**Anatomy with Lila: Class 01**

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At 21 I thought I knew it all. I had decided that I didn't need college and ended up working for slave wages at some office building in town. I wasn't even sure what the company did. I just made the coffee and filed the files, but I knew that if I caught the eye of the right person I had the potential to go places. It was a big company. I kept my skirts short.

We had something to do with books or paper, which I knew because a good portion of our clients were teachers and authors. I was doing my best to look busy one day to avoid answering the phone when one of many good-looking professor types walked in.

He was probably 45, but extremely handsome. Salt and pepper hair suited some, and it just made him sexier. He smiled at me and I fought to keep my face straight.

"Can I help you?" I asked, eyes down.

"I'm here for Lyle Burgess."

I had no idea who Lyle Burgess was. I gestured vaguely to the waiting area. Someone else would eventually deal with him as long as I never looked him in the eye.

Instead of sitting, he smiled again and took a step closer.

"I'm Andrew Talbott. I'm a professor at the university and I'm hoping to discuss printing my textbook with Lyle. Is he in?"

He was speaking to me like I was an idiot. I kept my eyes down and simply shrugged. Confirming his suspicions, I'm sure.

"Miss?" he was leaning forward and whispering now. "Miss, are you ok?"

I finally met his gaze and sighed. His blue eyes were piercing. I took a deep breath.

"I'm sorry. I just... I don't know who Lyle Burger is and I really don't care. I just want you to go away."

He stared at me for a moment, eyebrows raised.

"Lyle Burgess is your boss, I assume. He's the manager of this office." He looked me up and down. "How much do they pay you an hour?"

"They don't. I'm a full time intern so I make $110 a week."

"What the fuck?"

He shouted louder than he probably meant to and a few people looked up from their desks. Andrew flashed them a Colgate smile and they grinned, turning back to their work. He stepped in even closer to me then. I could smell his cologne.

"You're telling me that they pay you $100 for 40 hours of work. You realize that's $2.75 an hour right?"

"Whatever," I said miserably. "What are you, a math professor?"

He grinned. "Nope. Anatomy. How would you like to make $250?"

It took a moment for his words to sink in. "Wait. What? Make $250? How?"

"Well, Miss... what is your name?"

"Oh right. I'm Lila. Salinas. Sorry."

"Not at all, I apologize for not asking. Now I'll answer your question with another question. How modest are you, Lila?"

How modest was I? 'Extremely!' I wanted to shout. 'My mother is Amish!' But I looked down at my skirt, so short it rode halfway up my butt when I sat down. I looked at my shirt, a white blouse "accidentally" worn with a black bra. I knew I couldn't claim modesty.

"I'm not... I'm not modest."

His grin grew wider. "Excellent. I teach an extra-curricular anatomy class for freshman at the University and our model backed out last minute. It's an ongoing thing, every Tuesday at 5pm starting tomorrow. And it pays $250 each night you show up and model for the whole hour."

"Model... For an anatomy class. What does that mean? It sounds sexual."

He chuckled. "Well, it's whole body anatomy. Or, think of it more like a nude model for an art class. That's the biggest thing you need to come to terms with: the nudity. Are you ok being naked in front of strangers?"

I stared at him for a minute or so. That was a lot to take in. I had a few questions first.

"How big is the class?"

"About 12 students."

"Are any of them going to touch me?"

"It can be helpful for them to be able to touch different muscles and bones on your body but that's up to you."

"Are you going to touch me?"

He put his hands up and smiled. "Only in the most professional manner. I could lose my job otherwise. So what do you think?"

I pretended I needed to think about it, but an extra $250 a week to stand naked in front of 15 strangers and let this sexy man touch me for an hour? It was a no brainer.

"All right. I'll do it."

"Excellent. Come to classroom 532 tomorrow night at ten of five. Do you know your way around the University?"

"Yeah no problem."

"Great."

He stood there for a moment and I realized he still needed someone whose name I'd already forgotten. Seeing no one around I knew and unable to bring myself to ask him for the name again, I mumbled something about going to the bathroom and shuffled out the door. When I returned 20 minutes later he was gone.

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The next night I was determined to be just a little bit more charming. I had a few puffs of the joint my little brother had stashed in my room the last time mom did a raid and I felt loose and confident. I knew I could handle this. I dressed in comfortable, boring clothes because I figured I'd be getting naked anyway. There was no one to impress with my clothing. I took my time showering and grooming that afternoon however, and felt I was looking pretty damn good by 4:30.

