

## MY MOM IS CURIOUS

### Part 1

**By Masterdebator**

Growing up out in the country with just my mom, we would quite often run around the house scantily dressed. My mom usually wore a tank top and panties, but little else. I, on the other hand, was quite often naked due to the fact that it was hot and I was always playing in the mud or the water, and the fact that my mom allowed it. I was probably around 10 when Mom became bit more insistent that I at least wear underwear in the house and wear shorts when outside playing.

It was also about the I began to notice the difference between us. It all started when my mom brought a guy home for sex. She had done it several times before then, but her bedroom door was always closed and I never really thought much about it.

I could hear her moaning from the other room, and it was louder than normal. I had heard her moan lots of times in the past; of course most of the times she was alone and her door was always closed. I cautiously tiptoed down the hall to see where all the noise was coming from, and as I peeked into the room I saw a guy sliding his penis in and out of my mom's vagina. I froze in shock at first, then I was going to go run in and start hitting this guy, when I heard her crying out, "Fuck me, Baby! Fuck me hard! Oh yes, I'm going to come! Oh! Oh! Yes! Yes! Yessss!"

For some reason listening made my penis hard also and I tried to adjust it. When I moved it I had a tingly feeling, so I continued to touch it enjoying the feeling. The guy on top of my mom began to moan also and my mom said, "Not in me, baby." He pulled his penis out of my mom and I saw white stuff come out and spray across her stomach and boobs. She made a pleased humming sound as she reached down and stroked him. He groaned pleasure as she milked more of the white stuff out of him. She kept making little purring noises and I watched her scoop up the white stuff off her stomach and lick it off her hands.

I was mesmerized watching her, so I didn't realize for several seconds that she was watching me standing in the doorway rubbing my crotch. Her fingers made a popping sound as she pulled them out of her mouth and said, "Hey ,baby, go back to your room for now. Love you." I blushed and fled to my room.

I was horribly embarrassed and ashamed, but still had that tingly feeling, so when I climbed into bed I took off my underwear and stroked myself like I saw my mom do to the guy. It felt very good and I closed my eyes, kicked off the covers, and began to stroke myself. I don't know how long I kept going, but I suddenly felt an intense pleasure tingle from head to toe and my penis began to throb. I became supersensitive and had to stop, but the feeling was incredible. As I lay there panting and shaking, I saw my mom was standing in the doorway watching me. She didn't look mad, she looked curious and I saw her cheeks were flushed. She had on a see through robe, and I saw her nipples were poking out which I had never noticed before.

Her eyes were fastened on my softening penis as it was pulsing slowly. She looked down towards her room and called out, "Thanks, baby, I enjoyed that. Have a good night." The guy said something back to her, then I heard the front door open and close as he left.

I was getting ready to pull the covers up, but my mom walked over to the bed and set down next to me. I saw her eyes keep darting back to my soft penis.

She asked, "Are you okay, baby?" I nodded. She said, "Mommy needs sex sometimes. I didn't mean to leave the door open." Her robe had opened in the front and I had a clear view of her breast. I couldn't take my eyes off of it, and she noticed and closed the robe up. She saw the disappointment on my face and I saw her lips curl up in a smile and she shook her head gently and said softly to herself, "Yep, you're my boy."

She sat with me for a couple minutes before she began to gently caress my face. I closed my eyes under her touch, enjoying her fingers running through my hair. I must have dozed off, because I don't remember her leaving, but I had a wonderful dream that something warm, wet, and sucking, was sliding up and down my penis. When I woke up the next morning I was covered up and all tucked in, but the dream seemed so real.

For the next several weeks, everything was kind of back to normal. I had several more dreams like before, and couldn't wait for the night to hopefully have another one.

About a month after that, I woke up in the middle of the night and heard my mom moaning. I quietly got up and tiptoed down to her room. She hadn't brought another guy home since that day, which wasn't exactly normal for her.

I expected to hear a guy, but when I didn't, I quietly turned the doorknob and peeked in. My mom was sliding a couple of her fingers in and out of her vagina and moaning louder and louder. She began to shudder all over and she cried out quietly "Oh, Mark, yes! Yes! Oh, baby! Oh my baby!" I froze in shock, it sounded like she had said Mark which was my name. I figured I had just heard wrong, and began to gently stroke myself through my underwear as I watched her. She slowed down, but didn't stop. I watched her bring her fingers up to her mouth, then she sucked them clean and moaned in pleasure, and slid her hand back down and inside of her. She began to slowly speed up again, so I pulled my underwear down to my knees and began to stroke myself as I watched.

I watched her shudder again and cry out again. Yes, it was my name. I figured there must be some guy that she liked that had the same name. I started getting that tingly feeling all over again and closed my eyes and sped up my movement. As my whole body trembled in pleasure, I slowed down and slowly opened my eyes. My mom was in the middle of another one, and I saw her shuddering all over, and her fingers were pumping in and out of her vagina rapidly. I saw her eyes were fastened on me as she cried out again.

I panicked, and fled to my room, leaving my underwear somewhere between my mom's room and my room. After a few minutes my mom came in wearing her see-through nightgown again. My eyes quickly traveled over her body as she walked over to my bed. When she smiled at me I knew she wasn't upset, and I breathed a sigh of relief. She pulled the covers to the side as she sat down next to me, and I saw her eyes quickly glance at my naked body before they returned to my face.

She asked me what I knew about sex. When I shrugged, she asked if I wanted to know more about it. I nodded my head and she smiled and began to tell me about the birds and the bees. As she talked, she gently caressed my face and chest. She would stop when her hand touched my blanket, then she would trail her fingers along the edge of it before moving back up to my face. My penis became rock hard as she talked, and I put my hand over it to cover it, but she smiled at me and placed her hand on top of mine. I trembled as I felt her fingers touched me. She gently squeezed my hand and said, "It's okay, you

don't have to be embarrassed." I was a little sad when she took her hand away, but I felt her fingers touch all the way to the tip before she did.

Her top slipped open, and I had an unobstructed view of her breast. I kept sneaking peeks whenever she didn't look, and I noticed that her nipple was hard the whole time. She caught me peeking eventually, but didn't say anything or cover herself up, instead she just kept talking and caressing my chest.

It took me a while before I noticed the changes in my mom. When I did, it was because her voice became husky and her hand was resting on my lower abdomen, just beneath the blanket. I saw she had her other hand clinched between her legs. I was shaking all over as I watched her with her eyes closed and no longer making sense of what she was saying. I stared in fascination as she began to tremble all over, then I felt her fingers spread wide across my lower abdomen and felt her finger brush along my penis. She whimpered softly and trembled hard for a couple minutes before she began to calm down. She had a blissful smile on her face when she opened her eyes, and she smiled at me and said, "If you would like, I can tell you more about sex tomorrow." I nodded my head rapidly and she smiled. As she stood up, her robe was completely parted, she let me look for about 10 seconds before she chuckled and said, "You'll learn about that on another day."

Then she leaned down and gave me a lingering hug and kiss before she stood back up. I saw her eyes glanced down at my still erect penis before she left the room. When she got to the door, she said "Would you like me to close it all the way?"

I nodded and said, "Yes, please."

Mom smiled as she pulled the door closed. As soon as it was completely closed, I flung the covers back and began to stroke myself. About that time the door opened up again and my mom peeked in and said, "Love you baby, have a good night." Her eyes were fastened on my hand the whole time as she pulled the door closed. I didn't even break stride, within a minute I had that tingly feeling from head to toe. I drifted off to sleep in that position, and had another one of those dreams. I think that from then on, I never wore anything to bed at all.

When I woke up the next morning I noticed that my penis was puffy and red and a little sore. I was worried about it, so I called my mom frantically and she came in to my room still wearing just her see through nightgown. She had a look of concern on her face as she saw me with my legs spread to the side and panic on my face. She walked over to the bed and sat down by my spread legs, checking out my penis.

I said, "Mom, look! It's all red and puffy and it kinda hurts. What's wrong with it?" She got a bemused look on her face and I saw her lips curl up. I cried, "Mom! It's not funny!"

She chuckled and said, "It's okay baby, just close your eyes and lay back."

I was breathing hard in terror as I did, then I felt her hand begin to touch my penis, softly tracing the puffiness. At first I was too scared to enjoy it, but before long I felt my penis get hard. I started to open my eyes and sit up, but she said, "Stay. It's okay, baby. Close your eyes and let Mama help you." I did as she said, and begin to enjoy it as I felt her fingers roam all over my penis. I don't know how long she stayed like that, but after a bit she said, "I think it will be okay, baby." Then I felt her kiss my penis very

softly. I gasped and opened my eyes and saw my mom's head lifting up from my crotch. She saw the look on my face and said, "Sorry, baby, I was just trying to make it feel better."

I replied, "It did, Mommy."

She smiled at me and said, "If you want, I could give you one more kiss before I go."

I shrugged, but really wanted to say, "Yes!" She saw the look on my face and smiled at me and said "Well, is it okay if I do it anyway?"

I tried to act nonchalant as I said, "Oh, okay."

Mom said, "Okay baby, lay back and close your eyes." I responded quickly and heard her chuckle softly at me. I felt her hand gently stroke up and down for a few minutes, then I gasped when I felt her soft, warm, wet lips gently kiss the head of my penis again, sending electric shocks through my body. She said, "Does that make it feel better?" I nodded my head rapidly and kept my eyes squeezed tightly closed. She said, "Would you like me to give you one more kiss?"

In a whisper I said, "Yes!" Trembling in anticipation, I felt her lips once again gently kiss the head of my penis, in a long slow kiss. I was panting hard now and I said, "Could I have another one? I think it's helping."

She chuckled then I felt her mouth on my penis. It almost felt like her lips were around my head as she kissed me. When she stopped she asked, "Would you like another one?" I nodded and felt her kiss me again. She did this several more times, and her kisses seemed to get softer and cover more of my head each time she asked. I could feel that tingling sensation again starting to build up again and when I felt her lips touch my penis the last time, I couldn't stop myself from thrusting my hips up. I felt my penis slide between her lips and I felt her tongue gently explore my penis for a second before she slowly pulled her mouth off of me. She said, " Oh my!"

I was terrified and said. "Sorry, Mommy!" I didn't want to open my eyes I was so scared.

After a few seconds she said, "It's okay, baby; just surprised me that's all." Then she gently trailed fingers up my penis and traced my head and asked, "Do you feel a little bit better now?"

"Yes, Mommy."

Mom smiled and said, "Good. Now I better go make us some breakfast."

I said quickly, "But what happens if it starts to hurt again, Mommy?"

"Well, if it does," she chuckled, "just call me and I'll come check on it for you."

I sighed in relief and said, "Okay, thanks mommy."

I opened my eyes as I heard her stand up, and I saw her licking her fingers. Her robe was open and I could see her vagina was glistening with moisture. I wasn't sure what all that meant, but I liked seeing it. She smiled at me as she watched me checking her out, then she eventually headed for my door. She smiled at me and blew me a kiss before she pulled my door shut. My hand was instantly on my penis, stroking like crazy. It didn't take me very long before I had that tingly feeling all over again. I noticed that

there was wet stuff coming out of the hole in my penis and when I touched it, it felt slick. I brought my finger up to my mouth and tasted it. It didn't taste bad, so I licked all of it off.

For some reason my mom started dressing more often over the next couple weeks. I was disappointed but didn't know what to say. For some reason I never asked her to come and kiss it and make it feel better, it just never even entered my mind. I asked my mom after a couple weeks if she would tell me more about sex, and she seemed a little worried and said, "I don't know, baby. I probably shouldn't have told you as much as I did."

"Why, Mommy?"

She answered, "Because I couldn't get in trouble for it, baby."

