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Lilly was concerned, she was getting a new roommate today. After her old roommate decided to leave college they had reassigned the room arrangements right away instead of waiting for the next semester. Lilly had liked her old roommate, although she could predict that she wasn't cut out for the academic life. At least she was considerate enough to do her partying elsewhere and respected Lilly's desire to study and keep her head in the books.

'It isn't that I couldn't go out and party, if I wanted too, its that I need to study if I want to get ahead in life.' Lilly thought to herself. 'There will be time for parties and boys and goofing off after I get my education and a get a job.... Eventually.'

Lilly tried to keep herself busy cleaning the room and pacing nervously while waiting for her new roommate to arrive. She had no idea who was going to be sharing the room with her and she hoped it would be another academic like herself. At the very least she hoped whoever it was would at least leave her alone like her old roommate.

Lilly was in the middle of nervously rearranging the items on her desk for the third time when she heard the door to the room bust open. Lilly jumped a little and turned to the door but all she could see was a pair of shapely legs in dark ripped jeans sticking out under a mountain of boxes, bags and roughly piled on personal possessions. It looked like whoever was behind it all had just thrown all their possessions into a pile and picked it up. There was no real organization to the mess. Lilly just watched as the mountain of stuff walked into the room and then the top half of the pile just fell off onto the floor as if pushed over by the person's head.

"Fuck yeah, this is nice! No more back alley blowies to make enough cash for rent. Fuck did I luck out that a room came up." Lilly just stood agape at what this woman had just said. The woman scanned the room and took a second before she looked out over the box enough to see Lilly standing there staring at her. Lilly was pretty short, standing only about 5'1" and was rather slim. Lilly had to look up to see the newcomer and judged that she was close to 5'10". As Lilly studied her face she was instantly jealous to see that her new roommate was extremely beautiful. The new girl had long black hair tied up into a crazy updo, soft looking pale skin that looked healthy and clear, and these bright vibrant green eyes. She was wearing dark eyeliner and had maybe a few too many piercings in her ears,

but it was here plump crimson red lips that drew in Lilly's eyes. Lilly saw them spread into a wolf grin before realizing that she had been staring.

"Hey kid, you must be my new roomie, my name's Kat. Hope you don't mind me throwing my shit here." Kat looked over to see which side of the room was free and then threw the remaining items in her arm in that general direction. Lilly winced a little as she saw everything just explode onto the clean floor and then turned back to Kat. It was almost like slow motion as Lilly's eyes bugged out of her head and jaw fell open as she saw what was previously hidden behind all the boxes. Kat's chest was huge and still wobbling about from the throwing action. Kat was wearing a black band T-shirt and the logo was half stretched out and half hidden under the shadow of her boobs. Lilly could also clearly see the outline of a huge bra underneath the tight shirt.

Lilly didn't even notice until suddenly everything went dark and her head was enveloped in a soft squishy mass. Her nose was filled with a pleasant perfume that she couldn't quite place but it made her want to nestle her head in deeper and breathe it in. Lilly then felt strong arms pull her into a tight hug and she instinctively hugged back. Her arms wrapped around a surprisingly small waist and then fell down to feel a large and shapely rear. She could feel almost as much as she couldn't hear a voice reverberating through her. The voice was too muffled to make out what it said so Lilly had to pull back and look up at the smiling face of Kat.

"Yeah 'the girlz'..." Kat said nodding at her chest, "...can have that effect on guys, and lesbians too. Ha ha" Kat gave a sexy wink and a heartfelt laugh that caused her breasts to bounce into Lilly's face once more. "You getting a good feel down there?"

Lilly just realized that her hands were still gripping onto Kat's ass and she let go as if her hands were on fire and quickly took a few steps back. Lilly's face flushed with embarrassment and she stammered out "You... you hugged me! I am not.. I am not..."

"Oh relax will you kid, ha ha. I was just fucking with ya. But you just looked so cute and were staring like you hadn't seen tits before... but maybe you haven't." Kat laughed and turned around to start picking up her belongings. Lilly couldn't help but hug her arms around her flat chest as if to draw into herself and protect herself from the insult.

"L, Lilly"

"What..."

"Lilly, that's my name, it's not kid." Lilly was trembling like a small child trying to stand up to the loud neighborhood dog. Kat looked over and was about to shoot a quick remark back but saw how upset Lilly had become. Kat's face softened and she walked over to the smaller girl.

"Um, hey look, I know my personality can come across a little strong but I wasn't trying to make you cry." Before Lilly could say anything back she was swept up into a big hug again and once again found herself face first into those magnificent boobs. The smell once again filled her and she felt her

anger and fear melt away. Lilly stopped struggling and allowed herself to melt into the soft body of her large roommate. "We are gonna live together, so we better be friends, right bitch?"

Lilly pulled her head back to look up at Kat, she was confused about being called "bitch" but seeing the sincerity in Kat's eyes and the wonderful smile that she had, Lilly let it pass. Something about Kat just made her want to like her, despite the messy room, foul language and lack of respect for personal space. Lilly pushed Kat away and gave her a nod as to accept the apology. "Ok, lets be friends. Now let me help you unpack"

Kat looked over at the mess of her belongings and said confused, "but I am unpacked?"

The two girls spent the next hour unpacking Kat's things and putting them away into their proper place. Eventually Kat just gave up and stretched out on her bed while Lilly continued picking up clothes from the floor that had fallen when Kat first walked in. As the two girls got to know each other better Lilly realized that Kat was actually pretty cool and really did just come on a little strong. They were laughing at each others jokes until Lilly just stopped suddenly. Out of the pile of clothing she had just picked up a huge silky smooth black bra. The cups were nearly big enough that Lilly could almost put her head in just one of them. Lilly once again flushed with embarrassment as she turned towards Kat still holding the undergarment.

"Pretty curious aren't you." Kat said smiling, "They would be F cup if I could ever find them in that size, most stores only go to DD or E, it's just easier for me to get them custom made. I know this old Chinese woman who does it cheap... well cheaper than you would expect."

Lilly looked at Kat in amazement, "How do you not bend over and break in half, I mean..." Lilly was getting all flushed again, "you're not fat..."

Kat let out a roar of laughter that set her tits jiggling all across her front. "As I was growing up in high school and they just kept getting bigger and bigger, I soon learned that I needed to seriously work out to not do just that. I have a layer of feminine softness covering it up, but I am actually crazy strong." Kat flexed her arm and a surprisingly large bicep popped up. Lilly felt the sting of jealousy course through her again. Here was this incredibly beautiful woman with huge tits, and an amazing physic to go with it. She felt even more insignificant looking down at her own rail thin arms and completely flat chest.

Lilly eventually got Kat all moved in, and things were surprisingly good between the two girls for the first few days. Kat was usually still asleep when Lilly left for class and was gone usually till late in evening, so Lilly had plenty of time to study and do her course work. It was the first Friday after Kat had moved in that she surprised Lilly by being in the room when Lilly got out of classes for the day. Kat was clad only in her underwear, a matching set of deep red with black floral print. She was rummaging through a pile of her clothes that somehow ended up on the floor instead being hung up in the closet. Lilly stared at Kat's smooth rounded ass as it stuck up into the air, and tried to close the door quietly.

Kat suddenly stood up holding a black and purple dress and turned toward Lilly. Lilly quickly looked away as if she had been caught doing something bad. "Hey Lil' Lilly, what do you think?"

"About what?" Lilly was still trying to avoid looking at her roommate. Lilly walked across the room to her side and started putting her books away.

"My Tits and Ass. Ha ha, the dress silly, there is going to be this bitching party tonight." Kat started pulling the dress over her head and then had to really stretch it out to make it pop over her tits. Once her head was free she added, "Oh yeah and I said you were coming."

"What! N, No I cant. You can't just go inviting me places. I have... homework to do and stuff." Lilly was quickly flustered and couldn't stammer out excuses fast enough as to why she didn't want to go. Kat just rolled her eyes and kept getting ready. She got the dress pulled down over her hips and managed to pull it to about mid thigh before the neckline became too low and her tits started squishing up towards her face. She grabbed the neckline and tugged it up a bit causing the creamy white skin of her boobs to jiggle and shake like jello. When she was done adjusting you could just see the deep red of her bra sticking out of the neckline and a deep chasm of cleavage.

Lilly was just launching into another round of reasons not to go when a red dress hit her full in the face. "Here, put that on, it will look cute." When Lilly took too long to respond, Kat quickly closed the distance and pushed the small girl onto the bed. Lilly was quiet now as Kat crawled on top of her and pinned her down. "You're too quiet Lil' Lilly. You got to quit bitching out and come to the party."

Lilly finally finds her voice again, "What do you know, you barely know me."

"I know enough just seeing how easy I can push your buttons. Also you go to bed by 9:30 every night, I don't come home that late you know. Someone has old maid written all over her and I am not letting you. You are coming with me to this party." Kat then begins stripping off Lilly's sweater. Lilly tires to struggle against Kat, but she is no match for the larger stronger girl. Kat easily flips Lilly around and strips her down to just her panties. "Oh, no bra for this one... well I guess can see why." Lilly begins to make a sour face, but it quickly turns to shock as Kat leans in, pressing her large breasts against Lilly and then licks her neck.

Lilly's breath inadvertently quickens, "What are you doing?!"

"Don't worry," Kat says breathily into Lilly's ear, "Tonight I am more in the mood for dick than pussy." Lilly isn't sure if Kat is being serious or not, but it has shocked her enough that she stops struggling and lets Kat pull the red dress onto her.

Lilly gets up looks at herself in the mirror. She has to hold back her tears as she looks and sees how feebly she fills out the dress. What was a skin tight micro dress on Kat is loose and all stretched out on Lilly. The top is laughably too large and the plunging V which would show off Kat's impressive cleavage, hangs deflated almost to Lilly's belly button. Lilly can see one of her little nipples exposed as the dress hangs out from her body. The bottom goes down to her knees instead of her thighs and the entire garment just appears too large for her in every way. Lilly sees the statuesque figure of Kat step

up beside her in the mirror and she is absolutely dwarfed in comparison. Lilly quickly storms to the bathroom and shuts the door, leaving confused looking Kat in front of the mirror.

“Well shit...” Kat walks over to the bathroom door where she can hear Lilly trying not to let her sobs be heard but failing. “Oh come on Lilly, it doesn’t look that bad, really. We can just tighten the top up some...” or a lot she adds under her breath, “and it will look great.” Kat stayed by the door a little while longer but when Lilly didn’t open the door, she eventually went back to getting ready. Kat set about adding her dark eyeliner and crimson lipstick to her look, and then started doing up her hair in a complicated looking updo. With a few errant pieces, Kat eventually had to go back to the bathroom door. “Hey open up, I need my hairspray and I left it in there.”

