

SPF 80085

“Hurry up, Lacy!” Hannah yelled from the car, “I don’t want to get to the beach just as summer is ending!”

“Shut up, I’m doing my best! I told you not to rush me when I was packing, and now look what happened; I have to buy sunscreen!” Lacy called back, throwing her arms into the air accusingly.

Hannah sat back into her car seat in a huff, rolling up her window to conserve the AC. Her shirt and the band of her bikini was starting to get damp between her back and the seats of Lacy’s car, and she considered taking off her shirt for a moment, but ultimately decided against it out of modesty. A grocery store parking lot was not the same thing as a sandy ocean-hugging beach.

Inside the store, a wall of cool air struck Lacy when the sliding doors opened. Goosebumps spread over her body, an odd sensation when she had just been sweating under the ninety five degree sun. She shivered gently, willing the prickles away while she made her way to the pharmacy center.

Under her clothes Lacy could feel her single-piece swimsuit clinging tightly around her body. It was a familiar summer feeling, the sense that her shorts and top were sliding over a tight second skin of her’s, like her shorts could slip off her waist is she were to breathe out too heavily. Something about the professional fluorescent lights of the grocery store made her feel almost naughty about her concealed swimwear, as if she were hiding a skin-tight secret just under her shirt.

Lacy cracked a smile. *A naughty secret with pink floral print!*, she thought, *How scandalous!* Even realizing how modest her swimwear was, wearing it in public didn’t sound appealing to her; she wasn’t that type of girl.

She passed by a mirror attached to a stand selling sunglasses and paused. Her short brown hair looked like it had been wind blown from their drive, but it still served as one of the few positive indicators that she was a woman. Her hidden spandex didn’t much help accentuate her B-sized breasts, flattening them into her torso even more, if anything.

Lacy frowned a bit. *Ten years since puberty, and still you guys refuse to grow?* Small breasts weren’t a bad thing, they just weren’t what Lacy had wanted. Since sixth grade she had always pictured herself blossoming out with a hefty bosom, but her body seemed to have other ideas, leaving her petite and medium height.

At least my legs are killer!, Lacy comforted herself, glancing at her smooth thighs. They led to her butt, arguably her best kept secret, wrapped tight in her suit. She continued on, looking down the aisles for the skin care and in turn the sunscreen. *Besides, being busty can’t be all that great. Look at what happened to all those girls in high school that ballooned up; most of them let it go to their heads! They thought they were the center of the universe because their bras went higher into the alphabet.*

Lacy spied the sunscreen part way down an aisle and made a turn towards it, mentally shaking her head. *Just push it away; if you think about demons they're likely to show u--*

“Lace? Lace is that you...?” a shrill voice called.

Lacy's eye twitched. *No way.*

“It *is* you!” it shrieked again.

Lacy turned her head towards the source, cursing herself for summoning a part of her past. “Hi, Audrey...”

A blonde bounced down the aisle towards her, her hair bobbing and done in curls. While Lacy wasn't the type of girl to wear a swimsuit in a public place like a grocery store, Audrey was. A supportive pink bikini hugged her chest, each of her tits bouncing as she skipped over. Lacy was amazed that her nipples had managed to stay hidden. *That bikini must be fighting for its life to keep those things in...* Long, toned thighs shot out from a skimpy pair of running shorts, no doubt covering a pair of bottoms that surely even Audrey knew would have gotten her thrown out from the store.

“It's been *ages*, Lace!” Audrey exclaimed, using Lacy's least favorite shortening of her name. Audrey leaned in wrapping her arms around her for a hug. A ring of keys jingled in one hand, while a freezing iced coffee pressed into Lacy's neck from the other. She could feel Audrey's chest pressing into her own, like two blobs trying to engulf her own assets.

“Haven't seen you since high school...” Lucy said dully, returning only a fraction of her embrace.

“That's not true! I saw you at the movies just last summer! You remember...!”

Lucy had completely and willingly chosen to forget that encounter.

“Yea, yea I sure do...” Lacy was just trying to get away now. Audrey had been nothing but trouble in high school. She had developed early, and had taken quite a liking to flaunting it. By graduation she had been sporting what she believed to be the best rack in school. More than anyone, she had let her bra size go to her head. Seeing her again, near topless, brought back many of the insecurities Lacy had experienced in school. “You haven't changed a bit...”

Audrey grinned, “Oooh, thank *you*...!!” she giggled, taking a sip of her drink before swallowing quickly, “Mm! I have changed a little though. They're a bit bigger now!” She pointed to her chest, as if to make sure Lacy knew exactly what she was talking about.

“Yea, I can...I can see that...”

“They're like...F or G cups now! Can you believe that?? My D sized bras from school seem so small now!”

Audrey's eyes flit towards Lacy's own bust, as if looking for any possible competition. Lacy thought she had seen a slight crack of a smile as she inspected her, but then Audrey stuck out her bottom lip in a pout. “Oh, it looks like yours are still a bit behind... I *swear*, if I could give you some of mind I totally would! Guys love a girl with a big pair of titties!” She took another drink, never letting her eyes leave Lacy's, before continuing. “Like Jason, total boob-man.”

That struck a chord inside Lacy, and Audrey knew full well that it would. Jason had been Lacy's first boyfriend, but after a couple months he dumped her. The next day she saw Audrey hanging off his arm in the halls, giggling as she pressed her tits in his side. Lacy swallowed. "I bet he was." Audrey knew she was untouchable, and that only made Lacy more frustrated. She would love to rip her skimpy little bikini top off and use it to tie her hands to one of the water pipes coming from the ceiling and leave her for dead while people gawked.

