

Paul's Problems 3

Old Friends, New Acquaintances, and Passing Encounters

Dean Thorenson's waiting room was the typical barren and institutional place that was usually found at a university. There was the usual grey chairs, a potted plant that may or may not have been real, and plain desk that a secretary sat behind. The only part of the room that was possibly non standard were the people in it. On the far left of the three sitting there was Samantha, the pale skinned sorceress had put on a black tank top to show off her very large bust that especially stood out on her small, but still hourglass shaped, figure. Also striking were the mystic tattoos that wound down her arms, the other day she had been a normal looking girl but then she'd had sex with Paul and become a sex-crazed bisexual sorceress. However, she was currently sitting sullenly with her chin in one hand, staring at nothing in particular.

Beside her sat Paul. He also used to be a fairly average person until some force selected him to be the herald of a new age of magic by bringing back the mystical creatures that had hidden among humanity for the last ten-thousand years. The way to do this mostly seemed to be by having sex with them.

He'd also been average looking until Samantha decided that wouldn't do and cast a spell to give him the kind of lean physique that usually belonged to people that could name all of their muscle groups, as well as doubling the length of his already eight inch penis because if Paul was learning one thing about Samantha it was that she didn't believe in excess.

On the right sat Molly. One of Paul and Samantha's professors, she'd been changed by Paul into a nymph. This gave her an insatiable hunger for knowledge and the way to get knowledge was, again, through sex. Every time she had sex with someone she exchanged a bit of knowledge with them and she'd found out that she liked it quite a bit. Paul had also given her a rack larger than Samantha's, and a

body that looked like it belonged to an eighteen year old (at the oldest) instead of the twenty-seven year old that she was. This might have explained the rather efficient looking secretary's obvious discomfort. As she thrust her new tits out and batted her eyes at him with a body that looked barely legal.

“So,” said Paul, “any idea why your mom wanted to see us?”

Samantha shrugged.

“Any idea how she knew who I was?”

She shrugged again.

“Or that we were at Allison's house last night, with Professor Brown?”

Samantha turned to Paul and gave an exaggerated cartoon shrug.

Molly giggled, “Paul, I keep telling you to call me Molly. Any guy that's ejaculated in me can call me Molly.”

“Oh good,” said Paul, “glad I got over that bar.”

The secretary was focusing more and more on his typing.

“Hey *Molly*,” said Samantha, “could you stop that?”

Molly was thrusting her tits out while sitting in profile, giving the secretary a glimpse of her well formed rear end as well. “Doing what?”

“Oh, I don't know. How about everything short of jumping up on this fucker's desk and presenting like a mandrill? The poor bastard doesn't know how to react.”

The secretary, a young efficient looking man, had his head down and was rapidly typing. A bit too rapidly, Paul suspected that whatever was coming out on his screen was pure gibberish. Molly blew him a kiss and he froze.

Samantha groaned, “We don't have time for this.” She pointed at the secretary and a ball of light jumped from her finger to his forehead. The secretary stood bolt upright and then dashed from the room, knocking over his swivel chair in the process.

“Where'd he go?” asked Molly.

“He's going to go to a bathroom and work out all the frustration that you just went ahead and put in him.”

“Maybe I should help...”

“I just said that we don't have time! My mom's going to be out here any second.”

“But that's the point! He must know so much about your mom...” Molly squirmed in her seat and gave an “Mmmmmm...”

Samantha's mouth dropped open, plump black lips framing a bright pink tongue. “Ok, eww! Can we set up a ground rule that nobody fucks my mom or I turn them into a toad?”

“Samantha,” said a voice from the doorway. “You have to learn that your mother can take care of herself.” They all turned to see the dean standing there.

Paul scrunched down in his seat. “I bet Allison and Iris are having more fun than this.”

“So Allison,” said the petite blonde, Alex, sitting across from Allison, “you're looking better after you ducked out of practice on Friday.”

Allison smiled, Alex didn't know the half of it. Ever since she'd had sex with Paul on Friday she'd grown to be six and a half feet tall and while still feminine looking the formerly scrawny asian girl now had muscle to spare. She also had a pair of tits the size of basketballs. For some reason none of the girls Paul had transformed quite knew, people seemed oddly oblivious to their changes. As it saved on a lot of explanation Allison didn't mind.

The other thing that had changed in her was a new appreciation for the female form. She'd always known that the five other members of her fencing club had tight athletic bodies and pretty faces, but now she could really understand why that was so great.

“We also saw you with that guy,” said Ashley. The blonde girl had formerly been the biggest member of the club and Allison had previously been jealous of her large breasts, previously.

Again Allison smiled and said. “I wouldn't know what you were implying.”

“Oh come on! This is the same Allison Sakamoto who snuck into the boys cabin every night at fencing camp.”

Allison shrugged, “I like sex. And the guy's name is Paul and he's a terrific lay.”

There was a moment's silence and then Aida, a slim black girl, burst out laughing. “God Allison, you don't hold anything back do you?”

“Why bother?”

“So,” said Amber, a dark haired girl with deep blue eyes, “are you going to give us all the details?”

The ones that you'll believe. Allison was about to launch into her story when Iris made her entrance.

Before Paul, Iris had been a somewhat plain looking girl with frizzy orange hair and a modest bust and figure. Now she had the face of a supermodel, a bust almost half again as large as Allison's, crimson hair that fell in a silken sheet down to her breathtaking ass, and she was also a mermaid. Not that you could tell right now, she could switch back and forth between a tail and legs at will. Though she seemed to prefer the tail.

Iris walked across the room with her generous hips swaying, taking her time to give all the other girls an appreciative glance before stopping in front of Allison and bending down. Allison would have gotten a glance at miles of creamy cleavage but Iris pulled her into a deep kiss. You could have heard a pin drop by the time that they broke it. “I just remembered that I have swim practice today, I suppose I have to turn up for one of those eventually.”

“Ok,” said Allison. She had to take a moment and catch her breath.

“You girls have fun, all right?” She gave the room a 1000 watt smile and sashayed out, taking one last glance at Allison before leaving.

“Whoa,” said Ashley.

“Uh,” Alex cleared her throat, “when did that start?”

Allison looked at the girls with a smile. "Friday. It's been an interesting weekend."

The last girl, Alice, sat up straight and said, "Allison, where's your bathroom?"

"Just down that hall," she pointed, "Last door on the left."

Alice stood up and walked out, Allison taking the opportunity to take a glance at her ass. It was a very nice ass, the only places Allison had seen its equal was on the other girls Paul had transformed. She wondered whether she could get Alice alone with Paul. He might experience that, what was it he called it? That twinge. That crazy feeling that he'd said overwhelmed him right before the she and the other girls had slept with him and been transformed. She'd love to see what he could make of Alice.

"So," said Amber. "You like girls now?"

Allison shrugged, "Still like guys. Even you have to admit that Iris can turn a head." She decided to commit, "The other girls can too."

Aida laughed again, "*Other* girls? You're just diving into the deep end."

"Allison!" came Alice's voice, "I can't find it!"

Allison sighed and stood up. "How the hell does she get lost in a hallway." She knew that the girls were going to start whispering as soon as she left the room. She didn't care, this was who she was now and they might as well get used to it.

She entered the hallway to where Alice was standing. The girl had light blue eyes and dark pixie cut hair. Again she was facing away from Allison so Allison could freely admire Alice's ass. Alice didn't have much in the breast department, but she made up for it with her rear. "Look," said Allison, stepping by her and opening the bathroom door. "It's this one right here. You're right-" She heard the sound of fabric hitting the floor and turned around to see that Alice had somehow managed to strip naked in the time that it had taken Allison to open the bathroom door.

