**Changing Room**

by Travel GirlÂ©

It was late January and I was at the mall shopping. The holiday rush was over and the entire mall was very quiet on a weekday afternoon.

I do not like trying on clothes, but I dislike returning items even more so I do it when necessary. Today I had taken the afternoon off to shop for a friend's birthday and maybe update my wardrobe a little when a sweater caught my eye. A clerk directed me to the changing rooms. Even though this was an upscale mall, I saw the changing rooms had the style where they were very concerned about shoplifting. The rooms were not off in a separate corridor, but on a wall in the back of the main store. Instead of private rooms with doors, the rooms had a pull curtain which allowed a pretty clear view of a person's legs. However, the store was essentially empty and the rooms were obscured by some racks of clothing, so I was not concerned. Sometimes this kind of changing room without privacy would be enough for me to go somewhere else if the place was busy.

I went in and hung up my coat. I closed the curtain and faced the mirror as I removed my shirt. I was dressed casually, jeans and a pullover navy blue crew sweater. The curtain was in two pieces that you pulled together at the center. I saw there was a small gap where the curtain came against the wall and I noticed some movement, but I could not see any details and thought I was just being paranoid. I tried on the new sweater. I liked it, but it was too big.

I got dressed again and left the changing room. There was no one nearby, but the store was essentially empty so I suspected the movement I sensed had likely been the man now looking at clothing. He was maybe about 50 and well dressed. He looked like he come from work and it appeared he was shopping for his wife as the clerk was giving him some suggestions.

I heard him comment, "No, she is more like her size," as he looked over at me. I had found my sweater in a smaller size when he and the clerk approached me holding a red cocktail dress. The clerk had been holding it up to herself, but she was only about 5 feet tall and somewhat overweight while I am 5'7".

"Excuse me, I am trying to pick out an anniversary gift for my wife and I was trying to decide on this one. You are about her size. Would you mind very much holding this up to you? I like this, but I am concerned it is too much for her."

I could see what he meant; it was pretty but slinky with a plunging neckline and a short hem.

I smiled and said, "No problem, but did you say this was her gift or your gift."

I held it up to my body, but it is very difficult to tell where the hemline or neckline comes when a dress is on a hanger, so I am not sure what was gained. The clerk came back and echoed what I had said, but also told him his wife could return it if she did not like it.

He said he hated to do that, as they were going to be traveling soon and hoped to take the dress on the trip and there was not a lot of time left. He hoped whatever he selected would be close to the correct size. He had been very polite and well mannered, so I thought to help.

I said, "I am trying on the sweater anyway, if you like, I can put it on to help you decide."

I realized this could appear forward, but I really only had the intention of being helpful. He responded with a courteous attitude; expressing his gratitude and apology for the inconvenience. In my view, courtesy begets courtesy, so not being in a hurry, I did not mind. I took my sweater and the dress back in the changing room. I tried on the sweater first. It fit well now, but the room was small and the mirror was very close. I went out to get a better view with the three-way mirror in the store.

The man said, "I think I changed my mind and will get her that sweater instead." I knew what he meant; it did look pretty good, form fitting and a shimmering fabric. I would intend to wear it with a classy skirt for work. His comment was friendly, a little flirtatious, but not overt.

I responded, "Ha-ha, too bad, I am going to get this one. Give me a second and I will try on the dress. I would have done it first if I thought you were waiting, sorry."

He said, "No, no, take your time."

I went in again and took off the sweater and jeans. I had not noticed anyone outside as I was trying on the sweater, but now I could tell he was nearby from the reflection underneath the curtain. I wondered how it looked as my jeans dropped to the floor and he could see my bare legs. I put on the dress and there were a couple of problems. First, it was too way too big. Frankly, when they had handed me the dress I had not looked at the size. Secondly, I could tell my bra looked stupid in this dress. It was fine for a sweater with a crew neck, but with the plunging neckline of this dress, it was a huge distraction.

I slipped off the dress and poked my head out the curtain as he was standing outside waiting, "Could you ask the clerk to bring it one size smaller?"

He smiled, "Sure," as I handed him the larger one.

After a few moments, I heard him say, "Hello?"

I poked my head out again as he handed me the smaller size. During the mechanics of hanging up the dress and closing the curtain, I realized he might have had a short glimpse of me, whether directly or from the mirror.

Inadvertently, I had closed the center gap in the curtain, but by doing this I had created a small gap between the curtain and the wall. Not much, but enough so I could look at the correct angle of the mirror and see outside. I also noticed the man had shifted his position and I suspected he could be trying to look.

Should I glare at him, close the gap, or move over within the changing room to eliminate his view? My thoughts complicated more as I realized the thought he was looking at me was mildly exciting and my nipples were suddenly hard. A lot was going through my mind quickly, but I acted as though I did not know he was looking.

I had certainly not gone to the store intending to allow anyone to watch me undress. Had I realized as I used the changing room there was a chance of someone looking at me, I would have been much more careful. Now that it had inadvertently happened, I knew I was a little turned on.