"Why, Mommy?"

With a sad sigh she replied, "Mark, if you ever told anybody what I told you ... Not to mention kissing you down there, they would take you away from me."

I got indignant and told her, "I would never tell anyone, Mommy!"

She smiled slightly and said, "But if you ever accidentally did, it would be a lot of trouble for me."

I swore that I never would tell, over and over, and she smiled sweetly at me and called me over and sat me on her lap and hugged me tight. Finally Mom said, "I believe you, baby."

"Then when will you tell me more about sex?" I asked hopefully.

"Let me think about it, baby." I nodded my head and enjoyed just getting to sit with her.

The next couple of nights she came in and told me some more about sex, but she was dressed in non-see-through nightgowns. She saw the disappointment in my eyes and I saw her smile. Because she was talking about sex, I would see her eyes look over occasionally at my penis making a tent of my blanket.

Then she brought a guy home and I heard them having sex, but she locked the door so I couldn't even sneak peek. The next day I saw that she didn't look very happy, and I hugged her tight and asked her if she was okay. She smiled sweetly at said, "I'm okay, baby."

I said, "I heard you guys having sex."

She sighed and said, "Sorry, baby, don't worry. I don't think I'm bringing anybody else back here again." She saw the puzzle look on my face and added, "It's just not fun with them anymore." I didn't know what that meant, so I just hung out with her.

Over the next month, I had a few more of those dreams. My mom slowly went back to wearing her skimpy outfits, and I saw her smile at the look on my face a few times. She caught me stroking myself quite often, but she wouldn't ever say anything, she would just smile and maybe watch for a few seconds before leaving again.

As more time passed, I would catch her touching herself. She would leave her door open at night when she did. She had told me that the tingling feeling was an orgasm, and that it was also called "coming". I enjoyed standing at her door stroking myself as she would come. I would usually hear her say my name

when she did, but I never thought it was me she was talking about. I saw her watching me several times as she came, and after the first few times, I would no longer leave when she saw me. I would stay and keep stroking myself until I had an orgasm also. Then it seemed that we would both watch each other as we came, then I would head to my room like nothing had happened. She never said anything about it, so neither did I.

Things kind of took a change when one night after we both watched each other come, I went back to my room and masturbated again. Somewhere in the middle of it, I heard my door open, but I didn't open my eyes as I was enjoying myself, nor did I stop. When I finally came, I heard the door close quietly. I fell asleep not long after that, and had another one of those wonderful dreams, it seemed to last forever. The next morning when I woke up, I saw that my penis was red and puffy again. It brought back the last time that happened, and my mom's wonderful kisses. I called my mom's name, and when she opened my door I saw she was wearing a thin T-shirt that barely covered the top of her thighs. I saw her eyes roam over my naked body before she asked, "What is it, baby?"

I said, "Mommy, look! My penis is all red and puffy again."

She got a smile on her face that I hadn't seen before and she said, "Would you like Mommy to take a look at it?" I nodded and she walked over to the bed and sat on the edge and said, "lie back and close your eyes, baby." I did, and before long I felt her fingers begin to softly caress me. It didn't take long before I was rock hard. She made a purring sound and said, "Oh my, I think your penis has gotten bigger."

I didn't say anything, I was enjoying her hands touching me too much. I felt her hand encircle my penis and gently stroke me. I groaned in pleasure and she asked softly, "Is this helping?" I nodded my head rapidly and she continued to stroke me. I could feel myself getting close to coming, and I felt her hand speed up. Before too long I had the best orgasm ever! She kept stroking me fast until I began to go soft, and she slowed down but didn't stop. I was panting hard and trembling all over I could feel the pre-come running down the side of my penis as she kept stroking me, and knew that it had to be all over her hand also. I kept my eyes closed because I enjoyed the feeling of her hand on me, and before long I felt my penis once again getting hard. I felt her hand pull off of me for second , and I peeked to see what was happening , and I saw her licking her hand clean, then I watched her run her finger over the tip of my penis and bring it to her mouth and suck. I didn't really think about it at the time what she was doing, because I soon saw her hand wrapped around me again, and I closed my eyes as she began to stroke me again.

I felt the bed begin to shake, and as I peeked I saw my mom with her hand between her legs sliding her fingers in and out of herself. Before long she came, and I heard her moan softly and felt her hand begin to stroke me more intensely. As I started to get close again, she slowed down and I whimpered a little bit in protest, but then I felt her lips as she gently kissed me on my penis. I gasped and she said, "Sorry, baby, I was just trying to make it feel better."

I gasped out, "It did make me feel better, Mommy!" She began to stroke me again, then she paused again and I felt her lips kiss my head again lingeringly. Then she stroked me some more and kissed me again. It felt so good, that I thrust my hips up and I felt her lips part around it a little. She quickly took her mouth away, but went back to stroking me. When she again stopped stroking I felt her to begin very softly to kiss all over my head .

When I thrust my hips up , I felt her lips wrapped around me for a few seconds before she took her mouth away again.

I was shaking all over as she continued to stroke me. When she stopped and I knew her mouth was getting close, I felt myself begin to come. As my penis began to throb I felt her mouth begin to gently kiss me all over my head, so I thrust my hips up and felt her lips slide down my penis. I began to come and I felt her suck gently on me. It was even more intense than the last one! She didn't take her mouth off of me until I had finished coming and began to go soft, then she slowly sucked up to the tip of my penis and I felt her tongue gently probe at my hole for a little bit before she finally removed her mouth from me completely.

I sighed at the loss and waited to see if she would begin to stroke me again. When she hadn't touched me or moved for a couple minutes, I peeked to see what she was doing and saw her looking off with a concerned look on her face. I opened my eyes completely and asked, "Are you okay, Mommy?"

Mom focused on me again with a smile and said, "I'm okay, baby." Then she said, "I'd better finish some housework, Love you, honey," and quickly got up and left my room. I saw her glance at my soft penis once before she left. I laid there for a long just remembering the wonderful sensation.

## **Part 2**

Abruptly all of our activity revolving around sex came to a halt. There was no explanation forthcoming, but there were other changes as well. She wouldn't leave her door open anymore or tell me anything else about sex. She also started wearing a bra underneath her shirt, although she would wear skimpy shorts and occasionally I would catch her in just her panties. I continued to masturbate many times each day, remembering the feel of her mouth on me as I came.

Over the next month or so everything stayed the same. I was disappointed that I wasn't having those wonderful dreams anymore, but I masturbated plenty enough to make up for it. Unconcerned about any consequences should I be caught in the act, I was rather open about it. Not surprisingly she caught me several times masturbating, but she would leave quickly when she did.

Then all of a sudden after a couple months I saw her walk to the kitchen wearing her see through robe and nothing else. I froze in shock and my mouth was hanging open as I watched her. When she saw me she smiled sweetly.

Over the next week we seemed to grow closer again, when we watched movies together she would pull me closer so we could snuggle together and would then run her fingers through my hair and along my neck and shoulder making me break out in goose bumps.

One night she wore a very short and very thin nightie. She laid back on the couch as she pulled me close, causing my head to rest in the crook of her shoulder. I found my mouth was resting against the side of her boob and when she didn't say anything or react in any way, I left it there.

The movie she had put on had a lot of sex scenes, but it didn't show very much. My mom's hand trailed softly through my hair, down my shoulder, down my arm, across my hip, and then back up. I was thoroughly enjoying this position and her touching me.

We would usually only watch one movie before getting ready for bed, but this night she said, "I was thinking about watching another movie. Do you want to head to bed or would you like to watch it with me?"

She seemed a little nervous for some reason, but I quickly replied, "Watch it with you!"

I saw her eyes sparkle with delight and she hummed in contentment then said, "Okay baby, you have to hop up so Mommy can put in a movie." I was extremely disappointed! I didn't want to move and lose my position, but did she asked.

She went back to her room and came back with a video. I thought it was a little odd that she had a movie in a room, but didn't think much else about it. I watched her walk over to the DVD player and put the movie in. I could see her whole body clearly outlined through her nightie and felt my pulse race.

She turned around and said, "It's too hot to be laying together like that, why don't you go change into your boxers instead, baby." I didn't want to get up, it meant I was going to lose my place! I ran to my room, hoping I could get changed before she got comfortable. I stripped my shirt and pants off quickly and then ran back to the living room.

She was already lying down and when she saw the look of disappointment on my face she smiled at me and scooted over a little bit, giving me my place back. I grinned ear to ear and quickly slid in next to her and rested my mouth against her breast.

She smiled at me and asked, "Comfy?"

I nodded my head, pressing my lips against her breast even more.

She hummed and said, "I'm glad, baby," and pressed play.

When the movie started she said "This is a little bit more of an adult movie, but I think you're old enough to watch it." It made me feel good hearing her say that so I settled in to watch the movie with her and soon felt her hand begin to caress my arm once again, causing me to break out in goose bumps.

The movie started out with a boy a few years younger than I was taking a bath with his mom. I was a little surprised because I could see they were both completely naked and the movie showed everything.

My mom asked, "Is this movie okay?" I nodded my head and she continued to trail her fingers up and down my arm. Occasionally her fingers caressed down my hip and brushed along the bare skin of my leg before they came back up. It made me shiver all over in pleasure.

She felt it and asked, "Is that bothering you?"

I said with my mouth muffled against her breast, "No, Mommy, it just feels good."

As we continued to watch the movie I saw the mom stand the boy up and turn him to face her. She began to slowly soap his whole body.

I was kind of surprised when she got to his penis and put the rag down and used both of her hands to rub the soap all over him. Her one hand was gently soaping his testicles and her other hand was soaping his penis as it slid up and down. Her hands stayed there for a while, and then I saw his penis get hard.



His mom said, "My my, Richard, you are getting to be such a big boy!"

He smiled proudly and said, "I am?"

She rinsed him off and continued to stroke him and said, "A very big boy!"

Then she lowered her mouth to his penis and wrapped her lips around it and began to suck. I froze in shock! No way was this happening!

The boy put his hands on the back of his mom's head and began to thrust his penis into her mouth and then back out, over and over. His mom brought her hands up and began to gently caress and squeeze his bottom. I saw her cheeks were sunken in and she made slurping sounds as her little boy's penis slid in and out of her mouth.

I jumped when my mom asked again, "Is this movie okay?" I nodded my head. "If you don't like it, I can find us another one to watch instead."

I had to clear my throat before I could blurt out, "No, Mommy! I like this movie!"

She chuckled at my urgent tone and said, "Okay, baby."

The mom continued to suck her little boy's penis for a while, but eventually she pulled her mouth off of it, and when she did it made a popping sound as it came out. Then she finished washing him like nothing had happened.

I found myself holding my breath constantly and had to remind myself to breathe as I kept seeing spots.

The next five or 10 minutes of the movie were slower, they showed some close-ups of the mom's vagina and boobs as she and her boy got out of the tub and dried off. The entire time my mom's hand continued to caress up and down my arm and my hip, sending waves of pleasure through me.

The movie changed abruptly then. It was the same woman, but now she was giving a bath to the boy and he was a little bit older.

I asked my mom, "Is that the same boy?"

"Yes baby. In this video he gets a little older each time."

I wondered if she had watched this very much so I asked her. She chuckled and I felt her hand caress along my hip and down my leg a little bit and then gently rest there, but she kept rubbing her fingers back and forth and side to side.

She finally said, "I got a few movies a couple of months ago, and I've watched each of them... well, once or twice." From the smirk on her face I guessed it was more than that.

The scene changed to the boy's room, he was asleep and she quietly walked over to his bed and carefully pulled the covers down. I was surprised when I saw her pull his underwear off, then lower her mouth to his penis and begin sucking.