Alice stood against the door-frame of Allison's bedroom, draped against the frame with a her ass facing Allison wearing only her socks, a mischievous grin lit her elfin features. "Out there, you said other girls." Her voice was breathy.

“That's right,” Allison took a slow step towards her and then grabbed her from behind, rubbing herself against Alice's naked ass, reaching around to cup at her modest breasts.

“Ah!” Alice gasped. “Tell you a secret?”

“What?”

She gave a mock whisper, “I don't really have to use the bathroom.”

“So...” said Paul, “is your mother *behind* this woman or...”

Samantha shot Paul a look out of the corner of her eye. “What are you talking about?”

“So was she like... eight when she had you?”

“I still don't understand-”

“Samantha,” Dean Thorenson said, “let me show you.” She made a cutting motion with her hand.

“What the fuck!” Samantha saw, actually *saw*, her mother for the first time. She had platinum blonde hair flowing down to frame a face that was every bit as pale as Samantha's, and almost as youthful, with bright pink lips and clear hazel eyes. She was wearing a pure white business suit that was provocatively cut to show cleavage on breasts that were larger than Samantha's, at least volleyball sized. She also didn't look to be any older than her mid twenties.

“Samantha, I'm going to state this plainly.” The dean placed her hands on her desk and took a deep breath. “I am a ten-thousand year old sorceress and I've kept you under a spell your entire life to keep you from noticing.”

“What? How...” Samantha shifted in her seat and made a little noise in the back of her throat.

“You... how...” Suddenly Samantha arched her back and moaned. Paul might have wondered what was going on but the same feeling rushed over him too. Like someone had found the spark of his libido and poured gasoline all over it.

Paul realised that he had been subconsciously humping at the air, unable to line up two thoughts

that didn't have to do with sex. He turned towards Samantha, watching the hunger in her eyes that he knew was a mirror of his own. "What's happening?" he managed to get out.

Dean Thorenson reached over and picked up a glass of wine from her desk, taking a sip before saying: "It would appear that someone else is being transformed."

Samantha lurched out of her seat, throwing herself at Paul and rubbing herself against him. Paul tried to focus as she nibbled at his throat. "But... but I'm *hereeeee*." He lost his focus as his hand reached under Samantha's shirt, grasping one of her breasts and causing her to gasp.

"Well now," the dean sipped her wine and smiled at the two of them, "perhaps you aren't quite so vital to this process as you imagined? Molly?" she turned to Molly and waved her hand. The three young people started to float, going across the room towards a well stuffed couch in the corner. "Be a dear and help them out? The sooner they get all of this out of their system the sooner we can continue."

The musky scent of Alice's pussy intoxicated Allison. Her tongue lapped out and teased the girl, causing Alice to squirm and buck her hips in anticipation. Allison wondered for a moment what the other girls must be thinking with the two of them taking as long as they were, then found that she didn't really care and dove in.

Alice sucked in a breath and moaned while Allison reached underneath her and grabbed hold of her ass to keep her in place. Her ass felt about as good as Allison had hoped and so she increased her pace, savouring the taste of Alice. Once she'd had her fill Allison went for the smaller girl's clit, attacking it relentlessly as Alice started screaming her appreciation. There was no way that the rest of the fencing club didn't know what was going on in Allison's room but none of that seemed to matter. All of it just excited Allison more and she reached down her own pants, somehow still on, as she brought Alice to a final orgasm.

Squealing and moaning, Alice eventually came down and lowered her feet to the floor over the side of the bed. Cooing and panting in the afterglow. Allison smiled, licking Alice's juices from her lips

as she gazed at the girl's long and shapely legs. Then frowned. Those hadn't reached the floor before.

She stood up with eyes wide as she looked at Alice. Sure enough, what had happened to Allison, Iris, Samantha, and Molly was now happening right in front of Allison's eyes. "How?" she said.

Alice's legs had grown longer and already Allison could see muscles bulging out from under the girl's skin. Alice seemed to be reveling in the feelings. Her hands running up and down her body to feel the changes as they happened. "Oh wow..." she said as she grasped at her breasts while shaking her head as her pixie cut lengthened to a bob like Allison's.

Allison grabbed at her clothes, tearing them in her haste to get them off and jump into bed next to the transforming girl, wrapping her arms around Alice and driving her fingers into Alice's pussy. The feeling of the other girl changing against her sent Allison over the edge. The muscle stretching and filling in, the skin shifting and becoming smoother. Alice moaned as the breasts in her hands started to swell. Allison could see that they had progressed from their previously barely there state to now becoming handfuls and beyond.

Their bodies were both slick with sweat, Allison leaning over and kissing Alice's throat as the other girl rubbed an even firmer ass into the asian amazon's pussy. Allison could feel another orgasm building in Alice and went for it, fingers merciless on the growing girl. Alice groaned through the final stages of her transformation. Her legs finishing growing longer, her hips flaring out to make the perfect frame for an ass that belonged on a Greek goddess, Her still only bob length brunette hair taking on a thickness and sheen that it had previously lacked, and her breasts exploding forwards. They stopped just short of Allison's own half watermelons, still looking plenty big on Alice's expanded frame.

The newly minted amazon spent a few moments basking in the afterglow of her orgasm and transformation. She turned around to press her new tits into Allison's, giving her a smile. "Wow." Laying next to Allison the subtle differences became apparent. Alice wasn't as tall as Allison, probably only about six feet, but her muscles stood out more than Allison's. While Allison only had the suggestion of abs underneath feminine softness, Alice's stood out clearly. She didn't look like some

steroid junkie, but she did look like someone who knew how to exercise each and every part of her body. Her eyes widened as she took in the sight of Allison. “Wait, you look completely different from Friday afternoon.”

“Look who's talking.”

“No but... did you know this would happen to me?”

“No, but I think I might have done it even I did.”

Alice looked down the length of her new body and grinned. “I think I would have let you.”

Paul thrust into Samantha one last time while she lapped at Molly's pussy. He didn't know if it was magic or just good timing but all three of them came to an orgasm at the same time, a backwash of knowledge passing into Paul through through Molly and Samantha. Somehow the fact that the ideas from Molly were passing through Samantha coloured them. So while he'd just received a summary of the Iliad it probably had a bit more profanity in it than Homer's original.

“There now,” Their heads snapped back around to Dean Thorenson, who still sipping at a glass of wine. “Feeling better? Feeling like we can focus?”

Paul pulled out of Samantha, shaking his head to try and get it clear. “What was that?”

“I told you, somebody has transformed. As the chosen you'll feel it and as a sorceress Samantha would also feel it.”

“What about Molly?”

“Molly doesn't need an excuse.”

Samantha and Molly were slowly picking themselves up, Samantha's flush showing up very clear on her chalk white skin. “Oh fuck, oh fuck oh fuck oh fuck oh fuck. I can *not* believe I just did that in front of my mother.”

“So wait,” said Paul, “I never felt that before.”

“Paul,” Dean Thorenson's look oozed disappointment. “When has a girl transformed without

you being balls deep in her? How would you notice?"

"Point. But you said that Samantha felt that because she was a sorceress, and you said that you're a sorceress..."

"Ah, well I did feel it. But I'm over ten thousand years old you see." She sipped her wine. "I've learned that a pleasure deferred is a pleasure increased. I plan to work all of that off at the monthly faculty orgy."

Molly's head shot up, "The what?"

"Next Tuesday. Bring a veggie platter."

"Ok," said Samantha, standing up with her hands on her hips. "One, have those blinds been open this whole time?"

