

(**Warning:** This story contains female muscle, female muscle growth, minor action-oriented violence, muscle worship, and graphic sexual content)

Mordred liked Atalanta; she was steadfast, honorable, strong, and had a complete no-nonsense attitude that the knight fully respected. She liked to think they were similar in that regard, whereas Atalanta was reserved and did not speak out more than necessary, Mordred was boisterous and loud.

To each their own, but having fought alongside her (kinda) in that Great Holy Grail War, and now much more closely with Chaldea's endless quests, she came to respect and (dare she say it, but not out loud of course) admire the huntress...

...Until she stole her kill, that is!

"What gives?!" Mordred shouted at the Archer up in the branches.

"I wasn't going to let you take my prey," Atalanta said with her deep yet soft-spoken voice, descending from the branch gracefully and dismissing her bow into magic particles. "Not after I went through the trouble of baiting it."

"Your-!" Mordred let loose a string of unintelligible growls. "Oh, you've got some nerve, I challenged this boar fair and square!"

"And what a fine match it would have been." She said with a dry tone, looking over the dead beast. "A Servant against a low-ranking monstrous species, truly a battle for the ages."

"Ohhh!" Mordred mockingly waved her hands. "I'm sorry we can't all have that 'archer's pride' you marksman types have a hard-on for." She scoffed, rolling her eyes. "I saw a monster, I wanted to fight it, that's all there is to it, Atalanta."

"Atalanta?!" Elena, jumping from her spot in the bushes, squeaked out in a high-pitched tone. There were veritable stars in her eyes as she gazed upon the legendary huntress. "Oh gods, oh gods, oh my gods! I heard so much about you, you're the best archer ever!"

"Not even in the top 10, kiddo." Mordred drawled aridly. Her insult caused one of Atalanta's feline ears to twitch, a sign of irritation even as she tried to keep composed in the face of the Red Knight's usual obstinate attitude.

Elena merely went on with her fangirling, squeezing her fists over her chest and excitedly shaking them. "Everyone heard how you killed that enormous boar! And how you can shoot an arrow across the horizon! Oh my gods, I can't believe I'm meeting you!"

Atalanta faintly smiled at the praise. "The first one was a collaborative effort. The second is well within my capabilities."

"M-My name's Elana! Pleased to meet you!"

"The pleasure's all mine, child."

Mordred snorted, and Elena's enthusiasm dimmed slightly.

"N-Not a child though..." She muttered.

Atalanta did not pay attention to her words, merely looking back at Mordred and eyeing the knight's developed musculature. "You have awakened your Amazon Spirit." She observed.

Mordred grinned. "You like?" She flexed a bicep, looking at it proudly. "See you have as well"

The level of musculature the cat woman possessed was quite respectable, not as much as a larger amazon, but her muscles filled out nicely, much like Mordred's. Her outfit was form-fitting, not fully snug, but tight in a few places, like her stockings, highlighting the curves of her muscular legs.

"You'll be participating in the tournament, I see," Atalanta said.

"Yup. Guess you and I have to fight then?" The knight asked with a touch of eagerness.

"You're mistaken."

Both the Servant and the amazon were thrown for a loop.

“What?” Mordred dumbly replied.

“I hold no interest in this tournament. I prefer to keep my training and sharpen my skills through my own methods. These trials do not interest me,” The green-haired huntress said. “Feel free to participate at your heart’s content, you will not find me as a rival.”

She walked over the boar and squatted over, grabbing hold of its base. She proceeded to lift it over her head with one hand. The great beast’s form covered her in its shadow as Atalanta turned to face Mordred, “I advise you not to rush in; train and learn to master yourself before taking on more challenges.”

“Oh really?” Mordred called out just as the cat woman was about to leave. “What, you think I can’t handle it?”

“The fact you’re asking that question is answer enough.”

“Ever since I got here, I’ve done nothing but grow stronger,” She boasted, thrusting a thumb over her chest. “You’ll see how fast I can grow bigger than even the strongest amazons!”

Atalanta, still with the boar held above her, sighed. “As headstrong as always, there is more than just ‘growing,’ Mordred. Amazon spirits demand discipline.”

“Oh yeah?” The knight grinned savagely, approaching the huntress until the two were face to face, under the shadow of the boar. “If you really think so, how about a small spar between the two? I’ll show you just how much ‘disciplined’ I am.”

Atalanta narrowed her eyes.

For a moment, there was only silence. Elena held her breath as she stared, feeling the intensity spark between the two.

