like, Tennyson.~" She cooed seductively before wrapping her lips around his own and embracing Ben in a full-on French-kissing affair between adult and teenager.

Their tongues swiveled around openly and against each other in graphic circles, tasting each other's saliva and drinking it down while their hands ran all over one another's bodies for minutes on end. Ben felt up Diane's plump, heart-shaped ass and Diane smothered his chest into her large doughy breasts. She let Ben enjoy the squishy feel of her all-natural DD-cups and felt his cock lurch upright from between her inner thighs as they approached one of the couches, ready to begin round two.

Eventually breaking off with tongues leaving each other's mouths, Ben commanded Diane to get on the sofa on her hands and kneecaps. She obeyed gleefully while wiggling her buttocks around in circles in front of his face. Ben got behind the frisky woman and guided his newly re-invigorated sock to the sperm-laden cusp of her womanly sex. He was ready to fuck her to completion again alright, but couldn't help feeling something was amiss since normally the Charm Effect would be perpetually rejuvenating him with sexual energy and stamina right now. He was a literal tiger when it came to ravishing all his girls, but right now he was doing everything all by himself seemingly without any aid from Chamrcaster's magic.

"This is starting to freak me out right now. The last time I was here, Amalia was thriving to live and the Charm Effect was being all kinds of wonky, now it's basically nonexistent. Is it some kind of Cross-universal rule perhaps?" He wondered and snapped back to reality when seeing Diane's beautiful face looking at him from over her right shoulder with a wink and blowing him a kiss.

Ben shook his head and grabbed onto her hips before pulling her onto his dick, letting all thirteen or so inches slide into the woman's pussy all at once.

\*Squelch!\*

"Aaaaaahhhhh! Ohhhh....God! Ben! Mnnghh! It feels even deeper than when we were on the



table!~" She yelled out, huffing loudly as she felt his member pushing directly into her G-spot located in her womb. Diane was breathing hotly with her breasts jostling, reaming barely cognizant for she was feeling the most sensitive pleasure of her life right now.

Ben leaned over her backside and grabbed onto the one extended hand reaching back to his face to let Diane hold onto his neck from below. He did the same by grabbing onto one of her breasts and squeezing her right breast into his hand, feeling her breathe even faster as he began bucking into her buttocks in hard, rapid-fire thrusts.

"Uuuuh..uhh..uhh....uh..uh...uh..uh..uh..uhh...ahh! Harder! Much harder, Ben! Give it to me!" She growled, feeling a smile creep up on her face as she felt euphoria drowning out all forms of logic and reason. Diane was little more than a craven slut for Ben right now.

She was purposely slamming her buttocks into his hips, feeling his cock probing deeper and deeper while slamming away into her with all that he's got. Ben never let go of her hips and held them steady as he bottomed out of her pussy, enjoying the doughy feeling of her buttocks smashing against his waist in a doggy-style position as they went. Together they were a back-and-forth union of lovers with Ben raucously fucking Diane even harder into the couch, making it shake constantly while she struggled to keep herself together and not cum just yet.

"Uuaaahhh! Aaahh...ahh...ahh...ahh...ahh...ahh...aaahh...aaaahhhhhh! Oohhhhh Ben! I'm...I'm....cumming! Let everything out inside again! Don't you dare think about pulling out!" Diane cried out and hooked her legs from behind Ben's thighs, keeping him locked in as he continued to tug on her waist with raucous back-and-forth slams of his pelvis.

"Mngh! You got it, Miss Ferrah! Aaaahhhh....here it comes! Gnnh!" He grunted loudly and shoved every thick inch directly into the walls of Diane's womb, triggering her orgasm by hitting her G-spot the same time he came inside of her!

Together they ground sexes into each other while Ben's shaft engorged, sending thick rope after rope of cum directly into the woman's baby maker and filling it to the point that her stomach began bloating as a result! Likewise, Diane's pussy clutched him like a vice and her cervix milked him for everything as he came inside of her raw pussy for at least a couple of minutes in total!

\*Splurt...splurt..splurt...splurt...splurt...splurt...splurt...splurt!!\*

"Ohhhh....yes! Ughhh!! Fill me up! Breed me, Tennyson!~" Diane let out, causing Ben to blush a bit as he heard a rare choice of words from one of his lovers' mouths. Still, it turned his arousal up a few notches, making him cum even more till he filled up the entirety of her insides and left some of his cum leaking out of her folds until she was finally spent and left completely out of commission right there on the couch.

"Hngh.....! Ohhh man, did that hit the spot or what? Mhmm.~" Ben groaned blissfully to himself and pulled out of Diane's body, seeing his cock become mildly flaccid as he laid back onto the other end of the sofa. He was breathing raggedly with a smile on his face after having enjoyed a back-to-back fuckfest with all the Counter-Providence girls all at once.

Diane was slumped over on the couch, completely out of commission with her ass sticking up into the air having cum ooze out of her ooze like a waterfall of nature. The room stank of sex now and Ben was considerably spent after having blown off some steam in a much-needed way of relief. He was still worried about how he's going to get home, but now he was a little less on edge than before.

He would wait till the others woke up before going anywhere and hoped that nothing happened in

the middle of that time.

\*Beep beep beep beep!\*

Ben's earpiece suddenly went off at an alarming rate, causing him to bolt upright and touch the button on the earpiece to receive the communication.

"Ben! I've got a signal! It's located.....just a few miles south of the dam's basin! It's on its way here! I need you and Rex to gear up and go do what you can to contain it." Holiday's voice buzzed over the communication piece, lighting a fire under Ben and motivating him into putting on all his clothes.

"You got it! I'm on my way out, Doc!" Ben acknowledged and was about to tap out till he heard one more thing from Holiday's end of the communication.

"I would also advise you to take the 'Angels' out into the field so they can help you, but.....I assume they're out of commission right now, correct?" Her voice added tersely, making Ben chuckle nervously as he was tempted to hang up.

"Sigh, correct, Doc. They're....not going to be going anywhere for a while right now. Besides, I think that thing might be too dangerous for them anywhere. Rex and I are going to have to be enough." Ben added as he zipped up his jones, put on his green jacket, and tied his shoes.

"You're right, just...be safe out there. We don't know what that thing can really do, much less if Black Knight's forces are outside our front door right now. Expect the unexpected, Ben. We can't afford to lose either you or Rex."

Ben nodded in understanding and proceeded to head out the door, but looked back at the room full of naked, unconscious women with a soft smile before heading out.

"You won't, Doc. Trust me. I'm going to meet Rex downstairs at the launch bay before heading out." Ben added as he rushed down to the elevator that brought him in before.

".....I'll take your word for it, Hero boy. But be careful nonetheless."

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While Ben was busy making his way down the dam's elevator shaft with Rex, there were half-a-dozen Pawns prowling through the greenery outside with capture equipment and weapons at the ready. The red glowing wisp of energy continued floating above, searching for the nearest source of powerful Nanites and found them in the form of Rex as he and Ben made their way out into the open foray of the Dam's basin, ready to fight.

It took the form of a humanoid figure with a ghostly shape with wispy locks of 'hair' extending from the top of its head. Its pair of glowing white orbs looked haunting as they zoomed in on two particular sources of 'Nourishment' for its decaying body. One being Nanites; Rex. The other being extremely advanced machinery; Ben's Ultimatrix.

"Well, well.....which one do I go for first?" It said to itself in a creepy echoey voice before lunging itself through the air at the pair of boys traversing the greenery down below, ready to sink its proverbial teeth into one source of nourishment!

## End of Chapter

*To Be Continued.....in Heroes Reunited Part Three- (Ben x ????? ??????)*

Up Next)( A Birthday Bash Surprise from the Wives of Ben10k-( Ben x Gwendolyn 10k, Eunice, Charmcaster, Elena, and Julie (Future Wives Versions)

AN! Yo, everybody. Been a long, long time hasn't it? Heh, I can't make any promises updates will be much faster now, but I will certainly work for it and continue this story now that it's been revived, in a way. There's a filler chapter up next after this update, but first, need to let everybody know the mainline story is back in action. It's kinda hard writing the same way I used to back when I started this story, but who knows, getting back into the groove of things. Lemme hear your thoughts, comments, etc, if you have any about this update. It's a big one, special filler up next. :)

Glad to be back, everybody. ;)

# **Filler Special! A Morning Birthday Bonanza! The Wives of Ben 10k (Gwen, CC, Elena, Julie, Eunice \*Adult versions\*)**

## **Ben Girl's Omake Filler Special**

### **Ben Teen and Ben TenK's Birthday Surprise Part A**

**By Azure/For Alsmithe**

#### **Chapter- A Morning Birthday Bonanza Between Wives, For One Teen Hubby (Teen Ben x Gwendolyn 10k, Charmcaster, Eunice, Julie, Elena)**

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Blinking his eyes awake until they were opened completely, and yawning in a groggy heap was Benjamin Kirby Tennyson as he was finally stirring awake. He was just about ready to get out of bed and begin the day. Sitting up, he rubbed his eyes for a brief moment as struggled to remember what exactly happened last night. His memory was still a bit fuzzy on the whole affair. With his focus returning, he noticed that he wasn't exactly in the same place as was when he fell asleep. If anything, he wasn't even in the same room anymore either. Ben was not inside his bedroom like he thought he was, and this was starting to make him feel a little worried as to where he had been taken if he was kidnapped.

"Huh, okay. Where.....exactly am I? And why do I feel like a train had just hit me?" Ben asked himself, feeling a bit sore as he sat up and started looking around. He was noticing, with slight panic, that he was in a completely different area entirely. He was likely not even in Bellewood.

He rotated his head around to take in all of his surroundings, seeing that it was indeed somebody else's bedroom he had woken up in. This only begged the question of what happened last night, but for a strange reason, Ben felt a vague sense of familiarity in regards to the room he was in.

He noticed that what he had been sitting in a large double XXL King-sized bed one would only see inside of a sultan's palace, one often used to bed a harem full of mistresses and love slaves. Ben considered getting one himself when it came time to 'Move On' with his many, many girlfriends back home. The comfy feeling of squishiness the bed provided was giving him strange feelings of arousal, furthering his curiosity. It was large, oddly shaped, and extremely comfortable with all the extra space and pillows it had on it. Plus, the longer he stewed there, the more familiar he became with the fragrance he smelled on it. There was some kind of scent belonging to a woman, or rather two, maybe even several, coming off of the pillows. Ben couldn't quite put a finger on why it all seemed so familiar.

'Huh, awesome futuristic water bed aside, just where is this place and how did I get here? Wherever here is.' He mulled with a frown and took in his surroundings again, examining the furnishings of the stranger's bedroom he was inside.

While somewhat humble in design it was also 'High-Tech' in a way, judging by the technological-patterns inscribed into the smooth stone walls around him. There were large windows to each side of the bedroom, both of which revealed a large credenza that led out into the outside world. Ben could see through one of them into the distance and noticed several large high-tech looking buildings in the scenery. Aside from pondering his whereabouts, part of him had initially worried he had been taken by somebody with less-than-noble ideas in store for his body. He immediately threw that theory out the moment he saw that he was not bound by any means, his limbs were free and he was not deprived of his means of using the Ultimatrix.

"Alright, enough sightseeing. Time to get up and take a peek outside, then maybe I can get some answers as to where I am. Barring that, I suppose I just have to wait for whoever it is that took me to come by so they can explain. I'd rather not say 'Toto, we're not in Bellwood anymore' to myself, at least not until I get a solid answer on how far away from home I am." Ben said to himself, getting out of the comfy bed and stumbling his way over off of the edge.

He got off and went to the credenza balcony window on the right, noticing that the sliding doors automatically opened for him when he came close.

When he walked by, he saw that his favorite black and green hoodie remained untouched and hung off of an in-wall coat hanger. Ben was also thankful he was still in his clothes when he woke up, from his tight form-fitting blue jeans to his favored black and white patterned shirt. He found it kinda odd since he remembered wearing a Sumo Slammer T-shirt with shorts last time he fell asleep, he just hoped that whatever creep took him didn't undress him so they could do naughty stuff to his sleeping body. Stepping out onto the veranda, he saw the spacious scope of a beautiful sci-fi looking metropolis out in the distance, making it obvious that he was most definitely not in Bellewood anymore at all.

"Well.....I'm stumped, all I can say that all of this looks really futuristic-\*Gasps!\*" Ben's eyes became as wide as saucers when he realized that he was most likely tossed into the very future itself for some unknown reason, again. Looking around, he realized that he was perhaps inside of his actual home in Ben Ten-Thousand's timeline. 'This is just like before, when.....! B-but still, how did I get here? Usually, someone opens up a portal and offers to have me help save the Timeline or something. This is just plain abduction pure and simple.'

He looked back out the credenze into the spacious sci-fi looking city with a sheepish smile and barely-contained excitement.

'Don't get me wrong, the future's cool and all, and I certainly love how science-fictiony everything looks, but why am I suddenly here again in the future me's timeline? Who brought me over?' He wondered to himself. Being so caught up in his reaction, Ben failed to notice that the sliding doors to the bedroom opened up, revealing a tall womanly figure with short orange-colored hair in bladed bangs.

"Ah, you're finally awake. Maybe I should've made you some breakfast-in-bed for you before coming so you can have a better welcome. Oh well, but do turn around and face me, handsome. You're going to wanna see and hear why I've brought you to this timeline.~" A silky female voice called out to Ben, making him turn around to see that it belonged to the future version of his Girlfriend/Cousin; Gwendolyn Tennyson(AKA Gwen Ten-Thousand in Ben's Opinion). She was the future superhero version of his own Gwen, she even looked the same as she did when she had kidnapped her younger self to bring Ben into the future when he was ten-years-old. She was no less attractive than before, what with that dazzling femme fatale appearance and generous hips-to-waist ratio.

"Gwendolyn?" He asked, astounded as he saw the beautiful redheaded woman standing there with a coy smile on her face.

Gwendolyn was wearing her traditional skintight teal and black outfit with a scarf around her neck. Her hair was the same bladed bang hairstyle with her dazzling green eyes looking at him with both wisdom and admiration held deep within. Ben, while being a teenage hero as well as an infamous horndog, admired Gwendolyn's voluptuous form in all its filled-out glory. He really liked seeing those long legs of hers sticking out as she sat cross-legged on the foot of his bed. That seductive smile on her lips made the boy's balls tingle and only increased his ever-growing desire to take her right here and now. Gwen, in any form she took, always looked hot in Ben's eyes.

"Top of the morning, my favorite teenage doofus in the whole wide world, or should I say...teenage doofus who is also my husband?~" She left her sentence hanging with a playful smile and lifted up her right hand to show Ben the sight of a glimmering golden ring around one of her ring fingers.

It was gold with a shining emerald-colored gem embedded inside of it, matching the radiance of the Omnitrix itself. Ben felt his jaw drop as he looked at it in absolute shock, feeling as though it should come as no surprise he married Gwen later in the future. It was a given, seeing as how she was his girlfriend already back in his own time period, but it was still shocking nonetheless. Then again, he was also the boyfriend of many thanks to the Charm Effect going crazy, leading to Ben becoming a full-on paramour whose shenanigans led him to acquire a full-blown harem to care for.

Ben admired how much she filled out as a woman, with ample hips, long legs, and a pair of plump-looking C-cup sized breasts pushing out from underneath that tight-fitting teal top she wore with her outfit. He certainly didn't have these feelings when meeting her the first time as his ten-year-old self.

'Nngghh! Don't get a boner right now, do not get a boner, Benjamin! Now is not the time to ask this woman for a quickie. I need to first know why I was brought here just in case there's another time-altering adventure I need to be aware of. Paradox, Aka Not-Doctor Who, warned me that too much tampering could unravel history altogether, but dayum....just look at that body!' He thought to himself, admiring just how dazzling the woman was as she looked at him from afar with a sultry smile.

"I'm thinking you probably have a million questions for me right now, don't you?" She guessed and Ben nodded back, keeping his eyes focused on her dangling legs until she got off of the bed and headed straight toward him. His eyes followed her sashaying hips and jiggling breasts, feeling even more aroused as he was drawn to the vivacious redhead. She grabbed his hoodie from off of the wall and gave it to him when she was close enough. "I'll be happy to explain, or at least, I will once the others arrive here anyway. For right now, let's take care of the usual Good Morning greeting first, honey~."

"Morning greeting? What are you-mmmph!" Ben was cut off when Gwen suddenly grabbed his chin into her right hand and bent herself down onto his face to meet his lips with hers. She was kissing him fully with her lips pursing tightly around Ben's, with her eyes slowly closing in peaceful bliss. Gwendolyn instantly relaxed as she felt the boy melting into her hands, making a goofy smile once they started deepening their embrace in only the way the French people do. She slipped her tongue down into his mouth, wrangling his own in a very sensual yet very fluid way that made Ben whimper blissfully with excitement.

"Mmmhmm.~" Gwen hummed happily as she tasted her young husband, she then promptly pulled him onto her breasts with her arms hugging around his shoulders in a fiercely affectionate embrace! Ben was feeling the woman's tits inside of each of his hands, gingerly groping them through her

clothing and causing Gwen to whimper even more while his head floated through the clouds.

'They're s-so soft and full! Gwen's tits are so bouncy it feels as though I'm touching a small pair of balloon-shaped clouds!~' Ben thought to himself, getting lost in dream-like euphoria until he reached down Gwen's sides and grabbed onto the ample buttocks from behind. He started squeezing his fingers into her heart-shaped cheeks of her ass, making the woman coo pleausrably in response for he was touching her weak spots from behind just like Ben 10k normally does.

"Nghhhh!~ \*Ben!\*" She whimpered cutely as she felt him fondle her perfect ass for just under a minute. Having Ben squeeze the sides of her hips into his fingers was making Gwen hike one of her legs up to wrap around the boy's waist, pulling him even closer onto her body. They remained in an embrace with each other for a little while more, ignorant of the rest of the world around them.

Ben was getting so lost in the euphoria of feeling the woman's large fluffy breasts pushing into his chest that the hormonal surge of lust that was now surging throughout his entire body the longer they were keeping this going. He felt his tongue getting dominated by the tall gorgeous adult version of his cousin/girlfriend, feeling his erection stiffening up and pushing out from underneath the hem of his pants. Gwen felt the monster prod her inner legs, making her feel even more excited than she already was, and begin curling her tongue eloquently around Ben's for the duration of their five-minute-long 'Morning Kiss'.

He may have been a slight novice in the art of tongue-play, whereas she was a professional, but Ben didn't lack for passion and experience with his own cadre of lovers back home. Gwen positively loved his enthusiasm and she owed it to the experience of sleeping with many, many girls including her own mother and women like herself such as Doctor Holiday.

Gwen moaned again and continued cleaning out his tonsils for roughly five minutes before eventually pulling back from his face. She looked at that goofy smile of his stare back at her in a completely dazed manner, making her laugh.

"Heheheh, you should really see your face right now, Ben. This is the perfect Birthday gift for you after all, so I'm glad you're enjoying it so far. Hope and I thought it up, you know." She added.

'Wait a minute, Hope?' Ben pondered and snapped back to reality when she mentioned that name. Just then, the doors to his bedroom opened up, revealing another gorgeous woman around the same age as Gwendolyn.

"Hmmpf, figure you'd try and go steal some personal action on your own right after he arrives, Gwen. Typical, you could've at least saved me a slot for my own personal time with him, considering that all of us are sharing him today." A mildly irate yet sultry voice spoke out, causing Ben to focus on the features of a lovely haughty woman with long silver hair. She had a positively enchanting look with slightly pale skin and mystical glowing pink eyes that charmed Ben right off the bat just by looking at them.

'Wait a minute...that Hope?! As in Charmcaster? CC? That's her?! She's turned into such a bombshell!' Ben thought in shock, letting his mouth spill agape as he took in all of CC's full-grown curvy features as she wore a surprisingly revealing outfit.

Charmcaster, or rather CC as she likes to be called, was filled out just as much as Gwen was when it came to curvaceous womanly bodies. Hers was just a tad slimmer, lithier in shape altogether, with an elegant contrast of exotic features compared to Gwendolyn's more athletic curviness. She had a thick pair of what he assumed to be D-cup sized breasts barely hidden behind a transparent magenta-colored robe she was wearing. It resembled an exotic sleeping gown one would see a Queen or erotically-themed Sorceress wear in adult-oriented fantasy movies. Ben could even see

her neatly-trimmed silver pubes through that crystal thong she wore. He was packing more stiffness in his crotch the longer he looked at her, taking in her appearance and making the adult woman enjoy the attention she was getting. That is until they heard Gwen's voice speak up again.

"Oh don't give me that, Hope, you'd do the same thing if you were me. Admit it, besides....\*Pulls Ben closer until his face is squished between her breasts again!\*...if anyone deserved that Good Morning kiss with the sixteen-year-old version of my doofus of a husband, it's me. We've been through so much with each other, going all the way back to that special road trip we took when we were ten." Gwen explained, earning a tongue-out gesture from CC before focusing on Ben again with a sultry smile of her own.

"I don't suppose Misses Clingy-Mc-Redhead over there has explained to you why you're here yet, has she? \*Ben shakes his head stiffly from between Gwen's breasts\* I thought as much, so how about we bring in the other three over so we can explain things properly and get this 'Birthday Celebration' underway? Are you ready to open up your 'Birthday Presents', Ben Tennyson?" CC asked, winking at Ben then showing off her own ring finger. It too bears an engagement ring similar to Gwen's, in the exact same shape and designs no less.

This surprise floored the teen hero and it made him realize his future self really had it made, he had married more than one woman and they were happily co-existing with him as kinky sex-hungry wives.

"This is so gnarly, I can't believe I actually have two wives and not just Gwen, but Charmcaster too. I mean, I always did plan to marry them at some point back in my time once I became a tad more famous....and paid by the Plumbers for all my good work. It just seemed like such a faraway dream that I didn't even know how to make it happen at all." Ben admitted to himself and felt Gwendolyn let go of him in order to step aside and wave a glowing right hand in the air.

"Alright, I'm bringing in the others. Let's knock boots with my teenage husband right away. I'm sure our Adult version of our husband Ben Ten-Thousand is already doing the same with the younger versions of us back home." Gwen revealed, making Ben flinch as though he misheard her.

"I bet he's probably enjoying himself even as we speak, let's do the same thing and indulge this young stud to the fullest while we're at it, hm?" CC added, earning a questionable gobsnacked look from Ben until he saw the portal Gwendolyn had created expand and open up.

In a gentle flash of golden light, a rift in space appeared, showing three more adult-sized women stepping in through it from the confines of this base's living room. Ben couldn't help but be amazed at what kind of high-life HQ his future-self had, but he was more than a little miffed at hearing how he was probably making it with his girlfriends back home.

'I mean, it's technically not cheating....since it's still me, but still. Anyway, I'm here about to have sex with his drop-dead gorgeous women while's he doing the same with teenage girls back home? Wouldn't that create a time paradox or something? No? Maybe? Gah! I hate time travel logic! Screw thinking about it!' Ben thought to himself and grabbed his head in frustration. He just barely noticed that the portal had already closed, leaving three more gorgeous adult women in its place. "Huh? Who're they? Wait a minute...!"

One woman was a blonde, green-eyed, angelic beauty with neck-length bouncy hair. She was wearing a tight white and black one-piece dress showing off her curves with breasts about the size of a bloated pair of DD cups. She had a slimmer waist than Gwendolyn's and a slightly wider pair of baby-bearing hips perfect for having children with. She had long leather-clad high-heel leggings with matching arm gloves above. She had taken one off and showed Ben immediately that she had an engagement ring as well, it too bore a sparkling green gem similar to the Omnitrix symbol.



"That's right, Ben. It's me; Eunice, or rather.....Eunice Tennyson. Welcome to the future, honey. You are in for a very special treat today.~" Eunice greeted with a loving smile.

The second woman was of Japanese descent and had two long low-hanging twin-tails down her back with black hair. She had a pair of enchanting amber-colored eyes and wore an adorable smile Ben was all too familiar with, making him realize who it was. She was wearing a sporty, tight-fitting Pro tennis player T-shirt with a high-riding sports skirt and matching tennis shoes. Her build was lithe and athletic with ample and perky C-cup tits pushing out through her shirt a bit, making him see the bumps of her nipples peeking out. Ben was flustered at the sight of adult Julie Yamamoto standing in front of him.

"Julie...? Is that you? W-wow, you look amazing!" Ben gushed, making her blush softly with a smile on her face. She too flashed him the engagement ring just as Eunice, Gwen, and CC had done, furthering Ben's surprise that he married up to four people already.

"Hee hee, yep, it's me. We finally tied the knot, Ben. Well, technically you did with a handful of others, but I'm one very happy Misses Tennyson and a Pro All-Star Tennis Player. Just remember to call me by 'Julie Tennyson' now." She greeted, waving flirtatiously at him while Ben slowly turned his focus in the direction of the last girl standing to her right.

The third and final woman wore a white lab coat over her tan-skinned body, but underneath it, she had a very sizable bust possibly being at the level of E cup sized tits. She had a tight red top over her chest, a dark hoop skirt around her waist with pantyhose worn around her legs with high-heel shoes over her feet. She had slightly curly dark brown hair flowing beautifully down her shoulders with a combed-over bang dripping down the side of her face. She was looking as beautiful as they come and she flashed the boy a smile, batting her eyelashes while doing so, and pointed to the mole on her lower right cheek. Ben realized who it was and was shocked when she also flashed him the engagement ring worn around her right-hand finger as well.

"Hola, Benjamin honey. It's me; Elena Validus....or actually, Elena Tennyson now, hehehe. Loving the look on your face, I'm guessing Gwen hasn't told you the full story on why you're here, eh?" Elena asked, raising her hoop skirt up high and showing Ben the sight of her lace-gartered pantyhose stockings connecting to a lace garter belt around her waist.

