

**Warning:** the following contains scenes of stupidly implausible sex, ridiculous depictions of bisexuality, and raunchy physical transformations; it should not be read by anyone.

**State of Emergency**  
by Dexter Sinister

Emily's breast was soft and warm under my hand, her breath rushed and hot in my ear. I thumbed a nipple under the confines of her shirt, and she twisted her body harder up against me. "This is what you get for dragging me off to the side and telling me you're not wearing a bra," I chided her, to which she replied by nibbling on my earlobe. Evidently she was fine with this turn of events.

The stairwell was hardly the best place for our little rendez-vous, it being rather cold and echoey, and anyone was liable to come down the stairs or in from one of the floors at any moment. It was, however, convenient, and that was what mattered right then.

I ran my other hand down her back, then slid it beneath her waistband and reached down to grab a handful of her ass. No underwear, either. That did it. My other hand abandoned her tight little breast and proceeded downward to cup her tight little ass, as well, and I pulled her up against me. She giggled and thrust her tongue into my mouth, to which I eagerly responded, knotting our tongues together to bind her closer. So connected, I proceeded to shuck off her pants with one swift motion.

Emily squealed, her brown eyes flying wide open, and her entire body went ramrod straight as the cold air of the stairwell made contact with a good deal of her bare skin. I kept her liplocked against me, though, as her initial reaction faded and she leaned back into the kiss.

Once she was warmed up again, I broke off the kiss and spun her around, bending her at the waist. With a throaty chuckle, she reached out to hold on to the stairs' handrail and spread her legs wider. I slapped her ass, the crack echoing up the empty stairwell, and undid my pants. It took me less than a moment to have my dick out, already rock hard and ready to go. The stairwell air was cold against

my skin, but not for long. I plunged into Emily lustily.

Her pussy was hot and wet, and her fingers were already working her clit, so she was already on her moaning way towards orgasm by my third stroke. I resolved to catch up, and tightened my grip on her hips, pounding my own hips into her ass. The sounds of our sex resounded up and down the stairwell, alerting anybody inside exactly what was happening on another level.

Emily came like a shrieking banshee, and I was not far behind. She ground her ass into me, pussy clutching around my shaft, to draw out every speck of cum I could produce, then stood, turned, and dropped to the ground in one quick motion. Before I knew it my flagging cock was in her mouth, and her tongue was sliding down its length, cleaning me off.

"There," she said breathlessly a moment later, "Now you're ready to go back to work."

Shakily, I retrieved my pants where I'd left them hanging over the doorknob. "After something like that, I'm ready for just about anything," I concurred. "That's one beautiful way to start the morning."

Emily zipped up her own pants and adjusted her shirt. "It's the only way to start the morning. Jenn and I used to call it our morning ritual."

"No offense, but I'm glad she got transferred to the other office," I said, buckling my belt. A slight hesitation, and I asked, "And you said she knows about us?"

"Oh yeah," my quickie-partner replied with a knowing smirk. "We have an agreement. We're both allowed to have other lovers as long as we have permission and other things."

"Other things?"

She looked up with a twinkle in her eye. "We have to have permission. We have to tell each other about every encounter, usually in explicit detail in bed that night. And we have to be willing to share."

"Sh- share?" I stammered. Jenn was a formidable and strikingly beautiful woman, more than a little intimidating.

Emily stepped past me to open the door back onto our floor, and ran a warm finger along my jawline. "Yeah, share," she grinned. "And let me tell you, Bobby, she's just dying to have you over for dinner some night." She let that sit there for a

moment, and then pressed on mischievously, "What are you doing tonight?"

I swallowed, and put a hand on her rump as we headed back into the office. "Eating dinner with two ladies," I responded, recovering. "By which I mean eating dinner and the two ladies, of course."

"Of course," Emily responded, and patted my package before heading back towards her cubicle. "Till then."

"Oh, one more thing." We were on the way up the steps to Emily and Jenn's flat, and Emily was fishing around in her purse for her keys. "You probably noticed that Jenn can be kind of... well, domineering at work."

