

This is a little bit of a slow burn, so if you only care about the good stuff, here's a breakdown of what you can find in each chapter so you know where you might wanna jump to (highlight to reveal spoilers):



Olivia

Dark green trees rustle in the ocean breeze around my home, the sound washing over me from all directions as I get ready to leave. A few hundred yards away are sandy beaches and the constant droning of crashing waves. Olivia calls me, and I quietly admire her beautiful face and flowing hair in the contact photo, as I've been content to do since I was 14. Not once have I ever regretted moving to the Oregon coast. Crazy how she had to practically drag me here. After a couple seconds, I swipe and put my phone to my ear.

"Sup Liv." Liv and I have been joined at the hip since we got seated together in first grade. I made a stupid face at her, she made one back, and we've been best friends since.

"Josh, you're coming over today, right?" Olivia sounds uncharacteristically monotone, and I can tell something's up. I remember all throughout high school, she would sound like this every time she talked about her body back then. I feel a twinge of guilt at thinking about things like that while she's obviously upset.

"Yea, I was about to head out. You ok?" Olivia and I talked about becoming an actual couple once, in our teenage years. We decided not to risk it, and I've been telling myself that I'm content with that ever since. Besides, I've always preferred the... endowed type, and up until recently she was kind of a washboard. Maybe she's just a late bloomer, but lately she's actually grown a bit. Nothing crazy, but she couldn't stop ranting about her results from her new glutes regimen, and about how happy she is that she finally fills a B cup.

"Yea fine!" Her tone perks up. She's putting on a façade, but I decide to just ask her about it when I see her. "Just, uh, just waking up." I pull my phone away from my face and check the time. 11:31 am.

"Yea that checks out. I'll see you in a few."

"Bye." The phone beeps in my ear as the call ends.

That was weird. She's never been the type to call and confirm anything, especially right after waking up. Is it bad news? Maybe one of her parents is sick. Is she moving back home? If she is, should I come back with her? I did follow her out here, but the area is beautiful, and I'm getting good pay where I am. I stop letting anxiety get the best of me and turn on the radio as I make the 5-minute drive to Liv's.

New Life

I pull into the driveway of a single-story rustic little house. Olivia's never been great with money, so she wanted to room with someone. I offered to rent a place with her, but she didn't want it to make things weird between us, so she ended up finding this place through roommate.com or something like that.

"Josh! Thank god you're here." Liv's face confirms my suspicions as she walks up to my car, apparently having been waiting on the porch. "I can't be alone right now. I lost my job."

"What?!" Last I heard, not even 2 months ago she got a raise.

"It's fucking bullshit! Just because I haven't bought enough new shirts to get through a week."

"Wait what?"

"Right?! Yea, I was out of new shirts so I put on an old blouse but my buttons were strained open just a TINY bit from the new girls" Could've been my imagination, but it seems like Olivia smiled slightly to herself when she said that. "and my supervisor reported me for 'scandalous attire.' And instead of asking me about it, I just got an email from management saying that I'm fired. A fucking EMAIL."

"That's... that's horrible." I have to consciously stop myself from looking down to confirm if her shirt is still straining.

"It's fine, really. Just come on in. I'll fill you in on everything." Liv takes a deep breath and puts on a brave smile. I take off my shoes at the door and sit down on the couch. She puts her head in her hands. "I don't know what I'm gonna do. I've only got enough money for a couple months rent. I gotta send out job apps and just pray."

"You know, you can stay at my place until you're back on your feet."

"I can't do that to-"

"Seriously, it's not a problem. I've got a freaking guest room. And I'd hate for you to live with the threat of homelessness if you can't find a job with decent pay."

Olivia considers silently for a few seconds. "You're right, that would be awful. But I swear I'm not gonna mooch off you. I'm applying to every job I can find."

"Sure, but for real, if you can't find anything for a little while, it's ok."

Liv takes a long sigh. "Thank you, Josh. I don't know what I'd do if you weren't in my life."

"Same"

Move-In Day

It takes a few days for Olivia to get her stuff packed and end her contract with her roommate. Finally, on Saturday morning, my phone goes off.

"I'm here with a car full of shit. Help me out!"

I go outside and open the trunk of her red station wagon. I start grabbing things, carefully avoiding the bag of feminine products and the box labeled "Underwear." Once my arms are full, I turn around and greet her as she finally gets out of her car. I take great care not to glance down, but even in my peripheral view I can tell Liv is wearing one of her old blouses; I can see small splotches of cream colored flesh through the gaping holes caused by the strained buttons.

"You're carrying a lot. Don't drop my shit just cuz you wanna impress some chicks."

"It's fine, I got it."

"Listen, I need to go change into a new blouse. I must be gaining weight from stress eating, cuz even the one I bought *after* I got measured is suffocating me, and forget about the bras." My ears perk up at the realization that the straining blouse was meant for her new bust, not her old. Sure, she was probably eating to feel better, but would she really have packed on that much weight that fast?

"Alright, the guest room is down the hall, second door on the left."

Olivia grabs the Underwear box and a shirt hanging up in the backseat. I notice it still has the tag on it as I follow her inside.

After Move-In

After a couple hours, everything had found a place, and Olivia was in the middle of setting up her air mattress. I'll have to get a real bed for the guest room at some point.

"Hey Josh, help me out with this." she shouts over her shoulder as she kneels down to hold the air pump steady. "I'm just about done once we finish this. Thank you again, you don't know how much this means. I swear as soon as I find another job I'll pay rent. With the friends and family discount of course."

