

The Mentor

By Craig and Sharon Best

This story, written by Craig, the artist who does so many of the pics on my WEB page, is a little journey into some shared fantasies. It's mostly his writing, but Tex and I helped just a little on the editing and the inspiration. - Sharon Best

Episode 1 - Transformation

I remember coming round on the locker room floor, but I don't remember how I got there. *No, this isn't at all right, I thought. How did I get here?*

I remembered the car careening towards me, I still can't believe I didn't see it coming. I remembered being hit, and it didn't really hurt that much. *I must be in shock.* I remembered hearing people screaming from far away, and I couldn't feel anything. Then I remembered this woman with white hair and green eyes standing over me and looking down with a reassuring smile and telling me that it wasn't going to hurt any more. Then I was here, waking up on this locker room floor.

"Excuse me, but are you all right?" Now I was looking up into the face of an angel! *Angels don't have locker rooms, dough-brain!* Maybe not, but there she was, and she was helping me to sit up on the bench between the lockers.

"I'm sorry," I said, "I must have slipped. I'll be Okay... thanks." But somehow I knew I wasn't Okay... I was a long way from Okay. My voice sounded different, higher, smoother.

As I sat with my head between my hands, elbows on my knees trying to get over my dizziness, I gradually became aware of my surroundings. *I must really have taken a shot, everything smells funny. Not good, this is definitely not good.*

"You don't look too well, you just suddenly collapsed," she said, startling me. "I think I'd better go get someone to look at you."

I turned to reassure her I was Okay. I knew I was messed up, but I hate doctors and having played football and rugby I knew - *you hope* - my head would clear soon enough. And somehow I didn't want her to leave.

The thing that snapped me out of my introspection was a sudden realization that she was half naked. *What the hell is a topless woman doing in the men's locker room?? Jesus, she's built.* I averted my eyes and stared at the floor. I knew I couldn't look at her again without staring at her chest.

"Excuse me," I managed without looking up, "I know I just got a hit in the head, but what are you doing in the guy's locker room dressed like that?"

"What would either one of us be doing in the guy's locker room? Honey, you must have really taken a shot. Here, turn your head towards me. I want to see your pupils."

So I looked, what choice did I have? She had a strong face, distinctive. The kind of face that looks better every time you look at it. Light blonde hair, cut short, and very unusual dark blue eyes that reflected the light and danced and sparkled. Even then, though her face was a mask of concern, a trace of amusement had crept into those eyes. There was a palpability to the intelligence behind those eyes, she radiated a confidence and playfulness which shone through the concern. *God, she's beautiful.*

"God you're beautiful," I heard myself saying. *Think it, don't say it!! Just think it! A guy can't just blurt out something like that! That wasn't supposed to come out! What the hell is going on here?*

I was preparing an excuse based on head injury when I noticed she didn't seem the least bit offended. With an amused look and a crooked little smile she said, "Why thank you dear, you've got a very pretty face yourself."

*I've got a **what**????* I was suddenly hot all over and even felt myself blush. Her compliment and her friendly look were starting to make me feel warm and tingly. The touch of her smooth hand on my forehead was comforting and added to the growing warmth between us.

"Here, let me see..." she said as she ran her hand through my long blond hair, pulling it to the side. *Through my **what**????*

"No...no bumps, and your pupils are dilating. Okay. I think you're going to be fine." As she spoke she tenderly caressed my left cheek and casually flicked the hair from my eyes. Her look, her touch, her aroma... I've smelt that scent before... the musical sounds and the tenderness in her voice, made me feel almost light headed again. I felt a pleasant warm rush from my vagina all the way to my breasts and back.

*From my **WHAT** to my **WHERE**?!?!* I put one hand on my groin and the other on my chest to confirm what was dawning on me. The first found nothing where there used to be something and the second found something where there used to be nothing.

*Jesus H. Fucking Christ.....I'm a **woman**!!!!!!*

"I'm a woman?" I looked at her meekly as I asked the question. As I did I realized I still had one hand down the front of my pants and the other grabbing one of my breasts, which was actually starting to feel pretty good.

Slowly, she smiled with amusement, concern and something else... something I couldn't quite put my finger on, colored her voice.

