

The goddess Sothis worked in mysterious ways. Everyone knew that. Despite being all powerful, she allowed for misery, pain and challenges to affect her devoted followers. 'Sothis gives her toughest battles to her toughest soldiers', was a pervading thought amongst the faith. If a person could overcome the challenges set upon them by life through the use of their own faith and will, then they too could ascend to the kingdom of the goddess Sothis. It was pretty simple for anyone to understand.

What Mercedes *couldn't* understand was why her latest 'challenge' had come in the form of a big, throbbing p-p-phallus!!! Deep within the wall of Garreg Mach's grand chapel, Mercedes knelt atop the footrest of the front most pew. Her hands were clenched tightly, body bending as far forward as she could possibly manage. Eyes shut tight in deep concentration, Mercedes did the only thing she knew how to do. She prayed. Prayed that the goddess Sothis would give her some guidance. Prayed she would get some help out of her current predicament. The scene looked almost normal, save for the long, stiff *bulge* that poked from the crotch of Mercedes' dress.

It had all started last week, right after Mercedes woke up for daily classes. Everything had seemed normal as sleepy Mercedes slowly put on her clothes. It was only when Mercedes slipped on her panties and felt an uncomfortable tightness on her crotch that she realized something was different. Instead of her smooth, cleanly shaven pussy, Mercedes found a limp 4-inch dick. The discovery was certainly a shock to Mercedes. There had been nothing to indicate why such a change would occur. She hadn't been feeling off, nor did she remember doing anything particularly noteworthy the night prior. Regardless, Mercedes wasn't about to let a little change in her body bring her down. Slipping on her panties and draping on the rest of her clothing, Mercedes decided to give the sudden transformation little mind. She'd just go through the day as normal and see if she could get some medical attention later on!

Unfortunately for Mercedes, having a cock was much harder than she could have ever imagined. As the site of many strong and beautiful women, Garreg Mach was a landmine for those with untrained libidos. The moment Mercedes got her eyes on a fat pair of breasts or some thick womanly thighs, her new penis would instantly become engorged with desire. Hilda's huge wobbling jugs, Dorothea's pristine face, Catherine's smooth thunder thighs... All of these were things Mercedes hadn't batted an eye at before, yet now it was all she could think about. What had only seemed like a slight inconvenience at first soon turned into an agonizing struggle, as Mercedes did her best to hide her hard-on from everyone else around her.

Mercedes absolutely detested looking at her friends and companions in such a twisted, perverted manner, but she just couldn't help herself! The beautiful girls around her called to Mercedes like flames attracting a moth. Things got particularly bad when Mercedes began imagining herself violently procreating with several of her classmates. She imagined herself

holding Bernadetta down, pounding that tight pussy with her thick cock. Images of a nude Annette popped in her head, while Mercedes held her head in place and thoroughly face fucked the small ginger girl. Mercedes would end these fantasies the moment they entered her mind, but the throbbing dick between her crotch was more than enough evidence they were having an effect on her psyche.

In a way, it almost felt like the dick had a mind of its own. No matter how attractive or plain a girl would be, her new member would urge Mercedes to fuck her. Every girl was a prime target, every person a ripe hole. All that mattered to Mercedes' penis was that she could find something tight to fuck. As soon as classes ended that day, Mercedes was the first one to get up from her desk and run all the way back to her dorm. Somehow, somehow, Mercedes managed to avoid any sort of serious incident throughout that entire first day. Mercedes didn't even want to risk going to professor Manuela for some sort of medical help, afraid that she might accidentally pounce the professor against her will. No... The best solution was certainly just locking herself in her room and waiting for this strange affliction to go away. Surely, if she just went to sleep it'd just disappear the next morning! Just as it had appeared in the first place!

Alas, the next morning came and Mercedes found no such convenient solution. That damned penis which had caused her so much suffering was in the exact place it had been before. This went on for some time, with Mercedes shying away from other girls and returning to her room before she could cause any harm. As the days passed though, that arousal and discomfort only grew more and more powerful...

