

It had been weeks since James had inadvertently hulking out his cute TA. James had not once managed to duplicate the results of that fateful evening. Not for lack of trying though. He had tried focusing his hypothetical growth powers on friends back home, classmates, hot dudes he passed in the corridors, and even himself, especially himself, but nothing happened. He had all but given up on ever repeating the event. He wasn't even sure he had the power. For all he knew it could have been a random fluke. Something else could have caused the sudden growth. Maybe he was just being a little egocentric by trying to take credit for the whole thing. Maybe he had actually just imagined the whole scene. As far as everyone else was concerned, Donnel had been a giant, muscle-bound nudist for as long as anyone had known him.

Every time that James laid eyes on the hunky teacher he knew that he had not imagined it though. His memories of Donnel as a slightly short, fairly chubby bear were far too vivid to have been just a daydream. James could still recall in vivid detail the entire transformation the cute grad student had gone through. Sometimes James wondered if he had made a mistake in hulking out the TA, but whenever he saw the bear's glorious, giant nude form, those doubts immediately left him. Donnel always seemed to be enjoying himself, and James could not deny how absolutely smoking hot the bear now was.

"He's late again." Came a voice from off to James's side. The comment effectively snapped the young gazelle out of his reverie.

"He's always late." James replied casually. He shifted in his seat and maneuvered his backpack so that it was now over his crotch. He had spent a little too much time thinking about how ridiculously sexy the TA was, and it had caused him to bone up quite a bit.

"Yeah. You'd think he'd just make the class start later or something." The lithe lion sitting next to James commented. Lyon was the best, and only, friend that James had made during the few months he had been attending college. They had started as casual acquaintances, but Donnel's constant tardiness had given them plenty of time to chew the proverbial fat. Over the weeks they had come to realize that they had a lot of similar interests.

One thing lead to another, which lead to swapping Facebook contacts and cell numbers. The first text that James had received made his heart stop. James had completely forgotten that he had left his Facebook profile as Interested In: Men. Surprisingly enough, Lyon was totally cool with it... although Lyon had not missed a chance to give James some playful ribbing about it, especially in regards to the obvious boners that James tended to sprong when their hot, buff TA was even so much as mentioned.

Their conversation didn't get much farther than that because right as James was about to reply, the massive bear ducked under the doorframe. Donnel was now so huge that he had to hunch over a bit when inside. His massive, semi-erect cock bobbed and swayed as he lumbered towards the podium on the other end of the room. Donnel's dick never seemed to get fully soft, instead it stayed at varying levels or erect. Not that James was complaining, nor did Donnel seem to particularly mind it. It did mean that the hulking bear took up far more room than he would have otherwise, though. Every time the TA turned around, his massive, pendulous wang would swing around in front of him. It was so huge that it often knocked over books and pencils on the first row of desks as

well as occasionally even bumped softly against the occupants of said desks. James would have loved to get into one of the seats in the splash zone, but they were always claimed long before he got there.

The smoking hot bear was dripping sweat from his jog across campus. It had to be close to two miles across the sprawling campus from Donnel's previous class to the one he was currently teaching, and he crossed that distance in less than ten minutes. His fur gleamed from the slight moisture he had accrued. His massive, burly chest heaved up and down as he slowly brought his breathing back under control. Even his mammoth cock and ginormous balls bobbed along with his deep breaths.

James was instantly entranced. He watched a bead of sweat drip off of the bear's black furred chin and slowly rolled down across the massive slabs of the teacher's pecs and onto his abs where it made a slow, winding path back and forth through the dark trenches of the bear's deep cut. Eight pack abs before dripping onto Donnel's immense balls. The small bead of sweat traced a line along the outer edges of the bear's massive nut before coming to a rest on the cold, tile floor. There was no need for the water to drip. Donnel's nuts were so huge that they grazed the floor at their lowest point.