The greek huntress sighed. “Fine,” She threw the boar’s body away with a loud crash as it fell to the ground. “Someone has to teach you what control really is.”

“Finally,” Mordred said excitedly, feeling her blood boil at the prospect of a good fight. “Watch closely, Elena. You’re about to see some real good trashing.”

Mordred rolled her arms and stretched them, locking her eyes on Atalanta, who remained passive and quiet, barely shifting her stance beyond spreading her legs a bit, hunching slightly, and digging her heels.

Red lightning crackled around her, and Mordred dove towards the huntress with a burst of speed, kicking up dust behind her. She focused her approach on surprising her, attacking head-on faster than she could react. Her toned legs propelled her a good distance, boosted by her mana, her arms spread wide to grapple her the moment she made contact.

Her confident grin shattered when Atalanta side-stepped out of the way, Mordred's hand grabbed nothing but empty air, and Atalanta's swiftly latched onto her wrist.

Mordred's world spun around, and her back hit the ground with a painful crash, cracking the earth around the impact zone. She gasped, letting out a shrill sound as the air left her lungs.

"Impatient," Atalanta reproached, looking down at her. "Brash. Hot-headed"

Mordred slammed a fist on the ground, and she stood back up quickly. She charged at her once more, her fists swinging wildly and relentlessly, seeking to bury her knuckles against the huntress's skull. But Atalanta was faster, dodging out of the way with great speed and dexterity, swatting away every blow with precision and technique.

"No technique, no tactic, you just charge ahead without a thought."

Atalanta caught her fist, and Mordred gasped when her fist collided with her stomach. Even her abs were not strong enough to withstand the blow without pain. She recoiled back as Atalanta released her fist, holding her stomach and coughing a few times.

"You think those muscles make you strong?" Atalanta challenged. "Strength is half the battle; *power* comes from knowing how to use your strength."

Atalanta leaned forward, and in a burst of speed, she became a *blur*; her leg struck at Mordred from the side, the knight grunted but retaliated, lashing out with a wild swing of her arm. Only for Atalanta to duck out of the way and reappear swiftly on the other side, delivering another sweeping blow that made Mordred stagger.

The huntress's speed was too much for Mordred to keep up; all she could do was weather the blows, remain on the defensive as she shielded her head with both arms, tensing her muscles to stay firm as armor under the relentless strikes.

"Use your mind! Direct your strength! Might alone is not enough to win!" Atalanta called out, her expression hardened as she strove to drill this lesson into Mordred's head. "Survival of the fittest is more than raw strength!"

She rushed in with another sweeping kick-

-Only to be caught between Mordred's elbow and knee.

"Tch!"

Mordred grinned, "Got ya!"

The knight grabbed her arm and pulled her close; her iron grip remained strong as she locked her limbs around Atalanta's form, squeezing with all her strength until her arm muscles bulged, tightening the confines of her sleeves.

Atalanta grunted, feeling her bones pop under Mordred's savage strength; her arms were pinned at the sides, useless to her now.

"How's this, kitty cat?!" Mordred boasted with a savage grin. "I don't need your smarts or tactics, all I've ever needed were my own...!" She grunted, her back muscles tightening and expanding lightly. "Guts!"

Elena stared in awe at the sheer intensity of the battle before her. Mordred had completely thrown things around! From being on the ropes to squeezing the daylights out of *Atalanta* the Huntress! She was entranced by the sight of these powerful warriors engaging in the purest of combats, testing their mettle with magnificent skill and courage.

Not so entranced to miss the sounds of branches snapping and trees groaning in the distance.

Elena turned around, confusion etched in her face as she tore her gaze away from the fight. "Wait... something's there," She muttered to herself, her survival training coming to the forefront, urging her to ignore this great duel for the moment and focus on what she heard.

She walked away, intent on finding the source of the noise, leaving the two women to their duel.

Mordred grinned, enjoying the sensation that came with overwhelming her fellow warrior, proud to finally shut her up, giving her a demonstration of what her raw strength could achieve. Mordred was not the smartest, nor the fastest, but what she had in spades was pure determination and passion, the likes Atalanta was so casually dismissing.

Atalanta kept throwing her head back in every direction before finally landing on the correct direction, straight for Mordred's face.

Mordred recoiled as her forehead exploded in pain, stars flashed before her eyes, limbs lost strength for a moment, just enough for Atalanta to exploit the opening and set herself free.

The greek's arms reached out to grab her, but Mordred recovered fast enough to do the same; their hands grasped each other in a tight hold, pushing against each other with shaking arms. Her feet dug into the ground, uprooting the earth around them with the sheer weight behind them.

