

STROKE OF MIDNIGHT

“Sister Katherine, welcome,” the beetle said, his words rattling out in cute clicks.

Kathy’s hands went up and down, shaken *hello* with a force no living thing that size should be capable of. The aftershocks rode the ewe’s arm, throwing her nod into an awkward pitch as she unfluffed her wool and let the surprise ride out on a laugh.

“I-it’s good to be here, uh, Brother—”

“Benjamin,” the dark blue bug rumbled, his stag-horn bobbing as he looked her over. The sheep was barely average sized, but compared to Benjamin, she was pretty big. “Glad to hear it! I know you’re fresh off the bus, but since you’re our *only* new recruit, I doubt it’ll be too long of a process orienting you to the compound! There’s lots to see, just the same, don’t get me wrong—”

“It *is* true, though, right?” Kathy interjected, quickly. Sharply, even. “Your...the Guru, Lathvahr, he really *can* do what the pamphlet says?”

“Oh, yes!” Ben chittered, his back wings buzzing out against his white smock, pulling it tight as his excitement rose. “I mean, you’ll see soon enough—haha—but as a witness, myself...yes. He can remove all vanity, all self-importance! We call it ego-way, a healthy expunging of egoism *and* egotism alike!”

Kathy bit her lip, fighting the disbelief she had tried so hard to leave on the bus.

“It’s just, I used the last of my money to get here.”

“Ah, you planned ahead, then, good! All the better to have no attachments! Come, come, we’ll get you to the Great Hall first for introductions, before the initiation!”

A certainty stamped into Kathy’s mind in red ink, making it official: *Ben was adorable.*

This held back her burgeoning fears for roughly a half minute, but it was something.

The beetle offered to take her only suitcase with one hand, then turned and motioned for her to follow deeper into the surrounding woods. The sun was abandoning her to the evening as it hid behind the mountains and forests below, casting the high pines in darkening shadows. The

bus was long gone now, a dull roar of the engine its last and only farewell as it echoed down the road. There was no going back. *There was nothing to go back to.*

“Have you been here long, Ben?”

“Just Benjamin is fine, Katherine. Ben was what my family called me, in the owning days, back before I knew what mattered. May I call you Katherine? I can’t help but think Kathy is much the same for you.”

It was.

“I suppose my ego could take it,” she chuckled, trailing behind the little insect as he crunched along the first path, towering trees clustering tighter together on either side.

“Ah, a cut-up,” Benjamin buzzed. “Humor is a good sign!”

*Oh, thank goodness. Maybe when you ‘get rid’ of me, you won’t be burdened by fun quite so hard—eh, **Katherine?***

“Shut up,” the ewe grumbled to herself, countless frustrations spiking inside.

“Was it not a joke? I do apologize!” the beetle stammered, sounding mortified.

“Oh my God, sorry, I didn’t, that wasn’t for you, Ben...jamin, sorry!”

Her cream-colored wool might as well have gone red as she blushed.

“Having an argument with yourself, then?” he replied, sincerely. “It’s okay to say yes. I used to all the time. Head never *didn’t* have something to say when I did or thought anything. Was a neurotic mess, to be honest.”

“Sorry.”

“For what? I had to be that before I could be this. No harm to it, Sister. Here we are!”

Rounding a last crop of trees there were lights everywhere, and for a moment Kathy was back at Summer Camp again, safe and happy. Countless yellow light strings bowed through high branches as a badger, goat and gecko went about lighting lanterns hung onto posts by bent nails. Each of them bore the same kind of smock and white pants as Benjamin, a gaggle of bedsheets in action, like clothes dancing on a line.

The gecko spotted them first and waved, bounding over with big eyes and a wide grin. Her surprisingly ample chest bounced as she arrived, rendering her garments tight, negating the slack they afforded others.

“Sister Argenta, meet Sister Katherine,” Ben clicked, wobbling in place from enthusiasm. “Our newest sibling in the Order!”

“You,” Argenta began, placing two sets of stubby lizard fingers on the sheep’s shoulders, “are *so* heavy with burden, you must have left craters for footprints coming up here! I can tell these things.”

“She can,” Benjamin echoed, as the other two came over. “Not in a braggy way, mind! And this is Brother Shaun and Brother Clay!”

“Welcome, welcome,” the goat began, clapping another larger hand on Kathy’s shoulder, setting his hand over the slightly annoyed Argenta’s. “Good to see another face, at last!”

The badger, Shaun (probably, he looked like a Shaun) stayed politely quiet, giving a nod as Clay continued:

“We just wrapped up tonight’s lighting, Brother Benjamin, may we join you on your way to the Great Hall?”

To be quite honest, it *was* a great hall. Damn, was it big.

The few log cabins lining the path up to the hall seemed so modest that, by the time they made it up the hill, Kathy had expected some old dirty pavilion or gazebo in mild disrepair.

This was...a bunker. A great, big bunker, with its top floor furnished like some converted gymnasium-turned-community center. Folding chairs guarded a long table, punch and marshmallow squares atop white, cheap paper tablecloth, with stacks of dixie cups and napkins (with a small polished stone to keep them down). Bathrooms were on the far right by pushed-in bleachers, two opposing basketball hoops and boards fore and aft, with an oversized bulletin across from the spread.

But it wasn’t any of those things that Benjamin, Argenta, Clay or Shaun went for. Instead, they all congregated in the middle of the hall, before nodding for Kathy to come and join them.

“I expected more of a ceremony, heh,” she joked, truthfully.

“Expectation is like that,” Shaun flatly said. “It too will pass.”

“Your attire,” Benjamin started, taking out a folded set of white clothes and holding it out towards the approaching ovis. “Please, use either of our unisex restrooms to change, before your...change.”

“He tells jokes, now?” Argenta cooed, smiling lightly.

“Sister Katherine was more clever, I should say,” the beetle chuckled, making Kathy shudder openly, just as she took her clothes, as though the compliment had literally struck her.

“Gracious, are you alright, Sister?” Argenta asked, cocking her reptilian head.

“Just a chill, I’ll be right back!” Kathy replied, moving to the nearest bathroom as fast as her hoof-toed feet could allow, trembling all the way.

No, no, no. No.

By the time Kathy was through the bathroom door, she was crouching. Years of reflex told her to duck low, so that she didn’t hit her head on the way in. Likewise, she already knew to set the clothes in an unused sink, because there was no way in hell they would fit at the moment.

“Easy, easy,” the sheep softly boomed as she thudded before a large mirror, opened her big, deep eyes, and saw that her muzzle and chin were already higher than its top rim. Her wooly head and long floppy ears bulged an inch higher, groaning toward the ceiling and its pipes before she put both growing arms out, letting the sleeves of her sweater creep in along widening arms. “That’s all you get. That’s it. You’re weak—but you already knew that. It’s going away, off into the past, draining out like my life in fast forward.”

Her bosom consumed the front of said sweater, its taxed fabrics groaning as they stretched too wide over tenting nipples. The breathing helped as much as it didn’t. As always.

“You’re just weak. You’re as important as unused air. Air serves a purpose, at least. You’re just a taker. A weak, stupid taker. Shame on you.”

At that, Kathy stopped. The slow, unreal growth that had filled her bulging body and stretching skin subsided, and the 8-foot sheep began to shudder it out, slipping smaller again, by subtle, deflating degrees, until she was her usual 5 feet and 7 inches.

She calmed back down, got dressed, and composed herself fully, properly. There was no backing down, this time. She couldn't afford to. This insanity was ending...*tonight*.

8:20 PM

No one had asked if Kathy was okay, because they already knew she wasn't. That was the whole reason they thought she had come. For Kathy, it was the last of the last ditches in which to put her efforts—her *hopes*. Neither party was wrong.

When she rejoined the four, Benjamin lit up. He might as well have been part firefly.

“You look very good, like that,” the bug started, only to adjust. “V-very proper.”

Mercifully, Kathy hadn't heard the words. She was too busy gawking at the rest of the congregation. At least fifty, maybe even a hundred other acolytes had gathered, damming up the front and back entrances (and, part of her understood, exits) with a wall of watching eyes and placid smiles.

“Whoa,” she gulped, as Argenta put her hands right back on both wooly shoulders, wrinkling her clean new smock.

“Not too many, not too few,” the female gecko said, her words carefully weaving around any possibility of hubris. “Now, come, Sister Katherine, come! Follow us down to our dear Guru and his wisdom!”

“Down?”

That word had reached the startled sheep. Clay and Shaun had already opened up a large sort of storm door, set on hinges into the floor of the hall. Darkness waited beneath, solid and hungry, holding its breath.

“I thought,” she huffed, confusedly looking around, “with all the food and chairs...”

“The after party!” Benjamin clicked, clasping his segmented hands happily. “The rite itself requires a certain setting, and that's down below! To that end...on to Guru Lathvahr!”

“TO LATHVAHR!”

Katherine nearly leapt at the refrain as it blasted out, the combined force of too many enthused voices at once as Clay and Argenta ushered her down into the gaping black. The light came grudgingly as her hooved feet felt for steps, not quite being rushed by the others, but not slow enough for her to feel comfortable moving. Whatever the stairs and walls were made of, it sure wasn't carved rock or stone. It was all too smooth. How right had she been?

Down at the last steps came the light, a network of candles encircling an old toad in a gown that was too basic, yet too overdesigned, clearly meant to out-whatever-this-was everyone else's apparel.

The light was enough that she could see as the older male opened his big, amphibious eyes, blinked, and snapped over to her, suddenly keen and sharp. A wide, knowing smile broke the still waters of his expression, and just as soon as he had smiled, he was there.

"Sister!" the Guru roared, calmly, commandingly. His arms shot out to either side in a grand gesture, his robe flowing out from the force of movement. "Welcome, at long last!"

Katherine froze as the surprisingly big toad beckoned for her, so the hands of many others helpfully shuffled her forth to meet his embrace.

"Welcome, Sister," everyone else cheered, thunderous applause echoing off what she could swear had to have been metal. "Wel-come, wel-come!"

"Now then, since you have spent your entire life getting here, to this moment, to your true birth, the very least I can do is ask your name, dear."

The Guru took her hands with one and put the other atop, patting soothingly. It wasn't the worst touch. He genuinely seemed glad for her.

"Well, t-thank you, sir," the sheep meekly bleated. "It's Kather-Kathy."

"Kathy it is, then," the old toad laughed, giving both her hands a good shake, as if trying to loosen the fear out of her spine. "Now that we're friends, why not call me Guru? Sir is for Fathers and Policemen. Now! Might I presume this snap-worthy tension possessing you is the reason you've come, tonight?"

"Well, yes," Kathy puffed, collecting herself. "I'm to understand you can strip the ego."

"You certainly *will* be understanding, my dear," the toad rumbled, putting a gentle hand on her now-tired shoulder. "Would you believe I was an industrialist, before the change? Haha,

nearly a fatal case, at that! Terrible times, just terrible. I was drowning in money until I lost all bearings. Happily, once I conquered...well, *myself*, I was able to parlay that boon into this fine compound, and here we are! Here *you* are! And a good thing, too—you will permit me to admit, I am thankful your beauty and stature didn't deter you from this destination."

In the candle light no one seemed to notice, but Kathy's body creaked needily, swelling a stray inch bigger, her bust inflating a few rumbling degrees against a tightening smock. Something deep and dark screamed inside, emitting a pressure that ballooned out against her skin from within. She swallowed it down and forced the hunger to stop, for the millionth time.

"No need to malingering, then, is there? Please stand perfectly still, Kathy," Lathvahr intoned. "The ritual...commences!"

"The ritual," the crowd behind them chanted, droning, hypnotic and low.

Kathy went stock-still, even without the order.

"Uh," she started, sucking on her thick black lip a moment.

"Kathy...do you deny yourself?"

The question bumped the ewe's head, nearly making her twitch.

"What?"

"The self that you have spent your life pretending to be, I mean," the Guru elaborated, knowing she would ask. "The 'you' that you have come here to escape. Are you ready to become your own self, the true self?"

"I am!"

Her eyes widened, her heartbeat thumping against her oversized bosom. The old toad smiled wider and continued on:

"Then it is done, thus. The false self is expelled, all ego stripped from this vessel!"

A single thumb pressed the ewe's forehead, making her go cross-eyed a moment.

"Let all falseness of self leave this form, immediately, never to return!"

With that, the candles dramatically *whooshed* dead, and darkness overtook all. A moment later the lights came on, flickering to life overhead and revealing a large metallic chamber. A great wall rose behind the Guru, littered with countless stuffed effigies, each one a plushie interpretation of one of the brothers or sisters. A blank one was set at the table between the toad and the wall, and as the crowd watched on he took a plushie from it, wrote ‘Kathy’ on its belly, and set it back down, clapping his hands three times.

“These specialty dolls are blessed by holy men from the Tibetan mountain clans, made from sacred fibers, designed to contain aspects. So, too, shall this one contain the aspect of ego, of want, of desire, of all that was forced onto the true self throughout life. May the false self remain here, evermore! Kathy, you are expunged proper! Rejoice!”

The crowd bellowed with joy, clapping and cheering, rooting for their new sister in peace. The ewe shook her woolly head, blinked, and smiled warmly as Lathvahr hugged her, then stepped back.

“Now. How do you feel, Sister?” he asked, his hands together in satisfaction.

“Never better,” she purred, the sheep looking herself over.

“You look so much more free, my dear! Your true radiance emerges, your genuine self, your true beauty—”

At the toad’s kind affirmations, Kathy was trembling deeply. Her eyes lidded as her wool shuddered and her bosom swelled a little bigger. Two massive nipples bored out against her stretching smock as she *hu-huffed* darkly, her wool suddenly dropping to a richer, lower tone of cream, bordering on orange. Murmurs escaped from the crowd at the subtle change, and Ben pointed to the bottom rim of her attire, gasping.

“L-look!” he chittered, his eyes widening.

Sure enough, the smock was nowhere near as low as it was for any of the others present. In fact, it was rising just a little bit higher at a time as the moaning sheep bulged a few inches taller, rising over Lathvahr’s head.

“I,” the Guru started, squinting. “What in the world is this?”

“Perfection,” the ewe giggled, before her own praise sent her rumbling body into a miniature explosion of growth, so pronounced, so *certain*, that no one guessed what was happening. “Though I don’t like to brag. Better that you all do it, instead.”

In the time it took to get the words out of her expanding throat she stood 11 feet tall, her hips swollen out so wide that even the generous smock struggled to contain them. Her wool boofed out thicker, dropping another shade darker, slipping into a sort of creamy amber gold, her dark hide otherwise the same. Her head was over halfway to the chamber ceiling as she sighed and stretched, letting her massive breasts lift and separate, both fat teats dragging lines across pleading fabric.

“But,” the Guru mumbled, stepping back fearfully, then irresistibly forward. “That sort of talk...you...I expelled the ego!”

“Hmm?” she hummed, cocking her head smoothly, just barely able to see beyond her inflated chest. “What, *Katherine*? You succeeded, honey. Thank you for that, sincerely. She’s been holding me back for so many years, it’s been unthinkably dull, just agony! Imagine, me, being possessed by mediocrity, for so long!”

“I...”

“Expelled the false one, the *cover*. The killjoy, if you will. I certainly know *I* will. Mmm. No, *I’m* the truth, the honesty. I know what I am, despite all her self-loathing and name-calling. Bullying, really. Yes? And me, of all types! What’s wrong with me, after all?”

“N-nothing,” Benjamin chirped, perhaps too readily, from among the crowd.

The golden ewe moaned as her ears pricked up, her body rumbling up even bigger once again, lurching up an electric, hot, bulging foot higher, making her lurch as though she were riding a very, very enjoyable hiccup—only she never lowered back down.

“Benjamin!” she cooed, twirling her heavy, widening bulk about, beaming at the now-tiny bug. Ben’s wings buzzed nonstop, the little male clearly in the throes of multiple blush-worthy things, all at once. “How nice to meet you for real! You adorable thing! Do you want to come up here and join Mommy?”

The little beetle was afire with blush, fiddling sheepishly with his smock.

“Uh, I...”

“Brother Benjamin, don’t,” Clay started, stepping between the embarrassed insect and the looming female. “Don’t be fooled by her wiles! If Sister Kathy is expelled, then all that remains is raw, burning ego! Whatever demon she was then, and is again, do not praise her!”

The 12-foot giantess of a ewe blinked, pursed her thick lip, and snorted with laughter, angelic dust fluttering off her thick, soft, gorgeous wool as she did so.

“Aha! How cute! You really see me as so...imposing, do y-you, darling?”

At that, the huge sheep trembled and bleated, blowing up three more feet on the spot with a loud, near-rubber stretch. Her fluffy head tapped the overhead lights as her hands made to clutch her ballooning breasts, but stopped just shy, letting the smock squeeze her bulging body, letting it snuggle in against more and more of her huge heft and tight skin.

“A-am I...that mighty, in your eyes, little goat? How kind!”

A set of nubs crept out from her head-wool, swelling longer, curling out slightly into full-on ram horns, her wool darkening from gold-orange to a near-pink.

“I-I said no su-such thing!” the goat growled, guiding the awestruck Ben back to the arms of Argenta and Shaun, who ushered the beetle into the crowd protectively. “Only an egoist lost to pride would take that away from what I meant!”

“I suppose I *am* clever enough to manage that, aren't I!”

Again, frighteningly, the shuddering ewe blossomed larger, the smock straining and snapping as various seams started to yawn open, letting bulges of wool or near-black breast flesh boom free. Her horns lengthened further, widening and curving up and back, becoming darker and thicker at the bases. Her fur bloodied into a brilliant ruby hue as she laughed deeper, letting her head thump up into the lights, cracking them as they sputtered against her expanding fluff. Her smock had ridden up from a gown into a bra, revealing her huge toned belly and monstrous wooly hips, her bosom twice its previous size as it buffeted out between tears in the tortured fabric.

“Well?” the 17-foot sheep thundered, chuckling, licking her muzzle over as her deific form became aggressively demonic. “This isn't the sort of thing you stay silent over, little friends! I'm being nice enough to show off for you, so let's have it! React!”

“Remain calm and silent, everyone!” Lathvahr commanded, the toad edging around the ewe's gigantic body cautiously. “Let no fuel find the fires! You want for nothing, remember! She has nothing to offer any of you, you are already free!”

“As am I,” the dark ewe sighed, her voice hot silk and cream. “Why not celebrate? Isn’t there food up top? Hmm? I saw marshmallow squares, I know I did. Who wants to celebrate *our* freedom? Anyone?”

“S-so gorgeously perfe–!”

Shaun, of all those present, had his hands over his mouth before he could finish the final word, the badger’s eyes wide with shock. The others looked to him in mutual disbelief as he turned and ran back up the stairs of the bunker, a full erection bobbing about, the male keeping more words from tumbling out in the same manner as he went.

Lathvahr went from watching Shaun flee to the huge sheep as her eyes rolled back and her body shook and spasmed, bright flecks of energy and light cascading off her thick wool as she billowed hungrily again, flaring so big that her head and neck and shoulders bashed into the ceiling, denting it North, her bust tripling its size and blasting through the shaky threads that tried to contain it. The low, ominous *shriiip* of torn clothing mingled with her demonic giggling as a gushing burst of pleasure swelled too large for even her to cope with.

“Oho, you...*s-sweet...*”

Bloated dark-red nipples punched out thick and fat, small pillars throbbing atop swollen, puffy areola. Her horns spread out larger as her growing ears *flick-flicked*, her rump booming back into the service table, knocking the Kathy plushie back as it crushed everything in its path, swelling wider and heavier and higher, heat pouring off of her growing, 22-foot form.

“Flatterer!” she groaned playfully, her hands growing larger and wider as they hammered down onto the floor, the growing female fighting to keep in a kneeling position as she filled more and more of the chamber with her rump and heaving thighs. “Hooray for h...huh-honesty!”

“Everyone, out! She...she has a field of influence, I can feel its power!” the Guru roared.

“You see it, then, honey?” the 25-foot sheep roared, quaking with surging lust. “You admit...to muh-my...power!? GOOOOOD!”

The shaking worsened considerably, throwing the entire floor into a violent quake.

“Everyone, out, out! Run! Flee!” the poor old toad hollered, charging into the crowd, spurring them all clumsily up the stairs in a mass panic. “Up, go! Escape!”

“ARE YOU SO FUH-FEARFUL OF MY STATURE? HAHA! GOOD TO S-SEE YOU ALL RE-RESPECT...MY...MUH-MY GROOOOWTH--”

As Lathvahr forced everyone up the stairs, as the devilish sheep’s quaking intensified to a fever pitch, the small Kathy doll watched on, upturned, a plushie that could only observe as the demonic creature’s shaking grew even stronger, a huge burst building up inside her bloody-red wool and swollen, plump bulk. Her inner thighs squeaked and swelled against a burgeoning set of warm, slicked nethers, fat, slippery lips ballooning with unthinkable force as her huge form spasmed and rumbled angrily.

“THEN Y-YOU’LL R-REALY...PRAISE...*THIIIIIIIIIIIIII--*”

Her enormity exploded in all directions, the ceiling splitting as her growth bullied up into it. Her sex puffed painfully-tight between her enormous legs, her breasts quadrupling out into great, stretchy mounds of chocolate-brown bordering on black; they eclipsed her woolen sides as they *boomed* down over her legs, groaning fitfully as her head pinched between her oversized cleavage and the ceiling. Her shoulders rolled up bigger as she surged to 40 feet, flooding the room tight, and still getting bigger, stronger, wider, thicker, hotter, fluffier...

Kathy hadn’t dared to even *doodle* that ego-mad form since she was a lamb, but she had never gotten it out of her head, once, ever. The bat-wings sprouting out of her huge backside, the color of the fur, the growing horns, the surging red-on-black hoof-claws...it was her. The version of her she’d sworn never to let out since she outgrew her house on her fifth birthday party.

Kathy knew who this was. She had always known. Technically, it was her.

It was Midnight.

8:55 PM

“What’s the hold up, Daniel?”

Lathvahr wheezed the question out as a tall rat turned to him, up on the stairs of B8, where the panicking crowd had abruptly stopped.

“I t-think we’re stuck, Guru,” the rat huffed, wide-eyed, ears back. “No one can move!”

A series of muffled shouts phoned their way down the line, and they heard:

“He closed us in! The hallway trap door! Shaun closed us in!”

“Heavens,” the old toad gulped as the floor beneath them began to rumble more and more powerfully, more insistently. “If she gets any bigger, down there—”

“We need to fan out until they can get the door forced open, up there,” Daniel panted, looking around the landing of the floor. “Anywhere but here!”

“We have the emergency exits on every other floor, remind them, up ahead! Everyone disperse to the nearest fire exit, on each floor! Tell them—”

The floor to B9 could be heard shattering as the enormous demon-ewe blew up into it, blasting pinging floor tiles and piping apart with a quake that stuttered the overhead lights.

“T-tell them! I..I’m going to intercept her!”

“What!?” Daniel moaned, the rat stunned even further. “Guru, no!”

“I’ll do everything I can to expel this demon from her body! Or failing that, shrink her down as much as I can! I must deflate that ego!”

The order climbed uphill as everyone scattered to their own floors, as close to orderly as one could hope. Guru Lathvahr turned and headed back down his flight, down into the trembling halls below. B9 was a warping mess of cracks and bending walls as the toad shoved a door open and came face-to-face with an emerging sheep-head, easily as big as a house.

“YOU CAME BACK!” Midnight chirped, a hot, smoky titter escaping at the sight of him. Even the mere sound was a room-shaking eruption of power, making the Guru stagger in place. “I KNEW I WAS JUST...THAT...IRRESISTIBLE!”

At that, the roaring ewe’s head swelled even bigger, and bigger, her horns plowing up through the ceiling of B9 and smashing up into B8, shoving heating ducts, wiring and paneling into a mess as more and more of her pushed up through it. Her eyes flared with a neon pink swirl over bright yellow as she nuzzled nearer, her soft, huge lips colliding with the amphibian, a wall of rubber smoothness and warmth pressing his entire body with a kiss as he felt her grow and grow against it. His webbed hands slapped and stroked uselessly against a sheer wall of black, latex-like lips, feeling them swell uncontrollably bigger, dimpling against his form like balloons.

“HMMMMHMMMMM.”

Her head alone was at least 40 feet in size by the time the growth spurt stopped, making her more than large enough to cover him in a campaign of successive kisses, knocking him back on his rear, his robe flapping back to reveal an unflattering erection at full mast.

“HMM?” she sniffed loudly, before perking her ears out against the cracked walls. “OHO! I KNEW IT! LOOK AT YOU, WITH THE ULTIMATE COMPLIM...MMM—”

The rumbling renewed as Midnight huffed into him, her head filling B8, the floor of B9 bulging up and groaning as tiles snapped loose and the grout crackled away and her rubbery breasts exploded up to fill the space, catching the toad in her cleavage and heaving up through the snapping ceiling as the 280-foot ewe swelled even *bigger*.

“Egoist beast!” Lathvahr bellowed, trying to stay standing on the shifting plain of the ewe’s vast breasts. “I’ll expel you, yet!”

“HOW?” her voice detonated, a full story up from where he was. The vibrations tickled through her flesh, rattling his feet as he pitched and wobbled. “I *AM* ME! UNVARNISHED, PURE, GORGEOUS TRUTH!”

“Then I’ll...bring you down! You foul, nauseating ghoul!”

That massive set of lips, all he could see of her gigantic muzzle, finally puckered sourly. There was no growth spurt from that, nothing of herself duly stroked.

“OH, DON’T BE DULL, LAMB,” she flatly boomed, unamused. “DO YOU REALLY WANT TO HOLD NO PURPOSE FOR ME? NO USE? IS THAT VERY WISE? OR FUN?”

Come on, the toad silently willed, desperate. Shrink! Lessen!

Horribly, nothing happened. No dent was made, no footage lost. The gargantuan female snorted, impatient, and that much alone nearly knocked him back onto the soft valley of her cleavage.