Before long I saw his penis get hard and she groaned pleasure and began to slide her lips up and down his penis, and at the same time she slid her fingers inside of her vagina and began to masturbate.

I wondered who was recording this as the camera kept going from a close up of her sucking him to her fingers sliding in and out of her vagina. She began to tremble all over as she came and she continued to suck on him for another minute or so before pulling her fingers out of her wet vagina and sucked them clean.

My mom's hand was gently tracing along the edge of my boxer's elastic waistline, so I sucked in my stomach and felt her fingers slide under the waistband. I kissed the side of her boob, but she didn't react at all, so I kissed it several more times.

The video showed the mom going into the boy's room several more times as time went by, and I could see that the boy's penis was now around my size.

I was having a hard time concentrating on the movie as my mom's fingers continued to move along the inside of my boxers, slowly getting closer to my penis. It was almost like I was being tortured! A few times I tried to move my hips so that she would touch me, but she would just move her hand away. It was exciting and frustrating at the same time!

The movie eventually changed when the boy was about my age. His mom went into his room and pulled his blankets back, he was naked and fully erect. I could see the surprise on her face as she quickly glanced at the camera, but she just gave a little shrug and then she checked to see if he was asleep. When she was satisfied that he was, she carefully lowered her mouth and began to suck.

I saw his eyes open and he watched as his mom sucked his penis while she masturbated, then he grunted and began to shake all over and I realized that he was coming in her mouth. She seemed surprised and made a little mewling sound and her eyes looked up to see her boy watching.

Her mouth made a popping sound as she pulled it off, but he pleaded "Please don't stop, Mom!"

She smiled and lowered her mouth back to his penis and begin to slide up and down faster. Her mouth kept make tiny slurping sounds as she sucked, and I watched him slide his hands to the back of her head and he began to move his hips up and down, matching her tempo.

Before long he began panting and shaking hard and I realized he was getting ready to come again. His mom felt him begin to come and rapidly slid her mouth up and down him until he cried out. He grabbed her hair and pulled her mouth hard against him and shook all over. I could hear her whimpering as her fingers danced in and out of her.

Her muffled scream could be heard as she began to convulse hard. Her orgasm seemed to last forever and her fingers were a blur as she came non-stop for a couple minutes. Her hand eventually slowed down and she purred in pleasure.

I looked back to the boy's face and he looked dazed as his mom continued to suck him for another minute or so before his soft penis slipped out of her mouth. He smiled at her and said "That felt really good, Mommy."

"I'm glad you liked it baby," she replied with a caring smile.

"Can we do that again?" he eagerly asked.

She smiled and answered, "Any time you like, honey."

He smiled blissfully at her as the scene faded.

I said softly, "I liked it too, Mommy."

My mom leaned down and kissed my forehead, then continued to trail her fingers along my lower abdomen. I kissed up her boob a little bit and when she didn't react I kept planting soft kisses everywhere I could reach.

The next scene showed the mom with her legs spread wide and boy had his mouth on her vagina and was licking up and down. She was crying out in pleasure as he ran his tongue everywhere.

Instructing him on what to do, she would say things to him like, "Suck on my clit, baby," or, "Tongue fuck me, baby." And each time he would do what she asked.

I was learning a lot in a hurry and was thoroughly enjoying my mom's hand as it continued to explore my waistline. I wondered if she would like it if I licked her vagina, but was too scared to ask.

I watched the mom on the video come again and again as her son explored her with his tongue. She kept her hands in his hair and pulled his mouth hard against her.

The next couple of scenes involved him sucking on her nipples and kissing up and down her body, her sucking on him and even one time of her laying on top of him with her vagina against his mouth and his penis in hers.

I really liked that and imagined what it would be like to have my mom's vagina against my mouth as she sucked on me.

I felt my mom slide my boxers down a bit in the back and felt her hand gently caresses my bottom. I moaned in pleasure and she asked, "Is my hand bothering you, baby?"

I took my mouth off the side of her boob and said quickly, "Oh no, Mommy!"

She hummed in pleasure and gently squeezed my bottom. I could see her nipple wasn't that far away and kissed up as high as I could reach, but I wasn't close enough. Just when I was about to give up, she shifted a little more onto her back and I found my mouth gently brushing against the side of her rock-hard nipple. It was too much for me, I felt myself begin to come and couldn't stop.

My mom noticed as I trembled and shook all over, but she only said, "Do you like the movie, baby?"

I nodded my head and she squeezed my bottom again and said, "I'm glad, I really wanted to watch this with you."

As several more scenes played out of them pleasuring each other with their mouths and hands, my own mom continued to slowly caress and explore my bottom. She slid her finger down my butt crack until she touched my testicles and I heard her moan softly.

I began to softly kiss the side of her nipple and when she didn't react I continued to kiss all along the side of it. I eventually worked up the courage to move my mouth up a little bit so I could kiss the tip of it. I felt her tremble a little bit, but she still didn't say anything so I kept going until I was softly kissing all around her very hard nipple.

Tentatively I stuck my tongue out and softly licked all around it like I had seen the boy doing. I heard her moan quietly and felt her begin to tremble all over. I licked and kissed her until her nightgown was sopping wet and I could hear her mewling softly like a kitten.

I found my mouth was directly above her nipple and as I opened my mouth and wrapped it around her hard little nub, she pressed her boob against my mouth and cried out softly. She squeezed my butt hard and I felt her whole body start to shudder as she began to come.

As I continued to suck on her she came and came. My jaw began to ache after a while, but I could see that she was really liking it so I kept going. She continued to squeeze my bottom until she eventually began to come down.

When she finally collapsed back on the couch, I quit sucking and asked, "Did you like that, Mommy?"

"Oh baby," she replied with a chuckle, "Mommy liked that very, very much!"

I looked up and saw that the movie was over. Mom noticed at about the same time and said, "Oh, looks like that's the end of our movie."

I was disappointed and I did not want to go to bed. She said, "Maybe we can watch it again tomorrow."

I looked up into her face with hope asking, "Can we?"

Her beautiful smile made my heart flutter. Kissing my forehead again she said, "I would like that."

I sighed happily and she laughed lightly saying, "Go get cleaned up and ready for bed. I'll be in to tell you good night in just a few minutes."

I sighed dramatically and sat up as she pulled her hand from out of my boxers. When I stood up, I saw she was staring at the front of my boxers, I looked down and saw they were pushed out from my erection and there was a damp spot. I quickly covered it up, but she said, "Come here, baby."

I walked over to her head, and trembled as she reached up and gently pulled my boxers down to the ground. As my hard on sprang up she looked at it and said, "Your penis is way bigger than that boy's in the video."

"It is?"

She smiled at me before looking back at my penis and chuckled softly and said, "Oh yes, baby. And a lovely penis it is too"

Her mouth was only a few inches from me, so I moved my hips towards her, but not too fast. She didn't pull back as I touched her lips with my penis, she just relaxed her jaw a little bit, and let me slide my penis into her mouth.

I felt her lips seal around me and felt her tongue gently lick up and down my shaft as she gently sucked. I groaned in pleasure and held still, afraid to ruin this moment. She purred softly though and slid her mouth all the way to the base of my shaft then back up to the tip before slowly sliding back down to the base and up to the tip again.

When she pulled her mouth off with me I gasped at the loss and was shaking all over. I pleaded, "Please don't stop, Mommy."

Her smoldering eyes met mine. "Would you like me to give you some more kisses?"

I nodded my head rapidly and she said, "Why don't you go and get ready for bed, and maybe, just maybe, I'll come in and give you some more. What do you think?"

I whined and panted, "Okay, mommy!" And ran to my bathroom naked.

I left the door open as I brushed my teeth and then went pee. I realized after a moment, that my mom was standing in the doorway watching me go to the bathroom. I could see that her nightgown was still all wet around her nipple.

She had an indescribable look as she watched me shake off, then she asked, "You ready, baby?"

I nodded quickly in anticipation and she smiled back. She followed me as I darted into my room and hopped onto my bed.

Sitting down next to me, Mom said, "Would you still like me to give you more kisses?"

When I nodded rapidly she chuckled softly and purred, "Okay, but you have to close your eyes for me."

I closed my eyes tightly and heard her making little sounds as I felt her tongue gently lick up my shaft to the tip. I gasped as her mouth wrapped around my head and slid down my shaft very slowly before she began to suck.

As she slowly began to move in a steady rhythm, I felt that deep wonderful feeling quickly begin to grow inside of me. I began to breathe harshly and started to tremble all over.

She moaned, "Mm hmm!" as she sped up and began to suck harder.

I held out as long as I could, but in less than a minute I began to throb in her mouth and she moaned and sucked rapidly until I began to shoot my semen into her mouth. She cried out and took me completely into her mouth and began to swallow rapidly as I continued to come inside of her warm, hot mouth.

I finally realized that she had her hand between her legs and was in the middle of her own orgasm when I was finally able to breathe again. I opened my eyes and watched as wave after wave rolled over her. After another minute or so she finally began to come down and I felt her gently take her mouth off of me.

With a dreamy look she asked, "Is that better, baby?"

I smile blissfully and nodded my head.

"Maybe we can do that again sometime?"

I quickly said, "Tomorrow!"

Her eyes sparkled as she chuckled, "If that's what you would like."

I nodded and saw she was smiling nonstop as she leaned down to hug and kiss me.

I fell asleep, I think, before she was even out the door. When I woke up the next morning, It all seemed surreal, and I wondered if it had really happened.

My mom acted like everything was normal and I just started to believe I was wrong and it was all a dream when she smiled at me with a mischievous smile and asked, "Do you still want to watch the movie with me tonight?"

She laughed in delight at the look of relief on my face as I nodded my head rapidly and practically shouted, "Yes, yes, yes yes, yes!"

She hugged me tightly and hummed softly as she felt my hard on press against her leg. Her hands slid down my back and over my bottom and gently squeezed me for a minute before she sighed and released me so she could to take care of some errands before work.

### **Part 3**

#### **Majorie Visits**

Around 5 o'clock my mom got home and she had her best friend Marjorie with her. My mom was in her late 20s, but Marjorie was in her early 20s. She was very petite with long blonde hair, big boobs, and a very cute face.

My mom said "Sorry, Baby, I know I promised that we'd watch that movie again together tonight, but I have a deadline at work. I will be gone pretty late, so Marjorie is going to stay with you. Is that okay?"

I wanted to protest that we had things to do and that movie to watch, but instead I just smiled at her shakily and said, "It's okay, Mommy."

Smiling she hugged me and said, "You will have fun with Marjorie, she's pretty cool."

I nodded and followed her to her room as she started to get her stuff ready. Marjorie went and sat in the living room and started watching TV while I watched my mom strip off all of her clothes and walk around her bedroom getting things together, completely naked.

Seeing my glum expression she smiled at me and said, "Maybe we can watch the movie again tomorrow night?"

I perked up at that and said, "I'd like that, Mommy."

I saw her nipples were hard and when she noticed me checking her out she got a mischievous look in her eyes. "I've got a little surprise for you, Baby. Stand up on this chair."

I stood up on the chair and saw her peek down the hall, then she smiled as she came over. She said, "Okay, Baby, close your eyes for Mommy." I did and she said, "Okay now, no peeking."

I nodded my head, uncertain about what she was doing.

I felt her lift up my shirt and softly kiss my tummy all over, causing me to shiver in delight. Immediately my penis got hard. After about a minute she began to kiss along my waistline, and I gasped when I felt her tongue lightly lick up my tummy, across my navel and along my ribs.

Her fingers began to unbutton my pants and to my surprise she pulled them and my boxers down to my ankles. My hard penis sprang out and she hummed in pleasure. I felt her hands begin to touch me up and down my thighs like she was trying to memorize the shape of them by touch.

