



SUMMARY: Two high school nerds and a jock team up to create a website featuring conquests of the jock, but when one of the high school girls turns out to have magic powers, the guys are changed into the type of women that they featured on their site.

LIABILITY COVERAGE

By Valerie Hope

Life was good for Brandon Tate. He'd never really been more to the world than a dumb jock, really, and after hurting his knee playing football his junior year in high school, he wasn't even a jock anymore. Which just left dumb. Dumb, but with a great body. Chiseled features and sandy blonde hair cropped short, piercing blue eyes and a quick, all-American smile, rock-hard abs and ass and well-defined pectorals. He got all the girls, always had and probably always would. He was sweet and good-natured, not at all like some of the pricks we'd met before. But, like I said, real real dumb. The fact that he was more than a few pixels shy of a JPEG and cut like a bronze god parlayed into something that Brandon Tate would never have imagined.

Loads and loads of cash.

James Faustino and I - Nicholas Cutler - were nerds. Big-time, tape-on-the-eyeglasses, pocket-protector-wearing, D&D-playing, Star-Trek-Convention attendees. Neither of us had even seen a woman up close, much less gotten to touch one. When Brandon hurt his knee, his scholarships - and his college prospects - dried up in a big hurry. Brandon's only hope was to start making the grades and hopefully get some financial help going to State. Brandon's dad - a used car dealer and full of platitudes - always taught him to go straight for the best. So Brandon hired the two highest GPAs at Harding High for his tutors. And that meant James and me.

Oh, it was cool at first, hanging out with the star halfback and praying that we fit in. But the other jocks - ones that weren't nearly as nice as Brandon - wouldn't even give us the time of day, unless it was to ridicule us or to use us as the butt of several humiliating - not to mention disgusting - practical jokes. Brandon tried to make peace, but his 'friends' would have none of it. He apologized profusely. He seemed genuinely regretful for their treatment of us. And miracle of miracles, we believed him.

But we still had to face facts. As much as we liked the guy, Brandon was just never going to make the grade high enough to get help to college. Which only left him one other option, and that was to make enough money to send himself. And fortunately, we had some ideas. Brandon had a ton of prospects on the horizon, romantically speaking. He was sweet, he was pretty well fixed up money-wise, had a great car and a body like a Michelangelo. We had access to my dead grandmother's house - a huge, furnished five-bedroom-five-bath post-Civil War mansion, complete with garage and carriage house - and the know-how and equipment to make the plan work. And the plan was simple. Brandon hooked up with a random chick - we didn't care who, just as long as she was hot. And Brandon had no shortage of willing participants. He'd wine them and dine them, then bring them back to my

grandmother's house. He'd do whatever to them - it really didn't matter what, so long as it involved nudity on the girls' parts - and we'd gobble the whole thing up on video from multiple angles. James would cut it all together on Final Cut Pro and compress it and we'd broadcast it on the 'Web for a ton of money. Even split three ways, we still would all have enough to go to school, possibly even in new cars if we did manage some financial aid.

Not that we could tell Brandon a word of this. He was kind of a boy scout, really, and if he knew we were recording these cheerleader-types he was bringing back to the place acting like whores, and then selling it on the Internet, he'd pound us at the very least. We just told him that we were investing some of his money for him. Investing it in cameras and server space and the domain name, HighSchoolSweethearts.com. It was a gold mine. And damned if our boy Brandon didn't deliver the goods. He had a different girl nearly every week, and they did wild stuff, anything from stripteases to masturbation before blowjobs and very steamy sex. There was dirty talking, female ejaculation, stripping, cumshots - everything we needed for a hardcore sex site and more.

James and I handled it well - we didn't publicize the site locally, instead posting it on search engines and keeping everything on the QT to make it harder and harder to trace back to us. Hell, I guess we should have known it was going to blow up in our faces. We should have thought it through better, maybe started with paid women and then used pirate footage, maybe been a little more circumspect about whose footage we posted. But James and me had never had it so good. He was a sweaty, lank-haired 250-pounder whose entire wardrobe consisted of plaids and animé t-shirts. I was a 120-pound beanpole with prominent ears and Adam's apple, thick Coke-bottle glasses and greasy hair and the worst acne in the school. And our nights were spent watching attractive young high-school babes doing anything and everything we'd ever jacked off fantasizing about. It was more than a little intoxicating. And we couldn't help talking about it.

It started innocently enough - just a few comments to some friends in our D&D group and the A/V club, and soon word was being whispered down the halls at school about the new website. Of course people were going to check it out, even if they had to pay for it. We tried to block the obvious attempts, even going so far as to shut down the site 'for maintenance' so that no new members could get in. We'd already made a pile of money, not enough for college but a hell of a good start, and we hoped to take the money and run, and no one would ever know the whos and the whys of it all.

But we'd missed somebody. We'd never know who. Somebody in town had paid for a membership, downloaded everything we had, and had started emailing them around. James and me still had plausible deniability - nobody would suspect geeks like us to be part of something like this. It wasn't until Caitlin got hold of Brandon that things really got weird.

Caitlin Mitchell was a skinny, gloomy pseudo-Goth who spent her time in class writing disturbing poetry and brooding. She wasn't a full-blown wannabe-vampire Goth, but she wore all black and didn't look anybody in the eye, like she was too depressed to even speak. I knew her parents had gotten divorced and there was some nastiness in the break-up, and she'd been depressed ever since, but that was about the extent of it. Brandon had chatted her up in line for the movies one night and before we knew it she was the next featured girl on HighSchoolSweethearts.com. We'd had to cut pretty cleverly when we edited, because Caitlin cried a lot and talked about personal stuff like her family and her sister (who was way into drugs, apparently) and how she'd had this huge crush on Brandon since something like

kindergarten or something. But we salvaged enough from the hot blowjob she gave him and the way she rubbed her little bitty titties and fingered her clit when he fucked her to make a decent, marketable porn clip.

We'd been sure, originally, that when Brandon called us to 'talk' that we could easily cook up some bullshit story that he'd believe about how that footage wound up on the Internet. He pretty much believed whatever the hell we told him, and he'd even go so far as to go to bat for us if it came to that. We could be in some legal trouble anyway - after all, we didn't have any of the girls' permission to film them and not all of them had been eighteen - so we planned to just deny everything anyway. We were in the process of making a humungous bribe to the guy who sold us the domain to give him temporary amnesia in case anybody investigated anyway. The administrator, a sleazy Quebecois bastard named Gilles St. Claire, was more than willing to destroy any records of having sold us anything for a couple thousand anyway. We had everything sewn up if we could just convince Brandon to keep his mouth shut.

We expected to see him angry. We expected to see him confused. We didn't expect, when we hopped off our bikes next to his red pickup and walked into my grandmother's house, to see him naked and kneeling, eyes downcast and his skin glowing with an eerie green light that looked distinctly otherworldly. I ran to him - I could hear James puffing and panting to keep up - and knelt next to him. He didn't respond - it was like he was awake and comatose at the same time. I tried to shake him, but the green light shocked me and I drew back my hands as if scalded.

"Brandon, man, what's up? What the hell's wrong with you?" James said.

I was flung backwards hard, landing on my back and knocking the wind out of me. I slid across the floor - dragged by a force I couldn't even see, and forced up to my knees while the otherworldly green light sprang around me as well. With a ripping sound, the seams of my button-down shirt and khaki Dockers split and the clothing fell away to dust around me, leaving me kneeling and naked just like Brandon. Out of the corner of my vision, I could see James in a similar position, his pudgy belly jiggling as the unseen force dragged him up to his knees.

The unseen force, which was gentle as a caress but strong as a hurricane, lifted my chin and brought my eyes up in unison with James and Brandon. We couldn't speak - I tried - but the terror in our eyes was more than enough communication. We were just shooting horrified, panicked looks at one another, back and forth, when Caitlin Mitchell stepped into the room.

She was like I remembered her - dressed in black jeans, black high-heeled dress boots with a blocky, three inch heel, a midriff-baring black crop top that exposed her lily-white, flat stomach, and long black raincoat. Her slender, kissable neck was encircled by a wide satin ribbon choker with an antique cameo pin, and her dark red (almost purplish) hair was unkempt but clean. Her piercing brown eyes were surrounded with thick, black eye makeup and dark wine lipstick against her pale skin made her look dramatic and a little haunted. Her delicate face was set in an angry sneer.

"I should have known it was you two," she hissed. "You had the skills."

"Wh-what skills?" James stammered. We were all surprised that one of us could talk. We all blurted out our innocence at once. Caitlin gestured sharply and our voices cut out like a plug pulled from a speaker.

"The website," she said darkly, looking at each of us in turn. "All your little pictures and movies of me and all the others. Was it for money, or was it so you could jerk your little dicks watching? You fucking pigs."

"It wasn't like that," Brandon whispered.

"You shut up," Caitlin snapped, her eyes flashing green the same color as the light surrounding us. "I thought. God, I was stupid. To think that Brandon Tate might actually care about me. I told you everything, I opened up to you and you lied to me! It was all some trick to get me fucking on camera like some slut!"

"No," I said as strongly as I could. "Really, Caitlin, let Brandon go. It was our idea, James and mine. Brandon didn't know what we were doing, and he wouldn't have let us do it if he had known. He's a good guy. If you have to be angry with anybody, be angry at us."

She turned to me and her face was like premeditated murder. I would have flinched if the force holding me had let me move an inch.

"Is that so?" she asked angrily. "How many girls were on that site, Nicholas? Ten? Fifteen? I was never anything special to Brandon. He never loved me. He just used me like you used him. He's as guilty as you two.

"You have no idea what you did to me, do you? How hard it is to go down the halls at school, knowing that all the boys know what I look like naked. The sounds I make in bed. Do you have any idea how humiliating that is?"

"We're sorry," James said. "We didn't think."

"Oh, you *thought*," Caitlin hissed at him. "You absolutely thought. Every bit of this was planned out. Don't you tell me you didn't think. You probably thought you were so smart, putting one over on all of us. Stacey Kendall's dad is thinking about a lawsuit. Aimee Statler wants to have her dad arrest you. Connie Kraft wants to tie you all to a tree and cut your dicks off with a straight razor. But I convinced them that I have a better idea."

"A better idea?" I asked, afraid I was going to wet myself.

"You made a lot of money, raping us like you did," Caitlin said.

"You want the money? You can have the money," I told her.

"Oh, no. We want more than that," Caitlin said. "And you're going to give it to us. All of us, for the rest of your lives."

"Don't hurt us," James blubbered.

"You should have thought of that before you did what you did," Caitlin said flatly. "You should have thought of that before you fucked with a sorceress."

"A what?" Brandon gulped.

"You heard me," Caitlin said. "A dyed-in-the-wool, demon-summoning, card-carrying sorceress. Magic powers. Spells and arcane knowledge. Ask your two partners, Sport-O, they know all about that shit from their little D&D games."

"Is this true?" Brandon asked me and James.

"It can't be," I said. "Magic isn't real. Sorcery, witchcraft - it doesn't exist."

"Yeah," James said, trying to convince himself more than Brandon.

"Of course it isn't," Caitlin said, smiling humorlessly. "Not real at all."

She gestured and the world exploded in green light. I watched helplessly as Brandon writhed and squirmed in the green light's grip. Pale yellow flecks of fire were dancing around him, spinning and darting into his eyes and mouth and back out again. He seemed to be fighting against his bonds or something, screaming soundlessly as he struggled. His skin was crawling, like a thousand little worms were crawling under the surface of it. Sickening, wet-sounding cracks and crunches filled the room as he jerked like a marionette on springs. His left leg spasmed and shrunk, followed by his right arm. The thick, well-defined pectorals and abs on his torso shrunk and softened as his whole upper body seemed to deflate a little, his ribs prominent through his skin. His sandy blonde hair, kept in an immaculate military cut, was sprouting out in scraggly tendrils in patches, flowing from his scalp down into his face and over his shoulders and back. His proud, eight-inch penis - me and James called it his "MoneyMaker" - shrunk and shriveled as his balls stretched backwards, between his legs towards his anus. The thick, corded biceps and triceps on his arms just evaporated, leaving only stick-thin arms, wrists and hands that looked longer than they really were.

