

The Monsters in Dorm 13
by Von Krieger

Crystal moaned softly as she slept, her hips making gentle bucking motions as a wonderful sexual encounter played on the screen of her subconscious. her eyelids fluttered for a moment, then opened fully as she thrust hard into her pillow, the warm gooeyness of her seed soaking it, dribbling down, coating her shaft and her balls.

She loved her new cock, and all things considering, thought it more than made up for what she had lost in the trade. Up until a week ago, Crystal had been your normal, average, run of the mill high school girl. Decent grades, an interest in athletics, particularly the girls' wrestling team, a few friends, as well as the usual bullying by cliques and abuse from one particular girl.

As jet after jet of cum gushed from her, she couldn't help but moan loudly. Shi was most certainly not a normal girl any longer, and in some circles her status as a female at all was up for debate. The doctors and nurses weren't quite sure how it happened, but over a period of several days a week prior, her pussy had begun to shrink, and her clit began to grow.

After about thirty seconds of climax, Crystal's orgasm began to fade, her cock spurting less and less, until finally there was only a trickle. Gods, did she love her cock. It was much more fun being a shemale, especially with all the dreams. Wonderful dreams, dreams where her friends and her rivals alike appeared, catering to her every sexual desire and whim.

Crystal sat up, scooping up a double handful of seed in her cupped hands, rubbing it over her belly and breasts. She loved being all gooey and sticky. She stroked her still erect shaft, coaxing a few more drips and dribbles from it, delighting in the feel of her slick length. She scooped up another handful, bringing it to her mouth, gulping it down happily.

She wasn't the only one enjoying a new appendage, all the girls in her dorm had them now, to varying reactions. Her roommate Elena didn't seem to care much one way or the other. The couple next door, Kirishia and Shriissia, Rissa for short, seemed to love theirs. Though from the playful beggings and pleadings of Rissa, and Kirisha's own demands, it seemed that the two of them had become hermaphrodites. The mismatched roommates on the other side of the common area had radically different reactions as well.

Christa, the playful catgirl, was uncomfortably proud of hers, and had taken to walking around naked. Terri, on the other hand, was repulsed and disgusted, and as a result spent more time away from the dorm than was normal even for her. Their dorm supervisor, Miss Wainright was also rather thrilled. She had been saving up to have a cock added anyway.

Crystal rather liked Miss Wainright, the older woman loved to talk about what changes she planned on getting, as well as discussing other change related things. What they would turn people into if they were evil avatars for instance.



Crystal really liked those sorts of conversations. Crystal had also made good use of Miss Wainright's four breasts, the dorm supervisor was very friendly with her girls, at least those that wanted to be friendly. Unlike Terri, who took every opportunity to hang out with the 'cool' crowd and tried to boost her reputation.

The shemale wasn't too fond of Terri, she was a huge suck up to Misti Davis, one of the prettiest girls in school. And also one of the meanest. Misti took the opportunity to torment Crystal at every opportunity. It was almost like an obsession, Misti spent more time bullying Crystal then just about anything else.

Thoughts of Misti were dismissed with a snort as Crystal climbed out of bed, wrapping a towel around her waist and picking up the basket that held her shower kit. She sighed as she looked over to the small half bathroom she shared with Elena. That girl spent so much time in the shower, people joked she was amphibious. She was also a part of the swim team. The amount of time she spent in the water had lead to the nickname 'Froggy.'

As usual, Crystal was going to have to get herself ready for the day by using someone else's bathroom. With a chuckle, the shemale took a plastic fork from her shower kit, one that had all but one of the outside tines removed, and used it to pop open the simple doorknob lock, sticking her head in.

"You okay in here, Froggy?" Crystal said pleasantly. "Just checking in to check that you haven't drowned, or turned into a big pink raisin or anything."

Elena's answer was a loudly moaned ."G-get out! I'm f-fine!" followed by a pleased howl and several large gushes of semen running down the semi-opaque shower curtain.

"Alrighty! I'll leave you and your little 'friend' alone in there. I just hope your not using my bottle of shampoo to masturbate.

"Ooooooh, I'm cumming agaaaaaaain!" Elena moaned as Crystal shut the door. The shemale grinned, Elena had gotten her sex drive increased greatly when her dick had grown in on that class trip. Investigators were still looking around for the source, though it might be a major attraction, it definitely wasn't safe to have something that caused transformations around.

Crystal hummed happily to herself as she walked out into the common area, then around the corner to the room shared by Kirisha and Rissa. The door was wide open, as usual. The two were notorious exhibitionists. Kirisha was seated at her desk. She was the writer for several popular comic series, and had made enough money to have been altered by Mammon into the real life likeness of her Kirisha Raptoress comic book character.

Kneeling on the floor, hugging her mistress' leg was Rissa. A bit of a nympho and a playful submissive, a room pairing with the naturally dominant Kirisha had lead to an almost immediate bond between mistress and pet. They had roomed together at the Caplin School for Girls since their Freshman year. Now seniors, with preferential treatment to class arrangements, the two had no morning classes at all. Which thankfully allowed them to be able to skip the mass rush of getting ready to go to class about now, and allowing Crystal to use their bathroom.

Crystal knocked on the door frame, waving at the two. The raptoress turned her head and smiled, waving her neighbor in. Rissa didn't even look up, continuing to finger herself and lick her mistress' leg. Rissa had been beautiful before, but over spring break, she had bought a demon cum treatment, altering her form to show her devotion to Kirisha. While still human in form, the girl's skin had been replaced with highly reflective purple scales, her hair

becoming a shimmering shade of lilac. A long forked tongue had come with the change, which she put to good use.

"C'mon in Crystal. " Kirisha said, seemingly ignoring Rissa's licking. "Shower's all yours. Don't worry about getting the floor wet, Rissa already is. The naughty thing."

Kirisha gave her pet a playful swat on the head. "Just look at that mess. You could almost float a boat in that puddle of cum and girlgoo." the scalie said with a wide, toothsome grin.

"Yeah, but it gives the special cleaning crew something to do." Crystal replied, making a big show of stepping over the foot wide, several foot long puddle leading out from between Rissa's leg, out into the middle of the room.

"Mmm... Crystal, tell Mistress that she would have better, deeper, more wonderfully sexual ideas if Rissa were allowed to sit under Mistress' desk with Mistress' wonderful new cock in her mouth." the purple girl purred, looking up at Crystal with lustful yellow eyes.

"Crystal, please tell my pet that although it is rather fun and exploring the novelties of being a hermaphrodite, that Mistress Kirisha can't be playing with her pet all the time if she is to be writing the next few comic books that will allow said pet to be gifted with a tail."

"Mmm, Mistress... a tail. That would be wonderful. Thank you Mistress, ooooh, Mistress..." Rissa moaned, adding more fluids to the growing puddle.

Kirisha looked down at the mess, then up to Crystal. "I can see why the school has a special cleaning crew. If they didn't have the maids in here twice a day to clean and mop things up, the whole place would smell permanently of sex in no time." the reptile chuckled.



