

A woman wearing a bright red, form-fitting dress is shown from the waist down. She is pulling down a pair of white lace underwear, which is visible between the hem of the dress and her thighs. The background is plain white.

TRANSFORMED

BODY SWAP FICTION

IMMORTALS

Transformed

by M. Wills

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Preview of Transformed

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Jeff and Lucas left the shop ahead of Kevin. They were both tense and ready for anything. Jeff whipped his head around, his long black hair flying back and forth. The shopkeeper had said they'd all face special challenges, and Jeff wondered what his would be. The only thing distracting him was the sight of his heavy breasts held by the metal breastplate every time he looked down at his chest. Also his muscular, feminine arms and long, graceful legs. It felt wonderful to be so strong, so confident, to stride through the world ready to tackle anything.

There were a few people milling around the shop close by. They glanced over at the two women, then away as if there was nothing interesting about a tall warrior princess and a scantily clad boxer coming out of a magic shop. Jeff noticed Lucas still seemed uncomfortable in his new body, adjusting his tank top and the tight shorts that clung to his firm ass.

“You gonna be okay?” Jeff asked, placing a hand on Lucas's shoulder. Lucas's skin was warm beneath his touch and he looked back at Jeff with wide, blue eyes.

“Yeah, I just feel...you know...all this...” he shrugged. But Jeff was lost in Lucas's gorgeous heart-shaped face, couldn't seem to drag his eyes away from Lucas's ruby red lips or sculpted, upturned nose. Lucas looked so delicate and yet so powerful at the same time. Jeff wanted to wrap her in his arms, comfort her, feel her muscles tighten around his new body, slip his tongue inside her--

“Sound good?” Lucas asked.

Jeff shook his head. “Sorry. What?”

Lucas tossed his blonde hair back in annoyance. “I said, Kevin should probably stay in between us. You take the front and I'll take the rear.”

Jeff nodded. It made sense, but it meant he couldn't stare at Lucas's perfect ass as he walked.

“Come on out, Kevin,” Jeff called.

Kevin hesitantly stepped out of the store, his three breasts jiggling with each step. Every movement was seductive, every step, every time his fingers brushed against his thighs seemed a deliberate choice intended to draw men towards him.

"I do not like so much please," Kevin said, meekly, in his adorable accent that matched his new form.

Kevin hate the loss of his muscles, the softening of his features. He had a goddamn cunt between his legs. His voice! Christ, he wanted to scream and wail but he everything he said came out as a meek question. Kevin was supposed to be fucking bitches like this. He felt so weak and... and...and feminine. Fuck, he couldn't even walk like a dude anymore. Each step he took was precise and seductive, his hips swaying, his breasts bobbling like he was showing off his goods. He was dressed like a fucking whore, practically naked, and acted like a slut. The worst part was that he wanted to get fucked so damn bad. He wanted a man to treat him like he used to treat women, wanted a man to throw him down, pin his arms to the floor and fuck him until he screamed, slap his tits and call him a dirty slut. The more degrading the better. Because he *was* a dirty slut.

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"You're making this more difficult." Lucas said to Kevin, "Can you walk... I don't know...less sexy?"

"I...no..." Kevin said screwing up his dainty face. The look of slight confusion across his delicate Asian face was, if anything, even sexier. If Jeff had still been a man he would have plunged his cock deep inside Kevin and fucked his brains out right there in the middle of the mall. As it was, Jeff thought she was pretty but she wasn't the kind of woman he was attracted to. He wanted someone with brains and beauty and strength. Someone like Lucas.

Jeff shook the thought out of his head and took them on a winding path

through the mall, trying to steer well clear of any group of men, fearful of what would happen should Kevin get their attention. They threaded their way through the mall, trying to hide Kevin between them as much as they could but it didn't seem to help. It also didn't help that Kevin was giving come-hither looks to every guy in the place. They all turned to stare at her whenever they got within thirty feet. Kevin would giggle shyly and look down at his feet, and that only seemed to draw them in closer to this cute, little Asian with the three massive tits who clearly needed a good fucking. Still, Jeff managed to lead Kevin and Lucas halfway through the mall without getting into trouble. A small crowd of men had begun trailing them, but they seemed harmless enough.

It was the larger group of men that stepped out of the Big and Tall store and blocked their path that seemed dangerous.

Read on for the rest of the story...

Escape

Greg slipped the ice cube down the back of his brother's shirt, causing Lucas to jump into the air and shriek like a little girl. Lucas tried to reach over his head and down his shirt but the ice had already slipped down the small of his back so he wiggled back and forth trying to dance the ice cube out of his clothes. A young couple coming down the escalator shot Lucas a quizzical glance before turning the corner and disappearing into the recesses of the mall.

Ryan and Kevin laughed big, mean laughter at Greg's little brother. Jeff just rolled his eyes and tried to shrink down behind his giant soda, hoping no one would think he was with these guys, despite his clearly being with these guys. Whenever Ryan, Kevin and Jeff came back into town for the summer Lucas would hang around with them all the time, despite how his older brother treated him.

Greg was the less mature of the two brothers, despite being the oldest. He was boorish and crass with an inflated confidence in his own limited sense of humor. Jeff had enjoyed it in high school, when Greg's brashness had gotten them into many parties and close to a bunch of girls Jeff otherwise would never have had the courage to meet, but now coming back from college it was a little bit wearing. Jeff had changed; Greg clearly had not. Greg was still in the same town, still in the same job and probably would be forever.

The ice cub dropped out of Lucas's shirt and he glanced dolefully at his brother as he flapped the back of his shirt with both hands to try to dry it. Lucas was a senior in high school now and, unlike his brother, he was headed to college. In fact, he was unlike his brother in a lot of ways. Greg had clearly gotten the physical genes and never missed a chance to show off his body. Lucas was the brains in the family, and tried desperately to hide his scrawny form under baggy shirts and pants.

Ryan finished his drink and tossed the empty cup full of ice towards a nearby trash can. It missed.

"Nice throw, Pele," Kevin chuckled.

"Pele was a kicker, dumbass," Ryan replied in his slow, droll, manner.

Ryan had nearly gotten them kicked out of the movie theater earlier that night from yelling at the screen. Ryan's jokes got a better reaction than the shitstorm of the movie they were watching—a forgettable blockbuster about a guy getting revenge for the death of his pig—but some people apparently just wanted to listen to the explosions.