I stop for a second before entering, caught with her beautiful ass stuffed inside a pair of jeans and staring me in the face, before my brain catches up and I look away. "Of course, anything for... a friend!" I start laying out the sheets as my mind wanders. I've known her long enough to admit that Liv had a decent backside if nothing else, but the way her jeans clung to her this time made me feel things I shouldn't. I'm not sure if her recent growth spurt extended to her ass, but either way her body was slowly becoming a major turn on, and I gotta try not to be creepy about it. Besides, as much as Liv is the picture of beauty to me, she was never the picture of lust. She's more the regally beautiful woman you wined, dined, and kissed gingerly on the knuckle. Not the kind of woman you'd see holding her tits in her arms and starring on a salacious internet ad. I'm getting a little worried about all that though, now that we're living together. The last thing I want is to make her uncomfortable with my stares, and I know from experience that it could be hard to avoid staring in the right situations, like just now. I hope that, maybe, with a little strategy and a lot of willpower, I can keep her from noticing.

"Josh? Are you alright? What's wrong?"

I was so lost in thought that I didn't notice her turn to look at me, or the sound of the air pump shutting off. "I- oh, sorry Liv, I'm a bit distracted today."

"Yea, moving can be exhausting." She stands up and gives a wide smile, stretching her arms above her head and stretching the front of her tight pink tee. Quickly, I snap my attention away from her chest. "Sorry about the mess, I'm not exactly the neatest person. I'll get to cleaning up soon. Anyway, I need to start looking for work tomorrow, and you'll be home, right?"

"Yea I've got a conference call, but that's it. I'll probably be done before you even wake up."

One Month In

One month in, and I had done pretty well keeping the creepiness to a minimum, all things considered. Olivia had been having trouble finding work, so she had been home a lot, but she was always dressed when she was around. And for my own part, I'd taken to mere sidelong glances and hadn't caught myself staring at her again since that first day. I'm pretty proud of myself for it. The problem was, as she had begun wearing more and more casual clothes, it became more difficult to hide my arousal. I'm a guy, and as a guy, I have certain needs, and certain triggers. One of them was, apparently, short shorts. The first time I saw her walking around the house in a pair, I could've sworn the fabric would rip with the tension. After seeing the outline of her ass and crotch, my imagination started running wild. I thought of how tight her pussy would be, how wet it would be, how much her tits would jiggle with each thrust. The way her nipples would poke through her shirt, and the way the fabric would rub against them, making them grow hard. The thoughts were so strong and persistent that I had to excuse myself, locking myself in the bathroom and masturbating for several minutes, trying to get the image out of my head. After that, I did everything I could to avoid her while she was wearing them, and when I couldn't, I'd keep a pillow in my lap to hide the inevitable erection.

She had also taken to going without a bra more often. Apparently, her old ones were too small and uncomfortable to wear for any length of time and she didn't have the money for all new ones. It had been bad enough watching shirts grow transparent from the strain, but seeing the outline of her nipples too was almost too much. She was starting to get the kind of breasts that you just couldn't ignore. They were perky, and full, and just seemed to defy gravity, even as she bounced around the house. It was like watching two oranges just hanging in the air, bouncing up and down every time she took a step. Even her tank tops seemed too small, and the way her nipples would poke against *them* was almost pornographic. Looking at them was hypnotizing, and it would always bring a raging hard-on along with it.

"Yo, I need some help, where are you?" Liv called.

I'm in my room with a thoroughly tented pair of gym shorts, and I look around frantically for a pillow, to no avail. I guess the one for my head fell back behind the bed again... I do the only thing I can think of at the moment: I lay face down on the bed, hiding my erection against my leg, and call back, "I'll be there in a second."

Olivia walks into the room and mutters under her breath. I can't see her, but I hear the door swing open and her footsteps as she approaches the bed. "Are you... asleep?"

"Huh? No, just uh, really tired."

"I don't know what kind of tiredness makes you lay face down, but whatever. I'm sorry, it's just, the TV is out and I was gonna watch some Netflix, but I can't figure out what's wrong."

"It's okay, just give me a minute. I'll take a look." Liv sits down next to me. Oh god, why. She was wearing the short shorts again, and it was getting hard to keep from looking at her. A moment of silence passes.

"I can see the tip of your boner, ya know."

"What?!" I roll over and see her sitting with her legs crossed, her elbows on her knees and her hands supporting her head. I look down to see the tip of my dick was indeed visible as a result of how I was

laying and the old baggy pair of shorts I had on. I scramble to cover myself and feel my face turn crimson. "Oh, sorry. I was trying to make a joke."

"Yeah, then it wasn't funny."

I groan in a mix of despair and embarrassment. "Whatever. I'll get up in a second and look at the TV."

"Nah, forget about it. I think I can handle it."

"You sure?"

"Yeah, and besides, you seem a little... tied up." Olivia glances at my crotch, my hands trying to cover my shame.

"Fuck, you're an asshole."

"Oh, so you admit it."

I sigh, shifting my position as my boner finally subsides. "If it'll get you to stop, then fine, it was a boner."

"What, and I'm the asshole?"

"Liv, come on. Please, just stop."

"Why are you so embarrassed?"

"Because, it's weird. I'm sorry, I'm trying to stop."

"Hey, you don't have to apologize. I understand. It happens to guys all the time."

"I guess. It's just not the way I want you to see me."

"I've known you a long time. I know you're not a creep."

"I've sure been feeling like one."

"Maybe, but you have a good reason to feel that way. If I lived with anyone else, it would've been a problem by now. I'd be a lot more freaked out, and uncomfortable, and we wouldn't be having this conversation. Besides, you've pretty good about it, so don't feel bad." Oh god, no. I *have* been good about it, but she knows something. "I mean, you're my best friend, and I'm pretty hot." Olivia strikes a pose as if she were a model, facing away from me. "So, it's the shorts, right?"