Out of options and running low on hope, Mercedes decided the best course of action was to head to the church before dawn had even cracked. The cold hallways of the academy were silent and abandoned as Mercedes ran through them. Her morning word had been fierce, causing her needy cock to push through her skirt without any inhibition. If there was anyone who could help Mercedes now, it was most certainly Sothis.

Now Mercedes found herself in the Garreg Mach chapel at the early hours of the day, praying and praying in hopes she'd find some sort of answer to her dilemma. The empty, darkened confines of the church were indeed somewhat comforting in this time of need. This is where she came whenever she felt lost or confused. The holiness of Sothis permeated through these walls. Any who attended were free to absorb her power and wisdom. Yet no matter how hard Mercedes clasped her hand or how much she concentrated on her prayer, there was not a single revelation that came to her mind! All Mercedes needed was a sign! Some sort of holy message that would guide her through these tough times!

"Mercedes...? Is that you?"

Almost as if by divine precedence, a cute feminine voice rang out from the darkness. Mercedes sharply turned towards the darkness, letting out a soft, breathless gasp. She could feel her heart thumping right through her chest, the thought of being with a female in such a private, secluded space causing her already energetic cock to throb with need. Who could be at the church so early in the morning?!? Could it be that perhaps... Perhaps it was Sothis herself?! Maybe the goddess had actually answered her prayers and come to help her personally!!!

Unfortunately, as the figure stepped out of the darkness it quickly became apparent that her salvation was nowhere near. In fact, all that came was further torment. Instead of the beautiful, pristine visage of the goddess Sothis Mercedes had been hoping for, the girl only found cute little green haired Flayn. Flayn's face was lightly illuminated by the rising sun, her brilliant green eyes sparkling with cheerful innocence. Holding a broom in her hands, it seemed like the responsible little lady was cleaning up the chapel before anyone had even woken up!

"Ah! It is you Mercedes!" Flayn exclaimed with genuine excitement, eager to see one of her fellow students at such an hour. "What brings you to the chapel this early? No one ever comes at this time!"

Mercedes felt herself gulping instinctively, a furious shuddering overcoming her entire form. Poor Mercedes had spent the entirety of yesterday avoiding direct contact with any female. The *last thing* she needed was to find herself in such a private setting with a girl as cute as Flayn! Flayn might not have been as developed as Byleth or Shamir, but Mercedes couldn't deny she was incredibly sexy in her own right. That adorable youthful face and shining smile were more than enough to make any man's heart throb. Those beautiful green locks were perfect for pulling, her slender body would be so tight around her penis~ Goddess, how easy it would be to just force Flayn down and fuck her without any sort of resistance~

Catching her thoughts, Mercedes took a loud gasp. N-No! She couldn't let her libido get the best of her! S-She had to remain headstrong! She had to remain collected! A-At least until she could find a way to escape from this precarious situation!

"Y-Yes!" Mercedes coughed to excuse herself, her cheeks burning a bright red. "I-I was just having s-some difficulties recently, a-and I was just praying to the goddess for some assistance..." She'd been hoping that this would be enough to dissuade Flayn from interacting any further. Prayers were a private affair after all. However, it seemed to have the exact *opposite* effect...

"Oh noes! That's terrible!!!" Flayn's brilliant smile instantly soured into a concerned frown. Completely unaware of Mercedes' condition, the girl quickly approached Mercedes, pushing her face as close to Mercedes' as she could manage. Her earnest, expectant eyes were gazing

directly into Mercedes' soul, like a saddened puppy looking towards its upset master. "Why don't you tell me what it is? I know TONS of stuff, I bet I can totally help you!"