As the group headed through the mall Ryan lit a cigarette and puffed on it.

“Hey, no smoking!” A passing mall cop yelled.

“It's cool, man, I got enough for everyone.” Ryan replied, nevertheless licking two fingers before pinching his cigarette out. He stuck it behind his ear for later.

“Yo, dudes, check this shit out,” Kevin said, staring at a store display.

In the window was a mannequin dressed like a stage magician and holding up a saw. He was standing in between two wheeled boxes. A pair of slender legs stuck out of one and a woman's torso and head stuck out of the other.

“Check out them titties,” Kevin continued, “Blalalalalal.” He mimed planting his face between the mannequin's breasts and shaking his head back and forth.

Kevin was the ultimate horn dog. He said all the right things when there were women around, but when it was just the guys he was crude and tasteless. He was basically the type of guy the whole #MeToo movement was objecting to and he was egged on by Greg's hearty laughter. Kevin had seemed to get worse after high school when he accepted a minor soccer scholarship to a small college in the south. He was a big fish in a small pond and he could have any woman on campus he wanted, or so he claimed.

“Fuck yeah,” Greg said, coming up to the window, “You can take the half that talks, I'm just gonna take that pussy and crush it!”

Not for the first time did Jeff wonder why he—and Lucas as well—hung out with these guys anymore. Maybe it was the inertia of being back in town temporarily that brought them all together. Maybe it was Jeff just wanting a little excitement in his life and a break from the seriousness of

his studies. Or maybe because there was still a part of Jeff reliving his high school days, hoping he could have a do-over with his new found confidence in himself and his abilities.

“Hold up, guys,” Kevin called out, “Let's check out some magic.”

He and Greg headed beneath the “Magic Shoppe” sign above the entrance without waiting for the others. Jeff and Lucas glanced up at each other briefly before following behind.

It was like no other magic shop Jeff had ever seen. For starters, none of the shelves held anything that looked like a magic trick: no decks of cards, no string of scarves, no top hats. Instead, the rickety wooden shelves were filled with seemingly random objects: dusty cups, a deflated basketball, something that looked like a giant hourglass but held some oily substance. Jeff couldn't imagine anyone buying any of this, and yet there were several customers milling around the gloomy store.

Greg and Kevin strolled through, carelessly picking up random objects and snickering at them in between snickering at the other shoppers. When Jeff rounded a corner, Greg was pretending to look through a rusty pair of cracked binoculars at a heavysset man whose stomach overhung his belt.

“Ahoy, land whale ahead!” Greg and Kevin laughed.

Jeff smiled uncomfortably. He didn't find it amusing but he was too timid to chastise his old friend. He didn't want to cause a scene or make anyone uncomfortable. Lucas just shook his head, used to his brother's antics.

“Heads up!” Ryan called out from behind Jeff.

Jeff turned in time to see a human head being flung at him. He tried to dodge out of the way and it hit his shoulder and bounced onto the floor. Looking down he saw it was made of rubber and extremely lifelike except for the two empty eyes staring up at him. Jeff picked it off the ground and held it up.

“Looks like someone lost the face-off.” Jeff grinned.

The guys laughed and Lucas took the head from him, “Throwing it's not

the best way to get a-head.”

The guys laughed. Kevin held out his hands and Lucas passed him the head. “This guy's head got cut off.”

The guys didn't laugh.

“That wasn't a joke, dumbass,” Greg shook his head.

“It was, too. Because it's just a head. There's no body.”

“Yeah, but it's not like...there wasn't, like, a...it was just dumb.”

“You're dumb.” Kevin pushed him.

“You're dumb.” Greg pushed Kevin back.

“Guys, you can both be dumb,” Ryan said, but they were two busy pushing each other to hear him.

Suddenly Greg shoved Kevin and he flew against a rickety wooden shelves. There was a loud crack followed by a series of crashes as one of the shelves collapsed, sending broken glass everywhere and spilling assorted books, clothes and what seemed like a jar of marbles onto the ground.

As the five guys stared in shock an old man appeared from the far end of the store. “You guys have destroyed my magic shop with your antics.”

“The shelves weren't exactly the sturdiest,” Lucas said, rushing to defend his brother.

“Why don't you just magic it all back together?” Ryan asked.

The old shopkeeper glared at them one at a time, staring deeply into their eyes. Finally, he spoke. “You don't believe in magic and you need to learn a lesson. You're all missing something, and despite what you've done to my shop I'm going to help you find it.” He waved his hand in a complicated motion and rays of light shot from each finger, a thin band circling each of the guys, immobilizing them.

Greg's body felt squirmy, his skin began rippling as though it were liquid. His muscular pecs grew, ballooning out beneath his shirt, still solid

and making him look like a caricature of a bodybuilder. Then all of a sudden they dropped, swinging down onto his chest as two soft, feminine breasts. His biceps and shoulders shrank. He held his hands up to his face as his hands grew slender, his nails elongated and grew red, his fingers growing slender with delicately pointed fingertips. High heels appeared beneath his feet, pushing his ass up into the air. His ass, too, had lost its muscular tightness and now bobbed softly, full and eminently pinchable, as he nearly lost his balance, held up only by the magic still swirling around him.

His clothes flowed over his new form, encasing his prominent breasts in a tight yellow top as a flowing, sheer black blouse grew across his arms and top. His jeans morphed into black yoga pants, sliding partly up his calves and clinging to his dainty legs. Red hair sprang from his head and arranged itself in a gently flowing wave down his back as his face grew softer, his lips fuller, redder, glossier. He recognized the outfit, the dark red hair exquisitely coiffed, the full figure beneath his new clothes. He'd been turned into his own mom.

Ryan's body began elongating, stretching like taffy while his skin grew darker, changing into a deep royal blue studded with navy blue spots. His clothes evaporated, allowing him to see heavy breasts growing slowly from his chest and his cock retracting into his body, shrinking into nothingness. For an instant he was completely flat, sexless, and then a slit appeared, deepening. He felt his insides rearrange themselves his stomach twisting to make room for his womb and his new set of ovaries. A trail of bright red hair sprang out in a small triangle beneath his mons pubis, leading down to his pussy. His bright blue skin was a dead giveaway that he'd been turned into the mutant villain from his favorite comic book.

