What the fuck kind of freakshow was this?! Gretchen stood in the halls of Saint Puella, hands lax at her sides, rage so intense it froze her to that spot while students of varying absurdities strolled by, as if she was a nobody. Her! A nobody!

The worst part was how no one, not even the few other normal girls, noticed a damn thing. Some bitch walked around with just a shirt on because she had a fucking torso extending from where her ass should’ve been, so her dick hung low and flopped about like a grotesque hose. Another girl, this one not even a futa, had tits larger than beanbags. Then there was *them*. Her old ‘friends’ that turned traitor once they grew dicks and realised freaks belonged together.

Mary, Ashley, Dakota, and Zoey. She never considered Rachel an ally, since the redhead had made her disdain for Gretchen clear long before *she* came into the picture. Some people didn’t realise that speaking of the devil was incorrect, as it would appear if one so much as thought of it. And there she was, sauntering up the stairs like a stripper with the grace of a ballerina.

Carmen had changed drastically since Gretchen had lost control of her. What were once enormous tits had expanded into outrageous sizes, nipples jutting out like beams through a shirt that might’ve once been considered oversized, yet now it might as well have been a bra. Not that anyone’s gaze lingered there when she crested the stairs and her crotch came into view. How she never got arrested for indecent exposure was anyone’s guess. Her freakishly huge cocks and balls stretched those shorts out like they were painted on.

As the towering futa approached, Gretchen finally unfroze and hurried away. The last thing she needed was to get in Carmen’s sights and be turned into one of them. Above the clicking of her heels, she heard people muttering as she passed, talking about how small she was. SMALL? Before all that magical bullshit happened, no one was a match for her. How could they be when she had several grands worth of saline perfecting her tits and ass?

“Look at her, walking like she’s some big shot,” a pair snickered. Gretchen whirled on them, death glare at the ready and a biting remark on her tongue, yet both dissipated when she took them in. Both were futanari and, though their clothes were meant to be conservative, they showed even more skin than her. The cloth hooked under their nipples, biting in and squeezing the bottoms of their areolae out from under their shirts like pink muffins.

Big deal. She still had an ass worth dying for. Then she looked down and paled. Though overshadowed by their pussy-breaking dicks, both freaks had hips and asses designed for one purpose; breeding. Gretchen had only seen a couple guys shun her in favour of someone with broader hips, though such people usually didn’t have much in the way of tits. But these two, even with their cocks, could steal anyone Gretchen set her sights on.

Was that her place now? Above average yet leagues below these abominations of nature?

“Shut up,” Gretchen snapped feebly and marched on her way.

Those were her days. Each morning, she’d turn up and see more people changed, acting normal, completely unconcerned. Even those with cocks longer than their legs just walked along like it was always that way. To them it was. Gretchen was the only one that noticed, or rather, she was the only non-freak that knew.

After a while, she took to sitting with a pair of girls that ignored her existence at lunch. At least they weren’t hideously oversized like some of the others.

“You coming?”

“Carmen’s there today, right?”

“Of course!”

“Then fuck yeah, let’s go.”

Gretchen squinted at their enthusiasm. Everyone knew the rumour of what happened at lunch in the second-floor restroom, that no fewer than a dozen students were fucking one another in mindless debauchery. Usually, it was only futanari. She’d hoped that normal people had some sense not to associate with them, and yet the two girls abandoned their meals and hurried off. Gretchen lingered for a moment, then followed. Watching a zoo of freaks go at it was better than sitting in silence.

She cracked open the door just enough to peer in. She’d thought herself prepared for what she’d witness, yet nothing readied her for the condensed stench of cum as it blasted her in the face, so dense and potent her eyes watered. Through bleary vision, she caught the two girls she sat with on sat astride someone’s chest. Gretchen cleared her eyes and nearly fell. They weren’t simply grinding their pussies on their boobs, but were instead riding a pair of nipples bigger than any guy’s dick Gretchen had fucked. She looked away only to spot Carmen at the centre of several others.