“WHAT?” she rumbled, getting indignant. “IT SHOULDN’T BE THAT HARD TO SCRAPE THAT LITTLE MIND OF YOURS FOR ENOUGH PROPER ADJECTIVES TO DESCRIBE SUCH GLORY! SUCH...M-MAGNIFICENCE! AREN’T WE FRIENDS?”

Curses! He wanted to. He wanted to gush over her beauty, so help him!

The rumbling within Midnight was rising up again, in force, and her will battered him.

“I have plenty I could call you, but nothing pleasant is on the list! Such vile selfishness and indifference to others! Such arrogance! Such p-power and might! Such...sweet scented...soft, bulging...”

He shook his head, shocked beyond any reckoning or repair. The rumbling increased.

“THAT’S BETTER!”

“N-no, I didn’t mean...”

“ALL THOSE COLDHEARTED, CHILDISH SLINGS? OH, I KNOW, LOVE! I’M TERRIBLY CHARITABLE, YOU’RE FINE!”

What had he been thinking!? Expel such a powerful being that had lived in such a strange and unique body, for so long a time? Why had he done this!? If she was right, and this was her true self, then why in the blazes did he bother!?

Because she was there. Because she was impossible to be without.

Her influence was growing, clearly. Tremendously. Too fast to combat. He had to get away. He had to escape! She *wanted* this! Even bad attention was attention!

Up above, Brothers and Sisters stumbled over one another, scattering down the kitchen and cafeteria and its clattering bowls and pots and shuddering cabinets and drawers as the rumbling below grew deeper and meaner. Some slammed into bunk beds or bounced against hallway edges as one Brother, a fish, flung the exit door to B6 open on the West corridor, only to be plowed into by ten other panicked members as they all stuffed through. A wall of red wool blew through the hall they had just vacated, throbbing bigger, lust and steam billowing off it.

Up on B4, everyone from B5 was straining to get through the higher crowd, damming up the stairwell as several others looked back and saw the glass window panes snapping and cracking, ceiling panels jittering and dancing loose from the frame work as a massive dark-red nipple blew through a wall, filled that room, and flattened hotly against a cracking window.

Up further still, at B1, the crowd shoved again and again, stubbornly set on forcing the rec center trap door back open, hell or high water. The doors rose, snagged, and forced them back down, again and again, as the rumbling rose to a deafening, all-consuming madness.

Guru Lathvahr fell to his knees, wobbling on Midnight's swelling bust, helplessly genuflecting low to her dark, sweet-smelling body, all candy and roses and sex. Up above on B5, despite being too big to look down into B7 (where her growing bosom had lifted the toad), she smiled, knowing it was happening on its own. Her words were nearly impossible to understand, crashing waves of sultry, lust-smothered heat:

“GOOD BOY. NOW...JUST HOW GORGEOUS...AM I? DON'T BE MODEST! IT'S A SIN TO FEIGN HUMILITY! TELL...NNNM, T-THE TRUTH...”

The toad fought against the wave of joy, knowing it was really abandonment in disguise, and rapidly caring less either way. He felt the words push out, even as he tore himself away with all his strength, and slid down off her lobby-sized breasts:

“You're incredible! Y...dammit! You're the m-most amazing creature...I've ever witnessed, or e-ever w...will!”

As he hit the partially-annihilated floor of B7 the impact shook him to his senses, and the elder amphibian scabbled upright through a warping doorway and up onto the breaking stairwell, determined to escape to B5's exit, and go from there. One lily pad at a time.

“YEEEEESSSSS...”

The entire bunker rocked hard, shaken by Midnight's frantic eruption. The moment he cleared the flight up into B6, all of B7 was obliterated, blown away in a rumbling, rolling swell of body heat and fulminating wool and hellfire musk. As he wound up the stairs and onto the landing of B6, a sidewall blew out, throwing guardrails loose as a set of monstrous lips and flashing, growing fangs filled the newly-opened interior; a sea of red wool and black breasts expanded to fill everything below it as her quaking body overflowed, filling the bunker, higher and higher. A pillar of body heat slammed up, that same sweet scent wrapping and pleading about him.

“No!!!”

Lathvahr careened up onto the flight to B5 and rounded it—only to see the briefest flash of one colossal yellow-pink eye as it vanished up into B4, replacing it once more with those same lips and flaring ewe nostrils, bigger than ever, filling his periphery as the stairs snapped apart; steps crumbled away and left him clutching at the rail, pulling himself up as the sounds of her hammering heartbeat and stretching growth filled his ear holes, a cacophony of womanly groans and utter physical devastation. She didn't even need to play with her prey—her body did it on its own, chasing him without moving. Passing him, even.

PVC snapped, rafters shattered and walls exploded as too much trembling, groaning female filled them, bulging, booming and battering through everything below and around the poor, desperately tired toad. He limp-hopped his way through the B4 landing, even as Midnight's booming laughter echoed up above him; with no chance of getting higher than the mega-ewe demon was swelling, he instead hurled himself through the side exit, into the elevator, and let the doors close, just as he saw the landing blast away to dust against a titanic, bloated nipple.

The elevator shuddered, the light cut out, and the fear-struck, love-attacked Guru leaned into the corner of his only salvation as it dumbly wound higher; it dinged past another floor, then another, still working despite the creature's endless, bursting, *inescapable* growth.

DING

The doorway slithered half-open, leaving the beleaguered Guru to shove and push, forcing them open bit by bit as he caught sight of the outside through the window of the small maintenance cabin his elevator had taken him up into.

“Oh!”

The toad pushed, and pushed, and strained, before popping free, tearing his robes nearly in half in the process. He crashed through the cabin door, wild and erect, back out into cooler air, air that wasn't so perfumed or blazingly warm. He wheezed, gathering himself a moment as he staggered into the pines, before looking up to see Benjamin at the base of a great tree, crying bitterly by himself.

“Collect yourself, Brother!” Lathvahr said, coming over to him with a limp.

“I-I failed!” the beetle sobbed, flush with deep humiliation. “I was tempted, and I fuh-failed! Guru, I'm suh-so sorry! Believe me!”

“Ben, where are the others?”

Ben pointed back toward the camp center, and Lathvahr looked. An entire crowd of members had joined into a mass flock just outside of the rec center, just as the entire earth seemed to violently quake. Those that had nearly killed themselves fleeing had stopped, even joined together, seemingly more desperate to stay close to the Great Hall as it shook worse.

“S-she's coming!” Benjamin wailed, kneeling down and covering himself pitifully. “S-she's coming! Guru—”

At that, the ground surrendered. A titanic swell of cracking dirt and pulling roots and tilting pine trees all sang the emergence of a goddess as Midnight's colossal head and horns burst through, sending a volcanic discharge of rock, wood, splintered rec center, piping and musky steam, all at once. Fragments of too many things flung high into the night air as the beast's floppy ears and bulging wool neck kept pumping up and up and up, higher and higher. A set of monstrous shoulders uprooted the soil in a widening crater, flinging the drawn rabble everywhere as some flew free, others hugging needfully into her glimmering maroon wool, her vast eyes glowing bright, lighting up the canopy as she just kept emerging.

“G-guru!”

Ben looked up just in time to see Lathvahr scrambling like a madman towards Midnight's breasts as they blew up above the topside, furthering the rim of devastation as the 370-foot behemoth climbed out, her huge, heavy knees crashing onto the campsite with a catastrophic impact that blew trees and cabins back, flinging poor Benjamin into the night.

“THAT'S BETTER!” the demonic female blast-spoke, her voice cracking the air like the devil's own whip. “I FEEL YOU... YOU KIND, DELICIOUS MORSELS, DOWN THERE... THAT'S RIGHT... WORSHIP ALL YOU LIKE! I AM GENEROUS ENOUGH TO LET YOU DARLINGS BASK! SO, TELL ME YOU LO-LOVE MEEEE! MAKE MUH-ME... BIGGER! MORE GLORIOUS, YET!! STROKE... THE EGO!”

Her oversized words sent the landscape into a tremor as Benjamin wailed and hugged himself, having no other recourse left. He hid behind one of the remaining cabins farther out, seemingly out of sight.

“Oh no, oh no, no, no,” the beetle huffed, clutching his armored little head in despair. “What do I, what? I...”

“Ben!”

A little voice squeaked, and something small hugged into him, making Benjamin shout openly, before he looked down to see a plushie there, now in the form of a female sheep. She... she looked familiar...

Benjamin collected himself long enough over the booming laughter in the distance and picked the foot-tall plushie up on both sides, making it squeak as he read its belly.

“K-kathy!?” he gasped, before hugging her tight, making her toy-squeak yet again. “It’s you! But how!? The Guru’s dolls...I thought they were figurative...”

“I know, but I figured out how to move once Midnight started growing bigger! I (*squeak*) leapt onto the Guru’s robe and held on, before he took off,” she peeped, her voice tiny and sweet. “You wouldn’t believe how hard it was to make myself move around, let alone hang on! I don’t know how to pilot this stupid thing!”

“A-am I glad to see you, Sister! I...wait, Midnight? She...that *monster* has a name!?”

Midnight’s growth began to resume nearby as stretching squeals of her own echoed, mingling with the billowing demoness’ unfettered laughter, cutting them both off abruptly. Neither party was keen on observing at the moment.

“How do we stop her?” Ben asked, shaking Kathy frantically.

“I was (*squeak*) going to ask you the same! Usually I could stop myself before getting too big...but I got thrown out, I can’t do anything to slow her down—”

The snapping of countless trees forced Ben into a scramble, the little blue bug panting as he tore off down the dirt path, down toward the rural route exit, not looking back.

“S-she’s growing even bigger, isn’t she?” he pant-clicked doggedly, already tired.

Kathy’s soft plushie body *squeak-squeaked* as she made herself climb over Ben’s shoulder, taking a grudging look back. The fabric ewe-doll still managed to make a face.

“Run faster, Ben.”

9:15 PM

380 feet lurched up easily to 390, a relative inch-spurt bumping Midnight up a pleasant bit bigger as her numerous followers snuggled into her red wool, slipping on the sweat of her mountainous, round breasts, skidding heedlessly over elongated nipples, tickling along her slick, rubbery folds down below, happily caked between them and the heat of her tremendous thighs as she stretched and beamed.

400 feet tremble-boomed up, up, spurts of pressurized size inflating her huge body higher and wider. Her hips flared into masses so wide that they stretched nearly half her size, across, a slight bounce playing at them every time she hiccupped even *bigger*.

Her sights pushed higher into the night as the devil-ewe squeezed her bulbous teats harder, grinning wide, making sure to feel her nipples swell furiously, stubbornly larger and hotter against her hands as she passed 420 feet, then 430.

Waves of honeyed warmth pulsed off of her figure as she rumbled to herself, then scooped her pendulous breasts up between both vast arms, flexed, and mashed them together, so very tight that once again her cleavage boomed up to kiss her chin just-so.

“SURELY ANYTHING THIS GLORIOUS...COULD BE BIGGER.”

Her body took that hint as a last burst of growth rocketed up inside her, ballooning her stretchy hide with an echoing squeal of expansion as she hiccuped up past 440 feet...450 feet...460 feet...

At 470 feet, she exhaled brimstone and white smoldering clouds, a long, forking tongue lashing out into the night air, tasting cool promise and sweet darkness.

A deep shudder pulsed through her massive frame and heavy hips, the hundred followers of the former cult hollering and crying the same way crowds might on a theme park ride, making Midnight break into a husky, ground shaking laughter.

“RIGHT?” she bellowed, sticking that same demonic tongue out in a raspberry. “THAT SPOILSPORT KATHY NEVER LET ME HAVE THIS MUCH FUN. NO-GOOD LITTLE JAILER. BUT YOU ALL UNDERSTAND. YOU *ACCEPT* BEAUTY!”

Her now-massive horns swung as she looked around the forests below, snorting powerfully, a gigantic palm idly rubbing her fat teat, huge fingers trailing the rims, stirring up tiny followers along with it as she hummed thoughtfully. Her freed bat-wings fluttered in relief, dark red and massive, taking the breeze gladly behind her vast self.

“I’VE SEEN SO MUCH, THROUGH KATHY’S EYES. ALL THE FUN SHE NEVER LET ME HAVE. TEASING ME SO. WELL, WHAT SAY YOU LITTLE DARLINGS? HOW ABOUT A NIGHT OF IT? HMM? SHOULD WE GO AND HAVE FUN, LIVE A LITTLE!?”

Countless cheers erupted, but to the nude, swollen colossus, they were insect chirps. Not that she wasn’t listening for them anyhow.

If anything, it made her bite her lip, her glowing eyes rolling up as she bulged loudly, pressure-swelling internally, blowing up messily to a staggering 520 feet in height. Her huge feet

boomed bigger, spreading over the crackling ground as her stubby ewe-tail wagged, thumping against the vast cleft in her inflated rump cheeks.

“MMM. SOUNDS LIKE A DATE.”

One monstrous foot raised, debris littering down over snapped trees that only reached her ankles as Midnight *thoomed* forth, callously stepping on log cabins, rocks, shrubs, whole trees and all, snapping the tiny light strings with zero effort below. Those *things* couldn't praise her.

As she stepped over the forests themselves, leaving dent after mighty dent, Benjamin reached the rural route at the edge of the property—in that he stumble-rolled to a stop on the side of the road, wheezing. The rolling impacts of Midnight's footsteps found them as the road shook, rocking poor Ben on his back a bit, before trailing off down the way, the trees swaying anxiously high up above.

“Are you okay?” Kathy asked, the one-foot plushie climbing up his chest, patting with a uselessly fingerless hand at his head. “I hate to push you, Ben, but we can't let her go free like this, we need to move!”

“A-and do what?” Ben wheezed, genuinely asking. “Her influence is growing wider! Even I felt a momentary urge to turn around and run to her, I'm ashamed to say. I *wanted*. I wanted, so very badly. To get anywhere near her would be disastrous, wouldn't it?”

Kathy sat and thought, and thought.

“I'm not saying there... isn't any way, mind you, no offense,” Ben continued, sitting up. “I'm sure you're very smart, and all—”

At that, to both their surprise, Kathy trembled. The tiny plushie rumbled and shook as her fabric body stretched bigger, blowing up to three feet, and nearly toppling Benjamin back down again as she grew. As soon as it had started, it stopped, leaving her more than half his short size.

“K-Kathy!?”

“Holy smokes, what,” she muttered, looking her soft body over. “I grew, too?”

“I..I just said you were smart—”

Again, Kathy shook, her big jewel eyes widening as she burst even larger, her belly booming against his carapace and torn smock, a set of modest mounds forming just above into breasts as she quickly surpassed his height at 6 feet. She backed away, looking herself over in stupefaction, twisting this way and that, wiggling her felt tail behind her.

“The Guru,” she bleated, thinking fast. “What did he say about these dolls? They’re special, right? Blessed, or something?”

Ben nodded quickly, getting up and dusting himself off. He ambled over and circled the enlarged plushie over, gently poking at the wave of felt wool that had formed over her body, becoming more and more like her former self. Just...softer, and much cuter.

“Indeed,” the insect chittered, a new excitement filling him. “How incredible! I think you had the same capabilities as Midnight, then, perhaps even all this time you shared the body! I mean, I don’t know how else this is happening...”

“Works for me!”

She had both fabric arms around Ben in a heartbeat, hugging the blushing beetle up warmly to her chest. His clicking increased dramatically as he looked about, then turned to face her again, looking up this time.

“Incredible! Y-you’re truly incredible!”

At that, without even meaning to, his compliment sent Kathy into a tremble as she boomed even larger, still, swelling warm and soft against him, her bosom blowing out on either side as her hugging harms surged, and her head and chin and muzzle pushed higher yet. She shivered happily as she rumbled up to 12 feet, then 18, the edges of her stitched grin rising higher as she giggled.

“I...I can finally enjoy that, haha,” she chuckled, before perking up, her floppy fabric ears rising. “Er, I mean, I can put this to use! If I keep you close, it might be safe enough to try chasing Midnight down, and stopping her!”

“Well, maybe,” Ben grumbled, clearly afraid. “But how?”

“The one thing that damages an ego most—something bigger and better.”

Ben’s eyes widened.

“Wait, I...you mean, I should...make you...bigger?”

9:49 PM

“OHO, YES.”

The words blasted out from nowhere, echoing over the night skies in the city. Every window on every skyscraper rattled slightly, their reflections of innumerable lights and neon marquees fluttering a moment.

Then, the impacts hit.

Drivers tarrying impatiently at stop lights rolled windows down, shut off radios and looked about to one another, quizzically reacting to one soft quake below, then another, harder one. And another. And another.

Suddenly, street lights wobbled and wires whipped, sending birds to flight in a panic as another boom hit, making manholes rattle in the roads. Display mannequins of different species swayed into an eerie dance as entire buildings rattled, windows finally snapping here and there as the tremors grew into muffled explosions in the dark beyond the skyline...

...where a looming silhouette appeared, bleeding out of the night sky.

“MUCH BETTER~”

What could only be described as an agonizingly attractive, terrifying demon stepped in between the skyscrapers of downtown, a 540-foot giantess of wing, horn and hoof. With one step the roads cracked and fissured, cars leaping up and crashing awkwardly back down on their tires.

From hundreds of windows the go-getters and stay-behinds flocked, leaving their work desks and copiers and coffeemakers to see great fields of female outside, stretching on with the most pristine swaths of perfumed red wool imaginable. Everything about her defied imagination, stoked it, teased and tortured and promised, even through cracking glass.

A set of breasts nearly as big as the being's torso wobbled, the edges bumping and smacking the sides of buildings as she huffed happily, looking down below. Her hips actively rubbed against them in the same fashion as she snuffled the air, rumbled in her throat, and cleared it.

“IS EVERYONE HERE TONIGHT FOR A SHOW?” Midnight boomed, cocking her head sweetly, her glowing pink-yellow eyes lidding lower. “THIS *IS* DOWNTOWN, RIGHT?”

There were screams in reply as some ran, but some wasn't *everyone*. Far from it, rather. Many stayed, wide-eyed and gawking, transfixed upon the towering beast's terrible glory.

“WELL. HERE I AM.”

9:55 PM

The RV snaked along the bends and curves of rural route 19, a castle on wheels.

An engine that could shout down a jet rumbled, clean and smooth, the chassis polished and chromed, windows glowing with the comfort of a flatscreen TV and the soft green light of a radio mumbling some local whatever, white noise for a black night.

“Feel odd repeatin’ the point,” the weathered canine sighed, steering the ship like a captain of old. “But I didn’t see nothin’ nowhere about any local fairs. Shoot, they had prizes that honkin’ big, I’d have stopped and lobbed a few softballs, myself. That’s a keeper, there.”

“Yes, well,” Ben clicked anxiously, the little cobalt prince of a beetle trying to laugh it off, over at the back compartment. “She was more of a top prize, haha. N-not to boast!”

He seemed to add that caveat at the last second, eyeing fearfully back at Kathy’s interior-filling enormity. Even in an RV bigger than a bus her plushie form barely fit, mashing against cupboards and bulging over the elevated bed and drop-down dining table. On the plus side, it helped her stay stock still as she played...well, *unalive*.

All the while, sitting across from a mostly-unobscured TV, the canine’s pup of a daughter watched, agog, as entranced at the sight of a snuggable, room-filling plushie as any 5-year-old might be. Really, it was more likely the driver’s grandkid.

“No harm in that, friend, hell,” the dog huffed, cocking his head as he drove.

“Grandpa, that’s a jar word,” the pup said, not breaking eye contact with Kathy.

“Well, Pumpkin, we can handle that at the rest stop. Y’all will be the talk of the gas station, I’ll tell you that. You really wanna haul that much fluff into the city? I figured you’d be exhausted, just lugging it around out in the middle of freedom, and all.”

“Well, the bus driver wouldn’t have her, haha,” Ben lied, buzzing some. “So, we walk—I walked! Hah!”

“She’s so amazing,” the puppy mooned, unblinking.

“Oh, no,” Ben started, before changing his tone, as Kathy began to rumble all over behind him, rattling his words. “I mean...oh, no, it’s nothing so special!”

“Are you kidding, Mister?” the puppy barked, wagging in her seat. “She’s completely amazing! I’ve never seen anything that cute, that big! I’d snuggle in and never leave!”

“Pumpkin, leave the fella be—”

Kathy rumbled worse and worse, already swelling subtly bigger, her soft, soft fabric wool bulging out against the terrified beetle.

“W-we really don’t have to talk about Kathy so much!” Ben stammered, desperate, pushing back against the stretching wall of growth at his little back. The walls softly moaned as her sides inflated more and more, pushing the furniture gradually back.

“Aww, her name is Kathy?” the puppy pressed, her ears perking up. “Oh my gosh, that’s so cute! I love her! I love her so much!”

“Well, sure, I do too—”

Kathy’s blank stare suddenly bore a blush as Ben blurted it out, making the huge ewe rumble too loudly, too suddenly. Her lip pursed in as she surged overtly in size, making the puppy gasp in...total delight.

“She *GROWS!*”

“Say what, now, kiddo?”

“No, no,” Ben pleaded, panting. “She’s just...full!”

“Grandpa, his plushie gets bigger! Ah, she’s so cool—”

“*Stop!*”

A huge, hot, embarrassed bleat erupted as Kathy’s shaking body gave in and *exploded* in size. In a blink’s time her bulk raged out, crushing the wooden carpentry, denting frames, curling back bars and cracking the windows as Ben was shoved forward. The puppy cried in shock (and, debatably, joy) as the humongous plushie ballooned bigger, smothering her and Ben as she puffed and groaned all the way up to the back of the driver’s seats, making the old dog grunt in surprise. He sounded less enthused—but then, it wasn’t the puppy’s RV.

“*What in the fifty states!?*”

The vast wall of fabric wool bumped against his chair, twisting it and himself, in turn turning the steering wheel sharply and putting the ride into a skid along the pavement. It stopped with a jerk, halfway between lanes, the plexiglass panes popping and cracking as more and more hot, throbbing wool inflated against them, until they all warped, snapped, and shattered, letting it boof out into the cooler night air.

The driver's side door swung open with one good kick.

Out the old hound scattered, dragging the enraptured granddaughter along as she howled to go back for at least one good cuddle.

"B-ben!" Kathy moaned, the gigantic sheep's fabric muzzle popping free, behind the driver's seat. It alone was nearly as high as the entry door between compartments. "Can you get...to the wheel?"

The tiny beetle clawed his way out from under her, pressure-wedged down between her increasingly-big, soft breasts, having swollen so much that a pronounced cavern of cleavage had become his temporary abode.

"I...I got it! Just, let me—"

He chirped as he clutched out, grabbed the lower frame of the driver's seat, pulled free, then climbed up onto it, taking the wheel. He caught sight of the dogs fleeing in the side mirror, then sighed.

"Ah, I'm s-sorry, Kathy!"

"It's okay, Ben, he was driving slow," the looming female replied, trying to force a comforting laugh—but Ben knew an impatient woman when he heard it, even a polite one. He wisely shut the door and put on the gas, evening out into the right lane. "Just get us to the city!"

"R-right, I'm on it! Ah, which one?"

"Do what?" she rumbled, blinking.

"We're between multiple cities, they're roughly equidistant, so—"

At that, the radio interrupted, still on:

“I repeat, downtown Salt Basin City is reporting sightings of some sort of...monster? Really? Ah, yes, some sort of gigantic creature has been confirmed as present! I can’t...that’s the picture? Let me—oh, holy...folks, it’s real! My God, it’s real, she...she’s...incredible! Ah, I mean, I apologize...uh, it...it’s just, I can’t really convey this in words...”

“Oh, crap,” Kathy huffed, or tried to. Technically, she didn’t seem to breathe.

“What? It’s Salt Basin, right? I’m headed there now, it’s okay! I know the way!”

“No, it’s—if enough people spread word of Midnight, her influence will expand way too fast, and so...”

“S-so will she,” Ben gulped, shuddering. Maybe for multiple reasons.

10:11 PM

“YOU CAN ALL SENSE IT, CAN’T YOU?” Midnight rumbled, the demonic titaness humming with raw bassy power and heat. “THE COMFORT, THE WARMTH? YES. YOU KNOW IT NOW, RIGHT? I WON’T HURT A SINGLE ONE OF YOU DARLINGS. STAY.”

The crowds below moved, but only in the sense that they parted to allow her gargantuan hooved foot to crash down, letting the giantess step freely forward. Her impact jarred the street, the vibrations kicking back up her thick thighs, making her wooly hips wobble cutely.

“STAY WITH ME,” the looming female purred, sweetly. “LET’S BE FRIENDS.”

The few who had thought to follow those that ran away slowed to a stop as the creature’s influence struck them, compelling them to stay and ‘be friends’.

Nearly 600 feet of female overkill loomed large, flaunting her every enormous, supple inch of bulk as she wiggled her rump, battering pancaked craters into buildings on either side. No one minded the raining debris, the rest caught up in her radiant blood-red wool, joining the hundred or so tiny followers from the cult.

Well, it *was* a cult, still, technically. Just...newly reformed. The term ‘under new management’ had become dangerously literal—and business was expanding.

“THAT’S RIGHT, LET ME SEE YOU SWEETHEARTS. LET ME SEE YOU SEEING ME, DON’T BE AFRAID. WHY LEAVE A FREE SHOW, HMM? WHAT GOOD WOULD THAT DO? I PROMISE, YOU’LL ENJOY IT. HELL, I’M JUST WARMING UP!”

A cat call finally ejected from one of the birds down in the crowd, echoing up to her. The raven in question lurched back, mortified, before a young tabby joined in, whooping.

A cacophony of cheers and hollers escaped, assaulting the quivering demon as praise burst loose in a storm, and she soaked it up with rolling eyes and snorting muzzle alike.

“A-AM I ALRIGHT, T-THEN?” she boom-cooed, her form starting to tremble openly.

The cheering swelled, and so, once more, did she.

Her ruby wool quaked and wobbled as it blew out larger, growing into and scrubbing against the buildings as her flesh ballooned against it. Bulbous nipples engorged as they pushed farther out, riding the swells of her inflating breasts. Her huge shoulders rolled as her purring grew in her throat, her head and swelling neck rising up over the office complexes and towering neon signage, her sheep-ears flicking in jolts of pleasure.

