

Retribution

by

NICEMAN

Soth stretched lazily in his shallow pool as he listened to the music. Around him, the tall, finely crafted crystals gently oscillated in the sunlight, producing pleasant tones which resonated into the warm slime he basked in. Soth quietly 'hummed' along with the music by flexing the color sacs along his body which made him ripple and scintillate different hues and patterns. This past cycle had been good to him. His craft at crystal formation was the envy of the valley. His technique of tuning his crystals so that they would hang aloft in the air powered by their own music was quite the rage. Soth's skin flashed red for a moment as he felt a tingle course through his members. Aftershock of being granted by the elders to have first pick at impregnating the communal harem.

His thoughts drifted of the wonderful orgy he enjoyed the previous night. The females' soft bodies a frenzy of changing colors...his tentacles intertwining with theirs over and over again. Only the bright light that came down from the sky and landed in the next valley was a negative point to the evening. It was so bright. The rumbling sound as it slowly sank below the horizon spoiled the crystal's resonance, putting several females out of the mood. Well, perhaps Gath will return with news soon. Gath, his egg-brother, was chosen by the elders to investigate the light. He was the brightest artisan and his theories on light were, though radical, brilliant. Soth looked up at the great red sun as it began to slowly sink beyond the mountains. He had been gone since this morning. Soth wished Gath would come back soon. He was curious as to this new light as well. Suddenly he was shaken from his thoughts by a shrill wail. Soth stiffened his tentacles and extended himself to full height. To his horror, he saw Gath stumbling down the hill. His small, soft body cut and bleeding in several places. Over half of Gath's tentacles drug limply behind him. Indeed, he was only using four to walk with. Soth's skin went black with shock and fear as he saw that three of Gath's tentacles simply weren't there. They ended abruptly off his bodymass in bloody stumps. Soth threw an alert crystal into the air to call a healer. It hovered in place and released it's shrill call as Soth moved to his crippled egg-brother.

"Gath, by the One Who Hatched Us, " he quivered, "what happened?! "

"Monsters. Horrible creatures. " he coughed. "They.... "

"The healer's coming " said Soth, "don't talk. It will be all right. " Gath moaned and became limp as he slipped into unconsciousness.

Soth's body trembled with fear as he slowly peered over the hill. Down below in the valley was a great

object. It looked to be made entirely of metal. Soth had once seen a scrap of metal that an explorer had brought back from the mountains in the north. Metal was dug from the ground. It couldn't be grown or shaped like a crystal. To build with metal was incomprehensible, yet below him was a huge object. It was larger than his entire village, and entirely metal. Suddenly, Soth saw them. Two horrible creatures. They walked on two long, stiff appendages. Even if Soth stretched his tentacles at his full height he would only be half as tall as these beasts. They had a moderate body mass with two stiff tentacles which hung to the side and a bulbous head on top. Soth wondered at the hideous creatures. How can they move like that? It is a strain to keep the muscles taught in his soft body to raise himself to full height, yet they seem to do it effortlessly, almost as if they had some inner frame holding them up, but that would be absurd. Soth looked closer at the pair of monsters. The larger one seemed to be more muscular, but the smaller had two large globes of flesh protruding from it's torso. Soth nervously glanced back behind him at the large crystal laying in the shallow pool. He shuddered as he looked at it, wondering which was more terrifying, the monsters or the contents of that crystal. He skin rippled as he remembered the elders told him to bring it, and they knew best. Suddenly, a shadow fell over him. Terrified, he turned to look up at the larger creature holding a long shaft of metal. The thing touched Soth with the metal and electricity coursed through him, stunning Soth into unconsciousness.

Soth awoke painfully in some sort of crystal case. No, not crystal. It didn't have the taste of crystal, but it was close. He looked and saw he was in a small box not much bigger than he was. There was metal joining the pieces of the clear almost-crystal and a metal assembly which prevented him from lifting the lid. Soth looked out of his small prison. All manner of metal objects were around him. Soth look across the room and went jet black with terror and disbelief. Along the wall, impaled on hooks, were his people. Slowly and with horror, he counted the bodies, recognizing each one as he went. Twenty-three. His entire village. Suddenly, a creature entered the room and walked over to the wall and pulled one of his people off a hook and produced a long, thin shard of metal which he used to cut Soth's friend into pieces! Soth watched as the thing scooped up chunks of flesh and put them in a metal vat. After adding other things...powders and other organics Soth didn't recognize. Soth's fear seeped away and was replaced by anger and hatred as he watched the creature pull Gath's body off the wall and similarly dismember him, taking small chunks and eating them as he did so!! Soth's skin grew white with hate as the beast left the room. Filled with resolve Soth plotted his revenge.

Soth examined his prison. Not crystal, but close enough. Soth was the best crystal artist his village has.... had to offer. He placed the tips of his tentacles onto the material and began to vibrate them. It took longer than usual, but soon he found it's resonance and like crystal, the material bent to his will and flowed apart. Soon there was an opening large enough for him to escape through. Once out Soth found a small opening in the wall and felt moving air. Soth darted down the shaft, leaving a small trail of slime as the only indication of his presence.

Soth traveled down the air shaft into a large room. Inside was a collection of crystals, boxes of soil and vats of slime from his valley. He wondered why they were here, but then felt a leap of joy as he saw one particular crystal. Quickly, Soth moved to it and caressed it with the opening vibrations taught to him by

the elders. The crystal flowed away to reveal the protector. It was larger than Soth and the crystal had flowed to form a tough carapace over it's body and the tips of its tentacles were sheathed in black crystal daggers. With a hiss it awoke and immediately crouched staring at Soth, four of it's tentacles arched high over it's back, the deadly crystal tips poised to strike Soth at a moment's notice. Soth immediately shifted his skin to the colors of command.

"Guardian. " he spoke. "It is I who released you. Your time is at hand. I am the last of our people. Those you protect are murdered. Not in a thousand hatchings have we done this, but now I shift from the colors of protection to the colors of revenge! Soth's skin became blood red with streaks of white and black. The Guardian's color shifted to match and it released a chilling howl.

"I offer myself to you so you may know your enemy. Avenge us so we may live again. " said Soth. With blinding speed the Guardian leapt onto Soth, thrusting it's deadly tentacles deep into him. In seconds it was over.

Ensign Mike Jensen ducked into the cargo bay and went to the back behind some crates. Being on a deep-space exploration vessel was bad enough, but to be stuck on one with nine gorgeous women when you're the ugliest of the four men onboard really sucked! No matter how hard he tried, none of these babes would give him the time of day. Still, there is something to be said for being a maintenance assistant Mike thought as he opened a pocket and produced a small viewing console. He smiled and slid a hand into his pants as the screen came to life showing the shower of the fantastically built communications officer, Lt. Tina Mastin. Mike licked his lips he watch Tina soap her cantaloupe-sized breasts. Sudsy water traced its way around the silver dollar-sized aureoles of her perfect tits while she ran her fingers through her soapy blonde hair. Mike squeezed his rock hard shaft and moaned as she bent over to get the soap, giving him a perfect view of her delicious pussy. He was so aroused he didn't notice the soft clicking sound of something scurrying onto the top of a crate in front of him. Suddenly there was a blur of movement and Mike looked up in time to see the Guardian shoot into the air and come down onto him. Mike felt the searing pain of a dozen sharpened tentacles plunge through his chest in a spray of blood. Mike opened his mouth to scream, but another tentacle thrust past his lips and exploded out the back of his head, nailing Mike to the crate behind him. Almost as fast as the attack happened, it was over, climaxed by the Guardian burrowing into Mike's chest and disappearing. For a moment all was silent, then Mike's head jerked up and a strange light shone in his eyes. Drenched in blood, Mike stood up slowly and deliberately. Looking down he picked up the fallen viewpad. The image of Tina in the shower reflected evilly in Mike's glowing eyes and he began to smile.

"Huumansss " rasped Mike-Guardian lecherously.

Tina Mastin's large breasts hung pendulously as she bent over to towel-dry her shapely legs. Even

though she was trying to dry herself off she couldn't help feeling herself getting wet as she thought about 1st Officer Hamilton. He was such a hunk! She couldn't wait to see him tonight. Suddenly from in the main area of her quarters there was a crash. Startled, Tina wrapped the towel around her and went into the darkened room. She gasped as she saw Mike Jensen standing in her room! His back was to her but Mike's lard ass was unmistakable. Above him the panel to the air vent was torn open. Enough was enough.

"Ok you pervert, " said Tina, "just what the hell are you doing? I know you try to peep on all the women on the ship but this is going too far! " Mike stood motionless in front of Tina, his back still to her.

"Did you hear what I said you shit? " she said as she grabbed his shoulder and turned him around. Tina screamed as she saw that Mike's mouth was mostly gone and his chest was a seething mass of bloody flesh. Suddenly Mike's chest exploded into a dozen tentacles which engulfed the terrified girl. The tentacles poured out of Mike's chest, drawing his body behind them, turning it inside out. Tina struggled in an insane panic as the tentacles wrapped around each of her arms and legs, forcing her into a spread-eagled position three feet off the floor. Another tentacle tore away the towel from her naked body as two more encircled her breasts. Struggling and screaming helplessly Tina watched as the bloody pulp that was Mike take shape into a humanoid creature ten feet tall. It's muscular arms, legs and shoulders was sheathed in black crystal while it's chest and stomach appeared to be nothing but tangles of tentacles. A single red-slitted eye looked back at her over a large slathering mouth like a lamprey--full of teeth, suckers, and small tentacles.

"It will do no good to scream, " it rasped in a gurgling voice, "Mike-Guardian was good enough to activate the room's sonic dampeners. No one can hear you. Please scream as loud as you like, however. It reminds this one of the crystal songs we sang before you destroyed us. Here, let us help you. " With blinding speed one of the larger tentacles shot up between Tina's thighs and deep into her tight pussy. Tina screamed and bucked as the tentacle began to piston in and out of her in a furious rhythm. Tina screamed and gasped until she couldn't breathe, then moaned and whimpered as the beast fucked her mercilessly.

"I am Soth-Guardian " it croaked. "I will return to you the genocide you gave to my people in kind. " A tentacle arced up and thrust into Tina's mouth, choking her as it began to force her to give a devil-spawned blowjob.

"Mike-Guardian's memories inform me well. Your numbers are vast and you are powerful, but I have justice on my side. " Tina moaned loudly as the mass of tentacles continued to fuck her deep and fierce.

"I know I will need an army. Fortunately Mike-Guardian has once again aided my cause. To me you are nothing more than animals. Monstrous beasts in need of extermination. After absorbing this Mike-creature I have become compatible to your physiology. There are more than enough females on this ship to create a new breed pool. You were kind enough to bring some of the catalyst slime from my world as specimens. " gurgled Soth-Guardian as he pulled Tina up to his mouth.

"By the time we reach your base you and the other women will have spawned enough Guardians that we may wipe them out and take their women to fuck and breed even more Guardians! Soon your race will be gone!! " Tina could do nothing but moan and whimper in protesting reply. She could feel the swollen member thrusting between her legs as it filled her completely. Her magnificent tits were cruelly squeezed as she bounced on top of the pillar of insatiable tentacles. Soth-Guardian's sucker-like mouth moved over her heaving breast and took the entire massive gland into it, sucking it fiercely. Tina bucked and screamed as she felt the lamprey-like teeth pierce her breast while the inner mouth tentacles tugged and pulled at her rock-hard nipple. Tina arched her back as she felt the tentacles swell and erupt, shooting lava-hot deep into her cum-soaked pussy and throat. Tina hung in the mass of tentacles totally spent. She was barely conscious as she felt herself being rolled over so she was suspended hands-and-knees in midair. Her eyes grew wide with terror and pain as she felt several tentacles thrust into her cunt and ass. As she screamed at the new onslaught, she heard a twinge of Mike's voice mixed with the Guardian's.

"Now, we do it for pleasure... "

"Oh God!! Ohhhh! Yessss! Fuck me baby! Fuck meeeeeeeeeeeeeeee! " howled Kelli Harrison with pleasure. The tawny young redhead squirmed with delight in the throes of orgasm. Her short cropped hair damp with perspiration, Kelli wrapped her legs around Nathan's waist and grabbed his buttocks, pulling him closer to her, urging him to pound deeper and harder. Nathan Oshei, the ship's Engineer, grunted and panted as he happily complied to the gorgeous ensign's plea. Nathan bent down and hungrily suckled Kelli's small, perky tit as he slid in and out of her in deep, long thrusts. Kelli squealed as he bit and nibbled her butter-soft nipple. Suddenly Nathan looked up, his eyes wide. Kelli moaned deep in her throat as Nathan made one massive thrust and held it. For a moment he hung over her motionless. Kelli's vaginal muscles squeezed and milked Nathan's penis as he stayed firmly embedded in her.

"Mmmmmmmmm, " she purred. "That was fantastic. Did you come baby? "

Nathan stared into space above her, slightly quivering.

"That good, huh? " smiled Kelli. "Well, I thought you were pretty fantastic too! "

Suddenly Nathan dropped his head down and with a massive thrust began to pound furiously into Kelli. Kelli gasped in surprise at the renewed vigor of Nathan's lovemaking. Many times more intense than moments before, Kelli gasped and clawed at the air breathlessly as she was fucked mercilessly. Slowly Nathan's head lifted to look at Kelli. Shaking her head at the overwhelming passion, she came again hard and looked up at Nathan. Nathan looked down with a strange red glow in his eyes.

Before Kelli could react, a slimy red tentacle exploded from his mouth and plunged deep into her throat.

Nathan continued to pound deep into Kelli, but he began to shake violently. As Kelli struggled against the tentacle thrusting in and out of her throat she watched with horror as Nathan's chest swelled and cracked. Kelli cried out a muffled scream as she watched several other tentacles erupt from Nathan's chest. Nathan's penis swelled and split to reveal another tentacle inside. Freed from Nathan's flesh the tentacle began to piston harder and fiercer than never before deep into Kelli's dripping pussy. Kelli experienced shattering orgasm after orgasm, but the pleasure was overwhelmed by growing terror as Nathan's body was torn apart. Nathan's torso split in a sickening spray of blood and Kelli could see that the tentacles also extended out of Nathan's back and into the air vent on the other side of the room. No, that wasn't right. Kelli's eyes grew wide with fear as she realized that the tentacles were coming from the air vent and going into Nathan! Suddenly several of the tentacles picked up what was left of Nathan and threw him aside in a bloody heap. The mass of tentacles then wrapped around Kelli's arms and legs with blinding speed, lashing her to the bed. Kelli bucked her hips in a vain effort to combat the demonic rape that was happening to her, but the tentacle only drove into her deeper.

Kelli watched in horror as a large mass of tentacles and flesh slid out of the air vent, leaving a bloody slime trail down the wall. Kelli writhed and struggled as she felt more tentacles covering her body. One wrapped around her waist and two more began to squeeze and knead her small, firm tits. A shadow began to move over the bed and Kelli thrashed wildly, screaming past the tentacle fucking her throat.

"Relax, my little one. " rasped Soth-Guardian, "This will hurt a great deal. "

Kelli's screams drowned out the sound of two more tentacles shooting out from Soth-Guardian's loins and impaling her tender young pussy.

Captain Sirocco Monteir stood on the bridge surveying the scene on the forward viewports. Outside was the liquid mirror-like turmoil of foldspace. It would take the Magellan another seven and a half hours before they reach the next jump point. Once there the mile-diameter spherical lattice would detect the ship and pull the Magellan into realspace. 'This is certainly the part of deep-space exploration that really sucks' Sirocco thought to herself. Once in foldspace most systems were on automatic. Nothing to do but sit back and enjoy the ride. The long, slow, boring ride. During this part of the journey, most of the crew was off duty. Only the ship's pilot, Atsuko Nataori, was on the bridge with her. Sirocco looked at the young girl who dutifully monitored her post. At first, Cpt. Montier was against Atsuko and her sisters being here. This was no place for an eighteen year old girl, even if she was one of the better pilots she's seen. Her sisters Yani and Hiashi were also just as capable in their fields, but they were still only a year or so older than Atsuko. Well, if the President of Nataori Shipping and Exploration feels his granddaughters should get an education on a routine survey mission, then that's the way it's going to be. Still, there's no reason to make them suffer.

"Atsuko, It's gonna be a long trip. I'll take it for a while. You can go off duty early. " said the Captain.

"You're sure you don't mind? " replied the young pilot. "I can stay my shift. "

"Naw, don't worry about it. Enjoy the boredom while you can. There won't always be days like this. I think your sisters are in the Rec room working out. Why don't you join them? "

"Yes Ma'am " said Atsuko as she stood up and gave a short, respectful bow. As she left the bridge, Cpt. Montier touched the intercom.

"Ensign Jensen, report to the Bridge. Mike Jensen to the bridge. "

Atsuko Nataori climbed down the ladder to the third deck. She had wished the captain would have let her complete her shift. It took weeks of pleading to get her grandfather to let her go on this trip with her sisters, she wanted to make sure her performance showed it was a wise decision. Atsuko was positive she couldn't take another year at boarding school. If she did well on this trip, then perhaps she might be allowed to get her commercial pilot's license early. She so wanted to...Oof! Atsuko rounded the corner only to be plowed into by Michelle Fiantel.

"Hey, watch it! " said Michelle curtly. Atsuko backed away from the security ensign. She was wearing black lycra skintight workout pants and a black lycra top. Her long, auburn hair was in a ponytail and the soft sheen of sweat on her bare arms and neck indicated she was on her daily jog. For an instant, Atsuko's eyes were drawn to the perspiration accenting Michelle's impressive cleavage. Atsuko though eighteen, hadn't bloomed into womanhood as much as others and was feeling self-conscious and more than a little envious.

"Uh..I..so sorry. " Atsuko stammered, averting her eyes and blushing severely.

"Hey, it's ok kid. " said Michelle, sensing Atsuko's awkwardness, "I should have watched where I was going. That's what I get for using the corridors instead of the rec room, huh? " Michelle smiled at the young girl and began to jog in place. Atsuko smiled back, blushing more as she watched Michelle's ample breasts bounce. She crossed her arms in an attempt to cover her own breasts which were, in her opinion, way too small.

"Well, I'm gonna finish my laps. Take care, kid. I'll see you at dinner. " said Michelle as she began to jog away. Atsuko turned and continued down the hall, stopping for a moment to glance back at the sexy brunette as she jogged away. Sighing, Atsuko continued down to the rec room.

"Why do some girls have all the luck? " she muttered to herself. Behind her, Michelle jogged down the corridor. To her right a door slid open. The young security officer turned smiling to greet whomever it was. Suddenly, four tentacles shot from the doorway and wrapped around startled girl, pinning her arms to her sides and tightening around her waist and thighs. Michelle didn't even have time to scream. In an

instant she was pulled into the room, the door hissing shut behind her.

Michelle struggled vainly against the strong grip of the tentacles that held her. Slowly walking out of the shadows, 1st Officer Tom Hamilton came up to her.

"My beautiful Lt. Fiantel, " he said as a red glow began to form in his eyes. "I had the most astounding revelation today. " Hamilton's red flight suit was unzipped all the way down. Michelle could see that his penis was visible and erect. Incredibly it was over a foot long and growing! Around it's thickening base were the source points for the four tentacles that held the helpless girl fast. Hamilton reached up and pulled the shoulder straps of Michelle's top down past her breasts and around her waist, pinning her arms.

"Are we secure? " Hamilton asked with a lecherous smile. Wide-eyed Michelle stared as he opened his mouth. Inside were a hundred small tentacles, like that of an anemone. Roughly, he pulled her to him and engulfed one of her large, firm breasts with his mouth. Michelle gasped loudly, more out of astonishment than fear. Her skin tingled all over as a hundred tentacles moved over her breast, carefully exploring every curve, every inch of the firm fullness. Michelle moaned against her will as she felt countless tentacles paying close attention to her hardening nipple. It was all happening so fast. Michelle felt the tentacle around her legs unwind then dive down her skin-tight workout pants. There was a ripping sound and the material was torn from her, revealing her smooth muscles and tight, young pussy. Fear finally setting in Michelle began to struggle as she felt tentacles wrap around each of her thighs and spread them apart. Michelle's terror grew as she bucked and squirmed in a vain effort to escape.

Hamilton pulled away from his attention Michelle's large breast. Countless lines of saliva trailed from her diamond-hard nipple to the undulating tentacles in his mouth.

"Don't worry, Michelle. " he said in a low gurgling voice, not quite his. "The others are urging me to get this over with and get you into the breeding vats with the rest of the women, but I understand you have needs too. You're going to enjoy this...whether you like it, or not. "

Michelle Fiantel strained helplessly at the Hamilton-thing's grip.

"What happened to you?! Why are you doing this!?" she cried, her voice cracking with fear.

"It's perfectly simple, my dear. " gurgled Hamilton. "Remember that small planet we just surveyed? Well, those squid-like things we had for dinner last night were actually a gentle and sentient race. We mercilessly wiped out their entire village. The last survivor activated the village's guardian. He's actually not a bad sort. A little moody and it stings a bit when he merges with you, but his motives are sound. "

"What motives? " asked Michelle shakily, trying to ignore the tentacles exploring her body, wildly

searching with her eyes for some means of escape.

"Remember the old adage 'An eye for an eye'? Well, we wiped out them, so he'll wipe out us. That's where you and the rest of the women onboard come in. By the time we reach the outpost you will have given birth to enough guardians that we can overrun it easily. After that....well, this little experience has given the Guardian quite the craving. But enough talk! " Hamilton shuddered as Michelle heard bones crack and pop. With a jolt he seemed to grow a foot in height. She screamed as his skin split and more tentacles erupted from his bloody skin.

The tentacles that held her fast lifted her up and tilted her back. Tentacles wrapped around her large breasts and began to squeeze and knead them. The tips of the tentacles molesting her breasts split apart in a small spray of blood and slime. Now shaped like a suction cup, the tentacles clamped down hard on Michelle's hard nipples, sucking them furiously. The other tentacles holding her lifted her up until her crotch was at mouth level. Michelle gasped and moaned as Hamilton's mouth engulfed her quivering cunt. Electric passion shot through Michelle like a bolt from the ship's laser. Writhing madly, she was overwhelmed by a hundred scillalike tentacles probing her sex. Each moved with lightning speed over her lips and far too sensitive clit. Dozens would take turns thrusting into her slick pussy. It was more intense than anything she had ever experienced in her life! Michelle came almost immediately and came hard. The Hamilton-Guardian drank in her cum thirstily as he continued to probe deep into her cunt with a hundred tongues.

"Oh God!! Please don't....Ohhhh!! Please....Uhhh!! Uhhh!! " Michelle managed to plead breathlessly as she came again and again. Hamilton-Guardian pulled away from her dripping cunt, dozens of insatiable tentacles still reaching for her swollen pussy lips. Before she could even realize that he had stopped, Hamilton tilted her up and placed her on top of his impossibly enlarged dick. With one powerful motion the tentacles restraining the helpless girl shoved her down, impaling her on the organ. The penis head, almost as large as a fist effortlessly parted Michelle's cum-soaked pussylips and thrust deep inside her. Michelle's body convulsed and she screamed wildly as the intense pain mixed with another shattering orgasm.

Orgasm after orgasm hit the girl like a tidal wave. Her arms hung limply at her side, still firmly tied down by tentacles as she bounced in long strokes on top of the monstrous cock. Not even able to moan anymore, Michelle was vaguely aware of the two tentacles still sucking furiously on her large, succulent tits. Her nipples were so hard they hurt as the tentacles tugged and sucked on them. The Hamilton monster continued to rape her relentlessly. Barely capable of soft whimpers at the onslaught, Michelle managed to moan loudly once more as she felt two small tentacles spread her delicious ass and a third thrust in deeply.

Michelle couldn't feel her legs anymore as they were numb from countless orgasms. She hung limply in the air as Hamilton-Guardian slid powerfully in and out of her cunt and ass. Finally his eyes flared like a star and began to bounce Michelle up and down madly. Michelle started a scream deep in her throat which erupted as a final shattering orgasm ripped through her in time with the flame-hot eruption from

the tentacles embedded deep within her. Feeling the alien sperm fill her completely, Michelle shuddered at the last carnal aftershock and slipped into unconsciousness....

Atsuko walked down the corridor towards the recreation room. She had wished that the Captain would have let her finish her shift. Still, it had been a long day and spending some time in the sauna sounds like just what the young pilot needed. Besides that, Atsuko heard Cpt. Montier call Mike Jensen to the bridge and she was glad to get out of there before he arrived. He was fat and he smelled and he was always staring at her. Hopefully the Captain had heard the rumors of him peeping on the women onboard and was going to give him what for. Why did it have to be the ugly ones that were interested in her, she thought glumly. Granted she was young and inexperienced, and the other women on board were at least five years older and so beautiful, but couldn't for once she find love like everyone else?

Atsuko sighed deeply to clear her head of her thoughts and slid open the door to the rec. room. Entering, she found her older sisters Yani and Hiashi sparring on the fighting mat. Atsuko Nataori watched her sisters for a time trying to figure out which was which. Yani and Hiashi were twins and they played that role to the hilt. Both wore black leotards and their silky black hair was done up in ponytails. Both of them had also blossomed into beautiful young women so every curve was evident and masterfully displayed...a detail which made Atsuko all the more envious. Atsuko watched her sisters continue to trade feints and attacks. All three of them had been accomplished fighters since they were children, another thing that their grandfather had insisted upon. Yani was the best fighter of the three, which now was evident who was who as she had just thrown her sister for the third time in a row.

"Hey little sis, what's up? " asked Yani as she backed away from her fallen sister.

"Oh, nothing. " replied Atsuko. "The Captain let me off early so I thought I'd hit the sauna.

"Mmmmm. Sounds good " said her sister, Hiashi. "Certainly better than getting my ass kicked. "

"Hey, don't worry about it. " joked Yani. "It's not your fault your ass is such a big target. " Hiashi gasped with mock indignation and took a playful swipe at her twin. Atsuko smiled broadly. Her sisters were always able to make her feel better.

"You two are so silly. " she smiled. "I'm going to take a quick shower while you finish your workout. Meet you in the sauna in ten minutes? "

"Sure thing, Atsuko. " smiled Hiashi, who suddenly swept Yani's legs out from under her, forcing her twin to land in a heap. Atsuko quickly turned and went to the showers before she got caught up in the renewed combat. Behind her, her older sisters laughed and joked as they continued to spar.

Atsuko rubbed her neck slowly as the hot water of the shower loosened her tired muscles. She let the shower work its magic on her body as she stand there. Atsuko glanced over into the fog-covered mirror at her naked form. Letting her hands wander Atsuko traced the curve of her hips up to her small, but firm breasts. True she wasn't as developed as she'd like, but if her sisters were any indication she would fill out very nicely. She just wished the process of growing up was a bit faster. Absentmindedly, Atsuko continued to caress herself as she thought which began to have a different effect. Atsuko's cupped her breasts in her hands and felt her small nipples growing very warm and begin to harden, nuzzling into her palms. Sighing softly, she began to massage her nipples which sent small shots of delicious electricity coursing through her. Atsuko felt a warmth begin to grow between her legs and she knew the wetness she felt was not due to the shower. True, Atsuko was a virgin, but she wasn't stupid either. Biting her lip to stifle a moan, Atsuko moved a hand down her trembling stomach to tenderly strum slow circles on her most sensitive secret. Whimpering softly, Atsuko slid a finger inside exploring her virgin spaces as the incredible sensations made her knees weak.

As her passion built, it took her a moment to realize someone was moving around in the shower area. Shocked and embarrassed at her being discovered masturbating, Atsuko turned to apologize to whomever it was. Atsuko gasped to see several tentacles slowly pouring out of the air vent, dripping slime. With blinding speed, they suddenly shot toward Atsuko. Half dodging, half slipping on the wet shower floor, Atsuko lunged to the side as the tentacles sliced the air where she was standing to end embedded in the wall behind her. Alive with fear, Atsuko ran from the shower and out into the rec. room to get away from the horror behind her. Running through the door, Atsuko stopped in her tracks and screamed. In the center of the large room was a horrible monster. Ten feet tall, what wasn't sheathed in a black crystal-like armor was a mass of undulating tentacles, covered in blood and slime. A single red eyeslit looked at her and it's lampreylike mouth almost smiled at her. On either side of it suspended in the air were her sisters, Yani and Hiashi. Nude, except for strips of leotard that wasn't ripped off them, they were completely helpless to the tentacles. The slime covered abominations wrapped tightly around each of their legs, forcing them apart. Other tentacles were doing far worse. Yani and Hiashi's breasts were being cruelly squeezed while a particularly thick tentacle thrust deeply into each of the girls' tight young cunts. Atsuko stood frozen as the sickening squishing sound of the tentacles fucking her sisters deep and mercilessly filled the room. The two twins bucked and moaned as the horror raped them in unison. Tentacles forced down their throats, making them gag at the demonic blowjobs. Atsuko screamed at the scene, totally unable to help her sisters. Suddenly tentacles shot from behind her and wrapped tightly around her naked body. Picking her up, Atsuko was slammed into the wall, stunning her into unconsciousness.

Atsuko's unconsciousness left her as a thinning fog. Presently she came to her senses to find herself tied between two supports in the main cargo hold. Atsuko screamed as she realized her situation. Several crates had been moved to one side of the bay to form a sort of corral and the seams were sealed with industrial resin. Inside the corral there was a pinkish-white slime filling it to a depth of about two feet. Atsuko struggled against her bonds as she looked at the corral. Laying in the slime were several female

members of the crew. Tina Mastin, Kelli Harrison, Michelle Fiantel, and her sisters Yani and Hiashi. In the center of them was the insatiable demon that Atsuko witnessed raping her sisters earlier. A dozen tentacles undulated and pulsed from its grotesque form. Atsuko watched in horror as the beast's tentacles mercilessly ravaged her crewmates amid whimpered protests and orgasmic moans. Tentacles thrust powerfully and deeply into well oiled vaginas and moaning mouths. Michelle Fiantel hung limply in the air as the Guardian fucked and sodomized her. Tina Mastin bucked and screamed with fear as the tentacles massaged her massive breasts cruelly while three others slammed furiously into her snatch. Kelli Harrison's lithe frame was by no means spared the horror. Waist deep in the slime Kelli was forced to give the horrible creature head while she bounced helplessly on the Guardian's lap. Kelli's small, perky tits were engulfed by the monster's mouth, countless scillalike tentacles molesting her diamond hard nipples. Worst of all, Atsuko's sisters Yani and Hiashi were lashed back to back by slime covered tentacles. Each of them moaned deeply as tentacles deflowered them mercilessly. Atsuko screamed in protest at the massive rape scene in front of her. The Guardian looked up at her, much in the same way one would size up which piece of fruit to pluck from the tree.

"Well, our little plum has awoken. " rasped Soth-Guardian. Slowly a long tentacle slid it's way along the floor towards Atsuko. It wound slowly up the eighteen year-old's body as Atsuko tugged helplessly at her restraints. Atsuko closed her eyes and clenched her teeth as the penislike tip of the tentacle brushed her cheek.

"You should be honored. " gurgled the monster. "You will be the mother of an entire race. Already your friends have given birth to dozens of guardian eggs. " Soth-Guardian waved a tentacle in the direction of the far end of the slime pool. Countless football-sized eggs lay in the slime. Inside, Atsuko could faintly see small, writhing tentacles.

"By now, Mike-Guardian has taken control of the bridge and reset the ship's Foldspace sequence. While your outpost deserves to die for what you did to my race, to really commit genocide one must go to the place where it was invented. "

"Earth! " Atsuko whispered in terrified realization.

"Very perceptive. " replied Soth-Guardian. "We should be reaching your homeworld very soon. But of course, we do have a little time. " The slime around Soth-Guardian churned and rippled. Suddenly, several tentacles shot from under the surface and shot across the room towards Atsuko. Atsuko screamed as they engulfed her young body. Tentacles wrapped around her thin waist with their tips encircling her pouting tits. Atsuko whimpered and moan as sensation after new sensation met, crashed through, and overwhelmed her senses. One tentacle slid in between her legs, rubbing it's length along the outside of her swelling pussy lips. Atsuko moaned deeply as the waves of passion hit her. Fear far winning out, Atsuko struggled against the assault as the tentacles tantalized and teased her. Fear or not, Atsuko felt herself getting wet and hot with desire. Suddenly, without warning a tentacle shot between her legs and plunged into her. Atsuko let out a yelp of pain as her virginity was torn from her, then began to moan and sigh as the tentacle began to pump in and out of her.

Every inch of Atsuko's skin was alive with sensations. The tentacle filled her tight little pussy completely and she bounced on top of it, moaning loudly. Soon she felt something she had never felt before. It was like a white hot tidal wave building inside her. Atsuko felt the muscles tighten in her thighs and stomach as the wave came crashing down upon her. With a high pitched scream Atsuko helplessly rode the wave of her first orgasm. Laughing loudly, Soth-Guardian continued to thrust into the young virgin's cunt. Atsuko came again and again. Soon she felt the tentacle inside her swell as it too prepared to orgasm, initiating her into the role of a mother of the destruction of the human race. Soth-Guardian let out a moan as it's orgasm peaked. Suddenly, there was a metallic whine. A reddish spark touched the tentacle going into Atsuko midway and with a flash the tentacle was severed, spraying alien sperm about the bay. Soth-Guardian screamed loudly as his tentacles recoiled in shock and pain, dropping the helpless women.

"You know, for some horrible alien sex monster you sure are a lousy lay. " Standing in the entryway to the cargo hold was Cpt. Sirocco Montier. Clad in black security armor and armed with a Particle Rifle she stood defiantly over the smoking remains of the Mike-Guardian. Springing up from the slime pool came the other Guardian converts of the crew. With a quick motion Sirocco rolled to the side as she fired several quick bursts, cutting her former crewmen in half. Soth-Guardian roared in outrage and leapt from the pool towards Cpt. Montier. She fired several shots at the rushing beast, doing little damage. At the last instant she dove out of the way as a dozen crystal-tipped tentacles sparked off metal and embedded in bulkhead. Sirocco leaned on the trigger of her rifle. Designed for cellular disruption rather than penetration the particle energy shots bounced harmlessly off Soth-Guardian's crystal carapace. It was quite a different story, however, when a shot contacted flesh. Soth-Guardian screamed and fell back as tentacles were blown off him and massive wounds appeared in his chest and head.

Atsuko watched helplessly as the combat continued. Soon she became vaguely aware of someone untying her. Looking down, she saw her sisters, almost in a daze fumbling with her bonds. As Atsuko was being untied the rest of the women were also regaining their senses.

"Get to the life pod! " yelled Cpt. Montier. "I'll take care of this son of a bitch! " The Captain rolled, dodged and shot. Soth-Guardian was in a frenzy of anger and pain. Tentacles shot in all directions, lashing out blindly. As the women ran for the door Sirocco dove for the opposite entrance.

"Hey you sick bastard! " taunted Cpt. Montier. "What is it that keeps you going, what drives you? Revenge isn't it? Well then you fucker, COME GET ME! " she yelled, tossing a grenade into the pile of eggs. Sirocco dove out of the room and behind her Soth-Guardian bellowed with rage amid a thunderous explosion.

Three days later...

"That's all I know. " said Atsuko in her hospital bed as she spoke the Earth Defense Major. "We must've

gone through the jump point while we were...anyway, when we launched the escape pod we were in normal space over Earth. The last thing we saw was the Magellan burning up in the atmosphere. "

"We found the wreckage and have been over it with a fine tooth comb. " said the Major. "It was so much molten slag. Nothing could have survived that. " After a pause he gently touched Atsuko's hand. "You should be proud of Cpt. Montier. She gave her life to save others and from the way it sounds, she gave her life to save us all. " Atsuko nodded grimly and silently. The Major quietly excused himself and went to debrief the other survivors. Atsuko lay alone in her hospital room and cried. At least it was over.

Six weeks later...

"Yeah Mom, I got the socks. And the scarf you sent, yes. Yes....yes, it is summer Mom, even though we're in the mountains it's really quite warm. Ok. Yeah Mom, I gotta go. I have a class to teach. See you next week. Bye. " Peggy sighed as she hung up the phone. Next to her, her friend Shasta walked out of the bathroom wrapped in a towel and drying her hair.

"Your Mom again? " asked Shasta. The beautiful twenty-six year old towel-dried herself off on the chair across from Peggy, her black skin given a warm almond glow from the shower.

"Yeah, Mom again. " sighed Peggy as she bent to tie her shoes.

"Well, Mom's are supposed to be protective. " said Shasta as she slipped on a pair of very short red satin shorts and pulled a T-shirt over her large firm breasts.

"I know, " replied the pretty blonde, "but it's not like we're on a colony somewhere. We're in the middle of a State Park and we're the instructors at that! "

"Well, look on the bright side. " said Shasta. "The campers are doing great, it's peaceful, serene and beautiful....and you won't see your Mom for another week. Now let's go out there and show 'em how it's done! " Shasta smiled broadly at Peggy who finally gave in and smiled back. Opening the door to their cabin Shasta and Peggy walked out onto the deck. Overlooking the lake, their cabin was one of many that circled a huge field. Already out doing their morning exercises were the campers. Fifteen hundred girls. Peggy looked out at them and smiled. Shasta was right. This International College Cheerleading Camp is going to be the best one ever. With a smile and bounce in her step, Peggy picked up her Pom-poms and went to greet the day. Across the vast field of young nubile flesh, slime dripped unnoticed from the bushes beyond the treeline. Red eyes watched hungrily and in the undergrowth countless tentacles writhed!!!

"Man, I am beat! " said Shasta as she fell back onto her bed. "Do you think anyone would miss me if I slept for a week? "

"Oh, probably. " grinned Peggy at her pretty cabin-mate. "If they don't, then you have to promise to take me with you. "

"It's a deal! " replied Shasta, stretching lazily. Shasta wriggled out of her shorts and groaned with exhaustion as she sat up. Shasta's ebony breasts spilled free as she pulled off her sweat-soaked T-shirt. "Ugh. I need a shower. " she said, sniffing her T-shirt.

"Good idea, " said Peggy, "and while you're doing that I make one last round to make sure all the girls are where they should be.

"O.K.. " replied Shasta. "I can't guarantee there'll be any hot water left, but I'll try to save you some. " she smiled as she walked into the bathroom.

Peggy walked out into the cool night air and looked out over the camp. The sun was going down now. The sunset was a beautiful finishing touch to the day as it drifted through the trees with on final bit of warmth. It had been a lot of fun and a lot of work these past few weeks. Only three more weeks to go. Being counselor for several hundred girls was certainly an adventure. Peggy smiled to herself as she thought of her own experiences. It hadn't been too many years ago when she was coming to Cheerleading Camp with her squad, let alone being an instructor like she was now. At least there wasn't a boy's camp across the lake like when she was a camper. Peggy giggled. 'Oh, how we must have ran those poor counselors ragged for all the sneaking out we did!' she thought to herself. Her thoughts gravitated to the night she surrendered to Bobby Templeton. He was the hottest guy at the boy's camp. It didn't matter that he was a counselor at the boy's camp and she was only eighteen. Peggy hugged herself as she remembered how it felt to have him fuck her that night. His strong hands cupped her breasts as she bounced breathlessly on top of him in a boat in the middle of the lake. Peggy was certain she woke up the whole camp when she screamed out her first orgasm. Peggy chuckled to herself and shook her head to put away such thoughts for another time. Most of the camp was dark now, except for a few cabins. There were about half a dozen cabin which housed counselors, and about a dozen more where the older girls stayed. On the far side of the camp was a large dormitory type three-story building where the girls who came to camp not part of a formal squad were housed. Peggy began walking down the wooded path towards the cabins where the advanced squads were housed. Most of them were already dark, but there were still a few cabins ignoring 'lights out'. She'd hit those along the way and make sure they got to bed, even though she secretly wanted to walk right in and join them in whatever antics they were up to this time. For old time's sake, of course. Peggy walked down the darkened path towards the first string of cabins. A cool breeze was drifting up from the lake which made Peggy shiver just a little. As she neared the cabins she knew exactly which one to start with.

"Hey Toni, toss me one of those! " said Chris, Captain of Squad Wildcat. Across the room, a lovely black girl looked up and smiled. Turning over the oversized teddy bear on her bed, the petite beauty unzipped a seam and pulled out a bottle.

"Make it last, " said Toni as she tossed the beer to Chris, "I don't have too many left.

"Hey, watch it! " said a gorgeous Asian girl as she came out of the bathroom wrapped in a towel, the bottle zipping in front of her.

