

Paul's Problems

The Fencer, The Swimmer, and The Goth Chick

by Rols Garten

The professor's voice droned on and on, making Paul roll his head back and rub his eyes. It wasn't like Professor Brown didn't know that her material was dry, the look on her face was as bored as her students. Paul guessed that even the professors at this university knew that the first week of classes were typically just for testing the waters.

The professor herself could have held Paul's attention if she'd been more animated. She was relatively young, and if her shoulders weren't hunched over and her eyes half closed she had a face that could pass as cute at least. With her dark hair framing cool blue eyes and lips that, with a bit of lipstick, could have really popped against the rest of her. She didn't really have the body for hot, but Paul was sure that she could manage cute.

As Paul leaned back he caught sight of the only friend of his from high-school that had chosen to attend the same university as him. And she'd only been attracted by the swim team. She gave him a tiny wave before going back to her work. Iris had carrot orange hair and a modest frame that had always left her out of Paul's more intimate fantasies, but they hadn't really been that close anyways. She was sitting next to a very pale, very short girl that Paul hadn't quite caught the name of. The two of them seemed to be becoming friends.

Professor Brown looked at her watch and adjusted her glasses. "I think that's enough for today. Please read chapter four about how the early modern painters did... yeah. This is interesting stuff." She shrugged a bit.

Jeez thought Paul *the least she could do is pretend that she cared about teaching us*. Paul wondered if the whole point was that she wanted everyone to drop her class so that she wouldn't have to teach it anymore. If so, he questioned how that would work in the long term.

It being late enough in the day that this was most people's last class, Paul started to shuffle out with the rest of them. His path took him over to Iris. She was talking with the pale girl, now that she was standing Paul could see that the pale girl was pretty skinny too. As he got closer he heard Iris say, "See you later Sam," as the pale girl walked off.

"So," said Paul while stifling a yawn. "It *is* Friday. Did you want to do anything?" He didn't expect her to answer, but so far he hadn't made any new friends at the university. Having his uncle die and leave him a small house near the university had seemed like a bitter-sweet blessing but at the end of this first week he was beginning to feel a bit lonely.

Iris shook her head, "I'm sorry Paul, the swim team and I—"

There was a twinge. Like one of the strings that underlined reality had been plucked. Iris blinked and shook her head while Paul found it hard to keep his balance.

Iris looked back at Paul with a bright smile, "What did you have in mind?"

Paul pursed his lips, trying to think of something. "Nothing major, I was just going to order in and watch a few movies."

"Yeah that sounds like fun." Iris was nodding. "I have all year to get to know those girls on the swim team. We need to stick together. See you at sevenish?" Paul wondered at that last bit. Stick together? They'd really only hung out because they knew the same people in high-school. Still, it was better than spending the night alone watching Dr Who reruns. Now he had someone to watch reruns *with!*

He agreed and started off back home, wondering how he was going to kill the remaining 5 hours until exactly sevenish. As he pondered this a small movement in one of the windowed doors of the athletic department caught his eye. He peeked inside to see two women in full fencing gear facing each other across the mat while four more watched from the sidelines. "Man," Paul said to himself, "with the swim team, the volleyball team, the lacrosse team, the gymnastics, and these girls, this place has a lot of woman's athletics." Maybe this explained the startlingly high ratio of women to men in the

university. He hadn't known about it when he'd applied but he honestly couldn't see it as a downside.

As he watched the two girls square off, it became apparent that one of them was much better. She scored touch after touch while her opponent could do nothing. After only a few minutes they seemed to meet the required number of points for them to stop. Or a timer that he couldn't see went off, Paul didn't know the first thing about fencing beyond that you weren't supposed to hold it by the pointy end. As the two girls went to shake hands he caught sight of the one that had been doing so much better. She was asian, with a startlingly pretty face and what he guessed was a trim athletic body. He really couldn't tell under all the equipment and he was freely willing to admit that this was all just fantasy now. Suddenly the asian girl caught sight of him. They both locked eyes for a second before she smiled and turned away from him.

Paul thought that watching a group of athletic young women in tight pants for a few hours had its appeal, but it also felt a bit pathetic. Sighing, he turned to leave.

He felt another twinge.

This one was much stronger than the first, almost knocking him off of his feet. He put a hand against the hallway's brick wall to steady himself. *What was that?* He wondered if he should see a doctor.

The sound of rapid footsteps from inside the gym caught his attention. He turned to see the same asian girl poking her head out of the now open door. "Hey," she said.

"Uh, hi. Sorry about, you know, spying on you."

"What? No, I don't care about that." She looked from side to side, like she was checking if the hallway was empty. She bit her lip and said, "Can I talk to you though?"

"Ok...?" Paul started to walk towards her but she stepped out of the gym and shook her head. She had her fencing mask and sword in one arm, her other hand was busy playing with the collar of her outfit. She shook her head again, causing her neck length dark hair to bounce from side to side.

"Not here." She started walking down the hall, eyes constantly looking over her shoulder to see

if anyone was watching besides the two of them. She led him a short distance down the hall to the girls locker room. "In here," she said.

"I don't think I'm allowed in there..."

"The girls won't be done for another hour. We shouldn't need more than an hour..." This last part she seemed to say to herself. She held the door open for him.

Sighing and not seeing anything better to do, he followed her in.

The locker room was about average for this kind of building, low wooden benches and small metal lockers with a tiled door that lead to a shower area off to one side. As Paul was still looking around the girl jumped at him, pinning him back against the wall. While he was still recovering she leaned forwards kissed him deeply, her breath heavy as her hands reached behind him to claw at his clothes. Paul broke off the kiss.

"Hi," he said with wide eyes. "I'm Paul."

"Allison." She started stripping out of her outfit, the white uniform falling into a pile at her feet. "Would you please get inside of me?"

Paul watched as she took off her uniform, her body was athletic and toned, with small, perky breasts and neatly trimmed pubic hair. As she stepped out of the uniform's pants his eyes were drawn to her tanned, tightly muscled ass. She looked over her shoulder and gave him a grin, strolling over one of the benches and lying back with her legs open, one hand gently rubbing at her pussy while the other played with one of her nipples.

"Just," Paul's erection was straining against his jeans but he tried to keep a calm head. "You want me to fuck you?"

She looked at him with pure hunger in her eyes, licking her lips and saying: "I did say please."

