

This is a slight rewrite with additions on the original. It is longer and hopefully will provide more entertainment. I have been reading stories in the 'be' genre for quite some time now and decided it was finally time to marshal some willpower and give back the community which has written so much already. I hope I can live up if only in part to those before me. Special thanks to anyone who has spent their time writing for the masses. I don't think my writing sucks, and I'll bet yours doesn't either. Give it a try and keep the community going strong. Must be over 18, etc.

Thanks for reading, **Mr. Nuclear** (Magic, BE, MPG, Shem, Bond, Lac, Mult)

The Gilded Rose

Intro

I do not know where the road came from, its not as though I remembered it from the few times I had been in this part of California more than a decade ago. My dash mounted GPS device insisted however that I “turn left here”, demanding as only an electronic woman can, it was sure the road was a shortcut to the property I inherited. The clouds above were a cold, gray filter for the sun which turned the sky the color of a stately Navy ship. As I drove down the road my faith in the GPS mapping service wained as the asphalt gave way to nothing more than a gravel road which itself melted away to the brown mud of a waterlogged dirt one. “Piece of shit!” I swore at the screen as I knocked it askew in my rental car, contemplating turning around and heading back to the road I was on before, or seeing if I just needed more patience with technology. I pressed on until it grew dark shortly after, very nearly running into the bed and breakfast that was built on the side of a bend in the road. I pulled in close to the front door in case the threatening rain delivered on its promises before I left again. I decided I would inquire within if anyone knew the road I was looking for.

Above the well kept walls of the building hung a sign which proclaimed to any wayfaring traveler they had reached the “Gilded Rose Bed and Breakfast”. I stepped inside to see if anyone was manning the front desk who could guide me along to my destination. A plain looking woman stood listlessly behind the receptionist desk and looked a little surprised to see someone arrive.

“You do not have a reservation here.” she said with a hint of disdain as I approached from the door.

“Er, yes. Well, no. You see, I'm a bit lost and I was trying to find-”

She scowled and interrupted me before I could finish.

“You'll need to leave. This establishment is being rented out this weekend and they demand privacy.”

“Oh, well I was just looking for-”

“Now!”

“Listen here! I'm *terribly* lo-”

I did not finish the word, she looked me strait in the eyes and said simply “*Sleep*”. I lurched sideways

suddenly very tired, grabbing onto an ornate coat hanger to steady myself.

“If you refuse to go when asked then we will see how you like staying here, and we will assume you are...”

I did not hear her finish, I slumped to the floor and was only dimly aware of hitting my head, then blacked out. I awoke an indeterminate amount of time later on a very soft bed. My head was fuzzy and clearing it was difficult, but as I shook away the cobwebs I determined two things very quickly. One, I was very naked. This was not normally a bad thing, since that is how I usually slept, however it became more distressing when I realized I was also very chained to the bed.

As I laid on the bed looking around, it took a moment for my eyes to focus on my surroundings. There was a finished wood dresser in the corner with a mirror on it, and a large door across the room from the foot of my bed. The sheets I was on were comfortable enough, but offset quite a bit by the shackles around my arms and legs. The sound of someone ascending stairs outside my room started quietly, and grew in strength until they stopped just outside my door. It creaked open and standing in the door frame was...

The homely looking receptionist.

“You! I shouted, what did you do to me!”

“*Silence*” I found suddenly my voice had left me. “You have been most unwilling to follow directions so far tonight, lets make sure you *do exactly as you are told* while you are here from now on, understood?”

I sat mute, unable to respond to her. Unfazed by my sudden loss of vocalization she continued on. “You have interrupted a very private gathering, and now you find yourself in our possession until such time we decide to erase your memory of what you will see here and send you on to your pathetic life, or we decide to keep you.”

I didn't like the finality that crept into the end of her sentence.