Audrey had made her emotional life Hell in high school. Her happy little jabs at Lacy's body development had kept her up at night on more than one occasion, often with tears. It was one reason why she had always hoped her chest would bloom a bit more than it had, if only in the hopes that she would outgrow Audrey and beat her at her own game. Of course, no such thing had ever happened, nor likely would.

Audrey tore her away from her inner torment. "So you doing anything fun today?"

"Hannah and I are going to the beach," Lacy stated firmly. She was ready to be done.

"Oh *fun!* I'm meeting some friends there too! I totally forgot about Hannah!"

"Were you here to get sunscreen too then?"

Audrey laughed, as if surprised she could ever be asked such a question. She pressed a hand into her chest in a motion to help calm herself. "No no no, just looking for the ladies room! I don't go to the beach to tan like most people; I have a tanning salon I go to. Much less crowded!" She grinned, seemingly proud of her ability to afford luxuries. *Or rather, her dad's ability to pay for whatever she wants.*

"That's nice," Lacy said curtly, not really caring. "The restrooms are right there."

Audrey looked where she pointed. "So they are!" She took another drink, before smiling and beginning to walk away, "Have a fun time at the beach, Lace! If you're interested, I saw that the padded bikinis are on sale. Might do you some good!" she turned her back to Lacy, waving with her key-jingling hand, "Hope I see you there!"

"Hope your precious tits shrivel up," Lacy said under her breath. She saw Audrey enter the bathrooms, and felt a weight lift from her shoulders. After not having to interact with her for so many years, the stress and frustration she had caused her in school became evident. Lacy felt like she was back to being sixteen years-old, tormented mentally every day by a girl who's breasts had developed to well for her own good.

Lacy sighed, pushing Audrey out of her head and turning her mind back to the task at hand. *If I'm quick, I can leave before Audrey comes back out, she thought, And I bet Hannah is baking alive in the car right now.*

She looked at the rows and columns of sun protection before her, now feeling rushed like a predator was stalking her. Many of the options were sold out due to summer being in full swing, and Lacy didn't much trust the spray-on. About to admit defeat, her eyes fell on a bottle on the top shelf, fallen over and nearly hidden behind the neighboring lotions.

Being careful not to knock any bottles over, Lacy stood on her tiptoes and reached to the back of the shelf, aware of her shirt lifting up with her arm to reveal the belly of her swimsuit. Firmly held in her hand she brought it back for inspection, frowning as she read the description.

“Sun Sponge, soak up the rays!” Lacy read out from the bottle. “Looks like some kind of off-brand tanning lotion...” It wasn’t what she wanted, nor exactly needed. But all the other choices seemed to be either sold out or cheap alternatives.

The sound of a toilet flushing from the restrooms made her skin prickle, and she knew Audrey would be out in only a few seconds. It was enough to force Lacy into settling, gripping the tanning lotion tightly in her hands as she speed walked to the registers.

In the parking lot, Hannah sat sweating in the car. When it wasn’t moving, its AC didn’t perform too well and it had started to blow air that was more hot than cool. She had taken to tenting her shirt in and out to help circulate air over her body. Hannah noticed that her boobs had that slick feeling from her cleavage sliding together due to sweat. The time to start stripping was soon if Lacy didn’t hurry up; she was quickly approaching the point of not caring.

From the corner of her eye, Hannah saw the grocery store doors slide open, Lacy quickly walking out with a single bag. Within moments she was opening her car door, throwing her bag into her backseat and climbing in, slamming the door loudly.

“You get lost in there or something...??” Hannah accused, “I was starting to feel like a lit candle!”

“Look I got the lotion, all right?” Lacy snapped, putting her car in drive.

“Woah, jeez you ok?” Hannah asked, sensing frustration from her friend.

Lacy breathed deeply, trying to put the encounter in the store and all the memories of high school behind her. “I saw Audrey in there.”

“Audrey...? Who is tha-” Hannah’s eyes widened a bit once she realized exactly who Lacy meant. “Audrey? Like...*that* Audrey??” She held her hands out in front of her breasts in simulation of Audrey’s to confirm.

Lacy nodded, rolling her eyes. “Yea, *that* Audrey...”

“Shit... She gave you a lot of trouble in school, didn’t she?? She was like one of those characters from *Mean Girls*! She basically made fun of everyone with smaller tits than hers, and hated anyone who was bigger! Although I don’t think there were many that were...”

“I know. She hasn’t changed.”

Audrey looked past Lacy towards the grocery store. “Well, I wouldn’t say she hasn’t changed at *all*...”

Lacy followed her gaze, seeing Audrey leaving the store. Her pink bikini top shown bright in the sun, like a beacon begging people to stare at her chest.

“Look at those things! Do you think she had them done? They’re like twice as big as I remember!” Hannah awed. It made her a bit envious, even with her full C cup breasts. She noticed the uncomfortable look on Lacy’s face, and decided not to say more. “Come on, let’s go to the beach.”

Lacy nodded silently, giving the car some gas. Her friend reached into the back seat, pulling out the sunscreen.

“Seriously? Tanning lotion?” Hannah asked, holding it out, “I thought the point was to protect our skin, not make it look like it’s made of copper!”

Lacy responded bluntly, “It’s all they had.”

Lacy parked her car, the two of them looking out towards the blue horizon that split her windshield in two. Hannah heard a tortured breath release from her friend, and knew that interacting with Audrey again had really done a number on her. She felt bad for what Lacy had to go through in school, and having the cause of all those memories greet you out of the blue couldn’t be a great feeling.