"I was just getting to that, everybody," Gwendolyn said as she used her magical powers to telekinetically lower the blinds of the bedroom, making it dark and creating a luminescent source of energy hovering above in the air directly over the large bed.

Ben was mildly confused by this, yet noticed that the scenery looked like a candlelit bedroom one would see inside of a porno movie. This comparison started making his balls throb with excitement all over again.

"Gwen....? What is all this? You said it was some kind of special 'Birthday Present', no?" Ben asked, dripping his question and turning to see the lovely redhead suddenly strip herself naked using Magic! His eyes bulged out of his sockets and his jaw fell flat as he watched her do it again with all of the others!

A simple displacement spell made all their clothing, undergarments included, disappear and reappear somewhere else within the bedroom. This made Ben sputter out comically as she saw five gorgeous full-bodied adult women standing naked in front of him with lascivious sex-hungry smiles on their faces. He clutched his crotch and noticed his member had grown considerably harder than before, it was even tougher than steel in his opinion. It was making itself stand out from within his pants, showing them just how excited he was when seeing them nude.

'I-just look at them...! Five grown women, who are all in a league of their own when it comes to sex appeal, are standing naked in front of me like I'm a Mansion Owner in a Nudie Magazine!' Ben muttered to himself in thought as he saw the pink of everyone's nipples, except for Julie's and Elena's, as well as the scarce pubes over everyone's dripping wet pussies glistening between their legs. If that wasn't enough, they even started marching towards him, forcing him back onto the bed as though they were an invading army of Succubi ready to devour him from head to toe. Gwent up first and crawled up to Ben from up the middle with a lascivious predatory grin on her lovely face.

"Ben....honey, this will be the greatest day of your life. You see, this was our special birthday present from us to you, in both timelines technically. You get to fuck all five of us for the whole day, as much as you like, considering your stamina and durability.~" Gwendolyn revealed, licking her lips around in a circle.

She stood up on both of her kneecaps and spread out her legs far apart, showing Ben a clear view of her tight-looking pussy before spreading open her labia for a brief instant. She brought her arms back behind her neck, placing herself in a very provocative pose which pushed out her jiggling breasts to further the effect. It was certainly working because Ben was feeling stiffer than titanium now and he wanted to stick his 'Finger' in the pie right at this very moment.

"Ggghhh! T-too hot....! I-I need it now!" He groaned, feeling his cock want to push out of his jeans entirely, making the other four adult wives stare at it in wonder and excitement.

"Hmmm, I definitely remember you being every bit as virile as your future self is. That is why we had given him a similar birthday present for his upcoming thirty-third. He expressed his longtime desire to have his younger self'; you, indulge in a group frenzy with a handful of grown-up versions of your girlfriends. We figured it would be the best way to surprise you, so we teleported you here and did exactly the reverse with our Ben by sending him to your time about to enjoy the others. We even already discussed things with the teenage versions of ourselves to make sure everything was good to go. The only two people in the dark about it all were you and our dear hubby Ben Ten-Thousand, but hey....that's why it is called a 'Surprise' after all." CC explained and she ran her soft pale hands all over Ben's thighs, giving him a lustful stare as she was reaching for his crotch alongside Julie and Elena.

Eunice placed herself beside Ben's head, giving him a lap pillow to rest on while looking at him with a loving smile from above. He was easily mesmerized by her angel-like face, plus her insanely large boobs practically pillowed his face with nipples nearing his mouth. They were so close that Ben wanted to suck on them hungrily like a baby.

"Now hold on just a minute, Hope. I'm first, I get to fuck him as soon as we pop his top with our 'Group Attack' session. We agreed on that, remember?" Gwendolyn argued, making CC pout adorably as she snuck her up between Elena and Julie. She started running her fingers along the surface of Ben's bulge through his pants with a smile and briefly looked at Eunice before nodding her head.

"Eunice, if you please. Add a little spice to this get together using the 'Ecstasy' effect." Gwendolyn instructed, making Ben confused as he watched the blonde Untrix-Embodied humanoid woman flash her fingers in a glow of dazzling red energy. He found it was similar to his Charm Effect; the very cornerstone of his Harem relationship with each and every one of his women.

"You got it, Gwen. Everyone better hang onto their seats because this will be a magnitude five point eight Sex Drive Enhancement." Eunice explained giddily and made her right-hand glow with prismatic pink and red energy before swirling around all over the room, covering everyone including Ben and herself.

"Gnnh! E-Ecstasy effect? W-what is that...? And why do I feel as insanely horny as a rabbit on viagra?" Ben asked, feeling his cock literally burst out from the seams of his pants and into the open as his body crackled with magical pink energy.

His sex drive had been pushed well beyond its limits with his balls feeling fuller than ever before, additionally, they rolled out from within his jeans like a pair of bloated grapefruits right before the girls' eyes on top of it. Ben was feeling every cell in his body becoming charged with the mystical energy, making him feel as though he could plow an entire city's worth of women in just a day. He looked around to see that all the ladies have also succumbed to its effects, they started running their fingers all over each other in highly provocative gestures similar to a porno warm-up scene, further stoking Ben's arousal. CC had stuck a pair of fingers inside of Gwen's mouth and ran her other hand around the woman's breasts, squeezing them gently in erotic tandem. Gwen did the same and leaned in closely with her lips hovering above her own until they started making out like impassioned lesbians as part of their usual warm-up routine. Eunice had been pulling on her large tits with her hands, she dug her fingers into each doughy mound and tugged her nipples right above Ben's face with an angelic smile. Lastly, Elena and Julie simply started making out with each other in the most erotic way possible; their tongues dove into each other's mouths and curdled into each other in a raunchy lesbian embrace that had Ben puffing steam out his ears.

He was feeling positively over the moon now, he was filled with lustful energy thanks to Eunice's special ability. He looked right up into her green eyes for an explanation.

"You can consider it to be like a lighter version of your Charm Effect, Ben, I had managed to copy the ability some time ago and make it a more Aphrodisiac-like moodsetter that doesn't enrapture women to myself, but rather give all of us a massive sex drive if we weren't frisky already. It also amplifies the effects of pleasure and sensation through the erogenous areas within one's body. It really helped us make our Honeymoon with you the most intense, blissful, satisfying week of your life when we got married." Eunice explained, finishing playing with her breasts and seeing Gwen removing her lips from CC's face so she could snap her fingers and magically displace all of Ben's clothing next.

"Gaah! I'm naked!" Ben yelped comically, becoming exposed in all of his naked glory from head to toe in front of five ultra-horny adult women.

Before he could say anything else, he felt Eunice slip out from behind his back and join the others. They all hovered around his twelve-inch long monolith of a penis, ready to start 'Giving' him his birthday present. They were all very eager to get this romp underway and destroy the bed in the process, again.

"Ready for your gift, Ben darling?" CC asked while taking her place at the right side of his throbbing shaft, ready to run her tongue all over the surface.

"Here we go!~" Gwen cried out in a cheer and together all five women shouted in unison.

"Happy Birthday!~" They all screamed happily at him before simultaneously jumping the boy, each one taking a spot around his cock with lips and tongues ravenously running all over it in a frenzy!

Moans and slurping sounds of all sorts soon came out with Ben feeling each woman's tongue and/or lips slurping every spot they could around his genitals. It was a miasma of sensation and it was making the boy growl pleasurably into the air once they started settling on a respective place to begin treating him.

"Ooohh yeahhh!~ Nnghhh!" Ben cried out, tossing his head back into the bed pillows.

He had felt Gwen's lips wrap around the thick head of his cock and swallow it slowly into her mouth. The woman plunged her face down even further until it reached the back of her throat, making her gag a bit until she began bobbing her head voraciously on his cock with loud slurping noises coming out. She had unintentionally bumped CC off from her place at the right side of his shaft, making the Witchy woman glare at her before moving her face down to run her tongue gently along the surface of his scrotum. Ben clutched the sheets tightly beneath his hands as he felt the slick slimy passage of Gwendolyn's warm throat sheathing his length nearly all the way to the hilt.

\*Schupp..schupp..schupp..schupp...schupp..schupp..schupp!\*

"Mmmhmm!~" She moaned while languidly running her tongue all the surface, keeping her head bouncing on Ben's cock with all the joy in her heart. She slowly brought herself back up just a bit to allow CC some space to work her share of lips onto his meat. The Silver-haired Spellcaster went back up to the top and started running her tongue sensually along the surface of Ben's shaft from the right side, she was going at it like a hungry feline and loving the 'Flavor' of Ben's dick.

On the other side of his shaft was Julie pursing her lips all over the surface of her share as well, she squeezed them all over Ben's penis in a series of kisses while occasionally squeezing them between her soft pink lips. Gwen continued working on his share of the center, kissing and sucking anything she could get inside of her throat while Eunice and Elena took to pleasuring each of Ben's large bloated balls down south. Both women hungrily swallowed their lips around each surface of his testicles, tasting them with glee and making sure they were sucking on the surface of each one to further Ben's state of euphoria.

\*Schlop...schlupp..schlppp..schlppp! Pop!\*

"Mmhmm! \*Ben...honey!\*" Eunice mewled loudly as she ran her tongue all over the left testicle with a loving smile on her face. She made sure to gently rub his inner right thigh in addition to her ball-sucking treatment while doing so.

"Hhmm....hmm...mhmm..mhmm! Que rica, mi amor!~" Elena cried out next as she closed her eyes and mirrored Eunice's action. She squeezed every bit of Ben's right teste between her wonderfully-thick crimson lips, wriggling her head around vivaciously with enthusiasm.

A cascade of slurping noises and moans had filled the air of the room with Ben eventually holding onto the heads of both Gwendolyn and CC into his hands. The boy was feeling them both really work his cock with gusto, pushing him to come closer to ejaculating as he felt everybody's tongue slathering his cock and balls in their saliva. The mere sensation of their tongues was giving Ben utterly immense pleasure, which he had to guess was part of the Ecstasy Effect as well.

'Oohhh man! This is too, too amazing a feeling! I think I'm going to blow very soon!~' He thought to himself as the slurping noises tongues and lips continued glazing Ben's penis for the next few minutes.

He eventually started bucking into Gwendolyn's face, straining his own as he felt his restraint finally give way, making his shaft throb with impending ejaculation. Gwen noticed this and stayed glued to his crotch, pushing her face down until her nose reached the pubis of his groin, feeling the entirety of her teenage cousin's sausage swell as he came to orgasm right there inside of her mouth!

"Gggghhhh!~ I'm coming....!" He announced, making all the other women cease their sloppy oral action on his dick so that they could kneel beside Gwen in hopes of catching plenty of the boy's seed when it came pumping out.

With a grunt, Ben came and filled up Gwendolyn's oral cavity with thick, copious amounts of seed that she had always found addicting even in her teenage years when officially becoming his girlfriend. Everything came out in thick, heavy bursts, filling up her mouth quite a bit.

\*Spllt..splllt..spllt..splllt..splllt..splllt!\*

Gwendolyn gurgled a bit and started gagging after receiving a heavy blast of cum hitting the back of her throat. She struggled to swallow everything down when he was finished cumming, but felt it was too much for her to gulp down alone. Her Ben usually never came so hard and fast, so she pulled back and let her mouth plop off of his member. She watched as thick ropes of sperm flew into the sky, raining down on everybody's faces and exposed breasts!

All the women had readily held out their hands with tongues extended, their mouths were wide-open and catching any stray glob of sperm they could. CC had caught plenty onto hers, leading to the woman gulping it down instantly while Elena simply licked Ben's seed off of her fingers one digit at a time while getting a messy facial. Julie had swallowed down her load immediately after catching plenty inside her mouth, she used her hands to lather the rest of it all over her perky tits like it was a skin-lotion. Eunice did the same in a rather creative way involving her breasts, she kept each large mound pushed together to allow a small lake of sperm to rest between her cleavage.

"Hehehe, it's like a birdbath now. Time for this hungry little birdie to take a drink from it.~" She giggled to herself before tilting down her head and dipping her face into her chest, licking up everything using her tongue.

This made for an exhilarating sight to behold as Ben watched the others clean themselves up after ingesting their respective shares. Some of that pearly gunk was still painted all their naked bodies, making it an utterly erotic sight whenever one of them pushed their breasts into the shoulders or chest of another. Gwendolyn, on the other hand, had yet to finish her share of cum resting within her mouth. She held her lips wide open right in front of Ben's face, showing him a deep reservoir of sperm rested within. She closed her mouth promptly and tossed back her head so she could swallow everything in one loud gulp.

\*Gulp!\*

"Ah, delicious as always, Ben. Hehehe, I had forgotten how virile you were at that age, you can come like a firehose and you haven't even lost an ounce of rigidity in that sturdy-looking dick of yours. Usually, after cumming like that, our own Benjamin Tennyson is pretty much spent since he spends time plowing all the other dozens of girlfriends within our collective group." She explained, making Ben feel utterly impressed by how his future-self handles things regarding his women's needs. He really hoped that he didn't get slapped with paternity suits in the future though, the Charm effect did have that habit of making him manwhore at times.

"Hope you're ready to have the best birthday celebration of your life, Benjamin Kirby Tennyson. I'll make sure you have lots of fun during every single moment of it.~" Gwendolyn added in a sultry voice, she got up on her kneecaps and crawled over to the boy's slightly shorter body, straddling his waist readily by having her moistened pussy being spread open while directly above his shaft.

Gwen was considerably taller than Ben, by at least a foot or two in height, so she made sure that her perky C-cup breasts dangled directly above his face in case he wanted to feed off of her like a baby yearning for milk. Tracing a finger around his lips in a provocative manner, she gave the teenager one last bedroom smile before sliding herself down onto his hips, impaling her pussy on the tip of his length!

\*Squelch!\*

With one swift and precise push of her pelvis, Gwendolyn felt Ben's cock spread into her pussy and forced its way inside! Taking her to the hilt with a grunt of pleasure escaping his lips.

"Aaaaaaaahhhhh! Ohhh Ben...! Yess! Mmngghh!~" Gwen cried out in ecstasy, closing her eyes tight and letting her mouth fell open as she left breaths of bliss escape her cherry-colored lips. She was feeling his prick pushing into her as far as it could go, burying itself inside of her slimy velvet-colored pussy to where its confines clung onto his dick. The others watched, feeling increasingly anxious to have their turn next right after Gwendolyn finishes riding him. The sight of Ben's large meat cleaving into her pussy was something that made the women increasingly frenzied even after the Euphoric Effect kicked in.

"Ggghh! Holy hell it feels completely different from teenage Gwen's pussy! S-so much more slippery and...nghh...tight! Aaaagghh!" Ben growled loudly as he felt the woman's slippery vice-like abyss swallow him whole, sucking him in so deep that he bumped up into her cervix with just another shove of his hips. 'Seriously, this is like a world of difference. Does she do gymnastics, Pilates, or some kind of exercise regularly? Maybe she practices standing splits? This adult version of Gwen is freakishly tight down south!"

Gwendolyn started riding Ben voraciously in an up-down manner, slamming her hips down upon his crotch with frequent flesh-slapping noises permeating the air above. Her plump, heart-shaped ass started smacking into his thighs a little faster, making her cheeks jiggle as she caused the bed to shake with increasing passion now that she adjusted to young Ben's length.

"Uuaaahhhh...! Aaahh...aahh...aahh...aahh..aahh..aahh..ahh..ah..ahh..aahh! Bennnnnn!~" She cried out, rolling her pelvis along the boy's hips, riding him non-stop while feeling every push of his monster-sized cock slide deep into her body. He was touching Gwen's sweet spot, making her insides coil around him like so, allowing her to indulge in her adulterous frenzy while she fucks him crazily in raw passionate sex.

Ben placed his hands over the jiggling mounds on her chest, squeezing each digit into her highly-sensitive areola and causing Gwendolyn hiss loudly in rapturous pleasure. Her body continued rolling itself onto his waist, riding him like a bucking bronco with echoing slaps of skin crashing against skin while CC simply puffed her cheeks with mild annoyance at the show.

"Hmph, I refuse to wait any longer while she gets to have all the fun." She said to herself and crawled over to Ben's face, placing herself directly above him in reverse cowgirl position with her sex directly above Ben's mouth and her tits nearly pushing into Gwen's while she rode him. CC had managed to take his hands away and guided them to grab onto her thighs, the invitation to do what she wanted him to was painfully obvious to him. "Gorge on my flavor while you're entertaining Princess over here, Honey. I guarantee you'll like it.~"

"H-heh, so domineering, I like that in a crazy hot, sorceress wife." Ben chuckled nervously until he saw CC engage Gwendolyn in a steamy lesbian kiss, the redhead accepted this eagerly and began swiveling around her tongue with her own, making it a sight for Ben to enjoy greatly. "Hngggghhh! That was hot back then as teenagers, it's even hotter now! Aahh!~"

He grunted painfully as he felt his erection stiffen even more from inside of Gwendolyn's womb. Before he could react any further, CC had lowered herself down onto his mouth, accepting his lips kissing her labia, and feeling Ben begin eating her out. It was on instinct at this point for the teenage hero, Ben hungrily gorged himself on CC's tasty and sweet pussy like it was a delicious candy. His tongues pried open her sex and his tongue shoved inside of her, deeply prodding her insides in only the way he knew how.

The silver-haired seductress threw her head back and moaned loudly with blind ecstasy, embracing Gwendolyn in her arms as she was still kissing along her neck.

"Uuaagghhhhh! Hnnghhh! Benjamin....!~ Yess!~" She mewled loudly with closed eyes and a lip-bitten expression on her face.

Together the magical pair of wives rolled back and forth atop of the teen's body, riding either his face or his cock respectively while making out with each other. It was a pure debauchery, plain and simple with the young version of their husband enjoying their womanly splendor to the fullest effect. Ben hugged CC's thighs underneath his hands and continued gorging himself on her pussy, tasting her in tongue-swirling circles while feeling Gwendolyn's sex beginning to tighten around his cock.

Eunice massaged her own breasts with her hands, feeling anxious to pleasure Ben just like any other woman there. Julie cradled Elena in her hands, watching the show and holding her fellow Tennyson wife by inhaling her tongue down her mouth in a second lesbian display for erotic enjoyment. The women often took care of each other whenever Ben wasn't around to do that for them, this led to many orgies taking place within the HQ whenever the kids weren't around.

"Mmhmmmmm! \*Schlupp..schlupp..schlupppp!\* Aahmh! I can hardly wait too, you know. Gwendolyn is certainly having the time of her life over there, fucking her young husband, eh?~" Julie breathed out, letting her saliva dangle from Elena's lips as they watched the two Spellcasters start bouncing up and down on Ben's body like a pair of pistons to a car engine.

Things were obviously heating up with CC planting her feet outside of Ben's shoulders, bouncing up and down on his face while she was feeling his tongue worm into her sex like a living serpent. The goofy face she was making, caused the other Tennyson wives to laugh and giggle giddily with excitement. They were also seeing Gwendolyn slam herself down onto his cock even harder now, slapping her butt and scratching Ben's stomach with her fingernails as she came hard after a few more minutes of this sensation.

"Aaahh..aaahh.....aaggghhhhh!~" She cried out and tossed back her head, shouting to the heavens and came hard around Ben's length. Her pussy muscles gripped the boy's meat tightly, making him groan loudly from underneath Charmcaster's snatch as he came immediately after feeling Gwen's cervix wring him dry!

"Hgghhhh!" Ben grunted and felt thick ropes of sperm pump out into Gwendolyn's tight, convulsive pussy, filling her womb up in no time at all.

\*Spllt..spllt..spllt..spllt..spllt..spllt!\*

"Oohhhhh, Bennnn....!~" Gwendolyn let out, making a positively euphoric face with her tongue spilled out of her mouth and eyes beginning to roll up into her sockets. She ground her pelvis fervently onto Ben's waist, feeling the thickest creampie ever coming out of her young lover and squeezing more of him as a result. She worked her cervix on his dick, milking him for more and more until he was eventually finished cumming.

Once she was done riding out her own climax, Gwendolyn let out a sigh of bliss and drifted off to the side, dismounting Ben's waist in the process. To everyone's pleasant surprise, especially the ladies, they saw that he was still as hard as Diamondhead's horn. His member was drooling thick amounts of cum from the tip, wetting each woman's appetite for their turn next. Charmcaster temporarily dismounted Ben's face and crawled off of his head, allowing him a moment to breathe with his face messy in her vaginal nectar.

"\*Huff...huff..huff..huff!\* That....was every bit as amazing as plowing older women tends to be! It's no wonder I have such a cougar fetish, they're tigers in bed!" Ben let out, hearing a collection of giggles from all over when he saw Eunice and Elena crawling over to his lap next. He had to peek from underneath CC's thighs since she was still straddling his face by technicality, only not smothering his lips in her cunt while he eyed them with a toothy grin.

"Well, duh, Ben. That's why we planned out this entire scenario as your present for your seventeenth birthday. You favor mature women quite a bit, especially at a young age if Doctor Holiday and those other women are anything to go by. \*Growl\*" Julie explained while Elena simply wrapped her fingers around the lower half of his prick with an eager smile, she gently squeezed his throbbing flesh and felt it pulsating underneath her palms as she began gingerly rubbing them up and down his shaft.

"Funnily enough, your adult self likes them young, namely the teenage versions of ourselves back in your time. He has the fetish of plowing teenage girls as a big and strong man, so in other words, both versions of Ben get to enjoy the treat of this time-travel swapping of partners. Everybody wins.~" Elena said, licking her lips and stroking the thickness of his shaft even faster, going from the bottom of the hilt to the top of his cock altogether with her soft hands.

Eunice decided to join in by simply grabbing each of her large, bulbous tits into each set of fingers and wrap them snugly around the top-half of Ben's cock. She was making him feel the doughy softness of her boobs, squishing them together and swiveling them around the sides sensually while watching him react in agonizing pleasure.

"Hnhh! Ohhhh man! B-B-Breasts! E-Eunice....you have those babies in spades! They feel so nice and s-smooth around my meat, aagghh!~" Ben said loudly while mewling in pleasure as she continued picking up the pace.

He heard the blonde, buxom angel giggle happily in response and saw CC lean over from her place atop of Ben's head, ready to dip her face down into her cleavage with the intent to suck him off from between her tits. Charmcaster brushed a lock of silver hair to the side behind her hair and opened up her mouth, dipping her head down fully into Eunice's cleavage sucking the glans of Ben's cock into her mouth.

\*Schlup!\*

"Mmhmm...\*Schlupp..schupp..schlupp..schlupp..schupp!\*" She started sucking him off with gentle, passionate vigor. Tasting the juices of Gwendolyn's pussy while also scraping some globs of Ben's seed into her mouth in the process. This only increased her excitement, making her begin to bob her head even faster onto the exposed head of his cock.

Ben clutched the bed sheets tightly as he was feeling attacked from all three sides of women with equally passionate splendor being given to him. Elena was stroking his shaft from the hilt after reaching underneath her breasts, Ben was just that large enough to leave space open for her to pleasure. Eunice was occupying most of his shaft by sliding down her breasts and squeezing them along the top half of his dick. This left only the exposed, bulbous head of his penis sticking out for CC to slobber hungrily on. She pursed her lips on his glans, sucking with precision and eloquence, tasting Ben by using her tongue in many creative ways. For the teenage boy, it was a sexual pleasure of maddening proportions, causing his balls to stiffen up already.

"Ggaagghh! This is almost too much, even for me, but dammit it feels so good! Is part of it because of Eunice's Euphoric Effect?" Ben wondered out loud and felt the doughy mass of the blonde's tits continue spiraling around his length in feverish passion.



Eunice eagerly pumped him with a smile, feeling his length throb dangerously as the others continued working their respective places with utmost diligence. All of them wanted Ben to experience mind-numbing pleasure before mounting him and letting him plow them into a nearly comatose state. It was remarkable that he was large even before receiving the Charm Effect, his dick only became bigger and more durable in terms of vitality right after receiving it. The size made having all three women servicing his cock that much easier. CC had dipped her face down repeatedly into Eunice's breasts, hungrily blowing Ben's meat while feeling his cock throb underneath.

A collection of moans and slurping noises filled the room as all three wives hungrily worked Ben's meat for minutes on end until they sensed he was ready to cum. Feeling his climactic peak reach through his balls, as well as his shaft, they knew his ejaculation would be on par with a volcanic eruption! Thus, they continued working him feverishly with breasts, hands, and lips all pleasuring him until hearing a low growl coming from underneath CC's thighs!

"Hnhh!~ I'm gonna blow! Aaahhh!" Ben let out as he started bucking his hips upward, shooting thick ropes of cum straight into the air and caking each girl's tits and faces in it until they started sticking out their tongues out to catch some sperm into their mouths.

\*Spillt..spllt..spllt..spllt..spllt!\*

They all squealed in delight while Ben came for a little while longer, he watched CC her position above his face completely to go over to the girls, determined to share in on the splendor of his cum while lathering her share all over her tits. Eunice squished her share between her large, plush cans, taking spoonfuls with her fingers and ingesting everything into her mouth with a hum of delight. Elena engaged in some raunchy lesbian play with Charmcaster as soon as she got close, she took her cheeks into her hands and snowballed Ben's sperm into her lips in a highly erotic fashion. Seeing their cum-coated tongues roll into each other while they made out was making Ben stiffen up instantly for the next round already.

He was more than ready to take care of the next Tennyson wife for the second round of this birthday surprise. Each woman hummed warmly into each other's mouths, sharing on in his seed by exchanging it between them in such a visually-pleasing way. Ben just wanted to grab whoever was nearby and fuck them to the point they can't walk anymore.