"Rissa would love that, Mistress. Everybody living in this room taking a deep breath and smelling that Mistress and Rissa had so much fun in here." the submissive purred before resuming her licking. Crystal smiled at the two as she slipped into the bathroom, turning the water on and waiting for it to heat up. She almost felt sorry scrubbing the cum from her body. But then again the school frowned upon students smelling like sex in class.

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Almost two and a half hours later, Crystal yawned, bored by her first class. Her mind was filled with all sort of strange, monstrous, but highly arousing creature designs. She was rather looking forward to the next two hour block of class. Her art class was taught by the wonderful Miss Wainright, so they would have all period to talk about such things.

The shemale loved the frightening, gruesome, monstrous forms that were forced upon unfortunate people by malevolent demons, or freak accidents with demon cum, or by malicious peers with deep grudges. Crystal's mind wandered as the teacher droned on and on about some obscure date in history in some tiny

little country that Crystal had never heard of that had once been ruled by an ambitious avatar of Karma. They skipped over the really fun parts of the lesson, the Warbeast breeding programs. Crystal always wanted to hear more about that. But of course there wasn't going to be anything fun and sexual like that to be had in a school lesson.

It wasn't soon enough before the bell rang. Crystal stuffed her books into her backpack, holding it down over what would be an all too obvious erection as she made her way through the crowd of other students going in and coming out. Right as she made her way out the door, a sudden pain shot through her body, centered around her sensitive groin. A look to her left saw the sadistically smiling face of Misti Davis, and the wide, knowing grin of Crystal's dorm-mate Terri behind her.

"Excuse me." Misti said in a sickeningly sweet tone of voice, pushing through into the classroom, Terri trailing behind like a loyal dog, carrying Misti's books. Crystal leaned up against the wall, trying to force the burning pain from her body. She began thinking hateful thoughts about Terri, the bitch had gone and told Misti about what had happened on the class trip, giving the bully yet another way to torture Crystal.



The shemale hoped that some day Terri would get the punishment she deserved for making other people miserable just so she could seem 'cool.' And that went double for Misti. With a sigh, Crystal began to walk gingerly towards her next class, plotting what sort of gross, disgusting things she'd turn the two bullies into if she had the ability.

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"Did you see the look on her face?" Misti said to Terri with a chuckle, sitting down at their usual spots in the back of the classroom.

Terri smiled, "Yeah! That was great! She's in love with the damned thing. Every time I see her she's always got a hard on. She's either masturbating or thinking about masturbating. It's disgusting. It's hideous. I'm just glad mine is as small as it is. Did you see her trying to hide that monster cock behind her backpack? She doesn't realize that she's not hiding it in the least." the sycophant said, sticking her tongue out.

"She might as well tie an orange flag on the thing." Misti said with an expression of disgust. Terri giggled at the remark.

"Hmph," Misti continued, "As soon as my parents send me the money, I'm going to get mine magically removed. Something looking like it does has no place on my perfect, beautiful human body!"

"What's it look like?" Terri asked, rather curious.

Misti scowls at her friend. "Urgh! It's not something I want to talk about!" she said as the five minute bell rang.

"But if you must know it's disgustingly big. I had to go out and buy a pair of those tight shorts that keep it pressed down between your legs." the bully said, absentmindedly licking her lips.

Her eyes widen as she realized what she just said. "Dammit! I don't wanna

talk about it, like how it's the size of my arm from the elbow down, animalistic, with a sheath, kinda green in color. Or how the head is shaped like a spade, it looks just like this." Misti continues, making a spade shape with her index fingers and thumbs.

"And it's about the same size as that, maybe a little bit bigger." the bully says in a pleasant tone of voice, not at all matching the wide eyed, horrified expression on her face.

"Misti, are you okay?" Terri asked, worried.

"No! I don't want to talk about my cock, how it's throbbing now, dripping with pre cum, how I want to sink it into a nice, wet cunt." Misti hisses in a strange tone of voice. "Oh Terri, help me! It... it hurts!" the bully wailed, both hand suddenly clawing at her groin.

"Miss Davis, what's all the noise back there?" asked the teacher, rather annoyed, just as the class bell rang.

"Fuck... need to fuck... need to cum... fill you up, Terri." Misti growled, barely audible.

Terri stood up, backing away. "Th-there's something wrong with Misti. She... she's..."

With a loud growl, Misti ripped her skirt and sorts away with suddenly clawed hands, her cock just as she had said, huge, thick, and bestial, tipped with a massive spade shaped head. Muscles pulsed in her legs, her body growing, the flesh swelling, becoming a brown-gray in color. Swelling breasts and a rapidly expanding, round belly ripped the front of Misti's shirt open. The transforming girl pressed up against Terri, only to be shoved away by the frightened girl.

"Everybody out!" the teacher shouted, "Get the nurse!"

Misti pounced on another student, sending the two of them sprawling into the aisle near the entrance, blocking the way. "No one goes anywhere!" Misti growled, "Not until I've fucked each and every last one of you!"

With a number of sickening pops, the bully's legs altered, becoming digigrade, but strange looking, backwards. Thick claws ripped through her shoes and socks. She massaged her powerful legs, seemingly out of proportion with the rest of her body. The brown coloration became accompanied by scales on her hips and shins, and began spreading. Her cock, already large, began to grow larger.

Rather than muscular, her body began to take on a more bloated appearance, like she was a balloon being inflated. She thrust against the girl in her grasp, her massive cock dripping precum all over the terrified, helpless girl. Misti began to rub at her navel, a thick nub growing from it, lengthening into a second cock, more human looking.

She stroked the new length with a now webbed hand, her fingers lengthening, her arms changing in shape as well. The scales covered her lower body entirely, stopping at the waist. Her cock continued to grow, now an obscene three feet in length. The brown scaled sheath seemed to be growing as well, sliding further and further up her member, the pale green-pink coloration of her cockflesh becoming less and less.

It softened and became more mobile, swaying from side to side. Several girls screamed as they were spattered by streams of precum, frantically wiping it off themselves for fear they would begin to change as well. Misti's tongue lolled from her mouth, repulsively long, about two feet in length. It curled

around the cock growing from her belly as it changed into a tapering, conical shape, like a tentacle, like those that suddenly erupted from all around her neck. The suckered appendages flailing about in the air, caressing her transforming body.

While her legs and her massively pregnant looking belly ceased swelling, her arms continued to change, their arrangement altering into a leg-like configuration with several revolting cracks. From navel to waste a fissure appeared in her belly, widening, lengthening, forming a pair of fleshy lips around a dripping, hungry slit.

The skin coloration around her breasts was changing, lightening, turning white in place. The two orbs becoming smoother, her nipples receding into the skin. A small line appeared in the flesh, then a hideous pair of reptilian eyes opened. "Oh... oh... it... it feels like I'm being torn APAAAAAAAART!" Misti screamed in agony.

It appeared that she was experiencing just that. Her head fell away from her body, rolling onto the floor, tentacles lashing frantically about. Her torso pulled away from her legs, snarling out of a mouth that had formed where her neck had once been. It hopped towards the knot of frightened schoolgirls on hideous frog-like legs, knocking one of them down, it tore at her panties with sharp teeth.

