

***IN A CLASS
OF HER OWN***



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In a Class of Her Own

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CHAPTER 1: I'M LILLY

"How do you feel about the program being ruled a complete success?" the reporter asked me. She was young. She was pretty. She couldn't hold a fucking candle to me. Pretty much no woman could.

I considered her question. I wanted to say: 'How do I feel? Pretty damn awesome! I have the whole damn school wrapped around my little finger. I can do whatever the fuck I want!'

But I didn't.

I was always careful to make it appear publicly as though I were a sparkling example of primness and properness. I wanted to make sure that the government would keep me in school with all of the regulars and lesser powered. I loved ruling the school, so the charade that I was an obedient, submissive student must continue. If they had any idea what was really going on here, they would end the experiment in an instant, fearing for their own positions of power when my generation came of age.

"I'm proud to be an example for all of the other Class 3s out there. I'm confident that Class 3s can coexist perfectly with others—even regulars. I'm just thankful for the opportunity to attend class with those less fortunate than myself."

The reporter raised an eyebrow at that last remark. Maybe it did sound a little conceited. Oh, well. It was still a far cry from how I really felt. These insignificant little weaklings around me should always know their superior and act accordingly. I had the sudden urge to knock the little disrespectful bitch of a reporter across the room, but I managed to bury it, maintaining my facade of airy pleasantness. Sometimes these stupid little fucking regulars had the nerve to ask for my help, forgetting that they should be the ones doing favors for me. I mean, that's just the way the world works, right? The less powerful serve the powerful. It's like Darwin or something.

I liked male reporters better anyway. One look at my curvaceous, athletic body, and they were too busy ogling to notice insignificant little things like the words that were coming out of my mouth. Thankfully, most of those in positions of power were men. For now.

Two years earlier, some adolescent girls had begun to exhibit extraordinary powers, mostly strength, but in some cases, other things. They were rare, and the stronger the ability, the more rare it was. It usually happened around the time they hit eighteen.

I still remembered my own transformation. It was gradual. I had been a mousy little girl. As puberty hit, however, I found myself growing taller, filling out, becoming curvier by the week.

When I neared my eighteenth birthday, I began to develop athletic abilities and strength beyond my wildest imagining. My body had eclipsed those of the world's most gorgeous celebrities within the first day. Within a week, my mere presence left anyone attracted to the fairer sex drooling in desire. I had been one of the girls from the first wave, becoming one of the most powerful.

There were rumors that a few rare, lucky boys exhibited transformations as well. Supposedly theirs were different. They just gained some weird powers or something. Anyway, I'd never met a powered boy, so I wasn't even sure it was true. I was inclined to believe that men started a specious rumor just so they weren't left out of the power game entirely. It *would* be just like them to do something like that. Of course, I half-hoped it was true. I wouldn't mind crushing the fight out of some uppity boy that thought he could actually compare to *me*. It would be fun to watch the hopefulness in his eyes extinguished as I showed him just how insignificant he still was.

As I walked away from the press conference, my smile turned to a frown. Emily awaited me just outside. She looked up at me with dark, beautiful doe eyes, her petite, slender form easily the equal of any supermodel before the Event, before the rise of the supers. Her beauty paled in comparison to mine, but the leggy little thing *was* attractive. It was one of the reasons that I had given the cute young Asian the honor of being my assistant. She was a Class 1, barely above human. She could still break every Olympic record set more than two years ago, but compared to me, she was pretty much nothing. I gave her a friendly pat on her pert, well-formed butt. She flew two feet forward but was able to regain her balance.

"Em, next time, make sure they send a male reporter. I'm done being interviewed with women. They're just jealous of this," I gestured down my phenomenal body. I wore the school uniform. It made for good appearances, and it drove all the guys—and more than one of the teachers—wild with desire.

The crisply ironed button-up shirt strained to contain the gravity-defying swells of my breasts, though it was loose around the waist. My long red hair shimmered like flickering flame, matching the little crimson tie that had flipped over my shoulder from the breeze as I walked. I wore a red tartan skirt a size or two too small. It still fit because of my tiny waist, but I liked that it barely covered the spectacular curves of my perfect ass, the fabric draped over its mouth-wateringly sexy shape. The skirt's hem came only to upper thigh, leaving acres of long, luscious leg snaking down to knee-high white socks and black mary janes.

I looked like a schoolgirl fantasy made flesh. Hell, I was a schoolgirl fantasy made flesh. Well, if that schoolgirl was as strong as a freaking comic book superhero, anyway.

Emily jotted something down in her Lilly notebook. That's my name, you know. Lilly. It means innocence and beauty. The latter was accurate, anyway. The former? Not so much.

Anyway, it was a good thing that Emily was paying attention. If she hadn't made a note of my request, I would have had to reprimand her. And she wouldn't like that too much. A slap from a Class 2 would send a Class 1 like her flying across the hall. A slap from me, a Class 3? It could send her halfway through a cinderblock wall.

That was why I owned this school. Head of the cheer squad? Me. Senior class president? Yours truly. Person the principal checked with to make sure it was okay to do something? Moi as well.

What's next in my schedule, Em? I heard her rustle through some papers, searching.

"Fuck, Em! I'm just asking what comes right now! You should already fucking know! Don't make me reprimand you... last time I did, you were in the hospital for a week. That was a huge fucking inconvenience for me, you know."

"I know, Mistress. I'm so sorry!" she said, head bowed. At least she was addressing me by the proper title.

I tapped my foot. "Still waiting..."

"History! You're going to history class!" she said in a rush, relief evident in her voice. She clearly still remembered her last punishment.

"Really? But I was just there, like, last week!" I said, annoyed.

Emily rifled through her notebook, then tapped her small finger to a page. "Yes, three weeks ago, you said that you should really start going to History class at least once a week."

"Oh, alright," I said, annoyed that I had decided to be this responsible. Oh well, at least it was fun to toy with Mr. Matthews. He could never get enough of my amazing bod.

I strutted into class in the middle of Mr. Matthews' lecture, prodigious chest thrust forward, tiny skirt flapping against my breathtaking tush. My thick, luxurious hair bounced on my shoulders as I sat in my seat, making a show of crossing my endless, silky legs. I knew he was a leg man. One flash of my succulent thigh, and the man was putty in my hands.

He stared at me in awe, thin, wispy hair swirling over his head, stuttering and stammering as he completely forgot what he had been saying. I tended to have that effect on people. Especially him. Now I remembered why I wanted to come to this class every week...

As he found his place and resumed speaking, I decided to have a little more fun. I licked my lips and gave him my best come-hither stare. His eyes widened, and a blush bloomed on his pale cheeks. He loosened his collar. I couldn't help it. Along with exponentially greater strength, higher classes also possessed exponentially greater beauty.

I had never met a Class 4. There were even a few Class 5s now, supposedly. They weren't allowed in schools with regulars. It was considered too dangerous. Hell, even allowing a Class 3 like me had been taboo until I had been selected for this trial program. As with that reporter, however, I was careful to ensure that only positive things made it out to the media. Every school official or teacher knew that any negative comments about me to the media—or to anyone else, really, would be deserving of some pretty serious repercussions. Thankfully, no one had attempted such a stupid thing. That was a good thing. It was always tough to get the blood out from under my nails when I had to deal with regulars.

Each class of super was an order of magnitude stronger than the class before. A Class 4 would, theoretically, be far more powerful than I was. And far more beautiful. I thought about that. It was difficult to imagine anyone more beautiful than me. I was already physical perfection.

I flipped my ginger curls out of my stunning face and boredly examined my nails for the remainder of class. They were perfectly manicured. As always. They just seemed to grow that way.

When class was over, I looked to Emily. "Next?"

This time, she had the answer. "Student council meeting."

"Oh, good!" I smiled.

I liked student council meetings. They were good opportunities to tell everyone what I wanted and watch them scurry, like the little rats they were, to make it happen.

I strode into the library, where the meetings were held, and watched as the eyes of every guy in the room locked onto me. I gave my usual satisfied grin.

The room quieted as I approached, everyone ceasing their discussions to hear what I had to say.

"Books are soooo passé, don't you think?" I announced, eyes scanning the shelves of dusty tomes around the room.

No one spoke.

"I mean, now that there are tablets and computers, and whatever—who needs them. The library would look so much cleaner and crisper without all these annoying shelves." I gestured to the book-laden cases.

Walking over to one of them, I gripped it with both hands and pulled it out of the wall, plaster cracking and snapping as I pulled the hardware that anchored it into the wall twisted and broke. I slammed the shelf down onto the floor with a giant crash, books and dust flying everywhere.

The rest of the council shot out of their seats to help clean up the mess, four of them struggling to lift the giant shelf and take it out of the room, and the rest stacking the books in the corner for now.

I turned to them as they finished and gestured toward the remaining shelves.

“Hop to it, guys. By our meeting next week, I don’t want to see a single damn book in this fucking library.”

They nodded and began to scurry again, removing books from the shelves and stacking them. I motioned to Emily to follow me and exited the room as Emily told me the next calendared item on my agenda.

Everything was right with the world. My world.

CHAPTER 2: INTRODUCING... FIONA

The next morning, I showered and changed into my school uniform, modeling to admire my perfect form in the mirror as usual. As I descended the stairs, I heard the sound of the local news on television from the living room where my mom always ate her morning bagel.

“The mayor announced this morning that our local school district, the first pilot for the Class 3 program, will also be the first pilot school for higher level supers. As all of us know, Class 4s and above are extremely rare and are unstoppable powerful. They are also more likely to exhibit powers beyond strength, invulnerability, and accelerated healing.”

“Until now, girls of that level of enhancement have not been allowed in classrooms with regular students. However, the president, after meeting with the most powerful of all the supers—a rumored Class 6—had a sudden reversal of his previous position...”

A Class 6? Pfft. Yeah. And a fucking unicorn was about to come flying through the window. There was no such thing. There were only a couple of Class 5s in the world, and they hadn’t even been seen in public, the government keeping them under wraps from the media for whatever reason. That probably meant that they would be putting a Class 4 in my school. Class 5s were just too rare, and the President—even if he had just reversed his position—was unlikely to allow more than a single class increase to the program at this point.

I frowned. This was going to be a challenge. But I was up for it. I wasn’t your run-of-the-mill Class 3. I was special. I was the queen of the school. The building was my personal playground, the people my personal playthings. So this Class 4 would be stronger than me. Big deal! I could handle her. Bring. Her. The. Fuck. On.

When I arrived at school, the principal politely requested my presence in his office over the intercom. I decided to grace him with it. I entered, my brow furrowing as I saw the shell-shocked expression on his face.

“What is it, Howard?” I always addressed him by his first name. He was lucky that I bothered to use his name at all.

“I h-have some n-news...” His voice shook. Was I that overwhelming to him now? Nice!

“...The pilot program... your pilot program to integrate high level supers into regular schools has been deemed such a success that they’ve decided to allow all classes into schools.” He swallowed hard before continuing.

“We’ve been assigned the world’s only Class 6,” he said, his voice growing hoarse with emotion, trembling. “T-they thought you could h-help h-her a-adapt...” His voice was shaking so badly now, he couldn’t continue.

“Class 6?!” I said in disbelief. “You can’t be serious! I thought that was just a fucking myth! She’d be like some kind of—”

“Goddess?” came a velvety voice from behind me. I whirled.

“Yes, I can see how a minor super like you would feel that way.” She stepped forward.

“I’m Fiona,” she said in a haughty, seductive voice that sent shivers down my spine. As my eyes rose the length of her impossibly long legs, my knees wobbled like a blade of grass in a gale.

I felt the aura of her power wash over my skin, my flesh prickling as I gaped. Her legs seemed infinite, lean and elegantly sinewed, not even remotely hidden by the micro mini she wore. Her skirt seemed smaller, even, than my own. Every inch of the toned, tanned flesh of her thighs was visible. And those inches were absolute magnificence. Every. Single. One.

With the height she was given by her insanely long legs, her sexy, supple hips were level with my stomach. Their coltish, ultrafeminine curves made me tremble with desire. For a girl.

I wasn’t into girls. At least, I hadn’t been until now. She was erotic perfection, however. It was impossible not to feel the heat of attraction to her succulent form, regardless of gender, regardless of sexuality. She was beyond such things, transcending any normal limits of attractiveness.

She didn’t wear the typical white button-up shirt of the school’s typical uniform, instead opting for a clingy white tank. Her crimson tie was draped loosely around her elegant neck. I could see her heartbreakingly perfect abs under its thin cotton fabric. The cloth itself seemed to want to feel her sculpted stomach, so closely did it clench the contours of her aching perfect torso.

My eyes rose slowly, taking the breathtaking journey up and over the most perfect breasts ever to grace a female form. I licked my lips. I could almost taste her delicious, nubile flesh as my eyes drank in the mesmerizing view. The swells of her breasts were dramatic, spectacular, sublime. I stumbled back a step, physically moved by the visual power of their voluptuous expanse.

I felt my eyes widen as my gaze lifted along a thin, swanlike neck, to her magnificent visage. My knees finally gave out completely, and I plopped into a chair that was, luckily, just behind me. Her lips were plump, scarlet deliciousness. I imagined myself kissing those appallingly perfect lips. My tongue slid along my own, moistening them. I wanted to kiss her. A girl. I wanted to close my eyes and shake the vision away, but my eyes found hers at that moment, and looking

away was impossible. Their crystal blue brilliance pierced my soul. As my heart fluttered, I noticed that those eyes looked amused. Her lips twisted into a smolderingly sensual smirk.

She took another step forward, the sinuous, supple grace of her leg's movement sending another wave of arousal through me. She turned, and I saw her the sleek, sculpted hemispheres of her firm, tantalizing ass for the first time. My heart fluttered, missing a beat. Maybe two. Her sexy derriere surged outward from the inward bow of her lower back as if thrusting itself out with pride at its exhilaratingly sensual shape. Her skirt couldn't quite contain it. My eyes dropped to the lower hem of the cotton fabric, which rose to reveal flashes of its curvaceous arc with every movement. The nascent lines of her perfect posterior was clearly visible as it gracefully rose from her firm, shapely hamstrings.

I shifted in my seat, rubbing my legs together. I noticed that I was sweating. My cheeks felt hot, probably flushed.

I had thought that my body was perfect, and it was. But hers transcended the term. She was desire made flesh, the consummate female form. It was impossible to conceive of a beauty so comprehensive, so complete until seeing it.

She offered me her hand, fingers slender, delicate, manicured. I took it. I felt the power inside it. Unbelievable strength that belied their dainty appearance, exponentially greater than my own. She gripped my fingers lightly, and I still lost feeling in my hand.

Here I was, a Class 3. Queen of the fucking school. And she could make me lose all feeling in my hand without even trying!

The room seemed to tilt as I attempted to come to terms with the reality that this girl, this perfect specimen was going to be attending my school. I could feel the scales of power sliding from me to her. Shit! Why had I made everything seem so perfect to the public! I had done this to myself! This girl shouldn't be here. She shouldn't be in this school! This was *my* school! *My* queendom. She was too powerful to be here!

Her eyes seemed to see through me, to know the effect she was having on me. I saw her gaze shift to look behind me. The principal! I had forgotten all about him with this goddess, Fiona, in the room. I followed the other girl's eyes, turning to glance at him.

He was shaking, pulsing. Oh my God! Was he having an orgasm? Geez! Just from looking at this girl? Maybe it was from watching her dominate me. ME! And doing so casually with just a simmering look and five slender fingers.

Fuck.

She spun, her tiny skirt spinning to reveal another tantalizing flash of flawless posterior flesh, her matchless tush revealed once more to me before she strutted out of the office. The lush, thick waves of her platinum tresses bounced along her toned back and shoulders as she went.

Fuck. Fuck. Fuck.

Desperation welled within me. The school had a new queen. And it wasn't me.

NO! I couldn't think that way! I wasn't going down without a fight. Class 6 or not, this bitch wasn't taking this school away from me. Not this easily.

I walked into Mr. Matthews' classroom, fully expecting his eyes to trace the lines my luscious body as I strolled to my seat next to Emily as they always did. Except that they didn't. Not this time. They were directed somewhere else. I glanced to the back of the room where he was staring.

It was *her*. Fiona. In this class. *My* class. Looking bored.

Every guy in class—and most of the girls—stole glances at her crossed legs, her shapely calf erotically bouncing against her the opposite, perfectly formed shin. She seemed completely unaware of everyone's attention, as if she simply took it for granted.

The real problem was that there wasn't a single eye on me today. Not. Fucking. One. I felt hollow, empty. Even Emily didn't seem to notice that I had entered the room. I smacked her hard on the arm, not quite hard enough to break it. It would leave a good bruise to remind her who she should be loyal to.

"Ow!" she said, reluctantly turning her gaze from Fiona to me. "I know that I heal faster than normal, but geez! What was that for?"

"What do you think!" I said, impetuously.

"I was just looking at Fiona. I mean, she's even prettier than..." she stopped before she finished the sentence. Lucky for her.

"Than...?" I prompted.

"...than everyone other than you!" she said, recovering nicely. I backed down slightly, but my ire had been raised. I didn't like this new girl one bit.

I stewed for the entire class, watching Mr. Matthews stumble over his words, attempting to avert his eyes from the goddess in the back of the classroom without success. When the bell rang, I rose. But Fiona seemed to appear next to me out of nowhere. She placed a hand on my shoulder, her crushing grip slamming me back down in my seat. I felt the plastic crack under my shapely ass.

She held me there with a single hand, looking straight ahead at our teacher as everyone left the room. Everyone except her, me, and Mr. Matthews.

It was clear that she wanted me to stay here. So I did. Even when she released my shoulder to saunter up to Mr. Matthews. Reaching up to my shoulder to rub at the numb muscles of my upper arm, I watched my rival with dread.

Mr. Matthews gulped audibly from behind his desk as she approached, his eyes frantically roaming her body as if he didn't know where to look. His gaze couldn't decide which aspect of perfection to focus on. Every part of her was crafted, sensual perfection.

She placed both hands on his desk, her awe-inspiring cleavage moving languidly in a pendulum-like motion before his eyes, like a cobra dancing before a snake charmer. She spoke, her sultry voice dripping with riveting sensuality.

"So you're the famous Mr. Matthews," she breathed.

"Y-yes," he mumbled.

"I've heard about you," she said breathily. "You've got a reputation with the ladies, I hear..."

Fiona placed a knee on his desk, drool-inducing butt jutting upward, partially obscuring my view. She leaned forward to run a fingertip gently, sensually along the underside of his jaw.

He shuddered.

As she shifted forward, her miniscule skirt fell away, leaving her succulent ass mostly bare. It began slow, hypnotic undulations before my eyes. I felt my heart palpitate in the clutches of radiant desire. *How could it be so utterly perfect?*

"I want some extra credit. Any idea how I might be able to get something like that from you?" she said, huskily, her voice unbelievably suggestive. I wasn't even her intended target, and I felt the sexual power in her voice. My nipples stiffened as her sultry, velvet voice reached them with its electric touch.

Silken, scarlet lips moved forward to meet his. His eyes widened in surprise before fluttering closed in ecstasy at their lightest touch. I saw his hips jerk upward as they spasmed in a

body-wrenching climax. Leaning forward still further, she tensed her legs, which burst into perfectly defined striations before me. A wave of power rippled along the surface of my skin as I felt the invisible, crackling field of their incredible strength, enough, clearly, to make the very laws of physics bend a knee to her.

Mr. Matthews passed out from the pleasure before ending the kiss, slowly pulling back. Abruptly, she stood, straightened her clothing, and looked satisfied. She turned and gave me a wink of her insanely long lashes. I felt a strange mix of envy and arousal crash through me. This was no mere girl—this Class 6 was a fucking force of nature.

This girl, this perfect specimen of feminine power, seemed to have no limits. I tried to suppress the hunger I felt for her. As she strode out of the classroom, hair flouncing behind her, I wondered what it would be like to...

No! She was my enemy! I couldn't think like that!

I rose unsteadily from my desk. I felt a drop of moisture wind its way down my inner thigh.

Shit.

CHAPTER 3: LILLY BEATDOWN

I walked into gym class as the instructor finished explaining the rules to basketball. Fiona didn't seem to be paying attention, simply spinning a ball on the tip of her index finger at hypersonic speeds, focusing only on balancing the ball. I watched a black curl of smoke drift from the underside of the ball, where her fingernail touched it. I smelled burning rubber.

"Okay class, we're going to be doing one-on-one drills so that you can get used to dribbling, shooting, and defending. Tom? Pete? You're up first!"

I watched, still stewing from Fiona's casual display of dominance over the teacher I used to have wrapped around my little finger. I had never brought the man to orgasm before. Certainly not one that was so intense that he couldn't remain conscious through it. And with one little fucking kiss. How the hell had she done that?

I stole a glance at Fiona's stratospherically gorgeous body and felt my mouth go dry. My God! How was it possible for a woman to be that fucking beautiful? How was I supposed to compete with *that*! As I ogled her, I realized that she was looking directly at me, watching me rove my eyes over her perfection. A broad smile formed on her lips. Damn it. The last thing I needed was for her to know I was attracted to her. Like, seriously attracted. I looked away, in an attempt to slow the halting dance of my overtaxed heart.

"Miss Smith?" Fiona said, still staring directly at me. "Can I go up against Lilly next?"

"Why, sure, Fiona?" Miss Smith said. I seriously doubted it would have mattered if she said no. Whatever Fiona wanted, Fiona would get from the faculty. And from anyone else, for that matter. I knew the feeling. Or... used to.

As the two boys cleared the floor, Fiona and I walked out to mid-court. Fiona passed me the ball so hard that I fell over backward, back sliding against the polished wood of the gym floor. Shit, she was strong! As I clutched at the ball to ready a return throw, I realized that I couldn't. Unable to withstand the force of impact with my body, it was now a deflated pile of rubber. I rose to my feet and flung the remnants of the ball to the side of the court.

"Ball!" I commanded, glancing in irritation toward my gym teacher. She tossed me a new one, and I gave her an approving nod.