At a glance, she almost didn’t recognise her. Instead, Gretchen believed she was looking at a goddess, as what else would be worshipped so furiously by no less than six other, similarly endowed people. One was pressed against a wall, feet hovering above the floor, and tits shaking wildly as Carmen pounded her. Three others knelt at her front and back, licking her many balls, eating out her cunt and, seemingly, trying to get swallowed up in her ass. A fifth person nursed from her tits, which sprayed enough milk for it to splash out from their lips.

A sixth was doing nothing more than making out with Carmen, yet she looked on the verge of cumming. As Gretchen watched, another came up, said something to the statuesque futa, who changed position so her cock-sleeve’s face was available. They were soon spit-roasted with their torso dominated by the bulge of dicks too big for reality.

Elsewhere, she spotted a diminutive Rachel with curves no human could possibly have. Gretchen glanced back to Carmen, who had shifted again, this time riding a pair of futanari cocks only slightly smaller than her own. Looking away, she caught sight of Dakota, Ashley and Mary with a bunch of others entangled in what looked like living ropes. A moment later and she realised they were coming from the blonde’s crotch, extending all around and into the others.

Without fail, however, her gaze returned to Carmen. The futa was focused solely on her partners, rutting them like a beast in heat, and yet she moved so fluidly despite the constant SLAP and CLAP of flesh on flesh. The others were drenched in sweat, some of it flung off onto Carmen, yet none of it came from her. Was she even trying to make her cocksleeve cum time and again?

Gretchen snuck a hand down into her mini skirt. The garment that once pushed Saint Puella’s dress code was nothing against the debauchery before her. Even before she touched her pussy, she knew it was soaked. Her lack of panties let the sweltering desire drip along her thighs, its clammy heat enveloping her hand in seconds. A moan slipped out just from making contact with her folds.

“Gretchen?”

Her name was all it took to snap her out of it. She didn’t acknowledge whoever spoke her name, only hurried along, silently cursing her lack of clothing as her juices trailed down her leg. Something had to be wrong for her to get that horny over a bunch of freaks going at it. A mental illness that Carmen caused. That was the only possible reason she’d even care that she was fucking other people.

All she had to do was avoid them and survive the next year. Then she’d suck off some dean and get into a nice college with hot frat guys, where she could sleep her way up the hierarchy, proving once and for all that she didn’t Carmen. Fuck! She always invaded her thoughts.

Not just her mind, but her vision. No matter how she tried, day after day, she’d come across Carmen and things would get strange, like her body betrayed every ingrained instinct to despise her social lesser, instead it got aroused by her. She started wearing panties just to keep her juices contained. Compounding this slight against her, was the fact she couldn’t find many guys willing to sleep with her. Since when did they have such exalted standards?

Used to be that she would flash her tits and they’d be little more than a dildo for her. Now they looked at her like she was barely there. All the bars she hit up, expecting easy lays, turned her down. She couldn’t figure out why, until she heard them talking about the ‘glorious gloryhole’. Gretchen barged into the men’s room and body slammed every door until she sound the one responsible; it was some no name from school. Or they should’ve been a no name in Gretchen’s mind, yet their tits were, for lack of a better term, fucking amaze-balls. The gloryhole wasn’t even that, with a cut out for most of her torso.

There was no competing against that. Gretchen left the freakishly perfect breasted girl to continue sucking the dicks that rightfully should’ve been hers. So be it. There were plenty of other bars around. Yet, as a week passed, she was left in a corner trying to make some creepy old bastard horny for her, while the people she actually wanted fawned over a filthy slut with tits bigger than yoga balls. They were female, lacking a bulge, though Gretchen knew they had to be Carmen’s doing. No one should have boobs that size.