She approached the side of the bed next to me and I squirmed away from her, my unsuccessful attempts eliciting only a wicked smile from the woman. She extended her hand over my face and ran two fingers down over my eyes, forcing them closed “*See clearly*” she continued the fingers down my face and when I opened my eyes I saw a vision of beauty before me. A tall, gorgeous woman who had striking red hair and enormous DD breasts held high by a black corset accented with red frill and matching stockings. There were suddenly others in the room too, all vixens of unsurpassed loveliness. There was a skinny brunette with striking blue eyes running one hand down her stomach into her skirt and another across her breasts. A blond who was topless with four perfect breasts and her hands on her hips running her tongue seductively across her teeth. One woman stood in leather, short jet black hair cropped just under her ears and pale white skin contrasting one another. She clutched in her hand a

leash collared to a shorter woman with two of the largest tits I had ever seen, easily E cup on her diminutive frame with nipples that made prominent dimples in her form fitting garb.

“I am Melisan,” the red woman said “a red priestess. These are my followers. You are now ours and will do as you are told, without question.” I nodded mutely in fearful agreement. She turned to her companions

“Leave us, I will initiate him and make sure he is pliable and willing.”

Chapter One

Melisan looked to me after the others had emptied from the room, her eyes drifting down to my cock. “Well then, now that we are alone at last, we shall get down to the business of your... initiation.”

She vaulted herself onto the bed and straddled me, rubbing my stirring dick with her silken panties, arms on either side of my chest and breasts dominating my vision. I could feel her warmth and my body turned against me with its arousal.

“Now it will just not do to have you flaccid and leave me wanting dear” A wicked grin again.

She pushed herself backwards and then bent down and wrapped her ruby lips around my dick, all the while looking me right in the eyes. It felt like heaven, her warm full lips and the gentle suction made me grow hard quickly. She pumped her mouth up and down a few times until I was fully erect.

“Well, this shall never do for a red priestess and her followers” she said as she took stock of my package. At another time I might have been insulted, but I hardly heard her. I was still reeling internally from her cock-tease and could feel the dampness on my dick cooling, making me even harder.

She placed her hand on my cock, her palm pressed against the top of its head, and closed her fingers around the base of my shaft. Slowly she began to run her fingers up the length of me and as she did she whispered to me “Grow, *grow*...” I could feel my dick expanding upwards with her fingers, the pleasure of it took my breath away. Slowly she grew my cock to eight inches in length. She paused for a moment to appreciate her handiwork. I was dumbfounded. “Not quite enough, I really love em deep you see.” She places her hand once more on my package, and continued to expand my dick, longer and thicker she made it, until it reached ten or eleven inches, easily. “That is better indeed” she stated and I sucked in a breath of air and looked down, my cock was resting at my belly button and feeling harder than I imagined possible.

“You may get bigger yet this evening, Arlya really loves cock deeper than anyone else Ive ever met. You should be so lucky.”

She then raised herself up and began rubbing her clit up and down the my shaft, never quite reaching its head and driving my insane with lust. She moaned deeply and threw her head back, using my dick to get herself good and wet. When she lowered herself down, and I could feel the red priestess'

pussy flexing and pulling, hungry to be filled, I practically came.

“Ahhhhh... that is so nice, so nice indeed. You know it has been a long time since I was with a man, a real one, enhanced even as you are by my power.” My eyes rolled in my head and I was lost in pleasure I had never known was possible. She began pump herself up and down on me, her large breasts pressed up in her corset and inches from my face. They covered my vision completely and my world was closed down to but the visions of bouncing tits and an indescribable wetness.

My balls began to twitch and I could feel myself beginning to come.

“Oh no, stop that at once!” she interjected, and I could feel myself stop at the verge of orgasm, teetering so close I could feel it in my teeth.

I thrust even harder into her for an eternity, straining against my restraints and wishing for climax. If I had the option to sell my soul at the very moment for release I would have, and counted it the deal of a lifetime. She righted herself strait up on me and I felt like I was thrusting so deep into her that it would choke her. Melisan looked down at me as I hammered away at her snatch and commanded me “*Come. Now.*” I did. As I was spurting into her she told me “*Don’t stop*, don’t stop until I say so!”

