

Warning: this chapter is rated a lustier-than-normal R and includes, in part, boobs, easily distractible narrators, jiggling tits, lascivious bisexual besties, great big bouncy breasts, cheerleaders trying to pay their way through college, race swaps, assorted backstory insights, boob swaps, pole dancing, face swaps, strip clubs, breasts literally exploding out of clothing, and a loving couple who will stand together against the coming tides of darkness.

Girlfriend with Testing Device

- A Smutty Fanfiction, of Sorts -

= Part 7 – Pole Dance Panic =

By Razmagurk

I'll spare you the details on the rest of that night went. I don't kiss and tell but... well, it was pretty great. Ellen's always been a complete and total horn dog of course, but something about my new body was just driving her wild. In my head I had all these ideas for a fashion show and maybe taking the time for her to get to know my new lingerie a little better, but once she got my tight little skirt off there was just no stopping her.

Not that I'm complaining, of course. I'm sure there are plenty of guys out there for whom sex isn't a huge priority, and I'm sure that they would probably find an insatiable girlfriend to be a difficult situation, but I am not one of those guys. In fact, I was kind of grateful for it. Honestly, the body I was in hadn't stopped being horny since I got it. It must be some kind of jock thing, like, lots of testosterone heightening the libido or something, because it seemed like no matter how often or how well Ellen took me aside and just fucked me senseless, it only took the slightest provocation to get me dripping wet again. I'm not talking regular horny either, I'm talking about wave after wave of this deep, full-body carnal yearning. Its like, I'd always been down on all the jocks who wasted their whole college career just trying to get laid, but now that I was in one of their bodies, I was having a hell of a time concentrating on anything else.

And man, another thing I'm grateful for? Jock stamina. After the third round I was starting to worry that my body was going to give out long before my puss, but somehow I managed to hang in there. One of the perks of being in shape I guess. I swear, the way we were going at it I felt like my whole body was designed specifically for wildly acrobatic all-night fuck fests.

Now, that said, I'm not going to say things didn't get a little weird. With the help of the device we finally made good on a ton of dirty kinky little ideas that had been running through both our heads all day. I think the strangest bit was probably when Ellen swapped her boobs onto me. Man, that really threw me off. I mean, she has the most beautiful boobs in the world, don't get me wrong, but when they were sitting on my chest? It was a very strange sensation, even if it was kind of fun to experience Ellen's hyper-sensitive little nipples first hand. Still, I couldn't help but feel more than a little emasculated by it,

and, well, I'm not gay, so the sight of my football-player chest bouncing around on Ellen's frame as she pounded her red-hot dick into me was more of turn off than anything else.

Ellen was also weirdly obsessed with my tongue for some reason. She kept acting like she was seeing it for the first time. I guess she was considering getting one? She kept swapping my stud back and forth between us like she was trying to decide upon a pair of shoes. It was weird not having a tongue stud for a little bit – I've had it for so long that I felt kind of naked without it – but kissing her while she had it was a new and interesting experience. In the end she decided it was better on me, which is fine. It just meant that I got to put it to good use. Over and over again. Have I mentioned how much I love that girl?

Of all the kinky stuff we tried though, I drew the line when she wanted to swap her dick onto me. That was... well, it wasn't really for me. I felt kind of bad because she was really insistent about it, but something about the idea of me having a dick was so weird and its like... how would that even work anyway? She'd need a strap-on or something to fuck me properly, and I love her to death, but I'm not quite ready for anal, you know? I guess I could be the one doing the fucking, but Ellen's always been the dominant one in the relationship and the idea of me fucking her just felt all kinds of wrong. Plus, well, like I said, I'm not gay, the idea of Ellen having a pussy just did nothing for me. It all seemed like such a hassle and honestly, I'd much rather we spend our time with her just holding me down and fucking me sideways.

But, sorry, I'm getting distracted. The important thing is that it was a good night. Lots of fun.

Occasionally, between long and sweaty bouts of blissful sheet sharing, I would ask her about that thing she had wanted to talk about in the mall earlier, but she was either too tired or too horny to really want to talk about it.

The next morning was very similar to the one prior. I didn't quite wake her up with breakfast in bed, but we'd fallen asleep together naked and despite everything I just woke up so damned horny. What am I supposed to do when the first thing I feel in the morning is my beautiful and amazing girlfriend's enormous rock-hard morning wood rubbing up against my plump little – achingly wet – pussy lips?

So, okay, our morning sex wasn't especially romantic. I had her do me from behind because I didn't have my face on yet, and as a lover at heart I regret that, but at the time I couldn't for the life of me think of anything besides just burying the hilt of Ellen's massive red-hot fuckstick inside my needy cunt. And I guess that's one of the most insidious things about this body, cause I'll be damned if sex isn't like, a hundred times better now. Mmff. I'm wet just thinking about it. Fuck.

But, right. Sorry, sorry.

So there we were, all cuddled up in bed with her deep inside me, giving serious consideration to just spending the whole day breaking our personal record, when suddenly Ellen's phone goes off. Damn thing is on the floor on the other side of the room so she has to jump out of bed and scramble to answer it. Turns out it's a call from the bank. After verifying that she was who she said she was, they explained that all our spending on the credit cards had triggered their identity theft alarms and they were calling

to wonder if Ellen's cards had been stolen or something. She laughed and awkwardly explained that we'd won some kind of big cash prize and that everything was okay. Really, I was impressed she could think so well on the fly given that I had crawled over and had her wrapped around my little tongue, but that's my clever baby for you.

Unfortunately, that got her thinking about the bill, and, well, nothing is more of a turn off than trying to figure out how to avoid the massive debt we'd shopped our way into. Of course, I'm no stranger to a little bit of credit card debt, when I go shopping I go all in, but, well, yesterday was bad even by my standards. Still, we're both (mostly) responsible people, and we wanted to get the situation dealt with as soon as possible, so the long and short of it was that we decided that it was time to pay a little visit to Ellen's good friend Elizabeth to initiate what Ellen was calling "Project Boobjob."

I don't know how much Ellen's told you already about Elizabeth, but the two of them have been friends since they were kids. She's kind of short and skinny, even compared to Ellen, but, well, while Ellen chose this school for its curriculum, Elizabeth was more interested in its student body, if you get what I'm saying. She's upfront about it too. She'll joke about the fact that three quarters of the reason she decided to come here was for the boys. The implication there is that the other quarter is for the academics, but honestly, I figure it was for the girls. Not that I think she'd ever admit as much to herself, but it's kind of obvious that she swings both ways, especially when she's had a bit too much to drink.

Not that I'm judging, I mean, I've got nothing against girls who like other girls – heck, I'm dating one – but Elizabeth is one of those girls who is very obviously bi but then insists that she's straight and that, for example, the only reason she was deepthroating the cheerleading captain on the couch at that party last week was because she was trying to get the football players all wet.

Honestly, I'm a little wary of her. She gets kinda handsy when she's drunk and she likes to try and put the moves on Ellen. Occasionally, when she's really smashed, she'll start floating the idea of a three-way as kind of a half-joke. We all had a laugh the first few times, but after that it's like, I'm flattered, but at the end of the night I'd rather just be alone with the woman I love. Ellen thinks it's all some great big joke, which is probably for the best. In so far as I'm concerned it saves her a lot of awkward recontextualization.

Of course, little did we know at the time that Elizabeth was soon to be the source of all our troubles. Not that things would get really bad until the party but looking back at it now I really should have seen the signs.

It was surprisingly late by the time we actually left the house. Seems like whenever we'd tried to get ready we ended up right back in bed, or on the couch, or the floor. We just couldn't help it, it was like we were both horny teenagers again. The only reason we managed to even eat was because I managed to convince Ellen how hot I'd look wearing just an apron, and even then, she bent me over the counter and pounded me from behind the whole time. Needless to say, lunch didn't turn out as well as I'd hoped.

You know, its funny. At first, I'd found the feeling of my new body to be so foreign and strange, and there were still moments where it felt like I was piloting some kind of sexy, athletic robot, but by and large I'd acclimatized very quickly to my new body. I guess nothing helps break a body in like using it, and man did we ever get a lot of use out of it. Sure, my chest still got in the way sometimes, and yeah, I wasn't as strong as I'd have thought a quarterback would be, but honestly it wasn't so bad. I guess it could have just been a result of the increased athleticism and flexibility, but there were a lot of things that were actually more comfortable in my new body than in my old. The way I moved, the way I walked, the way I stood, they all seemed much more comfortable now for some reason. Had I realized a bigger chest and a bigger ass would have made such a difference, I'd have started working out ages ago. I didn't even mind being so short – it just gave me an excuse to wear all kinds of fun heels.