Except maybe her. Seeing how all the other boys lusted after the unfathomably huge tits, Gretchen concluded that drastic measures were to be taken if she was to get laid. Back alley doctors would do anything for money, even give an eighteen-year-old girl blimp tits. The only issue she faced was her lack of funds, and the fact all the doctors were jaded assholes that didn’t bat an eye at her offer to pay with sex. She couldn’t work as a whore, even she had standards.

Going to school was a nightmare. Every morning, she woke and dressed in a malaise of despair, knowing she’d go in, surrounded by girls of hideous proportions that were all somehow many times hotter than her. Masturbating didn’t relieve her pent up desires either, leaving her almost perpetually wet, dripping at the merest thought of Carmen. Like there! Just a blip and she was forced to wipe at her leg.

Then she realised the only real path left to her. One that satisfied all her needs. She just had to get Carmen in trouble. If the book was confiscated, then she could easily get it back - having long since memorised the combination for the safe her mother kept such items in - and with it, she’d set everything back to how it should be, with her at the pinnacle. All she needed was proof of Carmen’s actions.

The usual orgy wouldn’t work. Too many others around and she doubted her action would go unnoticed when people kept coming and going from it. She needed Carmen alone with someone. If she got footage her transforming them all the better. Her mother would flip when it became apparent that the model student was, in fact, the biggest freak around. Even she’d take action then.

So Gretchen waited. Impatience plagued her the entire time, like waiting on an easy mark to hurry and notice her signals, but she was rewarded eventually. It took a week, but she stalked Carmen down the halls and witnessed her talk with a small girl that she didn’t recognise. A total lesbian based on her clothes, Gretchen thought with a sneer at the stranger’s denim jacket, numerous facial piercings and an undercut hairstyle dyed a hideously bright pink. To nail it all home, she was practically drooling all over Carmen.

They talked for a tedious amount of time before finally walking off somewhere. She crept after them, fuming over the fact, lingering far enough that neither would assume anything even as they left the main building. The two went around back, away from all prying eyes, except Gretchen’s, whose phone quickly came out to record the whole encounter. No doubt was in her mind that this would end anyway but with that girl changed and probably fucked.

Very little wind dampened their voices.

“You really think this fixes things?” Carmen asked.

“I was wrong, okay? No one else gets me the way you did.”

“Lily… you…” A great sigh left Carmen’s chest, sending faint wobbles through their enormities, “Things are different now. You just aren’t enough for me.”

“Not enough?!” Lily balked at the towering futa, whose height put those huge, ugly dicks directly in her face, were it not for the jeans that were supposed to be high-waisted. The things barely reached above Carmen’s hips, making it obvious she wore not one thread of underwear. Same for her bust. Even Gretchen wouldn’t be so bold if she was that big.

“I mean, look at you. Compare yourself to Rachel. Do you seriously think it’s even a contest?”

Gretchen wasn’t sure she could’ve said it much better. This ‘Lily’ was genuinely nothing next to anyone else. Beside her piercings and questionable fashion sense, she had no curves to speak of. After looking at the company Carmen kept, tits and ass were prerequisites just to breathe the same air as her. In fact, looking at Lily, she almost doubted that she was in high school.

“Well…” Lily lowered her head, pout on her lips.

Hurry up, Gretchen thought and rolled her eyes.

“Although,” Carmen mused and imposed her full enormity over the barely five-foot girl. Just her bulges looked bigger than Lily’s entire body. Maybe they were, “I wouldn’t mind some variety.”

Lily’s face shone with hope, only for her to reign it in, “Yeah?! Cool. Cool. So, uh, should we go on a date or something?”

“A date?” Carmen chuckled, a rich, dark sound that reverberated through Gretchen, “Maybe. Let me just do something first.”

There it is! The Futa Note was pulled from Carmen’s bag, a telltale quiver ran through Gretchen at the sight, recalling all the power she had over that bitch. If all went well, it’d be back in her grasp before long. All those orgies would be focused on her then. But with men, she quickly added. No way would she sleep with that many freaks. Carmen was an exception, because… she didn’t have a reason that didn’t make her gag. She pushed those thoughts aside and refocused on getting her evidence.

