

Requip Gone Wrong / Titania's New Clothes (Clothing TF, Fairy Tail)

Lucy felt like a thief as she crept through the halls of Fairy Hills. *Come on, Lucy, pull yourself together... It's not like she's going to eat you!*

Coming to a stop outside one particularly imposing door, she stood there on the threshold and wrung her hands, wondering if maybe it would be better to come back later...? Th-that would make more sense, wouldn't it? She'd probably want some time alone, after...

In the end, her courage won out, if only barely. Raising a trembling hand, she knocked. "Erza? Erza, can we talk?" she asked, voice pleading.

Several seconds of silence passed before anyone responded. Finally, she heard a deep sigh: "Come in. The door's unlocked."

Taking a deep breath herself, Lucy grabbed the handle. The door opened with a creak, and she slipped in with the caution of a zookeeper entering an alligator enclosure.

Erza's room looked more like a boutique than a bedroom, with mannequins and armor guarding her bed like a small army of sentries. Some wore casual clothes; others, elaborate armor. But regardless of their taste in fashion, their effect on Lucy was identical: they scared the crap out of her.

Titania herself lay on the bed in her armor, arms spread, her eyes aimed at the ceiling.

"Um, hey, Erza," said Lucy, carefully closing the door behind her. "Can we talk about what our last job?"

Sitting up, Erza pinched her brow. "We can," she said, clearly wanting to say the opposite.

Lucy swallowed. "Um, okay, that's great. Well, er, first of all, I'd really like to apologize for my role in what happened..." She pressed her fingertips together, unable to meet Erza's eyes.

"You're forgiven," said Erza, rolling them.

Lucy couldn't keep herself from sighing in relief. "Thank you," she said, looking like she'd just run a marathon. "Look, I've talked with Natsu and Gray, and they're both really sorry about screwing up as well."

"There's no way you got them to say that," said Erza, flatly.

Lucy swallowed. "Okay, you're right, they're both blaming each other still. But Wendy was really sorry too!"

"*Wendy* didn't do anything wrong. If anything, she was the only one doing anything right!" Sitting on the side of the bed, Erza sighed. "Lucy, what's the point of talking about friendship

all the time if none of us can actually work as a team? Whenever we try, we just end up getting in each other's way!"

"That's not true," said Lucy, though she didn't really believe it.

"We just lost a big job because Natsu and Gray couldn't stop fighting and work with me for ten seconds, Lucy." Leaning forward, Erza sighed again. "I feel like we're stagnating... When was the last time we did anything that wasn't just shouting and pouring more energy into our attacks?"

"We do new things all the time!" cried Lucy. "Look at all the new armors you've been using recently!" She pointed at one resembling a giant crab. "Remember the massive damage this one let you deal?"

Erza rolled her eyes. "Buying new clothes isn't the same as actually improving. I can pack as many suits of armor as I like, but my magical skill's no better than it was half a year ago."

Lucy shuffled awkwardly on the spot. This really wasn't going the way she wanted it to go. Maybe it was time for a change of strategy. "Well, if you want to improve your magic, why don't we have a little practice session?" she asked.

"...What, right now?" Erza raised an eyebrow.

Lucy shrugged. "Sure! Maybe we can help each other!" She beamed.

Erza didn't. "I suppose it can't hurt... What would you like me to do?"

"Well..." Striding over, Lucy lowered herself onto the mattress beside her. The bedsprings creaked from their combined weight. "Why don't you start by switching out of your armor?"

Erza raised an eyebrow. "You want me to wear something more casual?" Her mouth curled into a smile. "I think I can do that." She closed her eyes, and her armor—and the rest of her body—began to shine, so brightly Lucy had to back away, one arm raised to shield her own.

When the light finally faded, Erza's armor was gone, replaced by—

Lucy blushed. "I wouldn't really call that casual!" Erza's plate armor—and most of her other clothes—had vanished, replaced by a tight-fitting pink apron and bikini bottoms. Her generous bust strained to slip out the former's sides.

Adjusting her apron, Erza smirked. "My Seduction Armor is the most casual outfit I have..."

At least she sounds happier... "Can't you wear something more like my outfit?" said Lucy, patting her own skirt. She wouldn't call her normal clothes the most wholesome outfit in the world, but it was certainly better than what Erza was wearing.

Titania studied her for several seconds. "Actually, that gives me an idea~"

Lucy backed away. “Wh-what do you mean? Why are you saying it like that? What’s with the weird grin?” She really didn’t like where this was going.

Erza leaned in close. “What if I use Requip to swap our outfits? That would be something new, wouldn’t it?”

Lucy blinked. “I guess that *would* be something different...” She blushed. “W-wait—! Wait! Does that mean I have to wear your Seduction Armor—?” She pictured herself crammed into that tight apron and blushed even harder.

Ignoring her, Erza closed her eyes and focused on casting her spell. Lucy bit her lip and tried to focus as well—the last thing she wanted was to interrupt Erza while she was casting. After several seconds of nothing happening, she began to wonder if she should say something.

Erza beat her to it. “It’s a little difficult,” she said. “Normally, to use Requip, I have to picture the outfit I’m wearing on my body and swap it out for the outfit I want.”

“That doesn’t sound too bad,” said Lucy, wondering where Erza was going.