Disaster struck when Ellen and I finally broke away from each other long enough to actually start getting ready. Walking into the bathroom I realized – to my absolute horror – that we had completely forgotten to stop by the store and get some real makeup during our shopping trip yesterday. I was kicking myself over it. How could I of all people forget that? Worse, for some reason my entire makeup collection was gone. I had to use what we had bought at the department store yesterday. Thank god we had that. I couldn't imagine leaving home without makeup. I don't care what else they say: Mascara is a boy's best friend.

I had decided to wear one of my new outfits. I had picked out a kind of white low-cut off-the-shoulder halter-top with these super sexy long-sleeves and a little tie-string that dangled from just under my chest to the bottom of my exposed naval. I loved how tight the top was and how well it showed off my manly chest, even if it did take a bit of work to get as much cleavage showing as possible. I had paired it with a short little ruffled black miniskirt which I had pinned up asymmetrically to show off an extra little bit of my thigh. I had some sexy ruffled panties to go with the skirt that I expected would really make my butt pop, but you could totally see them poking out from under the asymmetrical side of the skirt so I ended up wearing one of my little lacy side-tie thongs instead.

And yes, I know what you're going to say, but sometimes a guy likes to dress up for his girl. I wanted to make sure I gave Ellen a good show, especially considering where we were going. Sometimes it was difficult competing for Ellen's attention, but I had my little tricks. I had decided, for example, to forgo a bra so that I'd have that extra bit of bounce and jiggle to keep her eyes occupied. Sure, it made it a struggle to keep everything in place, but it was worth it for all the looks Ellen would be giving me.

I also threw on some nice dangly jewelry to further draw the eye downwards. It's a bit of a shame, but the one thing that would have really completed the look would have been some dangly little earrings and I had never really gotten my ears pierced. I guess I should have thought of that yesterday when we were in the mall, but hey, live and learn, right? Plus, in so far as I'm concerned, any excuse to go back to the mall is a good one.

Between applying my makeup and adjusting my outfit, I must have spent a good thirty minutes getting ready while Ellen waited by the door. It probably didn't help that I was having trouble keeping my hands to myself. I always feel bad, making her wait like that, but if I'd let her in to watch me get ready we'd just wind up right back in bed.

As intended, when I finally emerged, Ellen's jaw dropped. I grinned. God, I loved it when she looked at me like that. Ellen's default expression tends to be one of faint anxiety. When she looks at me, however, she usually softens up and she's got this whole wonderful repertoire of subtle smiles and warm looks that I just adore. Underneath all that though is Ellen's lust, and it may be a little silly, but when I can get her to skip right past all the cute romantic expressions and have her look at me like I'm a hot piece of juicy fuck-meat just waiting to get thrown on the floor and ravaged? That's how I know I've done a good job. Seeing her give me that hungry lustful gaze just makes me feel all warm and sexy and wanted. I love it.

I smiled to myself as I leaned up to give Ellen a kiss. She could be such a guy some times. And trust me, I knew a lot about guys. Growing up, I couldn't walk down the street without every warm-blooded male I walked past turning their heads to stare. I don't know what it was, but dudes just went crazy for me. Sure, I loved the attention – I even did everything I could to encourage it – but I'm not gay or anything, so it never went anywhere. To my constant frustration however, no matter how sexily I batted my eyes or how provocatively I wiggled my hips, I seemed to have absolutely no luck with women. Sure I had some girlfriends, but they never found me physically attractive. That's one of the reasons I was so lucky to meet Ellen. Not only does she appreciate me for who I am, but she finds me hot as hell too. Figures she's a lesbian though, right? Not that I'm complaining. It's a situation I'm sure most guys would kill to be in.

To my delight, Ellen was wearing a simple blue blouse made entirely too sexy by the way it clung to her breasts, and jeans so tight I imagined she had to be poured into them. Her half-hard dick bulged suggestively, practically pulsating as it pressed up against its packed prison. She wasn't especially enjoying the jeans, apparently, they were just too tight for her dick, but I mean, that's what she gets for wearing women's jeans, I guess? Personally, I think they looked great on her. A little femme, but it was clearly the new style she was going for. Mmm. I ran my eyes over her. I liked her in tight clothes.

I licked my lips at the familiar outline of her delicious bulge. My mouth was watering. Maybe I could help her take care of that little problem?

Underneath her jeans I could see that she was wearing a cute little pair of lilac boy shorts that completely failed to contain her rapidly expanding dick. No wonder it was so tight. Have I mentioned how proud I am of my baby? It takes a lot of guts to decide to wear something like that, even if she was starting off subtle, and Ellen's always been one of those people who worries constantly about what everyone else thinks, so I'm sure it must not have been easy for her.

I mean, sure, deep down it's a little weird that she's a crossdresser now, I get that, and I can't help but wonder if it means she's like, on the gender spectrum or something. Would she want to transition at some point? What would that mean for our relationship? Would I still love her if she was a guy? You know what though? It was okay. Whatever happened we were in love and we'd deal with it together. Honestly the only part of it that really bothered me was that she hadn't mentioned it earlier, but maybe it was something she only really realized it herself not too long ago.

As I sat there on my knees, deep down I kind of hoped we'd just forget this whole "trying to go out" fiasco and just spend the rest of the weekend snuggled up in bed where we belonged, doing whatever came to mind, but alas, it was not to be. Granted, I had to redo my makeup, but we did eventually get out of the house. Eventually.

Ass swinging and chest bouncing in time to the clicking of my sexy little heels, Ellen and I walked our way down to the strip club.

Okay, so, I should probably clarify a few things. First, this town has a lot of strip clubs. It was apparently a pretty common practice at our school for girls to work at such places to help pay their tuition. It was so common, in fact, that our school even had an official pole dancing club. They competed in tournaments and everything, and apparently were pretty damn good.

In addition to that, we've also got a lot of topless bars, hot sexy clubs, and hooters knock-offs, to say nothing about the sheer number of oddly specific sex-toy shops. The university's sexually permissive culture just seems to ensure a steady supply of both fresh talent and willing patrons. Its kind of weird, actually, because honestly the town isn't even all that seedy – once you get away from the college district at least – but the area around campus is a whole sexy little world of its own.

The specific strip club that we were heading towards was called The Forum. The name was a bit of a pun on the whole Greek theme of the school's sororities and frats. It was located just at the end of what the student body affectionately called Bar Street – a street full of pubs, bars and restaurants conveniently abutting both the school's main gates and the student ghetto. The Forum was ideally situated at the far end of Bar Street, making it the obvious finishing line at the end of a long night of door-to-door binge drinking. As such, doing time in The Forum had become both an institution and a right of passage amongst the school's more party-minded students.

The second thing I need to clarify is that we were going there because that's where Elizabeth worked. She didn't work there as a stripper, mind you – Elizabeth was attractive, but she didn't have a curve on her whole body – but as a waitress, rather. That's not to say that she didn't want to be a stripper – apparently it had been one of her dreams back in high-school – but the positions at the more popular clubs were quite competitive and she just didn't have what it took.

We were meeting Elizabeth at work for two reasons. First, she'd be getting off her shift soon, so it was a good time to meet her, and second, so that we could find her a nice big pair of tits to swap. What better place to demonstrate the power of the device than somewhere with mostly-naked subjects? That was Ellen's logic anyway. We had wanted to actually try and catch her before her shift, but, well, it didn't exactly work out. Sure, it was Saturday, and things were liable to get busy, but Elizabeth had been assuring Ellen over text that it was still early and that since the place did most of its business towards the end of the night, things would be relatively quiet.

So there we stood, outside The Forum. It was another cold windy day and I was kind of regretting not putting on some thigh-highs, but we'd be inside soon enough, so I wasn't about to start complaining now. Still, the journey over had been a constant battle to keep my skirt from flipping up. Don't get me

wrong, I loved showing off, but there was a time and a place. I mean, sure, I took advantage of the situation and let it slide up a few times so that Ellen could get a good uninterrupted view of my ass, but I tried to keep it subtle. Okay, maybe not too subtle. It was amazing. Despite the fact that we had spent the whole day having sex, despite the fact that I had given her a blowjob right before we left, despite all that, one tiny flip of my little skirt was all it took and I could tell she was ready to go again. God, I love that woman.

Er, sorry. I'm getting distracted. This stupid body is just so damn horny all the time. I've never had a particularly high libido so I always thought most guys were just overreacting to everything when all they ever did was think with their dicks, but now that I've seen what they put up with I'm amazed they ever get anything done.

Er, where was I? Right.