Paul looked in shock to see that the wall behind the dean was dominated by a very large window but the dean waved a dismissive hand. "Oh, don't worry. The window's enchanted."

"Great. Two, why are we here besides trying to fucking embarrass me to death?" She gritted her teeth.

"Fair enough." She sipped her wine. "The reason that..." she paused a moment and shook her head. "The reason is..." Her eyes snapped wide and her wine glass fell from her hands. Paul was about to ask what was wrong when it hit him too. It was like whoever had poured the gasoline on his libido had called in a napalm strike. Samantha reacted similarly, jumping at Molly like they were magnetized.

Paul felt the now familiar sensation of magic picking him up but instead of floating over to Samantha like he expected he found himself drifting over to the dean. She was laying on her desk, completely naked. Her skin was the same unnatural shade of white as Samantha's but where Samantha's lips, nipples, and pussy were all black the dean's were a bright bubblegum pink. Along her arms and over her shoulders were bright pink swirling tattoos, Paul guessed they went down her back the same way Samantha's did. Up close he could also see small pink highlights in her platinum blonde hair. She had her legs spread and was gazing at his cock. "Yes, yes my daughter had impressive taste, and she

does good work too. You weren't born with that were you?"

"Uh... Dean Thorenson."

"Shh... call me Veronica."

"Veronica, I don't think that your daughter-"

She made a small gesture with her hand and Paul floated down on top of her. "I'm not dictating my life based on what my daughter wants Paul. Now, let me show you what ten thousand years of experience feels like."

Paul held himself above her, poised to enter, but he shook his head. "No... Samantha wouldn't..."

Dean Thorenson rolled her eyes. "Gods above and below..." She made a few sharp gestures with her hands and Paul found himself whipped across the room, suddenly he was floating above a confused looking Samantha while he heard Molly giggling from across the room.

"Uh..." said Paul.

Samantha's breath was heaving in and out, causing quite a show with her wonderful breasts and black nipples standing out like bullets. "Fuck now, talk later."

Paul grinned as he floated down on top of her. "Yes ma'am."

Allison and Alice took their time exploring her new body. Until Alice's head shot up from in between Allison's legs. "What was that?"

"Pretty sure that was me." Allison's fingers were rubbing tiny circles on her nipples.

"No, listen." They were both quiet for a moment before they heard a muffled noise come through the door. It sounded like a gasp followed by a giggle. Allison and Alice's eyes met. Slowly they stood up and Allison went to open the door, as soon as it opened they heard the noises coming from the front room. They walked down the hall and took in the sight.

Amber was locked in a deep kiss with Aida on the floor, both girls naked with their legs

intertwined. One of Aida's hands was playing with Amber's slit while the other one groped one of Amber's breasts. Amber's hands seemed attached at Aida's behind as she gripped it for all it was worth to pull the black girl closer to her.

On the sofa Ashley looked to have been the source of the giggles that they'd heard as she was the only one with her mouth free, that mouth currently locked in an 'o' of bliss as she sat with her legs wide. Alex was between those shapely legs, lapping at Ashley's pussy. Alex's movement's were slightly hesitant, but there was an eagerness to learn in them that made Allison lick her lips as she watched.

Allison was going to voice a question, she really was, but then she saw Alice bend down, showing off that marvelous ass, and use her new found strength to pick up both Amber and Aida. The two girls looked a bit surprised but didn't break off their make-out session. Alice carried them both to the kitchen, depositing them on a counter and bending down to get between Aida's legs. "Right," said Allison. "Who cares?"

She strode over to Ashley, sitting on the couch next to her with a grin. "So, Ashley, earlier we were talking about how much I like sex." She leaned in close to Ashley while angling herself so that she could reach around and put her fingers into Alice's pussy. The girl moaned from underneath Allison and Ashley.

This position also meant that Allison was now crushing her breasts into Ashley's, the pair of tits that had previously seemed so big to Allison were dwarfed by Allison's new pair, barely visible behind the firm half watermelons that Allison sported. "I think it's time I show you why that is." Allison was leaning in close and breathing the words in Ashley's ear.

Ashley was panting, barely able to speak. "I... we heard you and Alice and... I just got so *hot*. I don't know what this is."

"Let me show you," Allison brought the girl into a kiss, simultaneously increasing the rhythm of her fingers in Alex. She wasn't surprised when she saw that the two girls were starting to change. Muscles, breasts, height, each was becoming another picture of hard feminine beauty. Allison took a

moment to appreciate the way that they were changing before looking over to Alice, Aida, and Amber. She clicked her tongue.

Despite the attention that Alice was lavishing on the two girls, neither one was changing. With a sigh, Allison left Alex and Ashley to their transformation and strode over to help out. It didn't take more than a touch from Allison for Amber and Aida to start to change and Allison took a step back, finding a position where she could watch all the girls change while touching herself.

Alex had the most conservative change, she didn't look like she'd gotten to six feet tall which made her the runt of the litter, she also had breasts that looked like you'd see them on a normal girl, probably just a bit bigger than Ashley's had been before she transformed. On the other hand her whole body had a supernatural firmness that made Allison want to squeeze every part of her. '

Aida had retained her slim look, gaining a hardness and a rounded ass to go with her new cantaloupe breasts, there had also been a slight change in her hair as it had lightened from its previous brown to a dark caramel colour.

A more extreme change in hair had happened in Amber, as her dark hair had taken on an incredible sheen and curl. It only went down to her shoulder-blades but Allison was pretty sure that if she wore it straight it would end somewhere around her thighs. She was also probably the least muscled of the girls, but her breasts were probably a bit bigger than Allison's

They weren't the largest though, that honour definitely belonged to Ashley, who now had a perky pair of knockers that could rival even Iris's. In fact she was about the largest in every respect, her muscles bulged out larger than any of the other girls, and where her the other girls had averaged out to somewhere around Allison's six and half feet Ashley was a full seven feet at least. She threw her head from side to side, tossing around the golden mane that had sprouted from her head. She sighed contentedly and walked like a runway model over to Allison, standing close enough to tower over the asian girl and mash her now larger breasts into Allison's. "Well now," said Ashley, "this is an interesting development."

Something in Allison took over, some instinct that she didn't know she had. She jumped at Ashley and thrust her fingers into Ashley's pussy. The larger amazon moaned and fell back as the pleasure overwhelmed her, hands reaching out desperately to grab at Allison but the asian amazon was relentless. It wasn't quite fucking, and it wasn't quite fighting either. All around Allison she was dimly aware that the other girls were starting doing something similar, she wasn't quite sure what it was. But she knew that it had something to do with dominance. She also knew that no matter what she was going to win.

Dean Thorenson lounged in her chair wearing a black silk robe that was open all the way to her bellybutton. Paul wondered if she did things like that on purpose or if practice had made it completely natural. She certainly seemed to be skilled in that department as the normally insatiable Molly was currently literally curled up at dean Thorenson's feet, looking very sated.

Paul felt a wisp of regret for what he might have missed out on but ignored it, instead focusing on the feeling of Samantha's soft curves as she cuddled against him in a chair meant for two. She was wearing a robe identical to her mother's, the dean having provided them after they'd used the large shower room connected to her office. Paul himself was wearing a more plush robe in white.

"So, now that *that's* out of the way I think we should get back to business." The dean prodded Molly with a toe. "Wake up dear, you'll need to hear this."

Molly gave a small yawn and rolled over, not opening her eyes and instead starting to lightly rub herself.

"Miss Brown, you aren't a professor anymore."

