

### ***Totally Lingerie (Inanimate TF, Totally Spies)***

Clover's knees clanged against the floor of the unrealistically large vent as she crawled. "Urgh," she said, struggling to keep her voice down, "like, how much further do we have to gooo? I thought you said this was a shortcut?"

"I didn't say it was a shortcut," said Sam, at the lead of the three "I *said* it was the most efficient way to infiltrate the store. Because the only *other* ways in are the front and rear door, and any half-competent villain would have guards posted at both of them."

"I think I would have preferred to just fight them," said Alex. "All this crawling is *killing* my knees."

Unable to stamp her feet, Clover settled for punching the side of the vent in frustration. "It still shouldn't take this long! Are you sure we're going the right way? I feel like we've been crawling for hours."

"We're almost there," replied Sam. "We should be above the back room any second now. All we have to do is drop down, check to see if the missing people are there, then get out as quickly as possible."

"Urgh," said Clover. "What kind of lunatic runs their kidnapping ring from a clothes store?"

The spies crawled on, knees clanging against the metal of the vent.

Five minutes later, Clover groaned. "It can't be much farther now, right?" She hoped it wasn't—forget Alex's knees, all this crawling was driving her catsuit right into her ass.

"It's not," replied Sam. "All we have to do is get to the end of this corridor and—"

The vent creaked ominously.

"Er, what was that?" said Alex, looking around. "I'm not the only one who, like, heard that, am I?"

The vent creaked again, and the floor dropped an inch or two.

"The vent!" cried Sam.

"I knew we should have gone in the rear door!" cried Clover.

With a final, awful creak and a series of terrible cracks, the vent snapped free of the ceiling. The three of them screamed as they dropped.

***Crash!***

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Groaning, Clover pushed herself upright, body still aching from the impact. When she opened her eyes, she found herself lying in a pile of scrap metal. Around her, Sam and Alex groaned as they sat up as well.

Rubbing her head, Clover looked around. It seemed as though they landed in some kind of laboratory. Bulky machines filled half of the room, while worktables and computers occupied the rest.

“Is this—is this the back room of the store?”

*Click.*

“Why, indeed it is~.”

Wincing, Clover looked over her shoulder to find a unit of armed guards, guns trained on the three of them. A woman in a black cocktail stood at their lead, hand cupping her chin haughtily.

“Hah!” she said, looking down at them like a baroness. “I knew all that clanging had to be intruders. To think that someone would be foolish enough to infiltrate my store via the vents! Ahahaha!”

“Incidentally, ma’am,” said a guard, “we’ve discovered that our back door was woefully undefended. Don’t worry though, I’ve already posted some extra men there.”

Sam groaned.

“That’s enough!” cried Clover, leaping to her feet. “We know you’re responsible for all those disappearances! We’re shutting you down right now!” She raised her fists. As one, Sam and Alex jumped to their feet and joined her.

“So fiesty~,” said the woman in black. “I haven’t even had a chance to introduce myself. To wit, I am Clawdia von Schwartz. ...You may be familiar with my most recent fashion line?”

The trio shook their heads.

Clawdia clicked her tongue. “No matter. I could hardly expect taste from anyone in *those* outfits. Nonetheless, you are my guests, so I shall endeavor to educate you a little.” Striding straight past them, she swept her hands apart with a smile. “How do you like my atelier? Isn’t it wonderful?”

Sam squinted. “It looks a little... much for an atelier. Do you really need all these machines to make clothes?” She pointed to a vat of bubbling green fluid.

“Hey,” said Clover. “There’s more to making clothes than just cutting fabric.”

“Indeed,” said Clawdia. “It’s good to see that one of you has some sense. But to explain myself, my clothes are *very* special. They required certain materials and procedures that might, in this age of gross moralism, be termed... *unethical*.”

Clover’s face twisted in disgust. “Urgh, you don’t, like, still use real fur, do you?”

“Not as such,” said Clawdia. She snapped.

Another pair of guards stomped into the room, dragging a disheveled young woman between them. “Help me!” she cried, as they forced her towards the machines. “Help!”

The three spies responded instantly. “Don’t worry!” cried Alex. “We’ll—”

*Thunk, thunk, thunk.* Clover heard the sound of the guards’ guns only an instant before the nets hit her. She squealed as they struck her, dropping her and the other spies to the ground.