Kevin shrank as his clothes shimmered and shifted, drawing up his now slender legs and forming a red outfit connected around his ass by small straps. His face became smoother, his nose becoming less prominent, his entire features taking on an Asian appearance. His chest, too, grew heavy, with one, two, three bumps appearing, swelling, growing until they hung against his chest, his nipples covered only by a thin red strap. He looked down at his nearly naked body, his three breasts swaying with each move of his torso. His cock disappeared inside his body with a light slurp and he felt the lips of his pussy forming even as his outfit wrapped around

him, hiding his new sex from view. He was practically naked and wondered how he could go anywhere without falling out of his outfit. Kevin grabbed at each of his three breasts in astonishment, feeling his hands land on his soft skin and watching as his tits bobbed seductively beneath him.

Jeff and Lucas both grew taller, their thin frames actually becoming slightly more muscular but still decidedly feminine. Black hair sprouted from Jeff's head and fell down his bare shoulders. His breasts expanded like balloons before being squashed beneath the filigreed metal breastplate of an Amazon warrior. His hips and waist expanded, his cock disappeared inside him and a leather skirt grew out to cover his ample ass. Jeff's arms were stronger than before, but lithe, and as his facial features became more feminine he felt the cold steel of a weapon hanging from his back.

Lucas's face was squirming and changing; his lips became luscious and pouty, his cheekbones sharp and chiseled as blonde hair exploded across his face. Small breasts budded from his chest, soon covered by a tight tank top. His abs were ripped, his legs long and muscular. His ass expanded slightly, and fabric wraps entwined around his knuckles. His new body was lean and athletic. He looked spoiling for a fight like some sort of foxy boxer.

The magic released the transformed guys and they wobbled unsteadily as they each looked down at themselves and up at each other, mouths agape. Every inch of Ryan's blue skin was completely exposed and he turned away from the others, trying to hide the slit between his legs and the dark blue nipples that were perking up at the sight of himself. Jeff clenched and un-clenched his fingers as he stared at his new Amazonian hands. His body had a deep strength, coupled with a deep femininity that he couldn't deny. He also felt...protective, motherly almost, as if his mission was to care for others, just like the warrior whose body he'd been transformed into.

"What did you do?" Greg cried, hearing his mom's deeply feminine voice coming from his full lips.

The old shopkeeper smiled. "I've turned each of you into your own fantasy. You weren't doing very well as yourselves, hopefully you can do

better as someone else. I'll give you a chance, though. If you can get out of the mall within an hour you can have your bodies back...if you still want them. But beware, you will each face your own special challenges. Good luck."

And with that the man disappeared in a cloud of smoke. Bright red numbers appeared, writ large across one wall of the shop as a timer began counting down: 1:00:00...0:59:59...59:58...

Greg looked up at the others, then down at himself. He was terrified that the others would realize what the man had just said and suddenly grasp Greg's attraction to his own mom. He put on an air of bravado and looked at the others. "Wow, what a freakshow. Looks like I'm the only normal woman here. I think I've got a better chance of getting out of here alone. My husband, Al, will be worried about me."

He clapped his hands to his mouth in a look of surprise. "No...no..." he insisted, "I don't have a husband...I've just got an Al. Why can't I stop saying that?"

"The shopkeeper--" Jeff started, pausing and bringing one hand to his throat at the sound of his deep, feminine voice, "--the shopkeeper said we each have our own challenges. Maybe you're acting like your real mom?"

"Well, I'm not staying like this, I'm getting the hell out of here." Greg slung his purse over his shoulder, turned on his high heels and headed towards the door, hands out at his sides, ass wagging furiously just like his mom.

As the others watched him go Ryan slowly slipped behind the next row of shelves, feeling very exposed and trying to hide his naked blue pussy from the others with his hands. "Uh, guys, I don't think I can go out like this." His voice was deep and sensual, his face broad with wide features and despite his blue skin he was gorgeous, a dead ringer for Jennifer Lawrence. He was also completely naked.

"Excuse please," Kevin said in a light Japanese accent, "Maybe you try shapeshifting?" Kevin said, his hands on his hips and his chest thrust out. Despite his outward overly sexual appearance he had the demure voice and demeanor of a timid Geisha.

The other three stared at him. "This is my voice now I think." The slim strip of fabric rubbed across his three nipples and even just that light touch made his body flare up in excitement. His body was already so horny, ready for action. Kevin dreaded to think what men would think when they saw him.

Ryan closed his eyes and gritted his teeth, trying to transform. After a few seconds he opened his eyes He was still very blue and still very naked. "Nope."

"You can come with us," Jeff said. His powerful body was commanding, full of confidence. "Lucas and I will protect you."

"I don't know if I can protect anyone like this. I'm so uncomfortable." Lucas reached into his tank top and adjusted his tits.

Jeff turned to him. "You can do it. I know you can."

Something about the look on Jeff's intense, beautiful face filled Lucas with confidence. He nodded.

"No, I...I'll figure something out...you guys go..." Ryan disappeared towards the back of the store.

"Ryan!" Jeff started but Kevin grabbed his hand.

"No," Kevin said sadly, "He has to help himself. We have to get out of here. I cannot be stuck like this please. I need you to protect me. I don't think..." he licked his lips, god, his body was so horny, the thought of a man's touch sent shivers up and down his spine. "...I don't think I can do it alone."

Jeff sighed and nodded. "Ok. Let's go."

...55:54...55:53...55:52...

Greg walked out of the magic shop, his hips swaying and his rotund butt bobbling with each step. His body seemed to walk naturally in his high heels and he clicked across the tiled floor headed towards the nearest exit. The magic shop was located near the center of the mall and he knew there was a small exit a few stores down. Greg walked as fast as he could while still staying gracious in his heels. He caught looks from more than a few

guys and averted his eyes, focusing on his feet as the color rose to his face.

Greg turned the corner to the exit and stopped sharply. There were some orange barricades up in front of the hallway and black and yellow caution tape stretched across the exit doors. Under repair. Shit. He turned back into the mall and looked around, wondering where the next exit was. He needed to escape. He couldn't stay in his mom's sexy, middle aged body forever. He had to...*shoes!*

Greg was drawn to the ruby red high heels on display in the store front of Elizabeth Anne's, a high end women's footwear store. He approached slowly, reverently. Those heels would go so well with his hair, and make his impressive chest even more impossible to ignore. He'd like to see his husband ignore him in those.