James was snapped out of his reverie by the sound of students shuffling papers and getting up from their seats. James's already flushed face turned a few shades redder when he remembered that they had to turn in their lab write up today. Fortunately, Lyon had been looking out for him. His golden furred, feline buddy placed a friendly paw on James's shoulder and grinned. "Just hand me your papers. I'll turn them in for you." He said casually, but his eyes were firmly glued to the gazelle's nether regions.

James was thankful for his friends help, but he was too embarrassed to vocalize it. He did manage a small nod of thanks, though. He fumbled awkwardly through his backpack while he tried to keep it safely positioned over his crotch, but his already frazzled nerves betrayed him. His fingers were shaky and unsteady causing him to lose his grip on the bag. The sack fell to the floor noisily, revealing the front of James's pre-soaked shorts to everyone in class. Even without the wetness, his rock hard boner would have been hard to miss, but the dampness caused his shorts to cling to every contour of his average sized dick. Under normal circumstances he would have been considered alright in that regards, but it was hard to feel hung when he shared a room with someone whose cock was as big as James's whole body.

James quickly scrambled to save what decency he had, but he needn't have worried. Lyon had pounced on the bag with catlike reflexes and was already returning it to his buddy's lap. Lyon flashed his pal a quick wink and waved the loose leaf pages of James's report playfully before heading up to the front of the class to hand them in. James let out a long, slow sigh of relief and slid down into his chair, his body becoming completely limp like a wet rag.

The rest of the class went by relatively uneventfully. Though that's not to say it was easy for James. James had to sit through over an hour of the hottest, buffest, beefiest babe ever flaunting his oversized goods. Donnel was prone to pacing as he lectured which just caused his semi-rigid cock to bob and bounce along with his heavy footfalls. Even the bear's gargantuan nutsack lolled back and forth with each step. James couldn't tell which view was better; watching the bear's beefy abs and pecs along with his cock and balls rocking back and forth, or staring at the teacher's amazingly thick, dense, slabs

of ass. However you looked at it, James was fully boned the entire class, but that was about par for the course nowadays.

By the time the bell finally chimed to release him from his torment, James had already found another form of release three or four times. Even as all of his classmates scrambled to leave, he continued to sit and wait. The front of his shorts were so thoroughly saturated that he didn't dare stand up or even move his backpack. This was beginning to become a regular occurrence for him. It was so bad that he had even considered starting to wear diapers to class, but somehow that seemed even more embarrassing.

Lyon sidled up beside his bud and threw an arm over James's shoulder. "Ready to hit the gym?" He asked pleasantly.

James had completely forgotten that they had talked about going after class today. James had given up on trying to use the mysterious power on himself to bulk up so that meant he had to do it the old fashioned way. He hadn't mentioned any of that to Lyon, but he had casually mentioned that he wished he were a little bigger. Lyon was in really good shape and happily suggested that he teach the skinny gazelle a thing or two.

"Come on. I even brought a spare pair of shorts. I figure you could use one right about now." Lyon commented teasingly, giving a playful nod towards his buddy's backpack which was still covering up the mess James had made of his shorts.

"Fine... I'll want to hose off before we get started though." James said flatly. He was glad to have a friend like Lyon, but he just knew the lithe lion would not let him live this down. There would be plenty of playful ribbing throughout the entirety of tonight's workout. James just hoped that they didn't run into anyone that was nearly as big and buff as their teacher. If his stiff, canvas cargo shorts couldn't cover his boner, there was no way in hell the loose, airy basketball shorts that Lyon was lending him would.

Getting to the gym wasn't so bad. James had ducked into a restroom down the hall from the classroom and swapped shorts so he didn't have to worry about having a huge white splotch on his crotch, but he did still have to worry about the crusty goopy feeling of dried jizz caking into his fur. The first thing he did at the gym was duck into the locker room and wash the caked on crud out of his reddish brown fur.

Much to James's chagrin, he found out that the showers at the school gym were the large, open air kind. There weren't too many people in there at this time of night, but it was still pretty hard to cover the fact that he was giving his Netherlands plenty of attention during his extended shower. He hoped that no one thought that he was jacking off, but he wasn't sure if that would be any more or less embarrassing than if anyone had discovered the truth.