"You certainly are a young woman. And I don't think I've seen you before. I'm Sharon."

"I'm... I'm Ann." And the weird thing was, I was Ann, and I knew it. My name was Ann MacDonald, I was 17, I lived with my foster parents and I had come down to the gym, which I do when I want to work out my frustrations. *I'm in someone else's head... this is wild.* It was wild, and it was frightening. I felt fear the likes of which I'd never known, and I felt like... crying? It was as if my emotions were all on steroids, and all the controls I'd always had over them weren't there any more. I felt all my reactions so much more *vividly*, and right now I was feeling tremendous affection for Sharon, intense fear and more than a little desire, all at the same time. *Holy... how do women cope with this? Where's the off switch?*

Episode II - Revelation

Holy... how do women cope with this? Where's the off switch?

I began to shiver and she put her arms around me, stroking my hair in a comforting manner. Again this brought a response which was way more intense than I would have expected.

"Hey, hey... It's Okay... what's the matter? You can tell me." And I knew that I could. I knew from the look in her eyes that I could tell her anything and trust her until the end of time.

"It's nothing," I said, "it's just a guy thing." She looked at me with sudden understanding.

"Men... can't live with 'em, can't sell 'em for parts." I laughed and gave her an appreciative look. I was starting to get more than a little curious about who I was and what I looked like. There were mirrors in the weight room, I remembered. I really didn't want to leave Sharon, so I took a shot.

"I'm going to work out some, to deal with my frustrations. Would you like to join me for a couple of sets? I could use a spotter." Coming from a guy that would have sounded like a pickup line, I realized, but that wasn't the case here. Either I was in disguise, or... or something. In any case, if I wanted to get to know this beautiful woman better, I seemed to have an advantage I wouldn't have had a few hours ago. Something darted across her eyes for an instant and then was gone, the sparkle still there.

"I'd love to Ann, if you don't mind working out with an old lady."

As she said this she stood, hands on the front of her hips, elbows slightly forward, one shoulder raised. She slowly flexed her chest, causing a ridge of muscle to form between her round, perfect breasts. She continued, flexing her abs as muscles like cobblestones emerged from her midsection. Her arms and shoulders were lean and hard. She had done a lot of work on her magnificent body and was proud to show it to another woman.

The problem was I really wasn't thinking like a woman at the moment. I really wanted her company, but part of my still-male brain really wanted her, period. I thought for a moment of shifting my legs around to try to hide a certain inevitable swelling when confronted with such an appealing woman, then felt silly: no such problem was going to arise. This was combining with another wave of emotion I could barely contain.

"You're not old, you're fantastic, God I hope I look like you when I'm 25."

She laughed, "I'm 32." *I had guessed about that.* "Okay flatterer, let's go shift some weight around." With that she got presentable by snapping the straps of her spandex suit up over her shoulders and bounded through the door into the gym.

Nice shade of green. But it had been a much nicer shade of tan.

I stood to follow. Looking down, I noted I was wearing baggy gray sweats and an oversized sweatshirt. An unfamiliar tightness around my chest and a very nice feeling grabbing around my butt told me that I had some kind of workout gear on underneath. I felt pretty fit and I was really curious to see what I looked like. Later, I realized I could have just stripped in the locker room and none of the other woman would have thought twice about it, but I really wasn't thinking all that logically at the time. I glanced at the clock. 10:30. Somehow I knew that meant p.m. and the gym would be closing soon.

Sharon was doing crunches as I walked into the weight room, her feet up on the bench of a Universal gym. I was more of a free weights guy myself, but I really didn't know what Ann was capable of, so the machine looked like a good place to start. On my way over I caught my first glimpse of myself in the mirror.

Jesus, look at that face. I have to admit, my looks were a shock. I was tall for a girl, about 5'10", I guessed. Same height as I was as guy, so that's a bonus. I looked fairly athletic, broad shouldered, hard to tell with the sweats but the body in the mirror hinted at being pretty healthy. But the face didn't hint at anything, the face smacked me in the eyes. I had long, straight blonde hair pulled back in a pony-tail. I was tanned and ...wholesome looking. My eyes were this incredible shade of blue, my teeth were totally white. I smiled at myself and felt something go click in my stomach. *I'm stunning, holy God... I'm getting turned on just by looking at myself! What a knockout!*

A hand on my shoulder brought me around. "Ann, if I had your face, I'd be used to looking at it by now," Sharon said. "You going to work out or what?"