Her thighs boomed wider, flecking off musk, sweat and waves of glowing dust as her feet surged huger, bulging into the crackling cement and making the awed crowds scream in admiration—which made Midnight dribble rivulets of pink milk as her teats doubled in size, puffy and tight from pressure as she burst up again past 630 feet, then 670!

“Y-YEEEESSSSSS-SSS-SSSS...”

Vast hands squeezed unabashedly at both booming nipples, thumbing over their burning-hot tips, her areolae blimping out as her breasts heaved even wider, heavier, the back muscles beneath her bloody wool swelling to accommodate her rampant expansion.

A jet of pink-yellow steam billowed from her nostrils as the growing ewe groaned so heavily it rattled every window down 6th street, up and down and back again.

“MUH...MOOOOORE~”

As she blew up loudly, messily lurching past 700 feet, the first explosion struck.

A blast of released artillery interrupted, scattering the shocked crowds as Midnight took the hit hard, staggering her back with a series of crashing, clumsy quake-steps. Her milk-dribbled

hands lashed out on reflex, clutching and smashing into and through whole buildings as she pitched back, digging into their blasted sides in a bid to right herself.

“GAH!”

The smoke cleared from her huge bosom, pockmarked with cuts and burns, making her shake her head in surprise, then glare out beyond the crowds at the sight of one tank in the city square, its turret still smoking from the blast.

No. No, wait, there was another tank coming up behind it. And another.

The military was here. And they clearly weren't friends.

The crowd booed and hissed as Midnight shook it off, tapped her wound experimentally, then winced with a loud hiss.

“Guess you aren't invincible, then, are you?”

The voice echoed from a speaker at the side of the first tank, and the voice sounded experienced, sincere, and likely very, very vengeful.

Midnight made to respond, but the insult made her jerk back, as though it had landed like an attack of its own. The crowd watched as, suddenly, the 720-foot behemoth trembled, then lurched down, shrinking smaller, like a balloon with just a little air slipping out. She lowered down to about 680 feet—still colossal; yet, the onlookers had seen.

“What's wrong, monster?” the same voice echoed, suddenly cocksure. *“Did that love tap let a little hot air out of the blimp? We got plenty more to give! So stop your wicker-wacking, and leave this area, immediately! This is the only warning you'll get!”*

The vast demon-ewe frowned, looking down over her massive chest at her fans, before sucking up air demonstrably, sighing it out with a streak of smoke...and straightening up.

“A LUCKY SHOT, CHEAPIES,” she grumbled, sniffing dismissively. “I'D MAKE THREATS BACK, BUT I'M ABOVE SUCH FARE. NOBODY LIKES BIG TALK FROM BUGS, YOU KNOW. THAT'S JUST INSINCERE POSTURING.”

“Oh?” the voice echoed back, as the tanks all lined up their sights behind it. *“We can reply, without talking, beast. That's just fine by us.”*

“PUH, CUTE! NOT BEAUTIFUL, LIKE SOME OF US...BUT *CUTE*. GO AHEAD, THEN! I CAN BE BIG ABOUT THIS PETTY SNEAK ATTACK. IN FACT, I WON'T EVEN FIGHT BACK. HOW'S THAT SOUND?”

“This isn't a negotiation.”

“CORRECT,” she boomed, grinning smugly. “IT'S NOT ME YOU'LL BE PARLAYING WITH, AFTER ALL.”

With as much pomp as possible Midnight brought up a fingertip and added a theatrical twirl, contrasting how bored she made sure to look. The tiniest ball of glitter rose from her wool, somewhere near her collarbone, hovering up, up to her muzzle and massive lips.

“Whatever she's doing, up there, ready to fire,” the voice buzzed to the other tanks. *“All of you citizens, disperse! This is going to go from a stick of celery to a plate of spaghetti real fast, so—hello? Did you hear? Disperse! Git! Go on! What, are you all under...control?”*

As the crowd watched her and not them, Midnight revealed a speck-sized plushie, one of the many caught in her wool during the escape from the camp bunker. Upon its belly, knowable only to the great demon, was scrawled “Clay”.

“OH, YOU'LL DO.”

A wall of black rubber consumed the plushie as the ewe's lips closed in for a prolonged kiss—then, less-expected, a deep blow.

Immediately, something billowed up from her wool, sprouting taller, heavier, thicker; Clay *baah-ed* wildly as he swelled from a normal adult male goat into a living house, a sudden series of internal explosions rocking his bulk as it ballooned much too big.

“Hu-huaaaaah! G-aaaah!”

With one firm puff, as though through some absurdist voodoo rite, the goat had blown up into a 40-foot beast, where those who had watched from below had noticed Midnight's height drop down the same amount. The transference had left the male swollen to such a degree that his furred muscles raged against the ripping span of his smock and pants, both stretched over-tight and trembling with tension. His muted surprise surged into joy as his chin rested down between the fabric-stretched cleft of his oversized pectorals, his horns longer, bulkier, his neck a pillar of warm brawn and bristling fur.

Biceps big enough to be king-sized beds swelled experimentally as he patted himself over, huge hands thumping nicely on bulging abs, each touch making another row of seams burst, in turn letting more muscles boom out of his dying clothes.

“Oh,” he started, his former humility sorely tested as his hand found a vast, hot mound pulsing out below, so big that it forced his hulking thighs apart. “OH!”

“EXACTLY,” Midnight churred, pointing down to the tanks below as their turrets locked on. “CLAY, HONEY, BE A DEAR? WOULD YOU FINISH MY SENTENCE FOR ME? I DON’T THINK THEY HEARD.”

The goat leapt, and that was all it took.

A contrail of golden glitter followed the arc of his launch as Clay left her wool, hung in the air, then crashed down at her feet, making the tortured pavement shake anew. When he rose, the 40-foot goat took one step forward, the cement snapping deep underfoot as enormous thighs muscles his pants ripped near-completely apart.

“You heard the lady,” the huge male boomed as a door-sized hand bore down on one tank, clenched into its metal like green foil, and easily hefted it up off its panicking treads. “Let’s hear some appreciation!”

“*Fire!*” the primary tank roared, pulling back. “*Fire, fire, dammit!*”

Midnight blew into the effigy against her lips, harder than before; instantly, Clay bellowed and rumbled, his eyes closing as his huge body exploded much, *much* bigger. Even the earliest of shells that blasted out caught Clay’s body as it blew up larger, not Midnight’s—and the explosions after didn’t do much in the way of annihilating the goat. Really, they only shoved him back a few yards. The next blasts only served to make his booming muscles ripple on impact as the titan rocketed up to 100 feet...140 feet...180 feet...

Conversely, Midnight dwindled smaller again, lurching all the way down to a merely *impressive* 500 feet. Clay teetered drunkenly, shaking his head, the giant now standing nearly head-high to her upper thighs. The tank shook its turret in his growing grip, trying fitfully to shake loose, but the goat’s hand swelled unstopably larger, covering it entirely. It was the simplest of matters for him to dangle it absently by its muzzle with a massive thumb and finger, before he finished relishing the moment and just tossed it aside, letting it crash through the side of a gouged office building and rest in defeat.

There were no bigger fish to fry, so Clay went to the school instead: one good punt caught the front of a retreating tank, flipping it twice over as it cleared the one behind it, bounced badly on the back right, and spun and crashed into yet another. The herd dispersed as shells bombarded the monster, cracks of impact followed by streaks of smoke snaking around a wall of moving muscles as Clay's fists thudded down, *hard*.

The crowd gasped and parted as marginally as possible as the enormous goat thundered low on all fours, horns borne lower, mowing through the infantry like hollowed toys. Uprturned turrets' blasts angled skyward, striking the already-hurt buildings and blowing out chunk of cement and rebar; a mess of deconstructed construction peppered down over unthinkably big shoulder blades and deltoids as Clay battered the military back in a display so great that the enraptured crowd actually *cheered*.

Demoralizing as it was, the scrambling tanks' hopes dropped all the lower as the peoples' cheers reached Midnight's perking ears, the towering demon-ewe starting to breathe erratically. A deep, husky rumble emanated from her chest, spreading across her entire form as she snorted embers into the night air. Her huge hands twitched, trying to find any good part of herself to fondle, but all of her was better than good, and the predicament was clear.

"S-SEE?" she murmured, the 500-foot female stretching all over as high-pressure growth bulged through her creaking skin. "I DIDN'T MOVE...O-ONNNNE...IIIIINNCHAAAAH~"

Clay turned in time with the stunned crowds to see Midnight spurt right back up in size, a single, gushing burst inflating her body with such force that slight aftershocks rocked the half-crumbled street around her as she heaved to 600 feet. One push alone nearly made up for her investment, and as the crowds drew nearer, clamoring and singing her praises in a mess of sound, the net spurt was catastrophic.

"HERE...CUH-COMES THE SHOOOOW~"

Gouts of steaming milk jetted from ballooning teats as the ewe bellowed smoke and sparks, her wooly coat inflating around her faster, fluffier, flaring bright as a cascading wash of kicked-up glitter rained down. Her bloated thighs boomed wider, an after-jiggle tickling up and down her delighted form as her rump detonated larger, forcing her wiggly tail higher as her rear smashed deep into buildings, digging hungrily in, getting larger, heavier, rounder, stretching and groaning among breaking walls and warping beams.

700 feet was not only met, but surpassed as the roaring female hugged her impossible breasts tight, forcing rosy milk to river-run and trickle all around her growing forearms as she let her bosom struggle out bigger and bigger around them. A single shudder rumbled her up past

800 feet, her hips sending massive cracks through the neighboring structures, snapping, splitting, and pushing them apart onto the next streets as her elbows lifted over all rooftops.

“I-ISN’T, OH, T-THIS...BUH-BETTER? H-H-HMM?”

Her words were earthquakes from a non-earth form, shaking the air as her feet burst even larger over the streets. Massive toes bullied and bulged, bulldozing carelessly through bank lobbies and hotel entrances, heels swelling ceaselessly behind as her curvy back arched in deeper, and deeper, her figure expanding wider, her wings vibrating as they beat faster and faster, her body screaming with an demon’s undreamed-of pleasure...

10:35 PM

At 900 feet, even within the bounds of downtown, Midnight could finally be seen from the road in. Traffic had understandably started up in a panic, then stopped in fascination, then adoration, leaving everyone outside of their parked cars along the lanes as they all watched their new best friend swell bigger and bigger far beyond.

This, naturally, made steering the RV somewhat dicey.

Ben stammered apologies as he pulled the wheel left, then right, nearly fishtailing as he wove last-second around someone standing there, staring on, not caring that he was careening through the lanes at high speed in a \$90,000 death box.

“What is it, why are we swerving, Ben?” Kathy begged, the stuffed giantess twitching on reflex in the back—well, really, the entire rest of the RV.

“T-too many people stopped trying to get out of town!” he *click-clicked*, swerving around a stopped school bus and nearly slamming into a tree. “They’re influenced, f-for sure! C-come on, everyone, snap out of it! They’re...gah! T-they’re all getting their phones out!”

“PHONES!! Kathy balked, her huge, adorable eyes twitching. “NO! No, we can’t—Ben, if they record and share footage of her, we’re done for!”

“W-well, what can we—”

“Can you see the city from here?”

“S-sure.”

“Do you see anything at all that looks like a power station?”

“I don’t...oh! Oh, there it is, yes! There’s one along the mountainside road, just shy of the downtown area, I can see the road in!”

“Perfect! Let me out at the turnoff, I’m going to shut off the lights and slow things down! You...you find the nearest cell phone tower, and ram it! Do whatever to break reception!”

“WHAT—”

“BENJAMIN!” Kathy boomed, shaking the entire RV. “Trust me! We can delay this! I’m a giant, but I’m just fabric, electricity won’t kill me!”

“H-how do you even know!?”

In response, Kathy finally moved. In response to her response the RV hollered, its backside bulging, then tearing open, letting her squeeze out into a roll on the road, unharmed. The vehicle rolled on its troubled way, even as the rear remained opened like a very pricey can.

“Okay, okay,” Kathy muttered, the gigantic stuffed ewe dusting herself off. She seemed so much more...correct, anatomically, despite remaining a towering toy. Not that it mattered so much, in the moment. “Right, there it is! Gotta move, gotta move!”

Her plushie feet *squeak-squeaked* as the sheep bounced onto the adjoining route, tearing off towards the power plant in the distance. No one with eyes set on the 1,300-foot Midnight in the far distance had any to spare for Kathy as she charged down the way, pumping her toy legs for all they were worth. It was understandable.

“Almost...almost!”

Within several minutes, the few unaffected workers at the front gate of the plant looked up from the big game on their monitors to see a very large, very ambulatory mass of stitches and stuffing barrelling through the front, smashing with a devastating *SQWK* of fury.

The rest was a blur of destruction and softness as the station rocked on its foundations, paused, then winked out into darkness.

10:40 PM

Ben screamed in what he thought was a heroic timbre as he saw the cell tower approaching and threw himself out of the RV, letting it crash into the base with an explosion great enough to send him sailing even further back, after landing.

The base of the tower caved as it snapped across varying important-looking beams, before the entire thing began to wobble, then tilt over, making Ben scream at a higher clicky pitch as he ran away from the falling spire and dove for the bushes.

10:41 PM

Entire buildings that hundreds of employees each occupied day in and day out, buildings that took minutes to ascend, even with the most advanced elevator systems money could buy—they only reached Midnight's hips. And those hips were still getting bigger.

1,500 feet of pure feminine power towered into the night sky, the glow from her lidded eyes casting pink-yellow spotlights over the lowest of nearby clouds as she shook and huffed, sweat and glitter and heat pouring off her trembling body.

"M...HMMM-MOOOOOOOOOORRRE."

Down far, far below, even the 180-foot goat could only cling to her overgrown foot, looking up in unfettered awe. Toes taller than smaller shops and single-story storage buildings swelled loudly, growing yet again, just as the street lights (still remaining) all suddenly sputtered, resumed, then cut out entirely. For a moment, the entire downtown was in a blackout.

Over a thousand cell phones' lights remained as the unmassive masses held them aloft, trying to record Midnight's fantastic ascension; yet, they too began to mutter in confusion, not at the monstrous female that had trampled their idea of reality, but at the realization that there was no signal to post anything with.

"HMM."

Midnight blinked, then looked down, the light from her eyes halted by the sheer scope of her own chest. She snorted softly, then realized there was no reflective light, no ambient neons, no nothing. Not only was the power across downtown out and gone, but so too was her growth spurt, stopping her at a staggering 1,600 feet tall.

Hardly enough.

“FRIENDS?” she thundered softly, cocking her head and heavy, huge horns. “DID SOMEONE FLIP A SWITCH, HMM? LET’S HAVE EYES BACK WHERE THEY BELONG, YES? LOOK! LOOK!”

One of the upturned tanks kept its treads spinning defiantly as its speaker crackled back to life:

“Is...is the power out? Give me the phone! That one! We’re calling the experiment in, I’m not wasting time playing around any further! Put me through the HQ, yesterday!”

“NO, YOU DON’T!”

Clay was off of that colossal foot and on the tanks in a second, glowering down from beyond two immense, diamond-tight, fluffy pectorals. A massive hand swept through the remaining vehicles, snatching up the lead and raising it.

“Damnation! F-fire!”

A last shell blasted out from the upside-down tank as it was lifted, putting the point of detonation directly over the bulk of Clay’s bulge. The tremulous strips, the bare threads of what was once the goat’s pants were blown off, and the beast was no longer caged. A vast pink member the size of a grown sequoia whipped loose, flaring fat and long and glad as it angrily throbbed forth, two house-sized testicles bobbing loose beneath its bloated base.

“HUMPH!” Clay bellowed, almost laughing. “FIRE AWAY, BUGS! DO ME THE FAVOR! JUST YOU STAY AWAY FROM MY GODDESS! IF YOU NEED TO DO SOMETHING, YOU CAN DO THIS...”

He saw the treads grinding away, shrugged his oversized shoulders and casually lowered the tank onto the topside of his erection, letting the treads tickle and massage away. The goat rolled his eyes and caught a laugh in his swollen neck, his muscles flexing with a single tense of bliss as it teased against all that heated mass.

“HEY...HAHA, YEAH! THAT’S FINE!”

“Good grief—okay, that’s enough of this garbage-water,” the Hawk general within growled, reaching over to the panicking pilot. “Phone.”

As the pilot handed the General his phone, a brilliant red rose into awareness, so great and so bright that it reached around Clay's enormous hips, coming in through their apertures and scopes, filling everything in a deep, tender glow. The General spoke, but suddenly found it hard to remember what the hell he was supposed to talk about, or to whom.

"Y-yes, I...ah, right, this is h-he! We're calling Bravo in, confirmation YHX-898B! G-get us...the ray gun...now. Downtown, sure. Yeah. Okay, bye."

Those within the sundered tanks blinked, watching close, before smiling to each other and sighing contentedly as the glow grew and grew, flooding off of Midnight's massive, beautiful body. Even Clay, erect and teased as the giant was, turned back in total adoration.

"W...WHOA."

Her red wool shone like luminescent moss in some lost cave, radiating such affection, such all-consuming...care, that even the military wave was suddenly beholden only to the giant demoness. And it was *care*. That was the very word, the core of cores.

"PLEASE," Midnight boomed, pleading in earnest, a raw and absolute need pouring out. "DON'T STOP...LOVING ME! STAY! I DON'T...WANT TO BE IGNORED, EVER AGAIN! SEE? S-SEE WHAT I CAN DO? NOTICE! LOOK! TALK ABOUT IT! T-TALK ABOUT ME, DARLINGS! MY TINY FRIENDS! THAT'S RIGHT!"

"She's incredible," the pilot squealed, leaning in over the tank console.

"You're damn right," the Hawk finally said, fighting to keep the admission in his beak. "Y-you're so right! Look...grah, *lookather*—"

Clay's ears rose as the tank atop his member brought its speaker back on:

"You...are the m-most exquisite thing...I've ever witnessed..."

"Y-YEAH," Clay agreed, panting, some horrible need filling his twitching bulk, feeding it along with Midnight's as it rumbled up high overhead. "YEAH! ISN'T SHE THE BEST?"

"Hell yes, she is! Haha! You lucky bastard!"

"I-I AM! YEAH, I AM! BAHABA! HEY YOU'RE ALRIGHT! HEY, SORRY FOR THE BRUTAL DOMINATION STUFF, EARLIER—"

“Oh, don’t, this is worth it!”

Suddenly, he and the military were thick as thieves. Well, Clay was just *thick*.

As for Midnight, the effect was merciless; the looming ewe-demon cried out as her body rumbled worse and worse and worse, a great booming tic echoing out as her skin tightened all over, the growth like a building knot within, too big for even her to mete out in one go...

“HUH-AAAAH-HAH,” the 1,600-foot being whimpered, sharp teeth tickling and tugging as she bit into an unthinkable vast, smooth, stretchy lip. Her nostrils flared like engines, a deepening magma-glow rising within as her trembling became a full-on quake...

10:50 PM

Honking was the first thing Benjamin could comprehend fully as he teetered about in the middle of the road, clicking stupid gibberish (in bug-speak, at least).

“Hey!”

“Mwuh,” Ben chittered, the beetle blinking out of sync as headlights blasted him from a honking transport. “Kathy.”

“Get the hell out of the road, idiot!”

Several soldiers in gas masks stormed out impatiently, taking the smaller insect by his segmented arms, and hoisting him up and out of the way.

“Come on, move, move! It’s pandemonium out there! That whatever-lovey field of that...that thing over there is getting worse, I can smell it through the mask!”

“Least those eggheads had the right idea, giving us these,” another soldier huffed as she helped set Ben on the grass with surprising gentleness. “Hey, buddy, stay back, okay? We’ll get that freak down to size in no time.”

“Okay, thank you, yes.”

“Roll it out, roll out! Chop-to-the-chops!”

As Ben shook things off and came to, it hit him.

“Down to size?”

He rubbed his huge adorable eyes, then looked over to a monstrosity of technological might strapped and bolted down to a flat bed hauled by the military transport.

“Oh. Si-size?”

He bolted upright, alive again, his sleek carapice nearly going pale.

“WAIT! H-HEY!”

As he dashed back out onto the road after the rumbling transport, an unseen van swerved behind him, honking up a storm and colliding with only modest damage into another citizen’s parked car, halting it. Ben only turned around long enough to see NEWS on the side of it.

“Oh. Oh, no! HEY! WAIT!”

He glanced back one millisecond more to make sure the News van was incapacitated, before breaking off into a run. Thankfully the transport had to swerve around so many cars that it slowed enough for the huffing insect to reach the back of the flat bed and climb up onto it.

He limped over to the machine, looked it up and down, then its attached console, upon which a large circular dial was fixed, reading

SHRINK +
SHRINK
GROW
GROW +
MAX OUTPUT: DANGER

“Holy smokes,” Ben panted, popping his back. “A...a size ray! They have a *size* ray!?! There’s no way this can be old tech. They...can really shrink her down!?”

The transport bumped and rocked along the full road, as if glad to reply, as the transport and its new stowaway rumbled on toward Salt Basin City.

10:51 PM

The more the crowd along the outer streets of downtown stopped to notice Kathy, the bigger she grew. Step by step, the 40-foot sheep plushie swelled, as more and more little onlookers set to murmuring and fussing over her, instead. Granted, it was more the oddity of a huge, living toy ewe, soft and cute—but it was something.

50 feet...60 feet...70 feet...

Each step...well, only meant bigger squeaks, as her weight still proved too light to make much else of each impact; but the sensation of growing still carried her as she waved obnoxiously, intent on stealing as much attention as she could in what distance and time she had.

“P-pardon me, folks, sorry, hey look at that, I’m huge, hiya—”

Squeaky-squeak-squeal

The noise itself drew over a hundred others’ looks away from Midnight as she towered larger in the background, their focus blowing Kathy up to 150 feet, then 270, her fabric stretching as her warm fluff expanded like dough, pushing against her growing exterior. Her sheep muzzle pushed out, her stitched ears wriggling receptively, her wool boofing bigger and fluffier as she shook, halted, and blew all the way up to 400 feet, which only made more people turn to see her.

It was only moments before the last domino in the effect fell at Midnight’s gargantuan feet. The mega-ewe’s raging swell, that vast knot of pure growth mounting within her, suddenly flickered and paused, still, unspent pressure at the back of a thin nozzle.

“OH, WHAT NOW?” the half-mile tall beast huffed, her body having swollen somewhat bigger in preparation for the motherlode, but otherwise no greater. “EVERYONE, IS THERE A PROBLEM DOWN THERE? SHOULD I LIE DOWN AND MAKE SURE YOU’RE ALL RIGHT UP AGAINST MY GLORIOUS SELF? MY INFLUENCE WILL PROTECT YOU, I PROMISE! I WOULDN’T WASTE ONE LIFE OF MY PRECIOUS RESOURCES, MY HELPING FRIENDS! HOW’S THAT SOUND? WOULD THAT—”

“You’ve had enough, you glutton!”

Midnight’s eyes lidded to unhappy slits, the edges of her vast mouth curling down into a mega-sized grimace. Her huge, floppy sheep ears swiveled on reflex, and the nude colossus

thud-thudded around, looking down at the very top of a skyscraper that Kathy had managed to climb. Being 500 feet tall helped. Midnight being 2,600 didn't.

“UGH,” Midnight boomed, snorting full-on flame. “GODDAMMIT.”

“Give me back my body!” Kathy demanded, shouting from the top of the building. “You stole it from me!”

“NO, YOU STOLE IT FROM ME, *KATHERINE*,” Midnight puffed, genuinely upset. “THAT KIND OF ACCUSATION HURTS. YOU KNOW HOW MANY STUPID YEARS I TRIED TO BE YOUR FRIEND? YOU NEVER PLAYED WITH ME, AND WE SHARED THE SAME SPACE. I’M JUST TAKING WHAT I’M DUE.”

“You nearly crushed my parents the first time we blew up to giant size, Midnight! Why would I let that keep happening? Of course I repressed you—”

“W-WELL, MAYBE IF I WASN’T SO HUNGRY, I WOULDN’T HAVE GONE OVERBOARD, YEAH? AND DON’T YOU USE YOUR PARENTS AGAINST ME, THEY WERE MY PARENTS, TOO. I LOVE THEM JUST AS MUCH AS YOU. I CAN’T HELP WHAT I AM, THEY WERE THE ONES THAT PUT ME IN YOU!”

Kathy actually lurched back, struck, nearly tumbling off the skyscraper.

“W-what? No, they didn’t. That’s stupid.”

“Y-YOU’RE STUPID.”

“THIS IS WHY WE DON’T WORK TOGETHER, MIDNIGHT,”

“YOU EVEN GAVE ME THAT NAME,” the towering demon huffed, blushing. “STOP SAYING IT LIKE IT’S SO AWFUL. I *LIKE* THAT NAME. EVEN THOUGH YOU TREATED ME LIKE DIRT, IT WAS THE ONE THING YOU GAVE ME, AND I LIKE IT, AND IT’S MINE. YOU OWE ME THIS.”

“N-no way, you’re enslaving everyone...”

At that, the city blinkered back to life, momentarily, pulling the two females’ attention at the same time. At the same moment, the military’s Bravo team turned a corner at 5th and Deacon St, a strange machine in tow at the back of the convoy.

Midnight's huge glowing eyes darted slightly, back and forth, before she sighed.

“WERE YOU REALLY STALLING ME FOR WHATEVER THIS SILLINESS IS?”

She sounded hurt on an ever deepening level, and Kathy paused, so help her. What did one say when evil was offended? Where did one even start?

“I don't know *what* that is,” the kaiju-sized plushie murmured, tilting her head.

“SURE, SURE,” Midnight grumbled, sniffing. “WELL, TELL YOU WHAT. IF YOU THINK I'M JUST SO HORRIBLE, LET'S TEST IT. ASK MY FRIENDS DOWN THERE WHO SUCKS SO HARD. GO ON.”

“What?”