I gasped when I felt her lips gently kiss me above my knee and begin to kiss up my thigh as her hands slid up the back of my legs to my bottom where she began to softly caress and squeeze me. When her mouth got to my groin she softly licked and kissed all round my penis, teasing little gasps out of me.

After what seemed like forever, I felt her mouth slide over me. I cried out in pleasure as she took all of me into her mouth and ran her tongue up and down my shaft. As she began to slide her mouth up and down my throbbing penis, I couldn't stop trembling and felt myself beginning to quickly build up to an orgasm.

I put my hands in the back of her head. She hummed in pleasure as I took over the rhythm and began to move my hips in time with her. When I had the motion down she held her head still and let me thrust my penis in and out of her mouth.

It didn't take me very long at all before I began to shudder all over and my penis started throbbing as that wonderful feeling enveloped my whole body. She pulled my bottom to her and slid her mouth to the base of my shaft. I felt her hum in pleasure as I began to cum in her mouth and she sucked non-stop as she milked every last drop out of me.

When I began to come down from my orgasm, I heard Marjorie moving around just outside of Mom's bedroom and wondered why Mom hadn't just shut the door. I wasn't sure if Marjorie had looked in or not and I was scared that she was going to tell somebody.

"Mommy," I whispered, "I think Marjorie's just outside your door."

She nodded her head, but didn't stop. My penis was completely soft, but she kept on sucking on me. I peeked and watched her as her mouth slid up and down me, and then caught movement out of the corner of my eye. I quickly looked up, but didn't see anyone. I was pretty sure though that Marjorie had peeked in.

Within about a minute or so I began to get hard again. My mom hummed loudly in approval and slowed down, taking longer strokes, moving up to the tip where she would probe my hole with her tongue, then she would slide all the way down to the base. Then I felt her mouth open up and felt her suck my testicles into her mouth also.

I groaned in pleasure and felt that great tingling all over again and knew I was getting close. Then I couldn't help myself, I gasped loudly and felt my penis begin to throb in my mom's mouth. She slid her mouth down and wrapped it around my shaft and sucked hard as she worked her tongue along my length.

I saw Marjorie peek in at us, but there was no way I could stop coming. She watched intently as my mom made little sounds of pleasure as she had me completely in her mouth. As I started to regain control I saw Marjorie quietly slip away.

When I was finally soft, my mom slowed down and gently removed her mouth from me.

She looked up and asked musingly, "Did you like that?" I smiled blissfully and nodded. In mock serious she added, "You weren't supposed to peek!"

I got a sheepish look on my face, but she chuckled and while still making eye contact, licked a drop of cum off of the tip and kissed me softly once on the head before getting up.

I said to her, "Marjorie saw us, Mommy."

She smiled and said, "It's okay baby, she would never tell on us."

I wasn't so sure, but had to trust my mom. She pulled up my pants, and I sat down before my legs collapsed out from underneath me.

She pulled on a pair of panties and I saw a wet spot on the crotch immediately begin to spread until they were completely wet underneath. I saw her look down and smile softly and then she chuckled as she ran her finger up the wet spot. I saw her look at her glistening fingers and then slide them into her mouth and suck them clean. She murmured, "Mmmmm!" and then went back to getting dressed. When she finished, she came over to give me a hug and kiss before she had to leave.

The strong scent of her sexual arousal filled my nostrils as she softly caressed my cheek. Taking her fingers, I gently kissed them; I couldn't stop from licking them. They had a slight musky taste to them that I immediately liked.

"Mmmmm, I like that, baby," she purred. I licked and sucked on them for another minute before she sighed and said she had to go.

Out in the living room she and Marjorie talked quietly for several minutes, then she had to leave. Mom smiled sweetly at me as she closed the door behind her.

As we stood there for a moment in silence, I felt kind of nervous and embarrassed, but Marjorie just smiled, her eyes bright with her suppressed laughter and asked, "Are you hungry?" I nodded my head vigorously. Her white teeth flashed at me in a smile and she set about to prepare us something for dinner.

We ate in silence, and I kept blushing every time our eyes would meet. We watched a movie together and I kept sneaking peeks of her boobs. When the movie was over I went and played video games in my room for a little while.

Around eight she came in and told me, "Your mom said for you to take a bath and I am supposed to make sure you do." That was weird; I'd never had a problem taking a bath before...

I went in and ran the water, and I had no sooner stripped off my clothes and stepped into the tub than Marjorie came in. Embarrassed I spluttered, "I'm naked!"

Bemused she replied, "Mark, I've already seen you naked."



I blushed furiously as I realized what she was talking about and then she came over and sat down right next to me. I tried to cover myself up and succeeded for a few minutes, but as she talked to me and told me jokes my hands kept drifting away. Besides, I kind of liked having her check me out.

So after a while of her seeing me naked, I finally gave up and just relaxed around her. I was laying on my stomach in the water playing, when I felt her pinch my bottom. I spun over quickly and looked up at her in surprise.

"You have a very cute bottom," she remarked with a playful grin.

I blushed furiously again and rolled back onto my stomach and waited for her to pinch my bottom again. When she still hadn't pinched me for a minute or so, I lifted it up a little higher out of the water. With a chuckle, she gently pinched me again. Then after about another minute, I felt another pinch, but she didn't take her hand away as quickly.

She did it a couple more times, moving around my buttocks and when I didn't react she pinched a little lower between my legs. I spread my knees apart to give her better access and I heard her chuckle again.

I stayed in the bath until well after the water grew cold, just enjoying it when she was pinching my bottom. I kept hoping she would do more, but she didn't.

She finally said, "Okay, sweet cheeks, time to get out of the tub."

I sighed dramatically and stood up. I saw her eyes go immediately to my erect penis. She didn't say anything, but just waited with a towel until I stepped out of the tub.

She knelt down front of me and I saw her keep checking me out. Her face was flushed and she eventually said softly, "Okay, Handsome, arms up."

I lifted up my arms, and was kind of surprised when she began to dry me off. She took her time drying each of my arms while spending quite a bit of time staring at my penis which was still pointing straight at her.

She dried my upper torso off pretty quickly, but took a long time on my legs. As she leaned over to dry them, she had her face very close to my penis. She stared at it the whole time while I was hoping that she would accidentally brush against me, but she didn't.

She finally said, "Okay, Handsome, turn around for me."

I turned around and felt her begin to dry my back off. I was waiting for her to dry my bottom, but she didn't, instead she dried my legs off again. I could feel her breath against my bottom as she dried me off, so I pushed it back until it brushed her cheek.

"If you do that again, you're going to get bit!" she teasingly threatened. I giggled and pushed it back against her again. She chuckled and said, "I'm not kidding."

Impishly I laughed, pushing my butt back against her, then squealed in surprise when she really bit me.

"Told you so!" she chuckled.

I said, "You won't do it again."

"Oh yeah, try me, buster."

I couldn't stop giggling as I slowly pushed my bottom back towards her. She bit me again and laughed when I squealed in delight.

We did it several more times before she said, "Okay, you better go get your pajamas on." I kept trying to get her to bite me some more, but she just squeezed my bottom and chuckled "Pajamas, sweet cheeks!"

I sighed and began to walk towards my room. When I got to the bathroom door I wiggled my bare butt at her. I looked back and saw that her cheeks were red and her nipples were clearly outlined against her shirt. She was staring at my bottom, and as I turned around I saw her checking out my hard penis again.

She finally raised her eyes to my face and ordered, "Pajamas, scamp!"

I giggled and ran to my room. I heard her lilting laughter, as I just stood naked in my room, listening as she drained the tub and straightened up the bathroom. I was still standing there naked when she walked in a couple minutes later.

She put her hands on her hips and said in mock exasperation, "You're still naked!"

I turned and wiggled my butt at her.

"If I have to," she said, "I'll dress you myself."

I couldn't stop giggling as I taunted, "Nuh-uh!"

"Yes!" she replied.

I jumped on my bed and laid on my stomach and giggled at her some more.

She chuckled and said, "Okay, I warned you!"

She walked over to my dresser and picked out some clothes as I continue to giggle, then she came over to my bed and sat down next to me. She pinched my bottom and I jumped.

She said, "Rollover, sweet cheeks." I giggled and shook my head no, so she pinched me a couple more times, but I still wouldn't roll over. "Okay, keep this up I'm going to bite that cute little butt some more."

I giggled at her treat saying, "No, you're not!"

I squealed when I felt her teeth sink in. Laughing she said, "Told you! Are you going to roll over now?"

I wasn't about to give up on this game and in near hysterics I kept giggling and shaking my head so she bit me again. She did this several more times, then she began to tickle me all over. I flopped around as she made me start laughing uncontrollably. I rolled over to fend her off, and soon we were both laughing nonstop as she continued to tickle me all over.

She accidentally tickled me several times on my groin as I rolled around, and I noticed that her eyes were looking at my penis most of the time. By the time we finally stopped, we were both breathless from laughing and a little sweaty.

She fanned her face and was breathing hard and said, "Now I need a bath!"

I said impishly "I'll help you!"

She blushed brightly and got a faraway look in her eyes and said, "Scamp!"

She unbuttoned the top three buttons of her shirt, exposing her bra and I found that I could see the top of her breasts through the lacy black material. She saw me staring and said, "Sorry, sweet cheeks, I'll button it up in just a minute, I just need to cool down."

I said quickly, "It's okay."

I felt my penis get hard again, it having gone soft as we played. Self-consciously I covered it up with my hands, but not before she noticed it. She began tickling my knees and my feet and before long I forgot about covering up as I rolled around laughing.

Her hands all over me, she really liked tickling me along my inner thighs and lower abdomen. I liked that a lot too!

We took another break after a couple minutes, and she unbuttoned her shirt all the way down and flapped the ends of it to cool herself off. I was mesmerized as I kept catching glimpses of her whole bra. I could tell that it was completely lace and could see the blush of her aureole and nipples through it.

She saw me get hard again, and when I covered up, she said "Okay, if you're covering up I guess I should too."

With that she began to button the bottom buttons of her shirt. I quickly took my hands off my hard-on and she smiled and unbuttoned her shirt again.

She fanned herself for another 30 seconds or so, then she asked, "Are you ready for bed yet?"

I shook my head relying, "No, tickle me!"

She chuckled and began tickling me again. She didn't tickle me quite as hard this time. I still laughed a lot, but it wasn't uncontrollable like before. I kept looking as her shirt would open up, giving me a good view when her bra would open up a little bit, allowing me to see her breasts.

Her hand would tickle softly across my abdomen, and every so often would brush my penis. She didn't seem to notice, but I was anticipating the next time when she would touch it. She saw me staring at her chest, and I saw her look down at it several times to see how much I could see.

The next time we took a break, I was still aroused and as she fanned herself with her shirrtails she smiled softly as she let her eyes roam over my body. After a couple minutes she stated "Boy, it is sure hot! Would you mind if I took my shirt off so it doesn't get all sweaty? I'll put it right back on again when we are done."

I said quickly, "I wouldn't mind!"

"Are you sure?" I nodded my head rapidly and she said "Okay, if it bothers you I'll put it back on. Alright, sweet cheeks?"

I nodded my head with a huge grin and watched as she slid her shirt off of her shoulders and laid it next to the bed. She sighed in relief and smiled at the look on my face.

"Is this okay?" I couldn't take my eyes off of her chest and just nodded. She fanned herself with her hand for another minute, before arching her back in a nice long stretch.

My penis jumped as I stared at her nipples straining against the material and I saw her eyes light up when my penis got rock hard.