"Yeah?" The porch light was out or just off, and Emily had to bend over to fit the key into the lock; my attention was more on groping her tight little ass than really listening.

"Yeah, just kind of... go with the flow inside, okay?" She straightened and proceeded to give me a deep French kiss as the door swung open behind her, pushing her body up against mine. I responded in kind, and any half-warning that she might have been giving me disappeared from my mind. She stepped inside, pulling me after her.

"So!" came a shout as I cross the threshold, and a hand caught me in the shoulder and slammed me against the wall next to the door. Jenn loomed up in front of me, taller and angrier than I seemed to remember her. "This is the little prick that my Emily's been playing with at work, huh?"

The woman was a bona-fide amazon, six feet tall with blazing red hair, a muscular frame, and astounding tits. Where Emily's endowments were modest but cute, Jenn's breasts were mammoth affairs, jutting off of her toned chest and packed into a top which was perhaps a size too small for her curves. By their taut surface, I wondered for a moment how big they might be when unfettered by her clothes. The distraction was only momentary, however, because the towering woman then latched onto my chin and forced me to look back up at her face.

"Up here, loverboy," she grated, and then took the liberty of looking up and down the length of my body.

"Uh, good evening, Jenn, thanks for having me over for--"

"Did I tell you you could speak?" she nearly shouted over me, and then

looked over to where Emily was standing meekly. "I want to see the prick that's been in your twat, bitch," she spat, and jerked her head towards me. "Take off his pants."

I must have made some slight sound, because Jenn turned to face me again, her hands pinning my shoulders against the wall with renewed vigor. I quieted down immediately.

Emily scurried forward, fitting her small frame in between Jenn and I, and proceeded to undo my pants. Belt unbuckled, fly unzipped, she then took off my shoes and socks before pulling the pants off completely. As they came off, I was surprised to find that I had quite an erection; in fact my prick was straining towards the sky, so hard it hurt.

"Is that it?" Jenn chortled, looking down at it. "We have a dozen toys bigger than that little thing!" She paused, and without looking over at Emily, she added, "You may speak, bitch."

"His size is a little on the small side," Emily responded quietly. I shot her a look of surprised betrayal but her eyes were on the ground. "He's very enthusiastic with what he's got, though."

Jenn snorted, and with a final shove against the wall, she released her grip from my shoulders. "Whatever. Prepare him," she ordered, and stalked into the next room.

Emily pressed a finger to her lips as she came forward and began to unbutton my shirt. I didn't say anything, but I think my face asked all the questions. In a voice so quiet I could barely hear, Emily told my chest, "I don't know how she found out, but she did, and she demanded that I bring you to her. I don't think she's going to hurt you, not permanently, at least." I looked over at the door we'd just come in, and she shook her head. "It locks when closed and Jenn has the key."

She pushed my shirt off of my shoulders, and then pulled off my undershirt, leaving me absolutely naked. I sheepishly tried to cover my raging hardon with my hands, but Emily gently guided my hands back to their sides with a solemn shake of her head, and then led me into the dining room. She gestured to the table. "Lay down, please. On your back. Please."

Uncertainly, I clambered up onto the table and laid down as asked. Jenn then came into the room with a pair of platters in her hands and a big bowl in the crook

of her arm. These she set down along my side. "Six different kinds of sushi and some miso soup," she announced, and nodded towards Emily. "Thank you for setting the table, pet. Now if you'll lay each variety out along his chest, and I think the soup should go... between his legs, I think..."

I stole a glance over to where Jenn was standing. She very carefully placed her hand over her mouth, eyebrows furrowed in deliberation. Then she closed her eyes, and I could see that her shoulders were shaking. Was she... laughing? I pushed my head up to look at Emily, who, far from playing the meek little slave girl, was leaning on one of the dining room chairs, red-faced from holding it in. When she saw me look at her, she lost it completely, and slumped onto the tabletop guffawing. This set Jenn off, who was shortly leaning against the wall venting her amusement.