A dozen arguments popped up in Paul's mind. Instead he said, "Ok," and started stripping out of his clothes. His body wasn't spectacular, not overly fat but definitely out of shape. Possibly the only thing about him that was spectacular was his dick, with was a full eight inches. Allison looked at it like

it was candy wrapped in cocaine.

“Hand me your shirt?” she asked.

“Why?” Paul said, doing so.

“I’m going to need to bite down on it so nobody hears me scream.”

He approached her, breath catching in the back of his throat as he placed himself above her and positioned himself to enter her. Her legs wrapped around his back and guided him in as his throbbing dick had her tight pussy wrapped around it. She gasped and started humping against him while reaching her hands up to his body to grab at him, and then back down to her own body to grab at herself.

Paul felt another twinge, stronger than the first two combined, but instead of almost falling over this time it filled him with fire and his movement increased in speed. His eyes grew wide as Allison started to change in front of him.

Her already toned muscles started to swell, bulging out beneath her skin. There was still a definite hint of feminine softness, but her abs gained a clear outline of the muscles underneath and her arms started to thicken along with her legs. She moaned against his t-shirt wrapped in her mouth while arching her back and giving Paul a better view of her breasts. She was clutching at them but this quickly became more of a challenge, they were definitely getting bigger. Well past the perky B's that they'd started as they were starting to become more than her hands could hold with her nipples standing out like a pair of pink diamonds as she pulled on them. Against Paul's back he could feel her legs lengthening, stretching out and wrapping around him more.

Their rhythm increased and Allison began shouting into his tightly wrapped t-shirt. Her eyes gazed into his with pure animal need as she spat the shirt out and grabbed him around the waist. “Come here you.” She said with a wicked grin.

She reached her hands under his ass and lifted him up with ease. She lifted him up and dumped him back on the bench underneath her. She was definitely taller now, Paul guessed that she was only a

hair's breadth shorter than him and he was 6'4" and she felt like she was still growing. This should have freaked him out, all of this should have freaked him out, but as Allison straddled him with a pussy that had only gotten tighter he found that he really had a hard time caring right now.

He did feel that Allison might have wanted to keep the t-shirt in her mouth as she constantly leaned back and moaned while feeling up her shifting body. Paul felt his body build to an orgasm at the same time as his, and then he surprised himself by continuing to pound into her even after they'd both came. Allison had been right about not needing more than an hour, but they'd needed most of that hour.

After that they used the showers, Allison insisting that they take turns in case they started something that they really didn't have time for.

As Paul exited the shower he saw Allison standing in front of a full length mirror checking herself out. By the smile on her face as she faced away from the mirror and looked over her shoulder to check out an ass that could have been the work of a renaissance sculptor, she liked what she saw.

Just then the utter weirdness of the whole scenario came crashing down on Paul. He went and sat down on one of the benches. "Allison?"

"Mm-hmm?" She said as she turned around and cupped her breasts. They'd ended up roughly around the size of large cantaloupes, maybe even a bit bigger than that, but seemed unnaturally firm with impossible forward projection.

"Why exactly did any of this happen?"

"I don't know," she said walked across the room and held up her fencing outfit's jacket. While it had been a snug fit on her formerly tiny asian frame, it now looked like something she'd have been wearing when she'd just started junior-high. She dropped it and headed over to the lockers. "I saw you looking in on us practicing just after I'd put Ashley in her place."

"That was the girl you were sword fighting with?"

"It's just called fencing and yeah. Fifteen touches to two, shows her who's the best in the class. Heeeey!" She lunged out, extending her hand and flicking Paul on the nose. "With reach like this none

of them are going to be able to touch me anymore!” She gave an exaggerated cackle and checked out the lockers. “I was just going to ignore you, but then I just thought 'damn I'm horny'. Then suddenly I thought about you and...” She let out a breath and brought up a hand to fan her face. Judging by her stiffening nipples Paul guessed that this wasn't just pantomime. “You know, I'd really like to get to know you. In more than the biblical sense.” She opened up a locker and started rifling through it, throwing out clothes.

“And all these changes,” Paul gestured to her body. “You're not freaking out because...?”

“Why?” She pulled one of her old bras, a plain purple affair and held it up to her new breasts. She laughed and threw it over her shoulder. “It's a surprise but more of an 'I just bought this ferrari for you' and less of a 'your grandmother is on fire'.” She pulled out a sports bra and stretched the material in her hands, raising an eyebrow before slipping it over her head. “You might wanna get dressed,” she said, “those girls are going to be in here any minute.”

Paul hurried around gathering up his clothes, slipping them on while talking. “Aren't you worried what people are going to think?”

“Why? It's not like we've done anything wrong, we're both consenting adults.”

“You don't think you should see a doctor?”

After a bit of struggling she'd managed to get the sport's bra on. It barely stretched over her new tits, with copious amounts of flesh spilling out of the sides. She'd found a pair of spandex shorts that she was currently trying to slip over her newly widened hips. “I don't feel sick, I feel better than I ever have. It's like all my blood's been replaced with liquid copper and lightning. I just fucked you for nearly an hour and I feel like I could run a marathon while holding a car above my head.” The shorts looked like a thin layer of paint but Allison seemed satisfied. She looked over at Paul, her eyes sparkling as he could see the gears turning in her head. “Hey you're about my size.”

“Actually I think you're a bit taller than me now.”

“And your clothes are pretty baggy, I bet they'd fit me...”

Paul clutched at his t-shirt. "I kind of have to wear these."

She gave him a look. "Yeah, you can't exactly walk around without a shirt. I want you to know that while there isn't a single part of you that doesn't turn me on, you could get a bit more exercise. But what I'm saying is that you could take me back to your place," she gave him a wink, "and then you could let me borrow some of your clothes while I go shopping for a new wardrobe." She held up a wallet and slipped it into a lime green backpack. "You're lucky I come from money or I might make you pay for all this. My parents are always saying I don't treat myself enough." She smiled, "Not gonna be saying that this month..."

They left the locker room just as the other girls were leaving the gym, Paul glanced over to see Allison's eyes grow wide. *Maybe she's realizing she won't be able to explain away these changes so easily.* A petite blond girl approached them, smiling like nothing was the matter. "Hey Allison, you feeling better?"

Allison's eyes were still wide but she nodded. "Yeah. Alex. Thought I'd go for a jog."