Softly she chuckled, "I think you like boobies." I blushed and smiled shyly. She whispered conspiratorially, "That's okay, I really like penises."

Brazenly I asked, "Do you like mine?"

She looked at my penis all over, taking her time, putting her face very close as she checked me out. She finally looked up at me and said, "Yep, you have a very nice penis."

We both giggled and then she began tickling me again. Her hands were once again all over me. She brushed my penis several times and once it even felt like her hand wrapped around it.

We took another break, and she lifted the bottom of her bra away from her chest a little bit to get air. It wasn't enough for me to see under, but I was sure trying. She saw me trying to peek and smiled then reached back and unhooked it.

With her bra hanging loose, Marjoie sighed in relief and said, "Ahh, much better." She saw that my eyes were wide and added, "Don't worry, I'm just getting some air, not taking it off."

I tried to splutter a response that I didn't mind, but couldn't get the words out clearly. Lunging at me she began to tickle me again. Even as I squirmed around I couldn't tear my eyes off of her chest as her bra slowly worked its way off of her breasts. I stopped from gasping when her left breast came out.

She saw my face and looked down and said, "Oops, sorry about that, sweet cheeks," and then fixed it.

I whined a little in protest, but she didn't seem to notice. As she began to tickle me again, her breast came out again.

She sighed dramatically and said, "Stupid bra, maybe we should just stop playing for now, what do you think?"

I protested that it was okay, I didn't mind.

"Are you sure?"

I nodded my head in response.

She said, "If it bothers you, let me know and we can stop so you can go to bed."

I said excitedly, "Okay!"

She smiled mischievously as she began to tickle me again and before long both of her large breasts were exposed and I feasted my eyes on them. Her nipples were both rock hard and stuck out further than my mom's.

She began tickling me along my inner thighs, and I felt her hands trail across my testicles. "Sorry about that, sweet cheeks," she rather lamely apologized. I didn't respond, I just kept checking out her

wonderful chest as her bra had slid off her shoulders and wrapped around her hands., Tossing it to the side, she continued her tickle game. She wasn't tickling me very hard anymore though, she was almost caressing me. I noticed that her hands spent more and more time around my groin.

'Accidentally', she brushed my penis, over and over. Then I felt her hand wrapped around my hard on and slide from the base of it to the tip.

"I'm sorry, I shouldn't have done that," she quickly apologized

"It's okay," I quickly responded.

Then it happened again, then again. After the fifth or sixth time, she quit apologizing. Her hand then slid to the tip and then back to the base. She said "Oops!" And went back to tickling me, but a few seconds later she did it again.

I had been in heaven for quite some time now, but this was even better! She began to leave one hand at my groin as the other one softly tickled my side, chest, neck, and cheeks. I felt her hand encircle my penis and then felt her thumb softly stroke back and forth across my glans for about thirty seconds before letting me go and resumed tickling me with both hands.

The next time her hand wrapped around me she very slowly began to jack me off. She acted like she didn't notice what she was doing as she kept tickling me with her other hand.

It seemed that she could tell that I was getting close to coming, and stopped stroking me until I had calmed down. She did it to me several more times and then she abruptly stopped and sat up. I whined in protest and trembled from head to toe as looked at her, but she just smiled and fanned herself off.

"Sorry, it's just so hot in here!"

She unbuttoned her pants and sighed in relief.

She saw me staring at her unbuttoned pants and asked "Is this okay?"

I nodded my head quickly.

She smiled at me and said, "Thanks, sweet cheeks."

After about 30 seconds she unzipped the zipper also and sighed a huge sigh of relief. "Oh, that is much, much better!" she declared.

I could see she was wearing a very lacey pair of black panties that looked like her bra. She saw the look on my face and said coyly, "Do you like my panties?"

I nodded my head without taking my eyes off of them.

She began to tickle me again, and when she wrapped her hand around me she huskily said, "My, my, I can see that you really like panties!"

My pre-cum was now leaking onto her hand. Biting her lower lip, she gently squeezed me as she stroked me a couple times, causing more to come out until her hand was soaked.

I turned beet-red and said, "Sorry, Marjorie!"

She smiled softly and whispered, "I'm glad you like them," as her hand slid smoothly up and down my slick shaft. I begin to tremble as I got close to coming, then she stopped and took her hand off of me. As my body hovered at the edge of orgasm, I saw her bring her hand up to her mouth and lick it clean.

Then her eyes got big as if she realized what she had just done and she said quickly, "Oh, my goodness! I can't believe I just did that! Sorry, Mark, I, I didn't mean to."

I said shakily "It's okay, Marjorie, I didn't mind. Really."

She smiled mischievously and asked, "You're sure?"

I nodded and she smiled in relief. She attacked me with both hands again causing me to squeal in laughter. We were both breathless and flushed by the time she slowed down.

When she finally stopped, we sat there panting and smiling as we slowly regained our breath. She laid back on my bed and I watched her lift her hips in the air and begin to push her pants off of them. I saw her bottom appear and the thin strip of material was barely visible along the crack of her butt.

She pushed them up to her knees and as she did I could just make out the shape of her vagina as it pressed against the solid black material. I could see that her panties were soaking wet and I caught the hint of perfume as she sat back upright and pushed her pants down her legs before kicking them off.

"Ahh, that feels so much better! You don't mind, do you? It's so hot in here."

I shook my head rapidly and stammered in a squeaky voice, "No, Marjorie, I don't mind at all!"

She said, "You won't tell on me?" Once again I shook my head no. She smiled brightly and said, "Thank you, sweet cheeks."

I smiled shyly in return and went back to checking out her panties. The top of them were lacey and see through. I could see her skin was smooth and I noticed that I couldn't see any hair, but couldn't see too far down as it turned into a solid black material.

She chuckled softly and then stood up and turned in a slow circle. "Do you like my panties?"

I didn't answer her as I watched her very cute butt slowly appear. What material there was went down between her cheeks all the way from the top to the bottom. As she finished her circuit I found myself looking at the upper half of her exposed vagina. From what I could see she didn't have any hair covering her and I found that I liked it that way much better. My penis was throbbing in approval.

She chuckled and said, "I take that as a yes."

Blushing, I ducked my head shyly.

She sat down next to me and checked out my throbbing penis. "Oh my, are you okay?" she asked.

She reached out and gently wrapped her hand around me and I watched as her thumb began to gently stroke my glans. It didn't take very long before I couldn't hold out any longer and I began to shudder all over. I arched my back as I felt my testicles tighten up.

She squeezed me tightly and I gasped as I felt that wonderful sensation catch me up. She rapidly stroked up and down as I began to orgasm and I watched my cum splash across her hand and my groin. She

continued to stroke me until I was finished, then she smiled and said "Oh, I definitely think you like my panties!"

I didn't say anything, I couldn't, I just contentedly smiled as I slowly began to calm down. I saw that her upper body was all flushed and her eyes seemed to smolder as she wiped the come off of my groin with her already gooey fingers.

She said, "Would you mind if I changed into my pajamas?"

I smiled shyly and shook my head, and she smiled and leaned down and softly kissed my tummy. I gasped as I felt her boob gently rub my sensitive pecker head.

As she sat up she saw the look on my face and smiled mischievously and asked, "Did you like that?"

I smiled and nodded my head. I could see my cum smeared across her erect nipple. She saw me looking and glanced down. Then she looked at me with a smile and said "Mmm, I should probably get cleaned up first."

I blushed again and she chuckled and declared, "You are so cute! Well, if you stay right there and don't move, maybe I'll tickle you some more when I get back." I smiled ear to ear and nodded my head as she stood up.

She brought her hand up and licked my cum off of it as I watched in surprise. When she saw the look on my face she blushed and said, "I can't believe I just did that!" With that she smiled and looked down at my softening penis and asked, "You won't tell on me will you?"

I said quickly with a smile, "No way!"

She grinned and giggled, "Well then, I am going to go change."

As Marjorie sauntered slowly out of the room, I stared at her gorgeous flexing butt. Absentmindedly I noted that I had another boner.

#### **Part 4**

#### **Marjorie's Nightgown**

Marjorie walked into the living room and I could see her moving around from where I lay on my bed. She didn't seem to notice that I could see her, as she stopped and slid her hand inside of her panties then brought it to her mouth and sucked on her fingers.

I was trembling as I watched her slide her panties off of her hips and then walk around a little bit like she was looking for something. While my hand gently stroked my naked penis, I caught a few peeks of her whole vagina, but she kept turning away.

She grabbed her nightgown from her bag and slipped it over her head. It was soft and pink, and when she stretched her arms over her head, it came up to her waist. She picked up her clothes and put them up and then she peeked around the corner at me.

She said, "No laughing."

Still openly fondling myself, I nodded my head quickly. I was almost trembling I was so excited to see her.

She gave me a sultry smile and stepped around the corner. Her nipples were still hard and pressing against the flimsy material as she approached my room.

I found I was breathing very hard as she walked over to my bed and sat down next to me, her eyes riveted on my cock. Self consciously, I stopped playing with myself. Looking up into my eyes, she smiled at the look on my face and said, "Do you like my nightgown?" She pushed her chest out held her arms out to the side. The move was very obvious and I greatly appreciated it.

I replied breathlessly, "Yes, very much."

She saw me staring at her chest and chuckled softly and said, "Thanks, sweet cheeks."

She scooted up a little more on my bed, and her nightgown crept up to her waist, giving me an unobstructed view of her vagina. She saw me looking, and followed my gaze. She pulled the edge of her nightgown down and said "Oops, sorry about that."

I mumbled something unintelligible.

When she let go, it went right back to her waist. She sighed and said, "Maybe I should go put some panties on. What do you think?"

I said quickly, "You don't have to, I don't mind."

She said with a knowing laugh, "As long as you're sure." I nodded again and she smiled.

"Do you like my nightgown?" She rotated her hips from side to side and smiled coyly at me. I couldn't take my eyes off of her puffy lips, and nodded my head.

She smiled and stood up then turned around, showing me her naked butt. She pushed it out towards me a little bit. "Does it look cute on this side also?"

I said breathlessly, "Yes."

She said, "Do you think my butt is too big?"

She pushed it towards me more and leaned forward as she arched her back. I could see her naked vagina from the backside and I couldn't say anything, I just panted.

She looked over her shoulder at me and saw the look on my face and said, "Hey! You're supposed to be looking at my night gown, not my naked butt!"

I blushed furiously and stammered an apology.

She just giggled at me and said conspiratorially, "I won't tell if you won't tell, besides, I kind of like you looking."

I quickly said, "I won't tell! Promise!"

She giggled again and said, "Do you want to look at it for a little bit longer?"



I said softly, "Forever!"

She purred softly and said, "Mmm, we'll have to see about that. You can't tell your mom."

I agreed and so she leaned forward a little more and I watched her lips pushed back until they were clearly defined. I could see the moisture between them, and was mesmerized as she slowly rotated her hips, causing her lips to part and allowing me to see her delicate pink skin inside.

She asked me after a couple minutes, "Is that enough?"

I said, "Not yet."

"Am I too far away," she said. "Do I need to move closer?"

I was trembling and stuttered "Yes, please."

She chuckled and moved back until her thighs were brushing my bed. I leaned over so I could check her out, her vagina was close enough that I could have licked it. I watched as a trail of moisture rolled down between her lips and dripped onto the floor. I couldn't stop myself, I reached out and very lightly touched the moisture on her lips.

She shivered all over and gasped, then turned back around towards me with a flushed face. She smiled and purred, "I liked that"

I smiled at her happily.

She bit her lip and laid back on my bed with her head by my feet. I checked out her vagina from up close, and lost track of time until she softly tickled my foot.

I jumped and she giggled at me and asked, "Were you spacing off?"