Misti's legs were much the same. Feet covered in tattered scraps of socks and shoes rotated 180 degrees, the former pelvic region pivoting to reveal a fearsome saber-toothed maw with a lashing tongue. It was like some kind of two legged lizard, its thick tail ending in a spade headed cock. Misti's buttocks had vanished, her anus and vagina altering, switching places to be properly aligned in regards to her former cock, now a tail.

The lizard half's tail slide up under the shirt of the girl Misti had originally pounced, it bent down, its drooling maw pressing up against the girl's face in an grotesque kiss. Slow, torturous minutes passed, teacher and students watching in horror as the beasts raped the two girls. From their savage grunts and moans, it was obvious the two creatures were close to climax. With a pair of feral roars, they came, the frog-like upper body pumping seed into the poor girl's sex, while the other shot huge jets of cum of its victim's face, breasts, and a goodly portion of the floor.

The cum seemed to float into the air, creating a strange white fog. The terrified girls made a run for it, darting right by the lizardish lower body as it continued to cum, covering the girl with more goo, and making the air even foggier.

As she fled, Terri felt something wet and sticky wrapped around her leg. She cried out in terror as she saw Misti's tentacled head clinging to her. She stumbled, falling to the ground out in the hallway, the horrible octopus like thing crawling up her body. As she watched she saw her former friend's face beginning to bloat, her ears erupting into paddled squid like tentacles.

"Help me, Terri." Misti whimpered, clinging feebly to the other girl's body with her new tentacles. "Get me out of here, get me away from those... those things! Please! Th... they're not me, they're monsters, they might eat me! Please!"

Nodding, Terri wrapped an arm around Misti, getting to her feet, dashing off towards the girl's dorm nearby. Terri could lock her room and be sure to keep the things out. If Misti had changed, there could be other girls doing the same thing.



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Elsewhere, a little ways into her art class, Crystal was quite enjoying herself. She was seated at one of the large drawing tables, Miss Wainright sitting next to her, talking about a design for a strange transformation where the victim's body would reverse itself, head and genitals switching places, the back becoming the front, the front becoming the back, the arms becoming legs, and the legs becoming forelimbs. Thankfully the table hid their erections, as well as the teasing gropes they occasionally gave one another.

While it wasn't exactly encouraged, sexual teacher-student relationships weren't unknown, especially when the student had a powerful sex drive, and the teacher thought they were cute. Both Crystal and Miss Wainright, Kelly when she wasn't acting in capacity as a teacher, rather enjoyed their relationship. Though it lead to Crystal's occasional taunting as a Teacher's Slut.

Across the room, engaged in sketching a piece of fruit that had bite shaped pieces mysterious keep vanishing from it, was Crystal's dorm-mate Christa. The white furred catgirl's tail twitched back and forth behind her desk, and beneath that of the student behind her. The catgirl hummed happily, her feline ears twitching occasionally. Her ears and tail were natural, her mother had been transformed into an anthro feline. Her green feline eyes were the only other trace of cat on her body.

The student behind Christa giggled, the soft, fluffy cat tail tickling her legs, then slipping up further, tickling at her thighs, then... "Miss Wainright!" the student calls. "Christa keeps putting her tail under my skirt!" she says, with two handfuls of tail, trying to push it away. Christa, who had begun to purr, looks up, completely unaware of what she had been doing.

"Sorry!" she said, scooting her desk forward a bit. "It has a mind of it's own sometimes."

The catgirl blushed heavily as she turned back to her sketch, which was now a little bit off, as she had once more taken a bite out of the pear she was attempting to draw. Just a few moments later, her tail was back at it, under the girl's skirt and rubbing against her sex. "Oooh... c'mon, stop it Christa, as good as it feels, I don't want to cum in class. Everyone can see."

"Huh?" the catgirl says looking back. With wide eye she tugs her tail

forward. "I'm so sorry my mind must be else... waaaargh!" she says with a grimace, doubling over.

"You okay, kitten?" the student behind her asks.

"Meurgh." Christa says disgustedly. "Stomach cramps."



The catgirl got up from her desk and walked over to where her dorm-mate and her teacher were sitting. "Miss Wainright, I'm not feeling very good. My tummy is cramping up and it kinda hurts to be upright. Could I go back to the dorm and lay down?" she asked, wincing as another painful feeling shot through her belly.

Miss Wainright looks over the feline, though absentminded and a bit lazy, Christa wasn't one to skip classes. "Go ahead, I'll get your homework from your other classes and bring it home for you." the art teacher says, giving Christa a four breasted hug, and a kiss on the cheek, drawing a purr from the feline.

"You go and get some rest. We can do your make up work after dinner, when you won't be taking bites out of the object your sketching. Well, you might, but if you do, I'm going to be strangling your with your own tail." Miss Wainright said with a grin, giving the feline a playful swat on the rump.

The affection between the two drew a few stares, mostly jealous ones. There were a large number of girls that had new additions from something on that field trip, and most of them would have loved to put it to use on their cute, four breasted art teacher.

"Could I help her 'study' too?" Crystal asked with a grin.

Miss Wainright chuckled. "Only if you can get your project done. Now, what happens to her victim's personality when the worm starts manifesting the change?"

"Well, with this one it'd be kind of a benevolent, feral fusion with the host. While retaining her original memories and personality, she feels a sort of mental dulling, making her feel friendly and loyal, kind of like a dog." Crystal explained. "All in all..."

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Christa walks down the hall, not bothering keeping up the appearance of stomach cramps. "Dammit," she whispered, "You almost gave us away back there. You can't be doing things like that." she seems to be saying to no one in particular.

"Want play. Be petted. Fuck. Play with cock?" said a voice that only Christa heard, entirely inside her own mind.

"I know you do, believe me, I'd love to be able to do that all the time. But we can't." the catgirl explained to the disembodied voice.

"Why? Feels good." came the reply.

"Yes, it feels very good. But we need to learn things so that we can go out and earn money by ourselves. Have our own place to live, making it look the way we want, and not have Terri's nose burning perfume around all the time." the catgirl whispered.

"Yuck. Terri burns nose. Smells bad. Not like us. We smell nice." the mental voice said, purring happily.

Christa's tail came up and curled around her body, caressing a breast. The catgirl gasped softly as she headed up the stairwell, reaching down and stroking the furred length. The touch of her fingers across her fur sent thrills of pleasure down her spine. Almost from the moment she had started to grow a cock, something funny had been happening with her tail as well. Not only had it literally begun to develop a mind of its own, but it had begun to change. It was definitely almost six inches longer, and though no one had notice because of her fluffy fur, it was also at least a half inch thicker.

"Changes, yes. We change. Change more soon. Mother requests it. We want to change? Make so kiss each other, two cocks, two cunts, play with each other. Both of us." the mental voices purred.

"Oh yeah, I'd love that." Christa said, "Is that what you've been doing, those pains?"

"Yes. Sorry. Learning how to make change as Mother instructs. We know now, no more pain. Pleasure." the voice purrs.

