

The mare at the front of the class was prattling on about factoring polynomials which the black furred panther found as fascinating as a brick of lead. Dustin jotted down notes and examples that appeared on the blackboard in front of him without paying any real attention to what he was writing, as if it was a learned habit from years of conditioning. Movement and chatter broke his daze as he reprocessed the mare's command to break into pairs and work together to solve some problems. The feline was a little clueless as to what problems they were supposed to be going over and turned to look for the grey wolf that he usually partnered up with. To Dustin's surprise, a big Rottweiler invaded his field of vision and asked him if he wanted to partner up.

Luke caught up with Dustin in the hall after math class, they shared a history class next so they always walked together.

"I think Charlie likes you," the wolf said walking besides the feline.

"Who?"

"Charlie, you know, that big rottie in our math class. You just sat with him for twenty minutes."

"Oh yeah, nice guy. You think so?" Dustin asked getting back to Luke's earlier statement.

"You can't see it because he sits behind you, but he is always glancing your way. And when we break up in groups, he always gets up to go to your desk."

"Really? I never noticed."

"That's because you're a dipshit," the grey wolf batted the feline with his tail as they turned down another hall. "You should go out with him."

"I don't know, he's not really my type."

"Oh? And what is your type?"

"Well... someone that has a good body, you know, strong with nice muscles. Someone who likes to have fun and is active I guess."

Dustin rolled his eyes when he looked over at the lupine who had a big grin on and flexed his bicep.

"Plus, he's a bit... husky," the panther continued.

"Aw, don't judge him on that. Big guys are loads of fun."

"Uh huh, and how would you know?"

"I hooked up with one of the defensive linemen at a party once," Luke said, that grin returning to his face. "That was a fun night."

"Really? Who?" the cat's curiosity piqued.

The pair walked into their history classroom, unaware of the dejected rottie turning into the class across the hall from theirs.

It was another nice day outside, there was a good breeze, though a gust every now and then brought with it a tinge of biting cold, a sign that winter was right around the corner. Still, the sun was shining bright enough that the black furred panther found it enjoyable enough to run around the school without his shirt. About a month ago, the feline would never have dared to present himself like this in public. A friend told him if he learned to put little importance on other furs' judgemental thoughts, it wouldn't matter to him what others think. Dustin was weary at first but after a week, no one really cared, well that's not true, he did get some looks from a couple of the girls at school. The black panther looked over to his right at the hunky, shirtless grey wolf. The lupine was so carefree and easygoing, it seemed like nothing ever bothered him he thought and wondered if even the bitter cold of winter would stop the wolf from enjoying a shirtless jog.

Luke noticed Dustin was looking his way so he decided to go ahead and ask. "Hey, you want to come over to my place after practice and hang out for a while? My parents will be gone for the night if you want to sleep over."

"What? Chad and Fernando not available?" the panther asked between breathes.

"No. And I'm not asking you over just to fuck."

Luke saw Dustin give him a raised eyebrow look. "I mean I won't stop you if you, ya' know..." the wolf trailed off. "Is it so suspicious if I want to hang out with my buddy?"

"Rriiiight..."

"I just want to hang out with you, ya' know, we haven't done that in a while."

"I see you, like literally, everyday to go running and we share a lot of classes."

"Well, yeah, but that's running and school. I mean just hanging out like watch a movie and play some videogames."

"Sure, why not. It's been a while since I whooped your ass," the feline teased grinning at the lupine.

"Is that a challenge?"

"Probably for you it is, I can't bring myself to lose so bad."

"Alright. First to finish the rest of the 2 laps get to choose the position," Luke offered.

"You're on!" is all Dustin said before taking off in a full sprint around the track.

Dustin was stirred awake when the bed below shifted and something hot and moist was swiped over his ear. The warmth from the hot body spooning up against his backside was quite pleasant and he wanted to just close his eye and drift back to sleep, but that damned wolf kept liking his ear. He signaled to the

grey wolf that he was up a groan of annoyance and a flick of his ear. The paw over his chest tightened and pulled him closer to the lupine.

"What time is it?" Dustin said groggily

"Eight forty three."

"Why the fuck are we awake? It's the weekend, we are allowed to sleep in," annoyance tinged the feline's sleepy voice.

"Wah? We did sleep in. I'm usually up by eight and at your place at eight thirty."

"That's because you're a freak."

"Says the freak who got off three times while riding my bone."

Dustin couldn't tell if the heat was from the side of Luke's muzzle resting on his or the blush when he remembered how he acted last night. He chose to bottom after having won their race bet and road the wolf so hard, the lupine wouldn't have lasted all night if it weren't for the short breaks they took for the feline to recharge. Dustin felt the heat of a stiffening sheath against his rear, letting him know the grey wolf didn't mind freaky.

The soreness that Dustin felt when he stretched his tail did little to stop his chronic morning wood from returning, despite that heavy use last night. He thought it wise not to get too cozy with the horny wolf and instead get something to eat.

"Hey, you want to go swimming instead of our usual run?" Luke asked pouring a bowl of cereal.

"Hhhmmm... Sure, why not. That sounds like fun," Dustin said between a mouth full of puffs. "But I don't have anything to wear."

"Don't worry, you can borrow one of mine."

Dustin followed the grey wolf through the huge complex passing all sorts of rooms from racquet courts, smaller weight rooms, basketball courts, yoga rooms, and the vast main room full of just about every torture device imaginable that furs put themselves through to get in shape. The panther turned over the plastic card that read "Jared O'Neal", Luke's father. The word "Elite" on the shiny card made him wonder what that cost to have on there. A place like this looked expensive to be a member of with all the facilities and services it offered. Luke assured him that he could keep the card and not to give much thought to it. The wolf's father bought a year membership for the whole family a couple of years back in an attempt to follow through with a New Year's resolution and hadn't used it since

The black panther wondered why they had just walked past the two pools.. The lupine seemed to sense his question coming and turned to hold up the shiny piece of plastic, noting "Elite" with a grin. They walked down a flight of stairs and turned down another hall before they came to a door with a swipe

reader on it. The grey wolf swiped the card and the reader beeped, flashing a green light. The sound of a lock unlocking clicked and admitted them into the room beyond.