She laughed off my apology and gave me a wink. "Shall we?"

While she was stretching I hooked my feet under the pads of the incline bench to do some sit-ups. I was pleasantly surprised at the ease in which my upper body rose from the bench. I hate sit-ups and only did them to stave off the dreaded spare tire. Ann was in pretty good shape.

I quickened the pace and stopped after I'd done 120, breathing just a little hard, with just a hint of a burn in the abs. Ann was in better shape than I was, a lot better, at least in the abs.

Sharon, who was looking appreciative, even impressed, told me she usually started with the bench. She keyed the machine to 85 pounds, set herself under the handles, took a breath and blew out through her teeth as she fired the weight up. Eleven more times she pumped the weight up and down, her face a mask of concentration, eyes focused on a point far beyond the ceiling.

"Your turn," she smiled, a trickle of sweat running down her throat into the cleavage of her chest. "85 Okay?"

"Fine, it's been a while," I said. I didn't have the slightest clue whether the weight was fine or not and Ann's memory wasn't giving me any hints. But I really wanted to be able to handle the weight. Part of me wanted her approval and part of me wanted her to know that young as I was, I could match her.

I settled under the bar, rolled my shoulders, grabbed the handles, took a deep breath and thought, *well, here goes nothing*. The crash of the handle hitting the end of the guide was deafening. It went up exactly like nothing. I could barely feel the weight as I held it up. I did eleven reps which I suddenly knew were a complete waste of time for me. Ann was pretty damn strong!

"Hmmm," Sharon said arching an eyebrow, "I think you need a little more weight."

Episode III - Strength

"Hmmm," Sharon said, "I think you need a little more weight."

"Ya, I guess I do, I haven't lost as much as I thought." Sharon did another set of 10 with the pin at 95. I smiled an embarrassed smile as I withdrew the pin and started heading down the stack, clicking the notches as I tried to find a weight that seemed right. I stopped at 185. That seemed a bit high, but I'd thrown up 85 so easily I was pretty sure I could handle it.

Under the bar again and I knew after the first rep this wasn't going to be a problem at all. I did nine more like a machine, feeling just the slightest tugging in my triceps. I knew I could handle the whole stack and more! It seemed that Ann was at least as strong as I'd been as a man. And I had done a lot of lifting!

"Damn, Ann, you are one powerful woman," said Sharon, who had developed a catch in her voice. "Are you a power lifter or something? I've rarely seen a *man* lift that much weight!"

"No," I said, "I just grew up on a farm, loading hay bales and all that. I don't really train in gyms a lot." And again that was the truth. I was really wishing I knew more about who "I" was, but the harder I tried to remember, the more of a blank I drew.

Sharon, who if I didn't know better was looking a little aroused, did her third set at 105 for eight reps. The muscles in her arms and across her chest were standing out in vascular relief. *She is one seriously tight lady*. I realized at that point I was getting turned on.

Just then the lights flicked on and off. "Time, ladies," a voice called. A wave of intense disappointment swept over me, but Sharon seemed totally unfazed by the prospect of leaving.

"I'll lock up for you, Tex," she called back across the gym to the manager. He looked at her, looked at me, looked at her again while arching an eyebrow, the two of them sharing a familiar grin. "You got it, Sorceress. See you." He tossed her the keys before retiring to his office. I wondered for a moment why he wasn't leaving the building, but was distracted by another thought.

"Sorceress?" I wondered out loud. "It's just an in-joke Tex and I have," she responded, "he often says I have magical powers."

"Do you?"

"Under certain circumstances."

"Like where?"

She looked me square in the eye, but hesitated for a moment. "In bed," she finally said with a wicked grin.

I felt a flash and realized I was suddenly wet. A smell that I realized must be my own wafted across my consciousness. It was joined by a smell I knew was her. In my mind I recognized her musk, but to my nose it had an entirely different smell to it. It was sweeter, much more powerful than any other woman's I had experienced, as was the effect it was having on me.