Having Flayn's adorable visage so close left Mercedes absolutely breathless. Her cock was throbbing harder than ever underneath her dress, thick drops of precum already oozing through her hem. Mercedes knew telling Flayn about her problem as absolutely *NOT* the right idea. Not just because it was an embarrassing detail in general, but mainly because Mercedes had no idea if she'd be able to contain herself afterwards... Nevertheless, the deliciously pure and fresh smell of Flayn's body seeped into Mercedes' nose, sending shivers down her spine. That delectably smooth white skin was so close Mercedes could taste it. Flayn's cuteness was so incredible, it rumbled through Mercedes' mind, making even the most rational of decisions a thunderous fight.

"I- umm... I-I-It's uh..." Mercedes was doing everything in her power to fight against the temptation. It took every fiber of her willpower to even manage speaking. "D-D-Down here~"

In the end however, Mercedes could not defeat her basest desires. After all the torment from yesterday, the throbbing member had taken the upper hand within her exhausted mind. As a perverted smile crossed upon Mercedes' face, the girl straightened out and pointed towards the large bulge in her dress. Flayn bent down as she followed Mercedes' fingers, her gaze slowly drifting in the same direction. Only when Flayn's eyes met the throbbing, pulsing protrusion did her expression change.

"O-O-Oh my!!" Flayn gasped, eyes widening and cheeks reddening. In a moment's notice she was as short of breath as Mercedes, completely caught off guard by the surprisingly lewd development. "I-Is that...?"

As if to answer Flayn's question, Mercedes began to pull up the hem of the dress. The way she rolled up the dress was slow and meticulous, each second growing more tense as the cloth approached the actual pulsating pole. Even though both knew exactly what it was, there was an air of mystique in the reveal itself. Flayn couldn't help but hold her breath in anticipation, wondering the exact shape and features that would create such a bulge. Mercedes too felt the excitement coursing through her veins. Her cock throbbed harder and harder with each passing second, eager to be seen by the eyes of an adorable girl.

After just a couple of seconds, the penis popped free from the cloth with an excitable series of twitches. Its tip was overflowing with precum, which slowly dribbled down its shaft before dripping to the floor. Its head was bright and red, foreskin bundled at the base. A series of veins ran down its length, until it ended down at Mercedes' crotch where a pair of balls hung snugly. It wasn't anything particularly impressive, surely there were boys with bigger endowments in

Mercedes' own class. But the fact that it was on a cute girl like Mercedes was enough to make it incredibly surprising.

"Y-Yes, it's a-" 'Penis' was the word Mercedes had been looking for. Instead, what came out of her mouth was something much more vulgar. "*Cock~* W-When I woke up last week i-it was there on my crotch. I-It's so *hard and sensitive*- I-I have no idea how to deal with it!"

"W-Woow..." Flayn's previously energetic and excited demeanor had completely shifted to a shocked stillness. It wasn't worry or concern that filled her, but rather a sense of bewilderment with inklings of curiosity. She continued to stare at Mercedes' throbbing pole for a few seconds, almost as if she was trying to figure out a magic trick or optical illusion.

"I've never seen anything like this..." Flayn gasped to herself. Suddenly, her cheeks grew twice as red as before, absolutely embarrassed she'd said something so childish and embarrassing! The last thing she wanted was to appear clueless just when she'd offered Mercedes some help. "O-On a girl!!! I-I've never s-seen one of these on a girl i-is what I meant!!! I-I've know what it is! I've seen plenty before, y-yup!!!"

The panic in Flayn's cute voice was nothing short of utterly delectable to Mercedes. She could feel her heart melting at the sound of her trembling cords. Much more enticing than her voice though, was how close Flayn's face seemed to get to her cock. It was like Flayn didn't have any mind for personal space, pressing her pristine face ever closer and closer to Mercedes' throbbing pole without so much as asking permission...

"D-Does it hurt...?" Flayn coughed to try and appear professional, but the way her eyes glimmered as she glared at Mercedes' cock exposed her inner curiosity at seeing something so novel. "I-It looks swollen and red..."

Flayn's face was so close to Mercedes' pulsating cock, she could feel the young girl's warm breath. Copious amounts of sweat dripped down Mercedes' trembling brow, her penis twitched up and down without any semblance of control. Flayn's delightfully plump lips were just a few mere inches away from Mercedes. That adorable face was just begging to be spunked on. The longer Flayn stood before Mercedes, the further Mercedes felt like she was about to lose any and all control...