Midnight crossed her vast arms under her even larger breasts, lifting them up in an overt display of size. She shrugged mountainous shoulders, glitter flying up off of her thick, scented wool in torrents.

“YEAH. ASK THEM. I GOT MORE FRIENDS IN AN HOUR THAN YOU EVER DID IN YOUR LIFE, DOING THINGS YOUR WAY—”

That tore it.

Despite being roughly a *fifth* of the giantess' awesome size, Kathy lunged, and it was enough to send the bigger female stumbling back with a surprised gasp. Midnight and Kathy both descended, crashing back into an entire city block, bringing it down in a vast cloud of smoke and grit that blew past the onlookers and a very surprised Clay.

“*Sir!*”

Within the tank, the General and pilot turned to see the phone.

“*Sir, it's Bravo! We have the prototype size ray in tow! Power cells are in, we're ready to fire in about half a minute—*”

“The size ray,” the Hawk groaned, shaking his head. He picked the phone up. “OH! T-the, right, the ray gun! Great! Set it to Max Growth, that's an order!”

“*S-sir!?*”

“Yeah, yeah,” the General huffed, openly aroused. “You, like, you crank it up to full, and just keep blasting the sheep-thing! I need her to swell larger. Much...much larger, hear?”

The tank pilot nodded rapidly, giving a thumbs-up.

“Sir...did you hit your head? Where are you?”

“Look, just do it!”

The soldier hung up on her end as two more loaded the oversized cells at the back of the ray gun’s base, the machine whirring to life with neon green waves.

“We’re set, Sergeant,” one said, dusting his hands as he approached her. “Shrink settings are already fixed in—”

“The General wants her bigger,” she replied, making him laugh humorlessly.

“W...doesn’t she have some influence wave thing going?”

“Yes. Yes, she does. We’re shrinking her, get it done.”

“We’re getting demoted along with her, says the twenty in my wallet,” he sighed, taking up the console and tapping in buttons.

As he did so, a dented TV News van rolled by, limping into town, able to navigate as the backup power burned away.

“S-stop that van!”

Ben’s clicky little voice broke through as he hobbled around the other side of the machine, startling the soldiers. The one behind the console had a gun out in less than a beat.

“Step over, on the floor!”

“That van, they’ll capture footage of her,” Ben implored, bowing.

“On the floor, don’t bow!”

“They’ll make Midnight insanely huge, listen—”

“I’m not going to ask again!”

“Uh, they. They’ll make the military look like total i-idiots!”

All three soldiers twitched. The masks did nothing to hide the body language.

“Please, stop the press!”

A deep rumbling interrupted as, down the smothered street, Kathy rose high over the buildings—followed by enormous clutching hands as Midnight hefted her bulk up, sitting back upright, her stupendous rump crushing at least five buildings.

“S-SEE?” the demoness chuckled, snarling happily as she surged even bigger, billowing loudly and tightly all around the pushie. “I T-THINK THEY KNOW... WHO’S SUPERIOR, HERE, DON’T YOU AGREE?”

2,700 feet *b-boomed* to 2,900, Midnight’s blood-red fluff creeping even thicker around her swelling breasts and belly, her thighs surging destructively bigger across the lanes and avenues below. Heels as big as entire buildings thumped the backs of complexes on the nearest street, resisting only a moment before cracking and blowing apart. Vibrations rolled from her cheeks and tail, throwing the entire block into an ominous dance—including the convoy.

“You see that?” Ben yelled, pointing. “That’s just from *this* crowd, here! Imagine if she makes the local news! The n-national news!”

The Sargeant stepped back, hands open. It only took a second before they clenched tight.

“Mendez, s-shrink her! Shrink her, now! Tompkins, stop that damned van!”

“Sir!”

Mendez clutched the dial and turned it from SHRINK to its max setting, taking no chances. Ben only watched so long before a terrifying roar interrupted, nearly knocking the transport and bed and ray onto its side from the force. Ben knew that voice; it was almost exactly the same way in which Clay laughed, at the camp—

“Oh.”

A humongous foot slammed down, just shy of the transport. Attached to it, Ben easily saw, was over 180 feet's worth of his former comrade. The goat was nearly as wide as he was tall, an astonishing quantity of bulging muscle smothering his towering frame. Both arms raised up over the shelf of his chest, his angry muzzle just barely visible past it as he made two very, very large fists, and took aim.

“NO ONE’S SHRINKING MY GODDESS!”

“Fire, fire!” The Sargeant barked, as Mendez punched the release mechanism, the ray gun head tilting up with a brisk whirr and blasting out a neon green beam aimed directly at the looming giant.

It struck true, shoving Clay back as a green glow covered him entirely, wavered, then faded into him like sponged liquid.

“GAH,” Clay growled, before his goat eyes widened, the immense capra specimen suddenly heaving lower by a good 30 feet. He blinked, then shuddered and lowered down again, deflating to roughly 100 feet as he staggered away, waving his huge arms, as though it would ward off unwanted shrinking spirits.

As the beam struck and the results came the TV News van halted at gunpoint, and Tompkins ushered the three-person crew out through the sliding door, to their arguments and harsh objections.

“You can’t detain us, this is National News, bro!” the camera lizard grumbled, pacing around outside the van. “We have every right—”

“Sir, *calm down*—”

Back down the crushed block, Midnight perked her ears and looked over, the entire population looking with her to see Clay dwindling down towards 80 feet, bleating miserably. At 3,200 feet, she easily held back Kathy, who had absorbed a modest share of attention, enough to get her to 600 feet.

“WHAT’S THIS,” she burred, her voice husky from exertion. “A MACHINE TO...SHRINK! THEY SHRANK MY LOVELY, HANDSOME CLAY! HE’S MINE!”

“S-serves you right!” Kathy groaned, straining her fake arms to try and throttle Midnight.

“LITTLE FRIENDS IN THE MILITARY,” Midnight cooed, licking her muzzle over sweetly, her red glow pouring far, far wider from her ruffling wool, overtaking the new convoy. “HELLO, HELLO! HAHA, YOU HARD WORKING DEARS... WOULD YOU PLEASE HELP ME, AS WELL? PLEASE? I’M BEING ACCOSTED, HERE!”

“Oh, come on,” Kathy roared, the angered plushie sheep struggling harder.

“Shrink her, Mendez,” the Sargeant muttered, her voice faltering as the red glow snuggled over them all. Ben alone seemed unaffected, the bug looking from her to Mendez, dawning horror in his insect eyes. “Quick, we have to. Uh, we. You. Blast her! Blast her, already! Make her hu-h...HUGE...I mean, no! Shrink her...until she...fills the skies!”

Mendez’s erection was already bulging against the front of the ray gun console, his gloved hands shaking as his gas mask steamed up inside from breathing.

“Can you i-imagine it, Sarge?” he moaned, his erection rubbing up along the metallic surface, throbbing bigger still. “I mean...her, as big as...gah, the freaking moon!?”

The Sarge was panting even harder than Mendez, her knees knocking weakly as her gloved hands stroked her bosom.

“No...no, *buh-bigger*...than th-tha-haaaahaaat!”

“DON’T YOU WANT ME PRESSED HOT AND HUGE OVER YOU ALL, DEARS? AREN’T WE FRIENDS? LET’S S-SNUGGLE. SEE HOW WARM I AM? HOW VERY, VERY BIG AND WARM? MY SMELL, MY SOFTNESS, MY HEAT...MAKE ME GREATER, STILL! IMAGINE THIS MUCH NAKED GLORY...OVERFLOWING ON YOU! PULSING HOTTER, MILKIER, BIGGER! DON’T...HMMM, DON’T YOU JUST WANT TO HEAR MY BODY STRETCH AND BULGE? THAT LUSCIOUS, RUBBERY SQUEAL OF MOIST, S-SLIPPERY TEATS AND TIGHT RUMP?”

“S-stop it!” Kathy seethed, batting uselessly against the much bigger foe with her adorable *squeak-arms* as Midnight’s red aura swelled farther, denser.

“I WANT THAT,” Clay gulped, his erection booming up so painfully taut and full that the tip bobbed all the way up against his pectorals, thumping them like a drumbeat of releasing lust. “HUH, I W-WANT HER...”

With that, the mentally and phallically tortured Mendez yelled something indecipherable and twisted the dial up toward GROWTH, part of him still feebly resisting.

The green sank into a strange, foreboding purple, before a huge beam burst out over the ruined streets and the aroused citizens, striking Midnight in her breasts and washing her body in an eerie, neon hue. Kathy, hardly one to have imagined Midnight being any more shamelessly lewd, was instantly corrected as the overgrown demon's eyes rolled in their sockets, then lidded to glowing, greedy slits.

“N”

That's all the heaving ewe could manage before her rumbling body *exploded*.

“NHHHNH~”

Dark wool and rubbery curves bunched, boomed and burlled everywhere, battering the surrounding district with waves of puffing, stretching, surging size. 3,200 feet soared to a full mile as huge hands bashed into entire buildings, swelling hungrily over the remains, so fast that even the blown out clouds were smothered under titanic palms. Midnight's maw swung open in an unchecked bellow, volcanic haze spilling loose as her breasts doubled in size, again, spewing violent geysers of strawberry-tinted cream into the air in mighty arches.

“L-LOOOOK AAAAT MM-M-MMMUH-EEEEEE!!”

The attention grew, compounding on top of the beam blast, further pumping the screaming sheep from 6,000 feet to 7,000, huge, ugly throbs rippling along her swelling form. Those same hands rose, clutching jealously at her inflated, slick, booming breasts, pleading for more, crushing the stuck debris of over twenty buildings to it as they rumbled bigger.

Just as she strained and gulped and panted her way up to a mile and a half, the uncontrolled spurt stopped, making her blow out the rest of her pleasure in a huff, then blink and look about over downtown Salt Basin.

“HAH, H-I...HUH?”

The unhinged she-ep's swollen ego had slipped more and more growth into Clay, their connection still in effect; the enamored goat had grown and grown, inflating back up to over 200 feet as he watched Midnight's explosion along with everyone else. Ben had tried to take the controls on the ray gun, but an enraptured Mendez easily kept the big back with one pushing hand as the ray gun continued firing—into Clay.

“HAAA...AAAAAH!”

Not initially minding its path, the star-struck goat had grown directly into it and was rattling and moaning as the violet glow consumed him, soaking more and more and more into trembling brawn and a rising erection.

“GGHKKK...Y-YYYESSSS~”

In that time, Midnight had snapped back to the reality that she was no longer ballooning uncontrollably, and looked down to see Clay bursting up over what remained of the streets, his overgrown musculature bashing out into the standing ruins as they widened and swelled. The monstrous goat bleated weakly, powerfully, overwhelming and overwhelmed, his now-600-foot body rumbling and rippling bigger in uneven spurts.

His growing feet *slam-slammed* the pavement down inch by brutal inch as his heavy self turned to face the ray gun, reach down, and grab the entire transport with colossal hands. Massive fingers kept increasing in size as they handled the bed and cab and gun altogether, making the controlled soldiers, Sargeant and Ben all hang on tight as Clay brought it up to his humongous member, brought them close, and made sure the nozzle tip-tapped his penis, blasting the swelling undercarriage.

“HAAA, HUHAAA, G-GODDDD!”

“H...HEY,” Midnight groused, her feminine brow dipping unhappily low. “HEY!”

Clay, this time, did not listen. A better master had his love.

“B...B-BIGGER,” the colossal capra murmured, shaking with need, with unending waves of raw power. “MMMMBB-BBIIIIGGG...GH...HURRRURRR!”

“LET’S N-NOT FORGET WHO THAT’S FOR, CLAY, HONEY,” Midnight boomed, the huge female shifting up into a high seat over the district, her bosom wobbling into place, pushing into an objecting Kathy. “THAT’S REALLY FOR ME...”

“GHHHH...HAAAHAHAHAH!”

The obstinate goat’s body surged loudly, gulping power down into itself as it blew up to 900 whopping feet, bigger than Kathy, bigger than the last buildings standing. Another booming lurch, and it was 1,400. The transport and company all but vanished in his growing hands as he lost more restraint and simply rubbed it against his sex, his violet-glowing sacs doubling in mass

underneath, turning into a furry plain of growth. The beam poured on, getting darker still, and the moaning goat's muscles doubled in scope as well, pushing him higher, wider, stronger.

His erection loomed out overhead, so big and full that its ruddied tip's pulsations grew bassy and deep. Biceps big enough to take up stadium seating only flared huger, tighter, fur fuzzing out in giddy abandon as he panted and snorted, then cried out and *tripled* in size.

“DID YOU HEAR ME, DEAR?” Midnight repeated, sternly. The slightest blush of worry crept in, right at the end, punctuating it as the 7,000-foot colossus cleared her huge throat. “REMEMBER WHO'S THE GREATEST, NOW!”

“*ME~*”

The 5,200 foot goat loomed high and across, a vibrating tower of might and arousal, his voice already thicker, already much stronger than hers. His turned back stretched angrily as shoulder blades big enough to be hilltops trembled, tensed, and burst much, much *larger*.

“STOP THAT,” Midnight commanded, not deigning to shout just yet. The attempt to maintain the tone of control was too hard to give up; yet, suddenly, the huge demoness found something else being lost: size.

She whimpered a little smaller, looking her beautiful mass over in shock, before perking her ears with a terrible comprehension.

“STOP!”

“*I...CAN'T YET,*” Clay blast-spoke, the ground under his feet quaking more and more, as he hiccupped bigger again, blasting up to a tremendous and frightening 8,000 feet. “*NOT UNTIL...I CAN HOLD YOU...IN MUH-MY HANNNNDS!*”

“WH-WHAT...”

“*I...NEED...YOOOOOOOU,*” Clay groaned, his eyes so far back in his head that they appeared white. “*I NEED YOU! ALL...F-FOR...MMMMMEEEEEEEEEE--*”

Again, Clay grew. And *grew*.

“You drove him too wild, Midnight!” Kathy growled, struggling in her grip. Even as the demon-ewe shrank back to 5,000 feet, her ego deflating rapidly, she was still far larger than the angered plushie. Yet, the smaller female persisted. “Stop him, already!”

“THEY...CAN’T...HUH-HU-HAAAVE Y-YOOOU...”

By the time he turned to face his prize, Clay was no longer a tiny mortal, nor a looming giant. At over two miles in size, his hands holding the miniscule rig to his body-length erection, the goat was now as a god. A teased, ecstatic, *huffing* god. Even Midnight only made it up to his sacs, sitting down, as she lowered smaller again, and smaller still, clearly no longer the biggest and best around. No explanation was required.

“YOU’RE...SO GORGEOUS,” the male boomed, blushing, yet burning, his chin pressing down into the monstrous cleft in his pecs, fur ruffling fur. *“PERFECT IN EVERY MANNER. H-HOW COULD I NOT...POSSESS...Y-YOU!?”*

Midnight’s feelings mixed into a tangle as she shuddered and swelled bigger, absorbing the huge compliment and blowing back up to a mile in size—only to see him towering overhead much the same, and shrink right back down to about 4,000 feet, total.

“Y-YOU THINK I’M STILL THE GREATEST, THEN?” she pressed, looking for more, needing more. That she was looking up to him, *asking* for what should have been given, made her shrink down to 3,600.

“YES. AFTER MEEEE~”

The beam blasted against Clay’s mighty length yet again, making him shake and groan in total abandon as he blew up into the skies, up and up, bigger and broader, muscles blowing out so massive and heavy and full that his fur could be heard straining to contain them.

“Oh, forget this!” Kathy grumbled, wriggling free from Midnight’s grip, and slipping off as the stunned demoness watched the 14,000-foot titan ascend.

She squeak-thudded all the way down to the cracked earth and made for Clay, turning back only long enough to bark an order up to Midnight’s dwindling mass:

“Stop him, dummy!”

“I...” Midnight gulped, her heartbeat thrumming away harder, locked onto the sight of the overbulkied godling before her. *“I, ER...A-ATTACK! ALL YOU DARLINGS IN MY ARMY, ATTACK HIM! S-STOP HIM! HE’LL TAKE ME AWAY FROM YOU!”*

This, clearly, proved more than too much, and the controlled military presence immediately fired every available tank, rocket, pistol, whatever—streaks of fire and burning lead peppered Clay’s towering body, most only able to make it up to his calves, detonating or outright vanishing into vast fields of soft, muscle-stretched fur, making the god-goat bleat in total indifference to them. If anything, he was just busy clutching his expanding manhood, knees wobbling in joy as his orbs blimped bigger and bigger, sagging rounder and lower to the ground.

“HUH, H...A LITTLE L-LOWER,” Clay quake-talked, his brows knitting up in pleasure, as though asking a buddy for some assist. *“PLEASE, THE UNDERSIDES OF M-MY SACS...WOULD Y’ALL? I’M ALMOST T-THERE...I WANT HER TO S-SEE HOW POWERFUL IT IS WHEN I...I B-BLOOW!”*

At 3 miles in size, standing just under 16,000 feet tall, Clay loomed over twenty-six times Kathy’s height, big as she was. Legs stretching over 500 stories tall proved a rough climb, even for a 600-foot being such as herself, but she continued unchallenged, thanks to his focus on himself.

“KEEP FIRING!” Midnight all-but begged, a fact that made her slip down to 3,000 feet even, while Clay surged ever-greater, his erection wagging like a correcting finger over her entire huge body. “S-STOP HIM!”

“I WON’T STOP...UNTIL...I CAN HOLD YOU IN MY VERY HANDS!”

“UH,” Midnight gulped, standing up at least, letting the debris and rubble tumble off her huge hips. “Y-YOU STUPID LITTLE PEST! YOU’RE UH, N-NOTHING TO ME! A PARASITE, A PRETENDER!”

“HAHA, YOU’RE FUNNY, TOO, I LOVE IT,” Clay moaned, his traps swelling up over his nearly-spherical, overloaded neck. *“I’M NOT AN EGO DEMON...INSULTS WON’T H-HURT ME ONE IOTA...I MEAN...LOOK AT MEEEEEE!!”*

A massive, nearly half-mile long foot lifted from the firmament, booming down on Midnight’s side, making the 1,500-foot female yelp aloud as the city and herself both rattled long after the impact. Clay knelt low, letting his fat testicles thud flat over the entirety of downtown, shoving her back hotly, spreading the tiny crowds back in waves as he smiled down over his inflated chest.

“IT’S OKAY,” Clay rumbled, squeezing his member hard, more to control it, like an impatient stallion at the reins. *“I’LL MAKE YOU HAPPY, I PR-PROMISE!”*

As he lowered so far down, Kathy was finally able to clamber across his thigh, tickling her way along the bulging curve of his tight sacs. She reached up and pried at the vast goat's fingers, barely able to work space enough to wriggle in and fish the little transport back out, Benjamin clinging to her with wide, wild eyes as she brought it up to her looming sheep muzzle.

“SHUT IT OFF, BEN, IF YOU'RE THERE!” she toy-roared as the tiny bug scampered over and pushed a passed-out Mendez away, cranking the dial down to SHRINK +.

“Better yet,” the speck-sized beetle yelled, buzzing. “I can shrink him!”

“WHAT? BEN? HELLO?”

Too tiny to even be heard, Ben shrugged the moment off and hit the button—only for Kathy and the transport to be let go of, abruptly. The beam, again neon green, blasted into the sky, missing entirely as it, Ben, Mendez and Kathy all free fell down through the air.

Even with Clay kneeling down, the goat was so massive that it was still about a 2,000-foot plummet down from his testicles. Mercifully Kathy was all fluff, meaning her landing was nothing more than a supple, cute, *actually-kind-of-fun* bounce off the ground.

“**WHAT...WHAT'S THIS?**” Clay murmured, cocking his head. “**YOU'RE...**”

Quite randomly, it seemed, Midnight was...bigger. Much bigger.

The demon giantess was heaving larger in thick, wadded bursts of growth, her eyes shut tight as she snarled, happiness pushing through her own surprise and confusion as she billowed up to a mile once more, shook, groaned...then *doubled* that, instantly.

“*HNNN...HUH-HUNNNHHHH~*”

Clay rose back up slowly, slack-jawed, his erection bobbing taller as he watched the red ewe erupt bigger, and bigger, spurting angrily up to 4 miles, already his size—no, larger! Her back arched as her bosom exploded larger, thrust forward with both bobbling nipples stiffening into massive columns, milk bursting forth in rivers that splattered and slicked her torso-covering mammaries.

“**HOW?**” Clay balked, both unhappy and overjoyed, only able to gawk dumbly as Midnight bit at her swelling black lip, convulsed, growled, rumbled, tensed, and ERUPTED even bigger! “**Y-YOU'RE MORE GORGEOUS THAN EVER! GOD! W-WHAT COULD...**”

“BREAKING NEWS,” Midnight chuckled, the mega-sheep’s body darkening further, still, a red bordering on black glowing brighter. Her wool bulged out in waves as she licked her muzzle over with a serpentine tongue, her horns curling larger yet. Spikes shot out in two rows along her back, pushing like miniature mountains from her wool as she hiccupped bigger, again, booming to over 8 miles tall, 42,000 feet looming high, towering over even him.

Indeed, as Kathy rose from her fall, she saw it: up on a ridge overlooking the downtown region, camera rolling and spotlights hastily in place was the miniscule news van. The military had turned all its efforts on stopping Clay, so now–

“OH, HELL,” Kathy gulped, despite not being a real entity, turning to watch with abject horror as the news report of Midnight’s magnificence was beamed live to who-knows-how-far.

“Oh, Hell,” Benjamin chittered, the exhausted bug slouching against the machine as he too saw. He hustled over to the ray gun as Kathy held the transport rig against her fluffy chest, dialed back to SHRINK +, and took aim at the ever-expanding monstrosity that was Midnight.

“C-CAN YOU HIT HER FROM HERE, BEN?”

“I’ll try!”

10:59 PM

As the lizard rolled the camera, the female cat continued on, reporting her heart out:

“This is Lisa Glad, Channel 5 Action News! This is not a hoax, viewers! To our local affiliates and home station, I’m live at the scene of downtown Salt Basin, where an extraordinary creature has arrived! Look at her! Look at her glory! Her size!”

As more viewers across the counties tuned in to watch, Midnight screamed. The 10-mile ewe rumbled deep, bucked her hips, and shot a hot streak of pre, jetting so hard that it knocked even the mighty Clay off his huge feet. Red-pink, magma-like milk blew loose in torrents from overinflating breasts, Midnight’s growing hands clutching uselessly at both fat bloated nubs, wholly inadequate to the task of relief as her body *tripled* in size.

The erect reptile zoomed out, and out, and out, focusing and refocusing frantically as her body blew too big to be fully captured. Her knees thunder-boomed down over the entire city, spreading a deepening gouge into far beyond downtown. Her rump and inner thighs ran wet with fluid as she spattered four entire city blocks with pre, a clitoris so bogglingly inflated and

immense that it was as big as Clay bulging out of pulling lips. Her hands swelled uncontrollably as they couldn't figure out where to go, or how to possibly service her shaking body as it *blasted* even bigger, rolling and stretching and bursting in fervent, steaming need.

“HHHHHHHHHHNNNNNYYYAAAAAUUHAAAAAAAAGH!”

At 80 miles tall, kneeling down, Midnight's belly alone far eclipsed the cloud cover below, her rear and legs flattening onto the city, crushing it flat along with her. Her red aura billowed out ahead of her, protecting and corrupting at the same time, spurring more and more across the area to tune in, or run to their windows and witness as her rumbly bulk overtook them.

At 120 miles, over 630,000 feet in size and still shaking bigger, Midnight's power was becoming overwhelming, a sheer absolute. Her sheep muzzle rose into the atmosphere as she bellowed and spasmed, her clit ballooning as waterfalls of pre-seed splashed and gushed out over the wreckage, soaking the unharmed acolytes so far down below. Her thighs were dark walls of heat swelling over everything as she grew and grew, finally throwing herself into a slow, stupendous lean over the state.

At 250 miles in size, her lean proved cataclysmic.

Breasts as big as cities descended, meteoric and slick with sweat and milk, hammering down on the cratered terrain. Kathy and everyone was blown back like a gusty thrill ride as the countryside screamed in shock, hurricane gales blasting around her growing, colossal fingers as she crouched low. Her muzzle plunged into her slicked cleavage as she shuddered and blew more pre, a lake pooling around her throbbing body as her nipples bulged bigger, digging up the earth ahead and forcing her licky muzzle up higher as her breasts inflated unstoppably. The demoness, seemingly so large as to fill the underground bunker, now filled the state...

And she was getting *even bigger*.

11:02 PM

Ben's attempts to fire (and the plural had been earned) repeatedly fell through as Kathy's 600-foot body lurched higher and higher, throwing the rig, the ray gun and the screaming little beetle into chaos against her fabric chest. His segmented hand kept attacking the *make-go* button, but again and again the readouts flickered and died, sputtering out with no power left.

"Oh no, no, it detached from the power source," Benjamin whimpered, forced to cling to the console, holding on for dear life as Kathy surged even higher—without the benefit of growing.

"H-HEY!" the plushie ewe barked, scooped up into a pair of monstrous, musclebound arms and bristling goat fur. "PUT ME DOWN!"

"THE RAY GUN, YOU LITTLE IDIOTS, COME ON!" Clay bellowed, the bleating 4-mile titan demanding obedience as his muzzle loomed beyond his pectorals. **"HURRY! BLAST ME BIGGER! I CAN'T LOSE HER NOW, I WAS SO CLOSE TO HAVING HER...I-IN MY HANDS!"**

Even the towering male was stuttering, pitching forward in a series of thudding stumbles as the wall of moist, throbbing cleavage boomed bigger and bigger and bigger against him, shoving the three out over what had formerly been not one, not two, but five major cities. The state itself was progressively buried under more and more and more and more billowing, roaring, spilling, gushing insanity, in the form of the ever-growing Midnight.

The millions of citizens therein remained unharmed, stuck to sweaty, milky flesh, boofing blood-dark wool and unfathomable areola, the demon-ewe's body collecting every single thing capable of worshiping her magnifying form. Her vast aura of influence altered minds and hearts (and even enough of reality) that those entrapped remained unhurt, as per the demon's promise—and every single one stuck to her stretching mass did *indeed* praise.