"What the hell?" I demanded, and sat up on the table, still quite naked. This cause the both of them to redouble their laughter, although Emily staggered forward to wrap her arms around me. I was slightly mollified. "So that was... that was all an act?"

"Oh, gods yes," Jenn exclaimed, still leaning against the wall. All Emily could do was nod into my shoulder as her entire body shook with laughter. "I c... I called Emily on the way over," Jenn gasped, "and told her to... just... go with the flow... Oh god, the look on your face!"

Emily's laughter subsided enough that she planted a line of kisses up my arm. "You did have the funniest look on your face," she agreed, still tittering. "I hope you're not angry?"

Before I could answer, Jenn chortled, "Angry? Did you see his prick? I was going to say we were having shish-kabobs but I knew I'd lose it just saying it!" And lose it she did, laughing until she was panting against the wall.

Emily's cool fingers descended onto my still-hard prick, delicately wrapping around its length. "You did seem to be enjoying it on that level," she conceded, whispering into my ear as her hand started to move up and down.

I couldn't stop my hips from responding, canting into a better angle for her ministrations. "I, uhm, well, yeah," I stammered, and blinked over at Jenn. "You were... pretty hot as a dominatrix, there, and Emily was... well, ugh... meek and subservient aren't supposed to be attractive but... damn."

Jenn pushed herself off of the wall and leaned over the table, her breasts hanging right before my face. "Oh, I make a magnificent dom," she said with a wolf's grin, and my prick jumped in response. She then leaned forward until her breath was hot on my ear, and promised, "We'll show you sometime later." Her tongue ran up the length of my ear, and I couldn't hold back a moan.

Emily, meanwhile, was climbing up onto the table, and replaced her fingers with the warm confines of her lips. Her hair tumbled down around her head, teasing the insides of my thighs. "Apparently," came Jenn's throaty voice in my ear, "it will be sex before dinner instead of the other way around." Her fingers entwined themselves into my hair. "Or we could opt for the best of both worlds, I assume."

She nibbled again on my earlobe, and confessed, "Emily's been going on and on about you incessantly, Bobby. I've wanted to fuck you for weeks, now." My whole body shuddered in response to Jenn's throaty whispers, just as Emily's fingers wrapped themselves around my balls. Then, with the assurance of her domineering persona just a few minutes ago, Jenn growled into my ear, "I'm going to fuck you straight through a wall."

That was too much, and I tumbled over the edge. Emily gasped in surprise as I came down her throat; Jenn just chuckled seductively into my ear. "Well, I think that starts off the evening pretty well."

Dinner, after I had clambered back off the table and put on my shirt, turned out to be sushi after all, and the three of us chattered amicably as we cleared the two platters and emptied a bottle and a half of warmed sake. We each shared brief biographies -- where we were from, what we did for hobbies and the like -- and we discovered a shared enjoyment of board games and roleplaying games. As the last pieces of sushi slowly disappeared off the platters, however, Emily picked out a grain of rice and threw it at Jenn's face.

"What was that for?" Jenn laughed, blinking and trying to pick the bit of sticky rice off of her cheek.

"I want to know what your secret is," Emily responded simply. "You've had your 'I've Got a Secret' look on your face all evening. I thought it was the whole master-and-slave thing at the beginning, but you've kept it up."

"I don't know what you're talking about," Jenn replied loftily, and did her

best to look innocent. It didn't work.

Emily smirked. "Did you get us a new toy?"

"You could... say that," Jenn responded, although there was a trace of doubt to her voice. She paused a beat, and then added, "I can show you later, Ems. It's, uh, kind of out there, and I wouldn't want to weird Bobby out."

"Oh, you can't go and say that and then not clue me in," I laughed. "Besides, what with the whole dominatrix thing to start off the evening, could it get much weirder?"

Jenn popped a piece of sushi into her mouth instead of answering.