After an uneventful, albeit extended, shower, James rejoined his lithe lion buddy on the main floor of the gym. It was late and so the place was fairly sparsely populated, but there were still a fair number of night owls there to pump the midnight iron.

"About time you got here. What were you doing, jacking off in there?" Lyon teased with a bit of good natured sass. "Hmm. Probably not. I'd be amazed if even you have any spunk left after Mr. Mathis's class." He added with a wink.

James went beet red, but it wasn't so much a matter of the lion's teasing so much as it was what Lyon was wearing. James knew that his pal was in pretty good shape, but he had never really noticed just how good looking the hairy feline was. Lyon liked to dress nicely to class, often wearing nice jeans and a long sleeve, button up shirt. These

outfits looked great on him, but did nothing to show off his physique. Now that he was clad in just a pair of lightweight running shorts and an open sided muscle shirt, James could really get a look at just how fit his pal was. To make matters even worse, the sizeable VPL that Lyon was sporting made it painfully obvious that he was freeballing their little get together.

“...You’re not gonna trance out again on me, are ya?” Lyon asked incredulously. He reached a hand into his big, brown, bristly mane and let out an exasperated sigh as he noticed the glazed over look in his buddy’s eyes. James couldn’t even bring himself to really care about how cute the expression on the cat’s face was. His eyes were drawn to the sides of his pal’s torso. Lyon’s raised arm gave James’s eyes easy access to just about everything he had to offer from the waist up. Even through the soft layer of golden brown fuzz that covered Lyon’s body, James was able to see very defined musculature along the side of his pal’s torso. The dense ripples of Lyons lats and the sizeable bump of his obliques were the most easily seen, but James could just barely catch fleeting glimpses of the feline’s pecs and abs.

James forced his eyes away and tried to focus his mind on the task at hand. As much fun as it was to scope out hotties, things could get super awkward super fast if Lyon thought that James was falling for him. Things could get even more messed up if James actually did begin to fall for the hot, cut lion that was standing before him. James forced his mind to think about the exercises that he needed to do in hopes of stopping his own reasonably sized dick from springing to attention. The gazelle’s cock was already stirring to life which was the last thing he wanted to happen right now. James’s underoos had been far too drenched to be wearable, and so he was now stuck going commando. He was pretty sure that the outline of his dick was pretty obvious against the soft fabric of his borrowed shorts.

“Nah, man. I’ll be fine. Just lead the way.” James said as casually as he could muster.

Lyon rolled his eyes, but gave a short nod of his head towards one of the benches. “We’ll start with some presses. I want to get a feel for what you can lift.” He said flatly.

James watched his pal stroll off towards the weight benches on the opposite side of the gym floor. His eyes kept drifting towards his pal’s tight, firm butt. Lyon’s running shorts were clinging to his ass perfectly and it was driving James wild. It was by no stretch of the imagination the biggest butt that James had ever seen; Donnel had that honor, but Lyon’s butt was so cute and shapely and the gentle back and forth rocking was so hypnotic that James felt like he could scream in sexual frustration. The bounce and sway off that hot little booty couldn’t be accidental. Lyon must know that he had the cakes.

As if to answer James’s internal question, Lyon called back over his shoulder. “You coming?” He had a sly smirk on his face that seemed to imply that he knew exactly what James had been up to.

“Yeah. In a minute.” James replied weakly.

“As if you’d last that long.” Lyon replied with a chuckle and then continued his little sashay across the gym.

“Shit... he totally caught me staring...” James muttered silently to himself. He lowered his head and trudged after his friend with his tail between his legs.

He arrived at the bench to find that Lyon had already set up station for him. "Alright. I only put forty pound on it. Even you should be able to lift this." The lion sassed playfully. James narrowed his eyes and stuck his tongue out at his friend. Lyon took it in stride and laughed heartily. James soon found himself joining in. His pal had such a rich, full laughter that it was hard not to get caught up in it.

