**Gwen 10**

“Take off your pants.”

A cartoon of a person

Description automatically generated with medium confidence

<https://i.imgur.com/7B2CzYM.png>

I blinked, staring at the redhead. “What? *Why?”*

“Because we’re gonna *fuck*,” she informed me, with stressed casualness, unbuttoning her own, “and I don’t want either of us getting back there with stains. Now, *off!”*

I… believe this needs some context.

Personally, I still feel like *I’m* missing some, but here’s what I’ve got.

One moment, I’m home, depressed, having just broken up with my girlfriend of two years, sleeping in my parents’ uninsulated basement on a leaky air mattress, in January, in New England, because my mother has given my room to her fat asshole friend while I was at college, and I was reconsidering my decision *not* to take two doses of lead, applied directly to the cranium, just to be *done* with things, since I apparently *couldn’t do anything right,* my friends having dropped me the second they graduated college, my parents clear on how they *tried* to warn me about my ex, even though they did *not*, and how this was all *my* fault, and the next moment I’m riding in a car, feeling better, physically, then I *ever* have, and starting to deal with *that* whiplash when I’m suddenly deluged with *eighteen years of memories.*

Be Me, Lee Elric, twenty-three year old, in the winter of 2013.

Be Me, Benjamin Kirby Tennyson, eighteen year old, in the summer of *2006*.

It was… *an experience.*

Thankfully I had a few minutes to process, feeling *something* bouncing around my skull, like a psychological wrestler rebounding off of mental guardrails, keeping the me that was me ***me****,* and the me that was, as far as I could tell, *Ben Freaking 10* secondary, but even then… 2/10, would not recommend. Also, while, given that I was now *Ben Ten*, and I was going to go on a summer trip with my *Grandpa Max* and my ‘*Cousin’ Gwen*, things were different.

***Wrong****.*

No, not necessarily *wrong,* and, trust me, I was *very* glad not to have to go through puberty from scratch *again*, but I remembered the show, at least the first one, when I watched it on and off with my little brother, before my mother decided that the easiest way to make the boy ‘love’ her was to demonize the *fuck* out of me like she was *already* demonizing our father, the man, ironically, unwilling to gainsay the woman he swore to honor, despite her stomping *all over* that vow. That said, while my memories of the show were fuzzy, I *did* remember it, somewhat, and the journey I was about to undergo *didn’t* happen between high school and college, but in the break between elementary and *middle school*.

“Are you ready for your trip?” My, *Ben’s* mother asked, glancing back at me from the front passenger seat, and I nodded, a little distracted. “Is everything okay?”

Glancing up, I saw the woman who raised… *Ben,* better than my own had, and, despite myself, I smiled. “Yeah, Mom. Just… thinkin’ ‘bout stuff, you know?”

My father, driving, laughed, “Well I *hope* you would be. Ready for your trip, son?”

“I am,” I agreed easily.

“And, remember, you need to keep your cousin out of trouble!” the man added teasingly.

Sighing, I stated, “She’s not *actually* my cousin, Dad.”

“She’s as good as,” my father countered. “Just keep an eye out for her.”

“I will,” I promised, which brought me to the *other* large change, and one I didn’t really understand.

While Grandpa Max was my grandfather, Gwendolyn Tennyson was *not* my blood relation, her grandfather the *adopted* brother of Max. However, rather than trying to explain to everyone what a ‘step-second-cousin’ was for the *fiftieth* time growing up, we’d just started saying we were related.

And we were… friends?

Kind of?

It was *complicated*.

Ben was a good kid but… kind of a dick sometimes, and by sometimes I mean *usually*. That said, while he and Gwen gave each other enough shit to fertilize all of *Iowa*, there was never any true *rancor* there, and, when someone went after *either* of us, *as they were oft to do*, Ben and Gwen would come to each other’s aid. It’d ended up costing us *both* friends, leaving us both *kind* of popular, but both oddly *alone*.

It was actually a state of being that *I* knew all too well, as that had been *my* high-school experience, where I was so depressed and gaslit that I didn’t realize that having everyone in your several-hundred person class know you by name *wasn’t* *normal*, while for them it was more of an ‘enemy action’ kind of thing. Both of them were talented, and charismatic enough to be popular, but they’d pissed off enough of their classmates, who were *actual* assholes and cunts, enough to make everyone *else* give the pair a wide berth to avoid the bullies and bitches attention.

Getting home from my high-school graduation, I grabbed my pre-packed bag, taking a few minutes to take a quick shower, drying myself off and just *looking* at myself in the mirror. I wasn’t exactly *unhappy* with the change, though I never remembered Ben being this *buff.*



<https://i.imgur.com/DYXVnYI.png>

“Can’t really complain,” I smiled, shaking my head. On one level, I know I should probably be freaking out, as, if this went by standard isekei rules, I’d *never see my family again*, that old life now *lost* to me, but…

Okay?

I was *already* considering ending things, and, having it seem to have happened without me knowing, complete with receiving a new life, *and* a second chance at happiness to boot? I was finding it hard to complain, especially as I, I *knew* Ben’s life, *intimately,* as if I’d lived it myself, and having a family that cared about me, that I was worth giving a damn about?

It was… nice.

*Really* nice.

Again, I felt something seem to… *bounce* inside my head, the melancholy, the deep sense of regret and *loss*, enough that I started to sniffle a little, abating, and I pushed the feeling aside, as Ben was not the most… *emotionally expressive* of people, and explaining that change if someone came across me in such a state would be *difficult.*

“Okay, lets have a summer vacation, where *nothing odd will happen,*” I told my reflection, and paused, as, for a moment, my eyes seemed to **glow**, but as I blinked, no, *no they weren’t*. My old eyes were hazel flecked with dull green, whereas now they were *vibrantly* verdant, and… and I was being paranoid.

My mother called me from downstairs, and I sighed, shaking my head, dressing and grabbing my bag, and heading for the door. Saying goodbye to my parents, which was *oddly* difficult, even though they weren’t really *my* parents, Grandpa Max took my bag and stowed it as I climbed into his RV, jokingly known as ‘The Rust Bucket’. Inside, my ‘Cousin’ was already seated at the little side table it held, and looked up from her laptop.

“‘Sup, Dweeb,” she greeted me with a teasing smirk.

Sliding into the seat opposite of her, I felt something oddly *press* on me, wanting me to react *one* way, the way that Ben *normally* would, but, but I *wasn’t* Ben, I was *me*, so I idly replied, “Hey, Gwen,” trying to focus on that feeling and understand it, without *obeying* it.

That got me a frown, the ginger-haired girl asking, “You okay there, Dufus?”

“Yeah, yeah,” I deferred, wincing, distracted by *whatever* that feeling was, and shoving it to the back of my mind, as Max clambered inside the vehicle, nodded to both of us with a smile, and plopped down into the driver’s seat, getting us started on our journey. “Just…” I mentally scrambled for an excuse, one that’d help explain ‘Ben’s’ ‘changes’.

“Just, we’re *adults* now,” I laughed. “And that means we’re *never* going to deal with *Becky* again.”

Gwen snorted, “You could’ve ‘dealt’ with Becky just by giving her what she wanted. *I’m* the one she had a beef with.”

“What she wanted was *my* ‘beef’,” I shot back, the response a bit more natural, feeling the odd *press* fade, but, now that I was getting a hold on it, it was easier to ignore. “And I wouldn’t fuck her with a *stolen* dick. Hell, for all I know her idiocy was a *venereal* disease, given the *other* guys she slept with.”

That got a surprised laugh from the young woman sitting opposite of me, who remarked, “She was in, like, *half* of our classes, and while *you* barely studied, she was keeping up with *me*, if you can count trialing behind as keeping up.”

“Well, she hated *you*, so *obviously* she was a few cards short of a deck,” I shrugged, causing the girl to blink in surprise.

“Well, what about Kelsey? Or Sam? Or Chistina?” she pressed, weirdly focused on the subject, at least according to Ben’s memories.

From those memories, however, that line of questioning became easier to get an answer for, as it was the answer that Ben had *always* given. “I was focused on my studies, and, well it just didn’t seem right. Plus, we *both* got your mom’s ‘Kids shouldn’t be having kids’ speeches, even if for me it was just splash damage.”

*“Ugh!”* Gwen groaned, rolling her eyes. “*Tell* me about it! If I wasn’t going with my ‘Cousin’, she *never* would have let me leave the house.” With a barking laugh, the redhead added, “Shows what *she* knows.”

“You already have a guy?” I asked, as this would be news to Ben, but, well, *enough* about this world was different, that might be as well. Had she *already* met Kevin E. Levin?

The young woman smirked my way, “Not *yet.*”

“Well, *be careful*,” I replied, not wanting her to get hurt. “Meeting new people is fine, *great* even, but rushing into things with someone you *don’t* know is more likely to get you hurt than anything else.”

Gwen’s teasing expression softened a bit. “Looking out for me? How sweet, *Dufus*.”

I just shrugged, “Hey, we’re not kids anymore. Besides, when have I *not* had your back, *Geek*.” She opened her mouth, and I cut her off, “Pranks don’t count, and you know you got *me* just as good as I got *you*. I mean about the shit that *matters*.”

“You really *are* trying to commit to this whole ‘adulting’ thing, aren’t you?” she questioned, amused.

“‘When I was a child, I talked like a child, I thought like a child, I reasoned like a child’,” I quoted. “‘When I became a man, I put the ways of childhood behind me.’”

And then I pulled out my gameboy, powering it on.

Gwen glanced at the handheld console. “What was that about ‘childish things’?” she teased.

“Oh, I meant being as much of a dick. Video-games are *eternal*. After all, if it’s rated thirteen *plus*, that means it’s for *adults too*,” I shot back with a smirk, getting her to roll her eyes, and go back to whatever she was doing on her laptop. I planned on using my device to kill some time before we got to our campsite, as well as try and get a handle on both myself and on that odd feeling that had now vanished, and distractions or odd facial expression explained away by the ‘game’.