She looked frankly down at the tents my nipples were making in the front of my sweat shirt and said in a husky voice. "Let's finish the set. I want to find out how strong you really are."

My shirt suddenly felt tight and confining, but when I went to take it off, she stopped me. "Later. Make sure you're warm first," she said. *Warm? I'm on Goddamn fire here!*

We put the pin down to the bottom of the stack - 250 pounds and I was about to get on the bench when it suddenly occurred to me to add one of the 50 pound slabs the serious lifters use for extra weight as well. Sharon arched an eyebrow, and it was my turn to watch her nipples harden. As I got under the handles and set myself, I turned to her and said. "Get on."

"Excuse me?"

"Get on the slab, Sharon, I'm serious, I'm going to lift you too."

"That would make it about 428 pounds, no woman has ever lifted that much!"

"No," I said, a quiet excitement creeping into my voice. "No woman has ever been *recorded* lifting that much."

So she got on, squatting on the slab, holding onto the chin-up handle to keep her balance. And up she went. The arms and back of my sweatshirt suddenly seemed to fit like a second skin and my muscles exploded. She went up with an almost effortless ease that startled me, she looked down at me, her face a mix of amazement and desire. She wanted me, I could smell it, I could feel it in my bones. I was thrilling her with this incredible strength my new body possessed. Just as I was thrilling myself. Each time I pumped up Sharon and the weight I became more aroused. I wanted her to want me. I wanted her. I smiled up at her as I slowly lifted the weight with just one arm, showing her just how easy it was for me! Instinctively I knew this would drive her wild.

I put her down after eight reps with my left arm and we both knew I was capable of more, far more. Our priorities had changed though, the limits of my strength were no longer the main concern. Had I had the mind of the 17-year-old girl I appeared to be, even one this powerful, I would have been concerned and confused by what happened next. However I was still thinking like a man and while my body was new, I was now on familiar ground. We were going to make love and we both knew it. And this thought literally made my head swim. Suddenly my mouth was very dry.

Episode IV - Passion

We were going to make love and we both knew it. And this thought literally made my head swim.

I refocused on Sharon, who, rather than looking intimidated, seemed to be approaching the situation with even more desire than I.

"Tear off your clothes," she ordered in a throaty voice, barely above a whisper. And I was compelled to do what she told me. I was the stronger, but there was a force to her that could not be denied. I realized that this woman at this moment was going to be able, regardless of my strength, to make me do exactly what she wanted. That with a woman like her this would always be true. And that thought excited me to the point I was ready to explode.

I wanted to make her sweat a little first though. Running my hands along the back of my sweatpants, I bent over from the waist until I could grasp the cuffs. Then suddenly I straightened, raising my arms above my head to each side as the pants tore quickly, neatly, in half. I dropped the shredded cotton to the floor and stood on tiptoe flexing my calves and thighs.

A look past Sharon into the mirror explained why she was biting her lower lip. I could not believe my legs. Huge diamond shaped calves supported massive, shapely and ripped thighs, unlike any I'd ever seen. Each of the four heads of the quads were distinct as if they'd been sculpted from marble. I slowly lowered myself and relaxed my legs. Then equally slowly, raised myself back up. As I gradually increased the tension in my legs the quads came swelling up from my thighs again, seemingly even larger. Despite their obvious power it was all I could do to stand as the flexing and Sharon's reaction were causing an intense response in my own unfamiliar vagina. So THIS was how an aroused woman felt! The sensations weren't just centered in one erect organ, but they traveled throughout my entire body, affecting my breasts, my heart... the entire expanse of even my skin felt so much more sensitive and alive.

Still I could feel a vaguely familiar hardening. I realized that while I no longer had a cock, my clitoris was responding in much the same fashion. *Boy it takes a lot more to get that going.*

Sharon took a step toward me but I held out my palm as a gesture for her to stop. Keeping my legs flexed I gave her what I hoped was the most innocent 17-year-old look I could manage. I reached behind my back once again and this time grabbed the tail of my sweatshirt. Thrusting my chest forward, which impressed me as much as it did her, I pulled back and down on the shirt. As I had hoped, I was rewarded with a tearing of the shirt in the neck. Gradually the shirt parted over my straining chest as my huge round shoulders, high, proud breasts and rock-hard stomach came into her view.

