

"Sup fag nerd." A rough palm crashed into his back causing Edd to stumble. He didn't need to turn, he already knew the routine and could feel hot breathing down his neck, the smirk on his tormentor's face.

"Come on bitch boy, don't need you hurting yourself again." Two massive hands planted themselves on his shoulders and violently yanked him back. "You don't want your buddy Zane to go away do you now? That would be bad for both of us."

Zaneth proceeded to do his disgusting snorting laugh directly into Edd's ear. It sounded like a pig choking on its own phlegm. He felt Zaneth lock a muscled arm around his limp one and prepared for the inevitable noodle arm joke.

"Look at Mr. Pasta-Man! Maybe if you ate less spaghetti you'd look less like a noodle!" That fucking joke never made sense. He gave a half-hearted "ha-ha" as his antagonist continued to snort at the "joke". The last time he failed to laugh Zaneth ripped off the arm of his favorite polo shirt.

The bully squeezed harder and brought himself close, the spikes in his leather jacket poking into Edd's 4th favorite polo. "We're buddies right? Best of pals! And friends help each other out yes?" What choice was there? Edd didn't even make eye contact and stared towards the tiled floor.

And then found himself face-first into that same floor.

He didn't even have time to react as he was pulled onto the backs of his legs and felt foul breath roll across his cheek. "I ain't got time for joking around Eddy, you gonna help me or do I need to be more persuasive?" Edd coughed and choked on his nosebleed desperately wiping away with his free hand.

Apparently this was a good enough response as a heavy binder was thrown into his lap. "Good shit, get it done geekman." And just like that, that day's session concluded and the sound of heavy boots echoed down the hallway.

Edd didn't bother to rise. He turned the binder over in his hand, the odd droplet of blood splattering it. Some sort of chemistry assignment? He had barely finished his and doing someone else's would result in another unwanted all-nighter.

The alternative however would be wearing his 5th favourite polo shirt to class the following week.

With a sigh Edd stood up, silently cursing his circumstances. "I bet he's off getting his dick sucked again tonight..." Meanwhile, he was going to be stuck trying to calculate the number of moles in some hypothetical solution.

If there was any fairness in the universe it certainly wasn't being distributed properly. At least he didn't get any blood on his shirt this time, and if any got on his black jeans it wouldn't be noticeable. One less thing to explain if anyone had bothered to pay attention to his plight.

Pushing him off the ground the few curious onlookers at the ends of the hall dispersed. He never knew why no one ever helped him. Was it because people didn't want to become

Zaneth's next victim? Maybe there just didn't care. Whatever the reason, almost no one paid much attention to Edd.

Clutching the heavy binder to his chest he walked back to collect the rest of his belongings that had scattered about during the interaction. The end of high school couldn't come soon enough, especially if it meant no longer having to deal with Zaneth's bullshit.

Actually, why not start now?

He opened the binder and thumbed through the sheets. What's the worst that could happen? He was an outcast already so his social standing couldn't drop any further. Maybe standing up to Zane would cause the bully to give him some respect. And if not, a broken arm would result in an expulsion.

Fuck it. Inhaling deeply he spat into the binder and threw it into the trashcan nearby. Now he had his evening free. It was both liberating and odd, not having to do Zaneth's bidding for once. What would he do with all this extra time? Edd almost laughed as he exited the school, what a first world problem to have.

"Hey dickfart, get over here."

Edd was surprisingly relaxed as the familiar palm slapped into the back of his head. Was it because of the act of rebellion? Maybe because he had resigned himself to his fate? Whatever the reason Zaneth didn't seem to notice his victim's newfound calmness as he wrapped an arm around.

"Hand over the goods. I got chem next and I don't need Mr. Fuckface to give me shit again." He squeezed harder. The mustiness of the leather jacket was becoming overpowering, when was the last time it was washed?

"I don't have it."

The words had slipped out of his mouth, and he was shocked he had been bold enough to outright say them. It was like time had stopped for both parties as they stood there in the hallway, uncertain as to what would happen next.

"What, what do you mean? I don't think I heard you right." The hand tightened uncomfortably around his shoulder.

"I don't have it."

"What the fuck do you mean you don't have it?" Edd could hear Zaneth's breathing get ragged, possibly with disbelief, maybe panic, but definitely rage.

"I chucked it out. I'm done being your puppet. Go fuck yourself." Emboldened by his previous actions Edd spoke freely. He was already doomed, and as he was dragged into an empty classroom he decided he may as well get the most out of it.

He was thrown into desk and heard the door slam behind him. Edd barely had time to steady himself before he was flipped and face to face with the thug.

"Listen you shit faggot, where's the homework?" He was seething now. A spray of spittle dotted Edd's face as Zane bought his face closer and closer.

"I threw it ou-" The desks scattered away as Edd found himself stumbling as incoherent screaming filled the room.