James took his position on the bench and placed his hands along the markings. He began to push up but was amazed by how heavy it was. "This is just forty pounds?" He asked.

"Plus twenty for the bar." Lyon replied matter-of-factly. "Still, sixty pounds is kid stuff."

"We aren't all as buff as you." James replied with a mild tinge of irritation.

"What? Little old me?" Lyon asked jokingly. He lifted his right arm and flexed his bicep playfully to drive home the point.

The lion's muscles weren't particularly huge, but he had very good definition. James found himself staring at the small, bulging bicep in admiration. He had always thought Lyon was kinda cute, but he had never dared dream that he would be so cut. James could feel his mind drifting as he undressed his buddy with his mind. He tried to visualize every ridge and contour of his pal's densely packed body. James's mouth spread into a stupid grin as he scoped out the mental image's smokin' hot bod. James had embellished a bit, but it was his imagination, he could have all the fun that he wanted. The mental Lyon was still lean and cut, but his muscles were slightly bigger and more defined all over. James even gave his daydream dreamboat a little extra help downstairs.

"Ground Control to Major Tom. Can you read me, Major Tom?" Lyon droned playfully. The sound of his voice snapped James out of his reverie and back to the workout. What James saw made his heart skip a beat and butterflies erupt in his stomach. Lyon was standing over him and staring down just as before, but there was something different. James took a quick mental inventory of his surroundings. Lyon was definitely taller... but not just that, he was bigger all over. The feline's previously loose muscle shirt was now stretched taut across his body. His cut abs and toned pecs pressed visibly against the fabric. The strip of fabric that covered his entire torso was now just a little too narrow. Lyon's defined lats and the sides of his toned pecs spilled out the sides just a little bit.

"Y... Yeah, I'm fine..." James muttered quietly.

"You don't look it. Here. I'll help you out. Don't worry about the weight, if I see you start to crack, I'll catch it for you." Lyon said noticeably worried. He took a step forward so that he was pressed up against the bench and placed a paw on either side of James's chest.

James's breath caught in his throat. Lyon was now so tall that his crotch was positioned just a little bit higher than James's head. James's eyes drifted towards the outline of the lion's dick, and what a dick it was! It was easily over a foot long and still soft, and it was topped off with two large baseball sized nuts. As Lyon leaned in farther to help steady the bar, his junk was practically wresting on James's forehead.

James's mind was swimming. He felt like he was observing everything as if through an old television with really bad signal. Everything seemed so distant and hazy. One thing was for sure, though. He had done it again. He hadn't meant to. Just like before

it was completely accidental. All that had happened was he started to drift off and let his imagination run wild.

James momentarily considered letting his mind run rampant some more, but he shook the notion from his head. After seeing what he had done to Donnel, there was no way he could unleash the full force of his abilities upon his pal... although, Lyon had often mentioned how he was jealous of the huge, muscular bear... and the lion would look amazing with all that brawn stacked onto his already toned frame.

James was too far gone to try arguing with himself anymore. He was only vaguely aware of that Lyon's package was swelling right before his very eyes. James started to drift back to reality when he felt the weight of the lion's balls pressing against his forehead, but that only served to make him slightly more lucid. He watched in bemused fascination as his pal's already huge junk pressed against the light fabric of his lightweight running shorts. The fabric was never meant to hold back such a beast, and already the front was showing signs of distress. James could actually see the individual strands popping and snapping in vivid high def as his buddy's cock and balls quickly outgrew the front pouch of the shorts that was obviously designed for someone much shorter, much slimmer, and far, far less hung.

James heard a loud rip and everything went black for him. He could feel the weight of his buddy's hefty sack against his face. He was wearing his buddy's nutsack like some kind of erotic masquerade mask. He could no longer see how big anything was, but he could certainly feel it. It wasn't just the weight of the two large orbs. James could also feel the length and girth of his pal's cock. Lyon's dick was so huge now that it rested across James's face and continued past his chin before coming to a stop atop his chest. The huge, fat cock had to be bigger around than James's own throat, and James knew that it was nowhere near finished growing.