“It’s not, but to swap our outfits, I’m having to visualize *both* of our bodies. And that’s much harder.” She winced. “All the images keep, urgh, overlapping.” A bead of sweat formed on her brow. “It’s hard to tell what’s you and what’s your outfit.”

“M-maybe we should try something a little more familiar,” said Lucy, swallowing as arcs of magical power started to crackle around Erza’s form. “Maybe we shouldn’t get carried away!”

“No, no, I can do this!” said Erza’s, streamers of magical light spiraling around her form and casting wild shadows over all the walls. Lucy pushed herself away, heart pounding as they curled towards her like an octopus’s arms.

“Erza...!” She bit her tongue. “Erza!”

With a terrible flash, Erza’s spell burst.

Lucy squealed, her eyes snapping wide open, as Erza’s magical power surged into her like lightning, lifting her off the bed and swirling all around her, and making her glow like a lacrima. Throwing her into the air, it held her there screaming. “Erza! Erz—Mmmmphf!”

As she struggled to scream, her mouth opened wide and continued opening, stretching so wide she could have swallowed a watermelon in one bite. Her eyes shook in their orbits; she struggled desperately to close it. *Erza!*

On the bed, Erza’s eyes snapped open. She gaped in shock as well. “Lucy! It’s... it’s okay! In can do something!” She looked around for something she could do and found nothing.

Lucy, meanwhile, found her legs seized by the tendrils of Erza’s magic, seized and wrenched apart, so wide she wished she could scream. In a flash, the spell immolated her clothes, and

her pussy, exposed, glistened in the light of the magic. She moaned, struggling to force her thighs shut.

The spell wasn't having it, however. Just like her mouth, it slipped its invisible fingers inside her, pinched tight, and pulled her sex apart like a pair of curtains. Lucy screamed as her sex opened wide, so large it could have fit a whole tree trunk. *E-Erza...!*

With one last drawn-out moan, Lucy found her heart collapsing into her neck, which sank in turn into her torso and kept on going, hollowing her out and leaving a large hole in its place. *Erza, what's happening?!*

Erza could only stare at her in shock, chest rising and falling.

With a snap, her arms stretched upward. Way, way, upward, thinning as they went till they were almost twice their length. Flexing like rubber, they curled back down till her fingertips touched her back, and with that, they shriveled down into nothing more than a pair of straps over the hole formed by her neck.

Meanwhile, her legs were deflating like punctured balloons. As they shriveled, her torso rapidly sucked them up, assimilating them into its own, flattening, hollowing out form. Lucy moaned as the feeling of their loss. *No! Give them back, please!*

As the last vestige of her limbs disappeared, Lucy's flesh shook and rippled like the fabric it had become. Shimmering in the light of Erza's spell, it sparkled and changed color, taking on a deep blue shade speckled with little dots, like the night sky. Golden filigree decorated the edges, and a bright blonde ribbon crossed the back.

Finally, its work done, the magic power began to fade. Lucy squealed (at least in her head), as it released her, allowing her to flutter out of the sky like a loose piece of paper. *Erza! Erza, catch me!*

Erza held out her hands, and Lucy fluttered into them. She moaned as she felt Erza's fingers catch her; it felt shockingly good, far better than it had any right to. *Nn~! Y-you can put me down now, please!* It made her want to gasp.

As if reading her mind, Erza lowered her slowly to the bed and stepped back, eyes still wide in shock. "Lucy, I didn't—"

Just turn me back! Lucy thought, fighting to move. The most she could do was make her flimsy new body flap a bit.

Erza didn't answer, and the expression on her face told Lucy she couldn't. *You can turn me back, can't you?*

Erza remained where she stood, looking left and right as if expecting someone to help her. Finally, she took a deep breath. "Okay," she said, running her hands through her hair. "Okay, there's no need to panic, Erza. If you turned her into a dress, you can turn her back as well."

She looked around, as if expecting someone to agree with her. Lucy wished she could; she desperately wanted to.

Placing her hands on Lucy's chest, Erza closed her eyes and focused again. Lucy whimpered, first at her touch, and then at the flash of magical power clearly building up around her. She swallowed, unsure whether to be afraid.

For several seconds, the magical energy grew brighter and brighter. Lucy found herself rising from the bed; she felt as if she were a balloon and the power were pouring into her, filling her from the inside out. She squealed as she felt her straps detach from her back and stretch, unfurling into someone resembling their normal state. Her head began to rise from her flattened torso—she strained to draw in enough air to speak.

Just as it seemed she was about to be human again, the energy surrounding her vanished. With an almost audible snap, she collapsed back into dress shape, hands reconnecting to her back as straps once more.

E-Erza? What's wrong? Didn't it work? ...And you can try again, right?

With a frown, Erza lowered her hand. "I wonder..." Raising her hands, she closed her eyes, and with a one flash, a golden key appeared in her hands.

Th-that's Aquarius's key! Lucy's gaze slid from it to Erza's face, and the expression she found there filled her with terror. Instead of the panic she'd shown previously, Erza looked like she was having fun. "So I've access to all your gear. And turning you back is as simple as doing the same thing in reverse. That's good to know..." Leaning over Lucy's flattened form, she picked her up with a smirk. "I can turn you back whenever I want to."