"Mmm... good... pleasure. We like pleasure." Christa purred, slipping into the dorm. She walks right into her door, the usually open door, not at all responsive. She tries the knob. Locked.

The rattling of the knob drew a startled "Eek!" from the room.

"Terri! C'mon, open up!" Christa calls, rather annoyed.

"G-g-go away!" Terri stutters, "There's weird creatures out there, and I'm not gonna let them in to hurt Misti and me!"

Christa snorts, weird creatures indeed. She went over to Miss Wainright's room just around the corner. It had a nice big bed, and she was sure that the dorm mistress would be thrilled to see a naked, sexy, cum covered feline plaything in her bed, all dripping and eager to be played with.

The catgirl was bereft of clothes in almost record timing, flopping down on the big, soft bed, curling up in the thick quilt top. Her cock had become achingly hard in the stairwell, it felt so good to have it rub against the soft material of the bed. She wrapped both hands around her member, stroking it slowly, wanting to make the pleasure last, and wanting to give her body a good coating of precum.

"Mmm. Yes. Yes. Rub cock. Feels good. Make bigger." said the disembodied voice.

Christa squealed delightedly as she felt her cock growing beneath her hands, growing thicker, longer, her balls swelling in size as well to keep up. "Oh yeah..." she moaned, "Bigger. Make it bigger. Big until it hits my tits, I want to suck on our cock."

The organ soon erupted to the requested size, accompanied by an explosion of sticky precum. The pale pink length quickly found its way into the catgirl's mouth, where she began to suck on it happily. She squeezed her breasts against the slick length, tit fucking herself, massaging her sensitive nipples at the

same time.

A pleasurable pulse flowed down Christa's spine, and with it came a surge of growth in her tail, growing thicker and longer. Again. And again. And again. Within a few moments it wasn't a feline tail, but a fleshy length with short fur, long and blunt tipped. It curled around, pressing against her femsex, a long wet tongue slipping inside.

She closed her eyes, letting the pleasure flow through her body. As promised, each pulse of transformation felt so good. She felt her tail growing, stretching, as was the rest of her body. But it was also becoming more flexible, so she easily kept her grip on her cock. Even better, she was able to slowly take more and more of it into her mouth, inch by wonderful inch.

Her breasts began to throb as well, growing, shifting, splitting. She moaned loudly as her breasts divided, two massive ones becoming four that were slightly larger than her original size. She didn't want those, but it felt so good having them, what with their new, long, teat-like nipples that rubbed against the bed deliciously. Four became eight, eight became sixteen, and Christa quickly lost count in the sea of pleasure.

Her body had become a single pulsing, throbbing organ of pleasure. Even her skin felt good, short, soft white fur spreading over it. Her cock wriggled in her mouth, like a snake. The pleasure from her transforming cock was too much, she came, and came hard. She couldn't keep it in her mouth, cum dribbled down her chin and neck, thick gushes landing on her face and belly.

The licking at her pussy ceased, a soft tongue sliding over her face, kissing her, then pulling away. Christa opened her eyes to look at the face of her body-mate, the wonderful friend that had shared her body and given her so much pleasure these last few weeks. Most girls would have screamed at the sight. a multiple eyed, mandibled worm-like face in front of her own. A face that was connected to her, as it was at the end of her tail.

But Christa just smiled, reaching up with a hand to caress her lover, only to find that all her fingers had grown together, her entire arm beginning to shrink. "We don't need those anymore." the worm said, having it's own mouth to speak from. Christa looked over herself, her more flexible neck allowing her to look over her body.

Soon her arms were no more. She watched also as her legs merged into her body. They looked like a caterpillar. All soft, fleshy, and fuzzy. With a few experimental wiggles, she found that their breasts worked much like a caterpillars feet. Any time they went somewhere from now on, it would feel so good.

No, she still had arms, but they were tiny, and hard, and still changing. Christa couldn't see her head merge into her neck, and her neck with her shoulders. But she soon realized what was happening as the two bony growths that were once her arms found their places at the sides of her mouth. Mandibles, giving her a face similar to that over her other side.

Her hair receded into a stiff mohawk-like shape, her feline ears becoming feathery antennae, the changes mirrored in the head belonging to her other half. Both heads moved forward, mandibles meeting, long tongues curling around one another. Both moaned as the tail end began to mirror the front. The muscles for the breast-feet altering, reversing, so they could move in either direction just as easily. The formation of a second cock and cunt brought them near to climax. Their long, flexible cocks entwined, the slick lengths slipping into the female sex at the base of the opposite.

Teats curled around their opposites as the two halves pressed together,

feeling the absolute peak of sexual pleasure, a body designed with self-stimulation in mind. Not needing another creature in order to have every aspect of their shared body pleased to peak potential. The sexual caterpillar purred happily, just about the only remaining sign of Christa's formally feline form.



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"Oh, I was so scared!" Terri said, hugging Misti tightly, softly stroking the octopus-like girl's hair. "I thought it was those monsters come to get us!"

Misti snuffled softly, her suckered tentacles curled around Terri's body, holding her in place. "Me too. Oh Terri, I don't ever want to do anything like that again! It was like my mind wasn't mine, and now my body isn't! I... I can feel the other two, kind of. When I was right there, it felt like they were still a part of me, it felt so good. But it was so horrible. I can't control them at all. They're their own creatures."

She sighs, holding up a tentacle and looking it over. "What am I gonna do now, Terri? I'm not pretty anymore. I don't even have breasts or a butt for people to look at. I was so pretty, now I'm a freak."

"I think you're cute, Misti." the bigger girl says softly. "So tiny and small and cuddly. We've never just sat and snuggled before. I like it. I'm just sorry you had to be like this before I could feel it."

"I... yeah. I think this feels nice too. I am pretty much made for it now, all these tentacles, and no genitals. At least none that I can find, you looked, right? There's nothing on the bottom of me, right?"

Terri shook her head. "Sorry, no. It doesn't look like you have anything."

"Then dammit, why do I feel so horny all of a sudden? I don't have anything that ought to make me feel... mmm... horny." Misti murred, licking her lips.

Smiling, Terri gently lifted her friend up so they were face to face. The bodiless girl opened her mouth, allowing Terri's tongue in, her own slipping into the larger girl's mouth. A pleased moan escaped her, though without a neck how she spoke at all was a mystery. After a few moments, Terri gently pulled away.

"Oooh... that felt so good!" Misti said, eyes half closed. "My mouth works feels just like a pussy when you put something in it."

"Mmm, do you want something put in it?" Terri asked, smiling.

"T-terri, can I please suck you dick?" Misti asked, tentacles already making their way under Terri's skirt, tugging at her panties.

"If you insist." she said, pulling off her skirt and panties and laying back, letting the octopus-girl crawl over her, suckered tentacles feeling wonderful on her bare legs. She took her top off as well, completely naked for her transformed lover, soft tentacles curling around her breasts, strange feeling suckers running over her nipples.