Dustin was surprised to see an Olympic sized swimming pool in the center and completely deserted, unlike the crowded recreational and lap pool they passed on the way here.

"WOW! We have the whole place to ourselves?" Dustin asked.

"The perks of being Elite," the wolf said with a wink. "There aren't that many elite members and they only admit a few a year. It's a lifelong membership that costs out the wazzo, but my dad snagged them at a discount at the grand opening of this place."

The pair headed to the locker room to change. After taking the nickel tour, Dustin returned to the bench where they had set down their backpacks just in time to catch the wolf in the buff, and the hunky wolf was buff. The feline's eyes slow drifted down the lupine's chest, over those well defined abs, and right to that plum looking sheath and dangling set of balls. His vision was interrupted when Luke threw something at him with no more warning than a "Here!" while the item was in mid flight. The panther caught the item and inspected the odd piece of cloth in his paws.

"What the fuck is this?" Dustin said brandishing the object for the wolf to view.

"It's a Speedo," the grey wolf said with a mischievous smile. "Skinny dipping isn't allowed, even if we are elite."

"Yeah, but, but-"

"Well get your butt in yours and meet me outside," Luke said standing and showing off his own Speedo for the kitties enjoyment.

The little piece of blue fabric stretched over his package creating a nice size bulge in the front and hugged the curve of his sculpted gluts deliciously, showing off his assets, in the front and back, for his audience. He tossed their backpacks into a large locker and walked out of the locker room waving goodbye with his flicking tail.

It was about five minutes before Luke saw the black panther poke his head out of the locker room entrance and look around. Shyly, the feline emerged from the locker room with his paws trying to cover up his crotch. Luke couldn't help but giggle as Dustin walked to the starting block he was sitting at.

"Well don't you look good," Luke said taking in the sight for the cat. The red Speedo stood out against the panther's black fur drawing attention to a huge bulge straining against the fabric, evident even behind the feline's paws.

Luke got took a step towards Dustin to give the feline a hug, intentionally thrusting his paws under the cat's arms so that those pesky paws were not longer trying to cover up that growing bulge. He squeezed the shock kitten against him, reveling in the contact of their bodies.

"You need to loosen up dude," the wolf whispered into the flicking black ear.

The lupine started to thrust his hips into the panther's loins, rubbing their stiffening sheaths together. He felt the feline's body shiver against his at the sensation. Luke gave another chuckle and without warning, twisted them around until the panther was at the edge of the pool. With a little shove, the lupine watched as Dustin's eyes bugged out and his arms started to flail. The sound of a yell echoed in the empty room as the surprised feline fell backwards into the pool until the sound of splashing covered that up.

"What the fuck was that-" was all Dustin could say before he ducked out of the way of the cannonballing wolf.

The pair goofed around for about fifteen minutes before agreeing on doing several laps seeing as this was a substitute for their usual weekend morning runs.

Charlie had just finished up a quick arm routine in the gym and was aching to get into the water and just relax. He wasn't too fond of lifting weights, the soreness that followed always made his limbs feel like jelly and lead weights at the same time. Not like the wonderful weightless sensation he got when under water. He had increased the weight and he really felt it on that last set. Though, all of that pain and muscle ache was better than a set of jiggly moobs he told himself, a mantra on that kept him going, that and never wanting to relive the torment he received in his middle school gym class.

The rotti couldn't help it if he was heavy set, both his father and mother were on the heavier side of husky and since that day in middle school, he told himself he would never let himself get that big. Despite all the hard effort he has put in losing weight, genetics appeared to be against him and he was doomed to always having an thick frame and gut. The fact that he loved food and had a "healthy appetite", as his mother called it, didn't work in his favor of losing weight.

Charlie's floppy ears perked when he the sound of splashing coming from the pool after he slide his Elite card through the lock on the door. While the sound of splashing water in a pool should be natural, it was highly unusual for the canine to hear coming from the Elite member's pool. There weren't any special events and there weren't that many elite members, even fewer who used the pool. He made notes of the regular gym-goers' schedule and planned his pool time around that.

Quietly, the rotti slowly eased the door shut behind him before he made his way down the short hall, walking on his pawpads and keeping his claws from clacking on the hard floor. He identified two different voices over the sound of the water, but couldn't make out what they were saying. He crept to the edge of the entrance to the room and poked his head out.

Just beyond the bleachers in front of him, Charlie could see what looked like a grey wolf racing against a black furred feline. He watched as the wolf bragged about winning the race before getting out of the water with the panther following right behind him. It took a moment to realize who they were with their fur matted down like that, but Charlie recognized Dustin and Luke from school. His eyes were immediately drawn to the feline, that silky black fur still shining in the light, matted against his body,

highlighting the tight muscles underneath. He noticed Dustin didn't have as much muscle mass as Luke, but he still preferred the panther's sleek, tone build. That, and the rottie admittedly had a thing for black fur and felines.

Charlie's eyes were immediately drawn to the red Speedo that stood out against Dustin's jet black fur. His blush was as bright as tiny piece of red fabric when he caught sight of the feline's front. It may have been his imagination, but he thought he saw a nice bulge in the front of the red piece of clothing. He wanted so badly to go over there and talk to the panther, but he was so scared and worried what they would think of him. The memory of what the feline thought of him sent him crashing down back to reality, just like everyone else, they only saw a fat, ugly canine. He moved quietly to the opposite corner once the pair disappeared into the locker room and waited behind a the bleachers until Dustin and Luke left the room.