"You okay, Jenn?" Emily asked with a touch of concern.

Jenn looked over at her lover for a long moment, and smiled. A real, genuine, heartfelt smile that went down to the roots of her, a smile that made her twice as beautiful as before. "I'm way more than okay," she affirmed. "It's just..." She glanced sidelong to me, and then back to Emily. "We've talked about this before, Ems. We can only go so far before we start weirding out the rest of the world. And Bobby here seems like a nice guy and I wouldn't want you to lose him because I'm such a freak."

"You are making no sense whatsoever," Emily informed her.

"I'm a pretty open-minded guy," I promised, trying to put on a reassuring smile. "I won't run out the door cause you've got some curious, uh, predilections."

Jenn looked over at the empty platters and picked them up. "Alright, you asked for it," she announced, and stood up. "You two head into the living room; I'll be right there." With that, she disappeared into the kitchen, and further into the rest of the flat beyond. Distantly, I could hear the distinctive sound of a closet door rolling open.

"It's probably a giant strap-on," Emily informed me with a roll of her eyes. The two of us stood and she led me by the hand into the next room, where we settled onto a couch. "My lover loves her the feel of pounding her hips into her lovers. Which, as a guy, you might not be too terribly interested in."

Emily sat down at one end of the couch and gestured for me to sit next to her, in the center. "Oh, right," I nodded, understanding. "I'm sure she'll be happy to hear I can... well, take it like a man. You two aren't the only bisexuals in the apartment, you know."

Emily laced her arm around my neck and pulled me closer. "I'm sure she'll be ecstatic," she told me, and brought me in for a smoldering kiss. "Don't expect to sit comfortably tomorrow."

"Am I interrupting something?" Jenn asked, amusement threaded through her voice. Emily and I straightened up to see the other woman dressed in a long terrycloth robe, her hair pulled back into a ponytail. Given that I had the opportunity, I took a moment to admire the shimmy of her braless breasts, and the long curve that they put into the sides of the robe.

Emily, on the other hand, cocked her head to the side. "Jenn?" she asked, examining her lover's outline with as much scrutiny as I had.

"Yes, Emily?" the amazon replied, and put one hand to her cocked hips. She smirked, apparently already expecting the question.

"Were you wearing your, uh, push-up bra earlier?" Emily began uncertainly. "I only assumed that you were because you were..."

"Busty?" Jenn finished for her, and squared her shoulders. Her tits thrust forward, jiggling just slightly under the robe. My dick quickly rose to attention from beneath my shirt tail.

"Yeah," the girl beside me agreed with a slow nod. "You're not... I mean, it's not--"

"Before you descend into girly questions," Jenn cut Emily off, and put her hands on the edges of her robe, baring her impressive cleavage. "This is part one of my secret." With that, she drew the top part of the robe open, revealing her massive breasts, which, free from the confines of her earlier top, were perfectly huge. Each was easily the size of my head, with deep red aureole spreading a hand's breadth across their surface. Each nipple was already plainly aroused, a thick stub an inch long and half an inch thick, straining forward at the both of us.

"Jenn, you're humongous!" Emily gasped, and surged forward to get a closer look. "How did you..."

"Ah ah!" Jenn countered, and put one hand on her shoulder, putting her back down in her seat. "No touchy, not quite yet. You sit right there. As to 'how' I haven't the slightest idea. It just happened today at work, between two and three. I felt it happen, Emily, it was incredible both in my breasts and..." She fumbled to a stop, and reddened slightly.



"...you said that your tits were just part one?" Emily prompted.

Jenn swallowed and nodded, and held up the end of her robe's belt for Emily. "Pull, baby."

Emily did so, drawing the terrycloth band out of the slipknot Jenn had tied. The two sides of the robe fell away to either side of Jenn's body, revealing first a well-muscled abdomen, full hips, and then a long, thick dick between her legs, with balls to match. I was expecting a strap on, but as the dick slowly rose, thickened, and lengthened into erection, it was plain that this was the real thing. Emily gasped.