"What?"

"I said, it's the shorts, right? They're tight, you can kinda see a panty outline when I'm wearing them," My heart skips a beat. "and it looks like they're coming apart at the seams."

"Well, I, um..." She had me dead to rights.

"So, what, I should throw them out? Because if I'm being honest, they're a pain in the ass. I'm suffocating all the time. But here's the thing," She sits back down on the side of the bed like she's got something important to say, but quickly gets back up again when she remembers my current predicament. "Right, um, I wanna tell you about something but let's talk tomorrow. You're... tired" She smiles and winks at me before walking out of the room.

Next Day

I wake up and stretch, rubbing the sleep out of my eyes. I get up and trudge towards my bathroom door. Last night... could've gone better. Could've gone worse, too. Wonder if Olivia is still asleep. Maybe she'd forgotten about it and we can pretend it never happened. Either way, I oughta take a shower and brush before finding out. I open the door and freeze in place as my jaw falls to the floor. There she is, in front of the mirror, brushing her hair in nothing but an undersized black sports bra and spandex shorts.

She looks up at me and smiles, as if I'm not even gaping at her like an idiot. "Mornin'" She sets her brush down, a smile on her face and circles under her eyes as she turns around to face me. "I hope I didn't keep you up last night. I know I usually stay up late but last night was bad. Only got a few hours." I told her to lock the doors when she was in the shared bathroom, but at least she had something on. She sighs heavily. "Hey, I wanted to apologize for last night. I'm not used to talking to guys about this stuff, especially after seeing them with a raging hard-on but," I swallow nervously at the thought of yesterday's awkwardness. "we're past that and I really need to talk to you about this."

I had been so worried about the conversation, I hadn't even noticed that the bathroom light was on. I'd have to have a word with her about that later, but for the moment, I couldn't think of anything to say. "Sure, um, let me take a shower first." I need to get my head on straight.

"Oh, yeah, right. Go ahead." She quickly grabs her brush and her hair-tie and walks out of the bathroom, leaving me alone.

As I undress and get in the shower, my mind races. I can't imagine what it is she needs to tell me, hard as I try. Maybe a new job, but I'd expect her to tell me right away and be more excited about it. Unless the job sucks. Maybe she doesn't want a job anymore... no, she wouldn't. She's not the type to take advantage of her best friend's crush. Besides, as much as she may have teased me, it wasn't a crush. It was just a physical attraction. Sure, I thought about her all the time, and fantasized about her constantly, but it was just a fantasy...

The hot water pours down over my body, and steam clouds around me as I take a deep breath. It's relaxing here, but I can't calm down completely. The more I think about the whole situation the more nervous I feel, and the more I can't stop thinking about her in her underwear just now. After watching my cock grow hard, I realize that there's only one way to make sure I don't escalate things too far. I'll just take care of myself. I lather up my hands and grip myself, stroking the length of it and imagining it was Liv's hands instead. I think of her, the way her breasts would press together when she crossed her arms, or the way her cheeks would sway as she walked. How it would look if she bent over, or better yet, if I bent her over, pulled her shorts down, and fucked her from behind. I could catch glimpses of her tits from behind as they jiggle beneath her. I can practically hear her moan and beg me to cum inside her, and I blow a huge load onto the shower floor. I take a deep sigh and clear my head, ready to help Liv with whatever was going on, as a friend should. I finish up, get dressed, and sit down in the living room.

"Liv, I'm done!"

"Okay, be right there!" She comes out of her room wearing a t-shirt and jeans. She'd changed her clothes since the shower, thankfully, but I can still see the shape of her nipples and a slight outline of her areolas through her lightly colored shirt. Why'd she have to take the bra *off*?

"I'm sorry about earlier. I should've knocked. I guess I was still half asleep."

Olivia looks confused for a second. "Oh, you mean in the bathroom? Don't worry about it. It's your bathroom, anyway."

"Only technically."

"Well anyway, it's fine. I would've locked the door if I didn't want you to see me like that. And, besides, I should apologize. I know this whole... situation has been really weird. I didn't want you to feel uncomfortable, but I'm not sure I really helped."

Enough beating around the bush. Time to ask what's wrong. "So, what was it you wanted to talk about?"

"Right, so, here's the thing. You know those shorts?"

I quote Olivia to crack a joke and hopefully clear the air. "They're tight, you can kinda see a panty outline when you're wearing them, and it looks like they're coming apart at the seams?"

She smiles and blushes. "Right, yeah. Well, see, I bought those at a size too big, thinking they'd be perfect for wearing once I'd hit the gym enough for my ass to fill them out."

"Wait, but they're a size too small, at least." I look at Olivia with amazement. "What kinda gym regimen are you on?"

"That's just it, I haven't even been going! Admittedly I've been eating a bit poorly with the move and the job and everything, but I haven't gained more than a couple pounds, and I don't feel like I've gotten fatter at all. But in the space of a month, I've filled that poor thing to the brim. And then there's my tits too, apparently. I always wear T-shirts and no bra around the house, so I hadn't really noticed at first, but I think they're still growing."

Shit, why did it have to be about this? The thought of this already beautiful woman now growing a body you *would* see in porn was almost too much to handle, and if it hadn't been for my foresight in the shower I'd have gotten hard as a rock already. Wait, did she sound worried about that? Or excited? Shit she stopped talking, gotta think of a response. Don't be creepy. "Well, uh, how do you feel about that?"