That's... Lucy wished she still had a throat to swallow with. *That's right now, right?*

Erza licked her lips. "And keep you like this as long as I want too." She smirked.

Lucy could only whimper. *E-Erza! What are you talking about?! Turn me back!*

Leaning down, Erza pinched her straps, making Lucy squeal as a jolt of pleasure passed through her. How could being touched possibly feel so good? It was like her whole body was erogenous!

"Which means," Erza continued, "that the two of us can have a little fun together first." And releasing Lucy again, she closed her eyes and—

Erza's bedroom vanished, replacing by a void of bright white light. Lucy squealed as she floated through the abyss. *Erza! Erza, what's going on—? What's—?!*

The light vanished in turn, and Lucy found herself dropping. Dropping onto something thick and curvaceous. *Schlup!*

Ecstasy ripped through Lucy's body and mind without the slightest mercy, as mentally intense as the physical presence now filling her form. She screamed as it stretched her, stretched her and filled her, making every inch of her body strain to contain its shape. She felt the warmth of her wearer's groin in her crotch and her heat of her breasts in her bust. She gasped inside, overflowing with sensations. If she'd still been human, she would have been on the floor, trembling in delight.

Slowly, some semblance of coherency returned to her. Struggling to focus her mind, she found herself standing in front of a mirror, looking at a woman with a dark red hair and a navy blue dress speckled with stars. Poorly sized for her figure, it visibly strained to contain her hips, while her boobs threatened to pop right out of its too small bust.

Lucy's heart, if she still had one, stopped beating. *Is that...?* She swallowed. *Is that me...?* The only thing keeping her from crying was her current form's lack of eyes.

In the mirror, Erza smiled playfully. Raising her hands, she cupped her breasts and squeezed, shivering as she groped herself. Lucy screamed too, if only in her head—if felt as if Erza were playing with *her* boobs too.

"You feel a lot better on me than I was expecting, Lucy," said Erza, laughing like a noblewoman. "I was expecting you to be too small, but you fit me perfectly!"

That's clearly not true! Lucy felt as if Erza's fat ass would tear through her at any second.

"Now," said Erza, picking up Lucy's eyes again. "Let's see if this works." Sorting through them, she picked out Aries'. Turning it around in her hand, she held up her arm and assumed a familiar pose.

Lucy gasped as she realized what she was looking at. *Wait, is she going to—?*

Before she could finish the thought, she felt an intense sense of suction, as if she'd had the misfortune of sticking her head into a vacuum. She gasped inside as her strength—that of it that remained, at any rate—flew out of her, sucked away. *W-wait!*

Magical power surging out of her body, it sailed through Erza's arm and down into the key. Its tip sparkled, so brightly Lucy wished she could shield her eyes.

Erza merely grinned even wider. Taking a deep breath, she raised her hand high. "Open, gate of the Ram! Aries!"

Light filled the room, and with a flash, Aries the Ram appeared. "L-Lucy?" she said, looking around in confusion.

Erza's eyes lit up. "Wonderful," she said, running her hands down Lucy's front. "I think I can use this. I hope you don't mind if I keep you this way a little longer, Lucy, but I have a way to improve our teamwork."

T-teamwork?!

"It's all your fault!"

"What the hell are you talking about?! It's all your fault!"

With a furious cry, Natsu drew back his fist and leapt across the clearing. His knuckles slammed into Gray's with a resounding crack, cratering the ground beneath them and almost knocking over the trees.

Flung back, the two flipped and landed on their feet. In the same instant, Natsu drew in a deep breath, and Gray brought his hands together.

"Fire Dragon's Breath!"

"Ice-Make: Lance!"

The blasts of fire and ice met in the center of the clearing and released a thunderous boom as the former turned the latter to steam. The trees shook as the shockwave rolled through them.

As the steam cleared, Natsu and Gray stood and panted for breath, each waiting for the other to make the next move.

Before they had a chance, someone else took the initiative:

"Natsu! Gray!"

Blinking, the paired turned to the clearing's entrance. "Oh, hey! Erza! Happy found you?" She'd switched out of her normal Heart Kreuz armor and into an outfit he'd never seen her wear before: a tight blue dress covered in stars. He frowned. It really looked more like something Lucy would wear than Erza. But more importantly...

He put his hands on his hips and threw her a huge grin. "Wow, Erza, that dress really shows off your boobs! They look like they're about to fall out!"

Her eye twitched. "Thanks, Natsu, you're so observant."

"You should put some more clothes on," said Gray.

Erza didn't even bother to respond to that.

"Look, um..." Natsu struggled to meet her eyes. "You're not still mad about, uh, that last job are you?" He rubbed the back of his head and tried to look sheepish, expecting Erza's fist to slam into his face at any second.

“Of course not,” she said, giving them a kindly smile. “How could I be? It’s not your fault that the two of you destroyed the Temple with your fighting. It could have happened to *anyone*.”

Natsu and Gray shared a glance and sighed in relief.

“Besides...” With a smile, she placed a comforting hand on their shoulders. “I’ve come up with such a great way to stop it ever happening again~.”

“Oh, great!” said Natsu, placing his hands on his hips and beaming. “How’s that?”