"Well that's good." She looked Allison up and down, "Did you get a haircut or something?"

Paul blinked, "Are you kidding?"

Alex didn't seem to notice. "Well whatever you did you look great." She said and went into the locker room. The rest of the girls filed in after her. Allison greeted them by name.

"Ashley, Amber, Aida, Alice." She nodded to each in turn. Paul shot her a look and she shrugged, "Weird coincidence. We call ourselves the A-team."

"Yeah ok, how come you're the only one that's staring?"

"Well it's just... did they always look like that?"

"What the A-team? No, they used to have Mr. T and-" Allison punched him in the arm, possibly a bit harder than she meant to because it actually hurt a bit.

"No," she said, again looking around to see if anyone was listening. "Girls." Her nipples were

poking through her sports bra.

“Uh...” said Paul.

“Never mind. Let's just get out of here.” She said while shouldering her backpack and casting a longing look at the locker room while fingering the material of her spandex shorts.

Back at Paul's house, the doorbell rang.

As he was currently licking one of Allison's breasts while she squirmed underneath him, he didn't pay it much attention. Then he felt another twinge.

He sat straight up, looking at Allison, waiting to see if she'd change again.

“What?” she asked. “Are you expecting someone?”

The doorbell began to ring frantically over and over again. Allison didn't seem to be changing anymore. “Oh shit, Iris!” Paul got up and started throwing clothes on.

“Who's Iris?” Allison leaned forwards in the bed, sweat still coated her in a fine sheen. She looked more interested than angry.

“Just a friend, I totally forgot that I invited her over today.” He got his clothes on and went to the door, “Stay here, I'll handle this.”

He rushed to his front door and opened up to see Iris standing in the rain that had apparently started up while he was in bed with Allison. Iris's clothes were sopping but she was smiling wide. “Hey, you fall asleep?” She stepped inside, Paul noticing how her wet clothes clung to her as she brushed more orange frizzy hair out of her face. He'd never thought of her as having a good body, but he realised that his thoughts about her must have gotten stuck around how she had looked when she was twelve. While modestly proportioned, her body had a softness to it that Allison's lacked.

Now? He thought, *Seriously now? While Allison's still in the other room you're going to think about how Iris looks now?* “Uh, listen. Now isn't the best time.”

“Oh?” She turned around, playing with her hair.

“It's not that I don't want to spend time with you,” he said quickly. “It's just that I forgot that I already had someone coming over...”

She made a mocking puppy-dog face. “You're going to send me back out into the rain? You know I love the water but not like that.” She took a step forwards and smiled, “I think we should get me out of these wet clothes.”

She let her jacket drop to the ground and lifted her plain white t-shirt revealing a small bra for a pair of barely there breasts and a smooth stomach. “Look,” said Paul with a nervous swallow, “like I said-”

Apparently Iris didn't care much about what Paul had to say, instead almost jumping forwards and pressing her body against his. She gave him a shove, knocking him onto the sofa he'd picked up at a yard sale just the other day. Throwing herself after him, she landed on him and pulled him into a kiss.

At the sound of approaching footsteps they broke off the kiss and sat up, seeing Allison coming down the hall. She was wearing one of Paul's t-shirts, the band logo on it significantly deformed by her supernaturally firm breasts, and a pair of his jeans. “Hey Paul, I'm going to head for that all night Walmart and get at least something to wear for tomorrow. I was going to leave my number but I figured I'd just come back.” She was looking down at her cellphone while saying this. “I was going to go back to my dorm but-” she finally looked up. Paul almost would have preferred anger to laughter. “Oh wow,” she said after she caught her breath. “Are you seriously not tired? Or sore? I feel great but I also feel like I've been... I don't know. Like I've been fucking for the last few hours. I can't think of a good metaphor for how that feels.”

Iris's jaw dropped open. Paul sighed *it was good while it lasted*. “Paul,” she said “I didn't know you had a thing for asian girls.”

Paul blinked. He blinked again. “This is what sticks out for you?”

Allison laughed again. “Oh yeah,” she struck an exaggeratedly slutty pose with one hand placed on her ass and the other on one of her tits, “I rove him rong time.” She said as she walked by them on

her way to the door. As she did she reached down and smacked her hand across Iris' ass, causing the other girl to sit straight up with a yelp. "Have fun you two. And save some for me." She gave them a wink as she slipped on Paul's shoes and went out the door.

"Seriously," said Paul. "Asian girls. This is what you come away from this situation with?"

Iris reached back and rubbed one hand on her ass. "I think that's going to leave a bruise..."

"Yeah," said Paul. "She kind of doesn't know her own strength."

Iris smiled, wriggling her hips and straddling Paul. "But I think that she's clear that you're not a one woman man..." She pulled him in for another kiss and both of their breathing deepened. She reached down and into his pants, gripping his erection and sliding her hand up and down it. "Oh." She grinned, "You just might be too much man for one woman."

There was another twinge, like the one with Allison in the locker room this one filled Paul with fire, making him grab Iris by the hips and roll her over. She gave another yelp that became a laugh as she pulled her sopping wet jeans off, taking her panties with them and letting them bunch up around her ankles. She looked like she was going to say something but it just became a gasp as Paul entered her.

Paul started pumping into her, somewhere at the back of his mind wondering if she was going to change like Allison had and if so why he was still pressing forwards. In a second he had his answer.

Her hair was darkening, going from orange to a deep red while at the same time lengthening and losing its frizz. As her hair grew past her head she grabbed a handful of it, moaning. "Oh wow. Oh God what is this it feels so-" She arched her back and moaned, deep and throaty. Her face started to change. She'd been kind of plain before but the blue of her eyes deepened and her lips became plump while the rest of her face seemed to shift around underneath her skin. She barely looked like she had when she'd walked in. This new girl in front of him could have been on the cover of a magazine, even with an average body. Looking down, he saw that her body wasn't going to remain average for long.

She didn't have nearly as much muscle as Allison but Iris definitely didn't have as much padding

as when she'd first arrived, except on her chest. It was swelling up even faster than Allison's had, and was straining a bra that was meant to hold breasts that barely fit the name.

“Let me-” Paul tried reaching around her back in between thrusts. “How do I-” There was a snapping noise and the bra split in half, a luscious pair of breasts bouncing free. Iris reached up and started playing with her nipples as they continued to grow.