Only three very confused and rushed souls resisted; to be fair, they were occupied.

"MAKE WITH THE GROWTH! COME ON, DOWN THERE! LET'S GO!"

"DON'T YOU DO IT, BEN!" Kathy *baahed*, perhaps a bit spitefully.

Ben was still screaming, clutching the console as its lights fizzled out.

"I'M NOT GOING TO ASK AGAIN, KATHY! DON'T MAKE ME CRUSH YOU-HOOHAAAAUUUUUUH!"

A great, rumbling surge of power blasted loose from within Clay, pumping the groaning goat up *massively*. 4 miles jerked, trembled, then blew messily up to 5 miles in one hard, straining burst, his bulk exploding nearly twice its already-incredible size. His pectorals boomed so large that all sights of his muzzle vanished as his biceps rolled bigger and stronger, diamond hard with tension and unspent power, yet soft as his fur stretched to accommodate it.

His neck erupted into an island of brawn supporting a huge head, his pink tongue flopping out as he guttered into a kind of wild laughter; the spigot that had been Midnight's runoff power swelled into a waterfall, then a dam's burst, filling him faster than his body could handle as he ballooned up to 6 miles, then 7!

“HUUUHAAAHAHAHAHAHAUUUHUHH,” he rumbled, struck dumb with godhood, his erection swinging up and pushing out so painfully red-tight that the rest of the force swelled his sacs all the way down to his bulging shins.

“HANG ON, BEN,” Kathy grunted, forcing herself and the beetle further into Clay's peccs. “WE'RE...GETTING OUT OF HERE...”

All poor little Ben understood was the sudden wall of hot swelling male-fluff and throbbing muscle as Kathy pressed deeper, to the point where her unharmable plushie body warped and squeezed in as she made her way down his expanding cleavage.

Given how echoing growls of delight and dark cackling were all that echoed down, Kathy imagined the titanic goat no longer realized they were escaping, and moreso, no longer cared.

So much the better. *Sort of.*

Still, Ben clung tight. It was his specialty, and years of reflexive social paralysis paid off in spades as he rode out their flight, feeling the squishing and pressing and shifting as Kathy's much bigger body slipped down, down—then tumbled into a freefall once she emerged beneath the swelling lower curve of his pectorals.

The first thing Kathy did, rather than panic, was wrap her gargantuan plush arms about the rig, the gun, and Benjamin, before she impacted Clay's still-swelling foot, bounced off, and rolled out along the gradual incline of the terrain.

A 600-foot ball of rolling stitchwork, it turned out, was still enough to leave an impression, as Kathy bowled over forests and bumped over highways, snapping signs and crashing through abandoned old buildings as she kept on tumbling away. That very speed saved

them both, proving just fast enough to outpace Clay's 10-mile high body and the mountainous female propelling him forward, now well over a horrifying *500 miles* in size.

The entire state was covered in the space of a few minutes as the ewe kept surging larger, blowing up and out in ugly, wonderful, hot spurts of pure raging joy. Midnight's vast eyes rolled back into her skull as her horns curled even further, her rowed spikes growing jagged, meaner, darkening into cruel spires along her billowing back wool. Her huge wings shuddered and flared wider, both uppermost joints swelling as a massive black spike jutted forth, protruding into a talon-like curve.

Her humongous rump bobbed as both warm cheeks bashed through tiny mountain ranges, obliterating everything in their path as her stretched lips spluttered oceans of juice down over trembling thighs. Unthinkably colossal hips quivered, then exploded bigger in either direction, her arms quaking as they swelled, her breasts detonating loudly as they tripled in size, overwhelming all sight of her from the front and shoving miniscule cloud banks away far below, where they met the crumbling earth. Cloud banks that took planes minutes to reach hardly seemed separate from the planet's curves, compared to her.

“L-LOOOK...A-HUH-AT M-MEEEEEE...”

Her mere utterance shook the continent as the rumbling ewe huffed flame and soot, suddenly snarling and tensing deep, arching her back in hard as her hoof-toes curled, her thick tail wiggled anxiously, and her entire body *exploded* bigger.

600 miles...

“S-SEE...HOW AMAZ-I-IIIIHIII-IING... I AAAAAAM!!”

700 miles...

A clitoris over 360,000 feet wide shook as rivers of honey tickled down around it, sheer pressure forcing jets out around the rims of overtaxed folds, raw lust and delight inflating it more and more as it boomed over the cracked landscape, dimpling into a oval between bloated inner thighs. Wholly ravenous, the sky-dwarfing female ranted and panted and moaned fire and need and sweet heat as her shaking breasts gave in, stretched agonizingly bigger, then blasted out a geyser-burst of pink milk, buffeting the neighboring states in torrents of fluid, a horizontal hurricane of strawberry release as she screamed, trembled, and *GREW*...

11:08 PM

Kathy emerged from the other side of a lake, her lower half sopping wet, sloshing from the water her plush body had absorbed, heavy steps slowing her some as she turned to see Midnight's bosom swelling frantically larger on the horizon.

"OKAY, SHE'S BUSY GROWING THAT WAY," the toy ewe muttered, pitching some from the effort of trying to kick water off of her legs. "SHE ISN'T STOPPING, THOUGH, THAT'S ALL KINDS OF BAD. I KNEW THIS WAS HOW SHE WAS, BUT. STILL."

She waited, heard no reply, then finally thought to check down on her expanded fabric chest, seeing the teeny rig there. With a bit of squinting, she could see Ben there, still attached desperately to the machinery. He was shouting, but she was just too big to understand it.

"I CAN'T HEAR, BEN," she said, apologetically. "I'M SORRY. GOD, THIS ALL HAPPENED BECAUSE I COULDN'T ACCEPT MIDNIGHT AS PART OF MYSELF. SHE SAID MY PARENTS DID THIS...THIS IS MY FAULT, ISN'T IT?"

"You couldn't have known!" Ben shouted, his little throat getting hoarse by this point. "Kathy! Hey! Don't blame yourself, please! No one could have foreseen this! Hello?"

Kathy sighed, despite not really breathing.

"I'M GLAD YOU'RE OKAY, BENJAMIN. REALLY GLAD. THANKS FOR...YOU KNOW, NOT...GOING TO HER SIDE, IN ALL THIS. I'M GLAD I HAVE A FRIEND."

Ben stopped trying to speak, at those last words.

Who was he kidding—it *was* the last word.

The tiny blue insect paused, fidgeted unhappily, then nodded. Then, he nodded for real.

"I-I'll help however I can..."

Even without the instructions of the guru, and even without matters of devotion, Ben would have acted the same: *modesty above all*. Still, despite that, despite having only met her that same evening, he couldn't help it. No amount of logic could excise that growing little ball of heat within him, that strange and ironclad certainty that, no matter what, he wanted to stay close, to be snuggled up against her softness and warmth forever, so long as she would have him there. It was beyond stupid. It was creepy. It was crazy.

But it had become a crazy world, and fair was fair.

“THE RAY GUN,” Kathy interjected, her stitched muzzle looming overhead. “YOU WOULD HAVE FIRED IT BEFORE, AND I DON’T SEE ANY LIGHTS BLINKING ON THE CONSOLE, SO IT’S OUT OF POWER. RIGHT? SO, WE...AH, JUST NEED A POWER SOURCE TO CHARGE IT...THEN, WE CAN SHRINK HER...ER, THEM *BOTH* DOWN!”

For one scary moment Ben could only think of making Kathy so enormous that he could vanish into her softness. Panic surged as he shook it off, the way one might thrash awake against a tangle of sheets, or realizing the alarm had been slept past. Surely, it was the influence field. Surely, some of Midnight’s raw power was seeping in, affecting his judgment. *Probably*.

“Right!” he buzzed, wiping his hands (and unclean thoughts) on the tattered remains of his smock. “W-we need another power station or something—”

Kathy was already wetly *squelching* her way along the rim of the lake, thudding into the harbor of a small town. Each adorable foot boomed down, shaking small fishing shops and rattling telephone wires as she stuck to the border, stealing cautious glances at the streets below.

“They’re all empty,” Ben assured, the bug looking all over from up atop her chest. “Is everyone inside, I suppose?”

“ALL THOSE GLOWING HOUSES, DOWN THERE,” Kathy rumbled, worrying. “YOU DON’T THINK...THEY’RE ALL WATCHING THE NEWS?”

As if in reply, a great shockwave rushed past, putting even Kathy into a teeter as Midnight’s growth spurts escalated into quakes, *from a whole state away*. The lake behind them churned, rippling ominously as another concussive shudder tore through, followed at last by detonating boom-moans that deafened and overwhelmed, dominating the skies below her.

“Sounds like it!” Ben grunted, before ripping the back of his smock open, enough so that his beautifully-prismatic wings could slide free and buzz awake.

Kathy blinked in shock as Ben’s speck-sized self flew up to meet her eyes, huge and soft and kind, his darting to and fro catching her attention as he looked to her, clicked happily, then made himself turn and do his actual job—scouting out a power station.

“IS THAT YOU, BEN?”

Kathy, perhaps, heard the faintest of sounds as the nearby bug hollered for her to follow him—which she eventually did—as he flew through the night air, over still houses and a wharf and cannery, down to the edge of town and a library. Kathy slowed her follow and watched, head cocked, as Benjamin flittered down to the front, grabbed a trash can, and smashed the library’s front glass door open with it.

“Sorry, sorry, sorry,” Ben chanted, the embarrassed beetle slipping in as the security alert blared. He ran to the lobby, looked about, and quickly zeroed in on the public computers. “Okay, good, good...”

Kathy couldn’t help looking back as Ben did whatever it was he was doing, the plushie ewe stifling a groan as Midnight’s dark body spilled over more and more of the horizon, consuming it as she billowed and pumped in all directions, become the sky itself—

“Got it!”

Being far enough away from the hysteria surrounding Midnight, Kathy could actually sort of make Ben’s shouting out. She turned back to him, toy-eyes bright.

“WHAT?” she soft-boomed, hearing the alarm blaring in the library below. “S-SHOULDN’T WE GET OUT OF HERE, FIRST? THE COPS—”

“Are watching Midnight,” Ben interrupted, flying back up to where she could make him out better. “No one cares about anything else, I think! That’s one advantage: we can just waltz right over to the other bunker!”

Kathy paused.

“I THOUGHT THE POWER STATION WAS WHAT...I MEAN. THERE’S ANOTHER BUNKER, REALLY? LIKE...THE SAME?”

“It *is* the same! The Guru bought it from the government years ago, it was designed to reach from the inland over to the bay as part of its whole ‘survival and repopulation’ initiative! Being insanely rich and all, he renovated it for the community, and...yes!”

“FINE, FINE, BUT...WHY THERE?”

“Well, before the community formed, I was...actually his...personal assistant...so I know a all about his past purchases, the facility, and how it runs...”

“YOU...CONVERTED WITH HIM?”

“W-we can talk about that later! If the ray gun’s power without a source is any indication, we need a *massive* upgrade to have any hope of blasting Midnight and Clay long enough to get the job done...and the output and capacity of the power cells originally designed for the bunker system are...well, insane. Like, crazy-insane.”

“WE CAN USE THEM? BEN, THAT’S AMAZING!” Kathy whooped. “YOU’RE AMAZING! LET’S GO, LEAD THE WAY THERE!”

Some sliver of Ben’s old self, the business end, shuddered at the thought of praise making him blow up bigger, too. *Her* praise, specifically.

11:09 PM

Clay was caught between the torturous urge to adore Midnight and the all-consuming need to possess her for his own. Despite having swollen into a 20-mile tall behemoth, a bruiser some 105,000 feet in size and over 60,000 wide with bulk, the goat found himself woefully inadequate to the task. All that mind-stretching, aching wonderful power, and he was effectively impotent, giddy with agonizing frustration.

The red-glow influence from Midnight’s growing body demanded obedience and worship, but Clay remained willing only to worship, and how he saw fit: not so much defiance of the force, as a twisting of its intentions.

An erection larger than his entire self raged, feeling ready to explode as he set his hands to Midnight’s swollen breast, pushed off, and staggered to a thooming stand, separate from her. He swung back around, the penis swaying heavily about as he thudded backward on two-and-a-half mile feet, panting and gulping, driven all the more wild now that he had caught fuller sight of her bosom, seeing it stretch into the haze of space above.

“HOOOOH,” he moaned shakily, his mammoth pecs rising and falling. **“OH, OH! Y-YES...HAHA, YESSS! SO...I-INCREDIBLE!”**

“T-THAT’S...RIIIIGHT.”

Midnight’s voice might as well have been the moon nuzzling against the Earth. Untold pressure and force crashed down over Clay, his sheer muscle the only thing keeping him upright as the ultra-ewe’s reply nearly blew him away.

“SOUNDS L-LIKE YOU’RE MY GOOD, SWEET BILLY GOAT AGAIN...SO. YOU’LL BEHAVE FOR YOUR GODDESS? NO MORE BAAAAD BOY, MISBEHAVING? HMM?”

Something overpowering screamed in Clay’s other ear, from inside, determined to have her, even if she didn’t want that. To him, she just didn’t realize what a good thing that was yet. It wasn’t a lie to say he had subjectively positive intentions, and could therefore be a *good* boy...

“Y-YES! I’LL SHOW YOU! I’LL PROVE HOW WORTHY I...I AM!”

Across the neighboring states, every home with a TV set left on, every cell phone anyone watched while in bed, every radio playing at every graveyard shift—all of them obsessed over Midnight, and Midnight alone. While descriptions from DJs and camera angles on the news managed to convey *some* measure of her glory, it proved too unsatisfying, and more and more folks clamored up against windows and began piling out into the open, pointing and crowing in amazement at the sky-sized tracts of breast and rump and belly and thighs, all of which ballooned ever larger with a peripheral groan of rumbling, echoing growth.

1,000 miles, over half a million feet of burning female delight quivered and swelled across the curve of the hemisphere, her body consuming a third of the entire nation as more and more were either watching, watching in real time, or outright smothered or stuck to her bulging body as it inflated everywhere.

“GOOOOOD...BOOOOY...” Midnight rumble-cooed, her muzzle up in space, her bosom crushing a whopping seven states under its absurd span. ***“IF Y-YOU’RE ALL G-G-GUH-GOOD TO MEEEE...OHHH, HOW GOOD I’LL BE...T-TO YOOOOU...CLAY, HONEY...I WANT YOU T-TO TAKE A LITTLE WALK, OKAY? LET’S S-SPEED THINGS UP...”***

A vast, immeasurably big hand found the 40-mile goat and gently lifted him up, depositing him back down in slow, looming motion onto the other side of the entire world. She was just that big, now.

12:13 PM

World leaders on the other side of the planet were having a different kind of day, entirely.

Breakfast in Japan was cut short as a pair of goat's feet found their horizon, each one so big that they covered a 5-mile stretch of countryside. Gale-force shockwaves tore out over mountains and woodland as they impacted, set down by something so utterly gigantic that none on the ground could comprehend it.

No sooner than the sound had cleared out, there came a thundering blast of speech, from up beyond the clouds:

"...SUBMIT."

TV sets around the country switched to satellite footage of the colossal, 50-mile tall male, his pendulous sacs making camera roll from the planet's surface pointless. The male goat smiled wide, enjoying the attention with a few thick, power-radiating flexes, letting them see how ridiculously high his biceps could peak, how flared and huge his rumbling pecs were...but ultimately, he cut it short and instead pointed the satellites up, up, forcing the operators to alter its positioning in space.

Suddenly, the country had more to consider than the goat.

"YOU WILL WORSHIP THE IMPOSSIBLE MAJESTY OF MY EMPRESS, MY GODDESS, MIDNIGHT! LET ALL BELOW HEAR AND OBEY! HOP TO IT, Y'ALL, COME ON!"

There were instantly translations and hurried reports as the country tried to make some sense of it all; only the reading of massive lips via camera made it doable, as the sound of his speech was that colossal. By the time those reports came in, the translators were heaping praise, the citizenry following suit. Language barriers held no sway as the bowing of billions followed.

8:15 AM

It took all of a few minutes for Clay to cross the water over to Russia's borders, and before he even got there, the reports from Japan were coming in hot. Hotter still was the looming wall of fur and abdominal mass swelling up from the skies, the ocean hardly able to contain the male's overloaded orbs and shadow-casting pillar of a member overhead.

"LET'S HAVE IT, COMRADES, CHOP-CHOP!"

12:20 PM

To its credit, China took a minute longer. Maybe four. But no more than five.

11:24 PM

Midnight's growth boomed to a stop, leaving her a complete immensity at 1,600 miles. Her breasts slowly, loudly uprooted from the planet's curve, magma bleeding up from the cratered wounds. Even sitting upright, her rump hammering down into the wheezing continent, her chest nearly managed to make a spot in her wide lap.

She dusted her cleavage off, smugly huffed smoke into space, and straightened up. She closed her eyes and basked nakedly, awaiting the adoration of the rest of the world.

“YOU’LL SEE,” she smoothly thundered, squeezing in on her monstrous chest; her fattened teats dammed up, the milk flow struggling and tickling to escape as Midnight giggled.
**“I’LL SHOW YOU WHO THE SUPERIOR ONE...ALWAYS
W...WUH-H-HHHH...HUH-UH-AAAAH...AAAAAATAAH!”**

The vast demon's eyes lidded to slits, blazing a brilliant neon doom so powerful that it glowed through them as a violent spasm overtook her, making her bloated nethers and inflated clit tremble in anticipation. Her back shook, wobbling her glittery wool about, shaking her now-billions of followers as they hung on for the ride as she gulped and sputtered and snarled in joy. The buildup was so massive that even at her size it had trouble fitting, pushing and pumping from the ether into her body as ripples coursed through her skin and bobbling nipples.

Something so big was trying to stuff into her that even Midnight's mass had trouble accepting it, her shaking getting worse and worse as she helplessly whined and nuzzled down into her cleavage, roaring into it for help as the entire hemisphere began to shake.

Down below, the world itself shuddered, then shook, cities and nations wobbling for balance as the ground itself sank, and sank, the clouds parting in a thin line around her bulk as something catastrophically huge built and built inside her, balling up into an unseen, unknowable, but ever-mounting kind of apocalyptic, ecstatic *dread*.

11:31 PM

All it took was one hard footplant for Kathy to knock the bunker door open. The second one dented it inward enough that Ben was able to flutter down inside, fumble about, then find and throw the power switch.

“Got it!” Ben cheered, wiggling his wings like a wagging tail.

“AWESOME!” he heard Kathy reply, back outside. “TRY AND GET WHAT YOU NEED QUICK, OKAY BEN? BE CAREFUL DOWN THERE!”

“R-right!”

Sure, the world was imperiled and all that, but damned if there was a certain elation filling Benjamin up as he jogged down the entryway stairwell, down into the innards of the other end of the bunker system.

“Power cells, power cells,” he chirped, going right over to the 4th floor readout map on a far wall, and tracing a pointy fingertip along a route. “Hee, got you! Okay!”

Okay, this was the influence, for sure. At this point, it had to be.

Scary as everything was, Ben could swear he was happy. Not happy at doing his job, like in old times, nor in subservience and humility, like up until now. This was all his own. Ego or not, it just felt...good. This wasn't a collective thing happening, like at the compound. The one person he wanted to be around more than any others needed *him*, and him alone.

The lights winked in and out overhead as more and more external pressure mounted, the world moaning in disdain; yet, the stronghold held strong, and the emboldened bug wasted no time, made no wrong turn, until the power room and its many, many connecting lines were before him, waiting for a master.

“Ah,” Ben sighed, pulling back from the rush of it all, retreating from removing the cells from their opened core box on the wall. “Oop, no. No. Not yet, I need to...okay!”

He stumbled over a chair, putting it into a spin as he rummaged through a toolbox, fished out a small flashlight, tested it, and then returned to remove the core cells. Once he did, the lights did indeed go out, leaving the flashlight held with his mandibles, and one glowing core barely fitting under each little arm as he hauled them back.

“Heh, heh,” the beetle huffed, trundling goofily out into the main hallway landing, his huffing making the spotlight from the torch shudder around the floor and walls. “Thoth pow’ cohs hll...huff, mhk h-waygun...thup’rch’rg’d!”

Given how the bunker hatch had been busted inward, the ladder out proved useless. As a result, Benjamin had to set both cores down, take the flashlight in hand, and buzz his way up and out of the aperture, waving the tiny light about for the looming Kathy’s attention.

“Here! Huh, huh, down here, Kathy!”

The vast toy ewe turned, glancing down at the little waving light, its reflections glinting hints of life in her oversized eyes.

“AH, YOU’RE OKAY, GOOD!” Kathy cheered, wiggling her woolen tail puff. “HOW’D IT GO, DOWN THERE?”

Rather than shout more, Ben pointed the flashlight down into the bunker; Kathy peered over the opening she had made, saw the illuminated, glowing cores down on the landing, and smiled wide.

“YOU DID IT! HAHA! OKAY, LET ME.”

Ben fluttered aside, tired but gratified, as the enormous plushie scooped both cells up, turned to the rig, and gently held her fabric palm up so that Ben could land, collect them, and set them up in the ray gun console.

“This shouldn’t take long!” Ben panted, quickly opening the console’s side hatch, and pulling the dead cells out of the core. In one went. “The effects of the shrink settings should be wildly magnified, wait and see!”

“DO WHAT, HONEY?” Kathy gently boomed, making Ben blush near-black across his endoskeleton. It took everything he had to push away the swell of affection that came with being called that, for the first time ever, by anyone.

“I-it should be really impressive, is what I mean!”

As he corrected himself, Ben looked up to Kathy. The mountains beyond her, the dam, the town, everything suddenly vanished, subsumed by a surging wall of wool. That wall slammed into Kathy at top speed, knocking her down into him and the rig, all of which was

pushed down into the unwilling opening, widening it as more and more red wool billowed out of control, blowing up and out over a shaking world.

11:50 PM

Midnight's mouth did its best to expel a wild, undulating bellow, her body growing so big as the entire world's attention finally slammed into her that the sound took several minutes to fall to the surface. That deep *boom* warbled and warped, getting bigger with her, stretching and straining as the 2,000-mile ewe's body trembled and exploded everywhere in frantic unison.

Her huge neck stretched longer, thicker, more draconic, her horns erupting so big that they consumed the sides of her growing head, weighing it down a moment before it and her breasts exploded bigger again, bouncing her chin up into space once more.

Vast hoof-claws sheared the planet's sides, digging trenches through the oceans, cracking the plates as her overloaded bosom smothered steam geysers and streaking gouts of lava, canceling the globe's vehement objections out.

The highest of cloud banks fled as her toes curled through, entire cities so tiny as to be paper-flat in comparison, her swollen soles and knuckles and ankles dominating the skies overhead, far far above.

Her cheeks bulged and wobbled up into the atmosphere and far beyond it, the ewe carelessly presenting to the moon as her back muscles arched under her fluffing wool; her wings beat-beat helplessly into zero gravity, her lengthening tail thumping in abject lust against the opposing curve of the planet as she heaved to 2,500 miles, then 3,100, burst upon hot, throbbing burst battering her senses to nothing. Her ego was a white hot star, all-consuming, mindless, and cosmically hungry for more.

Oceans, islands, continents, civilizations—all were flattened to a simple kind of wrap, a false texture clinging to a diminishing ball as she hiccuped and blew up to 4,000 miles, half its size! Her titanic breasts thundered across the hemisphere like a warm, heavy drape, some lowered blanket, and no nation complained about it.

Billions more specks dusted her wool and peppered her hide as sweat and juice stuck them close. An oceanic swath of nuzzling and hugs, kisses and strokes and squeezes only fueled the mad fires within Midnight, sending the demon into a blind frenzy as she bleated to (literally) shake the world. The trembling only became worse as a thick blast of pre spattered the underside of the planet, caking around an overgrown, bulbous clitoris, itself approaching some rude mimicry of the moon as it bashed and rubbed an entire archipelago tight.

Her aura swelled to consume the world itself as the feedback soaked into her pulsing body, the demon-ewe violently billowing up past 5,000 miles, then 6,000; her skin stretched with a reverberating echo as power ballooned portions of her anatomy to comical size, the rest of her struggling to keep up as she *throb-throbbled* faster, screamed, and volcanically erupted to a mind-breaking, planet-dwarfing 9,000 miles—nearly fifty million feet tall.

Fires fit to demolish entire worlds fumed and coiled, billowing out around her opened maw as she blew twin geysers of milk into the void, her rump expanding down over the other end of the equator, her heaving thighs swelling over the sides in a swath of warmth and musk, her figure curling in against the now-smaller ball as she rambled incoherent delights.

***“ONLY I! T-THE ONLY THING T-TO SEEEE IS
M-ME, ALONE! M-MUH-MMMMEEEEEEEEEEEEHEEEE!”***

The moment she threw her head back into space and allowed her monstrous bust to float up beyond, Clay arose. The smothered goat swelled larger and stronger, yet, blowing up from a godling into a full-on deity of a male. He sat upright on the Northern Hemisphere, unharmed some 500 miles tall, and still growing bigger and bigger. Immense shoulders crowded an ever larger neck, his pectorals far out ahead as they rose and rose, never falling, even as he exhaled.

And still.

Still!

“UNBELIEVABLE...”

The desire to have Midnight all to himself persisted, certainly...but that could wait. At that moment, even the fantastic specimen could only gawk up at the space-filling sight of *that much female*. His own desire stalled against the raw enormity of her, and she caught onto it.

The adoration added that much extra, swelling Midnight even larger out into the depths. The curve of the world rose as Clay watched the ewe’s belly boom around it and past it, the 13,000-mile demon exploding fitfully bigger, and bigger, and *bigger*, her roaring muzzle and lips lost behind the inflation of her impossible bosom.

On some level, deep, deep down, sensations of a dwindling world on her stomach penetrated and were gradually sensed, then understood. She was bigger than the entire world, and then some. It wasn’t enough, naturally, how could it be? Yet...the thought of losing all that

attention, outright, of having something around with which to positively compare herself...some part of her enormity recoiled at the thought of losing it, of losing that lovely little mirror that reminded her how much bigger and better she was.