Greg shook his head, his dark red hair brushing across his forehead. No. There was no Al and Greg was not...something...something...but...those shoes. He had an hour to get out of the mall. That left plenty of time. Surely a *little* shopping couldn't hurt.

Greg strode into the store on a mission. Just one pair. Just one.

...48:11...48:10...48:09...

As Ryan headed deeper into the back of the magic shop the voices of his other three friends plotting their getaway grew fainter. He had been embarrassed to be naked in front of them, but even more than that he had an incredible urge to explore his new body. When would he ever have the chance to play with a body that looked so like his favorite actress *and* his favorite comic book character?

As he walked he ran his hands together, investigating his new skin. His fingers were smooth and warm, the skin a deep royal blue. Dots of darker blue of varying sizes and patterns ran up his arms and down his chest and across his tits. His tits. They were amazing, bobbing gently at each step. He held them in his hands and felt himself up as he walked. The blue coloring didn't rub off no matter how much he brushed. So, not makeup then.

There was a light shining in the dark recesses of the store. As Ryan

approached he saw it was coming from a change room in the back. He stepped inside and turned to face the full length mirror. His yellow eyes stared back at him as he took in his new form. His gentle curves were perfect, enticing. He ran his fingernails lightly down the inside of a slender arm and shivered as goosebumps broke out along his skin.

Ryan's hands came down to his breasts and he hefted them, watching in the mirror as he made his colorful female form slide her fingers around her weighty tits, dropping and pushing them, enjoying their heft, the hypnotic way they wobbled back and forth. His dark blue nipples began perking out, straining against his royal blue skin. He let his fingers glide over them, pinching each nipple between thumb and forefinger and was rewarded with a wave of warmth that rolled through his body and eased a sigh from between his lips. His voice was beautiful and it spurred him on, he wanted to hear this gorgeous woman moan, cry out for his own touch.

Ryan's fingers squeezed his breasts harder and ran his hands across his body, up and down, over his new face, enjoying the soft feel of his new form. He sat on the built-in seat in front of the mirror and tossed his head slowly back and forth as the pleasure lit through his body. One hand came down between his legs and he watched in the mirror as his blue fingers slid over the coarse red pubic hair and he spread his pussy for himself. The bright crimson of his tender folds stood out against his blue skin.

Ryan slid a finger inside himself, feeling his warmth both in him and surrounding him and released a breath he hadn't realized he'd been holding. He pressed his fingertips against the hood of his clit, recognizing it by the spark that shot through him at his touch. He gasped and withdrew briefly as the faint echoes of pleasure reverberated through him. His body was so tender, so lovely to touch, so sensitive inside his warm folds. Ryan slipped two fingers inside himself and pressed harder against his clit, letting his fingers run in slow circles as waves of pleasure coursed through him.

He spread his slender legs, trying to open wider for himself as he pushed his fingers down further, landing on the moistness growing in his new pussy. He spread his wetness back up over his clit and rolled his fingers

around his heat. He gazed at the mirror as his fingers disappeared inside himself. He was gorgeous. He moaned, a deep, rich lusty sound. Ryan's other hand squeezed his tit harder as he pushed deeper inside his aching cunt, hooking his fingers up and around, deep into his wet pussy. His cunt was on fire with desire, his body throbbing, wound up with a tension and burning for release. As soon as his fingers hit the dimpled nub of his inner pleasure he came, moaning loud and long as his sensitive new body erupted in orgasm.

“Oh, fuuuck,” he sighed, continuing to pleasure his pussy, his palm pressed against his swollen clit as his fingers tickled himself deep inside. His back arched and his tits jiggled on his chest as another wave hit him, longer and deeper this time. He cried out, his voice higher pitched, deep with lust.

Ryan placed his feet on either side of the mirror and gazed lovingly into his pink folds, staring into his own little pussy, watching as he made his body body cum again and again. The wet squelching sounds of his fingers hit his ears, the wonderfully dank spell of his pussy hit his nostrils as he pounded himself hard until he reached the crest once more. The pleasure filled his body, forcing him to cry out, blasting all other thoughts out of his mind except the feeling of his hands on himself and the fire between his legs.

When he finally came down he was resting against the back of the change room, sitting in a puddle of his own lust. He withdrew his fingers from inside himself, sticky and glistening with the juices from his amazing new pussy. He looked at himself in the mirror, watched the blue woman open her mouth and lick her own lust off her fingers.

Escape was the farthest thing from his mind.

...37:55...37:54...37:53...

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“You gonna be okay?” Jeff asked, placing a hand on Lucas's shoulder. Lucas's skin was warm beneath his touch and he looked back at Jeff with wide, blue eyes.

“Yeah, I just feel...you know...all this...” he shrugged. But Jeff was lost in Lucas's gorgeous heart-shaped face, couldn't seem to drag his eyes away from Lucas's ruby red lips or sculpted, upturned nose. Lucas looked so delicate and yet so powerful at the same time. Jeff wanted to wrap her in his arms, comfort her, feel her muscles tighten around his new body, slip his tongue inside her--

“Sound good?” Lucas asked.

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Jeff shook the thought out of his head and took them on a winding path through the mall, trying to steer well clear of any group of men, fearful of what would happen should Kevin get their attention. They threaded their way through the mall, trying to hide Kevin between them as much as they could but it didn't seem to help. It also didn't help that Kevin was giving come-hither looks to every guy in the place. They all turned to stare at her whenever they got within thirty feet. Kevin would giggle shyly and look down at his feet, and that only seemed to draw them in closer to this cute, little Asian with the three massive tits who clearly needed a good fucking.

Still, Jeff managed to lead Kevin and Lucas halfway through the mall without getting into trouble. A small crowd of men had begun trailing them, but they seemed harmless enough.

It was the larger group of men that stepped out of the Big and Tall store and blocked their path that seemed dangerous. They were four burly, muscular guys, and very much out of place in the mall. They were dressed similarly to Jeff, in warrior gear with pelt vests, leather armor and dangerous looking spiky weapons. Jeff paused and Kevin stopped short. Lucas was so intent on keeping an eye on the growing mob behind them he didn't notice the others had stopped until his ass bumped into Kevin's ass. Lucas turned and saw the men blocking their way.

“So, Zella,” the apparent leader of the group of men growled in a deep voice, staring at Jeff. He had a cruel looking ax in his hand and wore a wolf pelt around his massive chest. “You come back through our lands?”

