

Sexual Alchemy, Chapter III: Brianna and Cindy Part 2

By: Sysop

The usual disclaimer applies. You've all read it before, so I'm not going to get in to it. If you are under 18, stop reading now or your eyeballs are going to explode and you are going to grow immense amounts of hair on your palms.

This is follow-on to Chapter II which can be found at:

<http://overflowingbra.com/storyratings.htm?rateID=2492>

<http://www.overflowingbra.com/storyratings.htm?rateID=2674>

The latest and greatest (and some beta chapters) can be found on “The Changing Mirror” at:

<http://thechangingmirror.com/phpbb/viewtopic.php?f=11&t=1515>

Sheila watched invisible in the corner. She couldn't help but snicker in glee as she watched the scene in front of her. “BJ” Brianna was struggling mightily to fit Steve's gigantic cock into her mouth. She licked and sucked the now fifteen inch long cock as best as she could, and had her finger stuck up Steve's ass massaging Steve's prostate in a desperate attempt to get him to cum.

Brianna had packed on about thirty pounds of pure fat since she drank the potion about an hour ago. Her once trim figure had given way to thick thighs, a much bigger ass, a bulging waistline, and a pronounced double-chin. But the primary beneficiary of the extra weight was her much bigger breasts. Her formerly firm 32B tits had almost quadrupled in size as Brianna added pound after pound from the cum that she drank. Her funbags now hung heavy on her chest and wobbled back and forth as she tried to get Steve to cum.

“Steve” Sheila thought as she examined the football player. Steve’s cock had grown to almost three times his original size in both length and girth. His balls had also grown to the size of large fleshy oranges. This part of Sheila’s plan was going perfectly. The initial effects of the potion made Brianna crave cum more and more. Her (somewhat) willing partner Steve was able to produce more and more to satisfy Brianna’s hunger, and make her grow bigger and bigger. The only problem for Brianna is that Steve was rapidly getting too big for Brianna to suck off. The entire scene was making Sheila horny, and her pantyless pussy began to ooze cum down her inner thighs.

“What is wrong with me? Why am I enjoying this sooo much?” Sheila thought as she considered the scene in front of her. Before long, it was too much for her and she reached down under her dress and started to rapidly frag her clit. About 30 seconds later, Sheila was getting close to cumming when Brianna made a whimpering sound in front of her.

Barely able to fit Steve’s cock in her mouth, Brianna redoubled her effort to get Steve’s reward. She began to bob her head up and down faster on the leading few inches of Steve’s dick. Because of the tough fit, thick strands of her saliva was dripping down his shaft. Desperate to taste his spunk, she reached up with her free hand and began to stroke his shaft up and down. She also curled her finger that was exploring his prostate. She felt the Steve’s gigantic pole shudder, and his huge balls tense up as he began to cum.

Her hunger driving her, and anticipating her reward, Brianna locked her now plump lips around Steve’s shaft to try and swallow every drop. Steve’s cock convulsed as a thick spurt of cum burst forth. Brianna took it for the first few seconds, then her cheeks started to puff out as she tried to swallow every bit. Eventually she started to lose the battle and her cheeks filled out like a chipmunk. Then thick drops of cum started to ooze down Steve’s cock. Brianna wasn’t having

any of that, disengaged her prostate massaging finger and tried to catch as much of Steve's cum as she could.

Steve stopped cumming, and Brianna swallowed like her life depended on it. She eventually pulled off of his gigantic cock head, and quickly continued to round up as much stray cum as she could from his shaft. By this time, the massive amounts of cum had caused her stomach to distend outwards like she had eaten multiple thanksgiving dinners.

Sheila continued to rub her clitoris and she giggled as she watched the formerly trim (and bitchy) cheerleader shove her sperm drenched fingers in her mouth to try and savor every drop. Brianna had a look of abandon on her face as she tried to swallow as much spunk as she can. She licked her fingers like she had just eaten the best meal that she had ever eaten and was trying to savor the experience. Just then Steve shuddered and passed out, completely spent.

Brianna looked down at the prone form of Steve. His gigantic cock was softening involuntarily, and his balls, now the size of grapefruit, hung down between his legs, completely drained. All of a sudden, Brianna was hit with an orgasm that topped even the ones that she had felt earlier in the day. She shuddered and almost fell over as the throws of pleasure hit her. Then Brianna felt it, that strange sensation in her stomach was back. She shuddered as the warm feeling moved from her stomach outwards to her entire body.