“Oh they feel amazing!” She smiled wide and squirmed with pleasure. “I could just- What's happening with my legs?”

Paul glanced down at Iris' legs, and in shock pulled out of her. A solid piece of skin was forming between her legs, like a webbing connecting them together. Frozen in shock they watched as the skin advanced down and forced her panties and jeans off of her. “What?” Iris looked at Paul but his gaze was fixed on her legs. The skin seemed to contract, forcing her legs together. For the first time since this had started, Iris looked like she might be a bit afraid. Then her eyes opened wide and she smiled. “I know what's happening!”

“What is it?”

“I'm be...be...be... holy shit that feels weird but good!” The skin between her legs was starting to thicken while at the same time her hips were flaring out. As Paul watched her pussy seemed to move, pushed upwards by the thickening skin to that it moved to the front of her body.

“You're what? Iris, what am I looking at?”

“I'm becoming-” She hissed in pleasure and placed her hands on her ass, something was clearly happening there. Paul gently rolled her over to see her ass, not really affected by the joining skin, start to fill out, looking like something you'd see on a porn star. At the same time her legs seemed to be getting longer. But her feet were really changing, flattening out with the toes starting to join together in the same way her legs had.

“I'm becoming a m-m-m-” Something started to poke through the skin of her joined leg. Leaning close, Paul saw that it looked like bright blue scales were popping out her. “I'm becoming a

mermaid!” With this final shout Iris seemed to climax and all of the changes to her body seemed to jump forwards at the same time. Her hair became a red silk curtain that flowed past her suddenly bulbous rear end, her breasts jumped forwards with a bounce that left them larger than Iris's head, her face solidified into that of a high cheek-boned super-model, and her legs suddenly underwent a sweeping change that left them a five foot long fish tail save for the glistening pussy on the front and the aforementioned ass. She leaned back, basking in the afterglow of her transformation. One hand idly pulling on one of her now prominent nipples and the other exploring her shifted pussy. “I'm a mermaid,” she said to Paul's shocked expression.

“Now,” she said while sitting up and curling a suddenly very limber tail underneath her. Iris batted her eyes at Paul and thrust out her incredibly prominent assets, even bigger than Allison's. They weren't quite as firm as Allison's but Paul figured any tits that size should probably be hanging down around her navel, not at the bottom of her rib-cage. She looked at Paul and wiggled her hips, still prominent underneath her tail, suggestively. “Wanna see if it's better down where it's wetter?”

About an hour later Allison opened the door wearing a tight blue sweater and a pair of sweatpants that looked stretched to capacity with two shopping bags over her shoulder. She slowly made her way to the bedroom, deciding that she was in a bit of a bitchy mood and that she'd open the door without knocking. “I grabbed an extra-” She looked in to the sight of Paul asleep on top of a red-haired girl, a red-haired girl with a fish tail instead of legs and beanbags instead of tits. “Huh,” said Allison.

The red-headed girl tilted her head towards Allison and her eyes widened. “H...hi.” Her breath was coming faster as she looked at Allison. “You're uh, you're back.”

Allison couldn't deny that the sight of this girl- this mermaid- definitely sent tingles down her spine and other more interesting places. “Well hello there little mermaid.” She was still getting used to how girls looked to her now and from the look in the mermaid's eyes so was she. Allison walked over with the best walk she could manage to show off her new hips. The bed was only a single but with Paul

asleep on top of the mermaid she was able to squeeze in. "I'm Allison."

"Iris." She frowned, "you don't seem surprised to see me like this."

"Well," Allison let her hand graze down her body, ending with a bit of a flourish. "I didn't wake up looking like this this morning either. I'm assuming that you are the girl that was here when I left? Paul didn't just ditch her for the first redheaded model he saw?"

Iris smiled, "No that was me. Hard to believe huh?"

"Oh not that hard, but you look completely different. Y'know, besides," she gestured to Iris's tail. Iris flapped it up and down playfully a couple of times. "Your face..."

"I haven't got a chance to look in a mirror yet, but yeah I could feel it changing."

"What was that like?"

"It was like... like... It's weird but it almost didn't feel like I was becoming something else. It felt more like I was becoming..."

"Yourself."

Iris nodded. "It feel like that for you too?"

"Yeah, though I didn't get the instant makeover that you did. All I've noticed on my face are a few acne scars vanishing."

"Maybe that's because you're already gorgeous." Iris blushed as soon as the words were out of her mouth, turning almost as red as her hair. "Sorry. I didn't-"

Allison leaned forwards and kissed the Mermaid full on the lips. They both made tiny noises in the back of their throats, but after a few seconds broke it off. "Think we can get Paul off of you without waking him?"

"Yeah, I think we wore him out."

With Allison's strength it was easy to move Paul, and with the day Paul had had it was easy not to wake him. Allison lifted Iris up in her arms and carried her out of the room. "Shame you can't walk. You really should check yourself out in the mirror though, it was my favorite part."

“Yeah, let's do that first. Wait, what do you mean I can't walk?”

“Iris, I hate to break it to you, but you don't have legs.”

“Oh that.” Iris shut her eyes and made a humming sound for a moment. Allison watched as her tail seemed to split in two and contract in on itself. After a few moments she was left holding a completely human looking Iris with a pair of long shapely legs.

“How'd you know how to do that?”

Iris shrugged, doing interesting things to her anatomy. Now that she didn't have the tail Iris somehow looked more naked. “I don't know I just did. Part of the package I guess. But keep carrying me.”

“Why?”

She smiled and leaned back in Allison's arms, before reaching around and smacking Allison's ass. The asian girl gave a little jump. “Because nobody who looks as good as I think I do should have to do anything she doesn't want to. Now take me to the bathroom mirror and get out of those clothes because your ass feels like a slab of granite wrapped in silk and I want to rub my entire body against it.

Allison smiled. “Yes ma'am.”

Examination in the bathroom mirror inevitably lead to comparisons, which inevitably lead to touching, which lead to a different kind of touching, which lead to Allison concluding that there was definitely a difference in the taste of Iris' pussy when she did and didn't have a tail.

The end result of this was that when Paul woke up at around 6 am he walked into his front room to see Allison and Iris asleep in each other's arms on the couch, with Iris's tail wrapped around one of Allison's powerful legs. He stared at this sight for a good long time before coming to a conclusion, “I need some cheerios.”