Jenn beamed, parting the robe further by putting her fists onto her bare hips, and watched as her lover stumbled forward onto her knees and examine the new equipment. "Touch it," she advised, and slowly closed her eyes as Emily's fingers traced over its surface. It twitched and surged as it was handled, and ever so slightly Jenn's hips rocked forward. "It feels so damn good, Ems, you have no idea," she breathed, opening her eyes again.

Only after a moment did she look in my direction again, the slightest worry lingering behind her eyes. What she saw pleased her, apparently; my dick was beet-red and reaching for the ceiling. I was already absently stroking it, unaware when I had even started. Jenn smiled and beckoned me forward. "Does this attract you, Bobby?" she asked, voice husky.

I nodded dumbly as I came forward. Emily looked up from where she was sitting and giggled. "Bobby's something of a connoisseur of the male anatomy," she told Jenn impishly. "Or as he told me, us girls aren't the only bis in the house."

"Is that so?" Jenn grinned, and reached towards me, pulling me closer. "Well, then, aren't I the perfect lover for the both of you?" Her fingers trailed up the back of my neck and laced into my hair, and with the barest air of possessiveness she guided me down to my knees beside Emily, her rampant prick at my eye level. "Why don't we christen my dick with a pair of hot little mouths running up and down it, hm?" she suggested. "Whoever does the best job gets fucked with it first."

Emily and I looked at each other, and a sly, competitive grin slid across her face. Both of us dove forward, lips and tongues reaching out for Jenn's throbbing member. She went high; I went low. Her went up the underside of Jenn's new dick, flicking it at first but then applying the full caress of her tongue to the sensitive skin. At the same time, I ran kisses and licks from the base of her dick downwards,

shortly sliding my lips around the circumference of her balls. Jenn gasped; in response to what was impossible to know, with both of us going at it on her new features.

I worked my way back upwards just as Emily was coming down, employing her teeth in little teasing bites along one side of the shaft; with a smirk I mimicked her, doubling the sensations flooding through Jenn's body. As her knees buckled, I knowingly reached a hand forward to cut her ass and pull her closer; Emily did the same. Without a word between us, we both supported Jenn's weight even as we lowered her to the ground, her robe pooled beneath her and the two of us piled on top of her like hungry wolves.

It was not long before Jenn's hips began to buck and her moans turned into sharper cries. I leaned forward and wrapped my tongue around her cockhead, running it around the circle of my lips before plunging downward, lips and tongue and just a hint of teeth sliding down her length. Her hands slapped down over my head, holding me close against her pubic bone, as her dick surged within my throat. Her hips grinding into my face, her dick thrumming with come, Jenn screamed as her first "male" orgasm rocked through her body. I worked the muscles of my throat as best I could to milk her cock of as much as possible, letting it slide down into my belly.

"Oh my gods," Jenn breathed, her entire body limply strewn across the floor. "Shit, I have to do that again."

"You'll have to wait to get it back up first," Emily retorted with a laugh, and I felt her cool fingers transfer off of Jenn's thighs and up onto my hips, pulling me off of her lover. "In the meantime, the score is 1 - 1 - 0, and I'm not going to lose this game. C'mere, Bobby."

I reluctantly let Jenn's dick pop out of my mouth, not without giving it a few last licks and sending oversensitive shivers up her spine. But Emily's deft fingers running all over my balls behind me were a more than adequate persuasion. At some point, she'd lost her clothes. She bent herself over the couch, brandishing her tight little ass at me, with her dripping cunt plainly visible. My dick screaming hard, I didn't need any further invitation. I kicked her knees a little further apart, each tap eliciting an eager gasp, and then I fitted myself up against her, lined up, and thrust

myself in all at once.

"Jesus Christ!" she yelled, her whole body wrapping tight around my dick, and then easing backwards again. Soon enough she was pumping her body back and forth, her sharp little nipples dragging across the seat of the couch, her cunt pounding up and down my shaft. She started panting something that might have words -- "Harder", "More", "Fuck me" -- but they were garbled by her gasping breath and cries of ecstasy.

