

New Elders

Kaboom! An explosion rocks through what remains of the Illithid hive. Debris of stone and organic structures that make up the tunnels of Illithid structures. Their sleek mauve dark craftsmanship that is unnerving to any surface dweller, but not to the two adventurers whose mission to destroy this hive once and all will only lead to something new...

An anthropomorphic white furred wolf looks down at the collapsed tunnel behind him, his blue eyes narrowing down at the blockage, "How much explosives did you use?"

An anthropomorphic grey furred male wolf with dashes of brown along the edges of their ears, muzzle, intermixing with their grey mane. The heavy armor blocks most of their off-white belly fur and their muscular form. The ringing in his ears takes him a moment before he can respond with a sly grin, "Enough to make sure we got rid of all those brain eating bastards."

He grabs him by the shoulder, tightening his grip, "Keep your focus Flaming. We're approaching the very heart of the infestation. The Elder Brain. It'll have strong psychic powers. And we need to always keep our minds steeled against their psychic assaults. This will be the hardest step yet."

Flaming tightens his grip on the hilt of his longsword, taking slow deep breaths, "I'll keep my mind clear, focused."

"Good, just like how I taught you," he replies, looking up the hallway, "He's just up ahead. We defeat this thing we'll be victorious," he says, steeling himself for the coming combat, nostrils flaring, muscles tensing, the magical enchantment on his sword coming to life, glowing a mixture of gold and purple arcane energy.

"I won't let you down Kevin," Flaming says, with conviction in his voice, the dark tunnel is no hindrance for him and his companion. Their leather studded armor jingles as they make their way through toward the final chamber. A large circular stone platform in the center of a large stone room that has been carved out of the stone, with glowing crystals that fill it with an unearthly light, which illuminate the Illithid shrine in the center. A pool of green liquid flows around the Illithid skull, with dozen long tentacles that spread out from the center. Encased in the center is a massive pink wrinkly brain the size of a dire bear.

With their shields up, physical and mental they approach the giant brain which pulsates, shifting within the giant cranial cavity, the air is stale, and there's a weight felt in the room, a voice echoes out into the heroes' minds, "*Trespassers, my children will feast upon your minds and your bodies will become theirs. There is no **escape** for you.*"

Kevin and Flaming take flanking positions, keeping their guard up, constantly surveying the area around them. Their steps echo out into the room, the two look at each other, Kevin yells out to the brain, "It is you that has no escape. You will fall to our blades!" his voice echoes out.

Flaming snarls, showing his canine teeth, sprinting ahead toward the giant brain just as thick black tentacles spring forth striking out towards him. He barely manages to roll out of the way, steadily closing the distance, while Kevin deflects several tentacle attacks from his head, the pressure of the Elder Brain's psychic power making his head pound.

“Keep your focus, we’ll need to break its barrier first, after that it’s nearly defenseless!” exclaims Kevin, deflecting a series of black tentacle strikes, slicing through one of them, black ichor hitting the ground, while a mind crushing scream echoes out in their minds.

“I won’t let this creature get the best of me,” huffs Flaming, feeling the pain in his head grow, a little bit of blood trickling down his nostril. He parries several strikes of the brain’s massive sleek tentacles. The slime flicks across his armor. It tries to push him back physically while trying to drill past his mental barriers, to either take over the multi-colored wolf or turn him into nothing but a mindless thrall to be used against his companion.

The Elder Brain’s voice booms in their minds, *“Insignificant worms. I will enjoy watching my children devour your minds if I don’t get to them first.”*

The duo bob and weave through each other, the tentacles trying to keep up, striking near them, causing the stone to crack with each hit. Flaming gets close, striking with his blade toward the Elder Brain after just managing to dodge a series of attacks, the blade strikes true but is deflected by a glowing purple psychic barrier which guides the blade away.

As Kevin slices through one of the tentacles, the squiggling flesh flopping to the floor, the ichorous blood oozing out of the wound while the brain screeches, a wave of psychic force pushes the two of them back, “Keep it up. It can only keep up the barrier for so long. There’s no one coming to save it,” he responds with a heavy pant.

“It’ll won’t get the better of me,” he says with a heavy pant, tongue hanging out of his mouth, his predatory gaze focused on the creature before him. His muscles ripple, tightening his grip on his weapon, sprinting towards the brain, dodging a series of attacks, his magic weapon humming with energy as it clashes against the Brain’s barrier. He strikes once, twice, thrice before he’s pushed back by a series of attacks.

Kevin moves in, taking the opportunity of the Elder Brain focusing on his companion. He charges in, using his shield to block a set of strikes, he drives his blade in, penetrating the barrier. The purple glow cracking, the blade smashing through like it’s penetrated an ethereal plane of glass. His sword drives in through the barrier all the way in, the blade stopping just a hair short of the Elder Brain’s soft pink vulnerable flesh by the sword’s hilt. He growls and huffs, “So damn close.”

The Monster’s tentacles launch out through the barrier, unhindered by its protective shell.

The white furred wolf is pushed back, forced to leave his sword, his shield pulled up just in the nick of time, the repeated strikes force him back toward the wall, till he’s literally pinned between a rock and a hard place.

“Your feeble weapons will never harm me,” declares the Elder Brain, unleashing a sickly black beam launched from the brain hitting the white wolf in the chest, causing him to let out a groan.

“Kevin!” exclaims Flaming, reaching out toward him.

The white wolf falls to one knee, panting heavily, feeling his strength be sapped from his body, “Keep your focus, I’m fine,” he states, holding up his shield to block another back tentacle strike, then slamming it down to pin it against the ground, giving a loud howl.