“Come on, Lacy; we’ll have some fun in the sun and you’ll forget all about her!” Hannah said trying to cheer her up. She opened her door and jumped out, giving it her best enthusiasm, pulling off her shirt and shorts to render her body in a bikini. Hannah leaned on the top of Lacy’s car, bouncing giddily on her heels, “Come one, come on! This pavement is burning my feet off!”

Lacy looked over, seeing her friend’s breasts jiggling in her bikini as she bounced. It made her crack a smile, Hannah’s torso looking like a goofy face with bouncing bikini bug eyes. “All right, easy there. Give me a second.”

Lacy joined her friend in the sun, removing her clothes and tossing them in her backseat. The quick rush of feeling her body laid bare in a skin-tight swimsuit was somewhat refreshing, and Lacy felt a bit freed. Already she was feeling calmer, Audrey vanishing from her mind.

Together they grabbed their towels and beach items, making their way to the sand. The beach itself was public and often well-visited. Lacy looked around at the throngs of people. “You know I’ve always liked this beach... They keep it so clean.”

“And they provide umbrellas, too!” Hannah chimed in. She scanned the horizon looking for a vacant spot of shade, before quickly pointing, “There’s one!”

She sprinted off ahead of Lacy, determined to claim it as their own personal shade before anyone else. Lacy jogged behind her, watching her drop their things triumphantly.

“Not too bad...!” Lacy congratulated, catching up as Hannah was laying out her towel. “Not too far from concessions, not too far from the water...”

“You’re welcome,” Hannah laughed, “Pass me that ‘sunscreen’ you bought?” she asked, putting in air quotes.

“Like I said, it was all they had! I don’t trust those spray-on types.” Lacy defended, tossing the bottle of tanning lotion to her friend. She caught it and squirted a helpful serving into her hand.

“Well, might as well make some good use of it, right? Goodbye pale legs!” Hannah began working the cream into her skin, applying it generously to her legs, stomach and neck. She

glanced around to make sure no prying eyes were on her as she rubbed a large dab onto her breasts, pulling away her bikini to ensure full coverage.

Lacy accidentally caught a glimpse of her nipple and snickered, “Cold or something?”

“Shut up! This cream is freezing!” Hannah cried out, finishing her application, “Can you get my back?” she asked, rolling over, the bottle beside her.

“I’ve seen this enough times to know where this is heading...” Lacy joked, taking the bottle. She shook it towards her friend, a giant stream shooting down the length of her back.

“*Woah there!*” Hannah squirmed, “Get a little excited? You haven’t even bought me dinner yet!”

“Sorry, I swear this never happens to me!”

They both laughed at their sex jokes, and Lacy took to rubbing the excess lotion in, taking a bit for her arms that wouldn’t take. “I feel like my back is covered in grease...” Hannah complained.

“It came out too fast!” Lacy apologized, “I think you’re good though. Do me?”

Hannah sat up, taking the lotion. “Sure thing!” She shook the bottle at Lacy, firing a white stream directly below her collarbones. Lacy closed her eyes and froze with her hands clenched, the chill blanketing her chest as the lotion spread down to the neckline of her suit. A small trickle worked its way down between her pert breasts.

Lacy gasped, opening her eyes to the mess on her front. “*Hannah!!*”

Her friend nearly fell back laughing, “Now we’re even!”

“Gah! I look like...like...”

“You look like you just gave some guy a good time!”

Lacy blushed, becoming embarrassed, quickly trying to rub it away and transfer some to the rest of her body. Her friend saw this and took pity on her, wiping some away and helping to rub it into her shoulders. “Ok ok, I’m sorry. I didn’t mean to put that much on!”

“Yea I bet...” Lacy grumbled, “Take half of it and get what you can of my back?”

After an extended period of trying to rub in the lotion, Lacy finally called it good enough and laid back on her towel. Hannah was sitting up on her elbows, watching the people between them and the ocean. Lacy couldn’t help but notice the graceful way her boobs seemed to rise from her otherwise flat torso, the skin showing from the side of her bikini soft and white. The way it bulged against the spandex when she filled her lungs sent a twinge of envy through Lacy.

“So you feel like getting in the water??” Hannah suddenly suggested, “I’m ready to cool off!”

“That is why we came here, isn’t it?”

Making sure anything important was out of sight, the two girls walked leisurely to the water, feeling relief from the sun-baked sand when the water lapped over their feet. The change in depth was substantial, and it didn’t take very far from the shore before you could find yourself in waist deep water, or more. Both Lacy and Hannah found themselves comfortable when the

water reached above their belly buttons, waves high enough to reach their necks. Beyond them, around twenty yards out, were lines of surfers waiting for a large enough wave.

Lacy plopped into the water, letting it rise to her neck and floating up and down with the waves. Hannah fell backwards with a big splash, letting the ocean wash over her and drench her hair. She resurfaced in a gasp, wiping the salt from her eyes.

“That’s a great way to get sand in your hair...” Lacy warned.

“It’s nothing you can’t wash out! And it feels good!”

The two played together in the warm water, mostly swimming in a tiny area and jumping into the waves. Lacy felt like a kid again because of her single-piece clinging to her body as she swam. She had missed the opportunity to graduate to an adult swimsuit like most women her age. Sometimes she was thankful.

Every wave the two of them hit, Lacy would often see Hannah adjust her top afterwards, repositioning her bikini cups over her bust to keep her nipples out of sight. It seemed tedious to Lacy, having to make sure you weren’t flashing anyone everytime you moved a significant amount.