So there we stood, outside The Forum, its erotic Greek statuary the only real hint as to what lay inside. From what Ellen had been telling me on the way over, The Forum had a reputation as being relatively classy as far as strip clubs went. They didn't do anything under the table and they apparently kept things somewhat tasteful. That's what she'd heard from Elizabeth, anyway. Supposedly that's why the school didn't complain too much about them being so nearby. Well, that and what I'm assuming is a lot of pressure from the alumni who like to fondly revisit their old haunts come homecoming weekend. They also apparently had the best wings in town, as I would soon come to learn.

So, full disclosure. Prior to that point I had never actually been in a strip club before. I'm just not one of those guys – I've only got eyes for the girl I love. So maybe I was a little nervous, and maybe I was a little distracted by the rather suggestive anatomical proportions of the various statues set up in the foyer, so maybe I wasn't quite paying attention when I crashed tits-first into the bouncer. Luckily, my plump ass broke my fall, but it was still kind of surprising to suddenly be on the floor, looking up at the tall black dude blocking our path. He smiled at me apologetically, but his posture made it painfully clear that the collision had been entirely my fault. Thankfully he wasn't mad or anything. If all the statues and pillars in the foyer were faux-marble, then his chiselled muscles, visible even through his tight uniformed shirt, were the real deal. I mean, I don't think me crashing into him had made him budge even an inch and I literally had the body of a quarterback.

Ellen gave me her hand, pulling me up to my feet. Between the way the weight on my chest kept shifting around and my five-inch heels, standing from prone was a bit tricky, but we made it work. It's a bit of a pain, no matter how used I was to that body, there were still some situations where I wasn't quite sure how to move. I had kind of realized that as long as I didn't think about it too much, everything moved fine, but as soon as I actually had to give consideration to how I was moving or balancing I couldn't help but get thrown off. I was just grateful my wardrobe hadn't slipped out of place.

Embarrassed, I stammered out an apology to the bouncer as he asked for our IDs. I instinctively batted my eyes at him and thrust my heaving chest out suggestively as I dug around in my little purse. Guys always appreciated that sort of thing. I managed to draw Ellen's attention, but professional that he was, the bouncer completely pretended not to notice.

Stepping from the foyer into the warmth of the club proper I could see what Elizabeth had meant about it being somewhat classy. For starters, the place was remarkably clean. I had been expecting a cramped skeezy little hole illuminated primarily through blacklight and strobe, but it was both surprisingly spacious and well lit. It would later get explained to me that most clubs rely on the dark to hide the flaws of their dancers and to play upon the imagination of the patrons, but that the dancers here were sufficiently hot that they didn't need to rely on such tricks and could instead focus on having a friendly and inviting atmosphere, which was essential given how many nervous first-timers the place saw. Maybe it was just early and the place hadn't really gotten a chance to get going yet, but honestly it felt more like I'd walked into a hooters than a strip club. This was driven home by the telltale scent of wings and beer hanging in the air. My stomach growled, reminding me that while I'd devoured a lot of meat that day, hardly any of it had been actual food.

The main room was set up as a kind of W shape surrounding two central stages which both disappeared behind the enormous curtain that served as the north wall. An elaborate mural ran along the remaining three walls, creating the rather nifty illusion that the room was in the center of a Greek amphitheater. A large triangular island bar was set up near the south wall, stationed such that no matter where you sat, you could still easily see the stage. Faux columns in the Greek style completed the look as posters aligned the walls and stage advertising various events and dancers. Apparently, Tuesday was toga party night.

As we walked in, only one of the stages seemed in use, the speakers nearby blasting out an alarmingly raunchy pop song. The girl dancing was a blonde vixen in a short-cut little cheerleading outfit that must have been at least three sizes too small for her. Her chest was all but bursting out of her tight little top. I had no idea how she even got into it, but I was impressed. She looked surprisingly young, but I think that had more to do with the faux-innocent look she had going on with her makeup than anything else. She looked vaguely familiar, but I couldn't for the life of me quite place from where.

Ellen stopped dead in her tracks as soon as she laid eyes on the girl. I almost crashed right into her. She just couldn't stop staring.

It looked like the girl was just starting to get into things. As we watched she threw her head back and shook out her long wavy hair as her hips gyrated along the pole. True to form, the dance she was doing felt like a cheer routine that someone had modified to incorporate the pole and (more to the point) to show off as much as physically possible that no, this cheerleader was not wearing anything underneath that skirt. Elevated as she was you could easily make out Her half-hard dick and big meaty balls jumping and swaying below her hemline in time with the music, and as we watched she practically tore off her tiny little shirt and began rubbing her 6'5" frame against the pole, giving the handful of leering patrons a perfect view of her voluptuous chiseled pecs and small brown nipples.

Honestly, I was impressed. You could tell she wasn't giving it her A-game, especially not for the early crowd, but I still completely bought into the idea that she was one of the school's cheerleaders. Lord knows their dancing is provocative enough.

Whatever she was doing, it was working for Ellen. Her jaw had dropped completely. I laughed a little internally. This was not quite the first time Ellen had been in a strip club, but this was more or less the reaction I had expected from her. Actually, come to think of it, hadn't she been eyeballing a bunch of the cheerleaders or whatever at that bar on Thursday? Did Ellen have a thing for girls like that? I made a mental note to maybe pick up a skimpy little cheer uniform of my own. Ooh, and I could get her a football uniform too and we could do some roleplay. Or, I guess she'd prefer something a bit more feminine? Were football skirts a thing?

While Ellen feasted on the eye candy I took a look around at the rest of the club. There were about a dozen patrons seated at the various tables facing the stage. They were mostly fresh-faced students, probably too shy or too busy to venture here during peak hours, but a few older looking regulars stood out to me as well. One guy, seated right next to the stage and clearly very much enjoying the show, must have just come from a weekend meeting or something because he was still wearing his dark blue suit.

A waitress, a tiny little Asian girl with a little too much eye-shadow on, flitted about between the bar and the tables with a pitcher like some sort of Greek beer fairy, making sure everyone was good and drunk. While she was cute, especially in her silky little toga-themed uniform, no one was really paying her any mind. She just seemed to lack the raw sex appeal of the girl on stage.

Standing behind the bar was a slightly older woman. Maybe it was her age, or maybe it was the fact that her uniform was a little more conservative, but she seemed to have an air of respectability about her. She looked like she had probably been a stripper at some point – she was still undeniably sexy, especially given the size of her tits – but she looked so confident and in-charge of the bar that I had a hard time imagining her on stage. Without any customers clamoring for drinks, she had her full attention directed to the girl on stage, and she clearly liked what she saw.

"Oh my god! Elles!" came a cry from nearby. We turned around. There, standing at the cash till near the foyer door, was Elizabeth. Somehow we had walked right past her. The loose waves of her long bleach-blonde hair bounced against her flat chest as she ran towards Ellen. She was dressed in a similar outfit to the waitress on the floor, but it had clearly been modified to have a more daring neckline, not that it did much good. She had also clearly gone to town on her makeup – she was really trying to sell this kind of smokey-sultry look and I had to say it was really working for her. I had always felt kind of bad for her. She had a really great face, but she totally lacked the body to go with it.

She half-tackled Ellen into a crushing hug, bouncing with excitement in such a way as to set Ellen's boobs bouncing along with her. I smiled at the sight, half wishing we had just stayed in bed so I could be the one squeezing those breasts against my chest. Ellen, of course, returned the hug but with only a fraction of the vigor.

I laughed. Elizabeth could be... enthusiastic.

"Oh my god, Elles, your face!" Elizabeth leaned back and gave her friend an appraising look. "I love what you've done with it!"

“W-what do you mean?” Ellen stammered, giving a shy blush even as her brow furrowed in concern.

“Look at you! You’re wearing makeup!” Elizabeth pointed a dainty French-tipped finger at Ellen’s eyeshadow. “You, like, hardly ever wear makeup.”

I laughed.

“Oh. Oh, right!” relief washed over her face. “Evan did it. I was talking to him about it last night, and, well, this morning one thing led to another. What do you think?”

“He did a great job, you look amazing!” I smiled as she said this. Honestly I wasn’t super proud of it. I was working with a limited toolset and it was a disaster trying to get her to sit still, she just couldn’t keep her hands to herself. We tried to compromise at one point with her fondling my dangling chest while I leaned over to work on her face, but that just got me all horny and then well, by the time we were finished I had to reapply *both* our makeup.

Elizabeth broke off her hug from Ellen and turned to give me a great big exaggerated hug as well, squeezing me so tight she was squishing my tits. I returned it with a friendly pat on the back. She held the embrace just a few moments longer than I would have liked, inhaling deeply as she did. One of the reasons I was kind of wary of her was that it was hard to tell when she was being creepy and when she was just being friendly.

“And...” she said, tearing herself away from me and turning back to face Ellen. “I’m totally digging those pants! I don’t think I’ve ever seen either of you dressed up like this before.”