"That looks like all sorts of fun," came Jenn's voice from behind us, chuckling. I felt her move behind me, getting up off the floor. "You know Ems, I don't seem to have a problem getting it up again. And Bobby, I think it's only fair to say that you won that little competition." With that, I felt Jenn's foot slide in behind me, knocking my knees wider, and then the tops of her thighs brushing against the bottoms of mine. "I think that means you get to be fucked first."

Jenn's hands came down to rest on my ass, gently spreading my buttocks apart to reveal my hole. The fat head of Jenn's cock pressed up against me, first fumblingly and then more certain, lining up with my entry even as I continued to pound into Emily's pussy. Matching rhythms, her dick became a soft force pushing with steady determination, and slowly it began to sink into me. Jenn's cock had been a mouthful, but now I was feeling its size in even more intimate terms, as it pushed the walls of my ass wider to admit its girth. I gasped and nearly fell forward onto Emily's back.

Jenn laughed. "How's that feel, Bobby? I didn't even think of applying some lube with your ass bobbing there so invitingly. I suppose it was pretty slick with you sucking all over it, though, right?" To punctuate the last, she thrust forward again, and I saw stars.

"Hey, don't stop fucking me," Emily laughed, wiggling her ass up against my pelvis. "What's the matter, she too big for you?" I tried to keep up the rhythm, pumping into Emily as Jenn pumped into me, but the stars I was seeing only seemed to grow larger, until my whole head was swimming. "Whoa!" came Emily's voice, as if a hundred feet away. "That's more like it! Augh!" Was Jenn pounding me hard enough that the force of her thrusts was coming through and pounding into Emily?

Then came Jenn's voice: "Ah, see, that's getting much better. All nice and

slick. It always takes a couple thrusts to get going, and now you feel just *fantastic*, Bobby. Oh, gods, yes!"

And then the world seemed to snap back into focus all at once, the sound and sensations coming back as if surfacing from underwater. My dick within Emily sang; my ass sucked greedily on Jenn's prick. I could feel the heavy weight of Jenn's tits bouncing up and down on my back, and Emily's tight little ass grinding up into me. Everything welled up within me and suddenly I was coming, coming, coming, so hard and fast that tears came into my eyes. My enthusiasm must have sent the girls over the edge because suddenly they were choking back cries of ecstasy, too, and we finally collapsed into a heap of flesh on the floor.

After a collective catching of breath, we began untangling ourselves from each other. Jenn backed up first, her cock undiminished and perpetually erect as it slid out of me. Judging by the ease with which she withdrew that fat dick from my ass, I remember thinking she must have really stretched me wider. Then I leaned, and then pretty much fell, backwards myself. My softening dick slid out of Emily's sopping cunt... and then kept sliding out, and out, and out. "What the?" I gasped, as my cockhead finally popped out of Emily, a full foot away from my balls.

Jenn looked over my shoulder at my wet dick. "You weren't... that big... when we started, were you?"

Emily rolled over to face the two of us, propping herself up against the couch, and looked down at my member, eyes growing wide. "Jesus Christ! It wasn't that big when it went into me!"

Indeed, my dick was now ridiculously long; as I stood up it dangled almost all the way to my knee. And it was soft. "How big will it be when it gets hard?" I wondered aloud.

"Pretty fucking huge," Emily responded, and forced a laugh. "I was going to say, you sure *felt* like you'd doubled in size, but. It looks like you did. How is that... possible...?"

Emily and I looked over at Jenn, who was wide-eyed and shaking her head. "No, look, it's not me. It must have just been a coincidence that I got my dick and Bobby's got long and --" She stopped herself abruptly.

"And?" Emily prompted, tipping her head to the side.

Jenn blushed, took a deep breath, and answered, "...and Mindy's boobs grew

two cup sizes overnight. Dammit."