"Sorry, Tomboy. " said Toni. The sexy coed smiled as she rewrapped her towel around her perky breasts and continued to dry her long, black hair.

"It's O.K.. " said Tomboy. Everyone called her that because her given name of Tomomi Kurimoto was a bit much to say and Tomboy suited her better anyway. "Got any more of those? " she added, smiling. Toni handed a beer to Tomboy then turned to the petite blonde laying on the bed and studying a small viewscreen.

"Hey Donna, you want one or are you going to drool all over that screen all night...again! " asked Toni, smiling. After several moments, the girl engrossed by the viewscreen looked up.

"Huh? Oh, no thank you. " she said dreamily. Almost immediately she drifted back to the screen. To her left a muscular eighteen year old beauty wearing a bra and satin red shorts was finishing her pushups. Rolling onto her back, the raven-haired beauty flipped onto her feet and bounced onto the bed next to Donna. Before Donna could react the girl had snatched the screen out of her hands.

"I must admit, if you're going to drool over something for hours on end, this would be the thing to drool over. " said the muscular girl. "He is one piece of work. You get any yet, Donna? "

"Rayne, that is my brother! Give it back! " said Donna, grabbing the screen.

"Oh, so that is the great Admiral Hamilton, Galactic Explorer. " teased Rayne as she wiped a lock of black hair from her eyes.

"Tom is a First Officer and he's the best deep-space navigator there is! He's the only family I've got and someday I'm going to be an explorer just him! " said the blonde eighteen year old defensively.

"Hey, don't get uptight, I was only joking! " said Rayne.

"It's O.K., " sighed Donna, "It's just that I was looking forward to seeing him before I came to camp. His ship was due in a few weeks ago, but a representative from the company Tom works for said his ship was diverted on a new assignment. Donna looked down at the flickering viewscreen.

"...Well Sis, I'd better get going. Cpt. Monteir just gave the word. The *Magellan* is heading for foldspace. Lots of work for me to do. I'll see you in a few weeks. Love ya, kid! "

"Mind if I join you? " said a voice at the door. The startled teenagers looked up to see Peggy leaning in the doorway. Clumsily sitting up, hiding beer and anything else incriminating the girls fumbled for a good excuse.

"Relax girls, I'm too tired tonight. " smiled Peggy. "Let's just get on with lights out, O.K.?" "

"Sure thing, Peggy " said Chris with a sigh of relief. Peggy smiled and began to turn to leave.

"Peggy, " said Tomboy, putting on an oversized 'MARS COLONY WARRIORS' jersey as a nightshirt, "any word from Jenny? "

"Yes, Tomomi. Jenny's father is doing much better. " replied Peggy. "Her ship left Proxima about a day and a half ago, so she should be coming through the Gate any time. I expect we should be seeing her tomorrow. " Peggy watched as the girls got into their beds.

"I'll see you in the morning. Good night, girls " she said as she turned out the light and closed the door behind her.

Peggy walked down the wooded path on the way back to her cabin. All the girls were settled down and the camp was finally quiet. The moon was up and the lake rippled silver like a soft pool of mercury. Peggy stopped for a minute to take a look at the idyllic scene. To her left, the bushes rustled.

"Hello? " said Peggy, taking a step towards the brush. The wind was beginning to pick up a little, which made Peggy smile at the swaying leaves. "Ooh, spooky! " she said to herself. Peggy turned to go, when suddenly the bushes exploded in a mass of tentacles. Peggy let out a short scream as the tentacles wrapped tightly around her and pulled her into the woods. Peggy screamed again, but was cut off in mid-cry by something clamping tightly over her mouth. Unable to move amid the constricting mass of tentacles, Peggy felt herself suspended several feet above the ground. Suddenly she began moving rapidly deeper into the forest. Whatever held her moved at breakneck speed through the foliage. Several minutes passed as the terrified girl was carried farther away from the camp into the woods. Abruptly, she stopped and was released in midair. Peggy flew several feet, then hit the ground rolling. Peggy stopped against a stump with the wind knocked out of her. The cloud around Peggy's mind began to clear and she saw that she was alone in a small moonlit clearing. Staggering, Peggy quickly got to her feet, looking around for whatever it was that brought her here. She didn't have to look for long.

A thin red light appeared in the shadows in front of her. It almost looked liked someone had just slashed across the darkness and now it was bleeding. Four slimy tentacles shot out from around the light. In the blink of an eye they had crossed the distance and wrapped around Peggy's arms and legs. Peggy screamed wildly as she struggled. The tentacles began to pull Peggy step by step towards the edge of the clearing. Wild-eyed in terror, Peggy dug in her heels only to cut small furrows as the impossibly strong tentacles continued to draw her closer to their source. Peggy looked in the moonlight. Something was entering the clearing. As she saw the thing, Peggy's scream died in her throat. Then, her screams

returned doubled as the tentacles jerked her off the ground and pulled to just in front of the beast. The hellish beast was over nine feet tall. A single eye, no more than a slit across its face glowed and pulsed in red light. Illuminated by its eye was a lamprey-like sucker mouth full of small, sharp teeth. Its blood-red skin was muscular and dripping in slime. Covering its torso and parts of its arms and legs was a carapace which resembled black crystal armor. Most terrifying of all, a dozen tentacles writhed with definite phallic intent. Most of these sprang from recesses between openings in the crystal around its waist and loins, although others sprang forth at times from anywhere there was exposed flesh. Peggy's mind on the verge of shock strained to take in what was happening. She could see now that this creature was severely wounded. Its right arm was a pulpy mass that ended just below the shoulder. There were several seeping wounds on its body and more than a few tentacles ended in cauterized stumps. The beast's face was made all the more horrifying by the fact that a good third of it was gone. Suddenly, a pair of tentacles arced into the air and came down, one burrowing into Peggy's tight T-shirt while the other sought and found an entrance into her shorts. In an explosion of fabric the tentacles ripped Peggy's clothes off of her, leaving her only in a bra and panties. Peggy struggled at the attack to no avail. Eyes wide in horror Peggy watched as the monster brought up its remaining left arm toward her. As if to clear the way a tentacle shot down out of the writhing mass and ripped open Peggy's bra almost as the beast grabbed her large breast. Peggy's melon-sized breast measured 36D, but in the huge beast's claw it looked little larger than an orange. Peggy gasped and screamed as the horror squeezed her breast while yet another tentacle burrowed into and ripped away her panties. The thing pulled Peggy up to its face.

"Sso. " The beast rasped in a deep, gurgling voice. "This...is...Earth. "

Before Peggy could react the tentacles which were wrapped around her legs convulsed and spread open her thighs. In one massive thrust, the beast plunged its huge phallus between Peggy's legs and deep into her soft pussy. Peggy breathed a surprised squeak as she was impaled on the thing's thick member. Nearly overwhelmed by pain and surprise Peggy bounced on the beast's shaft. Tentacles wrapped around her, slithering and probing at every part of her body. Fueled by terror alone Peggy fought back against the monster raping her, but to no avail. Continuing to squeeze and knead her breast with its remaining hand, the monster attacked Peggy's other breast hungrily. Its lamprey-like mouth engulfed it fully and Peggy felt electric sensations as countless anemone-like tentacles in its mouth licked and sucked on her large, sensitive nipple. Unable to stop it, Peggy let out a long moan as the beast fucked her in long powerful strokes. The monster's phallus slid out of Peggy's burning wet pussy a full foot before plunging back in deeper than before. Amid her screams and gasps, Peggy's legs uncontrollably wrapped around the creature's waist as she bucked and bounced on top of the pistoning shaft. Peggy felt a powerful wave building, one she could not stop no matter how much she wanted to. Peggy shuddered and arched her back as a powerful orgasm ripped through her.

"Oh GOD!!!!!! Ooooooooooh!!! AAAAAAH!! Mmmph!!! " Peggy's moaning cry was cut short as a thick phallic tentacle thrust into her mouth and forced her to give the demonic creature a blow job. The tentacle pistoned out of Peggy's mouth in time to the huge penis fucking deep into her cum-soaked pussy. Even as she felt herself about to cum again, Peggy watched through tear-burnt eyes as more tentacles took part in the rape. Peggy nearly gagged on the tentacle she was being forced to suck off as another tentacle wound its way around the creature's penis and entered her steaming cunt. In unison

another thrust between her legs and began to sodomize her. Peggy released a muffled cry as another orgasm crashed over her again. This time she could feel the members raping her swell and pulse as well. The horrific beast bellowed a scream never before heard on Earth as it too orgasmed. Peggy gasped as she felt hot seed gush into her. Suddenly, the beast screamed again. Peggy watched in horror as crystal began to flow across the monster's body. At the base of the tentacles that were raping Peggy some of the crystal collected. Suddenly, the crystal located there flowed shut, severing the tentacles and the monster's huge phallus. Peggy screamed past the tentacle in her throat as it began to burrow down inside of her. She could also feel the ones in her pussy and ass pulse and burrow deeper into her. Peggy's insides felt like they were on fire. Screaming and writhing in pain, Peggy lost consciousness as the last of the severed tentacles disappeared inside of her. The huge beast swayed uncertainly, then collapsed in a heap, dropping the unconscious girl. Peggy awoke several minutes later and slowly stood up. Looking down at the fallen monster she reached down and put her hand on the monster's black crystal carapace. Turning to liquid, the crystal flowed at Peggy's touch and flowed up her arm. The crystal seeped into Peggy's skin like a sponge, leaving no trace. Nothing more than a mass of flesh now, the hellish creature began to smoke and dissolve. Turning away, Peggy's eyes glowed with a deep red light. As the monster dissolved behind her Peggy walked back to the Cheerleading Camp with a wicked smile forming on her lips.

Shasta was sleeping soundly when Peggy came back to the cabin. Shutting the door quietly behind her, Peggy entered the cabin and looked about. Moving to the windows, Peggy pulled the curtains closed. Peggy's eyes flashed red as she silently crossed the room to stop next to Shasta's bed. The lovely girl slept undisturbed as Peggy watched the contours of her friend's impressive bosom rise and fall with each breath. Peggy leaned down and softly breathed a shimmering pink mist into Shasta's face. Several moments passed, then Shasta began to stir. Still asleep, Shasta's breathing began to quicken. A soft moan whispered past Shasta's lips as her sleeping hands began to drift across her deep chocolate skin. Shasta kicked off her thin covers as her hands began to tug and massage her nipples through her nightshirt. Peggy's eyes burned red as she watched her friend. Soon, Shasta's black skin glistened with sweaty desire. Slowly, she crawled into bed with Shasta and ever so gently pulled up Shasta's nightshirt until the wide curve of her dark tits could be seen. The still sleeping Shasta continued to rub her mountainous tit through her shirt as Peggy exposed the girl's left breast to the night air. The light in Peggy's eyes faded away as she took Shasta's diamond-hard nipple into her mouth. The gorgeous black girl gasped loudly and moaned as Peggy sucked on Shasta's double-D breast and slowly swirled her erect nipple around with her tongue. Peggy moved a hand down to Shasta's wet snatch and began to rub and stroke her pouting lips. Shasta arched her back and moaned loudly. Instinctively reaching out, Shasta pulled Peggy's head down harder onto her huge tit while Peggy began to piston her fingers in and out of Shasta's hot pussy. The sensations coursing through her were finally too much to bear and Shasta awoke with a loud moan. It took a moment for Shasta to realize what was going on.

"Holy shit Peggy! What the hell are you doing!?" gasped Shasta. Not stopping her finger-fucking, Peggy sucked hard on Shasta's nipple and gave it a little bite before she looked up at the surprised girl. Shasta gasped loudly at the sensual accent and uncontrollably began to move her hips in time to the

fingers sliding wetly in and out of her.

"I need you, Shasta. " said Peggy. "I have to have you. " Peggy pulled her fingers out of Shasta's burning pussy and moved to straddle her.

"Oh God....Ooh...We, we can't. " stammered Shasta as she was hit on all sides with confused emotions coupled with wild desire. Shasta opened her mouth to say something else, but before she could Peggy pulled her to Peggy's creamy breasts and guided in a hard, pouting nipple. Peggy moaned loudly and began to thrust her hips against Shasta's. Pussy lips met and kissed like long lost lovers. Shasta moaned deeply and surrendered, sucking hard on Peggy's large breast. Peggy wrapped her arms tightly around Shasta who hungrily accepted more of Peggy's breast into her mouth.

The girls' hips rocked in unison as their pussies rubbed frantically against each other in carnal urgency. Peggy thrust her hips hard and Shasta's eyes went wide as she felt something long and hard enter her. Peggy's grip on Shasta increased as she lifted her hips off of the girl. Peggy leaned her weight forward, effectively gagging the surprised girl with her breast. Peggy and Shasta's pussies were connected by a thick shaft of tentacle that pulsed and pistoned rhythmically. Shasta struggled vainly as Peggy held her down. Peggy threw her head back and moaned, her eyes filling the room with an evil red glow. Beginning to feel fear, Shasta tried to scream, but nothing more than a muffled moan got past Peggy's fleshy tit. The tentacle slid noisily in and out of both girl's pussies. Shasta struggled in terror at the demonic rape, while Peggy bucked her hips like a schoolgirl getting fucked for the first time. Suddenly Peggy's body went stiff and she let out an orgasmic cry of pleasure. The tentacle slipped out of Peggy's dripping snatch and, wriggling and writhing, burrowed its way deeper into Shasta's pussy. Shasta screamed and convulsed as the tentacle slid past her swollen pussylips and disappeared into her. Peggy held her tightly as the girl shuddered and convulsed. Soon Shasta stopped and looked up at Peggy with glowing red eyes. Peggy leaned down and kissed her.

"Are you ready to go to work? " she asked.

Peggy-Guardian looked out of the window of her office cabin at the girls practicing their cheers.

"This will be the perfect breeding ground. " the Guardian thought to itself. "These humans are so gullible. Not one of the girls questioned the absence of the other instructors. Simply telling them that they would be gone for the next few days was enough. They practice their insignificant rituals still. " During the night the Guardian and the newly created Shasta-Guardian went into the instructors' cabins. Those viable were immediately attacked and impregnated. Those of no use were killed. There will be no mistakes this time as there were on the *Magellan*. Even as the Guardian watched the collection of college girls lustfully, Shasta-Guardian was disposing of the bodies and taking the rest to a cave some miles away for birthing. The Guardian watched the girls like a cattleman comparing animals in the herd. Nearly all were nubile and strong. Soon, there would be a thousand Guardians among the evil and

murderous humans. It was a pity that the catalyst birthing slime was destroyed on board the Magellan, but...there would be more females where these came from. Soon it would be the human's turn to know genocide. The Guardian knew that none of its clan still lived. 'This one was not even Soth-Guardian anymore.' thought Peggy-Guardian to itself. There would be no Song of Peace sung to the Guardian now. The Guardian would continue until the humans were gone or it was killed. Nothing more.

"Excuse me, Miss Collins? " asked a voice behind the Guardian. Composing itself the Guardian drew the windowshade and turned. In the room stood a young girl of about eighteen or nineteen. She had short black hair and was wearing a short red skirt and a thin blue jacket over a white blouse. Subtle wrinkles and curves betrayed the fact that the athletic girl was a late bloomer, but well on the way to becoming a well-developed young woman. Next to her on the floor was a small suitcase. Peggy smiled at the girl while deep inside the Guardian called upon Peggy's memories.

"Just call me Peggy. You must be Jenny Mitchell " she said.

"Yes Ma'am. I'm sorry I'm so late. Thank you for letting me finish out the summer like this. " replied Jenny.

"Don't give it another thought. I trust your father is O.K.? " Peggy asked.

"Oh much better! " said Jenny. "Proxima's lighter gravity won't put such a strain on Daddy's heart after surgery like it would here. The doctors there really know their stuff!

"I'm glad so glad to hear that. " said Peggy. Behind Jenny, Shasta had silently entered the room and shut the door behind her. Quietly moving up Shasta-Guardian waited with anticipation. "Now then, " added Peggy with a smile, are you ready to join us?

"Ready when you are! " said Jenny, smiling. Peggy's eyes flashed flame-red. In one swift motion Shasta-Guardian clamped a hand over Jenny's mouth and put her free arm around the surprised girl's waist, lifting her off the floor. Wide-eyed, Jenny screamed and struggled, her legs kicking in the air. Peggy stood there stoicly, but bulges began to move underneath her T-shirt. Several slimy tentacles came out of the bottom of her shirt and streaked across the room toward the terrified eighteen year-old. Jenny fought insanely as the tentacles grabbed at her clothes and began to rip them off her. Shasta's grip was too strong so nothing above muffled cries were heard as the Guardian's tentacles tore away bra and panty to reveal young, supple breasts and soft, virgin pussy. A thick-headed tentacle emerged from Peggy-Guardian's shorts and snaked its way to the struggling girl. Jenny kicked and fought as slimy tentacles curled around her C-cup breasts and squeezed them cruelly, but her body went taught and she gasped as the thick tentacle reached her young cunt and slid into her with one massive thrust. The head of the tentacle moved past the virginity it had just ripped from the coed until it was deep within her. Then slowly and methodically it began to slide in and out of Jenny's tight pussy. Jenny's eyes burned with tears as she was raped. The ends of the tentacles wrapped around her young breasts split open into mouthlike suckers. These clamped down onto Jenny's small, dark nipples and began to suck them

expertly. Jenny clawed at Shasta-Guardian's arms and at the tentacles molesting her, but they didn't even seem to notice. Jenny couldn't help the moans welling up in her throat as the thick tentacle fucked her in deep, long strokes. Surrounded by hot pulsing flesh, Jenny's nipples became long and hard as the tentacles sucked them fiercely. Jenny cried and moaned as the Guardian raped her mercilessly. As if she weighed no more than a feather Jenny was held several inches off the ground by the unoving Shasta-Guardian. Jenny's legs hung limply, gently swaying as the tentacle pistoned in and out of wet little pussy. She felt the first orgasm of her life begin to crawl tingling and warm up the inside of her thighs. The Guardian began to pump harder and deeper into Jenny's cunt as she bucked and moaned. The Guardian felt Jenny's pussy spasm and tighten around it's tentacle as she came screaming. The last thing Jenny felt as she lost consciousness was the tentacle deep within her swell and fill her with lava-hot demonic seed. The Guardian pulled its member out of the unconscious girl and pulled its tentacle back into its body, pausing only to lick a bit of Jenny's cum off of the tip. Peggy-Guardian composed itself and within moments there was no indication that anything like what had just taken place had happened. Without a word, Shasta-Guardian scooped up Jenny, went quietly out the backdoor of the cabin and headed unseen into the woods.

The girls of Squad Fireball ended their cheer with a high-kick. Like a cascading waterfall the four girls fell forward into a split one after the other. For a moment, there was silence then cheers erupted from the other cheerleaders looking on. Most of these were the inexperienced girls, new to the camp. The advanced girls clapped and smiled for the Fireballs, but inside they were less enthusiastic. Most of the other squads didn't like Squad Fireball. Squad Fireball's affluent school searched through their students to form the perfect squad. The four girls looked like an ad out of a plastic surgeon's catalog. Two blondes and two brunettes, all with long straight hair, perfectly groomed with perfect skin, perfect smiles and perfect bodies. The swirling fireball of the squad's emblem on the left side of their T-shirts curled over each of the girls' D-cup breasts. The worst part of it was, for all their superficial shallowness, they were damn good.

Chris swallowed a bit as Squad Fireball left the mat. Lacey, the brown-haired Captain of the squad bounced past Chris, giving her a superior little smile as she went. Chris took a deep breath and walked to the center of the mat, Toni, Donna, Rayne, and Tomboy taking position behind her. A gentle breeze came across the lake and lifted Chris' hair as she looked at the expectant faces of the other cheerleading squads.

"O.K., Cats. " said Chris. "Let's show 'em how it's done! " Chris, Toni, and Donna set up a rhythm with hand-claps and foot-stamps while Rayne and Tomboy sparred in mock battle in front of them characterized by rapid high kicks and arm blocks.

"Mars! Mars! " chanted Chris, Toni, and Donna.

"He's the God of War! " replied Rayne and Tomboy amid feints and parries.

"Mars! Mars! "

"He's the God of War! "

"Mess with Mars and you're gonna be SORE! " they all yelled in unison.

"Mars! Mars! "

"Don't mess with Him! " yelled Rayne and Tomboy as the both leapt into midair somersaults.

"Give it up, Mars plays to WIN! " yelled Squad Wildcat. Rayne and Tomboy came out of their somersaults and landed in spits. At the same time Chris, Toni, and Donna dropped into the splits right behind them. Smiling and catching their breaths, the girls of Squad Wildcat were washed by the cheers and applause of the other cheerleaders. Chris looked around for final confirmation and smiled even broader when she saw it. Squad Fireball had already left.

Every muscle in Jenny's body ached as she regained consciousness. Her arms and legs felt like lead as she laid there. Jenny could feel cool, damp earth underneath her and she realized with a shock that she was naked. Her breasts were bruised and tender, and her young pussy was terribly sore. It took her a few moments, but she also realized that she was being restrained in some way. In the dim light, Jenny could see that bands of some sort of rock or crystal melding into the dirt floor covered her arms and legs. No matter how hard she struggled, the bonds remained secure. Now more awake, Jenny's mind was in a thick fog, but she was slowly becoming aware of her surroundings. She could see that she was in a large, dimly-lit cave. A soft hum was in the air and Jenny's attention was drawn to several small objects positioned about the cave. Looking like crystal, each one hung impossibly in the air several feet above the ground. The crystals were not only humming, they were glowing and together they bathed the entire cave in a soft, red light. Jenny's brain was becoming less and less clouded. There was another sound echoing through the cave. Fear grew inside her when she realized it was the cries and moans of several girls. Jenny looked to her right and her eyes went wide with disbelief and fear. Jenny saw several other girls being raped by horrible, horrible creatures. Five huge beasts had two or three girls each at the mercy of their cruel, thick tentacles. Jenny watched in terror as she watched tentacle after tentacle thrust powerfully into the girls' young, tender snatches and molested their sweat-glistened breasts. Bits of cloth clung to some of the girls' bodies, but most were naked. Jenny could see that one still wore a cheerleader's skirt as she hung in midair, suspended by tentacles which rocked her back and forth as they fucked her. Still more tentacles molested and tugged at the girls breasts as they hung down past the remains of a T-shirt.

Suddenly, Jenny heard a blood-curdling scream off to her left. Looking over, Jenny was not prepared for what she saw. There were several women chained naked to the ground and walls like she was. To her horror, she saw that most of these women were dead, horribly mutilated. One girl was still alive in the

middle of the bodies and was thrashing wildly and screaming. Uttering one final massive scream, the woman arched her back as her stomach and chest ripped open from the inside. Several bloody tentacles poured forth over the dead girl's twitching body. Out of the bloody mass a clawed hand reached out and dug into the ground. A demonic beast, like the ones raping the girls to Jenny's right pulled itself up out of the girl. Looking right at Jenny with it's slit-like red eye and hissing evilly with it's lamprey mouth, the monster bit deeply into what was left of the girl's large breast and began to feed. Jenny was wild-eyed with terror as she began to feel a pain in her chest and something stirring inside her. Soon, Jenny was screaming.

The moon grew full and bright in the cool night air. Along the edge of the lake on the far side from the camp, four sparks of light could be dimly seen. Lacey, Sherry, Jan, and Becky of Squad Fireball moved quickly along the water's edge giggling quietly to themselves in the soft glow of their flashlights. Soon, they came around a bend into a small, secluded part of the lake, almost like a cove. The four teenage girls stopped and looked around. Then, laughing, they hugged each other and fell to the ground in a heap. The girls' hands began to caress and explore one another as they exchanged kisses. Smiling, Becky sat up and pulled her Squad Fireball T-shirt over her head. Becky's long golden locks of hair spilled over her shoulders and traced the outline of her full, nineteen year old breasts. Jan, Sherry, and Lacey followed suit and quickly began to strip off their clothes as well. In no time all the girls were naked. Lacey sat up gasping and moaning while Sherry and Becky each sucked on her hardening nipples while Jan buried her face between Lacey's trembling legs. The four girls caressed each other amidst deep moans and orgasmic gasps. Jan's brown ponytail was damp with sweat as Lacey finger-fucked her mercilessly. Lacey took one of Jan's D-cup breasts into her hungry mouth and sucked it furiously as Jan cried out another orgasm. Nearby Sherry and Becky were riding the crest of their own mutual orgasm. Hugging each other for support as the wave of passion crashed over them, the two blondes mewed and sighed in ecstasy. After several minutes the four girls lay in the soft grass entwined in each others' arms. Lacey and Sherry sat up and began to dig through their clothes. Soon the two girls had found what they sought and were taking long drags on freshly-lit joints in between massaging each other's massive tits. After each taking a puff, Becky and Jan kissed each other deeply then ran into the lake splashing and laughing.

Becky and Jan frolicked in the night air. The full moon glistened off their nude bodies and made the surface of the lake look like the two girls were swimming in quicksilver. Neither of them noticed the large ripple coming toward them or the deep red glow just under the surface of the water. Becky gasped and moaned as she felt her pussy being rubbed.

"Mmmmmm. " sighed Becky, licking her lips as she treaded water. "You ARE horny tonight, Jan! "

"I'm always horny! " smiled the young brunette.

"Well, if you keep that up, you'll be a lot more than that! " replied the blonde as she tugged at her

nipples.

"Keep what up?" asked Jan, lifting both her hands out of the water. Becky looked at Jan in disbelief, then with a shocked expression looked down between her bobbing breasts. Suddenly, Becky disappeared beneath the surface, as if she had been pulled under. Jan smiled at her friend's silliness, but her smile quickly faded as she felt something coil around her own legs. Before she could even scream, the girl was pulled under the water without so much as a ripple.

Lacey and Sherry laid in the grass at the edge of the lake and stretched lazily in the moonlight. Covered with a thin sheen of sweat from their lovemaking, the girls' athletic bodies glowed in the moonlight.

"Well, it's 4am. I guess we'd better get back." sighed Lacey.

"Oh do we have to?" pouted Sherry.

"I don't want to either, but you know how the counselors are."

"Yeah, I know. O.K.." Sherry sat up to tell Jan and Becky that it was time to go, but instead let out a short, but fear-filled scream. Lacey sat bolt upright at her friend's scream, but was not prepared for the sight she saw. Standing knee deep in water was a nude woman. Large-breasted and black skinned, Lacey and Sherry recognized her as Shasta, one of their counselors. Incredibly, a dozen tentacles appeared to be coming out of her and swaying back and forth. On either side of her was Jan and Becky. Both of the young women were suspended several feet above the lake by tentacles wrapped around their bodies. Lacey screamed as she saw that the tentacles were raping her friends. Jan and Becky's legs were spread wide by tentacles while others pistoned in and out of their young snatches. As the girls each bounced on the mass of tentacles fucking them still others wrapped around their full breasts, molesting them cruelly. Finally, Jan and Becky's painful cries were muffled by thick tentacles fucking their throats. Lacey and Sherry screamed as they scrambled to their feet in order to get away from the demonic scene. Shasta-Guardian's eyes flared red as more tentacles shot from behind her and arced towards the terrified duo. Lacey and Sherry turned and ran, but the tentacles wrapped around Lacey and forced her to the ground. Terrified, Sherry didn't look back as the tentacles thrust deep into Lacey's pussy and curled around her pendulous breasts. White with fear, Sherry tore through the bush towards the campground, the moans and screams of her friends echoing in her ears. Sherry's naked body was cut as she ran through brush and past bramble. Sherry hardly noticed. The only thing she saw was the image of tentacles pistoning in and out of her friends' cunts and in the middle of the horror, was Shasta!. Sherry broke through the brush next to a cabin at the edge of the campground. Naked, bruised, and with tear-streaked eyes, Sherry ran up the steps and banged on the cabin door.

"Let me in! Please God, LET ME IN!" she sobbed. The door opened and she burst inside, but stopped screaming as she skidded to a halt. Inside the cabin looked like a war zone. Beds were overturned, windows were broken, and ripped clothing were strewn everywhere. The cheerleading squad that lived here were being ravaged just like her friends were moments before. The six girls here were at the mercy

of undulating tentacles. Tight pussies and virgin breasts were molested demonically all about the cabin. In the center of the room was Counselor Peggy.

"Glad you could join us. " said Peggy-Guardian evilly. Sherry screamed hysterically as tentacles wrapped around her body and pulled the terrified girl inside to be raped just like the others.

"Did you guys hear that? " asked Donna as she turned on the light. Most of the other girls of Squad Wildcat were already up and heading for the door.

"Hear what? " asked Rayne, rubbing the sleep out of her eyes as she sat up in bed, the sheet sliding off her firm D-cup breasts. The tawny, black-haired cheerleader slept topless. Donna was halfway to the door, when she turned and threw a tank top to Rayne.

"Someone was screaming! Come on! " Donna said to her friend. Rayne struggled to pull the top on as she bounded after her friends out the door. The tank top was Toni's which meant it was too small. The thin material barely covered Rayne's athletic breasts and her nipples were very well pronounced.

The girls of Squad Wildcat ran out into the camp, as did the girls from several other cabins. Girls buzzed to one another trying to find out what was going on. Another scream rang out and the girls turned. Walking naked towards the cheerleaders was Counselor Peggy. Behind her strange shapes moved inside a cabin and a red light glowed from the broken windows. Another scream rang out which definitely sounded like it came from the very same cabin.

"It's time to learn the final cheer, girls. " said Peggy evilly, then she clapped her hands once. "Ready? O. K.!" Peggy's eyes flashed flame-red. The stunned cheerleaders could see their counselor's muscles swell and ripple. Black crystal shot from Peggy's fingertips, transforming them into cruel talons. More crystal instantly formed on her legs, forearms, shoulders, and head, cladding the counselor in wicked, black armor. Her 36-D breasts grew two cup sizes as black crystal flowed to frame them in bustier fashion. Peggy seemed to grow a full three feet in height at this transformation. Lastly, as the dumbfounded girls looked on, a dozen thick, slimy tentacles emerged from Peggy's body and swayed menacingly in the night air. Several girls screamed and clung to one another. Others turned and ran. Peggy-Guardian laughed evilly. Peggy-Guardian's mouth spit open into a lamprey-like orifice full of teeth and scilla-like tentacles as she bellowed an unearthly howl into the early morning air. Now all the girls were screaming in terror but one by one the screams died out as they realized the demonic howl was being answered!

From all around the campgrounds came similar howls. Intermingled with the screams of girls the howls grew louder. From everywhere huge Guardians leapt into the clearing. The girls panicked and ran, screaming. Like hungry wolves in a flock of sheep the Guardians fell upon the terrified girls and began to rape them with wanton abandon. Tentacles flashed like streaks of lightning, grabbing fleeing girls and pulling them back to be fucked over and over. A demonic orgy was occurring all over the cheerleading

camp. Tentacle and alien phallus thrust deep into virgin pussy and tender breasts were cruelly molested. The sounds of these multiple rapes were accented by the monstrous Guardians attacking the dormitory. Breaking glass mixed with terrified screams. Every so often a girl would make it to a window, slime covered with strips of a teddy or nightshirt hanging off her, only to be grabbed by tentacles and dragged back into the darkness to be raped again. The girls of Squad Wildcat ran in terror back to their cabin, with a few other girls following them. The teenage beauties dashed into the the cabin. The last cheerleader, a young full-breasted girl with a blonde ponytail was grabbed by tentacles as she reached the doorway. Screaming, the girl was jerked off the cabin porch and thrown to the ground where a Guardian fell onto her. In an explosion of clothing, the beast thrust deep into her tender young pussy and engulfed one of her perfect breasts with it's horrible mouth. Chris screamed and slammed the door of the cabin closed.

Sounds from outside wafted into the cabin. Terrified screams, orgasmic moans, and demonic howls melded into a cacophonous chord from the pits of Hell. Toni, Rayne, and Tomboy clung to each other, sobbing, while Chris sat on a bed hugging her knees on a bed as she rocked back and forth. The only other girls who made it into the cabin, four girls making up a cheerleading squad from Japan, looked around and without a word began to take off their pajamas. The leader of the squad knelt beside Chris and shook her out of her catatonia.

"You have to get out of here! " she said in a determined, commanding voice. "The outside world has to know! "

"We can't escape those monsters! " sobbed Chris. "How can we get away? " The Asian helped Chris get to her feet and motioned for Rayne and Tomboy to help support her.

"We'll keep those assholes busy. " said the Asian beauty as she finished removing her pajamas. Squad Wildcat stared at the Japanese cheerleaders in profound disbelief. Each of the four Japanese girls was wearing skin-tight black clothing. The girls continued by pulling hooded masks over their heads and producing swords and similar weapons from nowhere.

"What? " said the lead girl incredulously. "You thought we chose the name 'Squad Ninja' because it sounded cool? " The girl secured her own hooded mask, silently cracked open the door and peered outside.

"RUN!! " she hissed.

Peggy-Guardian stood in vengeful glory in the midst of the pandemonium. Four girls moaned and writhed at her feet as her tentacles slid satisfyingly in and out of their tight virgin cunts. Peggy-Guardian's mouth tentacles caressed her wide lips as she thought. Now the battle will be joined. If it's war they want. It's war they'll get! Revenge is at hand!

"MONSTER! " Peggy-Guardian turned to see four young women standing defiantly at the edge of the

woods. Identically clad in skin-tight black fabric they held gleaming swords and other weapons at the ready.

"Unexpected. " rasped Peggy-Guardian. With a hiss two Guardians exploded from the brush behind them. As one the girls leapt into the air, tentacles struck the ground where they had stood amid a flash of silver. The two Guardians stopped in their tracks, then in a spray of blood slid into two halves as a result of the young ninjas' invisibly fast swordstrokes.

"So impressive! " said Peggy-Guardian as Squad Ninja leapt into the air, easily dodging tentacles from more Guardians entering the fray. At the same time several flashes of light left the girls' hands and streaked towards Peggy-Guardian.

"So graceful! " Peggy-Guardian hissed as the throwing stars bounce harmlessly off her thick crystal armor. The beautiful ninjas felled three more Guardians before leaping again this time intent on bring the fight to Peggy-Guardian herself.

"So irrelevant! " said Peggy-Guardian contemptuously. Two thick tentacles shot out from her giant breasts and one as well from her own cum-soaked pussy. In wide, sweeping arcs, the tentacles struck the four young ninja and threw them to the ground. Instantly Guardians fell upon them. Tentacles burrowed into their black body suits and tore them off the girls' young bodies. The four teenage ninja fought back but there were too many to fight now. Each girl felt a thick tentacle thrust between their legs and deep into their tight cunts. Yelps and orgasmic cries came from the women as the horrible beasts fucked them. One girl was fucked from behind as clawed hands gripped and squeezed her tender breasts. Another of Squad Ninja struggled and sobbed as she lay on the ground, a Guardian on top of her, its full weight pounding mercilessly into her juicy cunt. The third unfortunate girl bounced breathlessly on a mass of tentacles while two Guardians each took one of her pouting breasts completely into their hungry mouths. The final member of Squad Ninja, their leader, was being gang raped by four Guardians at once. Every orifice of the beautiful girl's tender body was ravaged by several tentacles at once over and over again.

The girls of Squad Wildcat ran through the woods, the demonic howls of Guardians and the screams of countless of their friends echoing far behind them. Fueling their fear, the horrible sounds made the girls run faster. The girls raced along, following the river that fed the campsite's lake. Soon they came to the large waterfall a few miles from the campgrounds. Tear-streaked and sweating, the young cheerleaders stopped to catch their breaths.

"I think if we can get to the top of the falls, we can keep following the river out of here. " panted Rayne as she leaned over, her hands on her knees.

"We can't climb that! " cried Toni. "Those things are going to get us! Just like the others! "

"No they won't! " said Chris, her voice cracking. "We can make it but we have to keep going! Let's go! "

"Wait! " blurted Tomboy in shocked realization. "Where's Donna?! "

Donna Hamilton hid terrified under a cabin as she watched the demonic orgy continue. Girls all around her moaned and screamed as thick tentacle thrust into young pussies and were forced down throats in hellish blow jobs. Mixed with the pitiful cries of her friends were the bellows of Guardians reaching orgasm and filling their prey with their terrible seed. Few girls remained conscious after their impregnation. Those who did lay there sobbing, unable to move. Regardless, a dozen Guardians mulled about the campgrounds, picking up the limp girls and carrying them into the woods. Donna looked about for an avenue of escape. Suddenly she felt something wrap around her waist. Screaming, Donna was pulled from under the cabin and into the air. Thrashing wildly amid the tentacles that held her, Donna was pulled up to the creature. Donna's petite, 4'11 " frame was virtually doll-sized compared to the huge monster. Peggy-Guardian herself. Tentacles wrapped around Donna's arms and legs, pulling her into a spread-eagled position. Peggy-Guardian lifted a cruel talon and gingerly cupped Donna's chin. For a moment it seemed to study Donna's face as it gently turned Donna's head from side to side. The terrified girl dared not breathe as she stared back into the glowing red eyes of the Guardian. In something vaguely resembling a smile, Peggy-Guardian licked her lips.

"Ah. Donna Hamilton. " hissed Peggy-Guardian in a gurgling voice. "Sso good to ssee you. " Donna watched in horror as the Guardians features began to meld and change. In a moment it looked like a man. It took a moment for Donna to recognize him.

"Your brother and the crew of the *Magellan* send their regards. " said Peggy-Guardian, laughing as Donna began to scream.

"Wha....what did you do to my brother you fucking bitch?! " cried Donna.

"Oh, what is that human phrase? " said Peggy-Guardian thoughtfully. "Oh yes. You can ask him yourself, when you see him in Hell! " Donna screamed as Peggy-Guardian's tentacles burrowed into her T-shirt and panties. The helpless girl could feel the sickening members wrap around her innocent breasts and begin to slide roughly across her nipples. Donna wailed in protest and stiffened in an effort to escape Peggy-Guardian's demonic advances. Suddenly, the tentacles molesting Donna stopped moving. Then, amazingly, the tentacles stopped their assault and pulled away from her. Donna felt the tiniest ping of hope as she looked at the monstrous Peggy-Guardian. The beast that was her counselor looked at the helpless girl with what could only be described as a wry, mischievous grin. Peggy-Guardian's throat swelled as Donna looked on with fear-filled amazement. Donna coughed chokingly as Peggy-Guardian blew a forceful stream of shimmering pink mist into her face. Donna wheezed and convulsed. Inexplicably, Peggy-Guardian let go of the terrified blonde, letting her fall to the ground in a heap.

Donna quickly got up and ran, but only after a few steps she began to feel a wave of sensations flow over her. Donna stumbled forward as her skin tingled madly. The young girl began to sweat as she felt a

wave of heat pulse in her loins and the delicious pain of her nipples growing very hard. Unable to control herself, Donna fell to the ground and buried her hands into her panties. Donna's flesh was alive with desire! The girl's fingers touched her swollen pussy and she came immediately. Moaning loudly, Donna rubbed her clit frantically while thrusting three fingers into her very tight snatch. Donna had never felt such powerful sensations in her life. Any touch to her skin was like a bolt of lightning. Donna rolled on the ground with her damp panties around her knees, writhing in a sexual frenzy. Peggy-Guardian looked on in wicked glee.

"How delicious! " laughed the demonic she-beast. The pretty blonde was helpless in the throes of sexual madness. Donna's T-shirt was half off now as she tugged and kneaded her small, pouting tits. The young girl's silver-dollar sized aureoles were swollen and tender as she rubbed them hard against her palms. Donna moaned and whimpered as she looked up at Peggy-Guardian. Tears ran in streaks down Donna's face as she couldn't fight the powerful desires inside her. The eighteen year old's dripping wet pussy thrust in the air repeatedly as Donna's hips bucked.

"Please.... " Donna whispered.

Peggy-Guardian bellowed a triumphant laugh as her tentacles flashed into the air.

As they broke into a clearing on the ridge above the camp, the girls fell to the ground, winded. For a long time none of them spoke. Toni got to her feet and leaned against a tree. Without a word her three friends stood up as well. Looking at one another they began to make their way along the edge of the waterfall. The sky was transforming from a deep black to violet. Dawn would be coming soon.

"Do you think she got away? " asked Tomboy quietly. Tears began to run down Toni's cheeks. Rayne sniffed and played it tough, but it didn't help as she felt her own tears begin to flow.

"Don...Donna's fine. She's too smart to let anything happen to her. " said Chris in unconvicted assurance. In front of the girls two red lights lit up the dark brush in front of them.