I grinned and struck a suggestive little pose for her, to give her a better view of my outfit. I was glad she had noticed.

“Wait, this is dressed up?” Ellen asked, looking down at her blouse and jeans.

“For you it is!” Elizabeth laughed. “Turn around, girl, let me get a look at that butt!”

Ellen laughed as well and did a little spin for her friend, showing off what was, indeed, the world’s most beautiful butt.

“And damn!” Elizabeth added, gawking at Ellen’s meaty bulge. “Look at the way it shows off your dick!”

“Elizabeth!” Cried Ellen, blushing and covering her crotch with both hands.

“Hey, I’m just calling them like I see them.” She said, raising her hands in mock innocence “I’m sure your boyfriend doesn’t mind, aye?” She elbowed me gently in the chest. “You’ve probably been sneaking peaks all day, haven’t you Evan?”

“Well, you’re not wrong.” I confessed, shooting Ellen a knowing little glance.

“No offense, Elles,” Elizabeth continued, “but the stuff you guys normally wear is just so boring. Even if you, mister,” she poked a finger towards my ample chest, “are always trying to show off your manly good looks.”

I laughed, sending my unrestrained chest jiggling. It was true. I really did like to show off. Sure, my clothes had always been kind of plain, but I’d always done everything else I could to really sex myself up. Yesterday in the mall had been a kind of revelation. It was like... I’d always loved it when people looked at my body, so why not actually wear something that shows it off? Especially since the body I was in was in looked amazing. And it was great. I love my new wardrobe. I couldn’t even imagine going back to my old clothes now. I felt like I’d been dressing like some completely different person my whole life.

Looking down, I subtly adjusted my top a little to make sure I was showing off as much cleavage as possible. I could tell that the girls were both sneaking glances out of the corner of their eyes, and that made me feel pretty good about myself. I arced my back towards Ellen a little to give her a better view. Elizabeth pouted slightly. Was she jealous?

“Oh! Oh my god.” Elizabeth said, snapping back to attention and slapping her forehead. “Welcome to The Forum! Let me get you a seat. You have great timing, I’m just finishing my shift. I’ll get changed and come meet you guys, then you can tell me whatever is so important it had to be in pers— oh my god. Oh my god.”

Elizabeth froze in her tracks.

“Oh my god, Elles,” She said, Eyes sparkling as she turned towards Ellen. “Elles, don’t tell me. Don’t tell me. You got Evan pregnant, didn’t you?”

If I was drinking anything I’d have done a spit take.

“What!?” Ellen cried “No! Oh my god, Elizabeth!”

I blushed a little at the thought as my hand instinctively went to my belly. Was it wrong that I wouldn’t really mind if that was the case? Ellen didn’t really want kids – yet, at least. but I know she’d make a great mother. Maybe one day. Right now we just weren’t ready for that kind of responsibility. We wanted to graduate first, get married, travel a bit, have lots and lots of sex of course, then we’d look into it. I know Ellen was maybe a little more down on the idea than I was, but I was kinda hoping she’d come around in time. I blushed a little as I pictured myself fat with her child. Mmm... God, I’d let her knock me up any day. Why did that make me so wet?

Er, I should probably mention at this point that even with all the sex we’d been having, we didn’t really have to worry about that sort of thing. Like any responsible dude, I was on the pill, and Ellen was generally pretty good about always wearing condoms, even if I preferred it when she didn’t.

“Sorry! Sorry!” Elizabeth laughed as she walked us over to an out of the way table. “I was Just checking. The way you guys are being all googly eyed at each other today I just assumed it was something big and – Oh my god Elles,” She stopped once more in her tracks “you proposed didn’t you!?”

“Elizabeth!”

“Fine! Fine! Sorry, I’m just excited.” She laughed again. “You know you two are my favorite couple. You guys are going to have the cutest wedding, I just know it.”

I smiled. That was another thing I wouldn’t mind. Mmm... seeing Ellen walking down the aisle in her beautiful tuxedo, and me in my... well, normally when I’ve pictured our inevitable wedding I’ve seen myself in a very traditional wedding dress, but lately... well, I don’t think they’d let us get married in a church with what I had in mind, but I’m sure Ellen would love it.

“Go get changed!” Ellen demanded, practically pushing Elizabeth away. “Then we’ll talk.”

“Okay, okay, geeze.” Elizabeth said, sticking out her tongue. “Don’t go anywhere. Enjoy the view. I’ll be right back.”

I smoothed down my skirt and crossed my legs as I took my seat. Ellen crashed heavily into hers. I gave her a sultry little smile and scotched my chair closer to her so that I could rest my hand on her thigh. I could tell she was nervous.

“You okay, baby?” I asked, squeezing her leg reassuringly.

“Yeah... I’m fine...” she sighed. Her eyes scanned the room. With all the flesh on display in this place I could tell she was having a hard time deciding where to look. Eventually her gaze settled on the girl dancing on stage. The cheerleader from earlier had evidently finished her routine, because the girl that was up now was a be-freckled red-head with cute little devil horns sticking out of her short messy hair and a surprisingly realistic pair of devil wings sticking out of her bared back. She was doing some very inventive things with a very phallic pitchfork. If this is what was drawing Ellen’s attention, I couldn’t help but feel like I should be taking notes. “I just...” she continued “I hope this is the right decision.”

“I’m sure it is.” I said, rubbing Ellen’s thigh gently. “I mean, you said it yourself, we need the money. We may have a gone a little overboard yesterday.”

“Totally worth it.” Said Ellen, letting out a short laugh and looking over at (and down) my top. “And, I mean, it’s the ethically right thing to do, right?” She paused, her attention returning to the stage as the girl’s red bustier came flying off. “The ethically right way to get money, I mean. I just hope we can trust her, you know? She can be a little... unpredictable.”

“Sure, she’s a little weird,” I laughed, rubbing her leg a little harder, “but she’s your friend. She wouldn’t want anything bad to happen you, right? Besides, we’re all responsible adults here. She’s not some kid who’s going to see the thing and immediately go mad with power.”

"I know... I know... I'm just scared." She glanced at her bag. "There's so much that could go wrong."

"True. But no matter what happens, we'll deal with it together. You and me. Always."

"Aw." She wrapped an arm around me and pulled me in closer, so I was resting my head on her shoulder. "You cheeseball."

I grinned and arched my back so that she could get a better view down my top.

"Its just..." she sighed, "What if..." she sighed again, "what if... ah..."

"Hmm?" I smiled coyly

"Okay, okay." She said in a sweet little gasp.

"What?"

"That's... ah... that's enough. Cut it out."

"Cut what out?" I teased.

"I - If you don't stop... I'll..." she gasped again "I... I didn't bring a change of clothes..."

I laughed as I stopped stroking the bulge running down her leg. As fun as that would be I guess we didn't want to make a mess. Not yet at least. Maybe I could slip under the table? I bit my lip. No, the table cloth wasn't long enough. Anyone looking over would be able to see me. Maybe later she could take me to the lady's room and we could finish up in there?

"I love you, baby" I purred, rubbing my body against hers as I snuggled in closer.

"I love you too." She said, craning her neck down to give me a kiss.

"Oh my god." Came the jovial voice from behind us "I leave you alone for five minutes and you guys devolve into PDA, huh?"

Suddenly sitting bolt upright, Ellen turned to see Elizabeth standing there with her hands on her hips.

Amazingly, the outfit that Elizabeth was now wearing was somehow even sluttier than the little toga uniform she'd been wearing earlier. She had on one of those long shirts that was super loose and showed off a lot of skin while also hiding the fact that she didn't have much going on upstairs, and a pair of shorts so short that it looked like her shirt was doing double duty as a dress. Topping this all off was a pair of super cute gladiator sandals with what had to be four-inch heels. It was an outfit clearly chosen to hide her lack of curves while showing off her legs, which was one of her better features.

I was actually a little jealous of Elizabeth. I couldn't get away with a shirt like that. Not without my chest making it seem like a very different style of garment indeed. And as much as I loved showing off my legs, I don't think there was an outfit in the world that wouldn't call attention to my chest first, my butt second, and my legs third.

"That was. Um. Quick." Commented Ellen, leaning forward to hide the way her dick was still straining painfully against her pant leg.

"Oh, you know. No biggie." Elizabeth said, waving her hand dismissively. "I just threw something on." I was pretty sure that was a lie. I could tell she'd taken the opportunity to touch up her makeup as well, going from business-sultry to night-on-the-town slutty.

She posed a bit to show off her outfit to her friend, but Ellen's eyes were glued on me instead.