Erza smiled. “Hold still and I’ll show you.”

Before either had a chance to reply, the world lit up. Stumbling back, they blinked to see magical power pouring from her body. “Erza?” said Gray, backing away. “What are you—?”

Erza raised her hand, palm aimed at his chest, and magical power poured out of her and into *them*. “E-Erza!” Screwing up their eyes, they screamed in shock as tendrils of magical energy threw them into the air.

“E-Erza! What are you doing?!” Natsu flailed and kicked, though all he accomplished was spinning himself around. “What are you—Mmmphf!”

“Let us go!” cried Gray beside him, struggling to bring his hands together and cast a spell. “Let us—Mmmphf!”

It was like someone had taken a pipe and forced it down their mouths. Eyes wide, Natsu and Gray squirmed as the magic wrenched their lips apart as wide as they could go, spreading their mouths till they could have swallowed a coconut whole.

“Mmmphf! Mmmphf!” *What are you doing?!*

“Mmmphf!” *Stop!*

With a flash, their clothing vanished, teleported away. As they squealed, wild eyed at their nakedness, the spell stroked their exposed bodies, running a hand down their hard abs and even tickling their cocks. Erza, looking up, grinned in amusement. This was going even better than she’d planned.

As Natsu fought against the spell, Erza’s magic took his legs, spread them wide, and folded them back. Unfortunately, this wasn’t all it had in store for him: slipping his invisible fingers between his buttocks, it squeezed tight, gave them a little pinch as if for its amusement, and ripped his ass wide apart. Natsu squealed like a piglet. *G-get out of there!*

Ignoring him, the spell slipped its tendrils even deeper inside him, spreading his anus so wide he could only scream in terror. His cock, erect, twitched and spurted—he whimpered, struggling to pull his hands down and cover it.

Fortunately, the spell didn't intend to leave it as it was for much longer. As Natsu watched through trembling eyes, the spell rapped its hands around his penis and crushed it—he moaned, squirming in horror. By the time the magic stopped, all that remained of his shaft was a little zipper. Taking an invisible knife, it sliced a line down his front for his former cock to zip up.

As Natsu screamed, the spell turned some of its attention to Gray. The ice mage could only stare, eyes wide, at what was happening to his rival, and his eyes went ever wider as it started to work on him.

Grabbing his arms, it wrenched them up and curled them backward, bending them till they reconnected to his shoulders. Taking his legs, it then did something very similar, twisting them around they met up behind his back. Squirming, he struggled to pull free.

Sharpening its invisible knife, the spell sliced neatly though his middle. Gray wailed, tears flying from his eyes.

Leaving the ice mage to float for a second, the spell tightened its grip on Natsu's anus and wrenched it apart as if preparing a turkey. It did the same to his mouth, spreading his lips till you could have fit a column all the way through his body. Finally, seeming satisfied, it all but tore his head off his neck and flattened it against his back, leaving only a large hole leading into his emptied, hollowed body.

Stretching his arms apart, it forced itself into her palms, folding his hands in on themselves and digging two dark tunnels deep into his body. His legs, meanwhile, it squished into his body entirely, leaving him as a tunnel of flesh, thin and rapidly flattening.

Returning its attention to Gray, the spell wrapped his invisible hands around his floating body and started to sculpt him like a piece of clay. Pressing down on his head, it forced it into his neck, smothering away his face and silencing his last feeble cries. This done, it rubbed his chest and softened his pecs, shaping them into a pair of large cups before smooshing the rest of his torso into them. Finally, it pinched his reduced flesh and drew two thins strands of it, twisting it back and around to join up with his arms as a pair of straps.

Dissatisfied with Natsu's thickness, the magic stabbed deep into his flesh and poured itself into him. Natsu screamed inside as sudden, incredible pressure rolling through his body, making his flesh bulge as if someone were force-feeding him. He moaned as his form plumped, fattening with thick, cushy folds.

Meanwhile, it took Gray's disembodied, floating hips and wrapped its hands around his penis, stretching it into a long, wide strap, which it curled backward and under to join up with his legs. Everything else, it smoothed out, till all that remained was soft, gray fabric in the shape of a pair of tight bikini bottoms.

Finally satisfied with Natsu's shape, the spell took a paintbrush to him. Daubing it in the color of his hair, it lathered the stuff all over his body, leaving everything glossy and salmon. Puffing up his sides, it stitched some fur to his hood and his hem, and with that, its work was done.

With that, the light died, and two items of clothing fluttered squealing out of the air:

A puffy salmon-colored winter coat with fur like little flames, and a skimpy gray bikini with snowflakes on the cups.

Erza caught them before they had a chance to strike the ground. "Wow, Natsu," she said, holding him up for inspection. "You came out really well! I'd have never expected you to become a winter coat! Now, Gray, on the other hand..." She laughed. "I should have guessed you'd become something skimpy!"

H-hey! He struggled to protest as she turned him around; her touch was enough to make him want to moan.

Natsu squirmed inside, unable to bear the sensation of her fingers on his body. *Nnn~! Turn me back, you~!*

Erza flipped him over. Natsu squealed as she pinched his zipper. *Nn~! Stop! It feels like you're touching my~*

With a laugh, Erza released him, grabbing his arms before he could fall to the floor. "Well, let's see how well Gray fits me first. I hope you're a little looser than Lucy, or you might not enjoy this."