After a particularly large wave had overtaken them, washing them back towards knee deep water, they both knelt up out of the surf, wiping their faces and eyes. Lacy managed to get her vision back first, and saw that her friend’s top was completely askew, both of her mammaries uncovered and their nipples hard and round.

Hannah heard Lacy giggling, looking at her between her fingers while wiping away the last bit of ocean. “What’s so funny?”

Lacy pointed at her chest, “You gotta let me know when you’re going to be going topless! I almost put out an eye!” She laughed harder.

Hannah looked down. “Oh crap, not again!” She quickly grabbed her bikini top, twisting it back to her front and snapping it over her chest. “Uuuugh... Maybe it’s time for a new top. This one doesn’t want to stay on anymore...” Hannah complained, making as many adjustments as she could.

Lacy watched as she did. Her breasts were bulging out the sides, even a significant amount of under-boob peeking out. If Lacy didn’t know any better, she would almost say that Hannah looked like she had put on a cup size or two. Her bikini didn’t fit her at all.

“Could just be worn out... You’ve had it quite a few summers now.” Lacy suggested.

“Yea... I guess...” Hannah cupped her chest, as if to pack them better into the cups. They filled her hands beautifully, and Hannah seemed especially interested in them, looking at them with a puzzled look.

“Don’t let any guys see you doing that...” Lacy warned looking away. She felt a bit uncomfortable watching her friend seem to examine herself. Seeing Hannah’s erect nipples conjured images of cold water in Lacy’s mind, and she noticed her own nipples hardening as a result, pressing into her one-piece like tiny fingers.

She shivered slightly, thinking it odd when the water felt pleasant. Feeling them pressed into the fabric made her hyper-aware of her suit and the tight, body-clinging sensation it gave her. It felt like it was pulling tightly around her a bit, especially at her shoulder and back straps. She readjusted them under the water, while Hannah finished up with her own top.

Hannah yawned. "I'm feeling kinda tired... Acting like a dolphin can really take it out of you..."

Lacy had always been incredibly sensitive to other's yawn, and knew her own was imminent. "You know... Now that... *Aaaarrugh*..." she yawned, "you mention it... A nap actually sounds kinda nice..." She looked sleepily at their towels back on the beach, lain comfortably in the shade. "Race you to the towels!"

Lacy was quick out of the water, making good time against Hannah. She was lagging behind, feeling somewhat sapped of energy. A nap sounded like the most pleasant thing in the world to her at that moment. And it would get her out of the bikini-grabbing waves. Her modesty would thank her.

A moment later, she caught Lacy on the towels, getting herself situated. Hannah knelt down clumsily, lying on her back with a sigh. "There we go..." she said slowly. "Wake me in a week..."

"You'll have to wake me up first," Lacy laughed, feeling drained as well. She looked to her side, Hannah already looking gone. Her breasts rose proudly from her frame, her bikini looking like it had been pulled tight against them. As Lacy drifted off to sleep herself, she could have sworn she felt a slight shift in the front of her own suit and a lightness in her breasts.

Lacy sat at her desk in class. She looked around, suddenly realizing that she was completely alone, the only student. Adjusting herself in her seat, Lacy smoothed her skirt and made sure her blouse was buttoned up to an appropriate level. She hated the school uniform, but the last thing she wanted was a dress infraction. She waited, wondering where the teacher and all her classmates were.

The door opened quickly causing Lacy to jump a little, a blonde woman sauntering over to the vacant desk at the front of the room. "Ok, Lace, we have a *lot* to get through today so I hope you're ready to pay attention."

"Of course!" Lacy responded. *I wish you wouldn't call me 'Lace' though...*

The teacher began writing on the board, spelling out in big letters:

Breast Development 101

The teacher's hair bobbed behind her in curls as she wrote, before turning to face Lacy. "Shall we begin?" she asked, running her hands down her front to smooth her shirt.

Lacy's breath caught in her throat. It was Audrey, how could she have not seen that it was Audrey?! Lacy began to feel very frightened and intimidated. Audrey was staring at her, her well-developed G cup tits jutting out into her blouse like shoplifted melons.

"Well? Lace!" Audrey snapped, "This is your final opportunity! If you don't manage to make your breasts grow today, I'll be forced to *fail* you! And I wouldn't want to do that..." Audrey pouted.

"I-I" Lacy tried to speak, but her teacher was beyond intimidating.

"Come on! We just need to get them plumped up a little! Even just some nice C cups!" Audrey cooed.

Lacy shifted uncomfortably in her seat. She knew this was her last chance to make herself bigger before the semester ended. Audrey had spent so many extra credit sessions with her to help maintain a passing grade, but it just hadn't been enough. She had to get it this time.

Audrey clapped, "All right! Now do as I do; concentrate..." Audrey closed her eyes, looking serene, "And picture your chest growing, inch after inch being added to your bust... And just...let them grow..."

Lacy watched as her teacher's breasts billowed out slowly, any wrinkles across the front of her shirt becoming smooth. Her tits swelled out, becoming like her head as the buttons pulled tight, tiny gaps opening between them. Audrey released a sigh, letting her growth stop.

"There, nothing to it!" Audrey claimed, "Now you." Audrey narrowed her eyes at Lacy, expecting results.

"O-Ok... I'll try..."

Lacy closed her eyes, trying to calm herself. In her mind she pictured her own, tiny boobs, so carefully cradled in her beige bra. *Ok, now grow... grow...*, Lacy demanded, imagining her bust overflowing her cups. She couldn't feel anything happening under her shirt, and focused harder, trying to start from her nipples and work back. *Bigger...*

"Ok, Lace, that's enough." Audrey said bluntly.