After breakfast and a quick shower, Paul started to wonder about some things. Foremost was “What the actual fuck holy hell is going on?” but behind that was him wondering if the girls had been

the only one that had changed? Paul didn't look any different in the mirror, the same out of shape, tall, dark haired nerd that always greeted him. But Paul certainly felt different. The amount of sex he'd had in, he checked the time, the last fourteen hours topped every other time in his life in both quantity and quality. It had taken a lot of sex to drain him, but now he felt like he could go for a few more hours with both of the girls at the same time. He didn't even feel dehydrated despite the biblical amount of bodily fluid he'd used up last night.

He needed to know what was going on. What if he went to the Olive Garden and then his waitress jumped him in the bathroom, turned into a werewolf, and ate him. This was something that could happen now.

He went back out to the front room and poked the two sleeping girls in the shoulder. "Hey," he said, "hey wake up." Allison blearily opened her eyes and then gasped as a still half asleep Iris reached down and stuck her finger in Allison's pussy. Paul felt another erection building, but he tried to ignore it. "Look we need to talk about what's happened."

Allison nodded and reached down and gently pulled Iris's fingers out of her. She then leaned forwards and shook the mermaid. "Hey wake up, serious talk time." Iris opened her eyes and nodded, then gasped as Allison leaned down and licked one of Iris's nipples.

Paul turned away, spent a moment thinking about the old men in the steam room at the YMCA, and said: "Could you two maybe get dressed? And sit on opposite sides of the couch?"

About half an hour later both girls were dressed in the sweaters and sweatpants that Allison had picked up at Walmart. Fortunately she'd guessed that *some* kind of change was about to occur and had bought everything in pairs. That wasn't to say that their getting dressed made them ready to pay attention as they kept sending glances Paul's way or checking each other out when Paul wasn't looking. Or in Iris's case prodding at the legs Paul had asked her to switch to. "It's funny," she said, "I've had legs for eighteen years now but just now I find it hard to see the point of them."

"Can we focus?"

Allison shrugged, "Why? It's the weekend."

Paul rubbed his eyes. "Did you- Iris knew how to switch tail and legs without anybody having to tell her right?"

"Oh yeah," Allison lay back and smiled. "It was a bit weird at first but I could spend all day watching it now." She wriggled her hips. "God, why didn't anybody tell me that girls were so sexy?"

"Ok, is there any other inherent knowledge that you might have? Something that might explain our situation?"

Allison pursed her lips in thought for a second. "Not that I can think of, though ever since I changed I've had this feeling that my skin can stop bullets now." She shrugged, "Not something I'm eager to try out but it does look a bit more plausible with what I've seen. Also, on a side note, apparently we *do* actually roll out of bed looking like this."

"Oh!" Paul and Allison looked over to where Iris had stood up and was now holding up one of her legs up above her head in a pair of perfect vertical splits. "I guess they can do a few new tricks."

"That is the best thing that I have ever seen," said Allison.

"Fo-cus," said Paul.

"You're right," said Allison. "Iris, all that can wait."

"Aww," Iris sat back down with an exaggerated pouty lip.

"Right," said Paul. "Ok, thank you. Do we-"

"We need to go shopping," Allison said. She turned to Iris, "I want, no I need to see you in a sports bra and yoga pants."

"Mmmm..." said Iris. "But I get to pick out an outfit for you."

"Deal."

Paul slumped his head, "This is a goddamned disaster."

"Oh all right, we can do your thing first." Allison gave a small wave of her hand, still looking at Iris. "I'm not quite ready to cut cock out of my diet."

“Me neither,” said Iris. “It’s just that all of this is so new to me and magical-” She sat up. “Oh hey I might know something!”

“Really?” Paul looked towards her. Despite her earlier protests Allison also looked interested.

“Yeah, my friend Samantha is way into occult shit.”

Paul blinked, “Was she the one that you were talking to in class yesterday?” *and a million years ago...*

“That’s the one. She’s in the school occult research club.”

“We have an occult research club?”

“It’s mostly a bunch of goth girls that sit around in the basement and burn either incense or marijuana, but some of the stuff she mentioned sounded a bit more legit. Also, when I told her I was a swimmer she just kind of looked at me and was all, ‘Yes, you would be drawn to water.’ I didn’t think about it much at the time but maybe with...” she gestured to her legs. As she did so her sweatpants shot off as she shifted her legs into a tail again.

“Did you have to do that?” Asked Paul.

“Legs are *boring*. Trust me, one minute with a tail and neither of you would ever want them again.”

“Ok,” said Allison, “let’s go talk to the goth chick, go shopping, and come back here to have the best interracial,” she pointed to herself, “and interspecies,” she hooked a thumb at Iris, “threesome ever.”

“I think you’re being immature about this,” said Iris.

Paul scowled at her, “It’s stupid.”

“So we saw a few people on the way here that recognized us, they all thought we looked nice.”

“You look completely different.”

“So them recognizing us is convenient! I really don’t see why you’re mad.”

“That one girl asked if it was because you'd gotten new shoes.”

Iris laughed, “Yeah... that was stupid. Oh hey this is it.” They'd been walking through the dorms and now stopped in front of one of the many plain wooden doors. Iris reached out and knocked. “Let's hope she's in.”

The door opened a crack, revealing a small girl, she looked like she couldn't be over 4' tall or even less, with short spiky black hair. She rubbed at her eyes. “Oh hey Iris.” Paul clenched his jaw, “What time is it?”

Iris shrugged, “Hey Samantha, it's around 9?”

“On a Saturday? Are you a fucking sadist?”

“A little bit,” Allison muttered while rubbing one hand on her ass.

Samantha looked up at Allison and Paul. “What's with the fitness model and the nerd?”

“They're... friends.”

“Oh? Pause for emphasis friends are they?” She rubbed her eyes “This is all really interesting but-”

Another twinge almost knocked Paul off his feet and would have if Allison hadn't been there to catch him.

“-why don't you all come inside?”

“Uh guys?” said Paul. “Maybe this isn't the best-”

“This was your idea,” said Allison. “And what's a matter, you got way more sleep than the two of us.” She smiled fondly as she said this while practically shoving Paul through the door after Samantha and Iris.

Like most dorm rooms, Samantha's room looked like a broom closet with two beds in it and coated with posters. Paul glanced around at what he assumed was Samantha's half. “Oh hey, I like some of these bands.”