I felt a renewed surge of hot jizz flow through my balls and into her pussy as I filled it. My balls began to expand to keep up, growing as large as oranges and pulsing with pleasure as they delivered more cum than should be possible. Her stomach began to bulge with the volume of it and I could not remember anything before the pleasure. Melisan's tits began to expand too, spilling over the top of her corset. With a pop the corset gave way and Melisan's tits fell outward, her nipples lengthening and thickening. She reached up and played with her expanding nipples, holding her expanding tits and watching them grow even more.

As her tits expanded to E cups she yelled “Oh damn I love the feeling of growing tits!” And they increased their growth speed, growing as large as basketballs on her chest. I trashed beneath her, on the verge of blackout, stars flashing before my eyes that had developed tunnel vision so that all I saw was tits, all I felt was orgasm. She came loudly as I filled her with my cum, reciting incantations that made my head swim as they passed through me.

“Enough!” She finally said as her stomach bulged and her new breasts heaved with deep breaths. I stopped coming, and it was as if a small part of me died inside without the pleasure. More! I wanted more! I gasped for air, thrusting weakly into her. Her tits slowly stopped expanding.

“There will be no more from me tonight. Oh, do not look so forlorn over it.” I could see her stomach slowly deflating. “The seed you have imparted me feels good, and will soon be absorbed and will grant me longer life. I have been doing this many thousands of years, and if you follow my teachings here you may one day hold power such as mine.” I could feel myself growing soft again. “Do not despair though; your night has not yet begun. The others will want their turns with you, our new

initiate, and I'm sure you will find their tastes varied, and quite enjoyable indeed." She pulled her silk panties back up and looked over her shoulder as she stepped out of the door "Oh yes. You may speak again, but do be civil."

"Holy shit." Was all I could say. "Holy shit."

Chapter Two

My head sank back onto my pillow as her footsteps faded away, it swam with the memory of what had just happened. It was moments later that the brunette woman entered the room and was pulling the door closed behind her when I lifted my head to see who had entered. She looked at me, her blue eyes cutting deep and she smiled sweetly. "I am Arlya, it will be a pleasure I'm sure for the both of us."

"I see that Mistress Melisan has made some improvements to your equipment initiate." She said with a twinkle in her eye. "I must say, I do enjoy her work, she is an expert at what she does."

As she spoke she had circled around the bed, and she reached down as she studied me and ran a finger up my leg. My cock twitched. "You are a bit, frankly, hairier than I like my partners though."

As soon as the words had left her mouth I felt pins and needles all over my body, and I was suddenly hairless from the neck down. "Oh yes, that's much better. A good first step for us."

"Why, why are you doing this to me?" I whispered, unable to put into words the anger and confusion I had in my head.

"Oh my dear boy" Arlya cooed to me "Because we can. And because It feels good." She grinned her playful grin at me again. "Don't lie to me. I know you've enjoyed your night so far, haven't you?"

I wanted to tell her to fuck off. Instead I said simply "Yes."

"Good! I knew you were having fun, now shut up for just a minute while I use your conditioning to mold you into a plaything I can enjoy." Arlya bubbled.

She cupped my huge balls in her hand and pushed them gently into my body, they disappeared into me with a slight tingle and were gone. I stared, mouth agape, at my huge, ball-less cock.

Arlya giggled. "I've never been a big fan of all that jizz anyway. I much prefer my bitches with milk!" She outstretched one hand and hovered it over my chest, and focused intently. I could feel my chest warm under her hand, and the sensation began to concentrate around my nipples. My chest began to expand slowly.

"Oh, I do love a nice big pair of tits!" Arlya exclaimed. "They're so good for sucking, fucking. All the -ing suffixes are more fun when your partner is well endowed!" I stared helplessly at my chest, arms still chained to the headboard, legs spread eagle at the baseboard. Slowly my new tits grew, starting slowly, creeping from A to B cups. Arlya's brow began to form small drops of sweat as her

hand shook over me, the speed on my expansion increasing. My tits grew from diminutive B's up to C's and slowed there for a moment while she expanded my nipples. The warmth I had felt in my nipples increased tenfold, and they grew out away from my chest. Even without direct stimulation I could tell they were incredibly sensitive, the small currents of air strained my cock to its breaking point.