I giggled back and said, "Yeah."

She kept touching my feet, and said, "You have cute feet."

"I do?"

She hummed in the affirmative, and then I felt her softly kiss my foot. I sighed in pleasure and she chuckled and asked, "Do you like that?"

I said softly, "Yes."

She began to plant kisses all over both of my feet, and then I felt her tongue gently lick the bottom of my foot. I trembled and heard her in purr in response and begin to lick around and between each of my toes.

I was very turned on and could feel as the pre-come trailed down my penis. As Marjorie continued to tease my feet, she moved her knee against me, giving me a clear view of her hairless vagina.

I feasted my eyes on her, as she began to suck on each one of my toes. I could see that her vagina was very wet, and was making a wet spot on my bed underneath her. I very carefully reached down and touched it, then brought it to my mouth and tasted it. I didn't know how to describe the taste, but I

instantly wanted to taste more. Where my mom was a musky taste, Marjorie had a lighter, almost sweet taste that instantly reminded me of strawberries.

And the scent of her was dizzying. I could only classify it as sexual. It made something in me want to do things to her that I hadn't ever imagined before watching that video.

She began to kiss around my ankle, and scooted her bottom a little closer to my head. She continued to move up my legs, kissing my shins all over, and then my knees. She rolled onto her side so she could kiss both of my thighs and it brought her vagina to just a few inches from my face.

I could smell the sweet smell of her even stronger, and I leaned over and kissed her thigh. She gasped and trembled all over and I felt her lips part and gently bite and suck on my inner thigh.

I slowly began to kiss her more and more, I could hear making little sounds as she continued to scoot higher and higher. I could feel her hair brushing against my penis as she kissed up my inner thigh. I could see that her thigh was wet and I saw a trickle of fluid running down the side so I leaned close and licked it up.

She gasped and whimpered and I felt her mouth brush against my testicles. My legs were already spread, I spread them even wider to give her better access, then licked the trail of wetness again all the way up to her vagina.

She bent her knee up into the air to get me better access and I continued to lick up the wetness and found that her thigh and vagina were sopping wet. I began to lick along her lower lip and thigh, and she turned her body towards me a little more. I felt her tongue gently touch my testicles, and then she began to kiss and lick them all over. I ran my tongue along one thigh and then the other, and then licked down to her vagina and lapped up and down her slit. She cried out and trembled all over as I began to lick in and out of her hole. It was the most incredible moment of my life!

I felt her begin to shudder all over, and she laid her leg over me so that her vagina was spread open in front of my mouth. I continued to lick up and down her slit, and could feel her as she started coming.

Suddenly she cried out, "Oh Mark, lick my pussy! Yes, yes! Oh fuck! I'm coming! Don't stop!"

I felt her hand grab hold of my penis and then felt her warm mouth slide over me and begin to suck up and down as she continued to cry out. She began to rub her vagina against my mouth and I found her clitoris was right against my lips. As soon as I sucked on it, like I saw the boy on the video do, she started convulsing on top of me like crazy. I could feel her juices begin to run down the side of my face and I licked and sucked as fast as I could. Her mouth felt incredible! I loved it when my mom sucked on me, but Marjorie took it to another level.

I felt myself begin to come and heard her moan in pleasure and suck even harder as I started coming in her mouth. I heard her hum in approval and felt her tongue licking back-and-forth across my glans.

After I finally went soft, she continued to gently lick and suck on every bit of my penis and my testicles. I kept on licking and licking as she had one orgasm after another until my mouth and tongue were both very tired. Finally she let my soft penis slide out of her mouth, and then she lifted her leg off and rolled over onto her back.

After several minutes of us both laying there regaining our breath, she slowly sat up. Her face and chest all flushed and she had a very sated look on her face. She smiled at me languidly and said, "You are so adorable!"

I blushed furiously and couldn't help smiling. I could feel her drying come on my face pull on my skin as it stretched.

"Well," she said, "are you ready for bed now?"

I nodded my head slowly with a big smile on my face.

She chuckled and purred, "Me too!"

I giggled with her, then she leaned down and kissed me softly on my lips. I parted my lips as I felt her tongue touch my lips and then spent several minutes learning exactly how much I liked French kissing. It was intense! When she finally broke off the kiss I was breathless.

With a wicked gleam in her eyes she smiled at me and said, "I may have to ask your mom if I can keep you!"

I giggled and said, "Okay!"

She chuckled at my reaction and said with a sigh, "But I can't, she would miss you too much." I blushed as I remembered Marjorie watching Mom and me earlier. She smiled as she stood up and I couldn't stop from checking her out again. Apparently in hurry to go, she smiled at me and let me look for a good minute or so, then pulled the covers up and tucked me in.

She gave me one more kiss very softly, then she smiled at me and picked up her things before she left the room. I quickly fell asleep with thoughts of licking her again going through my mind.

## **Part 5**

### **Carnal Knowledge**

I woke up the next morning to find that Marjorie had already left. I stumbled into the living room and checked all around, even looking behind the curtain... like she would be hiding there! I was really disappointed! I was hoping I could see her again. It already felt like last night wasn't real.

My mom saw me looking around and said, "Hey, baby, how was your night?" I focused on her and smiled shyly, blushing as I quickly ducked my head trying to think of what to say. Mom chuckled and said, "Must have been pretty good to get that reaction." I continued to blush and smile and just shrugged my shoulders. "Anything I should know about?" she asked with a raised eyebrow.

I couldn't stop blushing as I stammered, "N... no."

She let it go with a smile and asked, "Hungry?"

That got a big smile from me and she laughed fondly as she stood up. I froze with my mouth open as I saw that she was wearing a nightgown almost identical to Marjorie's.

She smiled at my reaction and I saw her nipples get rock hard. She purred, "Do you like my new nightgown?" And with that she arched her back, just like Marjorie had done, and slowly turned in a circle. When she was facing me again she looked down at my boxers and her mouth curled up in a satisfied smile and hummed softly to herself. Her eyes eventually met mine and she said, "Can I have a hug?"

I grinned and quickly crossed the room. As we wrapped our arms around each other, I buried my face against her chest. She kissed the top of my head and softly caressed my back. I could feel my penis pressing the material against her thigh, and as I hugged her back, I rubbed it back and forth against her.

We stayed that way for a while as we reacquainted ourselves with each other. It seemed like it had been so long since she held me!

I slowly relaxed my death grip from around her waist and allowed my hands to softly and slowly begin to explore her back. She purred softly, "That feels nice, Baby."

I continued to feel her back and forgot about rubbing my penis against her until I felt her thigh gently rub back and forth against it. I began to hump against her leg as her hands slid down to my bottom and gently cupped it, pulling me back to her over and over.

I trembled as I felt her hands lift from my bottom. Then felt her fingers slide inside my waistband and begin tugging my shorts down. When my penis sprang free, I felt my shorts slide the rest of the way down and puddle around my ankles. I shuddered softly as I felt the heat of her through the thin material of her nightgown and felt her hands slide back over my now naked bottom and caress me.

She was trembling all over, or maybe it was me. I slid my hands down her back and cupped her bottom thru her nightgown and began to knead her like she was doing with me. She whimpered softly and kissed the top of my head as she made encouraging noises.

When my fingers felt her bare skin, she gasped and hummed softly, "Mmmhmm." I pulled the material up and felt it slide from between my penis and her bare leg. The contact with her skin made me begin to throb immediately and she moaned as she grabbed my bottom harder.

I grabbed her now bare bottom and began to squeeze and grope her in earnest, as she began to do the same to me. After several minutes of heaven, I could hear her panting and trembling harder. Then she did the most wonderful thing, she bent her knee just a little and I instantly felt the heat as my penis brushed against the hair covering her vagina.

Now that I could feel her sex, I gasped and felt that wonderful feeling begin to envelop me. I began to thrust hard against her. She cried out and angled her vagina towards my penis, as we both began to come. Her hands pulled me to her as I thrust hard, trying to find her opening. I felt her lips part around my penis and felt the silky smooth skin as I slid between. It was so hot and slippery that I immediately began to throb, my penis twitching between her velvety lips.

She whimpered and spread her legs more as she continued to try to get me inside of her. Then I felt my head slide into a hot wet furnace and she cried out in victory and pulled me up inside of her. I could feel every increment as I slid into her and she cried "Oh, yes! Oh, finally, Mark! My baby boy!" as she pulled me all the way inside of her.

I could feel her vagina begin to contract around my penis as she began to orgasm, and I felt myself begin to come as her vagina milked my throbbing organs buried inside of her.

I came so hard that it actually hurt! I slid my mouth over to her nipple and began to suck on it thru her nightgown as she continued to come and come. I lost all rhythm, so she continued to pull me in and out of her as she whimpered and moaned and shook all over.

I finally went completely soft and slid out of her. She whined in protest and slowly humped against my groin as she began to come down. I could feel the coarse hair gently scratch against my lower abdomen. I kept sucking her rock hard nipple as she purred and kissed my hair.

We stayed in that position until I began to slowly get hard again. She murmured in approval as she felt my penis press against her leg.

She slid her fingers up my back and through my hair and held me as I suckled on her for several more minutes. She finally said softly "Did you like that?"

I mumbled around her nipple "Mmmhmm!" and sucked harder.

She hummed softly and said "So did I, Baby. I almost fainted when I felt you slide inside of me! Oh, I am so ready for more!"

Her nipple made a popping sound as I pulled back and replied with a grin, "Me too!"

She smiled wickedly and let go of me and then turned around and began to walk towards her bedroom. She reached down and pulled her nightgown over her head and let it fall to the floor. I watched her naked butt sashay to her room and as she got to her door, she smiled at me over her shoulder before climbing onto her bed.

I quickly moved to her room and she grinned in delight as I jumped up onto her bed. She rubbed her breasts and pinched her hard nipples before rolling to her side and lowering her mouth to my penis. I laid back and watched as her cheeks sank in as I felt her begin to suck on me while slowly sliding up and down. She kept making little sounds of pleasure around the slurps and pops.

Mom took a long time exploring me. I groaned as I saw her eyes look up and meet mine as she slowly and lovingly pleased me. It was so erotic keeping eye contact that I found myself beginning to tremble and gasp. She hummed as she watched me getting closer and closer and slid her hands up my chest and fondled my nipples, making them rock hard.

I could feel myself getting closer and she smiled and began to speed up. I gasped and began to shudder as she sucked faster, still never breaking eye contact. Then she felt me begin to throb and held my eyes as she took me completely inside of her mouth as I began to come. I watched her swallow and she smiled at the look of pleasure on my face. When I finally stopped coming, she began to slowly and lovingly suck on my softening penis.

Completely soft, she then wrapped her fingers around my penis and continued to watch me as her tongue licked and probed my head, eliciting little gasps of pleasure from me, which made her smile in delight. I was so sensitive that I almost had to have her stop, but she seemed to sense that and knew how to keep me right at the edge between pleasure and pain.

It took a lot longer before I began to get hard again, but when I finally did she hummed "Mmmhmm!" and ran her tongue up and down my now erect shaft for several minutes before saying, "I want to feel you inside of me again."

With that she rolled over onto her back and spread her knees to the side. She smiled an impish smile at me and said, "We don't have to if you're too tired."

I grinned back at her and quickly climbed between her legs. I took my time and checked out her patch of hair and the delicate pink skin where it poked through. She moaned softly and closed her eyes as I cupped her mound and gently squeezed and fondled it for the first time. She finally couldn't take it anymore and took my wrist and pulled me up her body.

I felt her hand reach down and grab my shaft and begin to pull me to her spread open vagina. We were both panting hard and we both made noises as I felt my penis come into contact with her hair, and then her soft, slick skin, as she rubbed my head up and down the length of her wet slippery slit.