"You stupid piece of shit! If you think you're going to get away with this yo-" And Zaneth stopped in his tracks. Both boys stared at each other in confusion as bully began coughing and clutching his chest.

"What the fuck..." He began to wobble and even stumble as the coughing intensified.

Edd inched backwards, uncertain as to what was going on. It was oddly cathartic watching the pitiful muscled lump lurching around before finally collapsing on the floor. He almost wanted to extend a helping hand, almost.

"What's going on? Did you do something to me? I'm going to fucking kill yooo..." Zaneth couldn't even finish his sentence as he doubled over again, gasping for breath.

"Were you always blond?"

A trembling hand reached into his head and pulled out a fistful of dark brown hair, and another, and another. His hair wasn't changing color, it was literally falling out and being replaced. Long silky strands blossomed out and fell over his face.

Throwing the hair down in disgust Zane attempted to push himself up but lost balance and fell again. Probably because of how slender his arms had become.

Biceps that were once as large as Edd's thighs could now belong to a generic schoolgirl. All the scars and hair had melted away revealing no blemishes. As for the hands, the thick knotted stumps fit for a construction worker became gentle and elegant like a pianist's.

The classroom was oddly quiet asides from the sounds of retching and Zaneth dragging himself across the floor. Which normally would be terrifying if his leather jacket hadn't fallen off. The filthy t-shirt appeared to have shrunk and was desperately clinging to his body, revealing every curve and muscle.

Well, what was left of the muscle.

They both stared downward as pecs shifted and changed into breasts, nice comfortable handfuls. Then they swelled into heavy, dense, almost comically spheres that threatened to shred the t-shirt and burst out.

He threw himself at Edd's ankles and weakly gripped them, "Ok man, joke's over. I'm sorry, I promise to stop, just, just make it stop please! I'm begging you now!" He had lost his tattered jeans in the lunge and it gave a good glimpse of the lower body.

Legs that were once like tree trunks were still thick, but instead of being gnarled and corded they became plump and inviting. What was most strange was the bubble butt that had engulfed a pair of white, lacy panties.

"Didn't know you were such a perv. Or maybe you're some kind of closet pussy." Edd sneered and leaned over, pulling the elastic back and releasing it with a satisfying snap.

"Fuck man, what's happening? What are you talking about?" He was in tears now and probably even more confused than Edd was. "What the fuck did you put on my legs? Are you behind all this?"

In truth, Edd was just as clueless. But that still didn't stop him from savoring the moment as a pair of white sheer stockings had appeared on Zane's legs. The lace elastic bit deeply into the thighs creating sizable dimples.

"Wait what did I say?" It was only noticeable now but somewhere, somehow Zaneth's voice has gone up a few octaves. He instinctively began rubbing against his throat and whimpered having been robbed of another of his masculine features.

And as he accidentally brushed against his chin his hands scrambled to search the rest of face. Curious, Edd walked around and brushed the delicate blond hair away and his shock was mirrored in twin baby-blue eyes, angular cheekbones, and just a touch of blush. Gone was the scraggly fuzz on a square jaw in a sea of acne.

Actually it was getting very difficult to not be attracted to what had literally fallen at his feet.

He, she? They? They continued struggling to rise, revealing a white lace bra barely restraining their massive breasts. It poked out from underneath a translucent shoulder top t-shirt. Wait, that wasn't right. What happened to the grimy grey v-neck?

"Listen, I'm so sorry for how I've treated you." Their voice had risen several octaves but had now taken on a sultry tone. They were on their knees, and a tiny flap of fabric that barely qualified as a skirt was doing a poor job of covering up the panties.

"I really should make it up to, but how...?"

"Uhh, Zaneth, um."

"Shhh.... Shhh..." They brought a slender finger to his lips and hushed him. "My name is Caroline now, and I've been so cruel to you." The other hand rose and gently cupped Edd's groin through his jeans before softly squeezing.

Edd wasn't sure which way the blood should be rushing, it looked as though his embarrassed face and excited manhood would have to compete for resources. But as Caroline pulled the top of her shirt down to reveal an ever increasing amount of cleavage it was apparent which would win. Especially as she began to undo his belt to better gain access.

“Hello hello! What do we have here?” She cooed as Edd involuntarily gasped at her warm hand snaking around his scrotum causing shivers to travel down his legs. He wiggled in part to the sensation but also in desperation to expedite the additional removal of his pants.

Caroline looked up with her magnificent baby blue eyes and smiled, “Are you liking this Edd? Would you like Mommy to keep going? Or is there something else you’d like her to do?” He was close to hyperventilating now, as she dragged fingertips up the length of his now fully engorged member. Her breasts had fully popped out of the shirt and the bra was doing a poor job of covering up her pink areolas.

And then the bell rang like a siren.

