

The Wrath of the Ocean Queen



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Wrath of the Ocean Queen

a Heroic Vore Novella

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**As the threat of the Ocean Queen grows,
so must Lady Cerise.**

**Tags: Oral Vore, Anal Vore, Cock Vore, Futa Pred,
Female Prey, F/F, F/Multiple, Transformation,
Growth, and Digestion.**

The changes didn't stop with just Hailey's body...

Wrath of the Ocean Queen

Hailey desperately wanted to have a normal lunch. Was that too much to ask for? The blonde had been looking forward to this for months. If she could *just* sit down with her gal pal Brenda, knock back a few mimosas and share a big plate of nachos, that would make everything better.

“Hey, what’s with the sour look?” Brenda asked. The brunette helped herself to some of Hailey’s guacamole. “Don’t tell me you’re getting sick of taco Tuesdays already!”

“No, it’s not that,” Hailey replied. She was scanning the beach, looking for any signs of trouble. It was an old habit of hers—always vigilant. To her relief, there wasn’t anything too out of the ordinary. The beach was crowded with the usual suspects—bikini babes splashed in the shallows, while a few more were stretched out on towels. A few even had big lumpy stomachs, the prey inside slowly sloshing away. The sounds of a volleyball game drifted over on the breeze, rapid *plonks* complemented by shouting and laughter. Just another day at the beach. Hailey took a big sip of her mimosa. “I just... I got a feeling in my stomach, that’s all.”

Brenda scoffed.

“Hailey, for all the time I’ve known you, you’ve *always* had a feeling in your stomach!” She started to count on her fingers. “You’re as jumpy as a jack rabbit, running off at the first sign of trouble! I mean, really—last week you bolted as soon as those gangsters robbed the bank!”

“I didn’t want to get hit by a stray bullet!”

Brenda rolled her eyes. “Hailey, they were on the other side of the street. Besides, you missed seeing Lady Cerise punch the crap out of them.” She bit her lip. “Damn, she’s so sexy in that tight pink spandex! Mmph!”

“Well, I’m glad she handled those hooligans,” Hailey said. “I guess if I was super strong and bulletproof like her, I wouldn’t have to

be so careful.” She gave Brenda a sultry look. “Although, what’s this I’m hearing about looking hot in tight spandex? Is that something I should look into?”

“*Pfft!*” Brenda snorted. She nearly choked on a tortilla chip. “Don’t tempt me!” The two women started laughing together, eagerly digging into their nachos.

Alas, this wonderfully wholesome scene was not destined to last; a normal lunch was simply not on the schedule for our ladies today. Hailey had barely finished her guacamole when she heard screams coming from the water. Her eyes narrowed in disgust.

“Oh great, what now?” she muttered under her breath.

Brenda was at least a little more shocked. She put a hand up to her eyes, squinting out at the water.

“Oh my god!” she cried. “What’s that thing in the water? Looks really creepy!” Hailey turned to look. Rising out of the surf was some kind of crab woman. She was certainly bizarre to look at, her beautiful humanoid body contrasting sharply with her armoured limbs. The skin that could be seen was a lovely chestnut color, free of imperfections. The crab’s armoured exoskeleton was a stunning shade of orange, the plates spackled with flecks of gold.

Her arms ended in mighty pincers, the deadly claws more than capable of cutting solid steel. Huge, swollen breasts bounced atop a well-muscled belly, and there between her thighs swung a cock that could put a horse to shame. The thick member had to be at least three feet long, the swollen head oozing cum out onto the sand.

While most of the people on the beach had run to safety, there were a few clumsy stragglers. Two such bikini babes had tripped in the sand, the women unable to scramble away fast enough. The crab’s claws shot out, grabbing the two of them around their waists. “My my, what catches do we have today?” the crab said. She pressed the two women against her chest, all three sets of breasts squishing together. “What lovely treats! I know the Ocean Queen will be pleased!”

“Oof! Let us go!” one of the bikini babes cried. She was trying to kick the crab in the tit. It didn’t seem to be working.

The crab gave her a wicked smile. “As you wish!” She tossed the two babes to the ground at her feet, keeping them within reach. The crab rubbed her claws together, and licked her lips. “You two are going to make some really good cream...” She lurched forward, her throbbing shaft already twitching and flexing. Hailey watched in horror as the crab’s cocklips spread wide, the cum-soaked lips just itching to latch onto some tasty prey. The first beach babe’s feet were mere inches away from that drooling orifice, and the crab was already lining them up for easy insertion.

A quick thrust of her hips, a slight moan of joy, and the crab’s cock latched onto the beach babe’s feet. The ravenous shaft quickly worked its way up over her ankles, steadily pulling the poor girl deeper into its humid depths. No matter how much she clawed at the sand, she couldn’t halt her progress. Powerful muscles squeezed and kneaded the babe’s legs, the cocklips sliding up around the girl’s hips. “Mmph, now that feels *good!*” the crab woman cackled. She hunched over her disappearing prey, her huge breasts pressed against the babe’s shoulders. “Keep squirming... I love a cocksnoak with some fire!”

“No! Please! Don’t—*mmppph!*”

The crab’s glans had finally worked its way up over the babe’s face, the tip snapping shut with a loud *schlup!* Only the babe’s hands remained in the open. Her legs were already being forced into the crab’s left testicle, the skin stretching to accommodate its new occupant. The crab’s eyes crossed, and her tongue lolled out over her chin. She was enjoying this way too much.

Brenda’s eyes boggled. “Someone should help her!” she cried. She turned to her friend. “Hailey! What should we—huh?” The other chair at the table was empty! Brenda turned this way and that: while a few other restaurant patrons were scrambling to safety, Hailey wasn’t one of them. Brenda bit her nail. “Oh, not again!” she huffed. “Dammit Hailey, why’d you have to be such a scaredy cat? Always running off at the first sign of trouble...”

Hailey had indeed run off, but not because of fear. No, she had an entirely different emotion running through her body right now:



anger. She was standing in a secluded alleyway, grumbling under her breath. “Stupid crab bitch... just had to pick today to go fuck a bikini babe...” Hailey dug around in her pocket, until she finally pulled out a small, metal disc. It was bright pink in color, and studded with a shiny red ruby. “Welp, here we go again...”

She pressed the disk against her chest, and suddenly the alley was filled with a blinding white light.

For years, Hailey had lived a double life. To her friends, like Brenda, she was just normal old Hailey—a blonde ditz, no different from anyone else. But once evil rears its ugly head, she whips out her magic amulet and transforms into Lady Cerise, the Pink Powerhouse! Hailey’s clothes melted away, her curvy figure soon wrapped with bands of energy. She could feel her body growing larger, fuller, more muscular, as the magic did its work. A skimpy spandex suit materialized around her body, the tight fabric struggling to contain her voluptuous assets. Arm-length gloves and thigh-high boots appeared on her limbs in a flash, while a colorful visor slid down over her eyes. Her luscious blonde hair and brown eyes shifted hues, the mighty figure now sporting a head full of red hair and green eyes.

Lady Cerise staggered out of the alley, pulling at her spandex. It seemed tighter than before—had she gained some weight? Cerise’s body was a fair bit larger than Hailey’s, but it just wouldn’t do if she couldn’t maintain that camera-friendly figure. She rubbed her butt, and gave it a squeeze. “Brenda and her silly comments!” Cerise hissed under her breath. “Now I’m all worked up over—” A distant scream reminded her of the task at hand. Cerine pivoted on her heel, and sprinted back towards the beach. *Guess I was overdue for a weirdo*, she thought. *I hope I can handle this crab!*

By the time Cerise got back to the beach, however, the second bikini babe was already neck deep in the crab woman’s cock. Her bloated shaft was pointed skyward, the crab thrusting her hips to help force her prey down that much quicker. Already, the girl’s feet were

slipping into the crab's right testicle, the huge cum tank loudly churning. The crab's left nut was thrashing wildly, the kicks and punches of the girl within making the whole thing wobble and slosh.

"Ooh, that tickles!" the crab purred. She wrapped her claws around her erect shaft, slowly squeezing her second prey downwards. "The two of you will make an excellent gift for the Ocean Queen!" Her face twitched into a frown for a second. "Keeping her mad isn't a good idea anyway..."

Cerise leapt over tables and chairs, the pink superhero making a mad dash down to the sand. "Out of the way, citizens!" she cried. Cerise vaulted straight over Brenda's head, landing squarely on the sands below the boardwalk. She jabbed a finger at the crab. "Let them go, you monster!" she shouted. The hero made a fist. "Or I'll have to get them out myself!"

The crab's eyes narrowed. "And who might you be?" she asked. She made no effort to release her captives. "You're kind of interrupting something important."

Cerise struck a pose. "I'm Lady Cerise! I've pledged myself to defend the good people of this city from evil creatures like *you!*"

The crab raised an eyebrow. "Wow, really?" she started to laugh. "Oh, that's just adorable!" She tapped the tip of her claw against the last bulge in her cock. *Glurnk!* Now both girls were locked away in her sack, the skin nice and tight against their squirming forms. "Buzz off, little hero!"

Cerise stomped her boot into the sand, and brandished her fists. "Or what?"

"Or else Kari's gonna cut you up!" The crab replied. She brandished her claws, snapping them for emphasis.

"We'll see about that!" Cerise growled. She surged forward, throwing a thunderous haymaker. Her fist landed squarely on the crab girl's exposed midriff, knocking the monster girl off her feet.

Kari rose back to her feet, wiping some sand off her cheek. "Oh so that's how it is, eh? In that case, let's see how you handle *this!*" The crab's claws swung at lightning speed, crashing into the side of Cerise's body with a loud **THWUNK!** The poor hero flew

backwards, landing ass—first onto a nearby hotdog cart.

Cerise rubbed her butt. “Ooof, that’s gonna hurt in the morning...” She hopped back on her feet, avoiding another swipe of Kari’s claws. Cerise wrapped her arms around the crab’s midriff, hoisting the struggling woman high over her head. The two of them crashed down into the sand, stunning Kari. Cerise didn’t waste any time: she sat on the crab’s face, pinning her to the ground. She wrapped her hands around Kari’s still throbbing cock. “Got to get these girls out soon!” Cerise grunted, slowly starting to pump up and down. The crab’s cock was slick with pre, Cerise’s fingers soaked in the stuff. More and more liquid was pumping up and out of that bloated shaft, as the hero’s fingers worked faster and faster.

Kari did not take this lying down. She dug her tongue deep between Cerise’s cheeks, lips pulling and tugging at the fabric of her costume. Cerise yelped in alarm and arousal as the crab ripped a hole right in her suit’s crotch. A warm, wet tongue burrowed deep into our hero’s nethers, doing its best to break Cerise’s concentration.

“Oooh... fuck!” Cerise moaned. She wrapped her breasts around the crab’s mighty shaft, hoping that her tit-job would speed things up. She was practically grinding her whole body against that shaft, and soon Cerise’s lips were sucking down around the meaty glans. Creamy ropes of pre poured down her throat, mere preludes to the deluge that was sure to come. She didn’t have long to wait.

Kari’s hips bucked, sending her cock deep into Cerise’s mouth. A fat bulge worked its way up her urethra, and fired straight down Cerise’s throat. Kari’s seed was unbelievably thick, the steaming hot liquid filling Cerise’s stomach right up. She coughed and sputtered, a good chunk of that cumshot splattering all over her chest. “Pleh! Pleh! Way too much salt!” She wiped a hand across her face, trying to get the gunk out of her eyes.

“Alright! Now it’s my turn!” Kari cried.

She wrapped her claws around Cerise’s thighs, throwing the hero to the side. The deep sea predator leapt to her feet, and slapped her still-occupied balls.

“Nice try, hot stuff. I haven’t cum that hard in a long ass time.

But these girls ain't coming out any time soon." Kari inhaled, her sack clenching up nice and tight. The skin was vacuum tight for a few seconds, showing off every curve of the women within. "Mmph! Damn, they feel so fucking *good* in there!" The crab relaxed with a lusty sigh, her sack pancaking against the sand. The figures within wriggled slightly, trying in vain to find a new, less uncomfortable position.

Cerise lay there on the ground, trying in vain to think of something, *anything*, that she could do. Her eyes were focused on Kari's thrashing sack, the gurgling orbs rapidly filling back up with hot, salty seed. Muffled moans could be heard from within—were the two babes getting off to this? Cerise made a face. *Ugh. Better not dwell on that...*

A cock slapping her cheek interrupted Cerise's train of thought.

"Oy! Don't give up just yet, little hero!" the crab woman cackled. Even though she had orgasmed mere minutes before, her throbbing shaft was already back up and raring to go. "I'm honestly surprised a goody two-shoes like you can handle a cock like that!" She crouched over Cerise's prone form, wrapping her claws around the hero's arms. "Color me impressed!"

Cerise tried to get up, but Kari was just too strong. Her arms were pinned by those big claws, while her legs were buried under the crab's huge, thrashing balls. Kari's meaty shaft was sliding nicely between Cerise's breasts, the cum-splattered tip poking against her lips. All that cum from the previous orgasm was making for excellent lubrication.

"Hmm, I've just had a *great* idea," Kari began. "I think I'll give you a little reward for working so hard." A devious smile broke across her face. "How about I let these girls out... inside your womb? Won't that be fun!"