They've been together for years, trained to be as one, without another word uttered, Flaming knew what to do, slashing at the pinned tentacle, reducing the number of tentacles the massive creatures has down to two.

"Your pitiful minds will break soon enough," exclaims the Elder Brain, his voice growing ever more agitated, causing both heroes' heads to pound, fighting against his massive psychic force. The blade lodged in its barrier is grabbed by a tentacle and launched at Flaming in retaliation for inflicting the most recent wound to it.

The blade whistles through the air, going straight for Flaming's head. He tries to raise his shield up but is too slow. He flinches, ready to feel the sting of his friend's weapon, but is only overcome with a sigh of relief when he feels nothing.

"Keep your focus Flaming," states Kevin, the weapon in his hand, "Did you forget my weapon of returning?" he says with a smirk, standing beside his friend, his shield up, panting heavily, "That spell took a bit out of me. I'll strike the damaged area; you hammer it home."

Flaming with a burning determination in his gaze, "Got it."

He huffs, panting, gripping the blade with both hands, letting his shield clatter to the floor, "I'm counting on you!" he exclaims charging with all his might, struggling against the magic that is enfeebling him. He lets out a powerful howl, charging forward, evading the tentacle strikes, lunging his blade forward, slamming into the psychic shield that cracks and shimmers, the blade stopped once again at the hilt.

Kevin rolls out of the way, the tentacle moving to grip the blade, but Flaming with a reverberating howl strikes the hilt with his shield, hammering the blade through the shield which shatters in a blinding light the sword piercing the Elder Brain, "Got you, you slimy brain sucker!" he exclaims, taking his sword to shove it into the brain.

The Brain screeches out, the tentacles squirm and draw up to itself, the ones cut try in vain to smack Flaming off it, *"You will all die!"* he shouts into their minds, that tighten the vice feeling around their minds, blood dribbling from Flaming's nostril but it doesn't stop him to continue to stop and slam his sword into the brain.

Kevin pants, ducking out of one flaying tentacle, pulling out a pair of smaller daggers, helping to finish off the Brain, its booming domineering voice growing ever weaker with each sleek blood-soaked stab. The glow of the oozing pool that it rests in growing dimmer and dimmer.

The Elder Brain's voice weakens as it speaks, the pain in their minds easing up but then with one single burst it exclaims, like a thousand screeching Mogwai *"I will take you with me!"* it exclaims the Elder Brain glowing brighter, the pool rumbling as a massive explosion takes place, utterly destroying the monster, sending the heroes and their weapons flying out in all directions.

Kevin and Flaming slam their backs against the stone wall, the air knocked out of them, the lingering magic that's weakening Kevin's body remains despite the death of the one who casted it. He gasps, the air knocked out of his lungs, his head aching like he has one of the most

wicked hangovers from a night of binge drinking. He smirks, seeing the broken and battered stone skull, the brain is no more, and the pool it was in is oozing its slimy liquid onto the floor.

Flaming is just as mentally exhausted as Kevin is physically. The pounding in his head continues, his eyes a burning delight, seeing their foe vanquished before them, “We did it! We did it!” he exclaims, getting to his feet, checking himself for any injuries, finding relative few, but his armor is in complete tatters, the armor having absorbed much of the damage, “Kevin, are you alright?!” he says, rushing to his side, noticing his armor has been mostly destroyed, revealing his muscular white fur.

Kevin smiles, taking Flaming’s hand, working with him to pull himself up to his feet, leaning his body up against his, their warm shaking off the cold of this damp wet chamber that is covered in what remains of their foe, “Finally, it is over,” he says with a heavy pant, the throbbing in his mind, growing, “Wait, something doesn’t feel right.”

“Don’t worry, I got you Kevin. We’ll be fine,” he says, embracing him, steadily feeling a haze come over his mind. His eyes glass over, grip growing tighter around his friend... his lover. A feeling bubbling up within him, “I’ll take care of you. And have you like you had the Elder,” he explains, giving a soft domineering growl.

The white wolf’s ears twitch, hearing the faintest sound of feet touching stone, a shiver runs down his spine, lip curling, growling angrily, “Flaming, you must fight it. We missed one,” he says with a heavy pant, looking past him to see the source of their newest problem.

An eight-foot tall Ulitharid, with dark mauve skin with long tentacles that could reach the ground if they ever fully straightened out. The dark tattered clothes wrapped around its humanoid form. The creature’s long gaunt fingers point out to the pair, its voice bellowing deep within Kevin’s mind, *“I should thank you for taking out the Elder in my way. But you’ve caused my colony so much harm. You’ve **fucked** my people as your terminology so eloquently puts it. So, before I use you to rebuild my colony, I shall have your friend **fuck** you,”* the Ulitharid states, its glowing purple eyes focusing on the pair. His attire has a crest that flaunts his position within the fallen colony.

Flaming lets out a deep rolling growl, tearing off the remaining bits of armor and clothing left on his white furred friend. His mind filled with a lustful haze, arousal burning through his body, claws trailing along his friend... lover’s body. The mind-numbing haze and control of the more powerful Illithid over taking many of his mental defenses. His pink canine length slipping out through the tatters in his clothes, “I want you so badly Kevin,” he huffs, tail wagging in delight.

Kevin weakly tries to fight against his friend, taking a deep breath, sensing the lust coming from his friend, “Flaming, fight it. This is not the time,” he says with a huff, turned around, his tail pushed to the side. The defeated Elder Brain’s nutrition pool covers both in copious amounts providing ample amount of lubricant for Flaming to get into position, “Come on Flaming, I need you to snap ou-oooowwooo,” His words are cut off by the sensation of his lover’s length slipping underneath his tail, going knot deep within a mere moment.