“Cool,” she said as she sat down on her bed. “My roommate got a sudden case of homesickness

so we've got the place to ourselves,” she ran a hand along the empty half of her bed. “Just so you know.”

Allison and Iris shared a look, and promptly sat together on the other bed. Paul looked at the two of them as they simultaneously gave him a wink. He awkwardly sat down next to Samantha. She looked at him with her dark brown eyes, “So what was it that you wanted to talk to me about?” Her hands were gripping at the side of her pants. She was only wearing a black tank-top and a pair of pink pants that he guessed she used as pajamas.

“Uh, ok. You know how you thought that Iris looked different?”

“Yeah... how did you know? Has she been dieting or something?”

Something in Paul snapped, “Yes, that's it. She was dieting, and that's why during the last twenty-four hours her hair has changed colour, length, and texture, she's changed body shape, gained about a dozen cup sizes, and had her face changed so that she looks like a completely different person.”

Samantha shook her head while tucking her legs up underneath her. “What are you talking about?” her voice was breathy. “I would have noticed something like that.”

“Never mind, I've got this feeling that you're about to experience it first hand.” He looked to the side to see Allison and Iris sitting on the ground by the bed, watching him and Samantha intently. “What's with you two?”

“Well...” Iris said as she idly reached up to rub one of her nipples through the heavy sweater, “we just realised that we've never seen it from the outside before.”

Allison rested her chin on her hand. “I wonder what she's going to become? I'm kinda hoping for a snake girl.”

Iris frowned, “A snake girl?”

“Like you but more limber and with a longer tongue.”

“Ooh!” Iris turned to Paul. “Paul, hurry up and make us a snake girl!”

Samantha had gotten up on all fours and was starting to crawl towards Paul. “What are you...

you girls... what are..." Her eyes went wide. "God, have they always looked this good?" Her stare at Paul radiated pure animal need.

Allison smiled wide. "I know, girls right? You get used to it." She leaned back and shoved a hand down her pants to start playing with her pussy.

Samantha shook her head, a deep flush rising to her pale cheeks. "No, no I've always like girls." She leaned forwards and licked the side of Paul's face. "I'm talking about men." She launched herself at him, tearing at her own clothes like there'd just been a pesticide spill. Paul really liked the deep tan colour of Allison's skin, and the light tan of Iris', but Paul had to admit that Samantha's ultra pale skin had it's own charms. As she took off her tank top she revealed that she wasn't wearing a bra, and that she probably didn't need one. But her little pink nipples were actually pretty cute, Paul reached out and pinched one. Samantha gasped, pausing with her pants halfway off. Apparently she wasn't wearing panties either.

"You're wearing too many clothes." She complained as she attacked his zipper. She shuffled out of her pants as she ripped his jeans down, grabbing his dick and starting to rapidly jerk him off. "I need this inside me!"

"Yeah!" said Allison. A glance to the side told Paul that she and Iris had both stripped off their pants and were busy fingering themselves. "Skip to the good part!"

Placing herself over Paul, she shoved all eight inches of him inside her, gasping as their hips met. "Oh shit!"

"Here," Allison stood up and pressed a sock into Samantha's mouth. "Bite down on this, we don't want to wake the neighbors."

Samantha nodded and moaned into the sock, bouncing up and down on Paul's dick. He wasn't sure but he guessed that a lot of the moans that he was hearing were muffled profanities. Another twinge worked its way through Paul and he started up a counter rhythm to her as hard as he could, making her eyes roll into the back of her head. She started to change.

While Allison and Iris had mostly finished with their breasts, this was where Samantha started. Her tits seem to surge forwards every time that Paul thrust into her. She brought her hands up to feel them grow, clutching them so hard that they spilled out between her fingers even before they were a handful. The muffled noises coming from the sock increased in intensity as she stared down at her ballooning tits with wide eyes.

A stretching sensation where her ass was rubbing against Paul's legs caught Paul's attention. He reached behind her and grabbed a hold, sure enough there was some extra padding back there. "Oh yes Paul." He heard Allison muttering from beside him. "Drill that pussy, make her change!"

Samantha brought her hands away from her tits and paced them on Paul's shoulders, getting the leverage to really start fucking him hard. As Paul watched her skin seemed to be growing even paler, but where before her skin had a translucent quality it now looked like she was wearing a thick layer of white makeup. Head rolling back as what looked like an orgasm hit her, her stomach contracted and sucked her waist in, giving her an exaggerated hourglass figure more pronounced than even Iris's.

Her hair started to grow like Iris's as well. It didn't grow as far as her but she had a definite black curtain going down to her back. Paul watched as some of the hairs started to change colour, becoming a deep purple that added natural (-ish) streaks to Samantha's raven hair. Her hair wasn't the only thing changing colour though, her lips and nipples were both turning progressively darker shades. Paul watched as they went from pink to red to maroon and then finally actually became black. A glance down showed that her pussy lips had followed suit.

Licking her new black lips with a still pink tongue, she reached over her back, looking like she was trying to scratch an itch in a difficult spot. Paul watched as dark lines appeared over her shoulders, creeping under her skin like living tattoos as they wound intricate patterns down Samantha's arms and came to a stop just before her wrists. She sighed and pulled back, lifting herself off of Paul and letting the sock fall from her mouth. "Motherfucker," she said, though not angrily. "That happen to you girls too?"

Paul looked over to see Allison and Iris still rapidly fingering themselves. Allison at least had the courtesy to nod, though that may have just been the beginnings of an orgasm. Samantha sighed contentedly, twisting around to look at her new ass. As she did Paul saw that her new tattoos ran all the way down her back before joining together just above her ass. Then she cupped her new breasts and flicked at her black nipples. Compared to Allison and Iris she wasn't *that* well endowed, but she also hadn't grown any bigger and on her tiny frame the breasts looked massive. Also, by any sane standard she was still amazingly stacked.

“You turned me into a fucking goth bombshell.” Again, she didn't really sound mad. Paul just figured that Samantha liked that way profanity felt. Suddenly she clutched her head, “Wait no!” A broad grin grew across her face, “Nonononono! I know what I am!” She held up a hand and Paul stared as the tattoos on her started to glow with a pale blue light. Sparks of electricity bounced between her fingers. “I'm a sorceress.”