Just when Kat was about to pound on the door again, she heard the lock click. Kat opened the door and saw a bleary eyed Lilly sitting on the edge of the counter holding out the can of hairspray. Kat finished up her hair and then turned to Lilly. “Are you ready to stop being a pussy and put your big girl pants on?” Lilly just nods weakly, “Well good, now come here and let me fix that dress.” The two girls spend an hour getting Lilly presentable. They have to tie a big knot in the strap that goes behind the neck, and pull a little extra from around the hips and pin it with a safety pin, but the dress looks presentable. Lilly even manages to get her mousy brown hair into a decent style. As the girls are about to leave, Kat puts on a pair of clunky black combat boots that elicit a laugh out of Lilly.

“What are those?” Lilly just points at the boots.

“These are my boots! Good for a stomping good time, and stompin a few assholes who get too frisky, besides, they are just me!” Kat smiles as she laces them up, her breasts threatening to pop out of her dress as she bends over. “Plus that is the first I have seen you smile today, good to see you getting in a good mood.”

“Well they are you, and I can’t believe I am letting you drag me to a party.” Lilly puts on a nice pair of shoes, some low heels, not really owning anything too fancy, but fitting enough to go with the dress. The two girls then set off walking towards the party. They have to head off campus and pass a secluded wooded green space. They have to continue on a few more blocks and Lilly starts to complain about her shoes hurting her feet.

“Well now, you can’t laugh at my stompin boots now” Kat laughs and then points at a large house just up the block, “but don’t worry, we here!” Kat grabs Lilly’s hand and pulls her up the block to the house. Walking in Lilly can hear the loud music and the occasional laugh or shout from some obviously drunk guy. Kat walks through the house heading for the kitchen. In the kitchen is a large assortment of booze on the table and four guys standing nearby with drinks in their hands. Kat runs up to the group and hugs one guy from behind.

“Hey Bitches! Wow, you guys started early!”

“Damn straight! First thing after class, what took you so long Kat?”

“Oh this little drama queen, that’s what. Lil’ Lilly this is Dave, and that’s Adam, and Jason, and...” Kat was pointing at each of the guys introducing them in turn.

“Neil,” Lilly finished looking up at the rather tall guy still to be introduced. Neil was about 6’ 2”, more lean than lanky. Neil had short brown hair and was generally above average looking.

Neil, look a little confused and then said, “um, yeah that’s right. Have we met?”

Lilly turned about as red as her dress and then stammered out, “We, we have Biochem 311 together, you sit a few rows in front of me.” Lilly started to shuffle closer to Kat as if to hide behind her, or put her in-between Neil and herself.

“Oh, um yeah, now I think I remember,” Neil said, but clearly not remembering. Shaking himself out of it “But hey, can I fix you a drink?” Without even waiting for an answer Neil set about pouring a rum and coke and then hands it to Lilly. Lilly takes the drink and then darts out of the room barely squeaking a ‘thank you’ as she leaves. The four boys all share a confused look with Kat before they continue talking.

Lilly spends most of the night skirting around the house, drinking by herself and listening in on others conversations. As the night goes on, more and more people start crowding into the house and Lilly easily loses herself into the crowd. Lilly occasionally spots Kat throughout the night, hanging off one guys arm to later see her sitting on a different one’s lap. She also steals a glance at Neil every chance she can get, but hides anytime she notices him looking back. Lilly is a few drinks in and is mixing herself another when suddenly a soft heavy weight sets itself ontop of her head.

“Hey, Lil’ LilLLL..” a drunken lisp speaks her name. “What have you been doing? This is supposed to be a party.” Lilly tries to turn around but Kat just rest more of her weight onto Lilly causing the small girl to need to brace against the table to keep them both upright. “What is up with you and Neil, you ran away like he was gonna eat you.” Kat punctuates ‘eat you’ with little hand motions like mouths and starts pinching Lilly.

“I am... I am just buying my time, I am just enjoying the party.”

“Not from what I see.” Kat starts to sing “you are a pussy, a big baby pussy..” and then stops when Lilly hits her with an elbow. “You clearly like him, go talk to him, show him you got balls!” Kat then proceeds to laugh after saying balls. Kat waits a little bit and when Lilly doesn’t say anything, “I hear he is single.”

Now Lilly is quick to say “No he isn’t, he has a girlfriend.”

“Nu uh, Dave said they broke up last week. If you aren’t going to go for him, maybe I will. I have to admit, he looks pretty cute.”

“You can’t! I like him! Um, I mean.. ughn!” Lilly pushes back Kat and then stumbles back into the throng of the party with her new drink in hand. Lilly is so upset now, thinking of Kat hitting on Neil

that she doesn't notice where she is going. She ends up walking into the back of a tall redhead and pours her drink down her back. The cold liquid hitting the redhead causes her to jump and pour her drink into the lap of a busty blond girl sitting next to her.

"What the Fuck you Little Bitch!" screams the redhead turning around to see Lilly. "Watch what you doing you pipsqueak!"

The blond then pipes up in a mocking tone, "Who let this little girl in here anyways! Go back to your Mommy!"

The redhead then reaches over and takes the blonds drink. She starts to pour it over Lilly's head while shouting insults. "Little babies shouldn't be drinking alcohol!" As Lilly's hair mats down with the drink, the redhead then spots the large knot tied up behind her neck. "Oh and what's this, are you playing dress up in your Mommy's clothes too?" By this time a sizable crowd has stopped to watch what is going on. The redhead then grabs the trembling Lilly and spins her around so as to get at the knot. With a few good tugs the knot comes loose and the front of Lilly's dress falls forward and away from her body, her chest, or lack thereof becomes exposed for everyone to see. There are a few laughs from the people assembled and then the blond moves in front of Lilly.

The blond grabs her breasts in each hand and hefting them upwards, and sneering down at Lilly, "You need tits like these if you are gonna try and wear something like that!"

"And an ass like this" says the redhead turning around and smacking her generous rump. By now the entire crowd is laughing along, and a few even hurl insults of their own at Lilly. Words like "mosquito bites" and "pancakes" are heard as the tears well up in Lilly's eyes. Suddenly the redhead pushes Lilly and she falls to the floor. The laughing continues as no one comes to Lilly's aid.

Finally being able to bear it no more, Lilly starts to cry and scrambles to her feet. She starts running not caring who she bumps into, most people just getting out of her way. Lilly hears the blond behind her yell, "That's right, cry like a little bitch back to mommy!" With that last insult the tears full block Lilly's vision and she is now running blind. She crashes into someone large and solid and before she can hit the ground, whoever it was catches her.

"Whoa, what the hell," Lilly looks up to see who caught her and barely recognizes him as Dave, one of the guys Kat introduced at the beginning of the night.

Through the tears Lilly is barely able to croak out, "Where is Kat?" and Dave points her off towards the kitchen. Lilly just makes it around the corner into the kitchen when she sees Kat pressed up against Neil. Neil's head is bent down as Kat is whispering in his ear, his eyes looking down her cleavage, but occasionally darting around as if to pretend not to be obviously entranced. As he looks out he sees Lilly, gives a little smile and nods to get Kat's attention. Kat turns all smiles towards Lilly and is about to say something when ...

"YOU BIG TITTED WHORE!" Lilly screams, the emotional turmoil of the night getting to be too much. The crying returns full force as Lilly feels betrayed and runs for the front door. She makes it out

of the house and heads off in the direction she thinks is right. Her wet hair is matted against her face, the too large dress billowing around her, showing her miniscule chest off to anyone able to catch a glimpse of this sad girl as she runs. A shoe falls off, and then the other and Lilly doesn't seem to care. She makes it to the wooded park when the hard pavement on her feet finally sinks into her drunken mind. Hoping the grass and dirt will feel better; Lilly leaves the sidewalk and stumbles into the park.

"I can't believe her, I told her I liked him and she had to go sticking her overstuffed balloons in his face, and he clearly liked it!" Lilly screams her frustration into the deserted park, having wandered pretty far in, she can't see anything but woods and rocks now. "and then there was those other bitches, and everyone just making fun of me! It is so unfair! You hear me Universe, it is UNFAIR! Why do they get those bodies that attract everything and I get nothing! I want those bodies! I want their big boobs, their big asses, I want their social graces, I want their laughing to stop, I want their everything! It's unfair!" and with that last cry she slams her fists down onto a large rock beside her. At the same time a freak strike of lightning, even though it was a clear night, strikes the rock blasting it apart and sends the small girl flying backwards into a large tree. Lilly hits the tree headfirst and blacks out.

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Bird songs... that was all she could hear. Lilly slowly started to come around, opening her eyes and noticing the sun just coming up through the trees. She had to blink a few times to get her eyes to adjust, her head was pounding and moving her head hurt. Thinking it could be the drinks from last night, Lilly couldn't really remember too much. Looking down at herself, she saw what a state of disarray she was in. She was covered in dirt, hair plastered to her face, a too large red dress barely covering her, and to top it off, she was barefoot. The fog in her mind slowly started to fade as images from the night before started to come back to her. With them, the embarrassment, shame, and then anger at what had happened to her started to flood in. Suddenly she remembered everything and she looked up to see the rock she had smashed last night, only to see nothing but grass where the rock should have been.

Lilly raised her hand to point at where the rock was, as if to question if she was remembering things correctly. As her hand comes into her view, her mind is quickly distracted as she sees some weird symbols marked into her skin. Startled she notices the same on the back of her other hand as well.

"Oh god, did I get a tattoo last night?! I thought I could remember everything... ugh... my head hurts so much." Lilly leans back against the tree she had apparently slept against and studied her hands



some more. The symbols were identical on both hands, and looked kind of like a winged balance scale holding up a ship's rudder and a measuring stick of some sort. It didn't really make much sense to her, but she figured she could maybe get them removed later.

Waiting for 15 minutes her head started to hurt less and Lilly was able to get up. She was able to walk slowly, and had to keep adjusting the dress to make sure it covered everything, but eventually she made it back to the dorm rooms. When she got back to her room, she was glad to find the room empty, she didn't want to confront Kat right now.

Lilly needed to take a shower, she quickly stripped off the red dress and instead of neatly putting it away as she normally would, she wadded it up and threw it in the corner near Kat's bed. Lilly would be glad if she never saw that dress again, and didn't give it another thought. Lilly quickly got in the shower hoping the water would clean her dirty body and her foul mood. Cleaning herself, she couldn't help but be disappointed in her body, and again the comments from the girls last night invaded her mind. Growing more frustrated that being naked just reminds her of what she is lacking, Lilly gets her shower over with as quick as she can. She then gets dressed in a large formless sweater and some loose jeans. Just as she finishes getting dressed the door opens and in walks Kat.

"Well if it isn't little miss freak out. Where the fuck did you go last night? You know I came all the way back here looking for your bitch ass?"

Lilly notices that Kat is still wearing the same clothes from last night, "Well you couldn't have been too concerned cause you must have gone back to the party."