I have been nude in public before, but the context was different. I enjoy nude beaches very much, but when others are also nude and that is the custom, it is no big deal. I have been to Europe many times and the standards for saunas and spas are very casual about nudity, normal beaches are topless for women.

Other than nude beaches, I had some exploration of public nudity during the last couple of years such as a 'strip golf' adventure on the Hawaii golf course and on a boat during my travels to Florida.

So while I am not a prude by any means about nudity, this was a completely different situation. The exhibitionist angle was present, but also contributing was the fact this was in my home arena. I have been adventurous on occasion, but it had always been when I was traveling. The idea people did not know me provided freedom and that feeling of anonymity was a part of me letting loose of my inhibitions. I did not know this man, but this was within my 'home court' and I was feeling conflicted.

So even in my own mind, I was not entirely clear about why the little peep show was appealing. But even without having all of that worked out, I found it very exhilarating and I liked the feeling of being turned on this way.

I took the dress off the hook and examined it slowly to prolong the show as I acted as though I was reading the tag. I took the dress off the hanger and slipped it on. It actually fit beautifully and would have been exactly the kind of dress I would have wanted to wear to a fancy occasion. I had on black bra and thong which were not the sexiest ones in my drawer, but I did not expect to be putting on a show. The bra was very prominent in this dress, both the shoulder straps and the bra itself in this neckline. As I moved around a little, I could tell he was still there trying to get a glimpse. I wondered how much he could really see through the curtain gap, but I was not bothered.

I lowered the dress enough to take off my bra. I stood there and looked at my hard nipples in the mirror. I wanted to touch my breasts and I would have had I had these feelings in private, but I resisted the temptation. I noticed he turned his head as if to check whether anyone else was watching. He looked again as I started to put back on the dress. The dress looked great, I had to admit. It was flimsy material, so I would have worn the right kind of a bra with it, but as it was now, my hard nipples were prominent.

I opened the curtain and came out. He must have sensed I was coming out as he had moved away. I knew he had been watching, but I guessed he thought he had gotten away with it.

I came out and saw him, "Well, do you still want the sweater?"

"Wow. No, I think I should ask her to wrap this up right away."

Of course now it was appropriate for him to be looking at the dress. I was only the model. But I wondered how much he was now envisioning his wife in it, remembering the glimpse of me in the dressing room, or looking at my breasts under the thin material.

The store was still empty and I walked over to the three way mirror again. I actually liked the dress for myself. It was flattering to my figure, sexy but not sleazy. He had followed me over with the clerk and they were both complimenting how it looked. The hemline came just over the knee, the waist was flattering and the neckline was definitely eye catching.

The clerk asked him how he thought it would look on his wife and he commented the length was correct and although his wife was smaller on top, she enjoyed wearing plunging necklines. I have natural 34C breasts on a 5'7" frame with a 115 pound athletic figure. Not bad for a woman 34 years old.

I realized he was observing me on multiple levels and I had been enjoying the attention. As this was January, my skin was rather pale and I thought maybe red was not the most flattering color.

I asked the clerk, "Do you have this in black? I like the red, but maybe that is not the best color without a tan."

She said, "We have black and turquoise; let me see if we have them in your size."

She came back with both to show me the colors, but only the black one was in my size. I took it and headed back to the dressing room. Now that I was enjoying the modeling and knew how to control the changing curtain, I went back and increased the gap where he had been looking before. I slipped out of the red dress and placed it on the hanger and hooked it up.

He was standing about 6 or 8 feet away near a rack of coats as before. I was standing topless in my thong again and as I moved around a little, I am sure he got different views. My nipples had remained hard the entire time and on impulse I slipped off my thong and let it fall to the floor. I lifted it with my toes and placed it on the bench. As I moved around again, he had ample opportunity to have a peek at my butt. I was not bothered he could see my nude body. It was thrilling and I knew from the tingling in my pussy I was wet. As before, I resisted the temptation to touch myself.

I poked my head out again, "Oh, you are still there, good. Could you see if the clerk could come over?"

He gave a big smile and said, "Sure, but are you going to let me see the black one too?"

I smiled back, "Yes, but we need to see if she has another black one in this size, this one has something on it." I handed it out to him, and pointed out what looked to be something oily looking.

The clerk had come over and saw it herself, "I hope that did not get on the other clothing."

As she went back to get another, I remained standing holding the curtain as someone might peek out from a shower curtain, using it to shield his view. However, because of the mirror behind me, this would have allowed a pretty good view of my backside.

He said, "I am really grateful for your help. My name is Steve, by the way."

He held out his hand, but I laughed and said, "I'm Beth, but you will have to excuse me, my hands are a little full at the moment."

He laughed too, "Sorry."

The clerk had come back with another black dress, but she said "This one is clean, but it is the last one we have in that size."