Molly sat straight up and glared up at the dean. "The hell I'm not!"

"Miss Brown, you barely look eighteen, how is anybody going to believe that you're a professor? I've been able to hide the other girls' changes but this is taking it a step too far."

"Wait," said Paul, "you're the reason that people look at these," he gave one of Samantha's

breasts a prod and she squealed and slapped playfully at his hand, “and think that it's because Samantha's got a new haircut?”

The dean nodded, “It has to do with what people can accept. I'm pushing it with most of the girls, people can accept that they look different, very different, and rationalize it away. Unfortunately I tried it with Molly and it just isn't working. Nobody is going to accept that you are who you say you are.”

“But... I have research to do!”

“So do it.”

“What?”

Dean Thorenson smiled and Paul got the distinct impression that all of this was fun for her. “I'm not saying that you have to give up your PhD, if we give you a new identity I can get people to accept a child prodigy.”

Molly looked like she was going to say something, but then put a finger up to her lips. “So I can do my research... and I won't have to teach anymore?”

“Yes.”

She smiled, “Alright.”

“Good, glad to see that we're on the same page. I'll do up some fake documents and have them sent over to your house.” She looked at the others and picked up the fresh glass of wine that she'd poured. “That's it, you can all get dressed and leave now.”

“Wait,” said Samantha, “why the hell are we here?”

“Pardon?”

“You specifically asked for Paul and I to come here. What, did you just want to watch us bone and then try to steal my boyfriend?”

“Please, I had no idea that someone would be transformed while you were here. No, is it really so hard to imagine that I wanted to see you and meet the young man you were sleeping with?”

“See me?”

“I don't know if you've noticed, but you have changed a bit since we last saw each other.”

“Ugh, fine. Paul?”

“Yeah?”

“Let's get out of here. I want to have sex and have it not be in front of my fucking mother.”

Molly left them to “go to the library” which by the lewd look she was giving a group of passing girls Paul wondered if it was a euphemism.

“So,” said Paul, “somebody besides me was transforming people.”

“Looks like.” Samantha had a distant quality to her ever since they left her mother's office.

“Do you think it was Allison or Iris or maybe even somebody we don't know?”

“You shouldn't read too much into what I said back there.”

“Huh?”

Samantha stopped walking and sighed. “Look, I know I called you my boyfriend back there, but it just slipped out ok? We're just having mind-blowing sex, all right? We're not doing couple stuff, or going to dinner and a movie, and I am certainly not giving up sleeping with other people. So just don't read too much into it, ok?”

Paul blinked, “Uh, what? Yeah, ok, fine.”

Somehow, this was the wrong thing to say. “Good then.” Samantha turned away and started walking fast. Paul hurried to catch up to her, wondering exactly what was going on, when they saw Iris in front of them.

The mermaid was waving and jumping up and down, causing enough distraction with her chest for the both of them to momentarily forget what they'd been talking about. “Hey! How's it going? How was meeting with Sam's mom?”

“More sex than I thought there would be,” Samantha deadpanned.

Iris just nodded. "That's nice. How about you Paul? You doing ok?"

Paul shrugged, "I think so. Listen, did anything happen during your swim practice?"

"We practiced swimming." She gave Paul a cheery smile.

"...Anything unusual?"

"Well I did get to show this new body off in a swimsuit for the first time. An athletic swimsuit but still..." She cupped her breasts and gave Paul a wink.

"I said unusual."

"Uh, Paul. Have you seen me?" She did a small pirouette while running her hands along her curves. "The day I showed all of this in public for the first time should be a national holiday."

Samantha sighed, "Paul's just paranoid because my mom said somebody was being transformed when we were in a meeting with her and that's why we were overcome with an uncontrollable desire to bone. Personally I think it's bullshit and she just put a spell on us. My mom's a sorceress too by the way."

Iris just smiled and nodded. Paul had no idea if the girl was the smartest or the dumbest of the girls he'd been sleeping with. Either way she had a way of taking things in stride. "Well it could be Allison. She had her fencing club over when I left, and there was this one girl with a great rear-end that was checking me out... mmmm..." Paul watched as her nipples stiffened under her shirt.

"Right," said Samantha, "we can go check that out. Worst case scenario ends with a lesbian threesome."

"What about Paul?"

Samantha gave Paul a narrow eyed look. "He can join in *I guess*." She gave a little huff and walked off.

"What's with her?" Iris asked.

"I don't know... she accidentally called me her boyfriend when I was meeting with her mom. She told me not to think about it."

Iris sighed, “And you said 'ok sure'?”

“What was I supposed to say?”

Iris patted him on the shoulder. “Oh Paul...”

“What did I do?”

“Don't worry, I'm going to tit fuck you later.”

“How does that help?”

“How does it hurt?” She gave him a grin and turned around, one of her hands not so accidentally rubbing by his crotch. “Let's go see Allison.”

Allison's apartment was a disaster area. Furniture was in splinters, the hardwood floor was cracked in several places, and the whole place reeked of sex. That last part may have been nothing new but Paul still tread carefully as he led the girls through the mess.

He stopped before the bedroom door, cautiously opening it a crack and then creeping in. “You guys done?” asked Allison.

Her bed was covered with sleeping girls, and she was laying on top of them with their bodies arranged so that their soft parts were cushioning her. She was wearing a leather jacket, and only a leather jacket and that was open wide enough that Paul could see her nipples. Another girl with an ass that almost had Paul salivating was curled under her arm. Paul couldn't exactly call himself an expert, but these girls looked like amazons.

“Cool!” said Iris as she pushed past Paul and Samantha. She hurried out of her pants, legs beginning to shift back into a mermaid's tail before she even had her tight jeans off. A few of the amazons were woken up by her crawling across them to get to Allison, and they seemed especially intrigued by her tail. While Iris was making out with Allison, the amazons started stroking her tail and causing it to writhe in ecstasy.

“How did this happen?” said Paul “And why is Allison laying on them like this?”

“Eh,” Samantha shrugged. “It probably has something to do with dominance for the last one. Amazons like establishing a pecking order and it looks like Allison put herself up as the big kahuna. As for the other one, maybe a bit of what makes you the chosen one rubbed off,” she gave Paul a lewd smile, “on Allison because she was the first one you changed? I don't know, why are you asking so many questions with all of this in front of you Paul?”

At the sound of Paul's name all of the amazons on the bed save Allison immediately opened their eyes and looked at him with equal parts curiosity and lust. The reptile part of Paul's brain didn't know whether to run away or go charging in dick first. He was left standing there and weakly waving a greeting at the girls.

They slid off the bed with unnatural grace. This slightly disturbed Allison's position but seeing as she currently was locking tongues with Iris and had three of Iris's fingers in her pussy she was a bit too distracted to make a fuss. The amazons fanned out in front of Paul, expressions ranging from shy smiles to pure “ready to fuck”. They didn't look like fitness models, they looked like what fitness models all wanted to look like.

The girl with the amazing ass stepped forwards, “You're Paul?”

“Uh, yeah...” He felt his back hit a wall. He hadn't even realised he was backing away. “That's me.”

“I'm Alice.”

“Aida,” said a slim black girl.

“Ashley,” said a blonde giant.

“Amber,” a girl with curly raven hair.

“Alex,” a small girl, by amazon standards.

Paul glanced around a bit nervously. He spotted Samantha hefting her breasts and casting a critical eye at the amazons. Paul realised that she was trying to see if she was still the smallest of all the changed girls. It wasn't really fair, she had a small body overall but her breasts were very large. On her

tiny frame they looked massive but apparently to Samantha that wasn't enough. And to Paul it was clear that even the small amazon was larger than her in the chest department.