The answer was simple enough: *She would keep it. All of it. Even the moment itself!*

THIS, Midnight thought, lost in absolute rapture, collecting boundless interest on a long-overdue payment. *THIS! MORE OF THIS! MOOOORE! JUST...LIKE...T-THIIIIIS—*

The strange red aura redoubled, twisting like mist about the 15,000-mile female, growing larger and stronger as more smoky magics poured from her muzzle, blowing out in patches as she spoke through it with a stupendous voice:

“I...DESERVE TO K-KEEP...ALL OF THIS!”

To the uninitiated down on Earth, and to the entire population that had migrated onto her scented, soft wool and heat, this was correct, because their goddess had willed it so. Fine and dandy and right. But to Midnight, this was new, entirely and completely alien. No demon had ever been empowered like this, had been left so ravenous and wanting as to turn into a being of raw chaos. Something had gone so horribly, bizarrely *right*, at long, long last.

That cloud enveloped everything out in space, drifting around Midnight's immense form, overtaking the planet and those left (and even the looming Clay) with its smoldering grip.

11:59 PM

Clay's rump covered the entire state as he shook his head, the ego within him demanding he fight back—but the billowing smoke that was Midnight's will overpowered everything. Every clock in every former nation halted and froze, willed that way by an overpowered demon's ever-increasing, uncontrollably great power surges.

To the billions of Midnight inhabitants, she had every right to do so. Why advance time, when all time should be about her? It was her moment, after all, she owned it.

The Guru, Argenta and the entire cult spread the word, traveling from strand to mountainous wool strand, encouraging more worship, more fealty, more love, making Midnight tremble with bliss as more smoke burst from her muzzle, her spikes pushing larger along her back, becoming vast plates penetrating her supple wool.

Two more long, thick, feminine arms burst out from her sides as she cried out, tingle-booming angrily up to a startling 20,000 miles, the planet more and more of a workout ball in comparison to her towering beauty.

“I...CAN SHOW YOU EVEN...BETTER...”

Back on Earth, with a single wave of a looming fingertip, the damage began to mend. Buildings knitted like bones, streets uncracking and aligning back to solid form. Several billion vehicles sighed as they un-crinkled and snapped back to place, shards of glass leaping back up into whole windshields. Street lamps bent upright again, glowing, the clouds rolling back into place. Those left on the other side of the world cheered as their homes and sites and vistas all returned, reset back to just how they had already been.

“I WOULDN’T DEPRIVE MY PERFECT LITTLE ANGELS...A CHANCE TO SEE HOW MUCH GREATER...HUH-H-I’M...BECOMINNNNG!”

Yet again, frighteningly, the chorus of praises swelled, and so did she.

11:59 PM

Down, far down, wedged into a confusion of stitches and stuffing was all 600 feet of Kathy, mashed down the entry passage, vertically corking it. Several flights of stairs were no more, having been blasted away by her passage, leaving an unconscious Ben on the 9th floor landing. Kathy’s cheek lay against the rig, pinching the entire mess between it and her shoulder as she remained hopelessly stuck in place.

Incapable of passing out, she instead waited, upside down, looking at the poor tiny bug beneath her. The flashlight was all she had as darkness otherwise filled the ruined bunker, with only the rumbling of unthinkable growth outside to tell her what was up or down. Well, no...no, there was something else acting as a light source. Most likely, they were the power cells, glowing quietly nearby.

“GAH, BEN,” she muttered, still trying to move. The rig shifted slightly, but otherwise proved too stuck to undo. “BEN, SWEETIE...CAN YOU HEAR ME? BEN?”

C-click

“ARE YOU OKAY? HEY.”

Ben’s mandibles flailed dumbly as he groaned, his large eyes slow to open.

“Muh.”

“BEN?”

“Mm.”

“**BEN.**”

“Hm, up, m’up.”

He rocked on his elytra a bit, trying to right himself as the bunker shook again, jittering the flashlight about on the floor. With a final buzz to push things along he righted, shook his horned little head, and stood. As he took the light and shone it overhead, the problem became painfully clear.

“Oh.”

“YEAH. I HAVE NO LEVERAGE LIKE THIS, I-I CAN’T GET LOOSE. I THINK MIDNIGHT GREW CLEAR OVER US AND KNOCKED US DOWN HERE—”

“Hold ti—well, hang o...sorry! Just let me get up there to the rig!”

“I’M NOT GOING ANYWHERE,” Kathy murmured, embarrassed, watching as Ben flittered up to the vertically hanging rig and grasped the console. “SEE IF YOU CAN SHRINK ME ENOUGH TO GET FREE, AND I’LL TAKE US BACK UP TO THE TOPSIDE!”

“Right! On it!”

The right buttons were pushed, and the one power cell glowed from within as the ray gun whirred energetically to life, energy crackling in eerie green bolts over its surface. If a machine could ever have sounded *enthused*, this was it. Almost too-much, so.

He hung on nonetheless, nudging the controller stick over (using his horn in lieu of occupied hands) and began guiding the ray turret over toward Kathy—only to hear it THUNK right away, refusing to budge from its spot. He tried once more, then once again. Nothing.

“Ah,” Ben gulped. “I uh, think it’s stuck from the bad landing...”

“AS IN, YOU CAN’T MOVE THE NOZZLE OVER TO ME? AT ALL?”

“It’s facing opposite, I can’t get it to twist around.”

Kathy’s upside-down muzzle frowned ‘up’ into a pseudo grin.

“CAN’T YOU MAYBE, I DUNNO...FORCE IT OVER?”

“By hand? I mean, look at me, Kathy, I’m tiny!”

“OKAY, YEAH, SORRY. I DIDN’T. DIDN’T MEAN IT THAT WAY.”

Ben buzzed, his wings muttering in embarrassed stead for his mouth.

“It’s okay, y-you’re good.”

Kathy blew up another few feet, wedging even tighter.

“GRAAAH, B-BEN...”

“Sorry! Ah, what...what do I...”

He held on, looking up at the turret. He didn’t dare acknowledge the forming idea.

“BEN.”

“Y-yes?”

“YOU HAVE TO GET BIG.”

The overlap of ideas cemented something building up in Benjamin’s bug-mind, and in some shuttered corner his heart soundlessly soared. Still, a lifetime of training proved tenacious:

“O-oh, no, no, I couldn’t–”

“BEN, GROW. WE NEED TO UNCORK HERE, AND I NEED MUSCLE FOR THAT TO HAPPEN. RIGHT?”

“Bhuh, w-well. How big should I even—”

“I’M BIG AS A BUILDING, BEN, SO... YOU KNOW. **HUGE.**”

Clickclickclick-ick-ick

Kathy laughed, of all things. It wasn’t an insult. Ben was excited, and doing just the worst possible job of faking it, and it was beyond cute.

“HAH, JUST GET BIG, YOU GOOFBALL. IMPRESS ME EVEN MORE.”

Ben could have ignited paper, he was so hot.

“Whu-hoo, w...yeah, okay. Yes.”

“RIGHT.”

“He-here goes. Titanic Ben. That’s m-me. Big bug.”

He turned the knob anxiously, too humble to crank it directly up to its max GROWTH setting, before that buried part of him turned it all the way, and tried to go even further. The ray gun glowed a furious violet, overfed by the power cell, and rattled as it glared down at the puny bug. As if caught in the sights of an angered predator, Ben closed his eyes and recoiled as a blinding burst of raw energy barreled into him, blowing him clear off the rig. The blast shoved him all the way back to the landing, then through it as he crashed farther and farther down.

“B-BEN!?”

Mid-fall, Ben’s chitinous body rumbled and shook, purple energy lancing across his plates as they stretched and swelled. Booming pockets of brawn blew out into his tattered smock, pulling, catching, ripping, popping, snapping it to clutching threads as he kept clattering and banging down the lower flights. Every impact was heavier, louder, the larger he became.

Kathy waited, her felt ears perking out, as though they could listen—which they could.

“HEY.”

Bang, bang, bang. Silence.

The ray gun continued firing down into the pitch, Kathy trying to nudge it to a stop with her huge chin, until the ray fell quiet again, the violet glow fading out and cooling away.

Click

Kathy's ears pricked up (down).

“BEN?”

Clickclick

A rumbling *groan* swelled, shuddering the walls. That shuddering did not diminish.

CLICKCLICKCLICKCLICKCLICK

Two adorably big bright amber eyes blinked open in the darkness, and grew. And grew. And grew. And GREW.

“AH, B-BEN—”

Kathy screamed as an impossibly cute, utterly massive beetle head blew up through the floors of the landing, blowing apart the stairwells, crushing wider and bigger and thicker through exploding cement walls. The 600-foot ewe gasped as a head much bigger than hers roared up, Ben's horn slamming into her and pushing incessantly bigger, forcing the overgrown toy to dimple up against herself as the pressure kept mounting.

“K-KAAAAT-TTTT-THHHEEEEEEEEE—”

11:59 PM

The ground up above, the crater into which Kathy had been forced suddenly widened, cracking out more and more as her fabric rear and tail popped back up into the open. Snapping faults and uprooted earth surrounded it as her legs and hips pumped up around it, widening the rim more, until all of Kathy exploded free, 650 feet and many tons of soft plushie fluff flung into the sky, before she came tumbling back to the terrain with a cloud-kicking crash.

As the dust settled Kathy stirred, her body undamaged. She stood, shook it off, and looked about; on one side, there was the landscape, looking quite...fine, actually. Pristine, even. Beyond it, beyond the mountains and the seas and clouds, far, far beyond the atmosphere, there was something else. Kathy needed a moment, before it really sunk in.

Thighs.

In space.

Out among the ghost lights of countless stars were the inner walls of what had to be legs. *Midnight's legs.* Which meant...

She turned around, grudgingly, and stepped back.

A cosmically huge sort of ramp extended past the heavens, going up and up, ad infinitum. A wall of dark skin, just barely bordered on either end by blood-red wool, stretching so big that Kathy's mind hurt from trying to process it.

“SHE’S... THAT BIG.”

Even the idea was too large to accept all at once, so Kathy began taking it in installments, when the earth beneath her quaked, then quaked harder. Despite the lingering night, a darker shadow still spilled over everything, over her, eclipsing her gigantic self like she was less than a flea. A flea to a flea, before a dinosaur—or, in this case, an extremely enormous goat.

“**FOUND YOU,**” Clay blast-spoke, sending out gale winds that knocked Kathy off her felt feet. “**I THOUGHT SOMETHING TEENY WENT AIRBORNE FOR A SECOND.**”

Indeed, the male rose well over the slope of the countryside (though to Kathy, it was still very much a straight line), his oversized pectorals smothering a dozen mountain ranges and overshadowing multiple cities and lakes all at once. Even the clouds bowed to his 1,000-mile body as he squinted and smiled.

“**MIDNIGHT WANTS TO SEE YOU, YOU KNOW.**”

“W-WELL, I WANT TO SEE HER—”

“**WELL, YOU WON’T,**” Clay thundered, dismissively snorting. The aftershocks from the modest huff finally reached Kathy, pushing her down. “**YOU CLEARLY DIDN’T KNOW WHAT POWER YOU REALLY HAD, WHEN YOU ARRIVED AT CAMP, IT’S OBVIOUS. YOU DIDN’T WANT ANYTHING TO DO WITH HER, RIGHT? YES? WELL, DONE AND DONE. YOU CAN BUGGER OFF AND LET MIDNIGHT STOP OBSESSING OVER YOUR STUPID ATTENTION!**”

“WAIT, WHAT?” Kathy grumbled, watching as Clay shook his head, closed his eyes, and ballooned even *BIGGER*.

“YOU...NNNGH, DON’T...EVEN DESERVE...HER ATTENTION, KATHY!” Clay roared through grit teeth as his muscles burst even greater, his erection swelling up past his horns, forcing him to push it away with a happy quiver on contact. **“I’M SO MUCH BIGGER...SO MUCH GREATER! IT’S STUPID THAT SHE WANTS YOUR PRAISE, MORE THAN MINE! I HATE IT! WHY...NNM, DID YOU EVEN...S-SHOW BACK UP, AFTER ALL THIS TIME!?”**

Those last words were less expected than anything else, and it had been a wild time.

“ALL THIS TIME?” she repeated, only to look up at a sky-filling hand coming her way, making to grab her up. “HEY, WAIT—”

“NO CHANCE, KATHERINE,” the much bigger voice rumbled as a hand many, many times bigger than her closed and brought her up, open-palmed, into the atmosphere(s). **“SHE DOESN’T HAVE TO KNOW YOU’RE GONE. IT’S HONESTLY FOR THE BEST.”**

“WHAT HAPPENED TO ALL THAT TALK ABOUT NO EGO!?” she shouted, as the massive goat’s fingers began to close into a crushing grip. “YOU’RE BETTER THAN THIS!”

“NOT YET, I’M NOT. BUT THAT’LL CHANGE.”

Great pillar-digits advanced inward, each so grand that Kathy had continued trouble registering them as fingers, in the old internal library. To be fair, a *lot* of cards were flying out of a lot of reference drawers.

RAY GUN, one flying card read, stealing her attention back.

She looked her false body over, patting massive swaths of stuffing and stitching, hoping that the ray gun was still on her somewhere, because if not—

“YES!”

Good God, okay, there it was! Snagged like an accessory to a loose thread on her shoulder, the tiny rig hung and swayed like an exhausted mosquito, momentarily spent. The speck-glow of the power cell within its console was all the ewe needed to see as she slapped her rounded plushie hand over it, collecting it as the fingers closed ever-nearer.

“AH, H-HOW DO IT, UH—”

The ray gun was barely toy-sized, making it difficult for a rounded hand with no functioning fingers to turn the tiny knob accordingly. Knowing it had been set to max GROWTH at least informed her that the answer was the opposite way, so she pushed in and twisted, hoping it would do the trick.

A flash of green energy exploded loose, streaking out in a thick bolt that smashed into Clay’s flared chest, having to fire out across the entire state below to even reach him.

“HAH!” Kathy wheezed, aiming it forward with her hands, watching as Clay’s monstrous form began to tingle and rattle all over...then slip down. And down. And down.

Diminishing muscles allowed better sight of the goat’s muzzle; his smug grin slipped into unpleasant confusion, then anger as he melted from 600 miles to 550, then 500 even.

“THE HELL IS...HEY. HEY! NO!”

470 miles deflated to 440, Clay glowering hatefully over his pecs as he traced the bolt to Kathy. His free hand rose high as he shrank to 400 miles, clearly readying to slap Kathy flat, when the earth itself erupted, and true hell broke loose.

The unattended turf had, in that span, swollen higher, cracks and breaks and gouges tearing over the landscape, threading through towns and roads, separating highway rises and splitting cities. The protected denizens of the world were severely inconvenienced as office towers and stadiums and parks once again blew apart, toppling and crashing, the entire stretch parting open as a shining blue mass of muscle bound carapace emerged, gradually revealing a single, hulking, *massive* arm.

The other appendage blew up through several chained lakes, blasting water skyward as it rose, flexed bigger, and descended upon cracked plates with a fantastic *boom*. Between them, right where Clay happened to be kneeling low, rose a single unfathomably big cerulean horn. It rose and rose, lifting the startled 100-mile tall goat with it, preceding two humongous amber eyes, lidded from the strain of incredible growth as Benjamin’s head finally breached the surface.

Then, came the rest of him.

Plated pectorals over 100 miles across each swelled forth, bullying the terrain apart as he relentlessly grew and grew. Purple streaks of power flicked and played across his stretching

armor as the titan-bug trembled and bulged higher, wider, mighty blue shoulders pushing the neighboring states apart as he surged evermore.

Kathy held on to Clay's hand, still firing the ray gun, shrinking her one momentary salvation to 70 miles; Clay, somewhat distracted by the 800-mile insect bulging over the curve of the planet, could only wail miserably as Ben's horn swelled thicker and longer, parting the goat's huge arms as his clicky growth continued.

His thorax and monster-sized thighs burst free last, the insect's looming bulk settling awkwardly through the night sky as he huff-clicked, shook his immense head (flinging Clay clear off, and Kathy with), and sighed.

“HUH, HUH...WHOA!”

Even his voice was so big that it chased Kathy through the air as she sailed away, the world spinning free and wild around her; she watched as the bigger, heavier Clay broke his arc and hit the bayside, then crashed hard, herself, once more onto land.

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Wherever Kathy had landed, whichever city in whatever state, it was clear she wasn't welcome. The moment the titanic plushie rose to a stand and leaned against a skyscraper to get her bearings, a chorus of teeny, tiny boos and hisses found her, from all sides. Windows and streets suddenly filled with citizens, mite-sized, their congregations forming solid masses of disdain.

“SORRY,” Kathy panted, dusting her stitches off. “SORRY FOR THE MESS...”

The multitude of boos increased.

“Go back to wherever you crawled out of, usurper!”

A single voice penetrated into clarity, larger and stronger, making Kathy's sheep-ears bobble. A familiar voice, no less, far less friendly than it had been in the past. She rose fully and looked about, curious—not so much in a good way. Moreso, when she located its source:

“...ARGENTA?”

She finally looked up beyond the skyscraper, and gasped. There, sitting on a kind of makeshift throne between stacked buildings, was indeed the reptile, glaring daggers at the

smaller sheep from on high. All told, she must have sat at about 1,300 feet—far, far smaller than Clay. Still, it was more than enough to make the huge ewe-toy stagger back.

“YOU AREN’T SUPPOSED TO BE HERE, KATHERINE,” the towering reptile grumbled, her amplified bust looming tight in a modified, gargantuan smock bearing the blood-red tones of Midnight’s wool. “YOU, WHO WOULD SEND US ALL BACK TO THE DARK AGES, TRYING TO STOP OUR GODDESS!”

The boos rose in firm agreement, all around the city.

“WHAT DARK AGES?” Kathy rumbled, suddenly indignant. “YOU MEAN, THE *NORMAL* WORLD? HOW LONG WAS I DOWN THERE? WHAT TIME IS IT, EVEN?”

“YOU DON’T KNOW?” Argenta mockingly growled. “YOU’RE THAT IGNORANT, AND YOU WOULD STILL SEE FIT TO TAKE MIDNIGHT DOWN, SOMEHOW?”

“SHE STOLE MY BODY, SO...YES.”

“SHE IS THE RIGHTFUL RULER OF EVERYTHING! ALL IS AS IT SHOULD BE, FROZEN IN TIME, A WORLD AND MOMENT PERFECTLY PRESERVED! WE ARE ALWAYS A MINUTE FROM MIDNIGHT, SEE. THERE’S NO CRIME. NO WAR. NO POLLUTION, FAMINE, POVERTY, STRUGGLE. IT ALL WENT AWAY, KATHY.”

Suddenly, a familiar softness snuck into the huge female’s monologue.

“...LOOK. DO YOU KNOW HOW UNHAPPY MOST OF US WERE, BEFORE THE GURU? BEFORE YOU CAME, AND GAVE US MIDNIGHT? LIFE WAS MISERY, KATHY. I MEAN...DO I EVEN NEED TO EXPLAIN? YOU WERE SO HEAVY WHEN YOU ARRIVED AT CAMP ALL THAT TIME AGO. I MEANT WHAT I SAID BACK THEN.”

“JUST HOW LONG HAS IT BEEN, ARGENTA?” Kathy pressed, increasingly nervous about finding out for real.

“WHO CAN REALLY SAY?” the massive lizard sighed, grinning crookedly. “WHAT DOES IT MATTER? TIME IS ONLY A MARKER BY WHICH TO MEASURE MIDNIGHT’S LUSCIOUS, PULSING GROWTH. SHE’S BEEN FED SO MUCH...HER GLORY INCREASES MADDENINGLY, EVERY MINUTE THAT...OKAY EVERY MINUTE THAT *SHOULD* BE PASSING. YOU GET ME.”

“THIS IS INSANITY, THOUGH,” Kathy pleaded, as Argenta arched her brows sourly, not much caring to hear it. “WHERE’S THE GURU?”

“LATHVAHR?” Argenta sneered. “UGH. THAT BROWN-NOSING RAT IS...ON MIDNIGHT, AS WE SPEAK. BASKING IN HER SOFT, WARM PERFECTION...WHILE I WAS ASKED TO MANAGE DOWN HERE. NOT THAT IT’S NEEDED. I SHOULD BE WITH HER, KATHY. I SHOULD BE IMMENSE, SOAKING UP HER POWER AND ATTENTION! ME! I’M NOT SAYING THAT MUCH IS YOUR FAULT. GOD, I’M NOT EVEN THAT ANGRY AT YOU, REALLY. YOU BROUGHT US MIDNIGHT. BUT...HEH, WERE I TO CAPTURE YOU...WELL, HONEY, THAT WOULD FIX ME FOR LIFE...”

Kathy thought, and thought fast. If she broke for an escape, no one around would be able to stop her—except Argenta, herself. Her massive scaly thighs were bulging with tension as she thought; if she wanted, she could pounce on her before she made it out of the city limits, easily.

“T-TAKE ME TO HER, THEN,” Kathy said, plainly.

“OH, I INTEND TO, THAT’S A GIVEN,” Argenta snorted, starting to rumble all over and tremble openly, before blowing up even bigger. Her rump ballooned tight as she swelled too big, overflowing the cracking throne of buildings, nearly doubling in size as the citizens all cheered in glee. “NGHHGH...HAH, I’LL CURRY HER FAVOR WITH YOU, YOU CAN BET—”

“SHE’S MINE, ARGENTA!”

A slamming bang struck the landscape, shuddering the city, before another, heavier one fell after, drawing devastatingly close. Kathy didn’t bother looking, she knew the voice by now. Instead, she frantically twisted the dial on the undetected ray gun, wasting no time as Clay loomed over the entire city, hooves bigger than towns crashing down on the outskirts.

“DAMMIT,” Argenta moaned, the reptile rolling her eyes so far back that her head rocked around in a drawn out circle of frustration. “BEAT IT, CLAY! YOU G—YOU GOT SMALLER? HUH.”

Sure, she and Kathy didn’t even reach beyond the goat’s hooves, his 50-mile body still unbelievably big as it loomed into the night’s breadth. But the lizard clearly was used to his 600-mile stature, before. She even had the nerve to laugh.

“I’LL BE TAKING THE TOY. MOVE AWAY, RUNTS.”

“STUPID LOUSY KISS-UP,” Argenta fumed, her huge claws digging into the buildings as her breasts and hips shoved them apart. The half-mile reptile seemed all the angrier with him, forcing a crazy idea into the ewe’s head. “YOU KNOW, I NEVER LIKED YOU!”

“PAH, LIKEWISE! WHO CARES WHAT YOU THINK, ANYHOW, REPTILE?”

If she grew herself, Clay would be on her before long, and could maybe overpower her before any advantage points were hit; fleeing was still the best course. But, to do that...

“DON’T TALK BIG, CLAY! THIS IS MY REGION! I’LL–”

A violet ray beam shot out from Kathy’s mitts, hammering up into a startled Argenta.

“WH-WHAT IS...T...TTTHHHI-III–”

Instantly, Argenta *blasted* up in size, her rear and thickening thighs crashing down and out through the throne, decimating it as her ass slammed the city. The sinking only lowered her for a second before she roared and burst up from half a mile to 2 miles, then 5, then 8. The downtown region blew apart, a great dust cloud consuming the hollering citizenry (and even Kathy) as Argenta blew up, up into the sky, the clouds parting her massive chest, her quaking shoulders ripping through the over-tight smock.

Red-dyed fabric tore and angled, threads clutching her booming breasts, snagging a swelling nipple and making the enormous lizard huff in dark delight as she tremble-burst to 12 miles, incessantly rising and widening and heaving in messy, warm spurts.

Clay must have finally noticed, given how his hooves thudded back over entire mountains and forest ranges beyond Argenta’s territory. Kathy kept backing away through the rising cloud, blasting the moaning female up to 20 miles, Argenta’s swaying breasts blowing the cloud cover back as they ballooned overhead, humongous teats bashing the tallest buildings apart as they clipped them, hanging low and heavy, mid-swing.

“MMMHM...OOO...HOOOOORE...”

More Kathy gave, forcing Argenta to rumble harder as lavender waves of power pumped and tickled her nude body larger, and larger, and larger, until Kathy saw fit to shut it off and break into a hard run. The sounds of rubber-like growth echoed everywhere, marrying a heady, deep groan of joy as her scales kept stretching bigger, Argenta’s plump rear crushing the city as her figure relentlessly expanded...

“BEN!” Kathy cried out, waving the smoke and grit away as she cleared the city. He couldn’t have thrown her and Clay that far, he must have been near enough.

Thankfully, she was right: at over four million feet tall, sitting down, Benjamin’s lower legs glinted in the moonlight, reflecting far off in another state, making Kathy sprint destructively over the countryside towards her only real friend.

All the while, the sounds of a 30-mile tall lizard grappling and shoving and swearing at an even bigger goat filled the territory, the two pushing and punching and biting, two fervent believers locked in their belief that they were the one deserving of a mad goddess’ love.

Just *maybe*, perhaps, Kathy realized, she should have stayed on the bus.

Still, it was done. She turned the ray on herself. Braced, and pulled the trigger—only for the beam to soak into her for a few seconds, then cut off. Still running, she checked the console on the tiny rig, and saw the one power cell, now extinguished. Still, she was growing *some*.

“...SHIT.”

With no recourse left she continued on, running at the fullest speed her squeaky toy feet could manage. Regrettably, another angrier sound rattled the landscape and something much bigger *slam-slammed* nearer and nearer, gaining whatever ground she had managed to get.

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Ben blinked, feeling how much ridiculous force each meeting of his eyelids created, how heavy he was, yet how easy it was to make such huge parts move. A hand so big entire cities teetered between his fingers lifted, slowly, as Ben chattered and felt himself over, almost unable to see where his muscles ended on his 900-mile body. One smooth rump cheek rested on a state, and the other in another. For all intents and purposes, when he looked down, he was looking at a real life map of his own home country, in real time.