I began to dribble, moving cautiously forward. Fiona simply stood there, looking around, taking in the sights inside the gymnasium. It didn't look as if she was going to bother defending me. That was fine with me! Instantly, I broke into a run, racing forward as fast as I could, going in for a

layup. As I jumped to lay the ball in, I felt Fiona's energy, her powerful aura, crackling along my back. Her hand flashed in and stripped the ball from my fingers just as I attempted to shoot it. By the time I came down, she was already back at midcourt and coming up for a shot of her own.

My mouth curled into a determined snarl. This bitch might be stronger than me, she might be faster than me, but I would show her who was more determined. I stepped forward to block her path.

I caught Fiona's smirk as she ran forward. Lowering her shoulder as she jumped, she caught me under the jaw with it. I felt backward and hit the ground hard. From my back, I watched her go airborne and smash the ball through the hoop. The backboard shattered under the force, glass showering all over me. Her feet landed to either side of my head, the force of her landing so great that the wood cratered into splinters under her sneaker-clad feet. She caught the ball as it slipped from the mangled net, deflated again from the incredible force it had received as she had powered it through the hoop, then tossed it over her shoulder as she strolled away. The floppy rubber shell landed on my nose.

I moved and felt a new sensation. Something I hadn't felt since my transformation. Pain. I touched my fingers to my lips, which were radiating the strange feeling. I pulled them away and looked at them.

Blood.

My blood.

I felt my eyes widen in shock. No one could make me bleed! Except... apparently Fiona.

I saw red—in every sense of the phrase. I leapt to my feet and charged toward her back, sprinting as fast as I could before I even knew what I was doing. I was just sick of this humiliation. I was going to take this girl down or fucking die trying!

Fiona seemed to sense me coming. She casually stepped aside as I lunged forward to tackle her from behind, placing her hand in the middle of my back and giving me a forceful shove. I lost my balance and stumbled into the concrete wall, embedding my face and ample breasts to it. Placing my hands to either side, I pushed myself out of the body-shaped crater, whirling to face Fiona, whose head was tossed back in laughter.

I fumed, glaring at the bitch. When her mirth began to fade, she locked eyes with me, sporting an amused look. She spoke in a melodic giggle. "Seriously?" she said with one of her now-familiar winks.

"You'll pay for that, you ugly fucking bitch!" I said, further enraged by her reaction to my attack. I roared as I charged at her again, cocking my fist, preparing to let loose with everything I had.

"Oh, I will, will I?" she said, completely unconcerned that I was about to send a building-shattering blow into her oh-so-perfect torso.

I fired a punch into the world's most gorgeous stomach, its firm muscled outline visible through the thin fabric of her cotton tank. She simply gave me a look of disbelieving amusement that seemed to say: *Are you sure you want to do that?*

My fingers connected with her armor-plated abs. I felt the bones inside them crack with even greater pain than that of my throbbing jaw and burst lip. I didn't care. I was beyond angry with this girl. She was stealing everything I had! I swung at her again, the fist of my other hand rocketing toward her face.

She stepped casually to the side, a bored look on her face, as if my hardest blow was annoyingly slow, and she had to wait for it to arrive. I had put everything I had into that second punch, though, and its failure to connect threw me off balance. I stumbled forward and fell flat on my face.

I felt a steely grip wrap around my wrist, its inexorable pressure unbearable. I felt my wrist snap under the pressure of her soft fingertips as she used them to pull me up. I gave a grunt of pain. As I landed back on my feet, I watched her pull back her own perfectly toned arm.

"I think this is what you were trying to do..." she said with a sparkle of evil intent in her gorgeous, luminescent eye.

She threw her fist into my stomach, looking as if she were only giving it a half-assed effort. I tensed my abs. From the lack of power she seemed to be feeding into it, I thought that the muscles in my stomach might be up to the challenge of stopping it.

I was wrong.

Pain exploded in my torso. My eyes bulged. It felt as if every drop of air was blasted out of my lungs in one, swift, agonizing instant. I felt my feet leave the ground as I flew several feet into the air, Fiona's fist burrowed deep into my abdomen. Gravity took hold a moment later to bring me back to the floor, but my legs couldn't hold me up, too rocked, as they were, by the incredible power of her casual strike. I collapsed to the floor, dry heaving. I felt the unfamiliar sensation of brutal agony as my vision dimmed.

"Well, you are stupid, aren't you, Lilly. I knew that you would try to keep your little queeny status, but really? You're going to try to fight me? You have no idea how pathetic you are compared to me. I could kill you without even trying. Do you realize that? But I won't. It's far more fun to

simply remind you who the real queen is. Besides—I may have uses for you later. I *am* going to have to penalize you for this little indiscretion of yours, though, you know.”

Penalize me? What the hell did that mean? Wasn’t a pair of broken hands punishment enough?

“I’ll think of something. You’ll find out what I decide later...” she said, then tossed her magnificent blond hair over her shoulder with a graceful movement and exited the gym.

The rest of the class was staring at me, on my knees, coughing up blood, useless hands held before me, shocked.

“What the fuck are you all looking at? The next person I catch looking at me dies, you hear me? Dies!!!”

The rest of the class instantly averted their eyes and scattered.

I struggled to my feet and went to the nurse’s office. I had never been there before, but I knew where it was.

A few minutes later, the nurse was examining my swollen digits.

“Well, you’re a Class 3, so your healing will be incredibly fast. Within a couple of hours, you should be fine. Stop by tomorrow morning if things aren’t feeling normal.”

She didn’t ask what had happened. She must already know. There was only one thing in this school that could do something like this to me.

Fiona.

I texted Emily as I walked home, nursing my injuries. The ache was horrible. Was this what regulars felt, getting hurt all the time? Shit! I suppose I should be thankful that I was a Class 3. But I wasn’t exactly feeling grateful right now. I was feeling pretty fucking upset. I wanted to fucking kill Fiona! Seething, I finished my text.

“Stop by my house as soon as you get this. We need to come up with a plan to beat Fiona tomorrow.”

A moment later, her one-character reply came.

“K”

CHAPTER 4: EMILY'S POWER-UP

I lay on my bed, injured hands held above me, in the air. The swelling was already beginning to go down. I wasn't thinking about that, however. I was racking my brain for a way to strike back at Fiona. What could I do to this girl to take back what was mine? I couldn't fight her—that much was obvious after today. I couldn't seduce her. Hell, I wasn't sure I could resist if *she* tried to seduce *me*?

What should I do?

I heard a knock at my bedroom door. That must be Emily. Good.

"Come in!" I yelled.

Em heard me and timidly opened the door.

"I'm so sorry, Lilly. I heard about what happened at the gym."

"Enough! I don't want to talk about that. All I'm interested in is revenge. So... ideas. Now. We need a plan to get even with Fiona."

Emily paused, thinking, when I heard the doorbell ring.

Who was that? Had mom forgotten her key again? Now, of all times? Annoyed, I rose from my bed and went downstairs. I reachout gingerly to fling open the door with a haughty expression, suppressing the pain the movement sent through my wrist, ready to give my mom a proper tongue lashing.

But it wasn't her.

It was Fiona, her brilliant golden mane glowing in the afternoon sun.

She smiled, and I took an instinctive step backward. She walked right into my house in front of me, not bothering to ask permission.

"What the fuck are you doing here, bitch?"

"Tsk, tsk, little girl. I told you there would be a penalty for trying to hit me. I'm here to enforce it."

She grabbed one of my injured hands so fast I couldn't see her hand move. She twisted it behind my back, and I gasped as I felt my shoulder pop out of its socket. White hot pain jagged down my arm like a bolt of lightning. I gave a soft yelp as she pushed me forward with my own pulsating arm.

I ascended the stairs as she nonchalantly controlled me with just her thumb and forefinger. We came to a stop just outside my bedroom door. She spun me around and gave me an intense, intimidating look with staggeringly brilliant eyes.

She reached down and pulled her tight tank top over her head, leaving her perfect breasts uncovered and at my eye level, slumped in pain as I was. *Holy fucking Lord!* I had thought mine the paragons of feminine beauty. Hers were, quite literally, goddess-like. I couldn't breathe. It was like the unveiling of Aphrodite herself. Just when I thought I couldn't be any more thunderstruck by her colossal beauty, she put another achingly beautiful part of her resplendent body on display. How the fuck could anyone have a form this impossibly sublime?

She placed a single finger to her ultra-luscious lips to indicate that I should be quiet.

She opened the door silently. Emily was facing away from the door. Before she could turn, Fiona tied her top around the girl's eyes like a blindfold.

Emily stuck out her hands, robbed of her sense of sight. "Lilly?" she ventured hesitantly, her voice a whisper.

Fiona pulled my desk chair into the center of the room, placed an elegant hand on Emily's shoulder and pushed her to a seated position in the chair.

Fiona walked slowly around her, trailing her perfect fingertips along Emily's shoulders and the back of her neck. She continued encircling the slender girl like a shark circling its prey. When she stood before Emily, she took one of the lithe girl's hands in a gentle, caressing grasp.

"W-what are you doing, Lilly?" Emily asked uncertainly.

Fiona said nothing, placing her perfect lips over Emily's index finger, lowering them slowly, sensually downward. Emily shuddered.

Fiona pulled her lips languidly upward until they disengaged from Emily's fingertip, a thin line of saliva trailing its movement. She lowered herself to a crouch before the beautiful Asian girl, then leaned inward, cocking her head to the side. She kissed Emily's neck. Emily's head tilted back and she let out a soft moan.

"Lilly? Are you... doing what I think you're doing?" Emily breathed in a long breath. "You smell soooo good..."

Still, Fiona said nothing. She pulled her lips away from Emily's neck and began to unbutton the girl's blouse with slender, nimble fingers. Emily's blouse fell open, revealing a white bra. Slicing it down the center with a diamond-sharp fingernail, the bra fell away as well to reveal two small but well-proportioned breasts on Emily's svelte frame.

Fiona leaned forward once more and pressed her lips to Emily's nipple, giving it a swirl with her long, nimble tongue.

Emily squirmed. Her voice was breathy. "You have no idea how long I've wanted you to do this with me, Lilly. God..."

Emily's breathing quickened. I felt hollow as I listened to Emily's words. Fiona was giving the ebony-haired girl something that she clearly desired, but that I had never given her. I watched Fiona glide over Emily's trembling body. A tear rolling down my cheek, I watched as Fiona took Emily from me.

Fiona moved her lips to Emily's. Emily spoke between kisses and shallow, quivering breaths eager to express the consummation of long held fantasies.

"God... Lilly... you taste... so fucking... amazing... lips... so soft." She sucked in a long breath. "Wanted... you... for so long... *fuck!*"

Fiona played the petite girl like a violin, Emily's breathing became panting, words punctuated with groans of pleasure. The slender girl couldn't sit still. Her arms wrapped around Fiona's impossibly gorgeous body, pulling it toward her.

"Your body... so perfect..."

Gasp

"Better... than I ever... even imagined."

The words cut deeply. A muffled sob escaped my lips.

"Lilly?" asked Emily, hearing my tortured sound. She pulled off the blindfold. Her eyes went wide with shock, the face before hers not the one she had been expecting.

"Fiona!?" Emily exclaimed in awe. Her mouth opened again but no further words came out.

Fiona pulled back from the girl, turned to me, and smiled like the cat who had just swallowed the canary. Whole.

Emily stood up from the chair and cast her trembling eyes toward me, fear and confusion evident in their dark chocolate depths. Fiona's hand snaked around behind her head. Emily felt the other girl's powerful fingers and turned to face Fiona's unbelievable body. Fiona moved the smaller girl's head toward her bare breast, still watching me, eyes alight in amusement. I felt my mouth open in horror. I didn't want to give Fiona the satisfaction, but I couldn't help it.

Emily sighed audibly as her lips met Fiona's sensitive flesh. She began to suckle. Fiona shifted, clearly feeling Emily's oral ministrations. But Emily seemed to be enjoying the experience even more. She began to moan, even as she sucked. As seconds passed, her moans seemed to become more desperate, urgent.

Emily began to glow with a golden aura as she tasted Fiona's breasts. I gaped. What was happening to her?

Fiona's fingers curled atop Emily's raven locks and pressed the smaller girl's head downward. Emily's lips descended from one inch of flawless flesh to another. Her tongue tasted the power etched into the grooves of Fiona's sculpted abs as it descended—power that had broken my previously invulnerable hand without even clenching.

Fiona released Emily's head, but it continued to flow downward until it stopped between her perfect thighs. I watched as Emily drank from Fiona. Emily's body quivered as she climaxed. The golden glow around her intensified. Emily, not Fiona. She had a fucking orgasm from the taste of Fiona's juices alone.

God help me. I suddenly realized that I was incredibly turned on. Fiona was just so superior. She didn't even have to try. Her power, her strength, her beauty—all of it was so absolute that domination came effortlessly to her. It was simply a natural part of who she was.

Emily's body bucked and tensed, then she fell to Fiona's feet. Her mouth was turned toward me, cheek resting on Fiona's foot, eyes closed, aftershocks racking her body. She panted for breath, sucking in oxygen as if starved for it. After a few breaths, she turned her mouth to Fiona's foot and began to kiss it. Were her lips becoming fuller, more plump?

Fiona continued to stare at me with a cryptic smile. Could she tell I was aroused? I hoped not. I really hoped not.

She bent her knees and reached down, hauling Emily up with one hand. Emily gave a small yelp as she rose. Fiona placed her arms around the slim, petite girl and kissed her hard, passionately. Emily, mouth covered by Fiona's, screamed. Her aftershocks from the first orgasm hadn't even finished, when the massive tremors from the second began.

Emily's breasts began to swell. Her abs, under the remnants of her white blouse, etched into defined relief. I heard a snap as her skirt popped open. Her panties seemed to shrink. Wait! No, it was the cheeks of her ass being sculpted into spherical perfection!

Emily's legs lengthened as Fiona held her, the golden glow that Fiona had somehow gifted her with sculpting her body from that of a supermodel to something more. Something better. As I watched her face reshape itself, my breath caught. My God! She was becoming more beautiful than me!

Emily's hair flowed down her back in ever-lengthening tresses, filling out and shimmering in mirror-like obsidian waves. Her eyes flashed with dark desire. Her hips, her ass had packed on healthy, feminine muscle, stretching her panties into thin strands of fabric. Her breasts were full, firm, and fleshy. She was completely amazing.

Fiona didn't stop. She was relentless, holding Emily aloft, the Asian girls' legs dangling off the ground, lips crushed into hers. Fiona's deep, passionate kisses triggered a third orgasm. Then a fourth.

Finally, Fiona pulled away and released her tight embrace. Emily dropped to the ground in a crumpled, shuddering heap.

Fiona slid her foot from under Emily, turned, and approached me. She stopped inches away, looking down her nose at me from her taller height. Was she going to kiss me too? A part of me wanted it. I licked my lips in anticipation. I did desire it. Her lips pulled mine toward them as if they were irresistible magnets and my lips smooth, rounded iron—like the defined muscles in her arms...

Just as my eyes closed and our lips were about to meet, she pulled away. My lips meeting nothing but air, I opened my eyes. She was now a good foot away, smiling broadly. I stepped forward. She stepped back once more.

"I know you want me, Lilly. I don't blame you. Everyone wants me," she said with a wink of her interminable lashes.

"Everyone," she whispered breathily. I nearly came right then. But I fought it off. Barely.

I stood there, leaning toward her, heart racing, she pulled Emily to her feet. Emily wobbled unsteadily, a dazed, glassy look in her eyes. It looked as if she didn't know where she was.

"Come on, Emily."

Fiona left, Emily in tow.

When I heard the front door close, I felt my bated breath release to rasp through my teeth. It was ragged. Just like the beating of my heart. Feeling a strange combination of relief that Fiona was gone, despair that I had no chance against her, and feelings about Emily that I couldn't begin to identify, I was emotionally distraught. I dropped to my knees and cried.

I was alone.

CHAPTER 5: FIONA SHOWDOWN

I fell asleep on the floor, my damaged, sexually exhausted body taxed to its previously untested limits from just this first day with Fiona.

One day.

I was a complete fucking mess after one fucking day with this girl. At least I felt better now, my body having healed with the incredible speed of a Class 3.

I sat on my bed, lost in thought. I needed a plan.

I didn't have Emily any more. The thought began a cascade of emotions, but I sidestepped them and forced them back down. I didn't have time to be emotional right now. I had school in a couple of hours, and I needed to find a way to defeat Fiona. I needed to beat the most powerful person on the face of the earth.

Fuck.

Note to self: Don't think of Fiona as that. Ever. Again.

Okay. Check. Now, plan.

I tried to think of something. I really did. An hour later, I had nothing. Not a damn thing.

It was time to go to school. I considered not going, but that would be conceding victory to her on Day 2. No. I was going. Fuck Fiona.

I put on my school uniform, hand pressing against my flat stomach, slipping behind me to slide down the ravishing slopes of my phenomenal tush. I cupped my large, nubile breasts. I was attempting to bolster my confidence by feeling the dramatic swells and valleys of my amazing body. It had always worked before. Today, however, there was the slightest hint of disappointment in my eyes. I pretended that it wasn't there, but somewhere, deep down inside, I knew that my body was no longer the most amazing one I'd ever seen. It was second. To hers. And it wasn't a close second.

I felt tears well. I wiped them away before they fell. I breathed slowly in and out. After one final, shaky breath, I walked out of my bedroom door like a soldier going to fight a battle that she knew would be her last.

The moment I walked through the door of the school, Emily came up to me, now incredibly beautiful herself. My hope soared. Was Emily coming back to me? Was she mine again?

"Hi, Lil. Fiona wants to see you in the principal's office," Emily put her hand on my shoulder to direct me. What the fuck? Emily wasn't allowed to touch me! I grabbed her hand and pulled. Nothing happened.

I tried again.

Nothing.

I glanced wide-eyed at Emily's smiling face.

"I'm a Class 5 now, Lil. Apparently one of Fiona's abilities is to grant power to others. She gifted me four classes. Sorry, but I'm quite a bit stronger than you now." She gave a cryptic smile, then indicated for me to follow her. "This way..."

Lil? How dare she call me Lil? Like she was my equal for something. No respect! I should. I should... what, exactly? She was closer to Fiona than I was. And she was a Class 5 now. Stronger than me. Did that make her my... superior? I swallowed hard. I supposed it did. Biting my tongue, my mind attempting to wrap itself around this latest turn of events, I followed her direction.

As we approached the office, Emily stopped and put her hand on my shoulder. Her grip was firm... then hard... then uncomfortable... then downright painful. Her fingers felt like steel. I was worried that my collar bone was about to break. I dropped to my knees, in excruciating agony.

As I knelt before her, Emily released her grip, eyes wide in surprise. "I'm so sorry! I didn't mean to hurt you! I guess I don't know my own strength now! It's a little tough to get used to how much things have changed."

She pulled me back up gingerly, a coolness spreading from her fingers into my body as she did. The sensation seemed to counter the pain in my shoulder, soothing the throbbing pain until it was gone completely. I glanced toward her questioningly, seeing kindness in her eyes.

Removing her hand from mine, she pointed in the direction of the principal's office. Her brows furrowed with uncertainty, then she spun on her heel and walked off rapidly. I gulped, nervous about how this was going to play out. I had just been casually overpowered by my freaking assistant—and she hadn't even meant to do it! How the hell was I going to stand up to Fiona? I shook away the thought. I steeled my fraying nerves, then strode with hollow confidence to the principal's office.

I saw Fiona the moment I entered. She sat on the principal's desk wearing yoga pants and a sports bra that was tearing at the seams, clearly never meant to withstand the unique combination of size and firmness that only Fiona's breasts possessed. When she saw me, she smiled broadly and hopped off the desk.

"There is a tiny little secret I should probably let you in on, Lilly. When I had my little discussion with the President, I agreed to tell everyone that I was a Class 6. When they tested me, though, I actually graded out as a Class 7."

A Class 7? ?? I didn't know what to say. I didn't know what to think. Fucking 7?

As I tried to come to terms with just how powerful this girl was, she turned to touch something under the desk, giving me an amazing view of her luscious ass. Her delicious backside stretched the yoga pants to near transparency, its superhuman firmness forcing the thin fabric into shapes far too breathtakingly erotic for its original design.

Halsey's *Not Afraid Anymore* began to play in his office. Fiona's phenomenal tush began to move slowly, sensually with her hips to the beat of the music, her back toward me. She backed toward me, undulating her hips, her body to the seductive beat of the music. I couldn't take my eyes off her bewitching backside as it moved toward me, finally pressing into my hips.

The soft steel of her hypnotic ass pushed me backward, its motion never slowing, until my back pressed into the wall. Fuck! Her butt was so insanely perfect! Fiona began to turn slowly, her body fluid with motion the entire time. She pulled the office door closed. Her toned, willowy arms drifted over her head in time with the music as her body moved against mine, unhurried, carnal.

Every touch of her body to mine was lasciviously electric. I knew the prodigious strength in that smolderingly sexy form. It was a palpable presence, dwarfing my own. The thought of her sexy, erotically formed body containing such earth-shaking strength made me shiver.

Her arms continued their liquid-like movement as they floated down with agonizing slowness. Her slim fingers intertwined in mine. They clasped mine. My bones seemed to creak under their delicate might. I knew by feel alone that I was helpless in those hands. A moan escaped my lips with the realization. Being overpowered. Me, the one accustomed to being the most powerful of all. It was intoxicating, unlocking a secret desire I never knew I had. Arousal was building from my womb outward, radiating through me.

She kept one of my hands clasped in hers, perfect feminine form still rolling against mine in waves, to the music. She moved my other hand to her stomach, capturing it between our writhing bodies. I could feel each brick of sculpted muscle. Defined. Impossibly hard. My hand sensed each ridge, each etched line of the muscled core that had shattered it the day before.

I shuddered as sensory thrills from my fingertips on her superhumanly beautiful body shook me.