"Now girls, " said a woman's voice, "you know it's dangerous to leave camp without permission. The four girls screamed as Shasta-Guardian emerged into the clearing, her tentacles swaying hungrily. Before they could run, Toni and Tomboy were grabbed by the serpentine members and picked off the ground. Tentacles burrowed into Chris' clothes and tore them off of her as she was forced to the ground. Rayne rolled to the side, evading the tentacles snaking toward her. Yelling defiantly over her friend's terrified cries, the raven-haired girl leapt at Shasta-Guardian. With one vicious backhand Shasta-Guardian knocked the girl across the clearing. Slamming into a tree, Rayne fell to the ground and lay still.

"Rayne! " yelled Tomboy. Shasta-Guardian the young Asian girl around to face her and laughed evilly.

"I think you should be more concerned about yourself! " she said wickedly. The tentacles wrapping around Tomomi Kurimoto burrowed into her clothes and ripped them off. Tomboy screamed but was silenced as a tentacle plunged into her mouth. Gagging past the blowjob she was being forced to give the monstrous tentacle, Tomboy felt tentacles wrap around her young breasts and squeeze them cruelly. Next to her, Toni was crying out as she was being ravaged. Hanging in the air by her arms, Toni bucked her hips in a vain effort to dislodge the tentacle that was fucking her dark, young pussy. The gorgeous black girl's B-Cup breasts were completely engulfed by the suctioning tips of two more tentacles that were wrapped around her tiny waist. The leader of Squad Wildcat was by no means spared. Chris lay on her back moaning loudly, her hands trying to pull the slippery, pulsing tentacle out of her blonde snatch. Shasta-Guardian laughed evilly as she reveled in the fucking she was giving them.

"Just like you young bitches, none of your race will escape us! " said Shasta-Guardian Triumphantly. "We shall get the revenge our race deserves!! " Suddenly Rayne appeared behind Shasta-Guardian and leapt onto the the she-beast's back. Locking her legs around Shasta-Guardian's waist Rayne produced two jagged sticks and stabbed them deep into Shasta-Guardian's eyes!

"FUCK YOU TOO!!!! " screamed Rayne.

"NYAAAAAIIIIIEEEE!! " screamed Shasta-Guardian in pain. Tentacles thrashed wildly, dropping the girls of Squad Wildcat in mid-rape as Rayne held on for dear life on the back of the blinded monster. Shasta-Guardian leapt and bucked wild with pain in an effort to dislodge the girl off her back. Rayne screamed defiantly and twisted the sticks deeper into the bleeding eye-gouges. Tentacles wrapped around Rayne as the beast stumbled about, but in pain-induced frenzy Shasta-Guardian was unable to subdue her attacker.

"Get out of here!!! Now! " screamed Rayne. The other girls watched the battle stunned, but then Toni saw the inevitable.

"Rayne!! " screamed the young black girl. Rayne and Toni's eyes met and Rayne flashed a smile as she and Shasta-Guardian tumbled over the cliff next to the falls. Shasta-Guardian screamed as they fell. Suddenly, abruptly, the scream ended. The scream echoed away into silence among the hills as the three girls stood stunned. Bruised and battered, the trio rushed to the edge of the cliff. At the bottom of the falls, the beast Shasta-Guardian lay impaled on the rocks. Near her, broken and bloodied, Rayne lay with lifeless eyes staring up into the morning sky.

The surviving members of Squad Wildcat looked down at their heroic friend and wept for a long time. Then, as best they could, swallowed their tears and began to run along the river as fast as their legs would carry them.

"Yes General. The doctors say they're not infected, but more tests are being processed. Residual tissues match those found on the *Magellan* women. Yes general. Right away. " Major Baxter hung up the phone and looked through the observation glass. The teenage girls lay sleeping in the infirmary quarantine room. He couldn't imagine the ordeal they just went through, but hoped at least for them the worst was over. Sighing heavily, Major Baxter picked up the phone again and dialed.

"Attention. This is a Code One Alert. Repeat. A Code One Alert. This is not a drill. Repeat. This is no drill. All marines will don full battle armor and assemble in the main compound. Battle commanders meet for briefing in fifteen minutes. " Major Baxter hung up the phone as alarms began to sound distantly and looked back at the three girls. In the center bed, a young black girl, Toni, whimpered as she tossed and turned fitfully in her sleep.

"May God help us all. " he whispered.

"Counterattack "

The rising sun clawed its way over the forest and began to burn away the lingering traces of morning fog. One hundred yards from the tree line, a dozen armed men watched nervously for the slightest trace of movement. Motion, sonic, and infrared sensors fed a continuous stream of data to the guardpost's gun emplacement. Resembling a carronade, the snub-nosed gun traversed back and forth slightly on its turreted platform, ready to loose deadly energy from its five-inch bore at a moment's notice. In the gunnery chair a soldier gingerly sipped a cup of coffee as he tried to warm himself in the chill morning air. A warning tone sounds as his targeting console lit up. *Enemy inbound*. Ignoring the pain as his coffee spilt across his lap, the gunner barely had time to shout a warning to the rest of the guardpost when three vicious Guardians exploded from the forest. Moving impossibly fast the three beasts closed with the men, their cruel crystal-tipped tentacles whipping about wildly.

A loud "THUMP! " washed over the gunner as his turret fired. Grass and leaves were blown about along the path of the shot by the visible shockwave. The lead Guardian erupted in a slimy mist as the gun automatically began to traverse to its next target. The two remaining Guardians leapt high into the air. To the left of the gunner, soldiers' automatic weapons fire mingle with the Guardian's howl as it leapt, its cruel tentacles streaking down. Men screamed. The gunner's attention was drawn back as he felt his turret shudder. The other Guardian had finished its own leap and was now clutching onto either side of the soldier's gun. The gunner found himself staring into the glowing slit of the Guardian's single eye, no more than a few feet away. The Guardian hissed evilly through lamprey-like teeth as it moved to strike. Screaming, the gunner pounded the firing stud. With a "THUMP! " the Guardian vanished in a red cloud, coating gun, turret, and gunner with blood, goo, and slime. The gunner sat stunned amid the carnage as the clearing grew silent. To his left, the other Guardian had never finished its leap. Massed fire from the soldiers guns cut the beast in half, but not before its tentacles claimed three lives. The Guardian's breakout attempt had been stopped. The forest was once again quiet, but for the gunner the

silence was drowned out by the frantic beating of his heart.

Peggy-Guardian lounged in a large crystal throne at the base of a huge crystal tower in the center of the cheerleading camp while four college girls squealed and cried at her feet as they were raped almost absent mindedly by her cruel, thick tentacles. She smiled as she glanced down at the women at the mercy of her lust. Though she sat in crystal armor and brandished cruel tentacles, her facial features were that of Counselor Peggy, sweet young administrator of the cheerleading camp. A trace of lingering vanity from her human half. Her growing Guardian army continued laboring to complete the Tower of New Beginnings. Though the memories that Soth-Guardian carried were distant, she could enjoy the irony of the structure. A symbol of peace and growth on the Homeworld, it would mean destruction to the vicious Humans. A Guardian finished it's leap, landing in front of her. Kneeling down, the Hellish beast's tentacles stretched outward flat along the ground in submissive salute.

"You bring news? " she asked as she caressed her own huge tit and pinched it's blood-red nipple with long black claws.

"No Guardian is able to move past the Human's line of defense. " gurgled the monster. Peggy-Guardian's eyes flashed red and she grimaced at the news. Her thoughts were a confused mix. The Guardian part of her knew no equal, yet the Human cow she now inhabited considered the Human military as an unstoppable force. Truly they fought like nothing in the Guardian's memory, and none of the young breedstock had any concept of warfare they could absorb. Only the minor tactical information once held in the brains of the *Magellan* crew kept the Guardians from being overrun by the Humans. It would still be some time before the Tower was ready to begin it's work. So far at least the Human forces were only interested in containment. Peggy-Guardian's Human memories knew the Humans could obliterate the entire camp from afar with out risking themselves, but they have not done so. Undoubtedly they wished to save the young breedstock. Perhaps that could be used to the Guardian's advantage.

"Let the current breedings come to term, " Peggy-Guardian ordered to a nearby Guardian, "but then cease all impregnation. The Humans won't dare attack as long as we have unbred girls hostage. " Peggy-Guardian looked down at the coeds writhing in forced orgasm as her tentacles raped them mercilessly. The girls screamed in final orgasm as tentacles swelled and pumped demonic sperm into them. The tentacles pulled slowly out of cum-soaked pussies and caressed their slime and cum-covered naked bodies as the young women moaned and softly sobbed. An evil smile formed raggedly across her deformed mouth as a plan formed within her. Her eyes glowed like candle flames as she extended a cruel clawed finger at the kneeling Guardian Peggy-Guardian spoke.

"Bring me a fresh girl from the breeding pens! " she commanded. The Guardian leapt away, bounding between the cabins. In moments it returned with a young girl wrapped in the beast's thick tentacles. The terrified girl kicked and screamed as she was brought before Peggy-Guardian. The Guardian dropped the girl to the ground who landed in a heap. Paralyzed with fear, the girl laid on the ground looking up at Peggy-Guardian, her shoulder length blonde hair unkept and in her eyes.

"Stand up, girl. " commanded Peggy-Guardian. The girl slowly got to her feet, pulling down her T-shirt she had used as a nightshirt. When the Guardians overran the cheerleading camp, most of the girls had been in bed. The girl's tattered shirt barely reached her thighs and she pulled on it, trying to get it to cover more, as if the shirt would offer her more protection from the beasts surrounding her. This only made the shirt tighter and enhance the curves of her young C-cup breasts. An enhancement that Peggy-Guardian noticed immediately.

"My...what a lovely flower you are. " said Peggy-Guardian lecherously as she rose from her throne and walked towards the terrified teen. Peggy-Guardian pulled the girl roughly to her, squeezing one of the teenagers plump tits in her clawed hand. The girl screamed and struggled as tentacles wrapped around her waist and pulled her close to Peggy-Guardian. The coed's face was buried between Peggy-Guardian's triple-D breasts and her muffled cries seeped out from the expanse of titflesh. Peggy-Guardian laughed with glee as she kneaded the girl's buttocks and ground their groins together. The demonic woman-beast forced herself to stop her molestations as she tilted the girl's head up to look at her.

"Shhhh.... it's all right girl. " said Peggy-Guardian soothingly. "I have no intention of breeding you. You are far too special. " The girl felt the tiniest twinge of hope. Perhaps the woman who was once her and the other cheerleader's friend was still in there somewhere. "No. I have special plans for you indeed. " Peggy-Guardian kissed the girl forcefully. The girl's fear renewed and she fought in vain against Peggy-Guardian's advances. The girl let out a muffled scream as she felt Peggy-Guardian's throat swell and a thick tentacle moved past her lips and down the teenager's throat. The teenager's scream was cut off almost the moment it began.

The lander made one sweep around the compound before it landed next to the large mobile bunker in the center of the camp. No sooner had it's engines began to cycle down, then technician swarmed towards the craft. Even before the landing ramp finished extending, the crew began to refuel and prepare the craft for takeoff. As this was happening an officer strode quickly down the ramp and into the bunker accompanied by sever aides.

"Officer on deck! " The sound of men coming to attention accented the command as General Mitchell came into the room. Barrel-chested and grey-templed, the General's presence demanded attention immediately. Deep lines in his craggy face told of years of experience.

"As you were. " said General Mitchell. "What have we got? " he asked, turning to the Duty Officer.

"We've set up a perimeter five miles around the camp. There has been only a couple break out attempts since the initial attempt involving fifteen Guardians nine hours ago. The last one occurred at 06:15 this morning. " reported the D.O..

"How many Guardians are we up against? " asked General Mitchell.

"We counted six-hundred and fifty Guardians so far, Sir. It's unknown what the breeding time is, but it's under twelve hours. Before satellite went out we witnessed a birth. " The Duty Officer paused, visibly shaken. Composing herself, she continued. "The birth ripped the girl apart sir. If a girl is impregnated, she's dead. "

"Jesus Christ. " muttered the General. Six hundred and fifty Guardians. That means there's at least seven hundred girls still alive in that hell.

"What's this about us not able to get any satellite surveillance? " asked the General. The Duty Officer moved to a large table like screen console. The screen lit up and showed an overhead view of the cheerleading camp as she turned to face the General.

"This satellite image was twenty-four hours ago. " she said. "Watch closely, I'll speed the recording up. " The General watched as the time-lapse recording played. Scores of Guardians could be seen. Huge tentacled beasts with black carapace-like armor. More than one could be seen ravaging a poor young girl with it's insatiable phallic tentacles. The General winced. Those girls are about the same age as his own granddaughters. Most of the Guardians seemed to be building something. Several of them were swarming over something in the center of the camp. As the time-lapse continued the object grew into some sort of blue-white pinnacle.

"What the Hell is that? " asked the General.

"We don't know Sir. " replied the young Officer. "They're not using any equipment or materials that we could see to build it, and we're not even sure what materials they're using. Look here, Sir. " The Guardians began to move away from the tower which began to glow as lights began to flow over its surface. Then sheets of light and color spread out in all directions from the pinnacle. In seconds, the entire campground was covered with an impenetrable Aurora.

"That's all we've been able to get ever since, sir. It's not a shield or barrier, but whatever it is it's keeping us from seeing what's going on. "

"Son of a bitch! " said the General. "I want the best Recon team we've got. We have to know how many girls are still alive....We have to know if we can save them at all! "

"On the way, Sir. " said the Duty Officer. "They should be here within the hour. "

Two massive Guardians moved through the forest in a lumbering prowl amid the cracking of tree branches, broken as they passed. Well over eight feet tall the monsters moved their misshapen heads back and forth, constantly scanning for intruders and prey alike. Thick tentacles pulled down limb and

pushed aside shrub as the Guardians continued their hunting patrol. Suddenly one stopped in its tracks. With a gurgling sound it fell lifeless to the ground with a large, near perfect hole through its neck. The other Guardian spun around looking for the attacker, its tentacles poised high, ready to strike. As it turned, there was a puff of smoke and a small spray of blood. A small flash of light neatly took off the top of the Guardian's head. It fell immediately, twitched once and lay still. Several seconds later, a small patch of the forest's undergrowth rippled and flowed like a pillar of water towards the fallen monsters. Behind it four more ripples came silently out of the brush. Without stopping the five nearly invisible shapes moved quietly past the Guardians and disappeared once again.

Fifteen minutes later, in a small clearing, three of the distortions stood waiting silently. Soon the other two joined them. As one, the apparitions coalesced into five figures standing in a circle, facing outwards with weapons ready. They were clad in black skintight suits which had a sheen about them like wet rubber or perhaps some sort of fine metal mesh. Similar material hung down around their waists in skirt fashion covering their gear and each wore obscuring black hoods that extended down their backs, hiding small backpacks.

The stealthsuits they wore were marvels of engineering. Woven into the ballistic cloth of their suits were countless miniature CCD camera/screen combinations. Averaging about a dozen cameras per square inch, the cameras were the key to the team's phantomlike ability. It worked in this way: The cameras took in images of the surroundings then projected them on the screens, effectively making the wearer invisible. For example, someone wearing such a suit would stand with their back to a bush. The camera array woven into the material on the person's back would project the image to the screen array on the person's front. Thus, when someone was looking their direction, the person wearing the stealthsuit would blend into the background. Only the slightest distortion would be seen, and only if the person made any movements. The stealthsuits were the ultimate in invisibility technology. Unfortunately, they did require power and a lot of it. The stealthsuits couldn't be on all the time so they were used sparingly.

Even though the clothing hid their features, its skintight nature could not hide that these were five young women. Through the squelch of communications gear, one of them softly spoke.

"Perimeter secure. Take five. " One of them pulled off her hood and then a vision enhancement/communications facemask underneath which revealed her to be a beautiful woman with short-cropped blonde hair. After she did so, the others followed suit as she raised her weapon once more on guard. The members of Recon Team Banshee made use of their rest time quickly and efficiently as they quietly checked their weapons and gear between sips of water and bites of rations. For the past two hours they had silently moved into the Guardian's territory, avoiding the hellish beasts when possible, silencing them when necessary.

In command was Major Helen Transom, "Mother " to the rest of the squad. The attractive thirty-two year old Major had short brown hair and brown eyes, and was slim and muscular. The squad called her mother partly by the way she always looked out for the team on and off a mission, but mostly because like a mother, Maj. Transom must have eyes in the back of her head. She didn't even have to look to

know when someone was screwing around.

Next to Maj. Transom, Cpt. Tamara "Rocky " Reeves was studying the motion sensor readout on her datapad. With her glasses and long black hair up in a bun, Tamara looked more like a librarian than a special forces officer...at least from the neck up. "Rocky " Reeves' athletic body was near perfect. Slim, muscular, and very well proportioned, she had the body of a porn star...except her 34D breasts were real.

The short-haired blonde was Lt. Nadjia Kenovolov, but the team just calls her "Minx ". The nickname was well earned. Though partly due for her standoffish, sometimes cutting personality, as the Stealth Specialist of the team she lives up to her namesake. Minx's catlike agility and her ability to move and kill silently was very respected. Lt. Kenovolov sat quietly sharpening her weapons of choice, two razor sharp knives.

When Katherine McGee was in boot camp, it was the running joke that of her 5'5 " 125lb frame, 4' and 80lb of that were breasts. Measuring a very healthy 40DD, she was the target for every joke, advance, and ridicule under the sun. That only made beautiful Irish redhead mad. Now, Sergeant Major "Tits " McGee wears her nickname as a badge of honor, and as Recon Team Banshee's Heavy Weapons Specialist, she has the firepower to back it up.

While Tits McGee was polishing the snub barrel of her pulse cannon, Sgt. Susan Cooper was double checking the satchel charges and other explosives she was in charge of. Susan had been bored with studying economics at the exclusive all-female boarding school her wealthy parents insisted she attend, so one night, she left. She wanted to do something more, she wanted excitement, she wanted to be where there were lots of MEN! The military seemed to be the obvious choice. For Sgt. Cooper, it was the right one. The golden haired beauty has found a home with the Banshees and there is nothing more exciting than watching something blow up. Due to that, and her explosive temper, it's no wonder the rest of the team calls her "PMS ".

Newest to Recon Team Banshee was Corporal. Hitomi Kotani, the team's Sniper. Armed with a large bore pulse laser, Hitomi was known as the team's "Angel ". Her steady aim and deadly skill was there when the team needed "divine intervention ". Slim and very well proportioned, Hitomi wore her silky black hair in a long braid which she looped around her neck. She looked more like a Japanese princess, but when the time came Angel was all business.

Mother studied the map of the area while her team gathered round.

"Ok. It looks like we have about a mile and a half to go before we reach the camp. Minx, you take point. Rocky, Tits...you cover our ass. We don't have much time to find the hostages so let's get it right this time. " Mother looked up at the sheets of cascading color just above the treeline. "Minx, this damn aurora they've put up is worsening the closer we get. We've already lost contact with basecamp. Don't get out of short communications range. " Minx nodded silently as she donned her facemask and hood. Activating her double-sized powerpack, the young blonde rippled into nothingness as she vanished into

the woods. Watching her move ahead via the telemetry image in their faceplates, the rest of the team, visible and wary, quietly made their way deeper into the forest.

"Man, I hate this shit. " muttered a perimeter guard to his teammate. The two men stood a hundred yards from the tree line in heavy Black Knight assault armor. Fully enclosed and powered, these battle suits were the best that the military had to offer. There weren't many of them. There didn't need to be. Still, it didn't keep the man inside from feeling the fear-laced drops of sweat as they ran down his cheek.

"You'll be ok, kid. " said his older companion. "This is just picket duty. You ain't seen anything till your armor and four others are the only thing against an armored column. Now that's fun! " The younger soldier looked at the tree line through the plasteel reinforced electronic eyes of his faceplate. Imaging and targeting data were constantly being fed into his battle computers and relayed to his arsenal of weapons. Status: no incoming targets.

"We've been on station for sixteen hours, " he said to his elder, "we haven't seen a single one of those things...only that damnable glow from their curtain deep inside the tree line, but every time they do show up somewhere it's all perimeter forces can do to stop them. Why don't the brass call in an air strike or nuke 'em and be done with it? "

"Because there's still several hundred sweet young things in there that may still be alive. We'll know more soon. "

"Sarge, what if they all try to break out. The perimeter grunts can't hold against all of them! "

"I know kid, but that's why we're here. We're the Black Knights! I know you're green to the unit, but you had to be the most frightening piece of work in your whole division just to apply. None of us have ever come up against bugs like this, but they've never come across the likes of us either. We're the nastiest sons of bitches Earth Defense has to offer. We make the devil piss himself and when five of us are on the battlefield we're the fist of a really pissed off God! Semper fi! "

"Hoo Rah! " replied the young soldier, feeling a bit more confident. The sarge always knew what to say. "How about when our relief comes... " The soldier's sentence was cut short his Sergeant dropped into a fighting stance. Servos locked and reinforced his frame as his shoulder mounted pulse lasers came online and cycled to readiness. The young armored trooper readies his own armor as he scans his targeting data. INCOMING: SINGLE TARGET...

"Sarge.... " he said. A figure exploded from the tree line running as fast as it could. Startled, the trooper fired two of his hip-rockets.

"HOLD YOUR FIRE! " yelled his Sergeant, but it was too late. The deadly missiles closed rapidly with

the young woman running toward them. The teenage girl saw the rockets coming toward her and screamed as she fell to the ground, covering her head with her hands. The Sarge bit down hard on the firing tab inside his helmet as his faceplate lit up with the muzzle flash from his laser cannon. A dozen lances of light leapt from his shoulders and raced across the field. Two of the beams contacted the rockets, detonating them in midair. The terrified girl fell silent as smoke and debris washed over her. The girl looked up at the two men, her face streaked with dirt, blood, and tears. Even as the realization that she was saved began to form a smile on her lips, the foliage behind her erupted and the Guardian was upon her.

"Nooooooooo! " screamed the girl as the Guardian grabbed her by the back of the neck and jerked her off the ground. As she struggled against the beast's iron grip tentacles coiled around her arms and legs and a clawed hand ripped through the terrified girl's T-shirt, exposing her young breasts. One hundred yards away, the Sergeant leapt into the air with a mighty war cry. Powerful servos and thunderous jet assist propelled the warrior across the field as the Guardian turned to meet the new threat. Holding the terrified girl high in a pair of it's tentacles, the Guardian flexed it's claws as crystal-tipped tentacles whipped about in anticipation of battle. The Sergeant's armor almost rippled like muscle as he fell towards the monster. As he finished his leap, the armored soldier released a long blade from his forearm sheath. The Guardian howled and shot it's deadly tentacles at its foe, then screamed as the Sergeant brought the razor-sharp blade down, severing the members in a spray of blood. Enraged, the Guardian dropped its young prize and grappled with the Sergeant. The girl fell to the ground in a heap, knocked unconscious. One hundred yards away the younger soldier stared at the combat developing. Regaining his wits he made his own leap intent on rescuing the girl while his Sergeant did what he did best.

Demonic muscle and bone was tested against Earth Defense metal and the Sergeant's steel resolve. Tentacles whipped about searching for a weakness as the deadly wrestling match continued. The Sergeant smiled as the Guardian screamed, drowning out the sound of a very satisfying snap. "The bastard won't be using that arm for the rest of his life. " he thought. The beast ignored it's now useless arm and attacked with tentacles. The Sergeant threw up his right arm in defense. Tentacles wrapped around his arm. The Sergeant could feel them squeezing, but he wasn't concerned. No way could these things hurt him. It's all over but the crying. Suddenly, the Sergeant screamed. The deadly crystal tips of the tentacles thrust down and broke through the softer metal of his armor's elbow joint. The tentacles burrowed in past his defenses and the Sergeant screamed in agony as the tentacles churned inside his armor, turning his arm into pulp. The younger soldier looked back in horror as he leapt away with the unconscious girl.

"SON OF A BITCH! " yelled the Sergeant as he activated the emergency release. With a loud click, a razor-sharp iris valve clamped shut, severing his arm just below the shoulder. Immediately, painkillers and mood suppressants were injected into the stump in an effort to keep the Sergeant from going into shock, but he knew he didn't need them. He was too mad.

"You big-ass squid-smellin' couldn't-get-laid-on-a-dare MOTHERFUCKER! " yelled the Sergeant as he head-butted the Guardian followed by a dozen lightning fast punches to the beast's face. Dazed, the Guardian staggered back, leaving itself wide open to attack as the Sergeant drew his fist back. In one

massive armor-assisted thrust, the Sergeant struck, punching with his remaining arm through the beast's ribcage and deep into its chest. "That was my best arm!!! " The Sergeant flipped the switch on his armor's capacitors. Forty megajoules of electricity coursed through his armor and into the dying beast. The Guardian bellowed an unholy scream as it literally cooked on the Sergeants armored fist. In seconds the beast was reduced to a searing black paste at the feet of the triumphant soldier. The young armored trooper set the girl down a hundred yards away and leapt back to his superior's aid. The Sergeant stood in his now powerless armor over the smoldering remains, but his wounds had finally caught up with him. He was scarcely aware of his armored companion leaping next to him and was unconscious by the time he fell into the young man's arms.

Recon Team Banshee moved silently through the forest spaced apart at five meter intervals. They were near the cheerleading camp now. Every so often they could hear the bellowing cry of a Guardian echoing in the distance. To conserve power, the team moved without the benefit of their stealthsuits. Only Lt. Kenovolov, in point position, was obscured by her stealthsuit's masking screens. As the team's stealth/infiltration specialist Minx had the luxury of having a double sized power pack and could therefore remain hidden for longer periods. The rest of the team, however silently the moved, felt naked and obvious. The team had made it up a large hill paralleling a small gully. Mother glanced at the map in her heads-up display. She held up a hand and gave three quick gestures. 'The objective is one half mile to the northeast. Be on guard.' As one the team readied their weapons and pulled in a little closer. At the far edge of the hill, PMS moved to step over a fallen log. As she did so, the rotted wood gave way, causing her to lurch to her right. Her foot came down in soft overgrown earth which promptly gave way. A sinkhole opened up and Sgt. Susan 'PMS' Cooper was gone. The team stopped dead in their tracks their guns tracked instantly to the sound of the commotion. Mother and Rocky moved quickly to the hole while the other teammates formed a defensive perimeter.

"Sergeant! " said Maj. Transom quietly into her comlink. "Sergeant! Are you all right? "

"I'm fine Mother. Just being a stupid and clumsy bitch! " replied PMS indignantly. "I'm about thirty feet down in some sort of sinkhole.

"We'll lower a rope to you. " said Rocky.

"Negative, sir. " said PMS. "I see light off to the side. We're too close to the camp now to take the time and to risk the noise of pulling me out. I'll catch up to you. " Mother sighed grimly as she thought it over.

"Agreed. " Mother said. "We'll rendezvous at grid six oh three five. If you're late we'll start using the auxiliary explosives without you. "

"Not on your life SIR! There's no way I'm going to miss out on the fun! " she chided back smiling underneath her facemask.

"Ok, " said Mother standing up, "let's go. "

PMS moved through the rubble and debris of the sinkhole towards the opening in the side of the hill. She peered out for several moments then cautiously made her way outside. For several minutes she made her way along the floor of the gully until it opened out into a small grassy clearing ringed by dense trees. As she crossed the clearing PMS became aware of sounds coming through the trees. Crouching down she stopped and listened. PMS soon recognized the screams of several girls along with the howls of Guardians. Keeping low, she made her way towards the sounds. Through the trees PMS could make out the entrance to a large cave. A Guardian was there at that moment carrying a nude girl's unconscious form draped over it's shoulder as it disappeared inside. The young demolitions expert activated her short range communicator.

"Mother, this is PMS. Are you there? " Static. "Mother, this is PMS. Maj. Transom, do you read me? " Sgt. Cooper looked up at the multicolored aurora pulsating above the treeline. 'That damn thing has cut communications range down to nothing.' she said to herself.

"Initiative time. " said PMS as she strengthened her resolve and moved toward the cave. Activating the dwindling power supply on her stealthsuit, PMS looked as if she walked through a waterfall. Her image rippled and she was gone.

The briefing room was lit with a soft green light from the tactical satellite map being projected on the wall. Though not large, shadows at the edges of the room made it seem cavernous. Thick cigar smoke wafting here and there intermingled with the buzz of tacticians reporting and relaying to each other, which gave the whole scene a surreal air. General Mitchell stood over a table surveying readouts, the end of his cigar glowing like a spearhead in the heart of a weaponsmith's forge.

"Any signal from the Recon team? " he asked.

"No sir. " replied Lt. Ibanez, one of his aides. "The radios still can't penetrate the Guardian's aurora, and no flares have been spotted since their last check in.

"General Mitchell! A civilian has escaped from the Guardian enclave! " said a soldier urgently as he burst into the briefing room.

"What?! " said the General. "When? "

"Just now, Sir. " he replied. "Two of the Black Knights rescued her after she made it to the perimeter on her own. She's in the infirmary now. The docs are checking her out. "

"Is she conscious? " asked General Mitchell.

"Not yet, but the docs said she should be soon. " General Mitchell picked up a data recorder off the table and handed it off to his aide.

"Hanson, " he said to the young officer, "you and Ibanez get down there and get a statement from her the moment she's awake! "

Cpt. Robert Hanson and Lt. Rose Marie Ibanez walked quickly across the compound to a long prefab building. Outside there were two suits of Black Knight armor. Fifteen feet tall and horribly beweaponed, one of the terrifying behemoths towered over the orderlies and technicians as they swarmed about his fallen comrade. Lt. Ibanez couldn't help but stare as she passed. Black Knights weren't invincible, but their reputations were. To see a Knight wounded like this was unnerving. The injured Knight was pitted and scarred, and missing an arm halfway above the elbow. His servos on his joints were melted and fused, and the technicians were laboring with the manual release hatches to remove the injured pilot.

"You take care of the Sarge, you hear me? " said the standing Black Knight in a cold demonic voice as deep and dark as a well a killer would drop a victim into. The scientists in the Psych Warfare Dept. calculated to ten decimal places the harmonics needed to induce the primal fear/flee response. All the doctors in the compound could guarantee the accuracy of those calculations.

"We'll give him the best we got Sir. " replied an orderly in fearful respect. The Black Knight turned without looking back.

"I'm going back on station. " he said as he walked away. "The relief squad can head for the barn. If any of those sons of bitches want to try it again, they're going to have to deal with me! " The lone Black Knight leapt into the air, his jet assist sounding more like a monster's roar than engine exhaust.

Lt. Ibanez walked hurriedly into the main infirmary room, catching up to Cpt. Hanson as he talked to one of the four nurses on duty.

"Does she show any signs of impregnation? " asked Cpt. Hanson.

"We haven't had time to do anything more than hormonal tests. " replied the pretty blonde nurse. "We should get them back from the lab within the hour. The doctors are prepping for the Black Knight pilot's surgery, so we've just been taking care of her superficial wounds.

"Sir, " spoke up another nurse tending the young escapee, "she's coming around. Cpt. Hanson and Lt. Ibanez quickly moved to the woman's bedside.

The young girl moaned as she slowly regained consciousness. Slowly and deliberately, she opened her eyes. Then, after a second of staring into space she began to scream and thrash about wildly.

"Noooooo!! Keep away!! Keep away!! " she screamed. Cpt. Hanson and the blonde nurse tried to

restrain her as the nurse talked softly to the girl in an effort to calm her down. Lt. Ibanez looked on with pity. She couldn't imagine what the poor thing had endured. After a few moments the teenager was calmed down to the point that she lay there sobbing quietly to herself.

"You're safe now. " assured Cpt. Hanson. "I'm Cpt. Hanson and this is Lt. Ibanez of Earth Defense. We're not going to let anything happen to you. " The woman's tear-filled eyes looked at them through unkept blonde hair.

"Soldiers. " she whispered. Cpt. Hanson and Lt. Ibanez looked at each other, then back at the girl. At least she was becoming coherent.

"That's right. " said Cpt. Hanson. "We're aides to General Mitchell. I know it will be hard, but you have to tell us what's going on in the camp. We'll save your friends, but we have to know their strengths. Where are they keeping the campers? " The girl looked at Cpt. Hanson and Lt. Ibanez could tell that she was about to slip into hysterics again. This was all too much for her.

"Just tell us what you can. " reassured Lt. Ibanez. "My name is Rose Marie. What's your name, honey? " The girl mouthed a word, but didn't speak. Cpt. Hanson leaned in closer. Suddenly, Cpt. Hanson's body jerked as the girl drove her hand deep into the man's chest. With a loud, wet snap, the teenager's fist broke out of the Captain's back, clutching his spine. Her eyes flashed red.

"Guardian. " the girl hissed as the nurses began to scream.

Lt. Rose Marie Ibanez recoiled in horror as she reached for her sidearm. Suddenly a dozen tentacles exploded from the bed in a spray of fabric that was the girl's hospital gown. No sooner had Lt. Ibanez drawn her pistol than a tentacle knocked it from her hands. The young Lieutenant screamed as the cruel member wrapped around both her wrists and jerked her off the ground. Lt. Ibanez hung there kicking in the air as she watched the Guardian's tentacles shot out across the room and snared the nurses with unholy accuracy. The nurses were pulled to the Guardian as tentacles burrowed into white uniforms and tore them to shreds. The four terrified nurses' screams were cut short as tentacles forced past their lips. Tentacles wrapped around the nurses' eight collective breasts while four more thrust deeply into their tight pussies. The four nurses moaned and issued muffled cries as they struggled against the beast raping them. The tentacles pistoning out of their wet snatches only thrust harder and faster.

The girl-Guardian discarded Cpt. Hanson's lifeless body and stood up, her remaining tentacles wrapping around a large medical console table as she did so. Effortlessly, the beast slid the heavy device across the floor and into the doors, barricading them closed. Lt. Ibanez watched in terror as the Guardian revealed it's true form. Bone cracked and muscle swelled as the girl-beast nearly doubled in height. Creamy white skin became blood red with streaks of white and black as black crystal pooled liquid-like on her shoulders, arms, and legs, then solidified. Unholy eyes glowed an evil red. The Guardian spoke.

"You are soldier. " the beast said in a gurgling hiss to Lt. Ibanez. "Peggy-Guardian requires your

knowledge. You will serve. " New tentacles appeared out of the Guardian and shot towards the terrified girl. Instead of ripping off her clothes, however the tentacles burrowed underneath. Rose Marie Ibanez screamed as she felt slimy tentacles force past her bra and slide across her D-cup breasts. Down below, a tentacle shot up her skirt and pulled her panties down around her knees while tentacles wrapped around her ankles. The horrific tentacles tilted Lt. Ibanez back and spread her legs apart. Deep inside the Guardian something stirred. Inside was a piece of Soth-Guardian himself. Special Guardians created by Peggy-Guardian had such a piece inside them.

When Soth-Guardian captured Peggy Collins, the Cheerleading Camp's head counselor, he had been mortally wounded in the battle between Cpt. Monteir and the subsequent crash of the Magellan. The beast transferred the Guardian portion of his body to the girl. Doing so meant he would die but Soth-Guardian's wounds made that inevitable. Now, as Peggy-Guardian the beast would continue the path of revenge initiated by Soth. The Guardians created by impregnating the girls were brutish monsters, driven only to kill and to reproduce more Guardians. When Peggy-Guardian needed a lieutenant capable of independent thought, however, she could give a small piece of herself, just as Soth-Guardian did to the the male crewmembers of the Magellan. Unfortunately, as Peggy-Guardian was not the original Guardian, she could only create such enhanced Guardians sparingly.

The Guardian opened it's mouth wide, revealing a mass of anemone like tentacles and it's mouth was ringed with small teeth, like those of a lamprey. The Guardian's throat swelled, then it coughed, shooting a section of short, black tentacle through the air and in between Rose Marie's legs. Lt. Ibanez screamed wildly as she felt the two foot long section of tentacle writhe inside her skirt. Slowly the tentacle undulated and crawled it's way towards the woman's exposed pussy. Lt. Ibanez screamed and bucked as she felt the tip of it brush her velvety lips. Suddenly, the short tentacle thrust past and entered Rose Marie's vagina, causing her to gasp loudly. Wide eyed and gasping, Lt. Ibanez shuddered and convulsed as the tentacle crawled slowly into her. Within moments, the last bit of tentacle disappeared past her wet pussy lips.

It's mission complete, the Guardian dropped the young Lieutenant and moved toward the far wall, the four nurses still being raped mercilessly in midair as it did so. Without the piece of Peggy-Guardian within it, the Guardian was already dying as it began to smoke and dissolve. With powerful clawed hands, the Guardian ripped through the wall and leapt outside with the four nurses to meet its fate. As Lt. Ibanez sat up slowly she could hear screams and weapons fire coming from outside. Taking a moment to pull up her panties and straighten her uniform, Lt. Ibanez walked through the jagged hole in the wall. Several yards away, a dozen soldiers surrounded the remains of the beastly Guardian. The four nurses lay around the Guardian, killed by the beast as it exited the infirmary. The soldiers were too busy watching the Guardian melt away to notice Ibanez-Guardian get into a ground car and drive towards the Cheerleading Camp.

"Mistress, you are whole once more. " Peggy-Guardian looked down from her throne as Ibanez-Guardian walked towards her. The soldier Guardians parted like a curtain as she approached. Even

though she still appeared as a normal human, they could tell when a Master Guardian was in their midst as they bowed, dropping their deadly tentacles in salute. Ibanez-Guardian carried within her an original piece of Soth-Guardian which made her a Master, capable of intelligent thought. As she approached, Ibanez-Guardian effortlessly ripped off the clothing of her former life as Lt. Rose Marie Ibanez, member of Earth Defense, and walked naked to Peggy-Guardian. Peggy-Guardian looked at her new weapon approvingly. One of Peggy-Guardian's tentacles moved slowly and almost gently towards Ibanez-Guardian. It curled around one of her large, firm breasts and caressed its dark brown silver dollar sized aureole lovingly.

"I am pleased. " Peggy-Guardian said lecherously.

"My knowledge of combat is limited, " said Ibanez-Guardian, "but it is yours to command. I know their weaknesses and how to exploit them. "

"Tell me of this. " commanded Peggy-Guardian.

"They think we will behave as animals. " she began. "They will not expect a directed attack. Also, they will not attack us until they know the location of their women. There is a small force in our midst as we speak searching for them. "

"What?! " exclaimed Peggy-Guardian. "Our patrols have seen nothing! How is this possible? "

"The force is known as a Recon Team. " explained Ibanez-Guardian. "They are adept at stealth and they have devices which hide them from sight, but as long as they continue to search we will be safe. They will not wait forever though. Even the young human you inhabit knows they have weapons that can destroy this entire region if necessary. They are reluctant to use such things, but they will. The time to act is now. " Peggy-Guardian sat in her crystal throne and digested the words. Ibanez-Guardian was right. The time to attack was indeed now. The humans would not wait much longer. They would attack and the Guardians would lose and the chance of revenge for the murders on Homeworld would be lost. Peggy-Guardian looked up at the tall crystal spire her throne was at the base of. The aurora was deep and powerful and the spire itself glowed with the energy it had collected. The time for the Tower of New Beginning was at hand.

"We will attack! " said Peggy-Guardian as she stood up, her tentacles whipping about in the air. "Ibanez-Guardian. You will lead the assault. Strike at their weaknesses and let no human live! "

"What of the enemy Recon Team? " asked Ibanez-Guardian.

"Leave them to me! " said Peggy-Guardian with a smile. "I have plans for them. Now go! "

Ibanez-Guardian stretched out her hands high into the air as she began her transformation. Her muscles rippled and swelled as she grew nearly two feet taller. Large D-Cup breasts undulated and swelled,

growing to triple D stature. Ibanez-Guardian's eyes flashed and glowed flame red as her mouth split into the gaping, lamprey-like maw of a Guardian. A dozen thick, muscular tentacles sprouted from her body as crystal flowed like black quicksilver over her body. The transformation was complete. The crystal solidified but it did not resemble typical Guardian Armor. Ibanez-Guardian was clad in a warped version of Earth Defense Blast Armor. Thick crystal plates adorned her body with some notable exceptions. Her arms and legs were bare except for crystal in the form of bracers and grieves. Her torso was covered, but over her breasts the armor formed the caricature of a gaping maw. Handfuls of mammarian flesh swelled between cruel black teeth and her long, diamond hard nipples were visible. The armor was crotchless. On Ibanez-Guardian's head was a crystal helmet fashioned like a demonic cross between an Earth Defense helmet and a human skull. At the tips of her many tentacles there was crystal, but unlike a normal Guardian's pointed sheaths, these were shaped in a variety of deadly edged blades. Peggy-Guardian looked down at her in deep satisfaction.