Flaming slips his fingers through Kevin's fur, pulling him closer, his knot bouncing off that tight pucker, "You're so warm. I've missed it so much, let me take you, have you, be with you. You've trained me, given me so much, now let me give something back to you." He huffs, pushing his twitching member deep within Kevin, feeling his tight grip, the pleasure and arousal surging to newer heights. The vision in his mind, the whispers in his thoughts, coaxing him further down this erotic path that with each passing moment becomes his new reality, the fight, the near-death experiences, the harrowing combat that led them to this place, fading away into an imaginary bed of roses.

Kevin clenches down on his friend's throbbing length. Not finding it is not unwanted but knowing this is not the time. He struggles against his friend's strength, finding himself left wanting. With each powerful thrust his body responds with the love and desire that it craves so badly.

The Ulitharid chuckles, speaking with an emphasis on the S, "Yes, feel your friend become my puppet. Their mind is under my thrall. Using their care and love for you, for my own ends," she chuckles, hovering over the ground, gliding himself toward the pair.

With each thrust, Flaming moans deeply, panting heavily, pulling his lover closer to him, "I'm so pleased to be with you like this again." His member twitches, pre-cum dripping into his lover's rear. The sleek hole welcomes his length as it slides in and out, pushing and pulling at the sensitive insides of his partner, the twitching flesh pressing down on Kevin's prostate. The vision fills his mind, a time not yet to happen, but what he's wanted for, for so very long, "Now we can be together forever," he huffs.

Kevin shudders, his body clenching down hard on his lover's hard throbbing pleasure pillar. His body betrays his pent-up desires that he's denied himself for so long. Images of their long training sessions, their muscular forms, pressing up against each other during cold nights, delving into the depths of the under dark, dodging the horrors that lie underneath the earth. He's become closer to Flaming than he has ever had before, soulmates forged in the adventure of a lifetime. And to feel him wanting him so much fills him with a warmth and love that he has long desired, and knew he could get from his partner, but *now* isn't the time. Now is the time to, "Fight it Flaming," he huffs, his member twitching, leaking pre-cum.

Flaming pulls Kevin closer to him, pressing his strong chest against Kevin's back. Each thrust, the knot bounces on that tight rear. His tail wags quickly, a whine of delight escaping his lips. The world crafted just for him to facilitate this passionate mating becoming ever more real. Each thrust drives him farther away from the harsh reality that has denied him this nirvana for so long, "Oh, Kevin. To have you now. To share this with you," he says, looking down at his lover, seeing Kevin's face morphed from that of conviction and fear of the moment into passionate, love, nuzzling and nibbling his neck, hearing his words caress his ears, sinking into his mind, hearing, "We no longer have to fight it Flaming. We can be together."

Such sweet melodies for the wolf that he can barely believe the time has come. His truth pushes past the reality of the situation, bucking hard against his lover, knowing that knot will soon pop in, binding them together. Their shared pleasure, intimate moment, his panting

growing heavier, balls churning with his essence, ready to flood his lover, and to tie them together in one long loving embrace, he can barely stand it, "I love you so much Kevin."

Kevin grunts, that knot on the verge of popping in, his member dribbling pre-cum. His red rocket throbs, his knot growing bigger with each thrust. A whine of pleasure escaping his lips, fighting as much as he can against his lover, "I love you too. But you need to fight this Flaming. Don't let the monster control you."

Flaming moans, hearing instead, "I love you too. You need to thrust that monster of a cock deep into me. Take me, I want you so badly."

The multi-colored wolf shudders, responding, "I love you so much Kevin. I am so close, let me in, let me fill you with my essence," he huffs, running his paws through the white wolf's fur. He thrusts with ever increasing strength, while Kevin huffs and whines in delight, need, and worry, noticing the Ulitharid's approach.

It hovers itself over, the long dark mauve tentacles reaching out to caress along Kevin's muzzle, the sleek squishy tentacles caress around his head, sliding down his body, the creature's unsettling long fingers reach out to scratch under Kevin's chin, forcing him to look it in the eyes, "How does it feel to be fucked by your ally? Taken and made vulnerable before me?" he chuckles, "Your mental defenses are impressive, but your body is weak," he states, the facial tentacles caressing down his body, running along his chest, across his hard perk nipples, "I can't tell if you are enjoying this or fearing what I am going to do next."

Kevin groans, his mind being torn and teased, yet he keeps his defenses up, "You won't break me," he growls, feeling Flaming thrust even harder, spreading his pucker wider, the knot about to slide in before it pulls back.

Flaming hears in his mind, "Break me Flaming, break me!" The wolf whines, nibbling his partner's neck, "I will break you but be gentle my love, if that is what you want," he says with a deep pant, one hand sliding across Kevin's chest, while the other reaches down to gently grip his lover's member, stroking it, "I want us to find release together." His hands move past the tentacles, not paying any attention to them, thrusting ever harder, ready to burst.

The dark purple skinned squid faced monster before him, slides his tentacles down, caressing along Kevin's length, massaging and squeezing it along with Flaming. More tentacles wrap around the white wolf, teasing every inch of his body, "When you climax, your defenses will break and then you will be thrall. I'll enjoy breaking both of you and feeding you to the surviving children. You'll be nothing but a distant memory," he chuckles, squeezing the wolf's length. The tentacles slide across the member, along the knot, teasing along the entire length, coiling around the balls, fondling them, squeezing them with a trained passion, "Your friend has thought of so many ways to please you. His knowledge will be invaluable to make you break."