She brought my hand to her shapely, rounded hip as it slithered sinuously to the rhythm of the music. Her skin felt like warm, polished marble. That could move. God, could it move. Her graceful, provocative movements were at least as sexy as her body. She moved like a panther, sleek curves flowing with the ambient sound. Her hand, pressed over mine, glided over the honey sweet swell of her delicious ass. She used my hand to push forward. Her hips pressed further into mine. I felt the cinder blocks behind me crunch under the pressure of my body against them, brick powder falling to the floor, but most of my attention was focused on the sensation of her hips grinding into mine. As they did, I felt her lips brush against my ear. She whispered huskily before nibbling on the lobe.

“Wouldn’t you like to please your goddess?”

Fuck. I didn’t even care anymore. I had to have her. God help me. I did want to please her. I had never wanted anything more in my life. I felt the pressure of impossible arousal inside me.

My eyes closed. My mouth reached for hers. I hungered for her. I starved for her. My full lips found their target. She pinched my plump lower lip in her teeth, harder, harder.

I felt pain. I tasted blood, the reminder of just how much more powerful than me she really was. It was ecstasy. I came right then. From her teeth. On my lip. And, God help me. I came SO FUCKING HARD!!! My mouth opened, but no sound came. It was as if every ounce of energy that my body could produce were focused on blasting pleasure into my brain, my body.

She released my lip and plunged her tongue into my mouth, swirling and searching. I did the same. Pulses of arousal were firing through me so fast I couldn’t distinguish them anymore. It just became a state of constant, perpetual rapture. I felt waves of pleasure wash over me. Again and again.

They completely fucking destroyed me with ecstatic sensation.

Her kiss. Her tongue. Penetrating me. Inside me. It was just too much.

She relaxed and inched backward to give me room. I dropped to the floor in convulsions of ultimate pleasure. I gasped. I gulped. I couldn’t seem to get enough air. FUCK, that had been intense.

I was finally able to make a sound. I whimpered. Recovering, I looked up. Her eyes looked pleased. They were the eyes of a conquering goddess. I knew then that I had been beaten. I didn’t care anymore. I just wanted to give her a fraction of the pleasure she had given me. Unbelievable pleasure.

I slid my lips down her ambrosial flesh, kissing each cobble of her superhuman abs. My teeth caught on the top of her yoga pants. I continued to descend, using them to slice the overtaxed fabric as I went.

When I arrived at her beautiful pussy, I kissed it with trembling lips. Snaking out my tongue, I pressed it in and out of her entrance all the way down. I felt her quiver with desire. Oh my God! I made her QUIVER! The thought filled me with pride.

I licked her like an ice cream cone. I could almost smell the sugar. I could certainly taste it—her tangy, ambrosial sweetness. When I reached the top again, I found her clit, swirling around and around, varying my pressure. I bit down lightly with my teeth, and I felt her squirm beneath my moist chin, beneath my hands. Wait, I could do more than that! This girl was invulnerable.

I bit down as hard as I could, caressing her folds below simultaneously with my tongue. She screamed. I came again myself, giving a whimpering moan that sounded a bit like a hysterical giggle. I tried to control my breathing. I held it together this time, though. I knew I had a mission to accomplish.

Feeling the clench and release of my inner muscles, I returned to my tongue lashing, despite the orgasmic fireworks clouding my vision, and Fiona moaned, low and long. I scrape my teeth against her clit, and she gave a yelp, then mewled. I heard her whisper to me between pants.

“Yes! (pant) More! (pant) More!”

I bit down hard again, pushing my fingers into her as I did it.

“Fuck! Fuck! FUUUUUUCK!” she cried and her knees buckled, sending her crashing to the floor. She bucked on the ground, indestructible body cracking the tile floor with every strike of her lush hips.

I crawled over her and kissed her stomach to punctuate every quivering aftershock. When they finally died down, and crawled to her mouth and gave her a long, languid kiss. I felt the welcome, rising pleasure of another orgasm building, knowing I had pleased her.

She put her immovable arm around me, squeezing me to her, crushing the breath from my lungs.

“Nice work, little Lilly...”

I came from the compliment. I blacked out for an instant in la petit mort, but I reawakened with a gasp in her arms.

“Thank you, Fiona,” I said and snuggled into her.

CHAPTER 6: YOGA PANTS

Emily pulled yet another pair of Lululemons over her perfect derriere, admiring the sleek lines of her body in the mirror. I was beginning to squirm after seeing that luscious form of hers in tight outfit after tight outfit. My body taut with arousal, I didn't know if I could take much more.

"Fuck, Em! Aren't you getting tired of this? I mean, your body makes every freaking pair of yoga pants look totally smoking. Does it really matter which ones you pick?"

"Em?" said Emily, raising an eyebrow.

"Em... ily!" I corrected, exasperated, still attempting to come to terms with the colossal shift in the dynamics of our relationship.

"Just kidding, Lil. You know I'm not all about that *respect* stuff, like *someone* I know used to be." She nudged me, a coy smile on her succulent lips.

Used to be, huh? More like: *still wanted to be!*

I craved power, hungered for it. But I had been eclipsed in my own school. By not just one other girl, now, but by *two!*

You see, I hadn't been into girls until Fiona had come along and shattered every idea I'd ever had about my own sexuality. But as my eyes roamed Emily's body, her sensual curves on arresting display in those super tight workout clothes, I knew that I wanted her too. Fuck, she was sexy, far more gorgeous than even me.

Waves of thick, raven hair spilled to her lower back. Her complexion was flawless, her olive skin seeming to glow with healthy radiance. Her dark, almond-shaped eyes were framed by the erotic flutter of eyelashes so long that they began to curl naturally at their tips. Her dark magenta lips drew my eyes, absolutely begging to be kissed. I began to lean forward to do exactly that, before catching myself at the last second.

Shaking my head to clear my mind of its lascivious thoughts, my eyes couldn't help but drift back to her riveting body. The sports bra she was trying on could scarcely contain her full, well-formed breasts. They were not huge—huge wouldn't have suited her long, lean figure—but they were so achingly magnificent that I couldn't help but wonder what they would taste like. Licking my lips, I stared at the divine nipples that tented the thin technical fabric of her skimpy top, imagining what they would feel like between my lips.

Emily's arms were slim but so incredibly toned that every muscle was on full display. They had the long, willowy look of a supermodel's—if that model spent half her life doing toning exercises in the gym.

Her stomach was carved in steel. I mean, my stomach was awesome, don't get me wrong, but it didn't hold a candle to hers. Sleek but ripped, it was precisely that ever-sought-after-but-never-actually-achieved combination of insanely defined and staggeringly feminine.

Her ass, as I had witnessed moments before, gave new meaning to the word firm. Not to mention mouth-watering. And delicious. And a million other tasty words that flowed through my desire-addled mind...

My eyes moved on to her legs as I ran out of mental superlatives for her achingly beautiful backside. Except that I would need a whole new set of words for those ridiculously long, silky smooth stems of hers. If a ballet dancer's legs added six inches. Yes. *Six*. And a bit more definition, they might come close to the sinuous perfection of Emily's.

She was more beautiful than any woman I'd ever seen, with the notable exception of Fiona herself. The young Asian girl had been my assistant until Fiona had come to my school, and powered her up (and right past me) a couple of weeks ago.

Now, she was my superior. In strength. In beauty. In social standing. In pretty much everything, really. I still held out hope that this might change again. I had been begging Fiona, pleading with her to make me her top lieutenant, to place me at least second in command again by giving me Emily's levels. But she hadn't seen fit to give in to my requests yet.

Maybe I shouldn't have punched her in gym class. Not that it had done anything aside from break my freaking hands!

You see, Fiona had the ability to power up others. She was how Emily had surpassed me. So desperate was I to regain some of my former standing, that I promised my undying loyalty and willingness to do whatever she wished in return. I had to rise again. Or at least surpass Emily once more. Over the past few days, Fiona had seemed to be warming to the idea.

As my mind snapped out of my thoughts to return to the present, I saw that Emily was watching me ogle her, an amused look in her eye.

"It's okay, Lil. I know you can't help it. I *am* pretty awesome," she said with a playful wink.

Emily followed the wink with a sultry smile, and I felt my nipples harden, a tingle warming my nether regions down below. *Fuck! How does she do that?*

We hadn't done anything yet, but Emily had been flirting with me since her transformation. She had a thing for me. From before. She'd unintentionally revealed it the night that Fiona powered her up. I had been turned on, once to the brink of orgasm, a couple of times when Emily had given me a more-than-friendly hug, but my former assistant hadn't truly acted on her feelings for me—assuming that she still had them. From the look in her eyes when she glanced at me, however, I was pretty sure that they were still there... and I wondered if that streak of almost-climaxes would end in a screaming, clenching roll in the hay tonight.

I bit my lip as I imagined it, a wave of heat washing over my body.

Emily strolled up to the counter, still wearing those sleek yoga pants over that disturbingly sexy ass of hers. The clerk, a young man our age, looked as overwhelmed by her breathtaking appearance as I was—and then some.

"How about you give me the clothes for free; I give you a kiss; and we call it even?" she said with a mischievous smile.

The clerk was speechless for a moment, then began to nod eagerly.

"Oh my God, I was just kidding!" said Emily with a playful giggle, her smile turning genuine. "I wouldn't actually do that to you. Just kinda wanted to see if I could get you to do it..."

The clerk looked crestfallen, on the verge of tears. Emily, noticing his reaction, seemed to melt. Her eyes softened. "I'm so sorry. I didn't mean to lead you on! I was just being playful!"

Dark, expressive eyes now apologetic, Emily leaned forward and gave him a kiss on the cheek, causing his eyes to roll into the back of his head, then paid the quivering boy regardless.

As we left, Emily turned to me and confessed. "Geez, Lil. I don't know how you dealt with it all that time. The attention; the attraction; it's like I can't even joke around with anybody anymore."

I swallowed hard, still more than a little turned on by the lines of my friend's body in that skimpy yoga getup and her earlier display of sexual prowess. I said nothing as we walked toward the car, too focused on simply keeping my raging hormones in check. I opened the car with a chirp and got inside. Before I could turn on the engine, however, Emily spoke.

"What if I offered to kiss *you*, Lil? What would *your* answer be?" Her voice was meek, much like it had been before her transformation. If I were her, I would have simply taken what I wanted. I always had when I was the more powerful. But Emily was different. Unlike Fiona and me, her ascension in power hadn't seemed to change her personality significantly. She was experimenting a bit, sure, and she was a bit more confident at times, but she was still the same Lilly-pleasing Emily at her core.

"Like you did with the store clerk?"

She nodded.

Should I play coy? Try to prevent her from feeling like the dominant half of our relationship?

I considered the question. Emily wasn't really about dominance. Not even now. But I was. My eyes dropped to her pink lips, and I licked my own. With Emily's ascension, I could feel a part of me longing for her to have her way with me. Another part wanted to maintain my previous control over her.

So how should I answer? Should I dodge the question? No. Fuck that. Coy wasn't my style.

"God yes, Em. I've been waiting for you to kiss me. Wanting you to kiss me."

Okay, maybe that was pouring it on a little *too* thick. Where had that come from? Waiting? Wanting? Why the fuck had I said it like that? All I wanted was a quick, meaningless release, right? A nice little Emgasm so I wasn't always feeling so hot and bothered. Right?

Emily smiled beatifically, dark eyes smoldering, then leaned over and gave me a deep, languid kiss.

Her lips felt like velvet, making mine erupt with sensation with every micro-movement. I was so turned on. Emily had been a regular in my erotic fantasies since her transformation. It was so sexy to think of the formerly meek girl becoming so incredibly strong, so incredibly gorgeous. In my dreams, she had overpowered me with ease.

Oh, God.

Emily's lips slipped away from mine, brushing my cheek as they moved to my ear and whispered huskily.

"You want me, don't you, Lil. You have no idea what I can do now."

She shifted in her seat, moving toward me. "I want to share it with you. To give us both what we've been craving these last two weeks."

She lifted her long leg to straddle me in the seat of the car, pressing their smooth length against mine, calves bulging into steel swells to trap me.

"Your body is helpless against mine, Lil," she said huskily, reading my reaction as I squirmed in helpless arousal beneath her. Her lips slipped lightly along my cheekbone toward my ear. Her voice dropped to a whisper. "I know this turns you on."

I gave a small yelp of desire. She was so right. I couldn't contain it. Without even realizing it, I had begun to hump her perfect thigh, trying to rub the parts of me that wouldn't stop aching.

My hands rose to cup her luscious breasts. I began to knead them, and she gasped in pleasure. Head bobbing with the sensations for a moment, she reveled in my sensual touch. Then, Emily took my wrists in her slender fingers and pulled them away, overpowering my full strength with ridiculous ease. Desire flooded through me. Her strength was *incredible*. Holy fuck!

She lifted one of my hands, guiding it to her mouth. She slipped her full lips over my index finger, moving them slowly, sensually inward. My pulse beat even faster with arousal.

After a few moments of shudder-inducing pleasure, she pulled her lips away from my finger, and kissed the inside of my wrist. My God, it felt so good—her pillowy lips sucking my sensitive flesh.

She leaned forward until our breasts met with an electrifying crackle of desire. She continued, slowly pressing her breasts into me, their nubile, invulnerable curves denting mine. Her firm nipples brushed my own, making me gasp. The pressure of her leaning body snapped the seat of the car, collapsing it backward, sending me onto my back.

Emily smiled and lay her body over mine, breasts once again showing their superiority to mine as they crushed my sensitive flesh. Emily bit the fabric of my top, then moved her head downward, the thin, cotton material clenched between her teeth. It tore as she moved her head down to the shirt's hem, just a few inches from my warm, moist slit.

My shirt fell away, and Emily began to kiss each steely plate of my incredible abs. The touch of her moist lips was so steamy, so arousing that I began to whimper with need.

Emily flicked her gaze toward me momentarily, a nefarious look in her eye. Then, she went back to work, putting those talented lips of hers over my nipple and swirling her tongue. Sparks of euphoria lit the fuse to the nascent inferno in my womb. My climax was approaching. At long last, after two weeks in the making.

Emily moved to my other breast and sucked my nipples. Holy shit! Her mouth felt so unbelievably good, and I moaned.

Emily moved her lips upward until they hovered a millimeter from mine. She spoke in a throaty whisper, seeing in my dilated eyes that I was now fully under her spell.

"How does it feel, Lil? To be dominated by your little Emily. To be helpless to do anything to stop her. To be nothing but putty in her gorgeous, sexy little hands..."

I didn't need any further stimulation. Her words alone sent me over the cliff. I came right then, bucking into the exotic Asian beauty with my hips, my juices soaking my skirt. I alternated between whimpers and moans as pleasure rocked me. My body bucked, arms flailing. Or, well, they would have if Emily's superior body hadn't had me pinned in place. So I writhed blissfully on the broken seat, rocking the car violently.

Emily's eyes held a mixture of surprise and triumph, as if she hadn't truly expected to be able to do that to me so easily. She had made me come with a little foreplay and words alone. Without so much as touching my sex. Her look was vaguely calculating as she filed away the information about my secret desires.

It took me several minutes to recover before my weakened knees could find the strength to push the pedals and drive us home. Neither of us spoke for the remainder of the drive.

CHAPTER 7: A FUCKING BOY?

The next day, as I approached my locker, I saw Emily at hers. She smiled warmly at me, not a hint of superiority, nor one of guile. She was genuinely happy to see me. I wondered about that girl sometimes. She *should* be lording her newfound superiority over me. But she was too nice. Too nice to be so powerful. Power belonged in the hands of those who knew how to use it.

It belonged in *my* hands.

I fought back a blush, averting my eyes. What the fuck was *that* about? Why was her simple happiness having this effect on me?

Not wanting to think about what that meant, I turned to pull my first period books out of the locker and slammed shut the door. When I glanced toward Emily once more, she was no longer there. She must have gone to class or something. In her place stood Liam, a decent-looking but otherwise average boy from Mr. Matthews' class.

I'd seen Liam staring at me before, of course, but I'd never given him the time of day. It was hardly unusual for guys to stare at me, after all. Even now, they did it—at least, when Fiona and Emily weren't around. Taking another step toward me, hands in his pockets, Liam looked all sorts of nervous.

He *should* be nervous. Daring to approach me like this, without permission. That took a lot of nerve.

I stuck out my arm, placing a hand on his chest, and slammed him against the bank of lockers next to us. He groaned in pain.

"Look, you stupid little punk, just because I'm not the most powerful girl in school anymore doesn't mean I can't take *your* sorry ass, Liam."

I shoved him into the lockers once more, hearing the buckle of metal as it bowed under the pressure I was placing on his body. Then, I released him.

"Now speak. This better be fucking good."

Liam, breathless—and probably a little bruised—from my attack, stared at me. As I cocked an eyebrow, his eyes widened, and he managed to stutter. "L-Lilly! Wait! I can help you!"

"Pfft," I dismissed him out of hand. "You're just a fucking *boy*. I seriously doubt it."

"I can! I'm a powered!"

A powered? This guy? Yeah, right. Those rumors about guys gaining powers were just made up to make the poor little bastards think there was hope they could compete with girls. "Get out of here before I smash your stupid little face."

"Really! I am!" As he said it, this stupid boy had the nerve to *touch* me! He reached out and grabbed my wrist. I saw a red glow surround his hand, quickly spreading to encompass my entire body.

Was he doing something to me? Sure seemed like it! That red glow better not do anything to my flawless complexion. If this little runt gave me some sort of weird sunburn or something, he would have to die!

"You're going to go to the hospital for that, dumbass!" I yelled, recovering from my surprise to pull my hand away and launch a skull-rattling punch into his jaw.

Except that I couldn't break his grip.

I tugged again. Still couldn't pull my hand away. I raised my other arm to shove him away. When I did, he barely moved.

"What the hell did you do to me?!" I said, voice cracking to betray my rising alarm.

"I told you. I'm a *powered!*" He smiled now, seeming far more confident now that he had been able to overpower me... somehow.

Fuck me! It wasn't enough that I had to be only the third most powerful girl in the school? Now I had to suffer the ignominious position of being overpowered by a measly fucking *boy*?!

What was the world coming to?!

"What the fuck did you *do*?" I demanded, desperation cracking my voice. He *must* have stripped me of my powers. Maybe he could do the opposite of what Fiona could, taking powers rather than giving them? It was either that or he was actually stronger than me. A boy. But that could *not* be possible.

"Give me my power back RIGHT NOW!" I screamed at him, more worried than I'd ever been. I *couldn't* go back to being a freaking regular!

"I will, I will! I just need you to hear me out for a second."

"Fine," I huffed angrily. I supposed I didn't have a choice anyway.

Liam released my arm. I withdrew it, rubbing my sore wrist and glaring daggers at him.

His eyes looked apologetic, but he was anxious for another reason. There was clearly something that he really wanted to say to me. It seemed that I needed to let the boy get whatever it was off his chest before he would give me my powers back. But his eagerness made me curious, so I decided to actually listen to what he had to say.

Glancing down at my wrist with a pained expression, he swallowed hard, cleared his throat, then brought his eyes back to mine.

"I've always had a crush on you, Lilly. Ever since your ascension."

Oh, Lord. Was this fucking guy about to profess his undying love for me or some such shit? I fought the urge to puke.

"You're just so beautiful, so confident, so amazing..."

Fucking gag me. I already knew how awesome I was. I didn't need some stupid—albeit ballsy—little boy informing me of it, as if I gave a damn what he thought. I tuned out his pathetic little lovey-dovey speech for a while to consider the ways that I might manipulate his feelings for me to get my powers back.

"...which is why I gave you an extra level when you first ascended. I took it from Emily. You were both originally rising to Class 2s. But I wanted you to be beyond everyone else in school. I don't think either of you ever knew. But I changed you."

Was this guy serious? I had *Emily* to thank for my previous rulership of the school? Was that why I'd always been drawn to her? Did it have something to do with how she, a Class 5, could turn me on even more easily than Fiona, a Class 7, could? Because I had part of her power within me? The very concept sent a whirlwind of emotions through me. I struggled to keep my concentration on Liam's words. Now I *did* want to hear what this guy had to say.

"You see, I'm just a conduit. I can take powers away, but I can't use them. I have to give them back to a woman within a few minutes or they just go back to their original host on their own."

As if to illustrate his point, he reached out and touched me with his fingers. I saw the telltale red glow, then felt the familiar warmth of power soak into my muscles. Thank God. I wouldn't have to seduce him to get them back. Liam was soooo stupid! He didn't even demand anything from me in exchange! Hadn't he ever heard of blackmail?

As soon as the process was finished, I grabbed the front of his shirt and lifted him off the ground. "If you *ever* do that again, I'll tear your fucking arm off. Got it?" Nevermind that it didn't make any sense. If he did it again, I'd be powerless again, and he was clearly stronger than me that way. But I felt like saying something threatening, so fuck logic.

Liam seemed to know it was an idle threat but, to his credit, suppressed a grin, nodding in acknowledgement. I decided to let his near-smile go, rather than punish him. He seemed to have more to say, and I wanted to know what it was.

"Anyway, I hated it when I saw Fiona come into the school and push you around."

Yeah. You and me both, buddy, I thought.

"You see, she and her sister live next to me, and—"

"Wait! Come again? Sister...? Like, *Fiona's* sister?" I couldn't help but interject. I was just so surprised. I'd never seen Fiona's sister around school. Hell, I'd never even heard Fiona mention that she had a sister.

"Yeah. She just stays there. At home. In her room. It's really weird."

"Fiona's sister just sits in her fucking room all day? That *is* weird. Is she a regular or a powered?"

"I don't know. I've never talked to her."

"Come on, use your brain, Liam! Is she pretty like me—only, you know, probably a little less?" I ran my hands along the curve of my hips as I shifted my weight, catching Liam's attention. I watched with amusement as Liam's eyes dropped hungrily to my sexy body. "Or is she ugly as hell like you and your stupid little regular friends?"

"I'm not a regular, remember, even though I look like one," he said distantly. He was struggling to raise his eyes to meet mine once more. That little wiggle of my hips had really done him in, I guess. I felt my lips curl into a knowing smirk. This guy was going to be soooo easy to manipulate.

"Yeah, but you're a total freak. Who ever heard of a *guy* with powers?"