Well, with any luck, this was all a strange coincidence and *nothing weird was going to happen.*

**<G10>**

*Well,* I thought, *this is weird, but not how I expected.*



<https://preview.redd.it/if-you-had-to-eat-any-of-these-10-meals-permanently-for-v0-vxch0dt3r6ra1.jpg?width=640&crop=smart&auto=webp&v=enabled&s=28b41950e21582b0d5bcfd4b5afcd6f5a3154041>

“Chow time!” Grandpa Max announced, dropping a bowl of worms, pale and wriggling between Gwen and I on the table of the campground we were going to be staying at tonight.

Staring at them, I looked up at the older man, and said, “I think something might’ve gotten into the food. And spawned. Repeatedly.”

*“Very funny,”* the retiree smiled. “It’s marinated *mealworms*. Hard to find them fresh in the States.”

“Gee, I *wonder why,*” Gwen replied sarcastically, staring at the overfull bowl with horror, and, yep, one fell out and was inching its way to freedom.

“You know, they’re considered a *delicacy* in some countries,” our chaperone chided.

“Yeah, well, not in *this* one,” my ‘cousin’ replied, and I nodded in agreement.

From Max’s look, he *knew* we were both *very* much squicked out, and suggested in a way that was *absolutely* yanking our chains, “If these don’t sound good, I’ve got some smoked sheep’s tongue in the fridge.”

“So, eat something that’s wriggling all the way down, or taste food that tastes me back,” I stated with trepidation. “Couldn’t we just have, you know, *burgers* or something?”

“*Nonsense!* this summer’s gonna be an adventure for your taste buds!” the crazy old man declared grandly. “I’ll grab the tongue!”

Sliding around the table to sit next to her, I whispered to Gwen, “I’ve got a half-eaten bag of corn chips, two protein bars, a can of soda, and most of a candy bar in my bag. What do you got?”

Sending me a worried look, she replied, “Some rice cakes, hard candies, and a couple tea bags. I don’t think that’s going to last all summer.”

“Yeah, I’m dipping into my savings for some emergency rations,” I told her, viewing the writhing, squirming pile with distaste.

“You have savings?” she questioned.

“You *don’t?”* I shot back, surprised.

With a roll of her eyes, she corrected, “Of *course* I do, Dweeb. I just can’t *access* it without my card, which mom made me leave at home, because I ‘wouldn’t need it.’”

“*Damn,*” I swore. “Okay, so, old Ben? I’d say some variant of ‘sucks to be you’.”

“And, *new* Ben?” she inquired hopefully.

“You can pay me back later,” I told her. “No way I’d leave you to ‘get some *grub’* alone.”

She smiled, “Have I mentioned how *adult* and *mature* you are now? Even *despite* playing video games the entire way here?”

“Like you *aren’t* going to be asking to borrow it after a couple weeks of driving eight hours a day,” I shot back.

“Puh-leese,” she sniffed, before glancing down at the *still* writhing bowl of larva. “It’s just getting worse the longer I look at it.”

Grimacing, I told her, “I’m gonna ask for utensils and turn this into mealworm *mash*, then pretend it’s just the world’s *worst* potatoes. As for the tongue… just think of it as meat, and try not to be aware of your own tongue in your mouth.”

The ginger stared at the grubs, then frowned, then *glared* at me. “Oh god, I wasn’t until you *said* that! Now I can’t *stop!*”

“Yeah, but I was *already* aware of mine because of what he’d said, and if *I* have to suffer, *so do you*,” I grinned, the girl elbowing me in the ribs, but, *worth it.*

We managed to get through our culinary crucible, and, to be honest, the tongue wasn’t *that* bad, though, *yes,* Grandpa Max *did* lay it out in way that made it *extraordinarily* clear what it was. I could also tell he was *without a doubt* doing this to mess with us, as re-ordering and cutting up the slices of meat on my plate so they *didn’t* get progressively smaller *helped,* even as the retiree looked put out by my doing so.

And the mealworms… cutting them up helped, while the old man just slurped down the still wriggling grubs *raw* which… *no*, just no.

Afterwards, I snuck out the corn-chips and Gwen and I shared a protein bar, the taste of It not the *best,* but still far and away preferable to the *grubs*, the dense calorie brick scraping our tongues clean, and we washed it down with the soda.

“And you’ll never guess what’s for dessert!” the culinary madman smiled once we were done, as we both looked over at him in horror, the retiree bringing out what he’d hidden behind his back. “Marshmallows!”

“*Oh thank god!*” Gwen sighed, glancing over, and seeing the empty fire pit. “Hey, Grandpa Max? How ‘bout Ben and I go grab some firewood to roast those over?”

“That’s a *great* idea, Gwendolyn! A bit of a walk can really help digestion!” he nodded, trying not to laugh at our reactions.

Grabbing my arm, the girl practically *dragged* me into the forest, out of sight of the camper, until she finally turned around, and demanded I undress.

There we go.

Context.

Kind of.

As much as *I* have at least.

“Okay, um,” I told the woman who apparently liked me, liked *Ben* a lot more than then I thought, “I’m not saying *no*, I just… didn’t expect this. At all.”

Gwen, who was staring at me with focused determination, faltered a little. “Really? I, oh, do, you do *like* me, like, *like me* like me, right?”

“Hadn’t really thought that much about it,” I replied, which, from her hurt look, *wasn’t the right thing to say*. “But, okay, *two things*. Um, this is gonna sound like a cop out, but, well, you ever have one of those dreams where you felt like you lived an entirely different life, like, *completely* different, and woke up feeling kind of weird since you *know* you’re, I don’t know, a starfighter pilot named *Louis* *Starstrider* with an alien wife and two kids or something, but then, in, like, the next few minutes, it all slips away?”

The redhead looked at me, confused. “No? That’s… that’s a thing?”

I blinked having kind of *banked* on that explanation. “Oh, maybe that’s just me then. *Shit*. Right. So, had one of those, only it *didn’t go away* and I’ve *kind* of been low-key freaking out over it, and I was good until, well, *this*.”

However, instead of calling me liar, or freaking out herself, Gwen just looked thoughtful. “Is that, is *that* why you’ve been less of a jerk?”

“Probably?” I shrugged, unsure. “After everything that happened, or, maybe it didn’t, but, well, it really put a perspective on things, you know?”

“So, you had a kid or something?” she questioned, struggling with my *terrible* explanation, but at least willing to go along with it.

I blinked, “Oh, no, I’d just finished college, was *massively* depressed, and I was about ready to suck-start a shotgun.”

Gwen stared at me, horrified. *“What!?”*

“My family, *wasn’t,* my friends, *weren’t*, my girlfriend of several years, recently *ex*, well, I’d *rather* not go into details,” I shrugged, the memories pulling at me, but, again, that feeling of hitting a mental guard rail brough me back on task, as I glanced at the girl who was looking at me with more honest concern and worry, not faked, not overacted, just genuine emotion, than I could remember *anyone* doing. “And I *certainly* didn’t have anyone like you.”

Pushing away my past, even though my time as Lee felt *far* more real then my time as Ben, I thought *fuck it,* and while Ben would’ve probably been a bit weirded out by this entire thing, his feelings leaking into mine, *I* was the prime here, though I didn’t know why, and, well, from everything my memories told me, Gwen, while a bit sarcastic at times, was beautiful inside and out.

“Like *me?*” she repeated, still confused, but a bit hopeful, as I took a single step to close the distance between us, deciding, *fuck it,* someone *way* out of my fucking league wanted to do this?

Let’s *lean into this spin*.

“Like you,” I reiterated, one hand lifting to cup her cheek, “by far the *best* part of this life.”

Not *really* sure what I was doing, I leaned forward, pressing her lips to mine, giving her a moment to either go for it, or pull aw-*oh, she’s going for it.*

After a moment of surprise, Gwen returned the kiss, *fervently,* pressing herself into me, as, clumsily, her tongue pushes against my lips, and I meet hers with my own, my hands coming to hold her tightly to me, as she clutches to my shirt, and, my focus narrows, until, as far as I care, the world consists of the two of us, and little else.

One hand lowers, taking firm grip of her ass, lifting her up, and she groans in appreciation, her legs reaching up to cross behind my back as I support her weight fully, the girl pressing herself even more tightly to me, as I harden in response. Pulling back for a moment, I look at her, Gwen’s eyes half-lidded with enjoyment and *need*, and I ask, “Pants?”

*“Pants!”* she quickly agrees, though she had to fight with herself to pull away, laughing a little as she does so, and I set her on the ground. It’s the work of moments for each of us to strip, though, I pause, looking at Gwen.



<https://imgur.com/a/bERGOeL>

“Hot *damn*, your gorgeous,” I can’t help but remark, staring.

“Really?” she asks, mostly teasingly, but with a hint of doubt.

In response, I gesture downwards, at my hardness, and her eyes widen a tad. “Oh, that’s… big.”

“We’ll take it slow,” I promise, striding back up to the gorgeous woman in front of me, once more pulling her tight, as I lean down to recapture her lips, the feeling even *better* now, as she molds herself against me, moaning into my mouth.

“I, okay,” she nods, trying to think, but having a hard time of it, blinking, before directing me, “Uh, Ben, you lie on the ground. That’s, that’s supposed to help.”

*Help?* I think, but shrug, doing so anyways, the forest floor cool, but not *that* bad, Gwen, swinging a leg over me to sit in my thighs, gentle hands reaching down to hold my dick against her stomach, even as I can feel her dripping down on me, soaked in anticipation. “I, I can do this.”

“People have since the dawn of time,” I quip, and she sends half a glare at me, but smiles, letting out a deep breath. At that, though, I catch a flash of emerald green, right over her sex, and ask, “Wait, is that a *womb tattoo?”*

*“Dweeb,”* she lobs my way. “And, I’ll tell you, later.”