His eyes were squeezed tight and his mouth open, panting and screaming - as we watched, his eyelashes grew and thickened as his cheekbones raised with another sickening crunch. His teeth whitened and straightened as his nose shrunk and became more slender with a cute button on the end. His thin, masculine lips plumped out and became fuller. The tendrils of hair were softer and thicker now, flowing down in silky waves over his narrow shoulders and back, lightening from sandy blonde to a white-gold, vanilla blonde with dark roots that betrayed its birth in a bottle.

"No, no, no," Brandon repeated, and with each "no" his voice raised about a major third in both pitch and timbre until the final one was a piercing, soprano shriek. With a falsetto cry of shock and pain, his hands - now his to control again, apparently - grabbed his chest just as it began to balloon out, each denuded pectoral expanding into a perfect, pouty little sphere as the fingers cupping them grew slender and delicate and the fingernails lengthened and shaped themselves into square-cornered beauties that would have cost a fortune in a manicure parlor, glamorous and elegant.

He fell backwards onto a rump that had expanded and rounded, long hairless legs slipping forwards across the hardwood floor to display slender rounded thighs and shapely calves, little delicate feet with a pronounced arch.

Between his legs, the once-proud cock had deflated to the size of the end joint of a pinky finger and was still shrinking as the spongy flesh of what had been his balls thickened and became rosy red. A deep cleft formed down the middle of his former scrotum and engulfed his cock completely between two fleshy, soft-looking lips. A feathery little patch of pubic hair drifted upwards from the crest of the slit.

Caitlin dropped her hands, surveying her work. The impossibly hot blonde which lay where our buddy Brandon, the football jock, had been was looking around in fear and horror.

"How do you feel, sweetie?" Caitlin said venomously.

Brandon began to sob, chin dimpled and full bottom lip puffed out twice its normal (normal? It was huge compared to how it was supposed to look) size. His full but smallish B-cup breasts jiggled on his chest as he shuddered and wept.

"Oh, poor little baby," Caitlin said hatefully. "I know what the problem is. Here you are in the company of these two young studs and you look a fright. I can fix that."

She gestured again, and the light swirled around Brandon's body. Dark blue eyeliner appeared around his overlarge blue eyes and a touch of pale pink blush on his high cheekbones. His generous lips smoothed and gleamed under a thick coating of frosty pink lipstick with glittery sparkles in it. His long, soft blonde tresses moved with a will of their own, sliding up into two long pigtails over his ears bound up with red and yellow 'scrunchies.' Even up, the hair was so long it tickled the tops of his shoulders. Little puffy silver hearts dangled from his tiny earlobes.

Seeming to weave itself out of thin air, his upper torso covered itself with a sleeveless red-and-yellow cheerleading shell - deeply V-necked and baring his sexily-defined midriff with "Hornets" embroidered across his small but perky breasts. His pussy disappeared behind a red T-back thong and his upper thighs were covered with a red knife-pleat flyaway cheerleading skirt with yellow and white trim. Pushed-down red socks wound around his slender ankles and yellow 'Keds' with a thick white sole formed around his delicate feet. Pearlescent, pale pink polish decorated his fingernails, infused with glitter like the lipstick. Finally, a grey wool jacket with red vinyl sleeves and a huge letter "H" on the breast with a patch on it with a megaphone appeared around his arms, slid down to reveal his slender shoulders. Patches shaped like megaphones on the right sleeve denoted events like "Cheerleading Finals" and "Best Spirit" and the breast opposite the "H" proudly bore the name "Brandi" embroidered in white. Brandon - slumped to the floor as the light around him faded.

"What did you do to him?" James demanded.

"It's what I did to *her*, James. *She's* fine. Aren't you, Brandi?" Caitlin asked.

Brandon's eyes were still a mask of terror, but a perky and vapid smile appeared on the pretty face and the chirpy voice said, "Oh, yeah. Totally fine!"

Aghast at what had come out of his mouth, Brandon's eyes registered soul-deep horror. "What have you done to me? Caitlin?"

"Just given you what you deserve," Caitlin hissed. "Isn't that what you wanted? To be back on the football field? You got your wish. You'll be on the field for every single game, hotshot. You'll never miss one again."

"I'm sorry, Caitlin. So sorry - please! Change me back!" Brandon begged.

"I don't think so," Caitlin told him. "I've put way too much thought and effort into this. I all but sold my soul for this. I'm going to see it through to the end. Now, then, James, tell me something. Don't you think Brandi's a pretty one?"

James lowered his eyes. Caitlin's remorseless stare bored into his sweating, pudgy face until he nodded slightly.

"Well, shit, lard-ass, if she's so pretty why the hell aren't you showing it?"

James looked up, his face full of unspoken apology to Brandon. As his eyes ran greedily over Brandon's new curves, his average-sized cock began to swell. And swell, and swell and swell - far beyond its normal proportions, until it stood out at least ten inches or so, bobbing gently up and down in time with his pulse.

"Nice, isn't it, Brandi?" Caitlin asked. "Feeling a little strange, maybe?"

Brandon's eyes were still a mask of horror, but they were riveted onto the enormous swollen cock pointing at his now-pretty face. He licked his lips and swallowed hard.

"That's what you told Karen Preston, after all, on your little website. I saw the whole thing, Brandi - you said that every guy dreamed about a cheerleader who goes down. You were smiling so big while she sucked your cock. It was a real dream come true, wasn't it? To get head from a sexy little cheerleader?"

"Oh, God," Brandon moaned.

"Ask him sweetly, Brandi," Caitlin said, smiling evilly. "You know how guys like it when you beg."

James found some strength. "Fight it, Brandon. Fight it!"

"Shut your hole, Chubby," Caitlin barked. "There's no stopping this. Right, Brandi? Can't you feel it, down deep? In your pretty little pussy?"

Brandon wailed, tears leaking from his over-large, guileless eyes.

"I can't," he blubbered. "I can't fight it!"

"No one can," Caitlin said - strangely enough, she sounded almost sympathetic. "Just let yourself go."

Maybe she did have pity, something left over from that night she'd spent in Brandon's arms, talking about her life and her dreams. But there was nothing for it now. Still weeping but now above a happy, toothy smile, Brandon knee-walked across the hardwood floor and tossed his long hair over his shoulders with a girlish flip of his head, taking James' expanded cock in both hands and slipping back the foreskin to reveal the engorged head. With a vigor that I knew Brandon didn't possess, the girl's body he now inhabited began to lick the shaft up and down with a soft pink tongue, lubricating the cock with saliva before slipping the head between his full lips with a delighted moan. Slender, long-nailed hands worked up and down the spit-slick shaft quickly. James moaned deeply, closing his eyes.

"Like that, Fat Ass?" Caitlin said. "You've probably been dreaming about getting a blowjob from a cheerleader your whole pathetic life. Enjoy it while you can. Which probably won't be long. Virgins never last long their first time out."

"Stop, Brandon! Stop! I'm gonna come!" James cried. Brandon, eyes still full of fear and anguish, tipped his chin upwards and opened his mouth wide, sticking out his tongue as he jerked James off rapidly. James, unable to hold back, cried out and sent thick white jets onto her tongue and chin.

I couldn't believe much of anything I had seen, so I guess in retrospect I shouldn't have let what happened next surprise me either. But it did. Each jet of come that sprayed from James' dick onto Brandon's tongue seemed to deflate James a little, shrinking both his height and his

prodigious gut. By the time he shuddered, his load spent, his ribs poked through his shrunken torso and he couldn't have topped five foot four.

Unabated, Brandon began to rub his hands over James' emaciated body. Wherever the long-nailed hands swept, an after-trail of yellowish light followed, sinking into James' pasty-white flesh and leaving behind soft, tanned skin covered not by James' regular wiry black body hair but a soft invisible fur.

"No! No! Not me, too!" James pleaded.

"But isn't this what you wanted, James?" Caitlin asked heartlessly. "To be just like Brandon? You need to be more careful what you wish for."

James' pleading became hysterical and Brandon's hands caressed his legs and ass, leaving behind long slender thighs and muscularly curved calves, tiny little delicate feet and a delicious feminine bubble of a butt. The hands traced up the chest, leaving behind puffy pink nipples nested in a lily-white triangle on each shrunken pectoral, as if James had tanned in a bikini top.

The long fingers gently kneaded the flesh around the nipples and it swelled with each squeeze, spilling out of Brandon's fingers as it spread away from James' chest. Brandon's hands squeezed on, even though the slender digits and small palms couldn't begin to hold the spherical C-cup masterpieces they were massaging.

James knelt and let Brandon's hands trace around his face, arching the thick eyebrows and widening the eyes, making his pudgy face narrow and heart-shaped and shaping his mouth into a sexy little-girl pout with swollen, bee-stung lips. The fingers raked into his hair, darkening it from its mousy brown into a deep reddish chestnut and pulling it out away from James' scalp in long luminous waves that sprang back into thick, dense natural curls.

"Oh, God, don't," James begged as Brandon's hands slid down his new, flat-as-a-plank midriff towards the cock that still lay against his smooth thigh.

"I'm sorry, James," Brandon said, whimpering. "I can't help it. I'm so sorry."

The caress started on James' cock and I saw it start to shrink. I couldn't watch. I closed my eyes tight.

"Can't watch, Nicholas?" Caitlin taunted. "Can't bear it?"

"You bitch," I hissed.

"Careful, there's ladies present," Caitlin said. "Besides, you should be defiant while you still can, Pizza Face. Hold on to that masculinity as long as you can, because your turn is coming."

My eyes opened in shock. James was standing next to Brandon, his long curly brunette hair in a high ponytail tied with a red and yellow bow and wearing a matching cheerleading uniform, right down to the same patches on the letter jacket and the name "Jami" stitched on the breast opposite his letters in cheerleading and soccer. Even though the eyes reflected pain and loathing, they flashed their vapid, stapled-on smiles at me. I noticed that James' teeth, while still chalk-white, were now encased in a double row of silvery braces. He was also wearing bronze-colored blush, subtle brown eyeshadow and thick black eyeliner and mascara and his

pouty lips were glossed with a thick coat of earthy red to match his long, manicured fingernails.

The unseen force dragged me to my feet roughly, making my complaining muscles spasm and ache uncontrollably. Like a puppet, I walked stiffly across the floor and sat in one of my grandmother's antique chairs.

"I'll leave it to Brandi and Jami now, Nicholas," Caitlin told me. "I think they'll know what to do."

"I'm so sorry," James told me in his new, sexy hoarse mezzo. "I can't stop."

"Please don't hate me," Brandon added.

"Don't worry," I told them, trying to be strong. "We'll get through this."

A polished wooden box had appeared on the floor next to me, glowing with the same eerie green light that held me immobile. Brandon opened it, whimpering and sobbing a little, but no tears flowed to mess his artful makeup job. The bright, perky smile on both their now-pretty faces was ghastly and made them look all the more haunted.

Brandon handed items out to James one at a time. First was a silvery hair-clip adorned with a huge yellow and red bow. James scooped my lank, not-too-clean dark brown hair into his hand, pulling it almost uncomfortably tight and clipping the bow to hold it in place. Then his fingers combed and fluffed at hair that was suddenly around my shoulders and feathery bangs that just brushed my eyelids. Looking up, I saw that it was now a thick, lustrous champagne blonde with golden highlights. It tickled my bare shoulders with its incredible body and softness and it fairly glowed in the fading light of sunset through the antique curtains.

Next James took a triangular applicator sponge and a bottle of crème foundation and began to spread it over my forehead, nose and cheeks with light brushing strokes. My face itched like fire, enough to bring tears to my eyes. Just over James' shoulder I could see my reflection in a small, oval beveled mirror on the wall behind a flower arrangement. My long blonde hair was pulled away from my face to drift in a lustrous cascade over my shoulders, with soft, moussed bangs curling over my forehead. To my amazement - although not much should have amazed me by this point - each stroke of the applicator sponge left nothing but smooth, unblemished skin behind, with no trace of the horrible acne that had afflicted me through my entire adolescence. I tried not to laugh hysterically. I'd said on several occasions that I would have given anything to have clear skin. I guess I was getting my wish.