"Okay," Elizabeth began, recovering gracefully from the rejection and taking a seat on the opposite side of the table from Ellen and me. "So if you guys aren't pregnant, and you aren't getting married, what's this big announcement that you can't say over text? You said I need to see it to believe it? Why the heck did you want to meet here of all places to talk about it?"

"Alright." said Ellen, taking a deep breath. "Its like this. You see-"

"Oh my god." Interrupted Elizabeth. "Do you want to audition?"

"What?" cried Ellen.

I let out a laugh.

"I always knew you'd make a great dancer! Sure, the guys might not like it, but I certainly would. And I've been trying to convince my boss for months that we should start going after a co-ed clientele! You'd be perfect!"

"No, Elizabeth." Sighed Ellen "I'm not here to become a stripper. Will you stop jumping to conclusions and let me say what I need to say?"

"Whoops. Sorry." Elizabeth made a motion like she was zipping her lips. "Go ahead."

"Okay." Said Ellen, focusing very hard on trying to sound calm. "Sit down."

"Um." Elizabeth squinted. "I am sitting down"

"I mean..." Ellen gestured with her hand. "Mentally. Like, prepare yourself."

“Um. Okay? Wait, this isn’t something serious is it? I hope this isn’t something serious. Serious bad, I mean.” A frown broke across Elizabeth’s face. “Because this is hardly the place for you to tell me that, like, you have... oh my god, Elles, you’re not sick, are you?”

“Elizabeth!”

“Well damnit, stop teasing me about it and spit it out already!”

“I’m trying to! Geeze.”

With somber reverence, Ellen withdrew the device from her bag and placed it gently in the center of the table.

“The other day,” she explained, “I was given this.”

Elizabeth stared down at it for a minute, then blinked twice and looked back up at Ellen, as though she were missing the joke. She glanced over at me to see if I were just as confused as her, her gaze lingering on my ample chest as she went, but seeing that I was not, she turned back to Ellen.

“Its...” she eventually concluded, “a weird boxy thing?” She reached out to touch it but Ellen pulled it away. “What is it? A homemade garage door opener?”

“This device,” Ellen said simply, “swaps stuff.”

“Like... electronically?”

“What?” Ellen furrowed.

“Like, you know.” Elizabeth squinted her eyes. “It swaps files and stuff?”

“What? No.” said Ellen. “It swaps real things.”

“Files are real things!” Elizabeth countered, defensively.

“It doesn’t swap files. It swaps people. Well, parts of people. And other stuff, I guess? Mostly people though, I think.”

“Like in photoshop?”

“No, like...” Ellen sighed in frustration. “Yes, like photoshop, but like in real life. Its not a computer. I don’t think. It’s like... a magic box that swaps things.”

I squeezed Ellen’s leg supportively. Honestly I couldn’t blame Elizabeth for having a hard time with this. It was a tough sell. I hadn’t been that bad when she was explaining it to me, had I?

Elizabeth stared at it for a minute then laughed.

"Look," she said. "I believe that there's a lot of weird and crazy stuff out there that we don't understand. So sure, magic. Okay. But I'm not about to believe that something genuinely strange and mystical is going to look like you threw it together in five minutes from parts you found in the going-out-of-business bin at Radio Shack."

I laughed. That was a really good way of describing it. Ellen frowned.

"I mean, maybe if it looked like, I don't know, some kind of magical book, or a shooting star, or heck, some kind of weird cursed-looking yarn doll or something. But this? I'm just not buying it."

"Okay," Sighed Ellen. "That's about what I expected. It looks like we'll have to do this the hard way." Ellen picked up the device and started adjusting the knobs on the side. "It looks like a demonstration is in order."

"Um, okay?" Elizabeth said, her voice tinted with trepidation. "What does that involve?"

"All you have to do," Ellen said, twisting several of the dials before putting the device back into the center of the table, "is put your hands on the device, and watch."

A big grin broke across Elizabeth's face. "This isn't going to shock me or anything is it? This isn't some kind of prank? I thought we agreed not to do that sort of stuff anymore after what happened last time?"

"Wait," I interjected, "what happened last time?"

"Oh god. I thought we agreed we were never going to talk about that again?" Ellen blushed deeply. "You know what?" she said, giving me a gentle pat on my bare thigh. "Don't worry about it, okay, baby? Here, you put your hands on it too."

Making a mental note to try and suss out those little details later, I slid a hand overtop one of the corners of the small bluish-green box.

Ellen turned back to Elizabeth. "Look, it won't shock anyone, I promise. I mean, the worst that happens is that it can get a bit hot sometimes, I guess." Ellen shook her head. "But the only shock you'll get," she stammered, "is how shocked you'll be when you see this thing in action."

"Alright, alright." Elizabeth said, rolling her eyes. Hesitantly, she reached a hand out, a single finger extended. She looked like she was about to touch a hot stove, though she tried to play it off as no big deal once she actually touched it and realized nothing was going to happen.

"So, uh, what's supposed to happen?" She asked, suspiciously. "Is this like, some kind of Ouija Board thing? Do we move it around or press buttons or something?"

“See that bouncer?” asked Ellen, turning to face the entrance. The big dude I had run into earlier was blocking the door from the foyer into the club proper. It looked like he was checking the IDs of a trio of what had to be high-school students. Nearby, the little Asian waitress waited anxiously, unsure if these kids were trouble or customers that would need to be tempted.

“Who? Mike?” Elizabeth asked.

Before she could get an answer, Ellen pressed the button. I almost jumped as the zzzzttrrr sound flooded the back of my head. It seemed much louder than usual.

“What the hell was that?” Elizabeth’s head snapped back to stare at the device.

“Look!” Ellen prompted, gesturing again towards the door.

“Holy crap!”

In the blink of an eye, the bouncer had gone from black to asian. It was a surreal sight. He still looked the same – enough that you could tell that it was very clearly him – but so many little details had changed. His skin was fairer, his short-cropped hair seemed slightly longer and straighter, and he’d lost a lot of height. He was still a massive wall of muscle, but now it seemed tighter and more toned. He must have just rejected the kid’s IDs because it looked like they were starting to give him a hard time.

“Oh my god.” Elizabeth laughed. “Where did you find someone who looks so much like Mike?”

“What?” asked Ellen, turning to her friend with a confused look upon her face.

“And how did you swap them out so fast?”

Ellen sighed and rolled her eyes in frustration.

“I mean, it’s a cool trick,” Elizabeth continued “but what is it supposed to prove?”

“Okay,” Ellen said, squeezing in between our hands to adjust the controls. “How about this?”

She pushed the button again. Again, the zzzzttrrr noise was harsh and loud in the back of my head. I felt like I was standing too close to a subwoofer at a rock concert.

Then, in that exact moment, the shirts of the two of the high schoolers exploded, revealing under each, through tattered threads, an enormous jiggling set of perfectly formed tits.

Elizabeth burst out laughing. I grinned.

A moment later, to all of our surprise, the bouncer's shirt broke open too, letting loose a massive set of round orbs that put all the boys to shame.

"Damnit," Ellen chided, "I missed."

The kids seemed slightly confused about everyone's clothes suddenly ripping but didn't seem to care too much that their plump, professional-grade pillows were hanging out for all the world to see. They seemed to be squaring off and posturing physically in front of the bouncer, evidently trying to act tough. The effect, of course, was completely ruined by the fact that them sticking out their chests just sent their chest into a fit of jiggling girl-flesh.

Mike, the newly busty bouncer, bless his heart, took the shredded uniform in stride, but was suddenly finding it very difficult to fold his arms over his chest in an intimidating manner. Eventually he settled for crossing his arms under his boobs, but that just pushed the pendulous things up and onto display.

I grinned. Rather than two sides trying to intimidate each other, it looked like they were all trying to decide who had the biggest cups. Spoiler alert: it was Mike.

"Okay, okay," said Elizabeth gulping for air as she tried to regain her composure. "Holy shit. Wow. You had them wear like, fake expanding boobs or something, right? Oh my god that's amazing. Is this some kind of youtube prank video or something?"

"Oh come on!" Sighed Ellen, gesturing with her hand. She herself seemed unable to tear her gaze from the bouncing melons. "Look! You can totally see that those things are real!"

What Elizabeth had apparently not realized is that all the other women in the room were suddenly alarmingly flat. The bartender, the waitress and the red-haired stripper, who was just entering the last leg of her set, were now all completely flat chested. Their clothing, where applicable, hung optimistically across their now boyish chests.

"If that doesn't convince you," Ellen continued, "tell me what would."

"Okay." Said Elizabeth, still half laughing. "It's a cute little magic act, I'll give you that - I didn't know you were into that sort of thing. And I'm sure you've probably got a lot of little things planned for if I pick something, right? What have you got up your sleeve? Gender change? Clothing mix-up? I don't know how you've gotten everyone to agree to play along, but I think I'm going to spoil your fun and give you something that there's no way you'd be expecting.