She was trembling hard already, and as she lined my head up with her opening she cried out, "Oh, God! Oh, God!" and began to have an orgasm. I thrust my hips down and as my head passed into her burning hot canal, she pulled her hand from in between us and grabbed my bottom and squeezed me. She pleaded, "Don't stop, Baby! Oh, please, Sweetie!"

That was enough for me. I thrust hard and found myself completely inside of my mom. It was so wonderful! I found that I never wanted to stop feeling like this. She tilted her hips up and rocked back and forth under me, causing me to slide in and out of her. It took a couple of minutes to grasp the rhythm, as she kept coming in almost non-stop waves.

Finally she let me take over and I soon found myself fucking, really fucking, my mom for the first time. I gloried in the feel of her and the sound of her voice as she came and came. Her vagina was so hot and wet that I felt as if I was going to get burned from it.

I only lasted a few minutes before I felt that wonderful feeling begin to slowly overtake me. As I began to come, I completely lost the rhythm and I felt my mom begin to rock underneath me and I let her take control again as my penis started throbbing, shooting what little come I had left up inside of her. She cried out loudly and clawed my bottom as she felt me coming in her. Then she pulled me hard to her and shook and shook for a while as she ground her pussy against my pubic mound.

I collapsed on top of her in a sweaty trembling heap and panted heavily from the exertion. When she finally caught her breath, she slid her hands up my body and gently caressed my back while making little sounds of contentment. I was so completely relaxed and sated that I wasn't sure when I dozed off.

I woke up to find myself alone in my mom's bed. I played back what had just happened over and over until I began to get hard again. I felt something pulling on the skin of my penis and when I looked I found that I was covered in a dry glazed substance. I realized that it was our come mingled together and wet my fingers until I could bring some of it to my mouth and taste it.

I could taste my mom's muskiness and my semen mixed together and licked up as much as I could. Eventually I realized that I could hear my mom talking to someone and quietly climbed out of her bed and tiptoed to the door and peeked out.

I saw my mom had put on a robe and was sitting with Marjorie. They were chatting happily together and I heard my name mentioned several times. I saw Marjorie keep looking around and then she smiled happily when she saw me peeking around the corner at her.

She said, "Hi, Mark! I was just asking your mom if it would be ok if you stayed over at my place tonight. I figured we could go swimming and you could meet my little brother, that is if you want to."

She had such a hopeful note in her voice that I quickly said with a smile, "I'd love to!"

Marjorie smiled happily and looked at my mom, who chuckled at us and said "Hmm, I can see that you've already stolen his heart from me!" Then Mom sighed playfully and dramatically. I was halfway across the room before I realized I was naked and saw Marjorie's eyes get big as she checked me out.

I blushed furiously and sprinted to my room and quickly found some boxers and shorts to put on. I could hear them chuckling in the other room and stayed where I was, embarrassed and shy for some reason, until my mom called, "Hey, Baby, are you going to come say goodbye?"

I blushed as I came into the living room and more or less avoided eye contact with Marjorie as I launched into my mom's arms. She laughed and hugged me tight for a couple minutes before saying, "You go have some fun and call me later!" I promised I would and stood up as she released me.

As they both got up and said their goodbyes, I saw that there were several DVDs sitting on the table. They looked just like the ones that my mom and I had been watching. My mom saw me looking and chuckled, "I will just have to see what's on these. Hopefully it won't be too boring." I watched her exchange an indefinable look with Marjorie before she sent me to get my things together.

When I was finally ready, we said our goodbyes again and I realized that my mom was still naked under her robe. Her eyes lit up when she saw my reaction and whispered, "I can't wait until you get back."

We smiled at each other and then Marjorie took my hand and pulled me to the door. "I'll bring him back soon, I promise!" My mom laughed at us and then we were out the door and heading to Marjorie's car. When we got into her car she leaned over and gave me a soft sensuous kiss that immediately got my blood pumping.

Wickedly she purred, "Ooooo, I can't wait until later!" I had a grin ear to ear as she started up her car and we left our driveway.

## **Part 6**

### **Having fun at Majorie's**

Marjorie and I talked and laughed about inconsequential things as we drove into the city. I didn't get here very often, and when she saw me checking everything out she suggested we go shopping and see some sights. I agreed, happy to get to spend some time checking out what it was all about.

She said, "Mark, your mom told me your birthday is next weekend, are you getting excited?"

I nodded happily and said, "I can't wait!"

She laughed and said, "Then I think we should celebrate by spending some money. How about if we get something to eat at the mall and we can check some stuff out?"

I agreed of course and enjoyed the sun on my face as we headed to the mall. I had only been here once before, so I was whipping my head from side to side as we made our way to the food court. Marjorie laughed when she saw me and said, "You look like a tourist!" I blushed and slowed down my rubber-necking a bit.

We had burgers and fries and I felt like I was in heaven; I rarely ate fast food!

We took our time wandering through all the shops. She tolerated me checking out games and boy stuff, and I enjoyed watching her try on clothes. It was a good trade off! As the afternoon wore on, we eventually got tired of the mall and headed to her place.

I found I was excited, anticipating what it would be like. I imagined stuffed animals and unicorns and butterflies, so when I stepped into a nice apartment that was very clean and adult, I was a little surprised.

She saw me looking all around and chuckled at me, "Go ahead and check the place out. Make yourself at home."

I wandered around her place, checking out her photos on the shelf. I felt a stir of jealousy when I saw a picture of a good looking boy with her hugging him. I set the picture down and found myself looking at more of them together. What did it matter? It's not like Marjorie was my girlfriend. I sighed, not that I wouldn't mind. She was perfect. I daydreamed that it was me in the pictures instead of the other boy, holding her, making her laugh.

I knew that I had a sour look on my face, so I made sure that if Marjorie came in that she wouldn't see it. I found the bathroom and locked myself in until I could think straight. What was wrong with me! I unzipped my pants and began relieving myself, then I heard footsteps approach the door.

"Do you need any help in there?"

I giggled and said, "No!"

She giggled with me and rattled the doorknob. "Are you sure?"

I shook myself off and flushed the toilet. "I'm finished already!"

She made a mournful sound and said "Fine, take away all my fun!"

I smiled as I realized she made me forget about being jealous. I opened the door and laughed when I saw her standing there with a pouty look on her face. She broke into a big smile and I slipped into her arms and hugged her tight. I heard her chuckle as she hugged me back. I felt my penis respond from the close contact.

"If you want to we can go swimming for a bit," she offered.

I pulled back and was grinning ear to ear as I nodded rapidly.

Laughing at my enthusiasm, she released me.



"I'm going to get changed then. I'll be right back."

I nodded and as she headed to her room, I watched her butt sway from side to side and felt my penis get completely hard.

Over her shoulder she quipped, "I can feel my ass burning, you must be looking."

I coughed in surprise at being caught and she laughed delightedly as she walked into her room. I laughed as well and went over to my bag and grabbed my swim trunks out. As I turned around I saw that her door was still open. If she was going to change with the door open, then I was going to change right here.

Putting my thoughts into action, I pulled my shirt off and kicked my shoes loose. I did feel a little nervous for some reason as I unhooked the button on my pants and unzipped my zipper. I pushed on though and slid my pants down and off followed by my boxers, letting my hard on spring free.

I heard a whistle and looked up to see Marjorie in a tiny white bikini leaning against her doorjamb with a smile on her face.

"Take it off!" she called out.

I blushed furiously and couldn't stop from smiling as I stepped out of my boxers and pulled my swim trunks up and over my erection. She chuckled as I put myself away.

"Hmm, was that from watching me?" she asked.

I blushed again and shrugged, still smiling.

She laughed again and said, "Thank you, you always make me feel good."

I smiled shyly, not knowing what to say.

I finally really noticed her bikini. It really accentuated her big boobs. She smiled at my reaction.

"Do you like my suit?" I nodded hugely and she giggled. "Let's go!"

She led me down the steps from her place, surprising me by holding my hand as we walked along a shaded path to a fairly tall wooden fence with a latched gate in it. As she opened it up I saw that it was surrounding the large swimming pool inside and there were quite a few lounge chairs laid out around it.

There were a few ladies laying in the sun and a couple little girls playing in the shallow end. The ladies greeted Marjorie and she squeezed my hand before letting go.

"I'm going to go say hi," she said, "will you be okay for a bit?" I smiled and nodded. She smiled back and went to go visit with the ladies.

I made my way to the pool and stuck a toe in to feel the temperature before walking around the edge. When I got near the little girls, the brunette, who was the bolder of the two, asked, "Aren't you going to get in?" She was squinting up at me. I smiled and nodded, then jumped in.

The girls squealed and giggled as I righted myself and I laughed with them. They paddled over by me and began peppering me with questions.

"What's your name?"

"Do you live here?"

"How come I never seen you before?"

"Is that your girlfriend?"

"How old are you?"

I answered as fast as I could under the barrage until they finally slowed down enough to tell me their own names. The little brunette was Lexie. Like Majorie, Stephanie was a blonde. Lexie was 8 and Stephanie was 6. I saw Marjorie smile at me and wink, making me blush, before going back to talking with the women.

The girls must have been bored before I got there, because they wanted me to play with them. That was fine with me and we chased each other in the pool and I tossed them up in the air and into the water. Lexie definitely demanded my attention, making me carry her most of the time either on my shoulders or just holding her.

One of the ladies hollered, "Lexie! Give him a break!" Lexie, of course, ignored her.

"You can put her down if she is bothering you," the lady said.

I smiled at the lady and said, "She's okay. We're just playing."

The lady smiled and said, "Okay, but if she gets to be too much, just tell her to get down."

I nodded and went back to playing with the girls.

Lexie smiled at me happily and hugged me tight. I hugged her back and realized that I had my hand on her butt. I tried to think if I had done it before, but couldn't remember. She didn't seem upset about it though, so I left it there. I liked feeling it in my hand. I must admit that I was having a lot of fun playing with the girls!

Now that I was aware of touching Lexie's butt, I found more opportunities to touch both of the girl's bottoms. Stephanie never seemed to notice no matter how much I touched and squeezed her little tush, but after a bit I realized that Lexie knew what I was doing.

I saw her watching my face closely and when I smiled at her, she blushed and buried her face against me. I felt her legs squeeze me and her bottom move in my hand. I held my hand still and moved around the pool so the adults wouldn't notice us. She kept moving her bottom, so I lightly squeezed it and she pushed back against my hand.

Stephanie wanted me to pick her up too, so I held her, moving around the pool with both girls in my arms while I continued to grope Lexie more and more. Stephanie was giggling and oblivious, while Lexie still had her head on my shoulder and just letting me touch her.

We all jumped when a lady hollered, "Okay, Stephanie, time to go!"

Stephamie whined that she didn't want to and wasn't going, but the lady told her she was going to be grounded from the pool. She pouted, but finally complied, as I steered her over to the steps. She hugged me one more time before climbing out of the pool.

The lady smiled at me saying, "I think she has a crush on you."

I blushed again and shrugged my shoulders as I looked at Stephanie. She was cute, but she was only six. I smiled at her and she smiled back and then hid her face against the lady's leg.

The lady laughed and said, "Maybe you can swim with him again sometime, sweetie." She smiled at me again and said goodbye to her friends, then left with Stephanie, who watched me until she exited the pool area.

Marjorie asked, "How are you doing? Are you having fun?"

I smiled and said, "Yep, we've just been playing."

"Is it okay if I talk with Nancy for a bit longer?"

I nodded answering, "Yeah, I am going to keep playing with Lexie."

A mischievous smile appeared on Marjorie's face and I couldn't help but blush. I ducked away and found Lexie watching me curiously.