"Well fuck yes I did, I can't spend all my time on your freak outs. I gotta get my fucking in too you know." Kat pulls off her dress.

"Gross, I don't want to hear it! I am going for breakfast, hopefully my head will feel better after I get some food in me." Lilly tries to walk to the door but suddenly finds her path blocked by a half naked Kat.

"Awe does somebody have a hangover?!" Kat says mockingly, and then pulls Lilly's head into her cleavage. Outraged, Lilly reaches up and places a hand on each of Kat's big tits to try and push herself free. As soon as her fingers sink into the soft pliable flesh, she feels a strange electricity rush through her starting from her hands. No, not from her hands, it is almost as if it was starting in Kat's breasts and then running through her hands and invading her body. Lilly was mad before, but now this electricity carried so much more, it was filling her with a swirl of emotions of rage and excitement. The feelings were overwhelming her, and then with more strength than she thought she had, she was able to push Kat away from her.

"Get your big fuck-bags out of my face!" Lilly was surprised by the words coming out of her mouth. She had never referred to boobs as 'fuck-bags' before, it sounded more like something Kat would say. Kat, surprised by the strength displayed by the small girl and the rather vulgar, for Lilly

anyway, language, didn't respond. Lilly, letting the supernatural rage she was feeling fuel her movements, stormed out of the room heading for the cafeteria.

As she walked, Lilly finally took in what had just happened in between her roommate and herself. It shook her and she could feel the rage dissipate, but oddly enough the electric tingle remained, centered mostly in her small boobs making her nipples painfully erect. They were rubbing hard against the fabric of her sweater, sending more pleasurable sensations from them than she had ever experienced before.

"This must be some sort of endorphin high from confronting Kat." Lilly reached up to feel her nipples, looking around and seeing no one nearby. Her hand brushed her nipple causing a small moan to escape her lips, she then brought her hand in and pressed on it, feeling it squish into her...

Lilly abruptly stopped walking, freezing on the spot, her hand still pressed into her boob. Her Boob! Both hands flew to her chest and she started cupping and squeezing everything she could. "What the fuck, what the fuck..." was all she could repeat under her breath as her hands started massaging the little mounds of flesh. She could feel that they were not that large, but from having nothing to something, it was amazing! She stood there in the hallway feeling herself up until she heard footsteps coming from down the hall. Her hands immediately flew to her sides and she quickly hurried the rest of the way to the cafeteria, hoping nobody saw her indecent act.

The cafeteria was mostly empty when she entered, it was early on a Saturday after all. The crowd mostly consisted of polar opposites, the bright and cheery early morning risers, and the half zombie like party crowd still up from the night before, wanting a snack to soak up some of the booze before going to bed. Lilly made her way towards the line to get breakfast when she spotted a group of three women, obviously from the party crowd, stealing glances at her and then talking amongst themselves. As line moved and Lilly was grabbing her food, she was brought closer to the table with the three women and she was able to hear what they were saying.

"I really think that is her, the girl I was telling you about, the one who threw her drink at Mandy." Lilly was shocked to hear this, she hadn't thrown her drink at anyone, it was an accident and she spilled a little. "You should have been there, Mandy and Dawn ripped into her good."

One of the other girls at the table starts talking, "Oh I bet, those two can be such nasty bitches when they want too. You should have seen them last week on the bus. They completely berated this guy, all so that he would give up his seat." The third girl just nods her head and agrees.

The first girl starts talking again, "Oh I heard about that, but it was nothing like this. They made this little girl cry in front of everyone. It was hilarious the way she tried to rush out of there crying, she would have ran right into me if I hadn't gotten out of the way. She was howling like a little baby." She starts making this retarded wailing sound, and then cracks up laughing. The other two girls join in and their volume gets louder.

Lilly had just finished getting her meal and a glass of juice when she heard the girls break into laughter. Something in the way they were laughing triggered something in her, she couldn't stand the sound of it. "Stop it!" she yelled.

The whole cafeteria was suddenly quiet, everyone staring at this small girl who just yelled. The girl who had been doing most of the talking turned back to her friends, "Careful, she has a drink, and she knows how to use it!" She then puts her hands up as if Lilly was a robber with a gun. The three girls can't help but start laughing again.

Completely embarrassed with having everyone staring and laughing at her again, Lilly starts to leave. As Lilly walks past the table with the girls, the one who had been doing most of the talking stands up and towers over Lilly at 5' 9". "What's the matter pipsqueak, are we hurting your feelings?" Lilly just turns her head down and tries to keep walking. As she does though, the tall girl trips her and sends Lilly to the floor. "Oh no, where did she go? I can't see her anymore." The tall girl puts her hand above her eyes mimicking a scanning motion.

"Jeeze Carol, you can be as bad as Mandy and Dawn sometimes." The third girl who hadn't said much before then gets up and leaves. The second girl shrugs and follows her.

"What, she is so small and pathetic, I couldn't help myself." Carol is about to leave when she feels a little hand reach out and grab her bare ankle. Looking down she sees Lilly looking back up at her. As Lilly's hand made contact with Carol's skin, she could once again feel the small electric sensation that she had felt earlier with Kat.

"Just because I am smaller than you, what give you the right to humiliate me like this?" Now without the supernatural rage filling her, Lilly could focus more on the weird electric sensation she was feeling. Again she could sense that it was as if the electricity was coming out of the other person and flowing into her. "If I wasn't so short, would you respect me?" The more Lilly's mind focused on being short, she could suddenly feel the electric flow increase, and run up and down her whole body, faster and faster. The feeling was almost pleasurable, and Lilly could feel herself subtly stretch. The electric feeling was now buzzing all throughout her body, setting every nerve ending on high alert. Lilly could feel her clothes shift ever so slightly on her body.

Carol must have felt something weird as well because she suddenly tried to pull her leg away. "What the hell are you doing? Let go!" A scared look came over her face when wasn't able to pull her leg free of the little girls grasp. Lilly was holding on tightly, she was enjoying feeling of electricity flowing into her. It felt better and better. As she concentrated on her grip, she realized she could turn up the flow like a faucet. What was a gentle electric sensation suddenly felt like a lightning bolt. Every nerve in her body exploded in pleasure building higher and higher in a way Lilly had never imagined. The feeling swept across her body in a wave faster and faster, and with each pass it felt like she was pressing out against her skin more and more.

Then her mind exploded as a mini orgasm rocked her body and she let go of her grip. Carol who had been trying to pull away, fell over backwards not expecting to be released. Lilly was breathing hard

and could feel the difference in her clothes. With every breath it felt like her clothes were restricting her. Coming down from her pleasure high she started to stand up, feeling a weird bit of vertigo as she did. Carol also quickly came to her feet, but stopped when she saw Lilly standing upright. Lilly was taller, a lot taller. Carol had to judge that the little pipsqueak was now probably the same height that she was. At the same time though, she also felt like a stranger in her own skin. Her cloths were loose and she was feeling sick and drained. She turned and nearly tripped when her foot came clear out of her shoe, as if it was a few sizes too large. Carol was too freaked out by this growing girl to really think about what was going on, and ran for the exit as best she could, barely noticing how everything seemed just a little bigger to her now.

Lilly felt great, she was completely energized and couldn't help but feel good seeing the bully of a girl, Carol, run away. Looking herself over, Lilly saw that her pants, formerly baggy, fit a little bit tight and that she was showing a couple of inches of leg out the bottom. Also her large sweater felt about the right size now. Lilly bent down to pick up her spilled breakfast, and it seemed like she had to bend way over to reach the ground. After cleaning up what she could, Lilly noticed that the three girls had left quite a bit of their own interrupted breakfasts still on the table. Feeling unnaturally hungry, Lilly sat down, "Oh well, their loss is my gain." and she started eating. She would deal with whatever that just was, after breakfast.

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"Wow, I am so much taller!" Lilly had left the cafeteria and found a public washroom. Looking in the mirror she was marveling at how much more of herself she could see above the counter. She started stretching and putting her arms out, noticing how different her sweater felt on her. Another woman walked into the bathroom and Lilly could hardly hold in her glee as she noticed they were much the same height. Grinning like an idiot, Lilly steps right in front of her blocking her path. "How tall are you?"

"What?" the woman looked genuinely confused. She tried to side step Lilly, but found her path blocked once again.

"How tall are you?" Lilly was practically bouncing, and bit her lower lip in anticipation of the woman's answer.

"I'm, um... about five foot five."

Lilly just gasps, "I am as tall as you!"

“Um, good for you?” again the woman tries to side step Lilly, and this time succeeds. She quickly darts into a stall and locks the door. It was at the sound of the clicking lock that Lilly realized that exchange must have come across a little weird, but a newfound confidence stopped her from being embarrassed like she normally would.

Lilly came striding out of the bathroom with a new spring in her step. Her mind was trying to piece things together, somehow she had grown four inches and she thinks it had something to do with that electric feeling she had while confronting Carol in the cafeteria. Lilly left the cafeteria and hoped a walk would help her figure out how it happened, and possibly if she could do it again.

As if guided by fate, when Lilly left the building, she saw the same three women from the cafeteria, only this time the diminutive Carol was crying in-between her two friends. Lilly decided the best way to confirm what was going on was to confront Carol again. As Lilly approached, Carol suddenly jumped up and pointed accusingly, “What did you do to me!”

“I taught you a lesson bitch! Now you won’t pick on people smaller than you!” Lilly came right up into Carol’s face. It was in this proximity that they both noticed that they were exactly even in height.

“I just played a little prank, you stole my height, give it back you cunt!” The level rage in the two women seemed evenly matched, and when neither backed down from the other, Carol attempted to shove Lilly. Never being one prone to violence, Lilly surprised herself when she shoved Carol right back. Carol wound up her arm and slapped Lilly across the face, spinning her head. The two friends of Carol gave a slight gasp and touched their faces knowing how much that would sting. Thinking she had the upper hand Carol started to gloat. “You may be the same height as me, but I am still bigger than you twig girl.”

Oddly though, as Lilly slowly turned her face back to Carol, she had a mad grin on her face, as if she had snapped. When Carol’s hand had connected with her cheek, as brief as the contact had been, Lilly had felt the spark. Now she knew she needed skin to skin contact to make the transfer work. Carol, sensing that something wasn’t right in the way Lilly was looking at her, decided to press her advantage and wound up to slap her again. This time however, Lilly caught her hand with a grip like iron, and the electric feeling returned. It was different this time though, instead of rolling up and down her body in waves stretching her out, this time it felt like it was buzzing in pulses, inside her muscles everywhere at once.

“There, now that I got you, maybe you will listen.” Lilly applied more force and could feel the flow increase into her body. Every pulse made her feel more powerful, and indeed her body was pumping up, thicker by just that little bit every time. Her muscles were developing, filling out her small scrawny limbs, and she was also gaining just that little layer of fat that was missing. It went a long way to making her look healthy instead of too skinny. To top it off, it felt good! “I was just going to ask you some questions, but it seems like you still need to be taught a lesson in manners.”