"Shut up you—*mmph!*" Cerise's outburst was cut off by a crab cock shoving its way into her throat. The taste of salt water and cum filled her mouth once again, the hero gagging from both the intrusion and the taste.

"Pipe down, little hero!" Kari snapped. "You should be grateful.

I was going to give this load to the Ocean Queen, but soon it's gonna be all yours, hehe!" The crab's heavy sack clenched up around its two meals, preventing them from making any further movement. Slowly, she worked them over in her sack, the cum soaked walls squeezing and kneading their bodies. In and out, in and out. The sound of bubbling seed grew louder and louder, drowning out the muffled cries of the meals within. Cerise could feel the sack that was pinning her down grow hotter as well, the crab's balls heating up with the digestive effort.

"Mmph... oh yeah... that's the stuff," Kari panted. Her sack thrashed violently, clenching tighter and tighter with every passing second. *Pump pump pump!* The figures within were smoothing over, the bumps and bulges simmering down to nothing. Her testicles were getting rounder, fatter, filling up with the crab's piping hot seed. Kari was gasping for air, her tongue lolling out over her chin. "Hoo... hah... here comes... the finale!"

The monster girl gave a quick inhale, her balls scrunching up tighter than ever before. *Clench! Glorsh!* With a lusty sigh she released the pressure, her enormous sack now full to bursting with nothing but liquid seed.

Kari smacked her lips. "What lovely little appetizers," she gloated. She jiggled her plump balls with a claw. "But the main course is yet to come..." She dragged Cerise out from under her, hoisting the woman into the air. "Still with us, my cute little hero? I want you to enjoy this..."

Cerise thrashed in the crab woman's grip, trying desperately to escape. Alas, all she managed to do was rip a few more holes in her superhero outfit. This gave Kari an idea—she tore at Cerise's uniform with one of her claws, the poor girl's breasts popping free.

"Now, I know that pussy of yours is *dying* for a cock like mine," the monster girl cooed. "Just licking the thing was sending you reeling—imagine how you'll feel with all this meat in you!" She started to adjust Cerise's body, bending the hero into a pretzel pose. Kari's throbbing cock poked at Cerise's exposed nethers, her pussy lips already starting to flex open.

Kari managed to go balls-deep on the very first thrust. Cerise could see the massive bulge slither up between her breasts, her gut stretching obscenely. Kari swung her hips back, dragging her cock out until only the tip was left in Cerise's pussy. Then she thrust again, hilding herself once more. In and out, in and out: Kari's hips were working overtime, the crab pounding Cerise with reckless abandon. *Plap plap plap!* Kari's balls swung between their legs, the bloated orbs slapping against Cerise's ass with every forward swing.

"Fuck!" Kari squealed. "You! Are! *Tight!*" The crab was totally lost in a haze of lust, hips swinging faster and faster. The bulge of her cock pistoned into Cerise's womb, the poor organ begging for relief. Unfortunately, there was no relief to be had—Kari wasn't stopping any time soon. "Damn... once I'm (mmph!) done with fucking you, I think (whew!) I'll churn you up!" She grabbed Cerise's chin with one of her claws. "What do you think of that, hero slut?"

Cerise couldn't really respond. Her pussy was getting utterly *decimated* by the massive intruder—She could feel every vein and bulge along its length. *Fuck fuck fuck, she's HUGE!* Cerise thought. Pleasure and pain ran through her in equal measure. *Ugh! Let it end soon at least...*

Kari threw her head back, howling in triumph. Her massive sack clenched up, sending gallon after gallon of fresh seed rushing right back up her shaft. Cerise could feel the slug of cream expand the crab's cock within her, before the monstrous cumshot exploded all over her innards. Two people's worth of cum was nothing to sneeze at—Cerise's stomach inflated like a balloon, her suit ripping even further.

"Mmph! Yeah!" Kari growled. "Take it, slut!" Her orgasm continued to fire deep into Cerise's pussy, gallon after gallon of spunk spewing forth. Soon her pussy reached capacity, the crab's potent seed splattering out onto the sand below. A puddle of cum formed around Kari's feet, turning the sand into a milky-white slurry.

After a minute, Kari's cumshot finally abated. The crab teetered backwards, her claws dropping away from Cerise's limbs.



The hero slid off Kari's softening cock, landing in the cum puddle with a loud *splurch!*

Kari fell to her knees, utterly lost in her own afterglow. As such, she didn't notice Cerise slowly rising to her feet. If she did, she might have been able to prevent what happened next.

Cerise stood on two shaky legs. Her guts were hurting all over, and her pussy was having a really bad day. But she had taken everything Kari dished out, and found it lacking. "Damn crab's got no endurance," Cerise muttered under her breath. "Stupid dragon last year fucked me twice as long..." She staggered over to Kari, grabbing the crab's head with both hands. "Welp, only one thing to do now..."

Cerise's jaws parted, easily fitting the crab's head between her lips. Her tongue slipped around Kari's face, acting as a spit-soaked carpet. Cerise almost retched. God, the crab tasted *awful*. Salt water with hints of seaweed? Not exactly top of the menu.

What I wouldn't give for a pat of butter and some red wine! Cerise thought. But such niceties would have to wait. She needed to deal with this crab, and *fast*.

Her lips surged up and over Kari's shoulders, pinning the crab's claws to her side. Cerise could feel the lumpy plates of Kari's armour tickling her throat. The studs and spikes dug into her from the inside, causing her a great deal of discomfort. But Cerise couldn't stop now. Special villains deserve special treatment, after all.

Getting those claws down her throat could have been quite the struggle, but since Cerise's prey wasn't even struggling, they were easily packed away into her stomach. The crab's cock and balls, however, proved to be an unusual hassle. They flopped all over Cerise's chin, the cum soaked organs not content to stay nestled between Kari's thighs.

God, even as a meal she's a piece of work, Cerise thought. She wrapped her hands around the crab's shins, forcing her down into her stomach.

After a few minutes, Cerise's tongue finally licked up over the crab's toes, Kari fully sealed within the hero's newly-expanded stomach. If her spandex hadn't already ripped, it surely would have

been torn by now. Kari's body made for a lumpy bulge, the crab's figure painfully visible beneath the skin. She wasn't really struggling, as far as Cerise could see—the crab's movements were fitful, and not at all aimed at escape.

Cerise rubbed her belly. "Ugh... you tasted horrible," she grunted. "But at least you'll melt nice and easy..." She could hear her stomach acids already starting to bubble and churn, her gut groaning with the effort. She hadn't had to eat someone this large and tough in a while. Most of her foes were normal humans, or at least human-sized. Dragons and crab women were certainly outliers. Cerise's belly, however, didn't care. It would mulch down whatever got shoved inside with gusto.

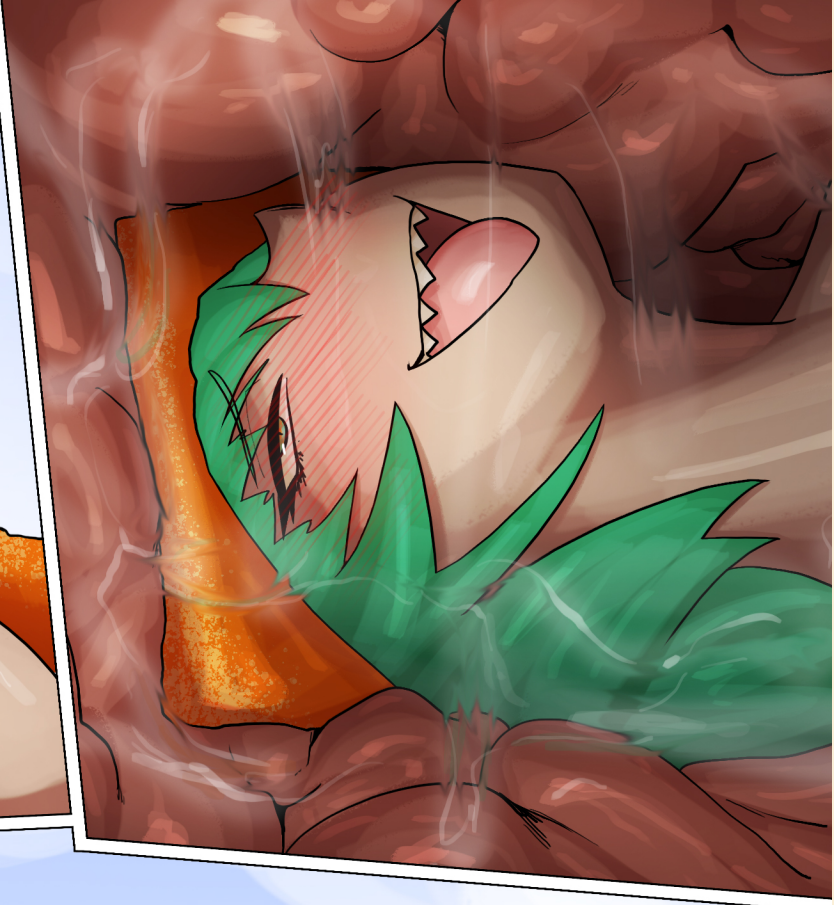
The churning noises grew louder, the skin of Cerise's stomach rippling with the effort. She could feel the acids rising within, the thick sludge pooling in her gut.

The crab was doing something in there, but Cerise couldn't figure out what. She could see the bulges rising and falling beneath her skin, as Kari moved faster and faster. Cerise thumped her hand on a particularly prominent bulge. "Oy! What are you doing in there, ya dumb crab?"

Five seconds later, Cerise got her answer. Even over the sound of sizzling juices, she could hear Kari cry out. Instantly, Cerise could feel her stomach get hotter and hotter, as if some new substance was getting pumped in. Her eyes widened. *Fuck! Is she cumming in there?*

Cerise put a hand over her mouth, but to no avail. The crab's cumshot bubbling up her throat with blinding speed, ropes of spunk erupting out of her mouth. A river of white slime ran between her tits, Cerise's bloated belly becoming splattered with her prey's boiling seed. The hero fell over, her stomach inflating to an obscene degree. Her mouth was kept open by force of cum alone, her face turned into a makeshift fountain.

After a few minutes, Kari's final orgasm petered out. Cerise struggled to rise, coughing and sputtering. She retched, a river of white slime spewing out from between her lips. "Ugh... still too



salty...” Cerise wiped a hand across her face, doing her best to clean the slop from her eyes. “At least... at least you’re finished!” she gasped. She flopped forward, resting on her fat, round belly. “Nothing but crab meat now...” Cerise’s eyelids grew heavy, the hero struggling to stay awake. “Bleh... fuck... can’t sleep here...”

Already, a few curious people were starting to approach, Brenda among them. Cerise had to get away, and fast: her magic transformation didn’t last forever. With a heavy groan, she rose back on her feet, gently holding her sloshing gut in her arms. Cerise waved the onlookers away, and then she waddled off in search of more private lodgings.

The next morning

Hailey’s eyes snapped open, and immediately regretted it. The morning light was too bright, the sound of birds too loud. Her whole body felt like it was on fire. Hell, she didn’t even remember getting back to her apartment. The last thing she remembered doing was eating that— *Oh*.

Hailey looked down. Even after almost twelve hours, her belly was still ludicrously swollen. It wobbled slightly with her every move, the skin rippling as gallons of digestive fluid sloshed beneath the surface. Hailey flopped back down on her pillow, and let out a groan. “Oof... stupid crab bitch...”

She slowly got up off the bed, her gut preventing any sudden movements. It gently burbled, the chamber still full to the brim with plenty of juice. Without Cerise’s enhanced strength, Hailey could really feel every pound sloshing around in her belly. Walking towards the bathroom was a test of endurance: every step forward saw her thighs slap the bottom of her stomach, making the whole mass jiggle and throwing off her balance.

“Ow... ow... ow!” Hailey winced every time her knees dug into her gut. She wrapped her hands around her stomach, lifting it up into

her arms. With all that jiggling fat out of the way, she could at least walk without hurting herself. That's when she noticed the second change to her body. "Oh shit, what the hell?" Hailey could feel something large and soft rubbing against her thighs. Once she finally reached the bathroom, she turned to the mirror, and gasped:

There, between her legs was a huge, fat cock. While it wasn't nearly as large as the crab's had been, it still hung down to her knees.

"Ugh... why'd I get her cock?" Hailey whined. She hefted the



thing in her hand. It was surprisingly heavy. The shaft was covered in throbbing veins, the angry patchwork pulsing to her heartbeat. Hailey bit her lip. Slowly, she ran her other hand over her asscheeks, fingers sliding down towards where her slit should be. Yup, it was still there. Hailey breathed a sigh of relief. "Well, at least I didn't lose anything..." Her hand went lower still, stopping to cup her plump testicles. "Goddamn, these are huge..."

As she looked at herself in the mirror, Hailey started to notice even more changes. She was taller now, and her shoulders had widened. Her breasts had increased by several cup sizes, the fat tanks topped with plump, puffy nipples. Her ass and hips had expanded dramatically as well—she would *definitely* need to find a new wardrobe. *And I'll bet Cerise got even bigger too*, Hailey thought. Still, it could have been worse. A little exercise and some training, and that big belly of hers would be flattened in no time. “All things considered, not a bad trade this time,” Hailey said to herself. Eating bizarre monsters in the past had played havoc with her powers, but usually a few days of training and saving people put her body back on track.