“*Dork,”* I grin, accepting the answer.

She moves up, standing on one leg, kneeing on the other as she lines me up, and, gritting her teeth, *drops.*

I feel myself hit something, then I’m *through*, the feeling of Gwen almost beyond words, as the sensation of her around me, wet, hot, and *needy*, is *amazing,* and I reflexively thrust, wanting *more-*

*“Ow! Waitwaitwait!”* Gwen, who falls forward, onto my chest, begs, and, despite how much I want to *keep going*, I hold myself back, if only by holding onto *her*, as she shakes, her fingers digging into my chest.

I’m worried that I’ve done something wrong, until I realize that, right, it’s her *first time,* and that helps me hold back even more, as her sex spasms around me, as if trying to get me to keep going, but I resist, holding her to me with one hand, gently stroking her hair with the other for several long moments, just enjoying the feeling as we are.

After several *long* moments, she looks up at me, letting out a panting breath. “Okay, Ben. Keep going. Sorr-”

I silence her with a kiss, that, as I gently thrust up into her, my hands holding her down tight, she moans into. “Don’t worry, *you’re perfect,”* I tell her, with another thrust. “You good, or-”

“God, *yes,* we’re good!” she nods, eyes shutting tight as I keep a steady pace. “No, we’re not,” she commands, and I hesitate, until she commands, *“Harder!”*

Smiling, I up my temp, thrusting into her more and more, half-sitting up as her arms go around me, and, taking the opportunity, and at her constant calls for *“More!”* I post a hand and leg and flip us over, taking care to lower her to the ground, though, as her legs once more wrap around me, that’s a bit harder, so instead I just start thrusting, half bouncing her against the forest floor, my lover able to take it, and, finally, lose myself in the feelings of *her*.

Her feel, her scent, the sound of her moans, I love *every* part of her, arching down to kiss her as I keep going, which she returns with abandon, as we keep going, the pleasure building, especially as she tightens almost painfully, first her sex, as an almost drunken shriek escapes her throat, and then the rest of her as she holds me as tight as she can, and I continue, relentless, not slowing unless she begs me to, but all she says, over and over, is, *“Yes!”*

One orgasm turns to two, then three, four, each one for her coming faster, as I press forward, the feeling of my own release rising within me, until finally it’s almost there, and I warn her, “Gwen, gonna cum! Let go!”

*“No! Inside! Do it inside, Ben!”* she begs, my words sending her into another bout of blissful tightness, her sex pulling at me, as if to remove all doubt of what she wants, and so, with my own legs giving out under me, I press as deeply into her as I can, and *let go,* painting her insides white, damn the consequences, a deep feeling that she is ***mine*** filling me, as I fill her, both of us shuddering, and shaking, until we’re both done.

Feeling her legs go slack, I recover enough to gently remove them from around me, and turn back over, so I’m not pressing down onto her, as she rests on top of me, my hardness still inside her, as we both breath as if we’ve run a marathon, feeling more relaxed than I’ve *ever* been.

“So,” I comment, unable to stop smiling. “That’s sex. I see what all the commotions about.”

Gwen quivers atop me, in laughter this time, as she looks up at me. *“What?”*

“Yep. Ten out of ten. Would make love to you again. How’s… now sound?” I ask, with a grin.

“Wait, aren’t guy’s supposed to not be able to, you know…” she asks, confused, but hopeful.

I shrug. “I only have, er, *manual* experience, but sometimes I’m done, sometimes it takes another ten, fifteen minutes before I’d, shall we say, ‘drop out of ready’. But, actually, first, the tattoo?”

Gwen groaned, dropping her face onto my chest. “Oh, *god.* It’s temporary. I found a henna that turns that color, and applied it.” Looking up at me, she smiled. “I like the color. Reminds me of something *else* I like.”

“Emeralds?” I ask, confused.

“No, your *eyes*, dufus,” she smiles.

I blink, “Planning this for a while?”

“*Years,”* she replies, leaning forward to kiss me, and I return it, the motion no longer needy, just… *content.*

As she pulls back, a red light in the sky catches my attention, and it seems vaguely familiar. “Hey, a shooting star,” I commented. “I’d make a wish but I’ve already got what I-”

Then, *suddenly,* the shooting star turned ninety-degrees, now heading *directly for us,* the *roaring* of the incoming meteor growing quickly louder.

*“FUCK!”* I yelled, grabbing hold of Gwen and *rolling*, the woman shrieking in surprise, then *terror* as the meteor *plowed* through the ground where we’d laid, the shockwave picking us up and *throwing* us even further, as I hugged her tight, grunting as I hit a tree, landing painfully.

“Ben?” Gwen asked, shakily, and I slowly let go of her, as she, shuddering, pulled herself off me, and *out* of her. “What was that?”

Unable to help myself, I joked, “Oh, did the earth move for you too?”

Kneeling over me, the redhead shot an annoyed look my way and lightly punched my chest, trying to stand herself, only to have her legs give out, falling back towards me, as I caught her easily. “I think I came *again*,” she noted, slightly disbelievingly, looking down at herself.

Sitting up on my own, I gritted my teeth a little as a spike of *pain* flared in my side, and running my hands over my ribs, I found and pulled a stick that was *in* me out, the wood red with my blood.

*“Ben!”* Gwen gasped, looking at the injury, which bled a bit, but, not *that* much.

“Better me than you,” I told her easily, putting pressure on the wound, as the impact site *continued* to smoke, a glow coming from where *whatever* it was had finished digging a trench in the ground. Gwen, focusing, helped me stand, frowning at me, obviously not agreeing, but not saying anything either. Looking at the path of destruction, it was *impressive,* and… “Oh, fuck, our *clothes*.”

“Our… *oh no!”* Gwen moaned, and not in the fun way. “How are we gonna explain to Grandpa Max coming back *naked!”*

Limping a little, my hip ached from where I’d hit a tree, my ribs on the same side also tender, but, feeling it, I didn’t get the sharp pain of a broken rib, even as I paused to wonder *how I knew what that felt like,* but that didn’t matter right now. I walked closer to the wreck, seeing the dirt that’d been thrown around, bits of blue and green visible. “*Some* of our clothes survived, so we won’t be *naked*, but… I’ll come up with an excuse. In a sec. This’ll take a bit. Kind of got a bit of whiplash.” At Gwen’s gasp, I added, “*No*, mental whiplash. I’m… I’ve been worse.”

Glancing towards the impact sight, which had stopped smoking, I felt something odd *nudge* me towards it, but I shoved the intrusive thought away, as I looked back to Gwen, who was unsteadily making her way over to me, though she, *too*, looked in the direction of the end of the trench that’d been dug.

“What *did* this?” she questioned, clearly interested, glancing back to me, and asking, “A meteor?”

“Unless meteors can make hairpin turns, *no,*” I replied, and, at her unspoken urging, moved up beside her, as we both approached the crash-site, limping past trees that had been uprooted with ease, showing that if I hadn’t pulled us away, we would’ve been *dead.*

Whatever was inside the crater glowing like it was white-hot, however, as soon as we got close to the edge, my hand on Gwen’s shoulder to stabilize her, there was an odd *sucking* sound, and it cooled in seconds, smoke rising off an odd metal ball, and I realized what this was.

*The Omnitrix.*

The thing that made Ben Tennyson, *Ben 10*.

*So… we are doing this,* I thought. *Just…* ***different.***

Fucking *why?*

“Ben?” Gwen asked, worried, and I realized she was staring at me, reading my expression.

“I’ve… got a feeling,” I said, staring at it. I could practically feel, I don’t know, *fate* pushing me forward, but I dug in my metaphorical, and maybe *metaphysical*, heels. “Remember that, uh, ‘dream’ life. This was in it. Kind of. There was a show. We were in it. And ten years old. And *actually* cousins. And, you know,” I smiled down at her, “*not* fucking each other’s brains out.”

“Hey, I’m not sure about you, but I’ve still got a *plenty* of brains!” Gwen shot back, falling back on her old behaviors, which seemed to settle her a little.

Shooting her a hungry look, I promised, “*I’m not done.”*

She shivered, though, from how it looked like I could probably use her nipples to cut the *probe* open, she wasn’t doing so in *fear.* “So, what *is* this?” she questioned instead, pointing down, and changing the subject.

“Alien tech. A ‘Watch’ that lets you turn into ten different aliens with different powers,” I explained. “An evil alien overlord, forget his name, starts with a V, is after it, but if he gets it he’s gonna take over the *world* or something. I… don’t actually remember that much, to be honest. Watched it, like, a decade ago, maybe less. Ben, *I* got it normally, but… but I think *you* should, Gwen.”

She blinked. “What? But, wait, *aliens?* You’re telling me aliens are *real?* *Really?*”

I gestured towards the sphere, the top a series of metal plates, like a curled up pillbug, the bottom with odd branching navy-blue pseudo-circuitry etched into it, “Does that *look* like a satellite?”

“But, didn’t you say there was someone coming *after* it?” she tried instead.

“And no matter who gets it, be it you, me, or Max, he’ll come after us,” I replied. “I… I *don’t* remember the specifics, but even though you didn’t have powers, you *still* didn’t hesitate to fight to try and help *that* Ben.” I squeezed her bare shoulder, and sent a smile her way. “You were fearless there, just like you are *now*, Ms. ‘Take off your pants’. I’ll fight too, but I’ll find another way. I want you to have the power to be *safe*, instead of needing me to try and save you. Even if you don’t need me to.”