"Go my Warmaster! " commanded Peggy-Guardian. "Take our forces and seek RETRIBUTION! "

Ibanez-Guardian turned and leapt into the woods, traveling at incredible speed. As one hundreds of Guardians turned and followed her, bellowing deafening howls which roared like thunder. Peggy-Guardian watched with supreme satisfaction as her forces disappeared into the forest, then she turned to look at the Guardians who had stayed behind. Here in the camp were about twenty Guardians, her own personal escort. In addition, there were thirteen Guardians standing in a row. Twelve were hellish beasts, Guardian from head to toe. The thirteenth was a girl-Guardian...a Master.

"It is time to rejoice at the Tower of New Beginning. " Peggy-Guardian said to them. "Take your places. " The twelve Guardians moved to encircle the huge crystal spire. As they did so, each of them began a low wail, almost forming a haunting dissonant chord. Crystal at the base of the tower rippled and flowed as the Guardians approached. When they reached the base, the crystal flowed over the Guardians and encased them in cocoons. The crystal cocoons solidified and began to glow as they melded inside the tower. Peggy-Guardian looked at the Master girl-Guardian and stretched out her clawed hand.

"I have special plans for you. " she said as crystal flowed up from the ground, encasing the girl-Guardian in a cocoon of her own.

Sgt. Susan Cooper knew beyond a shadow of a doubt there was a Hell. PMS had followed the sound of Guardians and the screams of girls into a large cave, but she was not prepared for what she found. Even through her mask the cavern reeked of blood, sex, and death. The young demolitions expert had discovered the Guardian birthing chambers. Gallery upon gallery of the mutilated bodies of young women. Each one looked as if it had been torn apart. Among the dead were scores of juvenile Guardians. Juvenile was perhaps a misnomer as each were nearly as large as a full grown man and growing larger by the minute. The newborn beasts moved among the bodies of the dead cheerleaders howling evilly while feeding on the corpses. PMS was wild with terror and prayed over and over that her stealthsuit's

powercell wouldn't give out. As terrified as she was, PMS forced herself deeper into the cave. She still had a job to do. Carefully and invisibly, PMS moved among the demonic monsters setting demolition charges. Amid the howls pounding in her ears were the screams of girls. Several young cheerleaders still lived. Dozens of girls were immobilized along the walls and floor of the huge cavern. Some were unconscious, but most weren't. The poor teenage girls struggled insanely against their bonds as they screamed. Occasionally a pack of young Guardians found a living girl and fell upon her, gang raping her violently. Juvenile talons squeezed young breasts cruelly as multiple tentacles invaded any and all orifice. PMS fought back the bile rising in her throat and continued her work. She was setting the timer on the last charge deep in the cave when a red warning light appeared inside her facemask.

"Oh SHIT! " she thought. Her stealthsuit's powerpack was nearly depleted. The young soldier began to move as quickly as she could towards the exit of the cave. PMS could see light around the corner and she began to run. Rounding the corner PMS slammed into a Guardian, bowling them both over. The monster howled and whipped about with it's tentacles as it searched for it's unseen attacker while PMS scrambled terrified on hands and knees away from the beast. PMS was only a few feet from the mouth of the cave when a warning tone sounded in her ear. BATTERY POWER DEPLETED. Sgt. Susan Cooper shimmered into existence. The Guardian, who could now see it's prey, lashed out with it's thick tentacles. PMS screamed as the thick members wrapped around her. A few juvenile Guardians joined in, swarming over the young woman, clawing at her stealthsuit. Less than ten feet from freedom, PMS was dragged kicking and screaming back into the cave.

In a spray of metallic fabric, PMS's stealthsuit and gear were ripped from her. Two Guardians held her naked body down as PMS bucked and screamed. Slime covered claws kneaded and squeezed her 36D breasts roughly as they spilled across her chest. Tentacles from several Guardians snaked and slithered across every inch of her body. The first thick member thrust between her legs and deep into her sex. Susan's scream ripped from her throat and echoed in the gallery but was cut short as a thrusting tentacled phallus filled her mouth. Choking and barely able to breathe PMS was forced to suck on a Guardian's obscene member as a thick tentacle pumped in and out of her tight cunt furiously. PMS bucked her hips madly trying to dislodge the member but that only intensified the sensations she was forced to endure. She could begin to feel an orgasm build when two young Guardians each took one of her pendulous breasts into their lampreylike mouths. PMS was unprepared for the anemonaelike tentacles in the beasts' mouths. As a thousand tiny tongues licked and massaged every inch of her fleshy tits, PMS exploded into a mind shattering cascade of multiple orgasm.

Susan's senses were overloaded and reeling. The Guardians gang-fucked PMS relentlessly. Demonic phallus thrust powerfully into the girl's tight, wet pussy while tentacles sodomized her. Through terror driven tears, PMS moaned in a constant state of orgasm. Guardian seed flowed freely and splashed white-hot all over her body. PMS gagged as her forced blowjob ended in a spray that filled her throat. The tentacle thrusting between her legs began to swell and shake and PMS could feel the beast coming deep inside her. As another orgasm began to wash over her, PMS saw a blinking light some distance away. The realization of what this was filled her brain as she orgasmed once more. This time, Susan Cooper screamed for a different reason. Massive explosions rocked the cavern and her scream stopped instantly as the blast washed over her and filled the cavern. A column of fire erupted from the mouth of

the cave and all inside were sent to oblivion.

The explosions that destroyed the Guardian's birthing cavern shook the ground across the forest as the sound echoed over the ridge like a thunderclap. The women of Recon Team Banshee stopped as they each felt the tremor wash over them. They knew the sound of demolition packs when they heard them.

"Sounds like PMS is having fun. " whispered Rocky to Mother.

"Just like her to start without us...what a bitch! " whispered Mother jokingly. Inside, Mother said a silent prayer that PMS was all right. The women moved silently on, but visibly to conserve their stealthsuit's power reserves. Another tremor began. This, however, was no explosion. This was a steady rumbling growing louder and stronger. Ahead of the team, Minx was on point. Though her stealthsuit was active, the 'friend or foe transponder' in her suit showed up as a blip in her team member's head's up displays. Each of them had such a device else they could not operate effectively while obscured. Minx stopped and crouched low. She turned to signal the team then dove for cover. Team Banshee activated their stealthsuits as one and took up defensive positions. The rumbling they heard became deafening as Guardians exploded from the woods, running at full speed. Hundreds of Guardians stampeded past the surprised team. In the lead was a woman-Guardian clad in wicked crystal armor. Ibanez-Guardian. The monstrous throng of Guardians disappeared into the woods as quickly as they appeared, but each woman of Team Banshee knew where they were going. After the Guardians had gone the women became visible once again.

"The perimeter defenses don't stand a chance against that! " whispered Angel urgently.

"We have to warn them! " said Mother. "Rocky, ready the priority signal flares! Set them for maximum altitude. This one HAS to make it outside the canopy! " Tits McGee flipped off the safety on her pulse cannon.

"You want me to go slow 'em down, Mom? " she said wryly.

"There's no way you'd catch up with them in time, Sergeant-Major. " replied Mother. "Besides, we still have a job to do. "

"Major, we're ready here. " said Rocky. The team's communications specialist had assembled a small mortarlike device and was tapping in a few final commands into a small keypad.

"Do it. " said Mother. Cpt. "Rocky " Reeves nodded and hit the timer. Mother hefted her weapon and looked down the path the Guardians had come from.

"Ok. Let's move! " she said. The team moved quickly towards the cheerleading camp. The flare they left behind had a delay timer so they could get away. The flare would surely give away their position so they wanted to put as much distance between them as the team could. Seconds later, the mortar fired three

times in quick succession. Thump! Thump! Thump!

General Mitchell moved quickly out of the command post and onto its front platform. A soldier turned to meet him, holding out a pair of binoculars.

"Signal flares from inside the canopy, Sir. " said the soldier as the General took the binoculars and looked skyward. The General focused on three bright spots trailing colored smoke. General Mitchell took a moment to decode what each color meant. LARGE FORCE...MOVING RAPIDLY...HEADING EAST. The Guardians were tired of waiting. At that moment warning klaxons began sounding all over the command post. Troops began running to their stations. A voice echoed over the loudspeakers.

"Alert! All forces! Guardian forces spotted. Perimeter defense posts five, seven, and nine not responding. All forces prepare for incoming attack! " Men and machine sprang to life as defensive positions were made ready. General Mitchell barked orders, directing his troops as he raced down the steps and over to the armory shack. In the distance, the sound of weapons fire was beginning to reach him. General Mitchell tried his best to ignore them as he collected his equipment. Now clad in armor, the old soldier barely had enough time to grab a rifle when the first of the Guardians reached the main compound. All around him was the sound of men dying. Guardians hit the base like a wave. For every one the soldiers killed two more took it's place. The General bit down hard on his cigar as he leaned on the trigger of his assault rifle.

Team Banshee moved quickly and quietly up to the edge of the cheerleading camp. The camp formed a wide semicircle, follow the shore of a small lake. Scattered about were several cabins and a few communal buildings. Nearly all the buildings were broken and wrecked from the initial ravaging of the Guardians. In the center was a large practice field. In the center of this open area was a huge crystal spire that glowed with an eerie blue light. The tower flowed and twisted like it was a grown living thing. The top branched out in several directions ending in short crystal stubs tilted slightly upwards. From the top of the top of the spire also poured forth the obscuring aurora that blanketed the valley and protected the camp from airborne observation and attack. At the base of the spire was a woman-Guardian hybrid with about two dozen Guardians around her. They appeared to have their attention to the tower which occasionally pulsed and emitted a low hum.

"Ok. Let's make this quick. " whispered Mother. "Angel, go get set up. Keep an eye out for anyone who might need to feel the Wrath of God. " Angel nodded, double checking her laser rifle's power pack.

"Rocky, you and Tits stay here and provide cover fire if we need it. Tits, I mean STAY HERE. You hear me? Minx, whatever that tower is, it's important. Take the auxiliary explosives and make it go away. " Minx took the charges grimly. PMS would've caught up to the team by now. She was really going to miss that bitch.

"I'm heading to the far side of the camp to look for the cheerleaders. When I find them, I'll fire a flare. When I do, take out the tower. Rocky, you and Tits keep them busy while I free the girls. When I do, I'll signal for the transports. Be ready to go... we're not waiting on anybody. Once the civilians are out I'm sure the brass are going to drop everything they've got on this place. " said Mother. "Our suits are just about running on empty so let's not get fancy. Go! " The team nodded to each other and set off on their individual assignments.

Peggy-Guardian looked on with smug satisfaction as the Tower of New Beginnings collected the final bit of power. All was ready. She did not notice a small distortion wash over the base of the tower, nor did she see the small device that suddenly appeared deep in a crevice. Minx had been this close to the enemy before, but they weren't monsters like this. Cold blooded as she was, Minx still had to suppress a chill as she set the last charge. As she did so, she gasped. Inside the crystal face in front of her, something moved. A Guardian! Minx froze, hoping against all hope that she had not been seen or heard. As soon as her nerves would allow, she quietly slipped away as her heartbeat pounded in her ears.

Mother moved quietly through the camp. All around her was the sickening aftermath of the Guardians' attack. Torn clothing, sometimes bloody was everywhere. Mother did her best to ignore it, but she couldn't help but imagine all the horrors the campers had been through. As she turned a corner she heard the sound of girls crying. Up ahead was several cabins. Between the cabins walls of what appeared to be translucent crystal had been erected, forming a kind of large paddock between the buildings. On the other side of the walls distorted by the crystal, Mother could make out scores of young women. A Guardian paced back and forth, vigilant and wary. Mother moved quietly towards the monstrous sentry, and as she did so she fitted her pistol with a silencer.

Minx returned to the position Rocky and Tits had taken. Reaching into a pocket she pulled out a small radio detonator. Tits McGee softly spoke up.

"Looks like some sort of ceremony is happening. " At the base of the spire Peggy-Guardian stood with arms outstretched.

"My brethren! " she began. "Our time of revenge is at hand! Today we will have revenge on the Humans who committed Genocide to our people! The blood of those Guardians have sworn to protect shall be avenged. In the time of the old hatchings, the Tower of New Beginnings was the symbol of communal rebirth. Even as our elders used the spire to start new colonies and new lives, so we will use it to bring retribution to humans wherever they may be! Victory!! " The Guardians around her howled in rage and delight as the tower began to pulse. Brighter and brighter the spire began to glow. Suddenly there was a deafening roar as the top spouted flame. The aurora canopy flowed as if disrupted by something leaving at terrific speed.

"It's a mass driver! " said Tits in shocked realization. "The goddamn thing is a mass driver! "

"Captain! There are Guardians in that thing! " exclaimed Minx.

"My God! Blow it! Blow it now! " ordered Rocky. Minx extended the detonator's antenna and pressed the button. Silence. Minx pressed it again. Nothing.

"That fucking thing must be putting out too much interference! " said Minx. WHAM!! The tower fired again, sending another Guardian on it's way. WHAM!! WHAM!! WHAM!! Three more. Tits flipped off the safety on her pulse cannon.

"I guess we'll have to set them off the old fashioned way. " she said as she broke from the brush and ran towards the camp.

"Tits! Get back here! " called out Rocky. "Sergeant Major! "

Tits McGee moved quickly towards the tower and the throng of Guardians. Dropping her pulse cannon to her hip she squeezed the trigger. FOOM! A blue tinted wave of distortion erupted from the snub barrel of her gun. The muzzle flash washed over her for an instant blinding her stealthsuit, making her appear as a white silhouette. The shot exploded in the midst of the Guardians. Guardians were thrown about like dolls. Those caught in the explosion were blown apart.

"Wahoo! " she exulted as fired again. FOOM! Another group of Guardians were splashed to the four winds by her hand cannon. WHAM! WHAM! WHAM! Three more Guardians were propelled skyward by the tower. Peggy-Guardian screamed with rage, her features melding into full Guardian. Her minions scattered and leapt about searching for their attacker. FOOM! Another white silhouette and several more Guardians were torn to shreds. This time a Guardian had spotted Tits' silhouette in the backlash of her gun. With a bellow of rage it leapt towards the woman only to be riddled by automatic fire and to land dead at the Sgt. Major's feet.

"I was wondering when you'd show up. " laughed Tits as she fired again. WHAM!! WHAM!! The tower answered with two more Guardians.

"Remind me to kick your ass later. " said Rocky as she was lit up by fire from her submachine gun.

"Right now take out that tower! " WHAM! WHAM! WHAM!! The tower erupted again defiantly as the three fought against the Guardians. Tits moved towards the tower as Rocky laid down suppressing fire on a group of Guardians. Another group appeared on her right their tentacles whipping about as they charged towards her. Suddenly there were flashes of light in sweeping arcs in their midst. Howls of pain erupted as demonic arm and tentacle alike were severed. Like a whirling dervish, Minx moved through the Guardians with acrobatic leaps and spins, cutting the beasts to ribbons with her razor sharp knives. More Guardians rushed to the attack, but one by one they fell lifeless, a large smoking hole piercing their vitals. On a nearby cabin roof, Angel watched through her laser rifle's sight as another Guardian was touched by the Finger of God.

"Now, my brethren!! " screamed Peggy-Guardian at the base of the tower. "NOW!! " The Guardians'

locked in combat with the recon team stopped and their chests swelled. As one they blew a stream of shimmering pink mist into the air which formed a cloud that covered the area. Minx, Rocky, and Tits were caught in the cloud and even through their mask's filters the women's lungs filled with the vapor. The three women reeled as the mist took effect. Waves of desire and arousal crashed down on them. Unable to control themselves the women dropped their weapons and moaned, feverishly rubbing breasts and rapidly wetting pussies. Minx fell to the ground her stealthsuit open and around her knees as she buried her hands between her legs, rubbing furiously. Rocky pulled the top of her stealthsuit off over her head and fell to her knees. There she fingered herself to orgasm as she sucked on one of her pornstar tits. In one fierce motion Tits McGee ripped open her stealthsuit, revealing her impressive namesake. Peggy-Guardian laughed with devilish glee.

"Yes, my brethren! See how weak they are!! " she cackled. "They're yours. Take them! " The Guardians moved with lustful intent towards the three sex-crazed women. Meanwhile, high overhead, several crystal pods streaked away in all directions.

High on the ridge the men of Anti-Air Battery Bravo Four looked down on the valley floor in horror as Guardians by the score poured from the forest toward the main base camp. The pounding of guns and the screams of men and Guardians alike echoed up towards them.

"Mother of God! " muttered one of battery crew. Suddenly there was a large thunderclap followed by a screaming wail. From out of the aurora covering the cheerleading camp came a large projectile leaving a glowing trail behind it. The crew immediately raced to man their gun as other crews stationed about the valley responded to the threat. A brilliant flash heralded the missile's demise, but smiles quickly faded as several loud reports echoed across the valley as more pods shot outward from the cheerleading camp in all directions. The anti-air batteries spoke again, each time destroying an alien projectile. Just as the men of Anti-Air Battery Bravo Four were locking onto their own target, however, three Guardians who had been silently scaling the cliff beneath them leapt into their midst and tore into the men with demonic fury. The Guardian's missile streaked overhead and out of sight as the last man's scream was ripped from his throat.

Ten miles away there was a stretch of road just off the highway where the Rosebud Diner called home. Jake and Irene Pennington tried to run it as an authentic "Mom & Pop " establishment, much to the regret of their teenage daughters. Since the Rosebud was their parents' family business, Lisa and Rachel Pennington worked the summer as waitresses. On top of that, the diner was just far enough out of town that the only customers were the odd overweight trucker and poor lost vacationers who didn't have the sense to ride the Mag-Lev trains. The only bright spot was Lisa and Rachel's friend Jamie McKendric worked there too. Jamie was nineteen and full of that adventurous energy that made the parents of the local boys nervous. Unfortunately today was a slow day at the diner and the only customer was an old trucker named Otis, who tended to drink a few too many beers and stare a little too long at the three girls.

Otis sat in his usual booth with an almost stereotypical appearance...thinning, but unkempt gray hair, three days worth of stubble on his chin, dirty T-shirt and overalls too small for his girth. He pretended to be engrossed in the local paper's top story of how Earth Defense had picked the area for surprise wargames. In reality he was studying the pleasing differences between Lisa and Rachel Pennington. The girls weren't twins but it wasn't hard to tell they were sisters. Both had soft red hair done up in ponytails and in their frilly candy-striped uniforms they looked even more alike. Otis watched intently over his ham and eggs as Rachel bent over slightly to wipe a table. At eighteen, Rachel was a year younger than her sister Lisa, but she had developed into quite a beautiful girl. Bent over as she was Rachel's 36C breasts swayed slightly as she wiped the table, filling her blouse out more than usual and giving the illusion they were every bit as big as her older sister's D-cup tits. Otis glanced over at the counter. Lisa was putting extra condiment dispensers on a high shelf. Reaching as she was there was no mistaking the size of her gorgeous rack. Straining against her blouse were two perfect melons, firm and ripe. Otis' hand trembled as he quickly took a sip of water as he imagined he could make out the jutting points of Lisa's nipples.

"Hey you pervert! You want anything else?" chided Jamie playfully as she came up to Otis' table, pulling down the newspaper and blocking his view. The old man scowled at the young girl and looked down as he ate his meal.

"You ought to respect your elders." he said, not looking up.

"Leave a better tip next time." she replied, laughing as she brushed her short brown hair out of her eyes. Jamie then glanced about and lowered her voice. "Don't worry. I won't tell. By the way, mine are 'Ds' ". Otis nearly choked as Jamie reached up and squeezed her left breast before turning and heading to the kitchen.

Suddenly there was an explosion as one wall of the diner caved in. Jamie screamed as she was thrown through the air and crashed into a booth, dazed.

"Jesus Christ!" exclaimed Otis as the booth collapsed around him. Jack and Irene ran from the kitchen at the horrible commotion.

"Holy shit!" exclaimed Jack as his eyes fell upon the wrecked end of his restaurant. Most of the corner of his diner was caved in. Nestled in the debris was a large black crystal about ten feet long and three feet in diameter. Otis struggled to his feet as Jamie sat up rubbing her head.

"Is everyone O.K.?" asked Irene as she looked around. Irene could see that her two daughters had been far enough away that they weren't harmed as they moved to help Julie. Jack and Otis moved slowly towards the crystal. The crystal seemed to have a low hum about it and it pulsed with a faint light.

"What the hell is that?" muttered Jack.

"You suppose it's Earth Defense? " asked Otis. "They're practicing near here aren't they? "

"You mean it could be a bomb or something? " asked Irene. "Jack, get away from that thing! " Jack had taken a step or two towards the crystal.

"It's O.K. " he assured his wife, "I don't think it's a bomb...at least none like I've ever seen. " Irene looked back to her daughters.

"Girls, go call the Sheriff. Jack will you get away from that?! " she said urgently. Jack looked over his shoulder at her, smiling in reassurance. No sooner had he looked back at the crystal than it exploded. The women screamed as Jack was thrown back several feet. He landed in a crumpled heap, his chest and face shredded by large crystal shards.

"JACK! " screamed Irene as she saw her dead husband. Suddenly, Lisa, Rachel, and Jamie began screaming even more as they tugged wildly at Irene. Looking back at the crystal Irene's scream died in her throat. Standing there was a horrible, horrible beast. Nearly nine feet tall its muscular body was blood red streaked with black and white. A single slit eye pulsed with red light as it looked at them. The crystal it had been encased in was even now flowing across its body and solidifying into solid armor about its arms, legs and torso. A dozen tentacles, thick and slimy surrounded the beast and snaked about in the air. Looking at the women it opened its mouth, lampreyish and full of small anemona-like tentacles and bellowed a demonic howl. At that moment, Otis who had been behind Jack and only stunned by the explosion sat up and moaned. In a flash the monster's tentacles streaked towards the old man. Two tentacles grabbed Otis and lifted him into the air following two others that shot across the diner to the opposite wall. As the beast shoved Otis to the far wall the other two tentacles hit the wall and punched through the wood. With a muscular ripple the tentacles pulled out of the wall leaving two jagged boards sticking straight out just as Otis slammed into them. Otis gurgled wide eyed once as the boards came through his chest in a spray of blood. The hellish monster retracted its tentacles, leaving Otis hanging there dead.

The women stood in stunned silence. That is, until the Guardian turned it's attention to them. With a roar the Guardian loosed its tentacles upon Irene and the three teenage girls. Screams erupted in the diner as tentacles wrapped around their bodies. The Guardian waded through debris towards the women as tentacles burrowed into their clothing. The young waitress screamed as their uniforms were torn off their bodies. Irene screamed also as the Guardian pulled her to it and tore off her flannel shirt and jeans with its razor sharp claws. Though in her mid forties, Irene's body was trim and athletic with large, natural D-cup breasts. Irene's scream was cut off by a massive gasp as the Guardian opened its hellish mouth and engulfed one of her large tits completely. Countless tiny tentacles washed over her breast as the beast sucked fiercely. Slimy tentacles slid across her body pinning her arms to her side as the beast's large clawed hands clutched and kneaded her firm buttocks. Beneath Irene's kicking legs the Guardian unsheathed it's huge member. With one massive pelvic thrust the beast's phallus pierced Irene's pussy and slid deep inside her. Irene screamed wide eyed which turned to staccato yelps and moans as the Guardian began to pump in and out of her in short, quick thrusts.

Still sucking hungrily on Irene's pendulous tits, the Guardian turned its attention to the fucking of her daughters. Young Rachel's panties hung in shreds about her knees and her pink skirt was hiked up around her waist. Tentacles held her arms behind her back as others squeezed and rubbed her tits inside her blouse. Lubricated by slime and the blood of her innocence a thick tentacle pumped in and out of her virgin pussy as the eighteen year old howled in terror bathed orgasm. Nearby her sister Lisa hung in the air completely nude. Struggling wildly, but uselessly, the nineteen year old's moans and scream were cut off by a thick phallic tentacle pumping in and out of her mouth. As she was forced to give head to the Guardian's tentacle still others squeezed and sucked at the girl's 38D breasts while another slid in and out of her tight snatch noisily.

The Guardian had by no means forgotten about Jamie. The young beauty was bent over the back of a booth. Cruel tentacles wrapped around her legs, forcing them apart while others bound her arms together at the wrist and held them taut out in front of the terrified girl. Jamie's short black hair clung to her head damp with sweat and slime as she was molested. The booth creaked and groaned as multiple tentacles took turned fucking deep into her tight pussy. Jamie moaned and gasped loudly in nearly constant orgasm as she was mercilessly raped. Her large, soft tits hung down with dark, diamond-hard nipples and rocked back and forth in time to the pounding of the tentacles in her dripping snatch.

The Guardian came several times spewing demonic seed deep into the girls. An eternity passed and the beast was still insatiable. Irene sat on her knees in a pool of sex as the monster forced her to suck his monstrous penis. While she gave him head, Irene's daughter Rachel was suspended in the air above her by tentacles screaming in orgasm as the Guardian's hellish mouth licked her pussy with frenzied abandon. Lisa lay in a booth unconscious as tentacles still fucked her young pussy as her huge tits rippled slowly like gelatin. Jamie was on her back on the floor held down by tentacles. She bucked her hips wildly and screamed as she was fucked once again to the crest of a shattering orgasm. Two objects crashed through the front windows and landed among the debris. The Guardian howled in anger as the immolation charges engulfed the diner with the heat of a blast furnace. The building erupted in a fireball turning all inside to ash.

Several Earth Defense soldiers stood watching the conflagration.

"You know there was no way to save them. " one soldier said to a younger one. "They never even felt it. We were lucky the bastard was only able to get this far. "

"Yah.... " said the young soldier grimly as he hefted his rifle onto shoulder. "I know. " The two soldiers turned and followed their comrades back to their APC.

Back at basecamp the battle raged. The valiant men and women of Earth Defense fought to drive back the vicious Guardians. Carnage was everywhere. Guardians blew apart when the base's heavy guns found them. Men were ripped limb from limb by the Guardian's cruel tentacles. On more than one occasion a Guardian found a female soldier. Even in the heat of battle the Guardian's lust was overpowering.

Three women soldiers stood back to back as they fired wildly at the Guardians encircling them. Even as their shots struck true and Guardians fell, tentacles streaked towards them and ripped the weapons from their hands. In an instant three Guardians were upon them. Terrified screams and triumphant Guardian howls accompanied the sounds of armor being broken and discarded by the relentless tentacles. The women's screams were now followed by moans and cries as thick phallic tentacles and the Guardian's monstrous members violated each of them with frantic abandon. The three helpless soldiers were forced to orgasm as tentacles pumped in and out of their tender sexes while others fucked the women's mouths. Three pair of supple breasts were cruelly molested by claw, mouth, and tentacle alike. The women writhed on the ground or bounced on Guardian lap as they were raped. Just as the Guardians began their collective howl, signaling their impending orgasm, weapons fire rang out, cutting one down in a spray of blood. The other two dropped their victims and turned to face their attacker only to be cut down by another volley of fire from General Mitchell's assault rifle.

The General stood over the three women protectively as he fired in all directions.

"Come on boys! " he yelled, rallying his men, "we've got them on the run! " It was true. The tides were indeed being turned. Though their initial attack was brutal, the Guardians were falling prey to the overwhelming firepower of the Earth Defense guns. Suddenly, a black crystal blade streaked down and in a shower of sparks cleaved General Mitchell's rifle in two.

"You of all people should remember that no enemy is as weak as he seems. " said a gurgling voice. General Mitchell whirled around, then stared in disbelief.

"Ibanez!?" he exclaimed.

Peggy-Guardian watched with delight as the Guardians pounced on the women of Recon Team Banshee. A dozen yards away, the women moaned and squealed in constant orgasm as the huge beasts fucked them. Minx lay on her back screaming as a Guardian's thick cock pounded into her. The young Russian's lithe form was nearly completely obscured by the monster laying on top of her. Lt. Kenovolov's legs were spread wide as her soft pussy accepted thrust after powerful thrust. Her small, B-cup breasts were mashed flat against the Guardians massive chest. While tentacles could not reach those succulent treasures every exposed inch of Minx's body was slime covered from the tentacles attentions.

Nearby, Cpt. Rocky Reeves screamed out a shattering orgasm past the thick tentacle fucking her tender mouth. The raven haired beauty was on her hands and knees bucking wildly as the Guardian behind her rammed into her tight pussy as hard and fast as it could go. Rocky's long black hair had been loosed from it's bun and the demonic Guardian held her locks in it's clawed fist like the reins of a horse. Rocky was forced to give tentacle after tentacle a blowjob as still more slid in and out of her dripping wet pussy. As she came again and again, her perfect 34D breasts hung down, swinging free while their

small, dark aureoles flushed with sexual frenzy.

Peggy-Guardian was most interested in the scene being played out by Sgt. Major Katherine "Tits " McGee. So much so that Peggy-Guardian herself was nearing orgasm as she pinched and tugged at her long, hard nipples with one hand while guiding the thick phallic head of one of her tentacles in and out of her own cum-slick cunt.

Tits McGee lay on her back bucking her hips as a Guardian fucked her with its tentacles. The compact redhead's 40DD breasts shook and rippled, her large erect nipples riding them like two small boats on the high seas. Grunting and panting like an animal, Tits furiously rubbed her pussy as the beast slammed into her.

"Ungh!! Ohhh!!! Oh....GOD! " she panted. "You...ooooohh! You....fuckers...ungh...call that...ahhhh..... SEX?! " Sgt. Maj. McGee's muscles rippled as she grabbed the Guardian by the shoulders and pulled it to the ground. Before the surprised beast could react she had rolled the Guardian on it's back and straddled it. Reaching back behind her Tits grabbed the monster's huge penis and guided it into her pussy. In on motion she impaled herself on the thick shaft up to the hilt and arched her back in supreme pleasure.

"Ohhh....YEAH! " she exulted. Tits leaned forward pinning the Guardian's arms to the ground as she began to work her hips frantically. The redhead pounded herself onto the Guardian's penis without mercy, her huge tits bouncing magnificently with each pistoning thrust. The Guardian's eye grew wide and flared several shades of red while it's deadly clawed hands dug furrows in the ground.

"C'mon....give it to me you alien piece of shit!! " moaned out Tits as she grabbed tentacles out of the air at random and sucked them furiously. The Guardian underneath her answered in what could only be described as a demonic, hellish, alien spawned whimper. Nearby a Guardian bellowed as it was about to release it's seed into Rocky. Tits reached out and grabbed one of it's flailing tentacles as it whipped close to her and yanked the beast off balance. Rocky screamed in orgasm at the force of the monster's displacement from her and fell to the ground, totally exhausted. Tits McGee pulled the Guardian to her as it's tentacles sprayed alien sperm in all directions.

"Hey asshole! " she said over shoulder as she gave the cum-covered tentacle a hard suck and pulled it out of her mouth with a loud POP! "Get your ass over here and FUCK ME! "

Peggy-Guardian was in a frenzy! She had already came several times and felt her wild masturbation bringing on still more. The large breasted redhead was fucking the shit out her Guardians! Peggy-Guardian was so intent on watching the bizarre tableau she never noticed a small puff of smoke take off the back of the head of the Guardian raping Minx. Behind Peggy-Guardian several more Guardians fell from wounds brought on by a nearly invisible red beam. Moments later a faint distortion in the air was slowly dragging the limp forms of Minx and Rocky away.

Tits McGee screamed out in orgasm after orgasm. The redhead's 5'5" frame was dwarfed by the two monsters, but it was obvious she was in control. Both her pussy and her ass were filled to the brim by Guardian prick. Rocking her hips ever more, she reached back pulling the Guardian sodomizing her closer and urged the beast to go faster and harder. Tits moaned loudly as she felt another wave of cum building within her. She reached down and pulled the Guardian up to her heaving breasts.

"Oh GOD!!! I'm going to come again!!" she cried out. "Suck my tit!! Suck it! SUCK IT GODDAMMIT!!" The Guardian took the huge gland into its large mouth. Countless anemone-like tentacles washed over her breast and Tits came with a massive shudder.

"NYAAAAAAAAAAAAH!!!" she screamed at this final orgasm. Tits wrapped her arms around the Guardian's neck, mashing its face into her chest. "Oh GOD!!" As Tits' body shook with orgasm she twisted, shifting her weight forward and to the right. Held securely by Sgt. Major McGee's arms the Guardian's head strained and gave. There was a dull crunch as the maneuver snapped the monster's neck. Quicker than expected Tits finished the move by reaching back and flipping the beast behind her onto its back in front of her. Grabbing the knife from her shredded combat web gear she plunged the blade through the Guardian's eye and deep into its brain. Peggy-Guardian opened her eyes as she came down from her own orgasm in time to see Tits McGee standing up, pulse cannon in hand.

"No! It's not possible!" screamed Peggy-Guardian in rage. "You will not escape us!!" Peggy-Guardian leapt to her feet and spread her tentacles wide, preparing to loose them on the Sgt. Major. Tits McGee cocked her pulse cannon.

"So I don't like to cuddle after getting laid. Fuck you!" Tits fired a blast from her cannon then dove for cover. Peggy-Guardian launched her deadly tentacles at the woman, but never completed the maneuver. The cannon shot struck the tower and in the eruption, triggered the demolition charges. Peggy-Guardian screamed as she was propelled forward, engulfed by the explosion that shattered the tower into a million crystal shards.

"Don't look so surprised General" said Ibanez-Guardian. "You always said I would command someday." General Mitchell looked in horror at the beast that was once a woman he knew and respected. Ibanez-Guardian's tentacles swayed like cobras ready to strike as the two moved in a slow circle.

"Your pitiful planet has no hope." Ibanez-Guardian continued. "We will have the revenge so rightly deserved us."

"I don't know what the fuck you're talking about." said the General as he drew his combat blade.

"Then you better ask the Devil to explain it to you on your way to Hell!" she said in a gurgling yell. Tentacles flashed down at the General, evil crystal blades flashing in the sun. In one motion General

Mitchell slipped to the side and brought his own knife down in a vicious arc. Ibanez-Guardian screamed as two tentacles brought back bloody stumps, most of their lengths severed and wriggling on the ground. Ibanez-Guardian lashed out in a feint with her claws while more tentacles struck. General Mitchell dodged, severing another tentacle, but not without receiving a deep wound in his left thigh. The General dodged again, but this time his wound had cost him precious inches. Tentacles wrapped around him and jerked him off the ground, the General losing his knife in the process. Wrapped tightly around his waist the tentacles pulled him up to Ibanez-Guardian who smiled evilly from her misshapen mouth.

"All too easy " she gurgled. The General clawed at the tentacles holding him off the ground but they were like steel. Ibanez-Guardian continued. "I think it's time for a little surprise, General. The assault you valiantly, but barely staved off was but a fraction of our force. Behold. " Ibanez-Guardian lifted General Mitchell high in the air as she let loose with a piercing howl that echoed across the field. Exploding from the forest came a living wall of several hundred Guardians. Ibanez-Guardian cackled with glee as the General's face went white. Guardians poured onto the battlefield. In moments they would be upon the camp and nothing could stop them. The General's former aide spun him around to look at her.

"Do you have any last words, Sir? " she said, spitting the word 'sir' with contempt. General Mitchell prepared himself to die when he saw movement behind the Guardian.

"Actually, I do. " he said with a smile. "Never bet on a sure thing! " A huge robotic hand clamped onto the back of Ibanez-Guardian's head and jerked her off the ground. Ibanez-Guardian screamed insanely as she lashed her tentacles back behind her in an effort to free herself from her attacker. Released from the tentacles, General Mitchell dropped to the ground.

"It's about time you showed up. " he said, brushing dirt off his sleeve.

"Sorry Sir. " said the Black Knight's pilot, his words coming out in the armor's characteristic intimidating voice. "Some of these pussies thought they'd be cute and try to hold us up. " Ibanez-Guardian kicked and screamed as she struggled to free herself from the Black Knight's grip, as if to remind the General she was still there. The General ignored her.

"Shouldn't you get to work, soldier? " General Mitchell. The Black Knight's hand closed. Ibanez-Guardian had time for a gurgled scream as her crystal helm shattered and her head was crushed. The Black Knight dropped her dead body almost absentmindedly as the behemoth pointed to the sky.

"We're way ahead of you, Sir. "

The Guardian army thundered across the vast field ignoring the pitiful fire the remaining human soldiers were offering. Suddenly over their own howls and screams of fury something could be heard. It grew louder. Like the sound of every predator on Earth screaming at once a dozen Black Knights came streaking over the ridge. The Knights hit the Guardian line like a tempest. Waves of rockets chewed

huge gouges in the Guardian advance as the Black Knights dove down and split into groups. Two Black Knights flew in a wide arc very close to each other until they were perpendicular to the advancing Guardians. Grasping hands for a moment the two separated to a distance of about ten yards as they streaked down across the Guardian's lines no more than three or four feet off the ground. Demonic howls came from the Guardians as they passed. Like stalks of wheat to a scythe a hundred Guardians fell, cut in two by the invisible, molecule thick wire strung between them. High above five Knights hovered like avenging angels, raining explosive death down on the Guardians and striking down any Guardian trying to leave the battlefield with deadly lances of light.

The remaining five Black Knights landed in a row directly in the path of the onrushing Guardians. God was on the field and he was pissed! As one the five Black Knights began their Fist of God maneuver. Armored arms were raised, fists pointing to the Guardian horde. Every weapon port on the Black Knights opened and cycled ready. Energy ports opened on the sides of the armor and crackling electricity began to arc between the metal monsters as all of their power reserves became one huge battery. Then in a blinding flash all weapons fired sending wave after wave of instant death through the ranks of the Guardians. In seconds the bulk of the force was decimated. The Guardians were broken. Those left alive were made short work of by the basecamp's remaining guns and the Black Knights who swooped on them from the air like birds hunting insects in the grass.

"That's for you Sarge. " said the Black Knight as he stood next to General Mitchell. The Black Knight looked down at his superior.

"Sir, I'm picking up a transmission. The Guardian's tower has been destroyed and the canopy has been dispersed. We're seeing green flare, Sir. "

"Well, I'll be damned! " said the General. "How's that for timing. Alert the transport. send them in and get those girls out of there. As soon as the transports are clear, nuke 'em. "

Recon Team Banshee only had to hold out a little longer. With the destruction of the tower the interference had been lifted and the rescue ship was on its way. Most of the Guardians had left with the assault force and those left seemed to be in disarray. Mother, Angel, and Tits stood over their still unconscious teammates in front a gaping hole in the large crystal paddock that held the remaining cheerleaders. Empty clips lay at their feet and the bodies of dead Guardians in front of them. Nearby, two green flares poured smoke into the air.

"We're getting low on ammo, Mom. " said Tits as she fired another round from her pulse cannon with satisfying results. Still nude, Tits' skin glistened with sex and sweat. The pulse cannon hung from its strap off the redhead's shoulder as Tits fired it with one hand. As she laid down suppressing fire against the hellish Guardians Tits unconsciously rubbed her free hand across her mammoth breast, occasionally pinching the large, erect nipple. The sexy Sergeant Major was still aroused from the affects of the Guardian's pink breath.

"The ships will be here soon. We'll make it. " Major Transom replied.

"Here they come! " yelled Angel. Three transports came in fast over the compound and zeroed in on the flares. "I'll hold them off! Go! " the young Asian added as the ship landed. Tits and Mother picked up their fallen comrades and ran to the ship with scores of teenage girls running after them. Several Guardians appeared, leaping onto the top of one of the transports, clawing at the bulkhead. Major Transom's weapon cut them down in a hail of bullets. Behind the escaping women, Hitomi Kotani fired her laser rifle again and again as the Guardians made another push. Angel looked over her shoulder. She had to buy them more time. Hitomi took a step forward towards the Guardians as she pulled her stealthsuit's powerpack from her waist and clamped it onto her rifle's auxiliary power node. Flipping a switch, a small panel lit up: OVERCHARGE...BEAM MODE. Angel dropped the rifle to her hip and fired in a long, sweeping arc. Her rifle shuddered as a visible laser beam streaked across the area. The Guardians bearing down on her erupted in puffs of flame as the beam cut them in half. A warning tone sounded and the panel began to count down. 10...9...8...7...6...5...4...3...2...1...DEPLETED. The beam flickered and died as it cut down one last Guardian. Angel dropped the rifle and ran towards the transport. As she ran past the last cabin, a Guardian crashed through the wall and in a shower of glass and wood, tackled the girl.

As the transports began to lift off, the last thing Mother saw as she closed the ramp was Hitomi being carried away screaming. Inside the transports were approximately five hundred young women and four members of Recon Team Banshee. All of them wept.