Even though the school was only five minutes away I left early since I had technically lied to Andrew: I had no idea how to find my way around the University. I prayed I would run into a helpful student or teacher on the way who could point me in the right direction.

The first person I ran into was a young looking guy turning down a hallway just as I walked through the front doors.

"Excuse me?" He turned and I ran to catch up with him. "Could you tell me where room 532 is?"

"That's where I'm going. Are you taking Professor Talbott's class too?" He seemed incredulous.

"No, I'm the new model."

He didn't say anything after that but I kept catching him eyeing me from the side. Nude models must be a well known staple of Andrew's classes. But surely I wouldn't be nude all the time, just for the parts that required it, right? This whole thing seemed a little weird.

We reached the classroom and the boy opened the door for me. I took a deep breath and stepped in.

Andrew greeted me with a dazzling smile and a half-hug and asked me to step into his office. There were several other freshman boys sitting in the semi-circle of classroom desks. In fact, there were about six boys already sitting, plus the one I had arrived with. Why weren't any of the girls there yet? I followed Andrew through a heavy wooden door on the other side of his desk.

His office was small but cozy and he gestured for me to sit in one of the plush leather guest chairs. There was a silky white robe draped across the other. I sat down and eyed it.

"Lila," he said, interrupting my thoughts. I felt like I was in school again. "I want to go over a little more of what is going to happen in class tonight. This is just the introduction tonight. It might run about 45 minutes, most classes will go an hour. I'll be honest, I was a bit, uh, facetious yesterday about this class. It's not so much an anatomy class... it's more like a sex ed. class. Well... more like Sex 101. It runs for eight weeks each semester. As long as you're comfortable with what's happening and doing a good job, you're welcome to remain my model for as long as you'd like."

"Wow... that's not what I expected to hear. What exactly do you teach then...? I'm a little confused."

"Look, I'm giving an overview of the course tonight before we start. Why don't you come out and listen to me explain what we're doing here and then make your decision."

I wasn't sure what to say but nodded slowly. What else could I do? An extra $2000 a semester? I'd do much worse things than this.

"Great!" Andrew clapped his hands and stood up. "Please take off every item of clothing, put on this robe, these slippers and put your hair up in this elastic. Come out when you're ready."

I just nodded again. This was all so surreal. He left and I stripped down, my hands shaking. I pulled on the silky robe and tied it across my belly. The tie was silky as well and I felt like it may slip open at any moment. I pulled my hair into a messy bun, slid my bare feet into the slippers and opened the door, not allowing myself to think for fear I would curl up in a ball under his desk and never come back out.

Thirteen pairs of male eyes flew to my nearly naked body the second the door creaked open. Every student was male. Obviously. This was a sex ed. class with a naked woman. I felt my cheeks grow warm.

"Ah, Lila." Andrew stood and motioned for me to sit in the chair positioned directly in front of his desk. I was center of attention and I took my seat with twenty-four eyes never leaving my body. They were probably praying my robe would slip open. It did not.

Andrew stood to my left and addressed his class, his deep voice commanding attention away from me.

"Welcome. Thank you for taking Intensive Beginner Anatomy. My name is Professor Andrew Talbott, but you are welcome to call me Andrew. And this here is the lovely Lila Salinas, who has graciously offered to be our model this semester.

"Now for those of you who only know this as the "naked lady class" from an older brother or friend, (several students chuckled) let me quickly explain the purpose of the class and what we'll be doing here this semester.

"We all know that college is difficult. Classes are demanding, sports add another dimension of stress. Many students need a part time job to get by. And on top of all this you're expected to attend parties and social events, and have a steady girlfriend or sleep around with several girls. And even though the age kids lose their virginity seems to be dropping, there are still many people who begin college with very little experience in that department. In my opinion, that puts you at a disadvantage when it comes to social success here.

"More often than not, college girls want experienced guys. Guys who know how to please them. College is no longer where you're expected to gain the experience, it's where you use all the experience you gained in high school. So what if you never gained the experience in high school?

"That's where I can help. That's what my class does. I give you the experiences you missed in high school. You'll learn how to please a woman. You'll learn exactly how women's bodies work and how to push their sexual buttons every time. You'll gain the confidence to tell a woman what you like in the bedroom and ask her what she wants. You will learn everything you've ever wanted to know about being with a woman in this class. Any questions?"