"Oh yess~ It aches soooo badly~" Mercedes couldn't help but groan lustfully. She knew that she was heading in a dangerous direction. If Mercedes didn't reign herself in, if she didn't cut this all off and stop right this second, there was a very real threat things would go down the worst possible route. And yet... "Do you think you could help me out~?"

“Y-Yes m’am!!!” Flayn instantly jumped at the request, always eager to help anyone who asked for her assistance. “I-I’m sure we can call Lady Rhea and she’ll fix you up in no time! A-And if there’s anything else I can help you p-please let me know!!!”

“Mmmhhh~” A wicked smile came upon Mercedes’ soft lips. “I can think of a thing or two~”

Without any sort of warning, Mercedes’ hands firmly grasped the top of Flayn’s head. Her hips thrust forward as fast as lightning, cock violently forcing itself past Flayn’s lips. In little more than the blink of an eye, Mercedes had claimed the entirety of Flayn’s mouth with her cock. It had all occurred so fast, poor Flayn had absolutely no time to react. It never would have even occurred to her that someone as nice and gentle as Mercedes could do something so violating! Flayn’s eyes simply widened from the shock, a foreign warmth filling the insides of her cheeks as strange pungent flavors mixed into her taste buds.

As soon as Flayn’s mind had caught on to the reality of what was happening around her, the girl tried to mount some kind of feeble defense. Her hands firmly gripped onto Mercedes’ thighs, head turning from side to side in an attempt to free her mouth from Mercedes’ endowment. Unfortunately, by this point it was already too late. Mercedes’ hips had started needily thrusting in and out of Flayn’s mouth, disrupting any sort of motions Flayn could have attempted to escape. The rhythmic swing of Mercedes’ body was so serene and hypnotic they dulled Flayn’s mind, as did the overwhelming powerful scent of Mercedes’ cock inside Flayn’s mouth. Not to mention that Mercedes’ grip on Flayn’s scalp was so tight, a mere push was far from enough to free Flayn from its clutches. Within Mercedes’ grasp, Flayn was little more than a helpless toy.

A fact Mercedes was more than eager to abuse as her pumps only got fiercer and harder with each second. Flayn’s delightful mouth was simply much too delicious for Mercedes to show any sort of restraint. It was small enough that her cheeks would tightly cling to the length of Mercedes’ cock, but slippery enough that she could fuck Flayn’s throat without any problems. The way Flayn’s lips squeezed tightly onto Mercedes’ length sent shivers down her spine. After having resisted her most basic urges for so long, Flayn was giving Mercedes the exact type of sexual relief her body so desperately craved.

“Ooohhhh Flayn~” Mercedes cooed with ecstasy, feeling all of the discomfort and anxiety melt away now that she was finally pleasuring that naughty cock of hers. It was as if everything in her life had been building up to this. “This is juuuust what I needed~”

While Mercedes seemed to have the time of her life satisfying that powerful itch that had been tormenting her, Flayn was very understandably struggling with Mercedes’ cock. Its hot warmth and potent flavor seeped deep into her mouth, overpowering much of her thought process. The shaft was thick enough it blocked Flayn’s airways, making even the act of breathing a struggle. Flayn could barely exert any sort of meaningful resistance or conscious thought as Mercedes

violently bred her mouth. Yet, as commanding of an experience as it might have been, the more Mercedes continued to fuck Flayn's mouth, the less bothered Flayn seemed to be.

It wasn't that Mercedes' motions had slowed in any kind of manner, in fact the pent-up priestess was actively picking up speed in her thrusts. Flayn wasn't starting to secretly enjoy the blowjob either, as if some perverse desires inside her had been awakened. Rather, it more felt like Flayn's body was adapting to its environment, slowly shifting in a way to make the whole process less uncomfortable. All of a sudden, the lack of oxygen didn't become much of a problem, as if she no longer needed to breathe. Her mouth became tighter and tighter, making the motions of Mercedes' cock less brusque.