As she watched, Sheila saw Brianna start become more and more plump. Because of the magic in the potion, the sperm in Brianna's distended stomach was being actively converted to pounds and pounds of fat. Sheila could barely contain herself, and started to cum as well while she watched Brianna plump up in front of her eyes. Everywhere she looked, Brianna was growing. Her thighs were packing on more and more cellulite, her arms and stomach packed on pounds. Her formerly toned ass expanded outward as more and more fat piled on. But the largest beneficiary of the extra weight was Brianna's breasts... Brianna's breasts had

become full-fledged fat, droopy tits. Where once stood perky athletic breasts (and nothing to write home about) were gargantuan boobs that hung heavily down to her navel. Unlike Lucy's potion which had basically grown her boobs and maintained her shape, this one had added fat, and lots of it to Brianna's chest. Even her areolas had spread out as her breasts quivered and grew. When the whole process began, before she swallowed her first load of cum, they were normal and about two inches across. Now her areolas had spread significantly, capping Brianna's big fat tits and were at least five to six inches across.

Sheila couldn't hold back anymore as she stared at Brianna's changing form. "Wow, look at that fat cow" she thought as she continued to play with herself. Sensations from her clit exploded inward into the best orgasm that SHE had ever felt, and involuntarily, she collapsed into a (invisible) heap on the ground. This once again caused all of the potions in her [backpack] to clank together and startled the now tubby Brianna out of her trance.

Brianna briefly looked in Sheila's direction with a quizzical expression on her face. As Brianna was staring that way, Sheila began to feel a strange sensation welling up in her stomach. She literally had to bite her lip as the sensation moved from her stomach to the rest of her body and she tried to not make any more noise. It felt like her entire body was tingling, and it made her whimper, awash in the sensation.

Brianna heard this and took one step towards where the invisible Sheila was sitting in order to investigate. She didn't get far however as the next wave of orgasm hit her and she quivered and stopped in her tracks. By this time, Brianna had metabolized most of Steve's cum, and while she wasn't as hungry as last time, she could tell that her orgasm was finished... In a manner befitting a junkie, she turned back towards Steve's prone form and began to formulate how to get more of his cum.

Steve was still passed out, reclining back on the couch with his cock and balls hanging heavily down in front of him. Steve was now completely flaccid and his cock maintained a still-impressive seven inches in its current form. Even now it hung heavily down and rested against his giant ballsack.

Brianna sauntered over and kneeled in front of Steve's manhood. She first tried to jack him off, but it was to no avail. Try as she might, she couldn't get him hard in his current state. "Well, I know one thing that always works" she thought, and she bent down and started to suck him off.

Sheila exhaled and stood up carefully. It took a little bit more effort to pick herself up than it usually did. She looked down to try and see what was going on, and immediately thought "Doh! Of course I can't see myself, I drank a fucking invisibility potion." She did the next best thing and (carefully) felt around her body to see what was going on. "Do I seem a little bit bigger in the belly?" she thought as she explored her form. "And why is my bra so tight all of a sudden? Nahhh, it must be that time of the month or something." She carefully walked past Brianna who was trying frantically, in vain, to get the unconscious Steve hard again.

She then walked out the door and headed towards Cindy's room. When she got to the room, she opened the door and was surprised at what she saw...

Sheila sat in awe staring at the scene that was playing out in the dorm room in front of her. "That was not supposed to happen! When I get home, we are going to have some words Luferra! I told her exactly what I wanted to happen to Cindy, and this is NOT it!" She remembered back to earlier in the afternoon when she had laid out the plan to Luferra...

“That will take care of BJ Brianna...” Sheila said to the visage in the mirror. “Now, I need something really special for... What do the boys call her? Oh yeah, ‘Chesty Cindy’. I still remember that frat party when she stole my date by shoving her tits in his face and talking in her stupid overexaggerated southern drawl.”

“What did she say to him mistress?” Luferra asked as she saw Sheila’s gaze drift off in angry recollection. Luferra smiled slyly as she examined her ‘mistress’ and the look on her face. “So easy to manipulate this one.” She thought.

“That bitch lowered her cleavage into Tom’s view and told him that ‘it was mighty cute that you brought your little sis to a college shindig.’ Then she asked him if he’d like to ‘dance with a fully developed woman’ and looked coyly towards my chest.” Sheila Paused before continuing “They’ve been dating ever since, but I’ve heard that she sleeps around on Tom whenever she gets the chance. Not that Tom is very loyal either, that big dumb jock.”