“Hey!” cried Clover, clawing at her net.

“Now now, girls,” said Clawdia, heel clacking against the floor as she took a step towards them. “Try to accept your defeat with a modicum of grace. If you’re too rambunctious, I’ll have to knock you out, and then you’ll miss my wonderful demonstration!”

She swung her arms in a dramatic flourish. Some of the guards even clapped.

Turning in their nets, the three spies struggled as the guards led the other young woman to one of the machines. Opening a hatch, they threw her inside like a bundle of clothes into a washing machine. As they slammed the hatch shut, the girl’s muffled screams sounded through the metal.

“Observe,” said Clawdia von Schwartz. She snapped her fingers.

One of the guards pulled a lever on the side of the bulky machine, and with a sound like a diesel engine, it started to whirr.

All at once, the tenor of the girl’s screams changed twice in short order. First from terror to utter panic, then from panic to something a little... lewder.

“Wh—what are you *doing to* her?!” cried Clover.

“My material must be thoroughly worked as part of its processing,” said Clawdia, running a hand through her hair. “But be calm... We’re not finished yet.”

The girl’s screams died down, and with them, the whirring of the machine. Finally, with a *ding!*, the door on its front opened, and a little conveyor hauled the thing inside it out.

Alex gasped. Sam covered her mouth in shock. Clover sat there trembling, unable for once to speak. On the conveyor lay a small white sundress, patterned in flowers the same blue as the young woman's eyes.

A smug grin on her face, Clawdia marched across the room and seized it, holding it for display. "Behold!" she said. "The latest entry in my fashion line! Real human clothes! That is, clothes made of real humans." Holding the dress to her chest, she caressed it lasciviously. "No more shall the petty men and women of the world overlook my talents. Not once I've worked on *them!*" Throwing back her head, she did the traditional evil laugh.

In their nets, the three spies stared in horror.

"Are you crazy?" cried Alex.

"That's so petty!" cried Sam.

"And so, like, redundant!" added Clover. "Don't we already have a recurring fashion-themed nemesis?"

"Silence!" cried Clawdia von Schwartz. "As amusing as this back-and-forth has been, I have a clothing store to run..." Marching back, she signaled her guards. "Throw them all into the machine. I want *this* one—" She jabbed a finger at Alex. "—To become a bra. This one—" She pointed at Sam. "—To become panties. And this one—" She turned to Clover and frowned. "...Hmm, what third item would complete a set of lingerie?" She tapped her chin. "Maybe a cute pair of socks? A nice negligee? ...Eh, who cares? Just make her a tampon."

Clover squeaked. "A tampon?"

Before she could get another word of protest out, two of Schwartz's bulky guards seized her. "G-get your hands off me!"

Sam and Alex protested as guards grabbed them as well.

Clawdia laughed. "Tata for now, girls. I can't wait to see you on the hanger." With a final laugh, she turned and marched away.

Gritting her teeth, Clover struggled against her captor. Sam and Alex did the same, but unfortunately, all it did was annoy their captors as they hauled them across the room like three big bags of satin.

They soon came to the same machine the young woman had been put through. The sight of it made Clover stop fighting to shiver. They weren't really going to be put through... *that* were they?

"Let's start with this one," said one of the guards, nodding at Alex. "Mistress said panties, right?" He and the other guards snickered. "I bet she'll look adorable."

As one guard adjusted the machine's settings, a second opened the hatch on its side. The one holding Alex stepped forward, raised her high, and tossed her in, net and all.

"Hey!" cried Alex, as she vanished inside. "Let me—!"

*Schunk!*

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Alex groaned as she struck the machine's floor. "Hey!" she cried, forcing herself up. "Let me—!" *Schlunk*. The machine's hatch closed, throwing her into the dark. "...go." She sighed. "You could have at least taken the net off me."

Swallowing, Alex looked around. The darkness made it almost impossible to see, but she could just about make out the silhouettes of gears and rods. Snapping her gaze from left to right, she tried to figure out what she should do. Maybe she could jam them or something? Urgh, she wished Sam were in here with her. At least she'd know what to do.

All of sudden, the entire machine shook. As Alex bit her tongue to keep herself from gasping, she heard the terrible sound of a gigantic engine starting. It felt as if it were coming from all around.