Jeff drew his sword and held it level, automatically crouching into a defensive posture to lower his center of gravity. It seemed he'd kept this Zella's knowledge of battle. He hoped he'd kept her swordsmanship. Lucas nudged Kevin towards the wall and stepped up next to Jeff, his fists raised.

“Let us through and there will be no trouble,” Jeff said. This must be his challenge. He wondered if his new body would get in the way of his skills.

Lucas must have been thinking the same thing. He whispered out of the side of his mouth. “Do you know how to use that sword?”

“I hope so,” Lucas replied, his eyes never leaving the leader, “Or this will be the shortest fight ever.”

...34:04...34:03...34:02...

Greg left the shoe store laden with bags. They'd all looked so good on his body he couldn't choose, so he didn't. He took them all.

He sauntered through the mall, wiggling his little ass and smiling at the men he passed. He stopped outside of a few stores to admire the outfits and was about to go inside one to try on some clothes when he stopped. *No, wait, he thought I don't want to be my mom.*

In his lust for shoes he'd forgotten all about the shopkeeper's challenge to leave the mall. He looked down at his body, at the large breasts pressed beneath the pale yellow top, the long, slender legs and the dark red hair intruding into his vision. He was getting too used to this body, too used to these tits, this ass, this seductive walk. It was all he could do to think of something other than clothes and shoes and how boring his husband was. His body needed men's attention, craved it. He was such a goddamn showoff, locking eyes with every man and approaching them brazenly. They were scared of him, even in this form. No one was ready for this killer body.

\No. No, no, no. He didn't want anyone to touch his killer...his body. He tried to think of his boobs as gross, as his wide hips as disgusting and flabby like he would have had he been a guy. He'd only been into young chicks with virginal cunts and no experience. This body had popped out a couple of kids and was carrying around some extra weight in the middle. She only cared about clothes and hair and making her worn out body look good. And that fiery red dress in the window would do the trick.

With an effort he tore his eyes away from the dress and hurried towards the exit, trying to keep his eyes straight ahead and ignore the wide array of shops full of outfits that would make his well-cared-for middle aged body look *amazing!*

He was doing well; he'd passed three clothing stores and another shoe shop when he saw the nail salon. Looking down at his thin fingers he saw his nails were a little chipped. It wouldn't do to get out of the mall looking like cheap trailer trash. He was going to beat that shopkeeper's challenge with style. Besides, he had plenty of time. Doing his fingernails wouldn't take that long. Surely there was plenty of time for his toenails and a facial, too. Got to keep this body looking good. Who knew, maybe he'd meet a new lover. Though no one was better than his husband. Seriously, no one; he would rather have sex by himself than with his husband.

Greg strutted inside determined to come out looking like a winner.

...29:29...29:28...29:27...

Ryan roused himself and stood up, posing for himself briefly in the mirror to admire his deep blue skin and his bright red hair.

Ok, it was time to get out of here. Maybe there were some clothes he could use to cover himself in the store.

Ryan snuck through the magic shop, his bare feet padding on the cold tile floor. There didn't seem to be any other customers and even the old shopkeeper was nowhere to be seen. Ryan searched through the piles of junk on the shelves but all he found was a top hat and a string of scarves. He tried draping the scarves over him but he couldn't tie them in a way that would keep himself covered. Even wrapping them around him didn't work; they were so light they just drifted and floated as he walked.

Finally he gave up looking for something to wear and approached the exit. It was bright in the mall. Exposed. Everyone would be able to see his naked flesh. But, fuck, hadn't he always thought women should just walk around naked for his own amusement? Here he was able to put that into action and he couldn't do it. He was naked and bright blue, there was no way he was going to be able to sneak through unseen.

Ryan looked down at his breasts. They were seriously gorgeous, with a perfect slope and curvature. His nipples were perfectly sized. He was a goddamn work of art and you don't just run works of art through a mall. No, you have to take care of them. Be gentle.

He cupped his new breasts. They were deliciously soft, the warm weight so comfortable in his hands. Ryan looked up and saw himself in the mirror. He must have walked back here while he was thinking about his new body. Well, now he was here, and his body looked so damned horny with her perky nipples and her pussy lips unfolding and the delightful smell of his musk in his nostrils. It would be a shame to waste all this.

He slipped his fingers back inside himself—where they belonged—and began the long, luxurious process of self-pleasure.

...16:22...16:21...16:20...

Kevin pressed himself against the glass of the store, trying to make himself look as small as possible. The imposing men leered over at him. He knew what they were thinking. Hell, he'd be thinking the same thing if he was them. He was just a classy whore looking to get fucked. Those men would finish off Jeff and Lucas then surround Kevin. They'd grasp

him, their strong arms gripping him tightly, pinching his tits and holding him down as they fucked him in every hole, leaving him dirty and stroked with their cum and he'd beg for more. God, it would feel so good feeling them inside his tight pussy, his little ass, swallowing them all until they were done and--

Fuck. No. I'm a dude I'm a dude I'm a dude. Kevin's heart was thumping in his chest so hard he was surprised it wasn't causing his three breasts to knock against each other. There was no way Jeff and Lucas could take this group of barbarians. Kevin looked around for a way out.

A small group of men had gathered behind him, following his sexily enticing body and staring at Kevin with absolute lust. Between him and the group of men was a hallway leading down to the toilets. Kevin knew that the toilet block connected two wings of the mall. Maybe he could escape through there in the commotion, come out the other side and make a dash for the exit.

...15:59...15:58...15:57...

The ax-wielding barbarian stared down Jeff, weighing him up. Suddenly the ax was flying towards Jeff in a downward swipe. Jeff barely managed to step to the side and the ax smashed into the floor, digging a huge chunk out of the tiles. The guy was much faster than Jeff thought he'd be.

The group split up, two men going after Lucas while the leader with the wolf pelt and another with a snake tattoo across his bare chest circled Jeff. Snake Tattoo held a spiked mace, which he swung it in an arcing blow. Jeff ducked around it and kicked out at the man's leg, catching Snake Tattoo in the shin and sending him to one knee at the same time as Jeff parried the blow from Wolf Pelt's ax. Jeff let his momentum carry him around and swept his sword across the chest of Snake Tattoo, still down on one knee. The man managed to push himself back and bring up one arm. Jeff's sword rang harmlessly off the man's iron gauntlets.