Misti curled her tongue around Terri's modest cock, only about five or six inches or so. The octo-girl had enough tongue to wrap around it's entire length, pulling herself towards it, taking the shaft into her mouth. Her tentaclelike tongue slithered out, slipping into Terri's femsex, drawing a surprised gasp from the girl.

"Ooooh, I wasn't expecting that, but boy does it ever feel good. Mmm... this is a whole new meaning to the term 'giving head' you realize." the herm girl jokes, drawing a playful tentacled swat.

"Freya's tits, Misti, you're good at this. Oooh! Slow down! Oooh! Mmmmm! I'm gonna cum already! Stop! I'm gonna CUUUUUUUUM!" Terri howled after only maybe a minute of the octo-girl's ministrations. For having such a small cock, Terri seemed to cum a lot to make up for it. In fact there was so much that Misti couldn't take it all, using her tentacles to pull herself forward, using her tongue to push the cock away, so as not to get messy.

To both girls' astonishment, Terri wasn't coming in jets, but more like one continuous stream. Terri moaned, continually bucking her hips in the feeling of the strange sustained orgasm. "Oooh, I feel funny." she moaned.

Misti gasped as Terri's hair suddenly receded into her head. "Oh no, not you too, Terri! You're ch-changing!"

Terri tried to feel her head, to see what the changes were, but she was too weak to lift her arms, her mass seemed to be flowing out of her as cum. "No!" she whimpered. "Make it stop!"

But it didn't stop, her skin began to darken, taking on a reddish black hue, her ears shifted and changed, becoming large bat-like wings. Her eyes took a solid green coloration, as all the while her body continued to dwindle away, now nothing but skin and bones, and shortly after that, no bones either. Her skin began to shrink, bringing her cock closer and closer to her neck, finally affixing it underneath.

With a series of pops and cracks, the back of Terri's head altered into a four eyed, reptilian face with a forked tongue and sharp fangs. The new mouth opened and hissed at Misti. "Fuck. Stroke cock. Suck!" it demanded, headwings flapping, pouncing on the now similarly sized Misti.

"I.. I can't control myself, Misti!" Terri wailed from the other face. "Please, I'm sorry, this isn't me!"

"I know." Misti whispered, stroking the cock shared by Terri and the



monster on the other side of her face. The octo-girl moved around, face to face with Terri's original face. "I don't mind, we're kinda made for each other now, even if you do have a grumpy, horny lizard on your back.

The lizard half seemed content to let Terri control their wings, as long as their shared cock was being pleasured. The bat-wing headed girl wrapped her wings around her tentacled friend, while Misti tenderly curled several tentacles around Terri, the best hug the two could manage.

-o-

Crystal skipped happily down the dorm room hall. School was canceled for the day, and everyone was to stay in their rooms for the rest of the evening. Apparently some kind of monsters appeared on campus, and they had yet to be rounded up, and they were very dangerous. Probably not as dangerous as the chicken pot pie they served in the lunchroom, but still probably pretty fearsome.

The shemale pushed open the door to her dorm complex, looking around and finding no one in the common area. Ah well, no matter. She walked over to Terri and Christa's room nearby, trying the knob. The sound of soft moaning came from inside, Terri and what sounded like two other people, one of them male. "Just so you guys know, school's been canceled for the day. Have fun in there!" she shouted, not waiting to hear the reply.

She poked her head into Miss Wainright's room, there was a large lump under the covers, curled up in the middle, wriggling a bit. Knowing that Christa kept trying to perform self fellatio, it was no surprise to her. Nor was the catgirl using Miss Wainright's bed. It's where she went whenever Terri locked her out of their room, like had just happened. Knowing Christa had been given the afternoon off anywhere. Crystal saw no need to disturb her. From the wet, sloppy noises, it sounded like she had finally achieved her goal of being able to fuck herself. Her mouth at least.

A quick check in her own room confirmed that Froggy was, as usual, in the shower after her second period gym class. She always showered right before lunch. And right after lunch, and then again after 4th period, then right after dinner, then right before bed. It was rather silly. But she'd be out in a few minutes.

Finally she poked her head into Kirisha and Rissa's room, in a bit of a role reversal Kirisha was tied to the bed, with Rissa being the dominant one, for a little while anyway. The purple scaled girl had her lips wrapped around her mistress' cock and seemed to be rather enjoying herself.

"Heya Crystal, I'd wave you in, but I can't move my hands. Or feet. Or tail. I got a bit sick of my pet's whining and decided that the best way to shut her up would be to cram a cock in her mouth. You're welcome to join in if you want. Rissa seems to have developed a rather unpleasant leak, and we need a nice, big cock to lessen the flow."

The shemale chuckled, "No can do, I'm heading over to the cafeteria to pick up some food. School's canceled for the afternoon, and we're all supposed to stay in our dorms. Miss Wainright is seeing what all this is about, so I'm going to get lunch and dinner for everybody. We're supposed to stay in the dorms for a headcount, and remain in here until they find the monsters that caused all this panic and get 'em taken care of. Not that it's going to be a problem for the two of you. Any idea who Terri has in her room? It sounds like she has a boy in there, but I can't imagine her every getting any dick that isn't rubber and/or belonging to Misti Davis."

Kirisha laughed, "Nope, no idea. I didn't see anybody come in."

"Because Mistress was too busy cumming in her pet." Rissa said, ceasing her sucking for a moment.

"Hey now, I won't be cumming in you any more today if you don't keep concentrating on the task at hand, you got me?"

A muffled "Mmmhmmm." is Rissa's reply.

"Anything special you guys want me to pick you up in the lunchroom?"

"A hamburger for me, rare please, and another for my pet. Though how she could be hungry after having a belly full of my seed, I can't possibly imagine. Can you shut the door on your way out? I don't know if it's Terri and her friends, or Christa, or somebody else, but there's an awful lot of loud moaning out there, and it's kind of distracting from all the loud moaning in here. Quite a turn of events, huh? Me being disturbed by the sounds of people having sex."

Crystal laughed and did as she was asked, closing the door behind her before heading off to the cafeteria. Rissa and Kirisha were such a perfect match for one another. Crystal only hoped she could find someone like that in her life. Preferably soon.

-o-

"Mmm, so how do you like being the pet for once, Kirisha?" Rissa purred the moment Crystal was gone.

"Don't be so sure of that 'Mistress,' you're still acting awfully subby for someone who's supposed to be dominating." the raptor said with a chuckle.

"By the way, what are these bonds made out of? They feel rather nice, no chaffing at all."

"Spider silk." Rissa said with a grin, her tongue tracing down Kirisha's cock, circling the lips of her slit.

"How do you get spider silk so thick?" the puzzled scalie asked, "Magic?"

"Nope, really big spider."

"And where did you find a really big spider?"

"She's licking your cock, Mistress Kirisha." Rissa said with a grin, licking her lips. "I'm changing, I'm transforming, I'm becoming something wonderful, and I love it. Mmm... there's this presence inside of me, whispering inside of my head. It craves pleasure, and it enjoys the pleasure I give it as your pet. But it wants more, it wants to feel the pleasure of control. Of domination. It wants to change me now, Mistress, and I want it to. I want to change for you, become a wonderful, sexual creature for you. All it wants in return is for you to be our pet. Not all the time, but sometimes, just for fun."