Iris, Paul, and Allison all looked at her wide-eyed. The light from her tattoos intensified and even her eyes started to glow as she floated, actually floated in defiance of gravity, upwards above the bed. “I am a motherfucking lightning shooting, dick devouring, pussy exploding sorceress.” A look of pure joy was on her face, “I know so much. All this shit just popped into my head.” She pointed at Allison, “You, you're an amazon.”

Allison shrugged, “Well yeah.”

“No that's your species! And Iris!” she pointed at Iris and a ball of blue light jumped from her finger, striking Iris right in the pussy. She gave a small “Eep!” as her legs suddenly shifted back to a tail. “I knew it! You're a fucking mermaid!” She looked down at Iris's fingers, still coated in her own love juices. “In more ways than one.” She pointed at Paul next. “And you? You're a whole 'nother ballgame.”

Paul cleared his throat, “I know it's a bit late seeing as I was... inside you, but my name's Paul.”

“Allison,” said Allison with a wave. “Least I got my name in before I fucked you.” One side of

her mouth quirked up. “Though that is still totally happening.”

Samantha grinned, “Oh you bet your muscular ass, but first who wants to hear a story?”

Iris slowly raised her hand.

Samantha had slipped on some clothes and stopped floating for now. Her clothes situation wasn't quite as dire as Allison and Iris's. Her jeans had that painted on look that Paul was getting used to seeing on what he couldn't help but think of as 'his' girls. Samantha also had shirts that could still fit. Though in that case she had a sudden shortage of t-shirts and a sudden plethora of belly shirts.

Paul was reminded of Allison wearing his shirt to go to Walmart. He wondered if this one would also be stretched to the point of complete uselessness.

Samantha kept pausing to check herself out in the mirror. Currently she was facing away from the mirror and wiggling her ass suggestively. Paul remembered seeing Allison do that too. Maybe it was because they could already see their new tits.

“Not that we don't appreciate the show.” Alison stood up and grabbed the much shorter girl by the shoulders. It could have done a better job of getting her to focus as this placed Samantha's face directly level with Allison's tits. “But you promised to explain some things? Like about Paul?”

“Right.” She gave a sheepish grin. “It's just that all of this,” she gestured to herself and then Allison. “It's got me kind of worked up.”

“Believe me, I know.” Allison reached down and placed a finger under Samantha's chin, lifting it up to look into her eyes. Now that they'd stopped glowing Paul could see that they'd become unnaturally black, with almost no differentiation between pupil and iris. “And we can work that all out in a moment, but you need to explain some things first.”

Samantha gave a big sigh, again not doing much to reduce jiggling distractions in the room, but she nodded and gestured for Allison to sit down. She sat on the bed in between Paul and Iris. They'd all

gotten dressed again at Paul's insistence, knowing that they weren't going to get any work done without getting their clothes on first. That was, except for Iris who had chosen to keep her tail out and was sitting on it curled up beneath her with her hands in her lap. She looked the picture of the good student.

“Ok, so if you're taking any history or anthropology courses this all gonna sound like horseshit.”

Samantha started.

“My skepticism is running low.” Paul said.

Allison nodded, “Lay it on us sister.”

“Ok, so there was an ancient civilization that existed before any recorded one right? And it was ruled over by powerful hot sorceress babes,” she gestured at herself. “As well as their equally hot and also crazy powerful uh...” she looked from side to side, “servant races.” She gestured to Allison and Iris.

“Are you saying that we're your slaves?” Allison cocked an eyebrow.

“Nonononono, like fuck no! This was like 14 000 years ago alright? You girls can just-”

Paul sighed, “Samantha? She's just fucking with you.”

“Oh, yeah no I fucking knew that.” She brushed some purple streaked black hair out of her face and continued. “So all of these hot bitches lived separate from the world of humans right?” She pointed at Paul. “But you see, I pointed out that they were all girls right? They couldn't keep going without occasionally bringing a man in.”

“That reminds me,” said Paul, “we really need to pick up some condoms. I mean we're playing with fire.”

“No, you don't. But I'm getting to that if you'll just fucking listen. So regular humans at this time lived pretty much like an anthropology class would say. Then they'd be brought in by the sorceresses and be all 'yo how come they get to live in the rad ziggurats having wild sex parties while we have to live in these shit caves.”

“This doesn't strike me as the most authentic dialogue for 14 000 years ago.”

“It is the most real authentic dialogue ever now shut up and let me finish. So the cave men decided they'd kill all the sorceresses and take all their stuff, and they outnumbered them by like a billion to one so they could do it to. See these sorceresses were powerful, but the only way they could stop the cavemen would be to kill them all and as we've established that would also be the end of their species.”

Allison frowned, “What kind of species needs another species to reproduce?”

Samantha rolled her eyes, “Ok, that's just semantics ok? It's like, not even the fucking point. I mean there's not really a word in biological sciences for what the fuck we are, not yet, and I didn't want to say breed because that makes us sound like dogs.” She put one hand on her hip and used the other to brush more hair out of her eye. She held the hair up in front of her and frowned. “I really like the colour in here but I'm thinking I should do it up in pigtails. Not braided, just hanging there you know?”

Iris let out a loud gasp.

“It was just a fucking suggestion...”

“It's not you,” said Paul. “She's been quietly masturbating this whole time. I don't think she's heard a word you said.”

“I have too,” said Iris. She brought up a hand to rub at one of her nipples through her sweatshirt. “I can multitask. What happened after the cavemen attacked the sorceresses?”

“Well they didn't get to. You see the sorceresses couldn't wipe out the cavemen, and I don't think they wanted to either because now that I've tried cock I wouldn't want to blow up all the cocks on the planet either, so they hatched a plan.” As she spoke she'd been pacing back and forth across the room. Her back was currently to Paul and he could see bright lines of... whatever flowing up her tattoos starting from the bottom. “They cast the greatest spell ever cast, one that would let them hide among the humans. Their daughters would be raised ignorant of their own heritage, waiting out the millenia until they felt that mankind had grown wise enough to accept their presence.” She turned to face Paul again, lightning crackling in between her fingers and eyes glowing. “Until you, Paul.”

“Uh...” Paul started to slide away from her on the bed. The other girls just sat entranced. “Me?”