Carol and her friends watched on in horror as Carol seemed to deflate slowly. At the same time Lilly seemed to be gaining everything Carol was losing. Wincing in pain and feeling weak, Carol drops to her knees in front of her would be victim. Just as it seems the two girls would be even in size, Lilly lets out a moan and again is hit by a mini orgasm causing all her newly built muscle to contract rhythmically. Lilly releases her grip and Carol just slumps to the ground defeated and small.

With more authority than Lilly had ever felt, she started talking down to Carol, "Now that you are a shrimp just like me, maybe you will be a little more compliant." Carol just looks up and nods. "Good. You have taught me so much! I feel so powerful, like I can take my revenge! No more are you, or those other girls from the party last night, going to pick on me. I will see to that."

When a voice from the side speaks, it surprises Lilly, having almost forgotten the other two girls where there. "From what I have seen and heard, maybe you deserve what Dawn and Mandy did to you, you're a monster!"

"What did you call me!" Lilly rounds on the girl sitting on the bench. "What those girls did last night was monstrous, picking on the small and weak for no reason. Laughing and causing others misfortune is monstrous. What I am doing is justice, righting wrongs and teaching a lesson. Maybe you need a lesson too!" Lilly starts towards the bench her hand upheld.

Sitting on the ground, Carol feels her anger and rage is as drained as her size. Seeing Lilly approaching her friend she is overcome with concern that her friend will become a victim too. "Wait, please leave her alone..." Carol trails off as Lilly turns her fiery gaze upon her. "You want your revenge right, what if I give it to you. I know where Mandy and Dawn live... I can tell you."

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'Knock, Knock, Knock'

The banging against the door continued, relentlessly. The door finally opened, a bleary eyed red head was looking out, clearly having just woken up despite it being past noon. "Who the fuck are you, and we don't want what you're selling!"

"You're Mandy right?" asked Lilly, more to get the names associated to faces. Lilly easily recognized this red head as the girl from the party, but with her new height and slightly improved figure, Mandy was having a harder time realizing who she was.

"What the fuck is it to you? Now go away bitch before I call the cops!"

“You really shouldn’t speak that way to people, your foul language and anger will come back to bite you!” Lilly grinned evilly. Mandy was about to close the door, but Lilly rushed the open door, knocking into Mandy. Once inside, Lilly kicked the door closed and then locked it before Mandy could even get up off the ground.

Appraising her target, Lilly could see that Mandy was quite attractive. She had refined facial features, looked like she worked out a little to keep lithe, and while lacking the bust department, she had a large juicy ass and long powerful looking legs. Lilly guessed Mandy was probably a dancer, or used to be. Mandy was wearing a green tank top and some loose satin short shorts, probably her pajamas. Mandy was 5’ 8” and Lilly thought she didn’t look as tall as she had the night before, but that was probably just due to her own newfound dimensions.

“You asked who I am. I’m Lilly, the ‘little’ girl you humiliated last night!” Mandy’s eyes go wide as she looks closer at Lilly’s face. This girl looks more like the big sister of the girl she had tortured last night. Lilly pounces on Mandy, and using her new borrowed muscles, she flips Mandy over and gets her pinned to the floor. A string of curses fly out of Mandy’s mouth and Lilly uses her superior vantage point to lift up a little and then sit down hard on Mandy’s chest, knocking the wind out of her. “There, it is time for you to shut up. I have heard enough insults out of you.”

Lilly sits on Mandy in such a way as to keep her weight on her torso, but then faces Mandy’s magnificent ass. “Oh my, I can see why you are so proud of this ass! Let’s see how proud you are without it!” Lilly reaches down and starts to caress Mandy’s ass. Her hands slip underneath the silky short shorts and the familiar electric tingle shoots through her fingertips. Lilly has to suppress a moan as the tingle shoots straight to her own behind. Her changes before where spread out over her body, but this time it was purely concentrated and felt so much better for it. As her fingers spread over and sunk into the amazing globes of Mandy’s cheeks, she could feel them shifting slightly under her fingers. The muscle underneath lost some of its firmness, the size diminished, and the skin lost its amazing elasticity. Meanwhile Lilly could feel her own ass shifting, growing tighter and tighter in pants. Her panties shifted and became wedged in-between her enlarging cheeks as they kept getting larger and larger. When her pants had no more stretch in them, her new fleshy ass started to rise out the back, slightly pulling her pants down, showing off more and more flesh.

The feelings were overwhelming. Lilly was tossing her head from side to side in pleasure, she could feel it build and build until it was like a dam bursting and an orgasm, better than the little ones she was used to feeling with her power, swept over her. Mandy could feel the girl sitting on top of her, and the slow progression of her ass swelling larger and larger. The soft mass spread out to cover more of her back. Mandy was also feeling sick, a draining feeling that accompanied her own perfect behind shrinking down more and more.

Lilly stands up over Mandy and starts to inspect her rear. Her pants look painted on, soft juicy flesh sticking out over the top and her panties have become visible, looking more like a thong wedged in there. Lilly runs her hands over her new butt and revels in the new feelings she gets from it. She never

knew an ass could feel so good in her hands. Lilly looked down and noticed that, while Mandy's ass wasn't as magnificent as before, it looked about as good as her new ass was now. "Hmm, it's like a timer, every time I drain someone long enough, I have an orgasm when we equal out..."

"What are you doing to me you bitch... ughh!" Mandy started to say but was cut off when Lilly dropped all her weight back down on top of the girl, knocking the wind out of her once more.

"Quiet you! You know, even after sharing, you still have much too nice an ass. Let's see what happens when I take more!" Lilly reaches down again, her fingers digging into the flesh of Mandy's ass once more. Lilly could feel the electric tingle, but this time it was different. It didn't feel pleasurable anymore, it almost burned and was extremely uncomfortable. Lilly almost wanted to let go, but she summoned the memory of last night, seeing the red head slapping her behind and saying 'You need an ass like this!'. The image helped fuel her rage and Lilly opened up the flow higher. The pain increased but Lilly ignored it. Now she was getting her revenge, and nothing was going to stop it.

Lilly kept massaging her fingers into the shrinking flesh, trying to suck more and more into herself. While the process now was more painful, a new pain was pinching into her. Her pants were much too tight and she could feel it cutting hard into her flesh. Just as she thought she couldn't bare it any longer and would have to let go, she heard a ripping noise. Her pants started to blow apart at the seams and with it, a great relief as her new fleshy ass was allowed room to expand. Lilly looked down and could see the painful red marks where the waistband of her jeans had been pressing into her, but she also saw how big and magnificent her behind was becoming. It was every part as beautiful as the one Mandy had been sporting just a few minutes ago. And then with one final surge, it grew just a little larger.

Lilly was left with a hollow emptiness instead of an orgasm, but she didn't care. As her vision moved from her own glorious ass, Lilly saw that now Mandy's ass was completely flat and shapeless. There was nothing left of the once magnificent ass except skin and bones. It looked comical as the rest of Mandy had been unaffected and still looked like it was set up to support a great ass that just wasn't there. Lilly started to laugh and got up off of Mandy. Mandy is just barely able to weakly get up to her feet. She is unstable on her feet, either from the missing ballast or from the weakening feeling that accompanies being drained.

"Look what you did to Me! You bitch, give me back my ASS!" Mandy lashes out and punches Lilly. Lilly laughs again as she easily shakes off the punch and then pushes and pins Mandy against the wall of the front hallway.

"Seems you haven't learned enough. You must think you can win, well lets even the playing field shall we." Pressing against Mandy, Lilly concentrates on something new, instead of focusing on one feature, like height, muscle or her ass, Lilly tries to picture Mandy as a whole. The electricity explodes through her body, and Lilly is relieved that it is the pleasurable tingle instead of the painful one. The first thing Lilly notices changing is her height. Mandy's head starts to sink down the wall as Lilly's grows



higher, and soon the two girls are looking eye to eye, balancing their heights at 5' 6.5" The tingle then intensifies in Lilly's face as she can feel a slight shifting. Looking ahead though, she can see Mandy's face softening, losing its refined look and becoming plainer like she used to be. At the same time, the top of her head starts to itch and Lilly's vision is obscured. Her hair started to grow and lengthen in front of her face, it gained a healthy sheen and started to pick up a few red highlights mixing in with her light brown. Then the rest of her body began to tingle again, as Lilly started to fill out, her hips growing wider to support her now large ass, and her legs filled in more to gain a slightly more full and muscular look. Again as the two girls figures evened out, the orgasm timer went off and Lilly backed away to enjoy it.

Mandy starts to cry, but Lilly reaches down to stifle the sound right away. "Who is the little girl crying for her Mommy now, you cunt!" Lilly is feeling empowered by cutting down the crying girl. "Now you are going to see what I did to you!" Lilly then still holding her hand over Mandy's mouth, drags her to a mirror. Mandy's eyes go wide as she doesn't even recognize herself in the mirror, she starts to shake and then is so overwhelmed that she passes out. Lilly not caring lets go and allows Mandy to hit the floor hard. Lilly then stalks down the hallway looking for her next victim.

When she finds the right room, Lilly notices the blond girl, Dawn, sleeping on her bed. The sheets are all skewed off of her body and Dawn's limbs are flailed out in every direction. "Wow, you must be a pretty heavy sleeper to have not woken up." Lilly whispers as she quietly makes her way beside the bed. Looking down, Lilly can see that although not as pretty as Mandy was, or having as nice and tight a body, Dawn does have something that Lilly has been jealous of for a long time. Two big wobbly boobs sit atop Dawn's chest, rolling off to either side and stretching out the hot pink t-shirt that she is wearing.

For a long time, Lilly had always thought that if she had just grown some breasts, she would have looked much better with her tiny frame. But now that she was tall, healthy looking, with a huge ass, she knew she was hot, but still missing the one feature that would make her an absolute babe. Lilly stood watching her prize, rising and falling slowly with every breath Dawn was taking. The more Lilly looked on, she felt... arousal. That was weird, she liked boobs, and had been fascinated with them, but this time was different. Dawn looked so innocent sleeping there, so vulnerable and it was turning Lilly on.

Lilly gently starts lifting Dawn's shirt, trying not to wake the girl. When she gets the shirt over Dawn's boobs, she stops and stares. She studies the perfect boobs spread out across the sleeping girl's chest, and sees the beautiful pink nipples and aureoles. Lilly's face inches closer and closer until her breath plays across the nipple causing it to crinkle up and become erect. Lilly is slightly startled as she hears a gentle cooing and "oh... Mandy..." come from Dawn.