In this case, it was Charmcaster, otherwise known by birth name as 'Hope'. Ben found the name ironic and cheesy for a number of reasons, but she was the one who started all of this by giving him that sacred gift in the first place. Therefore, it was only apt to take her right after Gwendolyn.

"C'mere, you!~" He grabbed onto CC's hips and pulled her back onto his body, sitting himself up on his knees when picking her up and spreading open her thighs. Ben made sure that Elena and Julie watched as he sunk his large, stiff cock into the juicy folds of CC's pussy next! He shoved himself all the way to the hilt without hesitation, making the magic-user screech loudly in ecstasy!

\*Squelch!\*

"Aaaggghhh! Ohhh...my....god! Benjamin....! Mmnggh!~" CC shuddered blissfully as she felt him, sheathing every inch inside of her throbbing walls, feeling him pull her onto his lap with her legs held wide-open by his strong hands. CC could feel every inch of her sensitive insides curling around length as he pushed into her womb like so, not even waiting for her to adapt to the sudden penetration of his size

"Nngh! Ohhh yeahh! Hope, you better hang onto me if you don't wanna fall off. I'm not going to pull any punches, this Ben Tennyson is in full-on frenzy mode now~" Ben suggested suavely,

feeling her right arm wrap around his neck from behind as he began fucking her upright, intense slams of his pelvis. His balls took to smacking gingerly against her sex as well, making CC receive a 'Spanking' from them while being repeatedly penetrated by his cock.

Eunice and Elena both finished cleaning themselves up and knelt close by with Julie crawling close, watching as teenage Ben began to fuck Charmcaster like the boss he is. He dug his fingers into her smooth, creamy thighs, remaining upright on his kneecaps with CC's voluptuous frame bouncing wildly on his cock with hard thrusts bucking into her pelvis from below. The slapping noises of coitus followed with CC's howls filling up the air, leaving her with mouth hanging agape and eyes closed tight in utter sexual bliss. Her tits started jiggling up and down salaciously like a pair of water balloons as she felt him drilling into her core without pause. Ben was digging his way into her womb and fucking that sodden pink mess for all its worth, making CC feel overwhelmed already.

"Uuuggghhh! Benjamin! Ohh, darling! Uuh...uh..uh..uh...ughh..uh...ughh! Aagghh! I love yooooou!~" She cried out with magically-made hearts in her eyes, feeling her walls squeezing tightly around Ben's length while the others watched with gusto. "

Charmcaster's body was jostling about nonstop with her head tossing back and her tits wriggling salaciously in spirals as Ben fucked her for about several more minutes tops. She was about to reach her climax already, after just having him eat her out and bring her to orgasm several times before. Very soon, she'd squeeze her walls around his cock and wring him for his precious seed with her cervix. Thus, CC held onto Ben's neck for dear life with both hands reaching behind herself, bouncing voraciously on his hips while her legs swung constantly through the air.

Openly, in front of Elena, Julie, and Eunice, she was bouncing constantly with a frenzied smile of pure ecstasy written on her face. They watched Ben's cock spear into her insides, spreading out her folds and creating a small bulge from inside of her stomach as he plunged all fifteen or so inches of thick phallus into her pussy without restraint. It was only a matter of time before they saw his balls twitch and swell, leading to Ben shoving himself all the way into Charmcaster's G-spot, making her cum as he had filled up her cunt full of Tennyson tadpoles!

"Ggnhhhh! Here it comes! Be ready to take it all, you sassy minx of a Sorceress!~" He growled, feeling CC's snatch convulse wildly all over his prick, causing a mess of nectar gushing out onto the bed before feeling Ben inject a hefty payload of sperm directly into her body!

"Aaaaaaaaah!~" She yelled out with a mind-broken ahgao smile, feeling thick ropes of semen come pouring out into her fertile, womanly depths like so.

\*Spllt..spllt..spllt..spllt..spllt..spllt..spllt..spllt!\*

Charmcaster felt each thick splash of sperm filling up her womb promptly, giving her fantasies about being pregnant again with teenage Ben's kid. She could feel her pussy gush and squelch all over his cock while she writhed within his grasp, mewling like a sow with a goofy smile on her face. Ben came inside for a solid minute and a half, leaving her with a slightly bloated stomach and sperm oozing out of her hole once he had let go of her. He could instantly feel his 'Recharge' coming from the post-coital bliss of insemination again, largely thanks to the Charm Effect combined with the Euphoric Effect, leaving his member completely hardened even after letting CC go. She slumped headfirst, ass-up, onto the bed in front of him, twitching as her pussy gushed several more times during the post-coital bliss.

Ben remained standing up on his kneecaps before the remaining three 'Wives' of Tennyson Ten-Thousand, looking eager to take them all in a back-to-back fuckfest only he could endure.

"Well? Who's next?~" He asked, smiling devilishly at the three women until he saw Eunice leap over to him, ready to be fucked next.

"M-Me! Mine turn now, Ben! P-please have sex with me and make me fall into a stupor like Gwen and Hope!~" Eunice squealed excitedly as she launched herself into his arms, wrapping hers around his neck and smothering her lips into his for an intense, tongue-swallowing kiss.

"Hmmm!~" Eunice mewled happily into his mouth, embracing him romantically at first with her melons squishing against his chest as they laid down on top of each other at first. Ben grabbed his hands around her plump, heart-shaped buttocks and squeezed each cheek into his fingers, making Eunice whimper loudly as she began to grind herself on the underside of his length.

"Hmmm. \*Schlupp..schlupp..schlupp..schlupp..schlupp!\*...mmhmm. \*Pop\* Wow, Eunice. Your breasts are Dynamite to touch you know.~" Ben breathed out once they broke off lip-contact, leaving her smiling sweetly at him until he suddenly rolled the girl into her side, placing himself behind her backside in a spooning position out of nowhere.

"B-Ben? What is this position fo-!"

\*Schup!\*

Eunice instantly felt his lips wrap around her left nipple from the side, making her squeal internally as she felt her insides melt with highly sensitive euphoria. Eunice's eyes went wide in shock and delight, making a smile come to her face as she felt him beginning to suck on her tit from above, making her coo blissfully until she felt her left leg get lifted into the air. Ben had grabbed onto her thigh and raised it, guiding his dick into her folds from the side of their spooning position, ready to both fuck her and suck on her breast at the same time. Eunice could barely contain herself as is, making the Euphoria Effect elevate in volume!

"Nghhhh! Ahhh! Bennnnn....your l-lips....feels so good! You're sucking on me like a baby, darling!~" She cried out and felt the bulbous head of his cock dip into her folds from the below, making her elevated leg hanging in the air.

\*Squelch!\*

Elena and Julie, while partially being miffed at missing their turn at Ben, crept closer to the sides of Ben's shoulders, watching his pelvis groove into Eunice from the side as he fucked. His balls remained ever bloated and swung into her sex as he started slowly, gingerly driving his length into her until he began to pick up the pace. Soon enough, slaps upon slaps of skin smacking flesh began to fill the air with Ben fucking Eunice hardcore from behind her body in this position.

"Hnnngnhhhh! Oooohhh....Bennn! Aahh..aahh..ahh.ahh.ah..ah..aahh!~" She cried out, closing her eyes and tossing her head back while he continued to both feed on her left tit and squeeze her right one with his other hand.

Ben kept a firm grip on her body as he began plowing the blonde, big-breasted Unitrix Humanoid into submission. He grooved into her tight, squishy insides constantly, savoring the feel of Eunice's pussy reacting to his length in a volatile yet orgasmic way. Ben felt her insides clutch his length tightly every time he pushed back into her quim, this made for fucking her even more blood-pumping and he began hammering into her without remorse while squeezing her breast into his mouth.

"Mmhmm! \*Schlupp...schlupp...schlupp..schlupp...schlupp...pop!\* Aaghnnh...! Eunice! Y-you feel amazing and s-so tight on the inside. This is just like our first time when we met, remember?" Ben

moaned, fondling her other tit into his hand and making the blonde breathe raggedly as they went on.

His pelvis slammed into her for the side nearly nonstop as he continued fucking her into a nearly comatose state. Each passing second was another moist sound of sexes colliding into each other with Eunice wailing happily in euphoria. She was about to come hard on Ben's prick at any moment, after having been rutted like an animal while having her tits sucked and groped by his hands respectively, Eunice was reaching that final gate very soon.

'Uh oh, looks I like he's about to blow again. Hehehe, watching Ben's balls size up is almost like watching an act of nature happen.' Elena mused leaning closely with Julie as they watched Ben drive his manhood all the way inside of Eunice's quim just before seeing them both shuddering blissfully together in climax.

"Uuuggghhh! Aaaahhhh!~ Ben! I love you so much! Soooo much!~" Eunice cried out, turning her face to the side just in time to see him popping his mouth off of her tit and wrapping his lips around hers in a steamy, passionate embrace. She instantly closed her eyes and receded into the kiss, feeling Ben's shaft engorge once again pump the girl raw, filling her full of thick spurts of semen as she came with him.

"Mmnnghhh! Mhmm....mhmm...mhmm...!~" She moaned loudly, enjoying the feeling of her cervix squeezing his meat tight and milking more sperm out from his balls while he ground himself into her ass. Julie and Elena watched the display of seeing Ben's testicles swell like balloons as they repeatedly pumped her, feeling excited enough to take care of each other in preparation.

\*Spllt..spllt..spllt..spllt..spllt!\*

"Hngghh.....ahh....! Ooh yeah.~" Eunice breathed out once they were finished cumming, which had taken all but a full minute and a half until she was filled up. dribbles of sperm spilled out from her sex and onto the bed, like always, except Eunice was still writhing and twitching in post-climax bliss as Ben pulled out of her with a grunt and looked at Julie next.

"Hachi machi, me like, no matter how many times I see it.~" Ben said to himself, whistling with arousal as he saw the Japanese Tennis Player babe fingering Elena's twat aggressively with hard, fast shoves of her fingers dipping into her sex.

The Latina scientist threw her head back, moaning blissfully with a lipi-bitten look of pure enjoyment written on her face. She was at Julie's mercy alright, feeling ready to cum all over her fingers until Ben crept up behind her and grabbed onto her perky tits.

"Aahh!~ B-Ben....!~ Ooohh.....your hands feel so...soft, especially as a teenager. Nngh!~" Julie let out, breathing hotly as she felt the boy's fingers squeezing into her mounds with gentle, masterful precision as he bent her over onto her kneecaps, making her grab onto her a pillow and hug it for dear life.

'Uh, I had no idea Julie was that sensitive when it came to breasts. She has regular sized ones, and perky too, but to think they were so sensitive. Details to consider for later when I go back to mine back home.' Ben mused in thought, grabbing and fondling each of her nipples, gently kneading his fingers into every weak spot he could find, causing Julie no need of sensitive pleasure as she spread out her legs behind him in absolute submission.

"Gghhh.....! B-Ben....just fuck me already! P-please, I need it so badly right now! Watching you plow and pump the other three has made me too horny already, now you're making me melt by touching my tits like this. Oooooohhhhh!~" Juliet let out, heaving raggedly with her body writhing

from underneath the teenager's grasp.

Ben snickered mischievously as he continued to fondle both of Julie's breasts, making her croon like an animal in heat when he guided his erection into her dripping slit from behind with Elena's help. She was kind enough to grab her folds and spread them open for him with her fingers.

\*Squelch!\*

!

Julie's eyes burst open, her teeth clenched and her body tensed up when feeling teen Ben's massive cock slide into her pussy from behind. Her walls were spreading out, expanding as they were being churned by thick, youthful Tennyson cock pushing into her womb without waiting. Her fingers dug into the blankets, clutching them tightly as she felt Ben sinking into her from the ass, resting his groin on top of it as he kept himself bent over her frame, fondling her tits in a spooning position until he pulled himself up.

Julie kept letting out one whimpering moan after another, breathing raggedly with chest heaving and insides squelching tightly around Ben's prick as he grabbed onto her waist, ready to fuck her into next year.

"You've really filled out nicely with those hips, Julie. You got a nice, athletic, curvy figure that's just perfect for an in-behind position like this. Ready to see stars?~" Ben asked, oozing with confidence and heard Julie barely utter out a grunt of approval as he drew back his pelvis and slammed right back inside!

A slap of flesh collided with the Japanese woman, making her let out a shriek of pleasure as she was beginning to feel Ben fucking her in full, nonstop vigor from behind. Her body started swaying back and forth, making her perky breasts wriggle faster and faster each passing second. Julie's buttocks slapped into his waist, making repeat sounds of slapping follow up once Ben began putting more force into his thrusts. Soon the chorus of sexes mashing together combined with loud euphoric moans filled the air with Julie being fucked doggy style by Ben.

"Ughhhh! Bennnn!~ Ohhhh...yeah. Mhm...hm...mhm...mhm...mhm...mhm...hm..mhmm!~" She cried out, closing her eyes tight and letting her mouth hang open as she continued to feel his length cleaving through her insides all the way to her womb.

Her spongy folds gushed all over his shaft, her inner walls clutched his length tightly out of a desperate need for his cock, making him buck into her even more wildly as a result. Ben kept his hands held firmly around her waist, plowing Julie Tennyson into the pillows ahead once she let down her head onto the surface. Her ass was still raised high-up, slamming into his waist as he fucked her faster with each passing minute.

"Hghh..hhghh...ghh..ghh..hgh..hhg...hgh..hghh! Hhhhh, Julie....!~" He growled, enjoying how her insides were wringing him tightly for his cum, making him slam into her ass with dauntless force, occasional squeezing her cheeks into his fingers to increase sensation.

Julie threw her head around into the pillows, screaming loudly in wailing ecstasy as her eyes filled up with little hearts as a smile appeared on her face. Her Ben Tennyson was just as primal and passionate as this one, but the younger version had a bit more speed and vigor into the animal-like mating practices he takes with the girls. She shuddered to think about how her young self would feel when having the adult version of her boyfriend plowing into her from above like some kind of 'Daddy' kink.

Thinking this made Julie's folds clutch Ben's cock even tighter, as a result, making him groan blissfully at the sensation.

'Ghhnhh! Damn, and I thought CC and Gwendolyn were tight. I'm thinking there's some kind of ladder of vaginal tightness going on here the further I go down. That must mean Elena must be as tight as a virgin, hypothetically speaking.' Ben mused, watching the last woman curl up at his side from the right, running her fingers gently down his torso until she cupped his chin and brought down her lips onto his for an adult-on-teenager kiss.

"Mmhmm.....\*Schlupp..Schlup...schlepp...schluppp!\*...Ben. If only you'd kiss me first back when we were ten together, I would've made that my happiest childhood memory.~" Elena whispered, running her tongue down her lips and then shoving it down the teenage hero's mouth like so.

"Mmff! Hmmmmm.~" Ben moaned loudly as he felt the other Tennyson wife slide her tongue down his throat, eloquently wriggling around his while he continued fucking Julie into the bed for minutes more on end.

Sounds of saliva being exchanged, as well as raucous noises of bodies mashing together in sexual intimacy, continue filling the air for an untold amount of time when Ben started feeling his release coming soon after Julie's third climax. The Japanese woman had cum hard, at least several times, in the duration of this romp. She wriggled her rear onto his pelvis in a salacious manner, making sure her cervix squeezed on his dick one last time, sending him into an orgasmic frenzy!

Ben howled into Elena's mouth, making her swirl hers around the inside of his throat even more until she pulled off of him. Retracing her tongue and leaving her lips drooling with Ben's saliva, she turned to watch the booty of Julie slam vigorously into his waist as she came as if it were their Honeymoon all over again!

"Kyaaagghhhhhh! I'm cumming! Oh god, I'm cumming! Please...Ben! Let everything out inside! I wanna be stuffed full of spunk just like Gwendolyn and the others!" She cried out, shuddering violently as she felt her cervix clutch and milk Ben's meat until she got it.

Grunting and slamming his waist into her ass some more, Ben pulled Julie's body by the hips and drove all fifteen inches of thick meat straight into the back of her womb before cumming like a geyser!

"Hghnnhhh! You got it! Here you....go!~" Ben let out, feeling his shaft engorge and spew thick ropes of seed straight into the womb of Julie Tennyson.

The Japanese babe, shuddered in ecstasy, breathing hotly as a result, and ground her buttocks into his hips as she felt the thickest injection of sperm she's had in a while. She and Ben were so caught up in their intimacy that Ben pulled himself over her backside again, this time, pinning her down from the top and leaving her legs darting straight up from underneath his pelvis! They were wriggling maniacally while Julie rode the high of orgasmic bliss with Ben on top of her body, rutting into her as he filled her full of Tadpoles!

\*Splllt..spllt..spllt..spllt..spllt..spllt!\*

"Hhngghhhh! Oh yeah....hngnhh!" Ben grunted, letting out inside of Julie for about another minute until he felt the last thick jet of sperm come out, making him sigh in relaxation as he finished coming inside of her.

Julie's legs flopped down into the bed and she went slack, passing out into a bliss post-sex coma like everyone else. Ben snickered a bit when seeing the goofy smile on her face as she left a trail of

drool onto the pillow underneath it. Getting up off of her backside and pulling his dick out with a wet pop, he turned to see the last woman conscious sitting back with legs spread wide and finger beckoning him to come fuck her.

"It's my turn now, Bennie. As much as I want you pinning me down and fucking me, what say I ride you instead?~" Elena offered, licking her lips and seeing him nod rapidly with a sheepish smile.

"Yeah...that sounds like a good idea to me, babe. All the back-to-back Milf-fucking is tiring me out a bit, plus I'd like to see that thick booty bouncing on me from the back anyway." Ben answered and crawled over to sit on the pillows after Elena moved aside, letting him get comfortable as he sat with legs spread out and dick still sticking out fully erect. "Hey, on that topic, do you all have children? If so, how many?"

He heard Elena giggle playfully a bit as she hooked her legs underneath each of his thighs, hovering her juicy-looking snatch directly above his penis as she prepared to fuck in reverse cowgirl style.

"Wouldn't you like to know? Fraid I can't tell you, Ben. So just concentrate on fucking me instead. I've been pent-up watching you plow the others and waiting for my turn, so....give me everything you got.~" Elena said with a purr and sunk herself down onto Ben's waist, feeling his dick sliding through her insides on their way to perforate her cervix.

\*Squelch!\*

Elena bit down on her lip, suppressing a moan and closing her eyes in blissfulness as she felt teen Ben fill up her body with his cock. Her ample, slightly-tanned buttocks pushed down fully onto his waist, impaling herself completely on his mast and keeping her chest leaning forward with hands planting themselves onto the bed. Ben meanwhile, felt the twisting sensation of her cervix wrapping tightly around his dick as he pushed inside. He let out a blissful, guttural moan of pleasure and relaxation, feeling Elena's quim swallow him up slowly until she started gyrating her pelvis around in circles.

"Ughhh! Christ, Elena! H-how and when did you learn to do that with your insides! Ahh! It's like everything is twisting around me right now." He let out, enjoying the feeling of her walls and cervix squeezing Ben in the tightest way he's felt so far, prompting him to subtly grind his pelvis into her ass while seeing her shake her own at him.

"Heheheh, I knew you'd like that. I've been practicing a lot of gymnastics, Ben. Calisthenics, pilates, and just about everything you can think of just to prepare my body for you. Our Ben is insatiable, so he tends to leave women very sore in the morning, you know. Others like Eunice have their Euphoria Effect Gwendolyn and Hope have their magic, so Julie and I have to push our bodies to the limit to really get you off. Not that you need help with that, given that you're a beast underneath the bed sheets." She explained, making Ben feel impressed by the older version of his girlfriends once more as she began bouncing her buttocks onto his meat.

Tap after tap after tap of flesh smacking into ass resulted, filling the air with the usual noise of bodies ramming together in sexual intimacy. Elena kept her legs at a wide-angle, keeping herself spread as she began riding Ben wildly with hips slamming down onto his cock.

"Uuughhh! uuh..uh...uh..uh..uh..uh...uhh!~ Benjamin! Aaahhhhh!~" She cried out, bouncing her hips and making her buttocks jiggle in front of Ben's eyes. Elena's pussy gushed all over his length, swallowing him repeatedly with each reverse slam of her body bouncing onto his dick.

Ben could feel it be similar to having a girl with a really tight mouth thrusting her face onto his cock, with Elena though, it felt like her insides curled even tighter around him while doing this. He was admiring the way Elena vivaciously rolled her lower body onto his groin, tweaking that plump ass while fucking herself on his dick, moving ever faster as the time went by. Ben ran his hands all over her cheeks, squeezing them and occasionally slapping one side of her ass so that he could make her cry out with elation.

\*Smack!\*

"Ahhh! Ohhhh....again!~" She cried out, and he obliged her. Ben raised his right hand up over her ass and slapped it across both cheeks, making them jiggle as she continued riding him like a bucking bronco.

\*Smack! Smack! Smack!\*

"Mmnghh! Ahhh....! Ugghhhh.....Ben.....!~" Elena moaned, continuing to bounce her waist into his crotch for moments at time before eventually leaning back and bouncing on his lap in an upright position moments later.

The woman was now closer to his face, letting her hair spill out from over the side of her shoulders rather than drip down her back. Elena looked at him from the side, winking at Ben before grabbing his hands and guiding them to her modestly-sized tits to grab onto. The instant she felt his strong hands grabbing onto each mound, she started riding him even faster with her ass slamming voraciously onto his crotch!

"Uuuggghhh! Ahh..ahh..ahh...ahh..ahh..ahh..ah..aahh..aahh! Sii! Fuck me, Bennie, squeeze me tits like you did with Julie, I wanna see the stars like she did!" She let out, heaving with each undulating slam of her body crashing onto his waist.

"Heh, you got it, gorgeous.~" Ben replied, putting his mastery of breasts to good use, squeezing each erogenous spot around the surface of Elena Validus' breasts that he knew of, making her wail loudly through the air and tighten her sex in response to his reactions

Suddenly she started slamming herself even harder onto his meat, making the slapping noises of sex become faster as she moans. Minutes more of this went on with Elena squeezing her young husband's fingers into her mounds, making her body shiver salaciously as she started grinding herself on Ben's hips with gusto. Her pussy started squeezing him tighter as a result, making him approach release even faster than before.

"Ahhh....ahhh! Elena....! C-C'mere!~" Ben called out to her, making her turn her face to the side again, this time to engage him in a deep, lip-sucking embrace while keeping his hands on her tits and pelvis rutting into her pussy from below.

Elena moaned into Ben's mouth, salaciously running her tongue all over his palate, tasting his saliva and squeezing her sex tightly around his dick for the next fifteen minutes. They rutted like animals, moaned constantly, and fast-approached their climax while together in each other's arms.

"Mh..mhm...hm..mhm..hm..\*Pop\*...oohhh Ben! Papi! I'm...I'm cummming!~" She cried out, shuddering violently in quaking orgasm and feeling her sex clutch Ben's shaft aggressively as she rode out her climax with a smile on her face.

Ben held out for as long as he could, but the twisting of her insides around his length won out, making him rut into her one last time before filling her baby maker full of his richly potent seed! With a shout, Ben bucked his pelvis upward and let out a thick load of cum into Elena's body,



grinding against her from below.

\*Spllt..spllt..spplllt..spllt..spllt..spllt..spllt!\*

Together they screamed out in ecstasy one last time, shuddering with bodies becoming sweaty with each other's stink before inevitably collapsing on the bed in post-sex exhaustion.

Just like the others, Elena too fell asleep after that mammoth of a fuck she just experienced with young Ben, feeling satisfied and wearing a smile on her face when entering the world of slumber like the rest. Ben laid back, heaving raggedly as if he had just fought an army of Synthezoid clones again, seeing his cock finally soften while also literally smoking from overheating. He was just that passionate and overcooked when plowing these five wives of his future self.

"Huff..huff..huf...huff..huff! Jeez, and my future self has to entertain these frisky women daily? On top of a dozen or so others? Man....hehehehe. Mad respect to him, Ben 10k is even more awesome than I thought, and so are his crazy wives." He panted, looking to Gwendolyn's angelic face and creeping over so that he could rest close to her, eventually falling asleep with the other four women subconsciously crawling up to lay with him somewhere in the middle of the evening.

Ben just had one last thought before finally surrendering himself to sleep.

'Best Birthday Present.....ever! Thank you, girls, I think the other me will thank you too, namely your teenage selves and doing it the fun way if I know him...er...myself to be.'

### **End of Chapter**

**To Be continued in Part B Ten-Thousand Magnitudes of Tennyson Lust**

**An: This has been for AIsmithee, thanks for reading!**

# **Filler Special Part B! An Afternoon Delight between Daddy Ben and Teenage Girls (Gwen, Elena, CC, Eunice, Julie \*Teen Versions\*)**

**Ben Ten Thousand To the Past**

**Ben Ten Franchise/Ultimate Alien Force**

**By Azure/ For Alsmihee**

**Filler Special- An Afternoon Delight Between Daddy Ben and Five Teenage Girls (Ben 10k x Gwen, Julie, Elena, Charmcaster, and Eunice)**

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Somewhere inside of one of the many Plumber Bases stationed back in the modern 21st century, a fully-grown man with a neatly-combed beard awoke from within a random violet-colored bedroom. His legs stuck out from beyond the edges of a fluffy violet-colored Queen-sized bed frame with his boots hanging off of his feet and a drooling smile left on his lips. He was snoring soundly until his eyes finally started flutter awake, leading him to sit up and rub the back of his neck with a yawn before stretching up his muscular arms. He was at least six feet tall with a body in peak physical condition, a sturdy muscular frame, and charming good looks that had won him his many wives that he loves and cherishes to this day. Over his chest, he wore his traditional black and white T-shirt hugging his muscular adult-sized chest quite snugly and wore his comfy yet form-fitting cargo pants over his legs. Were it not for the blankets obscuring his crotch, you'd notice a sizable appendage seen from underneath the surface till he threw them over and looked around with a curious look on his face.