Emily arched an eyebrow. "Who's Mindy?" she asked, crossing her arms.

"A girl at the downtown office with tits out to here and lips to just fucking die for," Jenn confessed, looking fearfully to Emily. "I was going to come home tonight and ask permission, but she was just so fucking *hot* today that at lunch, we... kinda fucked each other silly in her office. I'm sorry, Ems, I didn't have any intention to, it just sort of happened all at once..."

Emily blinked slowly, and nodded. "Well, it's... not like I haven't had my own indiscretions," she muttered, although with some difficulty.

I frowned at Emily's slurring, then looked over to Jenn. "Wait, at lunch? And your dick grew in just afterwards?" She nodded. "Did you get all light-headed after the sex?"

"Well, yeah, but I just thought it was a powerful orgasm because, well, it was..."

I touched my own forehead. "I had the same feeling just now, about ten minutes after you came in my mouth. And then my dick got huge and... you suddenly didn't need lubrication." I looked over at the other girl. "Emily, are you feeling alright?"

"A little... woozy," she admitted, and shifted slightly to prop herself up against the couch better.

Jenn looked fearfully at me. "Oh gods, it's contagious, isn't it? Sexually transmitted."

The both of us looked to Emily. "But I don't wanna big dick," she slurred, "I like being a girl, with girl parts an everything..."

"I don't think that's how it works, necessarily," I said, shaking my head. "I didn't grow bigger boobs, after all." As I spoke, however, I reached behind me and slid a finger between my ass cheeks. I found moisture there, and a little nub of skin that made me gasp when I touched it. "I do, however, seem to have a vagina in the back, now, complete with clitoris."

"What?" Jenn demanded. "That doesn't make any sense!"

I was about to respond when Emily made an uncertain sound, and shifted again against the couch. "I feel... uth... stheesthick..." she mumbled, as we watched her change. At first she didn't seem to be able to close her mouth, then it yawned

open wider and wider. Her white teeth seemed to sink down into her gums, and her tongue sharpened down to a point. Her mouth opened wider more, and her nose seemed to melt down into her upper lip. The round 'o' of her mouth then started to narrow, becoming a vertical slash from between her eyes down to her chin. The very tip of her tongue, now little more than a circular nub, poked out the bottom. The sides of her ersatz mouth grew puffy and slippery until...

"A pussy," Jenn breathed. Indeed, her nose and mouth had been replaced with a set of pussy lips, leaving her face nothing more than eyes and cunt. "Oh gods, look at her breasts!"

The brown aureole atop Emily's little breasts were growing, creeping out across the surface of the breasts, even as her nipples struck out, lengthening and thickening, until they were like little thumbs. When the aureole had covered the whole of her breasts, the breasts themselves trembled and began to expand. The aureole remained the same size, and as her boobs slid forward the aureole shrunk in comparison, until they topped a gargantuan pair of breasts, each easily larger than Emily's head. Even as the breast growth slowed to a halt, I watched as another set of nipples sprouted beneath her first two breasts, and another set began to grow, lifting up the first pair. And as the second set came to a rest, a third set blossomed beneath them. Each set was progressively smaller, and when the fourth pair made their appearance, just at the bottom of Emily's abdomen, they looked almost miniscule. I realized with a start that they were exactly the size of her original breasts.

"Guh, wha?" Emily mumbled as she came to, and then I could see her have the same 'snap back into focus' sensation that I had, and she sat up. "Wait, I'm gonna get a dick, too?" she asked, and reached down between her legs. She didn't find anything but her wet pussy, but her arm did bump up against her rack of breasts, which were then jostled into shimmying back and forth, each setting the next one off into movement. "What the hell?"

"Oh good, you can still talk," Jenn managed, and crawled forward towards her lover.

The pussy on Emily's face fluttered open and closed to enunciate her words, which was only slightly disturbing. "What do you mean I can still talk?" she demanded, and then paused. "Wait, what does that mean happened to my mouth?"

She lifted a hand, but Jenn caught it midway.