Dustin roused from sleep when a sensation from his dream transferred itself to the real world. His hips bucked into his bed again and he groaned in groggy pleasure. Like every morning, his cock was fully hard and all the way out of his sheath, this time rubbing against the mattress. He found the clock sitting on his dresser and saw that it was only about a quarter from nine. He cursed his body for waking him so early when he just wanted to sleep in. He was sure that stupid wolf had something to do with this, waking him up early on the weekends to go running when he should be sleeping in until noon like everyone else.

The panther tried to close his eyes and go back to sleep, but it was no use. His member was throbbing hard and leaking, demanding someone pay attention to it. Warily, he got out of bed, stretching his body in a way only a feline could, before finding a pair of boxers so he could walk to the bathroom and take a piss. Even after emptying his bladder, his morning wood persisted, craving a different kind of relief.

A spot of red caught his attention and an idea crossed his mind. He shimmied out of his boxers and pulled on the tight red Speedo, his hard erection sticking out the front. A purr escaped when he wiggled his ass and ran a paw over his barbs and down his shaft. His other paw moved to his rear, give his right cheek a good slap followed by some groping. Dustin closed his eyes and remembered how it felt when Luke slapped his ass in the locker room and told him to keep the Speedo because he looked sexy in it. The paw that was tending to his throbbing hardon moved down this his balls encased in the red fabric. He gave his sac a good squeeze and purred happily at the sensation.

Dustin never lasted long in the morning and it was only moments before he was cleaning up his mess, as usual. He decided to keep the Speedo on, liking how it hugged his ass and chubby sheath. He went over to his dresser to pick out something to wear and noticed the Elite gym membership card belonging to Jared O'Neal. He turned the card over in his paw before picking up his cell phone.

"Hey Luke."

"Hey dude, what's up?" said an energetic voice.

"I was just wondering if you wanted to go swimming again instead of a morning run. Yesterday was pretty fun."

"Can't right now kitty, busy with parents . How about an evening run?"

"Hmm... yeah. Sure. I'll cya later then."

"Ok, bye dude."

With that plan shot down, and even his usual weekend morning run cancelled, Dustin didn't know what to do with himself at this early in the morning. He could just go to the pool by himself he thought, looking over the plastic card in his paw. He mulled around the idea of going solo as he put on some shorts and a shirt before he went downstairs to get something to eat.

Dustin decided on going for a swim alone when his dad still caught him alone in the kitchen and asked for help with the yard. He said that he was still going to meet Luke for a morning workout at a gym, it was just the wolf was running a little late. The young panther packed up his bag quickly and started walking to the gym before his parents could ask him to do anything.

The gym seemed a lot bigger without someone to guide him and Dustin ended up getting lost and had to ask someone where to go. The panther managed to find a familiar looking door that required him to swipe a card through. This time, there was someone else in the pool he heard when he opened the door. He was a little relieved now that he knew he wouldn't be the only one in the pool. He watched as the fur completed a lap and turned to start another one. Whoever they were, they were really good at swimming the feline observed, much better at it than Luke or him. He didn't see bikini top so he assumed in was a guy, and a big guy from what he could make out. Probably one of the weightlifters he thought as he made his way into the locker room to change.

He was feeling a little self-conscious when he walked out of the locker room in his little red Speedo with a stranger in the pool with him, but Dustin sucked it up and told himself that he was not bad looking, plus, Luke thought he looked hot in it. The feline was surprised to see the guy still going at it, swimming back to one side effortlessly. He figured the fella must be an aquatic.

Dustin stood at the edge of the pool and dipped the tip of his tail in to test out the waters. His lanky appendage didn't immediately retract so the water wasn't that cold. He positioned himself on the starting block as if he was in a competition. When the other guy surfaced for a breath, he took that as his starting cue and dove in.

It was a similar feeling to running, just a bit more... liberating, Dustin thought as he felt the water wash over him, the currents flowing through his fur like the wind on a nice day. That moment when time seems to stand still came from those brief moments underwater when he was suspending the all encompassing fluid between strokes. This, though, gave him the sensation that he was floating in the air, or more literally the water, than the feeling of flight he got when he ran.

He slowed down as he reached the other side of the pool and caught a glimpse of the other dude as they passed each other. Dustin was surprised to see it was a dark furred, husky canine, instead of some big otter as he thought. The guys was young too, and not some old grownup. For a second, he thought the other dude had decided to go commando in the pool, until he caught sight of something bright yellow covering part of the guy's rear.

Dustin was on the return of his second lap when he felt the telltale signs of a cramp about to hit his right thigh, and bad. He yelled out an explicative before he went underwater and panic gripped him. He managed to thrash his way back to the surface, pain spasms running through his right leg with each kick as he fought his way to the edge of the pool. The surface of the water closed above him again as paw shot to the back of his right thigh in instinct to try and sooth the pain in his immobile right leg.

During all the thrashing and his heart hammering him his ears, he didn't notice the other swimmer dive back in until he felt someone grab his side and drag him back to the surface. Dustin gratefully gasped for air holding onto the strength of the guy pulling him to shore.

"I gotcha! Just relax," a deep baritone said.

The feline calmed his thrashing, but his heart was still racing. He relaxed as much as he could as the canine trudged them back to the edge of the pool.

Relief washed over him when he was able to feel hard ground under his paws as he grabbed onto the edge of the pool like it was a light line. The large canine got out of the pool once he was able to hold his own and Dustin thought the guy was going to walk away and spare him any further embarrassment until a huge dark mass hovered over him. He felt a firm grip under his arms and, with what seemed like little effort and a small grunt, he was hoisted out of the pool and onto dry land.