L-Lucy? The two wanted to gasp.

Erza placed Natsu delicately on the ground, raised her hands, and clapped triumphantly. Before Gray could process what was happening, everything went blank. For a moment, he spun in the silent darkness, desperate to know what was going on, but just as suddenly as reality had disappeared, it returned again. So quickly it almost knocked him out.

Schlup!

Gray squealed as something soft and warm filled the disjoint halves of his body. He gagged, choked, strained, and squealed, filled so utterly full, stretched so utterly taut, he thought he'd burst at any second. The pressure on his mind... he could only wail in lust.

Struggling to regain his sense, he realized he recognized the shape of the object filling him. *N-no, no. She didn't~!*

"Hmm," said Erza, cupping her breasts and digging her nipples into his fabric till he squealed. "Maybe I'm imagining things, but to me, you feel even tighter than Lucy."

Nnn~! Stooop!

Chuckling, Erza placed her hands on her sides and ran her hand down them, making Gray shiver as a thousand little quakes of pleasure rolled through his body and threatened to break his mind to pieces.

Nnn~! Nnn~! Enough! Please!

With a thin laugh, she released her hips and planted her hands on her front, sliding them down it till she reached the underside of her stomach and shortly after: Gray's bottoms. She came just short of slipping her hands between her legs, but to Gray it made no difference: it felt as if she were massaging his cock all the same. Especially when she started to rub herself. *Nnnn~! Erza!*

Finally, just as he thought he'd burst, she released him. Not that the pressure on his body lightened in the slightest: the feeling of her ass threatening to burst through his fabric was as terrible as ever.

Erza...! Nnn~!

Down on the ground, Natsu watched in horror. He couldn't hear his rival's thoughts, of course, but the sheer look of amusement on Erza's face as she adjusted him told Natsu Gray wouldn't be enjoying it.

Just as he thought he might be spared, she turned her attention to him. Natsu squeaked and tried to struggle away, but his inanimate new body refused to obey him. *St-stay away!*

Grabbing him by the shoulders, she hauled him screaming into the air. Natsu pleaded as she reached for his zipper. *Stop! Stop! N-no! Nnn~!* Her fingers tightened around it, and with an amused smirk, she gave it a sharp tug downward. Natsu screamed. *Nnn~!* It felt as if she were giving him a handjob.

Releasing his zipper, Erza flapped him open and slipped her arms inside him, threading them first right then left through his sleeves. As she filled him, Natsu gasped at the feeling of her body entering his own: as she forced herself into it, stretching his fabric taut, an incredible pressure struck his mind and left him gasping for mercy. For the first time in his life, he knew what it was like to have eaten too much.

Contributing to this general sense of bloating was the growing sensation of his own stuffing, of how plush and thick his form had become. *Nnn~!* He felt like he'd packed on 100 pounds!

Tugging him down, Erza seized his zipper and zipped him back up with a smile. "Perfect," she said, smoothing him down.

Natsu and Gray could only moan.

Wendy came to a stop outside Erza's door and stood there biting her lip, unsure whether to turn back. A part of her wished she could have brought Carla, but according to Cana, Erza had been insistent: she wanted to see her alone.

Swallowing her fear, she knocked politely. Several seconds passed before she heard a response:

The door swung open, and Erza poked her head out. She grinned broadly, so broadly Wendy took an instinctive step back. There was something in Erza's smile she really didn't like the look of.

"Hey, Wendy!" cried Erza, sounding distinctively unErza-like. "Come on in! I've been waiting to see you!"

"Hi, Erza." Wendy tried to meet her eyes and failed. She dropped her gaze to the floor. "If... if this is about our last mission..."

"Oh, don't worry about that!" said Erza, waving the issue aside outright. "You did fine! You don't have to worry about that at all!"

Wendy looked up, something resembling a smile returning to her face. She released her breath. "You mean that?" she said. Erza nodded. "Well, what do you want to talk to me about then?"

"It'd be easier if I showed you," said Erza, opening the door fully. "Come on in."

With one last instinctive look for Carla, Erza followed Wendy into the room. Her eyes went wide at Erza's furnishings: mannequins stood in every available spot of the chamber, each decked in a colorful outfit. She saw one in a dark blue dress speckled with stars, another wearing a plush salmon winter coat, and a third in a skimpy gray bikini. Erza herself wore only a dressing gown, and Wendy felt a flush of jealous as the hint of what was beneath it. She tried to look elsewhere.

Carefully, Erza closed the door and locked it behind her.

"S-so," said Wendy. "What did you want to show me?"

Erza marched over to her and placed her hands on Wendy's shoulders. Incidentally, this meant Wendy's face was practically buried in her bust. She went as red as Erza's hair.

"E-Erza?"

"Requip," said Titania.

Wendy blinked. "R-re-Ah!" With a terrible roar, magical power surged out of Erza's body, striking the ceiling with a force like a geyser. As Wendy flinched back, it fell upon her like a tiger, washing over her like a blast of scalding steam and leaving her screaming as it scoured the clothes from her body. Her skin shook, slick with fearful sweat.