In most cases, this slow, unexplainable acceptance should have been the cause for further concern. But the entire transition had been so slow and numbingly comfortable, Flayn hadn't spent a single bit of her mind power thinking on it. The girl cooed as she felt her lips tingle around Mercedes' penis. Thoughts slipped out of her mind as her cranium got softer and head started deflating. Flayn felt like she was just melting into Mercedes' cock~

It was only once Flayn's gaze sleepily drifted down onto Mercedes' crotch that she noticed this was more than just a feeling. Eyes suddenly shooting wide open, Flayn could only gasp as she saw her lips had *literally* melted into the girth of Mercedes' shaft. There was no sort of visible seam or separation between Mercedes' cock and Flayn's mouth any longer. The bridge of Flayn's mouth simply merged into Mercedes' throbbing cock flesh, twitching as its soft skin slowly became coarser and rougher. Any attempt to separate herself or pull away from Mercedes' penis was instantly proven fruitless, for Flayn's skin would just stretch out and pull her back as if it was attached to any other part of her body. Flayn and Mercedes were now one.

The changes did not take long before they continued manifesting through Flayn's head. The top of Flayn's head deflated further and further, cranium turning into puddy as she sunk into the cock. Features all over began to melt away, from Flayn's pointed ears to her nose. Her chin basically disappeared altogether, while hair started to fall out of her head in clumps. Little by little the tightness between Flayn's mouth and Mercedes' cock kept on increasing, until she could no longer tell where one started and the other one ended. Over the course of a couple of seconds, Flayn's entire head had been entirely consumed.

By some sort of miracle, Flayn's eyes were somehow able to save themselves from being completely absorbed by Mercedes' penis. The two little eyeballs slowly slithered up the shaft and made their way to Mercedes' crotch, where she could see the rest of her body now hanging from Mercedes' penis. A little scrap of green hair accompanied them, nuzzling itself atop the eyes in the form of pubic hair. Witnessing the total destruction of her head, Flayn felt immense

amounts of panic starting to fill her. Unfortunately, most of this panic was choked out of Flayn as she felt Mercedes' hand tightly wrapping around the area that was Flayn's neck.

Lost in a world of uninhibited arousal, Mercedes hadn't even noticed the demise of Flayn's head as she began to pump her throbbing member. All that she cared about was further indulging in the sexual depravity that was consuming her mind whole. Her hands tightly wrapped around the length of her cock, fingers sliding up and down the shaft with twitching excitement. The way Mercedes' hips swung back and forth was filled with vicious intensity. Throbbing pleasure was the only thing that came from Mercedes' cock. And the worst part of all? Flayn could feel every last bit of pleasure as her own...

Though it seemed like Flayn had lost a lot of control from her semi-detached body, barely able to inch the limbs of her trembling body, the sensitivity of her form had increased by tenfold. Flayn could feel Mercedes' fingers sliding up and down the length of her neck-throat, shuddering from the way they tightly squeezed its quivering flesh. This increased sensitivity spread from her shoulders all the way down to her fingers and toes, which did a great job at expanding Flayn's already rising pleasure. Even the mere act of quivering in place or the sensation of her skin rubbing against her slim uniform was more than enough to cause Flayn to tremble with ecstasy. It was as if her entire body had become an erogenous zone!

Out of all of these pulsating new sensitive regions, there was no part more sensitive or pleasurable than her neck, the precise point where her body met Mercedes' cock. The way it throbbed so powerfully made Flayn feel as if it was out of breath, paralyzing her in place as the pulsating reverberated through the rest of her body. It always followed the wild motions of Mercedes' penis, bouncing up and down no matter how hard Mercedes pumped her hips. Not just in the sense that they were connected either. Rather, it felt as if Flayn's neck, the entire rest of her body, was nothing more than a *part* of Mercedes' cock, not worthy enough to be considered its own independent thing.