Dustin found himself muzzle to muzzle with a Rottweiler, a familiar one, but Dustin couldn't quite recall where from. The canine had on a pair of goggles obscuring his eyes and the only scent the feline could make out beyond the chlorine and wet cat smell was wet dog. Gently, he was lowered until he felt solid ground beneath his footpaws.

"AH! God, my leg hurts," Dustin announced when he tried to bear his own weight.

"You should probably lie down," the canine rumbled.

With the help of the rottie, Dustin lowered himself onto the floor until he was lying flat. He tried to bend his right leg but found the muscles still refused to loosen up.

"Is it your right thigh?," the rottie asked. "I can help if you roll over."

Dustin complied and rolled over on this his stomach.

"OH FUCK! Right there. Yes! Oh God..." Dustin moaned out as big paws massaged the ache out of his thigh muscles. After about another two minute, he felt like part of the puddle on the floor around him. "Thanks dude, I really owe you one."

Finally able to move his right leg, Dustin attempted to stand up and found that he could keep his balance, though the friendly rottie kept a paw on him just in case. "Thanks again, I think I can stand on my own now," he chuckled, embarrassed at the whole situation now that it was over.

"Hey, you're Charlie, right? Ms. Franklin's math class?," Dustin said now that he recognized the big rottie.

"Y... Yeah," the canine muttered shyly and glanced at a clock. "I... I better get going."

Dustin watched as the rottie turned around and made his way to the locker room. A moment passed before he realized he was staring at the guys ass, somehow entranced by the way it moved.

"I'll join you, I think I've had enough swimming for today."

Dustin saw the canine's ears flick as he followed his classmate to the locker room. He couldn't help, but continue to stare at the guy's broad backside. He never would have guessed the shy, nerdy looking kid from math class looked so strong, he always saw the canine wearing a loose hoodie and baggy pants so he just assumed the large canine was on the husky side. While the rottie wasn't pure muscle, he was not all tubby like he initially thought. Charlie had a thick, sturdy frame and an impressive back from what he saw. Not to mention a nice set of guns Dustin surmised as he thought back to how the canine lifted him out of the water with relative ease.

Perhaps the most enticing attribute of all was the rottie's rump. It wasn't sculpted like Luke's, but it had a nice shape, good bounce, and swallowed that small Speedo that made it look like Charlie was wearing a thong. The bright yellow swim wear stood out against the canine's dark fur, but highlighted the tanish, brown patches that covered the dog's paws and inner thighs. A stubby, black furred tail poked out just above the yellow fabric and Dustin wanted to reach out and give it a little tug.

The feline almost collided with the rottie when Charlie stopped at a locker. Smoothly, Dustin evaded the collision and walked to the other side of the locker bank where he stuff his belongings. He pulled out some shampoo and soap and grabbed his towel before stripping off his red Speedo and headed to the showers. He was a little surprised when he saw the canine was back to wearing a hoodie and sweatpants and making for the exit.

"Not going to shower," Dustin called out.

"Oh, uh, no. I need to get going."

"Ok, and, um... Thanks again, for saving me back there."

"No problem, I'll... I'll see you around," the canine said before he disappeared around the corner.

Luke was rolling on the grass laughing his tail off when Dustin recounted what happened yesterday.

"I'm glad me almost drowning is so funny to you," the feline said a little irked at the lupine's behavior.

"Oh, stop being over dramatic. I'm glad you're okay, but I'm sure you would have been just fine." Luke got up and cleaned the grass out of his fur. "Still, in retrospect, it's pretty funny the big guy had to save you."

"Yeah, yeah, laugh it up. You ready to go yet?"

"I don't know, maybe you should stretch some more. Don't want you cramping up in the middle of the run," Luke snickered.

Dustin rolled his eyes and began jogging, not waiting for the wolf to contain his giggles.

"Okay, okay, I'll stop," Luke said catching up easily. "Though, a yellow Speedo huh?"

"Ugh! Don't remind me."

"That bad?"

"That's the worst part. He wasn't bad in them, not at all. I was sort of glad he didn't shower with me, I was already poking out by the time I walked under the water."

"And here you said you were into chubby guys," Luke shoot him a big grin.

"I'm not."

"Right... and how often do you walk into the shower with a stiff sheath?"

"Just when I have to shower with you, but Charlie wasn't chubby. He was big, but not like completely fat ya know," Dustin said between pants as their paced picked up. "I mean he fucking picked me up right out of the pool, soaking wet fur and all."

"No shit?"

Luke was a little surprised to hear that. He glanced over at the black panther, Dustin didn't have a lot of mass, but he wasn't a little kitten either. The feline's fur was also getting thicker as the weather cooled, which meant it would have taken considerable strength to pull out a drenched pussy like him from the water.

"None at all. He actually had a really thick chest and a good set of arms, though his gut was just as big." Dustin want was going to comment on how shapely the rotti's ass was, but could already feel himself stirring. He didn't need that happening with the hunky wolf jogging next to him.

"Whoa, I never would have guessed."

"Yeah, me neither."

Dustin darted into his math just as the late bell rang. Ms. Franklin gave a pointed look at the black feline as he took his seat before she started taking roll call. Dustin caught the grey wolf snickering at him and rolled his eyes in response. He found another pair of eyes watching him to which he gave a friendly ear flick and smile to, their owner turned away sheepishly. "*Cute*," Dustin thought.

Class as boring as usual, more so since they didn't get to break into groups and just had to sit there listening to the mare drone on about the wonders of the quadratic formula. The next test was going to be a hard one the teacher warned and there seemed no better way to prepare for it than with twenty five problems due for homework next class. The sound of the bell was music to everyone's ears and furs started getting up even though Ms. Franklin was still in the middle of explaining a problem.