As one, the gears started to spin and the rods started to pull. And from out of the darkness came something else.

With a series of clicks, eight mechanical tendrils came undulating out of the depths of the machine. Alex squealed as they tore through her net and coiled around her limbs, wrenching them apart to expose everything between them. "Hey, let go of me! Hey—" *Schlup!* Alex screamed as one of the tendrils plugged her mouth.

Tearing away the last scraps of the net, the tendrils proceeded to work their way up her body, groping every curve and squeezing every clump of fat they could find. Alex squealed—or tried to anyway—as one tightened around her breasts and another around her butt.

A second later, she heard the sound of latex-tearing. In horror, Alex looked down and found the arms cutting through her catsuit, exposing the toned flesh beneath it. "Mmmphf! Mmmphf!"

Starting with her feet, the arms ripped off her hips and worked their way upward, tearing off one thin strip of her suit after another with all the ease of someone peeling a banana. As they exposed her vagina, Alex squeaked in horror. *Stop it! Ah! Can this get any worse?!*

*Schlup!* One of the tendrils slammed straight into her pussy. Alex squealed as it pumped, sending jolts of pleasure shooting up her spine to slam into her brain. "Mmmphf!"

While one tendril worked her pussy, the others finished peeling off her uniform. As they reached her chest, two tightened her breasts, rubbing their vibrating tips against her exposed, hardening nipples. “Mmmphf!” Sweat dripped down Alex’s face. She trembled.

As the pleasure roaring through Alex’s form grew unbearable, tens of little jets opened in the ceiling and sprayed her with a deep green gas. She would have coughed or screamed and tried to hack it out, but all she could do was moan as it sank into her skin.

At the end of the machine, a pair of giant rollers slammed into place and started whirling. Spasming, the tendrils carried Alex towards it.

“Mmmphf!” Even through her pleasure, she retained enough sense to try and protest. All her struggles accomplished very little, however. One moment, she was kicking her legs; the next, her feet slipped between the rollers.

Fresh pleasure, even more intense than that brought on by the tendrils, struck Alex’s mind. She squealed through her gag as it surged up her spine, turning her pussy into a tiny sauna. “Mmmphf!”

One by one, the tentacles released her, allowing the rollers to pull her between them. The more of her passed through, the more Alex’s pleasure grew, till at last—as the final tendril exited her mouth—all she could do was scream and moan in ecstasy.

Sucking her up like a strand of spaghetti, the rollers flattened her impossibly thin and fed her through them into a second, smaller pair, which proceeded to flatten her ever more before passing her to a third pair in turn. By this point, Alex was too blissed out to care. As her pussy slipped through the first pair, she lost herself in delight. It only grew better as the rollers caught her breasts. “Aiii!”

A moment later, Alex’s head slipped through the rollers, and she sped on through one set after another, each flattening her more and more until—

Finally, the thin strip of fabric which had used to be Alex landed on a simple platform, where another set of mechanical arms unfurled from the walls and set about cutting and shaping and dyeing her like the normal piece of material she’d become. Through the bliss of being rolled, she barely even noticed it.

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Clover watched, heart pounding, skin lacquered in sweat, as the machine’s whirring died down. “A-Alex? Alex?”

With a *ding!*, the door on the front of the machine opened, and the conveyor rolled something out.

What it carried looked very little like their friend. What it looked like was a simple yellow bra, and little more.

Sam gasped.

“Alex!” cried Clover, gritting her teeth. “Hey!” she cried, pounding the guard holding her through the net. “Turn her back!”

The guard scowled. “This one next?”

“Nah, save her for last. Throw the redhead in next.”

Clover’s heart sank. “Sam!”

“It–it’s okay!” cried Sam as they hauled towards the machine. “It’s okay–don’t panic! I’ll think of somethin–” *Schunk.*

Clover gulped as the machine started to whirr.

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Heart pounding, Sam looked around. *Come on, come on*, she thought. *Think!* There had to be *something* she could do to stop this machine from working.