Olivia ponders for a moment. "Honestly? It *is* kind of nice. I always wanted to have some assets to speak of, but it just never happened. Of course, on the other hand, it's happening really fast, and I don't think it's quite stopped."

Wait, fuck, she's right. I've never heard of someone growing like that except during puberty. "Wait, you think you'll keep getting bigger?" I manage to make the question sound worried. "Do you think maybe you should see a doctor?"

"Josh, relax, I'm fine. I haven't grown completely overnight, and even if I do, it's not like I'm gonna die. Besides, I already saw a doctor and she said this sort of thing can happen, especially around my age. So yea, I might keep growing. I'm just not sure when it'll stop or what I'll do with myself in the meantime. Can't really afford a new wardrobe every couple months. Man, why do I have to be broke *now*?"

Hm, sounds like if I wanna get around without being on constant boner alert, I should offer to... "Well, let me help out on some new clothes if you want." I stop her before she gets a chance to deny me. "Seriously, it's no trouble. Just no designer clothes, haha. But, anyway, I guess try not to worry then. You know you can always talk to me." I've been handling this really well, but on the inside there's something stirring at these words. I can tell I'll be thinking about this again tonight.

She thinks for a second. "Alright, yea, thank you. Let's at least split it half and half, I'm already rent free, and did get my deposit back at least. You wanna go now?"

Oh no, what did I just get myself into? Should I refuse? "Well, I do have some work I took ho-"

"Oh come on, I've been here for a month and all we've done together is watch TV. You can't do it later?"

Crap. "Alright, yea, I can. Let's go."

Clothing Store

Olivia changed into a tight gray t-shirt that was once a perfect fit, but now looked like it had shrunk in the wash. It hugs her every curve and contour, and clings to her chest, stretching so tightly that I can see the outline of her white bra, which, like her shirt, seems to be a size too small. Her mounds of flesh overflow their confines and bounce with each step, and a ghost of her nipples are somehow visible through her shirt *and* bra. My pants twitch in response. She's pairing the shirt with jean shorts that, while not as revealing, look like she poured herself into them. I try to look interested in the stuff on the shelves to distract myself.

"Hey, Josh, check it out."

"Hm?" I turn around to find Olivia standing a few feet away, holding up a pair of shorts in a similar style to the ones she was already wearing, except a lighter blue and bigger.

"What do you think?"

"Looks... good."

"Good? That's it?"

"Well, I mean, they look like the ones you're wearing, and I think those look great. And you should definitely be looking at sizing up."

"Right, but, what do you think? About them? Specifically." She looks at me expectantly.

I think I'm doomed to keep getting into trouble over Daisy Dukes. "Uhh, I'm not sure. I'd have to see you in them."

"Alright, well, let's see."

Olivia leads me over to the changing room, takes the pants off the hanger, and pulls her shorts down, kicking them to me under the door.

"Can you grab those, Josh?"

"Uh, sure."

She pushes the door open before stepping out and doing a twirl. They're a bit baggy at the waist, but her butt is fully contained, and the taper of the legs fit her thighs nicely. I catch myself before following that train of thought, and nod.

"You look amazing."

"Aw, thanks. You're sweet."

I blush, and look away, "I'm serious, you look great. You should buy them."

"Thanks, I will." She steps back into the changing room, and closes the door behind her.

Actually, Josh, could you do me a favor?"

"Sure, anything."

"Could you get me a few more pairs of shorts, but a size or two smaller?"

"Uh, you sure?"

"I just need to test out sizes so I can check something."

"Alright." I walk around just outside, and pick a few more pairs off the rack, handing them over to her.

"Thank you! These are perfect!"

"Sure, but, what are you checking, exactly?"

"It's a surprise."

"Ok..." I wait outside the changing room as she puts the shorts on, and after a moment, she steps out in a pair of light pink shorts I'd grabbed. My eyes are immediately drawn to her crotch, where I can see the bottom outline of her lips. She does a twirl, and the sight makes my eyes bulge. The shorts now fit perfectly around her waist, but they hug the curves of her hips and the contours of her ass, showing off just a bit of the bottom of each cheek. Liv finishes her spin and her gaze falls on me. Just as I tear my eyes away from those two round cushions, they briefly lock onto the other two that wobble in place as she comes to a stop. I force myself away from those, and try to play it off like nothing happened. "I mean, they're definitely your-" My voice cracks on 'your.' "your color. But aren't you worried you won't fit into them later?"

Olivia chuckles. "Yea, I'm not getting them. I just had to check something, and they look pretty cute on me, right?"

"Y-yea, of course."

"It's crazy, these are the same size I was wearing when I moved in." She shuts the door and pulls her shorts off. A moment later, she exits the changing room, wearing her jeans again, with a bag full of just about everything on the clearance rack in her size. "Ready?"

I look over at my bag with a package of socks and one (1) button up shirt. "Yep."

Three Months In

A couple months in and Olivia got a job as a barista. The new shorts and the rest of her wardrobe we bought seemed to hold up in the meantime. Slowly but surely, though, she was growing into - and back out of - her new clothes. Not only had those once-oversized shorts from just a couple months ago once again become something she now had to manually shoehorn her backside into, but the uniform she'd been fitted for and received not even four weeks ago was already becoming suffocating for her.

It's a Saturday and I find myself home alone, so I decide to binge some of the shows Liv didn't want to watch. I'm thoroughly invested in one when Liv comes home. I can see in my peripheral vision that she's still in her uniform, but don't dare tear my gaze away from the TV.

"Hey, Josh. I'm home. Got hella tips today."

""That's nice. How was your day?"