Hailey waddled back into her bedroom, and pulled out the biggest pair of sweatpants she could find. She gently squeezed herself into them, doing her best not to rip the fabric. She tried to shove her cock and balls down one of the legs, but it was just too thick. Her new endowments made for quite the heavy bulge in her pants—anyone with two working eyes could see she was packing. An oversized t-shirt covered most of the rest, although her nipples tented the fabric considerably. Even worse, most of her stomach was uncovered, sticking out like a big, meaty thumb. Still, it was better than being buck naked.

VWEEP! VWEEP!

Hailey nearly jumped out of her skin. Her phone was buzzing! She heaved herself across the room, fingers scrabbling on the nightstand for her cell. The name on the screen sent butterflies through her stomach: BRENDA

Hailey gulped, but pressed the green button anyway. “Hey, Brenda. What’s up?”

“*Ohmygosh!* You missed the craziest fight on the beach yesterday!”

Hailey did her best to act surprised. “Oh no! What happened?”

“That crab lady thing ate two people with her cock! And then Cerise showed up and they fucked *hard!* Like damn, both of them were going at each other! It was wild! Did you see the videos I sent

you?”

Hailey checked her messages: *Twelve unseen videos in chat.* “Uh.. yeah, I’ll take a look, sounds like it was quite the show.”

“Oh but it gets better!” Brenda was on a roll. “Then Cerise ate the crab lady up! Just swallowed her whole! Fucking *insane!*”

“That does sound pretty crazy, not gonna lie,” Hailey replied. “I bet she was all puffed up.”

“Yeah, she was so round! It was amazing... hey, wait, are you alright? Sorry, I got too excited.”

“Oh, I’m fine,” Hailey began. “Totally fine. Just got a little spooked is all, you know me!” she gave a nervous laugh.

Brenda wasn’t buying it. “You sure? You sound really out of breath. Hold on, I’m almost there.”

Hailey’s eyebrows went up. “Almost where?”

KNOCK KNOCK

Ah crud.

“Almost here!” came Brenda’s muffled reply. “Open up, Hailey, ya big dork!”

A thousand plans ran through Hailey’s mind, none of them very good. *Fuck fuck fuck!* She thought. *What should I do? What should I do?* She schemed and planned in silence, each option more stupid than the last. Making decisions was never her strong suit. So, she opened the door.

Hailey tried to hide most of her body behind the door. Alas, she was simply too big to stay hidden—her belly and breasts stuck out way too much. She tried to act casual. “Hey, Brenda. What’s up?”

“Whoa! Growth Spurt!” Brenda looked Hailey up and down. “Damn, when did you get so *big?*” She reached out for one of Hailey’s breasts. “Did you like, get a boob job yesterday?”

Hailey started to sweat. “Me? Big? Nah, no way!” she chuckled. “I’m the same I’ve always been! No boob jobs, no growth spurts, nothing!” She started to close the door. “Anyway, thanks for stopping by. I’ll be just fine, don’t worry—”

Brenda stuck her foot in the doorway. “Hey, what gives?” she

asked. “You’re acting all strange today...” She started to push through into Hailey’s apartment. “It’s ok, you can tell me!”

“No, it’s really—*oof!*” Hailey stumbled as Brenda brushed up against her.

“Whoa, what the hell?” Brenda’s hand shot downward, giving the bulge in Hailey’s pants a light squeeze. “Holy shit. Hailey, when did *this* happen?”

Hailey looked away, color rushing to her face. “Uh... yeah... I, uh, have a cock now.” She tried to tuck it down between her thighs, with little success. “No biggie.”

“What do you mean, no biggie?!” Brenda chirped. “Look at the size of it! It’s almost as big as my arm—no, it’s *bigger* than my arm!” She was getting very excited, jumping up and down. “I mean it’s almost as big as the one the crab had—”

Suddenly, Brenda stopped talking. Realization hit her like a freight train. Hailey’s mysterious disappearances. Cerise’s mysterious appearances. Crab cock. Hailey cock. The dots were coming together.

“Holy shit,” Brenda muttered. “Holy shit! You’re secretly Lady Cerise!” the brunette was hopping around on her feet, chanting to herself.

Hailey tried to shush her friend. “Hey, keep it down!” she hissed. “Don’t go blabbing your head off!”

Brenda wasn’t listening. “This is incredible! Amazing!” she said. “I can’t believe it! How did I miss all the signs? It’s so obvious in hindsight...” she looked down at Hailey’s stomach. “Good grief, there’s like, a whole woman in there! How are you even walking?”

Hailey grabbed Brenda by the shoulders. “Hey! Listen to me!” she shook Brenda a little bit. “You have to keep this a secret, got it?”

“But why?” Brenda asked. “Being huge and powerful all the time sounds pretty fun!”

“Well it’s not!” Hailey fired back. She crossed her arms, and looked away. “It gets really annoying sometimes. I have to watch my strength as Cerise—everything feels like it’s made of cardboard when I touch it.”

Brenda pursed her lips. “Hmm... yeah, I guess that’d get annoying... and expensive!” She poked Hailey’s boob. “Alright, I’ll keep your secret.”

“Oh, thank you so—”

“On one condition!”

Hailey frowned. “Brenda!”

“Nah, it’s easy!” Brenda replied. She licked her lips, and knelt down in front of Hailey’s growing pants bulge. “You *have* to let me taste your new futa cock!”

Hailey grimaced. “You’ve *got* to be kidding me.”

Brenda ran her hands all over Hailey’s pants, fingers squeezing the meaty shaft through the fabric. “A cock this big is just *begging* to be sucked!” She gave Hailey puppy dog eyes. “Oh please, oh please?”

Hailey sighed. “Alright, alright. Might as well...” She pulled at the waistband of her sweats, letting the fabric fall down to her knees. Brenda’s eyes lit up as Hailey lifted her cock up into view, the huge shaft starting to thicken and expand.

Brenda planted a juicy kiss right at the base of that pillar of meat, and traced her tongue along a pulsing vein. “Mhmm... tastes good...” Brenda worked her way up the shaft, until her tongue was lapping at Hailey’s plump cockhead. Hailey could feel the brunette’s hot breath washing over her glans, the blonde shivering with arousal. Her balls gurgled and sloshed, the bloated orbs eager to blow.

“Ooh! Can’t forget about these two...” Brenda’s hands ran up Hailey’s thighs until she was cupping each testicle in her palms. She bobbed them for a bit, marveling at their weight. “Sheesh... so heavy...” Brenda’s lips suckled down over Hailey’s tip, her plush lips giving that cock a nice big kiss. Her tongue explored Hailey’s slit, earning a coo of delight from the newly minted futa. Then Brenda gave Hailey a wink, and went to work.

Brenda took every inch like a champ. Her lips pressed up against Hailey’s groin, the futa’s cock buried deep in her throat. *Gluk! Gluk! Gluk!* Up and down went Brenda’s lips, servicing Hailey’s cock like a pro. She used her hands to play with those huge

round balls, digging her fingers into the skin. They were so fat, so warm, and absolutely bursting with seed.

With all that stimulation, Hailey didn't last long at all. She grabbed the back of Brenda's head, forcing her cock balls deep into her throat. With a lusty groan she blew her load, a generous surge of cum bursting deep into Brenda's stomach. Hailey's balls jittered in Brenda's hands, the plump orbs contracting as they forced more and more seed up her shaft. They stood there for a few moments, quietly panting as Hailey's balls emptied themselves into Brenda's gut.

Brenda slowly dragged her head back. With a satisfied *schlup!* Hailey's cock popped free of her lips, a thin string of cum connecting the two. Brenda smacked her lips, and blew a cum bubble. "Mhmm.. damn, you're delicious," she moaned. Brenda planted another kiss on Hailey's glans. "So thick and creamy... with just the tiniest hint of salt."

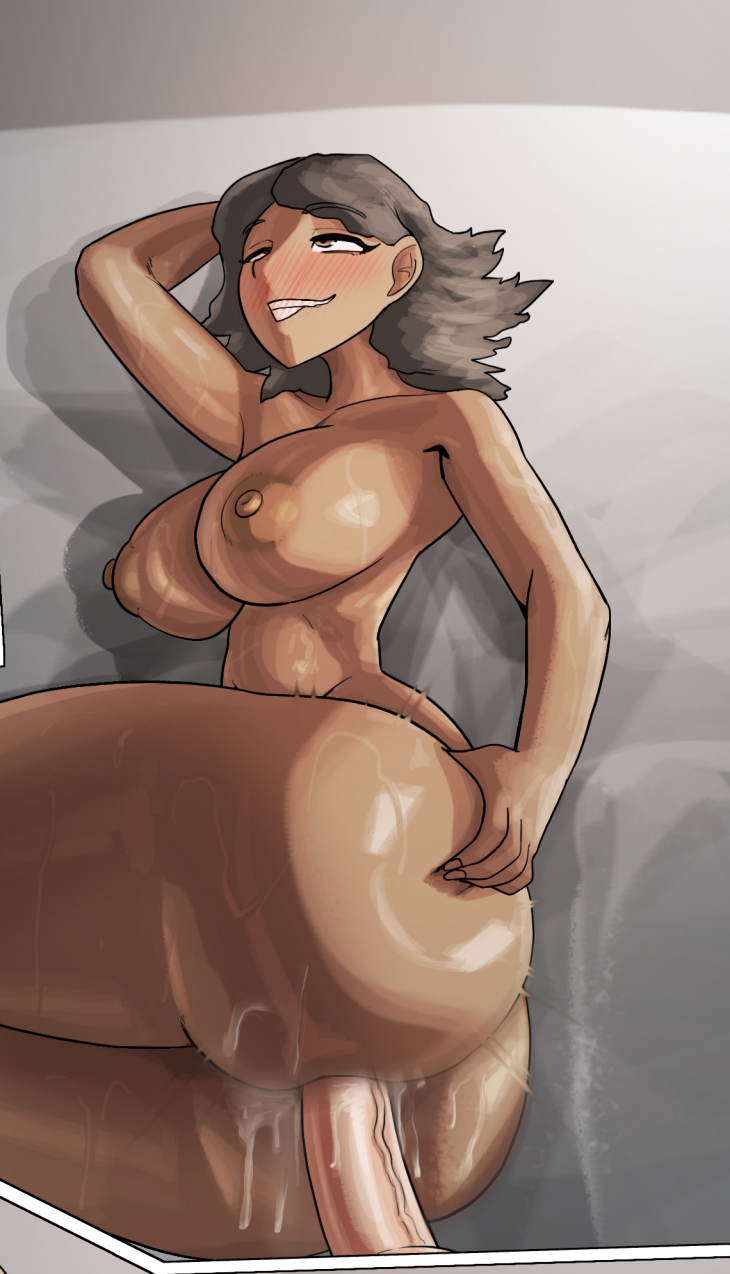
Hailey blushed. "Uh, thanks?"

"Don't thank me yet," Brenda replied. She was already starting to peel off her clothes. "Now, let's see just how you fare in round two!"

Hailey cracked an eye open. Her body was sore all over—Brenda had been relentless all night, putting the blonde's newest body part through its paces. Hailey's balls felt completely drained, the futa unable to secure any sort of reprieve. Every single one of Brenda's holes had been put to good use, claiming load after load of Hailey's spunk. A suckling noise from under the sheets caught Hailey's attention. *Oh my god, she's still at it!*

Hailey threw off the covers. As expected, Brenda's lips were firmly wrapped around the blonde's cock. "Good grief Brenda, do you ever take a break?" Hailey pulled her cock out of her friend's mouth, splattering cum all over the bedsheets.

Brenda pouted. "Aw, come on!" she whined. "Let me have another shot."



Hailey shook her head. “You’ve had enough, you ravenous little scamp!” she replied. “Besides, I need to go to work. Hero duty and all that.”

“Oh fine!” Brenda huffed. Suddenly her eyes lit up. “Can I watch you transform? Oh please oh please!”

“Alright, fine,” Hailey replied. “Just stand back a bit. It can get a little crazy.” She grabbed the metal disc off her nightstand, placing it on her chest. Light filled the apartment, as Hailey activated her transformation. Brenda shielded her eyes: the kaleidoscope of color was overwhelming. Hailey’s figure shimmered and glowed, growing larger and larger. Rings of energy coiled around her limbs once more, the various parts of Cerise’s outfit popping into place. After thirty seconds of nonstop lights and sound, the transformation was complete.

Cerise twirled in place. “So, what do you think?”

Brenda was starstruck. “Whoa... you got even bigger? Wicked...” Brenda circled around Cerise, looking the larger woman up and down. Again, her eyes drifted down to the slab of delicious meat swinging between the hero’s legs. Despite being wrapped in spandex, she could still see the veins throbbing through the fabric. “Heh... love the cute design on your balls,” Brenda giggled. She gave them a playful slap. “Looks like your magic’s got good fashion sense!”