Sheila’s face contorted in thought. “I need a potion to teach old ‘Chesty Cindy’ a lesson. Something that will make it so that everyone looks past her perfect boobs and sees that she is really just a big fat dumb hick cow.”

“OK mistress, big fat hiccupping cow, we can do that!” Luferra said as Sheila snapped her eyes back to the mirror frustrated with the spirit’s lack of understanding.

Sheila stomped her foot in agitation. “No, Luferra. I said ‘hick’... As in from the country... As in backwards... stupid... slow...”

“Ok, I think I’ve got it mistress” Luferra said. “She used her attractive breasts to lure your potential suitor away from you. So you need a potion that will ensure that she doesn't do that again, and one that exposes her as the fat stupid country cow that she is? I have just the thing....”

“Good Luferra” Sheila said as she began to daydream about her revenge against Cindy. She thought of many scenarios for her intended victim. In one, her ex Tom was titfucking Cindy as the potion started to work its magic. Tom was thrusting in and out of Cindy’s ample cleavage, enjoying playing with her generous EE breasts.

“Oh yeah babe” imaginary Tom said as he looked down at his girlfriend. “you were right, I really needed to experience a fully developed woman.” As he pumped his huge dick in and out of Cindy’s slippery tits, she shuddered, and ever so slowly, they began to shrink. From EE cups, they shrank to DDs, then Ds, and on down the alphabet.

Imaginary Tom looked down and started to wonder what was going on. His big cock seemed to be covered with less and less titflesh from his date. Less than a minute ago, she was able to easily wrap her cans around his shaft, and now he was starting to see more and more of his cock as her breasts seemed to be getting smaller and smaller with every passing second.

Imaginary Cindy noticed Tom looking down at her in a weird way and saw what he was looking at. “No! What’s happening to me!?” she thought as she saw her now much smaller tits struggling to engulf his member. “Please no! Not my boobies!” she thought as she struggled to appease Tom. “Without my boobies, I’ll just be a fat dumb hick” Sheila’s version of Imaginary Cindy thought.

She struggled mightily to make the titjob work as Tom thrust in and out of her diminishing chest. Pretty soon, she was down to a B cup, and looked positively chubby without her oversized tits. She struggled to wrap her small tits around Tom's member, trying desperately to get him off. "Don't worry sugah, momma's gunna do ya real good. Just keep pumpin' that cock in these here titties." She said as she struggled more and more to keep her boobs around his cock.

Imaginary Tom looked down at his shrinking girlfriend and was appalled. "Bitch" he thought, "The only reason that I even dated you was for those titties, and look at you now." He pumped away as Cindy's chest continued to get smaller and smaller. As he looked down, she was desperately trying to cup what was left of her boobs around his cock, and she started to move her whole torso in an effort to get him off. Imaginary Tom looked down in disdain at the once-busty cheerleader. She literally had nothing left that made her attractive to him. She was just a fat, flat, hick. As he made that observation, his dick started to soften.

Cindy, now an A cup, looked like a fat girl with two perky nipples sticking out where her ample boobs used to be. She literally had no boobs to speak of, and it made her plump frame all the more evident. In a near panic now and watching her boyfriend get soft before her eyes, she moved to try and get him off. She sat up and started to rub her flat chest against his softening cock. Up and down she bobbed, her thick thighs and ass jiggling from the effort. "Please Sugah, I'll let you do whatever ya want to me." She said as Imaginary Tom looked down in disgust. "I'll even let you take me from behind" she said pleadingly.

Imaginary Tom was now completely limp, and he looked down at Imaginary Cindy and said, "You know babe, maybe it was a mistake to start dating you. I think I need to find myself a REAL woman, not some fat hick cow. Maybe I'll go and see what my ex is up to."

With that imaginary Cindy burst into tears, and ran out of the room.

Back in the present, Sheila started at the scene in the dorm room and couldn't believe how different it was from the daydream that she had earlier in the day...

Sheila's jaw dropped as she quietly walked through the door and into the dorm room. On the bed, Cindy was on all fours being fucked doggy-style by Rob while Paul was positioned in front of her. Cindy was doing her best to suck Paul's cock as she was being jostled back and forth by Rob's pounding. The two well-built football players had vacant and lustful grins on their faces as they used and abused the blonde cheerleader from both ends. With the way that the potions had worked so far, all of this wasn't a shock to Sheila. The previous potion "applications" tonight had caused Sheila to expect each victim to do things that would make a nymphomaniac look tame.