Kirisha's eye widened, and the raptress gulped. "Y-you too? I... I've been feeling the same thing. It tells me that it wants to try being your pet, to let you control things, to let me fulfill your every given command. Mmm... and I want to. I came so hard when I changed the first time, I came just as hard when I grew a cock. But I'm going to cum harder than I ever imagined while I'm yours, and we change together."

The two began to gasp as the changes began. Rissa's cock began to change, growing longer, thinner, becoming a single thin tentacle. She curled it around Kirisha's own cock, moaning softly as her sex continued to change. The lips of

her cunt growing outward, extending, up past her tentacle-cock.

Rissa mmmmed softly, rising up to give her 'pet' a view of the changes. The tentacle, maybe an inch at the base, tapering down to a point after two feet of length, curled gently around Kirisha's right breast. Rissa moaned as a second tentacle emerged from her cunny, then a third. All the while her femsex continued to grow absolutely massive, coming to a stop just below her naval.

She giggled, reaching down with one hand to stroke the massive, swollen lips. "Mmm... fuck. I wish I had a cock big enough to fill me UUUUUUH!" Rissa howled as her three cock-tentacles were joined by yet another, and another, and another, and yet another. Seven thin tendrils writhed, pulling away from Kirisha's breasts, instead curling around her tail.

Rissa grinned, "Mmm... it may not be a cock, but it's big enough to fill me up, and mmmm... you know how I love rubbing myself against your scales, pet." she purred.

Kirisha gasped softly as her tail quickly vanished into Rissa's gaping pussy. The purple scalie's juices running down the length, coating Kirisha's sexes with their warmth, and filling her with desire. Within a few moments, Kirisha's tail had vanished completely into Rissa, her tentacles easily sliding into the raptress' eager openings, pulling her cock inside as well, rubbing at the top of the gargantuan snatch.

The raptress' first change was far more widespread. Her scales began to shift color, taking on a darker shade of green, becoming shiny, becoming harder, merging together into thick plates. The raptress now had a slightly insectile look to her with her new carapace. The change drew a pleasure yowl from Rissa, the smoothness allowing her to hump Kirisha's tail at an increased pace. "Oh fuck! Fuck yeah!" she moaned.

Rissa's hands went to her own breasts, mashing them together, her forked tongue slithering out to lap at thick purple nipples. Her tongue was suddenly accompanied by two more, each originating in her palms. She pulled them away from her body, looking at the new additions, a mouth in the palm of each hand. With a soft mmm, she began to french kiss one hand with her mouth, the other suckling on a fat nipple.

The changes in her hands continued her human-like nails becoming sharp claws, going beyond claws, becoming huge curved spikes, her fingers thickening to support them. Her hands were little more than inarticulate paws.

The raptress yowled as well as her arms began to change. Filling out becoming more and more muscular, far too muscular for normal arms to support, and then then began to stretch downward, her hands and fingers thickening, doubling in size. With a wet ripping sound, her arms divided, granting her four limbs where once were two. But the changes didn't stop there.

The upper arms continued to grow, the fingers fusing together, her bone structure twisting, the single massive claw that her hand had become continuing to grow, adding to her insectile look. Her upper arms were now very much like those of a mantis.

The silk had somehow held, keeping her lower arms bound, but not her upper pair. She pulled Rissa's hands to her breasts, placing her own claws on Rissa's tits. Neither could speak, they could only pant, moan, and yowl their pleasure.

Rissa's legs began to swell, filling out in the same way Kirisha's arms had, and with similar results as a they split into, not two pairs, but three! They continued to change and shift, becoming longer, but thinner, bending differently. Her six feet became more hand shaped, and like her hands, her nails

became claws, then thick spikes. Six new mouths and the tongues within were soon put to work kissing and licking Kirisha's carapace.

The raptoreess soon experienced a similar effect. As all her joints seemed to realign themselves, her legs began to pulse, growing much as her arms had, but adding in insectoid changes, becoming longer and thinner, more suited to a scuttling arachnoid rather than a bipedal raptoreess. Her toes shifted, altering into a three part claw-like foot, sickle claws at the back of each of her four new feet.

Arachnoid limbs curled around one another as Rissa's belly began to swell, quickly becoming round, then inflating as if with pregnancy, and beyond, pushing her breasts upward. Her breasts began to follow suit, inflating to become huge, beach ball sized orbs topped with six inch long, two inch thick teats.

Kirisha's own body began to react much the same, her belly bloating not with pure roundness however, but instead in the four merged lobes of a massive belly-udder. Her breasts, however, began to expand in a similar fashion to Rissa's, and attained the same shape and size.

Rissa's scales soon shifted to match Kirisha, becoming a purple plated carapace, though it retained the shimmering metallic coloration of her scales. She howled as she felt Kirisha's tail changing, shifting inside of her.

The two began to moan, the changes nearly complete, and the fires of climax building to an explosive pressure within them. Both threw back their heads and howled, the sounds distorting from their shifting faces.

Rissa's began to fill out, losing bone structure in the front, becoming rounded. Her tongue erupted from her mouth, becoming a big, pink cock. Her lips shifted, her nose vanishing, as did her eyes. Her head dropped forward, and in a few moments was a third breast atop the other two, with a cocknipple erupting from a vagina in the center of it.

But the former back of her head broke away from the squishy mass, moving down between her shoulder blades. The smooth, blank area beneath her hair was quickly featureless no longer. A pair of antennae sprouted from her temples, a two rows of eyes, three to a side, appeared over a growth that pushed out into a reptilian muzzle, the lower jaw splitting into a pair of mandibles surrounding a long, tentacle like tongue that lashed in the air as she roared with climax.

Kirisha's neck began to lengthen, her lower jaw stretching as well, downward and outward. A pair of yellow eyes opened on the sides of her neck, the alteration of her lower jaw opened into a toothsome maw that began to extend forwards into a second head beneath her own, her lower jaw forming the top of a crocodillian cranium, both mouths roaring their pleasure.

The two strange sex creatures snuggled together, mistress and pet, in their bed, delighted with their new bodies, keenly interested in exploring them further. Just as soon as they caught their breath.



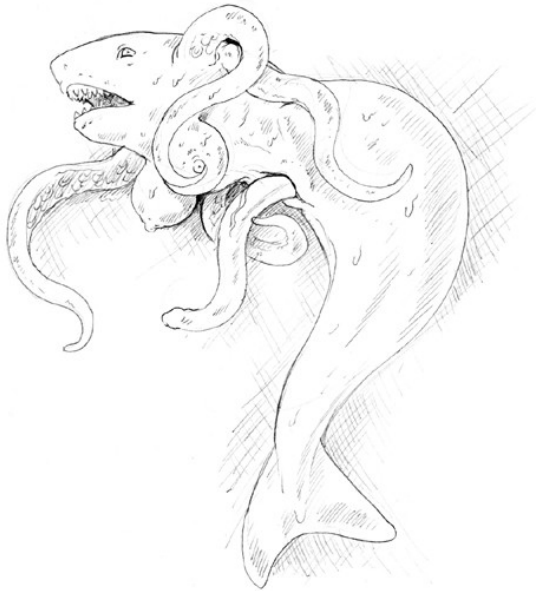
Crystal walked down the somewhat noisy halls of the school, a bag filled with food under her arm. She nudged the door to the dorm open with her shoulder, stepping inside. The halls seemed to be quite empty, everybody appeared to already be either off campus, or cloistered inside their rooms already.