Cerise rolled her eyes. “Well, I guess it doesn’t want me to be uncomfortable,” she replied. She started to inspect herself, noting that the suit was stretched tight over her plump belly. “Ugh... I still have to burn all this fat off soon...”

Brenda rubbed her chin. “Hey, is it just me or did your suit change a little?”

Cerise looked down at herself again. Brenda was right: Her suit *had* changed. The transformation magic had, thankfully, given her suit a little extra fabric in the crotch, her cock and balls comfortably supported by the spandex. The second change, however, was far more troubling. The bright pinks of her costume were duller now, more muted in color. A series of small, knobby spikes had sprung up

along her shoulders, and her boots and gloves were more angular as well. “Looks like I took more from that crab than just her cock,” Cerise mused. “But not to worry! I won’t let a little wardrobe mix-up stop me from protecting the people!”

“So heroic! So pragmatic!” Brenda sighed. She stood on her tiptoes, kissing Cerise’s cheek. “Now go stop those bad guys! And when you return, we can talk about getting that gut under control...”

Trying to burn off all that crab pudge wasn’t going to be easy. The park near Hailey’s apartment was well-suited to the task, plenty spacious and full of jogging paths. The two women spent the next few days running laps in Hailey’s free time, Brenda offering the blonde words of encouragement. “Come on, you can do it!” she said. “Don’t let that crab bitch win!”

Hailey tried her best not to laugh. “Ha! I’ll burn her off in no time.” She slowed down to take a drink from her bottle. “Besides, at least I’m not as bad as the other ladies running today...”

Besides ordinary joggers and picnic-goers, the park was crawling with preds. Fat bellies sloshed and churned, the shapes of prey within easily seen through the skin. A few hyper hung futas could be seen as well, their sacks bulging with squirming bodies. One poor pred woman had tears running down her face. “I’m trying my best here, Coach!” She gasped. She was panting hard, her massive gut making it very hard to run at any speed. “It’s just... really hard to run! I’m sorry!”

Her fitness coach wasn’t having any of it. “Well if it’s so hard to run with a full gut, then why’d you eat your pizza delivery driver?” She smacked her student’s gut hard. “If you can’t handle my exercise regimen, then learn some self control!” She blew on her whistle. “Now give me another ten laps!”

Hailey and Brenda watched the unfortunate predator pick up speed, slowly but surely jogging away. “Whew, glad my gut ain’t that

big,” Hailey muttered. She turned to Brenda. “And I’m glad you’re not that grumpy of a trainer, either!”

Brenda smirked. “Should I get a whistle, chubby?” She gently patted Hailey’s gut. “Drop and give me twenty, kiddo!”

“Pfft! Oh Brenda, you’re too much!” Hailey giggled. “But I don’t think I’d ever get *that* bloated—Cerise’s body burns fat pretty quick.”

Brenda nodded in agreement. “I’ll say!” She patted Hailey’s gut again. “I mean, it’s incredible how fast you’re burning through that crab! Honestly, I’m surprised you haven’t gotten fat already, if you’re eating everyone you fight.”

“Well, I don’t eat *everyone* I fight,” Hailey replied. “Bank robbers go to jail. It’s the freaky ones that might end up in my gut.”

“Still... it’s kinda weird.”

Hailey sighed. “Brenda, we literally *just* walked past someone who ate a pizza delivery girl. I’m hardly the only predator around.”

“Fine fine, ya got me there,” Brenda replied. “I mean, I’m kinda surprised no one’s looking at you.” Her eyes flicked down to the huge bulge in Hailey’s pants. “A fat prey belly is one thing, but this new cock? It’s huge!”

Hailey scoffed. “Hardly. I’ve seen bigger ones.” As if to drive the point home, a well-endowed hyper futa jogged right past them. Her cock and balls could be measured in feet, not inches. Hailey gave Brenda a look. “See what I mean?”

Brenda held up her hands in defeat. “Oh, fine! Ya got me. I just... well there’s a lot of people-eating people running around, that’s all.”

“Worried one of them will eat you?” Hailey asked.

Brenda nodded. “Kind of, I suppose.”

Hailey punched Brenda’s shoulder. “Relax, you got me hanging around. I’d never let anyone else eat you up!”

Brenda giggled, and punched Hailey back. “Thanks, babe. What would I do without you?”

The next few days were quite tense. Between exercising and hero work, Hailey made it a point to return to the beach at least once a day. This “Ocean Queen” Kari mentioned seemed like a pretty big deal. As expected, Brenda tagged along too. The two of them would end up having lunch or dinner at the seaside cafe, running up a hefty tab of mimosas and nachos. It would have been a pretty nice way to spend the day, if the threat of an ocean attack wasn’t hanging over their heads.

“You know, I’m digging the abs,” Brenda began. “Much better than that pudgy belly you had before.”

Hailey ran a hand down her flattened belly, fingers tracing her muscles. “Mhmm, I know you do,” she replied. “You tell me every night!”

Brenda’s face went red. “Hey! Not so loud!” she chuckled. “Not my fault they’re so kissable.”

Hailey started to laugh as well, but something moving on the beach caught her eye. “Ah crap!” she sighed. “I think the next monster girl is here.”

The woman on the beach this time was half human, half octopus. She was larger than the crab had been, both in height and in width. The octopus’ chest was outrageously large, her massive milk tanks beaten only by her equally voluptuous hips. Eight powerful tentacles stretched out from beneath her body, the huge limbs studded with puffy suckers. Her skin was a creamy tan color, fading to a dull grey. Blue rings decorated every inch of her magnificent frame, lending her an air of the exotic.

Brenda peered over the railing. “Well, at least this one’s prettier than the last one,” she said. She looked back at Hailey. “So, like, are you going to eat this one too?”

Hailey rolled her eyes. “I mean, if I have to.” She was already pulling her magic disc out of her pocket.

Brenda gave a big toothy smile. “Wicked.”

The octopus didn’t seem to be in any hurry. She flounced about



on the beach, tentacles twisting over the sand. One of those tentacles shot out, wrapping itself around a nearby beach babe. The octopus tilted slightly, showing off its plump underside. Right in the middle of all those tentacles was a very large and very hungry orifice—a thick, muscular ring of flesh, the gaping hole oozing with drool. Despite the best efforts of its unwilling meal, the octopus easily slid that beautiful babe right in, inhaling the woman with a loud *schlurp!* Cerise half expected the octopus’ feeding hole to lick its lips.

The octopus patted her belly. The struggles of the prey within made her skin wobble and jiggle. “Ah, a delicious start to the day,” she purred. The octopus put a hand to her eyes, scanning the beach. “Now where’d you go, Kari? You can’t hide from the Ocean Queen forever...” She continued to wander across the sand, gobbling up anyone she could get her tentacles on.

“I’m the one you’ll be dealing with today, freak!” Cerise roared. She stood tall and proud in front of the octopus, and clenched her fists. “Get off the beach, or prepare to fight!”

CRACK! A tentacle whipped across Cerise’s face at lightning speed, sending the hero flying. “Hrmp. No manners on this one,” the octopus muttered to herself. “Now where was I—*oof!*”

Cerise recovered quickly, wiping the octopus’ slime off her face. She leapt forward, driving her knee deep into her foe’s pudgy belly. “Take that!” she shouted. “I beat that crab bitch, and I’ll beat you too!”

The octopus slithered off to a safe distance. “Is that so?” she replied. She scratched her chin with one of her tentacles. “I heard rumours about someone eating Kari...” The octopus’ eyes flicked downwards, zeroing in on Cerise’s meaty bulge. “And I see they were correct.” She let out an exaggerated sigh. “Oh, what a pity.”

“She wasn’t much of a challenge at all,” Cerise said. She slapped her stomach. “Nothing but a nice tasty crab cake.”

The octopus raised an eyebrow. “You’re not much of a liar, my dear.” She smiled wickedly. “Kari was a witless little fool, always thinking with her cock first.” She drew her tentacles up around herself, the mighty limbs ready to lash back out at a moment’s

notice. "I'm afraid you'll find Madame Skyla is not so easily eaten!"

At the moment, Cerise's mind was miles away from the topic of eating. The octopus' voluptuous body was filling her vision, the massive breasts and luscious lips making her sweat. Even Skyla's sloshing belly was starting to hypnotize her. *God, that octopus is so freaking hot...but I have to save the beach!* Cerise quickly shook her head. *Can't let her distract me... no matter how sexy she is!*

The hero raised her fists once more. "En garde!"

"Oh please, don't make a fool of yourself," Skyla replied. "I doubt very much you can hurt me."

Cerise narrowed her eyes. "We'll see about that!" She started to surge forward, winding up for a furious left cross. Unfortunately, Cerise had barely taken a few steps when she suddenly felt her body give out from under her. The hero flopped to the sand, quivering all over. "What... what the hell?" Cerise was gasping for air, trying in vain to get back on her feet. "What did you do to me?"

"Oh, nothing really," Skyla replied. She gave a coy smile. "Just a little poison, that's all."

Cerise's limbs were shaking, and her vision was starting to go. "I'll beat your poison!" she growled. "I'm stronger than I look!"

"You can barely stand, my dear!" Skyla laughed. "Besides, the poison isn't going to kill you. Unlike my smaller cousins, my toxins are designed to subdue, not kill outright." She moved forward, tentacles starting to curl around Cerise's limbs. "Now, let's see just how strong you are!"

Cerise pulled back, swatting the tentacles away. Her head was pounding, the beach becoming a swirl of colors. She could hear the octopus taunting her, that high-pitched laugh of hers wreaking havoc on her ears. Cerise could hear other voices, too: the beach crowd sounded louder than ever, cries of fear mixing with shouts of encouragement. Was Brenda part of that chorus? Cerise's brow furrowed, trying to listen for her friend.

Brenda's voice cut through the chatter. "You can do it, Cerise! Turn that creep into calamari!"

Cerise dug around in the sand, searching for something that she

could use. Her fingers wrapped around the handle of a discarded beer keg, the metal drum nice and heavy. While she couldn't see the octopus, she could still hear her droning away. Cerise grunted, putting all her strength into the throw. The keg left her hand at lightning speed, crashing into Skylia's head with a loud **BONK!**

Cerise staggered forward, trying desperately to finish the job. She heard the octopus keel over, but did the keg do any damage?

"How dare you assault me, you little pink tart!"

Cerise grimaced. Of course not. Another tentacle smacked across her face, sending her reeling. She could feel both tentacles and hands wrap around her, preventing any escape. Cerise was pressed up against Skylia's cleavage, the enormous breasts deforming around her. The octopus' body was soft and squishy, Cerise sinking deep into the monster girl's pudge. Skylia was strong, far stronger than the crab had ever been. Cerise tried to push herself away, but to no avail. There was just too much poison in her system now. Somehow, Cerise knew that the magic in her body could burn the venom out of her veins, but that would take time—and time was not something she had. She needed to stall.

"What gives?" Cerise grunted. It was hard to form sentences. "Why did you come after that crab woman?"

"Because no one leaves the Ocean Queen's court willingly!" Skylia snapped. She strung out Cerise using her tentacles, the hero spread-eagled on the sand. "And furthermore, as her *prized* courtier, I have a reputation to uphold." Skylia's tentacles around Cerise's limbs tightened their grip, while the other four started to explore the rest of her body. "Besides, I really must thank you."

Cerise made a face. "Why's that?" she asked.

Skylia smiled wickedly. "Because I've always wanted to eat Kari myself! Now, I'll get her *and* you in one fell swoop!"

Cerise opened her mouth to speak, but a nice plump tentacle barged right in. Cerise gagged: the slippery thing tasted foul, filling every square inch of her jaw. The tip of it tickled her uvula, the tentacle threatening to slide straight down her throat. In desperation Cerise bit down hard, her teeth sinking into the soft flesh.

The octopus yelped in pain. “Yowch, that smarts!” She pinched Cerise’s nose, forcing the woman to release her grip on the octopus’ tentacle. Cerise gasped for air, taking in several deep breaths. “It seems my poison isn’t having quite the effect I wanted,” the octopus continued. She grabbed Cerise by the chin, and squeezed her cheeks. “But I have just the solution for that: *two* tentacles!”

Cerise’s mind wrestled with a way to escape the octopus’ clutches. With four tentacles wrapped around her limbs, there simply wasn’t much she could do. *I need to do something!* She thought. *But what?* Already Skyla was pulling at her jaw, trying to force the hero’s mouth open. Cerise squirmed with all her might, doing her best to dodge the two tentacles knocking at her lips.

Unfortunately, a slight tickling sensation at her anal ring derailed her concentration. “What... what are you— *ooOOOooohhHH!*” Two slimy tentacles poked and prodded her tight little donut, slowly but surely working their way in.

“Oh, since you’re giving me so much trouble at this end, I thought it’d be fun to start at the other!” the octopus chuckled. “I hope you don’t mind.”

Cerise squirmed harder than ever before, but she couldn’t stop the tentacles from sliding further and further into her ass. She could feel the suckers rubbing up against her intestines, pulling and stretching her inner folds. Muffled popping noises could be heard, as the tentacles burrowed deeper and deeper. Her anus was stretched pretty wide by now, Cerise’s cheeks getting the workout of a lifetime.