What was shocking to Sheila was Cindy. Her breasts to be precise. In her mind's eye, she had planned the perfect revenge against the plump and busty cheerleader. The reality in front of her was vastly different.

Cindy's massive boobs were swaying forward and back with each thrust from Rob. But they hadn't shrunk like Sheila imagined. Instead, they had grown significantly and were now hanging down way past Cindy's elbows, each with much more "girth" than before. Each breast was also capped with a freakishly oversized nipple that extended down at least three inches from her Cindy's now much wider areolas... And those weren't the only changes. Cindy's breasts were now criss-crossed with thick blue and purple veins producing a kind of raised "roadmap" against the surface of her breasts. No one in the room seemed to notice the changes, however. Cindy and the boys were too busy getting their freak on to notice anything but the pleasurable sensations from their groins.

“I’m going to really have a talk with Luferra when I get back home.” Sheila thought. “Why does every single freaking potion that I use cause these bitches to grow huge tits? I said FAT for Brianna, and I thought I was pretty clear for Cindy...”

Sheila was startled out of her musing when she heard a loud wet fleshy “slllurrrp” from behind Cindy. Her attention returned to the trio in front of her and she realized that Rob had pulled out of Cindy and was switching places with Paul... Cindy’s tits looked even more massive at rest, and they were literally smashed between her arms as she continued to sit on all fours. Feeling the extra flesh hanging down, and contacting her arms at all the wrong places, Cindy looked down and gave a quick yelp at what she saw. She started to sit up with confusion in her eyes, but then she saw Rob’s massive cock head inches from her lips. It was hard for her to concentrate on anything but the man meat that was situated in front of her.

“Holy shit!” Sheila thought as she looked at Rob’s rock hard cock. She had been too preoccupied with Cindy to notice the changes that the other potion had wrought on the Boys. Rob’s cock was at least a foot long and about the girth of a beer bottle. Paul was trailing behind... But not by much. He must have been ten inches to Rob’s twelve and slightly smaller in girth. As Paul was walking around to mount Cindy, Sheila saw that both boys had also grown significantly larger balls. Rob’s swayed heavily with every step, and hung down at least six inches from the base of his cock.

The sight of the huge packages was making Sheila very horny. She tried to fight it as best as she could, but she soon felt herself get wet “down there” as blood flowed to her pussy and clit. “Unnnnghhh, I have to fight this” Sheila thought “what the hell is happening to me? Why can’t I stop myself tonight?”

Sheila was snapped out of her own thoughts by Cindy's southern drawl.

"Umm Sugah, somethang's wrong here" the blonde said as she stared at the head of Rob's huge cock, enthralled. Try as she might, it was getting harder and harder for Cindy to concentrate on anything... She stared straight ahead at the massive organ in front of her, and a little voice in her head chimed out "something's wrong, I've got to stop!" even as her desires quickly drowned out her other thoughts. She thought about men, and cocks, and her tits.

"Wait, no!" Cindy thought as she again looked down again at her breasts straining between her arms. "Something is wrong with my breasts... They are freaking huge... and my nipples they've gotten so big." A split second later she thought about it more. "They are perfect for Rob and Paul to suck on.... Suck... Suck... I want to suck. I need to suck... I NEED to suck cock!"

All questions erased, Cindy grabbed Rob's extra-large cock with one hand and did her best to stuff it into her mouth. She had little room to spare as her teeth barely cleared the massive shaft. Around the back, Paul thrust his cock into Cindy's pussy and found little resistance due to the heavy fucking that Rob had just laid down. Paul began to thrust in and out of her sopping wet slit.

As Sheila watched she thought that she saw Cindy's boobs grow slightly with every swing forward. She was almost sure of it... They had definitely grown since she first walked in to the room. It was really hard to tell, but Cindy's nipples also looked bigger both in girth and length. It was almost like every second that Cindy spent with a cock in her pussy made her boobs grow slightly. Completely lost in ecstasy now, Cindy squealed with delight as Paul began to finger her clit from behind. She lifted a knee off of the ground and started bucking her hips full force into Paul's hard cock, still sucking Rob off as best as she could.

The extra lateral movement must have done something for the blowjob, because Rob began to groan and buck his hips like he was getting ready to cum. He grunted and said “Uh I think I’m gunna...” Cindy, instinctively spit out Rob’s cock. “Afterall” she thought “I’ve never let boys.... What was it I never... Oh cock!” She thought as she saw Rob’s dick bobbing in front of her. With a silly grin on her face she reached up and started stroking Rob’s massive prick.