Lacy opened her eyes, looking down. Her chest remained the same, small B cups. "I-I'm sorry..." she tried to say. Lacy felt like she was on the verge of crying. Her GPA was riding on this class.

Audrey sighed. "Honestly I'm about finished here, Lace. It's such a simple thing. If you can't do it, I can't help you."

Lacy could feel her eyes getting hot and wet. *It's NOT a simple thing!*

Audrey continued. "It's one of the easiest things in the world! Every woman can make her chest swell out into a nice, bouncing pair of *tits*! Even Hannah has managed to give herself a nice pair of *Ds*!"

Lacy was beginning to feel a bit mad now. It wasn't her fault she couldn't make any growth happen. And her teacher's constant berating and put downs weren't helping.

“I’m afraid I have no other choice but to fail you, Lacy. I’m sorry, but As get you an F.”

“No!” Lacy yelled, “I can do it!” She wanted to stand now, feeling furious.

Audrey laughed. “Oh come on, you’ve had all semester! I’ll tell you what,” Audrey said, standing directly in front of Lacy’s desk. She leaned forward, letting her collar fall open to reveal the incredible cleavage nestled under the thin cotton. “If you can give yourself a nice rack like *these*,” she groped her boobs, squeezing her fingers and letting them sink into her supple flesh, “Then I’ll pass you!”

“I can do it! I-I can!” Lacy cried, closing her eyes and putting all her mental strength into her focus.

“Ha! All you girls wish you could be as *big* and *round* as me! But that’s why I’m the teacher, because *I’m* the biggest.”

Lacy was mad now. In her mind she saw not only her chest growing larger, but also Audrey’s shrinking in turn, all of her incredible size making her own boobs swell.

“Just learn when to quit; some girls aren’t meant to have such supple....swollen....”

Audrey’s voice trailed off. Lacy’s shirt had shifted, something stirring under it’s buttons. Lacy had felt it too, and it fueled her. She willed harder, urging her growth. It was working; she could feel her bra pushing outwards! The cups moved and stretched awkwardly as her tiny mounds turned into hills, her blouse quickly running out of room when she surpassed C cups.

Lacy opened her eyes, looking down. “I-I did it!” she exclaimed, grasping her mammaries. The filled her hands completely, the filled shirt making squeezing them difficult.

Audrey seemed taken aback, but quickly recovered. “Well, they’re only C cups. Nowhere near as large as mi--”

She stopped talking again, noticing Lacy’s determined look. Her chest was growing again, her own buttons opening up small gaps. Audrey’s gaze slowly drifted down as she felt her own shirt becoming loose, her bra seeming to push her chest back into her.

“S-Stop it! Stop it!” Audrey yelled, “What are you doing?!” Her hands flew to her chest, but hovered just in front of them, scared to touch her disappearing curves.

Lacy laughed, feeling confidence flowing into her. “I’m doing what you said, *Teacher*.” She focused harder, and Audrey’s breasts shrunk faster, their own diminished size pumping into Lacy. Her chest quickly grew, bloating outwards. Cleavage was forced upwards through her collar, her shirt and bra quickly forced to the limit. Lacy’s tits, now like volleyballs, were forced into flat oval shapes and they began swelling into her sleeve holes. A button blew off her front, striking Audrey.

It did little to tear her away from watching her own chest shrink. “N-No! Give them *back!*” she wailed, seeing her shirt go totally flat, her bra limp around her rib cage.

Lacy laughed in joy. “Now you’re even flatter than I was! How do you like it?!” she roared, standing tall, “And I think now I’m even bigger than you were!”

Audrey watched in horror as Lacy’s boobs billowed out. Her top was straining at every seam, and it had come untucked from her skirt. Her shifting shirt had pulling the skirt’s

waistband up with it, and a generous portion of Lacy's upper thighs and butt were exposed. Lacy felt sexy and invigorated, and the sudden sound of her bra snapping made her quiver.

"Mmmm, bigger, bigger!" Lacy commanded. Two flattened basketballs were smashed under her shirt, nipples like thumbs visible through the white fabric. "How is this, Teacher?" Lacy grinned. She arched her back, bringing the shirt past any limits. Audrey was pelted with an onslaught of buttons, and gazed in terror at the massive jugs that hug off Lacy. They were each as wide as her own waist, and hung to her navel, beautifully round and self-supporting.

"N-No... No! You can't do this!" Audrey sobbed collapsing onto the ground and tearing her shirt open, as if to try and find her breasts.

Lacy sat back into her desk heavily, grinning from ear to ear. Her chest smashed softly on the top, filling it in entirety. She looked at them, proud of her growth. Finally, the tits she had always wanted! Her grin faltered a little when she saw their curves seem to rise higher. The desk groaned, the weight it bore increasing.

"W-Wait..." Lacy stammered, "Wait!" She was still growing, growing much too large. She was helpless to stop it, only able to watch as her boobs continued to bulge and overflow the desk. They became monstrous, breaking her desk and toppling those around her. "Stop growing!!!" she screamed, becoming buried.

Lacy woke up suddenly, feeling dazed and sweaty. She was breathing heavy, and was a bit light headed, her head cocked to the side towards Hannah. There was a kink in her neck. Lacy blinked a little, her vision adjusting to the direct sun shining on her. *Just a dream...*, she consoled herself, *it was just a dream... Good; Audrey would make a terrible teacher...*

Feeling a little better already, she focused on Hannah, but couldn't see her behind the mountains. "Hmm..." Lacy hummed. She didn't remember those being there before.

She blinked a few more times, her vision nearly full. The sleep was leaving her mind faster by the second as Lacy quickly became aware of many things around her. The sun was directly over them, the shade from the umbrella moved somewhere else. There was a great pressure on her chest, like a small child was sitting on it. And those weren't mountains.