Shrugging out of the sleeves with my arms still behind my back, it was my turn to look her right in the eye.

"This is what you've been waiting for, isn't it Sharon? Do you want to see my arms? Do you want me to flex these arms which just easily held you and 300 pounds? How big and hard would these arms have to be to truly do that?"

To her credit she returned my stare, and while we both knew she was seething with desire, she looked at me evenly and said, "I can take not seeing them if you can take not showing them to me."

I feigned surprise and relaxed myself as if to end the game. When she didn't react, I surrendered any pretensions of detachment and gave her what she knew we both wanted. Again, slowly up on my toes, I watched the mirror and she watched me. As I flexed my magnificent thighs again I began to bring my arms up from behind my back. Making a fist and then cocking it, my biceps swelled as I continued to raise my arms. As I watched myself in the mirror I became oblivious to her, the swelling of my arms growing into a sculpted peak the size of a softball transfixed me. Holding a front double-biceps pose, it was all I could do to remain standing as I studied my reflection. My tiny waist flaring upwards into large, thrusting breasts sitting upon a broad, powerful chest. The ridge formed by my pecs disappearing into the deep cleavage underneath the sports bra. Massive round delts, flowing into these incredible arms. Arms, I suddenly concluded, that belonged to what had to be the strongest female body on the planet. *No, strike that. The strongest body of any gender at all!*

"Don't move," she told me as once again she exercised this power she had over me. She walked up to me with the casualness of a trainer checking out a new racehorse. She lightly traced the contours of my body with an experienced hand. Anticipation hung in the air between us, literally choking our ability to breath normally. Her clinical approach screamed in contrast to the raw desire I felt welling up inside me.

"You don't have many friends, do you Ann?" I said I didn't and I knew it was the truth. *So that's how it works... I don't get the information first, I get confirmation when I make the right connection.*

"Sharon, you are not taking advantage of me. Yes I am only 17, but I fully understand what is happening here. You are a wise, beautiful, intelligent woman. You are what I hope to be, and I'd like you to help me get there. Besides," I smiled as I flexed my right arm *Look at her, she just got hot. She has a thing for arms,* "I can stop you any time I want." *I hope this is true. It's very possible that I can never deny her anything she wants. But why would I even want to? She is so captivating.*

I suddenly had an understanding of how strong I truly was. I knew right then this was going to be a night neither one of us was going to forget. Slowly, confidently, flexing my lats and chest to make my upper body even larger, I walked over to her. Somehow I knew this was all going to be about control, my strength, her mind, our passion. *Ohhhh boy.*

"You look hot, Sharon," I said, placing my hands on her shoulders. Her will was a physical presence between us.

"You haven't seen hot, Ann. This is your first time with a woman and I'm a dangerous woman to be with."

I had pulled the straps of her lime-green sports bra away from her shoulders and looped them once over my hands. "Really?" I said in an innocent voice as I slowly, deliberately and powerfully pulled the straps forward off her shoulders!

"You know, this thing doesn't feel sturdy enough to give breasts the size of yours decent support." As I said this I began pulling the Spandex apart and was rewarded with a quick pop of the elastic and a rip just above her cleavage. "There, look, it's falling apart, the strain of containing your magnificent chest is too much for it."

Sharon was wide-eyed with lust as I gradually tore her bra in half. The muscles of my upper chest had formed a valley above my own breasts and sweat was tricking into it. Her proud, hard nipples were erect and straining outwards as they came into view. *God, what a body she has. Look at those tits.*

When the bra finally parted I was consumed with the urge to bury my head in her chest. But this was a contest of will as well as strength, and while I instinctively knew I was over my head with Sharon, I was betting I could keep her off balance. Rather than go directly to her breasts, I put my hands on her waist and lifted her off the ground until her chest was at my mouth.

Holding her straight out and at arm's length, *No doubt about it, I'm super girl,* I told her to put her hands on my biceps. I could hear her sharp intake of breath as she felt my rock-hard arms flexing under her hands. Slowly, making a point of flexing more than I needed to, because in truth she wasn't that heavy, I curled her body so her breasts were once again at my mouth.