"She must be dreaming of Mandy. Maybe they were lovers... which maybe explains why I am so attracted to her..." Lilly continues leaning over Dawn's tits when Dawn starts to shift a little and causes her breasts to wobble enticingly right near Lilly's face. Her attraction takes over and Lilly ignores her inner conflict in favor of the delicious boobs in front of her. Lilly's little pink tongue comes out of her

mouth and she licks Dawn's nipple. It was like licking a 9 volt battery, and the shock raced through Lilly's mind and then shot down into her own small tits.

Imagining what those tits will look like on herself, Lilly feels herself flood with arousal. Remembering how she already ruined her pants when she absorbed Mandy's ass, she strips off her tight sweater hoping to avoid any unnecessary pain when she grows. Looking down at her ruined pants, she decided to take those and her tiny panties off as well. Now completely naked, Lilly climbs onto the bed and supports herself on all fours above Dawn's sleeping form, being careful not to wake her up. Lilly leans her head in and begins to gently rub her face into the pillowy tits. Electricity crackles through her skin and jumps into her tits. Lilly loves every moment of this and decides to keep the flow low so as to enjoy this as long as she can.

Lilly's tits, which she had though had grown so much this morning, were still tiny when next to Dawn's, but not for long. The budding flesh of Lilly's boobs started to shimmy from side to side more as her head rolled around the busty girl's chest. The new flesh felt so good stretching against her skin, the weight of them was increasing slowly by the second. Lilly was overjoyed at the sensation of gravity pulling on them.

Lilly stopped just rubbing her face against Dawn's tits and put one of Dawn's nipples into her mouth. Lilly started applying a gentle suction and rolling the nipple around in her mouth with her tongue. First Lilly's nipples became fully erect, just little pencil eraser sized bumps, but then it felt like blood just kept rushing in. Slowly they pushed harder against their limit and became larger. They jiggle a little atop the enlarging breast flesh and grew longer, bigger and more sensitive. With every pulse of suction that Lilly applied, she could feel her own breasts pulse just a little larger as well. The pleasure she was getting from this was mind blowing and she could feel her pussy dripping with juice. Lilly switched her head to suck on the other breast, and also leaned all of her weight onto her one arm. With her other arm free she was able to reach in-between her legs and starts fingering herself furiously.

Lilly's finger squishes noisily inside her and she can feel her hand getting coated in a large amount of fluid. Her finger moves inside her faster and faster, Lilly can feel the crescendo approaching. Lilly fills her mouth with breast flesh and stifles her scream of pleasure as an orgasm rips through her body. At the same time, a gush of fluid sprays out of her pussy and soaks the bed and Dawn's legs. Lilly's pussy clamps hard around her fingers and then fires another burst of fluid. It is the best orgasm of Lilly's life. 'Wow, squirting orgasm, that's new' Lilly thought to herself.

Dawn starts giggling. From her point of view she can see some slightly reddish brown hair and a large juicy ass sticking up in the air while feeling a face pressed into her boobs. "Jeeze Mandy, getting yourself off first before the sleeping person is just bad morning sex you know, ha ha." Dawn reaches out and begins playing with Lilly's hair. Lilly doesn't want to let Dawn know who she is, and formulates a plan. If Dawn continues to think she is Mandy, then she will be able to continue draining her without her fighting back.

Lilly keeps her face pressed against Dawn and lowers it down her body towards Dawn's nether making sure that Dawn only ever sees her red hair and not her face. In a quick move Lilly spins around

and plants her voluminous ass right over Dawn's face. Dawn reaches up and grabs a big handful of the juicy ass and begins to expertly lick out Lilly's lower lips. Shocked at how good it feels Lilly rears up and squats over Dawn's face. From this vantage point, now Lilly can see how much she has grown. She reached her hands up and cupped her new breasts in her hands. They felt great and soft in her fingers. She judged herself to be about a small C cup, which to her looked huge. Looking down she saw that indeed she had evened out her size with Dawn, but what surprised her was how compared to her original size, it didn't look like Dawn had shrunk nearly as much as she had grown. With an experts tongue wiggling inside her folds, it was hard to think, but Lilly put together that the volume was about right. For a large breast to lose a little size, it would have caused a small boob to grow a lot more, the relationship wasn't linear.

Lilly was pulled out of her thoughts when she felt Dawn trying to push her down. She then saw a hand come around her side and point towards Dawn's pussy. The thoughts of revenge were being clouded more and more with pleasure and Lilly decided to bask in the moment. Leaning down she put her head between the girl's legs and started to sloppily lick back. Lilly didn't really know what she was doing, having never been with a girl before, and maybe it was her new found attraction to women, but she wanted to do it right. She hardly even noticed the added electric tingle being mixed in with the pleasure she was receiving from expert tongue dance below her. Soon Lilly was licking in just the right ways and finding the right spots that really got Dawn squirming. More and more she licked, running her hands up and down Dawn's legs until she knew that if she grabbed her hips tightly and pressed her thumbs in, that was how Dawn liked it. With her new skills becoming better and better she was able to make Dawn orgasm first, followed shortly by an orgasm of her own.

The tingle stopped and then Lilly sat upright again smothering Dawn's face. Her lust sated for the moment, Lilly once again turned her eyes to Dawn's chest and pictured her revenge. Reaching down she grabbed the boobs and started to drain them more. This time it wasn't pleasurable for Lilly, it burned but she knew she had to take it all if she was going to teach a lesson. Lilly's tits started enlarging again, slowly pushing further and further off her chest as the ones in her hands began dwindling. Lilly knew that Dawn must have felt something was wrong as well because she stopped licking and started struggling trying to push Lilly off.

Lilly knew that to really have her revenge, she had to let Dawn know who she was. So she used to legs to pin down Dawn's arms, and then lifted herself up to her knees. With her face free, Dawn gasps for air, "Mandy, what the fuck is... wait. Who the hell are you?" Dawn is perplexed by this beautiful stranger that she had just had sex with. Dawn's shock turns to horror as she realizes, "You raped me! You fucker! GET OFF ME!" Dawn struggles more violently trying to get away, but a strange weakness and draining feeling is keeping her from putting up any real struggle.

"It's not just sex that I stole from you, I am also taking these!" Lilly twists to half face Dawn and then thrusts out her chest, her tits still slowly growing larger. "Now I can really fill out that red dress, and you will be the one crying for your Mommy!"

Dawn finally recognizes this beauty as the small scrawny girl from the party last night, but she looks nothing like she did. She also screams as she realizes how small her tits are now. Lilly swiftly cuts it off though by bringing her curvaceous bottom down on Dawn's face. Dawn struggles against her, but Lilly is unmovable. Lilly's hands flatten out against Dawn's chest, leaving nothing but little nipples against her ribs. As the burning sensation subsides from her own chest, Lilly is finally able to enjoy the weight of new boobs. They look so big and round, she can't help but reach up and start playing with them. She loses herself in exploring her new mounds, pinching her nipples, and then lifting and dropping her boobs, watching them bounce. It takes her a minute to notice that Dawn has stopped struggling beneath her.

Scrambling off of the blond, Lilly looks down and sees her very still. Scared that she accidentally smothered her she puts her face down to check if she is breathing. "Oh God, what I have done!" After a long silence, Dawn takes a weak raspy breath. Lilly lets out a sigh of relief, she hadn't even known she was holding her breath, "Ok, she is alive... whew". Revenge was one thing, but killing someone was something she didn't even want to think about.

Feeling safe that Dawn wasn't going to die, Lilly decided it was time to go, her revenge extracted from these two girls. Without their best traits, Lilly was sure that these two bitches would learn a little humility and treat others a little better. Looking down at her clothes, Lilly saw her ripped jeans, and a sweater that though large on her this morning, was now pitifully small. "Oh, silly me, I can just borrow a few of their clothes, ha ha, it's not like they can fit them now." Lilly searched the room and found one of Dawn's bras, it was nice smooth black one. She looked at the label curious to know what she was now and saw 36 D. Smiling Lilly put it on and was surprised to see that the band was just a little loose, and the cups were actually a little small. Her breasts overflowed the cups a little, but it gave her a wonderful amount of cleavage.

Looking back at the unconscious Dawn, "I guess I am even bigger than you were. Hmm, I wonder where the extra size came from? Maybe when I filled up from Mandy or Carol... but no, I was already bigger before I went to breakfast... OH! Kat!" the memory of how she had confronted Kat came flooding back into her mind, and along with it, the picture of her last night pressing herself into Neil. "Kat, it seems you have wronged me, seems I have left the best for last in my revenge!" Kat puts on one of Dawn's tops, and then finding Mandy's room puts on a thong and pair of jeans. The jeans are tight in the hips, and just a little long in the leg, but overall not a bad fit. Luckily a pair of Dawn's shoes fit, as her original ones are too tight, and Mandy's are still just a little big. Fully dressed, Lilly sets off for her dorm room, a sinister look on her face.

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Kat was in front the mirror pouting. She adjusts her bra and then cups her hands under them lifting them. Her bra was a little loose and she couldn't figure out why. Everything looked alright, but she knew her bras and it just felt wrong. It wasn't just this one, there was a pile sitting on the floor in front of her, they all felt just that little bit off. She heard the door open, "Oh, you're back, we got to talk...Oh, hello." As Kat turns to the door she sees a beautiful stranger standing there. Kat went through a gambit of emotions from concern, to surprise, to adding a seductive edge to the word 'hello'.

Lilly gives a seductive smile and steps up to Kat, hoping to use the same deception trick that she used on Dawn. Lilly eyes up Kat, seeing the big girl in a pair of jeans and only her bra covering her magnificent breasts, and smiles a predatory grin. Lilly is impressed, even after gaining so much, Kat is still so much bigger than her. But not for long. Lilly grabs her top and strips it up over her head. Tossing it aside she reaches up and puts her arms around Kats neck.

Kat hesitates for a moment. "Who are you? I mean, damn you're hot girl, but this is forward, even for me." Lilly stays silent and pulls Kat into a kiss. As their lips meet Lilly can feel the electric tingle there, but she holds off on starting the flow. Every other time she started draining the other person they seemed to notice, and with Kat, Lilly wasn't sure she would be able to control of her long enough to gain the advantage without sufficiently distracting her. Kat proved her right when after a few seconds into the kiss, Kat forcibly pushes Lilly back.

"Did Dave put you up to this? If this is his idea of a joke, well it isn't funny, but definitely interesting." Lilly just rolls her eyes at this, it was time to step up her seduction. Lilly turns to present her ass to Kat, and then sexily undoes the button on her pants. Licking her lips, she sticks her ass out invitingly and slowly starts to slide her pants down. She makes a point of pretending that her pants get stuck at the crest of her ass. Shaking her booty, she then pops the jeans down to her ankles and makes a point of swinging her chest forward as she stands up straight. Lilly then steps out and kicks her shoes off at the same time.