"Hey, ya staying behind or something?" Luke ask when he say Dustin wasn't getting up.

"Sort of, I wanted to talk to Charlie for a bit," Dustin said slowly packing his backpack.

"Oh, alright. Hehe, I'll catch you later."

"Yeah. Hey! Get a seat away from Sussie. She's been grabbing my tail a lot lately."

"I'll see what I can do," Luke snickered as he walked out the door.

Nearly everyone was out of the class except a few stragglers, including Charlie who was still writing on his paper. Dustin decided to get up and just wait outside the door so it would be so awkward if he was just sitting there staring at the rottiie. He noticed the canine was wearing a hoodie that was a little big for him except around the shoulders and arms where the fabric stretched a little.

It was another minute before Charlie emerged from the mathematical torture chamber.

"Hey, Charlie! Wats up?" Dustin said putting on a charming smile

"Oh, uh, hi Dustin."

Charlie was a little shocked that someone was waiting outside to talk to him, even more so that it was that cute black feline.

"I just wanted to say thanks again, for helping me out over the weekend."

"You're welcome, it was nothing, really."

"Yeah, well, still. You saved my life, so thanks! I owe you big." Dustin put on a Cheshire grin for the shy mutt.

They started walking down the hall towards where their class was, meandering around the other students clogging the passageway.

"So do you swim often?" Dustin asked, breaking the silence between them. "You looked like a pro back there."

"Oh, well... I like to try and swim each day if I can."

"Nice! So do you have one of those elite gym memberships."

"Uh, yeah. I... My parents got it for my birthday." Charlie was thankful his dark fur would hide the fact that he was blushing. He left out the fact that he asked for the membership after his parents had told him he needed to lose weight. He kept trying, but no matter what he did, he always saw this fat, ugly, black mutt in the mirror.

"That's awesome, Luke's letting me borrow his fathers. It's really nice."

Charlie just gave the feline an ear flick in response. Thinking about how big he was always depressed him. Having the sexy feline talking to him and walking close just made him uncomfortable for him.

"We should go swimming together, maybe you can help me out on my technique," the panther propositioned.

"Oh, I... I'm not that good at all and I've never taught anyone before."

"Hehe, trust me, you looked really good in the water, like a professional. Besides, I'm pretty good at learning just from watching." Dustin added a wink at the end.

Charlie thought about it for a moment as they arrived at their class rooms. He looked up at the feline for the first time since they started walking. The panther was waiting patiently for his response. It took every ounce of courage he had just to ask the black furred cat to work together on a math assignment. After that class, Charlie just wanted to drown himself in the pool from embarrassment. Now, Dustin was practically asking him out. Though, going to the gym and swimming was a very personal time for him and he'd never gone with anyone before. He even went out of his way to avoid being in the same room with anyone while he was at the complex. That was the whole reason he asked for the elite memberships, he wanted the privacy and didn't want anyone seeing his fat ass trying to work out .

"... I, uh... Sure."

"Great!" Dustin beamed, "How about Friday, after school? I'll give you my number, give me your phone."

Charlie stared at the outstretched black paw as if it was a mirage and he didn't believe it existed. He was running on auto pilot while he slowly reached into his pocket and deposited the phone into the waiting paw. The entire paw was black too, the pads and the fur, he noticed as it manipulated his phone.

Dustin tapped his number into Charlie's phone and gave it a dial. When he felt his own phone in his pocket vibrate he ended the call and handed the device back into the waiting paw of his owner.

The bell rang signaling they were now later for class, the hallway had cleared save for several furs still walking or at lockers. Dustin said, "Cya later" to the dazed canine and a quick wave before he darted into the classroom behind him.

The piercing alarm failed to wake Charlie up from his dream and the rotti slowly turned around and walked towards his class, staring down at his phone in his paw in disbelief. He wondered if he had just been asked out by the hunky panther, if he really just got the number of said sexy feline, if this was real life. He walked into his class like a zombie, though his tail certainly has more life to it as it wagged happily behind him.

Friday finally came around and Dustin was so looking forward to going to the gym after school. When he told Luke about it, the wolf kind of teased him, which wasn't unusual, but the whole week the lupine seemed less talkative than normal. He wondered if Luke had gotten into a fight with one of his sleep buddies, he made a note to talk about that with the grey wolf tomorrow on their run since the guy was busy with "family stuff" today.

Dustin took out his phone to check the time, ten 'til four. Charlie had told him that he usually gets there by four to avoid the crowds, though there weren't that many elite members that visited often so not like it mattered. Dustin spotted the big guy in the parking lot walking towards the entrance. He gave a wave and greeted the canine once he was at the door.

"Hey Charlie, glad you came. All set?"

"Y-yeah. Ready when you are."

They entered the complex together and signed in before making their way across the floor and through several doors where they swiped their cards at. Dustin thought the elite membership was a little silly, but found that he kind of liked the, elitist feeling of having to swipe the card and being granted access to more private and exclusive areas of the complex reserved for those of their status. Dustin almost ran into the rotti when the canine stopped at a random door along the hallway to the pool. He watched Charlie swipe his card and walk in.

"Hey, what's this?" Dustin asked following after the large mutt.

"Oh, I uh, I like to get in a quick workout before swimming. If that's alright," Charlie added remembering that he forgot to tell the feline about his post swim workout.

"I don't mind if you don't mind if I join you."

Dustin walked around the room looking at all the fancy equipment. There were several large machines covered in glossy white cases in the moderately sized room. They looked more like powerful computers rather than something you would work out on. He wandered over to some familiar machines that he could identify, a work out bike and a treadmill that looked like they were out of some science fiction movie.

Dustin cautiously climbed onto the treadmill and looked around for a way to activate the futuristic device. There was only a large screen and that was it. He looked up and spotted Charlie at one of the machines in the mirror and watched the canine insert his card into the machine. He looked around the device and found a slot below the screen where he could insert a card.