"Mnnghh....!What was in that Blue Milk that Julie gave me last night? I feel like I got tossed through a skyscraper by Vilgax all over again." He groaned to himself while stretching his arms over his head and with eyes blinking a few times as looked around the bedroom he was in. He found it familiar for some reason and recognized some of the more sorcery-themed trinkets lying around all over the Gothic-themed dressers and nightstands here in the bedroom.

The man also noticed that his wives weren't here either and figured that something was up as he got up from out of the bed with a hand stroking his thick masculine beard. Though he occasionally felt it made him resemble a lumberjack too much, he was glad his wives loved him having it on and often took to calling him 'Daddy Ben' whenever they got intimate. He also had a neatly-combed style of chestnut brown hair and his eyes were a lovely shade of emerald green that usually appeared focused and confident whenever he stared down his enemies like the professional he is.

Right now though, Ben Ten-Thousand was just baffled as to how he ended up here and wondered where he was right now after passing out.

'Huh? Where am I? Did I....ungh...somehow pull a Doctor Who on myself again after using Alien X? This looks just like an old Plumber's base, but something's definitely off about it. \*Gags\* Gonna hurl.' Ben 10k thought to himself as he sat up, covering his mouth just in case the disorientation got to him. Looking around and popping an eyebrow in slight confusion as to where he was and how he got here, Ben 10k started running through the ideas in his head while still feeling very confused by last night's events. 'It looks like someone's comfy living quarters and really familiar too. I know I didn't just go to a bar with Kevin to drink myself to near-death like back in Omnitrix City and Ten Vegas. At least, not this time anyway. Oh man, please tell me I did not blast a Charm Effect Radius spell and wind up inciting another orgy, leaving me with about a handful more "Girlfriends". That is the last thing I need on my plate right now. Sigh, maybe Gwendolyn can shed some light for me on what's going on.' Ben 10k reasoned as he got up from the bed and looked into the mirror across from him in the bathroom adjacent to where he was standing.

There were a few pictures here and there that intrigued him enough to go over and reach for one of them. After plucking one off the surface, he saw his younger self arm-in-arm with at least half a dozen beautiful teenage girls, all of which happen to be his wives ten years in the future. A young fifteen-year-old Gwen Tennyson was standing next to a dashing fifteen-year-old version of himself. Ben 10k smiled fondly as he took in the sight of what she was wearing; her typical attire consisting of a tight purple sweater with a short skirt that rode up her thighs with silken leggings. Next to her were the younger versions of his wives as well such as Julie Yamamoto, Elenda Validus, Charmcaster, and Eunice. All of them were young teenage versions he grew to love back from when they all first started dating the teenage hero and eventually became part of his first-ever harem, not that he expected that to happen, but still, the girls loved him. Charm or no Charm. They held their arms around teen Ben's shoulders with Gwen and Julie both kissing each side of his cheek while giving a peace sign for the camera.

"Ah, I guessed I somehow traveled through time again. Must've used Clockwork on a binge-drinking contest with Kevin then, I think. I know this picture was from when I finally got back from being tossed into Rex's universe a second time around. The girls really did miss me and they didn't even mind that I brought a few new girls back home when I returned. It certainly helped spice things up in the celebration party over at CC's Plumber base later." He remarked when he looked around and realized that this place was indeed similar to his wife Charmcaster's room, yet different. Ben10k looked around and saw no other photos of them growing older, meaning one thing and one thing only. 'Still doesn't explain how I got here though. My memory from last night is all fuzzy and all over the place. If this is CC's room from back then, how did I get here? Was I time-trapped by Eon again?'

He put the picture back and walked out of the bathroom, hoping to find either of his many lovers nearby so they can tell him what's what. He also wanted to find out if the Gwendolyn of this era, whatever it was, could help send him back after helping him figure out how he got here in the first place. Ben10k was always careful when it came to messing with the past via Time Travel, after his last experience with Vilgax and the "Gate" back when he first sex with both adult and teenage versions of Gwen.

"So uh....is anyone here?" Ben 10k called out as he walked up to the center of the room with his hands on his hips, wondering if he should use the Omnitrix to burst out of here and find some answers. "If you are, you gotta tell me why I got flung into the past like Samurai Jack and what I'm supposed to do now that I'm here."

Ben 10k suddenly heard the door to the room slide open, revealing the sight of his lovely fifteen-year-old cousin/wife/girlfriend known as Gwen Tennyson in the flesh.

"Top of the morning to you too, O'great Heroes of Heroes, who is also known as my doofus boyfriend and cousin. Did you sleep well?~" Gwen greeted with a playfully coy smile as she remained in the doorway, posing seductively with her arms dragging along the edges of the door frame from the outside like a pinup model. She was wearing her usual tight-fitting ladies' jeans with a red long-sleeve shirt underneath a small black vest with her hair spilling down freely over her backside.

The girl was not yet fully developed in the curves department, but she still had a way of making Ben 10k feel his groin throb painfully with arousal no matter what. She was his first love, truly, and she had become his lover at long last right after he took care of Julie and CC so very long ago.

"Gwen!! Hey there! I mean, top of the morning to you too, my slightly-less-hot teenager version of his cousin, heh." Ben10k greeted, earning a playful smack in the back of his head from one of her magic attacks. He chuckled playfully while rubbing the back of his neck, noticing that Gwen's green eyes really focused on him with a sultry gaze on her face. "So.....care to shed some light as to why I'm suddenly brought back to the past? Also, please tell me this isn't some cross-temporal team-up mission to save the universe because am I really not up for it so early in the morning. It's not, isn't it?"

Gwen shook her head 'no' before leaving the doorway and walking over to him with a vivacious sway in her hips that made him growl with arousal. Gwen was still a foxy teen on the cusp of full big-bootied womanhood. Ben remembered how much he loved fucking Gwendolyn after she went into the past during one of Vilgax's attempts to rewrite history and screw him over. So seeing this petite teenage version of his wife shake her hips while putting her arms over his neck affectionately made him want to do some rather naughty stuff to her already. The height and age difference being one of the many factors for Ben10k's growing arousal, he wondered if young Ben was in his future enjoying the sights of his time if that is where he thought it was.'

"You're probably wondering why you're brought here to this year, right, 'Dad Ben'? \*Ben 10k nodded\* Well, we have got something to show you that you might like and just so you know, this was both our idea. As in, both your Gwendolyn and the one teenage version right here." Gwen giggled and turned her head to the side, calling out to somebody else down the hallway. "Alright, girls! He's awake! Let's give Ol' Daddy Ben here a Birthday surprise he'll never forget!"

'Birthday Surprise?' Ben 10k thought to himself in surprise and confusion till he brought out his Omnitrix Gauntlet from the side. He projected the Chronometer function, showing him that it was indeed his birthday today. 'Holy crap! I really forgot it was my birthday today. I guess it slipped my mind when between all the craziness of my Superhero life as well as managing time between all several dozen of my girls. Heh, time sure flies till it's November the Fourth again, huh?'

"Happy Birthday to me too by the way. Hehehe, I guess the Older Me was right when she said that you'd probably forget, being busy as you usually are with all your wives and kids. That only makes this surprise all the sweeter for you to enjoy, Ben10k. I'm certainly going to and so will four of the other Tennyson wives who'll be joining us today.~" Gwen said seductively while running a finger down his broad chest before leaning up on her tippy toes to plant a kiss on his lips.

"Mhmmhmm...\*Schlup...schlup..schlupp..schluppp. Ben.~"

Ben felt his appendage lurch with arousal already, making the massive bulge appear bigger and push into his young cousin's waist while she hungrily sucked out his tongue with her lips. Gwen honestly loved Ben in any form if she was being honest, but something about the thought of

ravishing his grown, muscular body just titillated her completely. Maybe it was because of smutty romance novels she read with the man always looking like an Adonis, or just the fact that she was going to fuck 'Daddy Ben' along with the other four girls that'll be showing up soon. Her hormones were going crazy right now, so much so that she wanted to wrap her legs around his waist and dry-hump the Adult version of her boyfriend right off the bat. Ben 10k had to wrap one of his arms around her lithe backside to keep her from falling when she actually did that, but then he started feeling Gwen's smaller pelvis grinding sensually on his bulge the long she hungrily sucked his lips out into her mouth.

She really knew how to make the man growl with sharply increasing arousal and continued making out with each other till they pulled back and looked into each other's eyes.

"So.....mind starting at the beginning, cuz? This idea was really you and Gwendolyn's idea for a surprise gift, eh? \*Teen Gwen nods\* Heh, that gal definitely has a naughty streak in her that you'll soon come to see for yourself when things get even spicier between Teenage Ben and the others. I guess hiding it under that 'Good Girl' act got old at some point. Anyway, who else are you inviting? That is the only mystery to me." He asked and Gwen tilted her head at him like it wasn't obvious enough before pointing back toward the door with a thumb as it slid open.

"Who do you think, doofus? The rest of your teenage future wives, or at least four of them anyway. The others are busy with their own things and besides, they want to show their birthday celebration for our Ben in their own personal ways as soon as he gets back. I gather that it's the same for the other gals you married in the future, right?~" She answered coyly, making Ben 10k tug on his collar a bit when he realized his teenage wife was right.

The other gals like Amalia, Helen, Cassandra, Kai, and so on, all had their own special evenings planned out for him in advance rather than do group 'projects' all the time with the other Tennyson wives. Not that it was a competition, but they just wanted a solo honeymoon more often than not.

Just as the door slid open, in walked Charmcaster with her long silver hair spilled freely down her slender shoulders while wearing a violet-colored lingerie teddy that left little to the imagination. Next came Julie with her hair in twin tails, wearing a stylish pink-lace variant of CC's but with a cupless corset and crotchless panties for that added effect. Elena came in as well with her beautiful dark hair slicked back around her shoulders like always and a wonderfully elegant nightie that did little to hide her more mature curves. Only CC had her beat on that front, but Ben loved them in all shapes and sizes regardless. Lastly, there was Eunice while stepped in wearing a naked-apron choice of attire with her hair done stylishly with bangs styled to the side and wavy locks dripping down her creamy shoulders. She was easily the most charming of the four, not that the other teenage girls were less vexing to the thirty-something-year-old man standing fright in front of them.

"Hnnghghh! Cripes! And I thought those outfits were spicy enough on my adult versions of you girls. Heh, really pulled out all the stops, didn't you, Gwendolyn?" Ben 10k asked with a chuckle as he felt his pants becoming tighter and the longer he looked at all four gorgeous teen girls standing in the doorway of the room.

Gwen hopped off from his arm so she could change her clothing magically as well. Ben 10k looked back at her and saw the teenage redhead twirl with a ribbon of magical energy swirling around her body majestically in a flash transformation. Ben 10k found it majestic as he watched the clothes from teen Gwen's body disappear to be replaced with a sexy blue-lace lingerie teddy with a see-through lampshade veil bottom around her soft-looking legs. Her hair was down around her shoulders yet shimmering as if she had just gone to the hair salon to get it done for a special occasion.

Ben 10k was in awe of her youthful beauty and was reminded how he, as young ten-year-old Ben Tennyson, first fell in love with her on that summer trip.

"Wowza, looking good there, Gwenny." He commented with a sigh and watched as all four of the other girls started crowding in around him with Eunice sliding the door closed behind her while Gwen simply pushed him back onto the bed with a forceful wave of Magic. "Ooooff! Hey, watch the goods when you do that. You wanna make my favorite shirt and all my clothes melt again as you did before?"

The girls looked at each other and exchanged looks while CC and Gwen both magically made Ben 10k's clothing displace itself to be spread over on a nearby chair in the room. All he had left with his sporty black boxers covering up his thigh-length schlöng underneath.

"Yep. We'd figured you'd be very happy fucking teenage versions of your wives while he gets to plow your 'Milf' versions of us in turn." Gwen explained and CC nodded with her as she chimed in.

"Exactly, though to be fair, we won't too gung-ho on the idea till we remembered that it is literally the same Ben Tennyson, just twenty years older and sporting a rather ravishing body fit with muscle. To think our Ben was already a handsome stud, to begin with. Think of it as you being the Hercules to his Hercules-in-training." CC said, licking her magenta-colored lips with a seductive smile on her face.

Both Julie and Eunice crawled onto the bed fest with hands reaching over to pull down the hem of Ben 10k's boxers with a smile.

"Before we forget to say it; Happy Birthday, Ben! Heheheheh.~" She giggled giddily while Eunice simply tugged down the boxers and unleashed a nearly thigh-length slab of thick Tennyson meat!

"Ohhhhh...my...goodness! He's...\*Gulp\*...huge and that's an understatement, to say the least. Does Ben really grow this much in the future? He's already big as is." Eunice questioned while cupping her cheeks, gushing bashfully at the sight of the raw phallic pillar that is Ben 10k's cock.

"I'll say, I'm guessing all those adventures, Plumber's Training, and what-not probably stimulated his growth quite a fair bit during adulthood. Am I right?" Elena guessed analytically while looking at his bloated balls with a thirsty lip-bitten smile on her face. Both CC and Gwen were also feeling the sexual hunger overwhelm their young bodies as they started crawling onto the bed over to him.

"Nailed it, but it is also because the wives all wanted me to cut back on Chili Cheese Fries for about a month at a time to help me keep up with my stamina without the Charm Effect's usual bonuses or Gwen's magic spells turning me into a viagra machine. Let's just say it worked like a charm and it took them a while to get used to the size. Just a hint, tell your version of Ben to cut back on the fries, cuz that'll make him twice as hungry for the good stuff with you girls. Wink.~" Ben 10k advised, making all of them instantly nod to each other in agreement before they started with the action of the Birthday Celebration with the Daddy version of their Ben Ten.

"Here we come, Ben.~" Julie cooed and reached for the thick hilt of his cock with her hands, putting both around him while beginning to fluff him by stroking her fingers up the bottom fourth of his cock.

Ben 10k felt incredible pleasure already by feeling his Japanese lover's soft and dainty fingers stroking him professionally. He could feel them sliding up and down with precise movements, stimulating his more sensitive regions while Eunice reached in to grab from the middle, doing the same.

"Hee hee hee, my turn too. And I plan to use my tongue, Ben honey.~" Eunice giggled happily and ran her tongue along the middle of his bulging shaft with a hum, tasting Adult Ben's cock with glee and slathering her saliva all over what she could.

\*Schluuupp..schluppp..schlupp..schlupp..schluppp!\*

"Mmnnhh! That's the stuff, girls. Keep at it and show spirit, your older versions started the same way too." He coached till he saw CC crouching over his face with her pussy being spread from below her waist with her fingers as she prepared to straddle him in reverse cowgirl position.

"You....will eat me out and enjoy it, Ben Daddy. I want to feel how much stronger your tongue has gotten since the first time you tasted my insides.~" CC cooed darkly and wriggled her plump ass right above his face till she felt him grab onto her hips and pull her down onto his lips without a second thought. "Mhmmhm?!"

"\*Schluuupp!\*

"Aaaaaahhhhh....! Ohh....wow! He went right for it too, and his tongue is s-s-s-s-o strong! Mmnnhh!" CC cried out, shivering blissfully as Ben10k started expertly sliding his tongue along the spread folds of her sex while pulling her even further down onto his face. CC's creamy buttocks now rested atop his forehead with her pussy gently being nibbled apart by Ben 10k's strong tongue.

She was clutching her chest and shedding off most of her nightie till all she was wearing was her purple-lace brassiere.

"Uuuuaahhhh! Uhhhhh....! Ohhhh Ben!" She cried out and planted her hands flat down upon the surface of his chiseled abs, watching as Elena and Gwen joined the others in tasting Ben 10k's mighty dick in unison.

The redhead had her mouth hungrily slurping the top of his crown, she was keeping her lips from sliding off of it due to his bulbous size while Elena took to swiping her tongue up the surface opposite of Eunice. Julie started lowering herself down his scrotum where she began licking up his balls in slow, sensual tandem while rubbing her hands around Ben 10k's chiseled thighs.

Needless to say, being attacked by horny teenage girls left the man grunting loudly in pleasure while he was busy tonguing out CC's inner chasm of pink vaginal flesh with gusto.

"Mhmmm! Holy cow! You girls are excited about this! Were you holding back on indulging in younger me like my wives probably did from my end of things?" He asked while his voice was muffled by CC's sweet and tangy pussy rubbing all over his face with slow sensual movements of her waist.

"Hnghh! You shut up and keep eating me, I've waited too long for the other you to do so because of mission work." She barked, grinning evilly as she started riding his head slowly with her thighs rocking back and forth from the sides of his ears. Thankfully, Ben 10k resumed his cunnilingus session and started swiveling his tongue like a drill inside of CC's quim, making her begin bucking rampantly on him as she truly started riding herself on his face.

"Aaaahhhh....! Oohhh...God! Mmnnhh!" She wailed loudly and closed her eyes while hearing the soft squelching noises of joint fellatio coming from the others continue unabated.

"Hhmhmmhh! \*T-t-too big! Schlup...schlupp...schlup..schlupp..schlupppp!\*" Gwen muffled as she continued swallowing the head of his cock into her tight little mouth, tasting Ben 10k on her tongue while the others all slathered all fourteen or so inches of cock in their saliva.

Elena and Eunice were the hungriest of all and Gwen felt it was best to give one of them a turn first before she could ride her Adult-sized cousin herself.

"\*Seriously! Seven his balls are huge and I can barely get my lips around them!\*" Julie muffled back and closed her eyes as she continued rolling her tongue all over Ben 10k's testicles while they throbbed subtly like a human heart.

"Ooohhhhh... Ben! He's even more marvelous as a man than he is already as a boy. I think we might be in for some amazing Honeymoon action in the future, ladies. Let's do all we can to improve our game for our future husband's sake in the meantime." Elena suggested and resumed her joint tongue-swathing fellatio with Eunice, tasting him from the side while occasionally touching the blonde girl's tongue while hungrily wrapping their tongues around his shaft.

\*Schluupp..schluuupp..schlupp..schlupp...schlupp...schlupp..schlupp!\*

It was a plethora of hungry slurping noises with all four girls tasting Ben 10k's massive cock while Charmcaster continued to ride his face voraciously while he literally fucked her with his tongue. Ben 10k had mastered many forms of sexual prowess over the years to full please his wives and many lovers, some of them even included transforming into one of his many aliens to be creative. Right now he was exhibiting his natural skill and mastered the technique to pull Chamrcaster into mind-numbing euphoria, making her hop and bounce nonstop on his lips for minutes more until she came!

"Gghnk! Aaaaaaaaahhhh!" She cried out, causing the others to halt their joint fellatio on Ben 10k's dick as they watched CC shudder explosively while wearing a goofy face. The half-naked Magic-user rose on her pubic bone, showing Ben 10k's tongue expertly rolling around from inside of her pussy and all over her sensitive mound.

Each of the teenage girls swallowed nervously as they watched the graphic technique in full, feeling extremely aroused from underneath their lace panties as CC gushed all over his face with pussy juice spritzing everywhere. The silver-haired girl shuddered and undulated her pelvis over and over again with cum coming out until Ben 10k licked it all up.

"W-wwow! He's good! I know Ben is already good, but that's taken it to a whole new level." Gwen said in awe while Elena and Julie nodded in agreement. Eunice was busy eying his throbbing cock and felt they didn't even make a dent in his pleasure threshold since he didn't even let out precum yet.

"Hey....! We aren't doing good enough to bring him off yet." She notified, making the others look at her while CC was still shuddering intensely from her orgasmic rush of ecstasy atop Ben's head.

The beautiful blonde girl looked at Gwen and the others, smiling coyly before getting up onto his hips with her body hunched over his pillar of a dick readily in cow-girl position.

"I'm going to make Daddy Ben cum real hard using the other 'mouth' my body has. I bet you I can make him explode like the mount Rushmore geyser in no time." Eunice said, feeling spirited as CC rolled off to the side, momentarily spent.

"You're on, Eunice. I think Elena and I here will keep taking care of Daddy Ben's dick in the meantime while you ride him wild. Gwen?"

"I call dibs on his face, I want to feel that magic now too!~" Gwen let out as she removed the lampshade veil of the bottom of her nightgown and slid down her panties to expose the juicy cusp of her teenage sex before getting on top of Ben 10k's face.



"That's my cousin, ride the magic Tennyson rails.~" Ben 10k chuckled until he opened up his mouth to receive his teenage cousin's pussy rubbing itself onto his lips once she lowered herself.

\*Schluuupp!\*

"Oooooohh! Aaaaaahhhh.....! CC was onto something alright, this is utterly amazing!~" Gwen yelled out, wearing a goofy smile on her face as she felt Ben 10k's tongue rolling down her pubic mound sensually while also flicking itself up her slit as he goes. His hands went up to grab onto her buns and squeeze those ample cheeks between his fingers, furthering the girl's excitement as she began riding his face. "Uaaaahhh...aahh...aahh...aaahh..aaahhh! Bennnn!~"

"Hehehe, is it a mouthful to just say Ben 10k in-between moans?" Eunice asked innocently enough till she felt Elena's hands reach up to grab onto her soft lily-white hips before pulling her down onto the massive pillar that was Ben10k's cock.

"Less talking, more fucking, chica. We all want a ride on the Tennyson rails too.~" Elena let out with a mischievous smirk and saw the bulbous head of Ben 10k's cock sink into Eunice's folds, spreading her out as she took him to the hilt with a strained smile on her face!

\*Squelch!\*

Eunice felt like it was splitting her insides in two and feeling it cleave its way through her cervix and arriving into the very edge of her womb, making a small bump appear within her stomach as she remained wide-eyed in shock and sharply rising euphoria. Ben10k grunted pleasurably from underneath Gwen's pussy when feeling the tightness of teenage Eunice sheathing his entire dick into her quim like so.

'Mmnnggh! Holy Hell! That feels damn good! Unghh! I forgot how tight the girls were as teenagers. makes me feel like i'm in my 20s again and we went all around the world on our Mass Honeymoon! unnggh! She's so tight I feel like I'm going to cum quicker than I would've hoped, but not before I make the girl cum at least five or six times first.' He thought to himself and brought his left hand over to grab onto Eunice's waist and begin fucking her up with short powerful thrusts of his hips colliding into the girl's ripe teen pussy.

"Aaaahhh..aaahhh...ahh...ahhh..aahh...ahh...aaaahh! Bennnnnn!~" She cried out, planting her hands flat on the surface of his chiseled abs while riding his waist voraciously with a delirious smile.

'Wow, she's really taking a liking to Daddy Ben's cock, huh?' Julie pondered while sowl swiveling her tongue all over the surface of Ben 10k's cock with a smile. Elena watched from the side and noticed that CC had already stirred awake, feeling groggy from the mind-melting orgasm she just experienced from Ben 10k's tongue.

"What in the world? What did I miss?" She asked herself as she watched Gwen riding their future lover's face with a borderline-crazed smile on her face. She could see the mass of Ben 10k's adult tongue rolling into her pussy like a serpent while her buttocks tapped feverishly on his forehead. This made the silver-haired sorceress even hornier than she was a few minutes ago.

Instinctively, CC brought one of her hands down between her legs to watch the sight unfold and started fingering herself to the view of watching Eunice ride Ben 10k's dick while Gwen his tongue in wanton lust.

"Mnghhh! Dammit, now I wanna push Eunice off and get a ride for it myself. I can't believe Ben turns into this much of a stud in the future, I can hardly wait for him to get on one knee and ask us all to marry him until that time comes. And he'd better deliver me a baby or three come the time of

our honeymoon." CC said to herself and grabbed one of her tits and started squeezing in circles while fingering herself to the sight of Eunice riding Ben 10k's cock like there was no tomorrow.

"Uuaaahh..aahhh..aahh...aahh...aaahh..aahh..aaaahhh! Bennnnn!~" She cried out in ecstasy while Elena sat behind her on Ben 10k's thighs, feeling up the blonde's tits from behind while her body jostled about atop of his massive dick.

Gwen, Julie, Charmcaster, and Elena could all hear the rampant squelching noises of sexual coitus continue while also seeing the bulge on Eunice's stomach pump repeatedly from inside. The girl rode him for a staunch couple of minutes, succumbing to orgasm at least several different times with her insides clutching Ben 10k's cock obsessively until he too, finally came! He pumped and bucked his lower body into the beauty's lithe teenage form from below, eventually making his balls swell up before he growled like a wild beast and came!

Coincidentally, his rumbling growling sent Gwen over the edge as well since his tongue had knowingly prodded a G-spot from within her teenage pussy! Gwen came hard and so did Eunice, each of the lovely green-eyed girls shuddered wildly about from atop the adult man's muscular frame in pure ecstasy!

"Kyaaaaaahhhhh! I'm cumming! Oh God, Ben! I'm cumming so much!" Eunice cried out and felt her insides bloat with the massive load of spunk coming out of his Ben 10k's cock and into her insides!

\*Splurt...splurt...splurt....splurt...splurt...splurt...splurt!\*

"Mmngghhhhhh! Bennnn.....aaaaahhh!" Gwen cried out as well and clawed at his chest when feeling her thighs clamp around his head when she shuddered in orgasm herself! Her pussy squelched and clutched Ben 10k's cock repeatedly while she felt her insides swell with his sperm. Eunice felt like it was their first time making love all over again, remembering how teenage Ben took her upon meeting her for the first time in her life.

Gwen shuddered considerably more and felt Ben 10k's tongue roll back and forth all over her mound, cleaning up her juices for her until she was momentarily spent and rolled off to the side to tag out. She pointed shakily at Elena from below with a goofy smile on her face.