Ribbons of magical light, strong as iron, coiled around her arms and legs and wrenched them apart. She screamed, and the spell took a chance to form its hand down her throat,

forcing it down and down and down till it felt like it was about to emerge from her other end. She screamed again, struggling not to choke.

Running her hands up and down her arms, it spread them apart and jabbed its invisible fingers into her palms. As Wendy watched, trembling in horror, it forced her skin inward, impossibly inward, as if it were stuffing a piece of cloth through a tiny hole. She could only watch as her hands collapsed into her arms, leaving an enormous aperture open at their end. She wanted to scream.

Ignoring her protest, the spell worked its way down her legs, massaging its way down to her feet and making her want to squeal in terror. Tickling her toes, it drew an invisible blade and—*schnik!*—sliced her feet off neatly at the ankles.

With a pop, her feet fell away. Wendy spasmed and writhed, desperate to scream.

Working its hands over her feet, the magic forced itself inside them, hollowing them out like her arms. This done, it squeezed her toes into a single mass and smoothed out her heel till it was nice and flat and cubical. Finally, it painted them both black, glossy and black. Wendy blanched as she realized what she was looking at. *Sc-school shoes?!*

Erza released a thin chuckle. Wendy could only moan.

With another *schink*, the spell severed her legs at the thighs too. There was no pain, indeed, there wasn't even a loss of sensations. When it worked its power over them, she felt every little touch—it made her want to whimper.

Hollowing out her legs, the magic flattened into smooth fabric and painted them a deep gray-brown. By the time it stopped, all that remained were a simple pair of knee-high socks.

Unfortunately, she didn't get the chance to make much more in the way of noise, because a second later the spell tightened its grip on her lips and wrenched her mouth so far open she couldn't even sputter. Wringing her head as if it were made of cloth, it rolled it up and forced it into her neck, pressing down and down until that remained was a giant hole in her torso. This it continued to press inward, emptying out her entire body. She moaned inside. She could practically feel her skin turning to fabric.

With another *schink*, her body split at the waist, and Wendy trembled as her hips fluttered free of her. Taking them in its invisible hands, the spell folded them like paper, flattening and creasing them and forming a wide hole all the way through. Finally, it daubed them a deep shade of blue, the same as her hair, and with that, the process was done: in the air floated a simple school skirt. Inside, Wendy moaned.

At last, the magic turned its attention back to the upper half of her torso. Having already turned her arms to sleeves, it had little left to finish off: folding what remained of her neck into a collar, it sliced a line down her front, stole her nipples, and stitched them back to her as a line of buttons. She squealed at the feeling of her flesh-turned-fabric tugging on them tight.

With that, the light began to fade, and Wendy fluttered to the floor like the outfit she'd become. She landed in a pile, neatly folded, with her former feet resting by the stack of the rest of her body. Lying there, she trembled in terror. *E-Erza?! What have you done to me?!*

Titania loomed over her, a cat's smile on her face. "Well, you came out much better than I was expecting, Wendy. I thought you'd become something much smaller."

Sm-smaller?

Bending down, Erza scooped her up and carried her to the bed, where Wendy was forced to watch as the S-class mage stripped off her dressing gown. If she'd still had a face, she would have blushed: up close and naked, Erza was even more well-endowed than she looked in clothes!

Finally, Erza turned and picked her up. "Now," she said, smiling mischievously. "Let's see how well you fit me." Grabbing Wendy's skirt, she marched over to the mirror.

Waaaaait! Wendy wailed. Aren't you at least going to put on a pair of--?!

Schlup! Erza's leg slammed into Wendy's skirt, and she screamed at the sense of penetration. A second later, Erza slipped her other inside her, gripped Wendy's rim, and pulled her up, up, up, making her squeal even louder with every inch she rose. By the time she came to a stop, mouth tight around the older mage's waist, she wanted to scream for mercy.

With a thin chuckle, Erza returned to the bed and grabbed her socks too. These, she slipped onto her legs with exactly as much mercy as she'd shown Wendy's skirt: gripping their rim, she pulled them slowly, teasingly upward, till Wendy wanted to throw back her head and moan in terror.

Releasing Wendy's left sock with a snap, Erza smiled. "Well, you seem to fit me well so far."

Wendy could only squeal for mercy. With Erza's thighs stretching the mouths of her socks, she felt as if she'd tear at any second.

Grabbing her shoes, Erza slipped them on as well, and with that, she turned her attention to Wendy's blouse.

Please, don't put it on! Wendy cried as the older mage picked it up. She could still feel the rubbing of the fabric against her former nipples, and she wanted nothing more than for it to stop. The idea that Erza might actually put her on made her want to moan in terror.

Erza, of course, clearly didn't care. Popping Wendy's buttons (each one earning an enormous moan of delight), she stuffed her arms through Wendy's sleeves and pulled her tight. "Urgh, you're a little small." Finding herself stretched over Erza's enormous bosom, Wendy could only scream in horror.

Stop! Stop, it's too much! Please! I can take it!

Pulling her taut, Erza's struggled to do her buttons. Wendy screamed a little louder with every one she touched.