Then Wolf Pelt was there, slicing at Jeff. Jeff let his body's instincts take over, spinning back behind the blade and then stepping in for a quick slash at the man's arm. As blood began streaming down his arm Wolf Pelt roared angrily.

The two men closed in on Jeff, trying to circle around and surround him. Jeff held the sword with one hand and reached for Zella's Chakram, a hollow, circular weapon that ricocheted off objects at great force and always returned to the sender's hand. He feinted towards Wolf Pelt while at the same time spinning the Chakram at Snake Tattoo. Snake Tattoo ducked, just avoiding the Chakram and laughed as he raised his mace. Jeff ignored him and ran at Wolf Pelt, trusting his instincts. Sure enough, he heard a dull thud as the Chakram rebounded off the back of Snake Tattoo's head and sent him sprawling to the floor.

Jeff slid under Wolf Pelt's slicing ax, placed a foot on the man's bent knee and launched himself into the air, flipping over Wolf Pelt's head and grabbing the Chakram as it flew back towards him. As Jeff came down he tossed the Chakram once more at the opposite wall while slicing down at Wolf Pelt's bald head with his sword. Wolf Pelt raised his ax to ward off Jeff's blow but the Chakram caught the man in the back of the knee and he fell. Jeff had landed in a crouch, ready for him, and drove his sword upwards through the man's eye before catching the Chakram in an outstretched hand.

"That was awesome!" A high pitched voice cried from behind.

Jeff turned to see Lucas watching from behind. "Where are *your* guys?" He asked as he kicked the man off his sword and wiped the blood on the wolf pelt before sheathing his sword.

"In there." Lucas pointed to a broken shop window. "Holy shit, just one punch!" Inside, Jeff could just see the shape of two guys lying motionless and caught up in a rack of clothes.

Lucas standing there, giggling like a schoolgirl, flexing his biceps and his perfect flesh on display was too much for Jeff. He stood and crossed to Lucas in three giant strides, grasped Lucas's blonde head in his hands and kissed him on the lips. Lucas's skin was soft and supple, he smelled of gunpowder and sweat, his dank scent deliciously incongruous with his sensual body. Lucas dropped his guns and jumped into Jeff's waiting arms, wrapping his slender legs around Jeff's thick, feminine waist as he opened his mouth to suck in Jeff's tongue.

Jeff pushed Lucas up against a nearby column as they kissed. Jeff's body

was buzzing, delirious with yearning as he gripped Lucas's taut ass in his hands, felt Lucas's solid tits press against his own. Lucas pulled back and gasped, his crimson lips opening wide in pleasure. Jeff buried his face between Lucas's firm breasts, kissing and licking. Lucas swept Jeff's long, black hair out of his eyes and stared down at his friend, watching as Zella kissed her way across his small but suddenly so-sensitive tits. Zella's body was solid but her face was soft, her features almost delicately rounded. Perfect.

Lucas gripped his tank top with both hands and pulled, tearing it in half. His perky breasts swung out and Jeff sucked eagerly, running his tongue across the sensitive nubs as they pearled out between his lips and Lucas began moaning softly. Lucas ran his manicured hands through his friend's dark hair, pressing Jeff's face against his new tits and shivering with ecstasy. Lucas began pressing his thighs against Jeff's body almost subconsciously, his body burning bright. He wanted to be inside her, wanted to taste her, drink her down.

Jeff slid Lucas down to the floor and pulled off Lucas's pants, revealing Lucas's solid, quivering body. Lucas saw his new pussy for the first time: a light blonde strip of hair already tinged with moistness, his lips swelling out, his slit growing wide with pleasure.

Jeff spread Lucas's thighs and dipped his face between Lucas's legs. His tongue landed on the soft slit of Lucas's cunt and he licked slowly, smelling the overpowering feminine musk. Lucas sighed as Jeff licked harder, his tongue slowly pressing inside Lucas until it was up against his clit. Jeff's tongue undulated against Lucas's warm hood, sending waves of heat through Lucas's body and growing a sweet tension between his legs. Lucas tasted delicious and Jeff slipped his tongue deeper inside his friend, pressing his entire mouth against Lucas's pussy and tasting his juices. Jeff stared up at his friend from between his legs as Lucas threw back his head and moaned loud and low.

Jeff's tongue grew faster, matching Lucas's breath. Lucas's own hands came up to grip his tits, his slender fingers clenching the unfamiliar weight on his chest, enjoying his new body. Lucas bucked, raising his hips, pressing harder against Jeff's tongue, begging him to lick harder faster. Lucas's voice rose in pitch, crying out like a woman possessed as

the tension ratcheted up, the warmth burned through him. Lucas's fingers squeezed his new tits hard and the tension exploded, sending a long burst of pleasure through him. Lucas cried out as his friend continued pressing hard against his clit with his tongue, lapping up Lucas's desire.

When at last Lucas was done, Jeff looked up at him, his chin wet with Lucas's juices and his eyes bright with mischief.

"Holy shit," Lucas moaned, running a hand through his long, blonde hair, "That was amazing."

There was a pause, then Lucas added, "Um, where's Kevin?"

In all the commotion Lucas had totally forgotten Kevin, and he was nowhere to be seen. A cry came from the nearby hallway. Kevin's cry. Lucas and Jeff jumped to their feet and raced around the corner, Lucas trying to tug up his ripped outfit over himself.

...07:07...07:06...07:05...

Greg waltzed out of the nail salon prepared to conquer the world, his hands still full of bags. It wasn't so bad being in his mom's body. She *did* have a nice rack he could look at whenever he wanted. And with just a little pampering he felt so relaxed and happy. And the shoes, of course, those made him happy too. The mall exit was only a few stores down. He was going to make it in plenty of time. There were no more enticing stores in the way, no more spas or salons, nothing except a devilishly handsome man in a gray sport coat.

The man had a debonair face. Sophisticated. His neatly combed hair was graying at the temples and he exuded a quiet confidence. His clothes were expensively tailored, fitting his athletic form perfectly. Greg recognized him as Mark, Jeff's single dad. Mark approached Greg, gazing at him in a way that made Greg tingle. He had no interest in guys, he assured himself, he just wanted to stop and admire this man some more.

"Hey," Greg said in his mom's bold way as he drew near, "Don't I know you?"