The pressure builds up within Kevin's loins. He struggles to keep his climax at bay, but each thrust, stroke, makes it all the harder, "*I need to keep my mental defenses up. Remain calm, remain focused,*" he thinks, eyes darting around, trying to find something, anything that could be used for his advantage. Time is running short, "*There has to be something,*" he thinks, when his eyes go wide, catching the position of his sword, glimmering in the low light, lodged in the stone

behind the Ulitharid, "*There still might be a chance,*" he thinks, redoubles his efforts, reaching out toward the creature.

It pulls back, but it easily keeps its tentacles wrapped around Kevin's body, with enough of them to spare to wrap around Kevin's arm and hand, snaking itself around it, holding his hand there in the air, "Do you think your weakened form could even begin to hurt me. Just a little bit more and you'll be mine."

Flaming imagines his dreamland, thrusting hard, completely lust in his instinctual instincts, hearing Kevin scream out, "Harder, harder, pop into me Flaming! Let us be together!"

His knot bounces off of Kevin's hole, spreading him wider with each thrust, feeling the throbbing twitch of Kevin's member, his dribbling length, his massive girth, his even thicker knot, eager to have his turn being taken by his lover, "Yes, Kevin. Let us be together. I want you so bad. I can't stop myself," he whines, ready to pop himself into his lover, knowing any moment now he'll slip in and unleash his load.

Kevin can feel how close his lover is, and himself. The burning heat in his loins is bringing his pleasure to the brink of boiling over. The tentacles caressing his form, milking his length, squeezing out the dribbles of pre-cum. His hand remains outstretched, calling upon the magic of the blade, which wiggles, fighting against the stone its found itself wedged into, "*Come on, just a bit more, a little bit more,*" he thinks, whining in pleasure and the depth of the moment that it's now or never...

Ulitharid chuckles triumphantly, feeling Kevin's mental defenses about to break, "Such weak creatures the lot of you. But your mind will be so tasty. Your bodies will be morphed and turned into new Illithids once the surviving tadpole children are brought and the strongest will be selected to feed on your brains," he states, reveling in his victory, "It is strange how your surface society is. I bet you are disgusted with yourself, to be taken like this by your dear friend no less," he cackles evilly.

Kevin grits his teeth, staring up at the abomination before him, feeling those tentacles across his body, teasing and toy with him, he's already one foot off the edge, and now just leaning forward to fall into the climax that will seal his fate. He huffs, hand tensing, blade shifting, "Actually, Flaming and I are in love, and we enjoy this, and you won't be around to enjoy your *victory,*" he declares, letting out a howl as his lover pops his knot into him, unleashing his hot creamy load.

The surge of pleasure, the warmth, Kevin's ass instinctively milking his partner's essence, while he feels the rush that follows, his own seed flooding through the tunnels of his body, ready to spew out of him.

The Ulitharid looks at him with a curious look, tentacles squeezing all across its prey, trying to pierce into Kevin's mind, breaking through just for an instant, but by then it's too late... for this underground creature.

Kevin's blade springs free from the rock, flying back into Kevin's hand, but not before the blade drives itself through the back of the Ulitharid's skull, killing it instantly. The dark purplish blood gushing out of the wound, the blade, reaching his hand. The tight squeeze of the

Ulitharid's tentacle grip begins to loosen. The force of the creature's mental push into his mind fades, hearing only the faintest, curses of the Ulitharid into his mind, before it slumps to the ground as a lifeless husk.

Celebrating his victory over the creature not in the way Kevin could have ever expected his victory to come like this. His white essence shooting out of him, over the fallen enemy, finding himself brought so close to the bring and tugged away at the last moment. A sense of relief on multiple levels overtakes him. He howls out, mixing with Flaming's own howl, their voices mixing together, echoing out into the now empty caverns of the now ended Illithid colony. The tentacles slipping off his form, the blade in hand clatter to the ground, his physical strength completely sapped away by such a hard climax mixing with the draining magic. He falls to the ground, pulling Flaming with him as he's knotted nice and deep into his behind.

"Kevin... I've dreamt of this," mutters, panting heavily, the fog over his mind becoming lifted, leaving him exhausted mentally and physically. He lays on top of his partner, pinning him to the ground. The Elder Brain's fluid tank pooling all around them.

Kevin tenses on the length in his behind, "Perhaps we can just relax here just for a moment... and then we can go," he mutters, face in the liquid, closing his eyes, enjoying the moment of just being able to relax and not have to worry about anything. His body and mind were taken to the brink. Every muscle relaxes and finally he can let down his guard... that is until he sees a squirming Illithid tadpole making its way toward his head, "*No, no, no,*" he thinks, trying to lift Flaming off of him. "Come on Flaming, now is not the time," he says with a grunt and whine, watching the injured tadpole wiggle and hop its way toward him.

"Damn it, only if I was still not weakened by the Elder Brain's magic!" he growls, lifting his head as far as he can, while Flaming simply mutters to himself of how much he enjoys Kevin's touch. The knot lodged deep in his rear, providing the perfect anchor point to make it impossible to shake his buddy from his back, "I won't let you have him or me," he growls, using all his strength to weakly slam his head down at the tadpole with its series of teeth, designed to tear into any sentient creature's head.

The Elder Brain's tub fluid splashes out, the sound of squishing a tadpole felt against his muzzle. He tries with all his might to bite down and chomp on it, but even in its frail weakened form the brain eater wiggles past the attack, with even more injuries than it had before, "No, no. I won't let you," he huffs.

The badly injured tadpole uses all of its strength to wiggle up and into Kevin's ear, making its way up and into its final destination with a chomp and a wiggle.