After that came a large, feathery brush covered with frosty pink blush. As the brush tickled its way across my cheeks, I felt a searing pain as they narrowed and raised. It also narrowed my nose with a sickening wet crackle and gave it a cute little upturned 'button' on the end and a petite little chin. It all made my eyes look bigger and my mouth wider.

James started in on me with the eyeliner next, which made my eyes wider and more girlish still, giving me a look like I was permanently surprised. A rich brown mascara seemed to drag my scraggly lashes out of my eyelids in a thick wave - they were now twice their original length and curled stylishly. A little sponge-tipped applicator swiped a frosty white-blue shadow impregnated with glitter sparkles over my left eyelid, which I closed dutifully to allow the application. When I opened my left eye again, I could see in the mirror that my former dark brown eye was now a sparkling jade. The same happened on the other eye. I had a pretty, cover-girl face once the glossy pink lipstick was spread on my lips, making my lips pouty and

full, not as full as James' but still giving me a pouty, sexy look. I felt a burning, searing pain in my gums as my teeth aligned and whitened, giving me a gleaming-white "Osmond" smile. It blossomed on my face, giving me a sweet, airhead expression.

James stepped away from me, putting the cosmetics away as Brandon came forward with another sleeveless cheerleading shell, V-necked and cropped to reveal the belly. The force compelled me to raise my arms as Brandon slid it over my hands and down my arms. God, how it burned, like alcohol on a fresh cut but over every inch of my skin. I heard the slurps and crunches of my bones and the slicing agony on my fingertips as I knew, without seeing, that my nails were growing. As Brandon tugged the shell down over my upper body, I only got a brief look at the tiny wrists and long fingers, the square-cut nails with the meticulously applied white tips of a French manicure, the downy invisible hair on my arms that had been densely furred with dark brown before. My only "manly" feature, my well-defined and veined forearms from years of typing at a computer, were gone. My skinny chest strained at the double-knit fabric, but it didn't change. Not yet. I was sure that there would be a *coup de grace* before it was over.

Unable to stop, I stood smoothly as James knelt before me with a pink satin thong panty spread between his hands. I stepped through with one leg, then the other and he pulled them up. My bony legs and knees with their dense coating of wiry hair smoothed and denuded, replaced by lush curves and smoothly defined muscle. A build-up of painful pressure, like a gas bubble, nearly folded me in half as he snugged the panties over my hips and I felt my ass balloon out like some kind of obscene pillow. My penis stuck out at a painful angle from behind the side-seam of the front panel, pressed warmly against my smooth, soft inner thigh. I didn't even have time to shift my weight to compensate for my new, larger *derrière* before I was stepping into the short, knife-pleated skirt that Brandon was holding low to the floor for me. It slid up smoothly and I felt the world get bigger in a flash of burning needles up and down the length of my lower body. When I could breathe again after the pain subsided, I noticed that I was no longer looking down at Brandon from my six-foot-one-inch height anymore. I couldn't have been taller than about five seven, tops. Any muscle definition I'd had in my legs and abdominals was gone, replaced by the almost-ripe curves of an adolescent woman. Brandon finished buttoning the pleated skirt around my shrunken waist just as James finished tying the laces on the women's size 6 ½ shoes that adorned my tiny, high-arched feet and bobby-socks.

I stood there, smiling like an imbecile below eyes petrified with terror as Caitlin approached me. Lifting my skirt, she took my semi-erect cock in her hand and brought her furious eyes in line with mine.

"You were the ringleader," she hissed. "James always just goes along with whatever you say, this was your idea. And because of that, you get it worst of any of them."

With a grunt of effort, she pulled. With a ripping sensation that seemed to fill my guts with red-hot razor blades and acid, my dick came off in her hand. I howled in agony, thrashing against the bonds of the otherworldly green light.

"Did that hurt?" Caitlin said sweetly. "Good. You deserved it."

She held it up for me to see. I could feel the snugness of the underwear against swollen, warm lips and the oh-so-sensitive bud of my clitoris. She displayed my cock - now erect and possibly a bit bigger than it had been before - in front of my eyes.

"You're never getting it back," Caitlin told me. "Ever. You'll be close to a million of them, looking at them, touching them, swallowing them whole and stuffing them into you in the vain hope that you'll get it back, but you never will. And you'll never forget."

She pressed the warm, rubbery head against my lips. "Suck it," she commanded. "Suck it like the little bimbo bitch that you are now."

My eyes closed in utter defeat, I opened my mouth. The blunt head slid through and between my teeth, flattening my tongue against the bottom of my mouth and pressing hard against the back of my throat. I choked and gagged, but Caitlin pushed harder. A muffled scream leaked out around the cock, but I should never have opened my jaw wider. With a huge shove, Caitlin forced the erect cock down my throat. I swallowed convulsively and the erect organ disappeared down my throat.

I gaped in horror in the antique mirror as I watched my old cock disappear down my throat. It crawled down my neck, I could see it just below the skin. My prominent Adam's-apple disappeared, making my despairing moan climb octaves in pitch and timbre until it was a sweet, sing-song little-girl soprano. The cock - burrowing under my smooth, perfect-complected skin like a worm - snaked its way down under the cheerleading shell and I felt it enter my chest.

The cheerleading shell stretched in protest as my chest expanded, causing a tempting valley of cleavage to appear in the V-neck and the midriff to hang a good three or four inches above the smooth skin of my stomach. Heavy, firm globes stood on my chest and super-sensitive nipples pressed against the heavy fabric of my cheerleading uniform. I looked down at them in shock. They were huge - something in my mind told me 36 D's, something a girl like me should know - and soft and defied gravity as only a teenage girl's tits could.

James threaded large silver hoop earrings through holes that had appeared in my ears while Brandon pulled my letter jacket on over my skinny arms. I looked down at myself - my new sexy, bombshell body that was sending me intense messages now that the pain was fading away - in disbelief and amazement, looking at the patches on my sleeve and the name "Nicolette" embroidered opposite the oversized letter "H" with the patches for a megaphone and a volleyball sewn on it.

We stood shoulder to shoulder, standing as sexy girls might to display their best assets. Caitlin paced in front of us like a drill sergeant, looking at each of us in turn with eyes that bled pure hatred.

"You should be happy," she told us. "Not only do you get to stay together, you're even on the same squad. And you'll be best friends forever, no matter what. You'll all go to the same school and flunk out because you partied and fucked around too much. You'll all wait tables at the same Hooters after that. But most important, you're going to keep your dream alive together. You're all going to be featured on your website together."

"Website?" Brandon said, terrified. "Listen, Caitlin, I."

"That's not how you're supposed to talk," Caitlin said softly.

Brandon blinked, his tongue stopped in his mouth in mid-syllable. He took a deep breath and tried again. "So, like, Caitlin, I totally didn't even know about the website and stuff. So, like, why do I have to do it, y'know?"

"Because I said so," Caitlin told him. "You did it to me against my will. It's only right that I get to return the favor, after all."

"That's totally unfair," I blurted in my squeaky, perky voice. "Brandon was, like, totally innocent and didn't know."

"Life's a bitch," Caitlin said, smiling. "Just like you three."

She turned on her heel and strode to the door, opening it. A tall, lanky man in chinos and a rumpled blue oxford shirt stepped in, his ginger hair combed limply across his bald spot. His shifty blue eyes surveyed us appraisingly and he grinned, showing yellowing, crooked teeth around the chewed-up stub of a cigar.

"Ah, Monsieur St. Claire, I was expecting you," Caitlin told him. "These are the young ladies I was telling you about."

He shook his head. "They are lovely, Miss Mitchell, but I don't believe they are of an age to do what you suggest," he told her smoothly in a rich baritone and heavy French accent. A voice I'd heard on the phone a hundred times, Gilles St. Claire, our sleazoid webmaster. Rumor had it he'd been jailed in Quebec for indecency with a minor. And he'd certainly not asked us if the 'models' on our site were above the age of consent. Maybe he had lawyers breathing down his skinny neck already.

"Nonsense," Caitlin said. "I can have them all sign affidavits and show you proof of identity and age right now, can't I, girls?"

Without ever remembering how it got there, I unslung one of those fashionable little backpack purses, a reddish-brown leather with a Prada logo on the button. James had a miniature aluminum train-case in his hand - he looked down in shock to see it was there - and Brandon had a little black leather handbag slung off a gold chain strap over his shoulder. We all happily dug in them, past the Kleenex and lipsticks and chewing gum and compacts to the wallets.

Caitlin gestured to the table she stood across. There were three unsigned affidavits there, still glowing faintly with green light. Hating myself, I strode the floor in a bouncy, peppy stride and presented a drivers' license to Gilles, then plucked a pink pen tipped with a pink marabou feather from my purse and bent over the paper.

My signature was illegible under the best of circumstances, usually requiring me to print "Nicholas Daniel Cutler" underneath so people would know what the hell I wrote. But this time the pink ink formed itself into rounded, fat letters that were cutely legible, spelling out "Nicolette Danielle Cutler" before I slid the document back across to Gilles.

"Everybody calls me Nikki," I told him brightly.

I stood and watched as my best friend presented a drivers' license and bent to sign his name. But instead of James Crichton Faustino, the bubbly letters spelled out "Jami Kristin Faust" with the I's dotted with little hearts. He perused that document and then the next, signed in lavender ink with "Brandi Annette Tate" in fat, cutesy letters instead of the brusque, businesslike "Brandon Annis Tate" that had been usual.

Gilles smiled his oily smile as he handed the I.D.'s back to us and folded the affidavits carefully. "Everything seems to be in order, I think," he said smoothly. "I look forward to doing business with you."

"One more thing, Monsieur St. Claire," Caitlin said. "I just have a few questions about your business practices. Like, for instance, you would allow a couple of horny high school boys post a site to your servers that featured the violation and exploitation of young girls without proof of age or without their consent. Doesn't that strike you as unethical, not to mention criminal?"

"Of course it would be unethical," Gilles replied, chomping his cigar. "And illegal. But I would not know anything about that, of course. I adhere strictly to the law."

"I see," Caitlin said. "So you would never just turn a blind eye to this kind of thing?"

"Never," Gilles said.

I wanted to scream at him to run. To hide from this hell-bitch forever. But I could only stand there with a hand on my hip, chewing the end of my pen sexily and smiling. Gilles offered her another oily smile and turned to leave. He hadn't even taken a step before the green light had him standing too-straight and his clothes drifting down around him like ashes.

"What is this?" he cried.

"I would say that this is justice," Caitlin said bitterly. "*N'ext-ce pas, girls?*"

The wrinkles in Gilles' "basset hound" face melted and flowed like wax as his little ginger-haired bush of a moustache fell in a gentle shower from his top lip. His bald, shiny head sprouted in an eruption of coppery red, flowing out and down in a lustrous, russet wave of straight, shiny red hair with golden highlights. The baggy skin tightened into smooth peaches-and-cream as the neck became graceful and slender, the eyebrows high pencil-thin arches and the lashes long feathery plumes of ginger. The washed-out blue eyes deepened to a seductive and soulful mahogany brown and the wide, crooked mouth became a petite little pouting bud. The smelly, half-sodden cigar lightened, tightened and elongated into a long, elegant cigarette, smeared on the filter with the glossy red lipstick that now coated his ripe, kissable lips. Sophisticated, artfully done makeup covered his face and eyes, lining around his eyes and flowing in thick, shimmery black down eyelashes so long they almost looked like falsies. The hair twisted and curled like a living thing, snaking up his long swan's neck into a stylish, professional French twist held in place by an abalone clip. Little feminine tendrils framed a narrow, oval face and a well-sprayed and curled lock hung down his face, the end of the thick shiny curl just tickling the corner of his mouth.

"*Qu'est-ce tu fait?*" he demanded in a voice that was soon a dusky, purring alto.

"Don't worry, *mademoiselle*," Caitlin said. "Relax. Here, let me give you a light."