"Well, when you make a presentation like that, how can a girl say no." Now it was Kat who steps up and pulls this mystery girl into a kiss. Lilly reaches around and pulls Kat's body closer so she can feel them press together. Lilly feels the weight of Kat's boobs resting on top of hers and she can hardly stop herself from starting the flow, but just restrains herself. Lilly then feels two strong hands grab her ass and the grip feels good. Lilly lets out a slight yelp of surprise as she feels herself being lifted up, Kat was stronger than she thought. Lilly wraps her legs around Kat and rests her weight on Kat's hips. Kat reaches up and expertly snaps the hooks loose on Lilly's bra. Not to be outdone, Lilly reaches behind and tries to undo Kat's bra. Being unfamiliar with it, she fumbles around and elicits a laugh from Kat.

Kat walks over to the bed and easily tosses Lilly onto it. "For having such a pair yourself, you are really bad at taking of a big girl's bra." Kat gives a sexy wink as she removes her bra and then pounces on top of Lilly. Kat crawls on top of Lilly, her large breasts hanging down and her nipples running along

Lilly's skin as she moves. When her breasts are directly over Lilly's, Kat lowers herself down, pressing her weight into the slightly smaller girl, she then lowers her head to be just above Lilly's. Kat's long hair creates a curtain cutting the two girls off from the world. Lilly stares into Kat's eyes, getting lost in the vibrant green colour, and sees a burning lust.

"So tell me, who are you?" Kat asks again, and still Lilly remains silent. Kat bites the air just above Lilly's nose, "No answer, well I have ways of making you talk!" And with that Kat grabs a hold of Lilly's thong underwear and rips it off her. Lilly gasps at the sting of the snapping fabric as it pops off her hips. Kat then descends on Lilly's neck and starts nibbling and biting playfully. Kat begins to grind on top of Lilly, and all Lilly can do is try to catch her breath and stifle her moans.

Knowing that she has to try and get the upper hand, Lilly tries to roll Kat over but is easily stopped when a strong arm pushes down her shoulder. 'Well that failed...' Lilly thought, she then wraps both legs around Kat's waist and then wraps both arms around her torso hoping that her grip will be strong enough to hold on, even from this position. Kat shifts her head from nibbling on Lilly's neck and begins to make out with her. Knowing this was as good a time as any, Lilly starts the flow at full blast. It hits her hard and it feels like she is going to explode with energy. With almost a full body skin to skin contact, there is no one epicenter of pleasure. It seems like every nerve in her body is firing as much signal as her brain can handle. All at once, everything she envied about Kat start to manifest in her body. She can feel her grip tightening as her muscles bulk up, and as Kat starts to lose height, it is easier for Lilly to wrap her limbs around her.

Kat's eyes go wide as she is suddenly hit with this strange feeling. She tries to pry her body away but whoever this mystery girl is, she has a strong grip on her. Putting all her force into it, Kat can just about feel the girls grip slipping, but just not enough to get away. As an unnatural weakness seeps into her, Kat feels her struggles growing weaker and weaker, as her attacker seems to only grow stronger. It is then that she feels the slight shifting of her body. It is like she is moving, pressing and sliding against the other girl but without actually moving. She feels her breasts being pushed on, as if this girl's boobs were rising up, fighting for control of limited space in-between their bodies. Then Kat looked over at her arm, and horror really set in. The large muscles that she had worked for, were shrinking, right before her eyes, then looking at the other girls arm, she could see it growing. She started to scream when the girl reared her head up and kissed her to keep her quiet.

Lilly could feel the buildup of pleasure, her body was buzzing with energy and she knew she had to be close to equaling Kat in size and sexiness. Her breasts pressed against Kats, her already juicy ass gains a little bit more size, and her muscles firmed up beginning to show in a feminine way much like how Kat's looked. Lilly's eyes took on a mix of green turning her brown eyes into a Hazel colour. As she continued kissing Kat, Lilly felt her lips plump up, pressing her kiss just a little harder to enjoy the extra sensation. Putting her increasing weight behind it, Lilly was finally able to roll Kat over and get on top of her. Just as she gained the top position, an orgasm ripped through her. Her entire body clenched and convulsed in pleasure. Her pussy shot a spray of fluid with every violent contraction soaking the girl underneath her.

Recovering and still breathing hard, Lilly finally starts to talk, "Oh my Kat, you did represent a challenge. I wasn't sure I could hold on, and you nearly got away from me."

Weakened and out of breath, Kat looks up at the stranger, "I don't know you, but I think I recognize that voice... Lilly?!"

"Oops, I guess you caught me!" and then Lilly begins to cackle with laughter.

"How did this happen? But more importantly, why? You have to stop!"

"Shut up!" Lilly strikes Kat across the face. Tears well up in Kat's eyes, but she doesn't let out a sound. Kat just stares up at Lilly with a look of anger, but also... pity. "You stupid bitch, you don't even know! Do my feelings and men mean that little to you?!"

"What are you talking..." Kat tries to talk but Lilly brings her hand down and covers her mouth forcefully.

"I am going to make you as small as I used to be, and then we will see if you can remember!" Lilly starts the transfer again, mentally preparing herself for the pain. It starts off just uncomfortable, but then the burning intensifies. There is a lot of Kat to absorb if she is going to make good on her threat to make her as small as Lilly used to be. The rage Lilly has built up in herself is the only thing dulling the pain enough to make it bearable.

Lilly feels the flow moving through her arm and dispersing throughout her body. It causes her to stretch out in all directions, her flesh seemingly too large for her skin. The room seems to grow smaller as her height increases tremendously. Lilly has to reposition herself to be able to still see the shrinking Kat, and even after that her vision is only then to be blocked again, but this time by her growing breasts. Adding all of Kat's mass on top of Dawn's was adding up to some pretty substantial tits. She could feel her ass creeping out against her legs as she became an exaggerated hourglass. Finally through the pain, Lilly judged Kat to be shrunk down enough, she released her. Standing up to an impressive 6' 5" Lilly was an amazon of a woman, full of curves and feminine muscle. Lilly reached up and easily touched the ceiling.

"So how do you like me now?!" Lilly said mockingly turning her vibrant green eyes down at Kat.

Kat was now much like Lilly had been, short, scrawny and with almost no womanly curves. Kat started down Lilly and with an eerie calmness said one word, "Explain."

Feeling full of herself, Lilly launches into a full story about what happened at the party. How she was picked on by the two girls Mandy and Dawn, and then how when seeking comfort, she found Kat seducing Neil even though Lilly had told her that she liked him. At this Kat's nostrils flared, but she kept quiet listening to the rest of Lilly's story. Lilly told how she woke up in the woods and then everything started changing for her. She told about confronting Carol, berating her into telling her where Mandy and Dawn lived, and then what she did to them. Lilly was smiling as she explained how she incapacitated the two girls to drain them. "and the rest, well you were there. And now, any time you

show interest in someone, I am going to swoop in first, win them over with my charms, and toss them away, just so you know what it felt like to be as unnoticed and small as I was!" Lilly begins to laugh again knowing that she had won, and her revenge would be complete. Lilly was expecting Kat to break down and cry realizing how hopeless her situation was now.

But Kat didn't, "You are so fucking stupid! Don't you see what has happened too you! You have become everything that you wanted revenge against and then got worse. You said you were able to take the trait you wanted by focusing on it, but that it was all for revenge. You absorbed everyone's thirst for revenge that you touched, you took their cruelty, their anger, their love of violence and probably more bad traits that I bet you don't even see in yourself." Kat wasn't speaking out of anger, no that had been drained out of her, now she was speaking as justice. "What those women did to you was wrong, yes, but what you have gone and done is far worse, and now to me. I thought we were friends, I have only tried to help bring you out of your shell."

"I saw you practically humping Neil in the..." Lilly began, but was suddenly cut off by the smaller woman. Furious at being interrupted, Lilly cocks back her first and prepares to punch Kat.

"I was just talking to Neil, telling him to ask you out!" Lilly had already launched her punch as she heard these words. Could she have gotten it wrong, was Kat really trying to help her? Was she even trying now after Lilly had taken everything from her? Time seemed to move in slow motion as Lilly's fist traveled towards the little girl's face. For her part Kat didn't try to avoid it or even blink an eye, she just continued to stare Lilly down. It was then that Lilly heard a small voice cry out 'STOP!'

Lilly's hand crushed into the drywall, just skimming past Kat's face. Having been watching Kat the entire time, Lilly hadn't seen her lips move, so she started looking around for the source of the voice that cried stop.

Suddenly the room was gone, and Lilly found herself floating in a black void facing herself, but it was her old self before she had started changing. Her old self was naked and had her knees curled up in front of her, arms wrapped around them and her head was hanging down as to make herself as small as possible. It was a stark contrast from the aggressive stance her new self took, flexing her muscles and trying to look as big and imposing as possible.

"It was you who said stop" her new self said.

"It was me." The little paused, "It was us." The new Lilly just looked confused. "I never wanted this, I never wanted to turn into you. Look at you, you are like a wild beast thrashing at it's cage. Kat was right when she said you absorbed everyone's rage and hatred. It has made you,... us do terrible things."

The little Lilly began to uncurl herself, "Think back to all the things we did. We would never have stooped so low to hit others or throw the same insults that we know hurt so much. And the one girl, we nearly killed her and two seconds later were rummaging through her clothes as if it was all ok."



Little Lilly began to walk towards the new Lilly, and with each step she seemed to grow, "I know you feel betrayed by Kat, thinking that she was just stealing our crush, but really think back, remember." The void changes to the kitchen scene from the party. Both Lilly's watch as the crying and drink soaked Lilly walks into the room. The difference is, now they can hear what Kat is saying, "My friend is one of the sweetest people you will ever meet, and she is darn cute too. You should talk to her..." that is when Neil motioned over and Kat turned to see Lilly. The scene disappeared and left the two Lilly's once again floating in the dark.

"Deep down you heard this, you know what Kat said is true, it was your anger and lust for revenge that kept it hidden." The old Lilly had now grown to match the full size of what she was, but in reverse, the new Lilly had shrunk down to a scrawny little girl. The little girl then began to cry and the true Lilly bent down and cradled her in her arms. "It will be ok now, I forgive you." The big Lilly leaned in and kissed the crying one, and as she did, the void blinked out and she found herself back in the dorm room, her fist still sticking in the wall beside Kat's head.

"What have I done?!" Lilly sinks down to the ground and starts sobbing. "Kat, I am so sorry, I couldn't control myself... I got lost in the power. Look at what I did too you!" Kat's face softened from the one of resolve and she walked up to her now much larger roommate. Kat grabs Lilly's head and cradles it into her chest. Lilly, sunken to the floor is still tall enough that the shrunken Kat doesn't need to bend over to do this.

"I know this isn't as comfortable now, but I liked you Lilly, and I will always help you, and always hold you to my breast when you cry." Lilly sniffles and looks up at Kat. "Now tell me again about your power, maybe we can figure something out."