Edd groaned for a different reason while Caroline tutted quietly and zipped his pants back up. She stood and pecked him on the cheek as he began to gather his things.

“I guess I should get to class now.”

“That doesn’t mean I can’t come with you.” She winked and dragged him out the door by the hand and to his surprise no one seemed to notice.

Or perhaps they noticed but didn’t care? A number of his classmates made eye contact or glanced at Caroline but looked away, as if it was normal for attractive and scantily clad women to stroll through highschool hallways without a second thought.

He stopped caring the instant she quickly popped a breast out of her shirt, winked, and popped it back in. It was glorious, perky, with a deliciously hard pink nipple. If she had noticed his nervousness and tried to dispel it she completely succeeded.

It was also then he realized he could see her nipples poking through. Somehow during their short walk she had ditched her bra. Not that he minded in the slightest

They funneled into the classroom but as Edd seated himself he paused. Where was Caroline going to sit? He never shared a class with Zaneth before.

But a familiar hand suddenly gripped his crotch again causing him to jolt back into his chair. He peeked under his desk as Caroline reached her arm up to bring a finger to his lips and hush him.

“Mommy’s going to take care of you now, but you have to be quiet, ok?” There was that cute wink again, always shutting down any budding protests. And as she slinked back under the desk she dragged his pants and underwear with her just as the teacher walked in, signally the beginning of class.

“Alright! Alright! Take your seats everyone, books away. I’m passing the test out; you have until the end of class to finish. You may begin when you receive it.”

A sheet of paper found its way on Edd's desk but he was barely able to lift his pencil, let alone concentrate on the test material. Caroline had dug her nails into his inner thighs as she drove her nose into the crook where his balls and penis met. She inhaled deeply and sighed.

"I bet you taste even better than you smell..." The desk obscured his view but he didn't need to see what she was doing. Warm and wet strokes caressed him in-between sporadic tender kisses up and down.

And then she took both of his balls into her mouth.

Edd barely covered his mouth in time to stop himself from groaning too loudly. Fortunately no one noticed, but it was even harder to focus now. All he could do was feel Caroline alternate her attention from one testicle to the other. And as she sucked away one hand was calmly jacking him off using her saliva and his pre-cum as lube.

She hummed and he could feel the vibrations travelled down his leg and up into his abdomen. It was clear that she was enjoying this as much as he was. He could feel the pressure building and no amount of gripping the sides of his desk or squeezing Caroline's head with his legs was going to stop it.

So he exploded. He could hear it splash into the underside of the desk, into Caroline's waiting cheeks, and the audible drips as it flowed through her hair.

"Mr. Reikgrad, are you unwell?"

Edd stared back at his concerned teacher. Realizing what an odd sight he must be Edd released his desk and coughed, also realizing that his face was entirely flushed and sweaty.

"I'm, um, fine Sir." He could feel Caroline playing with the leftover cum between her hands and tongue and it was making him hard again all too quickly.

"Well, I don't need my star student dying on me. Don't hesitate to go to the nurse's office and lay down if needed."

It was surreal. The surrounding students barely batted an eye and as the teacher turned his back and walked away Edd peered under his desk. He caught Caroline shamelessly taking the head of his penis into her mouth.

Wink wink, and round 2 began.

He quickly scrawled a few answers in before things got too intense. Maybe he should take the freebie and head to the nurse's office. Imagine what they could do in the beds over there and it would be nice to watch what was being done to him. It would also be nice to breath semi-normally, or least, not trying to suppress himself.

Or maybe he should just sit there and enjoy the ride. He could feel her throat muscles constricting while her tongue danced along, tasting every inch of skin, running across every vein. Meanwhile one of her hands was massaging his balls and he suspected she was using the other hand to touch herself. He swore he could smell her lust even from so far away, how had no one else noticed yet?

Again he unleashed another torrent, this time directly down her throat. He felt her humming again in satisfaction as she swallowed wave after wave. Her hand never stopped milking, her mouth never stopped cleaning.

This time she popped her head into his lap and nuzzled his dick against her cheek. She stared up at him and smiled. Her makeup smeared, semen partially dried in her hair, and she proceeded to open her mouth to show all the cum that she hadn't yet swallowed before closing up and gulping.

"Ready for round 3?"

The rest of the exam continued in a similar fashion but despite the multiple, continuous, and powerful ejaculations he was still going strong, if not stronger. Was this also Caroline's doing? He wasn't going to bother asking, he somehow knew she wouldn't give him a straight answer.

He barely finished his exam on time, Hell, he wasn't even sure if he answered everything completely, let alone correctly. And as he stumbled up to hand in his paper he found himself stopped by his teacher.

"Listen, Edd, I know things have been kind of tough on you. And I know stress and panic attacks when I see one. Go home; you can redo the test later. Go."