NOW, NOW NOW! Gently, sweetly, I took one of her swollen nipples in my mouth. My lips were barely parted and my tongue traced the pattern of her aureole as I let the nipple slip in and out of my mouth. Sharon was groaning her appreciation as I traced my tongue down her body while lifting her up until her sweet sex was right in my face. Carefully, gently, I kissed her mound through the fabric of her Spandex bottom. She was grinding her pelvis into my face as I slowly turned her in the air, gradually kissing my way around her body to her smooth, hard ass.

Sharon was squirming a bit in my grasp as I rubbed the back of her body across my chest. Slowing I raised her up again until I came to the waistband elastic of her workout pants. She was trying to push her cheeks into my face as I slowly kissed my way around the band. When I had her centered, as quickly and as quietly as I could, I bit through the elastic in the band.

Turning her around to face me once again I looked up at her. She was looking down at me with a lust that was positively primal. Her strong hands were kneading the iron of my biceps.

Smiling, I said, "I smell something wonderful, I'm going to let it out." *YES, NOW, NOW...*

I took the fabric of her shorts right over her mound between my teeth and pulled back on it while thrusting her away from my body. I was rewarded with a whimper, a gasp and the sound of Spandex being torn from her body. My body, Ann's body, was reeling from the conflicting emotions which exploded upon me with the revelation of Sharon's sweet Temple of Venus. Desire, revulsion, attraction, fear, lust and uncertainty all seemed to collide at once. I stood in the eye of that psychic storm and gradually was able to regain control. Ann may have been unsure about the concept of eating pussy but I was not. After all, I was a grown and experienced man, despite the reality of current appearances!

I took one hand at a time from her waist and placed them between her legs, holding her up by the inside of her thighs.

Whoa, great legs

"You have great legs, Sharon," I said, meaning it. "Do you jog?"

"No, I *run*. Like the wind. Also rock climbing and vball. And certain *other* activities usually get very athletic as well," was her teasing answer. I couldn't believe this woman's aplomb! She was obviously feeling her desires for me very intensely, but was handling herself with all the exhilarated control of a champion surfer riding the crest of a giant wave. But she hadn't yet seen all the surprises hidden in the depths of this particular wave!

"I want you to close your legs and squeeze them together as hard as you can for as long as you can."

She did as I asked, steadying herself with her hands on the top of my head. I was able to hold her up with my hands which were now firmly wedged between her solid, flexing thighs.

I lifted her higher and then, to her surprise and amazement I slowly parted her resisting thighs with just my hands. Try as she might, the strength in her gorgeously powerful legs was no match for the power in my arms. Inch by inexorable inch I spread her thighs, all the while holding her off the ground. With an evil look at her rapt face I finally brought her dripping wetness to my mouth.

Hmmmmm come to papa, whoops - momma - baby. Oooooohoo my, my aren't you a responsive thing? This is going to be great.

I can't imagine what was going through Sharon's head as this seemingly naive young girl attacked her pussy with a touch and a knowledge which could only have come from years of practice. Using my lips and tongue, I brought her to the edge. But rather than let her orgasm so soon, I pushed her steaming sex from my mouth and lifted her higher until my arms were extended straight up.

Dance little sister, dance.

Looking up, I lowered her to my waiting face once again. Once again I took her to the edge only to press her high above my head. She writhed in my grip, but the strength in my hands and forearms was more than enough to keep her from slipping away. I had always been good at this, I had always had an instinctive sense of what to do, and when. In fact, a woman once asked me if I was really a man! But now, now it was so much easier! My intuition seemed a hundred times more accurate. It was like I had infrared vision and I could almost see the hot spots on her body.

I lowered her again, this time impaling her on my tongue, which I then pumped in and out of her dripping vagina. Then when she was just on the edge, I lifted her high overhead once again and smiled happily up into her feverish eyes, licking my soaked lips and blowing her a kiss.

Her voice came in fractured gasps. "Let...me...cum...now....God...DAMN....it!!!!"

"Are you sure? Are you REALLY sure you want to cum?" I asked. Damn, this was fun!

"Yes, you insolent tyrant! Right... fucking... NOW!!!!!"