Samantha huffed out a breath. "Well... fuck me then."

"In a minute," said Amber. She was leaning over with the rest of the girls to watch Alice start to unzip Paul's pants. Once his fly was out of the way she yanked his pants down and his over a foot long erection sprung free. "*Holy shit!*"

"Some of my better work," said Samantha. "You girls can thank me for it later."

Paul watched her head for the door. "Where are you goooo..." he couldn't finish the question as Alice began working her lips around his cock. Whatever magic that Samantha had worked into it was making it easier than it should have been, though she could still only get about half of it in her mouth.

Samantha shrugged. "Going for a little walk, I'll bring all of you back some gatorade, you look like you'll need gatorade. What flavour do you want? The green shit?"

Paul made an inarticulate grunt as the other amazons descended on him, licking his chiseled anatomy and each other.

"I'm gonna get you the green shit." She placed a hand in the air like she was doing a free throw in basketball and a ball of light leaped from her hand to Paul's dick. Alice let go of it with a yelp and Paul stared, it looked like his dick was wrapped in a glowing condom but with no obvious seams.

Samantha gave a wicked smile and pointed with the rest of her fingers, seven orbs of light shot out and seared around the room until each found one of the six amazonian (and one mermaid) asses. Each girl gave a reaction going from a surprised squeal to Iris's purr.

Cackling, Samantha left with a "Have fun kids..."

"Ah shit," said Allison. "What's she done now?"

Iris squirmed, "She lubed us all up! I think she wants Paul to fuck our asses."

Allison scoffed. "Well just because she wants that doesn't mean any of my girls... Alice, what are you doing?"

Alice had gotten on he knees in front of Paul, placing her face on the ground and reaching back with her hands to spread her cheeks. Paul doubted that he was going to get a better invitation so plunged forwards, sliding his massive dick in slowly. She started giving little moans as he felt her stretch around his dick. At first it was slow going, but whatever Samantha had done had made Alice's ass like butter coated Teflon so soon enough he was in her to the hilt and started pumping back and forth. As he increased his pace Alice went wild, thrashing around and pumping against him. Her mouth formed into an 'o' but only the occasional squeak came out. Like whatever was going on inside her was just too much, a pleasure overload.

All of this was enough for the other Amazons to start going at each other, forming a ring of firm female bodies around Paul and Alice. The sight would have been too much for Paul but something kept him going for another ten minutes. When he finally did cum it was a torrent, filling Alice and the reaction on the girl was like a dam breaking. She let loose with moan after moan and what felt like orgasm after orgasm squirming on the end of his dick. She finally fell forwards with a trickle of cum leaking from her ass.

Whatever spell Samantha had cast on Paul's dick meant that it was still stiff and he still felt more than ready to go. He looked at the staring faces of the girls around him and said, "Who's next?"

The volunteers rushed forwards.

If she was being perfectly honest with herself, Samantha wasn't really all that mad with Paul. If she was, she probably wouldn't have left him in that situation. No, the truth was that for the first time in days she just didn't really feel like sex.

She was considering going to see a doctor.

Instead she went for a walk, and eventually found herself in a cafe sipping black coffee (because when Samantha hit on a theme she liked to see just how far she could take it.) She cast an appreciative eye at the serving staff and some of the customers, and got more than a few glances in

return. One great thing about being in a university town was that there was never any shortage of young nubile bodies.

She wondered about maybe setting up her own competing orgy against the one at Allison's. One spell to clear out the people that weren't in the mood, another to lower the inhibitions of those that were, and one more to make sure that nobody came barging in off the street to tell them to stop and she'd be in business. She couldn't permanently change the bodies of anybody here the way she had with Paul and his killer physique, not to mention killer dick, but she could easily have everyone in here looking like models and porn-stars for a few hours.

The way she saw it, her party would automatically have the better penis to vagina ratio as well as refreshments so the ball would be in Allison's court to provide the better alternative. She was so immersed in this fantasy she didn't realise that people were clearing out of the cafe until she was the only one left save for the five standing in front of her table.

She looked up at them and smiled. "Well now. Combat boots, black fatigues, army caps, sunglasses, and *ooh!* Are those cattle prods and handcuffs? You girls look like you're ready to party!"

There was a nice variety of them too. In order from left to right there was a redhead, a blonde, a brunette, and a girl with vaguely middle-eastern features, and an asian girl. The last one looked a bit like the photos Samantha had seen of Allison before she'd transformed scattered around Allison's apartment. In fact, now that she looked at her, Samantha thought that this girl looked a *lot* like Allison before she transformed. That was interesting, but she had to admit that it was probably not the most relevant part of what was currently happening.

"Silence, sorceress," said the brunette in the centre of the group.

Samantha let something wolfish leak into her smile and turned to the side. Letting her legs go wide and, thanks to the miniskirt she was wearing, showing off her red thong panties. The brunette looked like she was trying very hard not to react, but several of the other girls blushed. "So then, you've done a bit of homework."

The brunette's hand drifted towards her cattle prod. "What part of silence don't you understand?"

Samantha channeled magic through her being, causing the tattoos on her arms and down her back to light up and more light to pour from her eyes. She licked her lips as the girls in front of her took an involuntary step back. "I don't know. What part of sorceress don't you?" She swept her hand up in an arch and light jumped from her hand to each of the girls.

Their eyes widened and they seemed to stumble for a bit. Then, like someone had flicked a switch, five empty sets of fatigues fell to the ground. Samantha leaned over the piles of clothing with a frown, she hoped that she hadn't accidentally vaporized the poor girls. Then she saw something stirring in each of the piles of clothes and she smiled, knowing her spell had worked.

The library had always felt like a second home to Molly, now more than ever. Her reading speed was almost immeasurable now, turning the pages almost seemed like too long of a delay between one burst of reading and the next. Everything that she read was sticking in her brain too.

And that wasn't all, each book was... exciting her. More than that, they felt like lovers. The math books felt like a man taking her roughly from behind, the history books like a evening of lovemaking with sophisticated gentlemen, and the language books all felt like she was being licked out by beautiful women. As she finished her latest book, a volume on computer science, she had to bite down on her arm to keep from screaming at the orgasm that was rocking her body. It was a library after all.

Once she had calmed down enough to stand, she picked up her stack of books and made her way through the quiet study area and back up to the front desk. Her eyes went wide, apparently the man that had been working there had left and this new woman had taken up residence.

And she was definitely a woman more than a girl. She looked to be in her mid-thirties and the swell of her breasts and hips stood out even in the frumpy potato sack she had chosen as work clothes. Molly knew what that was like, she'd done it for years telling herself that she was putting work in front

of her personal life. Now she was wearing a red halter top with a plunging neckline that showed off her new breasts and a tight skirt that made it obvious what her ass looked like, and that she wasn't wearing more than the skirt to cover it.

Something inside Molly shifted and suddenly she knew exactly what she wanted to do to what she *knew* was a beautiful woman under all those ugly duckling clothes and old maid hair bun. She placed her books on the shelf and, instead of just walking off like she had the previous times, she slipped the shiny new laminated card that the dean had given her out of her purse and said, "I need to get into the rare book room."

The librarian eyed the pile of books. "You're done with all of these?"

Molly smiled, "I got what I needed from them. Can you show me the way down to the room? I've never been there before." A lie.

The woman blinked at her for a second and then blushed. Molly's smile grew a bit wider. *Somebody just thought something naughty...*

The librarian led her down a short flight of stairs and down a narrow hallway to a locked pair of doors. "Do you know professor Brown?"