"Oh yeah? What's that?"

"See that guy in the corner?" She pointed to a douchey looking older frat boy seated next to the corner of the stage, off towards the curtain end of things. He was dressed like a bit of a chad, but he had a very classically handsome kind of look to him. I'm no judge of guys, but I'd say he'd probably be pretty good looking if his look wasn't completely ruined by his great big scraggly beard. He seemed completely

enraptured by the way the girl on stage was rubbing her flat naked chest over the pole. “Swap his face with the girl on stage.”

“His face?” Ellen raised an eyebrow.

“His face.” Elizabeth was grinning like she’d caught Ellen in some kind of dastardly trap. “Weren’t expecting that, were you?”

“No, no, its fine.” Ellen said, picking up the device. “I just haven’t done something like that before.” She started spinning the dials carefully. “Give me a second to find the right.... Okay, I think this should do. Just the face, right?”

“Just the face.” Elizabeth nodded sagely.

Ellen put the device back down and we all put our hands back on it. It felt kinda warm, like an oven door, but I couldn’t tell if that’s because we’d warmed it up with our hands earlier or if the swaps had been heating it up.

We all looked at the dude in expectation as Ellen pushed the button again. I was ready for it this time, but the sound was still uncomfortably loud. It was like it had just bypassed my ears entirely and was feeding a great wave of noise directly into my brain.

For a moment, we all stared in shock.

“Ah, damnitl.” said Ellen, the first of us to speak “That was not what I had in mind.”

I had to blink a few times to even process what I was looking at. I glanced back and forth between the guy and the girl on stage. The device had swapped their faces around alright, but it had apparently only gone skin deep. The result was that the stripper’s angelic freckled face was stretched over the dude’s more masculine bone structure. You could still kind of tell it was him – it was still shaped like him, but all the muscles and fat and folds were all very soft and feminine.

It was basically the opposite for the girl. She had clearly gotten the worse end of the deal. Her new face was rugged and weathered and her features seemed slightly too large across the board. It still seemed markedly feminine as it clung to her more ovoid face, but it just looked... wrong.

It looked like someone had averaged them out and the result was a pair of faces that looked like neither of the originals. The result was eerily androgynous. With all the makeup on the dude and the softer features of the lips and nose though he had definitely gotten away with the more feminine face. I’d maybe even consider him kind of attractive, if, that is, it weren’t for the fact that he still had his great big ugly dude beard.

“Oh my god” I heard Elizabeth whisper. “It works.”

“Yes, finally!” Ellen grinned “Now do you believe me?”

“Wait, hold on” I interjected, pouting sexily, “Why did it swap her makeup but not his beard?”

Ellen gave me a perplexed little shrug, sending her tits bouncing.

“Oh my god. Its real!” Elizabeth repeated, quite a bit louder this time. A few of the other patrons turned to look at us, prompting Elizabeth to put her hand over her mouth in embarrassment.

“Right?” said Ellen, brightening at her friend’s enthusiasm.

“Holy shit!” Elizabeth was grinning from ear to ear. The excitement on her face was palpable. I could see the gears in her head turning.

“Right?” Ellen echoed, a look of smug satisfaction working its way across her face.

“Oh my god. Okay. Okay, fwew. I gotta calm down.” Elizabeth slumped back in her seat. “This is all... my head is spinning.”

Ellen laughed.

“Oh my god. Elles.” Elizabeth was starting up at the ceiling, a horizon of potential unfolding in her mind. “Do you have any idea what we could do with this thing?”

“Oh, I think I might.” Ellen smiled, exchanging a knowing look with me before turning back to face Elizabeth. “But first, I want you to put your hand back on. I’m going to swap everyone back.”

“What?” Elizabeth looked out confused over the latest batch of victims. “Why?”

“Because it’s the right thing to do?” Ellen raised an eyebrow. “I don’t want to leave everyone like that.”

“Aww.” Elizabeth whined. “I wanted to see what was going to happen with those boob kids.”

“Uhg, I know, right?” Ellen leaned in, her boobs resting on the table. “Its like, every time I swap people I want to know what’s going to happen to them. How does it change their lives? how do they cope? What’s running through their heads? That sort of thing, and its like, I never get a chance to follow up on any of them.”

“You’re such a nerd, Elles.” Elizabeth laughed. “I just thought it was funny.”

“Regardless.” Ellen sighed. “The right thing to do is to swap them back.”

“I guess.” Said Elizabeth “But, what’s the point of having something like that if you’re not going to have some fun with it?”

"Oh, I never said we weren't going to have some fun with it." Ellen smiled. "But there will be plenty of time for fun later. It'll just have to be the kind of fun where we put all the toys away when we're done. First though, there was something we wanted to talk to you about, okay?"

Just then, our conversation was interrupted by the arrival of that cute Asian waitress from earlier, now a petite ebony beauty. She was curvier overall, with shorter, curlier hair, but her chest had gone from optimistic to entirely misplaced, a fact I couldn't help but notice given that she was bending over just enough to give us all a good look right down her loose top.

"Hey Lizzy!" she chimed, her voice low, sultry, and smoky, "You want to order some stuff for you and your cute friends?"

"Oh, right." Elizabeth grinned, unable to take her eyes off the girl. "Yeah, my treat. We'll have three of the specials and one of the good wing platters."

"Will we?" Asked Ellen.

"Trust me on this one, girl. I've been wanting to show you the food here since the day I started, if you know what's good, it's amazing, and I know what's good."

My stomach growled, reminding me that I'd barely eaten anything all day. Ellen was in the same boat. Maybe some food would be good.

"Any drinks? Beers?"

"Oh," began Ellen, "I don't think..."

"Beers all around." Interrupted Elizabeth. "The good stuff. And like, could you have Becky make us three of her sluttiest cocktails? We're celebrating. Oh wait." She turned and looked at me. "Evan are you okay with slutty drinks?"

"What makes them slutty?" I asked.

Elizabeth laughed and turned back to the waitress. "Better make his extra slutty."

"I'll have her whip up something special." said the girl, snapping back up to her full height, her little notebook clutched cutely against her boyish chest. "I'll be back with your stuff soon. Enjoy the show!"

"Will do." said Elizabeth. "Thanks, Kim!"

Elizabeth continued staring at the girl as she walked off. As she sauntered away I couldn't quite tell if her ass had gotten bigger or if she was just putting it to greater effect now that she knew we were watching.

“Actually.” said Ellen. “I wasn’t really planning on drinking tonight. I got pretty wasted on Thursday and I’d rather not...”

“Hush.” Elizabeth put her finger to Ellen’s mouth. “I won’t hear it. You’ve come across something special and that’s grounds for celebration. That means enjoying cocktails with friends and living a little. Come on!”

Ellen and I exchanged glances. I could tell she was worried. I gave her a supportive, flirtatious smile and squeezed her leg under the table.

“Don’t worry baby,” I laughed. “I’ll be there to help finish anything you don’t want to.” I flexed an arm as I shot her a smouldering gaze. “Body like this I’m sure I can handle a few drinks, no matter how promiscuous they may be.”

“Oh, okay.” She said reluctantly, as she shooting me back a wry little smile. “Maybe a little.”

“Yay!” squealed Elizabeth. “We’re going to have so much fun!”

I laughed.

“But, wait, holy crap, this thing.” Elizabeth said, leaning in close to examine the device on the table. “What is it? Where did you get it?”

“Alright, well.” Ellen furrowed her brow in concentration “It’s a little fuzzy, and it all happened so fast, but the long and short of it was that I was contacted by this guy on Thursday. He said that it was some kind of new technology and that they needed to test it out. I remember he made me sign a bunch of forms and stuff and... and that’s about all I remember of the encounter.”

“Wait,” said Elizabeth, incredulously, “there’s some kind of company out there making this sort of thing? How the hell does that work? I thought it was magic?”

“So, that’s the thing.” Ellen said, her breasts once again resting on the table as she leaned in close to peer at the device. “At first I thought it was some kind of weird quantum super tech or something, but the more I use it the less sure I am about anything. I mean, the stuff this thing can do, I can’t even imagine a technological explanation for it. But like, is it magic? I don’t know if I’m willing to believe that. At the end of the day I have no idea how it does what it does, but know that it does them well. That’s the only thing I know for certain. It works.”

“Elles.” Elizabeth leaned in to match Ellen, “Do you have any idea what we can do with this thing?”

“I do.” Ellen grinned. “But its not perfect. You kind of have to be careful with it or else you end up with unexpected consequences.”

“Oh no!” Elizabeth recoiled, as though realizing just now that the device was dangerous. “Like, genie wish stuff?”