This sensation exploded in magnitude as Mercedes' cock started to swing up and down with even more force than before. Flayn's body helplessly followed the motions as usual, but... The faster the cock bounced, the Flayn's body seemed to tremble. Flayn's hands started retreating into her sleeves inch after inch. Her school clothes jostled faster and faster, as if they were growing looser by the second. The weight that had been keeping Flayn's knees to the ground seemed to almost disappear, to the point where Flayn found herself being lifted off the ground by the force of Mercedes' cock on its own! Increased sensitivity was now the least of Flayn's concerns- Because it looked like her body had started actively shrinking!!!

Were it not for the thick amounts of ecstasy that were racking up her brain, Flayn would have most certainly been mired with worry and concern. Alas, there was only so much she could



concentrate on considering even the very shrinking of her body became an unbearably pleasurable sensation to poor Flayn. She could feel her arms becoming smaller in real time, shrinking until they no longer even fit into her sleeves. Her legs wobbled about as they dangled off the floor, floating every higher into the air as she became smaller. Even the very sensation of Flayn's clothes gently slipping off her shrinking back was enough to make her wince in pleasure. Any semblance of humanity was being stripped away at the same time as her size.

It did not take long after that for Flayn's clothes to effortlessly slip from Flayn's form and drift onto the floor. Flayn's eyes widened as she saw her body, now no larger than that of a doll. Her arms were little more than tiny nubs waddling around, legs as big as quivering daggers. Veins began to spread from Mercedes' cock onto Flayn's body, as her torso became more cylindrical and uniform. Little by little, the features that made her human were slowly being erased. Flayn wasn't merely shrinking, she was completely turning into a cock!

That was when Flayn realized that her body wasn't the only thing slowly morphing around her. While Flayn's body seemed to be growing tinier and tinier by the second, Mercedes' cock was actually growing in size. The shaft thickened inside of Mercedes' grasp, swelling through her fingers as it became thicker. Its veins grew meatier, its throbs more copious and powerful. Though Flayn could not see them, even Mercedes' balls seemed to plump up and expand, slightly inching downwards from the increase in weight. In a way, it almost felt like Mercedes' cock was absorbing Flayn's body, incorporating every bit of her self in order to add to its own meaty mass.

As Mercedes' masturbation reached the peak of its pleasure, so too did Flayn's body seemed almost completely gone. Mercedes' hands slowly slid all the way up her shaft. As she passed over Flayn's arms, the two protrusions were squeezed down onto her cock flesh, as if they'd never existed at all. Mercedes' tender fingertips slid along Flayn's torso, effortlessly molding it into the perfect shape of a cock.

When Mercedes' digits had finally arrived at the tip of her cock, the only human part left of Flayn was her ass. But even this would not last long, as she slowly caressed the plump cheeks into a more conical shape. Foreskin began to bundle up around the edge of her hips, a brilliant pink color replacing the previously pale white. Flayn's pussy trembled with desire, its lips growing larger and thicker until they combined with her anus to form a single hole. In just a couple of seconds, Flayn's human ass was no more, and in its place stood a pulsating, sensitive cockhead. Just like the rest of her human attributes, Flayn had been completely reduced to penis.

A part of Flayn wanted to feel horror and despair at the fact she had just lost her body. Flayn's entire way of life had been radically transformed, her very self had been reduced to nothing

more than a body part. And yet... Flayn's new cock body felt so amazing, she couldn't even muster any sort of negative feeling! Eyes crossing with pleasure, Flayn could only shudder as her mind was constantly blasted with copious amounts of sexual pleasure emanating from her dick-body. Every single touch was like an explosion of ecstasy inside of Flayn's brain, each pump sending reverberations of bliss through her whole form. Her body reacted in the exact way a cock would too, throbbing endlessly as it continued amassing pleasure in its shaft.