"She's actually my aunt," she repeated the cover story that the dean had given her. The dean had said that it wouldn't have to stick forever, that sooner than she thought they were going to go public with all of the magic. But for now they had reason to hide. When she'd had sex with the dean she'd absorbed a bit of knowledge so she knew that the dean was right, but she still couldn't wait for the day that she could tell people who she was.

"I thought so, you two look a lot alike."

"My name's actually Molly too, it's a family name." Again a lie but it came quite easily.

"I see, my name's Julia." She unlocked the doors. "Do you need any help getting to any of the volumes?"

"That would be great thanks." She blushed a bit. "Especially if they're high up."

“I noticed,” Molly's new body only came up to the top of Julia's breasts. “You look so young to be going here.”

“I'm nineteen.” She'd been adamant about that with the dean and had fought for every extra year. Originally the dean wanted to pass her off as a sixteen year old prodigy, which was ridiculous.

Julia shrugged and led her into the rare book room. The musty smell hit Molly's nose like an aphrodisiac, she found herself drawn to the impression of the swaying buttocks underneath Julia's horrible tweed skirt. She had the distinct feeling that the books in here would feel like *very* experienced lovers.

Not only that but something was drawing her to Julia like a magnet. Molly wasn't wearing a bra and her stiffening nipples were visible through her thin top. “Uh,” being surrounded by these books, all of this knowledge, was getting to be too much for her. “There's a volume on Assyrian farming techniques in here that I could...” She shook her head, “I could really use.”

“Are you all right? You look a bit flushed.”

“I'll be fine. Could you help me look.” She bit her lip for help concentrating, but the moment that Julia had her back turned she couldn't take it anymore. She walked up behind the woman and grabbed both of her breasts through her shirt. Julia gasped but didn't resist. Instead she said: “We shouldn't do this...”

“I need you so bad.” Molly began to grind her body against Julia's and the older woman shuddered, turning around and placing her hands on Molly's shoulders.

“You're so young though...”

“I'm older than I look.” This was taking too long, she reached up, grabbed the sides of Julia's shirt, and sent buttons flying around the room as she ripped it open, exposing a soft body with a pair of breasts that were more than a comfortable handful. Molly clicked her tongue. “Why do you hide this?”

Julia bit her lip and then reached down and grabbed Molly's ass to pull the nymph closer to her, drawing a giggle from Molly's mouth. But Julia just started shaking her head. “I shouldn't, we could get

caught.”

Molly reached up and grabbed at the pins holding Julia's hair up in a tight bun, causing it to fall in waves around her head. With a sigh she leaned forwards and brought Julia into a long kiss that absolutely melted the older woman. Her knees buckled and both of them sank to the ground where Molly started tugging at the woman's tweed skirt.

A small gasp escaped Julia's mouth as the skirt came fully down and Molly started to kiss her neck. Slowly she let herself start to drift down while at the same time pulling away the plain cotton panties to make her ultimate goal clear.

“Those breasts,” Julia gave a moan and then repeated, “Those breasts. I want to see your breasts!”

Molly smiled and sat up, undoing the straps on her halter top and letting it fall forwards. Her breasts sprang free, giving a little jiggle as she shook them back and forth to give Julia a show. They were the size of ten pound bowling balls but still gravity defyingly perky with youth. She considered asking Julia to return the favor but the thought of driving the normally restrained woman mad was too much for her to put it off any longer so dove down for the kill. Drawing a loud gasp from Julia, she probed deeply with her tongue. She felt it had grown slightly longer when Paul had transformed her, and now she put it to good use.

“Oh God! You-you're so good at this!” She moaned and started pushing her pussy forwards into Molly's face. Molly thought that she'd better be good at this, she'd absorbed some knowledge of how to do it from the dean. She felt like one of her new PhD's could be in cunnilingus. Tired of teasing the poor woman she pulled aside her folds and went after her clit.

Julia screamed as the orgasm tore through her, and then gasped as a wave of knowledge jumped into her mind from Molly. A similar blast of ideas tore through Molly's mind and she found herself having an orgasm of her own from the sheer intensity, she'd never experienced something quite like this with the other girls or even the dean. Decades of facts and figures born of a love of knowledge for its

own sake penetrated her mind and left Molly gasping and quivering on the floor. She looked up at Julia, “Hey,” she panted, “weren't those sagging a bit more?”

Julia didn't seem to notice, her body still riding the waves of her orgasm. But a youthful firmness had definitely returned to her breasts, and the crows feet that had been lurking at the corner of her eyes had also disappeared. At the same time her breasts started to grow, her boring white bra started digging into her shoulders as her eyes flicked open. “You're a nymph,” she panted.

Molly blinked, how much information had Julia gotten from that one orgasm? “Oh, you saw that?” She smiled a bit awkwardly but Julia was barely paying attention.

Her breasts seemed to be jumping forwards with every beat of her heart. They were overfilling her cups and the edges of her nipples were showing around the material of her bra. Molly watched as the years seemed to melt away from her face, her skin taking on the natural glow of youth and the bottled lightning energy of hormones and a sort of naivete that only the truly young could express. “I don't think you're the only one...” she licked newly plump lips and arched her back. That one action was more than her overly strained bra could take and it snapped in half, causing a firm pair of jutting breasts capped with long maroon nipples to jump out. She purred at the sensation, reaching up and gripping her still expanding assets.

Molly reached out and placed a hand on one, reveling in the feeling of growth. It was an odd mix between stretching and warmth that left her nether regions tingling. Molly cooed as she felt around the woman, now more of a girl. Her soft body had transferred to skin that was *so smooth!* Even the bodies of the other transformed girls hadn't felt like this. Her hands explored a newly tapered waist and a soft and round buttocks, all the way up to hair that now looked like spun gold.

With a sigh Julia's growth seemed to come to a halt with one last little surge of expansion. Her hands reached up to explore her new assets. She smiled contentedly, but Molly was frowning. “Those look like they're pretty similar to mine.”

“I can live with that.”

“No I...” she took a closer look at Julia's face. “*Holy...*” Hands moving rapidly she dug in her purse and pulled out a small compact mirror. She pressed in close to Julia and held up the mirror for her to see.

“Oh,” said Julia. “Oh wow.”

Save from a few differences in coloration, blonde hair next to brunette or dark eyes next to grey ones, the girl's looked about as close to the same as they could without quite being identical twins. There were little differences, Julia had longer nipples, Molly's hips were a bit wider, but they could easily pass for sisters. Molly licked her lips, “Is it wrong that this is turning me on?”

Julia turned to her and gave her a kiss on the cheek. “Only if I'm wrong too.”

The park was deserted as Samantha sat down by the pond. She had a tupperware container with a few air-holes in the top and she surreptitiously dumped it's contents, five croaking toads, into the pond. “Don't worry,” she said, “it'll only last a few more hours. Maybe next time you'll think twice about threatening a sorceress?”

She walked away while doing her best wicked witch of the west cackle.

Samantha strode into Allison's apartment, two packs of gatorade in each hand. “Who wants electrolytes bitches!” She was pleased to see that the orgy was still going on. She hummed and walked over to where Allison and Paul were, Allison on all fours while Paul drilled into her asshole.

“You...” Allison was gasping and clutching at her floor. “You bitch!”

Samantha put a hand to her chest. “What did I do?” She really was a bit hurt by that.

“You mind controlled us. Made me want Paul toooooooooo...” Paul seemed to finish and Allison collapsed forwards with a grunt, her whole body quivering with delight.