“Oh now those are some nice fucking nipples!” Arlya was obviously very proud of her work. “But like I said, I prefer my bitches with some milk.”

I felt my breasts begin to warm, I groaned loudly to myself and watched as my new C cup tits went off running. I could feel the pleasure mounting again as I was transformed into this woman's ideal sex plaything, my body molding itself to her every desire. As my tits passed the D mark, Arlya bent over and licked my cock from base to tip, then ran her lips over the head, eliciting a groan from me as my tits grew to DD's.

“They should start filling up with delicious milk now. The milk should also come out of your cock when it's... milked, appropriately. Let's see if we can test it out eh?” She lowered her head down over my cock again as my breasts continued to expand. As she bobbed up and down on my cock I could feel the warmth spread down from my breasts and into my member as she sucked hard on the head. My two inch long nipples began to leak milk from their tips that ran in small rivulets into the bed. Arlya moaned suddenly and looked me in the eyes. I could see she was swallowing, there was milk flowing out of my cock! I threw my head back and groaned. This only intensified Arlya's efforts on my dick and when I looked back down my tits had grown out to F cups, maybe even larger. As I stared down at her I could see that the flow of milk from my new nipples had increased its flow and was now jetting up in waves a half a foot before splashing down on both of us.

With a slurping, wet sound Arlya ended her oral work on me, and drew herself up and gave each of my nipples a good suck, then said to me “We're going to need to capture some of that milk for later stud”. She lowered herself delicately to the ground, and went around to the foot of the bed and began to work with something I couldn't see. She stood back up with two milking pumps attached to hoses, with the trademark wicked grin I had come to expect here, she floated back over to me and affixed the pumps to my still leaking nipples. As soon as she attached the first one my nipple surged out from my FF tit and began to leak a steady flow of milk into the tubing. She attached the other device and the gentle rhythmic sucking began to heighten my pleasure.

“Excellent!” She exclaimed, enjoying the view of her prisoner, “Tell me how they feel” She punctuated the word 'feel' with a squeeze of my tortured cock that started its flow of milk all over again.

“Oh, Jesus. Oh holy living fuck!” I stammered as she began to massage the head of my dick while the milking machine drew copious amounts of milk from my tits. She beamed at my plight, if

you can call that much pleasure plight. “Now lets get real kinky boy.”

She rolled her hands around my cock to the top, and held it the same way Melisan had. My eyes grew huge with the realization of what was coming “Oh please, please do it” I begged her, imagining exponential increase in pleasure I knew was in my near future. She ran her fingers up the shaft and said to me “Grow, *grow*” and my cock obeyed, starting at the ample ten inches Melisan had made me, and growing slowly with Arlya's work. She brought the cock up to 16 inches, 17 inches, and looking down between my milk laden tits I could see her bringing it closer and closer to them.

“Lets see how much pleasure you can give yourself, you may never want to do anything else ever again!” My expanded cock rested between my tits for a moment as Arlya took a moment to enjoy the view. “Oh, I just had the most wonderfully wicked idea” She adjusted my milking apparatus for a moment and then reached down between my tits and grabbed my engorged dick and expanded it more, bringing it right up into my face. It was a new, up close view of my cock Id never had before. “*Open up*” she commanded me. She grew it the last few inches it needed and she guided it into my mouth.

“Fantastic.” She reached up and unlocked my hand shackles, to my surprise. I flexed my freed hands for a moment before she commanded me once more. “*Now tit fuck yourself* while you suck yourself off.” I found myself reaching to either side of my FF tits and pressing them into the shaft of my cock. The head of my penis surged and I found myself swallowing a quick stream of milk.

“Oh, now thats just so God damned hot.” Arlya observed, and began to play with one of her tits and slipped the other one into her skirt. “Oh yeah, keep on fucking yourself, initiate. Don't stop until I tell you to.” I gurgled my ascension to her order through the haze of pleasure I was in. She positioned herself between my legs and I watched her over my tits and down my cock as she pulled off her skirt and top and fingered herself as I fucked myself.