Kevin groans, feeling the pinch of pain, "*I won't let it. If I can keep my mind defenses up, I can hopefully deny it easy access to my head and starve it out. It can't be that strong after everything,*" he thinks, feeling his headache. He can imagine just where the creature is within his head, ready to chew down on his sensitive brain matter. He knows the biology of Illithids well and how they reproduce. It was a driving force for him and his love to come down here, to weed out these vile creatures.

He huffs and grunts, clenching down on Flaming's length, the wolf still knocked out cold over him, "Come on Flaming, wake up. It's not too late for me," he says with a huff, his hands digging into the hard stone, his fur soaking in the mess. His nostrils flaring, ears twitch, fighting and struggling against the creature within.

He huffs, and whines, tensing and relaxing, steadily feeling his strength return, the magic that has been wrecking his body finally fading, while Flaming's arousal after over an hour of knotting the two together finally relaxes enough for him to pull off of the knot, groaning in the process. His rear feels warm and full of his partner's essence, "I won't let this thing stop me," he huffs, panting and tensing, feeling something strange come over him, a tingle rushing down his spine.

He looks at his hands expecting to see the start of the metamorphosis, the dreaded ceremorphosis, "I need to keep my focus, use my psionic powers to fight against the tadpole within him. Two competing forces, each striving to survive, one trying to retain control over his body, the other trying to take it over, and transform it into a brand new Illithid.

His heart pounds ever quicker, a tingle spreading along his back, tail swishing ever quicker, "*Keep your focus, keep your mind. You can do this Kevin, you can defeat this thing, crush it in your head with your mind,*" he thinks, closing his eyes, drawing his focus inwards, the world around him melting away, while the transformation running through his body becomes ever clearer.

Shifting, changing, he pulls himself inward, hands on his head, mind creating the illusion of the tadpole worming its way deeper into his mind, the world around him fading into the background, feeling the Illithid that will spawn from him. That dark mauve skin, the squid face with its squirming tentacles, the dark gaze looking straight at him. Nothing but the hermaphrodite monstrosity before him. It stares down at him, its towering naked form, speaking into his mind, "*Serve the colony. In it for yourself. Our interest, your interest... my interest is what matters.*"

Kevin shakes his head, physically and mentally, "*No, no, no. I am not some self-interested bastard,*" he says, feeling a tingle run down his spine, his body unsure how to react to the sensations running through him. His member twitching hard, throbbing, a strange warming arousal bubbling up within his loins.

It chuckles, "*You feel it. The idea of it. The power of being something greater. In control. Domineering the lesser races. There is no Elder Brain, no other Ulitharid to stand in my way. All you need to do is no longer resist and let me in.*" It moves closer, running its claws along Kevin's sides, a thick purple cock twitching between its legs, dribbling pre-cum, pressing up against his own member.

The wolf huffs, letting out a needling whine. The sensation from his partner's matting still lingering in his body and mind. The reality of what is there and what's just in his head becoming ever more blurred, feeling the creature's warmth against his aching length, "*No, I can't. I won't. I am not selfish. I don't want to run some colony. I am to be with my partner,*

my love, and we're going to get out of here, once I defeat you." He breathes heavily, but his body presses up against the creature's own twitching member.

It cackles, the tentacles twitching, shifting, reaching out to grab Kevin's muzzle, not restricting his ability to speak in this mental world, but he can feel every inch of it sliding across him, across his ears, licking the inside of his head, while more snake their way down his back where the warmth ache grows, something deep down telling the wolf that there's a change going on there, but his focus is squarely on the manifestation of the tadpole in his head, *"Power. Riches, expansion. Submit and let me in and you'll be perfect. The finest Illithid one could have ever hoped for."*

Kevin huffs, feeling his head pound, eyes locked. Their pleasure rods gently grind against one another, the slick fluids spreading across each other, making their grinding all the easier. The tentacles slipping into Kevin's mouth, which pumps in and out of his maw like a loving partner, humping his face, *"I..."* he huffs, suckling even harder on the tentacle, while others move deeper into his ears, feeling the warmth and tingle spread along his back, up his spine into his mind. His hips gyrate against the purple creature before him, heart racing.

The Illithid would grin if it could. The tentacles slip deeper into Kevin's head, their minds growing closer, *"That's it. Power, strength, influence. We are meant to dominate the world. Expand and grow the colony. We will have it all."* Its voice grows louder, while Kevin began to grow quieter, weaker. The tentacles grow longer, slipping deeper into the white wolf's maw, into his head, along his back, wiggling, slipping into his backside.

The transformation spreads and grows, the Illithid's power seeps into his body, mind, soul. His heart drums up faster, body pressing up against the Illithid, cocks sword fighting against one another, leaking ever more copious amounts of pre-cum. The creature's body feels so warm around him, so inviting. His hands run across the creature's side.

"Yes, that's it. No resistance. I am the superior form. The best. The species meant to dominate this world and make the other races breeding stock and cattle for us. They'll be used to build my new empire. To become labor, food and if they are lucky, their bodies will be used to spawn more superior beings like me. You should feel honored that your body will be made into something far greater than it was," he says with a chuckle, pressing up harder against the wolf, a lone tentacle reaching down, coiling around both members, milking both pleasure pillars in its slick tightening grip, sending waves of pleasure through both, *"What a curious yet lovely sensation. No wonder the surface dwellers love it so much."*

With each passing moment, Kevin feels himself sinking deeper into the Illithid, his mind starting to slip into the pleasure abyss. He bucks harder against the creature, another spurt of pre-cum, pleasure surging through him, into the Illithid, their tethering growing stronger. Tail wagging quicker, the tentacles sinking deeper into his back, his maw, mind, the wonderful squeezing purple delights building up to a great mental climax. Yet another tentacle grows from it, running down his spine, coiling around the base of his tail, before the tip presses up against his pucker, beginning to slide in.