“Kind of?” Ellen shrugged. “Mostly just minor inconveniences you don’t think about until its too late. Like, yesterday Evan and I woke up to find that none of our clothes fit.”

I laughed. Calling it a minor inconvenience was a bit of an understatement.

“No way!” Elizabeth grinned “You used it on yourself?”

“M-maybe a little?” Ellen blushed a little but laughed off the question. “I wanted to see if it worked.”

“What did you swap?”

“Oh my god,” Ellen gushed, “like, everything.”

“What!?” Elizabeth leaned back “But you look so... “

“I know, I know. To you I look exactly the same. The device makes it so that people don’t notice the changes.”

Wait, then what did you look like before?

Ellen gritted her teeth into a pained little grin. “I don’t really want to talk about it right now, okay? The important thing is that now I look hot”

“Mmf.” Said Elizabeth, biting her lip as she gave Ellen an exaggerated look over. “I’ll say.”

I put on a pouty little frown at this. In my mind, Ellen looked exactly the same as she always had. She had always had that straight little nose, that cute perpetual little wrinkle in her brow from all the worrying she did, those cute pouty lips, and of course, her brilliant hazel eyes. Oh. her eyes. I lost myself for a moment staring at them. We’d been so caught up in sex lately that it felt like ages since I’d last gone wandering in her eyes. She was the girl I loved and in so far as I was concerned, she was perfect. I couldn’t imagine her any other way. And that’s what bothered me.

It was a toxic line of thought, I know, but I couldn’t help but wonder. If I could see what she looked like now, if I was aware of all the changes she had made to herself, what would I think of her? I had always told her that I found her perfect just the way she was. But if I saw a picture now of her old face, would I even recognize it? It felt so wrong that I couldn’t remember how she’d used to look, like I was betraying the memory of our love.

Yesterday, when I was putting all of our clothes away, I had tried to reconstruct what she might have looked like based on the fit of her old wardrobe. It was kinda tricky given how loose menswear can be, but I think I did a pretty good job. She had been taller, I knew that much, and she had been... well,

boxier? Bigger in general, with smaller hips and boobs and broader shoulders. She was probably closer to my old height, though I'd grown so accustomed to her being taller than me over the past two days that it seemed kind of a weird thought. That's all I could really tell. Maybe if I was more clever I'd be able to notice more clues or form a more cohesive image. I tried to picture her as she was now, except squished and stretched to those proportions, but I'm not an artist and I just don't have the knack for that sort of visual imagination.

It's funny, I'd always known that I saw something in her that no one else did. I guess now that was literally true. I still saw her as a beautiful sensual woman, mmm... with an overactive libido and a fantastically feminine dick. But to the rest of the world... well, I don't know what exactly they saw, but ever since she'd swapped our attractiveness with those two guys, women were drooling over her left and right. Did they see her as a dude? Some kind of frat-dude pretty-boy jock? That still seemed so weird to me.

"Oh my god." A realization dawned on Elizabeth's face. "That's why you guys went shopping! That's why you have new outfits!" Her mention of shopping snapped my attention back to the table. "Wait," she continued "What do you mean, none of your clothes fit? What about all that stuff you used to wear? Like, I totally remember you having this cute grey sweater that you used to put on whenever you wanted to downplay your boobs."

"It's no good." I laughed. I remembered that sweater. "I remember her wearing all kinds of stuff too, and it all fitting perfectly, but none of it fits. She tried putting that sweater on yesterday and it's the weirdest thing. It's like everything either shrunk or stretched in the wash. Not only were the arms way too long, but she couldn't even get it down past her breasts."

"No way," Elizabeth let out a howl of laughter, "you swapped your boobs?"

"Maybe" Ellen blushed a little, looking down at her perfect rack. Maybe it was just my imagination, but I couldn't help but feel like her breasts started bouncing in response to the attention.

"You mean to tell me," began Elizabeth, burying her gaze in Ellen's soft cleavage, "that those twin peaks I've been so jealous of my whole life aren't even yours?" How can that be? I was there when puberty hit, and girl you got run over like a truck. You grew like, what, two cup sizes that summer? All the girls were drooling over you the entire time. And your dick! You couldn't even go into the lake cause your swim trunks didn't fit right. Do you not remember that?"

"I um." Ellen furrowed her brow in surprise. "No. That's not how I remember that summer at all. Wait, was that the year I ended up making out with that weird glasses kid?"

"Oh my god, yes! What was his name? Todd? And then you found out he was totally gay. I mean, looking back we really should have known, but still."

"Uhg." Ellen rolled her eyes "Don't remind me."

“Wait, you were making out with a guy named Todd?” I said, raising an eyebrow in mock jealousy. “I don’t think I’ve ever heard this story before.”

“Look.” Said Ellen, cupping her boobs. “The important thing is that they’re mine now. And in so far as anyone is concerned that’s the way its always been.”

Elizabeth laughed again, still staring lecherously at the source of her jealousy.

“Oh!” Said Ellen, her tits bouncing as she pulled her hands away. “That brings us to why we wanted to talk to you about this in the first place.”

“Summer camp?”

“What?” Ellen shook her head. “No.”

“Hey, hold on one second.” Elizabeth sat bolt upright, a look of dread dawning across her face as she eyed the device suspiciously. “Have you ever swapped me with that thing?”

“Huh?”

“Because you know, I’ve always felt like maybe I was... I don’t know... like I ended up in the wrong body, or with the wrong body parts, you know?” Elizabeth looked down at her slim, waifish form and frowned. “I don’t... I don’t always like the way I am.”

“Aww, honey, no.” Ellen put her hand on Elizabeth’s shoulder. “No, I’ve never used the device on you. Not without your consent. I’ve learned my lesson. The only swaps I’m ever going to make are either temporary or aware. You’re the same you you’ve always been. For better or for worse.”

“Oh.” said Elizabeth, unsure if she should be relieved or disappointed.

“But um,” Ellen continued. “That does sort of bring us to why we’re here, actually – what I’ve been trying to tell you. We wanted to see if you’d be interested in, well, let’s call it a business proposition.”

“A business proposition?” Elizabeth, intrigued, raised an eyebrow.

“We, um.” I said, clearing my throat. “We kind of ended up spending way too much money at the mall yesterday.” I laughed. “You know how it can be, right?”

“I’ll bet.” Elizabeth smiled as she snuck a sidelong look at my outfit. I rotated my shoulders a little to give her a better view. “I’ve seen the way you shop. You, sir, are an insatiable fiend.”

I laughed. The last time the three of us had gone shopping together I had run the girls so ragged that by the end of the night they had just crashed on a bench while I finished up with all those cute little stores down the north end of the third floor.

“So, you know how you’ve been squirreling away money for breast implants?” said Ellen.

“Uhg. Yeah, it’s been tough.” Elizabeth began. “I’ve had to make so many little sacrifices, and the things I’ve done for tips... uhg. But it’s going to be so worth it. I’ve even got the perfect doctor picked out. I was down there a few weeks ago and the girls who worked there, Tess and Denise? Super nice. You could tell the doctor did good work just by looking at them. Just a little while longer,” she held her hands out in front of her chest, as though cupping a truly massive pair imaginary breasts, “and I’ll finally be able to afford my own pair of huge... perky...” she trailed off as she stared at Ellen’s boobs.

“Oh my god.” She exclaimed.

Elizabeth looked down at the device, then back at Ellen’s boobs, then back down at the device. Her eyes sparkled as the gears in her head started to spin. She looked like someone had just offered her a magic lamp and she couldn’t decide what to wish for first.

“There we go.” Ellen grinned.

“You...” Elizabeth stammered “You want to sell me boobs?”

“Well.” Ellen’s breasts jumped as she gave a little cough. “Basically. That was the idea, anyway. I mean, rather than you paying some doctor thousands of dollars, you could pay us half that amount or whatever and we’d use the device to get you an authentic pair of enormous stripper melons instead, just like you’ve always wanted.”

I could see tears welling up in Elizabeth’s eyes, but she blinked them away before they could ruin her makeup.

“And I mean...” Ellen continued, “It’s better than surgery, right? No scars? And its more or less all natural, right? Well... for a given value of natural. I guess if you’re swapping with someone who has fake tits, you’ll wind up with fake tits? I guess. Then its like... I don’t know. Anyway.”

Ellen’s ramblings were cut short as Elizabeth leapt out of her chair and tackled her from across the table, catching her in a great big hug that almost sent them both flying to the ground.

“Um.” cried Ellen, caught completely off guard.

“Thank you” Elizabeth whispered, her voice struggling to hold back emotion.

“Of course.” Ellen said, trying to half laugh it off. “We’re friends, aren’t we?”