A green-tinged flame jettied from Caitlin's outstretched index finger. Without wanting to, Gilles leaned in and touched the tip of his overlong, slim ladies' cigarette to the flame and inhaled deeply. It was as if the smoke filled his entire body, pushing large, ripe breasts from his emaciated ribcage and a lovely teardrop butt and hips from his bony pelvis. He exhaled a huge cloud from between puckered 'kissy' lips, much more smoke than any cigarette should have allowed, much more than his lungs could have possibly held. It was like he exhaled all his body fat and hair as it just shrunk into him, leaving smooth lightly-tanned skin and gracefully tapered legs and arms, tiny little high-arched feet and a plank-flat set of abs and a sensuously tapered waist.

He reached up and took the cigarette from between his lips between fingers suddenly topped by inch-long oval cut fingernails under several gleaming coats of clear high-gloss polish. He looked down at himself strangely, running a slender finger over his now-ripe curves.

"This won't do at all," he said, and the French accent was completely gone, replaced by a very faint Yankee nasal. "A little help, please, darling?"

Caitlin smiled. "Of course," she said, and gestured.

The green light pulsed and a black, bubbling pool appeared around the delicate feet, seemingly leaching up from the floorboards. It flowed up the sexy dancers' legs, swirling madly and forming a pair of high-heeled black patent pumps, with a pointed toe and at least a four-inch golden spike stiletto. It thinned to translucency as it became smoky grey silk stockings with lace tops at mid-thigh, a black satin garter belt with lace trim and a shockingly narrow black satin g-string with three little satin roses sewn on the waistband. The generous C-cup breasts were sheathed and pushed up by a black satin-and-lace strapless Wonderbra, forming a tempting shelf of delicious cleavage. The flat belly disappeared under the shimmering black curtain of a satin camisole.

A tight-fitting blouse of deep green silk, cut low enough to expose that admirable cleavage, formed around the torso. A diamond solitaire pendant that couldn't have been less than eight karats nestled into the valley between the breasts from a platinum herringbone chain and dangling diamonds fell from his tiny ears. A sharply tailored charcoal-grey woman's blazer formed down his torso and arms, nipped in sharply to show off his tiny waist, and a matching grey pencil skirt with a slit up the left leg that exposed his stocking tops and a ruffled peplum showed off his flaring, womanly hips. Lovely platinum bracelets tinkled on his arms as he raised his other hand to put a pair of delicate, lightweight eyeglasses over his slender nose, the dark plastic rims holding the little feminine oval lenses well away from his curling eyelashes. Diamond rings appeared on every finger as he lifted the affidavits to read them, the cigarette held in two outstretched fingers in an impossibly feminine way.

"So, this proves they're of age and transfers legal guardianship to me," she said in a purr that was both businesslike and seductive.

"What did you, like, do to him?" Brandon demanded.

"Him?" Gilles said in disbelief. "Young lady, I've never been a 'him' in my life."

"*She* wasn't directly involved, so *she* doesn't have to suffer by remembering what *she* used to be," Caitlin explained, stressing the feminine pronouns. "No, that's reserved just for you three. And as of now, she's your legal guardian as well as your business associate. Brandi Tate, Nikki Cutler, Jami Faust, may I introduce the former Gilles Yves St. Claire."

"Jillian Eve Sinclair," she said, extending a hand. "You can call me Jill, most people do. Or you can even call me Mom if you want to."

She looked at her stylish gold ladies' Movado watch and gasped. "Oh, God, I'm so late. I have to go, girls. I'll be back in time to help set up the cameras in your bedrooms. You want me to find some guys for tonight's broadcast, or are you going to handle that?"

"Oh, like, we'll do it, Jill," Brandon said.

"Yeah, don't trouble yourself and stuff, Mom," I echoed.

"Wonderful," she said, kissing each of our cheeks quickly and giving us a quick, breast-to-breast hug. "You girls are so sweet. Caitlin, honey, feel free to stay as long as you like. Help yourselves to wine, cigarettes, I even think there's some pot in the humidor on the mantel. Enjoy yourselves, okay?"

She bustled out the door with a walk so sexy no man could have been born with it. The door closed and we watched a glossy black Mercedes pull quickly out of the driveway and accelerate down the street.

"Your Mom is so cool," Caitlin mused.

"Is it over?" Brandon asked meekly.

"Over? Not at all," Caitlin said. "The fun's just starting. I mean, you're cheerleaders now, right? And what good would high school cheerleaders be without a clique?"

Caitlin motioned and we followed, now with our permanent bouncy, cheery strides that made our tits jiggle just right to make all the boys stare. She opened the door and made a grand gesture. The green light sprang up around Brandon's red Ford F-150 Super Duty pickup and both James' and my beat-up Schwinn bicycles. Before the light faded they were replaced in the wide driveway by a red Jeep Wrangler with the ragtop down, and cute little champagne gold Nissan Altima with vanity plates that said "NIKKI" and a flirty little white Volkswagen Cabriolet with the top down and a black interior.

"You girls had better be off," Caitlin said.

"Where are we going?" I asked hopelessly, but my chirpy little airhead voice wouldn't convey the despair and pain of my mood.

"Well, Nikki, you're paying a visit to your old D&D pals that you bragged to about the website. Jami is going to the A/V club meeting to talk to all of his loser friends that he told and Brandi is headed out to football practice to find the guys who he told about his little 'conquests.'"

"What did you mean about a, like, clique?" James asked fearfully.

"Shut up and get going," Caitlin snapped. "You'll understand when you get where you're going."

Unable to resist, we bounced down the sidewalk to our cars. It was no surprise that the keys were in our purses.

* * *

"Hah! Twenty-two points of damage!" Wendell Taub cried, stabbing his finger in exultation at Ronnie Jackson, their Dungeon Master for the evening. "I've got your back, partner!"

"Only two more rounds until the paralysis spell wears off," Monik Ngome said in his lilting Kenyan accent. He spun the 8-sided die from his stack of dice nervously over the sheet with his character stats.

"Twenty-two is a lot of damage," Ronnie said, slugging Mountain Dew. "But it wasn't enough to kill the hill giant. He snaps your arrow in half and raises his club."

"I drop my bow and draw my sword of wounding," Wendell said.

Ronnie rolled some dice behind his propped-up book, where the others couldn't see. "He swings and connects hard. You take - " he did some quick math - "fifteen points of damage."

"No sweat," Wendell said, lightly punching Monik's arm. "I've got a potion of healing in my knapsack."

"Too bad Nicholas didn't show up," Monik said. "He'd be loving this. His ranger would be tearing these hill giants up."

"What're you doing, now, Wendell?" Ronnie asked.

A knock broke their attention. "Answering the door," Wendell said, standing. "That's probably the pizza. Hang on."

He was totally unprepared for the sexy, big breasted cheerleader outside the door. Her big green eyes gazed at him adoringly and her wide, toothy smile was both suggestive and innocent at the same time. She stood with one knee bent, swinging idly back and forth on the tiptoe, her hands tight behind her back which made her luscious tits stick out invitingly.

"Hey, Wendell," she said perkily. "Is Ronnie here?"

Wendell swallowed hard and raked a hand through his listless black hair. "Hey, Nikki! Uh. yeah! Ronnie's right here. Come on in."

I walked through the door with my peppy stride that made my tits and ass jiggle just so, smiling coquettishly at the three guys who didn't even recognize me anymore. I batted my eyelashes and twirled my blonde hair around my index finger, hating the effect I was having on them, wanting to scream at them to run, to hide, but succeeding only in making them swagger and tug at their ill-fitting jeans and holey T-shirts in some vain attempt to impress me. These 'consummate gentlemen' had me in a chair around the gaming table with its stacks of dice and miniatures and books, offering me snacks and drinks. Instead of screaming, I politely demurred and flirted, giggling softly and sexily at their lame jokes and posturing.

"What're you guys up to?" I asked inanely. Just the sort of thing a featherbrained cheerleader might ask, with no less than seventeen separate books on the table with the words "Dungeons & Dragons" on them.

"Oh, just playing D&D," Monik told me. "We were gonna go out to the keg party at Larry Fletcher's dad's farm, but we didn't want to drive all that way out there."

"Yeah," Wendell said. "It sounded kinda lame, y'know?"

"So what are you doing here?" Ronnie asked, his voice cracking with the strain of trying to remain cool.

"Um, y'know, I'm totally having trouble in Mrs. Camden's history class, y'know?" I bubbled. I got straight A's in history. This was making me sick. "And I knew, like, Ronnie totally aced the last test, so I came over to see if I could borrow your notes and stuff. Is that okay?"

"Oh, sure, absolutely," Ronnie said, standing so fast that he sent a stack of books, papers and dice tumbling onto the floor. He tried to be as cool as he could in picking it up - which wasn't very, unfortunately. I just smiled, though.

"So, did you guys hear about that website?" I asked 'by way of conversation.'

Wendell laughed. He had limp black hair that curled at the ends and always seemed like it needed a wash. The only attractive thing about him was the olive-toned Mediterranean complexion and his big brown eyes, everything else was bony and awkward.

"Oh, I so heard about that," he brayed. "Brandon bagged half the girls in school, I heard."

"I heard they were all skanks," Monik said. He was a very dark-skinned Kenyan whose family had moved here from Africa in the early 'Eighties. I was one of the first - and only - friends he made. Calling Monik a beanpole was being generous. He looked like he was made from toothpicks, which made his head and his broad, placid features look enormous. We used to joke about how he looked like one of the Easter Island heads.

"What, so like, you guys didn't log on to like, check it out?" I asked guilelessly.

"I didn't," Ronnie said in his affected Southern drawl. He was as Midwestern suburban as the rest of us, but he liked to pretend that summers spent with his dad in Wyoming made him some kind of rugged cowboy. He wore dilapidated Wrangler jeans and an oversize silver belt buckle, cowboy boots bought at the outlet mall just south of town and a straw cowboy hat he picked up at Wal-Mart, I was sure. He chewed Red Man tobacco and used as many "down-home" words as he could remember from watching 'The Dukes of Hazzard' to enforce his wannabe image.

"Why not?" I asked.

"I didn't want to invade nobody's privacy," he drawled. "I don't think none of them gals knew they'us being videotaped."

"Oh, come on," I chided flirtatiously. "Not one little peek?"

"He's bullshitting you," Wendell said, grinning. "He didn't log on, no - he stood over my shoulder while I did."

"Fuck you," Ronnie said, his fake accent slipping.

"So, like - who did you like best?" I asked, bouncing a little in my seat. "C'mon, like, tell me? I swear I won't tell anybody, okay?"

"Well, I guess Stacey Kendall was pretty hot," Wendell said, blushing. I could almost *smell* the amount of times he'd jerked himself to sleep thinking about that one. Stacey had been one of the most uninhibited girls we'd taped, and Wendell had this tremendous hard-on for her since elementary school.

"I always had a crush on LaTonya Stevens," Monik said. "I never thought I'd ever see her naked, so I guess I liked that best."

Ronnie dropped his history notes in front of me and gave me two thumbs up. "Susan Holmes, all the way. Four stars."

"What about Caitlin Mitchell?" I asked.

"Skankoid," Wendell declared.

"Total hag," Monik added. Ronnie only shook his head and rotated his upturned thumbs downwards.

"That totally sucks," I said. "'Cause Caitlin is the one who said I should, like, come hang out with you guys. She said you were, like, real funny and sweet."

"I guess we are," Monik said, considering. "I didn't think Caitlin knew us that well."

My arms raised up in a complicated gesture without my willing them to, green light streaming from my fingertips to bathe all three of my friends in its harsh light. Muffled screams and chokes came out along with the sickening wet crunches of bone and cartilage as their bodies reshaped.

"You'd be surprised at what Caitlin knows," I said, watching the green light flicker and flare around the bodies of my friends, now naked and standing unnaturally straight and still. I could feel it all happening in my head, the memories that I'd grown up with morphing subtly and changing the boys I'd known into what Caitlin would have them be.