They were two mounds of flesh, each sitting beside the other. They looked like two flesh colored beach ball hemispheres, topped with nipples that looked as big as a toddler's fist. And Hannah was underneath them, her breathing labored and her bikini top limp and torn by her side. Lacy quickly made a motion to wake her, but found movement incredibly difficult. She turned her head straight, a soft whimper escaping her lips when she saw her own mountains.

The first thing she noticed was the dark line of cleavage rocketing towards the sky from her torso. Two bulbous tits had expanded under her swimsuit. They wobbled on top of her, easily larger than her head. Her suit had torn down the middle clear to her navel, and there was flesh bulging out at every possible turn. Her shoulder straps were indenting into her breasts, and she could feel their sides rubbing against her biceps, even their underboob brushing against her tummy. Their tops were still somewhat contained by the torn suit, but the two inner halves of her areolas were exposed, like two pink saucers she had slid under each part of her one-piece. Two

puffy bumps the size of strawberries were tenting out the spandex, and she knew immediately that they were her nipples. Her suit shifted a bit, and Lacy realized with a start that she was still growing. Slowly, but surely. Like there was an energy flowing into her.

“H-H-Hannah...” Lacy stammered, her hand trying to find her friend, her eyes never leaving her chest. “Hannah!!” she cried. She noticed a few people walking by, many pointing, even more taking pictures.

“Mmm, what...?” Hannah grumbled. “MMngh, get off me...” she said, trying to move under her breast weight.

“Hannah wake up!! Something’s wrong!!”

Hannah’s eye’s opened, and for a moment she seemed confused about where she was. But the sleep left her much more quickly than it did Lacy. Her eyes quickly shot to her chest, her hands flying to their curves, clawing at them confusedly. “W-What?!?! What happened to my boobs?!” she cried out.

“I don’t know!” Lacy said, trying to get up.

Hannah looked at her, her face going pale. “L-Lacy... *Shit you’re big!*”

“Thanks for the news flash! Now help me up! We’re still growing!”

Hannah’s eyes widened as she took a moment to watch, quickly realizing that Lacy was right. She started to get up, wrapping her arms around her bust and rolling into a crossed leg position, her legs filled with tit.

“Help!” Lacy cried, unable to lift herself. Her suit tore more, and she could feel the very top of her crotch exposed to the air. Her suit was about to tear down the middle if she got any bigger.

Hannah grabbed her outstretched arm, pulling her forward. Lacy joined her with a grunt and sat down. “I feel so hot...” Lacy noticed, “I need the shade...”

Hannah only nodded, sweat dripping from her face. Together they got on their hands and knees, dragging their overgrown mammaries to the shade. They sat down heavily, leaning against each other and breathing like they had just finished a race.

“I think...it stopped...” Hannah gasped.

“I think so...”

“Lacy.... What... What happened to us...??”

“I don’t know. I don’t remember anything! I...I feel like--” Lacy’s eyes fell onto their bottle of tanning lotion. *Soak up the rays!*, she read from its label. It was crazy, but just crazy enough to match their titanic tits.

“It’s the tanning lotion!” Lacy yelled.

“*What??*” Hannah asked, confused.

“I-I don’t know how... But it says ‘Soak up the rays’! A-And it stopped when we got back in the shade, didn’t it?? It’s the only thing we both used!”

“That...That’s crazy...!”

“Do you have a better explanation?!”

“No!”

“Then it’s the lotion!” Lacy yelled.

The two sat panting for a moment, taking in their new size. Hannah started laughing a bit.

“What’s so funny...?” Lacy asked.

“I...I think you’re bigger than I am!”

Lacy’s eyes widened when she compared their sizes. It was true, her chest was bigger. Not by much, considering they both looked like they were hugging beach balls, but enough to notice. “I was in the sun longer...” she deduced.

“Fucking lotion...” Hannah said.

“T-These feel real, Hannah...” Lacy said, squeezing them, slightly scared. Her skin was tight, and blue veins rushed over her surface. But they were remarkably pliable.

“What do you mean?”

“I-I mean...I don’t think they’re going anywhere...”

They both gulped, thoughts of their new lives flashing before their eyes. Hannah grabbed her towel, draping it over her from to cover her nipples. “Shit...” she said.

“Could this get any wor--” Lacy started to say, immediately regretting it.

“Lace?? Hannah??” A shrill voice yelled.

They both turned to look, seeing a familiar busty blonde running over to them. Her pink bikini looked to be holding her by only a bit. They both groaned.

“It is! Oh my *God!*” Audrey shrieked with excitement nearing them. There was no time to do anything. “How are you? Lace, I just knew we would run into each other agai--”

Audrey stopped dead in her tracks when she got close enough to see the pile of flesh filling Lacy and Hannah’s laps. Her mouth hung open, her face blushing as her eyes explored Lacy’s curves and cleavage. Lacy squeaked, one of her nipples popping free, and Audrey’s face seemed to twitch.

“Hey, Audrey...” Lacy said, “Have fun with your friends?”

“*What the hell is going on?!*” Audrey yelled, “*What are those?!*”

Hannah jumped in. “These are our tits, Audrey! I know, I know, they’re pretty big, huh?”

Lacy seemed to catch on to her friend’s game. “Probably the biggest on the beach!” She covered her mouth, “Oh! No offense...” Hannah had to cough to hide a laugh.

Audrey stepped back, wrapping her arms around her own bust. “You’re lying. I just saw you! Lacy you were *flat!*”

“Well I guess we’ve both done some growing recently, haven’t we?” Lacy responded with the kindest smile she could.