Not a single hand went up in the air but I did see several poorly hidden erections in the audience. Andrew looked down at me expectantly. I knew he was waiting for my decision after that. He was going to use my body to teach college freshman to please a woman.

"I'll do it," I whispered.

"Excellent." He clapped once. "Let's get started. Lila, drop your robe, step out of your slippers and lie down on this table on your back please."

I gulped. Just like that, huh? The room was silent. I knew twelve, really thirteen, pairs of eyes were on me but I refused to look up. I stepped out of the slippers but kept the robe on until the last possible second as I walked over to the table. For a moment I wondered what it's true purpose was. The table, I mean. It was made like a massage table but the size of a double bed and the head was elevated to a 45 degree angle like a hospital bed.

I took a deep breath and dropped the robe off my shoulders then climbed up on the table.

I was naked. Just totally nude in front of twelve 18 year old boys and one 45 year old man. I could feel all their eyes roaming my body and despite my best efforts I felt my vagina growing a little wet. I was determined to make this strictly business but my body had other ideas. Especially when I noticed several hands in laps and realized the students weren't even trying to hide their erections now. A couple even had their dicks out.

Andrew walked over and stood next to me, close but not touching, and I briefly wondered what his hands would feel like on my body. I pushed the thought away. I would probably know soon enough, no use getting weird about it.

"Gentlemen," he was saying. "We're going to start out somewhat slow with Miss Salinas here. Let's see what she thinks of this."

And with that he was kissing my neck and my thoughts of professionalism went out the window. Andrew's lips were on my neck, then his teeth. He was licking, nibbling, sucking and my head was swimming. I'm horrified to say a tiny moan might have escaped me. He pulled back and grinned.

"The element of surprise can be a huge turn-on, provided the woman trusts you."

He looked at me while he spoke but I saw several nods from the boys behind him. A few seemed to be taking notes. Trust him. Did I trust Andrew? I had certainly been turned on by his attack on my neck. I decided to enjoy the attention and not worry about what it all meant for now. $250, I reminded myself.

Andrew turned and spoke to the students about something but I paid absolutely no attention because he was also running his fingers up and down my inner left thigh. Every so often his thumb grazed my pussy and I jumped, then watched 12 young men visibly adjust themselves.

Finally, after ten minutes or so of this, Andrew called on a boy in the front row. "Avery, please briefly summarize what I just explained."

"Uh... which part?"

"Just the key points."

Poor Avery. Even being put on the spot in front of everyone he couldn't tear his eyes away from my body. I wondered how far he'd ever gotten with a girl.

"I'll be honest Professor Talbott. I have no idea what you said. I was staring at her."

A few people chuckled, including Andrew.

"Precisely. That is the lesson: you must always listen to what a woman is saying, even if she's lying naked in front of you. Even if you are literally having sex with her, if she's speaking, listen. Especially if you're having sex with her because she may be telling you how to please her. But even if you're not mid-coitus, listen to your woman. Really hear her, no matter the distractions. That is how to get to her heart."

Damn, Andrew. I was listening now, as well as I could despite that fact that he resumed his thigh stroking. He was quite the charmer. I had never in my life been attracted to a man more than twice my age and it was weird, but oddly hot.

"Lila, tell me, what do you like more than anything in bed?"

"More than anything? Um, I like to be licked."

"Excellent. Lila likes to be licked. Of course she means here."

He dove for my pussy, expertly spreading my lips with two fingers and flicking his tongue up and down my opening, teasing my clit but never actually touching it. It drove me wild and within seconds I was writhing and moaning. I couldn't help it. I grabbed Andrew's hair and shoved his face hard into my my pussy right as one of the students coughed and reminded me of my virginal audience. I grew so wet I was scared I was going to drown the teacher and eased my grip on his head a bit.

I was so horny I knew if his tongue came in contact with my clit I would come. But it didn't and to my great disappointment he stood back up after a few minutes. He winked at me, wiped his mouth on the back of his hand and turned to address the class.

"Of course that's what I, and probably you, assumed she meant, and it probably was what she meant' (It was what I meant.) 'but maybe she meant she liked to be licked here."

He started at my hip and slid his tongue back and forth across the warm, soft skin of the curve of my side as he made his way up to my breast, stopping just before he reached my nipple. My breath caught in my throat and I closed my eyes.

"Or here," I heard him say.

I felt his tongue flit across my pert nipple and heard myself whimper ever so slightly. Dammit.

"Or here."