"It was good. Busy, though. And these clothes are way too small. As much as they boost my income, I'm not sure they're gonna hold up for more than another week. When I was fitted for this I measured at a D cup, and now I'm at least double or triple D's."

Before I get a chance to stop myself, I glance over to see her boobs threatening to break out from her top, the buttons straining for dear life and looking like they were about to pop at any second. My eyes bulge out of my head. "Holy..." I tear my gaze away and pause the show, but don't know where to look. Her eyes are a safe bet, but her cleavage bulging out of her shirt beckons to me from just below my line of sight.

"Yeah, I know. It's crazy."

I'm unable to contain myself, and glance back down at her chest before returning my gaze to her face. Then down again... and back up... down... up...

"Yo Josh, you ok? Your eyes seem to be convulsing or something."

Shit. That was stupid of me. My eyes lock back onto hers. "Shit, sorry. Yeah, I'm fine. So... um, are you gonna be getting new uniforms?"

"I have to at this point, but I swear my tits are growing faster, and my ass is just ballooning out." I glance down as she makes a quarter turn and sticks her rear out a bit to punctuate her statement. The movement of her miniskirt is slight, but it's enough to make me swallow heavily. The way those globes stuck out so far behind her were lifting up the skirt a bit, but they just barely managed to stay contained. If she bent over even slightly, there's no doubt the thing would ride up and an onlooker would get a facefull of ass.

"Um, Liv, can we talk about this?"

"Talk about what? My body, or the fact that I need to spend money I don't have on uniforms that won't last a month?"

"Both, I guess. I'm worried about you."

"Worried? Don't, I'm fine. More than fine, actually. This is incredible."

"But it doesn't make sense. What if there's something wrong? I mean, I can't think of anything, but what if you're sick or something? This could be dangerous."

"Dangerous? Seriously? Look, it's a little strange, but I'm not dying. Besides, I can't exactly stop it, now can I? All I can do is try to make the best of it, and, hey, the tips are good."

"You're sure you're okay?"

"Never been better. Now, if you'll excuse me, I need a drink." She walks over to the fridge and grabs a bottle of water. I can't help but stare at her as she does. The way her breasts just beg for my gaze as they threaten to break buttons at any moment, and the way her nipples poke through her shirt. The way her ass jiggling under her skirt causes the fabric to sway, and the way her cheeks peek out from the bottom. The way the fabric of her shirt stretches over her chest, trying so hard to contain the bounty that fights for release.

"Liv, seriously, maybe you should see the doctor again or something."

"I'm fine, and so is my body. If you're so worried, you can feel free to check, but otherwise, I'd appreciate it if you would drop it."

I feel a sudden rush of heat as I hear her say this. My mind starts racing. Man, I really shouldn't, but... to hell with it, I'm gonna ask. "You'd let me check?"

Olivia pauses for a moment, her back to me, as she considers. "Sure, why not?" She turns around, sets the bottle of water down, and walks up to me. "Go ahead." She sits down next to me on the couch and juts out her chest towards me. As I hesitate, she glances down at herself and back to me expectantly.

My heart is pounding. Is this really happening? I slowly reach out, and, almost fearfully, lightly lay one hand on her chest, watching it rise and fall with her breath. I move the hand under her one boob and lift it lightly, then let it drop back down. The flesh protruding out from between her 2nd and 3rd button jiggles ever so slightly. As I move my hand back around to the top, I notice her chest begins heaving as she begins to breathe harder.

"You know, if you wanna make sure they seem alright, you should probably be more thorough. I don't think you can see anything with this shirt in the way."

I nod, and move my hands up to her buttons. As I begin unbuttoning them, her breathing becomes heavier, and as the last button gives way, a pair of tits burst out of the cloth prison, spilling over their bra and into my waiting hands. I gently caress them and give a gentle squeeze, and I notice that the bra, too, was strained to its limit. Olivia lets out a small, breathy moan as my hands run over her sensitive skin.

"You'll probably need a real good look. Here, hang on, this thing has been cutting me in half all day." She reaches behind herself and unclasps her bra, letting out a sigh of relief as her breasts visibly heave forward with the removed tension. Then, without a moment of hesitation, slips the straps down and removes it. Now free, they look large and heavy. They look at least a full cup size bigger than they were just a month ago, and the painfully tight D cup bra confirms that. Her nipples are dark pink, and perky. I can't help but stare.

"You should feel around. Make sure nothing feels strange or out of place."

I cup a breast in either hand, and carefully inspect every inch of the soft mounds before me with both my hands and eyes. There was certainly nothing wrong with them.

"Maybe you should get a better look. Like, underneath."

"Yeah, probably a good idea."

She lies back on the couch and I move to the floor in front of her. I take a second to admire her figure, gravity squishing her tits back on themselves into 2 wide circles. I take a handful in each of my hands and Liv moans softly again, squirming slightly as I lower my face closer to them, inspecting every inch closely. The skin is pale, with no bruising, and the areolas are a shade darker than the rest of her skin. The nipples are firm, and perky. "They look fine to me."

"So you admit it. There's nothing wrong with them."

"I can't find a single thing... they're perfect."

Olivia smiles, and bites her lip. Her cheeks flush. "Thank you." She says, and a slight quiver enters her voice. I look at her face. She looks down at me. "Do you have to stop now? They could grow a bit more. You should make sure nothing changes."

"Of course, anything for a friend."

She grins widely, and giggles. "Thanks, you're the best."

I return my attention to her chest, and continue groping and massaging. She lets out a moan, and squirms again, her legs rubbing together and her back arching. I begin to push my face into them and squish them around my head. Somewhere along the way, my tongue makes it out of my mouth, and when I come up for air her pebbled flesh glistens in the light.

