

9:55 PM

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

An engine that could draw a jet's attention on a Saturday night 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."

"Yes, well," Ben chittered 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 was massive enough to stuff awkwardly in, 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-sized daughter watched, agog, as entranced at the sight of a snuggable, room-filling plushie as any 5-year-old might be. Heck, it was likely the driver's grandkid.

"No harm in it, 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 *exploded* in size. In a blink’s time her tight 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 burst 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, wheezed, 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.

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“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 shook them and 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 right 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, warm, supple inch of bulk as she wiggled her rump, battering its hot sides against dented building exteriors. No one minded the raining debris, some of which was sopped up into her radiant blood-red wool, joining the hundred or so tiny followers from the former cult.

Well, it was a cult, still, technically. Just...*newly formed*. 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 SILLINESS DO? I PROMISE, YOU’LL ENJOY IT. 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 did she.

Her ruby wool quaked and wobbled as it blew out larger, growing into the sides of buildings, scrubbing bigger and warmer as her firm, dark flesh ballooned against it. Bulbous blazing nipples engorged on growth as they pushed farther out, riding the billowing 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 flickering and shaking in pleasure.

Her thighs boomed wider, flecking off musk, sweat and glimmering 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 jet thin 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 away 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 great 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 whole buildings as she pitched back, grabbing 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 stupefaction, then glare out beyond the crowds at the sight of one tank, at 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.”

“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 purred, 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 his pants ripped nearly apart.

“You heard the lady,” the huge male boomed as a door-sized hand bore down on one tank, clenched into 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 down again, lurching all the way down to a merely *impressive* 500 feet. Clay teetered drunkenly, shaking his head, the giant now standing nearly up to her monstrous upper thighs. The tank shook its turret in his growing grip, trying fitfully to shake loose, but the goat’s hand swelled unstoppably 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. Upturned 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, churning 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 their cheering reached Midnight's perking ears, the towering demon-ewe starting to breathe erratically. A deep, husky rumble emanated from her tremoring 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 hotly spurt 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. In one push, her head 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~"

Searing gouts of steam-dappled milk jetted from ballooning teats as the rising ewe screamed out 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 its side 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 against 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 and slimmer at the same time, her wings vibrating as they beat faster and faster, her body screaming with pleasure...

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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 every other time 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 moaned, 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 down 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, the RV hollered, its backside bulging, then tearing open, letting her squeeze back and pop out onto 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. “Yes, there it is! Gotta move, gotta move!”

Her plushie feet squeak-squeaked as the fake-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 power.

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Ben screamed in what he thought was a heroic timbre as he saw the cell tower charging up close 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 rocked 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 templed 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 cutely, and 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!”

“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 for 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...

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Honking was the first thing Benjamin could comprehend fully as he teetered about in the middle of the road, clicking stupid gibberish (to any bugs nearby, 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 enough cars that it slowed enough for the huffing insect to reach the back of the flat bed and climb up onto it, wheezing.

He limped over to the machine, looked it up and down, and 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.

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 at 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 landing; 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—”

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 pushing 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, AFTER ALL! 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 huffed, genuinely upset. "THAT 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, COME ON. 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 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 little 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 a bit.

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

That tore it.

Even 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 bashed 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!”

The 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, shaking her head, 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.

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

“Yes. Yes, she does. We’re shrinking, 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!”

“They’ll make the military look like total i-idiot!”

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 plushie. “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 over 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, before resisting only a moment, 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 yelped, 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 huffed, licking her muzzle over sweetly, her red glow pouring far, far wider from her ruffling wool, overtaking even the new

convoy. “HELLO, HELLO! HAHA, YOU HARD WORKING DEARS...WOULD YOU PLEASE HELP ME, AS WELL? PLEASE? I’M BEING ACCOSTED!”

“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 North 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! HOW COLD COULD YOU BE, TELLING THOUSANDS OF SAD LITTLE FRIENDS ‘NO’? 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 burred 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, inflated 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.

“HAAAH...AAAAAH!”

Not initially minding its path, the star-struck goat had grown directly into its path, 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 widened. 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-lammed 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.

“HAAAH, HUHAATAH, 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-BBBIIIGGG...GH...HURRRURRR!”*

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

“GHHHH...HAAAHAAAAH!”

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 were 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...MMMMMMEEEEEEEEEE--*"

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. "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 anyway, 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 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 persisted, thanks to his arousal-soaked 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 A DEMON...INSULTS WON’T H-HURT MY EGO...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 her 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 in, 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, only strong enough 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 bellowed, 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 simply so massive that it was still about a 2,000-foot plummet 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 on his far larger neck. **“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 dark 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 bulging on 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, over 42,000 feet looming 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 local viewers across the counties tuned in to watch, Midnight screamed. The 10-mile ewe rumbled deep, bucked her hips, and shot a hot stream 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 bulged out of yawning 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.

“HHHHHHHHHHNNNNYYYYAAAAAUUHAAAAAAAAGH!”

At 80 miles tall, kneeling down, Midnight's belly alone far eclipsed the cloud cover below, her rear and legs flattening to 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 rumbling bulk overtook them.

At 120 miles, over 630,000 feet, over half a million 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 blew out over the wreckage, soaking the unharmed acolytes so far down below her. 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 tearing 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 bulge bigger, digging up the earth ahead and forcing his licky muzzle up higher as her breasts inflated unstoppably...