"Sorry about that." Lyon chuckled. "I guess the little guy likes you." The lion took a step back and let his junk slide off of his pal's face.

James wasted no time in sliding out from under the weighted bar and getting down on his knees in front of his pal's now massive cock. The thick cock now dangled down past the lion's knees, and it was still soft. James scooped it up with both hands and began to caress it and lick the tip.

"Woah now. What are you doing?" The huge lion yelped in surprise.

"Just relax. No one's going to care." James said calmly, almost serenely as he continued to stroke Lyon's now chubbed up cock.

"No... I suppose everyone is used to it by now, but still. You know what happened last time." Lyon muttered.

James wasn't sure what Lyon was referring to, but it didn't matter. Apparently this meant that he could alter things other than just physical appearances in his trance state. Somewhere deep in the back of his mind came a dark whisper goading him on to try to make Lyon madly in love with him. James was so disgusted by the thought of tampering with someone's mind that he felt himself fall from his heightened state.

James came back down to reality hard. Next thing he knew he was kneeling before his pal with the lion's massive semi in his hands. "Hey. Don't stop now, man. You got me this far. You might as well finish up, right?" Lyon said with a nervous smile.

James struggled not to chuckle. He was so disoriented he wasn't even sure what exactly Lyon was talking about. Did the huge feline know that James was changing

things? Or was he just referring to the aborted blowjob? James figured the second was more likely the case, but he wished he could get back to really hulking out his buddy. As it was, Lyon was about as buff as your average beginning level bodybuilder. He could pass as a football star, but aside from his cock he wasn't all that out of the ordinary. James wanted to make his best friend into the best man there ever was, even have him rival their amazingly huge, amazingly hot teacher. Just thinking about what Lyon would be like at that size made James's cock stand at attention.

James was only vaguely aware of Lyon's cock swelling in his hands. At first James had thought it was just a function of his pal's dick getting even harder, but he was only half right. It quickly became apparent that there was more to it than that when he heard the snap from Lyon's waistband finally giving up the ghost. What little remained of the feline's shorts was now falling away like a plastic bag caught in a gust. That sound was enough to rouse James enough to scope out what he had done. Lyon was now huge and completely nude from the chest down. The only article of clothing he was still wearing was his muscle shirt which was now far too small for his massive frame. The bottom hemline of his shirt barely reached the bottom of his thick, brawny pecs. The shirt was stretched so thin that it looked like he was wearing a sports bra on backwards. What was originally a strip of fabric that covered his entire chest was now a narrow strap that was quickly disappearing into the ever deepening trench between his two burly pecs.

Lyon was now fully boned, and his cock was standing at its full upright and locked position. At its new size, it reached all the way up to the lion's chin. His nuts were now so huge that they dangled down past his knees. Either enlarged orb was closing in on the size of a yoga ball and still expanding.

James stood up and nuzzled into his pal's huge pectoral mass. They had originally been nearly the same height, but Lyon was now so tall that his nipples were about eye level with the skinny gazelle. James saw the opportunity and he took it. He craned his neck up and wrapped his mouth around his pal's huge, exposed nipple. As he lightly sucked it, he could hear Lyon softly goading him on. "Ah, yeah. That feels pretty good actually..." The lion softly cooed.

James was mildly amused at how chill his friend was with all of this, but then he remembered the compulsion he had made earlier. Lyon would now be completely relaxed about anything that happened during the course of his transformation, and so would everyone else, apparently.

James took a step back for a moment and tugged off his clothes as he stared at his friend's expanding form. A loud snap split the air as Lyon's far too tiny muscle shirt gave up the ghost and split open right down the middle. Lyon was now left completely nude in the middle of the gym. His bushy mane was already pressing up against the roof of the ceiling and his massive balls were beginning to touch the floor. Yet still he kept growing, and neither Lyon nor James seemed interested in stopping any time soon. The twenty or so odd people in the sprawling gym at this hour turned to look when they heard the loud snap, but no one seemed particularly surprised to see the huge, hulking, fully nude lion or his equally nude, tiny gazelle friend. A few gym-goers gave an appreciative whistle or a passing "Nice, man." and went back to their workouts.