Cindy tried to think of something to say, but all that came out was “Cum... stud!” as she looked up quizzically at Rob’s cock. That was as much encouragement as Rob needed and he tensed up once and then began to spurt cum all of Cindy’s face.

Rob spurted and spurted for what seemed like an eternity. When he was done he had covered most of Cindy’s plump face with thick spurts of his man juice. Completely spent, he groaned and slumped backwards into a chair. With cum dripping from her face and down into her growing boobs, Cindy’s world was slowly dimming except for the feelings that were coming from her cunt. Words escaped her as she reacted to Paul’s thrusts. She wanted to yell “Yeehaw ya big stud! Fuck this cowgirl senseless!” but all that came out was a long “Yeeeeeeeeeeeeehaawwwwww.” She bucked her hips harder and harder as Paul thrust in and out of her. Soon, not content with the position, she pulled forward to disengage from Paul and spun around, massive tits flopping from side to side. With the same grin on her face, she shoved Paul down onto the bed and crawled forward. As she did, her massive nipples dragged along his chest leaving small streaks of liquid where they trailed. She knew when she was in the right position when she felt his cock slide against her sopping wet pussy, so she sat up and mounted him cowgirl style.

Once Paul’s cock was in her cunt, Cindy began to buck back and forth like she was riding a bull, and as Sheila watched, she was sure that she saw the cum-covered girl’s breasts grow with each movement. Each time Cindy’s breasts would hit her chest, it seemed like there was more mass to them, and less and less bounce. Sheila

saw that with each movement, her breasts were growing, but were also getting TIGHTER, as if they were filling with liquid from the inside. Soon Cindy's breasts prominently displayed the massive veins that were running on the exterior and they began to sway less and less with each buck of her hips. Sheila watched as the Cheerleader's luxurious blonde curls thinned out and became straighter and more straw colored. Cindy smiled in pleasure from the sensations that she was feeling in her pussy, and as she smiled Sheila saw that the former southern belle had grown two big buckteeth, which completely changed her appearance. Sheila also saw freckles burst forth on to Cindy's formerly perfect skin. All together, the changes added up to a rather dramatic transformation for Cindy.

Continuing to move her gaze downward, Sheila realized with a start that the girl's breasts had nearly doubled in size since she had first walked into the room. They were now each much larger than Cindy's head, and continued their growth. Sheila also saw droplets of white liquid appearing on the Blonde's prodigious nipples.

"Is that... Milk?" Sheila thought. "Cowgirl. Cow. Oh Luferra!" she thought deviously. For some reason, seeing this new development made Sheila even hornier, and she couldn't help herself any more. She reached down under her skirt and started to finger her slit. Sheila was now the one enthralled as she watched the cheerleader riding up and down on the football player's massive pole.

Before long Cindy's breasts had lost all flexibility and were sitting as massive rock-hard, veiny boulders on her chest as she moved up and down on Paul's shaft. For a split second the aching from her breasts registered in the now vapid blonde's mind, and she looked down with a start. Cindy whimpered as she began to reach a hand toward one of her tits. Paul playfully slapped her hand away and grabbed the massive breast with both hands. He moved his head the few inches (because now it was only a few inches) that it took to place Cindy's huge, five inch nipple into his mouth. He began to suck and lick ever so softly. This drove Cindy wild, and immediately evaporated any concerns that she had previously thought of.

As Paul sucked and gulped, Sheila saw Cindy quiver in time with his mouth's movements. The milk must have tasted good to Paul, because he appeared to literally be chugging down the creamy fluid. Cindy's body responded to the pleasurable sensations, and as Sheila watched, milk began to flow from the non-engaged boob. Paul momentarily pulled back from Cindy's tit and milk poured down his chin and on to his chest. Sheila noticed that the left breast that he had been sucking on looked deflated and not as full. He took a breath and then immediately reattached and started to suck in earnest. This continued for a few minutes and finally Paul detached from Cindy's breast with a punch-drunk look on his face. Cindy's left boob now was completely deflated and hung down saggily on her ribcage. It was still massive, having nearly doubled in size since the night began, but it had completely lost any perkyness and was now capped with a huge nipple that stuck down at least three inches. All told including her nipple, the breast hung down a few inches lower than her belly button. All of this was in stark contrast to her right breast which was still achingly full and dribbling milk.

Paul, his cock still inside of Cindy, wobbled around as he reached down to his swollen belly that was full of her sweet milk. He groaned, and Sheila heard a loud rumble from his stomach. She then heard an even louder gurgle and Paul's eyes rolled back in his head. As she watched, Paul's features began to shift and change.