She set the bag down on the table in the middle of the room, and walked towards the room shared by the two scaled girls. She heard the pleased moans before she was half way to the door, best to leave them be.

Ducking into her own room, Crystal sighed as the shower was STILL running. Plucking a towel from atop her dresser, the girl opened the door and walked right in, intent on pulling Elena out. "Now you're just being silly, Elena. You've been in the shower all day. I swear there's something wrong with you!" she chided.

"N-no! D-don't come in! I... I... AAAAAAH!" Elena moaned from behind the opaque curtain. Crystal paid her no heed, reaching in and turning off the water before tearing the shower curtain open.

Down in the bottom of the tub was Elena, her body twisted into something pink and inhuman. Her arms had split into a pair of thick, suckered tentacles. Her legs had fused into the solid mass of a tail, and her head had becoming like that of a shark, filled with sharp teeth. Her cock, a prehensile, tapering tentacle, slithered back and forth across her belly and breasts, her entire body covered with her seed. Her skin was a bright pink-purple, the color of a blush, or an engorged cock.



Crystal's eyes widened for a moment, then she simply reached down and with a groan of effort, lifted the aquatic-shaped girl from her place at the bottom of the tub. The merest touch caused Elena to moan loudly, her skin suddenly slick with a cum-like substance that seeped from her pores.

"Oohhh... mm.... That feels sooo good, Crystal." she moaned, her tentacles caressing her skin. Her entire body had become, in effect, one massive sex organ.

"Glad you like it." Crystal said with a smile, carrying Elena into the living room and setting her on the couch. "Now, I brought lunch, but I think there's something else you'd like more, now isn't there?" the girl said.

Elena nodded, "Oh please, Crystal, please fuck me! I... I can't think of anything else, I just want to rub myself, stroke myself, make my whole body cum. I can't stop. I don't want to stop." the aquatic creature whimpered, tentacles stroking up and down her sides, curling around her cock, massaging her breasts.

The human girl smiled, pulling off her shirt and removing her panties, her cock already hard and dripping with pre. "Oh of course! I've been waiting all day to do this..." she said with a predatory grin as she sat down, straddling Elena's tail, her cock penetrating the slit that housed Elena's femsex, right below her massive, wriggling cock. The serpentine member slid around Crystal's

leg, seeking to return the penetration.

"Huh? What do you... ooooooh! Mean been waiting all day?" Elena asked, eyes wide.

Crystal just chuckled, "You'll find out soon enough." she teased, leaning down, filling the aqua-girl's mouth with her tongue, silencing her.

-o-

Miss Wainright made her way quickly down the hall, glancing nervously behind her. Things had suddenly gone to hell in a handbasket. There was some sort of... transformation plague going around or something. It seemed to have affected a significant portion of the students and staff. Kelly had seen classrooms full of freakish, yet arousing, creatures that had once been normal girls, as well as dozens of unaffected girls, trapped and used to slake the lusts of their transformed classmates.

She turned the corner and eeped, a girl whose belly had bloated and swollen, and split into eight thick tentacles tipped with horse cocks, with another massive cock between heavily muscled horse hooved legs, plowing into another girl who's body seemed to be adapting to taking the huge cock, and the tentacles, a row of six vaginas appearing on her back to take the tentacles, another buried in her ass, and yet another entering her mouth.

She couldn't help herself, she was aroused by the sight. But she resisted the urge to join in. Kelly darted to the other side of the hall, giving the two girls a wide berth. She darted down the hall that lead to the dorms, rounding a corner into the stairwell, she tripped over another set of coupling transformees.

A girl that looked like a collection of snakes engaged in orally pleasuring some... thing with frog legs, and a two legged lizard without eyes. The frog and lizard thing turned towards here, breaking off their coupling with the living nest of snakes.



Miss Wainright screamed as she ran up the stairs, bursting into the hallway, making a mad dash towards her dorm, where she could lock the door. She could hear the creatures pursuing her. The frog was slow, but the lizard thing was almost on her heels. With a desperate cry she flung herself at the door of her dorm, finding it ajar. She went to slam the door, but she gasped in awe and horror at the sight within.

The girls were all gathered in the living room, and all but Crystal had changed. The remaining human sat naked in a chair, the others all gathered around her. Terri was nothing more then a bat winged head with a second lizard-like face on the other side, and a large cock where her neck used to be. Laying next to her on the couch was Misti Davis, the former beauty queen now looking like an octopus with a human face, her tongue a long tentacle, holding a spoon and feeding Terri's second face mashed potatoes.

Laying on the floor, recognizable only by her white fur and her purring was the giant, fat, caterpillar-like creature with breasts for limbs that Christa had become, her two mandibled heads nibbling on a biscuit held between their two mouths. Kirisha and Rissa were a pair of arachnoid monstrosities, Rissa a round bellied, bright purple spider, and Kirisha a cock-tailed scorpion.

Elena had become, fittingly, a completely aquatic looking creature with

squid tentacles, a shark's head, and a dolphin's lower body and cock. Two of her tentacles held onto a sandwich, while the other two stroked her cock. Her entire body seemed to drip with cum.

The lizard and the frog thing pushed by her, taking up places by the couch, where Misti stroked them with her tentacles. Crystal looked up at her and smiled. "So, what do you think?" she asked, one hand lazily caressing her cock.

"What do I think of what?" Miss Wainright asked, confused.

"Why, my designs of course. Every single person in this school soon to be transformed into my creations, each a physical form designed for pleasure, to house and feed my little babies with their arousal and excitement. Now, no need to be afraid, come over her and kneel before your Queen." Crystal cooed.

Miss Wainright knew that she should run, but she couldn't help herself. She walked to Crystal and got on her knees, resting her head in the girl's lap. Something seemed to take over her body and make the movements without her permission, keeping her held there.

Crystal petted Miss Wainright's head, running her hands through the teacher's hair. "You see, I found something rather interesting on the class trip. She was a strange, beautiful creature created by a demon for a particular purpose. A beloved pet who got lost one day. I found her, and gave her a new home, inside of me. With the warmth and protection that my womb offered, she could release her spawn into me, and from me into all of you, each with instinctual knowledge of a form I imagined, able to give the gift of a beautiful body to anyone who ingests one."

Miss Wainright moaned as she felt her body begin to change. Everything felt funny. Her joints ached. All the while Crystal continued to explain what was going on. "Helping with food preparation made it soooo easy. All I needed to do was contaminate it with my seed. Such a naughty girl I was, jacking off into the spaghetti sauce."