The screen in the middle lit up and the machine started to come to life when Dustin feed it the card. "Hello Jared" flashed across the screen, greeting Luke's father who the treadmill thought was standing on it. After tapping a series of buttons the treadmill started rolling and started him at a moderate jogging pace, one that was slower than he was used to. Every so often the screen instructed him to grab the handle bars and the treadmill adjusted its speed, often increasing it as the machine tried to get him to this target heart rate.

Dustin was a little surprised when the treadmill started slowing down and brining him into a cool down pace. Not wanting to break the machine, he let the program run its course and hopped of when the treadmill stopped. After wiping the machine down, he noticed Charlie was still working out, doing a bench press at one of the machines, so he walked over to see how the rottie was doing.

The canine was huffing, grunting, panting, and sweating as Charlie tried to push the bar up and lock his elbows. The musk coming from the rottie was strong, but not pungent and he hopped he didn't smell too bad. That machine managed to work him up a good sweat. He gave an experimental sniff and almost jumped when a robotic voice said, "five" coming from the machine. The feline assumed that must have been his fifth rep and if the number on the screen were any indication, the mutt still had two more to go, but he was struggling.

"Come on buddy! You got this!" Dustin cheered on. "Just two more. You can do it!"

Charlie was startled when a voice boomed from this side, but he didn't have the energy to flinch. Instead his ears just perked once he remembered Dustin was hear with him. He wasn't used to anyone being here with him and if he were alone like usual, he probably would have given up. Having Dustin here cheering him on motivated the canine to readjust his grip on the bar and take a deep breath. His arms felt like rubber and his chest felt like it was on fire as the bar slowly rose above his head.

Dustin watched in amazement as the nerdy canine's arms then chest expanded as the bar went up and he wondered just how much weight the mutt was lifting. A grunt from the canine got his attention followed by the machine announcing the name seven. The scowl on the rottie's face told him that Charlie was at his limit, but the canine just had one more to go and he wasn't about to let the mutt give up.

"Come on Charlie! Just one more! You can do it buddy!" Dustin encouraged.

Again, Dustin watched as the canine prepared for one last rep, the scowl deepening as the rottie started to raise the bar.

"Come dude, last one! It's all you dog!"

Dustin heard a rumble start to build in the dog's chest that turned into a growl the higher the bar rose.

"Just a little more! Give it all you got dude!"

Charlie gave a strangled bark, growl as he hoisted the bar up with the last of his strength and heard the machine declare the number eight in the same neutral ton as it stated the previous seven. He lowered the bar as slowly and steadily as he could until he heard the clicking sound that indicated the bar was locked. His arms flopped to the side and his chest started heaving as he sucked in air into his burning lungs.

"Great job dog!" Dustin gave the exhausted canine a big smile. "Do you do this all the time you come for a swim?"

It was a little hard for Charlie to process what Dustin asked, but he was eventually able to respond between pants and gulps for air. "Yeah, but not always this. I switch to some of the other machines too."

"Nice. How much weight did you start off at?"

"100 pounds I think. The routine is programmed on my card and it gradually adds weight as I work out more."

"That's pretty cool, these sure are some fancy weight machines."

Dustin stuck out a paw to help the tired mutt up.

Charlie seem hesitant at first, but eventually exhaustion dulled his nerves and he gratefully grabbed the offered paw.

Dustin almost toppled over when the rottie leveraged himself off the bench. The panther didn't expect the mutt to pull with such strength. In such close proximity, Dustin got a good whiff of the rottie. The potent mix of musk, sweat, and heat had an instant reaction on his not throbbing erection.

"Hey, uh, why don't you go get a drink dude and I'll wipe off the machine," Dustin said stepping around the dog.

The canine just nodded and trudged over to the water fountain while Dustin retrieved the cleaning supplies. He wiped down the bench and the bar before wiping the screen. He was about to pull out the card when something flashed on the screen and he stared at the number dumbfounded. He wasn't sure if he was reading it correctly but it was hard to misinterpret "175 lb. 8/8 reps - Completed". He stared across the room at the rottie who was sloppily gulping down water.

The pair left the high-tech workout room and followed a familiar path to the pool that only elite members had access to. Dustin stopped at the first locker bank and picked one of the empty lockers.

Charlie walked past the feline who gave him a curious look. "My usual locker is on the other side," he explained. Though, he left out the part that he goes to the other side so that no one would see his fat ass get naked, especially hunky, black furred felines.

Dustin finished undressing and hopped into the red Speedo that Luke gave him. He was really starting to like how he looked in the suggestive article of clothing, even going so far as to model in front of his

mirror in his bathroom, just to see what others saw. Once he was finished shoving everything into his locker, he went around to the other side of the locker bank to see if Charlie was ready and froze in his tracks once he turned the corner. He got a wonderful view of the Rottweiler's broad backside. The canine's paws were covered in tan fur that ran up his thick legs to his inner thighs and highlighted the curves of a delicious ass until it disappeared under the yellow Speedo. A stumpy black tail poked out above the Speedo and gave way to a stretch of black glossy fur that covered a thick waist and broad shoulders packed with muscle.

The feline practically purred when the canine turned towards the locker and reached inside to put his bag away. Dustin was treated to a side view of the buff rottie. He saw the light dance across the shiny black fur of the canine's thick arms as they flexed and bulged from the simple act of lifting something. The rottie's barrel chest expanded out, not like a fat guy's chest that sort of sagged like limp breasts, oh no. Charlie had a nice thick chest almost like... like Luke's, though the canine's had a bit more padding. A gut poked out, but it didn't jiggle around with fat, it was sturdy and in proportion with the rottie's build. The relatively tiny piece of yellow fabric stretched over a considerable bulge just below the rottie's gut.