'Y-your turn, Elena. Oooohhh...I'm going to need a minute. Daddy Doofus Ben is definitely bringing his 'A Game' to this Birthday bash." Gwen said, chuckling deliriously in post-coital relief while Elena simply and crawled over to be seated atop his face next.

'I wonder how his beard will feel against his pussy when he's eating me out.' She thought as she spread out her pussy folds directly above his face with her fingers. Elena was breathing hotly with excitement already as she eyed Ben10k with a lip-bitten smile. Before he had a chance to grab onto her thighs or her ass to gorge himself on her teenage twat, he soon felt the slick orifice of some other girl's pussy wrapping snugly around him from in reverse cowgirl position.

\*Squelch!\*

"Aaaaaahhhh! Oooohhhh....hell! Mmhm!" CC's voice came out in a shrill cry of ecstasy with Ben looking past Elena's hips over to see the silver-haired beauty straddling him in reverse. From watching that heart-shaped ass wriggle into his waist to feeling his insides get constricted by the girl's tight pussy, Ben10k enjoyed the teen version of his second wife very much as she grabbed onto his ankles before looking back. "I'm not the type of girl to wait, honey, so fuck me with all the raw strength you have, and don't be afraid to seed my insides. I bet the animal part of you would like the idea of knocking up teenage 'me', right?~"

Ben10k chuckled as he grabbed onto Elena's hips from behind with his hands about to squeeze her plump slightly-tanned buttocks.

"I would, but I might cause a Time Paradox. I don't get you pregnant until a little later and as my teenage self, but I'm sure the Charm Effect you gave me will have our backs. So how about it, CC? Ride yourself on me like I'm a bucking Bronco.~" Ben 10k said with a chuckle and soon felt one of Elena's hands cup the back of his head to force him into between her legs, ready to eat her pussy out with impatience. CC smiled slyly and pulled her hips all the way up, allowing Ben to see his slick member before she slammed herself all the way back down with a shudder and a sigh of bliss escaping her lips.

"Mmnghh! Honey, I'm going to take you all around the world.~" She said while licking her lips and closing her eyes to focus all of her bodily strength on riding the Bull that was the adult version of her boyfriend. Her lithe, teenage body started moving back and forth with her buttocks kneading the chiseled flesh of his crotch while her insides clutched his massive meat tightly.

"Mmnghhh! Nothing like teenage CC's pussy to really make a grown man feel---mmph!" Ben10k was cut off from speaking any further when he felt Elena shove him into her twat, allowing his beard to tickle her mound while he started eating her out post-haste. His lips squeezed gingerly around her spongy, youthful folds while allowing his tongue to slowly swirl around the insides of her wetness in soft circles. Elena found herself mewling loudly as she began grinding her body all over Ben's face, savoring the feeling of a grown tongue expertly swiveling around inside of her quim like a serpent. "Mhmm! \*Schlupp....shclupp..shclupp..shclup...schlupp...schlupp!\*"

"Oooaaaaagh! Bennie! It f-feels so good! Mmnnhhh! Only you could eat out pussy like this! Aaaaahh!~" Elena cried out, tossing back her head and planting her hands into the pillow just beyond Ben10k's head to steady herself as he went along. She could feel the swift, hungry motions of his tongue swirling around inside of her tight teenage snatch, making her breathe harshly with an ever-growing sensation.

Ben held onto her buttocks from behind using both of his hands, he squeezed each of Elena's cheeks and made sure he could force the teenage girl into riding his face like a mask as she began humping his chin with a lip-bitten smile on her face. Her pussy continuously gushed as he tongued out every inch of her insides, making her mouth fall open and remain agape in silent euphoria. All that could be heard from them was a continuous exchange of muffled grunts, moans, and slick slurping sounds coming from Ben10k's tongue. He enjoyed the flavor of teen Elena's pussy very much and assumed his teenage self was doing the same with the adult version back in his time.

"Ooohhhhhh! Papi!~" She cried out, enjoying the spongy sensation of his tongue prodding her insides deep and occasionally running itself along the surface of her nether region while still kissing her clit. Elena nearly had to bite down on her fingernails to keep herself from screaming out and she would have done so, were it not for CC moaning even louder than her.

"Aaahh...aahhh...ahh...ahh...ahh...aahh...aahh...aahh! Oohhhh yes! Yess! Fuck me, Daddy Ben! Mess my insides up! Aaaaah!~" CC cried out, digging her nails into the man's ankles as she voraciously slammed her ample buttocks down onto his crotch, feeling his cock drill its way into her inner sanctum repeatedly while her cervix clutched him in desperation.

Elena had looked over to see CC riding him like a bucking bronco as he said, enjoying the sight of her ass jiggling while his cock sunk repeatedly into her pussy every time. She started bouncing even harder on his dick before and making her tits bounce around. CC cried out in wailing moans louder than Elena could muster. Ben10k wasn't even thrusting into her on his own either, he was just letting her ride him of her own.

\*Schluuuppp!\*

"Mmmhmmhmm!\* Don't get distracted, you're mine right now.\*" He said in a muffled moan and continued tonguing out Elena's juicy insides while feeling CC ride him no-stop with pussy beginning to wring it tightly as she rode him with utmost passion. The two of them grooved their naked bodies onto Ben10k's large frame, enjoying each part of his anatomy in a see-saw motion while Julie and a blissfully smiling Eunice tended to themselves.

"Hey! I'm the only one getting left out of the fun here. And I'm so not going to wait my turn once CC is done riding that cock. \*Turns to Eunice\* Eunice? Mind helping me out the usual way? I want to get a taste of Daddy Ben's sperm while I'm in line, you can tongue me out if you want so that way we can enjoy ourselves for the time being." Julie offered and Eunice, still feeling delirious in post-coital pleasure dizzily nodded as she nudged Julie to lie on her backside.

"S-sure, Julie....hehehehe. I'm really done for the day after riding that thing, I think CC will be the same way soon herself, but you can enjoy my share of Ben10k's cum while I take care of your needs from the other end.~" Eunice offered and turned around so that her lower half could hove directly above Julie's face till she brought it down upon her juicy lips. The Japanese teenager grabbed her arms around Eunice's soft thighs and immediately went to action tasting Daddy Ben's sperm with her tongue curling around each of Eunice's sperm-soaked folds.

A slick slurping noise came from the action of Julie's lips squeezing each of Eunice's folds followed by her tongue slithering into the girl's insides while she took to pleasuring Julie the same way. She dug her head down between the Japanese teenager's thighs and immediately went to action, tasting her pussy while running her tongue around in circles from inside of her labia. The two girls moaned loudly together as they took to pleasuring each other in tandem while CC and Elena continued riding Ben10k for minutes gone by.

The vivacious Chamrcaster bounce and rolled her pelvis feverishly all over the adult's waist feeling his cock thumping into the wall of her teenage womb constantly, causing her untold amounts of pleasure that made her mind. Her hair tousled around and her breasts trembled constantly as she rode every inch of thick Tennyson cock like it was her first time all over again. CC couldn't believe Ben would become even more well-endowed in the future, it made her insides sizzle with want and create the baby-making urge inside of the teen girl's body.

"Uuhh..uh..uh..uh..uhh..uh..uuhh..uhh..aaahh~ Oohhhh Ben! She cried out, shuddering wildly in spasm as she felt her pussy beginning to clamp down around his length during the ten-minute hip-bucking frenzy she just rode out. She could feel Ben10k digging bucking into her lithe teenage body with short thrusts of his own, making CC feel the wall of her womb bounce forward through her stomach.

Together with Elena, the two girls moaned constantly in back-and-forth tandem while their bodies rolled all over adult Ben's frame for barely a few minutes more. Meanwhile, Eunice and Julie had taken their sixty-nine session horizontally with the girls hugging the other's thighs as they ate each other out. Julie scooped loads of sperm onto her tongue and hummed from between Eunice's sinner thighs as she felt Eunice gleefully clean her out in preparation for Ben. It was a brisk lesbian indulgence shared between the two while Gwen slowly recovered from her post-coital knockout.

CC kept on bouncing vivaciously onto his waist, feeling her walls beginning to remble, and leaning backward to allow her breasts to shake about till she held them in her hands. Her mouth remained open and her eyes became shut, she was breathing hotly in sexual pleasure as she rolled her pussy down Ben10k's massive shaft one final time before shuddering in climax! One last push of his meat prodding the inner walls of her womb sent CC reeling as she screams. The same could be said for

Elena Valius who felt one last thrust of Ben10k's tongue push gingerly into her quim, causing her to buck her thighs around his head as she came in orgasm relief too!

"Aaaaaaahhhh!~ I'm....c-c-cumming! Unload everything you've got, Hero boy! I want to be stuffed like a Thanksgiving turkey!~" She cried out, feeling her cervix feverishly squelched around his length till she felt Ben10k's shaft throb and pleasure before bursting its entire load inside of her quim.

"Hmnnghh! \*You got it!\*" He replied from inside of Elena's thighs, tasting the subsequent gushing of her pussy's vaginal nectar spritzing every inch of his face. Of course, he lapped everything up and more, making Elena continue to ride even in post-orgasm relief. The beard he had helped tickle her nether region a bit, but his tongue turned the girl into putty as she shuddered repeatedly atop of him.

\*Splurrt...splurt....splurt....splurt....splurt....splurt...splurt...splurt...splurt!\*

Thick ropes of sperm came flooding into CC's womb, filling her up and pulsating noisily from inside of her body as she kept on humping his waist in an orgasmic frenzy. She kept on squeezing her hands around her tits, in euphoria, feeling Ben's hands eventually grab onto her waist from below to keep the teenage girl pinned to his groin. She felt every hot rope of sperm pump inside of her for about a minute tops until he was finished.

"Ghhnh! Uuuhhh.....! I'm...out....! Uuwaaaah!~" CC let out and slumped forward off of Ben's waist, spent. His cock plopped out of her cum-oozing quim, leaving it gaping and filled with pearly white substance with his member remaining erect.

Julie had just finished cleaning out Eunice's pussy when she heard CC tumble over in a post-sex coma as Eunice had been put into. The girl herself was laying on her side, still reeling from the round she had with Ben, and watched as Julie got up and crawled over to his cum-soaked cock with a wonderous look of excitement right on her face.

"Uunnhhh! Papi si. Mmnhhh! Ben, your tongue is magical no matter what age you are." Elena sighed wistfully to herself as she dismounted his face, seeing a spritz of her messy cum litter his chin, nose, and beard with his eyes looking at her with a wink.

"You're welcome, mi amor. Heheh.~" He chuckled and sat up, noticing that Julie and Gwen had both crawled up to the front like a pair of lionesses waiting to be bred. They exchanged looks of excitement and crawled onto each other, pressing their breasts together in nipple-to-nipple action while Elena remained on the side, keeping her left leg raised into the air seductively with a smile.

Despite having nearly passed out due to how well Ben10K tongued her twat, Elena was still aching for more action and wanted the full package from him. Seeing not only a beautiful redhead offer herself to him via spread pussy lips, but also Elena and Julie together all at the same time made Ben mentally thank Gwendolyn a thousand times over in his mind.

'I love my perverted first wife, she definitely knows what I like. Who should I pick first?~' He wondered and grabbed the hilt of his cock, bringing himself over to tap each girl's body as if picking via the 'Eeney-Miney-Moe' method. Ben10k had the vague feeling his teenage self did something similar with his women back in the future timeline. Tapping Gwenn's left butt cheek to rubbing the tip of his cock along Julie's light velvet folds, to sliding the underside of his shaft along Elena's spongy folds as well.

Ben10K just couldn't decide and Gwen rolled her eyes coyly before manifesting a Mana-made tether around his dick. She pulled it in her direction and made Ben's thick bulbous cock-head land

directly inside of her pussy like so.

\*Squelch!\*

"Ghnngghhh! Oohhhh....yeahhh! Finally.....! I thought I was going to turn thirty by the time you decided, Ben.~" Gwen let out, feeling the bulbous mast of his cock plunge slowly through her folds, making her dig her nails into the bedsheets while clenching her teeth. "Mnngghhh! Does Ben seriously grow his dick even bigger than it was already....?! It's like I'm a virgin all over again!"

At this, Julie and Elena both laughed to themselves and watched closely as Gwen took in more than half of his length while seeing Ben's firm hands wrap around her slender waist. They watched him toss his head back and moan, growling loudly like a grizzly bear as he felt the spongy tightness of Gwen's teenage pussy swallow up to the hilt. Ben10K felt her cervix touching the tip of his dick, making him bit down on his bottom lip a bit more before beginning to move against her frame.

Slowly but with gradually increasing speed, Ben 10k started rutting his pelvis more powerfully into Gwen's pussy. He was enjoying how tight and soft her younger self was, given her teenage frame, but the fact he was living out a fantasy he had about having sex with a younger Gwendolyn simply egged Ben's libido onward. He thrust and pulled the girl onto his waist at the same time, fucking with precision and finesse so that she'd feel a very turgid inch of his phallus slide through her quim. Julie was enjoying the show from below and held onto Gwen's shoulders for comfort and support while watching him beginning to plow her even faster.

"Aaahh...aahh...aahh..ahh...ahh..aahh...ahh...aahh..aaahhhhh! Bennnn! Nnghhh! F-fuck me even harder! Aaahh!~" Gwen cried out, tossing back her head and allowing Julie to suckle on one of her tits as they pushed into her face!

\*Chlup!\*

"Mmhmmhmm!~" Julie, being a mischievous little minx, decided to torment Gwen a bit more by hungrily sucking on one of her tits while fondling the other one in her hand, making the pleasure the redhead was feeling to be even more sensitive to her body. "Mmhmm. \*Pop!\* Hang tight, Gwen. You're going to want to stay strong so you can at least pass out looking like them over there.~"

Julie gestured to the peacefully sleeping forms of Eunice and Chamrcaster, both of them were smiling blissfully in post-coitus. Gwen's lithe body continued undulating above Julie's frame just as soon as she felt her insides clamping tightly around Ben 10K's large cock. This was making him dug his fingers into her waist tightly and begin really hammering into his young cousin's tight teenage twat like a mad man!

"Uugghhhh! What she said, now I got the fantasy in my head that I want to make you look like those two girls over there. I'm going ham on this lovely body, Gwen, better be ready!~" Ben let out as he threw his pelvis feverishly into her buttocks, making each spongy inch of her tight teenage pussy squeeze gingerly around him as he went along.

The slapping sounds of sex became even louder and more intense leading to Gwen's body swaying back and forth from atop Julie's while Elena crawled up to his side. The Hispanic scientist brought her hands around Ben 10K's face and pulled him onto her lips, kissing him in the most romantic tongue-filled fashion possible while he held an arm around her from the side.

"Mhmhmmhm! \*Schlupp...schlupp...schlupp...schlupp..schlupp....schlupp...schlupp!\* Ben.~" Elena mewed from between his lips, tasting his tongue eloquently as she continued to hear the sounds of Gwen's buttocks slamming voraciously into the man's waist from below. From the corner of her

eye, she watched Gwen's pussy squeezing around his length while he bottomed out of her. It was such a tantric act of copulation in motion and done artistically in Elena's eyes. She was seeing Gwen push her entire frame back onto Ben 10K's hips, occasionally wriggling her buttocks into his pelvis and feeling his cock tunnel out of her pussy in a rampant manner.

The pace at which their bodies slapped together increased and continued with Gwen moaning constantly in hot ragged breaths of euphoria while Julie fed on each of her nipples. The Japanese Pro-Tennis player expertly squeezed her juicy lips around each areola of Gwen's chest, casually feeling her up while watching her get thoroughly bred by the 'Daddy' version of their boyfriend. This was driving Gwen crazy with euphoria delight and made it difficult to withstand despite their copulation going on for at least fifteen more minutes.

"Ughhh..uugh..uuhg..ugh.....uugh..ughh..ughh! Gwen.....! I think I feel like bursting very soon, cuz. Hope you're ready to take 'Daddy Doofus's seed into your belly. Got a big one for ya too.~" Ben10K let out and as he started grooving his waist all over Gwen's buttocks, feeling the girl shudder and writhe beneath him as he bent himself over to meet her lips in an overhead kiss. He had broken off from Elena at that point, letting the girl look at Julie suggestively as she crawled away from his side to watch the two Tennyson relatives make out like starving lovers with a smile.

"Hmnhnnghhh! \*Schlupp...schlup...schluupp...schlupp!\* Mmhmm! Do it, Ben! Pump a whole keg's worth of cum inside of me already. Fulfill those naughty fantasies you've always had about fucking a time-difference Gwendolyn like you always wanted.~" Gwen let out once she pulled her tongue out from between his lips, seeing him wink flirtatiously at him from above with a smile and pull back to resume the rampant rutting of his hips.

The sounds of body-on-body noises resumed and soon reached their apex with Gwen cumming down hard around Ben10K's meat, making him grunt loudly in euphoria as he surrendered himself to climax! He slammed raucously into Gwen's body a few more times and grunted loudly, cumming like a racehorse and seeding the teenage redhead's insides with copious amounts of cum!

\*Splurt....splurt...splurt...splurt...splurt....splurt...splurt...splurt!\*

Gwen bristled with delight as she felt the thick ropes of Ben10K's spunk come splashing into her womb like a natural disaster! Her body wriggled and jostled about underneath him with her folds gushing all over his waist as she too experienced orgasmic euphoria with a blissful dream-like smile on her face.

"Uggghhhhh! Oooohhhh.....Ben~ Ben! Mmngghh!" She let out, growling giddily with post-coital excitement as he filled her up, making her body bounce forward a few more times before eventually collapsing right on top of Julie's naked frame. She was left breathing raggedly and barely conscious, oozing thick amounts of sperm from her gaping twat until Julie gently rolled Gwen onto her side to allow herself some space. The redhead was practically heaving with her tits wriggling about while her body remained covered in sweaty sheen.

Gwen was looking the same as either Eunice or CC, making Julie glow with pride since she called this exact outcome happening as she looked at Gwen.

"Told ya so.~" She giggled and looked down her torso to see the man's length remaining as turgid and as stiff as an iron pillar of might. Ben10K may have been breathing roughly too, but he was still raring to go and ready to empty inside of both brunette beauties in a final; round of birthday excitement.

"Well..\*huf...huf...huff..huff..huff\*...you two are the last ones left. So how about you climb onto each other in a girl-on-girl sandwich once again so that I do you both at the same time. In

hindsight, I should've done that with Julie and Gwen, but.....I was too caught up in the moment of fucking my cousin/future first wife. Sorry, Jules, but I'm about to rail you now, and I will do it until you hate your body.~" Ben10K said with a chuckle, making both girls giggle as he got on top of each other hands wrapping themselves around each other's shoulders.

"No hard feelings, Daddy Ben, just be sure to stuff me as hard as you did Gwen over there. I want to really feel what a 'Dad' version of our boyfriend can do, plus, I'm sure it's hotter for you seeing two lovely teenage girls grinding cooch together, right?~" Julie asked, letting her pubic mound rub up against Elena's when she spread out her legs from below, allowing their pussies to grind closely with each other.

"Mnghhh! I do.....! Seriously, you have no idea what seeing that doe to me, girls.~" Ben10K grunted as he watched Julie and Elena's clitoris rub gently up against each other while Elena's buttocks wriggled around salaciously before his eyes. His cock lurched at the sight of Elena's plump ass wriggling in front of him and guided his cock down between their legs, ready to pick whatever girl he wanted to plow first.

"Alright you two, hang onto each other and don't skimp on the saucy girl-on-girl French kissing that you know each Ben likes to see.~" Ben 10K addressed as he watched Julie and Elena look at each other with a coy smile and shrug before engaging each other in a lip-sucking French kiss!

"\*Schluuupp!\* Mmhmmhmm! Hhmmm. \*Schlup...schlup....schlup....schlupp...schlup!\* Mmhmm, You're eager for it, huh?" Elena mewed into Julie's mouth, seeing the Japanese girl nod her head immediately just before her eyes suddenly went wide in surprise.

\*Squelch!\*

"Aaaaaagggghhhhh! Oohhhhh God! Mnnghhhhh!" Julie cried out when she felt Ben10K push his cock into her quim, making her legs quiver around Elena's as she began grinding herself on the other girl's waist. Their naked bodies ground together just as their legs spread out a little more, leading to Julie hooking her ankles around each of Elena's thighs tightly.

The girl felt the sensation of a thick, bulbous member cleaving through her spongy insides like nothing else before. It was making her remain with mouth agape, eye-open, and in jaw-dropping euphoria as she felt it push into her womb right after penetrating her cervix. Another squelch of moisture could be felt and Julie felt each of Ben's bloated balls tapping against her inner thighs as he began rutting into her from above.

"Aaahh...aahh.....ahh..ahh..ahh...ahh...ahh...ahh..aahh..aaaahh! Bennnnn! Mmngghhh! Holy cow...! it feels you're literally sticking an arm inside of me-aaaaaagghhh!~" Julie cried out mid-sentence, feeling her insides churning intensely around his length while Elena simply kept on rubbing her clitoris against hers from above.

"Oh, I'm getting jealous just watching this, Hope you don't forget about me, Ben honey.~" Elena said with a silken purr, making Ben10K nod with excitement as he promptly bucked into Julie a few more times before pulling out to begin pushing into her next. The lovely brunette girl felt each of her silken, slippery folds spread out around his length completely as he burrowed right into her baby-make from the start.

"Aaaaaaahhhhhh! Ohhhhhh..yes! Hell yes! Mmnhhhh! It really is just like feeling an arm going inside of you, not that any of us would know, but....holy hell. Mmhm!~" Elena let out, reeling from the sensation of having such a colossal cock burrowing into her core with hands firmly around each side of her ample buttocks. The girl quivered with sensation as she felt Ben's cock drilling into her inner sanctum, making her cervix clutch his dick fondly as he began saw out of her like so.



"Mmmgnhh! Teenage girls are something else alright. When you've had gorgeous, full-bodied, adult women most of the time you feel a stark difference in rutting teenagers. Unnghh!" Ben10K grunted and began thumping his pelvis into Elena's ass more feverishly right off the bat. His balls tapped against Julie's waist, creating a gentle slapping noise as started rutting into Elena with undaunted passion.

The girl felt every stroke of his cock stirring up her insides as he went long, driving her crazy with bliss as she held onto Julie's shoulders and felt the girl tenderly kiss up the side of her neck.

"Uuuuuhh...aahh...aahh...aahhh...aahhh...aah...aaaahhh! Bennnnn!~" She cried out, cradling Julie's head into her arms while feeling Ben bottom out of her quim in a salacious and aggressive manner. Ben10K could feel every strand of silken pink flesh wringing his dick tightly as he continued to push down into Elena's buttocks from above, watching her cheeks wriggling non-stop to his thrusts.

The girl shrieked out and squeaked in pleasure some more for at least two minutes until he promptly pulled out of her gaping pussy and slipped right back into Julie! Another staunch squelch of penetration followed. He could feel the girl shivering underneath him as she ground the balls of her heels down Elena's smooth and creamy thighs. Julie could really feel the sensation of her pussy being turned inside out after Ben 10K resumed pumping her again. His hips rolled backward then forward, repeatedly tapping Elena's ass while he filled up Julie's tight chasm. Both girls started clinging onto each other with Ben enjoying the sight of each naked teenage girl holding on to one another's shoulders.

The feeling of feeling one pussy squeezing tightly around his length was enough to make him want to burst, but he wouldn't so selfish as to ignore one girl while indulging the other. Pumping into Julie's frame feverishly with his balls smacking against her inner thighs, Ben 10k bottomed out for a little while longer and pulled out to plunge his cock back into Elena's squirming twat. There was a distinct difference between the girls' pussies as Ben continued alternating between each girl, bucking his body feverishly against one and the other in sequence. Julie and Elena held onto each other's shoulders with faces rubbing against each other cheek to cheek. Nothing warmed Ben10K's heart than seeing his lovers get along so well together.

"Aaaahh...aah...aahh...ahh...aaahh...aahhh...aahh...aaahh...aaahh! Bennnn....! I'm f-f-feeling it cumming! Gyaaaagghh!" Julie cried out as she rubbed her tits gingerly against Elena's bouncing breasts when he switched back to repeat her turn. Ben10K bottomed out of her a few more times with a brisk grunt of sensation and fucked Julie for a few more minutes before pulling out and pushing right back into Elena's pussy once more.

"Uuuuhhhhhh! S-same here! Uuh...uh...uh...uhh...uuhhh...uhhhhaaahh! I'm...g-go-going to lose it, Ben! Kyaaaaaah!~" She cried out, tossing her head back and allowing her pubis to grind gingerly against Julie's clit-to-clit. Seeing such a sight while bottoming out of Elena gave Ben 10k the ripe idea on how he wanted to finish things off.

He reached over and grabbed onto Elena's waist, steadyng his tempo as he began to accelerate his thrust, making the girl really feel the 'Arm' that was his cock pummel into her tight teenage baby-maker like there was no tomorrow. Elena's moans started coming out even louder and more frequently as her body shakes to each one of Ben's hard-pressed thrusts. She was moaning and gasping non-stop for a few more minutes till he pulled out of her and did the same with Julie, getting the same result.

Both girls howled together in unison just as they were beginning to succumb to a mind-bending orgasm. A few more tantric thrusts later and Ben suddenly felt the girl writhe uncontrollably in

orgasm, bringing his cock under the pressure of feeling Elena's cervix clutch tightly around his length! He intended to 'share' his seed with the both of them and proceeded to buck into Elena's convulsing pussy, injecting the teenage beauty with a thick helping of cum right as she shuddered in orgasmic bliss!