The redhead stared at me for a long moment, and I worried I’d said something wrong, until she turned, reached up, grabbed my head, and brought me down for a *deep* kiss. She let go, and stared at me with an almost *unsettling* intensity as she declared, “I don’t know what happened to you, Ben, but you better know that me? I’m not letting you go. *Understood?*”

I took a moment to process that, before I wrapped my arms tightly around her. “*Understood.*” The moment was a little ruined, as I poked her in the stomach, having lifted back to full mast. She looked down at my dick, then back up to me skeptically. “What? I think you’re *amazingly* hot, Gwen. And we’re now together? *Oh no, don’t throw me in that briar patch!”* I mock whined, causing her to frown in confusion. “Look up Briar Rabbit when we’re done,” I instructed, a little embarrassed at the missed reference. “What I mean is that I’m *exactly where I want to be.* But we should *probably* get the superpowered watch first.”

Gwen nodded, leaned up to kiss me again, and made for the crater, pausing at the edge, which crumbled under her feet as she fell with an aborted shriek, but kept her balance.

Looking back up to me, I nodded to her, and the redhead took another step closer to the transporter, the top of which opened up, a deep green glow emanating from it, and I felt the *PUSH* inside my head intensify, as I looked around, and *thought* I saw some bushes move, telling her, “Go for it,” as I stared at the shrubbery, but nothing else happened.

That was, until I heard a sound, and a beep, as Gwen yelped, only to scream, *“BEN!?!”*

And, as I turned around, not *only* had the watch affixed itself to her wrist, but it was *expanding,* a black fluid gel shot through with glowing green circuitry flowing down her arm, which was something that I *didn’t* remember *at all.*

“Shit, Gwen, *I’m coming!”* I called, sliding down the crater to get to her, not sure *what* to do, grabbing at the gel, only for it to start to cover *me too.*

“What the *fuck!?*” I swore, as the expanding substance wrapped around my hand, which was now stuck to Gwen’s arm, as it worked its way higher and higher, tight without being restrictive, but the fact that putting my other hand on it did *nothing*, the substance continuing up my limb without stopping, *didn’t help.*

“Ben, *what’s happening!?”* my lover cried, panicking, but I *didn’t have any answers.*

“I don’t know, this *isn’t* what’s supposed to happen!” I replied, feeling myself hit those mental guardrails on my mind, again and again, as I rallied, “But, but it looks related. Maybe, maybe it’s okay?”

*“Maybe!?”* she shot back, sending me a heated look, but one full of fear.

“Well, I’m stuck to you, so it can’t be *all* bad,” I offered helplessly.

The expression of *pure* disbelief on her face was amusing at least, and shocked her out of her panic. “*Not the time for romance, Ben!”* she yelled.

“Not trying to be romantic, just *positive*, but I still mean it,” I replied, reaching out for her with my open hand, and, as the substance worked up both our shoulders, starting to make its way up our *necks*, Gwen looked to me, *terrified,* but she nodded, taking my hand in her own, our fingers interlacing, as the substance poured up our faces, blocking out our sight, then *down our throats,* though we didn’t choke, just holding on to each other as it spread out further and further, until we were *completely* encapsulated, the only things we could feel was each other, and I wondered if I’d made a mistake, and we were *about to die.*

And then, in an instant, it was over.

The covering, the… the *Shroud*, seem to pull *into* me, and, in single moment, it was gone, only… *not.*

I was once more, standing, naked, in the crater, holding onto Gwen, the Omnitrix on her wrist, only, *looking* at her, she was… different.

Seam-like indentations ran over her body from the neck down, but, more noticeable, was the fact that her eyes *glowed,* and now bore the same hourglass symbol as the device she now wore.

“Gwen!”/”Ben!” we both gasped, “You’re!”

As one we stopped, and looked down, as I noted that I, *too* had the same seams that she did, giving me an… *artificial* appearance, like a high-end *almost* life-like android, only… I wasn’t.

*Was I?*

“Gwen, are my eyes…?” I trailed off, still holding her hand with my left, and not wanting to let her go, but, with my right, I tapped the top of the Omnitrix she now bore.

“They are! Are mine-” she started to ask in turn.

“They are,” I agreed, hesitantly letting go of her fully. “This… This is new. There’s an alien in that thing that can merge with and possess electronics, and it looked *kind* of like that, that *Shroud*, but…”

“Ben, are, are we robots?” she questioned, scared. “I just had sex for the first time! I *can’t* be a robot!”

Glancing down, I told her, “We can *still* do that, we’ve definitely got the parts, but… gimme a sec.”

It was an odd feeling, the Shroud beneath my skin, but it felt like it was at a kind of ‘Low Ready’.

Pulling on it, bringing it out, the skin of my hand blackened, green circuitry appearing, and Gwen gasped, which told me I was being an *ass*. “Sorry! I should explain what I’m trying to do!” I apologized.

“I, that thing, it’s still *in* us, but, but we can call it up. But then I should be able to do the *opposite,”* I narrated, *reversing* the feeling, as my hand once more looked oddly segmented, like a mannequin’s, before, and I *knew* that doing this would make me ‘weaker’, *somehow*, the seams vanished entirely, leaving my limb looking as it had before.

“Okay, got it,” I smiled to my lover. “Push, it, uh, ‘deeper’? Put it in sleep mode?” I more asked than said, but Gwen nodded, and, slowly, the ‘seams’ in her body closed up, and, only once they were *completely* gone, did she blink, and her eyes returned to normal, no longer glowing.

Looking at me, she asked, “Why aren’t *you* doing it?”

“Sorry,” I apologized, “I got distracted watching you.”

My lover blushed a little, and smacked me in the chest with a, *“Shut it,*” before she frowned, and poked me in the pec. “You’re… hard?” I opened my mouth and she sent a playful glare my way. *“You know what I mean!*”

“Well, I *said* I’d find a way to get stronger to help you fight, and apparently the Omnitrix listened,” I shrugged. “Didn’t know *that* was a thing it could do, but, well, *I’m* not complaining.”

Focusing, I pulled it back across my *entire* body, leaving myself feeling… *lesser,* but no longer like I was a walking masquerade violation.

“So, it makes us tougher?” Gwen asked. “Why can’t it make us *clothes?”*

At her request, the Shroud extended out of her skin, *without* fortifying her, and reformed itself into her previous outfit.

“In green?” she requested, her outfit shimmering, reforming itself in an instant with its new color palette. “A swimsuit?” And then she was wearing one. “Formal wear?” An instant later, she was wearing a *very* eye-catching sleeveless dress, the green offsetting her hair nicely.

Twirling about in it, she smiled, looking my way. “I *wanted* to wear something like *this* to Prom, but Mom wouldn’t let me.”

Focusing *myself*, I didn’t say my request aloud, but held the image of what I wanted in my mind’s eye, and, a few seconds later, I was wearing a green suit with an orange tie the same color as Gwen’s hair. “May I have this dance?”

With a laugh, and a muttered, *“Dork,”* she stepped up to me, and I spun her about, dipping her down, and claiming her lips in a deep kiss, easily picking her up as I climbed out of the crater, putting her down on the ground outside of it.

I shifted my clothing back to what I was wearing before, and, on a whim, threw out a tendril of black and green to the remains of my *actual* pants, the bit of possibly *nanotech* somehow *drinking* in the material, until it was entirely gone, and, with a thought, I was able to produce my wallet, flipping it open to see my driver’s license, the cash I had inside, though, for some reason, my debit card had a little symbol on it that I didn’t recognize.

The letters SL with a little crown on it on one side, and on the other was, well, it looked a bit like the *Dreamworks* logo, only instead of a kid fishing within the crescent moon, it was a fairy.

… *what?*

Had that *always* been there?

Thinking about it, *yeah*, it had, Ben had complained a bit about it when he’d gotten his card, because he’d gotten someone else’s ‘custom design’, but he’d been told it’d take extra to fix it, so he’d gone along with the odd design. It just seemed… *out of character* for him, so pinged weirdly in my combined memories, but I went along with it too. He also had a flip-phone, which I could make, but, thinking about it, I could *feel* the phone connection, to the point that, with a thought, I got a dial tone inside my head, which was… *interesting*.

“Do you need to see if you can salvage anything?” I asked Gwen, who was watching me closely. “Our pants are wrecked, but if there’s anything in your pockets-”

“Ben,” she smiled teasingly. “Girl pants don’t *have* real pockets. It’s just seams.”

Looking at the phone in my hand, which I put ‘away’, the mass disappearing completely instead of merging with my body, I told her, “Well, you’ve got them now!”

Lifting an eyebrow, she squatted down, picked up a small pebble, and stared at it, as the rock vanished into her palm. A moment later it popped out her *other* one, and she smiled, quipping “I can’t believe it took *alien technology* before I finally got pockets I could use.”

Shaking my head, I started walking back to the RV, Gwen walking beside me, and, after a moment, I reached over and took her hand in mine, interlacing our fingers together, my memories as Ben interweaving with my own to make this a little weird, but, at the same time, weirdly *right.*

“We should *probably* tell Grandpa Max about all this,” I stated, the woman beside me hesitating mid-step, but continuing on.

“Or we could… *not*,” she offered.

“Gwen, unless I was *completely* off, we’ve got, like, a *week,* ***tops,*** before the alien warlord that’s after that device sends his first minions,” I told her, lifting our combined hands and looking meaningfully at the Omnitrix. “Also, it’s a *large alien watch.* Kind of hard to hide.”

The redhead blinked, “Oh, *that.* Yeah. I, god I can’t believe I’m saying this, but, Ben, can *you* do the talking? I’m still… processing. And you seem… weirdly together.”

“Sure,” I shrugged, and she stared at me expectantly. “What?”

“Nothing, it’s only that… you really *have* changed,” she commented. At my concerned look, she added with a smile. “I like it.”

Not really having an answer to that, I just nodded, and we continued to head back towards our campsite.

**<G10>**

“And you say the watch jumped up and clamped onto her wrist?” the retiree asked, looking to me, and then Gwen, as we sat across from him on medium-sized rocks, the mostly empty firepit between us.

“Yeah,” I agreed. “and then the black goop, and, well,” I called a tendril of it to my hand, extended it, and turned it into a fishing rod, before dismissing it entirely. “Also, I got a weird kind of, well, you ever know something without knowing how you knew it?”