“Not much longer now. Your weak mind and body will become stronger, better, mine and your so-called friend will be next to feel my wrath, before he could even awake,” he cackles loudly, the rear tentacle massaging his prostate. *“Such wonderful pleasure, perhaps I’ll explore it... maybe,”* he says in a curious yet condescending tone. The cold uncaring voice, echoing into Kevin’s mind, the purple monster feeling it has won, and there’s little that the wolf can do at this point. Its own member grinds against Kevin’s, a building climactic pleasure, connected to one another grows larger with each thrust, each grind, each squeeze of the tentacles that feel like they were made for this.

“My friend...” the word mulled within Kevin’s mind. Deep in a state of nirvana, his sense of self, control, memories on the verge of slipping away. It’s like he’s on the edge of a cliff, the excitement building, ready to jump off. A rush of memories, his past, his time spent with Flaming come soaring to surface. The vile way the Illithid spoke about his friend, his partner, lover. *That* could not stand. His hazy blue eyes snap out of their glassed over state. The heat of his loins, the burning in his back, light a fire in his mind, a supernova in his soul, rising from the ashes like a phoenix, he finds himself reborn with newfound strength, *“Don’t you ever talk about Flaming that way. You know nothing of love and care I have for him, or anyone, and you never will!”* he mentally exclaims with a powerful rippling into this mindscape.

“What?! No, this is not possible! You’re a weak surface dweller! It is I who is meant to rule and command this colony and rebuild our wonderful empire!” it exclaims, the tentacles continue to sink into Kevin’s body, but now instead of penetrating and taking the wolf over, it’s Kevin who is pulling and dragging the Illithid into himself.

He holds tightly onto the struggling Illithid, the pleasure between them growing. He suckles the tentacle, feeling it wiggle in his throat, swallowing it down, drawing its head ward him, *“That is why you will fail. You will not take me over. I have strength and power that draws from more than simple self-interest.”* He pulls it closer, humping against its cock, the tentacles wrapped around them, unable to pull away, forced to continue to massage and milk their members, pumping faster, and faster, their balls churning away, ready to unleash their load. He presses himself against it, feeling its warmth sink down into his body, his mind growing stronger while it grows ever weaker, *“You will be nothing, and submit to me. The superior species,”* he thinks, cackling in a manner that mirrored the Illithid.

The mauve creature shows fear in its eyes for the first and last time in its existence. The near decade long time in that pool with the Elder Brain, struggling to survive and grow all that time, avoiding the Elder Brain from devouring it for its own sustenance. The indignity to be now be taken by Kevin, the irony of which was not lost on it, while it struggled and thrashed about, but deep down it knows there is little it can do, except feel itself sink into the wolf, on the verge of a blissful climax, that in some way is a consolation prize, a bit of heaven before it is drawn into the void.

The Illithid’s power was becoming Kevin’s own. A sense of superiority over it coming over his mind. He grins while he slurps on the tentacle like a rice noodle. There’s nothing stopping him from taking it over. He pulls the creature in close, explosion of pleasure between

them, shattering the Illithid's mind, as its pulled deep into Kevin's form, the hot spunk they both give mixing together, but in the end it's the wolf who will be the Alpha, the one to take charge in this binding of the minds, personalities, thoughts. The Illithid, hopeful to become an Ulitharid, and a future Elder brain, now snuffed out, like a flame being blown out, leaving nothing but a smoke that is drawn into Kevin.

With a loud echoing howl the white wolf climaxes in the real world, feeling the tentacles wrapped around his member, stroking himself off in his own self-indulgent pleasure. His hands tense as he is drawn from his mental battle, brought back to the land of earth and stone. He pants heavily, feeling a change within him, around him. Flaming's consciousness, he can *feel* it, and with newfound instincts, he has a sense of relief that he's alright.

He blinks, his blue eyes now tinted purple, in his field of vision is a set of deep mauve tentacles. He feels them, an extension of himself. He reaches for his face, feeling his muzzle, a mixture of sorrow yet relief that his head is still his 'own'. Steadily he finds himself to better focus, feel the source of the tentacles, following from the tip of the two coiled around his length, which drips with his most recent climax, all the way around toward his back where there's several there, ready to extend and reach out to whatever he needs to grab and manipulate.

"This new body," he chuckles, grinning, "It is superior to what I had before. That Illithid was not wrong about that. I feel the strength it brings; the power of my mind has expanded beyond what I thought was possible," he says, taking a deep breath, nostrils flaring, looking down at his friend, sensing his mind is soon to be stirring awake, "*Such power. This new form is superior and grand. I have to grow my colony. I have to share this with Flaming. He can serve me, and we can be together. Become far better than what those Illithids were trying to do,*" he thinks, admiring Flaming's muscular body.

The grey, brown, and white wolf groans, "Ow... my head," he huffs, his body aching all over, the consequences of the battle hitting him like a ton of bricks, the lingering effects of the Ulitharid's attack is still apparent by his half-erect length. He tenses, feeling a knot in his stomach, "Kevin?! Where are you?!" he exclaims, looking around, panting heavily, feeling deep down as something terrible has happened, but unable to put his paw on it.

With a loving smile, Kevin steps into view, his tentacles pulled back and out of view, "Relax Flaming, I am right here. Everything is fine. We won," he says in a soft soothing voice that seems to echo throughout the cavern and into his friend's mind, "*Everything is fine. Everything is fine.*"

A sense of relief washes over Flaming. He smiles, getting to his feet with a grunt, Kevin offering a hand to help him up, which he gladly takes, "I'm so glad you're alright. I had this crazy dream that I was... I can't recall but it felt so real, and I felt you were there. But something was watching over us. Something evil."