“No. You don’t understand.” Elizabeth sniffed. “This... this means so much to me.”

Ellen returned the embrace, reaching her hands around her friend's back comfortingly. This was a completely new side to Elizabeth. She was always so irreverent and bouncy that I don't know if I'd ever seen her get all serious and emotional like this.

A few moments later, Elizabeth pulled back, still misty eyed.

"What did I ever do to deserve you, Elles?" she asked.

"You helped me survive French class, remember?" Ellen laughed.

Elizabeth joined in the laughter as well.

"Elles," she said, still softly, "you know you can always come to me if you need money. You should have said something earlier. You don't need to *sell* me boobs. I'd have gladly given anything for you."

"Elizabeth," Ellen clapped her hands on Elizabeth's shoulders. "I'm not about to just borrow a couple thousand dollars from you without offering you anything in return. Don't be crazy. Besides, I know how much your boob job money means to you, I wouldn't take that away from you."

"Well," Elizabeth smiled "its yours now. Forget half, you can have all of it. If this works I won't need it anymore."

"Well, you'll want to keep some." I chimed in "After all, you're going to need to buy a whole new wardrobe."

"Oh my god, yes!" Elizabeth beamed "We'll all totally have to go shopping together."

"Yes!" My eyes lit up. "Oh man, there was so much stuff at the mall yesterday that would look great on you! Oh! I need to get a bunch of makeup stuff and I totally wanted to get my ears pierced!" Even though we had just gone shopping yesterday there was still a lot of stuff I wanted to get and checking out a bunch of sluttier stores with Elizabeth would be a whole lot of fun. I'd never have really admitted it to myself before, but she and I have always had similar tastes in clothing. If we were the same size we could totally swap outfits. Er, as in sharing outfits, not like, using the device or anything. That would be a bit weird.

"Okay, hold on." Said Ellen "We can't keep buying clothes after every swap. Its not sustainable."

"Aww," I said, pouting. "You're no fun."

Ellen gave me a chastising glare, which I returned with a sizzling little wink. I stuck my tongue out mischievously, so she knew I was kidding.

“Hey,” said Elizabeth “If this thing works half as good as I think it will, money’s going to be no object. I’m going to be raking in the tips hand over foot. Plus, I won’t have to scrimp and save for my boob job, that frees up a lot of my income.”

“Oh, right,” said Ellen “I should probably mention. There is one teensy little catch.”

“Ah.” Said Elizabeth, deflating slightly. “I should have known.”

“No, no, its nothing too serious.” Ellen said, reassuringly. “It’s just, well, playing around with the device for fun is all well and good, as long as you swap them back afterwards, that is, but anyone you swap for good... any, like, permanent swaps you want to make, you gotta do it with their permission. You can’t just steal some poor girl’s boobs, you need to find someone who is willing to give them up.”

“Wait, hold on one second,” said Elizabeth, “you’ve been telling people about the device before swapping stuff with them? Wouldn’t that get out of hand quickly?”

“Er, well,” said Ellen, gesturing nervously, “its kind of a new rule. A bunch of stuff happened yesterday and well, long story short, I feel really bad about what ended up happening. So now its like, it’s an ethics thing. If you’re going to use the device for personal gain, you have to use it responsibly. That’s why we came to you for money instead of swapping our bank accounts with some rich dude.

I took Ellen’s hand in my own and gave it a supportive squeeze.

“Aww.” said Elizabeth, half frowning. “That’s... that’s really kind of sweet, actually. You’re a good person Elles. And of course, you wouldn’t be you if you didn’t worry about that sort of thing. For you, sweetie, I’m willing to go along with that.”

“Yeah.” Ellen laughed softly. “Its something that’s really been on my mind a lot recently. I guess I can get a bit philosophical about these things, huh?”

“So, wait,” said Elizabeth, shortly, “how am I supposed to get someone’s permission though? Its not like we can just go up to every overly endowed girl in here and go ‘Hey, I like your boobs, wanna trade?’ You don’t want to go around telling everyone about this thing, do you? The fewer people who know about this the better, right?”

Ellen furrowed her brow in concentration. Have I mentioned how cute she is when she does that? She’s very cute when she does that. Internally, I let out a dreamy little sigh.

“I...” Ellen pondered “I hadn’t really thought it through that far.”

“Oh my god, Elles.” Elizabeth sighed “You’re killing me.”

“It’s a shame we can’t just use the device to make someone forget about the device” I chimed in, staring at the thing sitting in the center of the table.

Ellen's eyes lit up. "Evan, baby, that's genius."

"Wait," said Elizabeth, "It can do that?"

"Of course!" said Ellen.

"It can?" I raised an eyebrow.

"All we have to do," said Ellen, grabbing the device and pointing it by way of example "is swap Evan's awareness of the device's existence onto someone else, then ask permission for the boob swap, then swap their awareness back afterwards."

"Hold on, hold on." I protested "Wouldn't that mean I'd have no idea what was going on?" The idea of being so completely out of the loop felt majorly wrong. I mean, I trusted Ellen implicitly, but, well, that would mean putting myself in a very vulnerable position, wouldn't it?

"Er, maybe?" Ellen said, squeezing my hand gently.

I sighed, then laughed. You do a lot of crazy things for the people you love. I could feel, deep in my heart, that no matter how much I didn't like the idea, this was something I would be willing to do for her.

"All right." I sighed, begrudgingly. "For you." I then furrowed my own brow and looked down at my cleavage. "But, if I don't have any knowledge of the device, how am I going to react to, well, all this?" I gestured to my hyper-masculine body.

"All what? Your new outfit?" asked Elizabeth.

"Oh, damn, you're right." said Ellen, setting the device back on the table. "That's a very interesting question."

"I mean," I shrugged as I shook my head a little, letting my unrestrained chest bob and sway, "I'm still willing to do it, for you, but I don't want to freak out and make a scene or anything."

"If you can swap knowledge of the device around," Elizabeth chimed in "maybe we could swap the girls' memory of the device onto a neutral third party? Someone who wouldn't be able to do anything about the knowledge? Like a dog or something?"

"Can it do animals?" I asked.

"I don't know" said Ellen, frowning. "That's a good question."

"How do you not know something like that, Elles?"

“Well, its not like it came with a manual.” Ellen scowled slightly, “I’ve had to kind of figure it out as I go.”

“Yeah, but you’ve had it a few days now, haven’t you? Knowing you, I’d have expected you to do all kinds of crazy testing with it in that time.”

“Hey,” Ellen countered “It’s been a busy few days.”

“It really has.” I added, waggling my eyebrows and giving Ellen’s thigh a squeeze.

Ellen blushed a little as her eyes ran longingly over my body. I leaned in close enough that I was sure she could smell my aftershave and gave her a little kiss.

“Clearly,” Elizabeth laughed. “And clearly we need to start making up for lost time. I want to take it for a test drive.”

“A test drive?”

Yeah! Like you said, nothing permanent, but I want to see what this little baby can do.”

Elizabeth’s hands made a grab for the device, causing Ellen’s whole body to tense up, like someone had just drawn a gun. She calmed down a little when she saw that Elizabeth was mostly just trying to get a more hands on look, but I could tell she did not like the idea of anyone besides herself handling that thing.

“Oh,” said Elizabeth in surprise as she lifted the box, “It’s heavier than I imagined.”

“Elizabeth,” Ellen said, trying very hard to sound calm, “be very careful with that.”

“So how does this thing work? Do you have to, like, aim it? What’s with all these little dials?”

Ellen took a deep breath. I could tell she was trying her best not to let her anxiety get the best of her. After how badly I fucked up at the mall yesterday I couldn’t say I blamed her. But, well, Elizabeth wasn’t a bad person. It’s not like she was going to do anything too crazy, right?

“You set the dials for what kind of swap you want,” explained Ellen, warily, “then you point it in the direction of the people you want to swap, then you push the big button on the side.”

“That’s it?” asked Elizabeth, experimentally fiddling with the controls. Ellen actually ducked as she swung the thing our direction.

“Yes, just... be careful with that thing. When you’re ready to go put it down on the table so we can all be touching it when you –”

Maybe Elizabeth hadn't quite been listening, maybe she was just impatient. Regardless, time seemed to slow down as her finger pressed down on the big black button. I could feel the terror radiating out from Ellen as I heard - just so faintly that I thought I was imagining it - that telltale zzzztttt of the device at work.

There was a silent pause as we all stood there in shock.

"Elizabeth?" asked Ellen.

"Y-yeah, Elles?"

"What did you just do?"

A huge grin broke across Elizabeth's face as she choked back a wave of laughter.

"Well um. Don't panic." she said. "It's not as bad as it looks?"

To be continued in part 8: Bra Busting Burlesque!