Wendell Taub's bony frame compressed and compacted, bringing him down from his lanky 6'-2" to something not much more than 5'-3". His limp black hair sprouted from his head, gaining luster and shine as well as body as it spilled over his narrowing shoulders in a gold-streaked auburn cascade completely devoid of its former natural curl. The dark brown, almost black eyes now sparkled a startling ice blue surrounded by long curled eyelashes straight out of a Maybelline ad. The lips were full and the smile suggestive, the once-overlarge beak of a nose now an adorable little upturned button, the skin a flawless ivory porcelain with only a little Marilyn Monroe beauty mark on the left cheek. Large, D-cup breasts strained against the midriff-baring fuzzy purple sweater that had once been a South Park T-shirt and a slender, well-muscled waist flared into soft, silky hips and an exquisite backside covered by a second-skin pair of faded blue Levi's Superlow Stretch Denim jeans with a wide, studded leather belt through the loops. Cork slides with a four-inch heel and a one-inch platform, the straps adorned with big plastic 1970's-style sunflowers peeked from under the flared legs. A sparkling toe-ring on the left foot and a dangling silver frog in the navel completed everything.

The memory of Wendell Taub in my head was gone - we never played in Little League together, never lit a bag of dog shit on Mr. Awlinson's front porch on Hallowe'en, never stayed up all night playing *StarQuest* while our moms thought we were studying. Now all I could remember was being in Brownies with my friend Wendi Tobin, dressing up as belly dancers that Hallowe'en and sneaking cigarettes behind the band hall between my cheerleading practice and her gymnastics lesson.

Monik's change was even more dramatic, as he packed on weight enough to fill his bony, emaciated frame into a very ripe set of 36-24-36 Jayne Mansfield curves. His thick, densely curled hair grew out and straightened, the black taking on a shine and a bounce as it formed itself into a flirty little razor cut that fluffed out wildly behind his head. His deep black skin lightened considerably into an amber mocha while the broad face thinned a little and the cheekbones raised. The black eyes were overlarge and girlish, surrounded by thick eyeliner and long lashes, thick arched eyebrows above a very complicated four-color blend of eye make-up. I seemed to remember that she worked at the Clinique counter at the mall, that's how she knew so much about makeup. The unadorned white three-quarter sleeve softball jersey with the red arms changed very little, only the sleeves became a girlish pink and a silver glitter number "12" appeared on the white cotton which was shrinking to hug her C-cup beauties and flat stomach like a second skin. His J.C. Penney-brand jeans were now Ralph Laurens and fit her gorgeous ass and long legs tightly, leaving dainty feet with pink-painted toes peeking under the bell-bottoms, tucked into open-toe black leather slides with a two-inch

platform and a five-inch heel. Long, dangly earrings brushed the tops of her narrow shoulders and cheap silver rings appeared around her fingers and thumbs. Thick red "wet look" lipstick with a high gloss coated her large, sensuous lips.

I couldn't remember her being a foreign exchange student. She'd always been here, hadn't she? I met her in like, the first grade and we've known each other forever, so she couldn't have been from Africa. Her parents were like Nicaraguan or Salvadoran, but not African. Why was it so hard to remember my good friend Monik Ngome, and so damned easy to remember Monica Gomez? What had Caitlin done to me?

At least Ronnie had a chance at being happy. The denim workshirt he'd been wearing was now cropped and tied in a knot under his perky C-cups, his tanned and narrow waist tucked into a very faded pair of Lee boot-cuts with the seat ripped out so that the tops of her smooth thighs peeked out of the tears just below her fantastic ass cheeks. White and pink bullhide Justin boots with a two-inch block heel were tucked into the cuffs. She wore her strawberry blonde hair in two braids behind her ears with the ends tied in little denim ribbons and the same straw hat with the rolled-up sides which just let her feathery bangs tickle her forehead. She had a genuine, outdoorsy tan, a wide toothy smile and huge blue eyes ringed with the longest lashes I'd ever seen before. She had rosy cheeks that no blush could duplicate and her nose wrinkled a little when she grinned. Even the pouch of Red Man chew in his breast pocket was now a hard-pack of Marlboro Lights 100s. If she wasn't a real cowgirl, then at least she looked the part more than Ronnie had. I could almost believe this girl's cowboy act was for real.

Ronnie Jackson had been a suburban wannabe cowboy with delusions of grandeur. Renée Jackson was originally from Montana and rode a quarterhorse like she was born in the saddle. She had three trophies on her shelf for roping and team-roping in one of Montana's junior rodeos and she could stay on the mechanical bull at McCleary's longer than anybody I'd ever seen in this town. She was also the first of us to lose her virginity, to Bobby Sanchez when she was thirteen. She was our trailblazer - the first to smoke (both tobacco and pot), the first to drink and the first to get drunk, the first to give a blowjob and the first to make out with another girl. I seemed to remember that the other girl had been me, at church camp of all places, when we were both fourteen.

"So what were you saying again, Nikki?" Monica asked me. I blinked. Had we been talking about something?

"Oh, yeah," I said, remembering suddenly, my mind and soul in agony over the loss of my friends. "The website, right?"

"Yeah, what's the deal with that anyhow?" Renée asked.

"Well, we could all, like, use some extra money, right?" I said.

"Sure," Wendi replied, nodding.

"Well, this website, right, we just do what we normally do with boys, right? But there's, like, all these hidden cameras in the house, and people pay to watch us do it on the Web and stuff. It's totally legal and it's, like, so much money."

"Sounds cool to me," Renée said, lighting a cigarette. "Count me in."

"*Tambien*," Monica said, smiling and giving Renée a high-five that was all slender fingers and long, polished nails. Renée offered smokes to the rest of us - Wendi passed, but me and Monica took one, for celebration's sake.

"Me, three," Wendi said, clapping her manicured hands excitedly. "When do we start?"

"*OhmyGod, like, whenever you want, okay? OhmyGod, you guys, this is so awesome! Like, pack some stuff if you want and you can totally move into a room in my grandmother's house tonight and stuff!*"

Inside, I wanted to die. She'd made me kill my friends, erase them as if they'd never even existed. Just so we could have our little 'clique.'

* * *

"You are so full of shit, man! Not only was Ivanova way hotter than Troi, she could totally kick Troi's ass, too," Cornan Wilder shouted, throwing popcorn at his friend on the couch. Ashton Gaines, the defeated *Star Trek* supporter, just covered his face and returned fire halfheartedly with a throw-pillow.

"You're both completely stupid," the third of the group said, pushing his glasses up his nose. Hillel Fleischmann - the scion of the one of the town's only Jewish families, the other being Wendell Taub - shook his head in derision, almost as if embarrassed to be seen with two such uncultured heathens. "Troi was a fucking psychologist, man! Ivanova was a combat pilot and a soldier! It's like comparing apples and oranges."

"What, like Starfleet wouldn't have trained Troi how to kick ass?" Ashton shot back in his hoarse, nasal voice that made the school's announcements over the P.A. every day. "You've watched the show. You've seen her in action."

"Ivanova would waste her, dude!" Cornan crowed, his double chin wagging as he smacked the back of Ashton's head. "You're so full of shit!"

"Starfleet could train her all it wanted, it still doesn't replace combat experience," Hillel moralized, as if he would know combat experience if it jumped up and tweaked his nipple. "I have to rule in favor of Ivanova."

"Hey, where's James, anyway? He never misses *Andromeda* with us," Cornan said.

"Who knows where that loser is," Ashton said, making a dismissive wave of his hand. "If he wants to miss Trance Gemini in a leather corset, that's his dilemma."

Hillel jumped up, upsetting the bowl of popcorn to the enraged shouts of his companions. He paid them no mind, staring dumbfoundedly out the living room window of his parents' house.

"What the fuck, man?" Ashton said, brushing popcorn from his clothes.

"Holy shit, dudes, but I think I just saw Jami Faust walking up my sidewalk."

"Yeah, and Agent Scully is going to blow me later," Cornan snorted. "Dream on, dude."

"No, seriously," Hillel protested, but was cut short by the ringing of the doorbell.

"Don't fucking embarrass me," Hillel warned them, jumping over the back of the couch and running top speed on his short, stubby legs to the front door. His socks had no traction on the

tiles and he thumped into the door hard enough to knock his glasses askew, not thinking to take a moment to compose himself before jerking the door open suddenly and *then* trying to look debonair.

"Hey, Hillel, I was wondering if this was your house," Jami said brightly, smiling her light-up-the-room smile. Hillel tried not to gape. He'd dreamed so many times and so many ways of this first meeting, her bright smile and her centerfold body, her big innocent eyes that had just a little tightness around them, like something bad had happened to her once and she was trying to put it behind her and just be happy. So mysterious and so flawlessly beautiful. Hillel hoped he didn't have to use his inhaler.

"Yeah, um - actually, it's my parents' house. I live here, though," he stammered.

"Cool," Jami said, bouncing on her toes a little. "Um, like - can I come in?"

Hillel jumped like he'd been shocked. "Oh, yeah! I mean, sure! Come on in!"

He tried to be gracious by leading with an outstretched hand, but his balance on the tiles with sock feet and trembling knees made him stumble. His voice was nearly an octave higher than normal.

With a stern, "don't-fuck-this-up-for-me" look, he cleared his throat and said, "Hey, Jami, these are my friends. This is Ashton Gaines and Cornan Wilder."

"Hey," Ashton said. "Everybody calls me Duke."

Hillel sighed and tried not to weep as Cornan smacked the back of his head, crying, "God, nobody calls you that, idiot! You just call yourself that in that stupid story you keep trying to write."

"It's not a story, it's a screenplay," Ashton whined.

"Shut up," Hillel barked, then continued in a much smoother tone, "Hey, Jami, can I get you something? A soda or something?"

"Oh, no thanks," she said, wrinkling her nose at Hillel and raising his blood pressure several points. "I just came by to like, ask you if you had your Tuesdays free."

"Tuesdays?" Hillel squeaked.

"Yeah, 'cause like, you're real good in Trig, right, and I totally can't keep up, so I was going to ask if you, like, would let me hire you as a tutor on Tuesday afternoons, y'know? I have cheerleading until four, but after that or something?"

"Oh, God, sure!" Hillel cried. "That would be really cool!"

"Cool!" Jami shot back, grinning large. "That would totally help me out, y'know."

"Sure, I'm glad to help. Trig's not so hard, once you figure out what you're solving for," he tried to explain.

"Well, okay, so, like, thanks. I guess I'll see you Tuesday?" she said, bouncing on her toes a little. "You're totally the best, Hillel."

"Um, no problem," Hillel replied, starting to break into a sweat.

"Hey, Jami, we were just about to watch *Andromeda* on the big screen," Ashton said, trying not to giggle like a fool as he held onto the courage it took to ask. "Do you want to hang out and watch it with us?"

"We made popcorn," Cornan added, like that was some kind of incentive.

"Really? I'm, like, mostly a *Firefly* fan, y'know, but I like *Andromeda* too 'cause Kevin Sorbo is, like, such a total babe. You guys don't mind me hanging out here?"

Cornan and Ashton slid apart at Mach 8, opening a space on the couch for her while Hillel assured her (with fervent Thanksgiving prayers to the God of his fathers) that it would be completely okay before sprinting headlong from the room to prepare her the one, singular Diet Coke that would make Jami Faust fall madly, hopelessly in love with him for the rest of her life.

"I never would have guessed," Ashton said, leaning way too close to her and wishing he'd brushed his teeth after his chili dogs this evening, "that you would like sci-fi."

"Why not? I'm not, like, stupid or something," Jami protested.

"Yeah, you fucking retard," Cornan said, slapping the back of his head and staring Jami right in the cleavage. "She can like sci-fi - lots of people do. Don't be such a sexist."

"No, it's okay," Jami said, giggling a little at their 'Three Stooges' antics. "I guess I can see how you, like, wouldn't expect me to be into sci-fi and stuff. Like, I'm supposed to be all popular and stuff, right, and go out to parties and stuff instead of, like, watching TV and going to the movies, right?"

"Well, I guess so," Ashton said. "Sorry if I offended you."

"You totally didn't," she said, squeezing his hand gently and nearly putting him into a testosterone coma. "You're so sweet. No, I totally got into sci-fi because of my friend. You guys know Caitlin Mitchell?"

"Oh, yeah," Cornan said. "The girl from the website."