"There are a few of us."

"There are few ways I could kill you too. So answer the fucking question, Liam!"

"Okay, okay! She's really good looking. Not as good looking as you, but maybe a powered?"

"Have you ever seen her show any powers? Strength or anything?"

"No."

"Well Jesus, Liam. You come to me with this whole thing, but you don't know a damn thing! What the fuck *have* you seen?" I said, exasperated.

"I already told you! I've seen her there. All day, every day! I see Fiona come home, and she checks on her sister first thing every day," Liam said, his rate of speech quickening in defensiveness.

"First thing?" I thought about that. Either she really cared about her sister, which, knowing Fiona, I doubted; or she was really concerned about something her sister would do. My money was squarely on the latter.

"Yeah. Always. Right when she gets home."

Definitely something to that. She must be hiding this sister of hers for a reason. And I was going to figure out what that reason was.

"Okay, so why are you telling me all this, Liam?"

"I just think that something strange is going on there. I've seen Fiona typing on her laptop every night too. I think she keeps some kind of diary, and I wanted you to help me check it out. The diary might tell us what's going on between her and her sister."

My first instinct was to fire back a bitchy reply at the presumption that I would do *anything* with him. But I bit it back. This guy's power could be seriously useful to me. If what he was saying about his gift of one of Emily's levels was true, it already had been. So I'd go with him. He was clearly already into me, so I'd be sure to seduce him just enough to make sure he was well under my influence. Once I had him desperate to fuck me, I should be able to get him to do pretty much anything I wanted—like take a few levels from Fiona and give them to me. The thought gave me goosebumps. I could be the queen of the school again. I could bend Fiona and Emily to *my* will for a change.

The thought of the two sexy sirens pleasuring *me* sent electric tingles of desire all the way to my core. I could feel my nipples harden and a pleasant warmth south of my waistband. I even let out a small moan before I caught it, quickly disguising it as a considering "*hmmm*."

"Alright. I'm in," I said, eyeing him to verify that he hadn't caught anything out of the ordinary. It didn't look like he had. He was too busy checking out my boobs to notice any sounds I had made.

Liam beamed. "Great! Let's go."

CHAPTER 8: CURIOSITY

As we approached Fiona's house, I touched Liam's bicep lightly, running my fingers over his muscle. I hid a smile as I saw him stiffen slightly.

"You must work out..." I told him casually.

I watched red blossom over his cheeks. "I, uh, do some exercising..."

"I can tell," I replied with a wink, watching his blush deepen to a nice shade of crimson. It was going to be so easy to make this guy ultra-malleable. He was so cute. Like an adorable little puppy.

"So what's your plan, Liam?" Guys always liked it better when you let them think they were in charge. At least, that's how my mother always handled my father. Seemed to work.

"I don't know. I was thinking maybe we climb up and go through Fiona's window? It's usually open."

I licked my lips as I considered his plan, enjoying the bead of sweat that appeared on his brow as his longing gaze zeroed in on my mouth.

"Okay then, Liam. Let's go," I circled around to the side of the house that Liam's eyes had indicated before becoming infatuated with my lips. I walked around the house with an exaggerated catwalk-style gait, ensuring that he had a wonderful view of my spectacular ass as I shifted my sumptuous hips in the most sensual possible way. When I reached the area under the window, I looked back at him, grinning as I watched the telltale bulge inflating in his pants.

Wait 'til he saw *this!*

I bent my knees and launched myself upward, catching the windowsill with my fingertips. I pulled myself in with an easy pull-up, then turned to watch Liam. His eyes were wide in astonishment at my casual display of athleticism.

When he began his own ascent, it wasn't as quick. Or as graceful. It took him three tries before he managed to shimmy up the downspout high enough for me to reach down and pull him the rest of the way up.

When I swung him through the open window to the floor of Fiona's room, he lay there huffing and puffing for a moment from the exertion of his awkward climb. I had forgotten how weak boys were! Had it really taken all his strength to climb to a second story window? Seriously?

If we hadn't been trying to stay quiet, I would have laughed. But knowing that Fiona's sister was in the room next door, I stifled the urge. Walking over to him, I smiled as I looked down... and I gave him a perfect view of my smooth, tanned legs—all the way up to my tiny skirt.

When he'd caught his breath, still sneaking glances at my shapely stems, I extended a hand to him. He took it, and I pulled him up. I made sure to brush his mouth against my lush breasts along the way. From the way his eyes bulged and fingers clenched, I could tell that the momentary contact with the softest part of my body had had the desired effect.

"So where's the laptop with the diary?" I whispered to him as he gazed adoringly at my breasts. I made sure to take a deep breath, making them swell even more tightly against my white button-up blouse.

Poor Liam. The boy really didn't stand a chance, especially not when I knew he had a thing for me.

"W-What?" he stammered as his eyes reluctantly snapped to mine, belatedly realizing that more than just my boobs had been speaking to him.

"The laptop?" I smirked as I repeated myself, watching his desire-addled brain struggle to process the words.

"O-Oh yeah. Right." He walked over to her desk, pulled out the bottom drawer, and set the silver computer on its surface.

He turned to me and grinned. "This is it!"

Opening the lid, the computer screen flickered to life, silently requesting a password.

"Password?" I looked at Liam expectantly.

His face fell.

"You don't know her fucking password?" I said in irritation, crossing my arms under my breasts, emphasizing them again, this time unintentionally. "What was the point of all this then?"

He seemed to have trouble concentrating on my words. I couldn't really blame him, I supposed. My breasts *were* pretty eye-catching. Not to mention that I had been playing dirty with the whole mouth-to-breast thing.

"I-I..."

I stalked across the room, shoving Liam out of the way, though making sure to rub my hip against his visible erection as I did so. I pulled out the top drawer. Finding two sticky notes inside, I pulled them free to examine them.

One contained the address of the school. Useless.

The other? A single word: "G0dd3ss". Pay dirt.

I typed it in, and the desktop quickly popped up. I opened her web browser, and her GiggleDocs page loaded, with the login name pre-filled.

"Goddess" was her password then, huh? How utterly predictable.

My lips forming a sly smile, I began to type in the password. And, of course, as I did, I heard the front door to the house open below. My eyes flicking to Liam's, I saw his face go suddenly pale.

"She's back from school early!" he whispered fearfully.

"You're sure it's not her parents?" I shot back in a low voice.

"Pretty sure. I've never seen them."

Seriously? Where the hell were her parents?

But I didn't have time to ask that now. I closed the laptop and hastily put both the computer and the sticky notes away as I heard the warning thuds of footsteps ascending the stairs.

"Jump!" I told Liam in a loud whisper, motioning toward the window with my eyes.

"What?!" he replied, a look of abject terror painted across his features.

"Jump, you stupid little...!" I repeated, feeling that my features had crunched into a scowl.

He shook his head.

Fuck! Timid little dweebing! He was going to get us caught! And I didn't want to think about what Fiona would do if she found us here, in her room. I briefly thought about leaving Liam here and escaping by myself.

I quickly nixed the idea, however. The little twerp would probably spill his guts the moment Fiona decided to rub her perfect body all over him, revealing that I'd been here with him.

This is why I hated boys. All they were good for is a quick—and I mean *quick*—roll in the sack. Ask them for anything more and you were bound to be disappointed.

I saw the doorknob beginning to turn, so I grabbed Liam and threw him into the open closet. I dashed in after him, silently sliding the door closed behind me just as I heard the thunk of a backpack hitting the floor by the entrance to the room.

Then, the footsteps backed out of the room and proceeded along the hallway to the next room over. I heard a creak as the door to the other room opened. From our position, through the back wall of the closet, we could clearly hear what was happening in the other room as well.

Liam moved to slide open the closet door, but I stopped him, putting my finger over his lips to keep him silent. I placed my ear against the wall.

"Hi, Felicia," came Fiona's muffled voice. Even through the wall, her breathy purr was so sexy that it set my nerve endings atingle. So *Felicia* was her sister's name. Fiona, Felicia. Shouldn't be difficult to keep *those* names straight...

"How was your day?" Fiona continued, with an air of superiority.

"Well, if you consider being locked in my room all day, reading and playing pointless games on my tablet fun, then I had a blast!" Felicia's voice seemed strange, her speech slightly slurred.

There was a pause before she finished. "Wait! You're back early. Why?"

"Yeah, I was sick of going to classes halfway through the day. It's not like I need them. A girl like me will never need to know anything more than what I want someone to do for me."

"Must be nice," came the reply, again slightly slurred. Was she drunk or something? Or was that just how she spoke?

"Oh, it *is* nice." I could almost *hear* Fiona's predatory smile. "It most definitely is."

What a bitch! I wanted to be able to say. The thought made me remember what it had been like to be the de facto ruler of the school myself. I felt Liam's body next to mine in the darkness, and his presence reminded me why I was doing this. I thought of what Liam might be able to do for me, returning me to my roost atop the school's social hierarchy.

I reached around him and pulled him closer, pressing his chest against the side of my breast for effect. I entwined my smooth, rounded calf around his leg. Our faces now close as well, I felt a

sharp intake breath against my cheek. His heartbeat began to hammer harder in his chest, sending pulses through my breast tissue. I smiled in the darkness, then whispered. "Just one more minute. I want to understand what's going on with these two..."

I didn't really owe Liam an explanation, but I didn't want him to freak out and do something stupid either. And besides, a little contact with my body would keep him pliant.

"Can't I go to school with you tomorrow? It's just so boring here." Felicia paused again, as if attempting to figure out a way to make the request more compelling. "Mom and Dad would let me..."

"Mom and Dad aren't here. I left them back at the old house. Besides, they wouldn't dare come here without my permission," Fiona said, voice forceful.

"I know. But..."

"But nothing. *I* am in charge here, Felicia. You'd better remember that." There was a sense of finality in Fiona's voice. But Felicia wasn't ready to give up yet.

"Could I maybe go back to the old house? With them?"

"NO!!!"

I startled at the vehemence of Fiona's reaction. Why did she want to keep her sister away from her parents so badly? I really needed to get a look at that diary.

"Now go downstairs and make dinner."

"Do I *have* to?"

"Don't make me hurt you."

"Fine."

I heard two sets of footsteps walk toward the entrance to the room and tensed. It was time to go.

I slid open the closet door, and threw a frightened Liam out the window before he could protest. Hearing a soft thud and a pained grunt from the grass below, I leapt from the window myself to land gracefully in a crouch beside him.

"That hurt!" he said in an outraged whisper, his back on the grass, rubbing the back of his head.

“Not as much as Fiona’s fist would have,” I shot back, pulling him to his feet as I rose. “Now which house is yours?”

He pointed at the house immediately before us.

“Okay, let’s go to your room. We need to log into her diary before she has a chance to change her password.”

He nodded.

As we made our way to his room, Liam caught me off guard with a question I hadn’t expected.

“So what’s your secondary power?”

“My secondary power?” I stopped walking, confused by the question.

“Yeah, I read that Class 3s all have a power beyond strength and invulnerability.”

They did? That was news to me! Was I supposed to have another power? I thought of Fiona. As far as I knew, *she* didn’t have any secondary powers. She was just ridiculously strong and insanely tough.

And could gift classes to others! Fuck!

Emily was a Class 5 now too. But at least *she* didn’t have a secondary pow—

I stopped mid-thought, remembering Emily’s cooling touch after she had nearly broken my collarbone a couple of weeks ago. As she had held me, my pain had faded until it disappeared completely. She could heal! She *did* have a secondary power!

I was intrigued. Could I have a second power that I didn’t know about?

“What else did you read about secondary powers?”

“I don’t know. Just that everyone’s was different. All female powereds are strong and tough and have enhanced abilities to recover from injury. But secondary powers are unique to the individual. They say that the secondary powers tend to reflect people’s personalities.”

Personalities, eh? I smirked. If that were true, then I should be able to control people or something. I LOVED to be in control. Then, I thought back to my recent experience in the car with Emily. Apparently, I also LOVED to be controlled. So what kind of power would *that* lead to?

“Come on. Don’t keep me in suspense here! What is it?” he prompted, seeming more curious now than when he had first asked the question. He probably wondered why I hadn’t simply answered it.

But I wasn’t about to let him know that I had no idea. I turned to Liam and gave him my best intimidation stare. “Wouldn’t *you* like to know...”

He backed off. My hard stare had done the trick. For now. I still needed to figure out what my ability really was. That sort of information could really come in handy if I wanted to take down Fiona.

Fiona! I needed to learn more about how *her* secondary ability worked as well.

As we entered Liam’s room, my phone dinged. I hadn’t turned off its alerts! Thank God it hadn’t gone off while we were hiding from Fiona!

I checked it. It was a text from Emily.

“Where are you? You weren’t in class today.”

As I began to type my response, I realized I was smiling. Weird. I wiped the smile into a neutral expression. Better.

“Bored. Left.”

“Oh. Too bad. Was thinking we could have some fun in the principal’s office?”

“Rain check?”

“K :(“

“Who was that?” asked Liam, gaze shifting from my face to my phone.

“None of your fucking business, asshat!” I fired back. The *nerve!* Nosy boy was getting all uppity now. Like he had a right to know who I was texting! Why was he so curious anyway? Because I was smiling? I was smiling, wasn’t I!

I considered breaking one of his fingers for his insolence... before I remembered what he could do for me. So I took a deep breath and shrugged it off. We had more important things to worry about right now.

“Okay, get out your fucking laptop already. We need to find out what the F sisters are hiding, dumbass!”

Liam frowned, but did as he was told. A moment later, we were logged into Fiona's GiggleDocs account, perusing her files. As Liam typed on the keyboard, I pressed my breasts into his upper back from behind, looking over his shoulder. Glancing downward, I could see his arousal. He was going to be all kinds of hot and bothered by the time I left. *Good*, I thought with a smirk. *Being all worked up with no outlet for relief served him right.*

"It's *that* one!" I said, lips only an inch from Liam's ear, pointing to a file marked "Rise of a Goddess".

"How do you know?" asked Liam, head swiveling to face me, one eyebrow raised in curiosity.

"Just open it." My voice was firm, flat. I was issuing a command, not a request.

Turning back to the screen, he obeyed. As the file opened, a list of entries appeared along the left side of the screen. I scanned them until I found what I was looking for.

"See that entry called *My Ascension*? Click that one."

He clicked, opening the file.

My Ascension

I became a goddess today.

After all that talk from my parents and that stupid doctor about how Felicia was going to be the highest class ever when she transformed, I figured out how to use the information to my advantage. When she began her transformation, I was right there to use my siphon power to take it away. Before she even understood what she had been given.

So no more Class 3. I'm way higher than that now. Higher than a 5 too! I must be the highest class ever. A complete goddess. God, it was so incredible. Beyond amazing. I began to grow. My legs look like a cross between a ballerina and a supermodel. My breasts are full and completely gorgeous. My abs are steel. My butt? Perfect. I had, like, three orgasms in a row. So much power, I couldn't handle it all. I can feel it leak from me still. It's trapped, but it's too much for my body to completely absorb.

I know that with my siphon power, I can gift power. I can probably gift these extra levels to someone else. Like a Class 1 or something. I mean, even with them, there's no way they could pass me.

I'm still the strongest-ever powered now. And I've got to be the sexiest too. I mean, nobody looks this good. I practically came again when I looked at myself in the mirror for the first time. And the guys! I can get them to wet themselves just by giving them a full-on come hither. It's so fun. To be so powerful that no one can tell me what to do. I never knew what true freedom felt like until now.

I don't feel bad for Felicia. All I've been hearing about for the last six months is how much better than me she's going to be. Joke's on all of them. Now I'm the one that's better than everyone else. I'm the one that *she* should look up to. I'm the goddess.

I don't think Felicia ever knew what was happening when the change came over her. I touched her as I saw the metamorphosis begin, and took it from her before she even realized what had happened. I think Mom figured it out, though. Going to have to get rid of her. And Dad. Just to be safe. I took Mom's pill stash too. Going to use them on Felicia. Just to make sure she can't get her shit together and take away these powers. She might be strong enough to take them back, if she just tried. I can't let that happen. I can't go back to feeling like I'm less than her. I just can't.

I sat back, stunned. Liam did likewise.

"So Fiona's a power siphoner too? Just like you?" I rested my hand on Liam's shoulder.

Liam turned to me, voice low, as awed as I was by the discovery. "Sounds like it."

"She's really supposed to be a Class 3. Like me!" I said, saying the words more to think through this new information than for Liam's benefit, though he nodded slowly. I rose and began to pace. I supposed that technically, I was supposed to be a Class 2, with Liam to thank for my extra level. I still wasn't sure how I felt about that.

Setting *that* fucking thought aside, I continued to think through the information from Fiona's journal aloud.

“So the power she fed into Emily. That was probably the rest of Felicia’s power. If Fiona went from a Class 3 to a Class 7, that’s four levels. If Emily went from a Class 1 to a Class 5, that’s another four levels. *Holy fucking shit!* That means Felicia’s a Class 8!”

I stopped pacing and turned my gaze to Liam once more. His eyes said it all.

“That’s not possible. That *can’t* be possible. Can it?” I asked him.

He swallowed, but didn’t say anything. Maybe he couldn’t. I didn’t know. I didn’t care either. But there was one thing that I did care about.

“Do you think *you* could siphon an 8? I mean, if you touched Fiona, could you take Felicia’s powers from her?”

“I-I don’t know,” Liam spoke hoarsely. “See what it says in Fiona’s diary? ‘She’s probably strong enough to take them back...’”

Now here was what I *really* wanted to know. “If you could, would you give her powers to me?”

I sucked in a breath, puffed out my chest and gave him my best sexy pout. “Just imagine what I would look like as a Class 8 Liam?” I said in my most sultry purr.

My confident eyes locked onto his as they filled with wonder. He swallowed again, still processing the notion. He didn’t move for a good 15 seconds. Then he began to nod slowly.

I walked over to Liam, knelt before him as he sat in his desk chair, placed a hand on each of his cheeks, and planted a huge kiss on his shocked lips.

His arms and legs flew outward, his posture stiffening. Then he went completely slack. I was pretty sure he was floating on the taste of my lips. My hands, on either side of his head, were the only thing that prevented him from sliding right out of the chair like a gelatinous liquid.

When I let him up for air, I muttered breathlessly. “We need a plan.”

Liam nodded again, slumped in his chair, expression dreamy. He would have agreed to anything I said in that moment.

Wait ‘til he saw me as a Class 8.

I smiled. Wide. Like Cheshire-fucking-cat wide.

CHAPTER 9: PLOTTING

The next day, I admired myself in the mirror, imagining my sexy body with five more classes' worth of improvements. I shivered. I would be so *unbelievably* hot. Stronger, tougher, and sexier than even Fiona.

Beaming, I got dressed for school, twirling about my room like a ballerina. I was soooo looking forward to going to school today. It would be the day that I took my rulership of the place back once and for all.

I walked into the school building to find Fiona at the entrance, eying me suspiciously.

Fuck.

I'd been hoping not to run into her until I was ready, with Liam at my side.

"Lilly, stop," she ordered. I hated Fiona and her fucking orders sometimes. But I had to obey or risk some sort of painful retribution. Damn her and her ultra-gorgeous, impossibly strong body! I stopped.

"What have you been up to, Lilly?" she asked, slinking around me like a breathtakingly sexy snake coiling around overmatched prey. I smelled the heady floral scent of her shimmering blonde hair as she circled me and shivered, feeling the familiar rise of my perpetual desire for her sumptuous curves. The unwanted feelings made it difficult to think of her as an enemy. All I wanted to do was explore that unbelievable body of hers whenever she came near. I briefly wondered what that made her to me. My frenemy? No. Lovernemy? Was that a thing?

"Up to?" I questioned, swallowing nervously but masking my true feelings from her—I hoped.

"Yes," Fiona replied, eyes narrowing as she came to stop before me, perfect cleavage on display inside her straining tank. My God, she was pretty. She shifted her weight, pushing out a single lushly curved hip. "Last week you were lobbying nonstop for me to take away Emily's extra levels and give them to you. You were practically *begging* me to increase your power. This week, I've barely even seen you."

Eyes suspicious, Fiona reached out to rest a hand on my shoulder. Her slender fingers pinched together with impossible strength, and pain erupted from the spot. It was a clear reminder of the balance of power between us. Basically, that she had it all, and I had none. Inwardly, I seethed. But I had a plan. One that would change that balance forever. Or so I hoped. I just needed to be patient.

Too bad patience was *not* one of my strengths.

Determined not to cringe in pain, despite her steely grip, I looked her in the eye and lied. “I finally realized that you like having a powered-up Emily too much, and that it wasn’t going to change.”

The statuesque blonde released her grip and cocked her head to the side, dazzling eyes curious. She seemed to be honestly surprised for once. “Really?”

Still, I could tell that she didn’t entirely believe me. She seemed to consider for a moment before continuing. “You’re right that I like having Emily where she is now. She looks good as a Class 5, don’t you think?”

Did I ever?! As I thought of my Asian friend’s divine ass in those yoga pants the other day, I felt a flood of hormones flood my already aroused system. I couldn’t help but give a little gasp. At least my padded bra should hide my stiffening nipples.

Fiona noticed my reaction, and from the sultry smirk that began to form on her luscious lips, I could tell it amused her. “You *do* agree with me then.”

The seductive girl began to walk around me, long legs flexing deliciously as she sauntered around me. She brushed her sexy, sinuous body against mine as she moved around me, much as I’d done to Liam the previous day. Feeling the tingles of dizzying desire that erupted with her every touch, I saw firsthand why that was such an effective tool in my arsenal. I mean, *damn!*

“You know, Lilly, this is why I like empowering people like her. Helping the cute little thing realize her potential and all that. Helping the lesser people like you be more than nature ever intended. It’s such a wonderful feeling—“

She stopped suddenly, seeming to realize that she’d been on the verge of saying more than she’d meant to. Not that it mattered. I already knew she was a siphoner, not just a gifter. But *she* didn’t know I knew. At least I *hoped* she didn’t know I knew. Unless she had figured things out and now *did* know I knew. This whole thing was getting pretty convoluted, wasn’t it?