"I don't think so," Mark replied with a slight smile, "I would have remembered someone as beautiful as you."

Greg blushed and giggled like a school girl. Mark held out his hand.

“Mark.”

“Peggy.” Greg's new name came naturally to him as he held out his hand, still loaded down with shopping bags.

Mark kissed his hand and Greg giggled again. “Oh, you are a charmer, aren't you?”

“Well, I'm certainly charmed,” Mark replied.

It's just temporary. Greg thought as he slipped into the large, empty handicapped bathroom and placed his bags down.

Just an experience. He thought, as Mark slipped in and locked the door behind him.

I don't really want this, I'm a dude. Greg insisted to himself as Mark's calloused hands caressed his soft face.

I can leave any time. He thought as Mark's warm lips landed gently on Greg's own.

He kissed Mark back, slipping his tongue inside Mark's welcoming mouth. Greg had forgotten who's idea it was to sneak back here. He'd forgotten his own inhibitions. The small part of him that still tried to fight the transformation was drowned by the warmth pumping through his mom's form. That this handsome man wanted him, was attracted to him, made Greg feel wonderful.

Greg ran his tongue along the inside of Mark's mouth, tasting his masculine scent. Greg's long, straight nose pressed into Mark's cheek, scratching ever so lightly against his stubble. Greg could smell the faint sandalwood cologne as he inhaled Mark. Mark wrapped his arms around Greg and pulled him close. Greg's breast pressed against Mark's chest and he could feel the heat beneath Mark's button-down shirt. He felt so strong, so masculine, Greg melted in his arms as Greg's own hands came up to stroke Mark's face, run his hands through his hair.

Mark kissed his way across Greg's cheek and down the nape of his neck. Goosebumps broke out along his body whenever Mark's lips landed on

him. Then Mark was gently nibbling his neck and Greg let his head fall back and a breathy moan escape his lips. His red hair tickled down his back. Mark's kisses grew more urgent, the teeth gently raking Greg's soft skin and making him tremor with anticipation.

Greg undid the buttons on his blouse and Mark took the hint, kissing his way down Greg's chest and landing on Greg's breasts. Greg hadn't looked at his mom's breasts before, hadn't realized exactly how round and full they appeared. The perfect curves were heavy and inviting. Mark kissed his way into the valley of Greg's cleavage, his breath hot on Greg's sensitive skin. Mark's kisses came harder, faster, and so did Greg's breath.

Mark gripped the cups of Greg's bra in both hands and yanked them down, planting his lips firmly across first one of Greg's nipples then the other, sucking and circling the sensitive nubs with his tongue until they pearly out. Desire burned between Greg's thighs and licked his body with flames. Greg moaned long and low as Mark continued his lusty assault on Greg's tits. Mark grew rougher, grabbing the fleshy weight in his hand and squeezing. Greg tried to step away before the pleasure completely overwhelmed him but Mark's hand snaked out and gripped Greg's big, round butt. His fingers sank into Greg's flesh hard and pulled him closer. With painful delight Greg pressed his body into Mark, leaning into Mark's burning desire.

Greg fumbled with Mark's pants, unzipping them and freeing his cock. It sprang out of his pants, pressing urgently into Greg's hand. Greg wrapped his fingers around the hard-softness, gripping another man's cock for the first time. It felt so right in his slender hand; his body craved it.

Mark reluctantly pulled away from Greg's tits, his eyes still glued to them even as he yanked Greg's pants down. The fabric slipped over Greg's wide ass and thighs, revealing the satiny pink panties clinging to his dainty form. Greg turned around and leaned against the sink, wiggling his ass seductively as he turned to look over his shoulder at Mark. Greg bit his lip and moaned "What are you waiting for?" He was burning up, his pussy dripping with desire.

Mark gripped Greg's ass with one hand and guided his cock beneath the two perfect cheeks and slipped into the waiting cunt below. Greg felt the

head of Mark's cock pressing against his nether lips. Pressing, pressing, and then popping inside. Greg gasped as Mark filled him for the first time. He could feel the bulbous head of Mark's cock, each inch of Mark's shaft as it entered him. The fullness was divine and he pushed his ass back, impaling himself on Mark's cock until his cheeks pressed against Mark's groin and he was oh so full.

Mark gripped Greg's ass with both hands and withdrew slightly before plunging in again, working up a rhythm, pumping Greg with his solid dick. Greg turned to watch himself in the mirror. His mom's cute face was inches from him, her cheeks flushed with exertion, her immaculately coiffed hair growing wild and frizzy, strands sticking to the side of her face with the sweat of his exertions, her breasts tumbling out of her bra and bobbing back and forth with each thrust from behind. He was burning up, each time Mark hammered into Greg's ass drove the heat higher, higher until Greg exploded with ecstasy. His mom's feminine voice cried out in delight, which only drove Mark on harder, faster. The slaps of Greg's ass filled the bathroom, along with Mark's grunts and Greg's high pitched cries of delight.

Mark gave one last grunt and thrust hard, deep, as he throbbed and came, spurting his seed inside Greg's fiery body. Greg felt the throbbing, felt the wet heat filling him and he came. His legs shook, his eyes clenched shut, his entire body spasmed in orgasm as spurt after spurt of Mark's seed pulsed in Greg's sopping wet pussy, filling him in a way he never knew he needed. Mark's throbbing cock seemed to go on for eons, but eventually slowed and stopped. He rested his forehead against Greg's broad back and chuckled. Greg chuckled too. He never knew how good it felt to be taken as a woman. He wouldn't mind if Mark took him like that every day.

...05:04...05:03...05:02...

As the two men began circling Jeff, slashing at him with their weapons, Kevin had edged slowly back towards the hallway. The group of men that had collected to stare at him didn't come any closer. They just watched him as he slunk closer to them. Kevin kept an eye on them, his heart hammering in his chest, as he got closer to his escape. He was ten steps away from the hall.

Seven steps away, and the group remained still.

Four steps away, and they continued watching him silently.

Two steps away.

And then he was around the corner, holding onto his three tits so they wouldn't jiggle as he ran like mad towards the far exit. Fuck, he was so sexual even *he* couldn't resist fondling his own tits as he pounded through the corridor. He heard a noise like thunder coming behind him and he turned, briefly, to see the group of men barreling towards him like horny zombies, chasing the siren call of his body.