Hitomi Kotani landed in a heap at the feet of Peggy-Guardian. The leader of the Guardians lurched towards the girl, mortally wounded by the destruction of the tower. One of her arms hung useless at her side and there were massive open wounds where crystal shards had shredded her body.

"It isn't over girl! " Peggy-Guardian rasped with labored breath. "We will not be denied. " Angel looked up at the mutilated monster, resigned to her fate but knowing her friends had escaped.

"I will not die. The fight will not die. " continued Peggy-Guardian. "Your body is young and strong. We will continue! Prepare her! " Hitomi screamed as clawed hands tore away her stealthsuit and remaining equipment. Tentacles wrapped around her arms and legs lifting her off the ground. Angel screamed and struggled wildly as slimy tentacles dragged across her perky B-Cup breasts while others rubbed at her privates lecherously. The young sniper fought in vain against the molestations as Peggy-Guardian reached for her. Peggy-Guardian's clawed hand covered Hitomi's tender breast as squeezed it cruelly. Hitomi cried out in pain as her tender breasts were treated as pieces of fruit ready to be plucked. Peggy-Guardian's tentacles wrapped around the girl and began to explore Hitomi's luscious form. Tentacles wrapped around her small breasts and kneaded them roughly. The heads of the tentacles split apart into cone-shaped caps which covered Angel's small, dark nipples and sucked on them hard. Angel moaned and cried out as her tits were sucked, then she let out a yelping howl as a thick tentacle found her velvet pussy lips and thrust past them. Peggy-Guardian moaned herself as she began to fuck the young Asian soldier with deep penetrating stokes. Held aloft by Guardian tentacles Hitomi's body wavered back and

forth as Peggy-Guardian fucked her slowly and deliberately. Hitomi could feel the wave building as the thick tentacle filled her young cunt, stretching it, then sliding out slowly. Hitomi's sex flowed freely as she neared orgasm.

"Ah..ah..Oh! Ah...Ai.. Aiiiiieeeeeeeee!!! " Angel screamed out as she arched her back and came in crashing waves of rape induced pleasure. Peggy-Guardian quickened the pace driving Hitomi once more over the edge. Peggy-Guardian's throat began to swell. It was time to pass on the mantle of leadership. The remaining piece of Soth-Guardian moved within her anxious to reach it's new host. Suddenly a rumbling could be heard. Louder and louder. Hitomi looked up and began to laugh amid moans and gasps. Peggy-Guardian looked up. A light leaving a trail of smoke was coming down at them from high in the sky. The light was getting brighter. Realization crashed down upon Peggy-Guardian.

"No! It can't end like this! It won't end like this! " She screamed. Peggy-Guardian looked at Angel as she hung in the grip of her tentacles.

"It's not over " she yelled at the laughing Asian girl, then looked back up at the light. "IT'S NOT OVER!!! " A white light erupted in the center of the camp and reached out for miles in all directions. Within that light, any living thing, be they human or Guardian was turned to superheated vapor in less than a second.

Epilogue:

The nuclear blast that detonated destroyed a seven mile radius area. Patrols and satellite have yet to find any signs of possible Guardian escape. Probability of containment 95%. Four members of Recon Team Banshee survived mission. Cpt. Reeves and Lt. Kenovolov required uteral sugery to remove Guardian embryos. Embryos died upon removal. Both woman are recoving. Sgt. Maj. McGee showed no signs of impregnation, but due to their prolonged exposure will remain under observation for the next month. Highest commendations recommended for all members of Reacon Team Banshee. Sgt. Cooper and Corp. Kotani to receive posthumous honors.

Signed.

General Hamilton Mitchell,

Earth Defense, commanding.

One month later....

The transport ship glided through space toward the jump point on it's way into foldspace. It was a bumpy ride outrunning the shockwave of the nuclear blast, but it performed beautifully. After the ship dropped off the survivors it went into orbital dock to undergo a cursory examination by the repair crews.

It was ironic it performed so well. If it had been damaged then the crew might have found a crystal pod secured on top of the ship underneath the main stabilators. Inside the craft directly underneath the crystal pod was a hole torn in the hull. In the hallway to the cockpit the walls dripped with drying blood. In the cockpit a blonde girl sat at the controls. Donna Hamilton, member of Cheerleading Squad Wildcat. As the ship reached the jump point and slipped into foldspace a red glow began to fill her eyes.

"It's not over. " she said.

ESCAPE

Donna-Guardian sat at the shuttle controls and fumed with anger. Outside, the quicksilver formlessness of Foldspace almost seemed to reflect the evil in her glowing red eyes. Peggy-Guardian had been so close. Never before had such a force of Guardians been assembled and though they fought supremely, hundreds were cut down by the human army and the rest killed in an instant by the Earthling's bomb. Donna-Guardian looked at the still smoking monitor panel with hatred. Minutes before she smashed it with rage as she had watched the news transmission. The screen had showed the smoking crater that was once more Guardians than the Race had seen in untold hatchings back on the Homeworld. The human media reported it as tragic 'accident' during a series of war-games. More proof of the wickedness of Humanity, thought Donna-Guardian. They were capable of lies. Her Guardian self could discern enough from her human side about the alien concept to leave a bitter taste in Donna-Guardian's mouth.

Donna-Guardian growled inwardly as she vowed to succeed where her predecessors had failed. The command for Revenge was still ingrained in every cell of her being and she would do everything in her power to bring vengeance on the Human Race. The girl-beast smiled evilly as she looked down at the controls. The knowledge absorbed by the Guardians before her allowed her much understanding of human ways and devices. She knew the shuttle was only two days from its destination. A remote military outpost. Out of the way, unimportant. Unimportant but well armed. She would land quietly and discreetly make off with a woman here... a girl there. Drawing as little attention as possible she would hide and wait, secretly building her Guardian army until she can over run the base in one viscous attack. Then she would use the very weapons the Humans had used to rain death down upon the Earth. Retribution would soon be hers.

WHAM!

Donna-Guardian was thrown from her musings as the shuttle suddenly pitched violently.

WHAM!

Sparks and smoke erupted from the consoles as the shuttle was rocked again. Donna-Guardian screamed in surprise, anger, and fear as she was knocked once more across the cabin. Lights began to flicker and

the cabin was plunged into darkness. Outside the mirrored surface of Foldspace shimmered with rainbow colors. Foldspace itself seem to tear and melt away. With a final scream Donna-Guardian and the shuttle were gone.

"Flight Three Zed Oh Four to the Saratoga. Mission accomplished." Three Foldspace fighters of the 235th Fighter Wing turned as one and headed back, locked on to the beacon that marked the Realspace location of their Deep space Carrier , the SS Saratoga.

"Roger Three Zed Oh Four. Message received. Confirm Kill." was the reply from the carrier.

"Affirmative Saratoga. Standard attack run. Shuttle broke up as it was in Precip Field. No chance of survivors. Returning to base." said the flight leader. The attack was textbook perfect. The fighter group had chased down the shuttle after it tore itself free from the Orbital Repair Dock over Earth. Since this same shuttle was the very one that landed amidst a hundred Guardians in a daring rescue attempt Earth Command ordered no chances taken and gave the go ahead to intercept and destroy. When the fighters found it in Foldspace they hit it with a two pronged attack. After crippling the shuttle with weapons fire the fighters launched P-missiles. Designed to disrupt the effects of Foldspace the shuttle was precipitated into Realspace. Violently. The only thing that would come out into Realspace would be a mass of debris. Their work done the fighters flew back to their buoy marking the Saratoga. Once there, they jettisoned their temporary Foldspace engines and slipped back into the normal realm.

Across the vastness of space the wreckage of the shuttle drifted away from itself in an expanding cloud. Among the debris tumbled a large portion of the craft's bridge and nose assembly still intact. Inside the remains of the cockpit attached to a bulkhead was a large crystal. Inside the unmoving form in the center of the crystal, a hate-fueled heart beat slow, but steady.

Three Years Later.....

Vic Carter stood at the base of the landing platform looking grimly at a clipboard, pausing to wipe a trail of sweat off his brow. Time was growing short and he didn't like surprises. The supply ship was nearly nine hours late and the passenger ship was due in two days. That didn't give him much time to get things prepared. The supply ship had called in a few minutes ago saying they were on final approach, but wouldn't give any reason for the delay. All Vic could hope was it'd had better have been damn important or he's going to make sure they leave bloody.

After several agonizing minutes a bright spot began to shine high in the sky. As the spot slowly grew in size the light dimmed, coalescing into the familiar outline of the supply craft. The ship was like other common freighters, which is to say it was a curiosity; a contradiction in flight. The ship looked like a turtle buried under rocks... cargo blisters adorned the hull nestled in among thrusters and sensory equipment. While it didn't look it, freighters like this one were probably among the most advanced craft

flying, outside of military ships, of course. Freighters, by their nature carried all manner of cargoes. Varying weights, unusual shapes, anything at all could affect the daily routine of a cargo vessel. So, unlike the sleeker, streamlined ships, these workhorses relied on state of the art thruster and Anti-G equipment to maintain smooth flight. Ships like this, although on the outside looked like they were ready to fall apart, could probably land in a hurricane if need be. Soon, but not soon enough to suit Carter, the ship was firing it's landing thrusters and slowly coming to rest several meters in front of him.

Carter paced back and forth impatiently along the gang plank in front of the main airlock. Around him the ship's cargo blisters were opening and numerous loader bots were hauling out crates of supplies and stacking them on the nearby loading dock. The airlock cycled open and half a dozen women carrying tote bags and other small pieces of luggage walked down the catwalk towards Carter smiling.

"Hello Mr. Carter, " said the lead girl, a petite short haired blonde , smiling brightly, "I'm Sheila. It's certainly a pleasure to be working for you. " Carter ignored her and glared a burning hole into the darkness of the airlock behind them. Sheila paused for a moment, unsure. Then awkward and embarrassed, withdrew her hand and hurried past him, averting her eyes. The other girls quickly followed suit. After a few moments a man wearing a flight suit sans jacket emerged from the airlock. Despite Carter's scowl the man grinned at him past two days worth of beard.

"What the fuck is wrong with you, Jake?! " started in Carter. "Do you think this is a game? "

"Take it easy Vic, " said the man, "I can explain. "

"Take it easy!?" spat Carter "Do you realize we have less than two days to get ready?! You damn well had better explain! "

"Come into the ship and I'll fill you in, Vic. Believe me, not only will you understand... when you find out what we've got you'll pay me a bonus! " Jake turned and walked back up the catwalk into the ship before Carter could protest. The aging man shook with anger as he controlled himself enough to follow him into the ship.

Vic Carter waited patiently until the airlock door cycled closed before he grabbed the man by the neck and forced him against the bulkhead as he drew a pistol from his jacket.

"Talk or that piece of shit you call a copilot is getting promoted! " growled Carter.

"Easy Vic, easy " said Jake, holding his hands up. "When we came out of Foldspace we found something... Hell we almost ran into it! " The pilot paused a minute looking into Carter's angry face, suddenly realizing just how angry the man was then stammered to continue. "I... it was wreckage of some sort so we checked it out. " Carter growled and put the gun to the pilot's temple.

"You mean to tell me you nearly blew the whole operation for some junk? " spat Carter.

"Jesus Vic let me finish! " yelled Jake "Whatever it was it's been drifting for a long time... years. Vic, it was Earth Defense. Military. " The pilot let the word sink in. "We found something. " Vic pulled the gun away a bit.

"Like what? " he asked.

"I haven't a clue, " said the pilot, "but it's some sort of crystal. Big, like nothing I've ever seen. Something's inside it too. " Carter let go of the man and walked in a slow circle, digesting the news as Jake continued.

"If it's some Earth Defense R&D that was lost in Foldspace do you know how much that's worth?! If it's a weapon.... "

"Where is it? " cut in Carter.

"We loaded it into the remote shuttle with the real cargo. By now it should be at the cave. " explained the pilot. Vic suddenly looked up.

"Who knows about it?! " he asked, looking at the outer airlock door.

"Relax. " urged Jake. "Those bitches are about as dumb as they are easy. We told them we were putting a nav beacon onto the wreck for safety purposes then loaded the thing into the remote shuttle. That's why we're so late. So they wouldn't notice the shuttle launching in orbit we just let it trail behind, but had to go slow enough to keep it in remote telemetry range. " Vic Carter looked at the man and gave him a couple pats to the side of his face. He didn't like surprises, but Jake had acted properly.

"Ok then. I'll kill you later. You could have called you know. " chuckled Carter. "Now, about our new employees... "

"They checked out. " replied Jake. "They haven't a clue to what's really going on. As far as they know they're just replacement staff for the new season. " Jake's face became somewhat grim. "Now for some bad news. There might be an agent with the pageant group, but our plant still isn't sure. "

Carter scowled at the last bit of news. He had worked very hard over the last several years to create a successful smuggling operation. After one bit of loose talk, from a man now dead, it threatened to fall apart around him. Fortunately his spies were well placed and well paid. Carter had learned just in time that among the visitors he's expecting to his little resort there could be an agent for Trade Control. Trade Control customs agents were really cracking down on the systemwide smuggling operations but Vic was damned if he was going to let them catch up with him. That's why he chose to be out here in the middle of nowhere. Who would think that the source for some of the biggest in-system smuggling wasn't even in the Earth system. Who would suspect that this struggling little resort on some no nothing world would

be the heart of it all. Vic grimaced at the thought of the possible agent. Whether there was one or not, he couldn't take that chance. Carter had to act as if there was a TC Agent so now he was frantically preparing to put on the show of his life. Vic took a deep breath and look back at the pilot.

"Ok, as soon as the stuff for the resort is unloaded, get going. " he said. "I don't want to cause any extra attention by having you hang around longer than normal. I'll take Pete and Tom out to the cave to check the rest of the 'cargo' ".

Several hours passed as the freighter was unloaded and the contents stowed away in the resort's storage building. During this time Vic busied himself about the resort putting up the image of a respectable spa owner preparing for guests. To the women that now made up his resort staff they merely thought his urgency was due to the need for everything to be perfect before the important group of guests arrive. The six women were unassuming in their roles of housekeepers, cooks, and athletic staff. They believed totally that the resort had been caught by surprise by off season guests and they were hired as quick, temporary replacements for the vacationing regular staff. As the individual women settled into their quarters and began to go over schedules and the like for the coming week, Vic worked with near-frantic speed, trying to prepare for the possibility of an investigation. He could afford to have no hint of wrongdoing visible. Vic collected his ledgers and stacks of cash, boxing it up. He'd take his records and personal (and illegally undeclared) valuables to the cave where the bulk of his smuggled goods were hidden. They'd be safe there. In place of his real ledgers he planted falsified records for the inevitable clandestine search the customs agent would undoubtedly make. Lastly he unlocked his desk drawer and double checked that his pistol was loaded before placing the weapon in the drawer's false bottom and locking it again. Finally, he surveyed his office, deciding it was as ready as it would ever be. Vic poured himself a drink then pressed the P.A. button on the intercom and spoke.

"Pete. Tom " he said, his voice faintly echoing across the resort. "Report to my office immediately. "

Vic Carter bounced in the front passenger seat of the small crawler as it rose over the rocky hill a few miles from the small resort compound. Two burly men accompanied him as they neared their destination. Tom, the driver, was a lanky man with a black goatee and wavy black hair. As the resort's cook he was passable, but he was also the best second-story man Vic new. Behind him sat Pete, a hulking man who was responsible for the maintenance at the resort. Pete had a face a mother could love... if she happened to have a thing for hitting people in the face with a shovel. Flat nosed and split-lipped, Pete looked like he had a permanent scowl on his face. The women shied away from him but Vic didn't keep him around for his looks. Ex-military and brutal he was the consummate enforcer; Vic's right hand. The crawler weaved through a few sparse, but exotic trees as Tom pulled up and parked at a large cave, partially obscured by vegetation. The three men got out and walked towards the entrance, Pete carrying a small, semiautomatic carbine. Vic entered the cave, his hand instinctively grazing a wall panel. Several lights around the cave came on, illuminating the scene in a twilight glow. Dozens of crates and containers of varying shapes and sizes lined the walls of the caves. Drugs, weapons, restricted electronics, data packets, even some endangered foodstuffs. Here was Vic's true business. No matter

how illegal something was, someone somewhere would be willing to buy it. Vic would get such items unseen by the prying eyes of law enforcement to the ones willing to pay handsomely for his efforts.

"What the hell is that? " asked Tom as they stepped deeper into the cave. On a small rise along one wall was an enormous crystal. Well over six feet long and three feet in diameter, the faceted crystal was a translucent black. The three men walked closer to the crystal, not quite sure what to make of it. Tom reached out and touched it, rubbing his hand back and forth lightly on it's faceted surface. A surprised look came over his face and he stopped, holding his hand still.

"Hey, " he said, "does... does this feel warm to you? " Vic and Pete moved closer and placed their hands on the large crystal. It was indeed warm. Not overly so, but definite.

"Jake told me when they found this thing it looked like it had been floating out there for years. " said Vic with a twinge of confusion in his voice. "Even for as long as it's been planet side, this thing should be still be ice cold... certainly not warmer than this cave. " Tom peered closer at the crystal. He blinked and looked again. He couldn't believe it. Almost absent mindedly he reached back behind him.

"Hey... uh... hand me that flashlight. " he said, not really talking to either of the men standing with him. Vic looked behind them and picked up a portable lamp off a tool covered crate, handing it to Tom. Tom fumbled with the lamp for a moment then pointed the beam into the crystal as he brought his face inches from the surface and attempted to look inside.

"Holy shit! " breathed Tom. Deep in the crystal was... something. Tom stared into her face trying to comprehend what he was seeing. He didn't have time to comprehend much else, least of all his own death as Donna opened her eyes. Vic and Pete jumped back in surprise as Tom convulsed with a muffled scream. Tom's face was half buried in the crystal which rippled and flowed like smoky gelatin. He beat his fists against the liquifying crystal, which splattered droplets to the ground. Hardening as they fell the pieces bounced like marbles around Tom's kicking feet. Suddenly there was a sickening wet crunch. Tom shuddered violently then slumped still across the crystal. Vic and Pete didn't breathe as they stared at him. Tom slid off the crystal and fell limply to the floor. Vic looked at him then immediately turned and vomited behind a crate. Pete couldn't help but stare in disbelief. Tom's face was gone. From where his chin used to be up to his forehead, there was nothing but a concaved mass of pulpy flesh. Freed from its normal restraint of flesh and bone, a single remaining eye hung loosely in the seething cavity that had been Tom's face. Movement mercifully forced Pete to look away from the horrible scene. What he saw was just as incredible.

A young girl of about eighteen or nineteen. She was looking at him sitting on top of the crystal, dangling her legs as nonchalantly as if she were sitting on a wooden fence in the country. The girl was nude and her firm breasts were small and in proportion to her petite 4'11 " frame. These details, though pleasing were lost on Pete as he was noticing other more gruesome things about her. Her neck and chest, including her aforementioned breasts were streaked with blood, leading up to her chin. Her lower jaw looked like a mass of putty horribly misshapen and oversized, but it seemed to be receding back into

shape. The taste of bile came to Pete's throat as he realized the petite blonde's impossibly sized mouth was chewing... presumably on the bones that had a moment before been his friend's face. The 'girl' hopped off the crystal, swallowing as her face became that of a rather attractive, albeit bloody teen. Slowly regaining his senses, Pete began to fumble with his rifle. By the time he had raised his weapon the girl had closed the distance between them. With surprising strength she grabbed the barrel of the gun in her left hand, pushing it to the side. At the same time, Pete shuddered as the girl drove her right hand into his stomach and up into the burly man's ribcage. Pete gurgled blood just once then became limp and lifeless, still held up on the girl's arm.

The girl let the man fall right where he died, turning with no further concern back to the crystal. As she walked closer the crystal shard began to soften and move, becoming a bubbling liquid shape. Drop by drop then in thick streams the crystal flowed through the air to the girl, pulled to her by some unseen force. Most of the crystal seemed to be absorbed into her body but some began to pool randomly along her skin. While this was happening the girl began to transform. Her hair erupted into long, wild mane while the petite blonde's skin became blood-red with streaks of black and white. She shuddered once and with sound of crunching bone she suddenly grew to a height of nearly eight feet tall. The girl's muscles ballooned with power and her small young breasts grew to a healthy Double D-cup size. Before her small, puffy breasts had pale silver-dollar sized aureolas. Now the flesh around her thick nipples were the size of small saucers, deep and dark. Finally, as the black crystal that had been pooling about her body were solidifying to form random plates of thick armor, a dozen thick phallic-headed tentacles sprang from various parts of her body, their tips sheathed in black crystal, making them razor sharp and deadly. With a gurgling growl of satisfaction, Donna-Guardian was reborn.

Vic cowered behind several large crates, white with fear. He couldn't comprehend what had just happened. He was too terrified to even run. Suddenly, tentacles wrapped around the crates and tossed them aside like so many toy blocks. Vic stumbled back and fell, screaming like a frightened child. His scream quickly died as Donna-Guardian slowly walked forward until she was towering over him.

"Let's you and I have a little chat. " she said wickedly.

The ship slid through the quicksilver of foldspace much like an insect running across a mirror. She wasn't large, only capable of carrying a dozen passengers or so plus cargo, but she had the angled sleekness of a warship, even if those angles were rusty and in need of repair. The ship was an older military vessel which, like a hundred others, were sold as surplus to the private sector after the last Expansion. Originally the ship's service designation was the *Prometheus*. She was a fire support vessel charged with coordinating targeting data for the larger capital ships. Now relegated to a privately owned commercial transport, the ship had been renamed *Firedancer*, though from time to time the owner would refer to her as....

"You Heartless Bitch!! " cursed Nikolai Stavros as a half turn too far with his wrench caused a gout of

oil to spray from a conduit. The owner of the *Firedancer* growled with frustrated aggravation as he struggled to put a vacuum patch over the stripped valve. His ship was a trustworthy vessel, but at times Nikolai felt that the 'routine maintenance' was nothing more than a constant struggle. Still, for a ship that has seen vacuum for twenty years she was holding up well. The muscular spacer crawled to the railing and swung out of the crawl space onto the main engineering deck. Dripping oil and other lubricants onto the metal flooring he walked to a cabinet. Inside were several towels and more than a few clean shirts. After peeling off his grimy top, the black-haired spacer wiped his face with a towel.

"Essential engineering equipment. " he mused sarcastically as he donned a clean shirt. At least they'd be in foldspace for another day or so. Nikolai would have time to finish up before they reached their destination. It certainly wasn't his normal cargo run. A group of Con-Am V.I.P.s headed for a small world among their mining concerns leased from the governmental Colonization and Exploration Bureau. At first it was an oddity to him that a resort would not only be way out in the middle of nowhere, but that it was also part of a Con-Amalgamate Industrial Cluster. After talking to some of his passengers, however, Nikolai discovered the reason. The small planet was originally surveyed for its Tungsten deposits and leased on that basis. The world was habitable but too remote for any administrative outpost, so when the mines played out the moonish world was just an unused bit of extra space. Con-Am put it up for sublet. Probably the reason it was far cheaper than leasing outright outweighed its backwater location, so someone picked up the lease and put a resort there. Under Leasing Charter, however, Con-Am was entitled to access to facilities constructed on Con-Amalgamate leased worlds. Normally that rule is reserved for emergencies... repair facilities and the like. Since, however, the pageant was held a group of Con-Am subsidiaries, and the contestants were employees of those subsidiaries, and the resort was on a Con-Am leased world, it was 'natural' for them to invoke that 'privilege'.

Suddenly a warning klaxon began ringing through the ship. Startled by the sudden alarm Nikolai looked up suddenly, banging his head on the open cabinet door. As he grabbed his head in pain he bumped the tool rack, causing several tools to clatter to the floor and into the pool of oil at his feet, splattering him once again. Spitting curses he staggered to the engineering hatch and out into the hallway in a broken run to see what new emergency is looming for him and his ship.

Nikolai vaulted up a short flight of stairs, pulling himself along with the railings to the main crew deck. Slowing down to a trot he tucked in his soiled shirt as he joined his passengers. Half a dozen women stood at the end of the hall, buzzing amongst themselves about what's going on. In various states of dress, several of the girls were bleary eyed as this was in the middle of sleep period. Standing in the center of them was a voluptuous blonde who was dressed as if she were about to go to celebrity party. She did not look happy.

"Oh Christ! " he cursed in frustration as he shut off the alarm from a panel on the wall. "What is it this time?! " The blonde looked at him for a few moments in silence to convey her contempt for the man. Her arms were crossed in front of her, mashed against her impressively large, and obviously implanted, breasts.

"Well, *Captain*, " she spat. "the same thing is the matter that is always the matter. I have yet to be moved to more suitable quarters. My station demands respect from lessers, and you would do well to remember that. " Nikolai sighed and rubbed his temple in preparation of the headache he was expecting in a few minutes.

"Look, " he began, "In the last twenty four hours I've moved you three times. There are no more available quarters on the ship. I've given you latitude as I've tried to be a good host, but that only goes so far. " Nikolai turned to leave then caught himself.

"Another thing. This alarm is for emergency situations, not as your personal call button. We have two more days in Foldspace so you're going to make do with what you have. You're a beauty pageant contestant, not a head of state... and for the record, you may be First Runner-Up, but that still means you lost. You're not only not more important than any of these other girls, in my opinion you're much less because you also happen to be a fuckin' bitch! " The angry spacer turned and walked down the hall before the furious blonde could reply, but that didn't stop her from trying to get in the last word.

"Someone like you is obviously at home in a pig sty like this but you can count of a formal complaint will be registered as soon as we get to the resort! " she screeched. Nikolai simply waved, not looking back as he went down the stairs at the end of the hall. The rest of the girls broke up from the ugly scene returning to their rooms, more than a few whispers of 'bitch' followed them.

Only one girl stayed behind. A petite strawberry blonde named of all things Pixie Goodbody stood smiling at the angry girl. To the other girls' knowledge Pixie had never been anything but insufferably happy. The word 'perky' seemed to have been invented solely for her. She wore a t-shirt for a nightgown which did little to hide her nineteen year old body, complete with it's own assortment of soft curves. She carried an overly cute stuffed animal which she held out to the fuming blonde.

"Marla, I know long trips can make even the nicest person a little cranky. If you're not happy with your quarters you're welcome to share with me! " she beamed, holding out her toy. " The 5'9 " blonde looked down at the 5'0 " ray of sunshine, knocked the stuffed animal out of Pixie's hands, and stormed back into her quarters.

"God I hate that bitch. " muttered Nikolai as he stood in the steaming shower, trying to work the tension from his muscles and the dark thoughts from his mind. "I'll admit she's got the hottest body money can buy, but how in the hell did she make it to first runner up?! "

"We girls feel t'was because she fucked de judges. " purred Monique behind him, her thick accent a tribute to her island heritage. Slowly the dark beauty slid her chocolate-colored hands over Nikolai's back and began to massage his stiff neck. Nikolai growled a sigh back to her as her hands untied the muscular knots. Another muscle began to react as she pressed closer to him, her pouting B-Cup breasts

nuzzling into the small of his back. Crimson lips began to kiss away more tension in Nikolai's neck until he suddenly turned and took the girl in his arms. The spacer kissed Monique deeply and laughed.

"God help them! I wouldn't fuck her with a stolen dick! " he grinned. "It's sad to say it's a wonder she didn't win that way. " Monique laughed back, purring a little as the man's hand found it's way to her pert breast.

"No it isn't. " she replied, cooing at his fingers as they drifted back and forth across her sensitive nipple as it swelled to hardness. "Ahhh... De deciding judge didn't like girls! " Nikolai laughed as he hugged his lovely shower mate.

"Ha ha... I bet that chapped her ass! " he said as he began to kiss down Monique's neck.

"Mmmmmmm, yes she was furious. We were... oh God baby, yes right there! We were so glad she didn't win. " replied Monique between exclamations as Nikolai's hand moved down her athletic stomach to rest over her dark triangle of curls. "Naturally we each wished we had won, but the girl dat won t'was a real nice girl so we're ha... happiiiiiiiiiiiiiiiiiii!! " The lovely girl shuddered into an unexpected orgasm as Nikolai's fingers worked magic. Her knees went weak and she clung to him as she shook with ecstasy. The two lovers kissed deeply as the steamy water splashed over them. Deep into the kiss Monique held Nikolai tightly, wrapping her toned leg around his hip. Nikolai shifted a little at this opportunity and moved his hips forward and up. Monique shuddered and moaned in charnel bliss as he slid inside. As the two lovers wrestled hip to hip, they kissed voraciously, as if it were the only way to find nourishment. The lovely black girl rocked tightly against Nikolai and he in turn rolled his hips in wide circles, thrusting his hard member into her again and again and again. Nails dug into his muscular buttocks, urging him to go deeper, faster, while Monique's diamond hard nipple seared in Nikolai's palm.

They fought in ecstasy, their moans and cries of pleasure tangible plumes of lust in the steamy shower. Finally the battle was won, but both claimed victory as they shuddered as one. Purring with affection they kissed and cuddled caresses. Getting out of the shower the pair dried each other off between kisses.

"Mmmmmmm, right now I don' care that I didn't win. " sighed Monique. "I'd much rather be here than on the tour of public appearances the winner is on right now. " Nikolai slid up behind her, cupping her soft breasts with his hands. She sighed again and pressed against him.

"I'm sort of glad you didn't either. " he smiled. "I only hope you have as much fun at the resort as we are here if I do say so myself. " Monique laughed as she leaned back into him. Laughing with her and taking Monique in his arms, Nikolai carried the lovely girl to the bed.

Some hours later Nikolai kissed Monique quickly, playfully feeling her tit as she ducked out his door. It was well into the middle of the night and he was ready for sleep. The lovely black girl was near

insatiable as they enjoyed each other. He was exhausted. She smiled at him and kissed him back just as quickly.

"You won't tell anyone we..... " she blushed as she looked up and down the empty hallway.

"Of course not love. " replied Nikolai. "You're something I want to keep to myself. " After a couple more 'good-byes' the ship captain shut the door and staggered to his bed, falling back on it breathlessly. He hadn't been laid like that in a long time. Suddenly his job of catering to a bunch of VIPs was looking up, It wasn't long until he was soundly asleep. Unfortunately, it wasn't much longer after that until a knocking at his door woke him up. The knocks chipped away at his sleep like knives on a block of ice. Finally he had enough presence of mind to answer.

"Yes? What is it? " he called out, too tired to get out of bed. The door opened and he covered his eyes, not ready for the light of the hallway. Sleep or not he knew the silhouette of a woman when he saw one. Of course that was an easy guess. He had no crew so at least he knew it was one of the compliment of females that made up his passengers. Still this particular silhouette was definitely a woman. Slim waist. Hands resting on ball-bearing hips. Hair cascading onto shoulders and the unmistakable swell of breast framing her ribcage. The door slid shut and the woman walked to the side of the bed. Touching a control at bedside she brought the bed-light to a soft glow. Nikolai rubbed his eye as he looked up.

"Madison? " he stammered. "What.....? " The stunning girl stood over him wearing nothing but the sheerest of negligé. From head to toe her body was an animalistic black-and-white zebra pattern. A mane of white hair perched wildly on her head as her ice-blue eyes nearly shone in the dark at him. Madison worked for a company called *BIOCOM*. The members of the Queen of the Stars pageant were all individually sponsored by companies of the same Con-Am group. In fact each girl was an employee of the company she represented in the competition. As a member of the *BIOCOM* corporation Madison was no different. Their biotechnology labs had turned her into a living advertisement for their services. All the work was cosmetic, of course, but the deep-layer organic skin tattoos made the exotic girl look as if she were born with them. That, combined with her impressively sexy body, and Madison was a sight to see.

Without a word Madison untied the bow to her babydoll lingerie. The thin material did nothing to hide her firm 38 DD breasts, but as the diaphanous cloth fell away, Nikolai couldn't help but swallow hard. Even though her employers had given Madison a wildly animalistic makeover, they didn't enhance her shape. Her body was 100% all natural woman. The way Madison's breasts rolled ever so slightly in time to her heavy breathing told Nikolai that and much more. The fanciful beauty pulled back the bed sheet. Nikolai was only wearing pajama bottoms and Madison wasted no time in pulling them down. Nikolai lay there dumfounded as Madison climbed into bed, straddling him. Her gyrating hips were quickly reviving his weary member as she looked down at him. Grabbing Nikolai's chin, Madison leaned close as she continued to grind her pussy against his tumescent organ.

"Tell no one! " she growled. Before he could answer she kissed him, her tongue probing white hot with

urgent passion in his mouth. Finally breaking the kiss, Madison leaned back and pulled Nikolai's head to her bountiful chest, burying it there.

Vic yelled as he sailed through the air splintering several crates by his landing. He tasted his own blood and began to crawl away as he felt Donna-Guardian's clawed hand on the back of his neck. Seconds later he was crashing into another stack of crates twenty feet away. Donna-Guardian, on the other hand, was pleased her chat with Vic was going so well. It did her good to finally be able to limber up after her long hibernation. As she walked towards Vic again he held up bloody hands in surrender.

"Please I give!! " he coughed. "I'll tell you anything you want, just don't hurt me anymore! " Donna-Guardian walked closer growling with distaste at his weakness, but finally spoke.

"Where am I? " she demanded to know.

"Beta Iridani. " the bloodied smuggler stammered. "Just a little place out in the middle of nowhere. "

"Then why are you here, human? " she spat in return.

"I have a small resort here. I use it to cover my smuggling setup. " said Vic too scared for any pretense as he motioned towards the smashed crates of priceless, but now ruined contraband.

"A resort? " the woman-monster asked. "How many others are here? "

"Only a dozen or so. Keeping a low profile and all. " said Vic trying to smile weakly through a couple loose teeth. The Guardian's eyes flashed red as she asked the next question.

"Women? " she probed.

"A... a little more than half. " stammered Vic uncertainly. "We just brought them here to fill out the resort staff, they're no threat to you. " Donna-Guardian laughed at this which sent poisoned icicles up and down the man's back. She looked down on him again.

"You have a ship? " she asked in a growl.

"Yes... n... no. " fumbled Vic, catching on his words. "It's gone making a run, but it'll be back in three weeks. " The smuggler looked up and tried to struggle to his feet against a crate. "But another ship is coming. Be here in a couple days. "

"How many on board? A military vessel? " she demanded. Vic shook his head.

"It's just a company ship. I don't know how many on board. " he replied. "I got stuck with a bunch of beauty pageant contestants for a week. The ship is bringing them. "

"More women. " chuckled Donna-Guardian wickedly as she walked around the cave in a slow circle, her deadly tentacles floating about her like a hellish entourage. Once again she turned to face the battered criminal making a sitting motion as she did so. Below her black crystal flowed up like a fountain out of the ground, solidifying into a large throne-like bench as she sat.

"I may have use for you. " she said. "Obey me and you will live. Betray me and everyone on this world will die. Do you understand? " Vic nodded quickly and humbly.

"Yes... yes. Anything. " he said. "I'll do whatever you say. "

"Good. " Donna-Guardian growled. "Now, go back to your resort, and quietly bring some of the women back here to me. " A tentacle flashed out from the Guardian to stop just underneath Vic's chin, the deadly crystal tip barely grazing his Adam's Apple.

"Tell no one of my existence. " she commanded. "Betray me and I will kill you first, but you will die last. Do you understand? " Vic gulped feeling the point of the razor sharp tentacle at his throat. He nodded in agreement wordlessly as he did his best not to soil himself again. He failed.

Nikolai woke painfully in the morning with more than a few bruises. He couldn't remember what all Madison had done to him but he was sure it was illegal on several worlds. Painfully he got out of bed and set about dressing, hoping to get through the process with little or no permanent damage. He had woke up late and it was nearly noon before he made it down to the lounge to check on how his guests were coming along. Coming. His body sent a throbbing pain through his loins and an ache in his neck to remind him not to mention that word again. Nikolai cycled the hatch and entered the lounge where his lovely passengers were finishing lunch. As he bit the inside of his lip to walk straight towards the coffee pot Monique covertly blew him a kiss while Madison stared at him while suggestively wiping her mouth with a napkin. The other girls smiled and greeted him and Nikolai smiled and nodded as best he could in return. 'At least that bitch Marla was no where to be seen' he thought. He certainly didn't feel like dealing with her right now.

"Oh Captain... " said a voice behind him. The color drained away from him slightly as he turned to face her. Fortunately, it was the Pageant Coordinator, Ann Perkins. She was a tall redhead, but smartly dressed and proper with her hair up and her face framed with glasses. When Nikolai first saw her he couldn't help musing that she was a corporate decision: The coordinator should be below the standard of the contestants. Next to the girls she was escorting Ann looked a little frumpy, but even though her blouse and skirt ensemble, respectfully corporate as it was, they did little to hide that she was as shapely as the contestants she worked to manage, Nikolai surmised she could be damn sexy if she'd let herself.

Until that time, however, Ann was strictly business.

"As we'll be arriving at our destination tomorrow I'd like to go over the itinerary for the time we are at the resort. I know you have no direct responsibility with that but procedure dictates that you know where we will be and when. "

"That's fine. " said Nikolai, hiding his fatigue as best he could. "I'll run through it with you before we land. "

"Good. " answered the coordinator. "I know even though you decided to sleep in this morning I'm sure you have plenty of things to do so I'll let you get to them. Nikolai forced a smile at the thinly veiled notes of displeasure for his lack of attention to the morning duties. Ann turned to walk away then looked back at him.

"That reminds me. " she said, smiling too sweetly. "Pixie made French Toast for breakfast. You're out of milk concentrate, eggs, and fire retardant.

Vic Carter's heart pounded in his ears, drowning out the occasional question from the three women as to where they were going. As he drove the small vehicle up the rough trail towards the cave in the hills his mind was wild with the events he now found himself a part of. Whatever this woman-monster was it was clear he was a dead man if he didn't do what she said. A chill ran down his spine as he thought she'd probably kill him whether he did what she wanted or not, but if he played along perhaps it would give him the time he needed to get away. Vic quietly thanked God for letting him keep enough presence of mind to lie about not having a ship. It was small, but it was fast. He had it hidden twenty miles away in one of the old mining fissures. If the authorities were ever discover his operation, Vic in no way wanted to be trapped with no means of escape. Now, ironically he wished for a raid. Regardless, if he was going to make a break for it he'd have to bide his time and wait until the right moment. He certainly didn't want to end up ripped apart like Pete and Tom.

Vic glanced into the mirror of the crawler to look at his passengers. Sheila brushed her short blonde hair out of her eyes as they traveled along. In the back seat of the tracked ATV sat Megan and Nikki. Megan was tall and shapely, with long black hair, and curves that were barely contained by her maid's uniform... curves which bounced and shimmied in response to the crawler's less than smooth ride. Nikki was a maid just like Sheila and Megan, but with her auburn hair in a ponytail and her chestnut eyes framed in glasses she looked like she'd be more at home driving guys wild on a college campus. The three maids were young and beautiful, and had no idea of the fate in store for them. Truthfully neither did Vic, but he hoped it wasn't anything like what had happened to his men. Vic has seen men die before, a couple at his own hand, but even so he felt like he was taking three pretty little lambs to slaughter. Presently the crawler crested the hill and rounded the bend where the cave was hidden in the bushes and scrub.

"We're here. " he said, shutting the vehicle down and climbing out. The girls, beginning to show perplexed concern on their faces, reluctantly followed him.

"What are we doing out here? " asked Megan, "I mean, you asked us to help you with something and you're the boss, but this is the middle of nowhere.

"It's just right in here. " said Vic. "Come on. "

"Mr. Carter, " spoke up Sheila, "Can't you please tell us what you want us to help with. You have to admit this is a little weird. "

"You can say that again. " murmured Vic as he led the girls into the cave. The girls looked about the boxes and crates puzzledly as they went deeper into the dimly lit cave.

"What is this? " asked Nikki. "Supplies for the resort? Why all the way out here? Why didn't you just... Aieeeeeeeeeeeee!!! "

Nikki's questions abruptly ended in a piercing scream as they rounded a corner. There in the bloody sand were the mutilated remains of Pete and Tom. All three girls screamed in terror and began to back away. When they could tear their gaze away from the horrible scene they looked at Vic in horror. It was evident the girls thought he was the one who had done such a thing and now planned to murder them as well. Before Vic could attempt to calm the girls with some hasty lie about a freak accident, tentacles lashed out from the darkness behind the women. As one the lovely girls thrashed and screamed as the slimy members coiled around their bodies. Megan was knocked to the ground as tentacles coiled tightly around her legs from thigh to calf. Nikki was on her feet but the hideous members were wrapped tightly around her waist, pinning her arms to her sides. Sheila's petite frame was lifted off the ground entirely by the attacking tentacles as she struggled wildly like a terrified marionette. Donna-Guardian's eyes flared red as she stepped out of the shadows.