"I won't let you look down on me!" Mordred hissed through clenched teeth; the intensity between her and Atalanta could set the air between them ablaze. "I'll show you... why I'm the strongest knight!"

Red lightning crackled. Her form shrouded with magic, her muscles rippled with sinewy movements under the skin, waves of muscle pushed through. Her sleeves filled out until they were almost painted on. Her chest muscles tightened, deepening the line between them while her shoulders and back expanded.

"You do not *force* the Amazon Spirit!" Atalanta cried out. "You invoke it... like this!"

Her legs *bloomed* with muscle, highly strained flesh burst into being from already toned limbs. Her thighs ripped the upper sides of her stockings, while her calves opened gashes in the fabric, each limb. Power coursed through their veins, enough power to stand up to Mordred's and actually *push her back*. Step by step...

Mordred gritted her teeth with all her strength, frustration and anger washing off her in equal waves alongside the power in her soul. Why? Why was she having so much trouble fighting this cat lady?! Where was all this strength coming from?!

Was she truly that much stronger than her...?

No... Mordred's pride wouldn't allow that.

She was going to put her soul, her power, to the limit!

Just as she was going to unleash her full wrath on Atalanta, something happened.

A scream, the earth trembling. Enough to distract them both from their bout.

Atalanta's sensitive feline ears twitched. Grave concern laced her expression as she stared in the scream's direction. "That voice! The girl, she's in danger!"

"Shit, Elena!"

Their struggle all but forgotten, they rushed to the source. Mordred couldn't help but get peeved at the fact that Atalanta was so much faster than her, getting a good head-start.

It allowed her to reach their destination far earlier. Mordred saw her stop in front of a small clearing, staring at the sight dead ahead. Elena was pressing her back against a large boulder, her face frozen in fear as an enormous beast cornered her.

A runic boar, a giant specimen of its kind. Large enough that it could eat normal boars like candy, its enormous tusks were engraved with mystical runes and several nicks and scratches, the testament of how much those deadly weapons had been used in the past.

And now it set its sights on the young amazon, who could do nothing but cower as the great beast approached one hooved step at a time, eying its prey with hunger. Elena was no fool; she had no weapons, nor did she possess the strength or skill to fight this thing, and if she tried to run, it'd gore through her in an instant...

But Atalanta would not let that stand.

She looked at that animal, that *monster*, threatening a young girl's life, and her blood suddenly boiled.

"You dare..." Her knuckles popped with the clenching of her fists. "Threaten a child's life?!"

Unforgivable. Unforgivable. Unforgivable!

Be they man or beast, no creature would ever harm a child on her watch and live!

The rage that swelled from within manifested as a dense cloud of magic, almost a miasma made of dark purple smoke and waves of black. Pure animalistic rage fueled every inch of her body.

Mordred was forced to stop in her tracks, watching with surprise at the power that enveloped Atalanta. "Wait, is this... her second Phantasm?!"

Atalanta *howled*. Her eyes blazed red, her skin paled considerably, her long green hair lost all its luster. Her tail swayed vividly from side to side, the fur becoming gray in color.

The Huntress abandoned all dignity and control in the face of an atrocity she could not tolerate. She gave in to the rage and the beast within, casting aside the huntress to become an animal like those she had hunted so much.

Atalanta *grew*. Her body expanded in height and width, adding a good foot in length, swelling up muscle groups with denser, thicker mass. Flesh rippled like something was writhing underneath the skin, pushing out thickening veins that throbbed while the sounds of leather-stretching came from her meat. Her stockings tore up, releasing tremendously muscular legs, the remaining material burned under the pressure of her spiritual power.

Her underwear disintegrated, her shirt exploded as her mighty chest muscles expanded, flaring out wide lats while her back stretched into a great expanse. Her muscular arms brimmed with pulsating power, ripping her gloves. She didn't care that she was naked; she was far too gone

into her animal side to care for such things. Or perhaps she wouldn't care in the first place. Who could say?

Right now, all Atalanta was focused on was the monster in front of her, threatening an innocent child.

The beast, lured by the flare of magic, turned its attention to her, just like Atalanta wanted.

She bared her teeth, sharp and deadly, and *screamed* with a ferocious bestiality. "Your fight is with me!"

The great boar roared, dragging its hoof over the ground, breaking stone and uprooting the earth as it did so, meeting the fierce huntress's challenge. Atalanta growled, feral raspy sounds, the kind only an animal could make, reverberated through her throat and chest as she went on all fours. Her posture was primal, ready to enter the fight with untold savagery.