“Anyway, we’re agreed. Emily stays as she is. But that doesn’t mean that I can’t give you more levels to bring you even with her.” There was something in her eyes as she said it. Something I’d never seen before. Excitement and... *kindness?*

We’d been rivals all this time. Well, I considered her a rival, anyway. I was pretty sure she considered me something like an amusing little insect. But now she was giving me power? And asking nothing in return? That wasn’t like Fiona, was it? From what she’d said, it seemed like

she just wanted to share the joy of transformation with me. As if she wanted me to experience what she had, even if it was to a lesser degree.

But wait. *What?* How could she give me two more levels without taking them from Emily? She had taken four of Felicia's levels for herself and given Emily the other four. If there were two more, that would make Felicia not an 8 but a...

10?

A *10!*

What was *that*? That couldn't be right. A Class 3 was supremely powerful. A Class 5 was insane. Fiona, at a 7, seemed to be the paragon of feminine power. Beautiful beyond belief. Powerful beyond imagining. I had been having trouble wrapping my head around Felicia potentially being a Class 8. But a *10? Shit!*

Before I could muse on that one any further, however, Fiona completed her circuit around me. Gliding to a stop before me, her exquisite face leaned toward me, and she kissed me. I felt her lips envelope mine, sucking, caressing.

It was *heaven*.

Her sculpted, steely arms slipped around me; her long tongue snaked into my mouth. I felt my knees weaken as desire for my archenemy exploded within me. Her body was just so unbelievably strong, so mind-blowingly sexy.

Mmmmm.

I collapsed into her, my knees giving out completely. I had kissed Fiona before, but somehow this time it felt even better. I felt something enter my body. Some sort of energy. It felt...

...wonderful.

More than wonderful.

Rapturous.

I gasped even as we kissed, the rush of incoming power startling me, setting my skin on fire, my mind reeling. I'd never felt anything so wonderful. I hungrily devoured her lips, eager to suck every last drop of the power she was feeding me from the erotic attentions of her perfect mouth.

I felt my body lengthen and fill out. It felt like stretching in the morning. Except that when I stretched my legs in the morning, they didn't permanently grow an inch or two. When I filled my

lungs with air, thrusting my breasts outward, their sumptuous swells never pulled back inward as I exhaled, their size expanding by an inch or two. As I raised my arms above me, I could see them grow more toned, more defined. It was sensual euphoria, feeling my body shifting and molding itself into a higher level of perfection.

I sucked at Fiona's bottom lip as she pulled away, drinking the last drops of her gift from the succulent flesh as she finished. Releasing me from her embrace, I fell to the floor, my wobbly knees unable to support me, breathing heavily onto her feet.

"There," Fiona said, her voice maintaining a touch of its usual haughtiness but at the same time strangely warm. "You can thank me later. When you've recovered. Then we'll have to have a little contest between you and Emily to see who gets to be my right hand."

With that, she spun on her heel and walked away, a happy bounce in her long-legged step.

I rose shakily to my feet, leaning into the wall, still feeling the effects of the dizzying dose of power I'd received, not to mention the strange feelings that Fiona's uncharacteristic generosity had awoken within me.

I felt gratitude toward her now. I felt *indebted* to her. She had given me something amazing and asked nothing in return.

I felt really fucking strange. What *was* this feeling? Was it happening because I was plotting against a girl who had just been nice to me? Was this that *guilt* thing that people sometimes talked about?

I was actually beginning to have second thoughts! Like maybe I shouldn't go through with my plan, after all? What the fuck was *wrong* with me?!

But those levels hadn't really been hers to give, right? They had been Felicia's. She just couldn't use them. Still, for her to give them to me without any strings attached? That marked a decided change in our relationship. But the only way for me to surpass her was to go through with my Liam plan. Fiona would *never* give me enough power to surpass her of her own free will. No, the only way for me to take over the school again was to take Felicia's power for my own.

But enough of all that. Right now, I needed to find a mirror. To see what I now looked like. A Class 5 Lilly? The thought had me so turned on.

As I turned to head to the school bathroom, however, I came face-to-face with Emily instead.

"Oh my God, Lilly! You look soooo insanely yummy right now..." Emily breathed, her eyes flickering with flames of desire. "What happened to you?!"

Her look turned sly. "Did Fiona power you up too?"

Emily slipped her arms around me and moved her lips toward mine, but I slithered out of her grasp, backing away. I just didn't have time for Em right now. Liam was waiting to hear from me.

The breathtaking brunette looked hurt.

"Look, Em. It's just... I just... I've got something I've got to do right now," I said. Somehow Emily's puppy dog eyes were actually making me feel *bad*. What the fuck was *wrong* with me? I was getting all soft and gooey inside these days. First feeling fucking gratitude toward Fiona, then empathetic toward Em? *Jesus, I seriously needed to become superior to everyone again! This understanding bullshit was completely horrible!*

I walked away, a strange twisting sensation wrenching my stomach. I tried, with limited success, to shake away the odd feelings and focus on my mission.

Finding a private corner in the library, I took a selfie and admired my heartbreakingly sexy new body for a few minutes. I was a total bombshell. Class 5 Lilly was every bit as smoking as Class 5 Emily was. Maybe more.

Grinning, I pulled up Fiona's diary on my phone and read the most recent entry from the day prior.

Feelings

There's something about Lilly. Emily's cute, but I just can't stop thinking about her friend. I'm even thinking about giving Lilly the last of Felicia's levels. She's so pretty already that I'm dying to see what she'd look like with another couple of levels. Just the thought gives me the chills. In a good way.

Anyways, I think I will. Power up Lilly, I mean. Having her and Emily at equal levels of power and pitting them against each other should make for some entertainment, at the very least...

I bit my lower lip. Geez! So Fiona had joined Team Lilly too? She was into me... Liam was into me... Emily was into me... I felt a smug smile tug at my lips. Now *this* was how things should be! Just wait until Liam works his mojo on me, bitches! A Class 10 Lilly? No! I had three levels of my own! I would be a Class 13!!! I would be absolutely *devastating*.

Fuck. Yes.

Feeling a wicked smile tugging at the corners of my stunning lips, still imagining how absolutely fucking magnificent I'd be with every last one of Felicia's 10 levels, I struggled to focus my mind instead on what I needed to do to get that to happen.

I needed to get Liam close to Fiona. It would be best if she was distracted. We weren't sure if she was powerful enough to resist Liam's power, so if we surprised her, there was a far better chance of success. And Fiona's diary had just given me some great insight into how to do that.

I raised my phone and texted Liam to meet me in the library.

"Liam, you really need to work on your power-up technique this time. Fiona makes you look like a total fucking amateur. I mean, you just hold my hand like a weird goofball. She's just so much sexier about how she does it, with the kissing and the touching, and the..." I trailed off as I saw that Liam simply looked confused.

Exasperated, I realized that I wasn't going to get anywhere with this. "Never mind. You're just a *guy*. Sexiness is beyond you."

He looked a little chagrined but mostly just still puzzled. Poor, clueless little fucker.

"Now just hide back here behind the bookshelves, okay?" Thank goodness the student council had stopped working on my request to rid the library of books when Fiona had come to town. If they had, Liam wouldn't have had anywhere to hide!

"I just texted Fiona," I continued. "And I'm pretty sure she'll come. I'll distract her, then when the moment's right, you come up behind her and put the whammy on her."

"The whammy?" repeated Liam with a crooked grin.

"You know what I fucking mean!" I seethed. Why did I have to be stuck with the shittiest possible partner for this little power heist? This was why I hated boys! They were sooooo *stupid*.

"After that, you touch me and give me the powers," I finished. "Easy peasy."

"Okay. But don't you think I should maybe give them back to Felicia? I mean, they are hers after all."

My jaw dropped. Okay, so stupid didn't even *begin* to describe this boy-shaped bundle of complete and utter imbecility. For once, I was too floored to curse. *Me!!*

"You can't be serious right now."

He looked thoughtful. How's *that* for irony? Liam. Thoughtful. Jesus!

I decided that I was going to have to remind my brainless partner what was in this for him. Even if I had no intention of actually keeping my word.

"Do you think Felicia would be as *grateful* as I am?" I reached out to run a fingernail down the center of his chest, watching with delight as he shivered. I leaned closer. "Do you think *she* would do what *I'll* do to reward you?"

I watched his gaze fall to my lips and barely suppressed a smile, instead dropping my voice into even huskier territory. "I guarantee that no one will give you an experience like I will. Not Felicia. Not Fiona. Just me. And just think of what I'll look like as a Class 13..."

I let those words hang in the air and accelerate poor Liam's heart rate for a few seconds.

Before I could continue my seduction and finish wrapping Liam's last remaining brain cell completely around my little finger, however, I heard the double doors of the library's entrance swing swiftly open. *Shit! Fiona was here. Already!*

"*Hide!*" I told Liam in an urgent whisper.

He ducked behind the shelves, as I straightened the white button-up shirt of my uniform and stepped out into the open.

"So what did you want to see me about, Lilly?" asked Fiona. She was playing it cool, but I could detect a hint of anticipation in that lilting voice of hers. Yep, she wanted me. Good.

I smiled broadly, gliding gracefully toward her. "I just thought that I should say thank you. You know, for what you did for me this morning." I gave her my best innocent look, which admittedly wasn't that good. Innocent and me just didn't really belong in each other's vicinity.

Felicia stopped before me, arching an eyebrow suspiciously. "Well, you're welcome, I guess."

"Wait! That's not what I meant, I mean..." I babbled before stopping myself.

Smooth, Lilly. Really smooth.

I let out a frustrated breath. "*This* is how I wanted to thank you."

I closed my eyes, stepped into her, and wrapped my hands around her stunning body. I kissed her deeply. I was doing this as a distraction, but when I pressed my body to hers, my lips to hers, I couldn't help but be affected by the mind-bendingly sensual feel of her iron softness. She

went rigid for a moment, then relaxed, her eyes fluttering closed, her expressive lips beginning to suck the sensitive flesh of my lower lip, her jaw opening to move her succulent mouth slowly against mine.

When I knew she was fully engaged in the kiss, I knew what I needed to do. It took me a minute, since it was insanely difficult not to become enthralled in the hypnotic temptation of her smoldering lips. But after a quick moment to gather my willpower, I managed to pop my eyes back open, scanning the room for Liam. After what seemed like forever, but was probably only a few seconds, I saw him sneaking around the bookshelves until he was directly behind Fiona. He paused to ogle the two of us as I continued to suck face with Fiona.

I gave him my best *"what the fuck, dude?!"* look, still locked onto Fiona's lips, and it seemed to spur him back into action.

Liam touched her back, his eyes closing in concentration. I felt the impossible firmness in Fiona's body begin to soften in my arms. A moment later, her eyes snapped open in shock. She began to struggle in my grasp, but her strength had already faded to the point where I could hold her. Barely. At least while she was confused and only pushing back half-heartedly.

Her exertions intensified, and she managed to turn part way around, catching sight of Liam with a horrified gasp. As her strength continued to decline, she screamed, the cry equal parts frustration and anger. I felt my own power decline, the two levels Fiona had given me, apparently drawn into Liam along with Fiona's own stolen levels. I had wondered whether Emily would need to be drained, but it appeared that her extra levels from Fiona would be pulled into Liam without the need to touch her directly. Her gifts to us were apparently as suckable by Liam as her own stolen levels.

As Liam finished draining her, Fiona managed, with a concerted effort, to push me away. We were on even terms now. She was a Class 3 now, just as I was.

"Liam!" I cried, now realizing the flaw in my plan. Fiona was standing between us, spinning to face Liam, hand extending toward him. Shit! She was going to simply siphon Felicia's stolen power right back out of him! Would that work? Was she a more powerful sucker than Liam? Probably. Liam was kind of a pansy compared to Fiona.

Again, I cursed my lousy judgment for having teamed up with a fucking boy.

Desperate, I grabbed Fiona's other arm, and gave it a hard backward jerk before quickly releasing her. I hoped the brief, unexpected contact hadn't allowed her to siphon me. It didn't feel as if it had. There was no telltale tingling sensation. Maybe she had to be prepared in order to steal powers? Or maybe she could only do it when she was feeling sexy?

She stumbled backward from my hard tug and fell to the floor next to me. Stepping away, I reached for the bookshelf nearby, tipping it onto her before she could recover. The falling shelf buried her in a giant crash of crinkling pages and crackling hardwood. There. That should delay her a bit.

Brushing off my hands, I spun, scanning the room for Liam. But he was gone. Where the hell...?

Before my mind finished the question, I already knew the answer. He had hinted at it earlier, and I hadn't had a chance to finish persuading him against it.

He'd gone to Felicia to give her powers back.

I felt anger and frustration at the boy's insipid concern about doing the right thing erupt within me.

Mother. Fucker!!!

CHAPTER 10: OH MY GODDESS

Panting, I arrived at Fiona's house at a full run, finding Liam's car parked outside. My lips curled into a sneer. That aggravating little punk! He was going to be in some serious pain once I managed to get Felicia's levels from him.

I'd thought I had a chance of beating him here, but he'd driven a damn car. Cheater.

I lowered a shoulder into the door, accelerating into it with a loud crack and a chorus of splintering wood. Stumbling inside, I regained my balance as I plunged forward and sprinted up the stairs to Felicia's room.

I stopped as I entered, my eyes widening in horror.

Liam was reaching out, about to touch Felicia's arm!

"Liam, *no!* I'm here! You can give her powers to *me!* You *have* to!" My voice cracked in desperation as I half ordered, half pleaded with the boy.

Everything seemed to move in slow motion. Liam turned to face me, just as his fingertips brushed the back of the pretty blonde's hand.

I saw an expression of surprise—and perhaps something more—flash in Felicia's eyes. Her shoulders fell back, her chin rising.

Fuck. *Fuck. **Fuck!** I was too late!*

"Oh God," she breathed, clearly feeling the nascent rapture of the coming ascension. Felicia glanced at me, astonishment written all over her face.

"W-who are you?" the girl whispered as she began to tremble.

Liam had been right to be unsure whether Felicia was a powered before we had first visited Fiona's house. As a regular, this girl, blonde and beautiful, dressed in a tight sweater and short skirt, had to be one of the most naturally beautiful women alive. As a Class 10? I swallowed hard, unable to fully comprehend what I was about to witness.

Beautiful to begin with, in seconds Felicia was well on the way to completely stunning. Though I had witnessed the start of Fiona's leveling up of Emily, I had never watched another girl go through the full transformation from regular to powered before, and it was a sight to behold. The

memory of the conclusion of my own transformation on my eighteenth birthday was hazy at best, the sensory experience a pleasurable blur.

The girl's blonde hair lightened in color, seeming to lengthen and thicken in vibrant waves before my eyes. Her eyebrows rose and arched. Her eyes grew larger, wider, more expressive, increasingly bright. Her face grew more symmetrical, more heart-shaped, her cheeks, more sculpted. Her lips puffed into a sexy pout, reddening even as they began to tremble.

Beautiful eyes squeezing shut, the girl's mouth opened in a silent scream. I could see the waves of rapturous sensation crashing through her—a feeling I remembered all too well from my recent upgrade. I could just make out her teeth whitening beneath her wide open lips.

The transforming girl staggered toward me, and my gaze dropped to her improving body as I reached out my hands to steady her by the shoulders. Her breasts came to a stop a few millimeters from mine. They began to swell. I tensed as I felt them press into mine. I looked down to see the upper slopes of two rising spheres rounding into luscious perfection. Her arms grew slightly, putting on a bit of muscle, though the changes seemed more intent on carving them into elegant lines of feminine steel than on bulking them up. They remained slim and willowy, but their defined, rounded contours whispered hints of their burgeoning power into my consciousness.

The awareness of her ascending power shook me into action. My eyes rose once more to her face, finding her eyes slowly opening, growing more luminous and mesmeric as they were revealed.

I was a Class 3 again. I had to do something now, before she passed me. Maybe I was still powerful enough to hold her until Liam could siphon her power again. She probably didn't understand what was happening. I could still take advantage of her surprise!

I reached out my hand to grip her neck. Her gorgeous eyes bulged as I lifted her feet off the ground. I felt her hand clamp over my arm, but she couldn't pull it free.

Realizing I was still the stronger, I smiled. Her fingers seemed to gain strength with each passing second, however. I knew I wouldn't be able to hold her for long.

"Liam, you've got to touch her again. You've got to take her power back. *NOW!!!!*" I screamed at the imbecilic boy.

Liam, entranced by the girl's rapidly rising attractiveness, startled, but rather than jumping into action, he turned to look at me helplessly.

Fuck me. What an IDIOT!

After staring daggers at the dumbfounded Liam for a moment, I couldn't help but feel my eyes drawn back to the ascending girl in my grasp. My gaze dropped to see the rest of her body as it continued to transform. Her short skirt was becoming absolutely minuscule as her increasingly gorgeous legs grew longer. Her swelling hips strained the poor fabric of the outfit to the point where each individual fiber began to pull apart and fray.

Her legs packed on dense, shapely sinew as I held her, their curvaceous length nearly enough to reach the floor again, despite the fact that I had been holding her well above the ground moments before. I raised her a bit more, though I wasn't sure why. If Liam wasn't going to do anything, she would be *far* more powerful than I was in a matter of seconds.

I looked at her dangling legs, unable to help comparing them to mine. They were completely fucking amazing. More gorgeous than mine now? I look at my own for comparison. Probably.

Her hand, still clutching at my arm, was feeling tighter and tighter as her strength grew. Her fingers were becoming painful. And her ascension wasn't slowing down. It was *speeding up*.

Holy. Fucking. Shit.

Just how powerful was this girl going to become?

I turned to Liam, who looked as if he were a puppet held up by a string. He seemed content to simply ogle this girl's ever-more-ravishing body.

The pain in my arm where her fingers gripped me continued to intensify until I couldn't hold on any longer. When the pressure finally became unbearable, and my hand popped open, Felicia didn't fall. Her legs had grown so much longer that her toes were already touching the floor.

I tried to pull my hand away. I couldn't. Her fingers were like an iron vise, pressing ever-further into my numb, whitening skin.

I tried again to pull away. No luck. She was simply too strong for me now.

Her slim, delicate fingers dug into my flesh all the way to the bone. It was sooooo painful. *Fuck!*

"Aaaaah!" I finally cried out, unable to take the building agony in silence any longer.

Felicia looked first confused by my outburst, then startled as she realized she had been gripping my arm so tightly. She released her grip.

Thank God!

I instantly retracted my arm, inspecting the flesh and the red finger marks all over it, feeling the tingle of blood flow replacing the dull agony of her inexorable pressure. I knew that it would bruise, but for now, I was just happy to be free of the pain.

The faint, delicate hairs on my arms began to rise as I inspected my damaged limb. The aura of power that had begun to radiate from the girl in front of me was *incredible*. It reminded me of Fiona's, when I had been a Class 3 to her 7. Except *even more*. So much more.

I remembered something from physiology class during one of the rare times that I actually paid attention. Classes weren't linear in power gain. They were *exponential*.

"She's on her way to becoming a *ten*," said Liam in a voice so quiet, it was practically a whisper. He sounded awestruck... and more than a little terrified.

Her body's development accelerating, Felicia had now left *gorgeous* far behind. She was absolutely perfect.

I felt my body responding to the vision before me, desire's weighty hand enveloping me in its powerful embrace.

As I continued to stare at her ascending beauty, I realized that she was actually well on her way to leaving *perfection* behind. She was working on absolute fucking divinity, somehow stacking perfection on top of perfection as her beauty continued to ascend.

Platinum, satin tresses glowed with matchless magnificence, falling around her in shimmering swirls like the veil of a goddess. Her eyes were achingly blue oceans of unthinkable power.

Holy. Fucking. Shit.

Had I thought that already? I didn't know. I was too shocked right now to remember my own thoughts. She was going to be as strong as what? A hundred people? A *thousand* people? *More?*

Holy. Fucking. Shit.

I felt a drip of moisture roll down my inner thigh. Felicia was already sexier than Fiona had ever been.

Parting, her lips formed words. I think they did, anyway. All I could hear was the seductive, skin-trembling purr that was now her voice. It drew me magnetically toward her with almost physical force, as if she could generate her own gravity or something.

Felicia's complexion redefined the term flawless. Its exquisite splendor was absolutely devastating. I couldn't believe it. I felt a void of hollow euphoria form within me, begging to be filled by the angelic vision before my eyes. *No one* could be this perfect, could they?

She could.

The evidence was right before my eyes.

I swallowed hard, my breath becoming shallow as I tore my eyes away from that divine face. My eyes widened as I watched her body continue to develop. I couldn't believe she was actually becoming *more* beautiful at this point. How the fuck was that *possible*?

Noticing that my ragged pants had stopped under the onslaught of Felicia's transformation, I tried to remember to breathe. My knees went weak. What was that scent? It was *unbelievable*! So seductive, so *erotic*...

Was I standing? I couldn't remember right now. Dazed, I looked around to check. Yes. I was. Good.

I stole a glance at Liam. He was *not* standing. He had collapsed and was now writhing on the floor. As overwhelming as the experience of witnessing Felicia's ascension was for me, a Class 3, it had to be *far* more intense for Liam, who, aside from his unusual power, was basically a regular. He didn't seem to be doing too well.

Ha! Served him right.

My eyes couldn't help but be drawn inexorably back to Felicia, however. I couldn't help it. I *had* to see. My eyes zigging and zagging diagonally across her ultrafeminine form, they drank in impossible beauty everywhere they turned.

Her arms looked impossibly toned, despite their slender profile. The invisible, crackling aura of power that surrounded them instantly burned into me the visceral knowledge that they were capable of strength beyond anything the world had ever seen.

Sweater tearing vertically down the middle, the flawless flesh of unthinkably perfect breasts was laid bare to each side of her sternum.

Their shape? Perfection.

Their size? Perfection.

Their firmness? Absolute fucking perfection.

It was nigh impossible to think of any other words to describe them.

I was close to collapsing to the ground now, just from the overwhelming sight of her. If that sweater pulled away to reveal any more of those shapely swells, I would, quite literally, be flooded.