Lyon was now so huge that he had to sit down in order to still fit in the room. James wasted no time in hopping up in his lap and stroking his friend's massive dick. Lyon's cock was bigger than James in every way. It stood a good foot or two taller than

him, and was quickly approaching three times as big around as the gazelle's slim waist. There was no way that James could get his arms all the way around it, but that didn't stop him from trying. He leaned into the massive cock and began pumping it with both arms while grinding against it.

Try as he might, he could not provide the necessary stimulation at his small size. Lyon decided to quite literally take matters into his own hands. He reached forward and grabbed his massive tree trunk of a cock and began pumping it vigorously. In the process he ended up pulling his dick tight into his chest. His cock was now so tall that it towered above even Lyon's head and was quickly approaching hitting the ceiling of the gym.

James was in ecstasy. He was pinned between his buddy's huge, brawny chest and amazingly massive cock. He reveled in how tiny he felt compared to his best friend and especially his best friend's dick. Everything about Lyon was so huge that James's felt like his mind would explode just from trying to comprehend the sheer magnitude of it.

Fortunately for both of them, James's cock exploded long before his mind did. He felt his own thick wad crash against his buddy's giant cock and soak into the soft fur of his own belly. The scent of sweat and jizz filled his nostrils and his mind. Soon after, James felt himself bathing in a steady stream of pre oozing out from Lyon's mammoth cock. James could feel the colossal dong shuddering and lurching. He could feel the very blood pumping through it as the beast came ever closer to unloading. Lyon let out a feral roar that reverberated through the entire gym as his jizz burst forth from his cock like jets from a geyser.

Lyon continued to roar as more and more jets of spunk erupted forth and coated the entire gym. James was quickly drenched in the torrential downpour of thick jizz, but he didn't mind at all. In fact he enjoyed every second of being completely bathed in his buddy's spooge. He could feel it soaking into his fur and permeating every inch of his body. The scent flooded his nostrils and the taste filled his mouth. James was exhausted, and yet, Lyon was still showing no signs of slowing. The gym floor was already coated in a standing pool of cum that was approaching a foot deep. The gigantic bog of jizz was seeping out of the main weight room and down the stairs into the lower levels where the treadmills and ellipticals were housed. James could hear a few mutters from the people downstairs. No one was particularly upset. Rather they all sounded annoyed at most. Almost as if this was a common occurrence around here.

James chuckled softly to himself as he nuzzled up against his pal's stomach. Lyon's torrent of spunk had finally tapered off, and his titanic cock had finally begun to deflate. The giant, buff lion slumped backwards onto the gym floor and lied there, gasping for breath. James cuddled up against his pal's thick abs, feeling the steady rumble of the lion's purrs and the rhythmic rocking of his pal's deep breaths. James could barely comprehend how huge he had made Lyon. His pal was now so huge that James could lie across his abs like a full sized bed. Even soft, the lion's cock looked like a redwood tree trunk, and his huge nuts dwarfed even the squat rack. Lyon's thick, bulging pecs were as big across as a park bench and almost far across top to bottom. The gigantic slabs of pectoral muscle jutted out a few feet above his deeply trenched eight pack abs. James's eyes drifted to his pal's colossal arms. The gigantic muscles on his limbs were so huge that, even in their unflexed state, his bicep looked to be almost as big as James's entire body.



A giant paw reached over and gently patted James. Even Lyon's paw was huge enough to completely eclipse James's torso. His deep chuckle reverberated through the tiny gazelle's entire body. "Man. I'm gonna have to let you get me off more often." He said lazily. James couldn't see up past the giant pectoral shelf to see his friend's face, but he knew the giant lion was beaming happily. James was only all too happy to offer his services to get his pal off whenever and wherever Lyon wanted it.