"Well done, human. " smiled Donna-Guardian evilly. Vic looked away which made the woman-monster laugh mockingly.

"Oh don't be modest. " she chided. "I'm sure these females would be happy to know you made this meeting possible. " Sheila, Nikki, and Megan continued to scream and struggle against the tentacles, but they also looked at Vic in terrified astonishment. The man didn't return their gaze. Donna-Guardian looked at the luscious young women in her clutches as a need that had been denied for far too long welled up within her. Ever since that first moment when Soth-Guardian had killed and absorbed that lecherous weakling of a human those years ago on board the *Magellan*, overpowering lust not only coursed through a Guardian's veins but was genetically ingrained into every cell of their being. Now after three years in hibernation that hunger would be satisfied and once again would the task of breeding a Guardian army be under way. Tentacles unsheathed thick phallic heads and as one attacked the helpless girls while their screams and Donna-Guardian's wicked laughter echoed throughout the cave.

Vic covered his ears and wept.

Donna-Guardian laughed and laughed, giddy with evil glee as her tentacles raped the three women with brutal abandon. These were actually the first women she had ever taken and she was reveling in the wealth of new sensations. Back on Earth when Peggy-Guardian transformed Donna into what she is today, Peggy-Guardian had immediately put her in stasis. Wisely so, for Donna-Guardian's crystal cocoon was able to be placed on the hull of the rescue shuttle. She escaped the nuclear fire that claimed Peggy-Guardian and the rest of her forces. But because of that Donna-Guardian hadn't tasted the sweet fruits of a human woman. Until now. To have a desire ingrained into one's very genetic code satiated was pleasure beyond description and Donna-Guardian was lost in the frenzy of it.

Megan writhed and moaned on the sandy floor of the cave as she was fucked by Donna-Guardian's powerful tentacles. The lewd members coiled around her arms and legs, pulling her into a painful spread-eagle position. Megan's raven hair was tussled and wild as she shook her head as she screamed. Her olive skin was tear streaked and flushed as the pounding of the tentacle in and out of her tight young pussy caused her to buck and uncontrollably in near constant orgasm. The lovely girl's 36D breasts were each divided by the low, curving tan line of the immodestly small bikini top she evidently had a habit of wearing. The tan line just crested her richly colored nipples. The girl's budding nubs of flesh were rosy-brown with well-pronounced aureolas that were enticingly crinkled and almost mahogany in color. As the girl writhed at the mercy of the relentless rape her full, firm breasts heaved and rolled, making those same nipples rise and fall like two tiny ships lost on an angry sea. This deliciously lewd allegory was not lost on Donna-Guardian and on either side of the girl rose two tentacles, like serpents from that same charnel sea. Their tips split apart in a spray of blood and slime to form mouth-like suckers. The serpents fell upon the ships, devouring them.

Nearby Nikki screamed and cried against her own assault. The beautiful girl was on her knees but held upright by the tentacles wrapped around her arms, which were forced above her head. Tatters of her maid's uniform were strewn all about her but while what remained of her skirt still clung to her waist from there up she was nude. At 38D, Nikki's breasts were larger than her friend Megan's, but her nipples were softer in color and not as pronounced. Donna-Guardian enjoyed them just the same, lewdly kneading and squeezing the soft globes within a tentacle that wrapped around them in a tight figure-eight. Down between the girl's legs was where the real attack was taking place. Three thickly phallic headed tentacles competed for the succulent fruit they found there and Nikki's body were wracked with spasms as one by one they thrust again and again into her tight, young cunt. Again and again the lovely girl was forced to orgasm. Nikki's wailing moans were music to the Guardian's ears. Throughout this brutal assault, Nikki's ponytail and glasses somehow had managed to remain intact, though the lovely girl's glasses were fogged with tears. It gave the helpless maid a look of innocence that Donna-Guardian savored with an evil relish, fucking the girl harder and harder with each thrust of her tentacles.

Poor Sheila was suffering worst of all. She was held in the air by Donna-Guardian's tentacles, but she

was being attacked by nearly all of the woman-beast's remaining members. The petite blonde's body was nearly completely obscured, looking as if she was submerged in a tank with dozens of lewdly aggressive eels. Occasionally one of her hands clawing at the air, or legs, or pert young breasts would emerge from the writhing mass only to be grabbed by a tentacle and pulled inside. The only thing to escape was the lovely girl's muffled screams and moans. Any tentacle with the opportunity thrust into Sheila's mouth, forcing the girl to suck it off in a hellish blow-job. Below the torrid scene, tentacle slime and sexual juices fell to the cavern floor like rain.

"OOOOOOH!!!! Unnnngh!! Oh...oh! YES!!! " The screams rose above the lewd cacophony of moans, screams, and slurping wet sounds of pistoning tentacles. This, however, wasn't one of the poor girls being raped, these cries came from Donna-Guardian herself. The woman-monster was leaning up against the cave wall in ecstasy. She had no idea the sensations she was feeling from the rape of the three girls would be so intense and it was driving her to a frenzy. Her clawed hand squeezed one of her pendulous breasts urgently, pinching at her thick nipples until blood flowed. One of her own tentacles was fucking Donna-Guardian's pussy in deep, hard strokes, while her other hand rubbed frantically at her engorged clit. Donna-Guardian's eyes rolled back and their red light shone through her eyelids as her intense masturbation coupled with the feel of the three girl's tight pussies as she fucked them. Finally, it was more for the monstrous female to endure and she exploded into orgasm. Donna-Guardian shuddered and bucked as she came hard. Waves of pleasure coursed through her, shattering her senses. All around her was light and sound as she came in waves. The three girls screamed as well as Donna-Guardian's orgasm crashed down upon them as well. Wave after wave of alien seed pumped into spasming pussy and moaning mouth. Those tentacles without an orifice to abuse whipped about wildly, shooting thick ropes of the Guardian's cum all over the helpless trio's bodies.

After a time Donna-Guardian had calmed and as she composed herself she let her victims slide from her tentacles to the ground in cumsoaked heaps. Nikki and Sheila had found the mercy of unconsciousness, but Megan was in a fetal position where she hugged herself and sobbed. Idly, Donna-Guardian wiped the excess cum from a few of her tentacles off on Sheila's tender breasts and then barked for Vic Carter to enter the cave once more. The man came in shakily trying not to look at the girls who had held him in trust such a short time ago. When the attack began he stared in disbelief, until finally it was too much for him and he retreated to the crawler. Too afraid to run, and too afraid to stay he huddled in the front seat with his hands over his ears. When he heard Donna-Guardian call for him it was all he could do not to fire up the crawler and make a break for it, but he knew he would probably have been dead before he made it over the hill.

"You would do well not to keep me waiting! " spat Donna-Guardian impatiently. "I'm going deeper into the cavern to secure a lair. " She waved at the girls lying at Vic's feet.

"Bring them. " she commanded.

Nikolai walked down the corridor rubbing his neck wearily. He had busted his ass all day with the normal maintenance of the *Firedancer*, hampered by the many needs of his passengers. On the bright side, except for one or two minor things, his maintenance was complete. He felt like he hadn't slept in days, and was certainly looking forward to sleeping tonight. It hadn't helped that he got a late start from oversleeping in the aftermath of Madison's sexual equivalent of a mugging. Normally he would have been thrilled about the action he'd been getting. Any man would, and he was more than happy to hear his only passengers were to be a dozen gorgeous young women. Theories put into practice, however, seldom are what one expects. The sexual marathon he had participated in last night was more than he could handle. Fortunately, his lovely passengers have turned in for the evening and he too was on his way to his own bed. Or so he thought....

"Oh Captain! " came a lovely voice behind him. A chill started to go up his spine, but was too tired to make the journey as he stopped. Turning around he saw two of the contestants at their door waving to him. It was Renee' Mineaux and Yurika Fujita, the pageant's second and third runners up respectively. An embodiment of the French ideal of elegance and beauty, one would think Renee' was a fashion model. In reality she had brains as well as beauty, representing the genetics company *Laboratoire Bio de Fabrique* as a Chemical Analyst. Her companion represented the information conglomerate *Koroshiya Publishing*, where she worked in the editing department for *Corporate News*. They had graciously agreed to share a cabin, especially after Marla's prima-donnish displays over her own quarters.

"We're having a problem with the ventilation, could you look at it please? " Renee' asked smiling. "We'd wait till tomorrow, but we don't think we can get to sleep unless you help us. " Forcing a smile, Nikolai waved back and walked back down the hall. Several minutes later Capt. Stavros was pulling his head out of an open access panel.

"I don't see anything wrong ladies. " he said "Just what is the problem? "

"*Il fait trop froid...* " smiled Renee' slipping into her native French. "Uh... it's too cold in here. I'm always freezing. " Renee' stepped forward and with a lick of her lips took Nikolai's hands and put them onto her breasts. "I'm so cold you can even feel my nipples through my robe! " Nikolai stood shocked as the gorgeous girl squeezed his hands over her small, soft tits. Her nipples were like nail-points, but as the girl moaned and trembled Nikolai had doubts about it being from the cold.

"Oooohhh!! " purred Renee' as she moved Nikolai's hands in circles over her diamond-hard nubs. "*Ce se sent si bon!* It's so cold I'm shivering! " Behind Renee' Yurika grinned broadly.

"Well I think it's too hot in here. " she said, peeling off her shirt to reveal her own firm breasts: full, round globes that defied gravity, with hard nipples surrounded by a modest amount of creamy tan aureola. "I can barely stand to wear anything at all! " Nikolai felt exhausted and every muscle ached, but even so his own body began to betray him as the bulge in his trousers began to get tumescingly bigger. He struggled to find the words that no man in his right mind would use. Words to tell these two gorgeous, horny women he was turning them down. As he opened his mouth to speak, however, Renee'

leaned in, sealing it with a passionately probing kiss.

"*Oh oui!*" purred Renee', breaking the kiss. "Keep me warm with your body *mon Capitaine!*" Renee's roommate moved in and took a different approach while the diaphanous French beauty assaulted Nikolai with urgent kisses.

"Oh God it's so hot in here!" panted Yurika lustily, squeezing one of her own tits, rolling the nipple between her finger and thumb. "How can you wear those clothes? You must be broiling!" The lovely asian smiled wickedly as she fell to her knees and began to tug at Nikolai's belt. As his trousers fell to Nikolai's ankles so did his balance. With giggle and a shove from Renee', the weary captain fell back onto the bed. Almost immediately Yurika leaned forward, her 36 D-cup breasts smothering his knees. In one motion the lovely girl pulled down Nikolai's briefs and swallowed his hardening cock into her mouth as it sprang into view. Nikolai gasped a sexual groan as he felt his weary cock harden from the intense suction alone. While Nikolai's shaft disappeared time and again past Yurika's lips, Renee' was offering the entertainment of a seductive striptease as she slowly took off her robe. The French girl was flawless. She was slim and athletic, and while her 34 B-cup breasts were two sizes smaller than Yurika's they were perfectly proportioned to Renee's angelic frame. Even nude, or perhaps because of it, Renee' had the look of refined elegance. Cooing French affections, she slid into bed with Nikolai, offering one of her soft breasts to his stunned mouth. As the sweet taste of Renee's nipple and the kissing and licking of the head of his cock Yurika was offering him filled his senses, Nikolai surrendered. One hand pulled Renee' closer while his other reached out to cup and squeeze one of Yurika's pendulous breasts. Slowly the carnal fog descended onto Nikolai and the next hours were seen in a sexual haze. Hungry mouths licked at his cock. Nikolai's mouth licked at quivering pussies. Yurika moaned and yelped into orgasm as he fucked her from behind. Renee bounced breathlessly on his shaft as Yurika sucked at her friend's tits while she sat on Nikolai's face, his tongue buried between the asian's silken pussylips. Nikolai had come as well... more than once. His cum-filled cock gushed jets into each girl's tight pussy and once into Yurika's moaning mouth. Each time he thought he couldn't continue, but the women were insatiable and soon after he came, Nikolai had found himself stimulated into performing yet again. Finally, he felt the fog of lust lifting yet again....

"*Oh oui mon Capitaine! Baisez-moi!!*" cried Renee' as she came, pleading with Nikolai to fuck her. The gorgeous French girl writhed underneath him as Nikolai's cock slid in and out of her spasming pussy again and again while Yurika fingered herself to her own orgasm as she licked at them both between Nikolai's legs. Nikolai's back and legs were in painful knots, but Renee's tight cunt gripped him like a vice as she came... urging him to fuck her harder... deeper.

"Oh fuck!" moaned Nikolai as he shuddered hard. Once again he orgasmed, filling him with pleasure and pain. Renee' squealed in ecstasy as she felt his hot cum shoot deep into her. Yurika cried out in another orgasm as she finger-fucked herself, desperately licking at pussy and cock for a taste. Summoning the last of his strength Nikolai pulled out of Renee's pussy and fell back on the bed. The two women cooed and sighed in pleasure as she slid up on either side of him, stroking him and each other gently while trading kisses all around. By the third kiss, Nikolai was already asleep.

Vic squinted in the dim red light as he carried Sheila wrapped in a blanket to the small section of cave where the monstrous Donna-Guardian had instructed him to put the three women. Strange fist-sized crystals filled Vic with wonder as they floated impossibly in the air at each corner, giving off the crimson glow that filled the cave. Nikki and Megan were already there lying on the sandy floor, moaning and whimpering in an unconscious stupor. Vic could only guess what nightmares they were having and wondered if they were worse than what that creature had forced them to endure. He laid Sheila's limp form down with the other two and turned to look at Donna-Guardian who, in the glow from the crystals, looked even more sinister.

"Good, human. " growled the woman-beast. "Now, leave me until first light tomorrow. Act among the other humans as if nothing is different. Remember, any treachery and your death will be most... special. " Vic felt a mixture of relief and fear wash over him as he was issued the commands. He risked a glance at the three women.

"What about them? " he asked.

"They are no longer your concern. " replied Donna-Guardian matter-of-factly. "Now go! "

Vic left cave quickly, looking back, half expecting the creature to change her mind and kill him on the spot. He started breathing again when he was driving the crawler some distance away down the hill. Once at the resort he took care of tasks there in a daze, his mind reeling after his recent experiences. That night he didn't sleep. He just sat in his office holding his pistol weeping. He was ashamed he didn't have the courage to take it and go after Donna-Guardian, but he was crying because he didn't have the courage to take it and use it on himself. Sunrise took forever to arrive and at the same time came all too soon. As his unknowing staff still slept, reluctantly he began the journey once more to the cave. When he arrived it was strangely quiet. For a brief instant he hoped that the monster had left, but as he crept deeper into the cave he heard of all things laughter coming from inside. Rounding a corner he saw an area lit with those alien crystals as before. In the corner Donna-Guardian was kneeling at small mineral spring welling up from the cave floor. She wasn't drinking, she was voraciously eating handfuls of clay from around the spring while chuckling insanely. She must have been eating for hours, as Vic could see her stomach was distended even from where he stood.

"Would you like fries with that? " murmured Vic in disgust. Suddenly there was a growl from his left. Coming out of the darkness were three glowing slitlike eyes. Three Guardians came into view, hissing and growling at Vic, their own deadly tentacles raised.

"Jesus!! " yelled Vic, falling backwards against the wall. The new Guardians weren't as big as Donna-Guardian, but they seemed to be even more alien. She still retained some human features. These monstrous humanoids did not. Horrible lampreylike mouths growled and spasmed under their single eyes as they moved closer to him, claws bared and crystal tipped tentacles poised to strike. Vic was sure

this was the end for him, when Donna-Guardian casually waved a hand at the creatures. Hissing, the three Guardians slowly backed away until they were once more enveloped in darkness.

"Good morning Vic. " said Donna-Guardian almost pleasantly, her mouth and face covered with clay like a child who had been left alone with a chocolate cake. "I see you met my children. "

"Your.... " blinked Vic, forcing himself to look away from the darkness at Donna-Guardian. A look of horror seized Vic as he grasped the meaning and now noticed nearby were the gruesome remains of the three lovely maids he had sacrificed to the monster. Vic immediately turned and threw up.

"Charming. " chided Donna-Guardian. "But your human rudeness is of no matter. This unexpected find has put me in a very good mood, so not only am I going to let you live, I'm going to reward you for your efforts up to now. " As Vic wiped the bile from his lips and looked around there was a clinking sound as something landed at his feet. Vic blinked in surprise as he bent down to pick up two handfuls of the payment. Diamonds. Uncut but enormous. The smaller gemstone was easily dozens of carats. What he held in his hand was nearly the value of his entire stock of contraband. He looked back at the Guardian in wonder. Once again she was eating handfuls of clay.

"You... made these? " he asked.

"Yes yes. " the Guardian-woman replied between mouthfuls. "Before the Treachery I was the best of my Race's artisan. The crystals are easy to form when you know how. Don't worry, they're authentic. They'll even stand up to your distorted standards of value. " The smuggler looked away in disgust, pocketing the gems just the same, his greed winning over his fear... for the moment at least.

"Now, " she said, finally turning from her feast, wiping her face as one clawed hand rested on her engorged stomach. "We have work to do. "

The next several hours for Vic Carter was as a man at hard labor. Donna-Guardian forced the aging smuggler to dig out the spring with pick and shovel, deepening and widening the area, packing the clay up on it's sides until the area was a shallow pool about mid-thigh in depth. Then the monstrous woman commanded Vic to fill crate after crate with the clay and load it onto his crawler. Fearfully obedient, Vic did as he was told, and as he dumped out the contraband from the crates, Vic quietly lamented over the illegal treasures before he carried the empty crates deeper into the cave. Once those crates were full he took them to the resort, hiding them in the storage building before returning to the cave with as many large watertight containers as he could find. Whatever Donna-Guardian had in mind for all this, Vic couldn't say, but it was better than being torn apart by these hellish creatures so he completed his tasks as quickly as he could. When he returned to the cave he had a few empty fuel drums and several smaller water containers. Grunting with effort he carried them into the cave. There he was met with the disgusting sight of Donna-Guardian vomiting liters of a pinkish slime into the pool he had created. Around her, Donna's Guardian children were gorging themselves on the mineral rich clay as she had done. A few moments after Donna-Guardian finished her regurgitation of the clay-turned slime, she too

reached for more of the gray earth and began to eat.

Like glowing liquid poured into a ship-shaped mold, the spacecraft slid out of Foldspace and solidified into the *Firedancer*. Off in the distance was a jewel, a glowing sphere of light that was slowing becoming a small world as the ship moved closer and closer to its final destination. Nikolai flipped a switch on his command chair, sending the images of the planet to the lounge's entertainment screen, where his passengers could watch from their space-entry couches. At least Renee' and Yurika were in bed with him to wake him up on time this morning... even if it was only three hours after finally getting to sleep.

"Welcome to normal space and welcome to Beta Iridani, ladies. " spoke Nikolai into the intercom trying to manage the most wide awake sounding voice he could. "We still have a couple hours before we reach orbit and begin our descent so feel free to freshen up and make sure you're baggage in in order. I hope you enjoyed the trip here. I know it was a... memorable experience for me. " Several of the contestants smiled knowingly to themselves while back on the bridge Nikolai wiped his brow stifling a cold shiver which wasn't from the medical cold pack resting in his lap. Nikolai rubbed his eyes wearily as he looked over a map of the area around the resort. About a hundred and fifty miles away was a series of small lakes that bordered a valley. He could set down there after offloading his passengers and enjoy some rest and relaxation of his own. Perhaps even get in a little fishing. And best of all, he thought as he readjusted the cold pack to a less tender area of his loins, no sex.

Captain Stavros shifted uncomfortably then busied himself with the remaining flight-tasks he had. Several minutes later the course was laid in and the *Firedancer* was cruising on autopilot towards a low orbit over Beta Iridani. Nikolai leaned back and yawned enjoying the moment's peace and quiet, when there was a buzz at the flight cabin's door. He sat up, tossing the spent cold pack into a nearby waste tube and made himself look busy.

"Come. " he said. The flight door cycled open to reveal Pixie standing there smiling happily. The strawberry blonde bounced into the cabin, which seemed to be her standard mode of travel, her pigtails dancing merrily behind.

"Oh COOL! " she exclaimed looking out the broad front glass of the flight cabin. The girl leaned deeply over the forward control panels in order to get a better look outside. Nikolai swallowed hard. Pixie was wearing a pair of shorts and a stylish shirt, but one that only went to her midriff. Bending over as she was gave Nikolai an impressive view of the girl's shorts painted on to her youthful ass and her firm breasts hanging braless under the loose top. There was no doubt in Nikolai's mind that while Pixie was the youngest contestant of the pageant and acted even younger, the nineteen year old was definitely NOT a little girl.

"Ahem. " Nikolai coughed nervously. "Was there something you wanted, Pixie? " The girl turned

around, her smile vanishing which was an odd look for her.

"Oh right. Yes Captain there is. " she said. "I know this trip has been rough on you with all your work and Marla being mean to you... and me... uh... well, setting fire to your kitchen. I'm sorry about that,... but the french toast was really good! " she added hastily smiling.

"That's fine Pixie, " Nikolai smiled back. "No harm done. "

"Oh good. " Pixie beamed her smile returning. "I just know that it's hasn't been fun for you and I'm sure you've been tired and cranky yourself so I wanted to say thank you for any of us who haven't. "

"I appreciate that. " he smiled. It did feel good to get some recognition. "You're a very sweet girl. " Pixie smiled back at him.

"You know. " she said grinning. "I have a good cure for someone who's tired and cranky. " Without another word the lovely girl immediately dropped to her knees and began to unbuckle Nikolai's trousers.

"Pixie!?" stammered the Captain. "What are you doing?!" The girl smiled and finished opening his pants. Then, wrapping her hand around his overused penis, Pixie started enthusiastically jerking him off as she happily explained. Nikolai gritted his teeth and winced.

"Oh, it's OK. " she assured him. "Back in school I'd do this for a neighbor boy whenever he had a bad day. " She smiled brightly before giving Nikolai's tender head a couple of wide licks, like he was an ice cream cone on a hot day. Pixie stopped for a moment, cocking her head quizzically.

"You know, " she said. "Come to think of it... he sure had an awful lot of bad days. " The thought left her with a smile and a perky shrug, then the lovely teen's mouth gleefully swallowed Nikolai's member. The Captain looked down at the strawberry blonde pigtails rising and falling over his cock and quietly wept.

It was late morning when the resort's radar array picked up the ship on final approach. About half an hour later the craft came appeared over the hills and did a wide sweeping turn before bringing it's nose up and engaging it's landing thrusters. As ships go it wasn't big, only about thirty meters long, but it's still big enough when it lands right in front of you. Vic took a step back as the *Firedancer* slowed and gently touched town, belly-landing on it's wide, flat keel. As the ship vented spent coolant and powered down it's engines, Vic glanced nervously over his shoulder. Donna-Guardian stood with him, perfectly disguised in a maid's uniform. The transformation from girl to monster was shocking enough, but when Vic watched her revert back to human form it was almost more than the smuggler could believe. This version of the monster looked older than the original girl they had found, perhaps in her mid twenties instead of late teens but gone was the crystal armor and tentacles, her blood red skin as well as her

towering height. She seem to be quite and ordinary woman, though she still retained some of the voluptuousness that Donna-Guardian had, though, and her maid's uniform was tight enough to prove it. Donna-the-maid stood there smiling warmly, which to Vic's knowing eyes made her seem all the more evil. Vic looked back at the spacecraft, thinking of what was in store for the unwary passengers inside. He also thought of the remainder of his staff and the horrors they were enduring at this very moment. Last night when Vic returned to the resort, Donna-Guardian and her hellish entourage was with him. While the members of his staff slept, Donna forced Vic to give her a tour of the facility. The resort's Spa was to her liking, and the containers he had taken to the cave, now full with the pink slime the Guardians had been disgorging all afternoon were carried there and used to fill the three large hot tubs to be found there. Once the tubs were full of the goo, Donna-Guardian nodded to her minions and they disappeared into the Resort. Vic could guess where they were going, and moments later terrified screams of the remaining female staff confirmed his fears. Shortly after that the Guardian's returned with their captives. Vic tried to turn away, but Donna-Guardian herself grabbed him and forced the man to watch as the three women were carried into the tubs of slime and raped. The monsters raped the girls every few hours or so over and over all night long. Between the rapes they women were tied to the railings in the hot tubs. Vic could still hear their begging sobs asking him for help, but he... couldn't. After a few hours the women started laying the first of the Guardian eggs: soft, football sized packets. After each laying, the monsters would fall upon the exhausted women once more raping them, impregnating the helpless girls... forcing them to produce more of the hellish eggs. By morning there were more than a half dozen of the abominable capsules.

After a few minutes the *Firedancer* had grown quiet. Then, with a hiss the airlock cycled open and as the sound snapped Vic out of his worried musings, the landing ramp extended to the ground. Vic's mind screamed for him run for the ship, begging for them to take him and his staff off this planet, but he was frozen to the spot. Vic longed to run, or at least warn the people coming to meet their doom, but with Donna-Guardian standing right there he knew he'd be dead before he made ten feet.

A muscular man with short black hair and a ragged expression came down the ramp, stopping at the bottom. Behind him came a smartly dressed redhead followed by the rest of the passengers. Until the redhead turned and started taking pictures of the girls coming down the ramp Vic wouldn't have been surprised if she was one of the contestants. He surmised it most be the Perkins woman that the itinerary listed as the coordinator for the vacation. The man at the base of the ramp turned and began to help the passengers step to the ground and to take their luggage from them, setting the bag to the side. Vic looked a the women as they walked smiling down the ramp. Each one was gorgeous, and despite it all Vic felt a pang of manly envy for the captain of this vessel. Vic watched, noting more than a few of the girls giving the man knowing winks and smiles as they passed. A Voluptuous exotic strode down the ramp. Wild white hair, and zebra patterned skin. She wore a cut-to-the--waist, see-through tunic for a top, and painted on jeans. Vic couldn't see where she put her hand but the way the man jumped Vic guessed she had squeezed just a little too hard. Vic couldn't help but smile. No wonder the poor guy looked worn out. When the last of the girls had exited the ship, the redhead taking pictures turned and walked towards him.

"Mr. Carter? " smiled the redhead as she put out her hand. "Ann Perkins, Pageant Coordinator. Thank you so much for making your resort available on such short notice. " Vic politely shook her hand and

smiled. At least in his life of crime he had learned to become a good actor.

"Thank you for gracing my resort with such wonderful examples of beauty. " he smiled. "Present company included. " Ann smiled with a little hint of blush to her cheeks and glanced away.

"We were caught a bit off guard I'll have to admit, " continued Vic, "but I think you'll find everything in order.

"This way please, " spoke up Donna, motioning to the women to follow down a curving walk decorated in a Mediterranean style with flowers and the occasional statuette. Presently they came to a long, two-story building, which had been designed to provide the maximum comfort to its inhabitants. It had a central section but off that there were blocks of rooms arranged in a staggered shape. Where one side had rooms the opposite side was open and planted with a beautiful flower garden. The second floor was the same, but alternating so its rooms were suspended over the gardens and none over any lower rooms. From the outside each room could be seen to have wide, curving windows and staggered as they were, each room was promised to have a spectacular view of the resort.

"Now this is more like it. " said Marla as she looked with prima-donnish approval at their quarters and the rich scenery, though still she made sure to be in the front of the line so as to inspect the rooms as presented and snap up the one she deemed 'hers'. Regardless of Marla's attempt to ensure she got the choicest room, the other girls were quite happy with their own. Each room was in fact quite lovely and equally lavish. Donna led the group into the building as Vic thought 'like lambs to slaughter' and one by one each woman settled into a room of her own.

Back at the ship, Nikolai waved at the girls as they disappeared on the path and turned to Mr. Carter.

"Well, they're all yours. " he said. Vic chuckled as he could read the fatigue in the man's voice.

"Wear you out did they? " he asked with a lewd grin.

"Heh... well, let's just say the trip wasn't all what I expected. " replied Nikolai, handing the resort manager a datapad. "Here's my transponder location and frequency. I'll check in with you in about a week, that is unless something comes up and you need to contact me. " Vic looked at him puzzledly.

"You're not staying? " he asked masking his worry. Donna-Guardian was very interested in this man's ship. If he went away, Vic didn't know how the monstrous bitch would react.

"I need a vacation of my own! " laughed Nikolai "I'll only be about a hundred miles away at a lake I spotted coming in, but if the trip here was any indication I'm going to need all the rest I can for the trip back. I'm going to get some fishing in, some maintenance done, and use my bed for sleep for the first time in several days. " Vic forced a laugh.

"Well, I can't fault you for that. " he said.

"Don't worry, if something comes up and you need me just give me a call and I'll come right back. " said Nikolai, then he leaned in close. "But ONLY if you need me, 'kay? "

"Fair enough. " agreed Vic, shaking Nikolai's hand. "I wish I was coming with you. I really do. " The freighter captain laughed and headed up his ship's boarding ramp.

"Good luck! " Nikolai said with final wave. Vic grimaced as she watched the airlock door cycle closed. He knew he was going to need all the luck he could get.

"You let him GO?! " growled Donna-Guardian as Vic squirmed in mortal fear some time later in the resort's spa the woman-monster's hand tight around the man's throat.

"I had no choice! " choked Vic as he was lifted into the air, his legs kicking. His hands scrambled against Donna-Guardian's iron grip as he fought to explain. Around him were the stifled moans and yelps of his remaining maid staff, waist deep in the slime-filled hot tubs as beastly Guardians fucked them cruelly. At the edges of the tubs were growing piles of football sized eggs. The horror of the situation tumbled around the smuggler and he shook with terror as he strived to have enough strength to speak.

"I know where he is! " Vic bleated. "His ship isn't far, he just wanted some time to himself. He's going nowhere! " The angry creature dropped the man in a heap as she walked about the spa turned lair thinking her dark, evil thoughts. Then with a snap of her fingers she turned to face the cowering man. His blood grew cold as he saw two monstrous Guardians step forward. His heart stopped as Donna-Guardian pointed at him.

"You will take them to where this ship can be found. They will kill the man and you will secure the vessel for my uses. Again make no mistake, if my Guardians lose sight of you, they will hunt you down and tear you apart. " Carter paled at the thought and nodded compliance before scrambling to his feet and slipping out a side door followed by the two monstrous assassins. After he left, Donna-Guardian turned to one of the hulking creatures busy raping Vic's maids.

"Take that human to the breed pool in the cave and continue the egg production. " she commanded. "We have nothing to fear here, but neither did our predecessors. We shall not make the same mistake of localizing our forces. " The Guardian bowed to it's mistress and carried the exhausted girl out of the pool. Exhausted as she was, the petite woman found renewed strength at her being singled out, and struggled against the beast while giving futile cries of protest as she was carried away.

That afternoon the contestants explored the resort and frolicked in the swimming pool. Ann, the pageant coordinator busied herself with her camera, taking photos of the girls here and there for the company press releases upon their return. After the first dozen or so staged shots the girls were free to enjoy themselves and for the most part ignored Ann's camera. All except, Marla, that is. As far as she was concerned the camera was there to document every moment at the resort. Even her 'spontaneous' moments caught on film were well prepared. The First Runner Up aside, the lovely contestants had a very enjoyable first day at the resort. For such a backwater place it was quite luxurious.

A squeal from the swimming pool caught Ann's attention. A couple of the girls were playing 'keep away' with Pixie's bikini top. The topless nineteen year old laughed and jumped back and forth trying to grab her swimsuit, her pert 38C breasts bouncing to and fro. Ann grabbed several frames of the contest with her camera as Donna walked up to her.

"Looks like they're having a good time. " Donna said smiling, while secretly admiring the luscious curves set out before her like a banquet.

"Well, they certainly deserve it, " admitted Ann, "it looks glamorous but a pageant is a lot of work. "

"I can see that. " laughed the monster in disguise. "I wanted to let you know that dinner will be in about two hours. Mr. Carter regrets that he won't be able to join you this evening but if there's anything you need, just let me know and I'll take care of it. "

"Thank you. " smiled Ann. "I hope everything is all right. "

"Oh yes, " replied Donna. "Mr. Carter hates to admit it, but there are one or two things still not ready. He said he wanted to get those facilities in order before you and your party would need them tomorrow. He said he'd work all night if he had to. "

"Well isn't that sweet! I must say Mr. Carter looks after his guests that's for sure. " said Ann.

"That he does. I'm new here, but he strikes me as a nice man. " said Donna, her hidden lust coming to a boil within her. "Say, perhaps while your party is occupied, you'd might like to check out some of the resort? I'd be happy to show it to you. "

"You know, " said Ann, "that doesn't sound like a bad idea. I have enough pictures for now and I'm sure the girls would like to be out of the public eye for a while, and I could use a break myself. Lead the way! "

Nikolai wiped his brow and reached for another beer as he looked out at the sunset. He was already

feeling better. He spent the day having horrible luck at fishing, but then he didn't expect to catch anything. The act of fishing was more of a mental cleansing exercise for Nikolai. Catching anything was secondary. Even as he put pole to water he guessed there was nothing alive in it. The 'lake' was nothing more than a waterfilled sinkhole or quarry left over from the mining operation. In fact a few pieces of rusting mining vehicles still lay parked on the other side. Indeed, the lake looked far better at altitude rather than seeing it for what it really was, but it was quiet and peaceful, and as gorgeous as they were, there wasn't a woman for miles.

Nikolai took a break from his attempts at zen fishing and was now on top of *Firedancer*, lounging in a deck chair underneath a beach umbrella he had erected near the main communications array. His spacer's jumper had been replaced by a flamboyant Hawaiian shirt and a pair of shorts, and as far as Nikolai was concerned he was on a beach, not on the hull of a thirty meter long spacecraft. Still, he hadn't completely 'gone native'. Nikolai was merely taking a relaxing break before getting back to work. The ship Captain had the antenna assembly exposed and was making a few needed adjustments. A freighter crew's work is never done and though he came out here to unwind, opportunities like doing outer hull work planet side were ones that shouldn't be passed up. That was the best way to take care of a ship, anyway. Go have fun for a couple hours to get it out of your system, then take a couple days giving the ship your full attention. Get the repair work out of the way and done, that way the rest of the time planet side can really be enjoyed, and the ship won't give the crew any surprises when it's time to leave.

Nikolai took one more pull from his beer can and was about to turn back to the job at hand when something caught his attention. That is, the lack of something. It didn't have much, but this small world had some fauna to it. Small creatures like scaly squirrels inhabited the nearby trees and all afternoon they called to each other with chittering whistles. Now it was silent. At first Nikolai thought perhaps it was due to the sun going down, but the cries didn't die off one by one. They all stopped at once. The sudden absence of them was noticeable. The spacer looked about warily, picking up a wrench. He tried to tell himself that who knew how these critters act. Their lack of racket was probably natural, but it didn't keep the hairs on the back of his neck from standing up. Cautiously, Nikolai took a few steps towards the edge to look down and see if anything was out there. Suddenly a flash of black and red erupted from below and a hulking Guardian landed hard on the top of the *Firedancer* a scant half-dozen meters away from the surprised spacer.

"WOAH! " exclaimed Nikolai as the fearsome creature looked at him, hissing evilly. The hideous creature raised several tentacles, each tipped in a deadly sheath of razor sharp black crystal and loosed them at the startled man. Nikolai backpedaled as the lethal members streaked towards him, but as he did so, he tripped over his beer cooler. Clumsiness had saved him. Nikolai fell, not only backwards to the deck, but through an open access hatch just as the tentacles were about to impale him. Nikolai landed hard onto the deck below the hatch, the wind knocked out of him while above the deadly missiles of flesh found their mark in the space behind where Nikolai had stood, biting deep into the exposed components of the communications array. An unearthly scream thundered as a shower of sparks rained down through the open hatch.

Nikolai struggled to his feet as the sparks continued and the lights in the ship began to flicker. His

shoulder throbbed and his arm was numb as Nikolai backed away from the top hatch in fear. He hoped whatever the hell that was had either been barbecued or took the hint and took it's business elsewhere. The creature was nothing like Nikolai had ever seen before and it filled him with an unnatural fear. The Guardian outside was indeed dead; electrocuted by the conduits it had stabbed into, but Nikolai didn't know about the monster's companion. The ship captain took a tentative step towards the hatch when his blood chilled as he heard the hiss once more. Slowly appearing in the hatchway was the hideous face of the second Guardian. Clawed hands and tentacles grabbed at the sides of the hatchway as the creature entered the ship. Nikolai pounded his fist down on the hatch control but the damage to the electrical system had shorted that out as well. Immediately he turned and ran as fast as he could. A gruesome howl echoed down the hall as crashing footsteps heralded the monster giving chase. Nikolai's shoulder was on fire as he ran, and his head still pounded from the fall. His heart pounded heavier, however, and fueled by fear it drove the man to run faster for his very life. Behind him the Guardian crashed down the hall. It's bulk was hampering it, but the monster's tentacles compensated by grabbing piping or stabbing into doorways in order to pull the monster along faster. Nikolai ran down the corridor towards the engineering section. If he could make it there the pressure doors should keep that thing out, or if he had to there were tools in the section he could use as weapons. The Guardian, however had it's own weapons and those were it's deadly tentacles. The monster lashed out with these, their crystal tips sparking off the walls as they tried to impale the fleeing spacer. The engineering hatch was in sight and Nikolai raced towards it. Suddenly from behind more tentacles struck. One grazed his arm, sending the man sprawling as the other two stabbed deep into the control panels on the wall. Nikolai tumbled to the deck and did a crawling scramble through a side door.

"Shit! Shit shit shit shit! " cursed Nikolai as he backed up against the wall. He was in the port airlock. Above him were the door controls. If he could get the inner door shut or even open the outer one he had a chance to escape. He fought to get to his feet but froze as the Guardian turned the corner and filled the doorway. The hulking monster hissed evilly and raised it's deadly tentacles high. Nikolai turned his head and shut his eyes.

Dinnertime, and the group of contestants were enjoying their meal on the terrace overlooking the pool and flowered walkways of the resort. At one table Renee', Yurika, and Pixie sat, and at another , Monique and Cindy were chatting over their meals. Renee' and Yurika huddled close, exchanging knowing smiles during a low, intimate conversation while Pixie amused herself trying to make smiley faces in the whipped cream topping her dessert.

"I'm going to sit here, you'll need to move. "

Renee' and Yurika looked up to see Marla standing there, dressed like she was modeling a line of designer swimsuits and formal wear at the same time. Her 'swimsuit was a revealing conglomeration of the two. On one side of Marla's shapely body it was like a normal bikini... high waisted and hip-hugging and a modest triangle of fabric desperately trying to cover her nipple on her wide breast. The other side

melded into a sort of gown... silken draperies covering that side of her body, scandalously sheer. It was a swimsuit that would never see water a day in it's life.

Yurika looked about. There were half a dozen empty tables all around... Marla was even standing by one.

"You're kidding, right? " she said. "Look Marla, it's been a long day, just sit somewhere and let this day end on a good note ok? "

"Well, then you'd better move. " smiled Marla poisonously. "The sunset is going to accentuate my suit and my features, and when it comes time for the pictures, I want the best spot. Now move. "

"Oh please. " lamented Renee' wearily. "We're on a terrace. Every table is getting the exact same sun. Just leave us alone. "

"My photos will be perfect. " sneered Marla. "The best sun and the best view is here, so as not to spoil the picture with... inferior subjects, it'd be less embarrassing for you to move. "

"Why you plastic-titted..... " Yurika was about to tear into Marla when she looked up at the form that had just come up behind the hateful woman. Marla read the surprise on Yurika's face and turned around. Madison had walked behind her and now Marla found herself face to face with the exotic woman. Only a few inches separated them, and the haughty blonde instinctively took a step back in surprise.

"Is there a problem? " said Madison in a low, dangerous voice. Head to toe she was intimidation personified. The zebra skinned beauty was wearing a revealing swimsuit starving for fabric. What material was there, however, was red, shiny, and adorned with buckles. It wasn't clear if it was a bathing suit, dominatrix costume, or armor. The other women suspected Madison used it for all three. Marla opened her mouth to reaffirm her status among the contestants, but Madison's piercing eyes drilled through any pretense. The terrace grew silent at the showdown, save for Pixie, who had not looked up and was now clapping to herself for successfully sculpting her dessert into a happy clown. Marla finally escaped Madison's stare and without saying a word turned and walked away. Not stopping, she continued on and quickly took the stairs down into the garden and disappeared from view. At the bottom of the stairs, Marla glanced back poisonously.