Finally, Erza lowered her hands and turned to the mirror. In it, Wendy recognized herself, if only barely: an absurd skimpy schoolgirl outfit with a skirt and socks that revealed more thigh than they concealed, and a top that clearly cared far more about highlighting its wearer's boobs than hiding them. She could feel the weight of Erza's breasts as if they were resting on her head, a pair of enormous boulders just threatening to crush her, and each time Erza moved, the feeling grew a little worse. And her nipples. Even as she watched, they shook in the glass, looking like they'd ping off at any second. Wendy wanted to scream for mercy.

Erza, of course, simply chuckled to herself. "Now, let's if I can..." She raised her hand, and Wendy felt a strange feeling, as if a vampire had planted its fangs in her neck and were sucking out all her strength.

Wh-what's happening now?! Magical power coursed out of her new form, flowing through Erza's body and down into her hand instead. Wendy could only stare, too shocked to react.

Erza turned her hand over, and in her palm appeared a spiral of air, a tiny tornado.

Sh-she can use my magic now?!

With a laugh, Erza clenched her fist, and the little whirlwind dispersed. "That should be enough. Now, time for the grand finale..."

"MIIIIIRAAAAA!"

Mira paused halfway through washing a glass and turned with a frown towards the Guild's main door. "Huh? Who-?" She squinted at the figure standing in the doorway. Was that...? "Erza?"

"That's right!" called Titania, striding towards her. She didn't bother to slow; everyone in her path simply had to make way.

Mirajane cocked her head. "...I like your new dress," she said. "The blue really goes with your eyes."

Coming to a stop at the counter, Erza stretched and flexed her muscles. "You and me, outside, now. I'm finally going to prove which one of us is stronger."

Mirajane blinked for several long seconds. "You want to fight me again? Haven't we moved past that?"

"Only if you're afraid to let me challenge you." Erza's grin grew wider and wider.

"Hmm." Picking up a glass, Mira held it to her eyes and squinted at a stain. Frowning, she grabbed a cloth and hurriedly wiped it away. "That's a little presumptuous of you," she said at last, still smiling sweetly. "Maybe it's been too long since I crushed you into the dirt. It sounds as though you've started losing your manners." She clenched her fist. The glass shattered into a thousand tiny shards.

"I'll meet you outside," said Erza, grinning.

Five minutes later, they stood behind the Guildhall, poised twenty meters apart and limbering up for the coming battle. Mirajane flexed like an athlete out of practice, while Erza adjusted her clothes and prepared her strategy. She knew exactly how she was going to win this.

Nearby, Cana sat on a rock and chugged from a bottle of rotgut. "Everyone ready?" she called. "Then on the count of three... One... Two... *Three!*" She threw a flurry of cards into the air, and they exploded in a shower of colorful sparks.

In almost exactly the same instant, Mirajane herself exploded in a tremendous burst of magical light. Instinctively, Erza raised her arm to shield her eyes.

The first thing she saw when she lowered it was Mirajane's heel flying towards her face.

With a hiss, she threw herself to the floor and let Mira fly over her. Flipping onto her back, she watched as Mira sailed into the air, her winged form curving around for another attack.

Gritting her teeth, Erza threw herself to her feet and raised her hand. "Requip!" With a flash, a silver key appeared in her grip. "Open, Gate of the Chisel!"

With a flash of magical light, a mechanical orb phased into existence at her side as if slipping through a slit in space. High above, Mira slowed her descent, eyes wide in surprise.

Erza grinned. "Caelum! Cannon Form! With a series of clicks, Caelum unfurled, a gigantic railgun springing from inside its orb. Its tip crackled with green lightning as the weapon charged up.

With a snarl, Mirajane threw herself back into flight, eager to close the gap between them.

Erza simply grinned even wider. "Caelum! Super Convergent Cannon!"

Thunder cracked, and a torrential lance of light stabbed the sky. Mirajane flung herself to the side, but she still wasn't fast enough to keep it from clipping her. Her wing smoked as she threw herself at the ground.

Hissing at the miss, Erza raised her arm and fumbled at the air. What spirit should she summon next? What—?

Mirajane's fist slammed into her like a cannonball, flinging her back across the arena towards the tree line. Struggling to open her eyes, she watched as her opponent hit the ground and instantly pounced, launching herself across the battlefield for a finishing blow.

Closing her eyes, Erza breathed deep. "Requip!"

In a flash, a plushy winter coat appeared over her dress. She raised a hand already crackling with flames. "Fire Dragon's Crushing Fang!" Flipping over, she struck a tree and kicked off it, throwing herself across the field towards her opponent.

Gritting her teeth, Mira raised her gauntleted arm just in time to catch Erza's claw. The instant they made contact, it exploded into a tremendous ball of flame, flinging the two of them back once more.

Erza clicked her tongue. "Requip!" In a flash, her coat and dress vanished, replaced by a tightly-fitting swimsuit. She slammed her fist into her palm. "Ice Make: Hammer!"

Mirajane's eyes went wide as the air itself congealed into a giant, frozen mallet. With a laugh, Erza brought her hand down.

The hammer struck with a sound like a gong, slamming Mira straight into the dirt and forming a spiderweb of cracks several meters around her.

With an even wilder laugh, Erza raised her hand and brought it down again and again and again, bringing the hammer down till Mira was buried so deep you couldn't see her.

Erza's eyes flashed. Raising her hand high, she brought it down one last, emphatic time.