He chuckles, "Nothing evil is left. It's just us. And now that they are gone, we can start a new life, me and you, together, forever," he says, opening his arms, ready to give him a hug.

Flaming blushes, his heart thumps, his cock growing a bit hard, seeing Kevin naked before him. Even with the Elder Brain's pool fluid all over him, it's one of the most delightful

sights he could have ever hoped for. He steps in, accepting the hug, "I've always hoped to hear you say those words. I can't believe it's finally arrived," he says with a whine, a sense of relief washing over him, that is until his hands wrap around Kevin's back. The fur on his backside has thinned dramatically. While he runs his fingers through the white fluff, there's part's that have thinned out considerably, "Kevin? Are you alright?" he asks, looking into his lover's eyes, noticing the darker purple tint. He tenses, the swaying of his tail was shifts from pleased to worried.

With a gentle warming smile he nods, "Of course I am alright. What makes you think I'm not?" he asks, pulling his lover closer, "We defeated a great evil. And now we have all this space to grow and expand, just the way we'd like. Under our guidance," he says, several of his back tentacles slither out of his lower back, to avoid alerting Flaming too soon.

The other wolf shakes his head, feeling the pressure in his mind similar to what he felt with the Illithids, "No, something is wrong, I can feel it. This is not like you," he says, taking a step back, but before he can get any further, sleek mauve tentacles wrap around his wrists, forcing his hands back onto Kevin's hips.

He smiles, "I am me Flaming. That is the amazing part. I've come to realize just how much power I can possess, that we can exert on this world, make the change we see fit, together," he says, his cock twitching in delight just thinking about a future with him so tightly bound and connected to one another. His tentacles holding him close, making Flaming gently caress his sides, moving in to give his lover a kiss.

Flaming struggles against the grip, unable to believe what he's hearing he tries to pull away from the kiss, feeling his lover's warm muzzle against his, sensing no ill-intent, but knowing that this was not the Kevin he knows. "Kevin, snap out of it. Your mind is so much stronger than mine. You can defeat whatever Illithid has gotten a hold of your mind," he says, his amber eyes pleading to him to break free of whatever has taken hold of him.

He passionately nuzzles and licks him on the snout, grinding his hardened length against Flaming's own, feeling it become full and knotted within moments, "I know you can't wait to feel me inside of you. I know you want this so badly. We no longer need to deny each other. The danger has passed. All that lies before us is a beautiful life together," he says with a soft moan.

His words flow into Flaming's mind, soothing some of his worry but he pushes it away, "You taught me how to fight such ploys, Kevin. I know you're in there. Break free of their hold and come back to me," he says with a pant. Feeling his friend so close to him, caressing and holding his body is like a dream come true, but the ominousness of his words hangs over like dark storm clouds, ready to ruin the picturesque parade.

Another set of tentacles spring forth from Kevin's back, gently reaching out to caress Flaming's muzzle, "Relax my friend, my lover, my one and only. You'll understand soon. I feel your worry, but its only because you do not know what I now know. Fear not, you'll be joining me soon. And I'll make sure no harm comes to you," he says, giving him one deep passionate kiss. The tentacle sliding across Flaming's head to keep him from pulling away, giving them a

long passionate moment together. A different tentacle gently strokes their grinding cocks together, building up their pleasure, helping set the loving mood he intends to set.

“Look at you Kevin. You have those Illithid tentacles! They may not be on your face but they are gro...” he says before his words are cut off by one of those very tentacles slipping into his mouth, gently pumping in and out of his maw. The warm accepting look of his lover, weakens his resolve to fight against his advances, his member growing harder.

“I know and they are wonderful. An extension of my expanded mind. And you are the one I want to share this gift with first,” he whispers, gently licking across Flaming’s ear, feeling him shudder and squirm against his touch. He slowly spins him around, gently caressing his body, holding Flaming’s hands against his body, restrained by his back tentacles, tail easily brushed to the side giving him easy access.

A whine escapes Flaming’s muzzle while he suckles harder on the tentacle between his lips. The urge to bite down, to try to escape quickly leaves him at the thought of hurting his friend. His member twitches within the tentacle that remains wrapped around it. He bucks against the pleasure, feeling another set slither across his skin, tensing for just a moment before he relaxes, the concern that ill was going to come next steadily fading away. The squirming squid-like tentacles gently run across his nipples, gently rubbing them. Kevin’s hard length pressing against his hole, causing him to shudder, “Kevin...”

“I’m here my love. Relax, and just let me in, and you’ll become superior like I have,” he responds into Flaming’s mind, his member pushing in nice and slow. The lubrication from the Elder Brain pool is still as slick as ever. The slimy feel of the fluids across them accentuating the pleasure and intimacy of the moment. Slowly, steadily he slips inside his lover, all the way up to the knot, going nice and slow, showing just how much he wants him to *enjoy* this moment.

Flaming’s prostate is grinded by that red hot rocket as it sinks deeper into him. His ass clenches down, wanting to give back as much as he’s taking in. More pre-cum leaks from his member, his balls churning a fresh load, not knowing that it’s taking so long to build up his load because of what happened earlier, “Kevin...”