The way Mercedes masturbated so wildly didn't help things either. Both of her hands slid up and down the pulsating length without any sort of inhibition, tightly encasing Flayn's body in a warm cavern of comfort. Flayn could feel Mercedes' touch to the last inch, the warmth of those delicate fingers sinking not just into her skin but her very core. The more Mercedes rubbed herself off, the more Flayn's body twitched and throbbed in turn. Flayn's cockhead dampened with precum, her tip desperately quivering with need. As all that lust continued to build within her, Flayn felt like she was losing her mind!

She was far from the only one either. By this point, Mercedes could feel her balls tightening up, a trembling stiffness spreading throughout her whole shaft. Her orgasm was close approaching, and Mercedes had no intention of putting it to waste. Spreading her legs wide open, Mercedes began to masturbate even more savagely than before. Her hips thrust back and forth like a dog in heat, large ass wobbling while her balls swung between her legs. Her hands shifted from her base all the way to her tip again and again, squeezing onto the throbbing girlmeat that was filling her head with pleasure. Little did she know that all this debauchery and perversion was slowly poisoning Flayn's mind with the pleasures of lust.

In the midst of her furious masturbation, Mercedes' eyes suddenly came across Flayn's old clothes. Though she knew not why, the woman aimed the tip of her penis directly at the set of discard garments and began to masturbate with an increased fervor. Through her mind-bending lust, Flayn's eyes shuddered as she stared down at the pieces of clothes she had just been wearing on the ground. A sensation of dread filled her, knowing if she succumbed to the orgasm, she'd stain that pristine uniform with a slurry of sticky jizz. Flayn tried to restrain herself, she tried to hold off against the feeling of ecstasy assaulting her at every corner. But it was no use. She could feel it coming at any moment! Flayn winced. If she came right now-! If she came all over her old clothes, then she *knew* there would be no going back! She couldn't-!!!

*Spluuuurtttt*

Eyes rolling back one final time, Flayn felt all of her thoughts flushing away as her cock body started squirting fat globs of cum all over her discarded clothes. Her shaft body throbbed with intense desire, urethra inflating and deflating as cum coursed through its insides. From the back of her balls to the tip of her cock, Flayn's entire being was completely enraptured in a blanket of

pure, sexual ecstasy. It didn't just feel like she was cumming, it felt like she was giving herself away, letting her humanity slip away and splatter over her sullied outfit. Flayn was becoming a cock in both body and mind, and it was the best she'd ever felt in her life.

As lust and pleasure overcame Flayn's mind, her human eyes slowly began to sink into Mercedes' crotch. Her eyelids peacefully shut close, skin overtaking them whole until there was nothing left of Flayn's existence, save for the green little tuft of pubic hair that was the same hue as Flayn's color. In the place of a cute, energetic girl, there was now only a large, throbbing, 12-inch cock. To mark the complete cock-ification of Flayn, a green 'F' brand appeared on Mercedes' plump balls.

Not that Mercedes seemed to notice any of the above, for she was too enraptured by her own orgasm to think about anything other than her cock. Eyes crossed and lips pursed into a shapely 'O', Mercedes let out a series of debauched moans as semen continued blasting from the tip of her penis. Even once she had achieved climax, her hands continued needily pumping the length of her cock up and down. She almost appeared more like an automaton than a human, her body moving in a completely mindless and automatic manner, driven only by instinctual drive.

Mercedes orgasm became so intense, the girl felt her legs wobble until she fell back onto the pew behind her. Her head hung backwards, arms and legs spread out while ecstasy overtook her. A thick line of semen splattered all over the place, though its decreased thickness and consistency indicated that Mercedes' orgasm was finally close to an end. Letting out a couple of dreamy sighs, Mercedes simply relaxed in place and allowed the delicious feelings of satisfaction to overcome her slowly. If nothing else, for the first time ever since she'd grown that cock, she finally felt at peace...

It took a couple of minutes of panting and gasping for Mercedes' mind to boot back up to any sort of higher order thought. Her climax had been so intense, it blanked out little physical energy she had within her, leaving her to relax in place as she recovered it. Once Mercedes did regain her mental faculties however, she began to replay the events in her mind once more. Such sweet memories were so powerful, who could prevent themselves from recalling them even once they were done~? That incredible, volcanic level orgasm, the intense way her hands rubbed the length of her cock, how amazing Flayn's mouth felt...