Spotting the shape of gears, she bundled up her net, intending to throw it between them. Before she got a chance, the machine whirred into life. Sam drew back with a squeak as mechanical limbs poured from every nook and cranny of its innards. Tearing through her net, they threw themselves at her body, coiling around her legs and slicing through her catsuit. Sam seized as one nuzzled her breasts. *Eeek! What are they doing?!*

As if to answer the question, the tendrils started peeling off her suit, tearing off her heels and moving upward without pause. In seconds, they’d stripped her lower legs and were starting on their upper halves.

Watching the tendrils work their way towards her sex, Sam found her heart pounding even faster. “H-Hey!” she cried, trying to grab one. “G-g-get off of–!” *Schlup!* “Mmmphf!” Sam tried to scream as a tendril filled her mouth.

A second later, two others coiled around her arms and wrenched them back, keeping her from fighting as the others tore away the crotch of her suit and slithered between her legs, tips flexing and twitching.

“Mmmphf!”

The feeling of the tendril slamming into her knocked all thought of protest out of Sam’s mind. She’d never felt so *filled* before in her life. Falling back with a moan of lust, she could only lie there and shudder in pleasure as the tendrils stripped her off, massaging her boobs and ass as they worked for good measure.

With a series of hisses, gas poured from hidden nozzles all around the machine. Condensing on Sam's skin, the gas soon sank into her. She shivered at the feeling—she didn't want to know what it was for.

At the end of the machine, two thick rollers slammed together and started turning. As the tendrils fed her feet towards them, Sam managed to overcome her ecstasy and start struggling again. *Stop!* she thought, trying to kick. *St-oooh!* The tendrils in her pussy pounded harder, slamming bolt after bolt of delight into her brain.

As she lost herself in lust for the second time in minutes, her toes reached the rollers. All the tentacles had to do was slip ever so slightly in—the second the rollers seized her, they sucked her feet entirely between them.

Feeling her feet crushed flat, Sam tried to throw back her head and moan. It shouldn't feel good—it shouldn't—but somehow it was orgasmic. Her pussy poured as the rollers drew it towards them.

As the drums flattened her thighs and started work on her sex, Sam lost herself in an endless pit of ecstasy. Pleasure flooded her brain, overwhelming everything. A part of her knew she had to come up with an escape plan, but she just couldn't *think*—the pleasure was too much!

Moments later, the rollers crushed Sam's chest flat and stifled even that last little bit of resistance.

Slurping the rest of her up, they sped her through a chain that flattened her out completely, reducing her to little more than a long length of material. This, they fed into the grateful arms of the next stage of the machine, which took her and folded her, folded and cut her, cut her and reshaped her, until at last...

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*Ding!*

Clover shivered as the door of the machine opened, the conveyor turned, and out rolled a simple pair of panties, the same green as her uniform and stitched with thread the same shade as her hair.

As the conveyor came to a stop, and a guard snatched the panties up, Clover's heart pounded furiously in her chest. "Sam! Sa—!" The man holding her slammed a hand over her mouth.

"Enough complainin'," he said. "Now it's your turn." As she squealed and squirmed and generally struggled furiously, he carried her over to the side of the machine, wrenched open its hatch, and—

Clover squealed as her ass hit its floor. "You didn't have to be so rough!"



The hatch slammed shut with a *schunk*.

Swallowing, Clover looked around. What was she supposed to *do*?

She'd barely had a chance to ask herself the question before the machine started with a hideous mechanical roar, and all the gears around her started turning at once. *Crap, crap, crap!* she thought. *I've got to do something qu-*

Something rocketed out of the darkness, coiled around her arm, and snapped it to the side. As Clover gasped, another of the things seized her other arm and spread that wide too. "Hey! Like, let go off--"

A third tendril, even thicker and plumper than the previous two, surged out of the recesses of the machine and straight into her mouth. She gagged as it tried to force its way down her throat. "Mmmphf! Mmmphf!"

Two more slithered out of the darkness seconds later. Coiling around her legs, they spread them apart and set about tearing off her catsuit.

Clover shivered. *Hey!* she thought as they tickled her exposed soles. *Hey, don't-Ah! Hey!*

Working their way up her legs, the tendrils soon stripped her all the way to the thighs. Coiling around them, they squeezed tight, causing thick folds of fat to spill between them. At the same time, their tips nuzzled the groin of Clover's suit. *Hey!* she thought. *Hey! What are you-?*

*Rrip!* Clover shrieked as they exposed her vulva.