But it was only going to get worse. With two free tentacles left, the octopus could ravage two more of Cerise’s holes without any trouble at all. “Just look at these fucking tits of yours,” the octopus purred. Her tentacles began to rub up against Cerise’s nipples, earning a soft moan from the hero. “I bet there’s plenty of room in there... let’s take a look!”

Cerise looked on in disgust as her breasts were ruthlessly violated. Her nipples were stretched to their limits, the huge tentacles coiling up deep inside her chest. Skyla pistoned in and out of Cerise’s tits, earning a muffled moan from the hero with each and every thrust.

Fuck! This is so wrong... but it feels so good? Cerise couldn't deny her body's reactions: despite everything, she was getting hopelessly turned on. Her breasts were leaking an incredible amount of milk, and her nethers were soaked as well. Cerise could feel her cock digging against her spandex suit, the thickening shaft trying its best to escape.

Skyla noticed. "Oh ho ho! Someone's excited..." One tentacle released its grip on Cerise's arm, and started working its way down towards the hero's crotch. It coiled itself around the stiff bulge in Cerise's pants, squeezing tighter and tighter around its prize. With a sudden snap, Cerise's spandex ripped, her huge throbbing cock now on full display. It bobbed to the hero's heartbeat, veins pulsing rapidly. "Mhmm... delicious!" Skyla cooed. Her tentacle started to tickle the tip of Cerise's cock, the suckers rubbing all over her glans.

Cerise gasped as the tentacle started to explore her urethra. "No, wait!" she cried. "Please!"

Skyla paid her no heed. "You know, I've always wanted to do some sounding," she said. Her tentacle lined itself up with Cerise's urethra for rapid insertion. "Open wide, little hero!"

Skyla's inquisitive tentacle dove down her shaft without a second thought. Cerise's eyes rolled back as she whimpered through clenched teeth. The slippery appendage muscled its way down into Cerise's most intimate depths, the bloated suckers rubbing uncomfortably against the hero's inner cock walls. Cerise panted hard, her body buzzing with arousal and need. Her balls clenched, attempting to orgasm. Her huge testicles worked up a nice load, but with a tentacle in the way, Cerise's cum had nowhere to go. Soon, she could feel Skyla's tentacle rubbing against her sack walls from the inside, her balls now a mess of bulges.

"My my, someone's pent up!" Skyla chuckled. "Good grief—your cum's so thick, I can barely move around in there!" She watched as the bulge of her tentacle slowly shifted beneath the skin of Cerise's sack.

"Ugh! Get out, *get out!*" Cerise cried. With her free hand she swatted at the octopus, punching deep into her soft underbelly. Skyla's body, however, was very squishy—her attack had little effect.



“Insolent little brat!” Skyla growled. She slapped Cerise across the face. “I’ll teach you to strike me!” Her tentacles shoved even deeper into Cerise’s ass, breasts, and cock, the poor hero overcome with stimulation. Five tentacles squirmed and wriggled deep inside Cerise, her body a mess of bulges and lumps. She was hopelessly bloated, her stomach and breasts full to bursting.

“Hnrrgh!” Cerise grunted. “Is that all—*mmph!*” further words were cut off by two tentacles forcing their way down her throat. Skyla had released more of Cerise’s limbs, the hero now held down by the sheer mass of octopus coiling around inside her. Cerise could feel the suckers rubbing against her throat, the tentacle tips tracing lazy spirals in her stomach. It was a strange sensation, but not entirely unpleasant.

“Oh, would you look at that!” Skyla cooed. “My tentacles have found each other. Isn’t that grand?” The two tentacles in Cerise’s ass had managed to worm their way up into Cerise’s stomach, twisting together with the tentacles that came down the hero’s throat. She patted

Cerise’s head. “I’m honestly surprised you’re still conscious, my dear,” the octopus began. “Most of my prey breaks once I hit them with my full-tour technique.” Skyla patted her belly, and licked her lips. “Anyway, I’ll have some fun with you, then it’s off to my stomach! What do you say to that?”

Cerise couldn’t respond even if she wanted to. The octopus was in every hole she had. Seven tentacles were currently running rampant inside of her, filling her guts, breasts, and balls. Sure, her limbs were free, but could she really escape? Those coils were just too thick and too strong. She’d never get all seven coils out of her body, not all at once. On top of that, waves of pleasure kept breaking across her mind, making her plans all the more difficult. *Fuuuuuck, this is so wrong... but it feels so good! This stimulation’s too much... I don’t want to break free!*

Cerise’s eyes widened. But what if she *didn’t* want to break free? She could feel the magic in her finally starting to flow, the twinge of Skyla’s venom slowly fading from her limbs. Seven

tentacles, twisting inside of her. That left only one tentacle free...

Cerise's arms shot out, wrapping themselves around Skyla's last remaining tentacle. She hugged it tight against herself, making sure it couldn't go anywhere. Then, Cerise's ass got to work.

"What the devil do you think you're doing?" Skyla cried. She went to slap Cerise's face again, only to feel a tug in the opposite direction. "What... what are you... *oh no.*" The octopus could feel a powerful suction on the two tentacles in Cerise's ass, the hero's powerful gut muscles reeling her in. "No no *no!*" Skyla shrieked. She tried to pull her other tentacles out of Cerise's mouth, but Cerise was ready for that. She bit down as hard as she could, teeth digging deep into the soft tentacle flesh. In fact, Cerise even started to swallow, drawing more of Skyla's tentacles down her throat.

The octopus wasn't all that much bigger than Cerise, at least in terms of body size. Thus, with two tentacles being pulled down the hero's throat and two getting sucked up her ass, Skyla was getting the chiropractic workout of a lifetime. She was stretched out over Cerise's front, trying desperately to free herself. Cerise's breasts got smashed up against Skyla's underside—the angle and pressure made removing those tentacles *very* difficult. The octopus' lower mouth hole, while deadly, was alas choking on a futa cock still full of tentacle. Skyla just couldn't extract herself fast enough.

Cerise's throat and ass worked in tandem, sucking more and more octopus down into her body. Skyla was stretched to her limits: something had to give. With a wet, disgusting *schlorp!* Cerise's ass won out, the octopus' main body starting to vanish between those cheeks. "No! It can't end like this!" Skyla whined. "I'm one of the Ocean Queen's favorites!" Her outbursts fell on deaf ears, as Cerise's butt continued to happily suck her in. Skyla was getting squished up against her own tentacles, the octopus folded in half as she vanished into Cerise's donut. All that could be seen now were Skyla's five remaining tentacles, the thrashing limbs desperately trying to hold on.

Cerise relaxed her throat, nearly retching as the two tentacles were drawn back up her throat. Spit and slime aplenty coated her chin and breasts, the hero coughing up a storm. Another clench of her ass



saw the two tentacles in her breasts pop free, her abused nipples unable to close. Rivers of milk cascaded down her front, turning the sludge on her body a nice white color. The tentacle in her cock held on to the bitter end, but a rather vigorous orgasm saw it pop free in a spray of spunk.

“Ugh... fuck...” Cerise wheezed. She rubbed her head. “That was. *Disgusting*.” She could feel the last bits of Skyla’s tentacles slip past her donut, the octopus now fully contained inside her guts. The octopus thrashed around inside her, tentacles coiling every which way. Cerise’s stomach bulged and flexed, as Skyla tried desperately to escape. The octopus’ center of mass slid back and forth in the depths of Cerise’s intestines, her body making a massive bulge in the hero’s belly. She could feel the vibrations of Skyla’s shouting, the octopus’ muffled cries buzzing through her body.

Cerise slapped her roiling gut. “Oh, shut up already,” she wheezed. A bulge worked its way up her throat, before a thick tentacle burst out from between her lips. Cerise bit down hard, the offending limb retracting back with a loud *schlick!* “Alright, that’s it, time to digest!”

Cerise’s stomach clenched, tightening up around Skyla’s body. Her powerful muscles kneaded the octopus into a ball, her squishy body unable to resist. Cerise’s digestive acids kicked into high gear, her stomach bubbling and sizzling. She pressed her hands against the bulge in her gut, compressing and squeezing Skyla’s body. She could feel the heat growing from within, her stomach turning into a boiling cauldron.

“C’mon... just digest already!” she groaned. Cerise was flat on her back, her huge gurgling stomach flexing on top of her. Her hands soon found her throbbing cock, the hero jamming her shaft deep into a fold in her belly. Cerise pumped vigorously, plunging her cock deeper and deeper into her softening belly. She was close, oh so very close to orgasm. Her stomach acids swirled within, churning faster and faster with each passing second.

A buck of the hips, a muffled crack of bone from within, and Cerise came. Her orgasm splattered all over her belly, the heaving

mass now finally coming to rest. The octopus was gone, reduced to nothing more than a lump of quivering flesh. Cerise fought to catch her breath, the hero splayed out on the sand. Her belly was slowly shrinking, all those nutrients starting to get absorbed into her body.

Brenda tiptoed closer, and poked Cerise's stomach. "Holy shit," she whispered. "You actually did it! You got her!" She looked down at Cerise. "How do you feel? Did she taste good?"

Cerise wiped a hand across her mouth. "Blergh... I think that's enough calamari to last me a lifetime..."



While Cerise's spandex uniform magically adjusted to her enlarged figure, Hailey's clothes had no such enhancements. The octopus added a considerable amount of mass to her body—Hailey

was now over seven feet tall, with a full figure to match. Her breasts had swollen to an alarming degree, and her hips were crazy huge as well. The rock-hard abs she had inherited from the crab were gone, replaced with a layer of pudge that refused to go away. Her cock grew larger as well, the member hanging down to her ankles. Her balls now rivaled basketballs in size, the churning orbs stuffed to the brim with boiling hot spunk.

The changes didn't stop with just Hailey's body. Cerise's frame had grown monstrously large, the hero now a whopping *eight* feet tall. Once it self repaired, her suit turned a shade darker, the faded pinks more muted than ever. Cerise didn't mind the change in color, but she was concerned over the bumps on her shoulders. The short little knobs had grown longer, looking all the more like spikes with each passing day. The jewel on her chest had changed as well, the bright red ruby now a brilliant amethyst. *I've never had such drastic changes before*, she thought to herself. *But I've never eaten this many freaks so quickly before, either...*

Then again, she didn't feel all that different—stronger, more powerful to be sure, but she was still Cerise. Still Hailey. What did it matter if her suit changed colors, or she grew new body parts? Hailey made a fist.

I still have a duty to perform! she vowed. Defending the innocent had always been, and would always be, her priority. If she had to eat a few disgusting monsters to do it, then so be it.

“Why, I'd eat every last one of em!” she swore. Nothing would stand in her way.

Nothing.

Another day, another afternoon spent sipping mimosas on the beach boardwalk. You'd think with all the recent fighting the taco shack would close its doors, but you'd be wrong. After all, with predatory women roaming the streets, a few people eaten here or there was hardly something to get upset about. Besides, there were

already a few preds lounging around on the beach anyway, their fat bellies or bloated testicles full of squirming meals.

Hailey looked down at her drink. *At least these women ask before eating their meals*, she thought. *Those nasty ocean harlots had no manners whatsoever...*

“So who’s this Ocean Queen gal supposed to be?”

Hailey snapped back to reality. “I have no idea.”

“I bet she’s all huge and gross and stuff!” Brenda replied. “Like, a huge mish-mash of all types of sea critters.”

“It’s as good a theory as anything,” Hailey muttered. She took another sip. “I just hope I can stop her minions.”

“Well you keep getting bigger and stronger every time you beat and eat one,” Brenda mused. “I mean at some point you’ll just steamroll whatever comes at ya!”

Hailey sighed. “I guess that’s true.” She finished her drink. “I’m just worried... all these evil creatures, all their power inside me... what if I lose control?”

“That’ll never happen!” Brenda chirped. She put her hand on Hailey’s. “You’re the nicest person I know, and the best friend I’ve ever had. There’s no way some funky seafood can keep you down!”

Hailey smiled. “Thanks, Brenda,” she replied. “You’re the best friend I’ve ever had, too.”

Brenda reached beneath the table, giving Hailey’s cockbulge a light pinch. “And with benefits, too!” She leaned forward, planting a quick kiss on Hailey’s cheek.

Hailey turned bright red, and waved Brenda away. “Oh, stop!”

“I don’t think I will,” the brunette replied. She planted another kiss on Hailey’s cheek. “How about we take this somewhere more... *private?*”

Hailey didn’t give an answer. Instead, she got up from the table and dragged Brenda off to a secluded alley. Once they were away from prying eyes, the two women started going to town on each other. Mouths locked together, their tongues fighting for dominance within. Hands ran up and down the other’s body, pinching and squeezing recklessly. Hailey’s cock started to grow, digging at the waistband of

her pants. With a mighty twang it popped free, the head rubbing against Brenda's stomach. A fuck-session of incredible proportions was surely about to begin. It would have made for a delightfully raunchy scene, but alas—a scream could be heard coming from the beach.

The commotion on the beach, while expected, was still ill-timed. Hailey frowned. "They *would* show up just as I was about to get my freak on," she grumbled.

"I wonder what it is this time?" Brenda asked. She started to count on her fingers. "We've had a crab, an octopus... What's next? A shark?"