“Oh yeah, god I'm gonna fuck the shit out of you” She rubbed her clit even harder while she looked down at her ministrations. Suddenly her hand shot out from her body and she threw her head back and cried out with in orgasm. She was holding a 14 inch cock that had grown right out of her pussy where her clit had been!

“Now your turn for new equipment.” She reached down below the base of my cock where she had removed my balls and pushed inwards, as she did so I could feel my body parting, reforming. I suddenly had a pussy. “Wicked.” Arlya grabbed her cock and slowly guided it into my new pussy, I could feel in growing and deepening as she pushed all the way into me. With her first thrust, I came instantly, a huge gush of milk flowing into my mouth. The milking machine was working overtime keeping up with my output of milk from my FF tits. Arlya began to pump in and out of me, and my new pussy clenched down on her cock. “Ohhh, God, yeah, nice and tight, the way I like it.” She hammered away at me harder and harder, lifting me up off the bed with each thrust.

I never wanted it to stop. I wanted to be fucked for the rest of my life, heaven couldn't have been any better than what Arlya was doing to me. She stopped.

“Fuck, please, more.” I begged, grinding my hips against nothing but air.

“Patience.” She Arlya told me, and she reached down and unlocked my ankle shackles. “Now turn over. Hands and knees. You're gonna tit fuck yourself while I take you from behind.”

And take me from behind she would. I waited on my hands and knees, with my cock firmly between my tits I began to slowly pump it and out between them. I looked down at myself, a gigantic cock stuck between two huge FF tits that were still leaking milk, albeit more slowly now, into a giant milking machine. I felt hands on my hips, and then a still new feeling of my pussy being filled up by cock. I pressed back against the intrusion and we began to fuck each other again. In and out she fucked me while holding on to my hips. She grabbed my hair and pulled my head up, looking me in the eyes through the mirror over the top of the headboard. As I watched she reached up and began to expand her own tits as well, her C cups growing while she used me for her pleasure. She rubbed them and tweaked her own nipples as her tits grew to the size of large grapefruit, maybe D or DD's. She pulled on her nipples and they lengthened in her hands, and she kept pulling on them until her nipples looked like thumbs sticking out of her DD tits.

“Fuck I need to milk too!” She began pumping her nipples while she trusted, and her nipples began to squirt milk all over my back. She looked back at me through the mirror.

“Oh yeah, look at me while I fuck you, look me right in the eyes you freak.” Arlya looked like a woman possessed in the mirror, her brown hair falling down in front of her face while we fucked. I could hear her breathing harder now, and her cock swelled in my cunt. Her cock started to grow again inside me, and my pussy deepened with it. I could feel the head of her cock at the top of my pussy traveling up my body as she fucked me. Slowly it traveled up my body as she rammed me harder and harder. When it hit my throat I felt a distinct shift in my body's physiology and suddenly there was a cock head pushing its way out of my mouth. She was fucking my whole body at once! My pussy began to flex all along her dick, milking it and giving pleasure as good as it got. In the mirror I could see myself getting fucked by this crazy woman, degraded and made into her fuck toy. My huge tits swang back and forth as we screwed and my milk began to flow faster into the machine. I moaned loudly, sending vibrations through my body and into her penis. She gasped twice and then rammed into me hard, and I could feel her hot cum flow through me. It was the final push I needed and I came hard, again. Our cocks sprayed a hot blast of milk all over my chest and onto the mirror, my nipples surged with milk and outpaced the machine, releasing them from the pumps and spraying all over the bed.

“Fucking A that was good” Arlya sighed. She pulled slowly out of me and collapsed onto the bed. “I'm gonna have to lobby Melisan hard to keep you, initiate.” I fell forward onto the bed, my huge

new tits depressing the bed and causing excess milk to pool around them, and passed out.