One of the tentacles nuzzled her labia playfully. *H-h-h-hey! St-stop! Don't-!*

The tentacle slammed into her sex, instantly striking Clover with an unbearable wave of pleasure. Throwing back her head, she shivered madly as it coursed through her nerves, setting her skin on fire and making her wish her mouth were empty so she could open wide and *scream*.

As the tendrils in her groin pumped rhythmically, the others continued to work their way up her form, slowly tearing off her uniform. As they peeled the last scraps from her shoulders, jets of thick green gas spurted from little nozzles hidden all around the machine's interior. Spraying her from head to toe, they left her coated in little beads of liquid. Clover was almost too overwhelmed to notice her skin drink them up.

At the end of the machine, two giant rollers slammed together and spun themselves up to speed. Clover squirmed, still quaking and shivering in pleasure, as the tentacles seized her legs and dragged her towards the drums. As her feet slipped inside and were instantly flattened, this pleasure only doubled a thousandfold in intensity. "Mmmphf! Mmmphf! Mmm~!" She'd never felt anything so good in her life.

The more of her passed between the rollers, the more powerful the pleasure became. As her pussy slipped between them, her mind exploded in intensity. Seconds later, her breasts passed through with a burst of utter ecstasy that was only slightly weaker. The feeling left her mewling in delight.

Finally, the tendrils in her mouth pulled free with a *plop*. She had all of a second to scream before her head passed through the rollers, silencing her again instantly. As she lost herself in lust, the spinning drums sped her between them, flattening her over and over, even more than Sam and Alex had been. By the time she finally entered the second stage of the machine, she'd been reduced to little more than a string.

A second set of mechanical arms soon seized her, seized her and spun her like the piece of thread she'd become, weaving her in on herself over and over till she'd become something like a little cotton cloud with a tiny string sticking out of her end like a tail.

Holding her suspended in the air, the arms produced a plastic shell and stuffed her inside it, before spraying it the same dark red as her shredded uniform. This done, they placed her on the conveyor...

As the belt trundled forward, carrying her out of the darkness and back into the light, the pleasure fogging Clover's mind finally faded. *Oooh~*, she thought, trying (and failing) to look around. *Where... what?* Her memories came back slowly. She was back in the open before she finally realized what had happened.

*I'm, like, a tampon?!* She wanted to scream.

As she lay there on the belt, struggling to escape her own body, one of the guards pinched her new form and snatched her into the air. She squealed silently as he raised her to his face. "Hah, never really seen one of these up close. Do they all look like this?"

"Never mind that," said one of the others. "What does Mistress want us to do with 'em all?"

"She didn't say, which means she probably doesn't care. Let's just stick 'em on a shelf and leave them for whoever finds them first."

Clover squeaked. *Leave us for whoever finds us first?!*

Carrying her to a nearby desk, the guard held her over a bright yellow bra and an equally green pair of panties.

*Sam! Alex!* thought Clover. *Crap, crap! Like, how are we going to get out of this?*

Snatching the three of them up, the guard hauled them out of the back room and into the store proper, where he dumped them unceremoniously on the first open space he found.

As he stomped away, Clover stared in shock. *That's it?! You're just going to leave us here to rot?*

Around her, the store bustled. Shoppers and assistants flitted about, the former carrying clothes to the changing rooms or the counter, while the latter scurried to restock empty shelves. Shoes clattered against the floor. Bags rustled in hands. Cash registers beeped; people gossiped. The store thrummed like a church to fashion.

Through all the chaos, Clover noticed a very familiar face. *Oh no! Not her.*

“Oh my, like, *Gawd*,” said Mandy, looming right over them. “What a *tacky* set of lingerie. And oh my God, did someone leave a tampon with it too? Ew, gross!”

Clover wished she could slap her. *Urgh, why don't you go get help, you stupid b--? Or at least go away!*

Of course, Mandy couldn't hear her. “Hey,” she said, leaning in close, “there's no price tag.” She looked around, and a smug grin lit up her face. “Well, guess that means they're free.” Without another word, she shoved them straight into her bag. “Not that I *need* free clothes, but hey—don't look a gift whore in the mouth!”

Buried in the folds of her friends, Clover could only squeak as the world around her jumped.

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“Ah~,” said Mandy, “it's good to be back home. There's only so, like, *long* I can endure my adoring public's attention for.”