"Come see in a mirror," the amazon offered, and helped Emily to her feet.

"My ass feels kinda funny," Emily reported, and reached behind her. She shuddered a moment after.

"You probably have another vagina back there like I do," I offered, and took up Emily's other side to guide her towards the mirror on the opposite wall.

"What the fuck?!?" Emily shouted once she caught a glimpse of herself, and broke free of the two of us to run up and examine what was left of her face. "It's a fucking pussy!"

Jenn and I came up behind her uncertainly. How do you console someone when something like this happens? It made no sense.

"Bobby and I think it's like a contagious disease," Jenn offered. "I got it from Mindy at work, I gave it to him, he gave it to you. And it changes your body all... crazy-like."

"So it gave Mindy giant boobs, and it gave you bigger boobs and a dick, and it gave Bobby a bigger dick and a... a vagina in back, now?" Emily asked, turning towards me. "And for me it turns my mouth into a cunt, my ass into a cunt, and grows me six new breasts?"

"Yeah," I responded lamely. "I mean, it doesn't make any sense..."

"Sure it does," Emily responded with a decisive nod. "How much were you thinking about that crack earlier this evening that your dick was small but you were enthusiastic about it?"

I reddened. "Well, I mean, I wasn't *obsessing* on it or anything..."

"But it was in the forefront of your mind, especially cause I was asking if Jenn was too big for you," she insisted. Her new pussy-mouth kept moving and talking, and I tried not to stare at it, fascinated. "And at the same time Jenn was going at your ass dry, and you were wishing for a little lube in there, right?"

I hesitated just a moment too long before nodding.

Emily caught me. "You were actually thinking about having a pussy just like Jenn had a dick, weren't you?"

My whole body flushed red. "Yeah, I guess I was."

Emily then slapped Jenn on the arm. "Your favorite position was fucking me with a strap-on. You talked about having a dick and even a sex-change operation all

the time."

Jenn nodded. "Yeah, but Ems, you--"

"I," the other girl interrupted, "also had a favorite position, but only when we had guests over." She waited for Jenn to respond.

"What, you mean on your hands and knees while I fuck you, and you..." Jenn ground to a halt, and then finished, "...and you suck the guy's dick."

"Look at me, Jenn," Emily said, tipping her head to the side. "There is no one in the world better equipped than me to take it in both ends, now. Despite your fantasies, I've always had the bigger libido, and I've never been able to get enough. Even when we hosted orgies I was the last one standing, long after nobody else had the energy to stick it in me any longer. Can you imagine how many different people can fuck me all at once, now?"

"You mean you're... happy with that... change?" Jenn stammered uncertainly.

Emily giggled and turned to face her lover, sliding her hands around her hips and pressing their bodies together. Their breasts squeezed together between them, and I could see Jenn's eyelids flutter slightly. "I've always been jealous of your big titties, especially once I figured out how much you liked boobs on your lovers. Oh, and look at that, your new dick fits right up between the lower sets," she purred, and slid her body up and down ever so slightly against Jenn.

The two of them twined together, moaning and sighing with the occasional giggle thrown in for good measure. Eventually Emily broke away from Jenn long enough to look back towards me. "Jenn, love, we're being terrible hosts," she told her lover, and then proceeded to slink her way down Jenn's body, onto her knees, then onto her hands and knees, presenting her ass to me. "Take your pick, Bobby," she advised before wolfing down Jenn's twitching dick. I set my hands on either side of her generous hips and sunk my giant member inside her.

—

Later that night, we happened to turn on the news, which was broadcasting reports of the epidemic sweeping through the city. Apparently somebody had wanted breasts the size of a football field, and he ended up destroying a city block. Another woman had started lactating in such quantity that portions of the



beachfront were being washed away. City officials had declared a State of Emergency, although they did so through written statements, refusing to go before the cameras. Jenn had just gone shopping, so we holed up in the girls' flat to ride out the revolution. We didn't have any lack of things to do while we waited.