Which she got in droves.

Not even a minute after Carmen put the notebook away and the girl was gasping for air. Gretchen expected something insane, a second head, six more breasts, a cock bigger than a train, yet she saw nothing of that nature. Whatever, she thought as the tiny punk was picked up, wrapped her legs around Carmen’s waist, and all but drowned in the futa’s lips. If this went the way Gretchen expected, then it’d be plenty for her to get that bitch in trouble.

Her thoughts slowed to a crawl when she picked up what they were saying.

“Feels like someone’s excited,” Carmen said.

“I’m not,” Lily panted, then squeaked as a hand snaked between their bodies to crush her crotch.

“Oh? Then what’s this little thing poking me in the belly?”

“It’s nothing.”

Carmen squeezed harder to a sharp gasp, Lily burying her head in the futa’s cleavage and unconsciously humping against her, “Doesn’t feel like nothing. But it might as well be. You really can’t measure up, can you?”

“No, it’s… it’s tiny,” Lily said and looked down, only for Carmen to tilt her up.

“Then I’ll change that,” she set the much smaller girl down, then snapped her fingers, “Strip.”

Gretchen bit her lip, putting herself in that same position. Lauding all that power, of course, not meekly pulling her clothes off as Carmen watched her like a hawk. Bit by bit, Lily revealed what had become of her body, though the only obvious change was the adorable cock and balls jutting from her lithe crotch. To Gretchen’s prolonged shock, Carmen was the one to kneel down. Even then, she was still basically eye-level to the new futa.

“Don’t look,” Lily said and tried covering up, only to have her hands pushed aside. They stayed in place even as Carmen caressed the little pecker with a finger.

“How cute,” Carmen’s voice was low, sultry, taunting the puny futa, “Looks about right on your body,” Lily groaned, back rigid as the much larger hands continued teasing her dick. Carmen leaned in closer, “How about a taste?” It looked as if the futa’s eyes would explode as she watched a comparative goddess sink down to suck on no more than a couple inches of cock. Those plush lips barely stretched around its girth.

Despite a lack of length, Carmen still treated it like a real dick. She bobbed up and down, lips squishing into Lily’s groin and leaving it a sloppy mess, while slurping on it like a stubborn milkshake. Impressively, the futa didn’t cum right away. Even Gretchen doubted she’d last that long. If she had a dick that is. There was no denying how well Carmen was doing, or how soft those lips looked, or the fact her hands weren’t idle as they sank deep into Lily’s petite ass. It’d be nice to get treated that way.

After a few minutes, Carmen released it with a wet pop, though she immediately went back to stroking it. The way the skin glistened in the light made it seem marginally bigger.

“Small, but delicious. Easy to gobble up too,” Carmen said and kissed the side, her lips all but enveloping it.

“Please, it’s embarrassing,” Lily said, gulping.

“Of course it is,” Carmen cooed and changed her grip to just her finger and thumb, “It’s such a tiny dick. You don’t even need to look hard for one several times bigger. It doesn’t even register against any of mine. Hell, my nipples are bigger than it.”

To prove it, Carmen tore her own shirt off and unleashed her gravity defiant tits. Not round like Gretchen’s, they hung just enough to deny obvious surgery, yet no tits of that size should exist, much less stand on their own like that. And she was right. The nipples more than doubled Lily’s cock. Each.

Across their lengths, white beads formed and broke into streams. Gretchen licked her lips, throat suddenly dry, then shook herself and refocused on Lily, who was in much the same state. A mocking smirk lifted Carmen’s lips as she pushed her chest up and out, then pulled the much smaller futa’s head down. She didn’t even need a command to open wide for a nipple big enough to deepthroat.