The once toned Football player's Physique started to soften as he became fatter as the multiple gallons of creamy goodness in his stomach was metabolized almost instantly. The change wasn't super dramatic, but Sheila saw his abs disappear behind a layer of fat, and then his arms lose some of their definition. The changes then moved down to his legs and up to his head where his face plumpened a bit and a slight double chin formed Paul snapped back to reality and stared right at Cindy's lopsided tits. "Mmmmm Dady needs more milk. He exclaimed as he latched on to the other still-gravid breast. He resumed pumping his cock in and out of Cindy's maxed out pussy.

All of this action was too much for Sheila, and she started to feel the very first stirring of an orgasm gathering in her pussy. She started to frag her clit with abandon as she tried desperately to get herself off, staring at the scene in front of her.

Cindy was continuing to ride Paul's cock. It was an almost comical sight as her saggy hanger on her left flapped and flopped heavily against her ribcage while her overly full right breast stayed almost motionless as Paul sucked on it. With the feelings from Paul suckling her nipple, Cindy couldn't take any more...She clamped down hard on his cock with her pussy and began to quake and quiver as an orgasm hit her.

Sheila was almost there herself, and was stroking her clit furiously trying to reach orgasm. Without any warning something hit Sheila hard on her back and she lurched forward and fell onto the chair that Rob was sleeping on. Rob quickly came-to and looked up trying to discern the invisible weight that was pressing down on him.

Sheila squeaked and quickly flipped to the side of the chair. As she looked up she made out a large silhouette in the open doorway. The silhouette took a step forward into the light, and Sheila saw Brianna come into focus.

Brianna had a look of unabashed hunger in her eyes as she quickly scanned the room. Brianna's eyes stopped on Rob still laying confused in the chair, and she smiled, staring at his huge, but softening cock. Then a grunt from Cindy grabbed her attention. Her eyes darted in that direction and her smile grew even bigger. She walked over to the other cheerleader and positioned herself straddling Paul's head and facing Cindy. The whole time, Brianna's eyes didn't waver from Cindy's face. Brianna quickly kissed Cindy on her cum covered lips. She then pulled back away from Cindy and licked her lips like she had just eaten an ice cream cone.

Cindy snapped her attention to Brianna, and noticed that something was wrong with the brunette. “Darlin,” she said “Have you put on some weight or sumptin” Cindy asked. She was surprised at her ability to speak, in contrast to earlier, and she began to look around, surveying the rest of the room. She then felt a discomfort from her chest, and looked down. She let out a yelp at the sight of her rock-hard right breast and heavy saggy left breast. She reached a tentative hand down and under her left nipple which was now at least six inches long and solid, looking for all intents and purposes like a flesh colored popsicle sticking down from her boob. As she touched her teat, she squeaked in both horror and pleasure as a jolt surged through her body and milk began to dribble slightly from the nipple. She again felt the intense need to have someone suckle from her breasts, and was rewarded when Paul began to suck in earnest on her right breast which began to drain ever so slowly.

All of a sudden, Paul, who had inexplicably paused his thrusting, started to move his hips again starting to pump his cock in and out of Cindy’s pussy. Any thoughts that Cindy had were quickly replaced by the sensations that were coming from her maxed out pussy. Soon she forgot what she was thinking about and looked back at Brianna’s now plump face. Brianna swooped in for another passionate kiss, and started to lick the cum off of Cindy’s face...

A few moments earlier... Paul was momentarily stunned when Brianna had straddled his face. In fact, as he looked up at the pussy that hung inches from his mouth and nose, the first hints of realization that something wasn't right hit him. There was much more of Brianna above him than there should be. Above her pussy, he could see a prominent belly that stuck out in a pooch. Above that, two very fat, pendulous breasts hung heavy down on to her stomach. He quickly turned his head to the side and saw some “tree trunk” thighs with lots of cellulite.

“Wait, what the hell is going on?” Paul thought. “Is this Brianna?” He was busy processing the situation when Brianna sat her (now much larger) ass down and gave Paul a mouth full of her pussy. The taste of her sweet pussy juices triggered something deep inside of Paul and he unconsciously started to buck his hips as he began to lick Brianna’s puffy pussy. He felt his cock, which was deeply wedged into Cindy’s cunt, get harder (if that was even possible), as he pounded away.