Lilly again tells Kat about what happened at the park, and about waking up with the weird tattoos on the back of her hands. Kat looks confused and takes one of Lilly's hands. "I don't see anything."

Now it is Lilly's turn to be confused, "What it is right there." Lilly point at her hand.

Kat thinks for a second and then says, "Draw it." So Lilly proceeds to do just that and then hands Kat the paper. "That is so weird, whatever this is, it must be connected to your power. It is like a clue. Let's look it up at the library, I remember seeing a book about symbols there." Lilly is about to get up, and then stops.

"Um, I don't think I have anything to wear."

Kat looks her over and then laughs, "ha ha, well I guess you didn't think that through when you decided to steal all my size. Hope you don't mind if I borrow some of your old clothes." Kat then started looking through Lilly's side of the room for something to wear. She was turning her nose up at all the clothes she was pulling out of Lilly's dresser. "God, don't you own anything nice?" Kat eventually ended up putting on a purple formless t-shirt and simple pair of jeans. As she was about to leave she points at Lilly's computer, "If you can't leave the room, at least look on the internet."

About an hour passes and Lilly isn't having much luck with google, not knowing how to accurately describe what she needs too to get a good search. Just as she was giving up hope, Kat comes running into the room. "I found it! God am I glad I took that greek mythology course. Here look." Kat hands Lilly an old looking book opening it to the right page.

"The Goddess Nemesis, associated with the symbols of a balance, a ships rudder and a cubit... what's a cubit?"

"Its that weird measuring stick thing you described. Keep reading."

"Nemesis was the goddess of revenge... originally the goddess of balancing scales. Nemesis was described as a remorseless goddess, intent on her task which was "to give what is due" and bring about divine justice. She would often balance out the gifts of fortune so that no one person would have too much happiness. The word 'Nem' originally meant 'to distribute'. Shit, do you think I somehow gained this goddess power?"

"Well it does seem to fit, and you said it always felt good when you were taking just enough of a trait so that you matched whoever you were taking from. That the power balancing the scales, but when you got greedy and started taking more, it hurt, like you were forcing it against the power's wishes. Tipping the scales in your favor instead of balanced."

"Wow Kat, how did you get so smart?"

"Ha ha, I am not just a pretty face you know, I am a total package." Kat strikes a pose that would have shown off her body's curves, but instead it just looked comical coming from this shapeless little girl.

"Well I like to think I am pretty smart too, and I am thinking about that last line, about the word 'nem' meaning to distribute. Maybe I can balance the scales back, maybe I can give you your body back." Lilly looked up sheepishly at Kat, looking for approval. It was strange seeing this amazon of a woman acting all shy and meek like the old Lilly used too.

Kat comes up to Lilly and then starts kissing her. Caught off guard Lilly pulls back. "What was that?"

Kat smiles, "That was me glad to have the old you back. That, and being a bisexual I find you incredibly hot. Can't blame me though, ha ha, most of that is me after all."

Lilly blushes once more, while she feels mostly back to her old self, she has a building attraction towards Kat. Even without her voluptuous body, Lilly was still finding herself attracted to Kat. Maybe that attraction went deeper than just the changes she had gone through, and these new bisexual tendencies were building on what was already inside her.

Lilly stands up from her chair, and then has to look way down to see Kat, "Alright, let's try this!" Lilly reaches out her hand and places it on top of Kat's head. Closing her eyes, Lilly tires to visualize the

big sexy Kat. A few moments go by and nothing happens. Lilly tries to force energy out of her hand, visualizing the flow. There is no tingle, no electricity, no building orgasm, so Lilly cautiously opens one eye and looks down. Yup, the same tiny Kat was still standing there.

Pouting Lilly goes over and sits on the bed. "I am sorry Kat, I was hoping that would work."

"It's ok not to get it right now, you just have to keep trying." Kat gives Lilly a reassuring hug around the shoulder and Lilly smiles weakly back at her. "Let's talk it through, tell me what you were trying to do."

"Well, I was trying to picture the old you, as a whole, and then I was trying to force the energy to flow into you, but I didn't feel anything. I didn't even feel the usual tingle of when I take things." Lilly sounded more distraught having to explain her failure.

"Hmm, well maybe you are starting too large..." Kat looks over Lilly and giggles, "ha ha, I mean maybe you are focusing on too much at once. Try to think about just one thing about me, the one thing you can remember most. And when trying to give, don't just force it, think of it like you want to give up a part of yourself, to right your own wrongs."

Lilly nods her head and then tries to think about Kat. She runs through her memories and the most vivid image that keeps popping up again and again is Kat squishing Lilly's head into her big soft tits. Blushing slightly, "Um, ok. I think I have an image... and I have an idea of my own that might help..."

Kat looks at Lilly expectantly, and after a moment of silence, "Well? What is your idea?"

"Um,... I... want you to play with my boobs." Lilly could barely say it she was blushing so bad.

Kat raises her eyebrows, "Feeling frisky? Not that I will mind!"

"No, it's , Um. I mean..." Lilly was getting more flustered, and Kat bursts out laughing.

"Relax, you are so easy to get too. What happened to all that sexy confidence you had when you walked in?"

Taking a breath, Lilly explains, "You were always squishing me into your tits, it is what I am going to focus on first, and I think it will work better with direct contact, and .... a little pleasure." Lilly added in that last part quietly.

Kat straddles Lilly and Lilly leans back a little to give Kat better access to her huge boobs. Kat brings her hands up underneath Lilly's breasts, lifting them and having them roll out of her hands, each breast too large to control. "Ha ha, these are heavier than I thought, ha ha." Kat moves to focus on just a single breast and using both hands she manages to corral the breast and lift it up to her face. Kat begins to lick the large nipple, enticing it to stiffen up and elicits a moan from Lilly. Kat presses her face into the boob and sucks the nipple into her mouth. Lilly starts to breathe harder and then reaches up to press Kat's head deeper into her tit. Kat then playfully bites down, just enough to make Lilly gasp in surprise.

Lilly was feeling the pleasure flowing through her, and she had Kat in a solid connection, now all she had to do was focus on the change. She started imagining Kat with larger tits, and still nothing was happening. Then she started to remember what it felt like to have her head squished into those tits. She remembered the smell of Kat's perfume, the soft feel of the pillowy flesh on her face, and then the comfort and safety that she felt when Kat would hug her. She wanted to feel that again, she wanted Kat to be able to hold her in like she did.

A hidden switch suddenly flipped inside her. Lilly was suddenly filled with a feeling of warmth and goodness. It wasn't the high intensity of electricity, this was like a soothing flow of liquid. Lilly couldn't help but moan and coo in pleasure. Kat suddenly felt like she was sucking fluid out of Lilly's nipple. It didn't taste like milk, but some indescribable ambrosia. With the first swallow it felt as though the fluid was warming her insides and seemed to flow directly into her budding boobs. Kat's nipples shot out and became clearly visible under her purple T-shirt. It was incredibly pleasurable, and Kat began sucking with vigor. Kat would suck as hard as she could, filling her mouth before swallowing it and feeling it roll down her throat. As it hits her chest, she feels her buds push out and pulse with pleasure. Her nipples seemed to grow almost painfully erect and then pushed out further.

Kat and Lilly started humping into each other, taking a slow grinding rhythm that matched the pace that Kat was sucking mouthful after mouthful. Kat's boobs were growing, pressing into her small t-shirt and stretching it. The way it was slowly getting tighter and tighter felt amazing to Kat. As the shirt began to pinch, Kat pulled back, letting the nipple fall out of her mouth but holding a mouthful of fluid. Kat felt just a little of the fluid dribble down her chin, so she wiped it up with her finger.

Looking at her finger Kat was surprised to not see anything. She could still feel the fluid on her finger, and it still seemed to slosh in her mouth, but her finger didn't even look wet. Slowly she felt the tiny bit of fluid on her finger evaporate and disappear. Scared that she might be wasting it, Kat quickly swallows what she has in mouth and feels her tits press out further, tightening the shirt across her chest. Looking down she sees the purple fabric stretched to the limit across her growing tits. She reaches up and cups them, they are a good handful, but still a long way from their former glory. They were also more sensitive than they used to be. Kat gasps and then flicks her nipples with her fingers. She used to have good size nipples, and they had shrunk some when Lilly had drained her, but Kat noticed that while her breasts were far from their old size, her nipples had already reached her previous size. Kat starts pinching them and rolling them in her fingers. Her hips increase their speed and both girls start moaning louder.

Kat lifts Lilly's still colossal breast back to her face. The boob was slightly small and just a little bit easier to handle. Kat thought that it should have been smaller, but didn't care. As she latched back onto the nipple, she could feel it against her tongue, for as much as her own had grown, she was surprised that Lilly's were almost as large as when she started. Kat pulls back again, "Lilly, I don't think you are shrinking at the same rate."

Lilly rouses her head and looks at Kat, a look of pleasure plastered to her face, "Oh, don't worry. I noticed it earlier, small boobs grow faster than big boobs shrink."

“But...” Kat is cut off as Lilly pulls her back to her chest and stuffs her nipple back in Kat’s mouth. Kat shrugs it off and then continues sucking. She uses her hand to massage the breast and feels the flow of the fluid increase. With no stretch left in the shirt, Kat feels the stitching popping every time she swallows. Kat fills a particularly large mouthful, filling as much fluid as she could, and then when she swallows she hears the shirt give way and tears form in the sides. Kat switches tits, and greedily sucks as fast as she can. Kat feels her breasts bump into Lilly’s hard abs, as she continues to suck, her breasts press into the large girl harder and harder.

Time goes on and on, and Kat is still suckling. Kat notices that Lilly’s breasts have shrunk to be Kat’s old size. She figures that another couple cup sizes and Lilly will be back to the size she walked in with, meaning that Kat should be back to normal. But when Kat feels her breast begin to sit on her lap, she knows something isn’t right. Pulling her head off, “Um, Lilly!” Kat tries to lean back but with Lilly still holding her, Kat can’t get far enough away to not have her breasts still pressing into the big girl. Kat can feel her nipples, as big as the end of her thumb and pressing into Lilly’s body.

Lilly was lost in the pleasure of Kat suckling from her. It was like a slow rolling orgasm that she never wanted to stop. When she felt Kat struggling to get out of her grip, Lilly reluctantly lets go and allows Kat to stand up. As she steps away, Kat’s breasts fall from her chest and hang heavy down to her navel. They look enormous on the small girl and dominate her entire figure. Kat tries to lift them and they fail, so she cradles them in her arms and tries again. Her boobs lift up and Kat is able to bury her head in her own cleavage.

“I loved my big boobs, but Lilly, these are huge! And my nipples!” Kat lets her breasts fall and then reaches out and grabs onto her huge nubs. She almost immediately doubles over in pleasure as she squeezed them harder than she meant too. Her balance being completely off Kat begins to fall forward, Lilly has to reach out and catch her.