As she drank, Carmen paid no less attention to her puny dick. Gretchen tried capturing both, but her attention always wavered, unsure where to focus. That decision was made for her when Lily’s cock changed. There was no denying it, the thing had grown, rather, it was growing before her very eyes. Before long, it became long for the ruddy tip to peek over Carmen’s fist. As she watched, it just kept going. Every second there was a faint, but perceptible jump in its size. Likewise, the balls bloated from tiny pebbles to marbles and beyond, working toward grapes.

“That’s a bit better, but you can’t stop now,” Carmen said, voice even richer with raw lust, “Your dick’s still tiny.”

Lily whimpered around the nipple she drank from. The other was left alone, milk streaming down its length and Carmen’s breast.

“Really, it’s still way too small for anything *useful*. I wouldn’t even feel it inside me.”

“Or me.”

Gretchen nearly dropped her phone. She hadn’t even noticed Rachel waddling onto the scene, her body even more ridiculous than she remembered. In fact, she looked much shorter than Lily, except she possessed enough curves for an entire city, with her tits sloping over her pregnant gut. Upon her arrival, Carmen beamed and waved her over, pulling her into a sloppy kiss that ended with a rope of spit between them. It broke and splashed onto Lily’s face.

“So, what’s the story here?” Rachel asked, to which Carmen leaned in and whispered to her, resulting in the redhead giggling, “Love it. Mind if I get my dicks wet?”

“Sure. She’ll do whatever we want,” Carmen said and pulled her nipple out, “After all, Lily, your dick is so tiny it should be subservient to a real cock. Like Rachel’s.” On cue, the shortstack was naked with her members sticking out like grotesque monoliths of raw vitality, each of them a match for Lily’s entire body in length. They were far thicker than the lithe futa.

Lily just looked at the enormities and nodded. She opened her mouth for a cock, yet no matter how she stretched it, even using her hands, it was nowhere near enough. That didn’t matter to Rachel, who placed both her massive fuck-sticks at the entrance and pushed. Gretchen didn’t know what she expected after seeing the orgies, but to witness it so close, in the open, and with someone that small, it was hard to believe Lily’s throat could stretch that much. Or that she was gagging for more.

The distraction only lasted a moment, before her attention returned to Lily’s cock. No mistake, it was growing. From the initial baby-dick, it had bloomed into something Gretchen would happily ride on, her appreciation of it only growing with the cock. That didn’t mean it was anything like the pair turning her upper body into a condom.

“Coming along nicely, but I think it’s time I have my fun too,” Carmen said and, with all the care of tossing a pillow, flipped Lily around so her penis hung down. She never let go of it, even while circling around and unleashing her own bestial shafts. Unthinking, Gretchen let out a small moan when they appeared, one that echoed in her pussy as she got a whiff of them. Fuck, they smelled so wrong. Like the cocks she knew, but on a scale that would make her gag if she was any closer.

Before her eyes, the trio of freakish dicks merged into a single, massive spire. It was covered in veins fatter than Lily’s arms, nodules and spines flared out beneath the wide, flat head, and pussy-ruining knot throbbed near the base. It stood in rebellion of all physics, so huge it extended beyond Rachel, let alone Lily. It required more than a little manoeuvring before she could even get the head in position.

“There’s no way,” Gretchen muttered under her breath, panting in anticipation of what she knew should’ve been impossible.

Yet Carmen didn’t adhere to any such restrictions. Reality bent to her whims it seemed as Lily, no more than five-feet tall, stretched around a cock twice her size and, most probably, lost any interest in a ‘normal’ cock. Carmen wasted no time in pushing deeper, until her unfathomable member took Lily’s body and manipulated it into nothing more than a sleeve. A sex toy for her to use at will as she slowly pumped the tiny futa.

Rachel was no better as she took Carmen’s lead and thrust her own hips. Like they’d rehearsed it, they found a rhythm together, ramping up in sync until Gretchen heard nothing but moans and the slapping of flesh. The redhead didn’t even need to hold Lily up on her end, her cocks doing that for her, instead putting her hands to work on pleasuring Carmen *through* their shared toy’s skin.Throughout it all, Carmen never released Lily’s cock, which had broken into huge, but realistic realms.