The hammer stopped with a crack, caught a foot off the ground by Mira's gauntleted hand. Even as Erza backed away in shock, the ice sizzled and melted. Finally, with a tremendous crack, the entire thing exploded, and Mira leapt out of the pit amid a shroud of dark flames.

Erza hissed. "Requip!" Her bikini vanished, replaced by a skimpy school uniform. She drew in a deep breath—a *deep* breath. "Sky Dragon's Roar!"

Her exhalation came with the force of a tornado, spiraling out of her mouth to split Mira's flaming cloak and whip apart her hair.

Instead of the victory Erza was expecting, however, Mira simply laughed. Flapping her wings, she shot forward, one claw raised for a killing blow.

Erza gasped, brain frozen. What should she do?! She'd tried everything, and nothing had worked! Celestial Spirit Magic, Fire Dragon Slaying... Ice-Make, Sky Dragon Slaying. None of them were strong enough—Mira had the strength to force her way through everything...

A thought flashed through Erza's head. Her panicked frown curled slowly into a smile.

Everything except...

As Mira flew towards her, the speed of her approach appearing to rip the air itself, Erza stood, braced herself, a raised a single hand.

Mira frowned, one eyebrow raised, but if she slowed it wasn't enough to stop her. Drawing back her claw to strike, she sailed on.

Straight into Erza's range.

"Requip." With a scream, Erza poured all the energy she had into a spell. Magical light flared from her body and spiraled from her hand in thick, coiling ribbons. Mira had no time to dodge, or indeed, do anything, before they wrapped her arms and trapped her where she was.

"Hey!" she cried, struggling against them. "What kind of magic is *this*?! Erza! Erza! What the hell are you-?!"

The tendrils of luminous cloth forced their way into her mouth, and with a startled gasp, Mirajane's cries cut off. "Mmmphf! Mmmphf!" Eyes flashing furiously, Mira struggled to spit them out, but in the end she couldn't keep them from wiggling their way through her.

Flaring, the spell drew its invisible scissors. *Schnik-schink!* With a series of pops, Mira's body came apart, sliced neatly at the joints: her eyes trembled in shock as her feet flew from her legs, her legs and arms from her torso, and her head from her neck. "Mmmphf! Mmmphf! Mmphrza!"

Erza's heart pounded in her chest. Mira was putting up a better fight than she'd expected. Gritting her teeth, she forced more energy into the spell.

Planting a hand on Mira's neck, it pressed the latter down into her chest, temporarily pushing out her breasts, before taking her head in her hands like a piece of clay. Mira's screams cut out as it rubbed it around and smoothed it out, before finally squishing it into a tight, flat circle with a sharply-edged brim. It glinted in the sunlight.

Erza grinned.

Energized, the spell rubbed its way over Mira's arms, forcing its way into their ends and hollowing them out before flattening them into a pair of dark gloves. Even as they felt free, they twitched defiantly, fingers curling into a fist aimed at Erza's face—she flinched.

Moving on, it did something similar to her legs, emptying and squashing them, before poking a thousand holes in their sides as it converted them into fishnet stockings. They kicked madly at the air, fighting to reach Erza's gut.

Mira's feet, the spell rubbed and rubbed all over, stretching her ankles upward and sculpting her heels down. Polishing them till they were smooth all over, it added buckles—lots and lots of belt buckles—and finally painted them a deep, glossy black.

Finally, it returned to her torso, where it pinched her waist and rubbed, slowly reducing this last remnant of her body into a tight, black corset with an enormous bust.

Just as Erza was about to release her breath, the outfit in the air twitched and shook madly. Even as she watched, wild-eyed, the cap stretched back into a more cranial shape, furious eyes and a snarl forcing their way out of the fabric. Lower down, the gloves clenched and flew towards her, aiming for a blow. She leapt back, terrified they'd strike.

Heart pounding, Erza sweated. What was going on?! How was Mira resisting? Grabbing her arm, she forced her palm forward, drew in a deep breath, and channeled every idea of energy she had into the spell. The ribbons flared and snapped tight. Mira's expression sank back into the fabric. Erza screamed.

For several seconds more, the outfit continued to twitch, desperate to defy her. At last, its energy ran out, and with one last feeble shiver, it went still. The tendrils snapped, and the spell released her.

As Mirajane fell from the sky, reduced from an S-class mage to a simple—if very seductive—dominatrix's outfit, complete with boots and cap, Erza held out her hands to grab her.

"Now who's Fairy Tail's top female mage?" she asked, giving the outfit a smug grin.

Mira, of course, said nothing.

Still grinning, Erza turned to Cana. "What did you think?" she asked. "Impressed?"

Cana simply stared at her, pale in shock. "Er... Are you going to turn her back?"

"Pssh." Rolling her eyes, Erza waved the question aside. She'd have to turn them all back eventually, of course, but that could wait. Especially when she had such amazing plans.

In the end, who cared what strategy they used, so long as they won? That was the important thing, wasn't it? And with five different magics to wield beside her own, she should have an easy time beating every mission the Guild had. By the time she was done, they were going to have to invent a new category above S-class for her.

Drawing herself up to her full height, Erza turned and marched back towards the Guild.

Time to show everyone just how good their teamwork was~.