I opened my eyes to see him grab my ankle and lick along the outside of my foot. One of the boys moaned loudly and I suppressed a giggle. Apparently someone had a foot fetish. I wondered briefly if Andrew would be using me to go over common fetishes and pictured myself blindfolded and handcuffed to the bed, Andrew spanking my bare ass.

Whoa. Rein it in, Lila. I needed to focus on the task at hand, which wasn't hard when the task at hand was allowing a sexy older professor to run his hands all over me. He occasionally grazed my nipples or vagina, very softly, but mostly kept it to PG areas. I was going to go insane. And this whole time he spoke to the class while they all watched me squirm.

After what felt like a very short time, Andrew took his hands off me, actually causing me to whine for him not to stop, and clasped them together.

"Well that's our first class. If you need to relieve yourselves you're welcome to do so here. Just be careful to clean your space completely before you leave or you won't be welcome back. That's gross. For everyone who does clean up after themselves, we'll meet again same time same place next week.

"Homework is to watch romantic movies and note all the things the men do that would screw up a real date with a human woman. Basically we're making a giant "do not do" list, so come to class with good examples. And yes, "romantic movie" can be porn if it has an actual plot.

"Have a good week, gentlemen."

So that was it. Class was over and I had to go home with the worst case of female blue calls the world had ever seen. But then Andrew turned that gorgeous smile on me and I remembered that I was still naked and I got horny all over again.

"Lila, how was that for you?"

"Amazing!" I gushed, then frowned. Rein it in. Again. "I mean, it was a totally new experience for me. I've never had much experience with exhibitionism but I definitely liked it."

"Excellent! So you're planning on modeling the whole semester, then?"

"Yeah, for sure."

"I have to warn you, things will get progressively more intense as the semester goes on. Today was a practice run to ease you in."

I shrugged. "As long as you let me cum next time. I seriously need to run home and masturbate."

What was wrong with me? I was mortified. Andrew, for one, looked like his teeth were going to pop out of his face he was grinning so hard.

"You could always stay here and I could help you out with that."

I nodded. Yup. I couldn't speak, I just wanted his hands back on my body. To my surprise however, he dropped his pants, rolled on a condom he seemed to procure from mid-air and enter me, all in one swift motion. I had a moment's glimpse of a monster cock before I was completely filled up. My breasts were thrust into the air as I arched my back, mostly in ecstasy but also because, I'll be honest, I was thinking of the 5 or so boys who hadn't relieved themselves yet and were thus witness to our show.

I was thinking about them even more a second later when Andrew asked them all to gather around to get a better look. Unable to stop myself from moaning or gasping as Andrew impaled me, I was surrounded by about a half dozen college freshmen, dicks in hand, watching me get fucked.

Oh my God, was I getting fucked. Andrew began by slowly sliding his monster dick as far in as I could take him, making me cry out when he hit my wall. Then he slid himself nearly all the way out, leaving his huge bulbous head in the most sensitive part of my pussy. My eyes rolled back in my head.

It was at that moment, while being filled in the most incredible way, with no concept of the world outside of me and Andrew fucking, that a student touched me for the first time and jolted me back to reality.It was actually the boy I had walked to the classroom with, whose name I still didn't know. He must have been close to coming and had reached out to touch me without realizing what he was doing. He looked as startled as I felt and his dick was bright purple. He had only run his hand along my belly, totally harmless, but anything that wasn't Andrew fucking me was enough to take me out of my world.

Andrew stopped his assault on my pussy when he saw me jerk away from the boy's touch and everyone else was staring at me as well. I realized I had two choices: let it weird me out and pretty much be done with this or seriously slut it up. I only thought about it for a second before I leaned over and wrapped my lips around the kid's bulging purple cock.

My mouth only made it up and down his rod twice before he exploded in my mouth. He kept his eyes down and tried to put himself away quickly but I caught his gaze and smiled, then licked slowly up the slit of his cock head, catching up the last drops of cum. He shivered and smiled back.

Andrew had resumed pumping in and out of me, much more gently now but still stretching me beyond belief. I moved on to the next dick.

This one was a bit more aggressive than the first. He grabbed me by the back of the head and slammed his cock down my throat. I gagged and tears sprang to my eyes. He wasn't letting up, even as I pounding my fist on his hip. Finally Andrew barked something at him and he let me go, grinning devilishly. I glared at him and when he pressed his prick against my lips again bit the tip, not hard enough to really hurt but enough to get the message across. He jumped back but said nothing when I moved on.