The man’s expression was more guarded then Ben could *ever* remember his grandfather’s being. “Once or twice,” the ex-Plumber finally admitted.

“Well, that’s how I know it’s called ‘The Omnitrix’,” I said, ignoring the tightening of the other man’s expression, reaching over and tapping a button on the device Gwen wore, the watch-face popping out. “And it does *this*.”

*“Wait-”* Grandpa Max said, but I’d already hit it, pressing it back down, a green flash pouring forth, red stones extending from Gwen’s skin around the device, then running up across her body, before her head caught fire with a *Fwoof!*

A picture containing animated cartoon, fictional character, clipart, animation

Description automatically generated

<https://i.imgur.com/QCoeETo.png>

“I’m on fire!” my ‘cousin’ yelped, but, taking a half second to cover *my* hand with a thermal glove I grabbed hold of her shoulder, keeping her from springing to her feet, and the heat was… actually not that bad, but I felt the same sort of mental ‘guardrails’ that I’d been feeling earlier, which meant, that I had something going on with me *beyond* whatever the ‘Omnitrix goo’ had done… *whatever* this was to me.

“You’re fine, Gwen,” I reassured her.

“How can I be fine, I’m *on fire!”* she argued, then stopped, and stared at my gloved hand on her shoulder, staring harder as I *removed* the glove and, while she was *uncomfortably* warm, it wasn’t that bad. “I, I’m not?”

Looking at our Grandpa, who was studying Gwen with an intense expression, I asked, “Hey, Gramps? Can I have a couple marshmallows?”

The man looked to me with a start, “I, sure. And you’re right, she really *is* an alien.” Tossing me two, I caught them with my free hand and offered one to Gwen, the confectionary catching fire the instant she picked it up.

“Wait, if it’s hot enough to burn *this*…” the now molten girl stated, confused.

Tapping my own sugar cylinder against her thigh, setting it alight, I offered, “Whatever that upgrade was made me tougher, and heat resistant, *apparently*.” Blowing on it left the treat pleasantly charred, and I popped it into my mouth, motioning for Gwen to do the same with her still-burning desert.

“Did this device tell you how to turn your cousin *back?*” Grandpa questioned.

“It’s on a timer,” I shrugged, after I finished chewing the burned marshmallow. “Don’t know how long, and there’s a recharge period, but she’ll only be *literally* hot for, like, ten minutes or so.”

*“Ben!”* the girl growled, smacking me with a glowing hand, setting my shirt on fire, and I gave her a flat look, until cringing a little, she said, “Sorry.”

Patting the fire out, the heat not enough to burn me, a few seconds of concentration remade my shirt. “I’m fine, but, collateral damage is *very* much a thing,” I told her, leaning over, grabbing a stick, and tapping her on the knee with it, the bit of wood combusting in a second. “If you’re not careful, you’re a walking forest fire.”

“With such things, you *do* need to be aware of your surroundings,” the ex-Plumber across from us added.

“‘With such things?’ I’m an *alien!”* the currently non-human girl stated, with a wave of her glowing arms. “Why aren’t *you* freaking out more about this, Grandpa?”

Smirking, the grey haired man stated, “When you get to be my age, it’s a lot harder to be surprised by such things.” With a sigh, he stood. “I’m going to go check out the crash site. *You two* stay here, and, once Gwen changes back, *don’t* go messing with that device until we have a better idea of what it does.”

Giving the man a thumbs up, the girl beside me nodded, and, with flashlight in hand, the retired member of the closest thing this place had to the *Men in Black* walked away. Then again, I’d started getting things… *wrong,* enough that part of me worried that relying on my knowledge, spotty as it was, would be a *mistake*. Getting up, Gwen shot me a worried look, but I just grabbed the bag of marshmallows, using the flaming stick to start the fire that our grandfather had prepared in our absence, handing her another treat, which she accepted.

“I’d worry about the calories,” she commented, giving me a tired, but wry grin, “but I think burning them off won’t be *that* hard.”

Taking a seat, seeing Gwen perched on the rock, the girl tense, I reached over and grabbed the flaming woman incandescent ass. “I can think of a *few* exercises we could do.”

*“Ben!”* she gasped, scandalized, but, at the same time, the red stone that now made up her cheeks started glowing brighter. “I’m, I’m a *monster!”*

“I mean, you can be a *bit* of a pain, but I wouldn’t say you’re *that* bad,” I replied with a teasing grin.

The girl sent me an *exasperated* look, sighing, jumping back in surprise as she breathed out a plume of flame, falling off her rock. I couldn’t help but laugh, and the girl sent a dismissive wave my way, a ribbon of fire flying in my direction, which, reflexively, I suited myself up in armor and deflected to the side.

*“Sorry!”* she apologized again. “I, I don’t know what *I’m doing!”*

Flexing my armored palm, which smarted slightly, the covering I’d created not *quite* enough, and hearing the increasingly distraught tone in her voice, I winced, “It’s fine. Just move carefully until you’ve got this down. And, *sorry*, I probably *should* be taking this more seriously,” I apologized. “Humor’s a coping mechanism for me. In *both* lives.”

Offering her my hand, covering it with an armored glove, Gwen took it, and I helped her to her feet. “So, yeah, even transformed, you’re *you*, and *that’s* what I find attractive, though I have to say I like the Flame Atronach thing you’ve got going on. It isn’t half bad. The fact that you’re smoking hot even when you’re not *literally smoking hot* is just the cherry on top.”

*“Ben,”*  the flaming woman replied, sounding touched, encircling me with a hug, which was *VERY HOT*, but quickly extending my armor up through my skin helped, a beeping noise sounding, and, with a burst of red light, the girl was back to normal. “Oh thank goodness,” she sighed.

Reaching down to hug her now that I *wasn’t* going to burn myself, I told her, “See? *Temporary*.”

“That’s *not* what I was worried about,” the girl chastised, still holding onto me. “This is just, just *too much*,” she said, sounding on the verge of tears.

I started gently rubbing her back, stroking her hair, as part of me wondered why, when in the show they’d both just *gone* with it, she was having trouble with this entire thing *now*. They’d been *kids* and they’d rolled with the deadly circumstances without blinking… but, then again, *I had my answer.*

*They were kids.*

And kids were *nothing* if not adaptable.

But we ***weren’t kids****.*

Well, Ben and Gwen weren’t, I’ve been called a child at heart enough times that apparently *I counted*, so when I found myself here, I shrugged and kept going. Gwen, meanwhile, had a… *firmer* foundation on who she was, but that also meant it was *that much harder* for her to adapt without ***breaking***.

“Hey, you’re not in this alone, okay?” I told the young woman, who’d buried her face in my chest. “I’d be a pretty shit… whatever I am if I abandoned you. Friend, definitely. Lover, Technically. Boyfriend, hopefully?”

I waited, still holding her, finally asking, “Gwen? Am I off base here?”

That got an odd laugh from the girl who pulled away slightly, still holding on to me, and she shook her head. “God, you’re *still* a Dweeb, Ben. Just a *sappy* one now.” I opened my mouth to argue the fact that being sappy wasn’t *bad,* but she cut me off, reaching up to pull my head down, the difference in our heights slight. “And yeah, you’re my boyfriend. If, if that’s okay with you?” she offered.

“Only if you’re okay being my girlfriend,” I stated, getting an eye-roll and a nod from her.

After a moment, she finally let go, asking, “So, what now?”

“Well,” I replied, focusing on my idea of *Armor*, and finding it coming easily. In a single motion, I was clad in in a suit of protections, finding it… *comfortable*, almost *familiar*, though I couldn’t say *why.* Regardless, looking down at myself, the armor I was wearing was black, with green and white highlights, almost seeming to drink in the light, though, with a thought, it lightened enough to look like black-patterned steel, my nose itching, and I went to go scratch it, only to poke myself in the faceplate of a helmet I *hadn’t realized I was wearing.*

With a gesture of my hand, I split off a bit of material, tossing it to the side, forming it into a mirror to look at myself.

A picture containing fictional character, hero, robot, superhero

Description automatically generated

https://i.imgur.com/LSj6eiY.png

“Okay, this works,” I smiled, turning one way, then another, looking to the woman standing beside me, as she watched me with something akin to fascination, and prompted, “Gwen, let’s see what *you* can do.”

She… well she *tried*, the same black goo coming from her skin, twisting into a solid metal covering that, when she attempted to move, creaked *horribly*, but, walking through the process with her, explaining how armor *worked,* we managed… *something*. It didn’t have *any* kind of power-armored strength enhancement, being *straight* armor, but our own passive enhancements helped her with that on a subtle level.

It covered her Omnitrix, but with a thought she could pull the metal back and reveal it, and, with how *responsive* this hyper-material was, as well as how *complete* the watch was with its transformations, I didn’t worry about her protections becoming *over*-restrictive. Furthermore, while to do anything *specific* I needed to focus on things in detail, making mental schematics, the armor could take care of some of the fiddly bits *itself*, and, after explaining it for a bit, her *armor* seemed to understand what I was trying to explain, even if *she* didn’t.

Finished, Gwen turning this way and that, I couldn’t help be proud of our efforts.

A picture containing fictional character, cartoon, action figure, robot

Description automatically generated

<https://i.imgur.com/CE7gfGK.png>

“But, if I can turn into *aliens*, why do I *need* armor?” she finally questioned, having humored me in its creation. “Not that I don’t like it!”

“Can you change yet?” I questioned in response, seeing the green portions of her Omnitrix still red. When she pressed the starting button, the device just beeped, not moving. “*See*, you’ll need it when you’ve timed out and can’t turn into something stronger while the watch cools down.”

At the edge of my hearing, there was an odd buzzing, that slowly gained in volume, a heads up display blooming in the bottom of my vision, giving me a compass, and, on it, were two red, slowly growing dots. “For instance, *like now.*”

“What?” Gwen questioned, her armored helmet turning to look at me with a bit of worry.