“Mind control?” Samantha chuckled. “Allison, there are actually limits to what I can do. I can't mind control anybody. The most I can do is lower people's inhibitions and even then only as much as a

few shots of tequila.” She smiled and leaned forwards, whispering into Allison's ear. “*I didn't even do that to you. All of this was what you wanted.*” She smiled and stood up, frowning a bit at an exhausted Paul.

“Guh,” he said. He had a goofy grin on his face but otherwise looked completely spent.

“Well, I was gonna have you fuck me but I guess you could probably use a shower and a nap.”

“Fuh.”

“Good thing that that spell kept your dick clean huh?”

“Buh.”

She patted him on the shoulder. “Go have a gatorade. Hey Iris! You free? Because if not you better make some room because I am in the mood to *fuck!*”

A few hours later it wasn't exhaustion that put an end to the orgy, but hunger. They'd all reconvened to one of Allison's rebuilt (thanks to Samantha) sofas to discuss their options. Iris was rubbing her stomach, “I'm in the mood for Chinese.”

Samantha giggled, “I thought you've been eating Chinese all weekend- ow!” She rubbed the back of her head where Allison had just slapped her.

“You know I'm Japanese right?” Allison had her arms folded under her prominent tits while Iris rested on one side of her and Alice rested on the other.

“It was low hanging fruit, I couldn't resist.” She frowned, “Hey speaking of your origins, do you have a sister or something? I saw a girl in town that looked a lot like you.”

“I have a half sister, she lives in *Japan* with my dad though.”

“Yeah,” said Samantha, “it probably wasn't her.”

Hitomi Sakamoto suddenly splashed to the surface of the pond, naked and thrashing around in the cold water. The four other members of her squad appeared around her, equally naked and just as confused.

Teeth chattering in the evening cold, they got out of the pond and looked for somewhere to hide. The last thing they needed was to get picked up for public indecency.

As she squatted in the bushes with the other girls, trying to think of a way that they could get back to their safe-house while naked, Hitomi swore revenge on the dark forces that had corrupted her sister.

“Yeah,” said Samantha, “I’m probably just being racist.”

“I still want Chinese!” said Iris.

“Well I want pizza,” said Allison. “Show of hands who wants pizza?” She raised her hand along with every other amazon in the room.

“Of course they’re going to vote with you. They’re yours!” Iris was sounding petulant but she was smiling and gazing at the beautiful muscular figures that were scattered around the room. “Is this something we’re going to have to watch out for?”

“What do you mean?” said Samantha.

“Girls turning into our... species?” Iris looked around with a gaze. “Not that I’d be against having a few more mermaids around, but I’d like a bit of warning.”

“Nah,” said Samantha. “I doubt it. This is probably a fluke. I bet it’s because Allison was the first one that Paul transformed. *Maybe* it’ll happen to you and there’s a slight chance it’ll happen to me but I doubt it’ll happen to, say, Molly.”

“Are you sure?”

“I’d stake my anal virginity on it.”

Just then the door burst open and Molly came in trailing a blonde girl that looked almost exactly like her. “Hey guys! Look at what I did!”

The whole room stared at her for a moment and then Samantha sighed and lifted a finger. A bead of light shot out from it to her own ass and she shuddered at the sensations. “Hey Paul?” she said

to a sleeping figure in the corner. He blinked awake and looked around the room. "I need your help to settle a bet."

Despite Samantha and Paul's explorations, during which Allison seemed to take more than a little joy in taunting the sorceress, the gathering seemed to wind down after the pizza arrived. Allison had tried to blow the pizza guy's mind but the poor kid had been way too shy and had booked it when she'd answered the door in her open leather jacket, a pair of thong panties, and nothing else. That and the impending fact that no matter how much sex they had classes were still going to happen tomorrow.

So the party went their separate ways, save for Iris who seemed to be angling to become Allison's permanent house guest. Paul ended up having a bed to himself for the first time in days. Hanging out around all the amazons, he'd almost forgotten that he was kind of tall and he liked being able to stretch out in bed.

Monday was also surprisingly pleasant. After the weekend's extraordinary events the repetitive normalcy of a Monday was almost therapeutic. During lunch he even met up with Samantha, Iris, and Allison and they had a whole conversation that didn't once touch on sex (sort of, he wasn't sure that what Iris and Allison were doing under the table was entirely innocent and Samantha had ran a hand along his inner thigh just before standing up to leave.)

As it was though, he was eager to get his last class (a chemistry lab) out of the way so that he could get back to the girls. That was probably why he was too distracted to notice when someone stepped up next to him and said, "Hello."

"He-" he turned and saw a goddess standing next to him, "-eyyyyyyyyyy?"

"I'm Olivia." She had a British accent and sparkling green eyes. Her chestnut coloured hair framed a perfectly portioned face with plump lips and a cute button nose. Her figure wasn't as spectacular as the other girls that had been transformed by him, but those girls *had* been transformed by him. She had a prominent bust and wide hips under her lab coat as well as long lithe legs encased in a

pair of tight blue jeans. “Looks like we're lab partners.”

“I'm Paul,” it came out a bit too loud but she just smiled.

“Paul.” She said it slowly, that plus her more upper class accent meant that Paul could listen to her say his name all day. Olivia smiled and pulled a lab notebook out of her bag. Paul could see that sections of it were neatly highlighted and there were notes in the margins that were so neat they looked like they'd been typed.

Paul expected a twinge, that feeling he'd gotten when he'd encountered the other girls. It had turned passing attraction into undeniable lust, and only seemed to get stronger if the girls ignored it. But nothing came as he watched Olivia move through a simple titration experiment with the poise and grace of a ballerina. Not even when she'd dropped a pen to the ground and bent to pick it up and Paul thought that his heart was going to burst out of his chest.

Because they were working together they finished the lab at the same time, boarding the elevator that connected the labs on the top floor to the rest of the university. Paul was so busy trying to get a hold on the raging libido that had been ignited just by his proximity to Olivia that he didn't notice that she had pulled out a small key and turned it in a lock above where the rest of the elevator's buttons were until the elevator started going up.

“Wait,” said Paul, “where are we going?”

“You know Paul, this wasn't the first time that I've seen you.” The elevator dinged to a stop and opened up onto the roof. Olivia stepped out and gestured for Paul to follow. He did so, hesitantly as she stepped into the chill evening air. Olivia still had her lab coat on and it blew in the slight breeze. “I saw you for the first time on Saturday, in the library.”

Funny, thought Paul, that was when I twinged on Professor Brown. That was really intense, I remember thinking that- realisation swept over Paul and he swallowed. I remember thinking that it was twice as intense as it had ever been.

“Since then,” she turned to face him and he saw an intimidating intensity in her stare, “I have

been able to think of scarce else.” Her nipples were pressing through her powder blue blouse for reasons that Paul doubted had much to do with the temperature. She pulled off her small backpack and opened it up, producing a blanket that she unrolled on the roof. “I tried to deny it, tried to say that I haven't even talked to you and that it was just a passing infatuation.” She began to take off her jeans, as tight as they were it was more a case of peeling them off. “But after spending some time with you it's clear.” Her lacy black panties had come off with her jeans and she sat on the blanket, legs spread wide. “Paul, I need you to make love to me on this rooftop.”

Paul didn't need any more invitation. He stripped out of his own pants and almost ran at her, Olivia caught him and drew him into a long kiss. Her hand reached down and started stroking his shaft. “Good God!” She gasped, “This might be a tight fit.”

“It'll fit,” Paul reassured her and kissed her again, one of his hands reaching under her shirt to grasp at her breasts.