Grinning non-stop, I lowered her back to me, inexorably, but so terribly slowly, and let her slide down my chin until my tongue was directly on her straining clitoris, then attacked suddenly with all the strength, speed and eagerness that I could! Licking, probing, nibbling her everywhere for one savage moment, then beginning a steady buzz-saw action on her long clit with my tongue. She exploded! Strong as I was I could barely keep from dropping her during the ensuing spasms as she came again and again and again on my face. My own response to her was immediate and powerful. I was soaking wet from the crotch down and a need that threatened to obliterate everything that made conscious sense to me was growing in the pit of my vagina.

I half dropped Sharon to the floor. She stood, supporting herself with an arm on my shoulder, her panting breath coming in rasping gasps.

"Where... the HELL... did you learn that? ...And don't bullshit me about needing my help... God, I'm the one who needs help here... I thought I'd been around, but... My GOD, girl, you're AWESOME!"

Keeping my face as innocent as I could manage, trying to look like the 17-year-old girl I now physically was, I said softly. "I've honestly never done that before. A guy showed me how, *well, that's true*, and it just seemed to come naturally to me, that's all. I just went with what felt right."

"It felt more than right, Ann. Christ, there aren't enough letters in the alphabet for all the spots you hit!"

That confident, wicked look had returned and suddenly Ann had us both nervous again.

"Let's just see if you can take it as well as you give it."

Bending down, she licked the inside of my left thigh from just above the knee up to the top of the leg. *Ohhhhhh, baby. Ohhhnnnoooo.* She straightened up and planted a slow, powerful grinding kiss right on my mouth. The taste of my own juice caused me to see spots before my eyes. The world slipped in and out of focus as her hands found their way under my bra. Still she continued the kiss as she worked the bra free and rolled it down over the tops of my swelling breasts. *Sweet Jesussss I think we're in trouble here.*

She forced the bra all the way down until it was stretched across my shorts.

She disengaged her mouth long enough to tell me, "put your legs together." I did and she attached herself to my mouth again. Clinging to my shoulders, she continued kissing me, swirling her tongue deep into my mouth, and raised both of her feet off the ground. Using the toes of both feet, she hooked both the bra and my shorts and pulled them down until they were just around my ankles. I was going to step out of them but she stopped me.

"Oh no, my own clothes are in shreds thanks to your super muscles, so yours will be as well. Spread your legs and rip them in half. Show me that this mere cloth is no match for the strength of your legs." With that declaration she put her hands on my thighs and squeezed them. It felt incredible to have her smooth, hard hands probing the granite of my thighs as I effortlessly ripped many layers of reinforced Lycra and Spandex in half!

What followed I can only describe as near death from kissing. Using her lips, her hands and her fingers, Sharon explored the expanse of my body. It was really a voyage of mutual discovery as she worshipped my magnificent physique an inch at a time. A physique that was truly as new to me as it was to her!

The desire inside me grew with every kiss, with every touch, with every flick, lick and hot breath. I could feel my body temperature rising as her cool velvet tongue and her hot mouth worked their magic way across me.

Hmmmmnmnm. damnnn yourrrrgooooodd.

"Sharon," I pleaded, "I've never felt like this, you're making me crazy. Oh God Sharon, I don't know if I can take this."

"Poor baby," she purred. "Where's your strength now? Afraid of a little tongue?" She led me over to the bench press rack and told me to get under the bar. She put a dozen plates on each side of the bar.

"Ann, that's 1275 pounds. Put it up." My soft gasp of disbelief did not phase her. Part of me knew that I could never budge such a massive bar, another part of me knew that I could! I slid beneath the bar and grabbed it as tightly as I could. Straining, I was the most amazed person in the room as it rose upward, my arms finally starting to feel the strain a bit. I had to regroup a little because my concentration was fuzzy. And even as I learned I could lift it, it was a thrill to watch my arms extend and my muscles expand as the bar bowed sharply under the massive weight.

"No matter what happens, you have to hold that weight right where it is. Know that if you drop that weight it will probably really hurt you and it will certainly kill me. I'm putting my life in your wonderfully powerful arms, Ann. Hold it up and think about how good this feels."

Sharon climbed onto me from the foot of the weight bench. As she crept towards my face she brushed her hair across my thighs, pelvis, stomach, and breasts. Lying on top of me, she kissed me full on the lips and told me to lower the weight and hold it just above her back.