"Ooh, that feels good. Don't stop."

I lower my face back down and kiss her right nipple. I suck the hardened nub into my mouth, and gently bite down on it.

She gasps and her whole body shakes. "Oh! Fuck, yes! Just like that."

I release it, and begin licking and sucking in circles around the areola, teasing the nipple and making it harden. As I suck and nibble, I knead and massage the pliable flesh with my hand, occasionally giving her a good squeeze.

"Josh, oh my god, don't stop. Please."

Her hands grasp the back of my head and pulls me deeper into her, and her chest pushes out towards me. I switch to her other breast and repeat the process. I lick in circles around the areola, teasing her nipple and making it stiffen further. Then, as I suck her nipple into my mouth, my free hand moves down and lifts her skirt, running along her thigh and up to her crotch. I find a damp spot in her panties, and the fabric is hot to the touch.

"Ooh, fuck! God, please, more!"

She's practically grinding her cunt against my hand now. I suck harder, and pinch her nipple. Then, she screams and writhes beneath me, her thighs crushing my arm. As she comes down from her climax, I slowly stop, and lean back, taking a second to admire her heaving breasts.

"Holy shit, man, what took you so long?!"

"What do you mean?"

"What do I mean? Josh, think about it. From the moment I moved in I've been coming onto you. It took you so long to get the hint I figured I'd make a game out of it! And to be fair, it was kinda fun. But why'd I have to wear the tightest thing I could possibly squeeze into and ask you to 'check' my tits before you got the hint?"

"Wait, you mean you planned all this?"

"Not really, but, after I saw you the first time, and your boner, it didn't take a rocket scientist to figure out what you wanted."

My mind races through the last few months. The tight, nearly transparent pajamas. She told me all about how excited she was about her changing body, after pretending to be 'unloading' something that 'worried' her. "I just thought all the tight clothes you had was cuz you couldn't afford new ones?"

"That's partly true, but I wasn't penniless. I could afford some crappy oversized shirts to wear around the house. But instead I always wore whatever old clothes showed them off best when I was around you. That wasn't an accident."

Understanding finally begins to dawn on me as I get a 1000-yard stare. "Dragging me with you to get new clothes..."

"Well I'd hope you enjoyed that a little bit." Liv playfully grimaces.

"NO. I did! I'm glad I went. It's just... wow I'm a dumbass. That whole time I was fighting SO hard not to look at you... in that way... cuz I kept thinking about us agreeing to just be friends back in high school."

"We were also 17, Josh. We didn't know what we were doing."

"I guess not."

"Good, so now that you get it, you wanna do this in the right order and ask me out or something?"

Date Day

We both have Sunday off, and spend it together. It starts with breakfast and a movie, which, while fun, seems to drag on. Olivia's hand keeps grazing my crotch.

"So, how long has it been for you?" Liv looks me up and down. I fight a boner like my life depends on it, and barely win the battle. "Since you watched a movie, that is?"

"It's been ages. A couple years at least." I take a glance at her chest and linger just a second before meeting her eyes again. She's actually wearing some of her new clothes this time, and it seems to actually fit her, but there's no hiding mountains like those under clothes that 'fit.'

"Man, you gotta get it out more often. I mean, get out more often." That was a good one; I can't help but laugh.

After the movie, we walk around town. Liv is a little shorter than me, and walks close enough to hold my hand, but doesn't. As we're walking, I get the impression she wants to say something.

"Everything okay, Liv?"

"What? Oh, yeah, just... thinking."

"About what?"

"Listen, just be honest. Me getting Double... Triple... whatever D's and a wide load... I get it's hot, but that's not the only reason we're doing this right?"

Oh man. Maybe it was too good to be true. "Liv, listen, if it makes you uncomfortable-"

"No, no, it's not that, it's just... this isn't a 'friends with benefits' kind of thing, right?"

"What? No. I've wanted to date you ever since I knew what dating was. We just agreed not to in high school, and you never said otherwise till now."

"Well, yeah, but, you know."

"What?"

"You're a guy, and I'm, like, crazy hot now."

"My point is that even before that, I was crazy about you."

She smiles at me, and blushes. "Of course, I just had to make sure." A few seconds pass. "We're still gonna mess around a bunch tonight though, right?"

"You have to ask?"

Getting Home

We spend most of the ride home in silence. I feel so nervous I'm almost sick to my stomach, but really, really excited. I notice Olivia takes glances towards me out of the corner of my eye, but I can't be sure what she's looking at.

I open the door and walk into my... our place. Olivia follows, and closes the door behind her. I turn around, and before I can even say a word, her lips crash into mine. Before I know it, her nimble hands take off my jacket and start working overtime, trailing them up and down my back. Finally, my brain catches up with reality, and I pull her closer to me while maintaining our kiss. My arms wrap around her tightly and my fingers follow the curve of her body. The tent in my pants that I'd been fighting off for hours makes itself known, and Liv finally breaks the kiss to take a breath.

"Wow, I never would've guessed you'd be such a good kisser. So are you finally gonna let me see what it is you've been hiding under those pillows all this time?"

Not like I could hide it at this point anyway. I take a step back and put my hands to my side, making no effort to cover my manhood for the first time in months.

"God damn. I mean I pretty much figured it was big, but still, wow."

My face turns red hot. "Should I, uh..." I gesture to the tight tent in my pants.

"If you don't, I will."

"That a promise?"