That quickly changed. Gretchen didn’t notice drool falling from her lips as her former slave and that bitch Rachel fucked Lily without a care, unaware she was filming them, consumed with the fact Lily was no longer puny. She raced through inches, surpassing a foot and nearing on the second, while her balls hung lower and lower. Before long, they were dragging on the ground as Carmen slammed her own pair into them. It couldn’t have been pleasant, yet Lily was moaning louder by the second.

Time passed but lacked any sway over them. Gretchen couldn’t help herself anymore, shoving a hand in her panties to finger her sopping cunt, but didn’t stop filming. This was perfect. She’d get Carmen and the Futa Note, then she’d have something to masturbate to later.

“I’m gonna cum,” Rachel moaned, hunching over Lily to smother her in boobs.

“Me too. Inflate her as much as you want, babe. She’ll love it no matter what.”

“Fuck yes. Choke on my cocks you dirty little whore. God, your dick’s so big for someone so small. You should be ashamed to be getting off from this.”

If Lily objected to such treatment, her sounds were buried in Rachel’s tits and cocks. Even so, her own penis made clear how much she loved every second of being used, as it leapt up, vomited a litre of cum, then went back to slapping against her chin and Rachel’s balls in time with Carmen’s thrusts. Despite the sheer weight of their balls, both futanari pounded their toy harder than any guy Gretchen knew of.

“It’s almost as big as mine,” Carmen grunted, still stroking the enormous slab of meat Lily now possessed, “What the fuck would you even do with this thing? Fuck someone? I doubt you could even walk, let alone thrust with it.”

“If she can, she won’t for much longer. Especially when we fill her up,” Rachel moaned.

“Make her so fucking huge.”

“Like a human blimp.”

“Just a cum balloon with arms and legs attached.”

“Fuck yes!” Rachel cried and tried her best to crush Lily’s face against her crotch, belly overshadowing that mop of pink hair.

Gretchen dropped her phone and bit deep into her hand. She was cumming! From this?! Holy fuck, that noise was insane, like a hose trying to push out a log of sludge. So loud even with the other sounds and Lily’s gut dampening it. And Carmen still needed to cum too, though Rachel was doing more than enough to deliver their promise as Lily’s gut expanded into a sphere bigger than the futa. It just kept swelling.

“Take it!” Carmen shouted and slammed home.

Some people’s face contorted into ugly expressions when they came. Not hers. She was smiling, eyes half-closed, those glowing red and pink irises gleaming ecstatically, nibbling her bottom lip while her balls rumbled like a controlled earthquake. Fuck, she looked stunning. Gretchen didn’t even have the wherewithal to chastise herself as she curled her fingers and quivered in time with the waves of semen that turned Lily from a simple balloon, into a genuine blimp. Lily’s dick just kept growing all the while.

What time was it? Gretchen wandered after finally collapsing on her rump. The two were still going at it, using that pink-haired slut without a care, not even batting an eye at the fact her cock was bigger than Carmen’s, with balls fat enough for them all to fit inside. She was on her side now, with her gut stretching several feet out.

“Phone. Where is… oh fuck,” Gretchen picked it up from where she’d dropped it. Her pussy ached, hand covered in juices, and one of her nipples was sore. What a fucking joke. She really was getting too horny for her own good. At least she had the footage.

Or not. Everything was static and now her camera was busted.

“Fuck!” Gretchen snapped, then realised her mistake and hurried away before either of the freaks discovered her. If Carmen caught wind of her plan, then that was it, she’d become just another hideous, deformed dick-girl. But what kind? Would Carmen make her too big to move too? Or give her something tiny and pitiful that everyone would mock her for?

“I’m gonna fucking get her. No matter what I have to do.”

In her furious afterglow, she didn’t bother thinking about where she was as she muttered those words. A fellow blonde overheard, one that had been waiting for a chance to make Gretchen suffer.