I did this, the bar barely touching her soft skin just as she put her hands on my biceps. "I want you to pump this weight up and down very slowly. No matter what I do, keep benching it, and don't stop! Remember that if you drop it, or lose control of it, you will kill me."

Wait a minute.....one, two, three... Ahhh, OOOHHH Gooood Godddddd. You're the bosssss.

Squeezing my arms to give herself an anchor, Sharon was all over my chest, shoulders and face with her lips and tongue. She fell into the same rhythm as the weight, which as my arousal increased seemed to get lighter, rather than heavier. A dozen reps turning into many dozens, my arms growing stronger and more energetic with each rep!

Turning herself around, she put her steaming sex against my face once more and began caressing and kissing the tops of my thighs and the edges of my pussy.

Oh, you want to play? You've got a short memory . I'm gonna do you again here baby, I'm, I'm IAAYYYIIAAAAAooohhhmiiiGodddddd.

The male brain doesn't contain the terms to describe what she did to me. I have no idea how long we were in that 69 on the bench with me pumping well more than a half a ton of steel. I'm sure it took a year off my life. Or maybe added one! Yet she was a Goddess, and I was a mere plaything in her hands. She was a writhing, probing, teasing, kissing, sucking, biting, breathing incredible fucking magnificent Goddess of love.

There ohhhhh Godd no, not there, ohGod HERETHERETHERETHERETHERETHERE, Inever...ooohhh... howwww...dooooo...women...livvvvve...throoooo... thisssssss???? Immmmm gonnnaaaaaa exploddddeeeeee. OH...MY...G-----.

Sharon said she'd pay for the damage to the wall. She said she appreciated me throwing the entire 1275 pound bar twenty feet across the room rather than dropping it on her when I had finally spasmed completely out of control.

In the delicious afterglow, we lay on a pile of workout mats in each other's arms. Our breasts were interlocked and Sharon absently played with my once again distended nipple. Never before had I felt so warm, so secure, so appreciated.

Looking into her breathtaking face I said what my body compelled me to say.

"I love you." She smiled, a warm and knowing smile as she kissed the top of my head.

"Not yet, but you will, if you want to. And I will certainly love you. Would you like to come live with me?"

I'm going to cry again.

"That... would be wonderful... I'd like that very much. I think my foster parents are looking for me to move out soon anyway."

"Good, that's settled. Why don't we straighten up and then I'll take you 'home'."

As we moved about the gym, a brilliant breathtaking woman and a young muscle Goddess, a Supergirl, we shared intimate looks and affectionate pats. A momentary diversion while I bent a 10 pound weight disk in half with my bare hands proved that my strength had remained where it had risen to when we were making love! If this increase in my strength continued, the next stop was going to have to be a party store, one that sold a costume with a red miniskirt and a blue top with a big 'S' on it!

Relaxed and unabashed in our naked glory, I could even then sense the bond that was forming between us. My concerns at my very male mind were fading, my body now stronger than any man who had ever lived!

Wearing my jeans and jacket on the way to her jeep, we hooked our arms around each other's waists, the playfully bent weight disk in Sharon's hand as she carried it as a proud memento of our first night together. Proud, calm, confident and beautiful, we basked in the glow of our growing love and the shared secret of our mutual superiority.

Something she had suggested when we were getting dressed was still puzzling me though.

"Sharon?"

"Ya babe?"

"What's a muscle-fuck?"

"Oh just something a friend of mine showed me once. Trust me, you're going to love it."

*

Tex finally let himself out of the gym with his spare key, a big satiated smile filling his face. His Sorceress had weaved her magic spell once again! And what a find! This new girl was like some supergirl out of one of Sharon's stories! And yet there was something ineffable about her - a completeness somehow, almost a man-like devotion on her face even while she had thrilled Sharon - and Tex - with her femme beauty and powers. He hoped this new love affair would last a long, long time. His Sorceress gave so much to life, and she deserved only the Best in return.

And it was so wonderful that she liked to share! He wondered if the new couple would invite him over anytime soon for one of their special 'musical' evenings - those rare magical occasions when Sharon would use her endless imagination to drive her lover crazy while Tex looked on and used his fiddle to fill the air with the wild music of her passions.