Her smile widens, and she reaches towards my belt. The sound of the latch being undone rings in the air, and she begins fumbling with the button. "More like a threat." The button comes free and the tension around my waist lessens. Finally, she pulls down the zipper and makes a concerted effort to get the waistline down around my swollen member. After a few seconds of struggle, the underwear comes down with everything else and my dick springs free, nearly hitting her in the face on the way up. Her eyes widen and train on the cockhead directly in front of her. "Jesus, what'd you feed that thing?"

I laugh lightly, but I'm unable to contain myself as the laughter subsides into a proud smile, even as I feel a bit embarrassed. "It's not small, but it's nothing crazy. You don't need to put on a show about it."

"It's the biggest one I've seen. Have you ever measured it?"

She gingerly lays a hand on my shaft and continues to stare at it. The slight caress sends a jolt through my body, and I have to fight through it to answer her question. I think back to years ago, just as I was finishing college. I decided to use my ruler one last time before throwing out everything in my old backpack. I came in at 7 inches, almost on the dot. "Sure, what guy hasn't? Last I checked it was about 7 and a half." It's felt bigger since I lost weight. I'm sure that's believable.

"Josh, that thing is not 7 and a half. I've seen 7 and a half."

She has? Who was it? Probably best not to ask. "Ok well, I did go on a diet after that, so it feels a little bigger than it used to..."

Liv takes out her phone and puts one end at the base of my shaft, holding it perpendicular to my length. "Dude, my phone is like, 7 and a half *before* I put the case on."

I look at the crown of my cock as it peers back at me from behind Liv's phone. "Wait, so that means..."

"My guy that's 8 and a half *at least*. Maybe 9."

"What the fuck?" My mind is blank for a moment as I process this. "...I need to buy a ruler."

She chuckles incredulously. "I'll say. God, I just wanna-" She cuts herself off as she grips the base and wraps her mouth around the tip, hesitates in reaction to my jump as I recoil slightly from the shock, then sinks a few inches further down. At the same time, her hand begins to wrap around the remaining length and lightly pulls. Her head begins to find a rhythm, moving back and forth in a pace opposite her hand. I find myself involuntarily moaning as she gains this rhythm. I lean my head back in euphoria before realizing I don't want to miss a single thing about this unbelievable scene in front of me, and I redirect my attention back downwards. Her eyes focus on the rod extending from her mouth, and maintains the merciless rhythm in a hypnotic display. Her head bobs back, mouth slurping as the thick tip causes her to lose her seal, and her hand pushes into me all the way to the base. Then her hand pulls me back towards her as she bobs back forward hungrily, as if she's trying to shove as many inches as she can into her mouth. She gags a bit, but is undeterred as she starts the cycle again.

"Fuck, you're good at that. Don't stop." She moans in confirmation, or maybe in pleasure, and her pace quickens recklessly. She sacrifices her rhythm for speed, and her hand stops moving as she uses it to hold the base of the shaft for stability. Her mouth, however, redoubles in its efforts, seeming to get further and further down with each fervent thrust. "Liv, watch out. I'm gonna..." Is all I manage to croak out before a shudder rolls through my body. She releases her seal, but opens her mouth wider and keeps it positioned directly in front of the tip as her hand begins working again to provide me with some final stimulation, sending me over the edge. Cum bursts into her waiting mouth once, twice, three times, before the fourth and fifth force her to close her eyes as they sail wide and cover her face. We both sit in silence for a few seconds as I come down, before we look each other in the eyes and Liv swallows heavily.

"You know, you taste really good."

My heart races. "You know, you got a little something right here." I gesture towards my entire face. She wipes her hand across her face and brings it back to her mouth, sucking a digit dry as she maintains eye contact. Only just having begun to soften, my dick regains its throbbing erection at the sight.

"Thanks. I'd hate for it to go to waste." Her voice is dripping with lust.

I smile and reach out a hand to help her up, only to push her down onto the couch behind her, where she lands on her ass with a surprised yelp. Before she can even react, I tower over her and lower my face towards hers for a quick kiss, before continuing downwards and shoving my face into her chest. I push deep into the cleavage that bulges out the top of her scoop neck. As I start to get carried away, the sound of threads straining and snapping can be heard, and Olivia stops me.

"Honey! I like where your mind's at but this thing's dealing with enough stretching already."

"Oh, no! If I'm not careful, your clothes might tear off completely! That'd be awful!" As I grin and tease, my hands are already grabbing at the bottom of her top and pulling it over her head. I struggle for a moment to pull it past her chest, but finally work it free and watch as they fall heavily back into her bra, nipples now resting atop the cups tantalizingly. She laughs as she looks down at herself. Just for show, she tries to adjust the cups to better cover herself, but her fingers struggle to find purchase around the massive globes and her bra is pulled in directions it was never intended to move. She pouts sarcastically.

"Damn, guess I've outgrown all the D's."

I reach behind her, hovering my face just millimeters above her exposed cleavage and find the clasp. After struggling for way too long, I manage to get it undone and the bra practically bursts outwards from the relief. I help her slide it off and check the tag. 36DDD. "Guess I better take you to get measured, then." I return my attention to her heaving chest just as she arches her back to cover the slight gap between it and my face, and grabs the back of my head to bury me further.

"Oh, you'd love that wouldn't you? Buying me bras that barely fit just so I can burst out of them again?"