There was, admittedly, a flicker or three of absolute panic.

“HOOOH, HAH,” Ben boom-boomed, knocking his segmented fists together like a kid in trouble. **“I D-DIDN’T THINK I’D ER, G-GET THESE KINDS OF RESULTS, HAHA...K-KATHY! KATHY? HELLO?”**

EEEEEN

Ben's huge hands pressed up against his overloaded pecs, feeling them swell in and out as he panted, not knowing what else to do with himself as he balled his monstrous muscles up.

BEEEEEEEEEEEN!!

The mortified super-colossus blinked, buzzing curiously as he tasked himself with managing to see out over the sheer mass of his own muscle. It was a difficulty that, like everything in the past minute, he had wholly failed to anticipate.

BENBENBEN

For all his godly size and power, Benjamin screamed as something bug-crawled up his plating, making him shudder in alarm—before seeing that it was a very, *very* small sheep plushie.

“KATHY!”

“BENHE'SRIGHTBEHINDME—”

“GIVE ME THAT GODDAMN GUN, KATHY! I MEAN IT!”

The rest of the plot pretty much presented itself as Ben felt a larger body clutching its way up his hulking thigh, despite repeatedly slipping down along his chitinous shell. Clay, reduced to a 'mere' 50 miles in size, struggled in a rage after a mile-tall Kathy, who leapt from one upper thigh to the huge rim of his leg plate, tickling her way up the vast country of his abs.

The urge to bug-laugh was suddenly overwhelming as she tickled him, making the mega-sized beetle ball his fists a moment before reaching down to very, very gently collect her. Being roughly nine hundred times her size, however, that was easier said than done.

“AH, I CAN'T TELL IF YOU'RE ABLE TO GET ON MY HAND OR NOT, KATHY,” Ben anxiously sputtered. ***“WHICH IS A SHAME, BECAUSE ALL I WANT TO DO IS...S-SNUGGLE YOUR GORGEOUS SELF TIGHT...GIVEN HOW SOFT AND WARM YOU MUST BE...”***

Immediately, he felt something small rumbling and booming bigger, surging warmly larger in size, in his grip. In seconds, Kathy's plush body had exploded so large that she filled his monstrous palm, and he brought her all the way up to his head, greeting her with the equivalent of a goofy insect grin.

“GOOD THINKING, BEN!” she whooped, the 25-mile tall ewe plushie wagging her wooly tail in joy. “A-AND THANKS!”

“HEHE, WELL.”

“GIVE...ME...THE RAY GUN! YOU HEAR ME, BEN!?”

“OH, RIGHT, CLAY,” Ben murmured quietly (to him, at least).

“OH, NUTS TO HIM,” Kathy grumbled, hugging Ben’s massive finger. “COME ON, LET’S GET TO MIDNIGHT, AND SETTLE THIS GARBAGE PARADE OUT!”

“RIGHT...BUT, SHE’S ALL THE WAY OUT IN SPACE.”

“HEY!” Clay roared, ineffectually pounding against Ben’s even bulkier thighs, trying to climb up his slippery exterior. **“GAH, DON’T YOU...IGNORE ME, YOU LITTLE PUNK!”**

“WAS HE LIKE THIS BEFORE LATHVAHR HELPED OUT?” Kathy asked, sincerely.

“HE WAS...A HANDFUL.”

“YOU’RE BIGGER THAN AN ENTIRE *STATE*, BEN,” Kathy laughed, holding on tight. “YOU DON’T HAVE TO BE THIS RESTRAINED ANYMORE.”

“WELL, WEREN’T YOU?”

“WUH, I MEAN, I. I HAD A BIT MORE REASON, YOU KNOW,” Kathy stammered, looking away in a soft sheep huff. “I WAS KEEPING PURE EVIL AT BAY.”

“I MEAN,” Ben softly clicked, cocking his vast head, his next suggestion coming so gently, for something his size and might. **“IS SHE, THOUGH?”**

“SHE SURE ISN’T MADE OF GOODNESS AND LIGHT, BENJAMIN.”

A massive fingertip lowered in politely, as though letting her see first and understand, before Ben gave a long, reassuring stroke against Kathy, something more of comfort than any advancement. When she looked back, Ben’s massive eyes were locked with hers, open and patient and slow.

“IF SHE CAME FROM YOU, KATHY...SHE CAN’T BE SO BAD.”

It was there and then that, in Kathy’s eyes, Ben was truly a giant—and it had nothing to do with his height. Okay, the height didn’t hurt, either.

“T-THANKS,” Kathy started, before the compliment blew her stretching fabric self up to 50 miles, forcing her growing legs to thread down and out between Ben’s segmented fingers. “WHEW! HEHE...SO, SOMEHOW, WE NEED TO ESCAPE ORBIT AND MAKE IT UP TO MIDNIGHT’S BODY...”

“THE RAY GUN—”

“IS OUT OF JUICE,” she concluded, cutting Ben off. “I USED IT UP ESCAPING FROM CLAY BACK WHERE I LANDED EARLIER. I’LL EXPLAIN LATER. YOU DON’T MAYBE STILL HAVE THAT LAST POWER CELL AROUND?”

Ben went silent, his huge, adorable eyes darting back and forth in realization.

“...OOH.”

As he paused, a purple bolt tickled through him, drawing Kathy’s attention, then his own, just as a second bolt crackled along his rumbling carapace, then a third. Ben’s eyes widened.

“O...OOOHOO...AHHHHH—”

The effects of the initial blast resurfaced, unannounced, and the rumbling bug’s 900-mile tall body started up a shaking so violent, so potent and terrible that a great lavender glow overwhelmed it, getting worse and worse, before—

BUH-WHOOOOOOOOOOOOOOOOOM—

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Clay, having been so defeated that his running away went unnoticed, sulked as he thudded and crashed along the countryside, his body tension caught in a state of perpetual flexion. His biceps shook, diamond hard and massive, his erection a swaying trunk of pink as he

puffed angrily, wagged his tail, then sat down—crushing four counties flat and pinning a mess of unhurt, startled citizens under his rear.

“STUPID LITTLE TOWERING BEHEMOTH, DUMB BUG”

The colossal goat grumbled and fussed as he sat there, stirring clouds far below with a finger, the beta-ed male a ball of vast, tight muscles and self-pity.

“YOU THINK...YOU LOOK SORRY NOW, CLAY...”

He looked up, then stumbled back on his huge hands, wide-eyed.

“WAIT’LL I GET THROUGH WITH YOU.”

Argenta was...*big*. Bigger than him, now. The female stepped over entire states with vast, heavy soles, toes crushing the tectonic plates as she put fists to widening hips and leaned in, snarling, letting herself swell uncontrollably as purple energy coursed through her 200-mile tall body. And that body was still growing higher and higher.

“BHU...NO...NO!” Clay whined, fuming and fearful, all at once. ***“NO WAY!”***

The nude reptile’s breasts surged loudly, overflowing his sight of her upper body as she stomped one monster crater right beside Clay, shaking him up and down, then another on the other side, letting her feet swell bigger still. Clawed toes ballooned up over the rim of the impact site, spreading the crater mile after rumbling mile as she chuckled meanly.

“YOU WERE SUCH A CHILDISH TURD, EVEN BACK AT THE COMPOUND. I REALLY HAVE NO IDEA WHAT MIDNIGHT SEES IN YOU.”

At 400 miles in size, electric power still pumping her bigger, Argenta raised one growing foot high a rested it, hot and heavy, atop Clay’s muscled belly and huge pecs, her heel swelling more and more against his pushed-out penis, pressing it to his leg-filling sacs as he struggled.

“BUT WHATEVER. NO ONE WILL SEE ANYTHING OF YOU AGAIN, ANYHOW.”

“WUH, WAIT, I’M SORRY, NO—”

A violent burst of displaced air buffeted them both, drawing Argenta’s attention out over the country—and after a moment of processing even *she* gawked in stupefaction.

Ben.

Ben, the beetle. The tiniest little weiner in the dick basket. He was...he...

He was magnificent.

In a blink, she had caught sight of most of his 900-mile body in the distance as it exploded in size. The next, and Ben's segmented feet and pointy bug-toes were steamrolling towards them both, smothering out over state after state after state. Forget the rest of him; there were only feet and ballooning calves as the giga-insect ascended, crawling with crackling energy, same as her own.

Even as she inflated up to a trembly 600 miles, Argenta didn't notice. She could only go from gasping to stumbling back in panic as Ben's feet just kept growing closer, without pause. No—they were *accelerating!*

As she crashed back and scrambled off on all fours, the surprised Clay backed away further, not yet realizing the apocalyptically huge Ben was growing into his path. The gigantic goat's hand smashed down over acre after acre of farmland as he struggled to get upright, in so doing smashing barns and fields and forests all flat at once.

He only had a moment to right himself when Ben's wall-sized foot bashed into him, forcing the crying goat forward, so that his opened maw sank into the earth, swallowing up untold tons of dirt and grass and roadway. With a single huge gulp, the shoved male swallowed it all. including one particular item lost to the turf in the earlier confusion and fuss.

As he pushed and rolled and spluttered against Ben's still-growing foot, less than a grain of salt to the almighty bug, Clay's panicked body also began to crackle with a now-familiar energy. One bolt became two, then five, then twenty, consuming his quaking muscles as he rode Ben's unstoppable growth spurt across the countryside...

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Ben wasn't simply growing, at this point. Ben was *exploding*.

900 miles was long gone, replaced with a beetle standing at over 4,000 miles in size. His scope humiliated the continent as his feet sank through it, obliterating the mantle like dead leaves in autumn as he grew. The thinning patchwork of varying night greens, yellows and browns all shrank to a muted sameness as his heels rolled over mountain ranges, the mightiest only as high as a partially crumpled gum wrapper on a floor.

Clouds that couldn't make it above the undercurves of his feet scattered to nil as his ankles vanished into the haze above, shuddering and wobbling, colossal knees knocking in space as his 5,000-mile body brutally expanded to 7,000, then 9,000, not waiting for his approval. Literally *millions* of feet blew into his shaking muscles and swelling plates every second, attacking him every time he tried to open his huge eyes or adjust his swimming equilibrium.

The words, even the most basic of reactive utterances failed him, dammed up behind unthinkable heat and pressure, a force that kept swelling and radiating out as his feet slid over the planet's steady curve. Suddenly, the once-tiny beetle was standing in multiple time zones, instead of mere land masses and was still booming uncontrollably *bigger*.

Kathy remained put throughout, clutching in alarm at a finger too big to even partially hug around (not that it stopped her efforts). Facing inward, she could see far out ahead as the bug's plated pectorals strained too huge, too full, overflowing with energy, his every labored huff making them stretch painfully larger, as though he were holding together by trembling threads as he twitched, tensed tighter, and blew up to 20,000 miles, then 40,000, doubling and doubling as the glow swelled stronger still.

For the second time in its history the planet was left behind, an embarrassed runner-up in some odd cosmic theater; Ben drifted up in space, his hands up against his chest, as if struggling to even resist the growth or somehow push it all back inward. Kathy, unharmed in her state, was instead mashed tight between his hot palm and his throbbing pectoral, feeling it blow out against it, relishing the sliver of resistance by which it could better measure its raw strength.

His mandibles whirled and fussed, desperate to get any sound out beyond the stretching pull and deep rumbling of his erupting girth, but nothing came. Instead, the overgrown muscle fields trembled and exploded yet again, surging out into tight, shiny, smooth clusters of unending brawn, barely contained godhood in bug form.

80,000 miles. 422,400,000 feet.

That was where Ben finally stopped growing. Feet larger than the polar caps hovered in the void, his swollen thorax pulsing eagerly, his pectorals so massive that he had to struggle to lower his head against their topsides. Ten planets could have been stacked up to his horn. Jet planes would have needed a day and a half to fly nonstop from his toes to his eyes—*at mach 3*. Biceps as big as the Earth twitched happily, stretching his armor as he groaned, shook his head, then comprehended he was still breathing at all.

“HOH,” Ben finally gushed, shivering out the lingering pleasure.
“HOLY...M-MACARONI, LOOK AT ME! HUH, OH, OH GEEZ...”

Strangely (or stranger, still), his words were muffled, despite existing in the vacuum, as though his power and the laws of space had formed some shaky, vague compromise. Either that, or Midnight’s protection had extended to him, throughout. Either way, it didn’t mask the force rumbling from his speaking—power enough to crush worlds throbbled within him as the violet electricity slowly ebbed off, leaving him to look around at last with opened eyes.

“...OH, G-GEEZ!”

To be clear, Ben was incredible. A giant to shame giants. He just seemed to be the last one to really get it. It proved to be the second of his problems as he looked behind him.

The boundless beetle found, at a proper glance, that all he could make out of space was, instead of stars or asteroids or the inky depths of the cosmos...just wool. Red, endless, glittering wool, as far as even his eyes could see. On and on and on and on. The occasional planet drifted nearby, only to eventually nestle into the ocean of ruby fluff as it shook and blew up even bigger, hungrily consuming it.

Ben might as well have been the largest flea ever, because that’s what he was.

Midnight had soaked up so much attention from the planet that Earth might as well have been a normal-sized adult, and her the true globe. He wasn’t even sure where to go, because she was too big to discern up from down on her growing body.

“WUH-OH—”

Indeed, the shuddering plains of bloody-hued wool were still growing more and more expansive, wider and higher; in mere seconds, Ben himself was hit by their heedless swelling, caught up along with entire planets in the tsunami of glimmering demonic warmth.

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The forest was alien but comfortable, and through his dread and caution even Ben started to feel more and more at home in the vast tangle of wool into which he and Kathy had sunk.

“AMAZING! YOUR ORIGINAL BODY WAS JUST THAT BEAUTIFUL, WASN’T IT?”

At Ben's compliment, Kathy felt herself bulging bigger, and bigger, her threads straining from sheer intake—yet, even blown up to 1,000 miles in size, she didn't occupy so much as a portion of his immense palm.

“TO THINK...YOU HAD THIS KIND OF POWER INSIDE OF YOU...I CAN'T IMAGINE THE WILLPOWER NEEDED...”

Again, Kathy surged, pouring out larger across said palm. Her plushie arms shot out over widening, stuffed hips, her stitched-together bosom expanding all the larger and bouncier as her tail wiggled in muted glee.

“YOU DON'T HAVE TO LAY IT ON SO THICK, B-BEN, HEH,” she chuckled, the ewe swollen up to 4,000 miles, half the size of the Earth—yet, presently, she was still the smallest around. Maybe Ben was on the money. “FORGET ME...I DIDN'T KNOW HER POWERS COULD GET THIS BERSERK, I'M AS SURPRISED AS YOU ARE—”

The landscape that was Midnight's thigh billowed larger, still, stretching with a surreal groan as Ben felt his feet spread wider, the wool jungle rising even higher above. The canopy nearly swallowed any sight of space as the demon-goddess grunted from far, far away, sending warm ripples through everything.

“YOU...DON'T THINK THAT COUNTED AS A COMPLIMENT, RIGHT?”

“YOU'RE THE ONE I WANT WITH ME,” Ben rumbled, more upfront than he had perhaps meant to be. ***“I'LL GET YOU EVEN BIGGER THAN HER, IF NEED BE!”***

BOOMPH

Kathy swelled up to 8,000 miles, finally toy-sized to the colossal insect. The bigger the compliment, the bigger she bulged, leaping larger, in larger strides.

“HAH, T-THANKS! SAME TO YOU, BEN, REALLY.”

“HEHE. SO, AH...ANY PLANS ON HOW TO, UH—”

“AS A MATTER OF FACT, I *DO* HAVE ONE,” Kathy replied, squeak-nodding rapidly, trying to be serious enough to offset her built-in toy sounds. “YOU WERE PROBABLY WAY TOO BIG TO SEE, BUT ON EARTH I RAN INTO AN UPSIZED ARGENTA. SHE

GROUSED ABOUT LATHVAHR BEING ON MIDNIGHT'S BODY, SO IF WE FIND HIM, WE CAN MAKE HIM PUT ME BACK IN *MY* BODY, AND I CAN REPRESS MIDNIGHT.”

“WILL YOU, MY DEAR? HOW BOLD.”

Up above the wool-top, something massive loomed. A green mass of amphibious bulk, comfortably sitting, cross-legged, a monstrously immense red robe about his inflated brawn. Kathy winced, not even having to look up from Benjamin's huge hands.

“OOH.”

“GURU!” Ben chirped, buzzing excitedly into flight. He cleared the red canopy and fluttered around powerfully, nodding up to his old leader. ***“YOU'RE ALRIGHT!”***

All 250,000 miles of Lathvahr regarded the bug, before grinning wide. What kind of wide grin it really was, had yet to be known.

“BENJAMIN, HELLO!” the towering toad laughed, nodding back down cordially. ***“SORRY I DEPARTED SO UNCEREMONIOUSLY, BEFORE. I'M RIGHTLY EMBARRASSED. I BELIEVE I HEARD KATHERINE, TOO? YES?”***

Ben humbly nodded, his bulk still outclassing even the massive guru's as he managed to stay afloat. Kathy's wince remained unchanged, there in the beetle's hands.

“HI,” she sighed.

“SO YOU HEARD, THEN,” Ben quickly interjected, having known his superior for so long, and how to deal with him. ***“YOU LOOK SO POWERFUL, NOW! I BET YOU COULD PUT KATHY BACK IN, NO PROBLEM, RIGHT?”***

The massive amphibian smiled, a little sadly.

“PART OF ME WANTS TO. THIS LEVEL OF CONTENTMENT...I CAN'T STAND IT. NOR CAN I WITHSTAND IT. HEH. I CAN'T BE WITHOUT THIS

WARMTH, BENJAMIN, KATHY. I CAN'T.

“SOUNDS LIKE THE OLD VENTURE CAPITALIST IN YOU, GURU. COMFORTABLE...BUT WITH NO WORLDS TO CONQUER.”

Billions of far smaller acolytes had gathered among the fields of Midnight's woolly geography, listening on. Lathvahr made to respond, but pursed his lip. Ben had immediately hit it on the head.

“INDEED, MY BOY. I HARDLY THOUGHT THIS WOULD BRING IT ALL BACK. WANTING TO WANT AGAIN, SO MUCH.”

Lathvahr glanced around, nervous, trying not to move his head any.

“SAY...I WERE TO SIMPLY EXPLAIN HOW IT COULD BE DONE. THE TRANSFERENCE. I WILL NOT MAKE A MOVE AGAINST MY G...GODDESS...MM. BUT SIMPLY WONDERING ALOUD HOW IT MIGHT HAPPEN IS NO SIN.”

Kathy perked up, there in Ben's gentle hands.

“REALLY! THANK YOU, SIR!”

Lathvahr saw her there, snuggled in Ben's protective mass, and swapped to a genuinely happy, knowing grin.

“HMM. GLAD TO FINALLY BE OF TRUE HELP, SISTER KATHERINE. I AM TERRIBLY SORRY FOR ALL OF THIS, SO I HOPE THIS MAKES AMENDS. NOW, SINCE YOU ARE INHABITING YOUR EFFIGY DOLL, YOU TWO ARE STILL LINKED. CONTACT ALONE ISN'T ENOUGH, BUT SHOULD YOU INVERT THE RITUAL...SHOULD YOU REVERSE YOUR DENIAL OF HER—”

“HEY, HOLD UP, WHOA,” Kathy stammered, already shaking her head in a series of protesting *squeaks*. “REVERSE? YOU MEAN, I HAVE TO...”

“ACCEPT HER.”

“THE *HELL* I WILL—”

The hand that descended upon them all was so massive that Kathy’s periphery had no way of detecting it. The stars beyond the wool fields simply disappeared, darkness overtook them, and that was that.

11:59 PM

“Finally.”

Midnight’s utterance should have been catastrophic, big enough to blast worlds apart—yet to Kathy and Ben, it was no more than an impatient grunt of annoyance. When the hand opened up there was something far beyond, but whatever it was, there was so much of it that it defied classification. It was like trying to positively ID the milky way from a nebula.

A demonic sheep muzzle stretched infinitely overhead, supplanting space with a black lower lip over 900,000 miles in diameter. A mouth that could eat the Sun like a jawbreaker lowered closer, brilliant-glowing eyes radiating raw power as Midnight stared down into her own palm expectantly.

A demon-sheep 31,000,000 miles tall floated in the heavens, her wings casually draped on her sides, letting pebble-sized planets roll away against them. Over one hundred and sixty-three billion feet of warm, living, overpowered female dominated them, dominated everything in space, just by virtue of *being*.

“I’d ask if you see me now,” Midnight calmly purred, smugness overflowing within her swelling frame. **“But I suppose, actually, you can’t. Hah. And Benjamin! Ben-Ben! Hello, honey! Look at you, you’re so big and thick!”**

Ben hugged Kathy’s toy-sized body like an overwhelmed larva, trying to actually hide behind her far smaller body.

“Ahah, h-hi, yes.”

“Are you comfortable, sweetheart? Seriously, I love how big you grew! Haha, too bad you didn’t join me from the start—you’re almost a fraction of my own g...gloreeeeeeeaaah—”

A shotgun blast of release hit as Midnight’s self-praise blew her body up even *larger*. Great oceans of wool swelled hungrily as her breasts billowed tighter, fuller, rumbling happily with a mounting, vacuum-defying stretch of growth, far below her occupied hand. Nipples so big that moons could slip into the tips became even bigger, groaning hot and huge as smoke and heat poured off of them.

A 40,000,000-mile Midnight blew pleasure-suffused mists out in a long, lewd trail, contrails whipping and curling as she cleared her throat and smiled.

“Mmm. Right. This works for me, having a nice and huge witness handy. Ben, darling, you watch this. I believe my Kathy here has something to say to me. Something denied all our life together—something I am very, very much owed.”

Kathy’s plush arms were folded defiantly, the possessed fabrics shifting as she managed a mean glare and turned her head away, pressing her cheek to Ben’s warm, gargantuan pectoral.

“NO WAY,” Kathy bleated, sniffing angrily. “I DON’T OWE YOU SQUAT.”

“Admit it,” Midnight growled, suddenly demanding. ***“You. Admit. It. Admit I’m the better half, the right one! I wanted us to get out there and live. I wanted us to love ourselves. I loved you. I did. Why can’t you love me back? Even as I am now? Even as I proved how worthy I am!?”***

Kathy snorted, refusing to answer as Ben awkwardly clicked, growing nervous.

“ADMIT IT.”

“NO,” Kathy muttered. “WHATEVER HAPPENED TO PUT US TOGETHER, I DIDN’T ASK FOR IT. ALL YOU DID WAS MAKE ME A MONSTER! HOWEVER WRONGED YOU FEEL, IT’S NOTHING COMPARED TO WHAT I WENT THROUGH. BESIDES, YOU’VE GOTTEN ENOUGH PRAISE ALREADY—”

“BUT NOT...FROM...YOU.”

“SERIOUSLY, KATHY,” Ben offered, quickly, anxiously. ***“MAYBE W-WE SHOULD—”***

“I HATE YOU.”

Midnight froze. Millions and millions of miles of godhood went still, struck immeasurably deep by a single phrase.

“YOU DON’T,” Midnight countered. No...*ordered*.

Her aura blasted larger, throbbing out through space, demanding obedience. Even Ben shook his head groggily, fighting the intensity off internally.

“DROP DEAD,” Kathy hissed. “JUST *FINALLY* DROP DEAD, ALREADY, AND LEAVE ME ALONE. SHOO! GO TO HELL!”

Midnight had no comeback, no change in expression. It wasn’t that Kathy or even Ben could see it. It was more that all of space stopped.

“MAYBE YOU SHOULD DROP DEAD, KATHERINE.”

Unfathomable bitterness dripped from the words as Midnight’s entire body changed, and quickly. Her wooly hips, endlessly massive below, sprouted enormous black horns on either side, her fluff darkening into a terrifying pitch as her eyes seeped hellfire.

Kathy refused to look, but the reflection on Ben’s metallic blue carapace showed her everything, and the stomach she no longer had sank, just the same.

“Y...YOU WOULDN’T DARE,” Kathy added, last-minute, a perilous and haphazard bluff echoing out as Midnight’s hand began to close in on them from billions of feet away in every direction. “YOU CAN’T KILL ME, I’M—”

“WHAT!?” Midnight boomed, her volume un-lowered drastically.

Kathy knew where she was being guided, even as Midnight openly raged, her wool starting to smolder from sheer heat, then catching fire and covering her backside and tail in a black-red blaze. But still, the toy ewe refused to answer.

Part of you

No. No, bullshit.

That was Midnight, the bad one. Kathy had done everything imaginable to be good, fought tooth and nail to be clean, be better, be *right*. Midnight had no call to even imply it. It wasn't fair. None of this had *ever been fair*.

“FIIIIINE,” Midnight doom-rumbled, her fires swelling out of control behind her, not caring about what the physics of space had to say about it. ***“I DON'T HAVE TO DIRTY MY HANDS MAKING YOU INTO A STAIN. BEN, HONEY, SQUASH THAT BUG, WOULD YOU? YOU THINK I'M RIGHT, YES? THEN SHOW ME. SHOW HER!”***

Ben shook his head, blinking, the influence getting so impossibly strong.

“C-CAN'T YOU TWO...MAKE P-PEACE?” Ben offered, desperate.

“YOU'RE GOING TO TAKE HER SIDE?” Kathy balked, looking up at the looming beetle.

“N-NO.”

“OH, YES HE IS.”

“BEN!”

The beetle began to rumble anew, a single bolt of purple tickling through his plating, unseen by both ladies. Midnight redoubled her influence, and the field of dark red swallowed everything, leaving tiny planets drifting in silhouette around her enormity.

“REALLY!?” Midnight bellowed, fury starting to overwhelm her smugness like a wave over sand. ***“DO YOU NOT UNDERSTAND WHAT YOU'RE IN THE PRESENCE OF, BEN? YOU'RE REALLY STUPID ENOUGH TO SAY NO TO ALL OF THIS!? I'M THE ONE WHO WAS WRONGED, AND THAT MAKES ME RIGHT!”***

“S...SH...UT...UP...”