“Incoming threats,” I warned. “Remember how I said we might have a week? Yeah, I don’t have the *best* memory of the weird version of this I’ve seen before. It might’ve been closer to an *hour.*”

“Wait, *what!?”* Gwen repeated, as from the forest, two angry looking probe droid looking things flew out, spotted me, one lifting a mechanical arm and *firing upon us.*

A picture containing carmine, cartoon, screenshot, indoor

Description automatically generated

<https://i.imgur.com/seuYuEn.png>

I turned to push Gwen out of the way, but she was *already* moving, leaving me to leap to the side, barely dodging it myself. With a thought, I created a rifle, pointing it at the lead droid and firing, the first round sparking off of its crimson armor. However, the second pull of my trigger did *nothing,* and, dropping the rifle, I found I *couldn’t* as it was *attached* to my armor.

“Ben?” Gwen asked, worried, as the circular flying robots spun about us, the second one firing at *Gwen,* who got tagged by the blast, and was sent flying. She hit a tree, but the integrated breastplate of her armor took the hit instead of her ribs, as she pulled her left bracer back, revealing the Omnitrix fully, which flicked green.

“*Go alien!”* I ordered, forming a blade that was of a single piece with my armor, and, working off instinct, *parried* the next bolt, sending it flying to the side, the red beam striking the ground and carving out a shallow crater.

*Why can’t I create anything more?* I wondered, looking to the mirror I’d stuck into the ground, and, *very* faintly, able to feel it. I didn’t need it any more, so… could I get rid of it?

With that idea, the Mirror folded up into itself, disappearing completely, and, with a faint *click*, the sword I was holding disconnected from my armor.

*Okay, if I count the bullet, I’m at a three item limit,* I thought, mentally reaching outwards, dismissing the round I’d fired, and, *there*, a faint feeling of possibility that I hadn’t realized I’d had before bloomed in my mind.

A flash of green shone from behind a tree, and, *huh*, apparently the *female* doggo looked the same as the male one.

A picture containing drawing, illustration, sketch, mammal

Description automatically generated

<https://i.imgur.com/HOlB7b7.png>

*“You’re big, tough, strong, and don’t have eyes but see through something else!”* I called out to Gwen, who gave a chuffing nod, before *launching* herself at one of the droids, leaving the other one for me.

Unfortunately, they *both* zeroed in on her, the second one blasting her off the first, the girl disappearing into the forest as she yelped in pain. *“Armor yourself!”* I yelled, and, a moment later, she came *hurtling* back out, covered in black and green metal, only to run headfirst into a tree, breaking it in half. *“Not your neck!”*

The shapeshifter opened up her armor, the orange doggo’s, for lack of a better term, *gills*, breathing deep, and *this* time, when she leapt, she tore one of the droids out of the sky with ease, while *I,* reconnecting my sword to my armor, hurled it, *missing* my target, but the rope it was connected to me with *wasn’t* a rope, allowing me to manually swing it about and hook into the attack drone.

Trying to pull it, I couldn’t exactly do so, its thrusters resisting, but, digging my feet in, I was able to swing it *downwards*, into the ground.

*It’s a sword because I want it to be a sword,* I thought, mentally reaching out, and growing the blade out, and *down*, pressing through the metal seams of the droid, to sink into the ground, as I charged it, forming an axe in my off hand. The robot turned to shoot another beam at me, which, acting on instinct, I brought my weapon to bear against, the metal of its surface turning glossy and almost gemlike as I braced, with both hands, meeting the beam-head on, splitting it to fall on either side of me.

While it didn’t hit *me*, the attack *did* take me off my feet, and I hit the ground, rolling, scrabbling to stand, dodging *another* blast, and getting ready to attack again, only for Gwen to fall upon on the second with fervor, ripping *it* apart as well.

With a roar, Gwen as *Wildmutt* announced her supremacy, and walking over to her, I smiled. “Good Girl.” The look she sent me was surprisingly dry, given she had no eyes. “Would you rather I call you a ‘Bad Bitch’?” And her look was now even *flatter*.

“Thanks for the save,” I tried instead, and Gwen gave me a chuffing nod, as I reached up, and, on a whim, lightly scratched her just behind the gills, causing her back leg to start to thump in appreciation.

A moment later, the end-timer warning sounded, and Gwen was back to normal, wearing her armor, with sections cut out from around her ears, which my fingers ended up right behind, as she froze, turning to look at me, her clear visor showing her blush deeply.

*“Not. A. Word,”* she commanded, turning away, but I stepped up behind my girlfriend, encircling her with a hug.

“You did *great,”* I smiled. “Thanks for the save.”

“I *was* pretty cool,” Gwen admitted, “wasn’t I? Even if I *was* a…”

“Wildmutt?” I offered, and the girl her helmeted head back to look at me, exasperated.

“Really?” she demanded.

Shrugging, I questioned, “Do *you* have a better name?”

Before she could respond, however, Grandpa Max called, *“Ben! Gwen!”*

Quickly letting go, we both turned, seeing the older man jog into the clearing, stop, and look at the destroyed robots. “What did I say about *not* using that device?” he demanded, frowning.

“We used it *after* we got attacked, Gramps,” I replied, walking over to a destroyed robot. “As for this,” I told him, bringing my armor below my skin and sending out a tendril towards the droid’s ripped off arm, “It’s an ‘always on’ kind of thing.”

The older man walked towards us, looking around, taking in the damage. “You fought this off yourself?”

“Gwen can turn into aliens,” I reminded him, extending a longsword into my free hand, as I pulled the robot arm into my other, “and I can make weapons on command. I mean, we *both* can do the weapon thing, but it’s still a solid power for me to fall back onto.”

The retired Plumber considered that as I sent a few tendrils into the device, able to *feel* it out, but, well, it was *alien technology*, and, while doing this *did* give me a mental schematic to work from, I had *no idea what I was looking at.* There were electronic components that did *something* that passed energy through wires, into a crystal that did… *something*, and then there was a lensing aperture which was where the beam came from, by doing, you guessed, ***something***.

Could I draw out a diagram of what it was?

*Absolutely*.

Though I couldn’t draw for shit so I’d just 3D print it out.

Could I tell you *how* it worked?

*Nope.*

And, since Gwen had, *rightfully*, ripped the droid to pieces, I had no idea *how to put it back together.*

Connecting the arm to my ‘internal’ electronics, and making sure to point it *away* from everything else, I tried to power it on, the multiple leads hard to control, one extending it, one curling it, and when I *probably* found the beam-track, I did something *wrong,* and the bit that fed into the crystal popped, fizzling, a thin plume of smoke rising up from the device.

Shrugging, I put it ‘away’, the probably-nano-fluid covering the arm before shrinking down to nothingness, and I sighed, waving a hand towards the rest of the destroyed drone, extending tendrils, storing *that* as well. “Okay, apparently alien tech is hard to understand. Also, I have been reliably informed that water is, indeed, wet. So, Grandpa Max, something’s looking for us. And I have a feeling *this* isn’t all that’s out there.”

Smiling at my initial comment, the older man’s expression turned more serious, “Ain’t *that* the truth. And you’d be right about our not being alone. It might be for the best if we moved to another campground tonight. Come on and help me pack things up.”

I started to do so, picking up some of the trash we’d left behind. My girlfriend, however, *didn’t* move, staring at the older man.

“Gwen, you too,” the retiree directed, but she still didn’t take a step. “Gwen?”

“How are you so calm?” she questioned, confused, brow furrowing.

The ex-Plumber hesitated. “Well, when you get to be my age-”

“No,” she interrupted. “Grandpa *Steve* would be freaking out, or Great Aunt Vera, or, heck, even Grandma Verdona, though I don’t know her that well. But you see, see *this,”* she gestured to the last bits of alien robot that I was hoovering up, “and *this,”* she waved to the damage done to the campground, one of the craters the alien beams had left *still* smoking, “and just go ‘oh, okay.’ And when I turn into a *monster-”*

“Not a monster,” Grandpa Max corrected, before I could. “An *alien.*”

Pointing at him, she practically yelled, *“See!* ***That!*** You’re talking like it’s a thing you *know!* Even *Ben’s* just guessing, despite getting some kind of weird brain download. But you’re *certain* you know what’s going on. You’re not ‘I don’t know what’s going on but I’m making the best of it’ worried, you’re ‘I know what’s going on and am trying to *manage* it’ worried!”

I looked between the two of them, not having wanted to broach the topic *right now,* but Gwen, apparently, had other ideas.

For a moment, it looked like the older man would continue denying any knowledge of what was going on, but, after a long look of confusion, he broke out into chuckles. “Can’t get anything by you, can I, Gwendolyn? But I wasn’t joking about us leaving. Come on, I’ll explain on the way.”

She accepted that, and we’d piled in, Grandpa Max starting up the RV, when the ham radio he’d installed crackled to life. *“Mayday, Mayday! Somebody help us! We’re under attack by some sort of, I know you’re not going to believe me, but,* ***robot!****”*

Sharing a look with Gwen, we both turned to our grandfather, who had grit his teeth, obviously fighting with himself on what to do. “We’re going to help, right?” she questioned.

“You fought these before; you think you can again?” the retiree asked in turn.

We both nodded, as I brought my armor out. “Now that we’re not dealing with the idea of alien robots *being a thing*, it should be even *easier.*”

“Alright,” Grandpa Max nodded, putting the RV in drive and taking off.

It was a short trip, and the Omnitrix was *still* red when we arrived, but we parked a bit away from the rising column of smoke, not putting our ride *right* in the line of fire. We both got out immediately, ready to go, while our chaperone hesitated, reaching into a cabinet and hitting *something,* pulling out a *very* scifi looking pistol.

“That was there the whole time?” Gwen questioned accusatorily, but I held up a hand.