Edd meekly nodded. His face was literally dripping sweat not only the previous exertion but also because it was hard to keep a straight face. Caroline had removed her skirt and panties and had been grinding on him during the entire conversation and his jeans were now sticky with her juices.

He stumbled out the door, Caroline prancing after him as they fought through the flood of other students on their way to their next classes. Home was within walking distance but today it would be a marathon. If someone caught them in the school, the worst that could happen would be a suspension, maybe expulsion. If whatever was preventing people from paying attention to Caroline suddenly wore off outside, they'd probably be arrested.

Out into the open they bounded out. At least Caroline had the decency to wear whatever skimpy clothing she had, but that didn't stop her from draping herself over Edd at every opportunity. Her giant breasts mashing into his head and back, her arms tracing outlines across his chest.

The walk home was fortunately easier than originally anticipated. She only tried to fuck him in a nearby bush twice and in the middle of the day there was hardly anyone around. They found themselves into Edd's house and he pondered their next move.

"Hello? Who is it?"

Shit. Mom was home; of course Mom was home, why wouldn't she be? The same Mom that got pissed when he even looked at a girl let alone scantily-clad Caroline who was currently nibbling his ear and grinding on his ass. What was he going to do? There was no explanation, nowhere to hide, and nothing he could do.

“Edd? What is the meaning of this?” Fuck, here we go.

“You’re burning up sweetie.” He felt his Mother press her palm into his forehead while Caroline began to remove his pants and begin sucking him off again. “Go to your room, I’ll make some soup for dinner tonight. Shoo, go.” She kissed his forehead while Caroline kissed the head of his penis.

Then began the awkward shuffle up the stairs as Caroline refused to let go and latched on with greater ferocity. She glared at him with fire in her eyes as she sucked faster and gripped harder in defiance.

And only when they reached his room did she release him. Edd collapsed on his bed, legs barely functioning, lungs heaving, and brain in disbelief.

“Oh Eddy! Bringing a lady like me into your bedroom. What could you possibly have in mind...?” She batted her eyes rapidly before pouncing on him and locking lips with him. He could feel her tongue forcing its way into his mouth and could smell her sweet perfume and the lingering scent of shampoo in her hair.

She should smell and taste of stale sweat and semen. But she didn’t. Her makeup and hair were also immaculate again by some act of God. Everything about her was perfect and it was like she would always be perfect, perfect for Edd.

“Mmm... Mommy’s been wanting this in a different hole all day Edd, you big tease...” She dragged her soft palms back and forth across his penis that was more than happy to stand to attention.

She stood on his bed, snuggled out of her shirt and peeled away a different pair of lacy panties. A thick string of grool desperately holding on. It was the first time Edd managed to behold her beautiful pussy. Pink and glistening in-between her thigh gap he swore he could see her clit gently pulsing.

It was just as perfect as the rest of her.

And as she descended on his cock her giant breasts were brought directly into his face, almost too big for even both his hands. She hovered for just a second, her heat radiating, taunting him as she whispered into his ear.

“Make love to me Edd.”

And then she plunged down.

It was everything he had dreamed, fantasized, and prayed for. It was like she was made for him. As he pushed forward he felt every one of her ridges squeeze and massage. Then the head of his penis kissed her cervix every so roughly, before sliding back out slick with a combination of both their fluids.

“Oh Edd, you feel even bigger inside of me. Does Mommy feel good? *You* make Mommy feel oh so good” She dropped again, and up, and down, and up.

Whether Edd couldn't or didn't respond was hard to say. His eyes were rolled into the back of his head, on the verge of frothing at the mouth. It was difficult to say whether his moans were a response to her questions or actions.

He gasped. Somehow she had managed to reach around and cradle his balls with one hand and use the other grab one of her massive breasts. They groaned in unison as Edd desperately tried to take in the sight of her bouncing on his dick, the way she tweaked her pert nipple between fingers, the pure bliss and flushed cheeks on her face.

His dick twitched and Caroline locked eyes with him. They both knew what was coming and that caused her to begin gyrating her hips in a further effort to coax her prize out of him. Edd was helpless again but this time he had no qualms with his situation.

“Please give it to me Edd. I've been craving your cum here all day. Get Mommy pregnant, pleaseeeeeee.”

That did the trick.

To describe it like a tsunami would be doing it an injustice. It felt stronger and larger than all the previous orgasms combined, and it was partially validated by the steady streams of cum leaking out of Caroline's pussy. It didn't help that her vagina was better at milking him than her mouth, as everything worked in unison to completely drain him dry.

She collapsed on top of him, his dick still pumping his seed into her more gently now. With some amount of exertion she pushed herself up to kiss Edd on the forehead and giggled.

“Oh you naughty boy Edd. You're going to get Mommy pregnant at this rate. Is that what you want to do? I wouldn't mind...” She began to trace lazy circles around his chest as Edd thought to himself that perhaps things weren't going to be so bad after all.