I lose myself in bliss, bringing my hands up to either breast and squeezing them around my head. I hold like this as long as I can, sucking and licking until my lungs scream in pain and I have to come up for air. As soon as my face pops free, she lifts her hips off the couch, pushes down her pants, and kicks them aside, revealing a pair of white panties that are stretched tight across her ass. She pulls her legs up and rests her feet on the couch, pushing her butt into the air and pulling her panties tight across her crack, exposing a slight outline of her lips. I finally get around to getting my shirt off, and by the time I finish pulling it over my head she's managed to peel her underwear off. As I stand and look down at her, I admire the sight before me. She lies back on the couch, her large, heavy breasts spilling out to the sides, her legs spread and bent upwards. I realize the time has finally come for payback as I smile and dive towards her crotch. I begin teasing her by licking and biting at her inner thighs, and she turns her body towards me in apprehension. With her legs now around my ears, I eagerly part her lips with my tongue and glide along the edge. A mixture of drool and precum drips down, drenching my face and her thighs as I work faster and less predictably. Each flick or jolt I make in her is met with yelps and a hand on my head pushing me deeper. Her screams grow louder, and I respond by gripping her thighs and focusing my efforts on her clit. As I taste, suck, and tongue-fuck her with everything I've got, her whole body pulses and dissolves into pleasure as she lets out a final ragged gasp, followed by a whimper. I lift my head out from between her ample thighs and look up at her. "You know, you taste pretty good."

She giggles and gestures to her chin. "You know, you got something right around here."

"Really? Hadn't noticed." It feels like the bottom half of my face is drenched.

Liv laughs, and sits up. Her boobs wobble and settle, and she grabs the sides of my face. As she pulls me closer, she closes her eyes and plants a kiss on my mouth, her tongue dancing around my face. One hand leaves my chin and a second later I can feel it grazing my half-erect cock which instantly hardens in response, sending shivers up my spine.

"You're pretty damn good at that yourself, but you know? I think you've kept me waiting for the real thing long enough."

I couldn't agree more. I stand up and walk to my bedroom, and she follows. We lie down on top of the sheets, then roll over and embrace. Her breasts press into my chest, and my member pushes into her abdomen. We embrace and continue kissing, and I can feel her wetness dripping onto my thigh. Suddenly, and all in one motion, I grab her arms, roll on top to pin her down, and hold my face just above hers. Her tits flail for a moment, then come to a stop with a jiggle, pouring off either side of her chest. Her surprised 'Oof' turns into a coo as she melts under me and spreads her legs around mine.

"Go slow, I'm not sure how much of that thing I can take."

I can't be bothered to tear my gaze away from her chest, so it takes a couple of awkward jabs before her slit is spread. It's soaking wet, and incredibly warm, and once the crown disappears inside her it becomes difficult to push in further. As I push in a couple more inches, her expression turns to one of pain.

"Ooooh, man you're gonna split me in half. Does it have to be so thick?"

I stop. "Are you ok?"

"Did I say stop? I'll be fine, just keep it slow."

I smile and continue to slowly stuff her further. I get about an inch away from balls-deep before I feel myself reach a barrier inside her and she cries out.

"AH. Ok that's as far as you can go."

I freeze, and wait for a few moments. Finally, her face relaxes and she nods. Slowly, I draw my hips back, then gently thrust in. With a small adjustment of her position, her legs wrap around my waist and her calves squeeze into my butt, urging me onwards. My body responds and without thinking, and I begin to find a tempo. My balls swing under me as my pace becomes less merciful. Every thrust is punctuated by Liv moaning (in pain or pleasure, I couldn't be sure) and a wave of motion being sent through her soft breasts. As the bed begins to creak under our weight, I lean back, putting my full body weight into each thrust. She moans again, this time louder.

She reaches a hand up and beckons me to come down, and I do. As I bend towards her, she grabs the back of my neck and kisses me. As she breaks off the kiss, her head rolls back and her breath hitches. She grunts in pain and grips the sheets tightly. I keep up the rhythm, but the feeling of her pussy pulsing around me, almost as if she were trying to pull me deeper, makes it hard not to blow a load. The feeling of her nails digging into my back and shoulders and the look on her face, a combination of pain and ecstasy, is so beautiful that it's hard not to stare, and the sound of her gasps and moans fill the air. I begin to thrust faster, and she begins to scream.

"AH! Oh god, fuck, oh my god!"

She starts panting. "Fuck, oh god, oh fuck."

Her nails dig deeper, and her breathing is labored. "Don't stop, don't stop, oh fuck don't stop."

She grunts loudly, and her eyes shoot open. Her back arches and her head tilts backwards, and a wave rolls through her body as her eyes roll back once again. Her cunt contracts around me and milks my cock for cum. The pressure and the sight sends me over the edge. The heat rises up my shaft, and I erupt inside her, her pussy squirting around me as it does. I slow my pace as I keep cumming, a squelching sound and unmistakable warmth shooting down my shaft accompanying each convulsion. I slow down to a crawl, and a few drops of cum dribble out the side of her lips. We pause, and her chest heaves as she struggles for air.

"God, you're fucking amazing."

"Hey I'm not the one that just got rearranged from the inside. I don't think I've ever heard a girl make those sounds."

She laughs weakly, then her expression turns to one of worry. "Oh fuck, we forgot protection."

"Huh?" I take a moment to process. "Oh fuck. Did we... do you think we...?"

"I don't know, maybe. Fuck, that's not a conversation I wanna have right now."

"Same here. Look, we'll get a test at the doctor in a few days and just not worry about it till then." I continue to worry about it.

"Yea ok. Works for me."

I roll off her onto my side and we face each other. Liv smiles.

"So, you wanna try to break the bed?"

"That's what we're doing next? We already broke the couch."

"Ok, you're right. You pick what we do next."

"What if I say I want to just lay here, and kiss, and go to sleep?"

She sighs in content. "I'd say then kiss me already."

We lock lips once again, and taste each other as long as we can stay awake.