F-Flayn?!? As if she'd been struck in the back of the neck with an arrow of dread, Mercedes instantly bolted into both of her feet. Flayn! Poor Flayn! What a horrible thing she'd done to such a nice and pleasant young lady! Now that her arousal was satisfied and her reason had returned, Mercedes felt the full force of her shame. Mercedes' head twisted left and right, searching for the girl she'd wronged. What she had done was absolutely unforgivable, but the least Mercedes could do in a moment like this was apologize!

Except... No matter where she turned, Mercedes saw no sign of Flayn. It was as if she'd simply disappeared off the face of the earth. It was only when Mercedes tried to step out of the pew and her feet met with a sappy squelch, that she made a terrible discovery. Right in the spot where she'd climaxed, Mercedes saw a pile of Flayn's clothes. Save for the copious amounts of cum covering them, they were in pretty decent condition. Gazing upon the splattered outfit, Mercedes' mind lit up with recognition. It was still a vague memory, as most of what she could recall was lust. But in the faintest image at the back of her head, Mercedes could remember. The way Flayn's head sunk into her shaft, her shrinking body and growing cock. It shouldn't have been possible, but...

Turning down to look at her endowment, it was easy to see she had exactly the right idea. Mercedes' penis was much larger and girthier than before. The semi-erect member extended to the limits of a human cock, almost rivaling that of a horse. But if that wasn't enough evidence, the tiny puff of green hair above her crotch most certainly sealed the deal. Mercedes' hair had always been blonde, and there was only one person who matched that particular hue of green. Somehow, Flayn had turned into Mercedes' cock!

"Oh goddess!" Mercedes gasped in horror, feeling the weight of her shame bearing down on her whole body. "I-I'm so sorry Flayn! I never wished for something like this to happen!"

Mercedes expected no sort of reaction from the softening penis. It was, after all, nothing more than a cock. But...

"No worries, Mercedes! It's totally okay!" Almost instantly, the voice of Flayn played directly into Mercedes' brain. It was as if Flayn's very thoughts were being inserted into Mercedes. "Sure, it was very scary and weird being turned into a penis, but... After feeling the way you rubbed me like that, and experiencing such an amazing climax... I actually love being a penis!"

Mercedes had no idea how to feel about Flayn's statement. It had Flayn's usual vigor and excitement, but hearing her speak of such perverted things with that type of enthusiasm was unnerving. Not to mention how easily Flayn seemed to have embraced such a horribly restraining position. At least Flayn wasn't worried or sad, though perhaps it would have been better if she was...

"In fact... Why don't we masturbate some more right now~?" Flayn cooed with a needy voice, Mercedes' cock twitching as she said so. "Come on! You just did it! We should jack off some more and enjoy it~ Maybe find some more girls to add to your cock~"

Despite wanting no part in Flayn's suggestion, there was nothing Mercedes could do to prevent herself from growing fully erect. It was almost like the duo shared their sense of arousal. Whenever Flayn grew needy and horny, Mercedes' cock would react in tandem. A seriously

perverse desire rose within Mercedes, her penis throbbing up and down while she felt her balls getting refilled.

N-No! Mercedes couldn't do it! She couldn't fall prey to her desires once again! Considering how badly it went the first time, if she were to do it again surely the consequences would be even worse! Not to mention how the sun was already starting to rise above the horizon, meaning if she stayed here any longer, Mercedes would most certainly come into contact with more people.

Gathering all of her remaining restraint, Mercedes covered her cock as best as she could with her skirt and quickly began to run away towards her room. The girl's penis quivered as she ran, bouncing from one leg to another. And throughout the whole journey, she could hear Flayn's needy voice, nudging and begging for more. It seems Mercedes' penile problem had become a lot more complicated than she could have ever imagined...