A sound to his side startled Charlie and he almost jumped out of his fur when he saw Dustin standing there looking at him. The feline clad in a red Speedo that looked damn sexy on the panther's athletic build. Seeing the hunky feline standing there, confidently, reminded him that the only thing he was wearing was this embarrassingly small Speedo and he tried to cover up his modesty, failing miserably. Charlie tried to step away but lost his balance when he slipped on his towel and tumbled to the floor on his back.

Dustin giggled at the clumsy mutt and slowly walked over to the prone rottie, taking in the sight of the canine's thick, muscled body.

Charlie watched in disbelief as the hunky panther straddled him. His eyes bugged out when he felt the feline's soft fur brush against his. The places where their bodies contacted flared with heat. Dustin had an expression on that Charlie couldn't figure out. It didn't look like the black cat was mad or angry at him, nor did it look like Dustin wanted to tease him for being a fatty. No, it was more of a wanting look.

"D-D-Dustin, w-what are you doing?" Charlie asked nervously.

"Hehe, I don't know," the feline purred coyly. "Maybe I have a thing for big guys after all."

Dustin leaned closer and inhaled deeply, taking in the rottie's scent. The mutt was scared and nervous, he could smell that and it seemed to trigger a predatory response in the feline. Underneath the fear, was a rich musk of strength, youth, and the result of a little hard work; all mixed together and making the feline salivate, in his pants as well as.

"What if... what if, ufff, someone comes in?"

"Well, do you want me to stop?"

Charlie thought about it for a second, a guy who he had been crushing on hard was not on top of him.
"N... no, but-"

"Good, because I don't think I can hold myself back."

Dustin reached down and groped the rottie's powerful chest, grabbing pawfuls of those thick pecs. He got quite a bit of a bit of cushion, but underneath he could feel the hard muscles bulge and flex under the stimulation. The black panther watched and felt the rottie's chest expanded and gut balloon as the canine sucked in a breath when the feline squeezed those meaty pecs.

Charlie groaned and husked at the rough manhandling, but didn't complain. He never liked his big, jiggly chest. So many kids had made fun of his moobs that they were the thing he hated most about himself. But, no matter how hard he worked out, they just never seemed to go away; and now, here was this sexy panther, filled with lust, groping and touching his boobs in ways like never before and it felt pretty good.

Dustin stopped his movements, but remained rested on top of the beefy canine. He saw Charlie had his head turned to the side with his ears down and his eyes shut so tight, it looked like he was trying not to cry.

"What's wrong Charlie? Do you want to stop?" Dustin asked.

"No, I don't. It's just... I'm sorry." Charlie couldn't look the confident feline in the eyes.

"What? There's no reason to be sorry."

"It's just, I've always hated my... moobs," the canine admitted, his face burning with shame.

"Moobs?" the panther chuckled. "These aren't moobs, oh no. There may be a little layer of fat," he put emphasis on that last word and pushed a finger into the canine's chest, "but these are thick slabs of grade A prime beef underneath." His finger sank into the soft top layer of the rottie's pec before it met hard muscle when the doggy flexed reflexively.

Charlie had been so ashamed of his weight and body image, he couldn't see all how all the hard work he did had paid off.

"And that's not the only thick thing I like about you?"

"It's... it's not?" Charlie asked suspiciously.

"Oh no," the feline purred as he ran his paws over Charlie's thick gut. The canine's short fur made it easy for his paws to glide all over the canine's ample body, it was smooth as silk and like a soft bristled brush against the grain. "In fact, your whole body is like your chest. There may be more cushion in some place than others," he drove this home by pressing into the middle of the rottie's belly, "but underneath it all is a strong, sturdy core." As expected, when the canine tightened his muscles reflexively, the feline's paw ran into a hard wall of muscles. "So strong," he husked out.

"You, really think I am strong?" Charlie asked, weary that the feline may just be saying sweet things to him.

"Oh yas!"

Dustin really did think the rottie was strong and he couldn't get enough of that beefy body. He started purring like a motor boat as his paws roamed, groped, and squeezed every inch of the canine they could reach. He watched as the canine's body reached to his touch and it was intoxicating. The dog seemed to finally be enjoying himself too, Dustin judge by the fact that the mutt's eyes weren't scrunched closed and a slobbery tongue was lolled out of his open muzzle. Of course, the growing budge he felt bumping against his stiff sheath was the best indicator of all.

The thought that this sexy panther was actually attracted to his body and purring with delight was turning Charlie on so hard. The canine always liked it when cats purred, something about the sound was just so sexy to him, it was almost a fetish. To think that he could elicit that reaction out of the feline sent his trapped, stub of a tail wagging. Hearing the black panther purring like that was music to his ears, but he had no idea the vibrations from the cat's body would have a 'growing' affect on him. The canine moaned as he felt his body abuzz with pleasure wherever the feline's own body pressed into his.

Dustin was painfully hard by now with his erect cock trapped in his little red Speedo. He wanted to free his throbbing member, but didn't want to take his paws off of the hunky doggy. A feline paw wiggled it's way between their pressed bodies, taking its time to feel up the canine's impressive musclegut along the way until it made it to its destination. Dustin sighed in relief when he freed his hard, barbed cock from its tight quarters. His paw glided easily over the pre-slickened shaft, purring even louder as he stroked himself off while lying on top of the big canine. He guessed the big puppy was suffering from a similar alignment from the way the canine was whimpering whenever something bumped or rubbed against that thick puppy package.

Charlie whined when he felt something tug at the all too tight Speedo that was straining to contain his growing knot. The kitty on top chuckled as he squirmed and whimpered like a little puppy. It was getting unbearably though, and he needed to free his knot from his sheath before it got too big.