Audrey looked like she was about to burst a vein. But suddenly she seemed to calm down. “Wow...”

“What?” Hannah asked.

“It’s just so funny... I never thought I would ever make someone so envious that they were go out and get implants!” Audrey concluded.

Lacy's mouth fell open. "Excuse me?"

"Well it's the only explanation! There's no way you had the surgery today. Tell me! Did you get into some kind of study for experimental inflatable implants? Because if so, I gotta say, you guys are trying *way* too hard!"

Lacy felt her blood boil. Audrey was so determined to see her chest as the best that she was willing to see past the bust in front of her. "These are real, Audrey."

"Sure they are! Real *fake*! I'm sorry, I never realized how envious I must have made you with my own tits... I drove you to do this to yourselves! And still you'll never get to know what a *real* pair of home-grown tits feels like." Audrey gave her chest a squeeze.

Lacy tried to stand up, tired of Audrey. "Listen! I-"

"No, no, don't get up on my account..." Audrey interrupted, "I wouldn't want you to fall and burst those implants. But hey, at least your tans look good! I'll give you that!" Audrey smiled, turning to walk away.

That was when Lacy had an idea. She sat back down, trying to hide the devious part of her smile. "You're right, Audrey... We wanted to have boobs like yours too much..."

Audrey stopped, looking back. "Oh that's all right! You were just doing what you thought was best."

"Here! You can have this if you want!" Lacy said, grabbing the lotion and holding it out, "I don't think we'll be able to come back to the beach anymore with these things..." Lacy pretended to look sad. "And it will make you look so amazing when you go to your tanning salon!" *Take it you self-centered moron.* Hannah remained quite behind her.

"Ooooooh you're so *sweet*!" Audrey said. She quickly took the lotion, "I'll see you guys around! Give me a call if you want me to send a flatbed over to take you two home!" Audrey left then, content that she had gotten the final word.

Hannah leaned in, "Hey, are you sure that was such a good idea??"

Lacy grinned. "Definitely. Audrey thinks having no tits at all is the worst thing possible. But I'll bet she has never considered having too much!" Lacy laughed aloud, squeezing the tops of her tits. "Can you imagine? We were only under the sun for an hour or so. But those tanning beds? That's really going to take it up a notch!" Lacy giggled fiendishly, "Ooooooh I wish I could be there to see it!!"

"Welcome back, Audrey!" the receptionist greeted, "Here for your 3 o'clock?"

"Mhm!" Audrey hummed, hardly looking up from her phone.

"Wonderful. Down the hall and to the left. We have your room all ready to go."

"Thanks!" Audrey said absentmindedly. She made her way to the room, familiar with the building layout well. Closing the door to her private room behind her, she threw her things on the

chair and began to undress, putting her hair into a ponytail before pulling her shirt over her head and slipping her mid-thigh skirt down her legs.

Audrey looked in the mirror for a moment, running her body through an inspection. She hadn't worn panties; she often didn't when she wore skirts. It made her feel naughty, and it gave some guys a nice treat throughout the day. She was happy to oblige. On top, her breasts were cradled in a large black push-up bra, shoving the tops of her breasts more than halfway up to her collarbones. She smiled, welling with pride at the view of her own figure.

Unclipping her bra, she threw it over the chair with her other articles of clothing and grabbed her phone, snapping a quite naked selfie of herself, texting it to her boyfriend.

Say goodbye to these tan lines! ;), she said with it, adding, *You can inspect my tan later tonight, make sure it's even ;)*

Satisfied, Audrey sent her message, throwing the phone into her bag. She caught a glimpse of the tanning lotion Lacy had given her, and stopped for a minute. "Their tans did look pretty good..." she told herself, "But those fake tits!" She laughed, grabbing the lotion, taking a few minutes to rub her bare body down until she was slick and shiny.

She shivered, goosebumps pickling over her skin and her ample nipples standing on end. "That's like...really chilly!" She shivered again, making her way to the tanning bed. Opening the lid, she set the timer and power to medium and saw the lights come on, quickly climbing in to not waste any time.

Lying back, Audrey began to relax, closing her eyes from the light. It always felt strange at first, like a futuristic coffin. This time especially; it felt like her body was tingling, like small electric shocks were running through the bed and up her spine. Her breasts especially felt odd. She reached up to pinch her nipples a bit, their firmness a bit uncomfortable. They seemed to get stiffer, becoming puffy, and Audrey giggled at the feelings of playing with herself.

"Down, girls, down!" she whispered. Her arms returned to her side as she tried again to relax. Her entire chest felt tight, like she was nervous. But it was more concentrated, as if she had butterflies just under the surface of her skin. Adjusting herself again, she saw them wobble back and forth on her torso, looking bigger than before. They seemed taller, and bigger around. Their outside edges were folding over, overflowing onto her arms as gravity pulled them to either side.

"What did I do to earn another cup size?" Audrey cooed, shaking her chest again with a giggle. She yawned, feeling her eyes get heavy very quickly.

Audrey let her eyes close, enjoying the soft hum of the lights and the gentle warmth. Another few minutes and she would be out. Her mind began to drift, Audrey becoming more lucid as she felt drowsiness overtaking her.

She started having visions of her boyfriend, massaging her chest in bed. His hands pressed firmly into her mounds, moving in small rotations and squeezing with his fingers. Each time it felt like he was pressing a bit harder, then harder still. Audrey began to feel uncomfortable from the pressure he was exerting.

"O-Oh! Careful..." she sighed, "They're big, but their delicate..."