"Aaaaaaaagghhhhhh!" She cried out, feeling the molten warmth of the man Ben's seed flowing into her body and filling up her baby-maker as it had done with Gwen and the others. Ben10k clenched his teeth and grunted a few times before pulling out and quickly sliding his cock back into Julie's quivering quim, feeding the Japanese angel her own share of his essence while she undulates from underneath Elena's body!

"Uuuuuggghhhhhh! Ben! Uuaaaagghhh.....!" She cried out with toes curling tightly around Elean's legs.

\*Splurt...splurt...splurt...splurt...splurt..splurt...splurt...splurt..splurt...splur!!\*

"Uuugghhhh....! That's not all, you two! Daddy Ben has got one more load to give ya!" He cried out and quickly pulled out of Julie and slide his twitching cock between each girl's mound, aggressively grinding it between their pussies as he continued cumming like a volcano from between their bodies!

Both girls cried out in perverse and exciting glee when being painted in the thick cum of Ben10k's mighty cock! He kept on hotdogging his shaft between each of their erect clits, making their orgasms last longer while they held onto each other in the mutual climax. For about a minute more of this, they continued holding onto each other while Ben10K slammed his waist in-between the two of them to let everything out. He was grinning proudly the entire time while slowly getting deflated from all the back-to-back with the teenage versions of his wives.

"Uuhg...ughh....ugh...oohhh..yeah! Mmnggh! Now that's what I call a birthday present!~" He let out, making the girls both giggle giddily with each other as the post-coital humping slowed down to a soft halt.

Elena promptly collapsed on top of Julie and likewise, Julie collapsed underneath her with both of them now sleeping soundly out of exhaustion. They were both sweaty, naked, and reeking of Ben 10k's cum shortly after he pulled his softened dick out from between their bodies and lied back.

"\*Huff....huff....huff...huff!\* Gwen....? Assuming you wake up anytime soon, I want you to tell my wife that this was the best Birthday Present ever, provided you just don't send me back as soon as you regain consciousness.~" Ben10k said, receiving only a soft snore from Gwen as she and the other girls remained snoozing soundly around the bed, reeking of his cum. "Yeah, sleep sounds...\*Yawns\*...like a good idea right now for sure. Though I am going to need some help in figuring out what to get her for her birthday since...you know....we share the same day and year."

Ben10k pondered about this and smiled slyly when he considered that maybe taking his first wife out on a romantic date with both himself and his younger self might be the kind of wild idea that'll spice up her night.

"I'm going to have to put that in the 'Maybe' pile though, not sure how much Gwen would like getting DP'd by past and present versions of her favorite Doofus quite yet, but there's always the fun in finding out.~" He said to himself before promptly passing out on the bed with his five teenage lovers, spent and wearing a dreamy smile on his bearded face.

"Seriously though, Best Birthday Surprise Ever. Those two redheaded minxes really went all out on this. Redheads, gotta love em.~"

**\*\*\*\*\*Bonus Chapter Segment! Attending to the Good Doctor Holiday's Needs Once Again\*\*\*\*\***

(Takes place after the Romp between Ben and the G-Rex Girls in the previous Chapter)

.....

"Ben? Ben....? Hellooooo. Hero Boy? Can you read me?" Holiday's voice came out from inside the earpiece that Ben had attached to his ear earlier on.

lying atop the table and underneath the arms of a sleeping, naked Diane Ferrah as well as everyone else he had just had sex with, Benjamin Kirby Tennyson rested with a smile on his face until he woke up. The combined group romp of all his girls here in Rex's universe really helped him take the edge off. Funnily enough, he was still itching for a little bit more action on top of the frenzy he already had. Never let it be said that Ben's libido was not on the level of an Incubus made flesh.

"Mnnghhh! Ohhh man did...that feel great! Ugh, it feels like it's early in the morning though, I wonder what Doc wants now. I already put on the earpiece, didn't I?" Ben asked himself as he sat up, touching the earpiece in his right ear to communicate with Holiday back in the control room. "Hey Doc, Ben here. What's up?"

\*Bbbzt!\*

"Finally I got through to you. I'm guessing you couldn't really hear me earlier, probably static. I bet." Holiday assumed, making Ben look around at all the sweaty, naked females he had just fucked into a stupor and left stuffed full of his cum. He chuckled nervously to himself and rubbed the back of his neck, figuring that he didn't hear her at all due to all the lovemaking.

'Yeah, you might say that. Hehehe. Anyway, is this a Comms test or did you need something?' Ben asked with a chipper tone and thought he heard Holiday shudder on the other line when she spoke up again.

"Yes, I need you.....to quickly come back to the Control room right now. No grand emergency per se, but there's something you really get on top of. I'll fill you in on the details as soon as you arrive. So get your pants on, and everything else, and come meet me in the control room pronto.~" Holiday informed, making Ben put on a serious face as he hopped off of the table and started putting on his clothes again one piece at a time.

"Already on it, Doc! I'll be there in a jiffy." Ben replied, still feeling that he needed at least a five-minute recharge from emptying so much of his fluids inside of each one of the girls. 'I really should've said I needed five minutes or something. Ben Jr is still kinda sore down there yet the spirit is still very willing to indulge a little more in some poontang.'

"Don't be late.~" Holiday replied in a rather sultry voice that made Ben perk an eyebrow in slight confusion as he finished dressing up. Putting on his shirt, jacket, jeans, and everything else, he was out the door of the guest room in a hurry. He did hope that the girls wouldn't hold it against him for not waking them up before his departure from cuddling their naked bodies.

'I wonder what Doc could want from me? It's not time yet to get into the action, is it? Maybe it's just another examination or something to do with the Ultimatrix? Either way, I'll know when I find her. Think I'll enjoy checking out that plump ass of hers from behind when I pop in. Umf! Mental note, better visit the Holiday back in my world and see if she's down for a second Honeymoon.'

Ben wondered as he made his way down the hallways of the base and arrived in front of the sliding tech doors leading back into the control room.

Sliding his Keycard down the ID Reader, the doors slid open and revealed the backside of the lone Rebecca Holiday facing him while she was tending to something at the control center. He enjoyed the look of her plump, heart-shaped ass sticking out through the white of her lab-coat, giving Ben a renewed sense of carnal hunger as it reminded him of when he first had sex with this universe's Holiday back on his first trip. Just then, something caught his attention that he didn't notice until just now..

'Hey wait a minute, why is Doc wearing her old getup again? She's got her lab coat on and everything rather than that sexy 'Rebel Scientist' outfit she had on earlier. Not that I mind since I get to see that plump ass of hers sticking out more when she's hunched over like that. Mmmf!' Ben thought with a lecherous smile and took another step closer. "Yo, Doc! I'm here!~"

After announcing his arrival, Ben saw Holiday wince and she heard the door closing behind him as he walked in. The woman kept her backside facing him and hadn't yet turned around, seemingly still tending to whatever calculations she was managing at the computer as though everything seemed normal and not at all urgent.

Ben wondered why this was until he noticed Holiday turning her head to the side to smirk at him with a mischievous glint in her eyes before she turned around.

"Unnghh!! D-Doc...?!" Ben let out, becoming red in the face already and feeling his cock lurch back to full-life from inside of his pants.

Doctor Rebecca Holiday had turned around while putting her hands behind her neck like a supermodel, flashing her nearly topless body to Ben with her lab coat carefully concealing her nipples while leaving her cleavage fully exposed. She was as naked as can be up-top and was smiling slyly at Ben before tossing him a wink. The woman stood with poise, making sure that he was letting his eyes soak in her appearance before saying something to catch his attention.

"You like what you see, Ben? I can tell from your slacked jaw expression that you most certainly do." Holiday giggled playfully and brought her hands down from the back of her neck. She let them run smoothly down her body, shaking the sides of her lab coat suggestively before walking over to him with her buttocks swaying side-to-side.

As soon as she got up to Ben, she cupped his chin into her hand and made him look into her dazzling green eyes before snapping out of his reverie to smile at her. He put his hands around her waist and noticed she wasn't pushing him away, meaning this was what it looked like it was.

"Mnnghh!! I forgot how much of a sexy scientist you are when you're only wearing the Lab Coat and high-heel boots. I take it you want me to do you now too, Doc? Just like old times?" Ben asked, running his hands sensually down around her plump heart-shaped ass with a smile, feeling Holiday slide one of her naked legs up the side of his waist as she pulled him closer to her.

"Isn't it obvious? I heard everything going on from within that room, Ben." She revealed, making Ben wince and immediately think of Bobo with a camcorder or stealthily hidden camera somewhere in the cracks of the ceiling. "Bobo wired the link to me and well.....I couldn't help but explore the attachment with curiosity. Watching that feed....of you ravishing every woman there

has made me rather frisky. So yeah, I do need it and rather badly too. Besides, I could use a much-needed stress relief to help me get my head in the game like they did. What do you say? Feel like doing an old fling a favor?~"

Ben grinned and squeezed the sides of Holiday's ass into his hands, making her whimper quietly with excitement as she placed her hands around his neck.

"You know, I was going to ask about Six...\*Holiday winces\*...but I'll just assume you're still technically on the market. Besides, what kind of Hero would I be if I left one stressed out babe of a scientist out, huh?~" Ben said, making Holiday smile appreciatively at him as she quickly slipped off her lab coat, unveiling her plump set of juicy F-cup-sized breasts to Ben's eyes.

She was as big as Diane Ferrah and possibly bigger, but Ben was only interested in the whole package of an older woman rather than just her breasts or her ass. Holiday leaned down and wrapped her soft red lips around his face, kissing him hungrily with a moan of relief leaving her breath as she engaged Ben in a taught tongue-on-tongue exchange.

"Mhmmhmm! \*Schlupp....schlupp..schlupp..schlupp!\* Mhmm, Ben! Oh, how I missed this! I know I shouldn't, b-but there's just no substitute for you when it comes to this kind of thing.~" Holiday moaned between breaths, tasting his saliva and swallowing his tongue down her throat as they embraced each other while standing up in the control center.

Ben moaned back into the kiss and hungrily swallowed the good doctor's saliva, he was making out with her feverishly while squeezing her buttocks and bringing her over to a nearby table somewhere further away from the terminals. Holiday kept a careful eye on her surroundings as she landed gently onto her backside, bringing up one of her legs and lifting her hoop skirt to show Ben the other surprise.

"Ghnhkk! Y-you're weren't wearing any panties either...? Mmnggh! Naughty scientist!" Ben whimpered as he clutched his crotch, feeling his cock lurch powerfully into his pants when he saw her light-fuzzed pussy in all its glory before Holiday took it off. She only kept her high-heels on her feet and leaned back onto her table surface, propped up on her hands waiting for him to come to her.

Ben admired the juicy-looking slit of Holiday's womanhood beings spread open before his eyes by two of her fingers. Her quivering pink sex looked as tight as the day he fucked her raw alongside Diane Ferrah, making him wonder if she was safe to cum inside of right now. Ben still wasn't sure about the Charm Effect since he hadn't been feeling the glow lately, but right now he barely cared and let his lust compel him to undo his pants next.

\*Clank!\*

His jeans and belt became unbuttoned in the blink of an eye, leaving his cock sticking out fully erect and ready for some action.

"Come here, Hero boy. Fu fu fu. I've really been needing it badly.~" Holiday said as he went up to her, let one of her legs wrap around his waist as he guided the bulbous head of his cock into her pussy in one go.

\*Squelch!\*

"Gngghhhh! Aaaghhhhh! Ooohhh my God! Aaaaahh!" Holiday cried out in bliss, feeling her insides spreading widely apart as she felt the welcomed presence of Ben's monster cock sliding through to her cervix. Her toes visibly curled up from within her high-heel shoes and she leaned

back on her elbows, letting him take the reigns and fuck her however he likes.

"Uunghhh! Holy cow....! Doc....! Ungh! Your insides feel every bit as tight as Beverly's, ya know. Have you really not been hitting it at all since I left?" Ben asked, still not feeling the Charm Effect surge kick in while he sunk balls deep into Holiday's squirming pussy.

"Ooaaahhh! N-no...! I haven't, b-but please....shut up and fuck me like it's our honeymoon, Ben Tennyson! I've been without it for too long!" Holiday cried out and felt the boy place his hands around her waist, keeping her held steadily as he began thumping his cock into her silken wetness with animal-like glee.

\*Squelch!\*

"Aaagghhh...! Ohh yes! That's it, Ben! That's it...! Aaaaghh!" She cried out again and wrapped both of her legs around his ass, keeping him pumping forward with balls slapping against her buttocks and inner thighs.

The rapturous sounds of flesh smacking flesh began anew with Ben fucking Holiday deep like he does with his own universe's version back home. Of course, that one was pregnant with his baby and Ben yearned to see her again soon as well as be back in time to see her give birth. Knowing he knocked up an older woman drove the young boy's lust through the roof and he began aggressively bottoming out of this universe's Holiday like so.

"Mmnghh! Yes! Yes...! Mnnghh! I've missed this too, Doc! Uughh.....! I'm going to go hard right off the bat." Ben announced, feeling her hands reach over to latch behind his neck as he began hammering into her waist even faster from above.

"Uuh..uhh..uh..uh..uhh...uuh..uhh..uuh...aaghhh! Mmnhh!" Ben cried out, enjoying the silken tightness of an older woman's pussy while he continued to feel Holiday's high-heels dig into his thighs. She clung to his neck tightly with nails digging into his skin a bit.

Holiday was left arching her back with breasts bouncing around in front of his face the entire time she felt him penetrate her.

"Aaaahh....! Yess! Give it to me, Ben! Yesss! Uuugghh! Ahh...ahh..ahh..aah..aah...ahh..ahh..aaaahh!~" She cried out, feeling her body jostle and shake to every hard-felt thrust of his dick for minutes on end. The squelching noises of coitus filled the control room with Ben bottoming out of Holiday for nearly half an hour so far.

Bobo the Evo remained nearby with a camcorder in hand and a cup of popcorn in the other as he watched from a high place in a broken part of the ceiling.

"Ah, the best show on TV. Glad I brought those large-sized Memory cards for the occasion. Everything will look better in HD when I post this on the internet with their faces blurred out." Bobo said to himself, watching Holiday succumb to orgasm and writhe underneath Ben's body as he quickly pulled out and slipped back into her from behind.

\*Squelch!\*

"Uuaaagghhhh! Oh Ben! Oohhh...Ben! Fuck me as much as you want while you're here!~" Holiday let out, closing her eyes and moaning constantly with her mouth agape as she remained standing propped up on her hands in a doggy-style position.

Her plump ass smacked repeatedly into his waist, making Ben feel the doughiness of her buttocks as he held them into his hands. He squeezed his fingers into Holiday's skin, making her whimper

even louder than before as he gradually picked up the pace.

"Ghnhgh..nngh..nnhg...ngh..nghh..ngh..nghh! Uughhh! Dammit, Doc! Your pussy is just too darn good! I'm really hoping it's a safe day for you, cuz I'm not totally sure the Charm Effect is really working right anymore!" Ben said, only hearing a euphoric wail escape Holiday's lips as they proceeded to fuck for another ten or so minutes until he felt her insides clutching tightly around him on the spot!

Holiday threw her head back and howled in ecstasy, feeling her insides clutching Ben's length in desperation after he had penetrated her womb. The Hero boy didn't stop thrusting into her plump ass from behind, feeling his balls throb and pulsate just before he let out a thick creampie inside of the woman's unprotected depths.

"Aaaaaaaghhhhhh!" She cried out in ecstasy, making her hairpin come loose and causing her beautiful raven hair to spill freely around her shoulders as she came with a smile on her face.

\*Splurt...splurt...splurt...splurt...splurt...splurt...splurt...splurt...splurt!!\*

Ben growled loudly from behind clenched teeth as emptied his umpteenth load into a woman's raw pussy for perhaps the tenth time today! Still, he held onto the Doctor's plump buttocks for dear life, enjoying how soft and bountiful they were while emptying everything inside of her body. Their bodies rutted together for a bit with Ben pumping more and more cum into her until they eventually stopped.

He slipped out of Holiday's gaping quim and gently fell back onto his ass, breathing raggedly in postcoital bliss. Of course, he still had to clutch his crotch in his hands since he was still sore from the marathon of fucking just a little while ago. But still, he felt he had done his job properly of alleviating Holiday of her stress. The woman was bent over the table oozing oodles of his cum from her gaping pussy, seen with a blissfully satisfied smile on her face that made her look out of it.

"Uuhhh....! Uuhh....\*Huff..huff...huff\*...thank you, Ben. Thank you very much, I...\*huff\*...needed that like you wouldn't believe." Holiday wheezed yet internally panicked, believing she should have taken contraceptives before giving in to temptation with fucking Ben.

However, in her eyes, it was well worth it since this was the most relief she's felt in literal months. Now she could take on anything without a problem, just as long as she wasn't knocked up by Ben by mistake.

"Always...\*huff\*..happy to help, Doc. Now...I think I'm going to pass out now."

\*Thunk!\*

**End of Chapter Omake.**

**To be continued....? Maybe.**

This has been a Special Bonus Filler for Anon, thanks for reading, everybody!





# **Heroes Reunited Part Three- Rampant Control and Corruption (Black Knight)**

## **Ben's Girls**

**Ben Ten Original/Ultimate Alien/ Alien Force/ Generator Rex**

**By Azure (Auumaan)**

### **Chapter Thirty-Eight- Heroes Reunited Part Three- Rampant Control (Black Knight)**

"Yowza, that sure is a lot of Henchmen BK just sent after us. I'm guessing they found out about this place and want to take you guys out of the picture now, huh? Even with all this going on though?" Ben asked in surprise as both he and Rex hid behind a ramble of bushes overlooking the hill where many of Black Knight's Providence Soldiers were scouring the area. Each of them armed with plasma rifles held at the ready.

Ben wasn't worried since they were just regular Henchmen and yet Rex, for some odd reason, looked concerned. He noticed right away that was something was up when seeing the Latino Technomancer actually looking cautious for a change, especially after he started lighting up the Biometrics in his fists. Likewise, Ben's Ultimatrix was glowing brightly as it was primed and ready for combat itself. The girls back at the base, all of whom Ben left unconscious post-sex from the wild romp he had indulged them in, had been reported by Holiday to have recovered completely just a few moments ago. According to her, they were still very sore and slightly fatigued after all that passionate love-making but were awoken due to the urgency of the situation going on right now. Ben honestly felt a little bad about that since it was hardly the time nor the place to literally fuck around, regardless of how badly they needed it. He couldn't help himself with his libido being as wild as it was sometimes. Even without the Charm Effect running through his body like it used

to after coming back to this universe, Ben was still eager to go again right away. He dreaded what a dry spell would feel like for him since his sex-filled lifestyle had been an everyday thing.

"Say, Rex. You okay there, buddy? You seem a little shaky and I've never seen you looking that way before a battle before now. Not unless the fate of the world is at stake. Don't tell me Black Knight has some secret weapon in store for us that can scare the pants off of you of all people." Ben guessed with a friendly smile, seeing Rex stay quiet before sighing to himself and getting up to his feet.

"It's....more complicated than that, Ben. I can't go over the whole story with you per se, but let's just say that Black Knight is after a real Game Changer in the Nanite business. More specifically, she's after what we call 'Master Control Nanites' and we have one of them holed up back at the base. At least, as far as I know anyway, White doesn't tell me anything and keeps secrets so he could have some kind of advantage at all times. The point is, these little gizmos specifically are said to be incredibly powerful, more so than any Nanite, even the Omega in my body. They can manipulate the fundamental laws of the universe if you manage to collect them all and reassemble them into one piece, giving you Godhax abilities. We definitely can't let BK and her shady new Providence crew have them, no matter what." Rex explained, making Ben look serious. He stood up as well and adjusted the dial on his Ultimatrix to make the hologram of 'Humongasaur' appear before the trigger popped up.

"Got it. Serious world-endangering business it is then. Believe me, I've been there and I know the stakes of reality-warping artifacts and items. I'm ready whenever you are, so how about we go clobber these jokers and send BK's forces home packing? \*Rex nods with enthusiasm\* Just one question though; weren't we supposed to be on the lookout for that red wispy thing earlier? The one that takes over machines? You'd think that'd be priority Number One right now, even for that crazy woman." Ben asked when a cadre of Providence troopers spotted them and opened fire!

A thick volley of energy blasts came rushing at the boys, making Rex manifest his 'Wings' and fly into the air to avoid the shots. He mecha-shifted a pair of large metal fists in each hand and slammed them into the ground, creating a shockwave that crept along the ground to where they were standing! He knocked out that group of four instantly before swinging his fists and knocking more out when batting them aside! There were reinforcements coming their way already, earning more Metal Fist punching action from Rex! Loud smacks of metal meeting flesh resounded throughout the forest with Rex sending handfuls of Soldiers sprawling away to escape while many others lie defeated on the floor.

"We'll just have to multi-task then. You're up, Monster guy. I think I see more jerks coming! Some of them using tanks." Rex called out to Ben and put away his fists so he could mecha-shift a large Slam Cannon into his right arm.

Meanwhile, Ben slammed his palm down onto the glowing dial, resulting in a big green flash of Matrix energy which made him transform into the colossal dinosaur-like alien known simply as Humongasaur.

"Raaarrgghhh!! Ohh..yeah! I'm ready to smack down some grunts today!" Humongasaur growled, seeing a Providence tank rolling up to them first through the treeline with several more troopers standing atop of it and opening fire. All of them unleashed plasma energy upon Ben as soon as they saw his hulking form! The barrage of plasma bullets collided with his thick reptilian skin, barely making him feel even the slightest tickle as he started charging at them like a rampaging Rhinoceros with his right arm out! "Hey! Ever been hit with a clothesline done by a twenty-thousand-pound dinosaur before? I think not!~"

A loud 'Pow' resulted and a wave of impact followed with the henchmen being flung into the air! Humongasaur then tipped the Tank over after knocking out the slew of Guards instantly, chasing a few more away in the process. Ben remained careful with his strength when fighting people as he tends to avoid killing anyone outside of exceptions like Vilgax and world-class threats such as Eon and Kevin Eleven-Thousand. He looked into the sky and saw Rex firing several compressed chunks of rock and dirt at the others, scattering them about and chasing after them before swooping in on one of the tanks with his arms mecha-shifting his trademark sword. In a swift sheen of metal, he sliced off the main barrel of another Providence tank before kicking it aside with a large mecha-shifted boot! A loud metal sound of impact came about as it went flying through the air, landing near another handful of troopers marching up to them.

"Ha! You still got it, pal. Hope you've got plenty of energy in the tank after your romp with the girls because it looks like this is going to be a long fight for the both of us. We might end up chasing off BK's forces all day long at this rate." Rex said, pointing in the direction over the Horizon where they saw scores of more Providence troopers including Black-clad soldiers walking up to them. Leading the charge were some of BK's Elite sword-wielding ninjas she likes to call Black Pawns.

From What Rex had seen firsthand, those guys were almost as dangerous as Six himself and fancied themselves to be Ninja-types that were light on their feet and dangerous with the blades they carried.

"Hey, now that you mention it. Don't you think this all might be a distraction? While we're down here, Black Knight is probably having someone sneaking into the dam right now." Humongasaur said, popping his knuckles menacingly as both he and Rex waited to greet the army of soldiers and Black Pawns headed their way for combat.

"Black Knight wants us out of the picture first, dude. Trust me, I know her, and I know she knows that getting back to the Dam is a quick-and-easy transit for us both since we can fly. Plus, I doubt Holiday and the girls would just be slacking off right now since they know we're guarding the front line down here. Those ladies have all been trained by Six himself and have turned into awesome Ninja fighting babes in the time that you've been gone. Doc included. They're almost as dangerous as Five now if you can believe it." Rex explained, earning a grin from Humongasaur as he got ready to clash with the reinforcements Black Knight sent after them. "Ready to do this, Ben Ten?"

"Ready to knock some more heads, you mean, Robot Guy? Oh yeah. Let's kick these monochromatic assholes back home and return to base with a trophy. I'm thinking those blades the sword-wielding guys are carrying. I'm guessing they're the important ones judging by how tough they look, right?" Humongasaur growled with excitement, feeling this was a much-needed distraction from his plight of possibly being marooned on this world forever.

Just when he and Rex were about to charge at them.....something came out of the sky and crashed down upon the scene like a blazing comet! It was in the form of a red glowing wisp eerily similar to a large fireball made out of energy, it landed inside of one of the tanks just when Ben and Rex were about to meet their enemies in a head-on clash!

!

A surge of electricity started coming out of the tank, followed by the evacuation of whoever was inside of it trying to pilot the large thing a moment ago. The Troopers and the Black Pawns together turned their attention back to the spectacle with shock while Rex and Ben did the same.

"What's happening?! Is it a malfunction?" One of the Black Pawns yelled into his communicator

and received only static when the barrel of the Tank suddenly swung to the side in a circle, knocking out handfuls of Soldiers in front of it! Loud clanks of metal hitting flesh reached everyone's ears with the sight of the men hurling through the air like dolls!

It started firing randomly all over the place with the firepower hot tank shells ripping through various trees and causing small fires all over the place! Rex flew up into the sky on his metal Jet-wings right away while Ben simply charged forward, attempting to subdue it with brute force as Humongasaur. Right now they were ignoring the Black Pawns as the rest of the troopers tried clearing the area, leaving the two of them to deal with the 'Party crusher' on their own!

"I don't know what's going on here, but I think it is time we take this tank out of commission before it does any more damage to the forest! Guh! Talk about faulty equipment." Humongasaur growled, but as soon as he touched the surface with his large bulky arms, jolts of red electricity began surging out of it and ran through his entire system in a rather painful manner. "Gaaaaggghhh!!!"