"Please," Charlie pleaded.

"Aw, does the big puppy want his bone out?" Dustin teased giving said the doggies bone a good squeeze.

The mutt whimpered again between husks.

"Well..." The feline adopted a thoughtful look while rhythmically squeezing the yellow package in time with its throbs. "Only because you asked nicely."

Charlie's eye almost rolled into the back of his head when his cock was finally freed of its restricting confines.

Dustin lifted off of the canine because he wanted to get a good look at what the large fella was packing. "FUCK!" was all he could say when he watched the canine's cock slip free of its furry sheath and expand to its full length. Just like the rest of the rottie, it was thick and juicy. The masculine mutt musk filled the area, mixing with his, and making him a little light headed as he breathed in the heady aroma.

"Damn man, you really are thick everywhere," the feline complimented as he reached a paw to grab the rottie's glistening member.

Dustin could barely get his paw around it, and it was so slippery. The mutt's erection was drooling pre with each throb like a leaky faucet. He let his paw explore the sensitive surface of the rottie's cock, feeling the heat radiate off of it against his pawpads and the dog's pulse as blood pumped through the veins of that meaty shaft. When he got down to the knot there was no way he could wrap a paw around it, so he grabbed as much as he could and gave it a hard squeeze like he knew Luke liked. All knots must be the same he thought as he watched Charlie arch his back and whimper in pleasure. The rottie's balls were easier to manage with one paw, but they were still a pawfull to hold when he gave the tan-furred sac a strong tug.

Charlie was withering on the floor: arching his back, tossing his head back and forth, drooling around the paw in his mouth that tried to stifle the whimpers and moans he was making like a little bitch, but he was loving every second of it. He'd never been touched like this before, it felt so good he never wanted it to stop. His eyes popped open and he grunted when he felt the tight elastic of his Speedo constrict over his balls.

The mutt's lower jaw quivered when he watched Dustin bring the paw that had fondled his cock, drenched in his juices, to his feline muzzle and bathe it clean with a raspy tongue.

"Fuck dude, you taste great," the panther said returning his paw between their groins.

This time, Dustin used his paw to guide his cock so that it was pressed tight against the rottie's thick, knotty one. He bucked his hips experimentally to make sure their leaking, sensitive fleshed rubbed over each other. After a minute of "testing", the black panther was satisfied with the feeling and removed his drenched paw that had been holding their cocks together while they not-so-dry humped. He mashed their bodies back together so that their bellies would keep their cocks nice and cozied up next to each other.

The feline's paw, coated in both of their pre, swiped across the canine's nose and the rottie snuffled from the overpowering musk. Charlie hadn't smelt someone else's musk this strong from the source before, but it wasn't unpleasant. It was a rich bouquet of youth and masculinity, of feline and canine, of something that he soon found his maw opening for, wanting to taste it on his tongue. His cheeks burn with embarrassment, he felt like a slutty, cum hungry, bitch when he flicked his tongue at the feline's fingers.

Dustin giggled when a big, meaty paw grabbed his by the wrist and brought it to the rottie's muzzle. Soon, his paw was being bathed a second time, though it was someone else's tongue lapping at all the

succulent juice in his fur, on his pawpads, and between his digits. While the mutt was distracted with his treat, Dustin decided it time to get this going and started gyrating his hips in a circular motion. The feline started purring when the slut moaned around the two fingers he'd been sucking on like a hungry new born on a tit.

Charlie was taking short quick breaths as his dick was stimulated from all sides like never before. The feline's fluffier fur almost tickled and that barbed cock rubbing against his sensitive flesh made his head dizzy with pleasure. He found his body unconsciously bucking in time with the panther's thrust. His body was a tingle when the feline started racking paws through his fur, claws barely out, but enough to scratch his skin. His lower belly was soaked to the skin from all the pre they were both leaking, creating a mouth watering aroma in the air. He couldn't keep up with the panther's quickening pace.

Dustin knew Charlie was reaching his limit. The large beefy body beneath him was heaving and glistening with a mix of sweat and pre. He was entranced by it though, the way it moved and jiggled, how it felt to push against that cushion and then hit the hard muscle, the hidden strength that swelled up and he thrust his throbbing member harder against that thick, hot flesh and then into that cushiony gut. A paw lifted off the canine's body and came down hard on the mutt's belly. He watched as the large belly jiggled until after the third slap, the muscles underneath tensed up causing the gut to expand, but it didn't jiggle like before on the fourth and fifth slap. His attention turned to the rottie's thick chest, which had more of a bounce. He grabbed pawfuls of those meaty pecs and squeezed, pushed, and kneaded them.

"AH!" the big bitch moaned out. "Dustin... I... I'm, close," the rottie said between pants.

It seemed the big guy who was sensitive about his chest had a sensitive chest, Dustin noted as he continued manhandling Charlie's barrel chest. He started kneading the rottie's pecs again, this time paying careful attention to the wonderful feeling against his paw pads until he felt them run over a couple of bump. Once he found the canine's nipples, he moved his paws so that he could grab the erect nubs and give them a good pinch and twist.

This was too much for Charlie to handle. He felt a little shameful at having his chest fondled like a women, but it felt so good, plus Dustin said he liked how his body looked and felt. The rottie gave one last powerful thrust, arching his back off the ground and he moaned out and shoot his load between their bodies, covering his belly and their dicks.

Dustin almost felt himself lift off the ground when the big fella gave a powerful upward thrust and blew his load. What followed was a hot, slick sensation that spread over his stomach and cock, coating everything and making it extra slippery. He didn't even have to continue thrusting when he bent over the canine's body and added his own load to the mix. The rottie's thick guy bounced up and down with each quick breath the large dog took, causing their oversensitive cocks to continue rubbing over each other as they rode out their post orgasmic bliss.