She broke off the kiss, “Hang on.” She pulled away and stood up, leaving him to look up at her shaved pussy, clearly damp already. “I'm going to need to be on top.”

“Kay.” Paul lay on his back, dick a masthead above him. Olivia smiled and lowered herself just above him. That poise and control that he'd seen in the lab came back. She started teasing him, letting the head of his dick rub along the outside of her folds and getting herself lubricated with his pre-cum. Cooing, she started to lower herself onto him, impaling herself at the same time, but with excruciating slowness.

Paul tried to hump deeper into her but she moved with him, keeping the penetration at her own pace. She kept making her little cooing noises and Paul wondered how much of them were part of her need for control, designed to keep him as aroused as possible. She was right that it was a tight fit but Paul also knew that thanks to Samantha's spell he would eventually get all the way in there. About half way down it seemed like the anticipation grew to be too much for Olivia as she lowered herself with one smooth motion. It felt like he was filling every single inch of her and she let out a gasp that led into

a deep moan.

After that the lovemaking began in earnest. In the past few days Paul had learnt that every woman had their own flavour to their sex. With Olivia it seemed to be a case of extracting the maximum amount of power from every stroke. She rode him slowly at first, but kept increasing the speed at a steady pace. Sensing that she was the kind of girl that like to take the lead, Paul let her.

He also kept his eyes open for signs of transformation, but none were showing up. “You might wanna take that shirt and lab coat off.”

“Don’t be...uhn...silly Paul.” Again, he loved the way his name sounded in her mouth. “It’s freezing up here.” Paul could feel an orgasm approaching and so ignored his worries, instead focusing on pumping against her faster. She threw her head back and arched against him in pleasure, mouth open and breath coming in pants as she built towards an explosion. And explode she did, as the moment that Paul shot his seed into her she hit her own orgasm with a loud moan and all of the changes that had been more gradual in the girls now happened to her in a instant.

He could see muscles develop in her legs, not the bulging muscles of the amazons but definitely the toned muscles of an athlete. Against his own legs he could feel her ass change, becoming firmer and rounder while her hips widened just a bit and her waist shrank in. What had been a great hourglass figure now would have been difficult to take his eyes off of if the changes in her chest hadn’t been so spectacular.

Her breasts leaped forwards with enough speed and force that he could hear her bra give way with a little “pop”. The buttons on her blouse also couldn’t take it and the whole thing burst open, setting her breasts free, but even after destroying their support they didn’t sag. There was a good deal of bounce but afterwards they seemed to stay right where they were. Paul had heard that a woman could tell if she needed a bra by if she could place a pencil under her breasts and have it stay there. Paul doubted that these had enough sag to support a sewing needle. The nipples were still covered by the ruins of her shirt but they looked like they’d grown longer along with her breasts that were now almost

as big as her head.

With a groan she leaned forwards, still seeming to be in the middle of the orgasm. It hid Paul's view of her wonderful new tits, but it let him see that something was stirring on her back under her lab-coat. Two distinct shapes were moving under her coat, taking up more and more space until suddenly, and with great force, two large feathered wings burst out. They tore her lab-coat and shirt to shreds, leaving her naked except for a few tattered pieces of cloth. He could see that the change in her muscles hadn't been exclusive to her legs, her whole body had a toned and firm look now. She whimpered as she came to the end of her orgasm, her eyes had been screwed shut the whole time and now she opened them. Then she kept opening them very wide.

Moving stiffly, she lifted herself off of Paul with a wet pop and stood up. Face neutral except for her very wide eyes as she looked at her body. He thought her eyes were as wide as they could go, until she turned her head and saw her wings.

Paul cleared his throat. "So, uh-"

She started screaming. She started running and this caused her unfurled wings, that had to have at least a twelve foot span, to catch the air and lift her off the ground for a few seconds. This made her scream more. "*What happened!?*"

"Calm down," Paul held up his hands defensively, "this happens sometimes when I have sex with girls."

Her gaze turned on him, "You *knew* this would happen?"

"Well... not this specifically. With the other girls-" This had been the wrong thing to say.

"*What* other girls? How many *other girls*?" If looks could kill Paul would be looking for a plot right now. However at this point he didn't really see a way to sugar coat things so he just decided to be honest.

"I think... ten?"

"Oh my God." She held her hands wide, "Look at me!" She cupped her breasts, "Look at these,

they're ridiculous!"

"Uh... yeah." They were actually about the smallest so far. Samantha would be pleased but that was about the only upside he could see to this situation.

"I'm a freak." She buried her head in her hands.

"I don't think you look like a freak, I think you look..." he paused for a moment and gazed at her wings. There were a very pure white, so pure they seemed to glow even in the fading evening light. "I think you look beautiful."

"Well that's great, I landed the one guy on campus with an angel fetish. He's only involved with ten other women."

"Well... maybe there's a way we can fix this. One of my friends is-"

"No Paul," she looked at him with clenched fists. "You stay away from me. I'm gonna..." She didn't finish her sentence. Instead she gave her wings a single giant flap and shot off into the sky like a bullet. Paul took a moment to marvel at how unbelievably *fast* she was going before the reality of the situation sank in.

"Oh *fuck*," he said. He walked to the edge of the rooftop and looked for her, but she was long gone.

An extra loud wolf whistle came from the ground and Paul realised that he was standing naked on top of a roof in public. His hand went down to cover his crotch, but he didn't bother when he saw who it was. Allison, Iris, and Samantha all stood in a row at the bottom of the building on an otherwise deserted campus. Allison looked like she was the source of the whistle and Iris gave cheerful wave.

"One second," Allison cupped her hands and shouted at Paul. After a few running steps she crouched low and *jumped* clearing all four stories to land on the roof next to Paul in a crouch. She dusted herself off. "Tall buildings in a single bound." She beamed. "So stud, who's our new feathered friend?"

Paul was about to answer when Samantha appeared over the side of the roof as well, eyes

glowing as she floated with Iris in tow. “Show off,” she said to Allison.

“Listen,” said Paul, “I think I fucked up.”

“Why?” said Iris. “When's that angel girl coming back down? Say... if she's an angel-?”

“Don't sweat the theological implications,” said Samantha. “Just think of her as a girl with wings.”

“That's it though,” said Paul, “she doesn't want wings. She doesn't want any of this.” He turned to Samantha, “Is there a way that you could turn her back? Make her human again?”

Samantha scoffed, “Who'd want that?”

“Can you?”

“But did you see her fucking tits!? The looked like you could crack a walnut between them they were so firm.”

“Samantha...”

She rolled her eyes, “Yeah, ok, fine. If she doesn't want it we won't force it on her. If we can find her I can *probably* change her back.”

“Right,” said Paul, “good. I have to make this right.”

“The problem will be finding her. Angels can fly faster than fighter jets and for way longer too.”

Paul sighed, “Can you help me think of something?”

“Yeah, yeah. I'll help.”

“We'll help too,” said Allison. Iris nodded.

“Ok,” said Paul. “I guess we have to get to work.”

Hitomi stood with her head bowed along with the rest of her squad. The woman pacing back and forth in front of them was beautiful and terrible to behold. “I can not believe,” she said in a refined British accent, “that you would be so stupid as to go after the sorceress on your own.”

“Well,” said Pauline, the head of Hitomi's squad. “The others were all in a group, or on campus

where the dean-”

“Idiots,” said the woman, “idiots and failures. Because of your incompetence they have claimed another, my own daughter has been corrupted!”

Pauline bowed her head again, cowed with the rest of them.

“Find this Paul Peters and bring him to me, so that I can properly deal with him.” The woman pulled her wings in close behind her. “The order will accept no less.”