“He said he’d explain later, this can wait for later, when people *aren’t* in trouble,” I gently rebuked her, getting a firm nod, and a hint of a thankful smile, from my grandfather. “Can you keep up?” I questioned the older man.

“I might be carrying a bit of extra eight, but I’d hardly be able to call myself a Plumber if I couldn’t,” he bragged, which, if you didn’t know what a ‘Plumber’ actually was, made *zero* sense, but, again, *not the time.*

Taking off at a jog, soon enough we heard the screaming and… *that* was a big robot.

A cartoon of a robot in front of a fire

Description automatically generated with medium confidence

<https://i.imgur.com/ZPCDOW9.png>

“O-*kay,”* I said, coming to a stop. “Okay. We can do it. We just need to hit it *really hard.*”

“Really hard?” Gwen echoed, turning the face of the Omnitrix, which had finally reset itself. “I’ve got something for that.”

Pressing it in, the woman’s body suddenly *bulged* with muscle as she grew taller, shooting up past me until she was closer to *eight* feet then seven, a secondary pair of arms emerging from her sides, her skin darkening until it was *bright* red, and she finished transforming, stretching out.

A picture containing cartoon, fictional character, fiction, illustration

Description automatically generated

<https://i.imgur.com/kYims5b.png>

*“Oh, that has possibilities,”* I murmured appreciatively, as Gwen, looked down at herself, impressed, one of her now *four* hand reaching up to twirl her midnight locks.

“Much better than *whatever* the last one was,” she smiled, her voice deeper, but still undeniably *feminine*, crimson skin rippling, at first with seams, but then with the black of her armor, the shoulders for her lower set of arms twisting as they re-molded themselves to work with her changed frame. “I got this!” she informed us both, taking off running.

Looking to the man beside me, I hesitated, then ordered, “Grandpa Max, you help evacuate the others, I’m going to go support Gwen.”

The ex-alien fighter gave me a measuring look, before replying with a serious nod, and running for the fleeing civilians, calling over his shoulder, “*Be careful!”*

*“Hey, how ‘bout you pick on someone your* ***own*** *size?”* I heard Gwen call, my attention snapping back to her, the giant robot dropping the man it’d picked up, and turned, almost negligently shooting its wrist-mounted cannon at the woman, sending her flying into an RV, which it then shot, causing it to explode.

*Okay, how are we gonna do this?* I thought, knowing they’d managed it *before*, but not remembering *how.*

Regardless, I took off running, as Gwen charged the creature, swinging for its feet, but it leapt into the air, it three legs spinning like a helicopter for a moment, before it started to drop, coming *right for her.*

With an extra burst of speed I *leapt,* tackling the woman, who, despite being seven feet of muscle and armor, was off-balance enough for me to knock her off her feet, the ground breaking apart from the impact where the enemy robot landed. *“Head in the game, Gwen!”* I told her, only for the woman to look behind me, eyes widening behind her clear visor, and to *throw* me, the construct’s claw’s missing me by inches, and snapping shut around *her* instead.

As I went flying I threw a hand out, trying to imagine a grappling hook, and, while I formed and shot one, I couldn’t get it to move *fast* enough to attach as I slammed into a car, denting it, and leaving the hook-tipped rope to wave in the air uselessly.

The droid, holding Gwen as she beat on its arm, denting the metal but not doing any *real* damage, charged the cannon underneath it’s claws and then *fired,* as I felt my breath catch, but instead of doing a point-blank *kill* move, it let go of her the second it activated its beam-weapon, sending her flying into a *different* RV, which *also* exploded.

*If that didn’t work the* ***first*** *time, why is it doing it* ***twice?*** I couldn’t help but wonder, almost starting to *understand* it, even though I felt like it was baseless guesswork as I came to my conclusion.

*This isn’t a weapon of* ***War****, this is a weapon of* ***Terror****.*

Its motions were clumsy, almost slow, and its tactics were showy when a combat robot *should* be efficient in a way that had *nothing* to do with processing bottlenecks. Hell, as it stomped over to Gwen, it *reared back* before going for another claw grab, a move where adding any additional force to the blow did *very* little, as she rolled to the side, lunging for one of its legs, and performing a modified judo throw on it, sending the towering droid to the ground, which shook from the impact.

Which, again, *dented* the thirty-foot tall robot’s armor, but didn’t really *hurt* it.

The droid rolled over, pointing its arm at her, and started firing, the woman running, but, instead of one blast, it let out a long beam of explosive destruction that followed her as it tracked her path, but never fast enough to hit her, and, yes, *destroyed more RV’s.*

*Grandpa was smart for parking at a distance,* I couldn’t help but think, trying to figure out a way to help, jogging closer to the robot, which had *completely* ignored me as a threat. On one hand, *ow*, on the other, *I could work with this.*

Gwen’s new form had a *ton* of strength, but she was fighting cautiously, trying to avoid its hits, her strikes not enough, but she didn’t go for another grab, using brute force to *pull* it apart, as the droid lifted itself back to its feet. Getting her to change her style *wouldn’t* work, so I needed to get her a weapon.

*Or make one.*

Holding my hands together, I envisioned the biomechanics of being ‘Fourarms’, as I was watching her move, growing an extra pair of arms from my *own* armor, though they were entirely artificial, down to the slightly back-turned lower shoulders. From all *four* of my palms, I pulled material out, my first instinct was to make a sword, because swords were *awesome*, but that was for biologicals, and we needed *anti-knight* weaponry, which meant *war-hammers*, and, with Gwen’s new strength, we weren’t held back to *standard* war-hammer designs.

No, it was time to go *anime*.

Making the head *stupidly* big, thicker than my own torso, I struggled to hold it up, and it was only by making armored feet grow spikes to dig into the earth could I heft it at all.

A picture containing sky, cloud, weapon, cartoon

Description automatically generated

<https://i.imgur.com/G5lk29r.png>

Which made it *perfect.*

*“Catch!”* I yelled, overstressing my armor to hurl it towards Gwen, who, seeing the weapon flying in her *general* direction, leapt up to grab it, only to be taken off her feet as the momentum of the weapon *kept it going*, though, in the process, the robot’s next blast missed her completely, its combat prediction not accounting for my creations *ridiculousness.*

Landing, she demanded, “What *is* this?” setting her feet to heft the weapon, but able to do so with an ease that I could *not match.*

“A weapon only *you* can wield,” I shouted back, making a smaller pick in my own hands, letting the extra pair of arms retract, the effort of trying to coordinate *both* pairs not something I could spare in a fight.

With a booming laugh, Gwen charged the robot, as I came at it from the other direction. With a spinning swing, the armored woman swung her weapon, the robot reaching down to meet her strike with one of its own-

Only to have its arm *ripped completely off,* the droid holding up its sparking elbow in confusion.

“Heh! Thanks, Ben! I *love* this thing!” Gwen crowed, as the robot staggered backwards, the woman following it, and with enough force to crater the ground *herself*, leapt high, coming down on the construct with a ringing *crunch* that *obliterated* the robot’s head, driving it into its chest, causing the *entire* thing to explode, the shockwave picking me up and throwing me, doing the same to my girlfriend, who, *yes, hit another RV,* ***which also exploded***.

Throwing my pickaxe downwards as I flew, my shoulder *burned* for a moment, as my weapon dug a trench through the ground, until it finally caught, jerking me to a stop.

*“Good job!”* Grandpa Max called, from where the civilians had fled to. “Wait to go Gw-er-*you two!”*

My girlfriend staggered out of the newest bit of wreckage, and saw me waving. I pointed away from the others, and started running, mentally dismissing the hammer laying on the ground a hundred feet away, the woman nodding and joining me, her longer strides letting her catch up to me easily, as we ran *into* the still somewhat burning forest, quickly leaving the flames behind, and slowly turning to make our ways back to *our*, thankfully unexploded, RV.

“Did you *see* that?” Gwen grinned, “I kicked alien robot *butt!”*

“And looked good doing it,” I replied, unable to resist reaching over and smacking her on the ass, since it was in such easy reach.

That made the woman stumble, her helmet pulling, her cheeks turning a darker red as she narrowed all *four* of her eyes to glare at me. *“Ben!”*

“What? You’re built even *sturdier* than a brick shit-house. I like the Amazonian look. Sue me,” I grinned, *completely* unrepentantly, as I pulled back my own helmet. “And like I said, that form has *possibilities!”*

“I thought you meant for *fighting!”* she groaned, though not *unhappily,* retracting her armor fully.

“Fighting, fucking, either way, it’ll be an enjoyable exercise!” I shot back, doing the same myself, more than a little high off the adrenaline rush of combat.

Rolling her eyes, she commented, “God, *why* did I think you were hot?”

“Same reason I think you are, *I have eyes,”* I replied, going with a hunch and hauling off and putting my *all* into another spank across her now *unprotected* ass, the woman letting out a surprised moan at the action. “Besides, *you love it*.”

She slowed, looking around. “You know,” Gwen commented, “we *could* take a bit longer to get-”

*“Ben! Gwen!”* Grandpa Max yelled, jogging our way, making the woman *“Tsk!”* in annoyance.

Following the older man, we returned to the RV, the four-armed girl’s transformation timing out, letting her board it easily.

“Well,” Grandpa Max sighed, as he started driving. “Let’s find *another* place to stop, and then, *I think it’s time I give you an explanation.*”

**<G10>**

It was hours later, as I laid in bed, dressed only in a pair of cloth pants, unable to get to sleep.

True to his word, the retired Plumber had given us a *full* explanation, something that he’d, from what I remembered of the show, *never* truly provided.

Turns out, the Plumbers were founded in the *1700’s* by *the Founding Fathers of America*. They’d known there were things that went bump in the night, so Washington and Franklin made the organization to ‘plug the leaks’ in the lives of the common people, maintaining the veil of normality.