"I'll get you for that, bitch. " she swore to herself.

Back on the terrace, Yurika and Renee' were singing praises.

"Madison, darlin', " smiled Yurika, "forget zebra, you they should have given you tiger stripes! "

"Oui! " agreed Renee'. "You are so tough. I envy you. " Madison reached out and softly traced the French girl's chin with a sensuous fingertip, and Renee' caught her breath as if the painted woman's nail was razor sharp... indeed Renee' half expected it to be. Pixie looked up from her meal and beamed an

innocent smile.

"Oh hi, Madison! " she bubbled. "When did you get here? Want some dessert? It's yummy! "

"You're sweet. " said Madison with a wry smile and Pixie blushed happily. The amazonian contestant turned and walked away, feeling the stares on her back from Renee' and Yurika. The two women watched her go with an uncomfortable excitement beating in their chests. Madison was exotic and forceful. Unlike any woman they had ever met, and the thought was unsettling to them. The zebra-skinned amazon looked back with another smile as they both looked away and returned to their meal nervously. Pixie waved.

Beneath her dangerous composure, Madison walked away with her own heart pounding in private exultation. Even though most of the contestants were her friends, it gave Madison a sort of satisfaction to know that they too were uneasy around her. To be honest, she enjoyed her power of intimidation immensely. Madison listened to the softly scandalous creakings of the straps constituting her 'swimsuit' as she walked, and the zebra-skinned woman remembered how it used to be. Before she was selected to be BIOCOM's spokesmodel she was anything but the commanding person the others saw before them. A year ago, Yurika and Renee' wouldn't have given Madison a second glance and would have laughed her off the stage if she had entered a pageant at that time. A year ago, Madison's life could've been described as insignificant. She was pretty, but dumpily overweight and terribly shy. She was good at her job, but didn't like drawing attention to herself so Madison's work performance didn't exactly stand out. She hardly ever started conversations and when she did talk it was quiet and apologetic. Out of the blue, she had been selected to be the Spokesmodel. Madison couldn't believe it. She was nothing like the beauties reserved for such a job, but that was entirely the point. BIOCOM wanted to showcase their products designed to be eye-catching... life-changing. Even her real name was tediously common. BIOCOM gave her the name of Madison to go with her new look. The company put the shy, unremarkable woman on an intensive fitness program and during those months they applied the distinctive subdermal tattoos. At first Madison was too timid to even say no to the project, but as she began to see results she found herself embracing her new body and her new look. People were noticing her, and her exotic features were intimidating to them. Madison reveled in this and found an assertiveness within her that didn't seem possible. Then, for the first time her life, men started noticing her as well. Madison's luck with men had been poor and rare, but now they flocked around her. No longer would she be attracted to a man and be too shy to even speak to him. Now, Madison could have whomever she liked, and she would take them like a sultan takes a harem girl. BIOCOM had turned Madison into a sexual predator... a beautiful and exotic force to be reckoned with, and Madison liked it.

After dinner most of the girls were lounging out by the pool enjoying the sunset. At the other end of the resort, however, one of the contestants entered the fitness room carrying a large duffel bag. Her name was Kathy. She was a lovely brunette, petite and athletic. In fact, compared to the other girls, Kathy was nearly the smallest girl of the group. The only girl Kathy was taller than was Pixie, and she squeaked by the strawberry-blonde's five foot tall height by a mere half-inch. Kathy took off her jacket, revealing a slim but very well developed body enticingly packaged in a gymnastics leotard. Surveying the room for a moment she set to work dragging to the side a few of the padded workout benches in the center of the

room. When the area had been cleared to her satisfaction, Kathy retrieved her duffle and emptied the bag of its contents. Half a dozen metal joints and a thick bundle of clear rods, each about a meter long and a few centimeters in diameter... about thumb thickness. Kathy set the pieces out before her and then with practiced skill began to put them together.

Donna walked down the hallway, stopping to brush a few locks of her blonde hair back into place as she looked into a wall mirror. She smiled evilly as she smoothed out the wrinkles in her maid's uniform. The torn fabric was easy enough to mend and its previous owner wouldn't be needing it any more anyway. Donna was loathe to play servant to the human women, but at least for now the illusion had to be maintained. It galled her that she, Donna-Guardian even had to prepare a meal for the women, but as the resort staff was now busy in their new role as procreators of the new Guardian army, the monster-queen had little choice. Still, thanks to the knowledge in the host Donna portion of the Guardian's being, she was able to produce believable fare. No one suspected Donna-Guardian's identity or intent. So Gullible. Donna licked her lips in remembrance of the evil pleasure revealing the true nature of the resort's Spa to Ann. The human cow had no idea what fate was in store for her. The delicious look of terror in her eyes as she saw the resort's true maid staff at the mercy of the Guardians was matched only by the sight of Donna's soldiers falling upon the lovely pageant coordinator. Donna remembered wickedly the pleasing sound of tearing fabric and Ann's screaming moans as three Guardian's fucked her at once. She would have that pleasure again. Soon Donna would begin to rebuild her army and then she would exult as her Guardians brought justice to the human race, raping them a planet at a time. Outside the sun was going down and the shadows about the resort were growing longer. By now that coward Carter should be at the human's ship and her Guardians will be dispatching that unknown threat. Once the ship was secured then finally the worm of a resort manager would be no longer of any use to her. She would enjoy killing him. Suddenly her thoughts were disrupted by the sound of strange creaks and thumps coming through the double doors to Donna's right. Opening a door just a crack and peeking inside, Donna's eyes flashed red when she saw the source of the sound. Quietly, she slipped inside the room and locked the door behind her.

Kathy's skin glistened with a thin sheen of sweat as she worked out with practiced grace. The pretty brunette's body curved and swung around seemingly in midair as she went through her routine. For a time she danced back and forth hovering a few meters above the floor while Donna watched her unseen from the doorway. It took Donna a moment, but she realized the girl was being held aloft by a near invisible framework of rods. Transparent uneven bars. The Guardian in disguise's attention was drawn from this curiosity as she drank in with hidden lewdness the tight curves of Kathy's one-piece leotard and the surprising fullness of the girl's chest. Finally the lovely young gymnast launched into the air spinning and twisting into a perfect landing. The instant her feet touched the ground she was in the arms up landing position. Kathy stood there like a statue with only her full breasts rocking from the activity, rolling like globes of thick gelatin. Kathy's 36D breasts, while impressive, were an anomaly for a gymnast. Most girls who perform the sport are lithe and petite in that area. Kathy was anything but. Some of the more lewd coworkers at Kathy's company joked that the Board of Directors must have installed a complex system of gyroscopes in her breasts to keep them out of the way when she does her acrobatics. Kathy, however, knew better. She had studied gymnastics since she was a child. When she had blossomed into womanhood she became determined not to let her all too natural top heaviness keep

her from a sport she loved. She stood there for a few seconds eyes closed and motionless when she heard something in front of her. Startled she opened her eyes and dropped her arms to her sides.

"That was wonderful! " smiled Donna, clapping. Donna stood against the wall near the double doors of the aerobics room. "You should be in the Olympics! " Kathy blushed and smiled.

"Thank you. I didn't know I had an audience. " she replied, a little embarrassed. "I'm not that good but thank you for saying so. " Donna smiled sweetly, taking a few steps forward.

"Oh you're being modest. You're really quite wonderful. I'm sorry to interrupt. I just need to do a little cleaning. I hope that won't disturb you. " said Donna, her gentle features hiding her evil intent.

"Not at all. I should be the one asking if I'd be in your way. It's getting late but I usually do a little workout before bed. I hope that's ok " smiled Kathy.

"Certainly. " assured Donna. "You're our guest. Feel free to do as you like. I'd love to see you do more anyway. " She looked over at the uneven bars set up in the center of the room. "I can barely see it, but what I can see of those bars sure looks flimsy. You must be light as a feather! " The young brunette laughed.

"Oh hardly. Part of my routine is to showcase the company image. " Kathy explained. "The company I work for and represent in the pageant makes all sorts of composite materials. The rods are a transparent ceramic with a core made of molecule chain; a strand of material made from a single molecule. Each of these rods could hold up a bus if it had to. "

"I see, " replied Donna, feigning interest. "I imagine it might even hold me up then. " Kathy laughed.

"Oh come on. " smiled Kathy. "You're in great shape! "

"Tell my mirror that. " laughed Donna. "Well, I'm keeping you from your practice. If I get in the way please tell me. " Kathy smiled and nodded while jumping up into her invisible frame once again.

"You'll be fine. " assured Kathy as she began to rock back and forth in midair. Donna began to move about the room, half heatedly wiping at benches as she watched Kathy out of the corner of her eye. The beautiful young gymnast began her routine again, gracefully twisting and curling around the ethereal bars like a leaf in the wind.

Kathy went through her moves fluidly as she had done many times before. Instinctively her hands reached out, grabbing the near-invisible supports unerringly; the result of countless hours of practice. Kathy smiled to herself as she performed. She loved the sport very much but it was more than that. In the company she was just an insignificant junior. Here on the bars, however, she was in control. Even the Board of Directors knew her name. Sure it was just a beauty pageant and she didn't win, but it was

enough. Once you get noticed, opportunity follows. As the young brunette continued her exercises she saw movement out of the corner of her eye. Like images captured in a strobe light Kathy saw a single frame as she continued to loop and spin, looking that way as she came around the bars again and again. It took her several moments but as she continued her routine Kathy began to realize something was horribly wrong.

Kathy saw someone. <Loop!> It was the maid. <Twist!> The maid was standing there watching. <Grab the bar, flip!> The maid was standing there naked?! <Roll, swing!> The maid seemed to grow bigger and her skin was... red? <Grab, loop!> Tentacles?! Kathy nearly lost her grip as the images collaged into a picture her mind refused to believe. She stopped in mid-routine, hanging upside down by her legs facing the maid. The girl stared wide-eyed in disbelief. In the maid's place stood a monster. The thing was big. Muscles ballooned with power as thick tentacles sprung from her body and swayed back and forth. The monster was female. Breasts, high and firm on her chest were fleshy globes the size of melons each with saucer-sized aureola framing a thick nipple. A bustier-like cradle of black crystal cupped one breast in support while another plate of crystal draped over the topping swell of the monster's other tit. Likewise similar plates of black crystal covered random body parts in thick armor. As horrifying as this was, Kathy didn't start screaming until she saw the monster's face. The maid's lovely features were gone, replaced by a single slitlike eye of searing red over a jagged lamprey-like mouth. Donna-Guardian's tentacles lashed out and pulled the screaming girl from her upside down perch like picking a succulent fruit from the branch of a tree.

Nikolai flailed like a cat falling out of a tree and tumbled back as the airlock door behind him cycled open. Nikolai felt a hand on his collar and he was jerked backwards the rest of the way out of the lock. The Guardian bellowed with rage and surged forward, slamming against the airlock hatch as it sealed once more. A man's scream filled his ears and it took him several moments to realize the screams weren't his own. The dazed ship captain looked dumfounded as Vic Carter punched the hatch control switch on the airlock access panel. The inner airlock door slid shut, sealing the monstrous Guardian inside.

Nikolai looked up at the resort manager in surprise as Vic leaned against the side of the ship and breathed heavily... almost on the verge of tears. The space captain stared at him and stammered several 'who, what, how' half-questions and a few 'what the fuck!?' exclamations. After several moments Vic looked at Nikolai and slumped down next to him and began to tell what happened. Vic didn't care for secrets anymore. He needed release. He told Nikolai of his smuggling and other crimes. Vic told him of the first time he'd killed a man. A horrible end to a petty crime in Vic's youth. Nikolai sat and listened perplexed and frightened, constantly looking at the airlock door and hearing the dull thumps of the Guardian beating on the walls of his small prison. Vic continued to tell of his wrongdoings in a constant flood of confession. Finally he told of the discovery of the crystal and the freeing of Donna-Guardian and the horror she unleashed afterwards.

"You mean you left all those girls back there at the mercy of those... those things?!" exclaimed Nikolai

finally, waving a hand at the horror trapped in the airlock.

"What the fuck could I do?! " snapped Vic on the verge of sobbing. "If you saw what these things... what they did. I had no choice! " Nikolai stood up and looked grimly at the resort manager.

"We have to go save them. " he said.

"Are you nuts? " blurted Vic. "You don't know what these things are like. For one thing they're breeding like rats! Who knows how many of those things are there now... we don't stand a chance! "

"And you're willing to leave those girl's to that?! Just what sort of chance do you think they've got? " yelled Nikolai. "We have to try! " Vic looked down at his hands. They were trembling. Slowly as if under great effort, Vic closed his hands... curling them into fists. The smuggler stared at his fists and took a deep breath then exhaled. He raised his head and looked Nikolai in the eyes.

"Ok. Let's take these fuckers. " he said, rising to his feet. "First thing's first. What do we do with this son of a bitch? " Nikolai looked into the small porthole of the airlock at the hideous Guardian. Still relentlessly attacking the walls and doors as it tried to reach the two men with murderous purpose. Without a word Nikolai turned to the control panel and entered a code. He took a step back and looked at Vic, then at a flashing red button. Grimly Vic walked to the panel himself. His hands still in fists he brought one down onto the button and stared through the porthole. The airlock began to hiss and the Guardian looked about searching for the source of the new sound. Vic continued to stare at the alien monster. As if suddenly realizing it's own mortality the Guardian renewed it's attacks on the doors and wall, crystal tipped tentacles sparking off the reinforced metal in frenzied attacks. Within moments the Guardian began to shudder, it's very flesh beginning to ripple and swell. The creature stiffened and bellowed an unholy scream, which was muffled by the heavy armored door of the airlock. A second later the scream was cut off and the porthole went red accompanied by a soft 'thump' on the pressure door. The airlock had been reduced to zero-pressure vacuum and both men stared in silence at the blood-coated window of the airlock, knowing that the nightmarish creature inside was dead. Without a word Nikolai turned and walked down the length of the ship and Vic followed him. Walking up the main entry ramp Nikolai and Vic entered the ship and continued down the corridor and onto a small access lift. Neither spoke as the lift carried them to the next level and Nikolai led the smuggler towards a door next to the bridge access hatch. The two men entered Nikolai's quarters and Vic stared in silence as Nikolai walked to a small closet to retrieve a shotgun and a belt of shells. Nikolai stood there and loaded it, then tossed the weapon onto the bed. The ship captain then turned to the wall. Vic could see in a framed display a massive military assault rifle. Big bore, energy fed clip, grenade launcher equipped. It was the kind of weapon used in heavy firefights. A real beast. Nikolai reached out and gave the ammunition clip a half turn. The entire display sank into the wall and slid to the side. Nikolai reached into the hidden place and Vic Carter heard the clinking of glass on glass and the pouring of liquids. Turning from the concealed bar he handed one glass to Vic. Nikolai let out a deep breath as he faced the aging smuggler.

"Son of a bitch, not again. " sighed Nikolai as he looked at his glass before downing the liquor in one

quick gulp.

Pixie woke the next morning feeling vibrant and refreshed. She got out of bed yawning, peeling off her undersized nightshirt and tossing it on the bed. The random cartoon character on the front looked back at her with a placidly comic grin.

"Thank you Mr. Snuggles " beamed Pixie at a large stuffed toy peeking out from the bedcovers as she shook the morning tangles out of her strawberry blonde pigtails with her hand. "A perfect sleep after a perfect evening " Pixie stretched smiling in front of the full length mirror in her room, arms high over her head and back arched. A warm sigh and a bouncing shudder finished her stretch with a flourish, making her young C-cup breasts dance merrily. The sun was barely peeking over the hills as Pixie dressed for her morning run. The first thing she put on where a pair of bright yellow headphones and Pixie began to dance in time to the upbeat music naked and insufferably happy as she searched for the rest of her outfit. Soon she was wearing a cheery yellow bikini top whose small triangles of fabric covered her rosy pink nipples, but not much else. Her matching jogging shorts were form fitting and thigh length, leaving very little to the imagination. Pixie prepared to leave for her run as she zipped up her small jogging bag and clipped it around her shapely waist. Among the items in the bag was a bottle of water, two energy snacks, and a compact semiautomatic pistol, complete with explosive tipped rounds, a silencer and two extra clips. Transferring a kiss from her fingertip to the nose of a stuffed bunny on the dresser by the door, Pixie bounced out the door and happily down the hall.

Pixie stopped at a door and knocked on it. "Cindy? " she asked, "Hey sleepyhead, want to go jogging? Wakey wakey! " On the other side of the door, Cindy moaned in protest as she pulled her pillow over her head to mask out the knocking of her fellow contestant.

"God, doesn't she ever stop being so damned perky!?" muttered the half awake blonde.

"Go away " moaned Cindy, trying to burrow deeper under her pillow. Pixie smiled and knocked again expectantly. After a few moments of Cindy feigning death Pixie shrugged and bounced to the next door and rapped on it.

"Sarah? Come jog with me... Cindy's being a stick-in-the-mud. I know you want to experience this glorious morning... Sarah? " Pixie paused and listened at the door as faint sounds drifted from the other side.

"Ohhh,,,,,Mmmmm... Uhhhnngg! " As Pixie began to recognize the muffled gasps and moans she blushed and giggled, putting her hand up to her mouth.

"Oh, uh... I'm sorry Sarah.... " blushed the strawberry blonde as she realized that she was interrupting Sarah's 'private time'. However, on the other side of the door, Sarah moaned louder as she writhed on the

bed, her moans and cries muffled by a thick tentacles pistoning out of her mouth. Her tear streaked eyes wide and pleading as Sarah looked at the door, reaching for it in vain with an outstretched hand. Sarah screamed past the tentacle as another thick member grabbed her by the wrist and pulled the girl back down on the bed. Outside the door, Pixie blushed a deeper shade, grinning as the scream was misinterpreted as her friend lost in self-induced orgasm.

"O... ok, Sarah... uh... carry on! " stumbled Pixie grinning. Pixie left giggling, unknowingly leaving her friend to her fate.

The Guardian looked down at Sarah as she lay pinned in terror on her bed. Her nightshirt in tatters around her, Sarah struggled vainly as the beast's tentacles held her down on her bed. Her screams and moans muffled significantly by the thick member pistoning in and out of her mouth, Sarah watched wide eyes as the monstrous Guardian loosed more tentacles down onto her. Thick, phallic members coiled roughly around the raven-haired beauty's 34D breasts. Sarah tried to roll from side to side in an effort to dislodge the snake like members from her firm tits. Sarah's slime covered breasts rolled and heaved as she fought the beast's advances, her dark brown nipples thrown this way and that. The beast had crept silently in spite of it's bulk through the ventilation shaft early this morning as Sarah had slept. It seemed to her a lifetime away, but mere moments before, Sarah was sleeping peacefully, safely unaware that the horrific Guardian stood looking down at her. Sarah had been waken from slumber by the beast's thick tentacle shoving past her lips to stifle her impending screams. Now terrified beyond belief the girl fought for her life against the thrusting phallic tentacles of the Guardian.

Members coiled around her arms and legs, lashing Sarah to the bed. The tentacles coiled around Sarah's impressive breasts pulled at them painfully as the members' slimy heads dragged roughly across her tender nipples. Sarah continued to scream past the cock like tentacle she was being forced to suck as the Guardian's members explored her writhing body. The beast found what it sought and Sarah arched her back in a muffled wail as a thick phallic tentacle shoved past her pussylips and slide deep inside. Sarah shuddered violently by the assault. The Guardian took no notice... it spread her legs wider as the tentacle began to fuck her tender sex. Sarah's body, though held down by the powerful tentacles struggled this way and that, partly by the power of the member pistoning out of her young cunt but also by her hysterical attempt to free herself and escape. The Guardian merely growled deep in it's alien throat at this, driven on by it's evil desires. The beast fucked Sarah mercilessly. The Guardian used its members to gang-rape Sarah as tentacle after tentacle stabbed into her pussy. No sooner would a thick member pump a dozen brutal thrusts into her abused sex, it would pull out and be replaced by another tentacle, driving deep all over again. Now half conscious, Sarah sobbed around the tentacle fucking her mouth. Suddenly the beast shuddered, drawing a final scream from the poor girl. White hot seed exploded into her pussy and mouth as the Guardian orgasmed. Sarah could feel the beast's cum spraying on her from the tentacles holding her down and the frenzied orgasmic thrusts forced the final humiliation onto her. The sensations finally more than she could bear, Sarah screamed wildly in her own forced orgasm before finally finding release in unconsciousness. The Guardian looked down at Sarah's limp body. Without a sound it reabsorbed it's black crystal armor so as to move easily within the air shaft and silently slid inside. Deep in the air shaft, the Guardian sent it's tentacles into Sarah's room once more, coiling around her unconscious form and carrying her away in the direction of the Spa.

Pixie jogged up the hill overlooking the resort, her skin tingling in the chill early morning air. Her steps were quick and light, which made Pixie's breasts, straining as they were against her microscopic bikini top, bounce and roll this way and that. Once at the top the lovely strawberry blonde began to run a zig zag path across the rocky terrain. As she continued to run, Pixie began to add flips and spins to her movements, deftly avoiding obstacles with practiced grace. Pixie continued like this for at least ten minutes, until she stopped at a large, flat boulder. Breathing heavily the lovely girl took a long drink from her water bottle before splashing some of the cooling liquid onto her heaving chest. Then taking off her jogging bag, she began to unpack.

Pixie munched on one of her energy snacks as she carried several objects from her bag and placed them one by one on boulders or on the ground in a wide semi circle... each one about five to ten meters from the others. Back at the central boulder, the lovely teen looked at the objects. They were six inch tall action figures. Each one was a typical musclebound military man with a hateful scowl on his small, plastic face. Suddenly Pixie grabbed her pistol and with a mischievous grin leapt into the air. The girl's slim body twisted in a corkscrewing somersault and in the middle of the gymnastic maneuver were two small <Pop> sounds. Nearby two of the angry little toys exploded. No sooner had Pixie landed, than she leapt once more into several backflips in succession. With each flip there was another <Pop>, accompanied by successive action figures being blown apart. Pixie ended her maneuver by going into a one-armed handstand, her slim, athletic legs split parallel to the ground. In her free hand Pixie's pistol quietly dispatched the last two action figures with deadly precision.

Pixie came out of the handstand to rest once more on her two feet. She breathed heavily from the exertion, but looked at the destroyed playthings with satisfaction. Suddenly from off to her left she heard what sounded like a muffled cry. Pixie walked in that direction, not quite sure of what she heard. Before her was a small low place between two hills, like a wide, flat gully. The girl didn't see anything, but then she heard it again... a kind of yelp. Pixie searched for the source of the sound and her eyes were drawn to the mouth of a small cave. The girl made her way down to the cave and as she drew nearer the sounds became more and more regular. Moving cautiously through the opening, Pixie could hear muffled moans and screams of a woman coming from deeper inside. Pixie followed the sounds and entered a larger part of the cave where dozens of crates and boxes were stacked. Some were smashed, their contents broken and scattered. Pixie wondered what these crates were and what had happened here, but the sounds came from deeper in the cave still, and Pixie continued on. Up ahead, a red glow began to fill the passage from around a corner. Pixie peeked around the corner and her eyes went wide with what she saw.

There was a large pool of some sort of milky slime, it's true colors washed away by crystals which hovered impossibly about the chamber and flooded it with red light. Floating in the pool were several football size and shaped objects. A few of these lay out of the pool, broken and empty, but Pixie scarcely noticed these, for knee-deep in the pool stood a humanoid monster. Not only that, but with the hideous creature was a naked girl which it was raping without mercy. Tears ran down the girl's face and her

yelping moans that Pixie had followed into the cave were distorted and wracked with painful sobs. Thick, slimy tentacles snaked around the creature, coiling about the woman and holding her fast. She too stood but she was bent at the waist and her arms held painfully above her head by the cruel members. Tatters of clothing Pixie recognized as the staff uniform worn at the resort hung from her arms, and more bits of ruined clothing floated in the churning slime. The girl's slim body and petite breasts were kneaded and squeezed by more tentacles and her screams were stifled by a lewd tentacle pumping in and out of her mouth. The monster's clawed hands gripped at the girl's hips as it drove its thick alien cock into her again and again and again. Pixie couldn't help but gasp at the sight.

"Goodness! " she blurted. Even past the girl's moaning screams and the gurgling wet sounds of each powerful stroke stabbing into her tight cunt, the monster had heard Pixie's outburst and its head turned to look at the intruder with its hateful slitlike eye. Angry Guardian hisses spat at Pixie's inadvertent intrusion and four thick tentacles lashed out. In an instinctive snap Pixie brought up her pistol, and four thudding pops echoed in the cave. A fraction of a second later the heads of the four tentacles exploded into ruined ropes of flesh. The monster bellowed in pain and anger, dropping its current victim into the slimy pool in favor of revenge. Out of the shadows several more of the creatures crawled into view, hissing in response. They weren't as big or as muscular as the one climbing out of the pool towards Pixie, but they were just as ugly. Outnumbered, Pixie turned to run, but another monster had appeared behind her. The creature lunged for her, but Pixie evaded its grab by falling to the ground in a gymnastic splits. At the same time the lovely teen thrust her pistol up underneath the monster's chin and pulled the trigger. A chill raced up her spine as Pixie heard the loud click of an empty weapon. The hulking abomination looked down at her and growled with lecherous expectation.

"Aw, shoot! " cursed Pixie.

'This is so stupid!' thought Nikolai. The phrase kept echoing in his head. It was as if caused by the jostling ride of the crawler caused the thought to bounce this way and that in his mind. The crawler sped clumsily over the rough terrain as Nikolai tried to clear his thoughts and think of a plan to save the women at the resort... if it wasn't too late already. An hour ago the *Firedancer* left its lakeside home, went into a high apogee orbital arc and came down to land on a ridge ten miles from the resort. In the brief time the ship was out of atmosphere, Nikolai fired an emergency beacon. The ship captain looked at his watch as he now drove the crawler towards the resort. The beacon would be reaching the edge of the gravity well by now and would soon be pumping out waves of distortion in all directions. Any ship that was travelling in Foldspace within a Relative Parsec would pick up the beacon's signal and be required to relay the distress signal to the nearest military vessel. Such rescue beacons normally didn't alert the military, merely signal a general distress, but luck and Nikolai's laziness had worked in their favor. In her previous life, the *Firedancer* was a military vessel, and though all of her military equipment had been removed, one bit that was overlooked was the Survival Buoy. Having such a beacon was restricted and Nikolai could face stiff penalties for using it, and while he always meant to get the programming wiped and replaced with civilian data, he had never got around to it. If someone picked up the Survival Buoy's signal then a warship would be on its way, which was exactly what they needed.

Indeed Nikolai kept hoping to see the engines of a whole fleet arcing across the night sky, but he knew that wasn't going to happen. If they were very very lucky the beacon would bring someone in hours. Most likely though it would be days. That meant there would be no one coming to the rescue. If the women at the resort were to be saved it was up to Nikolai and Vic Carter.

The plan was simple. It had to be. The whole thing was too terrifying to worry about planning something complex. Still, Nikolai wished they had thought up something else. Of course what he really wished for was that Vic was here in his place, or better yet they were both in the *Firedancer* heading towards Foldspace and they'd let whomever finds the beacon deal with this nightmare. It chilled his blood but the space captain knew it could be neither alternatives. Vic had been at the mercy of these monsters already and he was in no way prepared to go back into the lion's den. As much as he didn't want to admit it, Nikolai couldn't just leave the girls to the mercy of those creatures either. Intellect told him that as dangerous as these things were the women should be sacrificed and he leave the planet entirely. He could alert the military and they could take care of this.

Nikolai shook his head. He knew these women. Intimately. He couldn't just desert them. Nikolai looked about the crawler. A few rollbars and a bit of dustshield but otherwise open aired. Inviting and defenseless. What he needed was a tank, but this was the only choice. He had to use the crawler to get to the resort then try to quietly get the women out before those creatures decide they've waited long enough. Nikolai looked up into the sky again. By now Vic should have the ship in orbit. That was the one place the aliens monsters couldn't get it, but it also meant that he and the women at the resort were stranded. He longed to be in the safety of his vessel... just land in the middle of the resort and call the women to him, but both he and Vic knew that was the one thing they couldn't do. Besides the fact the monsters would most likely kill anyone trying to escape, from what Vic told Nikolai the creatures were interested only in two things. The women, and the *Firedancer*. Odds are they already had the women, so the two men had to make sure they didn't get the ship too. So that was the plan. Nikolai would get to the resort and get as many women as he could out, while Vic waited with the *Firedancer*. When he got the girls a safe distance away (whatever the Hell that is) Nikolai would call Vic and he'd pick them up. He thought about the smuggler and whether or not he had the guts to hold up his end. Nikolai knew that Vic couldn't leave... Nikolai had disabled the Foldspace engines and locked the navigational computer, but he could stay in orbit. At least for twelve hours. That's how long Nikolai gave himself to rescue the people at the resort. If he didn't do it by then odds are he wouldn't be coming back so after twelve hours the computer would unlock and the Foldspace engines would come back online, and the *Firedancer* would have a new owner.

Nikolai crested a hill and immediately shut off the engine and slowed the crawler to stop. He was at the lip of a shallow valley. Wider than it was long, it stretched out on either side of the crawler, but that's not why he stopped. Down at one end, off to Nick's right, was a light. He knew he was getting close to the resort so Nick hadn't dared using the crawler's headlights for fear of being seen as he approached. Fortunately, Nikolai had a secondhand pair of light amplification goggles, but even with those he had trouble picking out the right way to go. Beta Iridani was small with no moon, so the nights were pitch black. In all that blackness, the faint red light was noticeable, and with the LI goggles, that end of the gully blazed like a beacon. Nikolai quietly got out of the crawler and crept around to the side of the

vehicle. Reaching into the passenger seat he armed himself with the shotgun he had brought. From the look of it, Nikolai surmised this was the cave Vic Carter had told him about. Inside would be the old smuggler's cache of illicit goods, but it also could be full of those beasts. It chilled Nikolai's blood but he knew he had to check. He didn't want to face those creatures so soon... hell, at all... but he didn't want their escape route cut off either. If their plan worked, he'd be coming back this way with a truckload of women and the last thing they'd need would be a bunch of those things blocking their way. With luck, the cave would be empty and Nikolai might even be able to find a few more weapons among Vic's bundles of contraband.

Carefully, Nikolai crept down the rocky slope towards the mouth of the cave. So far so good. Picking his way with caution he made it to the entrance. Listening closely at the mouth, all he could hear was the thundering of his own heart. Gripping his shotgun tighter, Nikolai crept inside. Not far into the cave he discovered the crates of contraband just like he had been told, and Nikolai shivered as he saw the stained sand where Vic's henchmen had been killed. He tried not to guess what the creatures had done with the bodies. The light he had seen was coming from deeper in the cave and Nikolai moved towards it, letting the wide bore of his shotgun lead the way. As the space narrowed the light became more concentrated and began to overwhelm his Light Intensifier goggles, so reluctantly he paused to adjust them. His heart thumped a few beats faster as he put his gun down in order to deal with his goggles.

"Ohhh! " came an exclamation from around the corner. Nikolai nearly jumped at the sound of the woman's gasping moan. In flash he snatched up his shotgun and listened again. His goggles were only partially adjusted so Nikolai had to squint, but it'd have to do. He was not alone. Taking a deep breath he peeked very carefully around the corner. In the large area the light came from hovering crystals, and Nikolai was thankful he had adjusted his visor as much as he had. They pulsed like living things, shedding warm red light made green by his nightvision goggles. On one side of the room was the pool Vic had described the creatures making. Laying next to it were two women, naked and unmoving. One girl was on her back and between her legs lay a... an egg. Nikolai stared in pitied disbelief and revulsion at the ordeal the girls had experienced and the unnaturalness of the creatures producing their eggs via the women. There were more than a dozen of the football sized husks in the pool and more were scattered on the floor near the girls.

It was then he saw them. Three of the brutish monsters on the other side of the chamber. Around them were several smaller ones. Young. The creatures were huddled together and appeared to be resting. Hideous eyes were closed and inhuman tentacles intertwined among the mass of bodies, pulsing languidly. Nikolai wanted to turn and run, but as he had with each passing second he managed to win that battle within him. He knew he had one chance. Nikolai stepped into the chamber and held the trigger down while pumping the slide of his shotgun as fast as he could. The shotgun blasts thundered in his ears as the monsters' screams of pain and anger crashed among them. Tentacles lashed out in all directions, sparking against the walls as their deadly crystal tips blindly searched for their attacker. The creatures were caught in as constant a cone of deadly buckshot as Nikolai could muster and even as the surprised beasts were untangling themselves from each other they fell back one after one.

It took nearly a minute for Nikolai to realize he was pumping an empty shotgun. At his feet were

scattered twenty empty shells. In front of him were three adult Guardians and a dozen immature ones dead and dying. Nikolai leaned against the cave wall while his knees regained their strength. He felt like passing out but at the same time a kind of exultation was filling him. As horrible as these damnable things were, they could be killed. That meant they had a chance. Nikolai turned to the two women. The sound of the short battle had stirred them but they lay there in a stupor moaning and whimpering pitifully. Nikolai kicked away the slimy egg between the nearest girl's legs and bent down beside her. Tears welled up in his eyes as he looked at the innocent face. No. Please not her. How could something like this happen to someone like her? The young blonde's characteristic smile was gone, her cheerful pigtailed were slime drenched and matted against her face. It was like looking at a child's broken toy.

"Oh, Pixie! It's ok now baby. It's ok. " whispered Nikolai sadly. Cradling the girl in his arms, Nikolai sobbed as he held her close.

"No... Oh God... no not again... Please stop.... "

Ann protested weakly, unable to muster any more of a defense as she saw the tentacles snaking towards her once again. The lovely pageant coordinator had half pulled herself out of a slime-filled hot tub in the resort's spa like the exhausted survivor of a shipwreck. Time had lost meaning for the beautiful woman. It seemed like a tortured eternity when she had trustingly followed Donna-Guardian, disguised as a resort maid, into the monster's makeshift breeding chamber. Since then she had been raped over and over. Floating around her in the churning pool were the abominable results. More hellish Guardian eggs. Ann tried her best to crawl away from the nightmare, but the hulking Guardian in the tub with her sent his tentacles after her. Nearby, Donna-Guardian watched with wicked satisfaction at the woman's torment. Ann's body was lithe and strong, and her breasts were full and firm with saucer-sized aureolas, deep and pink. Lecherous thrill filled the woman-monster as she saw her offspring Guardian pull Ann close and settle her abused pussy once more onto it's throbbing alien cock.

In the other tubs, similar atrocities were taking place. The birthing slime Donna-Guardian had created from the mineral clay in the cave was churning in the hot tubs. In each tub also were one or more women... the unfortunate resort employees. With them brutish Guardians relentlessly fucked them all with evil purpose. In one tub, the pageant members Kathy and Sarah bucked and writhed helplessly in the grip of Two Guardians. Thick, meaty tentacles coiled around their luscious bodies, kneading and twisting their full, supple breasts cruelly while stiff alien cocks pounded into their tight young cunts without mercy. Nearby, Donna-Guardian stood among her Guardian soldiers, watching the wicked debauchery with evil glee. Looking over to the side, she gave an approving assessment to the growing pile of Guardian eggs. Her army was being rebuilt. Their cause of just revenge had suffered setback after setback, but here they would start anew. The Human Race would pay for their crimes.

Morning light was filtering in the skylights, flooding the spa with a reddish glow. It reminded Donna-Guardian of the sunrises on the Homeworld. Even though she had never been there, the genetic material

of Soth was part of her, and so too were all of his thoughts, emotions, and memories. Even though Donna-Guardian remembered the beauty and joy Soth experienced, it was his pain and anger which fueled their cause. It was as fresh and consuming as the first moment Soth himself witnessed the destruction of his village. By now that slug of a human, Vic Carter, should have led her Guardians to the ship, which meant the ship was hers, and Carter and the pilot were dead. Donna-Guardian turned to look at her deadly offspring. Around her, the woman-monster's tentacles raised up and unsheathed their phallic heads as she licked her lips.

"It is time, my children. " she said to the waiting creatures. "Take them! "

Nikolai spent the last hour combing the cave system for more Guardians. Finally satisfied there were none lurking in some undiscovered shadow, he carried Pixie and the other girl to the crawler and wrapped them in a blanket from the emergency kit. Looking down he caressed Pixie's forehead with the palm of his hand and for a fleeting moment, a smile drifted up from the lovely teen's unconsciousness and she dreamily nuzzled the man's hand. Pixie's smile left all too quickly, however, and the innocent girl shuddered with a whimper. Nikolai looked in the direction of the resort. It was getting lighter. In the distance he could make out the dark edge of the hilltops, edged with the pale red of dawn. By the time he got there it'd be morning. Nikolai's hands gripped his freshly loaded shotgun, but not with white-knuckle fear as they had been before. Now they were flushed red with rage. There was no way in Hell he was going to let any more women fall prey to those bastards. He'd rescue them even if he had to rip apart those things with his bare hands. Nikolai looked at the girls one more time then returned to the cavern. With determined relish he swung the butt of his shotgun like an axe, smashing each and every one of the abominable eggs. After he had destroyed all that he could find, Nikolai made a quick search of the crates. To his dismay he wasn't able to find any more weapons, but he did find a crate of very rare, very stout whiskey. Whiskey like this was of a kind Nikolai could scarcely afford, but neither buying nor drinking was on his mind. Nikolai had another use for the spirits. Taking as many as he could carry, he emptied bottle after bottle over the pile of ruined eggs and then onto the mass of monstrous bodies. Taking the final bottle he fashioned a Molotov. Lighting it, Nikolai threw makeshift bomb into the hellish breeding chamber and watched it go up in flames.

The sun was just rising over the resort and the the warm glow drifted into Yurika and Renee's window. The gorgeous lovers were tightly entwined, arms and legs wrapped around each other's as the pair lay in contented slumber. The two women had hit it off from the start of the pageant. Friendship became lust. Lust became love. Now the two in that short time regarded each other as soulmates and were anyone to view the couple as they lay there sleeping in bliss, there would be no room for doubt.

A red light grew in the ventilation duct above them and it's owner cared little for the veracity of Renee' and Yurika's love. It didn't see them as a beautiful union personified. It saw them as prey. Renee' shifted

slightly as the soft scrape of the airvent cover drifted into her sleep but her movement caused Yurika to snuggle closer and the warning was ignored. Four arm-thick tentacles slid slowly out of the vent towards the sleeping girls, spreading out to the corners as they touched down around the bed. The muscular organs flexed and bowed as the Guardian slipped out of the air shaft, their columns of flesh supporting the creature as it hovered over the two women like an angel of death. Slime began to drip from the monster's mouth in lecherous anticipation, and throbbing tentacles unsheathed their thick, phallic heads.

"Yurika? Renee"? Are you up? " suddenly came a voice at the door followed by heavy knocks. "It's Monique. Something's going on. I can't find anyone. Pixie and Ann and some of the other girls weren't around all day yesterday and now their beds haven't been slept in. " On the other side of the door Monique knocked again and Yurika stirred at the sound. The lovely asian's eyes fluttered open to see the Guardian above her and she screamed. Renee' snapped awake at the sound of her screaming lover and as the shock faded it was replaced by her own screams when she too caught sight of the monstrous Guardian.

In the hallway Monique's calls were suddenly answered by screams and the dark island girl threw herself against the door in an effort to come to the aid of her friends. The door was locked and Monique wrestled with it while trying to shove against it time and again as the screams of Yurika and Renee' grew more frantic.

"Help!! Somebody help me!! " yelled out Monique as she fought to gain access to the room. Doors opened up along the hallway as her calls roused other members of the pageant. Madison, Cindy, and Marla came out of their respective rooms in various states of dress. Cindy was in her nightshirt and Marla was wearing a flowingly expensive nightgown. Madison was wrapped in a modest excuse for a towel, a similar one turbaned around her head as she had been in the shower at the time of Monique's shouts.

"Something's happening to Yurika and Renee"! " cried Monique to them. "Help me! " Cindy and Madison rushed forward, Madison's towel being cast aside in the run. Even Marla came forward, though halfheartedly. Cindy and Madison added their strength to Monique's and with a massive shove the door burst open.