Kevin reviewed his mental map of the mall as he ran. This corridor should take him right past the toilets and bring him out not far from the exits. Four stores, maybe five, would stand in the way of him and his old familiar body. He might have made it if the door of the bathroom hadn't opened and a middle aged man stepped directly into his path.

Kevin didn't have time to swerve. The man saw him coming, his eyes widened in surprise and he held up his arms to soften the collision. Kevin tried to duck to the side but his momentum carried him into the man's arms and suddenly his need to escape evaporated.

It felt so good to be held by a man. This was what his body craved. Lust overpowered Kevin's instincts and he let the man slow his momentum down. Kevin turned and locked lips with the man, pressing his tits into the man's chest. He could feel the hard-on already growing beneath the man's pants. Then the chasing group of men reached him and surrounded him, eager hands pawing at his body and he gave himself up to them, let them use him like a piece of meat.

Kevin's clothes were torn off, his body freed as hands groped him, squeezing his tits, his ass, stroking his moistening cunt. God, it felt so good as the mass of men surrounded him, their lust nearly palpable as a hundred hands caressed his body. Each touch was an explosion of pleasure through his feminine form. He lived only to be stroked, kissed, fucked.

And then he was surrounded by cocks. Beautiful, beautiful dicks of all shapes and sizes. He eagerly bent and began sucking like mad, wrapping

his lips around a shaft and sucking like a pro as both hands gripped two more dicks and began stroking. Three mouths found their way onto his three nipples and he moaned around the cock in his mouth, his over-sexed body shivering in ecstasy.

And then his mouth was flooded with the delicious hot cum, the salty taste racing across his tongue, filling his mouth as he swallowed it down, pulling his head off just in time to aim one of the cocks in his hand at his face and soak himself. The dick throbbed in his hand and he laughed as cum splattered across his nose and down his cheeks. His body was manipulated, pulled this way and that. Two arms snaked around his waist and raised him in the air. Kevin spread his legs wide to impale himself on a cock as another pressed against his tight asshole. The pressure built, built and then the shaft was inside him, the heat filling him. The cock in his pussy slid into his wet warmth and the twin dicks filled him more full than he'd ever been before.

Kevin continued working his mouth, his hands, his ass and his cunt. Whenever one man finished he was immediately replaced. Kevin was in heaven, drenched with cum and his body quivering with delight. He cried out again and again as the men filled him, thrusting hard inside his wet pussy. His tiny voice echoed down the hallway, calling more men towards him and it was all he wanted. To be filled, to be fucked and treated as a fucktoy forever.

Kevin was dimly aware of two women approach who may have been Jeff and Lucas, but he didn't care. All he wanted now was cock. The dam had burst and his body was uncontrollable. He was the world's best whore, and he loved it.

...00:03...00:02...00:01...00:00

Epilogue

Mark opened the passenger side door of the minivan and Greg stepped out, placing his pedicured, sandal-clad feet on the ground and gazing up at the mall he hadn't seen in months. Ever since his old life had ended and his better life with Mark had begun. Mark kissed him on the cheek and shut the door, then gave Greg's ass a quick squeeze. Greg jumped and playfully hit him, smiling a wide smile at his lover.

Greg had gotten used to being softer and rounder, to feel his breasts bounce with each step, to seeing his mom's face every time he looked in the mirror. And, of course, to be filled by Mark's delicious dick. Greg took Mark's hand and they strode into the mall.

They were greeted by a tall, black haired woman in a security uniform. "Hey, it's been awhile!"

She wrapped her solid arms around Greg's soft form and squeezed, their breasts pressing together. When she released him, Greg looked up at her. She wore her security uniform instead of her warrior chest plate, but there was no hiding who she was.

"How've you been?" Jeff asked.

"Great. I came here to, uh, give you some news." Greg held up his left hand, revealing a glittering diamond engagement ring. "Mark and I are getting married."

"Hey, congratulations! And guess what? I am too!" Jeff held out his hand to show off his engagement ring.

"Wow, very nice," Greg said, "Who's the lucky guy?"

"Actually..." a female voice said. Greg looked up at a blonde haired athletic vixen with a tight body and a face that was delicately crafted. She, too, was wearing a security uniform. She placed an arm around Jeff's waist and smiled at Greg and Mark.

Jeff leaned into Lucas's arm and turned to kiss him. "Yeah, it all sort of worked out."

"How's Ryan?" Greg asked.

Jeff and Lucas looked at each other. “Well,” Jeff began, “We can go around and see if he's on his break. Just stay away from corridor three.”

“I've heard,” Greg said, squeezing Mark's hand.

They walked down through the mall, chatting and filling each other in on what they'd been up to. As they got closer to the infamous hallway Greg saw the line of men stretching around the corner. Passing it, he saw a petite Asian woman with three tits pleasuring entire groups of men at a time, seemingly insatiable. Greg had heard the stories, how the mall had tried to kick her out but anyone who came near, especially men, was overcome with lust. She was apparently a master of her body, able to make a man cum with just one blow. The mall had resigned itself to having her there and had even made money out of it, charging people for access to the corridor, and access to Kevin.

Greg and his group made their way through the magic shop—since repaired—and to the back. As they approached the single change room in the back Greg heard a woman's moan crescendo into a scream of lust. When it ended Jeff called out.

“Hey, Ryan, you've got visitors.”

Ryan pushed aside the curtain and surveyed Greg with his big yellow eyes. He was still naked and the pink lips of his pussy were spread wide with lust. He looked at Greg and his blue face lit into a grin.

“Hey, you're looking well.”

“You too.”

“I would hug you, but, you know...” Ryan held up his hand, still slick with his juices. “I've got a quick break and then I've got to get back to it. I'm hoping one day I'll reach my limit but so far...” He shrugged and his eyes fell down to his own body. His hands came up and slipped around his bountiful breasts.

They talked for a few minutes, Greg filling Ryan in on his impending marriage. Ryan's hands began roaming faster around his body during the conversation, flicking his nipples into hard pebbles of lust until Ryan finally excused himself.

“Guess I should get back in there. It was nice seeing you.”

Ryan didn't wait for a response and his hands were already slipping into his dripping pussy as he slipped back through the curtain and into the change room.

None of the five guys had managed to leave the mall, but they had all made their peace with their new bodies. They enjoyed their new lives and didn't miss a thing.

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