"One of 'em," Hillel said, coming around the corner with the Diet Coke, in his mom's crystal and with a freshly-sliced lime on the edge. He had a band-aid on his index finger where he'd cut himself trying to slice the lime in less than a tenth of a second. "I heard there were a whole lot of girls on that site, and none of 'em knew they were being recorded. Boy, I thought Brandon Tate was cooler than that."

"I think somebody set him up," Ashton said. "Doctored the tapes or something. Nobody gets that much play unless they're paying for it or using roofies. I'm planning to analyze the video frame-by-frame and call the district attorney if I find something."

"The compression will make everything look like crap anyway," Cornan told him derisively. "You'll never be able to prove anything."

"So, you guys were on the site?" Jami asked flirtatiously, taking the glass from Hillel. Her finger lingered, barely stroking the top of Hillel's index finger with a long fingernail. Hillel took deep breaths to keep from losing consciousness.

"Yeah, I was," Cornan told her. "Looking to see if it was for real, y'know, and not one of those stupid Internet hoaxes we get all the time."

"Oh, and like, you didn't like seeing some of those girls putting out?" Jami teased.

"Well. I mean." Ashton stammered.

"Relax," Jami said, cocking her head to toss her ponytail over her shoulder in the most delightfully coquettish way, stroking it gently and absentmindedly with her free hand. "It's totally okay, I'm just fucking with you, y'know?"

They all laughed with nervous relief. James, down deep behind the persona of the cheerleader, hated himself for doing what he always resented girls for doing, playing with their emotions and driving them out of their minds with tension. But there was nothing that he could do to prevent it. The cheerleader - he couldn't bring himself to say her name - was in control, and James could only watch helplessly, screaming in his soul.

"So," she said, sitting forward to offer a tempting view of cleavage and folding her hands in her lap. "Who did you like best on the site? Who's, like, the hottest girl?"

"You're serious?" Hillel asked, swallowing hard.

"Totally," Jami said, smiling. "I totally vote for Connie Kraft. She has, like, the cutest smile and the biggest blue eyes I've, like, ever seen."

"Connie's okay," Ashton said, totally into the line of conversation, his inhibitions and discomfort at talking about sex and desire in front of a girl, "but she's not nearly as hot as Aimee Statler. I about passed out looking at her."

Jami turned her searchlight smile on Cornan. "Cor? You?"

'Cor' looked at the carpet and his voice came out as a red-faced, five-year-old-with-his-hand-in-the-cookie-jar mumble of embarrassment. "I dunno."

She put a hand on his knee and he jumped, still disbelieving that he was actually being *touched* by *Jami Fucking Faust* in his friend's living room. He hoped Hillel didn't think he was cock-blocking him, either - he'd grown quite fond of the Fleischmann's 52" HDTV plasma screen and didn't want to piss off his meal ticket.

"Oh, c'mon," she bade him, smiling brightly to show it was no big deal. "You had to like somebody on that site, right?"

"Um, well - I mean, I guess. Shit. You think I'm a total porn freak," he said disgustedly.

Jami giggled, a charming, tinkling affair. "You mean, you, like, don't like looking at naked girls doing it?"

"What? Hey!" Cornan blurted, a little offended. "I'm not a homo!"

"Then who did you like?" Jami asked, teasing.

"Okay, okay," Cornan said, able at last to laugh at his own massive discomfort. "Don't tell her, okay, but I've totally had this thing for Rebecca Quinn for as long as I can remember."

"Oh, you have good taste," Jami said, patting his hand fondly. "I know Becca from cheerleading, she's such a sweetheart. And I totally won't tell, okay? Your secret is like, totally safe with me, I swear. What about you, Hillel?"

"I didn't look at it," he said, nearly glowing red.

"Bullshit," Cornan laughed. "He so looked. He kept going on and on about Stacey Kendall."

"OhmyGod, wasn't she wild?" Jami asked, her eyes wide in excitement and her voice husky. "I couldn't believe she was like that."

"No way," Ashton said. "You watched those videos?"

"Oh, God, totally," Jami said, waving her hand dismissively. "I had to, like, check out the competition, y'know, and I totally didn't mind seeing Brandon bare-assed."

"Naughty girl," Cornan said in a very pitiful excuse at flirting.

"That, and, like, I really wanted to see my friend Caitlin, too. I mean, she's like, so sweet and so smart, I guess I just wanted to know if she had a good time, y'know?" Jami said with just the perfect touch of *faux* sadness.

"She didn't seem to be into it much," Hillel said.

"She's kinda quiet," Jami said. "I talked to her about it, y'know, 'cause she's been in love with Brandon for years and stuff. She seemed really hurt about him putting it on the 'Net and stuff."

"Yeah, that was pretty crappy," Ashton said.

"I dunno, though," Jami said, brightening up instantly. "I mean, like, on the one hand, it's illegal and he should have told them he was filming and stuff. But - don't think I'm a slut, okay, you guys? - on the other hand, it's kinda, like, a thrill, y'know? Being out there for all the world to see and stuff?"

"You really think so?" Hillel asked.

Jami raised her hands in a spread-fingered gesture, green light flashing.

"What matters is that you think so," Jami said, her eyes watching the flare of green as the boys were jerked upright and their clothes reduced to floating dust. Instead of the fear that Jami had seen in Brandon and Nicholas' eyes when they'd changed, these three only had a calm serenity.

Cornan's dishwater-hazel eyes flashed with green light and became a deep sparkling royal blue ringed with curly black lashes. His bushy eyebrows thinned and softened, rising a little to give him a cute look of surprise. The tousled russet hair lightened as well to a lustrous auburn, sprouting from his head to flow down his neck and shoulders in a feather-soft waterfall of shiny curls. The face narrowed and the double-chin disappeared, the lips plumped out full and the nose became a long, aquiline "Jodie Foster" affair. The tiny little chin even took on an adorable little cleft as the peaches-and-cream complexion with the roses in the cheeks took over the mildly oily tan pocked with scattered zits. Cornan's braces remained, but over smaller, chalk white teeth in a ready smile.

Cornan's body shrunk impossibly, collapsing in on itself like it was melting in a microwave, turning his six-foot, 260 pound body into a petite little 5'-3" that couldn't have weighed in higher than one hundred. The arms and legs were lithe and willowy, the nails long and manicured and the feet dainty and delicate. A cute little feather of ginger-colored pubic hair wisped over the pouting lips of his pussy and pert, tight little handful breasts - maybe a B cup if he retained water during his period - with pink nipples jutting out rode high on his tiny chest

and ribcage. Pink-toned, glittery makeup appeared on his eyes, cheeks and lips and on finger- and toenails to match. His body and face belied his age - the girl he became looked no older than about fifteen, but somehow Jami knew that she was eighteen, just like the rest of them. They'd gone to elementary school together, sneaked cigarettes in her dad's backyard in the eighth grade and were in Girl Scouts together. Jami could remember selling cookies and the cool sleepover party she'd had for her thirteenth birthday. Memories of Cornan Wilder faded without a trace, replaced by a long and close history between Jami Faust and Corinna Wilder, one of her best friends. Not Cornan, who could belch the alphabet and stuff three whole Twinkies in his mouth at the same time. Corinna, who liked sneaking her dad's cigars and who worked night and day until she could do a triple back handspring with a layout. Corinna, who could say "I want to fuck you" in seven different languages. Corinna, who was saving her babysitting money for a boob job.

Greenish vapor, appeared out of the light surrounding Corinna and swirled around her petite body, leaving it clad in white hip-hugger sweats with a pink stripe down the seam, white tennis shoes with pushed down wooly pink socks and a white cropped tank top with a huge United States flag across her breasts. Her perky nipples poked through the fabric teasingly.

Beside Corinna, Ashton Gaines was filling out from his bony 5'-10" into a leggy bombshell, the lean flanks and prominent ribs filling out into a ripe set of Anna Nicole Smith-before-the-downfall curves, the evenly tanned skin on his chest erupting into the most mouth-watering heavy 36DD spheres Jami had ever seen. Heavy makeup crawled across the narrow, heart shaped face with the huge, liquid brown eyes and the sexy, flirtatious smile, making the complexion paler than it was on his body, the lips a sexy matte red and the eyes done dramatically with heavy black liner and mascara. Thick patches of peach-colored blush appeared across the high, well-defined cheekbones and the soft, angular jaw. The uncombed and none-too-clean dark brown hair lightened and lightened some more, becoming a 50's-era platinum blonde streaked with wild fuchsia streaks through the bangs and over the ears which arranged itself into a Gibson Girl/Andrews Sisters double roll like the style favored by Gwen Stefani of the group No Doubt. The swirls around her body formed into a tighter-than-sin corset-laced tee which was unlaced enough to show the cute little bellybutton with its silvery ring piercing in a bright white and a pair of black low-rise slacks hung with three or four belts of round silver links. High white platform shoes with five-inch, contoured "go-go" heels surrounded the cute little feet with the red-painted toenails. A super-long and slim ladies' cigarette appeared between fingers with long red manicured nails in white lace fingerless gloves, curling smoke seductively around her slender left arm, which was now encircled on the bicep with a roses-and-thorns linked tattoo.

Jami sighed - it was the only sadness she was allowed in her new form - to see her friend of five years erased from memory, the marathon bullshit sessions they'd had sitting in the bed of his dad's pickup truck. Jami resigned herself to the fact that Ashton Gaines was gone. She could only hope that Ashlyn Gaines could be just as good a friend. Jami did seem to remember some pretty good times, actually. Ashlyn was kind of a wild one, one of the school's most renowned 'party girls.' Good times just seemed to follow her around. She had quite a reputation, Jami knew, but it didn't make her think any less of Ashlyn. What was wrong with a girl liking to have fun? Nobody seemed to mind when a boy did it, but if a girl did it she was a slut and a whore. Ashlyn was who she was, and didn't make any apologies, and Jami respected her for that. Down deep, Jami actually wished she could be more like her.

Hillel's deep brown eyes were looking at Jami sadly, full of regret and loss as they slowly lightened into a mysterious, enchanting hazel-green.

"I always loved you," he whispered, his voice rising in pitch as the words came out. Jami put a hand over her mouth to keep from crying. Poor thing. She'd liked Hillel. He was awkward and nervous and incredibly sweet, always such a gentleman and she loved how he sometimes tried too hard. But those memories were fading, too.

Hillel's long, bony body was shrinking, stopping at a petite 5'-4" that still appeared to be mostly legs, long and smooth dancers' legs muscled perfectly to add those sinuous curves. The most adorable little bubble of a butt sprang from Hillel's formerly non-existent ass as his already-skinny waist nipped in even further, making the smooth and curvaceous muscles of his abdomen into a tempting nest of unblemished skin for his tiny little bellybutton. Full, soft breasts that pouted just enough to make them more sexy crowned the narrow chest, full touchable C cups with big nipples, about the size of mini-marshmallows when erect. The neck became long and graceful like a swan's, eminently kissable. The small wrists and long, nimble fingers didn't change much except to shrink in proportion to the loss of height and mass, the only change being the long, square cut fingernails with the French manicure.

A faded denim jacket appeared over a black second-skin knit tee with one shoulder strap and the words "Spoiled Brat" picked out across the breasts in rhinestones. A broad belt crusted with pink glitter and a huge rhinestone heart for a buckle hung from flaring hips and a pair of low-rise flared-leg jeans in dark denim so tight that Jami imagined she could see a pulse. They also 'camel-toed' her pussy lips into a prominent valley through the denim. The tiny little feet were shoved into clear Lucite platform heels with at least a seven-inch heel and a three-inch platform, tinted just the palest shade of pink. Rings appeared on all her fingers and both thumbs, and huge silver wire hearts hung from her ears. Her face had softened and shrunk, giving her a heavy-lidded-but-wide-eyed "Jenny McCarthy" look with a humorous, sexy smile with full, expressive lips and a long, slender nose ending in an adorable little button. She wore liner and mascara only on the top lid and lashes, giving her a very fresh-faced vintage look, and her lipstick and blush were the palest pink. The pale skin of her face and the pinks she chose for lips, cheeks and eyes contrasted incredibly with the long, thick and straight black hair which flowed halfway down her back and almost glowed with health and luminous shine.