Kelly cried out as her shoulders and hips popped, her arms and legs twisting into a new configuration. The 'normal' position for them had shifted, both her arms and legs straight out from the sides of her body, and bent at 90 degree angles. She fell back, held up by this strange new configuration.

She stared up with horror at Crystal, who just smiled down at her. "Mmm... now that everything is in place, I can finally let the worm merge with me, and change our shared body into something befitting my role as Queen." she said with a gasp. "Oooh... time to meet the wonderful creature that made all of this possible."

At that Crystal's cock began to pulsate, transforming, a segmented look to it. The coloration began to fade, becoming pure white. It began to lengthen, new segments appearing while the ones behind it fattened. Two and a half feet long and six inches in diameter, it curled and twisted, the last segments reaching the same six-inch thickness as the rest. A cluster of beady, pure black eyes appeared on the flattened cockhead, a pair of mandibles appearing, flanking the slit.

Crystal leaned down and kissed her worm-cock. "Hello, lovely. It's been so long since we've truly seen one another, now hasn't it?" The worm chittered softly in reply.

"Yes, of course. As you wish." Crystal said, placing both hands around her length, and began stroking up and down.

Miss Wainright moaned as her changes began anew. She watched, horrified,

as her four breasts sank into her body, though there was a sudden presence of weight on her lower back. She twisted her head around to see, and found that her head twisted all the way around, and had a much wider range of vision, as her neck lengthened and became able to move in a prehensile-like manner.

The breasts that had vanished from her chest appeared to have had reappeared on her back, only larger, stretching out the material of her shirt. They hung only inches from the ground. To her embarrassment her cock strained at the fabric of her pants, making an obvious tent for all to see.

She felt her face... melting. Eyes, nose, and mouth moving downward onto her featureless chest. Her head began to shrink, her hair falling out, her neck continuing to stretch. Miss Wainright was suddenly blind, deaf, mute, and without sense of smell. After a few moments of mental terror, there was light again, but no sound.

As she gazed upon what had once been her face, her eyes and mouth now a trio of vaginas centered around the clit that was once her nose, Miss Wainright recognized what she was becoming. Top to bottom, back to front. Head to tail. She was becoming the very creature that Crystal had been drawing in art class!

She knew her vision came from a single eyeball at the end of a narrow, flexible, whip-like tail. She also knew what else was coming. An expansion of her shoulders and biceps, taking on the rounded curve of buttocks, claws sprouting from her fingertips, her palms and fingers becoming longer, her thumbs becoming almost nonexistent. Her feet went the other way, claws sprouting, the main mass shortening, the toes elongating.

Sound returned to the world as she felt something stirring in her loins, trying to push its way outward. The bulge made by her erection vanished, quickly replaced by one larger, something that lashed from side to side, trying to break free. Mmm... it felt so good. So much better than her cock had before. So good she didn't want to fight anymore.

Why would she want to fight? Queen Crystal was her mistress, and kind of her mother. She would take care of Kelly, pet her, play with her, make love to her. All the things a worm-morphed creature like her could ever want or hope for. Mmm... the scent of her own arousal, the sound of fabric being rubbed against, the feeling of the need to cum.

With a chittering growl, a worm-like head tore through the crotch of Miss Wainright's pants, the physical manifestation of the worm that had transformed her. Thick cum dribbled from its vertical mouth, small horns studding it in place of mandibles.



Crystal reached down and petted the head of the creature. "You look so cute, Kelly-pet." she whispered, pulling the worm-like head down to her worm-like cock. Kelly's head twice the size of the cock. Kelly's mouth opened, allowing the worm cock to slide in. The creature purred softly, it was time to be fed. Her single human eye half closed in pleasure as her mistress fuck-feed her.

The Queen was happy. Her human half now able to create physical manifestations of the beautiful creatures that filled her mind, and her worm half with a loving caretaker who would provide her spawn with homes to occupy. It was

time to take on their own form, the one that both had spent so much time dreaming about one day being.

The color drained from Crystal's skin, leaving her flesh pure white. Hair, lips, nipples, nails, and eyes became a glistening black. Her body began to grow, growing larger, growing more muscular, growing more powerful. The smallest fingers and toes vanished from her hands and feet. The nails on her hands extended straight outward, tapering to needle-like points. Stingers for an insectoid queen.

Her toes shortened, becoming tipped with thick black claws. Her legs reformed with a series of pops, becoming digigrade, specifically like a raptor's. Crystal had always admired Kirisha's legs, and those beautiful, sexy sickle-claws. Claws that were now her own. Her breasts grew, attaining basketball sized. Her nipples grew wider, and then split, each one becoming three four-inch long teats, the black tips dripping with white milk.

Two more clusters of three teats appeared on her chest, the flesh beneath blossoming into a second pair of breasts, slightly smaller than the pair above. "Oh yes! Oh, it feels incredible!" Crystal moaned, her hands finding their way to her breasts, squeezing them, causing cascades of milk to trickle down her body.

Crystal moved to the floor, keeping her cock buried deep inside Kelly's throat, kneeling as she thrust into the warm, wet depths. The reason was soon made clear as a massive, muscular tail erupted from Crystal's backside. Her tail ended in three cock tentacles, surrounding a stretchy cunt that could admit nearly anything. Crystal had sacrificed her original femsex to make sure the worm stayed safe, unable to be removed without cutting into her. There was no longer any worry of that, as it no longer occupied just her womb, but her entire body.

A line of additional cock tentacles appeared on her back, running from the base of her tail, to the back of her head, each tipped with the cock and balls of a different animal, sized largest at the top, and smallest at the bottom. She had a cock to fill every cunt.

Horns grew on her head, a pair of bull's horns at the sides, and a second small pair of slightly pointy nubs at the temples. A feature very common to literary demons. Though she wasn't a true demon, she did have similar transformative abilities, though it took weeks for the larvae to mature to a point where it could make changes. Crystal wasn't complaining, however.

Her ears grew, taking on a triangular shape, then moving up to the sides of her head. Pretty kitty ears, then they split, giving Crystal four beautiful feline ears. She left her face alone, leaving it mostly unchanged. There were a very tiny tweaks in the shape, and the addition of fangs and a three foot long, four inch wide tongue were more internal features.

The next change took place on her back. Massive draconic wings, the membranes laced with veins in an insectoid design, erupted from her shoulder blades, allowing her to fulfill the dream of flight that Crystal had yearned to live out for so long, and that the worm missed without the



presence of its creator.

With a snarl the Queen came, pumping Kelly's throat full of seed from her expanded melon sized balls. Pulling out, Crystal's transformation completed itself, he skin quickly covered in thick, soft, snow white fur. "Mmm..." she purred, "The real me is finally out for all to see."

All eyes were on her, all of them waiting for her word on what to do. Elena, Misti, Terri, Christa, Rissa, Kirisha, and Kelly, her friends, her lovers, her mates, her pets, her subjects, her children, all waiting to act on her word.

"Now that everybody's been fed," Crystal said with a grin, "I think it's time we go see how the others have progressed, and hopefully..."

The Queen licked her lips, "Find some unaltered humans to play with."