Her lower abs, exposed now beneath the still-intact lower portion of her rising sweater, looked every bit as earth-shakingly powerful as her arms. Probably more. How could she be so slim, with such a tiny waist, and have abs so chiseled that no Greek artisan could possibly have conceived of sculpting them?

Thinking of when I had punched Fiona's abs two weeks ago and broken my hand, I wriggled my slender fingers. What would *those* things do to me? Power increases were exponential, not linear, right? *Steel* would probably shatter against that stomach. My thoughts were growing fuzzy as her luscious body continued to addle my brain. Or maybe my mind simply boggled as it attempted conceive of the power this girl possessed within its impossibly sexy curves.

Felicia seemed to notice her own body in the mirror for the first time, twisting to see more of it. The movement brought her mind-blowingly spectacular ass into my view.

It was too much. My trembling knees gave out, and I finally collapsed to the floor in a quivering heap.

Voluptuous didn't even begin to describe Felicia's sumptuous curves. Her twin hemispheres were unthinkable delicious, so breathtakingly succulent that my tongue involuntarily swept along my lower lip as I imagined touching them.

Oh, God. To touch *those*...

I shuddered, my heart rate quickening to dangerous levels. I felt my lower lip trembling even as my tongue moistened its interior.

Riiiiippppp

The spellbinding beauty's skirt gave way to the mind-shatteringly sexy swells of her lower body as a tear worked its way up its overtaxed cloth until the waistband snapped. Fabric wafted in a patterned billow as it fell to the floor.

Fully revealed save for a thinning line of stretching panty that was already on the verge of snapping, the girl's thighs were rivetingly sexy. The nubile skin that encased them was so perfectly smooth that it appeared as though it were painstakingly polished satin, nearly glowing with tanned, radiant health.

The sleek muscles that slithered beneath their surface could likely move mountains with their phenomenal power. The sinuous flow of those luscious thighs continued for what seemed like miles until it intumesced into sexy, sculpted calves. As she rubbed the elegant swells of impossibly firm flesh against each other, I was completely fascinated. My eyes grew glassy as they watched feminine muscles ripple within her magnificent form like tightening cables of hot, liquid steel.

Searching desperately for relief from the awesome sight of the girl's divine body, my eyes found the floor, only to be further entranced by admiration for her sensually curved feet and perfect little toes. My fluttering stomach leapt further into my throat, however, when I saw those feet lift from the ground, rising off the floor completely.

I gasped, my trembling eyes finding the cool heat of her angelic face once more. Her eyes were again closed, her lashes so long, they touched nearly an inch down the graceful lines of her youthful cheeks. Felicia appeared to be concentrating.

I watched her rise, floating above the ground, putting the final touch on her ascension to goddesshood by proving that gravity no longer held her under its sway. It, just as everything else on this planet soon would, bent to her will.

Her eyes suddenly opened to reveal bottomless, sapphire pools of liquid seduction. She let out a satisfied breath, and I felt my hair whip back with the resulting gale.

I wondered if I should bow or something. It seemed appropriate. But I shook my head. Fuck that. *I* wanted to be the most powerful, the most beautiful, the... *most*.

And now I was back to being nothing. At least compared to her. This girl was so far beyond me that I was *nothing* to her.

Fuckity fuck fuck fuck!

I had been so *close* to having what she had. *More*, even. Now? Liam just *had* to grow a fucking conscience right when he was supposed to be doing this to me. And instead he turns Fiona's sister into some kind of perfect supergoddess?

Damn it!

That should have been me!!!

I eyed Felicia, my gaze turning lascivious as her hair floated about her, swirling around her impossibly elegant face. So it wasn't enough that her breasts defied gravity, apparently. Or even that her *body* could defy gravity? Her hair could do it too? Her fucking *hair*!

Despite my best efforts to fight it, I felt my heart flutter with desire for this impossible beauty.

Oh, God. Here it comes. I remembered the effect Fiona had had on me. And even Emily.

Emily. I thought back to the last time I'd seen her. To the look on her face when I had pulled away from her. Emily was so gentle and kind, even with her enhanced powers. It made me wonder what Felicia would become, possessing this much power.

No one had ever held power like this. No powered girl. No military general. Not even any world leader. I watched waves of power shimmer and curl around Felicia, distorting the air around her. Its aura just seemed to roll off her body. It was as if she were brimming with such mind-boggling strength that it didn't matter if a few kilotons of power simply dissipated into the air around her. She had plenty to spare.

Felicia slowly descended back to the floor, toes touching first, then heels. She breathed in, widening the gap in her shredded sweater, exposing more of the glorious globes that were her breasts. I felt my own nipples tighten.

The girl walked toward me, and I felt the moisture between my legs heat with another surge of desire. Suppressing a moan as she neared me, I felt my overwhelmed body tremble. Felicia's intensely seductive fragrance wafted over my body with the sultry hint that I might be allowed to touch her divine form.

But she walked past me. I let out a shaky breath as the trail of her sexy scent swirled over me. I wasn't sure exactly what I'd been expecting. But it wasn't to be ignored. My eyes found Liam on the floor trembling and occasionally spasming, his eyes closed. He didn't appear to be fully conscious any longer.

Felicia walked into the hallway. I heard her enter Fiona's room, then the sound of drawers opening and jewelry jingling. A moment later she re-entered her own room, a pile of necklaces, rings, and earrings heaped on her palm. As she walked leisurely between Liam and me, she squeezed her fingers over the mass of metal.

Gold and silver heated to a soft orange glow under the pressure of her grip. Felicia smiled, seeming to delight in the feel of the viscous metal's slithering flow as it began to drip through her fingers, melting into a shimmering river under the tremendous power she placed on the softly groaning lump of compacted jewelry. Bringing her other hand to cup the top of the lopsided clump, she packed it like a snowball, tossing it and catching it a couple of times casually as drips of precious metal fell to the carpet with a series of searing hisses.

I scowled, not completely surprised by her feat of strength, but *definitely* not happy about it. A surge of anger coursed through my pulsing veins, suddenly giving me the strength to rise. How dare this bitch take this much power. Power that should have been *mine*!

My sudden movement caught Felicia's eye. Amused at my less-than-pleased reaction to her magnificence, she extended a slim leg and used her toes to shove me into the wall. Her *toes!* I bounced off the drywall, my head whipping back, leaving a large dent behind me as I collapsed on the floor once more.

"Fuck! What was that for?!" I asked, looking up at her, anger giving me the courage to be defiant.

"Fun," she replied with a wicked smile, tossing her gorgeous hair as if the answer were obvious. "Now lick my calves."

"Your... calves?" I said, giving her a questioning look.

"Yes, my calves, bitch! When I say to do something, you better *damn* well do it! Do not question me, just **DO AS YOU'RE FUCKING TOLD!!!!**"

I was stunned. If the rest of the day hadn't been shitty enough, this just took the cake. Felicia was turning out to be even worse than Fiona had been. At least Fiona had been relatively civil as she had dominated me. What was it they always said about power corrupting?

Sigh

Why couldn't I be the one corrupted by absurd levels of power?

I felt tears welling in my eyes. Oh, hell. Now I was going to fucking cry? Fucking Liam. I was going to *kill* that stupid boy when this was all over.

I ran my fingers along the back of her silky calves, the feel of her skin electric as it pulsed with power. The graceful smoothness of their breathtakingly shapely curve was intoxicating, and I closed my eyes, shivering as I delighted in the sensation of touching her impossibly perfect body.

I leaned down, pursing my lips before pressing them against the tanned expanse of tantalizing flesh. I extended my tongue and licked upward in a zigzag pattern with an erotically charged shudder.

As I finished, my tongue withdrawing languidly into my mouth with a contented sigh, she smiled.

God, her legs were *perfect*.

I began to hyperventilate, the feeling of admiration and raging desire for the delectable specimen before my eyes overwhelming.

“Now, my thighs,” Felicia commanded, her bewitching eyes flashing darkly.

I looked up at her questioningly. Her eyes were hard, cruel, without mercy.

So I shifted my gaze to her thighs, leaning in once more. It’s not that I minded tasting her delicious body. Anything but! Still, I resented being forced into anything. Even something I wanted desperately.

I extended my long tongue again, working it up the inside of her thigh. As I neared her sex, she seemed to consider, then evidently decided to make this last a bit longer.

“Now, kiss my breast,” she said, her gorgeous voice raising goosebumps along my skin.

It occurred to me that the girl didn’t even know my name. It probably didn’t matter to her now. I was just a toy to her. Something to do her bidding, then be discarded. The thought gave me goosebumps as I breathed in sharply to control my building arousal.

I rose to my feet, swaying unsteadily as I pressed my lips to the inner surface of her full breast, just inside the frayed fabric that was straining to barely cover her nipples. As my lips suckled her sleek flesh, I could tell she felt the electricity of my delicate touch. The girl quivered under my sensual ministrations.

As I pulled away, my body tight with barely contained stimulation. My chin trembled. I wasn’t sure whether it was from the odd intensity of the moment, my soaring arousal, or my impending humiliation. Maybe it was some combination of all of the above.

She guided my head down gently until I was kneeling before her, staring at the smoldering space between her supple hips where her thighs met.

She licked her lips.

“You know what comes next,” she whispered breathily. I did. And God help me, as my anger drained to leave behind a hollow, burning mixture of despair and desire, I realized that I wanted it more than I’d ever wanted anything in my life. To please a divine creature like this...

Before I could start, however, Felicia’s head jerked up. Twisting my body, still on my knees, I turned my head to look.

At the entrance to Felicia’s bedroom, gaping in terror, stood Fiona.

CHAPTER 11: FREESOME?

I blinked.

This should be interesting. I flicked my eyes between the two sisters, wondering which of them would act first.

I didn't have to wait long. Fiona jumped forward to grab her sister's wrist. Color me impressed. The girl wasn't one to stand around drooling over the super-hottie of the fucking century. Of course, it's probably easier when it's your sister, I suppose.

Felicia's arm began to glow, and I knew immediately what that meant. Fiona was siphoning her. I watched as my former rival's face began to grow more beautiful, more like it had been when I'd first met her. I licked my lips involuntarily, in anticipation of Fiona's coming changes.

But Fiona's transformation was short-lived. Felicia's strikingly blue eyes blazed with determination as she stared down her sister. Fiona's features rippled as the two struggled, but quickly changed back to her Class 3 appearance as the glow eventually faded.

Felicia had reversed the effect of Fiona's power, taking her levels back. Huh...well, *that* was something new. Confirmation of the suspicions Fiona had written in her diary. So Class 10s *could* do whatever the fuck they pleased.

Again, I felt a pang of longing, knowing how close I'd come to knowing first hand just how it felt to be able to do whatever I wanted.

Fiona's eyes widened, either in shock or fear. Probably both. But she didn't have much time to react before wondergirl Felicia broke her sister's grip with ease and wrapped her fingers around Fiona's wrist, eliciting a painful gasp from Fiona's still-pretty-damn-sexy lips. Maybe she'd be up for another kiss later? I really did like Fiona's kisses...

With a twist of her luscious hips, Felicia swung Fiona around before flinging her into the bedroom wall. The throw was hard enough that it sent her older sister completely through the wall dividing the two sisters' bedrooms and halfway through the opposing wall as well. Fiona crumpled to the floor, leaving a voluptuous dent in the broken drywall.

Okay, so maybe Fiona wouldn't be up to a Lilly makeout session very soon, after all. Fuckballs.

I looked at Felicia, still on my knees, wondering if she would make me continue where we had left off. Hungering for another taste of that delicious perfection, I decided that I wouldn't entirely

mind. Hell, who was I kidding. I wanted it so badly that I couldn't think straight! I mean, she was absolutely magnificent!

But she didn't get back to where we had left off. Instead, something else happened. Something way more concerning.

Little Miss Sexy raised her arms and rose from the floor, floating above Liam and me like some kind of hyper-sexy goddess. Which was fitting, I guess, because that's pretty much exactly what she was. Her outstretched hands met above her head, and she rocketed through the ceiling, raining plaster and wood and insulation and probably asbestos or something all over us.

Little bitch princess could fly.

Mother. Fucker.

I crawled over to Liam, and gave his shoulder a hard shake. He began to moan and blink his eyes open, regaining full consciousness.

"What the fuck, Liam," I demanded icily. "I thought we had a Goddamned deal!"

"I-I k-know!" Liam replied, his lower lips beginning to quiver. "I-I just thought that it would be better to—"

"To make Fiona's peach of a sister into the most powerful person in the entire fucking world?" I interrupted, rolling my eyes. "Great idea!"

Liam averted his gaze, unable to look me in the eye. His voice was quiet as he looked upward, eying the hole in the ceiling. "What is she doing now?"

"Fuck if I know," I huffed, rising to my feet. I kicked him in the side. Hard. Out of spite. He *had* pretty well screwed me over, after all. But I kept it gentle so as to not break more than one or two ribs. I smiled at his yelp of pain.

Turning, I ducked through the jagged hole in Felicia's bedroom wall to find Fiona in a heap on the floor of her own room. Pulling her to her feet, I slapped her across the cheek. Oh, how long I've wanted to be able to do that...

Fiona's long eyelashes fluttered open, and her eyes gradually focused on me.

“L-Lilly?” she asked, her speech sounding slow and muffled, as if she were speaking with a mouthful of food. Her jaw and right eye were beginning to swell. I probably shouldn’t have struck her there. But then, I didn’t really give a shit. She’d done worse to me, after all.

“So raving power-hungry bitchiness runs in the family, eh?” I intoned, unable to suppress a crooked grin.

“What?” Fiona blinked.

“Your sister—she’s like the queen bee of all things vile or something, all power-trippy and drenched in sexysauce,” I replied. “You know, pretty much like you. But worse.”

Fiona seemed to grasp my words, her brows furrowing in anger. She swung her hand at *my* cheek this time, but I ducked away, avoiding the blow. “Ha! You’re only class 3 now, bitch! You’ve got no advantage on me now!”

Except that she did. Her siphoning power. Fuck! I seriously needed to work out my own second power. Not knowing what else I could do was a pretty major handicap against all these people that were as strong as me. Or stronger.

I balled my fingers into fists, eager to pound some more revenge into Fiona’s already injured face, but I was still hesitant, unsure how to deal with the fact that she could suck my powers out like a straw if I got too close for too long. Maybe if I...

Liam called out to me from behind.

“Lilly!”

“Oh for God’s sake, Liam,” I said in exasperation. “You’re interrupting my long-awaited Fiona beatdown! Can’t it freaking wait?!”

“No! Look!” said Liam, running up beside me and thrusting out his phone. I eyed Fiona suspiciously, making sure she didn’t try anything, before lowering my gaze to the small screen.

His phone was displaying a live news broadcast. The reporter’s matter-of-fact tone rose over the sounds of the footage.

“...teenage girl tossing around armored vehicles and personnel carriers as if they were weightless. It’s currently being speculated that she may be a Class 6. Or possibly 7...”

Try 10, you stupid cow, I thought to the reporter. How many 6s or 7s can toss around military vehicles. Or, like, fly?

I guess I couldn't completely blame her for undershooting Felicia's class, though. If I hadn't already known that the girl was a 10, my brain wouldn't have wanted to believe it either.

"What have I done?" moaned Liam, dropping his head to his hands. "Felicia's apparently determined to take down the U.S. government and rule the country herself, and it will be all my fault..."

"Pretty much," I agreed. "If you'd given the damn levels to me like you were supposed to, none of this would have happened. There's no way in hell I would have wanted to get bogged down trying to boss around all the stupid little regulars in this country. I mean, look how many idiots voted for our dumbass president in the last election? Who wants to deal with all of *those* fucking morons! Not. Me. That's who. I'm totally content with leaving that shit to some old white guy who apparently always wants to deal with it."

I placed my hand on Liam's shoulder.

"If you'd done what you were supposed to," I continued. "I would have been totally content to rule the school, have a little sexy time with Fiona and Emily, and pretty much just satisfy my every whim all the time."

I realized that I hadn't included him in my little Lilly snowglobe. "...And make *you* the luckiest boy this side of paradise." There. That should do it.

"That's all!" I continued. "I would have been pretty harmless, really."

Liam began to cry.

"Jesus, Liam, you're a fucking baby. Time to man up and deal with this little shitstorm of yours." I slapped his hands away from his face, but it was no use. The mopey little dufus was still completely useless, wallowing in his annoying little pity party.

"And I tell you what..." I said as I kissed him. Hard. On the lips.

"...I'll help!"

That perked him right up.

Breathless, he stared at me, tears ceasing to roll down his wet cheeks. Wonder replaced sadness in his eyes. "What was *that* for?" he asked hopefully.

"Don't read too much into it, dude. Just had to get you out of your little funkitude."

Liam looked crestfallen. I almost felt bad for him. Except, well, that just wasn't something I did.

"But I'm going to need you to do something for me," I leaned over to whisper into his ear.

When I pulled back, he nodded thoughtfully.

"Got it?" I confirmed, not particularly trusting of the dumb boy after what he'd just done. Unfortunately, I didn't have much choice but to trust the little fucker.

He nodded again.

"Okay, then go already!" And people wonder why I'm always so bossy. It's because I'm pretty much the only one with half a brain around here!

Liam lurched into an awkward run, leaving Fiona and me in her room, the still-sexy blonde staring at me in confusion.

"What was *that* all about?"

"You'll see."

"Is there a reason you don't want to tell me?" she asked suspiciously.

"Yep," I replied, adding nothing more.

She frowned. "Okaaaaay...?"

I turned to leave, but before I could make it more than a single step, Felicia appeared in the doorway.

"Where are *you* going, Lilly?" My God, her voice was sexy. That breathy little purr of hers made my body quiver with instant desire.

And fuck! Why did everybody always want to know what *I* was up to? I seriously needed to get out of here, if the plan I'd started Liam on had any chance of working. But I doubted Felicia was going to be too keen on allowing me to make a quick exit. She was kind of a bitch like that.

"Shouldn't you be busy tearing apart tanks and toppling governments and stuff?" I asked her, attempting to keep my wobbling knees steady. The girl was just *impossibly* sexy. Good Lord!

Felicia moved toward me in a languid, catlike motion, her sumptuous body like that of an unthinkable powerful predator as it stalked me.

"I got bored," she responded with a sigh, sending her dark gaze to her perfectly manicured nails before flicking her mesmerizing eyes to meet mine once more.

I swallowed, feeling my body tense with wild desire, breathing in her ambrosial scent, watching the lush perfection of her succulent body come closer and closer.

"B-bored?" I stuttered despite my best efforts to keep my voice steady. "Going head-to-head with the U.S. army made you *bored*? I mean, you were at it for all of, like, ten minutes!"

"Yeah," she said flippantly, tossing her voluminous mane over her shoulder. The casual action made me wish *my* hair looked like that. "You're much more interesting..."

Come again? Why was *I* so interesting? In a way, I was flattered. But right now, being uninteresting would probably have been preferable. I needed time to meet up with Liam before...

"Felicia, what are you doing? Why do you want Lilly so much?" asked Fiona, taking a bold step forward.

Her sister paused, turning to glare at the sexy blonde. "Don't you?"

Fiona seemed to think about that for a moment, her thoughtful gaze drifting to me. Dumbfounded, I realized that I knew that look in her eye. I'd seen it before. Just before she'd seduced me in the principal's office. She *did* want me!

Felicia saw it too. "As I thought. There's just something about little Lilly here that just..." She shuddered, her toned shoulders rising nearly to her sexy little ears with the movement.

That's right. Even her ears were sexy.

"Yeah, well, what makes you think that *I* want *you*," I bluffed, knowing damn well I wanted her just about as much as one human could possibly want another. I mean, *come on!* She was like sex on a mother-fucking stick, for goodness sake. Sensuality practically dripped from her microscopic little pores.

Unfortunately, she called my bluff, her delicious lips curling into a knowing smirk. She spread her hands, rose above the floor, and performed a graceful pirouette, giving me a 360-degree eyeful of absolute perfection as she continued to close the distance between us while floating.

As she came to within touching distance, I attempted, unsuccessfully, to suppress the tremble in my muscles as my body cried out for hers.

Felicia raised a gorgeous hand to my quivering cheek then leaned in, igniting a breathtakingly intense orgasm in the depths of my womb as her warm, soft lips touched mine.

Her long, willowy arms slithered beneath mine, pulling me off the ground with ease. There was so much power in those sculpted arms of hers! But that was only a distant thought. Most of my brain—and the rest of my body—was focused on nothing but those pillowy lips.

Oh, God! Those lips!

Still, shuddering from the first orgasm, I felt another rising within me.

Felicia's nimble fingers tore apart my clothes from behind, all while still holding me above the ground. Then, against the now-exposed skin of my bare back, I felt Fiona's breasts.

Oh. My. God.

Was I about to have a threesome with the F sisters? A Freesome?!

Holy. Fucking. Shit.

Before I could properly come to grips with the sensation of Fiona cozying up to me from behind, Felicia's unbelievably long legs snaked around mine. The touch of her smooth, perfect skin against mine, rocked my already bucking body, sending me into another fit of rapturous convulsions.

"Unnnnnh!" I moaned, feeling my muscles clench as Felicia's perfect form pressed against mine.

Her breasts were utterly magnificent, dwarfing mine, yet so much firmer that my flesh crushed against hers like a pair of overripe melons.

"Omigod." I moaned again when her hips met my own, grinding her seductive curves into mine with delicious sparks of smoldering ecstasy.

My hands clutched at the impossibly hard swells of sleek muscle that ran the length of the girl's bare back. "Mmmmm" I breathed huskily, waves of pleasure rolling through my undulating body.

Fiona's feathery touch slid over my naked hips from behind, dancing inward to my taut stomach, trailing titillating tingles in their wake. Her fingers splayed as they clung to my muscled abdomen.

The simultaneous touch of the twin seductresses was almost more than I could bear.

How was this happening? Why? My mind asked the questions, but my body didn't care about the answers, quickly disbursing any wispy threads of thought that might remain by flooding my brain with deliciously erotic sensation.