Hailey shoved her cock back into her pants, and started running back towards the beach. "Only one way to find out..."

The creature rising out of the surf was serpentine in shape, looking very much like an eel and not at all like a shark. She was even larger than the octopus had been, her huge coiled body twisting in the waves. In one hand, the eel brandished a mighty bident, the wicked weapon pulsing with energy. The other hand, however, was nowhere to be found—in its place the eel had a cruel hook, the curved blade stained with blood. Around her shoulders were arranged plates of sable armour, the metal covered in strange symbols and flotsam. A single, burning eye glowed beneath that armoured brow, the eel's crested helmet obscuring most of her scarred features. Here then was a warrior, no doubt about it.

Of course, said warrior was also packing a pair of hefty breasts. They were massive, bloated things, the eel's nipples covered with armoured pasties. The rest of her stomach was bare, allowing the creature's belly to expand unhindered as she consumed her prey. Already an unlucky beach babe was sliding down the eel's throat, her thrashing legs sliding past those plump lips without a hitch. The eel was working quickly, snapping up anyone within reach.

Brenda and Hailey watched the spectacle from the safety of the boardwalk. "Crap, she's fucking *huge*," Brenda whispered. "And she's eating like a pig! But you can still take her, right?"



“We’re about to find out,” Hailey replied. She pulled the little transformation disc out of her pocket, and pressed it against her chest. A flash of light, a couple seconds of recycled animation, and Cerise stood tall and proud on the beach once more.

Cerise strode across the sand, jabbing a finger at the eel. “I’m getting real tired of you ocean freaks terrorizing my beach!” she barked. “Who are you, and why are you here?!”

“I am Zirga,” the eel stated plainly. “I come seeking the one known as Cerise.” She leveled her bident at the hero standing before her. “Are you the one I seek?”

Cerise struck a pose. “I am indeed, monster!”

Zirga’s mouth hardened. “Then you have saved me the trouble of hunting you down, interloper!” Her bident crackled with power. “I will have vengeance on behalf of my master!”

Cerise rolled her eyes. “Let me guess: you serve the Ocean Queen, right?”

Zirga nodded. “That is correct. She asks, nay, *demand*s the head of Cerise as payment for the two that were slain.” The eel’s eye narrowed. “And I am not one to disappoint my master.”

“Well, there’s a first time for everything!” Cerise roared. She surged forward, fists at the ready.

Zirga was no pushover. The eel was surprisingly agile, her huge body twisting to avoid Cerise’s assault. The half-dozen meals in her gut didn’t even seem to slow her down. She jabbed forward with her bident. Lightning flashed across the beach as Zirga’s weapon spat out a sheet of electric flame. The beach sand flash-melted into shards of glass, Cerise hard pressed to avoid all this new chaff. She leapt into the air, preparing to kick out at the eel’s head. Unfortunately, Zirga was faster—her hook whipped around with incredible speed, catching Cerise across the waist. Spandex ripped, and the hero was thrown across the beach.

Cerise gritted her teeth, rising from the sand once more. She ran a hand across her stomach, the fingers coming away bloody. “Damn, she’s tough,” Cerise muttered to herself. Out of the corner of her eye she could see a crowd of people, Brenda among them. “But I can’t

stop now!” Already, Cerise could feel the magic start to knit her wound back together. She staggered forward, leaping at Zirga’s head again. This time Cerise landed, wrapping her legs around the eel’s face. Cerise heaved with all her might, pulling the eel down to earth with a thunderous crash.

Zirga was not so easily stunned. She recovered almost immediately, swiping with her hook and stabbing down with her bident. “Insolent wretch!” the eel spat. “How dare you!” Another swing of her bident saw the sands erupt into flames again, great sheets of glass forming from the dunes. Cerise did her best to dodge Zirga’s latest onslaught, but to no avail: a well-aimed bolt hit her square in the chest. Cerise was sent flying, crashing against the boardwalk with a sickening *CRUNCH*.

Cerise struggled to gather her thoughts. *This eel’s stronger than the crab and octopus put together!* Her vision was getting blurred—she was having trouble getting back on her feet. Through hazy eyes she could see Zirga slithering closer, the eel’s bident humming ominously.

“Come, champion!” Zirga taunted. “Surely you are made of sterner stuff!” She gestured with her hook. “Or did you only beat Kari and Mistress Skyla by trickery alone?”

Cerise finally rose to her feet. She could feel the magic working to heal her, but would it be fast enough? “I’m not finished yet!” she shouted.

Suddenly, a rock struck Zirga in the eye. “Back off, eel bitch!”

Cerise looked: Brenda had come down to the beach! “Brenda! Get back!” the hero shouted. “It’s not—*uunngh!*” A swift jab from Zirga halted further outbursts.

“Accursed worm!” Zirga seethed. “I have just the place for meddlers such as yourself!” The eel slid across the sand at record speed, easily overtaking Brenda.

“No! Leave her alone!” Cerise cried. She looked on in horror as Zirga raised the struggling Brenda to her lips.

The eel looked down at Cerise. “So you care for this one? No matter...” Zirga’s jaws opened wide, and without another word

shoved Brenda down her throat. The eel swallowed hard, the wriggling bulge forced down into her stomach in seconds. Zirga licked her lips. "I shall enjoy digesting her for a good long while!"

Cerise gritted her teeth. "You... you monster!" she growled. Her body was heating up with a mixture of anger and magic. "I'll make you pay!"

Zirga's eye narrowed, and she gave a grim smile. "You will try."

With a savage roar Cerise bounded forward, aiming a fist straight at the eel's head. Zirga dodged, using her tail to swat the hero away. *SMACK!* Cerise crashed into the sand, but managed to quickly recover. She rushed at Zirga again, raising her fist once more.

Zirga slithered to the side, but this time Cerise was ready. She sidestepped as well, her fist landing squarely on the eel's jaw. Cerise could hear the crunch of snapping bones, the eel sent flying by her attack. Zirga's bident flew from her hand, burying itself deep in the sands. The eel crashed down in the shallows, a gush of spray rising high into the air. Cerise stood there on the beach, trying desperately to catch her breath.

Unfortunately, it seemed that the latest blow had little effect. Zirga rose from the shallows, spitting out a tooth. "I'll mount your head in my hall of trophies!" the eel roared. She was well and truly mad now. Zirga charged forward, her hook blazing with an eerie light. In her anger, she appeared to have forgotten to fetch her bident.

She's getting sloppy, Cerise realized. The madder she gets, the less focused she is! Cerise jumped away, barely avoiding Zirga's hook. *Zip zip zip!* The hook was thrumming loudly, the electric tip seeking soft hero flesh. A vicious swipe saw Cerise forced to finally block, her arms holding the hook mere inches from her face.

"Aha!" Zirga cackled. "I have you now!" With her free hand she grabbed Cerise's head, tossing her across the beach. "Soon you shall join your friends, boiling away inside me!" She thumped her bulging stomach for emphasis. "You have lost!"

"Not yet I haven't," Cerise wheezed. Zirga's throw had placed Cerise within arm's reach of the eel's abandoned bident. She tore the weapon from the sand, and tossed it straight at Zirga's head. "Dodge



this, fish face!”

Too late, Zirga realized her mistake. She tried to dodge, but it wasn't enough: instead of piercing her helmet, the bident instead cut straight through her hook arm, shearing the false hand right off. Both the bident and hook corkscrewed away, leaving Zirga almost defenseless. “Gah!” she cried. The eel clutched at her stump. “You damned little—”

Cerise was already moving. She wrapped her arms around Zirga's tail, heaving the eel high into the air. After three solid seconds she crashed down into the sand, landing with a sickening *THUD*. Cerise didn't give her a chance to recover: already she was grabbing at Zirga's tail again, this time with a more *permanent* solution in mind. The eel's finned tail was a little slippery, but to Cerise's buttocks, it looked like a scrumptious meal.

Zirga rubbed her head, and spat out another tooth. “Foul little interloper!” she hissed. “I'll not rest until—” a tug at her tail interrupted her monologue. Zirga turned to look: her tail was sliding up into Cerise's ass! “No!” the eel shrieked. Already she was squirming and wriggling, trying her best to shake loose. “You'll not have me yet!”

Cerise didn't respond. She tightened her butt hole, sucking more of the eel into her and preventing her escape at the same time. “Oh, shut up!” Cerise snapped. She flexed again, sucking another foot of eel into her butt. “Now to get those people out of your gut...”

Cerise could feel a wriggling bulge pressing against her anal ring. She exhaled, rhythmically clenching her ass. This had the effect of pushing the prey inside Zirga's tail back up towards the eel's first stomach, while still drawing more of the monster girl into Cerise's innards. In effect, the hero was treating her foe like an oversized tube of toothpaste, squeezing everything out at once.

Zirga could feel her prey start to pile up inside her first stomach. Her belly expanded dramatically, the wriggling bulges proving too much to handle. “You (hrrk!) won't win!” the eel gasped. A bulge was starting to make its way up her throat. “I'll... I'll... *BLURK!*”



One by one, the people Zirga had eaten were forced out of her mouth. Spit and slime a plenty poured down her front, the ooze pooling onto the sand. Zirga's former meals slipped around in the muck, doing their best to scramble to a safe distance. All the while Cerise's ass kept gulping down its meal, those expanding cheeks now sliding up around the eel's waist.

Once Cerise saw that everyone was out, Brenda included, she clenched her ass extra hard. *SCHLUP!* Zirga was sucked up to her neck in an instant, the eel screeching in vain. "I am Zirga, the invincible!" the eel shrieked. "I will not be defeated in such a vulgar manner! I am—*mmpmh!*" Cerise's donut tightened up over the eel's face, fully sealing her inside. The hero's asscheeks clapped back together, thankfully muffling Zirga's hysterical outbursts.

"Holy shit!" Brenda cried. "You... you ate her with your *butt!*" She scooted closer, marveling at the size of Cerise's belly. The mound of flesh thrashed and groaned, the eel within twisting every which way. It was quite the sight. Disgusting noises could be heard from within, as Cerise's guts started their digestive process.

"Are you ok?" Cerise asked. "I was so worried!"

"A little scary at first," Brenda replied. She laid a hand on Cerise's churning belly. "But I knew... I just *knew* you'd save us somehow!"

Cerise blushed. "Awww... I'm just glad you're safe, Brenda."

"You know, this is honestly pretty hot," Brenda said. Her fingers traced the lumps moving beneath the skin. "So like... you're gonna absorb her powers or something?"

"Mostly it's just—**BURP!**—mass and body traits," Cerise replied. She gestured to her erect cock. "Like this thing. Ugh, it's just going to get bigger..."

Brenda's eyes lit up. "*Mmph!* Oh, I can't wait!" she gasped. She rubbed the floppy shaft against her face. "Get bigger! Get bigger!"

"Getting a size kink, are we?" Cerise chuckled.

She screwed her eyes shut, focusing as the eel was broken down inside her gut. Cerise could feel the heaviness in her

intestines melt away, as a tingling sensation spread all over her limbs. Cerise's mighty frame grew larger and larger with each passing second, the hero easily passing nine feet in height. Every scrap of the eel was put to good use, as the hero's curves expanded to compliment her new height.

Brenda couldn't believe her eyes. "Holy shit," she whispered. "You're getting HUGE!" The cock in her hands was growing rapidly, the enormous shaft soon surpassing four feet. Cerise's chest swelled as well, her massive breasts pressing up against Brenda's head.

"*Hnnrgh...* whew... thanks I guess," Cerise was breathing heavily now. Absorbing all of Zirga's mass had taken a lot out of her. She struggled to stand, her lumpy gut still big enough to give her trouble.

"Fuck, this is amazing," Brenda cooed. She was rubbing herself all over Cerise's body, squeezing and kneading everything she could get her hands on. "Your tits are so huge, your cock is massive, and this ass!" She wrapped her arms around the hero's buttocks, squeezing them together. "It's simply *divine!*" Brenda shoved her head between those glorious pillows, tongue searching for Cerise's tasty donut.

Cerise moaned, Brenda's tongue finally lapping at her anal ring. "Oh, goddamn Brenda!" the hero sighed. "Yeah, that's it... go for it!" Cerise fell to her knees, hands wrapping around her cock. She started to stroke herself, the double arousal proving too much to handle.

Brenda's tongue probed deeper and deeper into Cerise's donut, the brunette kissing and licking with gusto. As such, she didn't even notice the anal ring expand, the dark hole eagerly accepting her head and shoulders. Brenda fell forward into Cerise's intestines, the donut suckling down around her waist. Brenda didn't mind in the least—she kissed and licked the dark tunnel walls, the heaving flesh of Cerise's inner world pulling her deeper.

Cerise could feel Brenda sliding up into her ass. "Damn Brenda," the hero grunted. "Didn't know you wanted it like that!" Cerise flexed, and the muscles in her gut clamped down tight around



Brenda's body. With a sudden *SLURSH!* Brenda vanished between those mighty cheeks, the hero's anal ring closing up over her wriggling toes. Cerise fell backwards on her ass, marveling at the new bulge in her stomach. "Mmph... you look so good in there," Cerise cooed. Her friend was squirming vigorously, waves of pleasure washing over them both.