The boar charged, and so did Atalanta.

What happened next was a carnage. A spectacular display of savagery worthy of a Berserker lost in Mad Enhancement, where rage and insanity were all the Huntress could feel at the moment. And she showed it, in each swipe of her claws, each furious punch, each howling scream that erupted from the depths of her core.

Violence at its most primal, there was no technique, no finesse or skill Atalanta had previously displayed. She had cast away all pride and dignity in her pursuit of saving a child's life (never mind that the person she was saving was no child at all), and instead embraced animalistic will and instincts.

What violence, what senseless slaughter the amazon and the knight were witnessing. Atalanta was tearing into the boar with unmatched ferocity, swiping whole patches of its fur with her claws. Ripped off its tusks and mercilessly wailed on it like a woman possessed. A predator would kill for food, a monster would kill for the pleasure of it. But Atalanta killed just because that was what her instincts guided her to do.

To Elena, this was a sight both horrifying and inspiring in equal measure. To see the legendary Huntress reduced to this almost unintelligent state was jarring, but to witness the strength and might she still carried was magnificent in its own way. All amazons had this primal willpower inside, a trace of the War God's lineage they could unleash with fearsome ferocity.

And she saw the same in Atalanta; no wonder the Huntress possessed an Amazon Spirit. She was one of the great warrior women of legend after all!

All Mordred could see, however, was *hypocrisy*.

All those lectures about control and skill, being talked down as though she were just a brute. And here the kitty-cat was, throwing away her so vaunted discipline to act like a rabid animal. She watched Atalanta lift the great boar overhead, roaring in victory, but all she felt was disappointment that this would throw away her dignity so readily.

And angry that she *dared* say she charged ahead without thought, while she had done the same!

She was so *tired* of people underestimating her and then doing the very same things they accused her of.

Her footsteps stomped over the ground with such strength that it made the earth quake lightly. Atalanta threw the boar's body away with a mighty swing of her arm, dragging it across the earth before crashing against the trees, breaking multiple trunks in half in the process. She howled into the sky, proclaiming her victory to the world. Most people would bow in fear and awe before such a display.

Not Mordred, she grabbed the now taller woman's shoulder and made her look her in the eye. "What the fuck was that?! Oh, I'm too 'brash' and a 'hot-head!' But then you have the *gall* to pull shit?!"

Atalanta's yellow eyes narrowed at her, her teeth clenched as she growled. "You better choose your words carefully now..."

"Oh, you don't get to lecture me after this! Miss 'I'm-Such-A-Great-Huntress!' I can see your real lessons are 'do as I say, not as I do!'" She fearlessly shouted at the fellow Servant, uncaring that Atalanta was much larger than her now.

"I'm warning you, Mordred." Atalanta's knuckles popped as she tightly clenched her fists, which violently shook at her sides. The rage inside her could not be tamed, and the knight screaming in her face did not help matters...

"M-Mordred..." Elena tried to call out to her, but it was no use; nothing was stopping Mordred right now.

"Can't believe I wasted my time fighting a fucking hypocrite! All I wanted was a good workout challenge today, and yet-!"

Atalanta's fists buried in Mordred's cheek.

A small shockwave came from the collision, and Mordred was sent skidding across the ground, digging a long stretch of earth along the way.

"Know your place!" Atalanta growled. "I tried to be patient with you, but I've had it!" She walked with heavy footsteps toward the knight, who slowly pushed herself off the ground with shaky arms.

Mordred's hair shadowed the upper half of her face, her teeth clenched from the pain throbbing in her cheek... and from the indignity and burning anger she was feeling.

It was bubbling inside her, like a dormant volcano waking up.

"My place?"

A beast, much like the one inside Atalanta, stirred awake.

"Everyone always tells me what my place is."

She slowly stood up, arcs of red lightning sparked around her figure. Her posture was hunched over and twitching each time the lightning flared.

"No one..." Her shoulders bunched up, flesh rippled. Her neck bulged, veins flared over her skin. "Gets to tell me that"

Her back *broadened* impressively in seconds.

“Only I can!”

Mordred shouted, throwing her head back and *roaring* like a dragon. The lightning around her became a localized storm, her Mana Burst worked into overdrive as she channeled every last bit of her power, fueled by her rage, through all the corners of her body.

Atalanta growled, narrowing her gaze.

Elena watched in great concern as the scene unfolded. “This... This is not her Amazon Spirit powering up on its own. M-Mordred, don’t force it like this!”