"Is she your girlfriend?" she asked again.

I shook my head, no, and saw her smile in relief before saying, "Catch me!"

I smiled and laughed as she tried to swim away quickly and chased after her. She squealed happily when I caught up to her and grabbed her sides. We played for several more minutes before she wrapped her arms around my neck and giggled and smiled at me. I was careful to put my hands on her back and she noticed right away and leaned over and whispered in my ear, "You can put your hand on my bottom if you want to."

I saw her bite her lip shyly as she leaned back, so I slid my hands down and cupped her butt with both hands. I felt my penis get hard again and enjoyed where my hands were now at.

Smiling ear to ear, Lexie hugged me tight and I felt her little legs wrap around my waist, putting my hands in contact with the hem of her suit leg holes. I moved my fingers along it as my pulse pounded like crazy. She trembled lightly and laid her head against my shoulder. I made sure that the adults couldn't see what was happening and started to explore her more.

My hands were shaking so badly that I could barely control them as I began to see what she felt like under her bikini. Never once did she get upset as my hands went deeper and deeper into her bottoms. Nor did she get upset when my hand cupped her pussy. Her privates were so much smaller than my mom's and Marjorie's and I realized that I liked the feel of her just as much.

I became bolder and bolder as she seemed to be enjoying what I was doing and was soon running my fingers up and down the area where her lips were separated.

I could hear her breathing faster and felt her arms tighten around my neck as her body continued to tremble. I knew she was really enjoying my hands on her and lost track of time. When I finally realized that I had been touching her for quite a while I looked up and found Marjorie watching us over Lexie's mom's shoulder.

I jumped guiltily and Lexie, sensing something was wrong, quickly sat up and looked around wildly. I saw that her face and chest were flushed red and I whispered, "Let's swim to the other side."

She finally focused on my face and blushed prettily before smiling and nodding rapidly. I smiled at the look of adoration in her eyes and said, "I'll race you there!"

She giggled and took off, flailing her hands through the water. I chuckled and swam after her, letting her win. I saw that Marjorie was back to talking again, so when Lexie swam over to me and wrapped her arms and legs around me again I immediately started running my hands into her bikini bottoms, touching her again.

We stayed like that with Lexie letting me touch her intimately. Feeling bolder, I started to tug down her bikini bottoms, expecting her to stop me, but she didn't. For a good 10 or 20 minutes, I had her bottoms halfway down to her knees. I saw Marjorie and Lexie's mom start to get up. We quickly separated with Lexie ducking under the water to pull her bottoms up. When she surfaced I saw the look on her face and realized that she really liked me.

My thoughts were interrupted when Marjorie said, "Sorry about that. Are you about ready to get out?" I wasn't at all! I wanted stay in the water and keep touching Lexie, but her mom called for her too, so I nodded and we climbed out of the pool. Thank goodness my hard-on wasn't totally visible!

Lexie started to cry and gave me a big hug before running out of the pool area. Her mom looked at me curiously for a second before saying, "Sorry about that, she cries when she has to say goodbye to someone she likes. She must really like you."

I blushed and looked away as I heard Marjorie say, "He is a sweetheart. Maybe she can send him a text later if it's okay with you."

I felt my heart pound at the thought of hearing from her and when her mom said, "Yes," I almost yelled happily, but managed to refrain.

As Lexie and her mom left, Marjorie put her arm around my shoulders and hugged me as we started walking towards her place. "I saw that you two were having a good time together."

I tried to protest, but she shushed me softly saying, "She is adorable, honey, and only a little bit younger than you. I would be surprised if you didn't like her."

I blurted, "I like you though!"

Her face lit up in a wonderful smile and she giggled, "I like you too, sweet cheeks, but it's okay for you to like her too." Then she leaned over and whispered in my ear, "And she has a very cute ass!"

I blushed head to toe and she giggled until she was almost unable to walk.

She wagged her eyebrows at me and I had to laugh with her, then started to tickle her. She squealed and took off running to her place, so I followed, tickling and pinching her. We stumbled into her place

breathless and still laughing and she collapsed onto the couch. I closed the door and just looked at her, still smiling and out of breath myself.

She looked me over and said, "Mmmm, I can see why she likes you, you are delicious!"

Blushing, I shook my head and she said, "Oh, yes you are. I was thinking... that maybe I could give you another bath. That is, if you would like me to?"

I nodded quickly with a stupid grin on my face and she laughed in delight, "You are so cute! C'mon!"

With that she got up and flounced to the bathroom, giving me a wonderful view. She giggled, "If you hurry, maybe I will take one with you."

I felt my pulse pound as I quickly followed her into the bathroom and watched as she turned the water on before turning around and saying, "Okay, sweet cheeks, strip."

Smiling broadly, I hooked my thumbs into the waistband and worked my swim trunks off over my hard-on. I saw her eyes sparkle as she checked me out and she said, "Mmmm, I could eat you up for every meal."

I smiled and looked away not knowing what to say. She chuckled and said, "Hop in, scamp."

I crossed the room and giggled as she pinched my bare butt as I stepped into the tub and slid down into the water. She watched me with a smile on her face as she stepped into the tub herself. I had hoped that she would take her suit off, but having her get in was good enough. She sighed in pleasure as she sat in the nice warm water. "Mmmm, nice and warm," she cooed.

I felt her feet slide along either side of me and saw her smile impishly at me as she checked me out.

"You should move closer, so I can wash you."

I smiled and moved between her legs as she spread her knees to the side, enjoying the mesmerizing view of her now see-thru bikini bottoms. She chuckled and said, "My eyes are up here, scamp!"

I giggled and looked up into her smiling face, noticing that I could see her nipples through her top as well. She watched me as she lathered up a washcloth and began to soap my chest. It felt wonderful as she took her time on my upper body and then had me stand up.

Her eyes danced as she looked at my hard-on and she growled softly, "Mmmm, you are gorgeous!" With that she leaned forward and took me in her mouth. I gasped as I felt her tongue explore my whole shaft. She moaned softly as she worked up to the head and I groaned as I felt her tongue tease me.

She looked up at me and smiled wickedly and slipping me out of her mouth said, "Close your eyes, scamp."

I smiled and did as she asked.

She licked me a couple more times before she said, "Just imagine that I am Lexie."

At the thought of Lexie licking on me, I gasped as I felt Marjorie wrap her lips around me and start sucking me, sliding up and down my hard penis. I pictured Lexie's mouth around me and felt myself start to climax. I gasped and heard Marjorie hum encouragement as my penis began to throb in her mouth.

She moaned as I filled her mouth, but didn't stop sucking until I had to make her stop because I was getting super sensitive. I opened my eyes and she smiled up at me and opened her mouth. I saw that she had a mouthful of my cum. Closing her mouth, she swallowed, then opened it back up and said, "Mmmm, you taste delightful! I can tell you liked the thought of Lexie sucking on you!"

I smiled and nodded, but worried that she would be sad that I didn't think of her and blurted, "But I like you sucking my penis the best!"

She laughed delightedly and said mischievously, "Even more that your mom?" I felt my jaw drop and I gaped like a fish as I blushed head to toe. I don't know why I reacted like that as she had seen me with my mother. She never mentioned it before, so maybe I was thinking that she didn't actually see Mom blowing me.. but she did..

She laughed hard at my reaction and when she could breathe again she wiped her eyes and said, "Oh my, you should see your face!"

I closed my mouth and didn't know what to say. I thought about my mom and realized that there was something about the way she sucked on me that made me realize how much she loved me.

Marjorie looked down and said, "Oh! you must be thinking about your mom."

I looked down and saw my penis was once again standing up. Nothing got me harder quicker than the thought of one of Mom's blowjobs. I smiled shyly and nodded.

She giggled, "If you want to close your eyes again, you can pretend that I'm your mom."

I smiled and said, "But wouldn't you like me to think about you?"

She chuckled and said, "Oh, I believe you will be thinking about me a lot when we go to bed!" With that she leaned forward and took me in her mouth once again. I closed my eyes and thought about my mom and how much I loved her as Marjorie once again blew me to completion. It was a good bath.

After I had cum the second time, Marjorie happily spent the rest of the bath actually washing me. She extricated herself from around me and handed me a towel while wrapping one around herself.

As we left the bathroom she said, "If you want, you can bring your stuff into my bedroom. Or you can sleep in the guest bedroom if you would rather have some privacy tonight."

I smiled and quickly grabbed my bags and headed to her room. She smiled at me and I watched as she dropped her towel and reached behind her back and undid her bikini top. I sighed as I watched her free her fantastic boobs. She chuckled at me and said, "My eyes are up here, scamp!"

Blushing, I looked up into her wicked smile. As she held my eyes, she hooked her thumbs into her bottoms and began to slowly work them down over her hips. I only glanced down a couple times before she let them puddle around her feet.

Naked, she held her arms up and said, "Do you think I look okay?"

I coughed and replied, "You're beautiful!"

Smiling she asked, "Do you think so?"

I nodded rapidly.

She smiled and said, "You are just too sweet!" and held out her arms to me.

I smiled back, crossed the room and wrapped my arms around her. She hugged me back for a few second then said, "Eww, your towel is all wet!"

Knowing what she wanted, I quickly undid it and let it drop. She hummed "Mmmm, much better!"

Her hands slid down and cupped my bare butt. I copied her actions and grabbed hers also. My penis once again came to full attention and hovered mere inches from her perfectly smooth vagina. I heard her laugh as I tried to stand on my tiptoes to make contact.

"I think you are trying to cross my border!" she said. I dropped back down to the ground and she said, "How about we try this."

She backed up to her bed and laid down with her knees apart. She held her arms out to me and said, "Maybe we can try that hug again?"

I smiled and climbed between her legs, burying my face between her soft boobs.

She giggled and said, "Much better!"

We stayed like that for another minute or so, then she lifted my face and said, "Maybe you could scoot up a little bit?"

I did.

She smiled and said, "Maybe a little more?"

I did and felt my penis bump against her vagina.

Her eyes lit up and she said, "Maybe just a little more?"

I knew what she was wanting and moved my hips until I felt my penis slip into her opening. She sighed and said softly, "Now just a little more."

I pushed forward, feeling how wet she was as my penis slipped easily into her until it was all the way in. She hummed, "Oh, god yes! I have been waiting for you to fuck me for days! Fuck me, honey, fuck me!"

Hearing her talk dirty woke something in me and I started to thrust into her over and over. She moaned and pulled her knees up to her chest, letting me get even deeper inside of her than I had my mom.

She took my face and I felt her tongue slip between my lips. We kissed passionately as I continued to slide in and out of her tight wet vagina, enjoying every delicious moment of fucking her. She started to roll her hips with my movements and before long I realized I was really having sex with the girl of my dreams! I felt that wonderful feeling begin and moaned. She sensed where I was at and I felt her start to come herself.

"Oh, Mark! Yes! God, you feel so good! You are so big! Oh, god! I'm going to come! Fuck! Fuck! YES!!! YESS!! YEEEESSSS!!!"

She shuddered hard as she came. I felt her become super wet and slick inside. I couldn't stop myself and buried myself in her as I felt my semen shoot inside. She moaned and pulled my bottom hard against her as my penis pulsed inside of her.

I finally collapsed against her chest, breathing hard and now covered in sweat.

She purred softly, "God, you were even better than I expected. Thank you, baby!"

I smiled happily and snuggled against her chest as we slowly calmed down, enjoying her hands as she caressed my butt and back.

She paused for a second and said, "Hmm, I wonder if we should have used some protection." I wasn't sure what she was talking about. She continued, "It's probably alright, you already came earlier. Oh, well."

What a great start to our vacation!