"Fuck!" I breathed. "This feels soooo good!"

And it was only just beginning.

I felt Fiona's moist lips behind my ear, the heat of her breath warming my hair. She trailed small kisses down the back of my long neck, raising goosebumps on my skin as she went.

"Yes! Fiona!" I whimpered, feeling another round of orgasmic pleasure build in my core.

Not to be outdone, Felicia lowered her lips to the upper slopes of my breasts, delivering absolute bliss with every heartstopping purse of her succulent lips.

"God! Felicia!" I rasped, my voice throaty with overwhelming desire, shivering as another wave of climaxes rippled my body from the inside out.

When her long, pink tongue swirled over my nipple, I cried out, desperate to release the unbearable ecstasy exploding within my chest.

"YESSSSSS!!!!"

Felicia's mouth continued to descend the swells of my breasts, leaving a trail of heat in my flesh as it tingled with all-consuming desire.

Fiona, meanwhile, bit into the tender skin of my neck, detonating another explosion of pleasure into my trembling body.

"Oh God!" I shrieked, panting heavily, feeling yet another climax wrap its powerful tendrils around my womb.

"Fuck!" I cried, feeling the wetness of tears on my cheeks for the first time. Why the fuck was I crying? Apparently all kinds of weird shit happens when your body is racked with inhuman levels of desire.

Then Felicia's mouth reached my sex.

"Aaaaaaaaahhhhhhh!!!!!" It was a good thing Fiona's parents didn't live at this house. They would have thought I was dying. Or that my wall-rattling cries were an earthquake or something. Maybe I was dying. It felt like I might be. The pleasure was *that* intense.

If I were, what a way to go!

Felicia's long fingers spread my legs, pressing the outside of my thighs against the covers of the bed.

I was in bed now? When the fuck had that happened? Had we floated to Fiona's bed? I wanted to look, but realized that my eyes were squeezed shut. And I couldn't open them. Not with the delicious feelings that continued to roll through me.

"Uuuunnnngghhhh!!" I moaned, preparing for another tsunami of pleasure under Felicia's skilled tongue, when Fiona's mouth muffled my cry, giving me a deep, torrid kiss as her sister worked me down below.

Then things got interesting. I felt Felicia's mouth rise from my crotch. Fiona's lips disappeared from mine a moment later. Breathless, still trembling with orgasmic ecstasy, I struggled to crack one eye open. When I did, I saw Fiona facing off with Felicia in the room once more.

"Lilly is *mine*, Fi."

"Sure," Fiona's voice was uncertain, punctuated by a nervous laugh. "I was just... helping."

"So it's not enough that you took my powers these last few months? You want to take away my fun too?!"

"I-it's not like that," Fiona stuttered. "I mean, you weren't ready for those powers yet. I was just, um, waiting until you were."

It was funny seeing perfect, unbeatable Fiona so tongue-tied, trying desperately to smooth things over with her sister. But she knew she couldn't drain her sister now, and without the ability to do that, she didn't stand any more chance against Felicia than I did.

Eying her sister calculatingly, Felicia frowned. "Is that why you tried to take them again, after that boy gave them back to me?"

"I-I wasn't... I-I was just—" Fiona murmured, her eyes widening in alarm.

"Don't LIE, Fiona," Felicia interrupted, her voice rising in anger. "YOU WERE JUST TRYING TO STEAL FROM ME! AGAIN!!!"

Felicia's fist slammed into Fiona's stomach, powering into her with a shockwave that shattered every window in the house. Fiona flew backward, tearing through the exterior wall of the house to land somewhere in the distance below.

Felicia smirked, apparently satisfied with this latest punishment of her sister.

Just as my perpetual state of climax finally subsided into still-pretty-damn intense aftershocks, Felicia turned to face me.

Her slim muscles flexing and rippling as she moved toward me, I swallowed hard as I awaited the touch of Felicia's body to mine once again. A part of me dreaded it, knowing that she would have far more control over my body than I did once she got going again. And I needed some time away from her if my plan were to work.

But my God, just look at her. An even larger part of me wanted it. Desperately. She was just so perfect! *Fuck!*

As she came near, I lifted my hands in a futile, half-hearted effort to push her away. I knew it wouldn't do any good. I don't even know why I did it.

"Playing hard to get, huh Lilly?" Felicia straddled me on the bed, her sinuously muscled legs sliding over the outsides of my thighs with graceful ease. My fingers, pressed against her chiseled stomach, descended the grooves of her perfect abs. Good Lord! The girl felt like she was made of marble!

Before I knew it, Felicia was upon me again, her long tongue entering my folds, filling me with hot, wet lust. I squirmed, but I remained pinned to the bed by the blonde goddess' super-strong hands.

"Uuuuuunnnnggggghhh..." I moaned as she touched me again, unable to help myself, knowing the ecstasy that was soon to follow the touch of her steely fingers. She was so unbelievably sexy. So insanely powerful. My body wanted her so badly.

An instant later, she was sucking on my lips, caressing my tongue, breathing heat into my lungs.

Then, she was back to my lower abdomen, fondling my entrance with her mouth, delivering exhilarating thrills of flaring rapture with every breathtaking movement.

Really, it wasn't much different with just Felicia as it had been with both of them at once! Felicia was so fast that she felt like two people all by herself!

My hips bucked against Felicia's chin as my surging climaxes became more intense by the second, urged on by her provocative touch.

"Mmmmmmmfffff!" My urgent, muffled cries were lost between Felicia's open lips as her mouth covered mine. I desperately bucked and shuddered.

I felt sweat beading on my forehead, my chest, my stomach as I strained against Felicia's impossible power, my muscles clenched so tightly now that I felt as if I might burst into a thousand pieces of mind-bending ecstasy.

By the time Felicia's mouth reached my clit, I was a helpless slave to unthinkable bliss. But as the tip of her warm, slithering tongue made its electric connection, my body jolted into another level of pleasure entirely.

Nuclear blasts of world-shattering euphoria rocked my desire-ravaged body. Fireworks of ecstasy exploded my vision again and again, until my consciousness drifted away, growing increasingly distant from the dozens of star-shaking climaxes that rattled my thundering heart.

I passed out.

A tap on my shoulder awoke me.

As my consciousness returned, the first thing that crashed into it was the feeling of my poor body. It felt unbelievably sore, as if I'd just worked out every muscle for about two days straight. Managing to pop my eyes open, I squinted into the light streaming in from the window.

Turning to a patch of blurry darkness above me, my eyes slowly focused.

"Liam?" My voice was hoarse, as if I'd been screaming for hours. Then I remembered. I pretty much had been. Those minutes with Felicia sure felt like hours. I felt my lips curl into a wry smile.

But God, what hours they were!

Attempting to move brought a withering bolt of pain flashing through my stomach. I quickly collapsed back to the mattress. Note to self: no more mind-blowing sex with the F sisters for a while. Attempting once again to sit up, another surge of searing pain lanced through me. Owie! Yes, I needed some recovery time after Felicia.

Had that seriously just happened? Felicia had decided to take a quick break from conquering the world to fuck little ol' me? With her sister? Well, with her sister for a while, anyway. Until she had decided she wanted me all to herself.

Um, yeah.

Somehow, when I put it like that, it didn't really seem all that plausible.

Maybe it had been a dream? A really intense... really sexy... really erotic dream? That had exhausted my body to the absolute breaking point? And left me on Fiona's bed rather than my own? With holes in the walls and all the windows shattered?

Not fucking likely.

Okay, so dream or reality—both seemed damn unlikely. Such was my life these days, I supposed. Craziness, craziness, and more craziness.

At least I was having fucking awesome sex! Almost too awesome. I mean, a round with Felicia would probably put a Class 2 in the hospital. It'd probably kill a freaking Class 1.

"Lilly! I brought them. They're all here!" Liam's voice was an urgent whisper, bringing my mind back to my current reality.

"What?!"

Okay, so I couldn't *always* be eloquent. Particularly not in the first few moments of consciousness after goddess sex. Double goddess sex for a bit there. I mean, give me a freaking break!

I guess my blank look was enough to prompt Liam into further explanation. Maybe the boy had half a brain, after all.

"Emily's got Felicia distracted downstairs. But we need to hurry!"

Emily? Hurry? My mind was struggling to keep up with Liam's words. Now *that* was a scary fucking thought.

"Brought them? Hurry?" I repeated, my mind beginning to understand what was going on. Of course! I had told Liam to gather the other powereds from the school!

I shot up, feeling a wave of dizziness wash over me. It passed in a brief moment, though, and I looked around the room. Six young women stood around behind Liam, looking as confused as I was.

"Think this is going to work?" I rasped, my voice sounding as tired as my body felt.

Liam nodded.

Turning to address the rest of the girls before I could say anything else, the guy actually spoke with confidence for once. "Now as we discussed, the temporary donations of your powers will be

critical in saving our government from Felicia. By combining them into Lilly here, she'll be one level higher than Felicia, and she'll be able to stop..."

I tuned out after that. What the fuck was he talking about! *Temporary*? Either he had lied to them, in which case I might gain a modicum of respect for the dude; or he was telling them what he *thought* was the truth. If he actually thought I'd be giving these powers back when I finished with Felicia, he had another thing coming. There was no way in hell I would be pandering to these pathetic girls after I reached Felicia's level. Nope. Once I had their powers, they were all mine.

Given Felicia's ability to resist Fiona's siphoning, I was willing to bet that Liam wouldn't be able to pull them out of me even if he tried. Of course, he had probably been too out-of-it in the aftermath of the first F sister battle to notice that little detail. So much the better.

Smiling at the thought of Liam's face when I refused to give up my powers, I watched Liam reach out to grab the first girl by the wrist with his right hand, then touched my cheek with his other.

I saw the girl glow red, then felt the influx of power a few seconds later.

Mmmmmmm...

I *loved* the feeling of absorbing levels first thing in the morning. Or afternoon. Or whatever the fuck it was right now.

The time didn't matter anyway. All that mattered right now was the warm feeling of delicious strength as it rippled through my soon-to-be-awesome-as-fuck body.

My cheek seemed to radiate a comforting heat where Liam's fingers touched me. I could feel a flow of energy into my arms, my legs, my core. I could sense my body tightening, toning, becoming so much stronger.

I freaking loved that feeling.

It was almost like slipping under the massaging swirls of a hot tub, except that my muscles tingled with heat from the inside out rather than outside in as energy flowed into me from Liam's touch.

"Yessssss..." I purred, closing my eyes as I drank from Liam's reservoir of delicious, superhuman power. Then, just as I was really getting into it, the flow ceased.

I opened my eyes to see Liam finishing with that Class 2 and moving on to the next girl. I recognized her. She was a Class 1. I'd considered her for Emily's position once upon a time.

But she had been a little too independent for my tastes. I should probably remember her name, but stupid little insignificant details like that really didn't matter to me.

I felt my stomach tighten again as I sat up straighter, radiating pain through my center as my tired muscles protested the effort. But the pain was much less now than it had been earlier, my extra couple of levels accelerating my body's healing process dramatically.

As the flow of power resumed, this time from that uppity Class 1, the muscle pain from my rather epic encounter with Felicia disappeared entirely, replaced by the growing buzz of feminine power.

I stretched growing arms and legs, licking my lips sensually as Liam drained another succulent beauty of her powers, sending another tasty appetizer my way.

When he finished with her, I noticed that I was beginning to breathe heavily, excited by the thrum of power within my own body now. I was a Class 6 now, more powerful than I'd ever been.

But it only made me want more.

Liam moved on to another Class 1. I could barely make out her features by this point, another rush of power pouring in. My eyes fluttered closed as I basked in the intoxicating sensation of growing into a Class 7. My arms lowered, my hands clutching at the edge of the bed as I steadied myself from the dizzying torrent of power beyond anything I'd ever imagined before two weeks ago. I could feel my triceps hardening with unbelievable strength as I matched the level that Fiona had been when I'd first met her.

I shivered as I remembered just how powerful she had seemed to me then. Now it was *me* with that impossible strength, that mind-bending beauty.

"God, yesssss..." I hissed from between clenched teeth, arousal beginning to warm my body again, even this soon after the marathon of orgasmic pleasure that Felicia's perfect body had inspired. Apparently, gaining classes enhanced one's libido as much as it did one's body.

I could get used to this.

"Omigod!" I muttered, as I sucked in a breath with Liam's next conquest. *My* next conquest, really. I could feel the bones in my face shifting slightly, rearranging themselves into something even more exquisitely beautiful than Fiona had ever been.

"Give me *more*, Liam!" I breathed, losing myself in pleasure as dizzying thrills of ecstasy rolled through my sultry curves, another wave of power crashing into me.

God, by the time this power-up was finished, I might have to give Liam his due. He wasn't as sexy in his methods as Fiona was, but damn if he wasn't even more effective in turning me on now. Of course, that probably had more to do with the heights of power that he was taking me to than his actual style, but still... don't let it be said that I don't give props where props are due.

Like... *now*.

"Yes, Liam!" I cried. God, my voice was sexy now! It was a sultry, breathy purr, the vocal equivalent of a velvet nightgown slipping over the seductive curves of a supermodel in slow motion.

My tongue curled against the inside of my teeth as I felt my thighs tense, cables of unbelievably powerful muscle erupting from their smooth, sleek length. My abs tightened and clenched as they rippled into even greater definition, filling with steel-shattering strength.

I removed my right hand from the bed, flexing a bicep experimentally, a small but ultra-sculpted muscle erupted from my silky arm like a seductive siren's breast emerging from the stillness of a moonlit tidal pool.

By the time I was sucking the last drops of strength from the fourth girl, there wasn't a trace of pain left in my body. Only rapturous pleasure.

"Unnnnnnggghh..." I groaned, feeling a rising tide of sexual energy from within.

And what a body it was!

I ran my fingers over the satin swells of my calves, continuing up my elegantly tapered thigh. I drifted their tips over the flare of athletic hips and the narrowing curve of my tiny waist.

Liam started with the girl #5, a Class 1 who would bring me even with Felicia. I vaguely noticed sweat beading on the poor boy's forehead as he fought against the urge to look at me, focusing on delivering unthinkable levels of power into my goddess-like body.

"Fuck... Liam! That feels... soooooo good!"

Liam shuddered as he heard my voice this time. I couldn't blame him. I sounded *impossibly* sexy now. If I were in his place, I knew I couldn't resist me.

My hands slid inward, around my unbelievably slender midriff to dip into the carved relief of my deliciously sculpted abs. I'd never felt such power before. I might even have a better stomach than Felicia now!

Unable to stop, my fingers flowed up the dramatic lower slopes of my perfectly formed breasts, until they brushed my nipples, sending a shock of erotic power reverberating thorough every corner of my breathtaking body, even as my breasts continued to surge outward under my soft hands.

“Oh, Gooooooooooooooooodddd! Yes! Yes!!!”

I felt a climax erupt as I reached earth-shaking levels of power. My cries rocked the house down to its foundation.

I gritted my teeth, bracing myself against the roaring torrent of pleasure, watching Liam’s strained face, now pouring with perspiration as his eyes threatened to pop open. But he continued to fight, reaching for a sixth girl. The one that would put me one level higher than even Felicia herself! I just hoped Liam could make it that long. He was clearly losing his shit, his knees wobbling, torso shaking, reaching fingers trembling. He’d lose his shit if he saw me, but all I needed was one... more... boost.

Too bad I never had the chance to get it.

Fiona’s door crashed inward with a pop of the hinges so loud it sounded like a gunshot. Emily flew right past me and out the window I had worked so hard to break into the other day.

Unsurprised at this latest turn of events, the absurdity of women flying through bedrooms now old hat to me, I rose to my feet, now several inches taller than Liam. Turning, placing my hands on my hips, I gazed directly into Felicia’s eyes.

I curled my fingers into fists, watching with amusement as her dazzling irises widened in shock. She knew. And I knew it too.

“Bring it, bitch.”

Oh, how I’d longed to say those words to an F sister. I didn’t really even care which one was on the receiving end. Except, well, I kinda did. Or should, at least. I mean, Fiona was like a mile away and probably bruised. And swollen. And quite possibly squishy. That punch from Felicia probably broke more than a few bones. Not to mention the flight into the distance. And the landing. Yeah. She was probably in pretty bad shape. Maybe even dead. But probably not. Fiona wasn’t the type to die that easily.

So it was Felicia I needed to be concerned with now. Right. Check.

As Felicia lunged at me, I raised my fists. For the first time in one of these showdowns, I was ready. Ready to Take. Back. My. School.

CHAPTER 12: FINAL BATTLE

Okay, so maybe I wasn't ready, after all. How was I supposed to know that Felicia would be so fucking fast?!

Maybe it was her flight power or something, but she managed to spring forward and plant her fist in my perfect lips before I even knew what hit me. It was kind of embarrassing. After my tough talk, or, well, tough *thoughts* anyway, I probably should have started off a little better. I was her equal now, at least in theory. I had as much chance to win this little showdown as she did.

Too bad nobody told *her* that.

So I put yet another hole through Felicia's room. With my back. As I sailed through the fucking wall. When this was over, the girl was seriously going to need to take out a home equity loan or something. I mean, the girl's house was pretty much swiss cheese at this point.

I flew through that wall, a fence, a few trees, and some weird playground thing before I hit the ground, my sexy ass digging an impressively long trench in the ground before I came to a full stop.

Fuck. Even with my newfound level tennishness, that *hurt*.

As I rose to my feet, dusting myself off, I noticed Emily on one side of me and Fiona on the other. Sheesh! Felicia sure knew how to aim, didn't she? She'd knocked us all within twenty feet of each other. Maybe punch accuracy was something that came with double-digit classes? Who knew?

"Lilly?" Emily said groggily as she sat up, attempting to focus her dilated eyes on me.

"Yeah, Em," I replied.

In a quasi-stupor, the pretty young Asian cocked her head to the side, licking her lips hungrily as her eyes roamed my perfect body. Her voice was husky. "So it worked?"

"Yeah, Em," I said again. "It worked. I'm a Class 10 now. Yay, me!" I performed a little pirouette, giving her a nice little taste of my awe-inspiring profile.

Her thin brow furrowed in confusion, but her eyes still looked pretty hungry. I couldn't blame her. I mean, I was nuclear inferno hot now—a fucking 10. Pretty much anyone who saw me was

going to be all hot and bothered. I had to hand it to her, though. She was holding her shit together pretty well. Better than I had with Felicia.

“But then... why are you *here*?” she asked.

I rolled my eyes. I loved Emily to death but she could be so dumb sometimes. Or maybe that was just my awesomeness clouding her lust-laden little brain. I smirked at that thought. I seriously needed some time to myself. I’d probably need a few hours to properly admire myself in the mirror. “‘Cause she punched me, Em. Sent through a wall or three. And a few trees. Just like she did you. *Okay?* Happy now?”

Emily gasped, placing a hand unsteadily over her mouth in concern. She still seemed pretty shell-shocked. Whether it was from Felicia’s blow or my newfound sexiness, I wasn’t entirely sure. “Are you okay?” she asked in a worried voice.

I looked at her appraisingly, then smirked. “Better than *you*, I think.”

She laughed, then winced. The act had apparently caused her some pain. I wasn’t surprised. Felicia’s dainty little fist had packed a pretty serious wallop even for me!

I turned to my other side to see Fiona on all fours, attempting—and failing twice—to rise to her feet. She looked a little worse for wear too.

I walked over to her and extended a hand. I wasn’t sure why, exactly. I mean, she wasn’t exactly my friend. Was I getting nicer or something? I sure hoped not.

She looked up at me and went all starry-eyed. Yeah, that’s right, Fiona. Take a good look. Now I was the unstoppable, impossibly gorgeous super-bombshell to *her* lower classiness.

How ‘bout them apples, Fiona? Karma’s a bitch, isn’t it? I thought at her.

Then I saw the red glow of her hand on my wrist.

Oh. My. God!

Fiona was trying to siphon me! When I was actually trying to help her for a change! What a *bitch!*

I felt my power beginning to drain away, and my heartbeat fluttered. *No!* She couldn’t take this from me! I’d only had this level of power for a few minutes, and I hadn’t even been able to do anything with my powers yet. Well, anything other than get my butt kicked again, anyway.

But wait! I could resist this, right? I mean, Felicia had. And I was just as powerful as she was. Maybe if I just *willed* my powers back?

I concentrated on the thrum of energy beneath my skin, feeling it pouring into Fiona. I imagined that flow stopping, then reversing.

Fiona gasped, giving a small yelp of despair. Did that mean it was actually working? Peering into the feeling of power within me, I found that I could tell it was increasing again, going back to my previous level.

I'd done it! I'd fought off Fiona's siphoning ability!

I broke her pathetic hold on my wrist with ease, then grabbed her hand before she could pull it away. I squeezed, smiling in satisfaction as I watched her squirm in pain, unable to get away from me.

"I can't believe you tried to take away my powers, Fiona! You should know better by now. I'm a Class 10, and I can crush you like an insect now. You'd do well to remember that."

She whimpered, tears welling as she nodded submissively, unable to hold my gaze. Holding her hand tightly for another moment, increasing the pressure slightly to emphasize my point, I finally let her go. Her arm retracted quickly, slithering into her body where she cradled it gingerly.

"Where's Liam?" asked Emily from behind me.

I turned. "How the fuck should I know?!"

"It's just—he might be in danger, right?"

Leave it to Emily to be worried about the stupid fucking boy that had gotten us all into this mess, to begin with. "Why do you care, Em? He's just a *boy*! And a dumber than average one at that!"

Emily looked shocked at my words. "But he helped you, Lilly! He gave you so much power!"

"Yeah? Well if he'd just done that, to begin with, we wouldn't be dealing with Felicia right now. He only powered me up so I can clean up his little mess!" I huffed. Why on earth was Emily so worked up about something as meaningless as the death of one little adolescent male? I mean, they were everywhere! A dime a dozen. We could always just get another one if Felicia killed this one. Though I supposed he did have the siphoning power. As harmful as that had been, it was also helpful. Maybe I *should* consider helping the little freak.

Nah.