"Ben!" Rex yelled in alarm and attempted to swoop in to cut that thing apart, but suddenly the barrel lifted upward thanks to its Omni-directional apparatus and fired a shell right at the boy. At the last minute, he managed to avoid being hit only to have one of his wings take the shot and cause a small explosion! This resulted in Rex being sent plummeting to the ground and he couldn't regenerate another metal wing fast enough in time. The boy had crash-landed with the impact of the blast knocking him out completely for the time being.

While Humongasaur kept his hands holding back the tank, he tried growing bigger and aimed to demolish it with his bare fists when all of a sudden a red glowing face crept out of the surface. It had no mouth and glowing white eyes that only startled him, but looked straight into his, creeping him out completely while it rose from the tank like a specter. One of its hands reached for the dial of the watch located on his chest and sent more red jolts of electricity surging through his body painfully, causing him to freeze up!.

"Ggggnngghhhh!! Aaaaaghhhh.....!!" Humongasaur cried out in pain as the current of strange malevolent energy kept going when the eerie specter-like entity spoke up.

"You are unique. Not of this world yet human at the same time. I must say that the alien technology you have in your possession seems perfect for my rebirth and my rise back to my former glory. I will take it off your hands and merge with it before continuing my search for Father. With absolute power at my disposal, the world will finally be mine to shape and recreate. You.....are...now...mine." The eerie red specter said as it reached into the dial and started melding with Ben's Ultimatrix core!

"Aaghhhh!! G-get out of my body already, you freaky....red ghost thing! Uunugghhh!!" Humongasaur cried out in pain again and grabbed the chest dial into his hands, changing himself back into Ben and leaving the tank to land roughly onto the ground in front of him! Ben onto his back the next second, growling in pain and feeling the disturbing energies of red electricity flow through his body while it was causing the Ultimatrix to go haywire with malfunction. Glowing green colors turned into glowing red, both blinking back and forth in chaotic patterns. The entity was beginning to drain him of stamina until he was on the verge of passing out, but Ben still felt he couldn't let this thing have the Ultimatrix, no matter what.

"Guughh....! It huuuuuurrrrrts.....! Aghhnhh! B-but I still can't let you have the watch! Ultimatrix! Begin Lockdown protocol, suspend all functions, put circuitry into cold mode and try to quarantine whatever that thing is so that it can't do anything except stay still inside of the Black Box!" Bell yelled out, giving the voice command to his watch while still writhing about on the ground in pain.

"Command acknowledged. Initiating Lockdown Protocol. Warning; Ultimatrix will be rendered

inert until such a time that a voice command from the user is given to undo the process." The electronic female voice in the device said before going completely dark, making the surges of red electricity die down as it was encasing the entity within the so-called 'Black Box' so that his influence didn't spread and give him control of the watch. Ben was always sure to implement that feature in case people like Albedo, Ghostfreak, or Vilgax ever tried hijacking it from his possession. He was on the verge of passing out now though, weakening every second as he looked over to see Rex getting up from the crater he made when crashing earlier. He was looking winded and very roughed-up, but otherwise unharmed.

"I don't know what that was all about, but I'll go grab you and we'll make a retreat back to the dam before-aw nuts." Rex saw that a fresh cadre of Troopers arrived on the scene, including the handful of Black Pawns from earlier. They were now standing around Ben with swords pointed at his face threateningly. Ben felt too strained to speak out or offer any quips, but he did turn his head in Rex's direction to tell him to get away.

"Rex! Get out of here! T-that thing is inside of me and it wants to control all machines through the Ultimatrix! I had to seal it inside before it could hijack the watch and it's messing me up rather painfully on the inside! Aagh! Get out of here and come back for me later!" Ben cried out until one of the Black Pawns knocked him out cold with a hard kick to the face.

"Be quiet. As for him, fire at will. Use the Special rounds procured from the Hunter Kaine." That particular Pawn said as a line of soldiers lined up and opened fire with glowing orange bullets being sent Rex's way. He quickly put up his mecha-shifted hands to block the shots, but found it futile since the bullets were the kind to supercharge and detonate Nanites like a natural counter!

"Aggnnh!! Dammit....! Using those cheap Hunter Kaine bullets, huh? Well, watch this!" Rex was about to mecha-shift another Slam Canon and was about to open fire, but the bullets poured out on him faster than he could create something to build, forcing him to dodge constantly until he was on the verge of fleeing the scene. Rex growled with frustration and quickly mecha-shifted his bike, making a tactical retreat for now and hating himself since he was leaving Ben behind. "Dammit! I'll come back for you later, Ben! I swear it!"

The bullets poured on, disintegrating bits and pieces of his bike while he made his escape. It was only until he was clear of the area that the Black Pawn signaled a halt for the troopers and looked back at an unconscious Ben on the floor.

"It looks like we have what Black Knight has been searching for. Encase him in some special bindings and bring him aboard the ship. We have what we need, for now at least. The rest...\*Looks at the Dam\*....will have to wait until later. Come on." He signaled for the others as another handful of troopers came out and hauled Ben to his feet, dragging him in the direction of a nearby Providence Cruiser.

Meanwhile, on the inside of the Ultimatrix, the violent entity stirred about relentlessly inside of its quantum-energy imprisonment. It grew increasingly frustrated since it couldn't access any of the watch's vastly advanced technology, halting his advance....for the time being.

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As the troopers of Providence and the deadly Black Pawns made their retreat, Rex was repeatedly cursing himself for dropping his guard at the worst possible time in all of this chaos. From a simple afternoon of knocking Providence troopers around to having their unexpected guest; the Mysterious Red Energy Wisp from earlier arrive on the scene and wreak havoc. Rex was relieved to see them call off their attack and go, but at the same time, they had just abducted Ben after that strange wisp of energy did something to his watch. Rex was ashamed of himself right now and he wanted to chase after them, but couldn't since he was starting to feel his Biometrics fail due to his emotional state of distress.

"Ghnhh! Come on already! Work! I need to go save Ben! Come onnnnn!!" He yelled at his hands, feeling the Nanites inside of his body fail to link up with one another at his command. Rex tried a little harder and was only met with failure until he heard Holiday's voice calling out to him from the Comms.

"Rex! Stop, your Biometrics are getting dangerously low. Whatever hit you earlier was afflicted with some kind of corrosive telemetry. Translation; it's messing with your Biometrics, and couple that with your emotional state right now, you won't be able to go after Ben until you recover." Holiday's voice urged him on and the boy slumped to his knees in defeat before pounding the ground in fury.

"Ggghhh!! Dammit! Everything was going fine until that thing showed up and crashed the party. Whatever it did to Ben, Doc, I don't like it one bit. He was warning me, telling me to run away, and saying it was trying to control his watch. I'm not quite sure why or what it means to do exactly, but I've got to go after him. I'll take Bobo with me and--"

"No! You are coming back to base for full recovery first, Rex. Trust me, I understand what you're feeling, but recovery to full strength takes priority. You won't be able to help Ben as you are now. Besides....." Holiday's voice trailed off while, back in the Control room, she stood with a large plasma cannon in hand as Beverly, Five, Brianna, Annie, and Kenwyn all stood behind her ready for action. "...you're not going it alone this time. Come back here and we'll secure the Master Control Nanite someplace safe before we consider a plan of attack. Ben will have to wait just for a little while longer, okay?" Holiday said with remorse as the feedback from the camera displayed Ben as Humongasaur getting electrified with Red electricity surging out from the tank.

Rex bitterly kicked a rock away as he made his way back to the Dam, looking back in the direction of BK's assault team getting away with their prize.

'Sorry, Ben, but I promise we'll come and get you out. Just have to wait a bit first. What could BK possibly want with him unless.....she knows what White knows. Tch, that crazy goth-looking witch is probably going to torture him for information or turn his brain into mush with those Nanite control collars. The sooner I'm back to full strength the better.' Rex thought to himself bitterly as he made his way back to the basin of the Dam.

\*\*\*\*

Where Ben was at...

\*Splash!\*

A splash of cold water splashed onto Ben's face, making him begrudgingly awake and peeling his eyes open to see a trio of Black-Clad soldiers wielding swords and staring at him through their glowing visors. Ben was without his green jacket right now and had his arms held up over his head, bound in a collection of strange-looking chains with his Ultimatrix-bearing wrist being contained in some kind of special high-tech restraint which sealed it off from him. It was glowing faintly with the occasional red pulsating glow of energy lighting up inside, making Ben worry about the red poltergeist from earlier that he had sealed in his watch. He could only hope the Ultimatrix's lockdown procedure can contain it properly. Unfortunately for him, the Ultimatrix was also making him feel a bit of pain every other second because of the entity now trapped inside. Ben's body and DNA were ingrained with the device on a fundamental level, making him worry that something was going to happen to his body and mind at some point because of this bizarre situation.

'Oh man, I'm really up the creek without a paddle this time, huh? Ughh.....whatever that thing is that is attached to my arm is going to keep me from using the Ultimatrix for awhile until I get it off. If I get it off anyway. It looks pretty sturdy and feels as strong as Titanite, it's probably made of this universe's version of it too. I don't think I can just break it open by smashing it against a wall or something, can I?' Ben wondered as he looked ahead at the handful of Assassin-looking soldiers all wearing sleek black outfits. He wondered what happened after they had knocked him unconscious and where they had taken him.

"He's awake, ma'am." One of them said in a dark, electronic voice before they all suddenly stood apart from each other in lined-up rows. This allowed for the passage of a violet-haired woman with dark lipstick and a pale complexion walking up to Ben with a sway in her hips and a cruel smile on her face.

She stood in front of him leaned in close to appraise his appearance, feeling unimpressed while he hung suspended by his wrists that were wrapped in chains. Ben tried moving his body a bit but all he could do was drift helplessly above the ground as she observed him like some kind of precious lap specimen. He had to admit that she was indeed a looker with an attractive face and a fit body complete with wide hips that were unfairly covered up in a cumbersome dark uniform. Alas, Ben knew he shouldn't be aroused right now since this was a hostile situation with a rather villainous woman who obviously meant business. He did wonder if maybe she was too obsessed with the color; Black since all her guards were wearing it. From Rex told him, she calls herself 'Black Knight' and she even wore the matching black lipstick with dark violet-colored hair and mascara. Ben almost wanted to crack an Emo joke but felt that would be a waste of time.

"Hmm, so you're Ben Tennyson, huh? I've read the files on you that White Knight kept in his office before I kicked him out of Providence. They could only tell a bare minimum with the occasional chunk of information encrypted in code that I later cracked open. Of course, that paranoid coot would obscure some vital information about things he didn't want Providence's paymasters knowing about, but one thing is for certain; you're the special anomaly from another world, aren't you? One that could transform into powerful-looking 'Aliens' and be able to go toe-to-toe with the likes of Van Kleiss and Rex himself, am I right?" Black Knight asked, hearing no response from Ben until she started chuckling darkly to herself. She cupped his chin with her right hand and made him look directly into her dark violet-colored eyes. "Well, I think we can be the best of friends, Benjamin. Or can I call you, Ben? For endearment and familiarity."

Black Knight greeted him with a malicious smile that meant no one should say 'No' to her at all

when she comes knocking at your door. Ben wanted to spit in her face, but he was too drained from that electrical surge from earlier to do so.

'The one time I don't have the stamina to fight or talk trash, then again...I was pretty wiped out beforehand with the...ahem...romp. Although, these accommodations aren't exactly five-star, to begin with, and I'm guessing this woman is going to try beating information out of me to get dirt on the others.' Ben pondered, earning a puzzled look from Black Knight until she frowned and tilted her head slightly to the side before signaling her Pawns to surround Ben more closely. Many of them popped their knuckles into their hands while others kept their cattle prods and tasers out readily for his interrogation. The fact that she was jumping into this already meant she was impatient with Ben's silence, so he spoke. "And you are.....?"

"Oh, how rude of me. Where are my manners? My name is Black Knight, although it's not my real name per se, it is just what I go by when I'm in charge of Providence, Benjamin Tennyson. Want me to release you from your restraints? Make you more comfortable? I bet those probably chafe like crazy, especially when combined with the device I placed over your 'Alien Watch', huh?" BK asked facetiously, knowing full-well how phony she sounded while Ben simply rolled his eyes and shook his head 'No' to her question.

"Yeah, no. Not falling for it, Black lipstick. I'm well aware that you're chasing after those Special Nanites that control all of Reality. So if you think you can butter me up with the Good cop routine or rough me up enough to get me to betray my friends then you got another thing coming. Like a bad smut novel written by a woman who makes Vampires glitter like sissies, I'm not buying it." Ben answered, earning a very displeased frown from Black Knight. She crossed her arms and shook her head with a sigh of disappointment leaving her lips.

"A shame. I was really hoping we could meet in the middle on some level and come to an agreement, boy, but I guess it just came to this. I'm going to go full Draconian on you since you like to be mouthy. Oh, and in case you were wondering about those chains, those are special Carbin Zinth-Metal alloy that is nigh unbreakable save for an internal locking mechanism that only I have access to. You can't bash it against the walls nor can you do anything to even scratch it. Even if you were able to access your amazing powers, that thing would expand and restrain any form you take, binding you to my will. For the rest of your time here, you'll be at my mercy until you decide to play nice and tell me everything you know. So believe me when I say that I think we can get along, Ben. Otherwise, I'll just have to be very rough with you and I wouldn't like to resort to that. Everybody has their price and I'm sure you have yours." BK then stepped closer, cupping his chin tightly as she examined his face up-close when seeing that he didn't flinch after she finished issuing her threat. This made her narrow her eyes at him and while she was close, Ben whiffed her perfume and became suddenly aroused to the point he shivered. He knew this woman was a villain, and a vile merciless one at that, but she was still an attractive woman and with his libido as high as it was, she was making his pants tighten due to their proximity to each other. Ben hoped his erection wouldn't become too visible right now, because he was feeling it slowly push out from underneath his pants.

'Damn it all, if there's one weakness I have....it's an attractive woman getting too close to me!' Ben thought, shuddering even more to the point Black Knight perked an eyebrow in slight confusion from his reaction. She pulled back from him and tapped her chin in confusion as she wondered why he would suddenly shudder like that just now. Even without the Charm Effect being active like it usually was, Ben's libido often spoke for him when it came to seducing Villainesses and plowing anything female-shaped within proximity. "Hmm, just remember that I could give you anything you want, but if you want it the hard way. I could beat it out of you with all my Pawns here working you around the clock. All you have to do is say 'yes' and give me what I desire, Ben. Remember, one way or another, I'll have what I want in the end, even if it takes days or weeks of



you being kept in captivity here. We don't want you dying on us, so you'll be fed and given the occasional restroom breaks, but then it's back to your daily interrogation as an everyday routine until you decided to play nice."

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"Hard pass, lady. Seriously, if you're trying to make a sale, maybe making threats isn't the way to go." Ben uttered and noticed the scowl deepening as she pulled away and turned around on her heel. BK's ears faintly picked up the sound of another shudder coming from Ben after he whiffed her perfume again. She was ready to walk away and come back later, leaving Ben to her Pawns for the time being.

"Have it your way. Pawns, rough him for me, would you? Let's see if a teenager will spill his guts if it means his pretty face gets roughed up or his insides rearranged in the process. One last time, Ben. Either join me and spare yourself the physical trauma by getting tortured for information or simply give me what I desire and you have it easy. Your choice." BK said as she was about to walk away to the exit, but then she heard Ben calling out to her, making her pause in her footsteps.

"Oooh! Wait! I know something after all. Ha, yeah...I think I will share something with you. \*BK's head perks with interest." Yeah....you see, I just got here. To this universe, I mean. I don't anything at all about what's been going on aside from your little rat race to those Nanites and that you're competing with White Knight for them. So even if that bribery or beatdown tactic worked on me from either standpoint, I don't know a single darn thing that I can tell you. Whatever I do know is a waste of time and you would have been better off capturing Rex or White Knight himself for information. Not that I think they'd give you anything anyway. So tough luck, toots." Ben added, mocking Black Knight and earning a quick heel turn from her followed by a hard slap to his face!

\*Smack!\*

"Guh! Ow." Ben winced, feeling the had sting of red on his right cheek before hearing the woman sigh and walking away.

"Rough him up even harder for me. When he's barely on the fringe of consciousness or death, revitalize him so that you can do it some more until Mister personality decides to play ball." She added hotly before turning on her heel and exiting the room completely, leaving one black Pawn to deliver a hard right hook to Ben's face with another doing the same from a different angle. These punches were taking the wind out of Ben's lungs, making him feel excruciating pain with every blow of impact colliding with either his jaw or stomach.

The Soldiers just get continuing to pummel Ben hard enough to make him feel pain, but not enough to knock him out until he spoke with any valuable information coming out. Black Knight watched the scene from behind a reverse-glass mirror on the end of the room through an office. She was enjoying seeing someone with an attitude like Ben's getting the confidence beaten out of him, but she remained focused on her goal to get him to cooperate with her.

'Hmmm, Master Control Nanites or not, I do have something with the power and strength to rival Rex now. Just as soon as I found Salazar and get him to perfect a Master Control Collar to put around Ben, I'll have everything I want. It's only a question of time, and also....' BK thought when remembering how stricken Ben looked when first engaging him p-close, noticing that he was shivering as though he was being aroused by something. '....is it just me, or did that boy get....turned on by me getting up in his face? Hm, questions for another time. For now, I'll leave him be.'

Another punch followed and then another and another with Ben was getting roughed up from all

over while BK stood behind the double-sided mirror to watch with thinly-veiled impatience and mild sadistic amusement until she decided to leave. On her way out, she tapped a random Trooper's shoulder as he remained behind the terminal overseeing the room to monitor Ben's vitals in case there was trouble.

"Inform me when....or if he decides to change his mind, okay? As for the rest of you, we'll keep this carrier flying above the radar by surfing between the atmosphere of the planet and outer space. We don't want any of White's disposable tools coming to rescue him after all, especially not Caesar's little brother Rex. I'll be going for a coffee, so contact me if there are any changes." BK said to a few random grunts before looking behind her shoulder to see Ben keeping silent despite getting beaten from all over. 'I'll break you somehow and in some way, boy. Count on it. You have a weakness and I'll be sure to use it and make you turn against Rex and the others. We always have ways of controlling the uncontrollable, all it takes is a bit of work to get the job done.'

With that, BK walked away to tend to her duties while letting Ben get beaten up by her Pawns. The ship they were flying around in was a hovering carrier specifically designed for stealth and reconnaissance above the stratosphere. It was undetectable by all conventional means including radar and BK knew that not even Rex could find it nor make his way onto this ship without a means to locate them first. She would have a lot of time to break Ben Tennyson and make him her tool to use against Rex and help her control the world.

The only problem with that was the red glowing source of malevolent energy still imprisoned inside of the Ultimatrix, just begging to come out or at least influence the controller somehow with its Nanites.

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Nearly a week passed since his imprisonment, and during that time, Ben was feeling the creeping influence of whatever was inside the watch growing stronger every second. He could feel it swirling around inside of the Black Box core, somehow giving him a distinctly fuzzy yet painful feeling throughout his entire body each time. There were days where he was allowed to take a shower and then patched up just enough by the ship's medical staff just so they could rough him up again. Ben was bound by his wrists the entire time, feeling too drained from two very special sources to be able to fight back against the Black Pawns and make his escape. One of which was his growing lack of sexual pleasure, which had grown considerably large since he didn't have the Charm Effect to help him stabilize his craving for female flesh.

Another was nutrition since he was barely given any proper kind of meal outside of weapons-grade Mess Hall food and rations to help keep him alive for more interrogation. But the real distracting factor that was making Ben's imprisonment Hell was the fact that every day he felt stir-crazy from the lack of sexual bliss. Being that horndog maniac he was, he had never gone without it for so long and was considering this a relapse of the worst possible kind. There were days where even taking punches from the Black Pawns felt like nothing in the wake of this sexual starvation, often making him moan and whimper in pain when he didn't use to.

Black Knight was starting to get impatient with him and considered a truth-serum or a brain-washing practice to help control Ben other ways. Of course, there was still the fact that Salazar the scientist had yet to be found and Black Knight it would only be a matter of time before Rex and his group show up and tried freeing Ben from her grasp. She didn't have time for his stubbornness and decided to pay him a visit after another beating from her Black Pawn troopers one day, not knowing that there was something growing stronger inside of Ben's Ultimatrix, making him slowly corrode in reason and stability after being starved for sex for so long. Seeing any woman walk up to him would trigger his lustful instincts and desperation, possibly making Ben lose sight of his

humanity in the process.

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Walking up to the interrogation room again and wearing a tight-fitting, somewhat revealing workout attire colored in Black, Black Knight walked with a sway in her hips and a slight scowl on her face as she went to meet Ben for the first time in days.

'This better work, I had put on a sports bra and workout tights instead of a uniform, making me feel very stupid for even considering this longshot of an idea. But all week he hasn't made a peep when it came to my Pawns beating him around the clock. The only reaction that boy has made since his confinement was shuddering with a sigh when I got close to him. Methinks he has a weakness to the wiles of my feminine charm, but there's only one way to know for certain. This had better pay off.' BK thought to herself as she walked into the control room, greeting her Providence grunts with little care as she watched the group of Black Pawns finish with one of their interrogations for the day.

Ben was black and bruised all over his face and his chest, the latter of which had been stripped of his jacket and shirt to make tasing him with a cattleprod another one of BK's tactics to get him to talk. Of course, Ben didn't and his resolve truly astounded Black Knight. She would admire a solid person of integrity like that if she wasn't fixated on controlling him specifically.

"So....no changes then?" She asked, signaling for her Pawns to leave Ben's prison room.

"None at all, Ma'am. He hasn't said a word regarding White Knight's whereabouts or the location of any Master Control Nanites." One random grunt said, making BK sigh miserably before grabbing a Tech-pad and stylus pen and opening the door so she could walk on in. She made her way inside with ample tits shaking a little from behind her sports bra as she went in to greet him for the day. Being a soldier in both body and mind meant having little in terms of femininity and curvature, but Black Knight was still a very attractive woman ready to use her feminine charm to win Ben over if her theory is correct. But first, she had to test that theory before anything else.

"I hope you're not dead, Ben Tennyson. Because if you were, I wouldn't be able to extend my offer to you again. Are you ready to talk now that I'm here? You've said nothin' to the Pawns all week and I feel that is unfair. So far we've been hospitable to you by keeping you fed with our rations and Mess Hall food to at least keep you from fainting when taking hits. But it looks like you still won't talk, do I have to really use other more 'uncomfortable' means to get you to cooperate?" BK asked and came closer to him, blowing in his ear a bit and making him shudder again like last time.

Ben got a full whiff of her perfume and shuddered visibly before her eyes before going back into the stoic mode, or at least trying to. This reaction prompted a smile to appear on her face as she stood back, pretending to drop the stylus pen she had been holding with the tablet containing his vital diagnostics. She made sure it was behind her when it did and turned around, causing the boy's eyes to sharpen focus on her considerably. Black Knight smirked slyly for she knew where his gaze lingered as she prepared to bend over to pick it up.

"Oops, pardon me. Let me go pick that up real quick before we can continue our negotiation." BK said in a seemingly innocent voice before bending over at her hips, making her spandex-clad buttocks stick out and causing Ben even more discomfort since he was feeling the urges boil like scolding lava all over again.

"Mnnnggghh!" Ben whimpered loudly after seeing that ample yet fit ass of an attractive woman push out into skintight clothing, making him groan and causing BK to do a mental celebration within her head when she realized her theory was right after all. 'uughhhh!! Craaapp!! Crap,crap,crpa,craaapp!! It's not fair! That....booty! Uunnghh!! I..need it so badly I can't even stand it!'

Between getting a whiff of her perfume again and seeing her bend down to pick up the pen, Ben was feeling his lust kick in immediately which made him nearly feral for sex when being this close to a woman flaunting her goods in front of him. Black Knight was clad in tight-fitting workout clothing, after all, making him react instinctively by eying her partially exposed frame and feeling his libido return in full force. He hungered for her flesh to ravish and he didn't even care that it was the sadistic person who kept him locked up and beaten for interrogation either. Right now, Ben was a lust-hungry zombie due to his withdrawal and very suggestive given that he was nearly operating entirely on base urges.

Black Knight noticed this reaction immediately and let her one visible eye widen with delight as she smirked. Standing back up and deciding to test her theory further, she walked over to Ben and traced a finger along his chest, making him shudder all over again since her flesh was surprisingly soft. Hearing him sigh wistfully and moan with need put a smile on her face since it confirmed what she suspected all along.

'Bingo! Looks like this uncrackable Hero has a chink in his armor after all. Who'd thought that all it took to make him react a certain way and look weak would be just to expose him to a woman's touch? Oh, I am going to use this and have a lot of fun with it too. He's not nearly as stubborn as he was before, making this a prime opportunity to get what I want, but first, let's test the waters a bit just to make sure.' BK thought to herself in celebration and pulled back from Ben. She noticed that Ben, apart from that mildly deranged look on his face, seemed to be all-together yet desperate to have something beyond his reach.

'I....need...it so badly! Mmnghh!! Did she really have to come here wearing a sports outfit? Those curves, that sleek feminine muscle, all of it....ngh....is making wish I could break the chains and go ape on her body already.' Ben thought, making his desires even more noticeable to Black Knight.

Apart from her exposed slender arms and her bust sticking out a bit from within her black tank-top, Ben was admiring the sight of the woman's luscious and curvy legs shown to him by wearing those tight-fitting workout pants. His thoughts were jumbled with his libido was roaring with indignation after being without sex for quite some time. That starvation had left its mark on Ben, making him stir-crazy and opening up more of his mind to the influence of the Red Entity still being kept inside of the Ultimatrix.