Brianna continued to kiss and lick Cindy, sometimes stopping to scoop a particularly large wad of cum out of the Blonde’s hair or face. Her stomach let out a large growl as she unconsciously craved the cum that was on Cindy.

At the same time, Paul was trying his best to pleasure Brianna with his tongue and Cindy with his cock. Pretty soon, the stimulation was too much for him and he felt the first stirrings of an orgasm forming deep in his balls. “Urrhhff” he moaned as Brianna rode his face. “Urrrrffe aaaam Gunnd Cum!” he said as best he could. Brianna heard the word cum, and instinctively pushed Cindy backward to try and free Paul’s cock.

“Hey” Cindy screamed as the now much larger girl shoved her aside.

“No time... Need Cum!” Brianna grunted. She grabbed Paul’s cock with both hands and placed her mouth over his head as best as she could. She started to stroke his cock, trying to coax the cum from his sack. Without any warning, Paul shot his load into the chubby cheerleader’s mouth.

Brianna was instantly hit with a massive orgasm, much bigger than the previous ones. She shuddered and shook as she felt the pleasure spread from her pussy all the way throughout her body. Brianna swallowed and swallowed for at least thirty seconds. And when Paul stopped cumming, she placed his cock head in her mouth and methodically stroked it in order to get every last drop out. Her body began to tingle stronger as the cum hit her stomach.

As Paul was coming down from his own orgasm, he began to feel an increasing weight on his head. He reached up and pushed Brianna up off of his face. As he watched, his vision slowly filled with more and more of Brianna's flesh. Her thighs thickened taking up more of his peripheral Vision. Next, Brianna's pussy literally moved closer and closer to his mouth as she added pounds and pounds of fat to her stomach. Her pussy seemed to pulse and quiver as the growth took place, and Paul noticed that her inner and outer lips seemed to plump up and expand as he watched, inches away from her growing slit.

Paul didn't have much time to think about it. Brianna's pussy lips continued their growth and he noticed that her mons was growing too. It was almost like every heart beat was making her vagina swell more and more. Her pussy continued to swell, and Paul had to pull himself away from directly under Brianna. As he looked upwards, he saw her breasts get inexplicitly larger as they in-turn plumped up. Her nipples sagged closer to his face as they grew.

Sheila had found a new hiding place to the side of the door, and was now seated with her back to a dresser, legs up to the side, and frigging her clit furiously. The changes in front of her were too much. She began to shudder and shake as she felt an enormous orgasm start to form in her own pussy. She groaned unconsciously as she shook back and forth in the throes of her orgasm. Soon she felt the strange tingling move from her pussy to her legs, clit, stomach, and breasts. She looked down at her legs which were sticking out of her skirt, and as she watched, she could swear that she saw her thighs swell up ever so slightly. In the bottom of her vision, she saw a subtle surge as her breasts, which were already pushing up out of her too small bra, started to swell outward ever so slightly. She only had milliseconds to process this as she heard a gasp from the direction of Cindy, Brianna, and Paul.

“What ta hell?” Cindy said through her buckteeth, as she looked down. Both of her formerly beautiful breasts were now completely emptied out sagged down heavy against her rib cage. Her nipples, when erect were the size of popsicles, but they slowly got thinner as the blood flowed from them. Coming out of the mental fogginess, Cindy reached a hand down tentitively and squeaked as she grasped a nipple in her hand. It looked foreign to her, but she could definitely feel that it was part of her. She began to sniffle and cry as the "horny fog" left her and she was able to comprehend her situation. Just then, She caught a hint of movement to the side of her and she snapped her head around and looked right at Sheila.

Sheila looked down in panic. “Oh SHIT!” she yelled as it registered that she had just watched herself, fully visible, moments before. She was now completely exposed, as the invisibility potion had apparently worn out earlier. She pulled her hand away from her pussy, bolted upright, and out the door without , slamming it behind her.

Cindy sprung up and spun around to follow her and almost fell right back down as her huge saggers flew to the side with the sudden movement. Cindy was able to right herself and lunged forward just as Sheila closed the door behind her. Without warning, Cindy was presented with her reflection in the mirror that hung on the back of the door. Staring back at her was a simple-looking back country hick with two big buckteeth hanging down in front of her bottom lip, plain looking hair and her breasts... Shown straight on she was even more shocked at the massive deflated saggy boobs that hung down from her torso. Faced with this new reality, Cindy began to cry. She flopped down on the floor and started to sniffle and wail. "What's happened to me?" she moaned as the reality of the changes took hold in her mind.

Sheila ran down the stairs as fast as possible. She eventually got to the first floor and burst through the door panting.