“It will all be alright my love. Just relax and accept me,” he says, his knot bouncing on Flaming’s pucker. His mind reaches out to caress and hold Flaming in a mental embrace that makes him feel warmed and loved like never before. All the while his mind expands out, searching through the room, sensing for any other “survivors” from the battle. There are a few but he’s searching for one that will truly fit his purposes. No normal tadpole will do, it has to be like the one that infected him, and soon enough he finds it. His mind reaches out for it, using his psychic powers to pick it up, feeling its strength, thinking to himself, *“This one will do, but it’s too strong. I don’t want it to take over Flaming. Only enhance him.”*

Flaming is becoming lost in the moment. Something deep within him is becoming unlocked. Unsure where it’s coming from. Perhaps a remnant of that blissful dream he had when he was knocked out, or maybe something more. He clenches down on Kevin’s dick, bucking nice and hard against it, ready to let that knot pop into him, *“I want you Kevin. Please, take me, I need you so badly,”* he thinks. The soothing nature of his friend is what he has been

searching for, for so long. Wanting so badly. What helped him through the trials and tribulations that brought them to this moment. It is not how he ever imagined it to be played out, but it didn't matter, he was Kevin's now and forever and that bond, he feels it grow stronger, accepting those tentacles move across his form, slipping down his throat.

The Ulitharid tadpole is brought to Kevin. A tentacle wraps around it, squeezing it, strangling more of the life out of it, bringing it to the point of death. He cares not about what the creature feels, thinks, wants. It's *nothing* to him, especially when compared to his *everything*. His pleasure rises, ready to slip his knot into him, but not yet. It's not time. He licks and nibbles Flaming's ear, "Keep focused my love. I will help but you will need to work with me, in order to evolve into a superior benign," he says, slipping the tadpole into his ear.

"*Y-yes Kevin,*" he says, tensing, feeling the pinch in his ear, the creature instinctively driving its way into his head.

"*You have to trust me Flaming. Don't resist me, but fight it, got it? Merge with it, become the dominant force.*"

He shudders, his head pounding harder than Kevin is to his behind. He holds tightly onto his lover, not needing the help of the tentacles to do so, but enjoying them just the same, "*I trust you my love,*" he whines, letting the creature and him worm its way into his mind. Drawn into a mental and physical battle for his mind and body.

Pleasure surges through the two, the injured tadpole fighting against them, trying to eat into Flaming's mind, wanting to take it over, wanting to make a brand new Ulitharid, a superior Illithid, but with each passing moment, it struggles to make any headway against them.

"*That's it love, keep it up, fight it, yet also accept it. You'll understand how superior you can be,*" Kevin whispers into his mind, keeping their pleasure at the edge, not wanting to send him over the edge till Flaming has dominated the thing now wiggling in his mind.

The multi-colored wolf whines, leaning close against his Kevin. He milks his length for all its worth, ready to just feel that knot pop into him. A tingle runs down his spine, his back warming up like the weight and pressure building up in his loins. His body changing faster and faster with each passing moment. He feels the strength and pressure of the possible Ulitharid in his mind, but with Kevin the square off against it. They pin it against each other, forcing it to slip into Flaming, merging it with him, with Flaming as the dominant force.

Kevin feels his lover winning, while he sows the seeds to make sure that they remain closely bonded together. Minds become closer, not quiet one, but able to read and feel each other with greater ability than anyone could have imagined. It would be impossible for one to betray the other with this level of binding, not that either worried that such a thing could happen. It's simply Kevin wanted to be this close to him, and Flaming is all too willing and wanting to accept it.

As the last of the tadpole's power is absorbed by Flaming, his mind and body expanding far past what it once was. The dark mauve Illithid tentacles growing out of his back, his mind expanding in prowess and ability that he only could dream of having before. Feeling his lover's

mind like never before, understanding now just what Kevin meant about becoming so much more than what he once was.

Like him, his morality shifts and changes, not quite an Illithid, but not what it was, that much is certain. And when Kevin feels that the moment of binding and merging has been achieved, he pops his knot into his lovely Illithid-wolf hybrid mate. Unleashing his hot sticky load into his rear. His tentacles squeeze and wrap tighter around Flaming's twitching pleasure rod, pumping it for all its worth, wanting to send him over the edge, to share the moment in every possible way with him.

The pressure builds quickly within Flaming's body and mind. The release from his previous moral coils, the expansion of his mind and perception, the pleasure of unleashing his load, launching his essence onto the ground, howling out in delight, which is met with Kevin doing the same. His new back tentacles reach around and around, coiling around several of Kevin's, while two slide their way around Kevin's waist so they can get under his tail and slip inside, to gently massage his lover's prostate, wanting to make sure that he thoroughly fills him with his seed.

"That's it, Flaming. You are one like me now," says Kevin into his lover's mind. The knot binding them together. Their minds form a bond as strong as their love for one another. Wrapping up in each other's tentacles, holding each other in an embrace that only they could possibly give. One that is physical, mental and spiritual.

"I understand now my love. How superior we are. How we must share this gift with the world. To build an empire far better than anything those inferior Illithids could have ever done. We'll show them how to create something beautiful," he thinks to his lover. He pants heavily, letting out a soft audible moan, his sensitive cock still at hard, knot throbbing as if it locked into his lover, while he feels just how thick and girthy his partner is, loving every moment of their trapped moments together, deep down hoping it would never end, but knowing it will with the relieving fact this will be far from the last time they have each other like this.

"I know my sweet delight. We are the new superior being and we'll show the under dark who is the Master and then the surface world will discover what they've been missing all along," he responds, gently nuzzling and licking across his lover's face, who smiles in return. They continue to hold onto each other, not wanting to let go till their knots relax enough to pull away without issue. But that will take time, not a problem though. The two new Elders of a new type of colony have much to plan for, and a lot of work ahead of them. But as long as they are together, rest assured, they know deep down, they'll come out on top. After all, they are the superior being who deserves to rule over all.