“You were chosen to bring about a new age, to return magic to the world. Though we are not to bear your children we are to find you...” she took a deep breath that made it clear that her nipples were poking through her shirt, “irresistible.” The look that had been passing over her face vanished, replaced with a cocky grin. “But really, I think we can do a bit better.” Lightning shot from Samantha's hands and directly into Paul's chest.

He jumped, jumping more when he felt like every muscle in his body was suddenly on fire. He looked down at himself, noticing the muscles on his arms shifting underneath his skin. He started breathing faster as it felt like he was going to burst out of his skin. “What did- what did you do?” Allison and Iris were staring at him with wide eyed shock but Samantha just grinned.

“*We* changed for *you*.” She said with a shrug.

Just as soon as the sensation started it stopped and Paul looked down at himself. His arms had gained muscle definition, if not mass. He reached down and pulled his shirt up, as he did Allison gasped. Hard flat muscle stood out like an anatomy drawing, apparently Samantha liked the cut look over bulging muscles. Paul was about to say something when Allison threw herself at him. A desperate gleam in her eye as she reached down and tore his shirt off, literally as the fabric ripped in two and dropped from his body. “Hey!” he said but Allison silenced him with a kiss.

“Oh God!” She moaned as she broke off the kiss. “Oh God I thought you were hot before, I really did!” She kissed him again, grinding her body against his. “Was this what it was like for you watching me grow? How did you contain yourself?” She pulled him up into a sitting position and wrapped her legs around his torso. Paul was surprised to find that he could easily support her weight by gripping her ass and holding her up. She was still in the frumpy Walmart sweatpants but she ground them against his stomach as she moaned.

Over her shoulder Paul could see Samantha waving her hands around with small motes of light flying from them that seemed to stick to the walls. “There,” she said while stripping out of her shirt.

“We're completely soundproofed in here, go nuts. Oh,” she said with the air of an afterthought, “check his pants too. I put a little surprise in there.”

Iris squealed a bit and started attacking Paul's jeans, slightly hampered by Allison's suspended weight above her. Also by her need to lick and kiss Allison's thighs. Eventually he felt his erection spring free and Iris giggled. Paul couldn't see past the crazed asian amazon clinging to his chest and locking lips with him like he was the fountain of youth combined with a pancake dispenser so he wasn't sure what was going on with his erection. But then Iris maneuvered her tail in between his legs and pulled him into her, and into her, and into her.

“Holy shit!” said Paul. “My dicks got to be twice as long!” Then he didn't say much as Iris started working his shaft and moaning her delight as she reached around to grasp at Allison's surprisingly still clothed tits. Suddenly Allison's weight became a lot less in Paul's arms.

She finally broke off the kiss, eyes scrunching up in confusion. “Hey, what the...?” Suddenly she was floating upwards, into the waiting arms of a completely naked Samantha.

“Now Allison,” her tone had a mocking severity. “You can't be dressed like a prude while the rest of us are having so much fun.”

Allison's clothes started to float off of her, drifting weightlessly away from her. She raised her arms to let the sweater float off of her but she was frowning. “But... have you seen Paul?”

Samantha stuck out her tongue, “You'll get your fucking chance. Remember I haven't even sampled the seafood buffet.”

Allison twisted around in mid air, squirming at the memory. “She can hold her breath for over an hour...”

“Well then,” solid light seemed to pour from Samantha's right hand as it eventually coalesced into the shape of a double headed dildo, “I suppose I'll have to try my fucking best to impress you.”

The sight of the two girls floating above Paul was too much, he moaned and shot his load into Iris. She shuddered and increased her pace. “Ohhhh...” she moaned, “did you hear what Sam said? We

don't need condoms! No condoms, no diaphragms, no pills to remember in the morning..."

Ever since he's first had sex with Allison in the locker room Paul's recovery time had been fantastic but apparently fantastic wasn't good enough for Samantha as he barely even lost any stiffness as he continued to pump into Iris. "Uh... I... uhn... think... think you can still get pregnant by other guys."

She laughed, humping her tail against him even faster. It was surprisingly flexible and strong and she was able to get it up to incredible speeds. "What other guys? What other guy can do this to me? If I want any variety I can go to Allison and Sam. Maybe even that snake girl if you dig her up." She was moving even faster. "Oooooohhhhhh! I am going to go into swim practice next Thursday and blow them out of the water. Maybe literally!" She grinned and planted a kiss on Paul, her frantic humping reducing her breasts to a pair of jiggling wonders. "It's all because of you Paul! Oh why did we barely talk in high-school!? How long was I missing out on this... this..." She threw her head back and screamed, her pussy gripping tight on his recently expanded cock and refusing to let go.

Above them he could hear a constant string of moans and profanity from Allison and Samantha. With a simultaneous cry from both of them they broke apart, floating in opposite directions before suddenly changing course and drifting towards the bed. Paul guessed what was coming and pulled out of Iris just as he started to float away.

"Oh Iris!" Allison said while floating in. "Be a dear and switch to your legs would you? Sam was telling me about this thing called tribbing that sounds amazing!"

Paul floated up beside Samantha. Despite her floating she was lying on her side like she was on a solid surface. "Those two are taking to pussy like a pair of fucking naturals." She grinned wickedly. "Of course I'm new to cock but I think I made a pretty good one."

Paul took his first chance to examine his new hardware. "This thing has got to be a foot and a half long!"

Samantha laughed and cupped her breasts, "If these are less than an f I'll swear off pussy." She

floated down, running her tongue along his cock, licking off what remained of Iris's love juices.

“Mmmmmm” she rolled back and sighed. “Did you know that Iris's pussy tastes like red wine and pop rocks?”

“I haven't really gotten a chance to check.”

“Oh Paul,” Samantha clicked her tongue. “She'll thank you for it. Of course,” she floated above him and started to straddle him, “I'm going to have to sample my own handy work.” Her eyes and tattoos were still glowing as he lined up to enter her. “Oh Paul, we have so much to do! There are other magical creatures hiding as everyday girls, we need to find more of the ones we already have,” She grinned wide, “and we desperately need to get some new outfits.”

Hours later they were all piled on Samantha's bed. As it was a single occupant bed that barely was large enough for that function this was a bit of trick but they managed it with Samantha and Iris pressed in on either side of Paul, with an extremely satisfied Allison laying on top of him with his now flaccid dick still in her. All three girls were asleep and the large breasts pressing in on Paul from all sides made it impossible for him to move. But as far as Paul was concerned, that was a good problem to have.