And they’d done so, for almost *three hundred years,* Grandpa Max just the second to latest group to do so, but, in the 90’s, alien activity had dropped off a cliff, and, with our grandfather, or grand-*uncle* in Gwen’s case’, getting up there in age, he’d retired. There still *were* Plumbers, especially as there was apparently an *inter-galactic* group whose name translated to pretty much the same thing, but the retired man didn’t have any way to *contact* them.

We *would* swing by Mt. Rushmore, which was apparently a Plumber Armory, and try and get in touch with them then, but this was the first Max had heard of *any* sort of Alien activity in *years*. Whether that was because the trend had continued and the Plumbers had drawn down even further, thinking they weren’t needed, or because the Plumbers had just been doing that good a job that there wasn’t any hints at all, was completely up in the air.

From my limited memory of the show, and with how often Ben, Gwen, and Grandpa Max had operated *alone*, I was leaning towards the former.

It also took me a bit before I realized *why* Grandpa Max was telling us this, when he had *not* before. The situation wasn’t any different, other than our ages, but, if I looked past this being a ‘kid’s show’, and treated it as the reality it appeared to be, the answer was obvious.

*We weren’t kids.*

Which seemed obvious, except it changed how *Grandpa Max* handled things. With *kids* the old man undersold things, trying to underplay the danger involved to keep the two ten year olds calm, but unable to tell them *not* to save people, and so tried to moderate things as much as he could.

With *adults* he didn’t have to sugarcoat things, and could treat them as being as dangerous as they *actually were.* Which was… well, it was *bad*, but in a ‘nothing we can do about it’ kind of way. The fact that both Gwen and I had weird nano-cyborg powers *really helped* in that regard as well, showing that we could handle ourselves to an extent that put us on par with most young Plumbers, with the capability of punching *far* higher than that with time.

So, if these robots were the full extent of what we faced, we’d be fine.

*These robots were not the full extent of what we would face.*

But I couldn’t tell *him* that.

A little experimentation showed that I *needed* to understand how something worked, not just what components it had, in order to replicate it with my… *Shroud*, the name just seeming *correct* in a way that was hard to put into words. Thankfully, even just the *little* bit I’d spent poking at the alien tech, combined with what I could look up online, able to connect to the internet through the RV’s local wifi, had helped, whatever the Shroud had done to me making it just *easier* to understand technology.

We’d finally stopped to sleep, a little after midnight, outside of casual scanning range of the droids, according to the man who *would* *know*, and headed to bed, Gwen taking the top ‘bunk’ at the back of the vehicle, while I got the bottom one, Grandpa Max sleeping on the couch near the front, the man softly snoring.

*“Hey, Dweeb.”*

Looking over, a curtain of orange poured over the edge of the top bed, the woman peering down at me.

“Can’t sleep either, huh, Dork?” I asked with a smile, lifting up my blanket. “Come on down.”

Gwen swung off the top bunk, landing just long enough crawl into bed beside me, turning away looking out over the dark space of the inside of the RV. It was a bit tight with both of us together, but, as the woman grabbed my arm and pulled it over her, snuggling in close, I don’t think she minded, and, to be honest, neither did I.

“Ben?” she asked after a long moment. “This is… a lot. With aliens, and us, and-”

“Wait a sec,” I interrupted, focusing, and, from the top of the hand that was holding onto, my other under the pillow we were both resting on, I extended a bit of nanotech that spread out into a pseudo-curtain, creating a curtain that sealed us in, *and kept Grandpa from overhearing us,* a bit of concentration putting in a fan, some AC, and a faint light so we could both still see each other without it being bright.

“Okay, we’re free to talk,” I directed, only to get a laugh from the girl, though one that sounded… *fragile*.

“Ben would’ve *never* thought of that,” she commented sadly. “Not until it already bit him in the butt.”

“Other me was more proactive, though, to be honest, I, *he*, could’ve been a lot more,” I admitted.

Gwen was silent for a long moment. “Was it *really* that bad? Your, your ‘other life’? I know you said… but…”

My arms tightened around the woman before me, just a little, and I told her. “*It was.* It’s why… why, even if I don’t *act* like Ben, between being Ben, or, or being *Lee.* I’d rather be Ben. Just, you know, less of an asshole.”

“Hard to be *more* of one,” the girl snarked, but there was no heat to the comment. We both laid there in the dim light, the extra ‘wall’ not making the space feeling claustrophobic, just… *intimate*. “This is, is *crazy,*” she sighed. “Aliens? I mean, *what?*”

Hugging her a bit more for a moment, I replied, “The world is bigger than you thought. And stranger. But, well, is that a *bad* thing?”

“Alien warlord *hunting me?”* the redhead prompted.

“If I’m right, and, well, I might *not* be, he’s pretty fucked up right now, and will use proxies, like those robots, for a while. That’ll give us time to work out the kinks in our new powers, and handle him,” I replied. “Also, hunting *us*, Gwen. If you think I’m leaving you to handle this *alone*, you’ve got another thing coming.”

The woman turned around so that she was facing my way, studying me. “You think we can do this?”

I nodded. “I do, and Grandpa Max does too. My knowledge is… iffy, but he *knows* what he’s talking about.”

“And you knew about *him*,” she declared, her statement very much *not* a question

“I suspected it, but I wasn’t sure how I was going to get him to tell us,” I agreed. “Good job on that.”

The woman rolled her eyes, “I didn’t *mean* to make him tell us all that, but I’ll accept the praise.” Her expression turned pensive, and I waited, as she propped herself up on one elbow, looking down at me. “But, this changes *everything* for us*.* You know that, *right?*”

“Graduating High School did that, in its own way,” I offered, the girl growling at me and punching me in the shoulder. “Gwen, I always *knew* you were special. We’ve just gone from a local level, going to a good college, making our mark in a single field, to a *global* level, or possibly even past that. Aliens have been here since before *America* was a thing, and now we’re working on the same kind of stage as the *Founding Fathers*. And, unless I’m *completely* off base here, you’re going to go *far* farther.”

The look of disbelief my girlfriend sent me made me laugh, the girl falling forward to knock me onto my back, resting her head on my bare chest.

*“But no pressure, right?”* she groaned sarcastically.

“Not really,” I replied easily, causing her to hold herself up, throwing a leg over me to straddle my hips.

“What part of this makes you think there’s ‘no pressure’, Tennyson?” the woman demanded, a little annoyed, but mostly sounding lost.

Reaching up, I ran one hand along her face, until I gently held her head, my thumb resting softly on her cheek. “Because you just need to be *you*, and you’ll do great,” I promised her. “And we’ll face whatever comes *together.”*

Pulling her gently down, she resisted for a moment before coming in for a kiss, her soft lips meeting mine, the woman relaxing into me, the kiss deepening for several long moments. She shifts, and her shirt disappeared, going for another kiss, her breasts rubbing up against my muscular chest, hands gripping my shoulders, as my own reach up for her, one reaching around and resting on the warm skin of her back, the other sliding down to her hips, as she grinds herself against me, and my growing hardness, moaning into my mouth.

Pulling back, she pants, “*Dweeb.”*

*“Dork,”* I reply, bringing my hands up to her full breasts, gently cupping them, only to get a laugh from the woman.

“They’re not gonna *break*, Ben,” she tells me with a smile, and I carefully apply more pressure, as I massaged them, trusting in her to warn me, until she closes her eyes in enjoyment, “Yes, like *that.”*

She bends down to kisses me once more, and I get distracted, one hand dropping back down to her hips, only find bare skin.

Pulling back once more, the redhead smirks. *“Take off your pants.”*

With a thought, I retracted the clothing, feeling her wetness on me directly. “As you wish.”

Leaning forward, pressing a quick kiss to my lips, Gwen reaches down, aligning me, before, with a pleasured groan, she leaned back, slowly enveloping me with her sex. I started to buck upwards, only to have her command, *“W-ah-ait, Ben!”*

Looking at her in confusion, she bit her lip, and pushed herself fully down on me, the feeling pleasurably distracting, as she took me to the hilt, shuddering as she laid against me. “*So full,*” she moaned. “God, it’s like we were *made* for each other.”

Unable to completely stop myself, I *flex*, shifting how I press against her, one hand on her shoulder to pulling her down even further onto me, gently but firmly, causing the woman to let out a breathy moan into my ear, the feeling *amazing.*

*“Yes! That! More!”* she whimpers, her legs trying to grip against me, but they give out as I continue to work myself back and forth without ever pulling *out.*

Gwen writhes against me, pleasured moans escaping her lips, as I try and focus, but the feeling of not just her sex, but of the rest of her, the sound of her, it’s getting to be too much, only for her to suddenly seize, up, a *shriek* of ecstasy ringing in our tiny space, ringing in my ears, her pussy working my cock as if she’s trying to *milk* the orgasm out of me, and she almost does, as I try and hold back on the rising feeling within me.

*“Ben!”* she pants, “I, *ah*, can feel you, *yes,* getting bigger! *Give it to me! Yes, Ben, I love you! Give me* ***everything!****”*

Holding her tight to me, I stop holding back and let *go,* giving her *all I have*, the pleasure making me groan as I set her off again, both of us locked together in ecstasy for… I don’t know how long, until we both slowly come down, basking in each others’ presence.

Finally, I sighed, trying not to grin, and *failing,* as I asked, “So, you love me?”

But I received no answer.

Because Gwen was *out cold.*

Smiling down at her, I pulled her hair back, as she rested on my chest, the two of us still connected. Kissing the top of her head, I concentrated, remaking my pajamas, *mostly*, extending the material up to clothe her as well, only shifting her enough to do so, not wanting to disturb the woman, but knowing how sleeping naked together can lead to sticking together in way that *isn’t* fun.

“Goodnight, Gwen,” I murmur, as I lean back into my bed, holding her in my arms. “I love you too.”

And let myself drift to sleep, not sure what the future will bring, but, for the first time, in a *long* time, looking forward to it.