----Downstairs---

Tom had just walked into the dorm and when he heard a door from the stairwell open. Out walked one of the hottest girls that he had seen on campus. Her disheveled brown hair hung down over her surging bust. Breasts that were clearly too big for her bra surged upward like rising dough. The brunette had excess tit-flesh bulging over the cups of her brassiere and these big tits heaved and quivered in time with her breaths... He saw the hint of a perfectly sized areola peeking out from her left tit. As he scanned down her figure he stopped at the slight bulge of her tummy from on top of her skirt. He had to adjust his pants as he saw the slight roll of her belly showing between her top and her skirt.

As Tom scanned down, he scoped the chick's legs and saw that they were sizable, but still firm and toned. This Siren walked forward, not taking much notice of him. She looked back over her shoulder as if she was worried about someone following her. She walked straight on into six foot five inches of dumb jock muscle as she focused behind her.

“ooph. Sorry” the girl exclaimed. “Tom?” she asked quizzically.

Tom looked up at her face for the first time. "How does this piece of ass know me?" he thought. Her face was a bit plumper, but she looked a lot like that chick he used to fuck when he didn't have any other options...

“Nahh it couldn't be.” He thought. “Sheila?” Tom asked.

“Yeah, sorry about the...” Sheila started. “I uh”

“Umm... No problem babe!” Tom said as he tried to wrap his brain around the changes that had happened to Sheila. "mmmm, daddy likey" he thought as he started at her chest and then to the slight muffin top sticking over her skirt. He couldn't believe that his one time recreational fuck buddy had blossomed overnight into the T&A queen that was standing in front of him. He felt his pants getting tight as "BIG TOM" started to register Sheila's changes.

Sheila cleared her throat. "uumm, up here" she said.

Tom was caught off guard for the first time that he could remember... He stammered the first thing that came to mind. “So, um... What are you doing here? Aren’t you staying in the South apartments?” He asked, still looking incredulously at her new curves.

With a worried look on her face, Sheila looked behind her. "Um, Tom, I'm sorry, it's been real and all, but I've gotta run." She said. She started to push past Tom, but he stepped in front of her.

“Hey” The muscular jock said while extending his hand to her shoulder “you look really hot tonight. If you looked this way when we were dating, well..”

Sheila snapped her attention back to Tom with an upset look on her face. She hadn’t had a lot of time to process everything that had happening tonight. But she was still hurt by Tom’s betrayal earlier in the year. An evil thought snaked through her mind... She was a quick learner, and she stepped her leg out around Tom as she asked, “Aren’t you dating Cindy? I thought that you weren’t interested in me anymore, Big Boy. Something about her being a real woman, and me just being a little girl?” She stated coyly. Sheila could clearly see the effect that she was having on Tom’s

most appealing feature. Or at least what most girls would think was his best feature. His penis was clearly visible snaking down his leg as he got hard.

Sheila remembered their dating days... Tom was well hung. REALLY well hung. And he knew it. He used to joke with Sheila about how he had to “take it easy on her” before he would gleefully plunge his huge cock into her pussy, hurting her in the process. No matter what, Tom always got his way in bed and he made sure that each night was capped with rough, raw sex. He liked to gloat about his size while plunging in and out of her pussy, asking her things like “how does it feel to be fucked by a real man? I don't think that you are ever going to enjoy an average guy after this.” and “You know you like being maxed out, bitch” as she was writhing in a combination of in pain and pleasure. He seemed to get a rise out of hurting her with his cock, and seemed to revel in doing it. There were many days where she woke up feeling the sex from the night before, and Tom seemed subtly smug when she would comment about being sore.

Tom stammered, at a loss for words, which was completely out of place for him. “Ummm, why don't we get together sometime... soon” he said.

“Why don't you go up and check on your girlfriend... and then come over to my place later?” Sheila asked with a sultry tone in her voice. “How about around ten?” Sheila then reached around and cupped Tom's package. He was totally hard and she could feel his cock straining down his leg, tucked into his underwear.

“What the hell am I doing?” Sheila thought. This isn't me.

“He needs to pay for his transgressions” Sheila heard in her head. The voice sounded familiar... almost like..

“He needs to understand his position” the voice in her head said. “He needs to pay for hurting you.”

“Ummm yeah, I’ll be there” Tom replied sheepishly as Sheila pushed past him and out the door. He decided that he didn’t need to see Cindy tonight and turned around and started the walk back to his dorm. Afterall... He had a big date tonight.