Deep in Cerise's winding guts, Brenda was having the time of her life. She was furiously masturbating, fingers digging deep into her own, soaking nethers. Her lips slid all over Cerise's inner ways, licking every square inch within reach. Thoughts of self preservation or escape were swept aside by a haze of lust. All that mattered was getting the both of them off.

Cerise was panting hard, hands flying up and down her enormous cock. It had only gotten bigger and longer, the huge shaft able to curve up and around her churning belly. The hero's lips opened wide, tongue slithering out to slather her glans in saliva. Cerise bucked her hips and pushed the throbbing member right into her mouth. She started to move, pumping her hips furiously. Her cock pistoned in and out of her throat, every thrust driving it deeper than the last. Cerise's balls swung back and forth, the heavy nuts churning with fresh seed. The impending orgasm was sure to be the biggest yet.

Faster and faster the two of them went, Cerise giving herself a sloppy blowjob and Brenda fingering herself furiously. All the while the hero's digestive acids bubbled and foamed, building to a boil. Brenda's body was getting coated in the stuff, Cerise's stomach filling up fast. She was starting to feel warm and fuzzy, the hero's acids growing more potent with every passing second.

Brenda's body was becoming less and less defined, the woman slowly getting broken down and absorbed into Cerise's body proper. The bulges in her belly softened, the quivering mass reduced to a simple, rounded bump. The skin continued to ripple and flex, the sloshing rising with a noisy crescendo. Cerise squealed in ecstasy, oblivious to her friend's digestion. All she could think about was her own massive cock. She thrust harder and harder, building to an



inevitable, explosive climax.

Cerise's balls clenched, sending gallon after gallon of sweet delicious spunk up her shaft and down her throat. The hero's stomach quickly rounded out, her thick seed filling every available inch. What remained of Brenda was swiftly buried, lost forever in a sea of liquid white. The excess poured out past Cerise's lips, rivers of ball batter dripping down her chin and into her cleavage. With a succulent *POP!* her cock slipped free, the pulsing member spraying its load straight up into the air.

When Cerise's orgasm finally abated, Cerise was once again left kneeling in a pool of milky sludge. She gasped for air, tongue hanging out over her lips, as she gently rubbed her belly. "Oh fuck," she gasped. "That... that was amazing, Brenda!" Cerise looked around, trying to spot her friend on the beach. "Wait... Brenda... where'd you go?"

She was right here a second ago! Where could she have—

An insistent grumble from her stomach gave Cerise her answer. "Oh... so you finally... hmm." Cerise's thoughts twisted around in her mind, the hero trying her best to make sense of what had happened. So many different emotions fought for dominance inside of her, it was tough to form a coherent line of thinking. Cerise had eaten her best friend—but many preys in the city had done the same. Was it really all that bad? She didn't know what to think anymore. But if Brenda had entered her body willingly, and had enjoyed every second of it...

"So you finally did it," Cerise whispered. She hugged her stomach tight. "I'll keep you safe, Brenda. I'll keep them all safe..." She rose from her puddle of cum, and clenched her fists. "I'll stop that Ocean Queen once and for all, no matter the cost!"

The next day, Cerise started her march into the sea. She wasn't going to wait for yet another annoyance to emerge from the surf. She could only eat so much seafood. It was time to find this Ocean

Queen, and end this madness once and for all. Just sitting back and letting innocent people get hurt? That wasn't something a real hero would do. Cerise hefted Zirga's bident. It was a heavy thing, forged of some kind of strange metal. It thrummed with power, sparks dancing between its prongs. *Let's hope this thing proves useful*, Cerise thought. She needed any and all advantages she could get for the coming battle.

The Ocean Queen's palace lay deep in the abyss, ten thousand metres below the waves. Cerise halted for a moment: *How'd I know that?* None of the three minions had ever bothered to tell her its location. And yet, Cerise could feel something whispering at the edge of her mind, guiding her towards the Palace. She shook her head, and strode forward into the surf. There could be no room for self doubt at this stage.

To reach those frozen depths would require a state of the art submarine with a titanium hull, and even then the journey would take almost three hours. Cerise was in a hurry. The journey took her thirty minutes. She plunged beneath the waves without a second thought, making a beeline for the Palace that lay below. Her mind continued to blaze with whispered thoughts— images of flooded halls and glowing pillars filled her psyche, the shapes and colors twisting into each other. Perhaps she had absorbed the knowledge of her meals. Or maybe the magic in her was acting as a compass. Or maybe someone else was calling out to her, pressing against her mind...

The ocean was vast, an endless vault of blues and blacks that stretched out in every direction. Cerise had never felt so small and alone. But she couldn't stop now. Suddenly, something caught her eye. There in the darkness, she spied a shimmer of movement. Cerise could only get faint glimpses of massive shapes floating just outside of view, the immense creatures impossible to identify. Great shadows drifted in and out of the void, mighty figures shifting in the icy depths. Cerise could hear far off whispers, the voices speaking in tongues she couldn't hope to understand. A colossal hand nearly closed around her, before suddenly melting back into the dark. Whatever was out there, it was old and ancient beyond

comprehension. The whispers grew louder, the voices becoming more agitated, more discordant. They hammered at Cerise's mind, mixing with the chorus that already dwelled within her. She clutched her head, trying to shake off this new sensation. *What on earth is happening to me?!*

Suddenly, silence.

Cerise looked around—nothing but a jet black sea in all directions. No shadows stretched forth, no hints of figures or shapes, nothing. Whatever it was, the force had left Cerise to fall in silence. Cerise wouldn't know it, but the Ocean Queen was not the only ruler of the seven seas. Many realms vied for power and control beneath the waves, the Ocean Queen's domain just one of many. To those rival monarchs, this latest intruder would either eliminate an unwanted challenger, or replace her outright. To the other realms, there was nothing to be gained by stopping Cerise's descent.

The palace was immense. It rose from the abyssal plain, its towering spires and grand domes reaching for a sky they could never see. The fortress gates were open, revealing an ancient staircase leading upwards into shadow. An invitation, or a trap? Either way, Cerise couldn't wait any longer. She slowly climbed those stone steps, feet sinking into the slime of countless ages. If she squinted, Cerise could just make out a speck of light at the top of the stairs. As she got closer, Cerise realized it was light dancing across the surface of a pool—the Palace was filled with air!

Cerise's head broke through the surface of the water. She swung the bident in a slow arc, scanning the room. It was empty. Cerise stalked around the empty halls of the palace, footfalls ringing off the stones. Sightless statues stared down at her from their lofty alcoves, the carved figures silently judging her. The sound of water was ever present in the palace: great rivers could be heard flowing just beneath the floor, while majestic fountains sprayed foam high into the air. But besides those water-based noises, it was deathly quiet in the Ocean

Queen's palace.

Where are the guards? she wondered.

As Cerise skulked into another chamber, the door slammed shut behind her. *Crap, that's not good...* The hall was grand, with mighty pillars arranged at regular intervals. Cerise could see three other doorways in the gloom—all of them sealed by carved stone doors. She had sprung the trap.

An unseen voice echoed through the darkened hall. "I see you've finally arrived! Welcome my dear, welcome! Please, make yourself at home."

Cerise jabbed at the air with her bident. "Who's there? Are you the Ocean Queen? Show yourself!"

"My my, someone's inquisitive!" the voice cooed. "But I suppose introductions are only fair. I am indeed the Ocean Queen, although I fear such knowledge won't help you."

Cerise narrowed her eyes. "And why's that?"

"Because you'll never reach me, my dear!" the Ocean Queen boasted. "You may have bested my bishop and my knight, but I have more than enough pawns to deal with you. I hope you enjoy their... *hospitality.*" At some unspoken command the three doorways slowly slid open, and through those arches poured a swarm of minions. They resembled ordinary women, albeit crossed with all manner of ocean creatures. Some bore finned tails, while others sported horns. A beautiful yet deadly assortment.

The Ocean Queen's minions broke upon Cerise like a tidal wave. Hands reached out for her body, the faceless army seeking to weigh her down by sheer numbers. To her credit, Cerise wasn't going to make it easy: She readied herself for the fight of a lifetime, her bident glowing white hot. A savage war cry erupted from her throat as she threw herself into the melee with gusto. Fists crashed against stomachs and faces, the stolen bident spitting lightning everywhere. Shadows danced back and forth along the wall, the bright blue bolts shattering stone and flesh alike. Score after score of minions were tossed through the air like matchsticks, the hero tearing a wide swath through their massed ranks.

But would it be enough? For every dozen Cerise cut down, another twelve would rise up and take their place. Already their cold hands were pulling at her uniform, tearing the fabric away piece by piece. “Get off, get off!” Cerise growled. She brushed another minion off her shoulder, but another two were already grabbing at her arm. “Can’t you little freaks take a hint?” Alas, there was no answer. The seething mass of bodies simply surged forward, their mouths silent and their eyes unblinking.

Once again, the minions wrapped their hands around Cerise’s body, and once again the hero threw them back. But this time, she did so unarmed.

“No!” Cerise cried, as the bident was wrenched from her grasp. She could see the minion in question melt back into the crowd, bident held aloft over its head. Cerise gritted her teeth. If the minion escaped the room, she’d never get her weapon back! Cerise redoubled her efforts, desperately clearing a path towards the retreating thief. “No... you... don’t!” she growled. But it was no use. The minions simply ranked up, forming a living wall in front of Cerise. She wasn’t going to reach her bident in time by strength alone.

Cerise made a face. “Ugh... I really didn’t want to do this,” she began, “But you little creeps leave me no choice!” She licked her lips, and opened wide. “Bon appetit!”

She easily inhaled the first minion’s head, the wriggling figure sliding down her throat with barely a bulge. The next one slid down even faster, and it just got easier after that. Cerise was gobbling up those little minions like popcorn, and her body was loving every minute of it. She could feel her stomach kicking into overdrive, the boiling acids turning her guts into a blender. The room was filled with a rather disgusting noise, as all those digestive juices simmered and popped. Already the magic was coursing through her limbs, anticipating the allocation of all that delicious mass and power. Cerise may have lost the bident, but it didn’t matter: her body was the ultimate weapon now.

To Cerise’s surprise, the minions didn’t break ranks. The sight of their comrades getting eaten appeared to have had the opposite



effect: the minions surged forward, their targets switching from Cerise's limbs to her welcoming holes. They forced themselves into her guts, the creepy little things sliding up her ass and down her throat with astonishing speed.

Cerise's intestines soon became clogged with wriggling prey, and her muscles were hard pressed to pulp that much meat. Several minions pushed themselves into the hero's breasts, Cerise's nipples eagerly snapping them up. Lumps rose and fell beneath her skin, as the unfortunate souls were broken down into delicious milk.

A half dozen minions had sought to feed themselves to Cerise's massive cock, and they did so with gusto. Squirming bulges descended the hero's urethra, her shaft forcing them down deep into her balls. She could feel them splashing around in her cum, the seed starting to bubble and foam. Her skin stretched to its limits, balls and belly alike bloated to an obscene degree.

Eventually, the minions petered out—either they had fled, or they had joined the massive orgy inside Cerise's body. The hero's figure hurt all over. She was utterly swollen with prey, her body trying desperately to mulch its way through so many meals. The minions in her stomach wouldn't stop masturbating, and the ones in her intestines weren't any better. The ones stuffed in her tits were at least a little more cooperative... but it was the group in her testicles that was giving her the most trouble. Unlike the crab, Cerise didn't quite have a handle on cum digestion just yet. Trying to churn those minions in her sack was going to take some time.

The hero staggered through the Palace's halls, running her hand along the wall for balance. Already, Cerise could feel the magic within her start to flare, her body changing as it absorbed all those tasty snacks. Her gut shrank in stages, loud rumbles and gurgles signalling another round of absorptions. Her skin stretched and groaned, muscles swelling with power. Her chest ballooned out even further, Cerise's titanic breasts flopping down over her stomach. The hero's pillowy ass expanded to match, the huge cheeks acting as a counterweight. Cerise's entire frame expanded with mass and muscle, the hero now pushing past twelve feet. She was a giantess.

Between her legs were yet more changes—Cerise’s cock dragged along the floor, the bloated member leaving a trail of cum in her wake. It was as thick as her thigh, the heaving mass covered in a mess of angry veins. Her testicles roiled and churned, the enormous orbs furiously melting down any minions that still remained inside. Cerise could feel all that liquid sloshing with every step, her own sack threatening to throw her off balance. But she couldn’t falter now. She had to keep going...

“Ugh... my tummy hurts...” Cerise groaned. Between the waves of digestion and pleasure, she could feel her magics struggling to keep things in order. Sparks danced along her limbs and between her fingers, as her suit tried to stitch itself back together. Her massive gut and breasts, however, made that task infinitely more difficult. What once was a muted pink now became a deep magenta, the fabrics blessed only with the faintest of highlights. Cerise’s hair started to darken as well, her bright red locks shifting to a burnt scarlet. Even her skin was losing its hue, rosy cheeks tinted an ice cold blue. But none of those changes mattered to Cerise. All that mattered was the mission—destroying the Ocean Queen.