Midnight went from red to completely black, countless spikes blasting up through her back-flames as she ballooned to 100,000,000 feet, literally pumping with heat and pressurized rage. She opened her flame-quaking maw to roar something, but—

“SHUT UP!! ENOUGH!”

“HAH! YOU TELL HER, BEN–”

“BOTH OF YOU!”

Kathy lurched back in Ben’s grip, stunned quiet.

“YOU KNOW,” Ben growled, lowering his voice as his mandibles clicked in a hurry, **“MAYBE YOU WERE AT ODDS–BUT AT LEAST YOU HAD EACH OTHER. YOU WANTED ATTENTION, MIDNIGHT? WELL, I HAD NO-ONE. NO ONE, EVER. I’D HAVE KILLED FOR WHAT YOU TWO HAD, GROWING UP. AT LEAST YOU HAD SOMEONE TO FIGHT, KATHY. WHY DO YOU THINK I ATTACHED TO ANYONE I COULD, ANYONE THAT NOTICED ME? YOU REALLY THINK MIDNIGHT’S THE ONLY ONE WHO WANTS WHAT SHE WANTS?”**

Kathy’s toy mouth was open, but she thought, and closed it, thinking.

Midnight glided back through space, her aura growing cooler, her blank, fire-glowing eyes unblinking as she wrestled with the same suppositions.

“MAYBE...MAYBE SO,” Midnight boomed, albeit more calmly. **“BUT I CAN’T GO BACK TO BEING LOCKED UP. IF WIPING YOU OUT IS THE ONLY WAY, THEN...THAT’S YOUR DECISION. NOT MINE. AND THAT’S FINAL! CLAY...COME HERE! NOW!”**

Her aura pulsed, a beacon of sorts, throbbing silently around her.

“WAIT,” Kathy began, halting immediately, stumbling through the words. “I, UH–”

“WHATEVER,” Midnight snorted. **“CLAY, GROW UP HERE AND WIPE THEM OUT FOR ME. TAKE ALL THE OVERFLOW POWER YOU NEED. DO YOUR THING, THEN...YOU CAN GET THE HONOR OF PRAISING ME...FOREVER. NONSTOP. YOU CAN BE THE ONE TO APPRECIATE ME, AND ONLY ME!”**

In a rush of displacement, there the goat was, expanded to such a magnitude that even Midnight could at least see him.

“F-FINALLY, I CAN SEE YOU!” Clay moaned, the 300,000-mile tall goat blown up so full of muscle and bulk that even Ben seemed a bit thinner, in comparison. **“AT LAST! I CAN BASK WHERE I SHOULD BE–BY YOUR GLORY!”**

Midnight closed her eyes and rumbled deep, forcing a grin as the pleasure swelled within her, the god-ewe making the most of things as she started to balloon much, *much* bigger.

“I DON’T NEED YOU, KATHY,” Midnight told herself as she strained and pulled, her blackened mass inflating to a staggering, stunning 50,000,000 miles, then 100,000,000, looming over all of the planets at once. ***“YOU WERE NEVER ‘GOOD’! YOU WERE JUST HOW YOU WERE TO NOT GET IN TROUBLE, NOT BE-BECAUSE IT WAS RI-RIGHT! WELL, I’LL FIND MORE LIFE IN THE UNIVERSE, AND REALLY BECOME AMAZING, ON MUH-MY OWN! YOU CAN GET SQUASHED, KNOWING I...HUH, N-NEVER NEEDED...UGH, Y-YYYYYOOOOUUUAAAAAH!”***

Space itself convulsed as Midnight’s trembling body doubled in size. Then, it doubled again. And again. And again. Over 800,000,000 miles, over four trillion feet of swelling sheep-hide and dark wool and black flame erupted through the pitch, blotting out stars and shoving the Sun back with the force of each concussive, lustful burst of growth.

Ben hugged Kathy tight, protecting her despite his lecturing, his immensity paling more and more as Midnight’s palm swelled unstoppably under and around and even above him.

“THERE...SHOULD ONLY BE...MEEEEEEE...”

The god-ewe blew past a billion miles in moments, her throbs sending out aftershocks that shuddered planets, her nipples spewing milk uncontrollably as her breasts consumed her entire torso, her arms all flexing and swelling faster, her impossible thighs bulging broader, hotter, heavier, her abandon finally hitting a climax as she lost all care or control.

The excess power buffeted into Clay as his erection loomed higher and fatter, so huge that his hands spread wider out trying to contain its excitement at the sight of her growth.

“SO...TREMENDOUS...SHE’S...PERFECT!”

Then, Clay shook, and grew more.

And more.

“I...CAN’T...STANNNNND...ITTTT...”

Midnight’s multimillion-mile eyes fluttered through her pleasure, then squinted in bafflement as the quaking goat bellowed, purple energy glowing around him, bolts of power

lancing through his overgrown, horrendously vast muscles, before he *boomed* to half her size, suddenly, instantly over 700,000,000 miles tall. With no effort.

“...T-THE HELL. CLAY, S-STOP. THAT’S...PLENTY. STOP. STOP!”

Stop, Clay did not. Her red energy and his violet glow commingled strangely as the panting goat roared into his bloated pectorals, vibrated worse and worse, and blew up again, violently rocketing up and out, slamming into Midnight’s 1.5 billion mile self as he...

Outgrew her.

11:59 PM

“STOP.”

“MINE.”

Clay’s logic-breaking voice shuddered through the heavens, pushing even Midnight’s vastness back a relative foot. She perked her demonic ears, gulping, watching as her 2 billion-mile form sank lower, swallowed up by a cliff of pectoral madness. Clay surged with power even the ewe couldn’t understand, his eyes glowing in a purple-red swirl, snaking threads of energy tracing the dome of his massive tip, his penis growing so large that it scooped her up with its bobs and tics.

“ALL. M-MUH-MIIIIINE!”

The 9,000,000,000-mile goat breathed pure energy out in great clouds, his biceps, thighs, chest, neck and shoulders blowing up larger with every breath, relinquishing no loss on the exhales. Mammoth abs towered up to planetoid pecs, a panting goat muzzle looming far beyond even them. Below, the dull pulsations of his erection rose and fell between the stretching of his ever-larger testes, now all the way down to his toes, shaking space with every hungry pulse.

In her sudden flailing, Midnight had let Ben go, the bug-sized bug fluttering off in a tumble, having no bearings with which to right himself.

“STOP!” Midnight commanded, then finally pleaded, as Clay’s growing belly and swelling member pinched in on her, smothering bigger and hotter between. ***“HMMPH!”***

“THE POWER CELL FROM EARTH,” Ben rumbled, watching as Clay’s odd-hued body blew up even larger. ***“THAT’S THAT ENERGY, SAME AS M-MINE!”***

SHE...MIDNIGHT HIT HIM WITH AN INSANE DOSE OF GROWTH, WHILE HE WAS ALREADY POWERED UP! OH, NO, NO..."

“BUT,” Kathy sputtered, hugging in tight, “SHE CAN’T REALLY LOSE, RIGHT? I MEAN, SHE’S PURE EGO—”

“AND I KNOW CLAY! HE’S PURE ID!”

“ARE WE EVEN USING ‘EGO’ CORRECTLY, THEN?” Kathy wondered, only momentarily. “BECAUSE, I MEAN—”

“KATHY, HE’LL EITHER CRUSH MIDNIGHT OR TAKE HER PRISONER! IT’S YOUR BODY, ISN’T IT? WE HAVE TO STOP THIS!”

Kathy still struggled against it, years of hard-driven reflex kicking in.

Clay filled the hesitation with another terrible, reverberating *boom* of growth, his body overwhelmed with torrents of oceanic muscle, his fur over-tight and ruffling as he rolled his eyes back and squeezed his mammoth penis tight, crushing Midnight in, trapping the bleating goddess as he surged bigger, and bigger, and *bigger, and bigger*.

***“MUH-MIIIIIIIIINNNNE...HUH-HUAAAAH
...MMMMMMMMIIIIIIIIINE!!”***

“DAMMIT,” Kathy wailed, burying her felt head in her soft plushie mitts. “JUST...JUST GET ME THERE, BEN, PLEASE!”

“I’LL D-DO WHAT I CAN, KATHY, OF COURSE!” Ben chittered helpfully, as more electric bolts covered his bulky bug brawn. ***“I J-JUH-JUSSST...GRAAAAAAAHHAH—”***

The resurgence caught Ben hard as he exploded out, his plating stretching and separating from the raw pressure of his muscles as they detonated all over in size, booming him up to 100,000 miles, then 500,000, his back blowing up over the rest of him, his brawn disproportionately blossoming bigger in pockets and spurts.

Still, the ever-growing insect faithfully held Kathy, tiny as she was, determined not to lose her as he propelled forth in huge, loud, rubber-tight waves of expansion. 2,000,000 miles fitfully bloated to 10,000,000, 60,000,000, Ben’s body eclipsing the Sun by a grand leap, forget poor Earth. The merest striations and variances in the surface of his blue plates became

comparative canyons, one of which easily snuggled their home world tight as he roared and *quadrupled* in size...

Clay kept feeding on Midnight's overflow, without her say, the struggling demon goddess thoroughly wedged between his hugged-in erection and furry muscle. The 300,000,000,000-mile monstrosity's follicles were thicker than the largest planet's diameter, sinews that could bridge the gaps between worlds bunching and bulging larger, tighter, stronger yet.

Even with his own rocketing scope, Ben's 20,000,000-mile body wasn't anywhere near large enough to qualify as *anything* before Clay's growth. The goat was over fifteen thousand times his size, his godly spurts outpacing even the mighty bug's as Ben braced for impact, then felt the wall of Clay's bulk blow right into him, into everything.

Kathy, too small to be held, went flying from Ben's protection at the slam, flung off into the ever-swelling expanse of the goat's fur. Feeling a sensation of movement separate from the thrumming beat of Clay's erection and bursting abs, the toy-ewe forced her way down between the two masses, scouring and searching, before at last reaching what she thought she might:

Midnight's ego seemed smothered out, snuffed to nothing as she lay there, sandwiched in humiliation by someone so much bigger. The oversized demon ewe said nothing, having since ceased her struggling, and as Kathy neared her head and horns, she only heard one thing—a hard, miserable snuffle.

Finally, there in the panic and insanity their misadventure had brought, at long, long last, Kathy felt it; a stabbing sensation that penetrated years of resentment and anger, even hatred, cutting a buried core inside her.

Pity.

Magma lined the demon's vast eyes as she cried, no longer glorious, no longer even pretending to be. Midnight was crying, sobbing with the same frustration that only Kathy could understand.

As there was nothing any being of her size could offer or say (and be heard), Kathy slid down the side of one gargantuan horn, landed deep within the wooly top of Midnight's head, and sat there on her scalp. She rode the rise of her massive head with every sharp sob, the possessed toy slowly, gently putting a stitched hand down on it, finally giving it a single pat of comfort.

Suppressed again, aren't you.

She had worked so hard to be good, she really had. Yet, Kathy suddenly felt awful.

She hadn't been wrong to exercise caution all these years, to be responsible. And yet, the thought crept in...maybe she hadn't been *right*, either.

“I’M...I’M SORRY.”

Another hard sob echoed as the pressure from Clay’s growth redoubled outside, the goat blowing up unthinkably *bigger*.

That isn't the right set of words, though, is it.

Kathy looked up, took a long breath, and held it. Both toy hands touched down.

“...YOU’RE ME, AREN’T YOU. IN THE END. WELL. OKAY, THEN.”

Kathy hugged down into the head, pressed in, and finally, *truly* let it all out.

“*I ACCEPT.*”

11:59 AM

When Kathy opened her eyes, all was dark.

Unbelievable body heat raged against her, two walls of girth—one of naked flesh, the other fur. She blinked, grimaced, then shook her head, feeling the heft and swing of two monstrous horns. Her wings beat angrily, or tried to, pinned flat by goat bulk.

“Kathy?”

Her own voice spoke, out of her own colossal mouth, and when it stopped, she used it to answer back:

“Yeah. Hey.”

“What happened? You’re...you’re back?”

A pause.

“NO! GET AWAY! YOU CAN’T—”

“I’m not going to,” Kathy interrupted, arguing with herself. “I’m here to help. Take it or leave it, Midnight.”

“You *what?* How? How can you help?”

Both halves of the vast demon waited.

“You’re incredible, Midnight,” Kathy sighed, meaning it. “You are. I was...I was scared of it. No...envious. You were fearless and strong—too much, let’s face it. But, had I just worked with you, I...I think it would have worked out. At least I’d have been good, for trying.”

Silence.

“Whatever it was my parents did to bring you and I together...I’m sorry I wasted it. I didn’t understand. I didn’t want to. I wasted so much time fighting you, I thought it was the right thing to do. But I was right in the wrong way. I didn’t put in the real work, the scary work. I didn’t like how I m...measured up to you.”

Silence, still.

“I admit it. You’re better at *living* than I am, and I couldn’t live with it. I don’t agree with how you expressed yourself, you legit went too far, but...I think I understand it now.”

Even as she spoke, tears were pooling at the edges of Kathy’s massive eyes—Midnight’s eyes. Surely, her tears.

“I’m so sorry—”

12:00 AM

Clay’s body was so big that his mind, already drunk on power and lust, slipped more and more of its grip, losing all ability to comprehend itself.

Nearly 1 trillion miles of goat bulk swelled beyond sanity, Clay’s width actually exceeding his height as his girth rumbled frantically larger, tightening, swelling, tightening, swelling, *exploding* out at random bursts. Pectorals so big his neck and head were lost to them erupted bigger, huge pink nipples bulging through bristling fields of scented fur.

A sixth of a light year tall, and still growing, Clay's body consumed enough space that he was graduating into the Milky Way's full reach. He clenched impossibly vast teeth as his nostrils flared, shuddering hard as his erection pumped larger, higher, towering and wobbling at the reddening tip.

***“MMMMMN-MMMMMIIIIIIINE...A
-HAAHLLL MUH...M...MMMM-”***

His arms swelled until they were almost the same massive size as his overfed erection, allowing them to squeeze in even tighter, feeling Midnight trapped snugly close, caged, all his—all his, at last! His, and his alone to possess—

In an instant, the growth stopped, and stopped flat.

Clay's titanic eyes unrolled as he blinked, then looked down over his boundless chest in confusion. Before he could figure out which swears to employ in his questioning his erection lurched back, forced from his belly as something massive blew up against him.

A set of throbbing teats popped up over the rim of his pectorals, followed by a vast swell of inflating breasts, stretching and ballooning so fast that the goat's hollering was smothered as his head was overtaken by cleavage. His mighty shoulders followed as Midnight's bosom overtook it, surging over his body as the light-year tall female *baahed* in joy, pure delight blowing her body up to two light years instantly, then three.

Her vast thighs caged Clay in as he wriggled in place, her bulbous clit wet and hot as it ballooned against his stomach, swelling bigger and rounder and tighter. Her rear spilled so big that Clay's pushed member flossed its crack deeper and deeper, a toothpick against two watermelons, ones that outclassed the male's gargantuan sacs.

10 light years—60,000,000,000,000 miles (and over what scientists and calculators would say was $3.16800000E=17$ feet) tall. That was what Clay *wished* he was still dealing with.

When Midnight screamed, it was Kathy and Midnight doing so, together. Both entities, both halves shared the combined fury of getting larger than any living thing ever had, and the giddy madness, the relief of feeling that growth getting even *greater*.

HOLY SHIT, Kathy roared, internally, bringing Midnight's growing hands up to fondle her bloated, gushing nipples. *I DIDN'T THINK IT COULD FEEL LIKE THIS!*

IT'S GOOD, ISN'T IT! Midnight rumbled back, overflowing with happiness.

WE'RE BIG!

HELL YEAH, WE ARE! WATCH T-THISSSSS

Clay screamed in panic as he felt his entire upper body wedging up into mind-warping, humongous, cosmic-grade cleavage, his lower half slipping up from between her vast thighs and wet groin, up along her smooth black belly, his feet kicking pointlessly as Midnight continued to burst and burst around him, larger and greater, still.

Nebulae and clusters began to pepper her wool alongside stars as Midnight filled more and more of space itself, passing 100 light years, quaking and stroking her gushing breasts, caking them with milk as she sheep-roared, bucked, and blasted out a long, ropy gush of honey, *boom-boom-BOOMING* to 300 light years—400—700!

WE'LL STOP SOON, I PROMISE, Midnight offered, making sure to push reassurance through the crashing tons of pleasure they shared. *JUST...I NEVER GOT TO...*

GO NUTS? Kathy laughed. *DO IT. GET IT OUT OF OUR SYSTEM, I OWE YOU.*

R-REALLY? Midnight squealed aloud, wagging her growing monster of a tail. *C...CAN I, REALLY, IT'S OKAY!?*

JUST FIX IT ALL AFTER. NOW—SHOW ME WHAT YOU CAN DO! GROW!

Sure, it was madness. It was unthinkable wild and irresponsible. But Midnight had a point: she needed release. They both did, terribly. Her colossal thighs squeezed in on her clit as it inflated too large, slipping and bulging and stretching between both slick masses as she played with herself without even using her busy hands, the deific ewe huff-panting, screaming, giggling and groaning as her 2,000 light-year body relentlessly exploded, faster, harder, hotter, the torturously pent-up creature gushing fluids from everywhere as her slippery hands squeezed tight, blowing her up into a 10,000 light-year tall impossibility.

What was a speck to the Milky Way blew up into a pea, then a ball, then an entire *island* as Midnight roared, blowing a long, steaming, fountainhead orgasm out over her legs, over everything around her, still pumping, still growing, stretching like gleeful hot rubber, ballooning endlessly larger and happier and fuller as she came in sticky torrents, harder and harder.

Her gigantic fingers stroked and slipped and tickled as her teats nearly doubled in width, blasting milk so fast and frantically that it hurt just right, pleasure and pain mixing, good and bad, lewd and pure, everything swirling into a hazy, shuddering oblivion as she grew.

And grew.

And GREW.

AND GREW.

Trembling breasts shook and sprayed and rubbed and bulged and billowed and stretched and bulged, on and on and on, the demon's endless surging speeding up, a terror, a wonder, her boofy wool matting with wave after wave of messy seed and milk and sweat and steam, awash in lust, cleaning with messiness, octupling and decoupling in size as her wet hands slip-stroked and clawed and dug in and squeezeed her globe-sized clitoris tenderly, their shared mind nearly destroyed by the sheer payload.

The galaxy gasped in fear as the overloaded behemoth blew too big to catch, too big to stop or hold. Clusters dotted her wet wool as she opened her mouth wide and let out a sound so big that reality tilted, just as her booming clit swelled in her slippery paws, and she came so hard that even the magnificent entity they were growing into nearly passed out.

12:30 AM

The poor galaxy stretched its scattering borders as a ewe over 800,000 light years, over 4.80000000E=18 miles tall suddenly wore it like a tight skirt, shook, bleated hotly, and blew too big to wear it as it ripped away, her body exploding *even larger*.

12:42 AM

Kathy/Midnight's body slowly began to change, the Demonic shades returning to a more vibrant, bloodied crimson, then to a brilliant gold as something more angelic mingled with the chaotic. Hoof-fingers longer than any ship could hope to travel at top speed in years only grew larger, digging into supple, inflating, sweat-dappled bulk.

Golden teats blew fatter still, spraying more sweet cream as her draconic wings grew brighter, her horns remaining, but dipping smoother, cleaner, her wool glimmering as she swelled aggressively into the Andromeda galaxy, still playing with herself gladly, the two almost taking turns touching or squeezing whatever they liked, comparing pleasures like old friends.

MORE? Kathy suggested.

“U...UH-HUH, HUH-UH!” Midnight gasped with a cascading god-voice, as they rocketed larger—this time, blowing up to the fifth power. Then that, *by the tenth*.

12:55 AM

Ben crackled with more power as he rumbled and blew up a fifth time, the power cell payload repeating its cycle and swelling him from 500,000,000 miles all the way up to 3 billion, making him a match for the great Midnight...maybe, what, an hour ago?

“Whew,” the bug gently rumbled, his musculature so magnified that it was difficult to even move it much. “Can’t believe it’s still repeating. Is it a bio-energy feedback loop? What, am I the power source, and the power keeps climbing? Heheh. Or am I just an overachiever?”

He didn’t actually know, but it was fine enough. The sheer joy pouring off of Midnight’s booming wool was more than enough to keep him happy. In fact, that very delight filled everyone so thoroughly lost in her gold-tinted fluff, from planets to entire galaxies and on. There was no hint of demand for subservience or devotion—just an overflowing kindness, a gladness too big for description. And the feeling just wouldn’t stop growing.

“Looks like it’s still nowhere near enough to keep up, though. But that’s okay.”

The same likely held true for Clay, wherever he was. Surprisingly, any worries about how out of hand this had all gotten seemed wiped away, nonexistent, leaving Ben to sigh in contentment as he nuzzled in against his dear ewe, knowing inside it was Kathy. The dramatic color shift said enough.

“Now this...is a moment to get lost in.”

In such a placid state, Ben imagined things would get righted at some point. They would have to be, surely. Until then, this would do him just fine.

10:30 AM

The bus rolled along highway 88, weaving through the woods and mountains, before finally pulling to a stop at a rural road. It idled a moment as the driver thankfully nodded to the occupant, who kindly stepped out, waved, and walked down it.

The doorbell rang, and an elderly ram answered, all smiles.

“Well, howdy stranger!” he baah-ed, wagging his old tail. “Get yourself on in here!”

“Hi Dad,” Kathy cooed, the towering golden ewe just able to squeeze indoors. She stood back up and beamed, her ears nearly brushing the ceiling as she heard a chair scoot over the kitchen floor, followed by her mother rounding the hall and attacking her with a hug.

“Ah, honey, hello!” her mother bleated, overjoyed, pulling off the hug and tugging on her big, soft hand, ushering her into the living room. “It’s good to see you! You look big as ever, my goodness you’re something!”

At that, Kathy snorted cutely, shook, and swelled even bigger, filling the living room with a hot, happy grunt of pleasure. Her shirt pulled too tight and popped at several crucial seams, her huge teats tenting out into mounds as her pants ripped, her tail boofing out. Her wings had diminished enough to fit within the shirt, but as she grew they burst free, fluttering in relief, the giantess stopping just before she cracked the ceiling.

Both her parents just shrugged it off, each one snuggling into her gigantic hands.

“Still working on the restraint, are we?” her Father joked, patting a massive finger.

“Getting there,” Kathy softly replied, a crooked grin snaking up.

“Well, where’s our other girl?” her Mother asked. “You said you two were figuring out a ‘system’, I think? Was that it?”

“Well, let her talk, Helen.”

Kathy grinned wider and pulled a large plushie out of her tiny backpack. Both parents watched as she gently sat it on the carpet; it looked like some customized toy or doll, a stitched facsimile of a ewe, but more...demon-like. Horns and the lot, even. Still, there was no sense of dread or malice from it. Quite the opposite.

“You awake, Midnight?” Kathy asked, nudging the doll lightly. “Hey, honey.”

Just like that, the plushie stretched to life, grunting. Then, it exploded larger, and larger, swelling warmly until it was at least 10 feet tall. Her fabric breasts pushed bigger as she chuckled and wagged, nodding.

“Yup, yup,” Midnight huffed, turning with no warning to hug both her parents up tight. After all, that was correct: they were hers, too. “Mom, Dad!”

“Oh, you made it work!” Herb said, the Father hugging back. “Congratulations! That didn’t take long to figure out, at all, wow. You two are really—”

“Let’s *not* have to ask them to rebuild the house, Herb,” Helen warned, making the embarrassed ram nod.

“We would have lost you, even with life support, you were so underdeveloped as a baby,” Helen explained, sitting with Herb at a table both Kathy and Midnight loomed over. “Our options kept running out, so yes, we eventually resorted to the most desperate of measures, and...consulted a demonologist. Midnight here, she...no joke, really did save your life. We imagined there would be some sacrifice or catch, but ah...we didn’t know that she was actually *sharing* your body, though, not for a decent while.”

“That was a hell of a birthday,” Herb sighed, wide-eyed.

“Well, I had been bored to death,” Midnight laughed, wagging her faux tail. “And you two seemed to love her so much. I suppose I flirted with the notion of what that felt like.”

“Glad that you did, sweetheart,” Helen quietly said, putting a tiny hand on her huge stitchwork mitts. Kathy let Midnight have the moment. She was terribly due.

Midnight sponged the affection right up, beaming stupid-wide.

“So, I mean,” Herb began, clearing his throat. “That goat fella was the last thing needing fixing, y’all said...so he’s, you know...better now? All cured, his growing is stopped?”

“We figured it out. Guru Lathvahr is holding a seminar as we speak on bodily control,” Kathy hummed, sipping tea from a huge barrel her Father had set for her. “Clay’s made a lot of progress on his lingering ID problems. Compulsion control therapy, it’s called. You remember Ben? He’s the one running it.”

Both folks made a little face at the mention.

“I liked Ben,” Helen said, not subtly.

“Good, because he should be here any—”

The bell rang, and Kathy lit up as Herb went to attend. Her Mother's face was sustained as the door closed, hellos echoed closer, and a massively built blue japanese rhinoceros beetle entered, his oversized shirt stretched against vast plated muscles, his big amber eyes lighting up as he saw the gigantic ewe, bigger than even he.

“Hi~”

“Hee. Hi.”

“Midnight,” he chittered, just as the massive plushie tackled him with a thick hug.

“Hehe, Ben-Ben!”

“Come on in, come on in, we're just chatting it up,” Herb started, the old ram fixing two chairs side-by-side—even then, Ben was too big, but he made it work.

As they caught up, and as the long night took a break and let the day happen, Kathy stopped listening for a moment. She watched everyone speak, looked to Midnight, and finally to Ben. The bug caught a glimpse of her in all her glory and closed his eyes, nodding right at her.

From that alone, Kathy rumbled and blew up so big she flooded the house.

Midnight was right there with her, encouraging. She always had been.