The women stood there for a moment transfixed by the sight. Standing in the room was the hulking Guardian. The monster's huge clawed hands had Renee' arms gripped above the elbow. The lovely woman was facing away from the beast, her smooth cunt impaled deep on the monster's thrusting cock. Renee's legs were spread and pulled back on either side of the creature's hips, lashed there by the pulsing ropes of the Guardian's tentacles. As the monster fucked Renee' still more tentacles rubbed and molested the woman's petite breasts while one pistoned in Renee's mouth. The French beauty's screams were muffled moans and whimpers as was forced her to suck the pumping organ. At the Guardian's feet, Yurika lay bound from head to toe in the grip of its slimy tentacles. The woman's breasts were flushed red and abnormally full by the tight squeezings of the members wrapped around them and her nipples jutted out painfully erect because of it. Yurika's own screams were loud and piercing, but broken into

staccato yelps and screeches as a thickly throbbing tentacle fucked her young cunt at blurring pace.

The Guardian bellowed a growling roar at the intrusion of the would-be rescuers, and a pair of tentacles shot out like spears towards them. The women screamed as they fell back into the hallway and Monique pulled the door closed just in time. The tentacles struck the door with loud bangs and the wood of the doors splintered and bowed out from the powerful hits. Inside the monster screamed again, followed by more cries from Yurika and Renee'.

"Oh my God! " wept Cindy. "What the hell is that?! "

"I... I don't know. " stammered Monique. "But... I can't find anyone else here. Everyone's missing. I... I think that thing got them too! "

"Oh God... oh God oh God oh God! " rambled Cindy as she backed away still staring at the door. Madison stood there wide eyed like the rest, but movement caught her eye and she looked down the hall.

"MARLA! " she yelled. The haughty blonde had backed away in fear like the rest, but she kept going. Finally she had turned and ran, deserting the rest and bolting into the elevator. The three women watched as Marla looked out once more for Number One.

"That fucking bitch! You fucking BITCH! " began to curse Madison after her, but any more were cut off by Cindy screaming anew. Madison and Monique looked behind them. At the opposite end of the hall a brutish form could be seen through the frosted glass of a large window. Red and black flesh sharpened into detail at the points where it pressed against the glass. Distorted snakes slid back and forth against the window as the monster's tentacles probed the edges and a piercing scrape sounded as the creature's crystal armor rubbed back and forth. Suddenly the window exploded inward as the Guardian burst through. Monique, Cindy, and Madison fled down the hall towards the elevator, the Guardian loosing a bellowing scream to chase after them. A moment later, it's powerful alien muscles propelled it too into the hunt. Cindy reached the elevator and pounded frantically on the call button, sobbing and pleading for the doors to open as monster behind them barreled down towards the girls. At that moment the call button went dark and a panel lit up reading 'This elevator temporarily out of service.'

On the ground floor, Marla stepped back from the smoking elevator controls, a dented urn from a potted plant in her trembling hands. Marla found herself sobbing, half out of fear, but half out of revulsion at what she did. She had to get away. She HAD to. Whatever that thing was would be too busy with everyone else. Marla would have time to get away. Confronted with her true self probably for the first time, Marla ran out of the lobby towards the main resort building.

"LOOK OUT! " cried Monique as she pulled Cindy out of the way. The hideous Guardian was close enough to lash out with it's tentacles and two struck where Cindy had been. Next to them, Madison struggled with a door as the monster pulled back his deadly members for another strike. As they stabbed at the women again, the terrified trio pushed through the doorway and into one of the guest rooms.

"Oh God what do we do?!" cried Cindy, backing into the room as Monique locked the door and pushed her slim weight against it.

"Break the window!" yelled Monique as the monster pounded at the door, causing Monique to jar and push back harder. "We can jump down. Madison help me! HELP ME!" Madison was backing away too. The terror of the situation had stripped the exotic beauty as naked as her body as she stared wide-eyed at the door. Her new look gave her confidence and put a combination of fear, lust, and respect into all who knew her. But this... this was different. Madison's bare chest heaved and rolled as she began to sob uncontrollably. All of the woman's confidence and mystique was torn away in an instant and once more she was the shy, timid girl she had been all her life. As Cindy busted the picture window with a chair, Madison shrank back into the corner, hugging her knees to her chest like a little girl lost in the dark.

Cindy was through the window and gone, dropping down onto the roof of the offset guest quarters below. Monique held the door for as long as she could then made her own dash for the window. The sound of the door splintering behind her spurred her on and the woman didn't know to look for Madison. Monique leapt through the window, leaving the zebra skinned girl all alone. The Guardian entered the room, breathing a gurgling growl as it looked from side to side with its burning single eye. At first it saw the shattered window, but then its gaze fell upon Madison. The girl was paralyzed with fear and sat there hugging her knees while staring straight ahead. The Guardian's tentacles lashed out, grabbing the furniture between them and smashing the pieces to the edges of the room. Madison flinched and sobbed at the crashes but was unable to move. The monster paused as it loomed over her. Madison's exotic markings were not unlike the Guardian's own streaks of black and white, albeit the monster's was an overlay on its blood red skin. It was like looking at bizarre positive and negatives of the same pattern. The Guardian looked Madison up and down as if evaluating an unknown, but its eye drifted across the curves of her naked breasts swelling behind her knees, and the aroma of her fear was perfumed with Madison's womanly scents. With an evil growl, the monstrous creature unsheathed the phallic head of its tentacles....

Marla ran down the winding path from the guest quarters towards the main resort building. The woman's diaphanous nightgown was long and flowing, cut low to show off the upper swell of heaving breasts and split on the side to allow for the enticing glimpse of seductive thigh. Ephemeral sleeves billowed, giving the wearer an angelic appearance. It was sheer and finely crafted. The sort of thing one would see on the cover of a romance novel in which the woman wearing would be swooning into the arms of a granite-muscled, shirtless Adonis. A nightgown designed for photogenically swooning, however, was just the wrong thing for fleeing in terror. Running down the winding path, Marla's escape was slowed by her trailing sleeves catching on the decorative foliage lining the walkway. Jarring her step, Marla's running feet then caught on the excessive hem of her flowing gown, tripping her up and sending the woman sprawling. Marla fell down the path nearly tumbling head over heels until she reached the bottom, which was right at the resort's pool. The sculpted blonde hit the cold morning water with a graceless splash, and she flailed choking and gasping as her nightgown now tangled about her dangerously. Fortunately,

Marla's clothing wasn't made with strength of fabric in mind and much of it gave way as she fought to swim to the edge of the pool. Finally she was able to haul herself up onto the deck and lay there panting. Marla's elfin nightgown was dirtied and ruined and reduced to near total transparency by the pool. What remained of it clung to her wrinkled clumps.

The image of the monster raping Yurika and Renee' quickly urged the woman to renew her escape, and Marla fought to get to her feet. Soaked, bruised and dazed, Marla stood there for a moment trembling, but all too soon Marla's fear urged her on and in a stumbling run the woman made her way to the main door and rushed inside.

"Help me! " sobbed Marla as she staggered to the front desk. "Somebody help me! "

"When will you Humans learn that you're beyond helping. " said a voice. Marla turned and gasped wide-eyed at the sight of Donna-Guardian. All pretense was gone and the woman-monster stood at a hallway with two of her hulking Guardian soldiers flanking her on either side. Donna-Guardian's eyes flared red as she stepped forward. Marla immediately turned to run but stifled a scream when she saw another Guardian emerging from a doorway and blocking her way. Frantically the terrified woman looked about and bolted for the main entrance once more, but again a Guardian came into view and cut her off. Like a faun surrounded by a pack of wolves, Marla darted in a shrinking circle as the hellish creatures hemmed her in towards the center of the room. Marla whirled around one last time to seek escape but now found herself face to face with Donna-Guardian. Frozen with terror, Marla stood shaking as the alien queen looked her up and down. Donna-Guardian's gaze drifted slowly over the woman's shapely body, made somehow more enticing by the ruined and waterlogged nightgown. Pockets of air clung beneath the fabric, settling into the valleys and concave curves of Marla's body, the largest being between the globes of her perfected breasts and Donna-Guardian licked her lips wickedly at the sight. Then she looked up at Marla's face... tearstreaked and distorted by fear framed shabbily by the matting of her wet hair.

"What a scruffy little specimen. " appraised Donna-Guardian contemptuously as she extended a clawed finger to trace the line where Marla's neck met her shoulder, causing the woman to freeze, lest a shudder provoke the monster to attack. Without a word Donna-Guardian turned and walked away. Before Marla could understand the gesture, the circling throng of Guardians acted upon their mistress' unspoken consent and fell upon the girl. Marla screamed and struggled as the hulking monsters grabbed her from all directions, pulling at her painfully in a lecherous tug of war. The remaining shreds of her nightgown were gone in an instant as clawed hands competed for access to Marla's womanly flesh, ripping the material from tit, hip and pussy like a pack of dogs skinning their kill. Even as Marla was stripped naked, dozens tentacles poured in onto her, burying the screaming woman in a writhing mass of sexual snakes which gang-raped her to the power of ten.

"HEY! DICKHEAD! " Madison hugged herself fetally, naked and petrified at the feet of the monstrous Guardian when suddenly a shout arose from the direction of the window. Before her the creature whirled

around to face the source and then Madison heard thunderous booms fill the air and the deafening screams of the hideous Guardian. The exotic girl slammed her eyes shut and clamped her hands over her ears as she tried to block out this new assault on her senses. Madison retreated further and further inward as the unknown tableau played out in front of her. Time passed and just as Madison realized the cacophony had ended she came to realize the feeling of someone touching her. Immediately Madison began thrashing and screaming.

"Easy, Madison! It's ok! " insisted Nikolai as he held onto the pale girl, hugging her tight and continuing to try to calm her. "You're safe now baby. You're safe! It's ok... it's ok.... " After several moments the sound of Nikolai's voice began to penetrate Madison's fear and a wave of recognition and relief washed over the beauty's face, followed by more sobs as Madison flung her arms around the man, hugging him tight as she cried.

Nikolai had reached the resort in the proverbial nick of time. He had planned to sneak in but when he saw Cindy dropping down from the second floor to the roof of the first, followed by Monique he knew the time for stealth was passed. The ship captain raced down the hill to the guest quarters and vaulted from the crawler, scrambling up to the low first floor roof to meet the women. It was then they realized that Madison was not with them and they heard the smashing of furniture from above. Nikolai reached the lip of the second floor window just as the Guardian was reaching for Madison.

"Is she ok? " asked Monique, coming up behind Nikolai. The man looked up at the Caribbean beauty as he held Madison tight. She and Cindy had followed him and were now looking about nervously.

"Yah I think so. I told you to wait down at the crawler. " said Nikolai.

"I don't think anywhere is very safe, so I don't think that matters right now. " replied Monique.

"We saw another one down the hall. " said Cindy. "It didn't chase us though. Its... its busy with Renee' and Yurika. " Monique began to shudder and fight back tears and Madison sobbed and gripped Nikolai tighter.

"Son of a bitch! " cursed Nikolai hatefully. "Take Madison down to the crawler. I'll go get the others. If you see something. Scream. "

"I'm trying not to scream as it is. Don't worry about that. What the fuck are those things? " asked Monique.

"Don't exactly know. I'll tell you when I get back. Get out of here! " ordered Nikolai. It took several moments to coax Madison to let go of Nikolai and the woman whimpered and clung to Monique as soon as Nikolai was free of her insecure grasp. Nikolai gave a reassuring nod to the women and made sure the trio began to make their way out of the window before he left through the ruined door and into the hall. Shotgun leading the way, Nikolai moved slowly, his finger slick with sweat and adrenaline on the

trigger of his weapon. He was expecting the monsters to pour out of every doorway, but it was strangely quiet. He could see a ruined door up ahead and moved to investigate. Yurika and Renee's room was a shambles. Slime dripped from the toppled furniture and the room smelled of fear, sex and the alien stench of Guardian. Yurika and Renee' were no where to be seen.

When Nikolai returned he could see that the girls were seeing to Pixie and the other girl he had rescued. Pixie was still unconscious but the unknown woman was awake and sobbing as Cindy held her and tried to comfort her. Monique was comforting Madison, who was in the front seat of the crawler, trying to stop shaking.

"Renee' and Yurika are gone. " said Nikolai as he leapt down off the first floor roof upon his return to the crawler. "I checked the other rooms too. They're empty. Those bastards must have taken them. " The women looked up at him as they huddled around the crawler, tearstreaked and sobbing not only from their own ordeal but seeing what the hideous aliens had done to Pixie and the resort employee.

"How are they? " he asked nodding to the girls.

"She said her name is Amber. " said Cindy. "She works in the kitchens here. She was grabbed yesterday while she was getting dressed. My God. *Yesterday*. Can you imagine? " Nikolai waved Cindy off. It'd do no good for the poor girl to relive her horrors by hearing about them just now. Instead he leaned in and put his hand gently on Amber's shoulder. She jumped at his touch.

"You're safe now Amber. I'm not going to let anything happen to you now. " he promised. "You're safe. " Nikolai looked up at the other women, who were desperate for the same sort of reassurance. They all waited for him to tell them what to do. Their savior. Nikolai took a deep breath.

"Ok, I'm going to get you all out of here, then I'll come back for the others. " he told them. He saw the fear well up in their faces at the thought and he waved away their protests as best he could and continued. "Look. I don't know how many of these things there are, but if what Carter told me is true there are a lot of them. I need to get you somewhere safe. With luck I can sneak in and out. Otherwise, you'll need to be out where you can make a run for it. Carter will be bringing my ship down a few miles from here. If I'm not back soon you head for it. "

"You can't go in alone! " insisted Cindy. "They'll kill you! "

"I don't have a choice. " said Nikolai. "I'm not going to leave anyone to the mercy of these bastards, and all I've got is this shotgun to protect you all. It takes several rounds just to bring one of these things down, and I'm running out of ammo. I don't have what it takes to protect you all at once. Please. For me. Get going. "

"Oh my God! " blurted Monique. "I just remembered! We have to get to Pixie's room! "

"We don't have time to go running around. " urged Nikolai. "What's there? "

"Pixie's luggage! Don't you see? " said Monique excitedly.

"Are you nuts? With all that's going on right now you want us to risk our lives for a few bags filled with Pixie's stuffed animals?! " replied Nikolai in disbelief. Cindy, however, got a look of realization on her face and joined in.

"No! She's right! We need to get to Pixie's room right now! " Cindy insisted. "Come on! " Nikolai began to protest again but the excited women were already turning to run back into the building.

"Goddamn it! Hang on! " yelled Nikolai as loud as he dared. "If we're going on some dumbass trip to get a makeup case or something, we're certainly not going to leave anyone behind. Help me! " Regrouping the girls followed Nikolai around the building to the first floor entrance. Between Cindy and Monique they carried the resort employee. Amber was still pretty much out of it, but conscious enough that she could walk with the help of Cindy's and Monique's shoulders under each arm. Pixie was still unconscious and Nikolai carried her himself, his shotgun slung across his back. Madison was calmed down enough that she could walk on her own, but still she clung close behind Nikolai as he led them back into the building. Pixie's room wasn't far but it was still a nervous trip down the hall as each doorway and shadow was a potential horror laying in wait for the group. Finally they made it to Pixie's room and they all breathed a sigh of relief as they shut the door and locked it behind them.

"Now, could you tell me what was all the fuck so important? " asked Nikolai impatiently. Around the room were Pixie's stuffed animals arranged neatly on the shelves and nightstands, while her clothes were strewn about the floor laying seemingly where the young girl had taken them off. Monique, however, was ignoring these and pulling a large metal case out from under Pixie's bed. The case was nearly five feet long and two feet wide, and Monique had obvious difficulty pulling it out into view.

"Help me with this! " she urged Nikolai. The man took hold of the handle and pulled. It was surprisingly heavy.

"Holy shit! " blurted Nikolai as he heaved it up and put it on the bead with a heavy bounce. "This must weigh nearly a hundred pounds! What the hell does Pixie got in this?! " Monique grinned and flipped the catches on the long box and opened it. Nikolai looked down at the container and stood there completely stupefied.

"Wha.... But.... I don't... Pixie?! " he stammered looking at the case then at Pixie as she sat unconscious on a nearby couch. He looked again at the case and rubbed his eyes. The case contained, in a form-fitting mold, the largest, nastiest, and most advanced weapon he had ever seen. It was black and sleek with smooth curves that gave it a lethal elegance. The huge rifle didn't so much have a barrel as a gaping maw... a huge bore that look like it would accept an artillery shell, though Nikolai couldn't tell if it fired projectiles or was some sort of energy weapon. It was like nothing he had ever seen.

"Pixie?! " he said again in disbelief, his eyes glued on the weapon. It took him a moment to realize that Monique was talking to him.

"I said this beauty pageant was made up of the spokesmodels from the various companies involved. " said Monique, physically grabbing Nikolai by the chin to turn his face to look at her. "Don't you know who Pixie is? "

"Pixie... Pixie's just a cute kid. " supposed Nikolai. "I thought she worked for a toy company or something. "

"Hardly! " rebutted Cindy, breaking in. "That's PIXIE! " Nikolai looked at her dumbly not recognizing the significance.

"Pixie? " asked Cindy, trying to coax recognition out of the confused man. "Pixie Goodbody? As in 'Reynolds, Pierce, Goodbody Munitions'! She's Amos Goodbody's granddaughter! " Nikolai blinked in disbelief and stared at Pixie. RPG Munitions was a household name, like Foldspace Dynamics or N.I.C. E. Labs. RPG was just about the largest weapon firm there was. They handled everything from military and law enforcement arms down to personal weaponry. Nikolai's own shotgun was an RPG product. Their advertising campaign was legendary: A lovely girl defying gravity amid wild acrobatics while exhibiting supreme marksmanship with a variety of RPG weapons. The familiarity of the girl suddenly dawned on Nikolai.

"It's true! " confirmed Monique. "She's the RPG Munition's spokesmodel. Pixie is their Combat Dancer! "

"I'll be damned. " murmured Nikolai, taking it all in.

"Hey! Look what I found! " beamed Cindy pulling a smaller box from under the bed. Inside were several more conventional handguns.

"All right. " said Nikolai approvingly. "Everybody take one. " As the women selected each selected a pistol, Nikolai hefted the monstrous rifle. It weighed a ton, even with the aid of the shoulder strap and the ship captain tried to wrap his head around how a petite girl like Pixie could pick up such a weapon, much less shoot it. Shifting the strap to a less painful position on his shoulder, Nikolai looked at the women. Cindy and Monique had each selected a sidearm and Madison too was holding one albeit shakily. Nikolai moved close and put a reassuring hand on her shoulder.

"It'll be ok, Madison. " he told her. "None of us are alone now. We'll take care of each other. I promise. " The zebra-skinned woman wiped away a tear and stiffened her back. Nikolai gave her a supportive smile, which Madison returned with effort... but it was there.

"Got... got an extra one of those? " asked Amber.

"Are you ok? " asked Nikolai.

"Not by a long shot but I'll survive. " said the girl, forcing a smile. Nikolai looked at her for the first real time. Roughened by her ordeal, but still a beauty. Amber seemed about twenty, with a slim figure and small pert breasts. The woman's nipples were puffy cones of flushed pink that made it difficult to judge if her breasts were A or B-cups. Her auburn hair was cut short and longer on one side than the other. In more pleasant circumstances she looked like the kind of beauty you'd see at an exclusive nightclub but at the same time she had qualities of the girl next door.

"Here. " said Monique coming up to Amber and Madison, holding out a few articles of clothing. "I found these in Pixie's suitcase. I don't think she'll mind. I don't think anything around here will fit you, Madison though. I'm sorry. "

"Thanks. " said Amber with a smile and she selected a tank top and panties.

"I've got Madison covered. " said Cindy with a smile. "So to speak. " The lovely blonde picked up one of the bedsheets off Pixie's bed and tore two wide strips off it. Moments later Madison was clad in a satiny bikini wrap made of the torn fabric that made her look even more a jungle goddess. While Madison was covering her impressive nudity, Cindy took another sheet from the bed and draped it over Pixie.

"Someone's going to have to carry Pixie until she wakes up. " said Nikolai. "I can't carry her and this cannon too. "

"I'll carry her. " spoke up Madison.

"Thank you, Madison. " smiled Nikolai. "I know she's in good hands. " Nikolai could only guess how shattering it was for someone as tough as Madison to have cowered like she had, but he'd faced Guardians on his own too and knew there was no shame in it. He hoped though that her taking care of Pixie would help Madison get her confidence back. Madison smiled and scooped Pixie up in her arms.

"I'd like to say something. " said Amber, looking around the room. The group gave her their attention as she began. "Those monsters. They're... insatiable. When I was... when they.... " Amber shuddered for a moment and took a deep breath, trying to fight down the memory of her hours long rape.

"When one was... finished, another took it's place. They kept at it hour after hour. It... it takes a lot out of a girl. " she said. "Right now I feel like I've given birth to a couch while falling down the stairs. What I'm getting at.... even if you do find where the other women are, they're going to be in no condition to walk. You can't carry them all. "

"We can't leave them there! " said Madison.

"What if we went for help? " asked Amber. "You've got a ship, right? "

"Do you think they'd be alive by the time anyone got back? " asked Nikolai. "At the rate these things are breeding, there might be hundreds of these monsters to deal with then. I know you're scared. I'm petrified, but I can't let them do to them, what they did to you. " Amber shuddered and nodded weakly. As terrified as she was she couldn't bear to think of the other women, some of whom were her friends, left to that fate.

"Amber's right about one thing. " said Monique. "How are we going to get them out? They're not going to let us carry them out one at a time. Maybe we should think about going to get help? "

"Wait. I've got an idea! " said Cindy. "By my room is a laundry station. I saw in there three or four laundry carts. Why couldn't we use those? Put everyone in them and roll them out at once? "

Marla lay in a stupor on the floor in the main lobby. The prima donna had been humbled in the cruelest and most base of ways. Every orifice on the woman throbbed and she lay soaked from head to toe in a sticky pool of alien cum. Tentacle after tentacle, cock after throbbing alien cock pounded into Marla's cunt again and again. Five Guardians raped her, but their vicious tentacles swarming from all directions made it seem like fifty. Now, Marla lay there staring and unseeing, covered in their excesses, her body twitching occasionally in aftershock from the orgasmic overload.

"Well done my children. " praised Donna-Guardian, looking down at Marla's naked and abused body. Her eyes flashed an evil red as she looked up at one of her offspring. "Take this bitch to the pools and introduce her to her new life as a mother to our army. " The hellish woman-monster turned to the rest of the beastly Guardians attending her.

"Come with me. It's time we give our other guests their final wake-up call. "

Donna-Guardian led her hulking minions out of the resort and towards the guest quarters. Tentacles unsheathed lecherous phallic heads in anticipation of the women, helpless and unknowing in their beds. Peeking from behind a corner of the main building, Nikolai and the women watched, hearts pounding, as the gang of monsters passed. When they were out of sight the human band quickly moved towards a side door, lest their alien hunters spot them.

"It's not going to take long for them to realize that no one's there. " whispered Madison.

"And when they do we won't have much time. " whispered Nikolai, finishing the woman's thought. "Especially when they discover the one that I killed. Carter told me where the Guardians were preparing

their nest. Amber, where is the spa? "

On Amber's direction the group made their way down a side hall towards the spa. Pixie's artillery piece led the way, held by Nikolai, and the girls followed behind with the laundry carts. Amber, Madison, and Cindy each pushed a cart and Monique brought up the rear. Pixie rode sleepily in the last cart, wrapped in a blanket. Nerves were on a knife edge and the squeakings of the laundry carts' wheels were barely noticeable but thundered in the ears of the people as they moved down the hall.

They came to a set of doors and Amber nodded up to Nikolai that they had reached the spa. With held breath, Nikolai cracked the door open and peered inside. There were four hot tubs in the spa, and each had been converted to a pool like he had seen in the cave. In the pools were the women. Yurika, Renee', Ann, Marla, Kathy, Sarah, and the two remaining employees of the resort were divided up two to a tub and with them was a brutish Guardian, fucking each pair of women mercilessly with thrusting cock and tentacle. Nikolai moved back from the door and relayed the information to the women.

"I figure there's one way to do this. " he said grimly. "We can't risk shooting in there. We might hit the people we're trying to save. We need to draw those bastards into the hall. We ambush 'em, then grab everyone out of there and run like Hell. "

"How do we draw them out here? " asked Amber.

"I'll do it. " Everyone looked up at the sound of Madison's voice. The gorgeous zebra-skinned woman looked back at them, her face fear-filled, but determined.

"It's ok... I'll do it. " offered Monique.

"No. Please. " said Madison softly. "Let me. " Nikolai nodded to the exotic beauty and motioned for the others to back up down the hall. Nikolai knelt a few yards away from the door and aimed his weapon. Madison took a deep breath and untied the fabric around her chest and hips. Letting the makeshift clothing fall to the floor, Madison walked nude towards the door. The beauty paused for a moment, looking back at her friends as they readied themselves with baited breath. Swallowing hard, she flung open the doors.

"HEY! FUCKHEADS! " Madison said in as loud and clear a voice as she could muster. "Any of you bastards want to take ME on? " The response was immediate. Hissing howls of anger and wanton lust erupted from the monsters at the sight of temptuous intruder. Tentacles unwrapped from their prey and the monster's victims each fell back into the slime filled pools with sickening splashes. Madison turned and ran down the hall as the horrible creatures vaulted after her. As Madison rushed past Nikolai the first of the Guardians exploded through the door, shattering it in the process. Nikolai braced himself and pulled the trigger.

WHAM! The weapon had an unbelievable kick to it, and Nikolai's arm was numb and tingling. There

was a loud thud from the weapon firing, not so much from anything firing but from the rush of air being displaced by the shot. Nikolai blinked in disbelief. The lead Guardian wasn't there. One instant the alien monster filled the hall, the next it vanished like an exploding water balloon. The hallway's walls, ceiling, and floor were soaked and dripping by what remained of the Guardian's bodily fluids, but the monster itself had ceased to exist. Two more of the Guardians leapt into the hallway and Nikolai fired again. This time both of the creatures evaporated in a lethal spray. The fourth and final Guardian survived a fraction of a second later.

"Fuck me! " cursed Nikolai in disbelief looking at the splattered hallway, the unbelievable weapon in his hands, and the innocent Pixie sleeping in the cart behind him. "Pixie...???" " The women rushed forward and helped Nikolai to his feet, shaking him from his shock at what just happened.

The makeshift rescuers rushed into the spa, and quickly loaded the helpless women into the carts. Amber looked after her two friends while the others tended to their fellow contestants and their chaperone, Ann.

"My God. " said Monique in disbelief. "Are those what I think they are? " Everyone looked and floating in each of the hot tubs were Guardian eggs, and piled around them were several more.

"Get going. " ordered Nikolai. "We don't have time. "

"We can't just leave those here! " insisted Cindy. "Think of what will happen when they hatch! "

"Think of what will happen if we get caught. " reminded Madison. "He's right. We have to go. NOW. " Time was against them and the women turned the carts around and head out of the room. Nikolai covered them as they made their escape and turned to follow. Nikolai paused and looked back at the piles of eggs and the birthing pools.

WHAM! WHAM! WHAM! WHAM! Nikolai fired four shots into the room and with each one a hot tub exploded like a geyser. The slime went everywhere and the eggs within were blown apart. A final shot and the large pile of eggs was reduced to a seething mass of ruined yolks. Breathing hard with his arm now throbbing from the kick of the gun, Nikolai turned and joined the escape.

The fleeing band wheeled the carts containing their friends as fast as they could push them down the path towards the edge of the resort. Beyond lay the open hills and beyond those would be Carter and the *Firedancer*... at least that's what Nikolai hoped. They've already done the impossible and he prayed their luck would hold a little longer.

The lecherous monsters moved into the guest quarters expecting to find their beautiful victims easy prey, but one after another they discovered the rooms were empty. At first Donna-Guardian suspected that more women than just Marla had discovered the Guardians and they too ran to escape as she had, but it

could be they were also hiding, so the monsters fanned out and checked the rooms. It was then that they discovered the room where Nikolai had saved Madison. Donna-Guardian stood fuming over the body of her slain offspring. How could this be? They were women, helpless and unsuspecting. Who could have..... A thought crossed Donna-Guardian's evil mind and her eyes flashed fire-red with anger.

"Carter! " she growled. "I'll eat his heart for this! " A realizing fear filled the monster's thoughts. With a hateful scream, Donna-Guardian and her minions leapt out of the ruined window and raced towards the main building.

The ground was rough and the laundry carts were not made for cross-country work, but the group had no choice. The crawler was on the other side of the resort and they couldn't risk going for it. They'd have to get out of here on foot. With luck, the Guardians wouldn't know where to look for the escaped women.

They were just reaching the top of the first hill when a hellish scream howled up from the resort. It was the sound of anguish and hate and the fury of a mother. Everyone who heard the bellowing cry understood it perfectly. Nikolai and the women doubled their efforts in pushing the carts over the hill. One by one they went up and over, and at the top the ground was a bit more level and as a team they began to race along as fast as they could. The hilltop a hundred yards behind them, the rescue train bumped and bounced along the rocky ground, each girl pushing for all she was worth but not daring to look back. Suddenly their fears were confirmed as a deafening howl chased after them from the direction of the resort.

They had been spotted. A lone Guardian stood at the top of the hill and now it called down to it's brethren. The women began to scream and Nikolai urged them to push faster, to keep running. He pushed too as hard as he could, his gaze creening back over his shoulder as the Guardian continued to bellow for reinforcements. Nikolai's blood when cold as he saw the monster's call had been answered and half a dozen of the giant monsters now leapt into view over the hill.

"Run! " yelled Nikolai as he turned to face the monsters. He had no idea how many shots the cannon he carried had, but if it meant that any of the girls could escape, he was determined to find out.

"Angry Bunny. " said a soft voice behind him. Angry Bunny. " Nikolai looked over his shoulder. He was backed up to one of the carts and in it Pixie looked up weakly at him.

"Angry Bunny. " she said again and pointed shakily at the rifle. Nikolai turned the heavy weapon in his arms and looked where she was pointing. There were two buttons on the side. Both had pictures of a cartoon bunny face on them. One was smiling. The other was scowling. Nikolai pressed the Angry Bunny button.

Immediately the weapon began to transform. Cylinders unscrewed outwards on the sides and top of the

rifle, alternating at thirty degrees around the weapon. Three in front, and two in back on the stock. The large, streamlined cowling on the gun peeled open in alternating directions as the front unfolded into four arms curving outward from the sides of the barrel. Finally, another pistol grip extended out of the side as the weapon seem to lengthen by another foot. As it did this the extended cylinders, small gravity compensators, began to hum and the entire weapon became nearly weightless in Nikolai's astonished hands. The Guardian's screams shook Nikolai and he saw their rushing forms a mere fifty yards away now. Each time he had fired the weapon Nikolai felt like it was trying to dislocate his shoulder. Now in this new configuration he was convinced it was going to knock him flat. He dug in and pulled the trigger.

There was less kick than a small calibre pistol which so surprised Nikolai that it would have surely thrown off his aim were it not for the sophisticated targeting systems in this impressive weapon. Each of the seven Guardians were detected, categorized, targeted, and tracked. The weapon's main bore fired which in the open, Nikolai could see was a near transparent distortion wave of energy. The monster vaporized almost immediately while it's brethren rushed forward, but they didn't get far. From the curving arms of the newly formed gun dozens of micromissiles streaked from their housings spiraling outward like ...like deadly glowing pixies! The missiles locked on to each Guardian and divided into smaller swarms, each leaving pencil thin trails of smoke as they sought out the advancing monsters. The swarm of missiles slammed into the Guardians, blowing gaping wounds into the alien creatures. The hellish creatures fell dead en masse in tangled heaps.

"Holy Mother of God! Pixie?! " whispered wide-eyed space captain. Nikolai couldn't believe that such a sweet and innocent girl could wield such a weapon. Pixie looked up at the man and smiled.

"You had the safety on, silly. " she said. Nikolai could only laugh in wonder and bent down to where Pixie lay and kissed her forehead.

"LOOK! " cried Monique suddenly, pointing to the hill. There, framed by two more Guardians Donna-Guardian herself stood. Immediately Nikolai raised the gun and fired, but only a few missiles streaked out against the new threat. Nikolai looked down at the gun and realized that it had given it's all. The weapon was empty. He looked up at the monsters as the missiles reached them. The two Guardians leapt in front of Donna-Guardian without a moment's hesitation, sacrificing themselves in defense of their queen-mother.

"Do you think your treacherous toys can stop us?! " Donna-Guardian yelled to the terrified group. "We are Guardians! We will prevail and your pathetic kind will pay for your crimes down to the last squalling child! "

"Fuck you, BITCH! " spat Cindy, raising her pistol and firing at the woman-monster. The other girls followed suit, but untrained and at that distance their hail of bullets failed to find their mark. Donna-Guardian laughed.

"Do you think that will stop me?! " she said, raising her tentacles high over her head. From behind her

dozens of Guardians crested the hill. "Do you think that will stop US?! " Each person stared at the small Guardian army with chilled blood and disbelief.

"We've learned from our mistakes in dealing with your wickedness, humans! " spat Donna-Guardian. "Too many of our young have died at your hands. You murdered our eggs in the spa, but you failed to find our growing young, hidden and safe. Now they will teach you the meaning of suffering as they feed on your pitiful male and fuck you all to death! " Donna-Guardian paused to let the fear of their doom wash over the humans. She would have her revenge and they would pay dearly. In the distance there was a flash and thunder rolled across the hillside.

"Thunder. " said Donna-Guardian. "How poetic. Your kind murdered us, and thwarted our attempt to bring you to justice. Your kind will soon hear the thunder and realize that the gathering storm will kill them all. They thought they stopped us once, but believe me. It's not over. I promise you, it's not over! " Thunder rolled again, but nearer and much louder, settling into a growing rumble that didn't die away. Donna-Guardian looked about curiously as realization splashed over Nikolai's face.

"Holy shit, that's not thunder! " he breathed, then yelled to the women. "EVERYBODY DOWN! " Suddenly a dark, massive shape came up over the hill behind Nikolai and the women. They all fell to the ground as the wide flat keel of the *Firedancer* past over them by a few feet and slammed into the ground between them and the Guardian horde. Donna-Guardian screamed in shock and anger, but it was too late. Even as the monsters began to leap away, the massive building sized bulk of Nikolai's starship tore through them at a hundred miles an hour. Guardians were broken against the hull or simply crushed into a bloody smear in the ship's skid marks.

The dust cleared and as the *Firedancer's* engines whined down to a stop an eerie silence fell upon the hillside. Tentatively Nikolai and the others walked towards the ship, eyes peeled for any sign of a Guardian that might have survived. As they reached the edge of the ship, however, it was clear that Donna-Guardian and her hellish creatures had all met the same fate.

"Am I late? " said Vic Carter. Looking up the harrowed group saw the man standing at the airlock door at the top of the entry ramp.

"A little. " said Nikolai with a smile. "I think you got 'em all, but there's no telling. Let's get the Hell out of here! " Nikolai got no arguments from anyone. With the newfound strength of a promised escape Nikolai and the women wheeled the carts containing their friends around and up the steep ramp of *Firedancer's* entryway. Moments later, the ship captain settled into the pilot's seat, and the small bridge cabin crammed behind him with Vic and all the women who could stand. Madison stood close and Pixie, now awake was being supported by her as the eighteen year old stood shakily. All eyes were glued on Nikolai as he prepared his ship for liftoff. It was as if the women didn't see it happen, they wouldn't truly be safe. Nikolai's hands breezed over the controls and his ship came to life once more. As the powerful craft took to the air, the ship was filled with a collective sigh of relief.

"Weren't you supposed to meet us a few miles from here? " Nikolai asked Vic as he guided the *Firedancer* skyward. "How did you know where we were? "

"You were late. " replied the old smuggler. "I figured that a little flyby couldn't hurt, and it might provide a diversion. I picked you up on the telemetry sensors so I thought I'd drop by. Was never too good on landings though. " Vic grinned as Nikolai laughed. Vic Carter looked out of the cockpit window at the clouds sliding by and the blue-black of space growing closer.

"I guess I'm out of the smuggling-resort business. " he said.

"Good thing too. " replied Nikolai. "That resort stuff....all those umbrellas in the drinks and lounging by the pool. Far too dangerous. " Vic chuckled dryly and looked down at his feet, thinking of the women and what they went through...and of the ones who couldn't be saved.

"Yah. " he said knowingly.

"So what are you going to do now? " asked Nikolai.

"Guess that depends on what happens when the Cavalry arrives. " said Vic. "My secret's out you know, and the government tends to frown on my kind of lifestyle. "

"The secret doesn't have to be out. " offered Nikolai. "It's become clear I could use a hand from time to time. As far as anyone is concerned you're on my crew. "

"I appreciate that. " said Vic. "God knows you have every right to shove me out an airlock. You trusted me, and that means a lot. Thanks for your offer, but I think when the cops show up, they and I are going to have a heart to heart talk. " Nikolai nodded at Vic's decision. It had been hard on everyone, but perhaps hardest on him. Out of this Hell, the old criminal had been given a second chance. Nikolai was glad he was going to take it.

Several minutes later, the *Firedancer* was leaving the atmosphere. Carter reminded Nikolai how his men found Donna-Guardian in space and Nikolai decided not to take any chances. The ship captain turned reluctant hero skipped the ship hotly through the atmosphere. Just in case.

"That should burn off any of the bastards who might be hiding out. " he told his passengers. Once finally in orbit, Nikolai told his passengers of the beacon he and Vic had released so rather than leave system immediately, they'd wait for the military to show up. In the meantime, Nikolai and Vic tended to the women. Poor Ann and Marla seemed to have fared the worse and would be spending a while in the infirmary but the rest of the women began to recover from their ordeals. The other women seemed to be all right. At least physically. Nikolai couldn't guess how long it'd take them to put this nightmare behind them.

The women who had been raped by the Guardians were all deeply concerned that they might still be impregnated, so Nikolai checked them out as best he could. He was no doctor and his infirmary wasn't stocked with pregnancy tests and the like, but most of the equipment was fairly automated and his medical computers were able to do scans of the women via x-ray and ultrasound, and check their hormone levels via bloodtest. It seemed the pink birthing slime the Guardians used in their breeding pools was crucial to the egg development. While it was true that without it, the Guardian offspring would grow in a woman with lethal results, the birthing slime altered the development into the form of an embryo in an egg. Once the enzymes and chemicals in the slime were introduced the slime was required to continue the eggs forming. Without it, the egg would dissolve and the embryo would abort and die. None of the women tested showed pregnancy and no eggs were detected.

The first night in orbit, it was clear that none of the women wanted to sleep alone. One by one the girls drifted into Nikolai's quarters, but his bed only had room for four. Amber and the other employees of the resort saw Vic as a sort of father figure and gravitated to him. The other women stayed close, huddling on the floor in Nikolai and Vic's quarters. It wasn't until the second night, however, that anyone actually slept. The first night of safety the ship was filled with a sort of silence. Everyone awake, but each coming to terms with what had happened. A few talked quietly among themselves, there were more than a few tears shed. The next day Nikolai and Vic pulled several of the sleeping pads from the quarters and took them to the *Firedancer's* lounge. By the second night the lounge had been turned into one large bed, two men and thirteen women sleeping together, arms and legs intertwined, all drawing comfort from each other. The morning of the third day the inhabitants of the *Firedancer* awoke to the sound of salvation.

"...Repeat. This is the Earth Defense Interceptor Frigate *Rueben James*. What is the nature of your emergency? Stand by and prepare to be boarded. " As the rescue signal echoed from emergency speakers through all parts of the ship everyone ran to the observation windows. Hovering over them was the sleek shape of the Earth Defense Warship. Nikolai fumbled excitedly with a headset behind a wall panel and switched to the Rescue Frequency.

"This is Captain Nikolai Stavros of the Earth Defense surplus craft *Prometheus*, redesignated as the free freighter 483J49 *Firedancer*. You guys better be sitting down, because you're not going to believe what I'm about to tell you.... "

EPILOGUE:

It was 3a.m. in Lincoln, Nebraska, and in a small two-story house a teenage girl tossed and turned pitifully in her sleep. Tears squeezed out of tightly shut eyes as she whimpered and moaned in the grip of a horrible nightmare. Suddenly she sat up with a scream, wide eyed and heart pounding. The girl's mother rushed in at the sound to find the girl sitting up in bed, hugging her pillow to her chest, panting to the point of hyperventilation.

"It's ok baby. " the woman said hugging her daughter, trying to comfort her. "It was just a dream. You're

safe now. The girl trembled, obviously terrified and looked out of the window at the night sky.

"No. " refused the girl. "It's not over! "