“Aren’t you grateful? Don’t you feel like you should help him? Don’t you feel like you have a responsibility to him?” she asked, an emotion I’d never seen before clouding her dark, almond-shaped eyes.

“Not particularly,” I shrugged. “He’ll just have to look out for himself like the rest of us.”

Emily looked stricken. Hurt even. The sight of her like that actually bothered me. What the fuck was this really all about? I felt like I was missing something here. And what was wrong with *me*? Was I feeling that empathy thing again?

When had Emily started giving two fucks about Liam? But that was just it, wasn’t it? Emily cared about everybody. And she was rubbing off on me, wasn’t she?! I mean, I had offered Fiona a hand! What the fuck?! And I was actually thinking about helping Liam!

And I knew why. It was the same reason I felt a giant knot in the pit of my stomach right now as I gazed into two large, beautiful, empathetic eyes.

Emily.

Gag me! Of all the times I *didn’t* need shit like warm, fuzzy feelings getting in the way of—

BAM!

A Felicia-shaped missile plowed into my stomach.

Mother fucker!

I *had* to stop letting myself get distracted like this!

The irritatingly powerful blonde plowed me through countless other houses and cars before finally slamming me into the concrete wall of the school. I shook my head, extracting myself gingerly from the shattered cinder blocks.

I looked up to see that, finally, Felicia was on the ground, standing in front of me with a cheerful smile, her hands on her hips like the comic book superhero she pretty much was. But as long as her feet remained on the ground, I could actually hit the bitch.

So I did.

I ran forward and planted my fist in little miss perfect’s breathtaking face, sending her flying in a less controlled way through a good dozen houses or so.

Finally! I'd gotten some payback! But I knew she'd be back in a moment. That flight power of hers was a *serious* advantage. She'd used it to get the drop on me twice now. Why couldn't I have gained the ability to fly?!

The idle thought reminded me of Liam's statement days ago. That all Class 3s and above had a secondary power. I'd still never figured out what mine was!

Before I could muse on what it might be yet again, I saw a small, blonde figure in the distance growing larger rapidly as she approached at hypersonic speed. In less than a second, she had made it to my position. I tried to time a punch with her arrival, but with speed like hers, it was hopeless. Instead, I found myself flying backward through the roof of the school gym before tumbling into the sky in a high, rainbow-like arc.

When I hit the ground a few hundred yards away, I felt my chin with my fingers. It was tender. Yeah, that one was going to leave a mark. I moved my jaw from side to side. That one had hurt. Even as a Class 10. I had to stop her from flying around, swooping in, and knocking me into next week. If I didn't figure out a way to deal with her tactics soon—

BAM!

Two small fists collided with the top of my head as Felicia drove me into the ground like a stake before swooping away.

"Aaaaaaaaaaaaaarrrrrggggggh!"

With a cry of frustration, I climbed out of the hole. My ears were ringing, my head pounding like a hollow drum. And my escape from Felicia's earthen imprisonment was short-lived, anyway. The moment I turned around, I was met with a flurry of punches to my stomach, arms, and face that drove me right back into the ground. I was reeling, hurting badly when the blows finally came to a stop. As I breathed heavily, staggered and buried again by Felicia's assault, I tried to think.

How could I overcome this girl?

Setting my jaw, in spite of my throbbing face and tender stomach, I set about the first step and began to climb out of the hole she'd pounded me into again. But the moment I pulled my legs free, another incoming blond missile strike blasted me backward, sending me through another series of buildings until I landed right back where I started. In the center of the school gym.

It was ironic. This gym was the place where Fiona had put her very first beatdown on me. Now, her sister seemed hellbent on finishing the job.

I rose unsteadily to my feet, swaying as I watched Emily, Fiona, and Liam arrive with a few other girls in tow. I wasn't feeling very well. My knees were wobbly. My chin felt as if it were three times larger than normal. I had a killer headache. Felicia really knew how to make a girl feel like shit!

Emily looked horrified, gasping as she looked at me. Did I really look that bad? Fuck! At least that Class 10 healing should kick in pretty fast. Or so I hoped.

The cute Asian began to run toward me. I felt my heavy body seem to lighten under the gaze of her concerned eyes, and I grew hopeful. Maybe she was going to use some of that wonderful healing power of hers on me? Except that she didn't have it anymore, did she? Shit! When she had been reduced to a Class 1 again, she had probably lost her secondary power!

"Liam, power up Emily! She can heal if you give her more power!" I called out to him.

Emily stopped, her worried eyes suddenly mirroring the hopefulness I felt in her presence. She turned toward Liam, then began to run back to him. Liam simply stood there like the complete dumbass I knew he was.

"Liam! Please!"

Please? *Please*? What the fuck?! Since when did I say *that* word. Especially to *boys*! Seriously? I had no idea what was getting into me these days...

It seemed to work, though. Liam snapped out of his funkitude or Lilly-ogling or whatever and reached out to touch that last Class 1 from back at the house. With his other hand, he was on his phone, tweeting or posting a status update or something. Leave it to Liam to be on his fucking socials in the middle of an epic battle against the world's sexiest supervillain!

As Emily reached him, Liam dropped his phone, having sent his text or whatever. She lay her hand over Liam's, then her eyes closed and...

...that's when Felicia arrived. She dropped from the sky like a blonde meteor, landing between me and Em, cracking the wooden floor under her small feet as she struck it.

Still swaying on my feet, I knew that I couldn't fight her. Not in the condition I was in. So when she marched up to me and pulled back a fist, I just closed my eyes. At least if I were unconscious or dead, I wouldn't have to feel any of this fucking pain anymore.

I waited. And waited. Then I felt something I didn't expect. Something a whole lot nicer than a fist in the face.

I felt lips.

Soft lips.

Sensual lips.

Amazing lips.

I opened my eyes to see Felicia's breathtaking face immediately before mine, kissing me passionately. Wrapping my arms around her, I kissed her back. I mean, she was pretty much a goddess, after all, with the flying and the strength and the body that just wouldn't quit. My eyes fluttering closed once again, I breathed in her ambrosial scent and just enjoyed the feel of her curvaceous form against mine.

But wait... *what?*

What the fuck was happening here?! I mean, one minute, Felicia looks like she's angling to freaking kill me. The next? She goes all snogilicious on my ass.

Well, I wasn't going to complain. This was a whole lot more fun than being pounded by the girl. Again.

I looked at Liam and Emily out of the corner of my eye. There were more girls around him now. Weird. Were they who he'd been texting? And Emily was looking every bit as good as when we'd made out in the car. She'd been a Class 5 then. I thought of her kindness toward the store clerk that day. I remembered the way her heightened powers hadn't changed her personality, as they had Fiona's. And Felicia's. And, um, mine!

I thought of her secondary ability and Liam's offhanded comment when he'd told me that they usually aligned with the personality of their owner. Hers was healing. Somehow that suited her. Emily was kind. A genuinely good person. The best person I could think of, really.

Well, Liam tried too, I guess. Grudgingly, I gave the boy credit for having his heart in the right place. His sense of fairness is what had led him to give Felicia her powers back, after all. But then again, look how that had turned out. Nope, no credit for Liam. He was too stupid to count.

Somehow, even with this luscious blonde goddess kissing me, my heart leapt to an entirely different level when it saw Emily's slender, sexy body even at only Class 5. For some reason, despite the fact that she was still a number of classes below Felicia, I seemed to want my Asian friend even more!

As I continued to stare sidelong at her ascending form, I must have turned my head or something, because Felicia suddenly broke off our kiss. Her head swiveled in the same

direction as my eyes to find Liam and Emily mid-power-up. Sublime features twisting into an expression of outrage, she rocketed toward them with her flight power.

Shit!

“Emily! Look out!”

I tried to warn her, but I was too late. Felicia was on her in a fraction of a second, tearing her out of Liam’s grasp, then plunging her fist into Liam’s merely human stomach. A splatter of blood spurted from the boy’s mouth, and he collapsed in a crumpled heap. As a Class 10, Felicia’s blows had hurt. As a regular? Well, I’d wager that he probably had enough internal bleeding going on that he wouldn’t survive more than another minute or two.

I felt a pang of guilt for getting Liam involved in all this. Scanning the area to see where Emily had landed, I found her at the far side of the gym, on the ground and clutching her arm to her stomach. Yeah, Felicia had probably yanked that baby right out of its socket. She was still, breathing in and out, attempting to gather herself.

Felicia began to look around for the young Asian too. Oh, God! Was she going to kill Emily too? The thought sent a chill into my superhuman bones. I grimaced as I moved, but pain or not, I knew I had to do something. And fast!

I zipped to Felicia with super speed just as her gorgeous eyes landed on Emily, then grabbed her head and planted a huge kiss on the magnificent girl’s lips.

Please let this work! I really didn’t want Emily to die.

The thought surprised me a bit. I wasn’t looking out for Emily out of convenience. Or out of any sort of selfish need at all. For the first time ever, I was looking out for someone else because... because...

...well, I didn’t know *why* exactly. It’s not like I’d ever really felt stuff like this before, okay?

Bothered but determined, I began to kiss Felicia even more hungrily, pressing my equally luscious body against hers. I supposed this wasn’t entirely unpleasant. I mean, if making out with the sexiest, most powerful girl in the world was how I could best help my friend, I was willing to make the sacrifice. If I enjoyed it—a *lot*—then so much the better, right?

Anyway, my distraction seemed to work. Felicia’s eyes closed, as she savored the feel of my lips against hers, my body against hers. I looked to the side again, finding Emily hobbling over to Liam out of the corner of my eye, this time careful not to move my head in the slightest to tip Felicia off.

Emily knelt beside Liam, placing her fingers over his stomach and closing her eyes. I leaned into my kiss, feeling Felicia's perfect body shiver under my touch. God, she was sexy.

When I cast another look in Em's direction, Liam looked a little less pale—and he seemed to be drawing power from one of the new girls around him to give it to...

...Emily? He was still powering up Emily! I had to give the boy some props. He was managing to send more power Emily's way, even as she healed him. Though, I supposed that probably benefited him as well. I assumed her healing power grew stronger as she leveled up, just like her strength and invulnerability.

I watched as Emily's willowy body filled out into heartbreaking perfection. She had to be getting close to our level now. Maybe she was an 8? Or 9?

And then Fiona appeared behind Emily.

It was all I could do not to break my kiss and warn her. I needed to control that urge, though. Emily and Liam could handle Fiona. At least I hoped they could. But they stood no chance whatsoever against Felicia. I had to continue to keep the hyper-sexy blonde occupied for now, until Emily could become powerful enough to help me defeat her. So I began to suckle her neck. Wow, did her skin ever taste good! Did mine taste that good?

Fiona grabbed Emily from behind, her hands immediately glowing red with siphoning power. My grip on Felicia tightened as I saw the Asian girl stiffen. Thankfully, the princess' eyes didn't open. She must have mistaken the clench for growing passion, rather than my concern for someone else entirely. Which, frankly, would have been a pretty solid assumption before this week. I hadn't really started caring about anyone other than myself until *extremely* recently.

Anyway, I knew exactly what Fiona was trying to do—steal Emily's powers! *Fight it, Emily! You can do it! Fight her off!*

But the thoughts I willed toward her didn't seem to do much good. Fiona's already lush figure was rapidly improving as Emily's diminished.

Then, Liam reached out to grab the sexy blonde by the wrist, his hand glowing as brightly as hers. I watched Fiona scowl as she faced off against Liam, each still clutching one of Emily's slim hands.

I'd never seen Liam look so determined. He must want to see Emily empowered as much as I did! The changes to both women stopped momentarily, as Liam and Fiona battled wills. Finally, Fiona's eyes squinting with effort, Liam's eyes widened in surprise, and Fiona began to grow more beautiful once again.

No!

I couldn't let it happen! I couldn't let the F sisters win!

Except that wasn't really what I dreaded. It wasn't so much that I didn't want Fiona and Felicia to win as that I didn't want Emily to lose! I didn't want her to be hurt. For some reason, I cared more about that than I did about my own wellbeing.

I broke my hold on Felicia, sending my hardest punch into her surprised face a millisecond later. Then, I sprinted toward the others, lowering a shoulder as I reached the original F sister to send the blonde siphoner flying right through the gymnasium wall.

Panting for breath more from the Felicia-kissing than the brief physical exertion, I looked Emily over. She still looked damn good, even after having donated a few of her levels to Fiona. She was at least the Class 5 she'd been when we'd fooled around in the car at the mall.

"You okay?" I looked Emily directly in the eye, where I saw warm affection in return.

Then Liam spoke. "Yeah," he said absently. Emily and I looked at the boy, bemused, as he checked himself over. The ever-more witless boy was completely oblivious to the fact that I hadn't been talking to him but Emily.

"And I'm pretty sure I won the siphoning battle with Fiona," he continued.

Incredulous, I could only stare at him, blinking, for a moment. I was surprised. At how I could still be surprised by just how *dumb* this guy was! "Um, Liam. Pretty sure you lost, dude. Fiona was pretty clearly powering up before I knocked her away."

"No," he shook his head, his irritating smile knowing. "It may have looked like that, but I think I managed to—"

Felicia crashed into him from the side in a hypersonic blur. He sailed into the sky through the Fiona-shaped hole I'd just made. Damn these F sisters! Always showing up at the least opportune moments!

I was pretty sure that no amount of healing was going to bring back the Liam splatter that would be Liam a few hundred yards away when he finally landed. I kinda felt bad for the poor guy.

But there was no time to dwell on puddles of Liam parts now. I had a supersexy blonde superbitch to deal with at the moment!

And then Fiona reappeared.

Okay, so I had *two* supersexy blonde superbitches to deal with at the moment!

No. Scratch that. I looked at Emily and gave her a brief smile. *We* had two supersexy blonde superbitches to deal with.

"I'll take Felicia. You take Fiona," I told her as Felicia swooped from overhead to land before me. Emily nodded, turning her attention to Fiona.

"Just don't let her swipe any more of your powers!" I called out to the young Asian as I rocketed forward to fire a powerful jab into Felicia's sculpted stomach.

I missed, however, Felicia dodging to the side too quickly for me to adjust my aim. She leapt behind me, slipping her toned arm around my neck in some kind of chokehold. She pulled my head into her, bowing my back. I flailed my legs, clutching at her arm, but I didn't have the proper leverage to pull it away.

Flipping my head from side to side, I finally managed to get a partial view of Emily. She seemed to be holding her own against Fiona. Faring better, at least, than I was.

The two women squared off, circling as they traded punches. One of Fiona's landed, momentarily stunning Emily. Fiona took advantage of the opportunity, reaching out to grab Emily's wrist.

Oh, fuck!

Fight it, Emily! Fight it! I willed in her direction.

But there was no glow! Fiona looked confused. So did Emily. At first. Then, Emily clamped her right hand over Fiona's arm, and the glow appeared.

Oh no! It had begun.

But Fiona wasn't the one smiling. *Emily* was!

Fiona's beauty began to fade and Emily's to blossom! How the fuck was this happening?! But the results made it clear. *Emily* was somehow draining *Fiona*!

Something in my expression must have gotten Felicia to look at the other combatants as well, and as her jaw dropped in surprise, her grip loosened.

I wriggled free, gasping for breath as I turned to square off against her for the umpteenth time. I was really getting sick of fighting this fucking girl.

My escape had returned her attention to me, however, so continue our fight, we would. I lunged at her, wrapping my arms around her. I managed to wrestle her to the ground before she could fly away. Yay, me! But after a brief struggle, she flipped me over, pinning me to the ground with her toned arms and shapely legs. I was just so sore. So tired. So beaten up. All the damage she'd done earlier was telling. I couldn't match her energy, her strength.

Then, she looked up, shock registering on her expressive eyes and sensual lips as she watched her sister and Emily. I tilted my head back to get a look for myself.

Fiona's beauty had completely faded, leaving her an unremarkable regular girl. She was sitting on the floor, a worshipful expression on her plain features as she looked up at...

...oh my *God!*

Emily!

She was *perfect!*

And that was an understatement. That's right. Perfection, an understatement. Hers was no ordinary, run-of-the-mill perfection like Felicia's and mine, but crazy, unthinkable, über-perfection. Her hair floated free of gravity's confines much like ours, but hers shone with such luster, such utter vibrance, that a lump began to form in my throat.

From looking at her *hair!*

Her face was stunning to the point where if I could actually muster the presence of mind to worry, I would have worried that gazing upon it might stop my heart. But her spellbinding eyes and tantalizing lips instantly wiped every thought from my mind, replacing every thought, every emotion with unquenchable desire.

Her body, its silky smooth curves clad in a tattered dress, was like the key to the lock that held my soul. No one could look like this. Not one could *be* like this. So powerful. So incredible. So magnificent.

It was... it was...

...it was beyond description, far beyond the power of words, or even thoughts, to describe. To see this woman was to be utterly awestruck. To touch her... oh, to *touch* her... I shuddered to think of such a blessing from this perfect feminine deity.

She raised a hand, her dark hair flowing on the hidden eddies of air that swirled about her aura of absolute power.

For a moment, I fleetingly wondered what class she actually was, but the concept of any sort of measurement of this Goddess quickly vanished. It simply seemed inappropriate to attempt to measure to the immeasurable.

Felicia stumbled to her feet, but her legs gave out just as quickly when Emily blessed her with a mind-dominating smile.

Emily reached out a hand, and Felicia rose into the air as if the awesome Asian were a jedi knight. Felicia's body went limp as she ascended, shuddering with desire. A bubble of energy formed around her, encasing her in glimmering luminescence. Had Emily done *that* too? Just how many powers did she have now?

I collapsed, my knees unable to support me as I continued to ogle Emily. But before I fell completely to the ground, I found myself rising as well. But my feet remained on the ground, and no energy field formed around me.

I moved toward Emily, my dangling feet dragging against the waxed wooden floor of the basketball court with a long, soft squeak.

"Em... y-you're magnificent!" I breathed as I reached her, my fingers trembling as I debated whether I should dare touch her glorious form.

Her smile widened. It was like the rising of a second sun.

"Aw, shucks, Lil," she said, still grinning, still her usual self in spite of what must be planet-shattering power. "Do you really think so?"

I swallowed hard.

"Yeah," I managed to get out in a breathy rasp. "I do. But... *how*?"

"While Fiona was focused on taking my normal abilities, Liam was clever. He focused on drawing out her siphoning ability, giving it that to me rather than strength or invulnerability."

She wrapped her arms around me slowly, sensually. My breath caught. My heart rate skyrocketed to the point where I was sure I was about to explode in ecstasy.

"Once I had that ability, it was just a matter of draining Fiona until I was powerful enough to save you."

"S-save me?" I questioned breathily as her lips drew closer to mine. Her ethereal scent was absolutely divine. The world's most effective aphrodisiac soaked into my body, setting it on absolute fire. "But you're so far beyond..."

My words stopped coming. That had been the best I could do. I couldn't finish my sentence. Not with the staggering power of the desire that was coursing through my body right now.

"Yeah," she replied, grin widening. "I *am* pretty powerful now. Almost as powerful as you!"

Ha! Now *that* was absurd. The thought that I could be more powerful than *The Goddess* herself? Laughable.

"You still haven't figured out your second power, have you?" Emily's voice suddenly filled my mind.

"No," I thought back, my eyes wide, more than a little caught off guard by Emily's sudden development of telepathy.

"You have the most powerful ability of anyone. Ever," Emily's sultry voice said as her lips touched mine. "The power to make all others fall in love with you..."

If I had been able to think with her lips so close to mine, I would have noticed Felicia's powers draining into Emily with the casual curl of her index finger.

I would have noticed that everything around us was being rebuilt, the damage we'd caused, repaired with a thought.

I would have noticed Liam's lifeless chest rising with a breath of life from his Asian goddess.

I would have fully comprehended Emily's next words.

"Haven't you noticed the effect you have on others, Lil? Fiona? Liam? Felicia? Felicia couldn't finish you off because she felt that attraction. You made even someone as powerful as *her* feel love. But there's only one person you love in return..."

My heart pounded in my throat. I already knew the answer.

"...me," she finished simply, pressing her lips to mine.

I had always been so focused on *being* perfection, that I'd never stopped to consider that maybe it was better to *have* perfection. And it was. So much better.

We made love, floating in the air in the center of the gym.

It was heaven.

EPILOGUE

The next day, I walked into school, remembering Emily's words to me. "Be nice, Lil. No more being condescending and bitchy to everyone else at school. Especially not Mr. Matthews."

Of course.

Here I was, a Class 10—basically a demigoddess—and I couldn't even fuck with anyone anymore. I sighed. I guess it didn't matter that much in the grand scheme of things. I mean, I still had Emily to go back to every night, right? At least I was in love. It did tend to make annoying things, like being nice to people, easier to deal with.

The thought of Emily made me smile as I walked down the hallway. A couple of boys, walking by, collapsed to the floor. My smile widened. I couldn't help it. It was good to be a 10. Maybe there was still a bit of mischief I could get myself into. I mean, what Emily didn't know wouldn't hurt her, right?

As I arrived at my locker, I saw Liam out of the corner of my eye. He could still siphon, right? I wonder if he could power me up to whatever Class Emily had rea—

"I heard that thought, Lil," came Emily's voice in my mind. "Naughty, naughty..."

Fuck.

I'd really have to start watching my thoughts from now on. But hell, maybe that was a good thing. It *would* help me stay on the straight and narrow.

Hmm. Or not. The thought of being a perpetual goodie-two-shoes made me feel a little icky.

Grabbing my books from my locker, I wondered briefly what the range was on her telepathy thing. Maybe she wasn't listening *all* the time.

I paused, waiting to see if she would chide me again for that thought. She didn't. Maybe her attention was simply turned elsewhere at the moment. I'd have to see how I could use that to my advantage. Not for anything *bad*, really. Just for a little fun.

Liam's eyes met my own. They were trembling, probably with desire. With a sly smile, I gave him a mischievous wink, watching him drop all of his books with amusement.

"Oh, Lilly," came Emily's exasperated voice.

My sly smile becoming a full-on smirk, I thought back. "What?! I can't be good *all* the time, can I?"

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