Clover's world shook as the bag slammed into what could only be the mattress of a bed. A second later, Mandy grabbed it and upturned it, spilling them all out onto the cover.

Rolling to a stop, Clover groaned and looked up to find Mandy looming over her.

“Hmm,” said Mandy, “now that I'm here, I'm wondering why I, like, even bothered with you in the first place.” Picking up Alex, she stretched her curiously. “I mean, I guess they *were* free. I suppose it couldn't hurt to try them on.”

Sitting there, unable to escape her body, Clover could only watch and beg for someone to help them as Mandy lowered Alex to her chest and—

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In her head, Alex screamed as Mandy's arms slipped through her straps. It felt so strangely intense, so bizarrely erotic, that she struggled to comprehend it. It felt like having a pair of little fingers slipping into her sex.

Nipples stabbed into her back. Rock hard, they jabbed into her fabric like a pair of sharp stones, making her wish she still had a mouth to squeal with. Mandy's boobs threatened to crush her—a pair of *boulders* couldn't weigh as much as this!

Pinching Alex's straps, Mandy stretched them around her back and—with some difficulty—clasped them. Alex could barely comprehend the feeling. It felt as if...

Satisfied that Alex was properly clipped, Mandy adjusted her cups, making sure her obnoxiously fat boobs were properly crammed into Alex's cups. The spy moaned. None of her athletics training had prepared her for an ordeal like this.

"There," said Mandy at last. Turning to the mirror, she gave Alex a few final tweaks and smiled confidently. "Hey, I don't look too bad!"

Alex could only groan.

Satisfied with her new bra, Mandy turned to the bed and snatched up Sam as well. "Now, let's try *these* on.

Trapped on Mandy's chest, Alex could only stare in horror as she peeled off her skirt and dropped her current panties to the floor. Pinching Sam's straps, she stretched her wide... and finally, slipped a leg inside her.

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As Mandy's leg crashed through Sam's hole, she screamed in utter ecstasy. It felt as if someone had slammed a dildo into her ass, and the more Mandy pulled her up her leg, the more intense this feeling became, till at last she reached her thighs and it became unbearable. Pleasure lanced her, threatening to tear her apart. She felt as if she'd burst and orgasm at any second.

Unfortunately, it wasn't over. Mandy continued to pull her up, up, up, each little tug striking her with a fresh wave of pleasure. By the time her face reached Mandy's ass, she was almost insensate. She barely even noticed as Mandy's fat cheeks slammed into her, crushing her features even flatter as her fabricized form was stretched over the curves. They filled her so totally, she couldn't even think of protesting. She'd been buried alive, not in dirt or sand, but in assfat.

But the worst part of the entire experience was the saltiness permeating Sam's fabric. Oh God, was Mandy getting...? Ewww!

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As Mandy released Sam's strap, Clover shivered. Her teammates... they... they made Mandy look even worse than normal!

"Not bad," said Mandy inspecting herself in the mirror. "Like, they don't really go together or anything, but they fit me pretty well."

Clover could practically see Alex's straps shaking.

A shadow loomed over her. “Hmm,” said Mandy, looming down on her. “You know, I kinda need a new tampon. And it’s not like this one looks dirty or anything...”

*Oh no*, thought Clover. *Oh no no no no, she can’t seriously be thinking of using me, can she?! What kind of person uses a random tampon they found lying ar–Hey!*

Grabbing her, Mandy carried her to the bathroom. With each step, Clover’s missing heart thudded a little faster.

Closing the bathroom door behind her, Mandy dropped Sam and plopped her bare ass on the toilet. Spreading her legs, she pinched the string of her current tampon, pulled it out, wrapped it up in TP, and tossed it into the waste bin with a sigh.

Now her hands returned for Clover. The spy shivered in her plastic shell as her worst rival seized it and brought her to her vagina. Clover squealed as it filled her sight, consuming everything.

*Stop! Stop! Don’t you dare–!*

*Schlup!* Screaming in protest, Clover found herself thrust out of her plastic shell and forward, deep into the tunnel of her rival’s stinking sex.

*Urgh! Like, let me out of here! Hey!* All she could do was shout in her head as Mandy closed her legs and pulled up Sam again...

...trapping her unfortunate tampon in the darkness.