The next chamber was far larger than the rest. It was circular in shape, the ceiling lost to shadow. Huge pillars stretched up out of view, their sides adorned with mysterious symbols. They pulsed with power, the glowing sigils a bright green. All around the walls could be seen cold blue flames, the brightness a stark contrast to the rest of the palace. Cerise shielded her eyes on instinct, gritting her teeth. “Another trick, you filthy monster?” she growled. “I’ve eaten your knights, your bishops, *and* your pawns! What more do you have?”

A bitter laugh echoed through the chamber, as the flames died down. “My dear sweet glutton!” the Ocean Queen cackled. “Don’t you know? The Queen is the most powerful piece on the board. Why don’t you come and see for yourself?”

Cerise blinked, and gazed towards the voice. There in the middle of the room rose a mighty dias, and upon it was a massive throne. Lounging upon that marbled seat was the Ocean Queen herself—beautiful, resplendent, and monstrous in equal degree. Even

now, after all of Cerise's transformations, the Queen still towered over the hero. Her skin was a deep shade of blue, unbothered by any mark or imperfection. Huge, milk-laden breasts bounced merrily on her chest, and wide child-bearing hips completed her hourglass figure. Around this voluptuous body was wrapped a dress of dark midnight, the fabric adorned with a host of silver stars. A host of jewelry was wrapped around her limbs, dazzling pieces of gold and precious stones. Upon her brow was a glorious crown, the shining circlet adorned with seven bright black pearls. In her right hand was a crackling trident, the steel pulsing with power.

But it was the Queen's cock and balls that really stole the show: it was a monstrous piece of meat, the enormous shaft over six feet long. Fat veins criss-crossed its surface, the channels pumping in time to the Queen's heartbeat. The dark, bloated glans flexed and gaped, a thick string of pre oozing out onto the stones. The Queen's testicles hung just below, the churning orbs heavy with gallon upon gallon of boiling seed. Here then was an image of excess in the highest degree—nothing about the Queen's appearance suggested moderation.

The Ocean Queen tilted her head to the side. "Well? What do you think?" She rose from her seat, striking a pose. "Can you feel the power I possess, mortal? The power that now runs through your veins?" The Queen stretched an arm out. "Kneel, my pet, and know your place!"

Cerise gasped as the weight of the Ocean's Queen magics crashed against her. The hero was driven to the earth, panting and wheezing. Her limbs became lead, unable to lift even a finger in her own defense. "What... what have you done to me?" Cerise cried. She tried to stand, but her body wouldn't obey her commands.

"Fool!" The Ocean Queen cackled. "By consuming my dear little followers you have absorbed their power. I commanded their power in life, and now that it flows through you..." The Queen clenched her fist, forcing another wave of pain through Cerise's body. "I control you as well!"

She started to saunter forward, slowly making her way down

the dias towards the hero's prone body. Already the Queen's cock was starting to harden, the massive member throbbing with need. Her glans flexed open, revealing a dark, cum-splattered tunnel.

Cerise looked up, a chill running down her spine. She was powerless to resist what was surely coming next. Her magics were no match for this ancient evil. "What... what are you going to do?" Cerise asked. She knew well the answer.

The Ocean Queen patted her erect cock. "Well, you're going to give me all that delicious energy you've absorbed, my dear!" She snapped her fingers, and Cerise's body instantly rose to its feet. The hero's cock sprang up, the huge member now lined up perfectly with the Queen's glans. "I'm going to enjoy draining every last drop!"

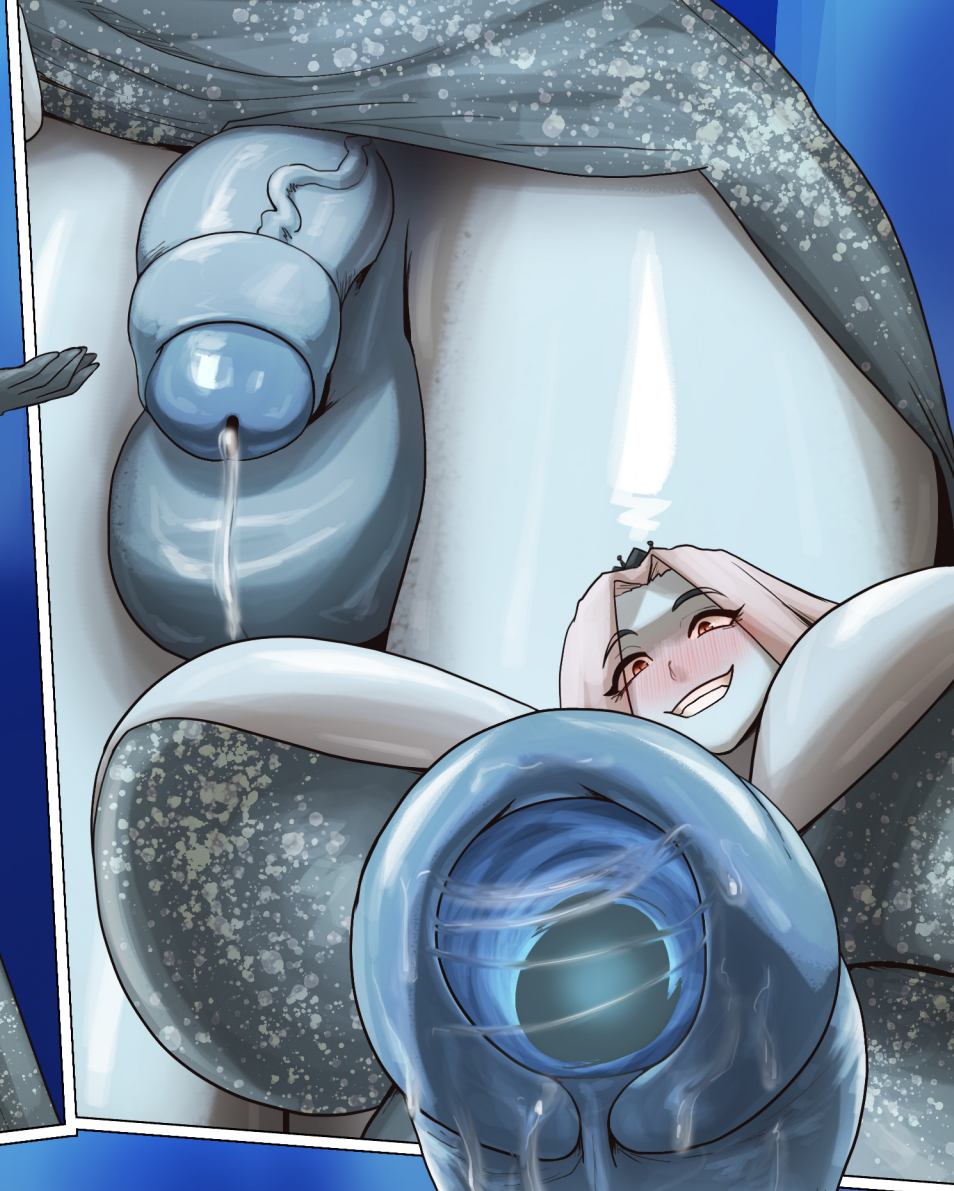
A quick thrust of the hips, and the Ocean Queen's cocklips slid up and over Cerise's glans, the hero's cock inhaled without a hitch. Foot after foot vanished into that hungry shaft, the Ocean Queen's glans soon thumping against Cerise's belly. Then the real show began. Cerise could do nothing but watch as the Ocean Queen swung her hips back and forth, using the hero's cock as an oversized sounding rod. *Plap! Plap! Plap!* The Queen was relentless, her pace getting faster and faster with every passing second.

Cerise screwed her eyes shut, the stimulation too much to bear. She could feel the Queen's magics running rampant inside of her, pulling and tugging what power she had down towards her balls. They were getting hotter than ever, the cum infused with both of their energies. She wasn't going to last much longer.

The Ocean Queen could feel Cerise wavering. "Excellent work, my new pet!" She hissed. "Now, give it to me! Give me *everything!*"

Cerise bucked her hips, and clenched her balls. With a guttural cry she came, unloading the mother of all cumshots into the Queen's urethra. Both cocks bulged with the sheer mass of energized spunk, as gallon after gallon of precious seed flowed down into the Ocean Queen's sack. They inflated rapidly, perhaps too rapidly for the Queen's liking. She was pushed off balance, forced to lay atop her expanding testicles.

"Mmph! My my, such vigor!" The Ocean Queen cooed. She



licked her lips. “Such volume! Such power!” Already her sack was glowing with sigils of its own, the shining colors a healthy mix of blue and pink. “It’s... it’s... it’s incredible!”

As Cerise continued to cum, she could feel the Ocean Queen’s grip on her start to loosen. The energies of Zirga and all the rest were getting drawn out of Cerise via her orgasm—and with them went whatever hold the Ocean Queen had over her. The hero cracked an eye open—the Queen was getting lost in her own ecstasy! *The dumb bitch is drunk on her own power! I’ll only have one chance...*

Slowly, gently, Cerise slid herself out of the Ocean Queen’s cock. Excess cum splattered all over the floor, the hero’s cock completely coated in the stuff. But the Queen didn’t even notice—she was flat on her back now, panting and gasping. All of that delicious energy was bubbling around inside of her, short-circuiting her system. As such, she never noticed when Cerise’s cock clamped down over her face.

SCHLUP! Cerise’s cock suckled down over the Queen’s shoulders, drawing the woman deeper into the hungry shaft. The Queen didn’t even struggle—she was lost, utterly lost in her own arousal, completely oblivious to her impending consumption. Cerise’s cock didn’t care: It wanted that voluptuous Queen, and it wanted her *now*. The ravenous glans inhaled those massive breasts with gusto, the slick cocklips now wrapped tight around the Ocean Queen’s waist.

The next obstacle in Cerise’s path wasn’t the Queen’s mighty hips—no, it was her enormously bloated balls! The Queen’s sack still churned with all that energized spunk, the monstrous tanks preventing the hero’s cock from progressing any further. Undaunted, Cerise maneuvered herself until she could grab the Queen’s cock with her hands. Then without further ado, she started to jack her meal off. It was quite the sight.

The Queen orgasmed faster than Cerise had expected. The hero’s vision went white, as a mighty surge of spunk burst from the Ocean Queen’s tip. “Pleh! Pleh!” Cerise tried her best to swallow as much as she could, but it was simply too much for her to handle. In an instant,

all that stolen power was reduced to nothing more than sticky pools of sludge on the throne room floor.

But Cerise didn't care. The power of mere pawns didn't matter. The Queen was the most powerful piece, after all. She tossed the Queen's softened cock aside, wrapping her arms around her own bloated member. She hefted her cock up into her arms, pointing the massive shaft skyward. The sheer weight of the Ocean Queen herself would drag her down into Cerise's churning sack. Inch by inch, the bulge in the hero's shaft moved towards its inevitable destination. Skin stretched and popped, the massive shaft doing its best to swallow all that meat. But swallow it did: With a lusty moan, Cerise could feel the huge mass flow down, her muscles slowly squeezing the Queen into her left testicle.

Cerise took several deep breaths, trying hard to contain the flurry of stimulation burning in her body. Her left nut was hopelessly swollen, the skin stretched incredibly tight over the Ocean Queen's body. She was curled up into a fetal position, fighting for space in there with her own cock and balls. The hero could see every detail of the Queen's body, from her gaping mouth to the throbbing veins of the Queen's own cock. The sigils on Cerise's balls flared to life once more, eager to absorb all this wonderful energy. Cerise sighed, and a smile broke across her face. She was going to enjoy this.

Cerise's balls clenched hard, her huge sack crushing the Ocean Queen from every direction. *Pump! Pump! Pump!* Cerise's balls flexed and squeezed their oversized meal, slowly building up to a steady rhythm. Every clench saw her sack squeeze tighter than the last, the Queen's figure slowly compressing. Those churning balls were getting rounder and heavier, the sheer weight of Cerise's cum compressing its prey even further. Those skin tight bulges soon faded, the details of the Ocean Queen's body sanded down by Cerise's boiling spunk.

Cerise slowly staggered up the steps of the dias, taking a seat on the Ocean Queen's throne. "My throne now, bitch," the hero muttered. She sat with her balls between her legs, the churning orbs pancaking against the floor. A series of rapid clenches saw those orbs



grow tighter and tighter, the contents within crushed down into a sticky pulp.

She could feel it: all of the Ocean Queen's energies were flowing through her body, Cerise's form pounding with newfound strength and power. Already, she could feel her body expanding, changing, twisting into a new and more glorious form. What was once twelve feet of height became fifteen in an instant, her muscles and curves expanding to match. Her uniform went through one last transformation as well, the spandex morphing into a gorgeous dress of the deepest night. Gone were any hints of purple or pink—now there was nothing but the colors of the deepest abyss.

Cerise smiled to herself. "At least you were good for



something," she chuckled to herself. She stretched out a hand, the Queen's discarded trident flying to her fingers. *My trident*, Cerise thought to herself. She looked around the room. *My palace*. After all, why not? There was no reason to return to Hailey's little apartment,

not when she had all this at her disposal. Cerise leaned back into the throne, and licked her lips. “The people should be grateful I took care of the Ocean Queen,” she muttered to herself. “I think plenty of *delicious* tributes are in order...”

After all, it was only fair.



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