“They’re soft too...” her boyfriend responded, pressing harder still.

Audrey grunted as he forced a bit of air out of her lungs. It felt like an increasing weight was on her chest, pushing more and more, making breathing harder and harder. Audrey started gasping, not able to draw in fully.

Finally she coughed for air, waking herself up. The site in front of her startled her, like she had just opened her eyes to a face staring at her.

“Oh shit!” she cried out, staring at a wall of jiggling flesh less than an inch from her nose. “My boobs! My breasts!!”

Audrey couldn’t see past her chest. Before her tummy, legs and feet were visible either on the sides or between her cleavage. But now any view below was blocked by her mammaries. They rose above her head, her nipples swollen and pressing hard into the top of the bed. She gasped, feeling them press back into her, their size increasing quickly.

“Oh my *God!* What the hell is happening to meeee?!” she cried out, “I have basketballs for tits!”

The tanning bed hummed, her growth seeming to speed up as more surface area was exposed. They rose and swelled in each direction, bloating out like warm airbags. They pinned her arms down, her cleavage heaving towards her face. She laid her head back to prevent her face from being covered, but it didn’t help much.

“M-My cleavage is touching my chin!” Audrey cried, feeling her skin rubbing against her neck. It was slowly creeping up, touching her cheeks.

The lid of the bed groaned as she pressed into it harder. Audrey began trying to arch her back, trying to get any leverage she could. But it was useless. Her chest had grown so large so fast that it had pinned her down. Her hands flailed and clawed at the glass under her butt.

“Someone *heeeelp!*” she yelled. Only the creaking of the lid responded. “Somebody!! *I’m blowing up like a tit balloon!!!*”

She started hyperventilating, realizing how incredible the situation was. She squeaked in fear, feeling her breasts swell downwards and press into her belly, their tops more creeping over her eyes.

“*HEEEEEELP MEEEE!!*” she screamed before her cleavage covered her mouth, completely muffling her cries. The bed was moaning like an old ship all around her, metal beginning to bend and plastic cracking in spots.

She heard the door open. “Did you yell someth---What is this?! Somebody come help me!” a worker exclaimed.

Audrey’s eyes brightened, seeing hope. “Mmmph!! MMMMMPPPHHFF!!” she mumbled under her breasts.

She heard two people run over to the bed. “What’s happening?? Is the bed broken?!” one said, “Ma’am, are you ok? What is that?” The other asked, pointing at the side.

“I don’t know! It looks like an airbag went off inside of it! It’s like there’s a balloon pushing out...” She poked at Audrey’s left breasts, pushing and overflowing out of the small opening where the top and bottom met.

“*MMMPHHH!!!*” Audrey cried out. She could feel veins throbbing against her face, her skin getting only tighter. It didn’t have much stretch left to give.

“That feels like skin! You didn’t let an overweight person use this, did you?”

“I didn’t!”

Audrey began thrashing her legs, her tits now engorged to the point that they were forced to be oblong, rubbing against her naked crotch and onto her thighs. Her nipples felt like fists, mashed into the glass above her head.

“Get the lid open!”

“I can’t!! Whatever is in there has the hinges bound!”

Audrey could feel the bed tightening around her, her tits larger than her own body and compressed into awkward shapes. She was totally pinned, unable to move anything at this point. She felt them swell over the top of her head, panic setting in.

“Something is coming out of the top!” a worker yelled. “It...It kind of looks like a pair of *tits!*”

Great metal groans filled the room, more of the glass and plastic cracking around her. Audrey felt like her body was at its limit of whatever was happening to her. Although her vision was covered, her chest seemed to emit a very soft glow. *Ooooh, my skin!! I feel like I’m going to explode!*, Audrey wailed internally, *My boobs are too big!! This bed needs to break before I do!!!*

“Do something!!”

“Like what? Hit the unlock button? There is none! There’s too much pressure inside there!”

“Well then what are we goin--”

GRRRRREEEEEEAAAAAAA

A shrill screeching sound filled the room as Audrey felt her tits tremble all around her.

“*MMMMPPHHHHFFF!!!!*” she tried to scream, fearing the worst.

The legs of the bed collapsed, and Audrey’s vision was suddenly blinded by a bright light as the lid burst open, flinging against the wall, opening a hole in the drywall from the force of Audrey’s udders pressing on it. Her breasts quickly came back to their natural shapes, rounding out from the sheer tightness and overflowing the tanning bed. They fell off the edge, pulling Audrey over in the process, landing on the cold floor with a heavy *BWOOMPH*.

“Shit!” the workers both said, stepping back quickly away from the fleshy avalanche.

Audrey fell on top of her tits, stunned and panting, gasping for air. Her knees rested on the ground, her arms draped over her chest. Slowly she lifted her head, her face covered in sweat. She gasped at what she saw, unable to comprehend it.

“M-M-My...My boobs...!!” she cried out, “I’m a fucking *blimp!!!*”

Her tits rested under her, each larger than an exercise ball. Their large rounded forms flattened slightly from their weight, but only as far as her overstretched skin would allow. Her nipples peeked out from below, smashed into the floor like two soda cans. Audrey could only lay naked on top of them, digging her fingers into their soft depths in disbelief.

Two male workers looked on, amazed at this blonde girl that had just broken their machine, lying naked on boobs three times larger than a car tire.

“Hey... you ever seen anything like this...?” he asked.

“No... I can't believe the lengths some girls will go to nowadays, though. I'll never understand the want for big, fake boobs like those...”

Audrey shot them both a look as she started to cry, her most prized possessions overblown, “Shut up!! They're not *faaake*!!”