"Gnnghhhh!! Too long....it's been too long....!" He growled to himself underneath his breath, prompting Black Knight to take a closer look at him with a smirk until he suddenly lunged at her with a frantic look on his face! This startled her quite a bit and forced her to take a step back with an eye open in surprise. She signaled her Pawns to remain on standby and not take any action with Ben even though he was acting up. "Uuggghhh!! It's been too long...ugnghh! I can feel it....inside of me, making me go crazy! I...I must have....it!"

'This is quite a development, to say the least. What could have gotten him to this point? I know it wasn't the beatings or the less-than-ideal living conditions. It's as if he suddenly became a doping fiend going through the stages of withdrawal after being without his precious substance for so long now. I'm guessing that the 'it' he's raving on about is the soft flesh of a beautiful woman pressing nakedly against this teenage womanizer's body. It all lines up with the reports I've read regarding his activity at the Providence base during his last visit to this world. He has been deprived of sex,

hasn't he?' She wondered as Ben continued lashing around from within his chains, growling like a common beast while his eyes focused on her body from afar.

When Black Knight decided to tempt the beat further by bending over on her kneecaps to highlight the cleavage of her breasts to Ben's face, he felt a surge in adrenaline and lashed out at her again with sexual urges has become even stronger. She stayed the course and kept her cleavage bouncing around close to his face, making sure that his green eyes were on her as she teased her body to him while making an erection appear from inside of his pants.

'Bing was name-o! He really doe have a crippling weakness for the female body that goes above everything else, even his principles of duty. Oh ho ho, I've got this in the bag, though I must admit it also feels rather reassuring to know that he finds me attractive in the first place. I'll reward him with my "Appreciation" later if things play out in the way I want with this gambit.' BK thought as she signaled the Pawns to leave the room and the grunts behind the mirror to dim the lighting of the window before shutting off the cameras so that they're given complete privacy.

When BK noticed that the room went dark and made sure that no one was watching her, she walked up to Ben, swaying her hips seductively as she made sure his eyes were fully on her figure. Now she was no longer regretting putting on this workout get-up to get her theory going, not since it was proven correct and giving her all these results, making Ben far less defensive than he originally was.

"Good, we now have some privacy just between the two of us, Ben Tennyson. Tell me...\*Cup his chin intimately\*...what would be the 'It' you've been needing so badly? Humor me and maybe I can help you. And maybe I can help make the pain go away myself by giving you...exactly what you need personally.~' Bk said seductively, enjoying the fact that her mere touch pacified him a little while he peeked down her chest with a salivating look on his face. Ben was feeling really glad she was in a tight-fitting sports tank-top right now. The extended opening gave him a nice show of her cleavage while he checked her out. Though her tits were nothing to write home about, despite being a modest set of C-cups, Ben was just glad to have 'it' so close to his reach. He had never been more hungry and primitive until today.

Black Knight hummed with a bit of annoyance when he didn't answer right away, but she was certain she still had Ben in the palm of her hand and decided to try getting some information out of him while he's compromised. She brought up the tablet and tapped a touch-screen button on it, projecting a display on-screen that soon turned into a few airborne holograms of several familiar women that Ben had been familiar with. They were several special women and girls that he had been very intimate with during the last time he was free and here in this world. He recognized all the girls immediately. First, there was Beverly, Five, Annie, and Briana and they were all stock photos of the girls being in battle with her forces while wearing those sexy femme fatale outfits he remembered them being in when he reunited with them. His erection didn't go down since he was reminded right away of the romp they shared back at the Dam.

"Tell me what you know about them, Ben. These are Counter-Providence Agents that I'm sure you're more than familiar with, right?" BK asked, keeping the projection going and seeing that Ben was no longer snarling for lust as he had been a moment ago. This upset BK greatly, giving her an expectation on what kind of answer he'll give.

"They're all...girls? Good-looking ones too....we-wearing those skin-tight outfits. I just know their names and that's.....all I can remember right now." Ben lied, feeling his urges stay foremost in his mind as they coincided with his rationality in not wanting to give BK any detailed answers. He hardly knew anything anyway since he had just arrived back in this universe. But Black Knight wasn't giving up just yet.

"Hmm, good. very...basic info you've given me. How about these then?" BK asked as she changed some of the holographic images to be that of Holiday herself fighting alongside Kenwyn against a bevy of wild EVOs out in the rainforest. Ben's eyes perked up instantly when remembering the intimacy he shared with Kenwyn during their romps as well as the fervent need to make love to Doctor Holiday and impregnate her all over again with his seed. He had truly loved them both, perhaps a little more than the others to some extent, but he was thinking fully with his cock right now when he saw them in those images.

His mannerisms became that of more whimpering and moaning for them, specifically more for their touch as he had been stark raving mad for sexual pleasure right now. This was making Black Knight smile slyly for she had known that seeing these images was riling Ben up for certain now.

"I..need it...nngghh...need them....!" Ben groans stiffly and it made BK pop her next question a moment later.

"When you say 'Need them', do you mean you have slept with them, Ben? Give me an honest answer now.~" She asked, receiving no answer in words, and saw that he was stirring about in his chains, breathing hotly with lust and blushing brightly for he had thought about fucking her all over again. 'Heh. He is a horny little twerp, isn't he?'

Black Knight put away the holograms and walked up to Ben, cupping his face into her naked hands again and smiling lustfully at him in a way she had never done before. From seeing those dark violet lips curve into a seductive smile to having her visible eye leer at him seductively, Ben was feeling the carnal hunger grow even stronger than before. It was evident to Black Knight, making her seal the deal on her plan of 'Attack'

'I guess I'm going to need to fully seduce him to win him over. It looks like he's starting to crack already, making this the prime opportunity to make him my tool and have him forget about the other women. Times like this I'm actually glad I was blessed with these looks, especially if it makes this little manwhore eager to serve me.' BK thought to herself and pulled down her sports tank top again, showing much more of her cleavage than before and making Ben wince with absolute lust for he had seen a bit of her bra underneath it. "Do you find me attractive, Ben? Be honest.~"

"Gnnghh....!" Ben whimpered and struggled to say something, but held himself back and stayed silent. He couldn't look away though, those boobs were just begging to spill out naked for him. Black Knight took his silence as an answer and started pulling it back up, concealing her cleavage for the time being until he gave her a proper answer.

"If you don't reply, then I won't continue. Simple as that." She added, smilingly evilly as Ben slowly nodded his head and uttered one word.

"Yes....!" He answered, having lost nearly all rhyme and reason since he was starving for sexual pleasure right now. Like a man dying of thirst in a desert, Ben was wanting to be drowned since it's been too long from having it. Black Knight grinned and fully pulled up her sports tank-top, revealing her violet-lace bra covering up her luscious pair of C-cup tits.

Those milky, ample orbs of soft pale flesh nearly spilled out in full were it not for the violet-lace brassiere she was wearing over them. Still, it was the most action Ben had in a while and it was making him salivate like a hungry dog right now. His pants pitched that erection very noticeably as though it lunged at BK's body like an alien creature trying to come out of his crotch. She had to take a step back when feeling it prod her thighs a bit.

"Well now, where did this energy come from? Just from seeing my tits? Hm?" She humored,

receiving no comprehensible answer from Ben as he had just growled hungrily while eying her bra-clad tits rather than speaking up. Black Knight had to admit she loved this kind of attention, knowing that it was putting one of the world's most exotic assets completely at her mercy as she gently jiggled them both from within her hands.

Ben just kept staring at them and drinking in the sight, the drool leaving his lips never went away as he continued to try and lunge at BK from within the high-end restraints keeping him immobile. Ben tossed around in his chains with impatience, making Black Knight smirk as she walked over to him with hips swaying seductively from side to side, furthering Ben's maddening lust for any kind of female form to ravish right now. He was glad she wore skin-tight clothing for the occasion and seeing her wide hips made him fantasize about breeding her the same way he did with Doctor Holiday back in his world. Black Knight got up close to him and lifted his chin into her right hand, making sure his eyes were on her face rather than her chest for a moment.

"You know....most men are too afraid to look at me in the same way you're doing, Ben. But you're not afraid now, are you? No..." Black Knight hissed and leaned in closer to his face after lowering his chin a bit, becoming a breath away from his mouth with her violet-colored lips were about to graze his own. "...you are different. Very different. Hmm, it has been a while for you, hasn't it, Ben?"

She traced her other hand down his bare naked chest, making him shudder blissfully for her fingers were soft yet firm all the same. BK got close enough to nearly caress his body with her own, increasing the intimacy between them while Ben struggled to keep himself in control of his actions. He wanted more than anything to break free of these chains, strip this woman naked and fuck her right here in this room by making that tall body of hers bounce against a wall. Alas, he controlled himself, for the most part. Right now Ben Ten was being led around like an animal chasing a carrot on a faraway stick. It wasn't easy since he inhaled her perfume some more from this proximity, making his hormonal lust rather volatile.

"It's been a while for me too, in fact. Far too long. Most men simply aren't good enough for me, but maybe....you with your power might just be the sole exception to that. Wouldn't that sound...fun, Ben?" Black Knight whispered seductively and leaned in closer, nearly pressing her dark lips against his as it looked like they were about to kiss only to have her suddenly pull away at the last second with a smile.

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"Mngnghh!! Dammit...!! Ugghh!" Ben whimpered loudly, feeling more of the negative influence coming from the Ultimatrix seep into his mind and body thanks to his frustration. Bein blue-balled was a fate worse than death for this Multiversal Paramour, that was a fact.

"Ah ah ah, I said 'Maybe', kiddo. You're going to have to prove yourself to me first. Your power and your loyalty, I mean. Do these things for me and well....I'll do all kinds of things for you.~" BK led on, not receiving a 'No' from the boy as she went on. "If you're interested, and I do think you are, some EVOs got loose in our petting zoo area after a failed Collaring earlier. Get them back into their cages for me, prove your might and willingness to comply with my demands and I'll make it worth your while. It goes without saying that I'll let you out of your restraints for the occasion, but only for the mission and only after I send you down there. You'll want to return to me voluntarily for your.....reward.~"

Black Knight felt this was a big gamble considering that he could break out of his captivity by transforming into some kind of powerful Alien and leave the ship altogether. She knew it was a gambit but her instincts were telling her that Ben was already ensnared by her charm and the

promise of 'Rewards' for him in the form of her body. She just knew that he had to play this close to the chest and hoped her hunch was right. To her delight, Ben responded with an answer she likes to hear.

"Nghh...fine, I'll do it....." He responded weakly, feeling torn and conflicted over his desires and the right thing to do in this situation. Ben has been presented an opportunity to escape once his restraints were free, but he needed the reward even more right now. And coming from an attractive, dark-natured woman that had stirred his libido up quite a bit with all her seductive bodily movements, he felt more inclined to pursue that avenue of choice-making. 'Uughh...! S-should I...escape...? Fight my way out....? I can't, I can't, I can't....be without it for another second! Even a simple trouser-friendly kiss would be enough to tide me over considering how long it's been already! I.....I need it too badly to wanna escape!'

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Once the ship they were in made its course back to Providence Base, Black Knight had Ben transported to the Petting Zoo with her Black Pawns and called the latter away once he had entered the place. He was still without his shirt and bruised all over with the restraints still on over his arms when she disengaged them remotely with a click of a button. Hearing the metal hiss and feeling his restraints disconnecting themselves from his arms, Ben rubbed his wrists sorely with a sigh of relief despite still being deranged with sexual hunger right now. He looked around at the area of greenery and artificial pastures, seeing random EVOs of many varieties running amok as if suddenly going on berserk. There were many from giant mutant bunnies to large alligator-like monstrosities as well as a number of other horrors that were almost alien in nature to Ben's eyes.

He didn't focus on that though, instead, he waited for some of them to notice him when he vocally reactivated the Ultimatrix for safe use since it had told him the 'Entity' was safely isolated inside of the Black Box Protocol. Of course, that didn't stop Ben from worrying somewhat about the glowing red high-tech-looking lines bleeding out of the Ultimatrix and appearing on his skin. Still, he activated the dial, chose one of his Heavy Hitters like Four Arms, and slammed his palm down upon it with the will to seek out his 'Reward' when the job was complete. Turning into a four-armed Bruiser of red, Ben roared ferally and started lunging into the fray, clobbering any and every EVO in sight with his fists!

Black Knight was above in the control tower overlooking the Petting Zoo, seeing everything Ben was doing with a vile smile of triumph on her face. She stood wearing her top again and watched Ben with utter amusement and fascination, seeing him easily handle EVOs with strength on par with, or above, Rex himself.

"Beautiful, simply beautiful, and to think I got him to do that for me by just flashing a bit of skin and making him a promise. One that I'll most certainly keep if he stays that way.~" Black Knight said to herself, signaling random Providence GRunts to record everything from Four Arms tossing around the giant EVO bunny to wrestling with one of the Alligator EVOs, to changing into Heat Blast and scaring off all the other ones with his fire powers.

All of it was seen and recorded by Black Knight, giving her a reason to feel frisky as well as honor her deal arrangement with Ben Kirby Tennyson. Before long, he had everything wrapped up and most of the EVOs tossed back into their designated cages one after the other. Once Ben was done and transformed back into his human self, Black Knight sent several of her Pawns out to restrain him again and bring him back under her custody. They came out in pairs with the restraints he shed mere moments ago, making Ben wonder what course of action he should take with all of this.



'Should I?.... Should I not? I....want that reward....! I...don't think I can take any of them either since they're fast and can knock me out before I have a chance to transform. Plus, I wouldn't even know where to escape to since there are no Plumbers here and I'm not sure I have the energy to last since I'm not exactly in picture-perfect health right now. I'll.....I'll just do what she wants, so she better give it to me! Give me something at the very least....! I need it like crazy!' Ben thought to himself as he raised his hands up, showing that he'll come quietly as the mysterious Black-Clad troopers gathered around him and put the restraints back over his wrists.

\*\*\*\*\*

Being guided back into the interrogation with his arms fully restrained, Ben was ushered into the private space and saw that it was still dark and with Black Knight waiting there herself with her top back on. She had a pleased smile on her face as he was guided in and left on his own just as soon as she signaled her Pawns to give them privacy. Ben was cautiously optimistic despite still feeling the derangement of being sexually starved as well as having his thought process become muddle by something emanating from the Ultimatrix. As soon as the doors closed, giving them absolute privacy, BK got up from the surface of the wall she had been leaning on and approached Ben, she had a very pleased look on her face as she cupped his chin with her finger, bringing him closer to her set of dark lips once again.

"Good, good, Ben. You've done great work apprehending all of those EVOs. And you even did it all without breaking a sweat too. Fu fu fu. Using those aliens you had, even if it was just two of them, was very impressive indeed. You...have earned your reward.~" BK said in a chilling seductive voice as she brought her head down a bit and wrapped her dark lips around Ben's, sparking a jolt of excitement throughout the boy's body as he felt warm soft lips colored in purple wrapping around his mouth.

\*Schlup!\*

"Mmmhmmhh.~" BK moaned softly, blushing ever so slightly due to this act of impersonal physical affection being new to her. She had never been for the lovey-dovey type of acts following sexual relief before, and she wasn't about to start now, but the thrill of leading the horse by its nose made this all the sweeter to her. Her lips gingerly suckled apart Ben's as she kept things at a low level, only tasting his lips and nibbling them apart while she held onto the back of his head.

Ben, on the other hand, was feeling delighted with energized excitement coursing through his system upon feeling his first real instance of physical sexual contact in days. He tasted Black Knight back and hungrily swallowed her mouth with his lips, making her whimper in surprise as they proceeded to develop the exchange already with Black Knight pushing him against a random wall.

With a gentle thump of physical contact, Ben was pinned against the wall with the woman keeping her lips languidly sucking apart his own while she ran her hands down the back of his neck to his shoulder blades. Ben was still half-naked and felt the chilling touch of her fingers as they sensually ran themselves down his slightly battered body, making his libido soar even higher the longer this went on.

"Hmph! \*Schlupp...schlupp...schluppp...schluuuppp!\* Mmhhhh..!" Black Knight pleasantly into his mouth, tasting his saliva as she deepened the kiss, making Ben feel incredibly grateful for the 'Reward' since he had been feeling like he was dying in a desert thirsty for water. Having this vile

woman languidly suckle his lips and inhale his breath with her tongue rolling eloquently over his made the need for sex stronger than before. Ben could hardly wait for this to evolve and wanted to do everything he needed to do to obtain. 'Hummhhh, he tastes good and he's a very exceptional kisser too. You'd think he'd be tired with no energy after all the roughing-up my Pawna did, but this boy seems as frisky as a fox when he gets his engine started. I wonder if simply cleaning out his tonsils with my tongue is enough.'

Black Knight smiled slyly to herself, enjoying the sensation of his lips as she ran her fingers through his chestnut hair, deepening the embrace and making Ben's tongue become swallowed into her mouth as she got into the moment as well. She closed her eyes and ran a hand down his chest, feeling Ben up and making it known to him that he was at her mercy right now while they were taking the slow approach.

'More! Mooorree!! I can't settle for this! I need more than this....or I'm going to go crazy!' Ben thought to himself, feeling his hunger for sexual pleasure grow volatile and reach its peak thanks to Black Knight squeezing his tongue between her dark lips. She hungrily suckled on it with a seductive smile as she kept intricately squeezing it with gusto. Ben kissed her back with just as much ferocity as they continued this act for several more minutes until she disengaged.

"Ah, my oh my, Ben, you're quite the excitable little creature, aren't you? Heheheheh." Black Knight said, pulling herself back and leaving his personal space while licking around her lips with a smile. She could tell by the displeased look on his face that he had wanted more and knew just how to rope him along now to get what she wanted. Enjoy it as she will, Black Knight's goal was still the Meta-Nanites and Ben was just the means to obtaining them. Still, she was a woman with needs, making Ben a very important double-layered tool to meet both ends of her desires.

"Mmmm, glad you enjoyed it, Ben, but....you don't want more, do you?~" She asked, teasing him and seeing the desperation on his face as he was left hanging. Ben clenched his teeth, hating that it ended too soon and feeling disappointed that all he got for his trouble was a simple make-out session when he wanted more. The derangement grew stronger, making him unstable yet highly suggestive for any kind of pleasure he could receive.

He nodded his head to answer Black Knight, making her smile gleefully as she cradled his chin within her hands.

"Good, well if you want more then you'll have to keep proving yourself to me then, won't you? I'm trying to bring order to the world and those Counter-Providence Agents are only bringing chaos to it. I'm trying to save the world, Ben." She began, putting on an act of nobility that Ben was too addled by sexual starvation and delirium to see through. He swallowed everything she said in the hopes he'd get more nookie from the leather-clad Commander of Providence. Seeing her smile as she eyed him with lustful eyes only made his resolve to obey her stronger even though he wasn't in the right state of mind. "Yes, Rex, Holiday, Agent Six, White....they are the enemy and I need you on our side, Ben. On my side. Won't you lend us your power? I could really count on you. Do that, and well.....you'll get a lot more from me as your 'Special Handler' with plenty of benefits.~"

'Gnnghhh!! Can't think....need sex so badly....feel so weird...mind's all muddled, but...I think...I can obey her and things will be okay, right? She'll give me what I need....and that's....all I want...!' Ben thought, feeling the delirium intensify as though he was drugged, but the promise for more sexual pleasure at the hands of this woman was too much to resist.

Thus, he nodded his head in compliance with her wishes.

"Good, and here...as a show of good faith....~" Black Knight trailed off, dropping down to her knees with her hand sliding with her. Ben remained patient yet felt his blood getting excited with

what to expect for this next gesture, seeing Black Knight graciously undo his jeans a bit to allow a certain appendage to spring out.

His eyes went wide and suddenly his mind was obsessed with obeying her if this turned out to be what he expected. He felt the 'tik' of his jeans becoming undone and heard his zipper getting pulled down by her fingers, seeing the woman's eyes marvel at the wondrous sight of his cock bulging out of his boxers from underneath his jeans. Black Knight couldn't hide her delight when seeing that he was rather sizable for a teenager, noting that he was bigger than any adult man she had slept with in times long past. This brought a smile to her face and a quaking sensation of lust to her insides, leading to her pulling down his boxers.

!

Out sprung Ben's dick in its fully erect footlong glory, showing the woman the sight of his balls looked stuffed and several veins decorating the surface of his shaft as though he was pent-up from lack of stimulation. Ben was so used to indulging any of his many lovers back home that being without any amount of sexual pleasure somewhere else led to him getting pent-up like crazy. Black Knight felt this was perfect to exploit him with.

"Wow.....congratulations to you, Ben Tennyson. Fu fu fu. I think I'll enjoy our partnership much more now that I've seen this, but don't think for a second that I'll give you everything right off the bat. You're going to have to earn it from a woman like me. I don't come cheap.~" Black Knight, running her tongue around her dark lips and grabbing onto the thick hilt of Ben's dick with her fingers before pulling them onto the shroom of his length like so.

\*Schlop!\*

"Nnggggghhhh!! Oohhh.....!! Yeah! Finally.....!!" Ben whimpered loudly, closing his eyes and missing the smirk on BK's face as she began gingerly slurping the head of his dick with her head gently bobbing itself on it with grace and precision. It had been a while for her, seeing as how she was a career woman first and foremost, but Black Knight knew what to do to get Ben to follow her orders now. She squeezed her lips on his length and diligently moved her head with vigor.

\*Schlupp...schlupp..schlupp...schlupp.....schlupp..schlupp..schlupp...schlupp...schlupp!\*

"Mmhmhmmh! Mmnhmm..mhmm..mhmm..mhmm..mhmm!~" Black Knight moaned, keeping her dark hair bobbing back and forth along with her head. Her slick dark lips slurped intricately around the boy's cock, stimulating it completely as she struggled to keep them wrapped around it. Ben was big alright, almost too big for her, but he was manageable enough for the manipulative woman. She languidly ran her tongue all over the underside, squeezing the tip between her lips, and had only taken him halfway down her gullet.

Her lips gulched with moisture and her saliva lubricated the shaft she was so voraciously sucking on, making Ben feel absolute pleasure in the form of an oral vortex coming from her mouth.

"Gnnghh!! Aahhh...!! Oohhh..yeahhh!! Mmhhh!! More...! Please...!! Moooreee!! I've needed this!" Ben let out, missing the glow of his arm underneath the restraints, indicating something from his Ultimatrix was reacting to his increasingly deranged state of mind as those lines along his arm grew ever so slightly. Black Knight paid no attention to it either as she held onto his hips, keeping her face bucking and bobbing into his crotch with Ben's cock sinking ever slowly into the back of her throat as she took more of his length.

Eloquent slurping noises echoed off the walls as she continued sucking him off with gusto, keeping her pace going as she steadily took more of Ben's cock into her mouth. Listening to Ben's raving

and ranting for more made Black Knight feel a bit of sadistic pleasure in what she was about to do next, but it'd be beneficial to her, in the long run, to make the hungry rabbit yearn for more. Keeping her hands gripping his hips tightly, the woman continued rolling her head voraciously into his groin, sucking off and licking the under area of his shaft to the point Ben started growling with an ever-growing need to burst.

"Mmngghh!! Oohhhh...!! Aahhhh!! Please....! Bring me off already! I need it!" He yelled out, feeling the delirium become worse as his thoughts and sense of rationality grew more chaotic every moment. Each time Ben felt the rapturous pleasure of the woman sucking nearly half of his cock into her throat, the glow under his arm grew stronger and his mentality became increasingly focused on sexual pleasure alone. No thoughts about the others stayed in his mind, only relief and release right now.

"Mmhmp..mhmpm..hmpp.mhmpp..mhmpppp!!" BK hummed loudly as she hungrily took one last long suckle of his cock before popping her dark lips off of Ben's cock right when he was about to explode all over her face! She timed it perfectly and made sure to leave her work unfinished and Ben left with blue balls since he had not yet come at all like he wanted.

Upon feeling the absence of her lips and the slimy cavity of her warm throat around his cock, Ben looked down in horror to see that she was voluntarily leaving him high and dry with a sadistic smile on her face.

"W-wha....why did you stop!? Nnghh!! I needed it! Please....finish!" Ben pleaded, becoming increasingly deranged in the process while Black Knight simply stood up, wiping her lips and cheeks with her tongue.

"Sorry, Ben, but that was just a sample of sorts, to give you a nice preview into what is to come if you obey me and help me in my noble mission to collect those Meta-Nanites. Do good, follow my orders, and deliver results and you'll get more where that comes from. Much more, in fact, since the main prize of your endeavors will be me. And maybe a few other female Providence personnel that you might find appetizing between our little private sessions together. All you have to do is.....what I tell you to do, Ben. I still need you, and I need you very much.~" Black Knight said, cupping his chin in her hands and seeing part of Ben break due to being denied relief as the starvation for sexual pleasure reasoned with her blue-balling his cock.

'Gnnghh! I can't..think! Need...it..badly! Uunhhh!! M-my...mind feels.....like mush right now, I can't...even organize my thoughts...so hungry for it....! I need it so much! Guh! Fine! I'll do whatever she wants! Whatever she needs....!' Ben thought to himself, looking Black Knight in the face as she lowered his head and nodded his answer to her, making a triumphant smile appear on her lips as she cradled his head into his arms.

"Good. I promise you, Ben. Great things will come of this, for you and me. Hehehehe.~" Black Knight said, deliberately pushing her breasts into his face to further stimulate his lust for her, not knowing that his eyes were going from green to red and beginning to glow thanks to his frustration.

**End of Chapter**

**To Be continued...right away in Chapter Forty-Three**

**Thanks for reading.**

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