The third cock as I made my way around the circle was having trouble getting hard. He was an awkward kid, with a bad haircut and pants a size too small. Still, if you looked close enough he was pretty cute. I gave him a friendly smile and his panting subsided a bit so I decided to ignore his cock for a bit and kissed his stomach lightly, just below the belly button. I looked up to him, his eyes closed and a minute later I felt something poking me in the chest. Leaning over I took his entire cock in my mouth at once with absolutely no warning. He looked like his knees were going to give out but he managed to stand for another 13 seconds, which is how long he lasted with my mouth around his dick. Then he leaned down and kissed me deeply on the lips, making Andrew fuck me a bit harder for a second, pulled his pants up and sat down in the nearest chair.

The next two boys lasted a little longer, about a minute each. After I'd made all four of the boys cum Andrew dismissed them. The last two I sucked and the kid who'd sat down all thanked me and left, but the first boy and the pushy asshole sat down together to talk and continue watching me get fucked. They seemed to be friends.

"Dude, can you imagine how pissed the rest of the guys are going to be that they missed this?"

I smiled and put them out of my mind. My pussy was still getting pummelled by this sex machine and I was starting to get sore from being in the same position for over an hour. Andrew must have read my mind because he slid himself out of me and pulled me to my knees.

"You looked so beautiful sucking all those cocks, Lila. Now it's my turn."

Yes. Finally. His dick was gorgeous. It was thick, cut and currently throbbing and I could barely contain myself as I brought it to my lips. I kissed around the head first, then up and down the shaft, every so often flicking my tongue against his hot skin. I've always enjoyed giving head and this beautiful cock in my mouth was almost as good as getting fucked by it.

Finally Andrew had had enough and gently but firmly guided it down my throat. He didn't go far enough to make me gag, but just enough so that I was starting to get uncomfortable and I scooched back a hair. Slowly, he slid himself in and out of my mouth while I tried opening my throat to him as much as I could. One of my hands was running up and down the inside of his muscular thighs but the other traveled down between my legs and began stroking my sopping pussy.

Andrew's knees began to buckle and moments later he shot a huge load straight down my throat, causing me to choke and sputter while he gazed down on me and stroked my hair. I looked up at him coughing, with watery eyes and he grinned. Asshole.

"Lie down, Lila. Your turn."

Okay, maybe not such an asshole. Rare was it for me to find a man not only willing to do that, but who'll actually suggest it. I hopped right back on the table and noticed my audience for the first time since I'd taken Andrew's dick in my mouth. Both boys were still watching me with rapt attention and now limp dicks in hand. Whatever. I was over being watched and kind of enjoying it now. I spread my knees wide to make sure they both got a good look.

Andrew lowered his face to my pussy, focusing the tip of his tongue on my clit. I felt waves of pleasure almost immediately and arched my back, knowing I wouldn't last long. Sure enough, I felt my mind blank and my pelvis buck involuntarily, nearly knocking Andrew out as the orgasm rolled through my sticky, sweaty body. Using his expert two-finger technique, he parted my lips while I was still coming down and licked from my clit to nearly my asshole, making me squirm, then back again, flicking his tongue once before standing up and offering me his hand. I took it, he pulled me up and we walked to his office without a word, ignoring the eyes on us.

He shut the door behind us while I sat in one of his chairs, still naked because who cared at this point? He turned to me with a strange look.

"Lila..."

I waited. He clasped his hands and slowly walked to his desk, running his hand along the glazed wood before finally sitting down and looking me in the eye.

"I'm sorry."

"What? What are you sorry about?"

"That shouldn't have happened. At the end there. We shouldn't have... done anything after class. We need to keep it to the confines of an educational setting."

I stared at him. Was he serious? He seemed to be. What a crappy way to end an amazing experience.

"Well... Couldn't you say we were still educating them? A demonstration?"

"Half the class was missing, Lila."

"Ok. Whatever. Look, you don't need an excuse. I'm a consenting adult, you weren't paying me for that time so there's nothing wrong with it. And I usually try to play it cool but that was fucking awesome for me. I never knew I was into being naked in front of strangers but damn! Was that hot!"

He smiled. "Really? You're really 100% fine with everything? And you want to come back next week?"

"Yes! Jesus, yes. That was incredible."

"Oh, that's wonderful to hear, really! Uh, just a warning: we will be discussing how to get from third base to sex and every student will be required to practice on our model."

I tried as hard as I possibly could to bite back a huge ass smile as my crotch grew just a little bit tingly again.

"Ok. Whatever."