Chapter 3

Through the haze of sleep I found myself lucid dreaming, I knew it was a dream but that didn't stop it from feeling amazing. The blond was sucking slowly on my cock while reaching up and playing with my nipples. "I think hes waking up." The unexpected voice pulled me out of the dream. I opened my eyes to find myself strapped to a wall. Melisan and Arlya stood in front of me, both of them with wide smiles on their faces. The first thing I noticed as I followed their gaze down to my chest was that my breasts had shrunk to DD's, but they had been affixed with pumps again that were milking a constant flow of milk. Below them my cock had been put in a pump of its own, with a soft jelly attachment at the top that rotated around the head of my cock, it was sucking lightly too as well, my cock leaking milk. Though I couldn't feel it, I realized there was a vibrator strapped into my pussy, buzzing softly and helping build the pleasure assault I was under.

"It is time to dispense with the formalities. Now we will begin your interrogation." Melisan said sweetly. "You will answer all of our questions truthfully. I could force you to tell me what I want to know, but I find this approach so much more enjoyable." She turned to Arlya beside her and said "Hook up the IV. We dont want him to dehydrate. Oh, and give him a shot of the serum to keep him really riled up."

Arlya nodded, and walked around beside me to a small cart and after a moments preparation affixed the IV with a small pinch in my arm. She picked up a needle with a clear fluid in it, tapped out the bubbles and pushed it into the IV port. "Done."

"You should feel in a few moments, a chemical enhancement we like to use as a recreational experience. A invention of our own, its very potent. Of course, were not going to be using it for recreation today, so we gave you five times the normal dose!" Melisan paused for a moment and I began to feel the drugs first effects. "Its effects are very similar to exstacy, you should become ten times more sensitive, easily! Of course, there will be some lingering effects even once its passed from your body, in some cases it can effect your sensitivity permanently!" The two of them cackled at me, and suddenly I knew she wasn't lying about the increase. I could feel every bump on the jelly rotator on the head of my cock, and my nipples hardened in their pumps.

"We will start with some easy questions then." Melisan leaned in close to my face "What is your name?"

"John. Its John." I gasped as Melisan turned a knob on the wall next to me and the jelly spun faster around my cock.

"Okay John, whats your last name?"

“Shelton.”

“John Shelton, huh? Okay John, lets get a little more personal. What are you doing out here?”

“Looking, looking for property I inherited.” I stammered “The GPS told me to go this way.”

“Did it now John? Why are you lying to me?”

“Lying?! Im not lying!” My eyes widened in fear.

“Of course you are John. You are the third spy we've caught so far, you though you could just waltz in and steal our secrets did you?!” She had a real tone of menace now, and I didn't know what she was talking about. She 'tortured' me for what seemed like hours. I came so many times I couldn't remember anything, her questions got more bizarre, she asked me about crazy, fantastical things. Societies I knew nothing about. I told her everything I could. My social. My address. Family members names. Everything but what I couldn't tell her, what she really wanted to know, but I couldn't answer questions I didn't have answers to.

She expanded my tits more, telling me she was going to leave me permanently with a pair of G tits that leaked milk all the time. She threatened to turn me fully into a woman and leave me on the street with an addiction to cock. She threaten to make me a man with a cock to big no woman would ever be able to please me ever again, that I would be nothing but a giant penis. She told me she was going to shrink me into a human dildo that would be passed around her order as a piece of property, destined to live a life of sexual servitude. She sped up the vibrator in my snatch and hit the maximum speed the jelly disk on my cock would rotate at. I came, and I came. Everything was a blur, an unfocused reality punctuated only by climax and Melisan's questions. She had sent Arlya out of the room with a whisper in the ear a while ago, and when she returned they conferred with each other for a moment in hushed whispers while I trashed on her fucking machine.

“What, really?” Melisan sounded genuinely startled. She turned back to me. “*Tell me the truth.*” She commanded me, “Are you telling me the truth? Do you really not know anything?”

“Of course not!” I felt like I was going crazy with the pleasure.

“Interesting. *Sleep.*”

I slept again.

To Be Continued. Sleep.