Jami stopped and stared at this new person, sad at losing the memories of nervous, sweet Hillel Fleischmann but amazed to realize the new memories of Hillary Fleischmann were of a sweet, upbeat girl who was in P.A.L. with her, the one who crammed for Trig with her and the girl Jami had found herself kissing passionately while sitting in the swings at the elementary school playground. A brief flash of happiness jolted Jami - she had forgotten happiness existed since this had started happening - while the memories of Hillel were still in her mind. Hillel had loved her from afar, dreamed about her but had been too nervous and too unconfident to approach. Hillary loved her and dreamed about her too, but the confidence wasn't an issue. Not many people knew it - they decided to keep it kind of a secret right at first - but Jami and Hillary were girlfriends and lovers.

"And that's, like, what I wanted to talk to you guys about," Jami said brightly. "I mean, we can make a ton of money and stuff, sure, but mostly it'll just be fun."

"I can imagine all those boys beating off watching me," Ashlyn, the "Wild One" said, chuckling throatily in that sexy way she had. "I'm so totally in."

"I dunno," Corinna said.

"Oh, come on, girl," Ashlyn urged. "Ever since the Olympic team negged you for being too old, you've been a total drag. Loosen up! You can have a lot of fun, and you get a ton of money and a ton of fucking! What's not to love, right?"

"Well, okay," Corinna said, smiling shyly. "I mean, it would be that much sooner I could get my titties done, right?"

"Totally," Jami said. "Hell, we might even call that a business expense or something, y'know? Getting you some big ya-yas would totally make more people tune in!"

"What about you, Hillary?" Corinna asked.

"Well, see, that's a whole other thing," Hillary said. "'Cause I totally want to do it and stuff, but if I do, then I have to tell the truth about something, 'cause everybody's going to find out one way or another."

"Are you talking about being gay?" Ashlyn said. "'Cause we all totally figured that out. And there's totally nothing wrong with it. I bat for the other team all the time. It's fun."

"Yeah, me too," Corinna confessed. "I mean, um. well, hell, it was Ashlyn who first taught me what a Venus Butterfly was, y'know?"

We all laughed while Corinna blushed bright red.

"No, it's not about being gay," Hillary said. "Well, yes and no."

"Just say it, girl," Ashlyn urged.

Hillary took Jami's hand, shyly at first but tighter as she found her strength. "Well, it's that I am gay - there, I said it - but there's more and stuff. I'm gay, and, like, me and Jami. we're together."

"Oh, no way!" Ashlyn said, laughing.

"You two? And you never told us?" Corinna said, her face bright with happiness. "You total bums! How long has this been going on?"

"About six months," Jami confessed shyly.

Jami and Hillary were nearly crushed in the ensuing hug of congratulations.

* * *

They were the few, the proud, the backs. Practice had been good and scrimmage had been better. It was hard not to get all amped up after workouts like these, and the three secondary decided to hop in the car and go cruising. None of them currently had steady things going on, so tail-chasing was a big deal these days. They toweled off from their showers and dressed quickly in jeans and official NFL team jerseys that they'd spent a fucking fortune on, backwards baseball caps and tennis shoes and then they were out of the field house, down the hillside and to the parking lot.

Cassius Reynolds was a junior All-State and already being scouted by Penn and Ohio State both. He really wanted to be a Buckeye, but he had all next year to see if somebody could come up with something better. He was not a good-looking kid - his face was all hard planes

and angles and he looked a little bit like a gorilla in just the right light. But he was huge, well muscled and sleek, which served him well as the Harding Hornets' star halfback. He had the size to make the blocks and the speed to make the plays, and was more than mean enough to deal with the nastiest linebacker. He kept his dark hair in a meticulous crew-cut which he was combing as he walked.

Jesse Dixon was the quarterback, a lithe 6'-2" which was all movie-star good looks, sparkling blue eyes and tight, chiseled body. His sandy blonde hair was shaggy and a little long - he liked to pretend he looked like Joe Montana as well as threw like him. His prospects weren't as good as Cassius' - he'd only been scouted as a junior by State and Syracuse, but now that the Hornets' season was taking off his senior year, he hoped to get a little more cozy with the bigger, more prestigious football schools.

Briggs Harrison, the quick-as-lightning fullback and the Hornet's star playmaker, was in the catbird seat, already having accepted a scholarship to come and play for Notre Dame next fall. He'd originally kept his clothes meticulous and his lantern jaw shaved smooth, his thick black hair combed and maintained, but now that he had his ride, he didn't really care much what Harding High School thought of him anymore. Stubble bristled on the jaw, his dark, hard eyes had circles under them from the late-night partying and the shiny black hair was uncombed and messy.

Sonny Wayne was the biggest of the four, their colossal junior tight end who could destroy defensive ends and still catch passes. He was looked at to be the next up-and-comer at Harding, a hard worker and a great player. Scouts were already giving him thoughtful looks even though he'd just made varsity - tight ends that were 6'-5", 320 pounds of solid toned muscle and could run the forty in 4.5 were very hard to come by. He'd already gotten long consideration and preliminary offers from Miami, Maryland and Kansas State, and hoped to be hearing soon from USC. He would have made a fantastic USC Trojan - blond hair and a perpetual tan on a boy-band baby face with a gleaming white smile and big blue eyes - fitting right in on the beaches of Southern California.

They were walking in a tight knot towards the parking lot, laughing and joking as they usually did, when they stopped dead one by one, gazing longingly at the exquisite ass in the pleated skirt of a cheerleader sticking over the back lip of a red Jeep Wrangler. A tiny cotton thong stretched between the perfectly smooth and tanned cheeks and little light hairs curled over the edges of the panties where the plainly showed the outlines of two puffy, pouting labia. Grabbing a big bundle from the back seat, she popped upright in a delicious jiggle of firm tits and a gorgeous fresh face.

"Hey, guys!" she said perkily.

"Brandi, 'sup?" Cassius said, nodding and being oh-so-gangsta cool.

"What you got there?" Sonny asked. "Need some help with that?"

"Oh, yeah, that would be totally great," Brandi said happily.

"What the hell are these things?" Jesse asked, looking in the oversized equipment bag curiously. Briggs looked over his shoulder.

"They're sticks, y'know, like. for field hockey," Brandi told them. "Coach Kleiner is totally thinking about starting a team, and my mom had these."

"Cool," Briggs said. "Can we see 'em?"

"Sure!" Brandi perked, bouncing up and down a little on her toes in that way she had. The husky football players each took one of the four sticks, looking at them curiously and trying out a few cautious swings.

"So, are you gonna play?" Sonny asked her.

"Oh, no," Brandi replied. "I totally have way too much to do with cheering for football and basketball. But my mom was all like, we should totally donate the equipment and stuff, and she asked me to drop them off."

"That's cool," Briggs said. "I'd hate to think of you getting hurt out there. These things look like they could take your head off."

"Oh, totally," Brandi said. "So, what're you guys up to?"

"Oh, you know," Jesse said. "Showered up, we were gonna go cruise around, see what's what."

"There's, like, a huge party over at Caitlin Mitchell's house tonight," Brandi said.

"The skank who was on the Internet?" Briggs laughed.

"Yeah, which fucking skank are you talking about?" Cassius laughed. "There were like, a hundred of 'em. Brandon was a fucking God, but he got my sloppy seconds with a couple of 'em."

Jesse punched his arm. "Yeah. I totally did Audrey Clausen, way before Brandon bagged her. She sucked my dick just like that, too, dude."

"Guys, c'mon," Sonny said. "Don't talk that way in front of Brandi."

"What's the matter?" Briggs chided. "She got virgin ears or something?"

"It's totally okay," Brandi said, squeezing Sonny's arm. "I'm so not offended. In fact, I just learned everything I need to know and stuff."

The field hockey sticks they were holding flashed out in a blast of brilliant green light and their clothes fell in ash around their feet.

Cassius Reynolds' lean, well muscled body shrunk like air escaping a balloon, dropping him from his former six-foot-tall, 235 pound athletic build to a compact, curvy 5'-4" that didn't top out much higher than 105 pounds soaking wet. The tan from long hours practicing in the sun became a rich amber salon tan broken by the lily-white triangles surrounding his shrinking crotch and expanding chest. The slender, petite hands gripping the stick erupted at the tips with long, square cut nails with airbrushed electric blue stars and comets on them. Cassius' low-browed face and jutting chin softened and shrunk into a china-doll oval, with smooth cheeks shy of the day's stubble and thick, puffy pouting lips that had the distinctive looks of being 'done.' Sultry, heavy-lidded eyes of clear crystal blue peeked from behind long, curling lashes. Heavy, dramatic make-up - a little gaudy and whorish, but appropriate for a girl who was obviously not allowed to wear it and was doing it to rebel - appeared across the slender, button-nosed face as straight, honey-blond hair sprouted from Cassius' shaved head and flowed like a golden waterfall over his narrow shoulders and down his slender back to tickle the tops of his supple, globular cheeks. A pair of sweet little pencil-thin braids clipped with

pink puffy flower barrettes arranged themselves just beside his temples and hung beside his blossoming, firm B-cup breasts with their pink nipples jutting proudly out.

Jesse's body had shrunk to a very petite 5'-1", his huge defined muscles and wiry body hair collapsing into himself in only a few seconds, leaving only a deflated teenage-boy body with smooth, milky white skin. Small, handful breasts with enormous pink nipples barely swelled the shrunken chest, barely filling out an A cup but still round, firm and impossibly girlish and feminine. Sinuous but still tomboyish curves flared out the hips and narrowed the already-tiny waist and tapered the lithe arms and legs into graceful, flowing lines. Long, oval cut manicured nails flared out of long, delicate fingers, painted a glitter-encrusted frosty pink to match the tiny little toes on the dainty, high-arched feet. Lightweight, oval eyeglasses with a barely-there silver frame appeared around the tiny little ears which suddenly dangled with large, golden hoops. A sweet spray of russet freckles popped up across the pert little aquiline nose, giving the heart-shaped face with the huge green eyes a very 'girl-next-door' appeal and a look of constant surprise. Full, expressive lips parted over a toothy white smile over silvery braces. A long tumble of tousled coppery curls fell over the narrow, sparsely freckled shoulders as a rhinestone ring appeared in the gentle muscled swell above his bellybutton.

Briggs Harrison would never be mistaken for a Notre Dame fullback now as his coltish, lanky 5'-11" frame lost all its muscle to a set of long, sinuous curves. A firm feminine teardrop of a derrière jutted out deliciously from the incredibly tiny waist, which spread up into a high and compact ribcage which supported two perfect B-cup, milky-skinned breasts with large erect brownish-pink nipples. Everything about this body was long, from its mannish height to the proportional taper of the legs and arms, the slender ankles and wrists and the toes and fingers which seemed all the more lengthened by their slenderness. Perfectly manicured, square cut nails with French tips overhung the tips of his fingers by about three-quarters of an inch. The sweet squarish jaw over the lissome, swanlike neck ended in an adorable little round chin and the full, kissable lips seemed perpetually locked into a delicious little pout. Huge blue eyes with fanned out lashes that brushed the blemishless cheeks set the face off, the narrow and long nose turning up at the end in a flirty, girlish little 'ski jump.' The thick, straight deep chestnut hair sprouting from the scalp and over the shoulders and back was shiny and vibrant enough to satisfy any Pantene commercial, and a touch of natural wave gave it bounce in a sweet, kinky style that just brushed the tops of his shoulders. Heavy eyeliner and eyeshadow appeared in time with the thick, pink lipstick and blush on his overdone face.

Sonny Wayne's transformation was the most shocking of all. The huge, six-foot-five-inch frame with its layers of thick, corded muscle was now a trim and lean-flanked five foot nothing, the milky white skin smooth and soft as silk where it stretched taut across the firm, muscular little belly and the small but pert A-cup breasts. Silky black hair so dark it shone almost blue flowed in a thick, straight wave over narrow shoulders to tickle between his shoulderblades. The attentive blue eyes darkened to brown as the eyelids reshaped under an epicanthic fold, ending in a wide-eyed pair of almond shaped, undeniably Asian eyes and a tiny little budding pout of a mouth in the creamy, tapered face. Everything about this new person screamed softness and delicacy except the long, red-lacquered fingernails. The same heavy, sluttish makeup appeared on his face that had all the others, like a young woman who was wearing makeup to rebel and wound up looking like a tramp.