A little bit of panic creeps into Lilly’s voice, “Don’t worry, I am sure that it is just because the rest of you is still so small. You aren’t built to support them yet.” As she said it, Lilly was eyeing up Kat’s boobs, and couldn’t shake that even with the rest of her being small, her tits still looked too big. Something was different about the transfer this time. Looking down at her own breasts, Lilly didn’t really consider it a bad thing as she was enjoying being so big, but she was scared that there was still so much she didn’t know. “Alright, let’s get you taller again and see if you can’t even out.”

“So how are we going to make me taller?” Kat asks. Lilly, finding some of her courage, shifts farther back on the bed and then spreads her legs. Kat rips off the remains of her shirt, it was more like a tiny poncho at that point anyway, having split all the way down the sides trying to hold the Kats huge load. As Kat begins to climb onto the bed, Lilly clears her throat. “What?”

“Aren’t you going to remove the pants?”

“Well, I actually really liked growing out of that shirt... I was gonna do it with the pants too.”

Lilly smirks, "Trust me, the pants hurt a lot more than shirts. Plus they block my access." Lilly bites her lips and gives Kat a lusty look. Kat hesitates for a moment, she had been really looking forward to growing out of the pants, but weighing against what Lilly was offering when she said she wanted 'access', Kat slowly took the pants off.

Kat crawls on top of Lilly and then lowers her box down to her mouth. One lick from Lilly and Kat instantly knew she had made the right decision to take off the pants. "Wow, where did you learn to lick pussy that?" Kat grinds her pussy into Lilly's face.

Grabbing Kat's hips and lifting her up so she could talk, "Just a little gift from Dawn." Lilly set's Kat back down and continues to lap away, enjoying the unique taste of her juice. Kat leans forward and feels Lilly's large tits press into her stomach. Her own huge tits squish down and it seems like Kat is floating atop a breast sandwich. Kat dives in and shows Lilly her own expertise. As her tongue darts in, Kat's mouth is flooded with the same amazing taste she had been sucking from Lilly's tits. Drinking it in, Kat switches between licking and Lilly's feathery folds and flicking her tongue across the clit. With every lick, the amazing taste coats her tongue and as she swallows it down, it warms her stomach and diffuses out to every limb.

Kat is slowly and steadily growing taller, as she grows Lilly doesn't have to crane herself forward so much to continue eating her out. Using Dawn's skill, Lilly attacks Kat's sex, pushing her pleasure higher and higher. Lilly runs her hands up and down the back of Kat's thighs, feeling her legs growing longer and filling out, losing the scrawny look and becoming full and sexy. Lilly's hands run up, her thumbs pressing along the inside of Kat's thighs brushing the outer lips of her pussy. Her hands come to rest on Kat's ass and she digs her fingers into the pliant flesh. Lilly adds in rhythmic thumb strokes with her tongue. Kat suddenly convulses and screams out, her orgasm ripping through her. Little aftershocks shake through Kat, and when she regains herself, Kat sets about with new determination to bring Lilly to orgasm.

Lilly can feel herself about to explode. As her body tenses, she feels an additional explosion happen inside her. Her new squirting ability kicks into overdrive and Kat finds her face coated in juice. Lilly's pussy squirts again and again, sending her into full body convulsions. Every spray causes Lilly to shrink about an inch. After the first couple sprays get away from her Kat latches on and tries to take in as much as she can. As much as Lilly is shrinking, Kat seems to explode in size.

Kat feels the mass gaining on her body, her muscles are filling out again, and she could feel them tensing and relaxing. Every second she was getting stronger. She could also feel her bones stretching, making her taller. Finally Lilly's body stops shaking and her sex stops spraying. Kat is able to pull her face away, dripping in juice and notices how much fluid is sprayed onto the bed. There is a little bit, but with the force of the sprays, Kat thought there should have been more. Curious to see how tall she is now, Kat gets up off the bed. As she rises up, she smiles as she keeps rising higher up. The room looks right to her. With no measuring tape she can't tell for sure, but she thinks she is her old size again. Moving in front of the mirror, Kat lets out a low whistle. She starts flexing and posing, happy to see her muscles have returned, and it seems like her little layer of fat, disappeared. She isn't overly muscled,

probably about as strong as she was, but now she looks just a little leaner, able to see the sexy lithe form better.

But then she brings her hands up to her breasts. As she regained her musculature, her breasts also gained an extra perkiness that helped to lift them up a little bit more. Giving them a quizzical look, Kat started running her hands all over them. They were bigger, about the full size of her head. Turning to the side Kat was amazed at how far they seemed to project from her chest, but then her smile turned into a frown as her eyes fell lower. While her body filled out, her ass was left behind. While it had filled in a little gaining a nice muscular look, it still lacked the volume and smooth curve that it used to have.

Lilly comes up behind Kat and wraps her arms around her waist, and is able to put her chin on her shoulder. Lilly is probably about three inches shorter than Kat now. Lilly lifts her arms and bounces Kat's tits. "Hmm, I guess you really did get some extra."

"Yeah, tell me about it, but our hieghts seemed to go back to normal or at least closer to how you walked in. The strange thing is, I should have been taller."

Lilly looks up at Kat "What do you mean 'should have been taller'?"

"Well when we started, I made sure not to waste more than a drop when we transferred my tits back, but when you orgasmed, you sprayed everywhere and we wasted some growth potential. Here, I can still feel a little on my face." With that, Kat runs her finger along her cheek and then holds it out to Lilly. Not seeing anything on her finger, Lilly sucks on it anyway. The flavor fills her mouth and then Lilly grows just that tiny bit bigger, to anyone else, they wouldn't see it, but doing as much changing shape as she had today, she could tell.

"Wow, it also felt different for me. Whenever I took something from someone before, there was this electric feeling. Now that I am giving, it feels good, and I think everyone felt bad when I took from them."

"Yeah, it was this weird draining feeling that left you weak and a little sick to your stomach. Drinking from you has felt amazing and filled me with warmth... I would almost call it love." After saying that, both girls kind of pause and then crack up a little.

As the laughs settle down, Lilly says "You know, that may be it. This is going to sound cheesy but when you take out of hatred, all you can take is what is there, but when you give away something with love, you give that person something more than just a gift... my grandma used to say that to me."

"Hmm, well maybe, but you see, you still have one more thing to give me."

"Oh, and what is that?" Lilly gives a sly smile, already knowing the last missing piece.

"My eyes." Kat says deadpan. Lilly chokes, and then guides Kat's hands to her extra ample ass.

"I was actually hoping you hadn't noticed that, I really wanted to keep those. But what I was expecting you to say," Lilly reaches around and grabs Kat's relatively small butt cheeks, "was this!" Lilly

leans into Kat and they start making out. Both girls start kneading and digging their fingers into the others behind while their kiss gets more and more passionate.

As they swap spit, Kat starts to taste the ambrosia. Her eyebrows arch but she continues the kiss. Kat feels her ass expand, the skin stretching out and gaining a healthy rounded look. She can feel Lilly's fingers being forces apart. At the same time Kat can feel Lilly's ass slowly shrink in. Massaging Lilly's ass, Kat realizes that once again, it isn't shrinking fast enough. Not wanting to end up with too much, Kat tries to keep an eye on her own ass, but Lilly is getting too into the make out session and keeps distracting her.

Kat feels the warmth invade her eyes, and she loses focus for a few seconds. She keeps her eyes closed hoping the feeling will pass, and after a minute she feels the warmth leave her eyes, but can still feel it plumping up her rear. Blinking her vibrant green eyes her vision slowly comes back into focus. Kat looks down and sees her ass expanding past the point of its original size. Kat breaks the kiss and tries to push Lilly away, but Lilly keeps coming at her, not violently, but as a lover who wasn't ready to stop.

"Whoa! I am big enough now, I would like to keep at least some of my clothes." Lilly seems to stop and the two girls separate. Spinning around Lilly puts her ass next to Kat's and notices they are about the same size.

"Clothes would be a great idea... um can borrow some?" Lilly looks to Kat with big puppy dog eyes.

Chuckling, "Well, it isn't like yours will fit, so let's see what you fit into." The two girls start pulling out clothes and trying them on. The underwear fits both of them, but when putting on bra's, Lilly is able to perfectly fit into Kat's old bra's, but Kat is woefully overflowing them.

"These are not going to work at all, guess I have to buy some bigger ones." Kat is looking down at an overstuffed sports bra. Being unable to even get her regular bras on, she was hoping the stretchy fabric of the sports bra might work. She was bulging out of the top.

"You know I could shrink those a little for you." Lilly eyes up Kat's bounty with a hungry look in her eye.

"No no, I have done enough size changing today. Plus I am kind of used to being the biggest." Kat blushes. It was the first time Lilly had seen Kat get embarrassed. Lilly gives her a punch on the shoulder and then starts trying on some more clothes. Kat's old tops fit great, and her pants are snug at the hips, and just a little long in the leg, but passable as the correct size. Kat has to really stretch it out, but is able to get a t-shirt on, and then when she puts on her pants, about an inch of her ankles stick out the bottom.



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“Are you hungry?”

“Starving, the cafeteria is still open, come on it’s on me.” Lilly starts walking to the cafeteria with Kat in tow.

“You know Lilly, eventually you should give back the rest of what you stole.”

“What! You were nice and I wrongly stole from you, but those other girls deserved this.” Lilly starts to pout.

“You have to give them a chance to say they are sorry. And I am not saying right now, but maybe once you figure out to give back traits without having sex with them.”

Lilly makes a face like she is eating something she doesn’t like, “Ok...”

“I never said you couldn’t have fun though, I know there is a boy who probably won’t be able to forget about you if he sees you now.” Kat smiles as she sees Lilly brighten at this. “And maybe we can even share.” Kat laughs and walks on as Lilly is left speechless. “Honestly Lilly, you are always too easy to get!”

## Message from the author

Well now. I know it has been a while, but I finally wrote a new story. I was exploring a different aspect of BE, attribute theft. Like last time, when I write stories, they just kind of develop themselves without too much planning. Ha ha, I never fixed that, ha ha. But what started happening with this one was that it started getting pretty dark. While I was using revenge as her trigger to make Lilly get over the initial hurdle being a nice shy girl. She wouldn't have stolen from others without it, but in changing her, it kept spiraling out of control. I hope I didn't go too far for some people, it was getting on the edge for myself.

I opted not for drawing pictures this time. It allows everyone to get their own images in their heads, running with your own imagination allows you to get the perfect image using my descriptions just as a guide.

As always I love hearing critiques and opinions on my work. Or even if you have ideas and suggestions, those are great too. I haven't responded to everyone who emailed me on my last story, but I have read them, and it felt great every time I got one.

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