All of them stood like statues, holding the field hockey sticks, the looks of shock and terror plain on their beautiful faces. With a sucking motion, their penises - formerly long and chock full of bragging potential - retreated into their bodies to form the unmistakable swells of a girl's

crotch, the tender little turned-in lips of their pussies nestled sweetly under wispy feathers of pubic hair to match that on their heads. As the male organs were absorbed and reformed, their chests swelled dramatically, forming the gravity-defying too-perfect spheres of 'done' breasts, their proud nipples erect and jutting out and up. They had their ranges of size but remained almost disproportionately large, from Briggs' and Cassius' massive, heavy DD-cup masterpieces through Jesse Dixon's smaller-but-no-less-impressive D's down to the perky, upturned C-cups that now rode Sonny's chest. As their crotches collapsed in and their chests ballooned out, a greenish mist swirled from the ground, leaving the feet clad in loafers and pedal-pushers, their calves encased in sheer, knee-high white stockings, their thighs only barely covered by pleated blue-and-green plaid skirts and white blouses, knotted beneath the overflowing breasts straining across their impressive endowments. Blue blazers with the sleeves pushed up and a gold school patch appeared over the blouses and skinny blue-and-green plaid school ties dangled over the spectacular shelves of their breasts to hang dangling over bare midriffs.

The punishment for their crass behaviors - even though Sonny had tried to be a gentleman - was not over by Caitlin's standards. Instead of memories of their lives as young men fading from their minds and Brandi's, full and total memory of their true selves lingered underneath a compulsion to act like prep-school jailbait sluts. They struck impudent, 'up yours' poses with hands on hips which were sexy in the way that made men wonder if they were doing it on purpose. Cigarettes appeared, smoldering lightly between the fingers of Briggs and Cassius as Jesse blew a big pink bubblegum bubble and Sonny sucked almost lasciviously on a Tootsie Pop.

"What have you done to us?" Cassius demanded roughly in a melodic soprano that would never be taken seriously again.

"It wasn't me," Brandi said. "I swear I couldn't help it, Cassidy!"

"Turn us back!" Jessica Dixon demanded, her carrot-top curls bouncing.

"Oh my God," Bridgette Harrison whispered, her small hands running gently over the outline of her enormous double-D breasts.

"I can't!" Brandi protested. "I wish I could, but I didn't do this!"

"Then who did?" Sonja Wang asked in her breathy little whisper.

"Caitlin," Brandi said. "She, like, did it to all of us. And I don't know how."

"Oh, God," Bridgette said again.

"Can't you do anything?" Jessica asked, a little frantic.

"I can tell you that I'll give you the chance to work off the money Jill spent on those boob jobs, you guys," Brandi said, looking a little surprised at the words coming out of her mouth. "We have this website."

"Oh, I've seen that, it's people fucking," Sonja said. "You mean, you'd let us be on that, too?"

"Totally," Brandi said. "I mean, I know you guys go to St. Mary's and stuff, but you could totally stay at the house and let us record you. It's, like, huge money."

"Do we, like, bring our own guys or do you bring them in?" Cassidy asked.

"We bring them in mostly," Brandi answered.

"Isn't that like, sorta being whores and stuff?" Jessica asked.

"A little, I guess," Brandi told them honestly.

"Cool!" Bridgette answered happily, and all the prep-school girls agreed. "I'm, like, so in! What about you, Jessica? Cassidy? Sonja?"

Sonja's child-like face with its wide, guileless eyes hardened. "What have I told you to call me when we're not in school, bitch?"

Bridgette's eyes went to the ground obediently along with Cassidy and Jessica's.

"Sorry, mistress," they mumbled together.

"See that it doesn't happen again," Sonja said smugly.

Maybe Caitlin's magic had rewarded Sonny for being a gentleman after all, or maybe it was just a part of something more sinister. Brandi would never know as she helped them pile into her Jeep.

* * *

"We have all the major fetishes covered," Jill remarked to Caitlin as the new girls moved their stuff into the house. Magic had altered the house, giving each of the girls their own room including a few empties. Jill had the master suite as both webmistress and madam, Jami Faust and Hillary Fleischmann had elected to have a room together and Cassidy, Jessica and Bridgette were sleeping in the basement dungeon, usually at the foot of Sonja's four-poster bed.

"I know," Caitlin said. "The website caters to everyone - B&D fetishists, Asian fetishists, lesbian-watchers, Catholic schoolgirl and cheerleader fetishists, big tits, small tits, blondes, brunettes and redheads. we aim to please."

"The money should start pouring in," Jill said self-satisfiedly.

"I'm relieved," Caitlin said. "We've racked up quite a debt for all this equipment." She jerked a thumb towards the camera arrays and the giant racks full of servers that were in various states of assembly behind them, through the open door to the control room.

"Debt, yes," Jill Sinclair said. "Debts must be repaid."

"That's what I just said," Caitlin said, annoyed. "What's with you?"

"Oh, nothing, just thinking about some debts," she said.

"Like what?" Caitlin asked.

Jill only walked away, stiff backed and said nothing. Caitlin started to pursue, to chew her creation out royally and maybe change her into a huge-titted diaper freak or something to teach her the cost of messing with Caitlin Mitchell. But all thoughts of evening the score flew from her head when the Beast came in from the control room. It had the torso and head of a stunningly attractive man - attractive, if you liked little blue, veined horns in the forehead, long fangs and huge, folded membranous wings folded tightly against the muscular torso, and orange skin. But from the waist down it was a serpent, scaled in a dizzying pattern of orange,

black and blue which made the eyes ache to try and follow it. A sick-sweet, decaying smell emanated from the creature.

"Caitlin," the thing said, its voice a hollow boom and a hiss all at the same time. Its mouth didn't move when it spoke, seeming to resound from the walls and floor. "You know who I am?"

"Yes," Caitlin said, her mouth suddenly very dry and in great danger of wetting herself.

"You made me some promises, Caitlin," it said, its razor fangs splitting in a heartless smile.

"S'sreka'z, please."

The demon held up a hand and her tongue stopped as if torn out.

"You named me once, little one, to call me forth. Didn't I grant you the power you desired? Didn't I reshape this sad little world more to your deranged liking? I've done everything you compelled of me, and in return you made me certain assurances."

The demon slithered closer, caressing her chin with a finger tipped in a wicked, pointed claw. His fetid breath blew like a hot wind across Caitlin's terrified face.

"I own you now, little one," S'sreka'z said. "Because you did not pay me back, your soul is forfeit."

"I can pay," Caitlin protested. "I will. I promise."

"And I am to accept yet another promise from you? Do you take me for a fool?" the demon hissed. "No, I do not think I will allow you to fool me again. I have enjoyed the chaos you created. You have a gift for it. I think now that you are my plaything, I will set you to use creating more chaos."

"How?"

The demon gestured, and Caitlin screamed. Her body jerked and spasmed as wide, curvaceous hips suddenly split the seams of her black linen skirt in the place of her formerly slim hips, and her black sweater tore from trying to contain the high, firm F-cup breasts that sprouted from the little A-cup nubs she'd had before. Her combat boots slithered around feet that were suddenly four or five sizes smaller than before, shifting their form into black vinyl ankle high boots with a seven-inch heel and a three-inch platform. A shimmery black lycra dress hugged her new, voluptuous caricature of a body, barely covering her lush bubble of an ass and baring her narrow shoulders. The long, velveteen sleeves covered her to the wrists, exposing only milky-skinned hands with French-manicured nails that were at least an inch-and-a-half long. Her angelic, waifish face elongated and became much more oval, with heavy-lidded eyes and long eyelashes that brushed her cheeks, and huge 'Angelina Jolie' lips that pouted constantly and were made for sucking cock. Her shoulder-length, black-dyed hair writhed and squirmed across her scalp until a thick fall of white-gold, vanilla blonde hair spilled over her shoulders and down to her waist, hanging in a shiny straight wave for a moment before arranging itself into a complicated series of artfully arranged curls and waves, moussed and teased out into a giant coiffure which stood away from her baby-doll face in a show of quintessential 'big 80's hair.' Huge, cheap-looking black plastic hoops dangled from her ears.

The worst part was feeling her intellect dissolve. Where she'd before had a precious store of knowledge both mundane and arcane, pulled carefully and formed into opinions and theories

from years of careful reading and thinking, a prosaic talent for writing and synthesis and a great capacity for analysis and deduction, now there was only an empty space, filled with meaningless scraps about clothes, hair care and makeup. And every other thought seemed to be dedicated to some image of herself being fucked - used, more like - by men, well hung men with no faces who impaled her mercilessly in her pussy, ass and mouth and between her prodigious breasts. She dreamed of the hot stripes of their cum across her cheeks, down her chin, on her tits and belly and back. She reveled in the remembrance of taste and texture, the noises made by the men she serviced and the looks on their faces, the warm soft-firm feel of their cocks in her hands as she masturbated them onto her face and tits. A single tear escaped one glittering sapphire eye before the door closed on the part of Caitlin that would always remember and regret and the dumb, shallow ninny that she would now be forever took control.

"You will be a venom to this world," S'sreka'z said with a chuckle. "You will turn men's fantasies dark and controlling. You will be the one who makes them look at their women and wonder, 'why can't she be more like Caitlin?' You will wreck families, destroy marriages and corrupt innocence wherever you go. You will be my instrument of chaos, my dear."

"Cool," Caitlin giggled in her high soprano. "That totally sounds like fun!"

"Go in, my dear," the demon said, laughing at the remnant of horrified Caitlin left in the overlarge, vapid eyes. "Go meet your sisters and begin your life and my work."

"Okay, bye!" she said, executing a runway turn in the colossal heels - heels she knew she would be wearing for the rest of her life - and kissing her hand to flutter it over her retreated shoulder. "Love ya, sweetie!"

They had finished moving in and were relaxing in the front room. Jill leaned against the door, smoking a long slender cigarette while reading from her leather notebook some of the suggestions she had about the business. Sonja sat in a luxurious wingback chair, idly stroking Jessica's hair as she would the head of a loyal dog. Jessica, Bridgette and Cassidy were all in leather and vinyl, their breasts exposed, wearing leashes and ball gags and looking very satisfied sitting at their mistress' feet. Brandi lounged nearby, puffing on a long cigarette herself while sitting on a high table in her cheerleading uniform. I was filing my nails, sitting on the couch in my own cheerleading uniform and chewing gum, only half listening to Jill's recitation while Monica braided my hair. Renée and Wendi were sitting next to me, smoking cigarettes and listening to Jill. Across the room, Jami sat in Hillary's lap, playing with her lover's hair and nuzzling her neck while they listened, and Ashlyn and Corinna were sitting cross-legged on the floor next to the window. We all smiled when Caitlin walked in and took a seat next to Jill, crossing her legs just slowly enough to give all us girls a tempting glimpse of her bare pussy beneath the hem of her dress. I licked my lips, and I wasn't the only one. All of us there had taken a turn at Caitlin's pussy. It was pretty spectacular, reminded you why you were glad you were born a girl.

"The gang's all here," Renée said happily. Caitlin only beamed.

"So, once we have the cameras set up we can bring in the men," Jill said, closing her notebook and taking her chic glasses from her nose to chew on the earpiece oh-so sexily. "I decided to put them in my room, too. No sense in you girls having all the fun."

"I knew you would, Jill," Brandi laughed. "You horny slut."

"Um, Jill?" Caitlin said, raising her hand like we were in a classroom or something. She was so dim! But we loved her anyway.

"Yes, Caitlin?"

"Do we have to wait to bring in guys before the cameras are installed?"

"Well, we wouldn't produce anything for the website," Jill explained.

"Poo the website," Caitlin giggled. "I just wanna get laid and stuff."

"She's got a point," Ashlyn said happily. "It would be like ordering take-out."

"Well, I do have a waiting list," Jill said, holding up her notebook. "I suppose I could make some calls."