She handed it to me and walked back to the counter while Steve lingered. I described him earlier as about 50 years old and well dressed, but I should also say he was not extraordinary. I would say he was about 6 feet and maybe he could have shed a few pounds, but not overweight. He had a full head of most gray hair, your normal businessman.

I said, "Back in a minute."

I went back inside as I pulled the curtain closed and again set up his 'window'. I noticed he was closer now. I stood totally nude and I thought about him watching me. I had made no attempt to 'catch him' but I did glance up at the right angle to see him staring at me. He might have seen my look as he quickly shifted his gaze and position again. Clearly he was looking but wanted me to remain unsuspecting.

I slipped on the black dress and saw like before, it fit wonderfully. I am always partial to black, maybe the contrast with my blond hair, but this would have been the one I would have selected. I opened the curtain but did not step out.

I looked at Steve and asked, "So, do you prefer the red one or black?"

He walked over and looked me over, "Well, I think you could make a burlap sack look good. I think the black looks spectacular on you, but I think my wife would prefer the red one."

The clerk came over now and I needed to step out so they could both see. She had brought over some accessories, obviously trying to get him to spend more. She held up a couple of different wraps and coats, a couple of elegant purses. This store did not sell shoes or I am sure she would have brought some over.

I had no idea whether the clerk suspected anything or not, she seemed focused on the sale, probably meaning she worked on commission. As an older woman who was on the short side and a little overweight, she was certainly not in the job to use her looks with male customers. On the other hand, she had all the answers about the store's stock and a very nice attitude. Not the pushy type who annoy customers. I did not think she was paying that close attention to my interaction with Steve other than I was being very helpful to her making the sale, but if she had noticed anything, she was keeping it to herself.

As I stepped over to the main area and the three-way mirror, I said to her, "Whatever your commission, I think you should give me half."

Everyone laughed and Steve said, "So if I tried to get out of here without buying anything, you would both kill me."

I felt a little like a model, it was a lot of fun. I had been out there for about 15 minutes during all of this. Sometimes when the clerk would be collecting up something else, I could catch Steve checking me out. I had leaned over a couple of times to pick up some of the items and the way the dress hung, he got some chances to see a lot of my breasts.

For a moment, I had lost the exhibitionist streak and it was just a normal experience. But when it was time for me to go back to the changing room and I had to decide whether to leave the 'window' open or not, I got the earlier thrill back immediately and maybe even left it open a little more this time.

I slipped off the dress and stood nude again. I was actually disappointed that I could not see Steve standing in the same spot as before. It did not remain that way for long though. First I noticed him come back and pause at his previous spot, but only for a few seconds.

Then I heard, "Beth, did you get dressed yet? If you are willing, there is one more I would like to see."

He was right outside the curtain, standing now close enough that I could see the top of his head over the curtain. He could not see me at all this way, but it was a different kind of excitement to be standing nude with a complete stranger only a few inches away, separated only by the curtain. The idea he had been looking at me previously and was now so close while I was nude was a turn-on and I was getting hot by the entire situation.

I laughed, "You are really pushing it mister. What more could they possibly have in this store that I have not tried on?"

I opened the curtain in the center to peek out but I was intentionally less careful. I held my arm over my breasts, but he did not have to try very hard to see some skin if not the goodies.

He was holding up two more items -- I could see one was a strapless white dress and the other was some kind of a white nightgown.

"I promise, these are the last ones."

I took them from him, but he had a hard time trying to keep his eyes from wandering. We sort of both looked at each other and smiled. I knew he had been watching, but it was still not perfectly clear whether he knew I was on to him or not.

In either case, knowing I could have ended the show at anytime was important. If I felt I had lost control of the 'show', I would have gotten out of there fast. Equally important was his behavior. He was being discrete. If he had acted like a schoolboy with obvious ogling, I would have been turned off in this situation. So that he had been a gentleman was a big deal to me and had contributed to me going this far. I closed the curtain again and saw he had resumed his closer watch position.

I put on the white dress, but I could tell this was not going to be a good fit for my body. The breast support was at the waist and was relatively tight, but the top of the dress was much looser, revealing a lot of cleavage and a lot more if you moved too much. It was a nice dress, just not well suited to me.

I opened the curtain and Steve came up. His eyes went directly to my breasts with all the cleavage I was showing. I didn't mind that he was looking.

"Steve, maybe this will work for your wife but is not too practical for me."

He was about 6 feet tall, so as he walked up he could certainly have a good vantage point to look at my breasts while he could act like he was looking at the dress. I think as I was fidgeting, he probably had a decent look at my nipples.

"I am not coming out there in this, so make your final judgments right here."

He said, "Oh, I see what you mean, sorry."

"Oh, it is not like people don't reveal some skin from time to time, but you will have to decide if that is your wife's style or not."

He said, "Yes, I think this one will probably not go over very well."

But then he smiled, and said, "But I do like it on you very much. Thanks for being a good sport."

I smiled back and closed the curtain back up, "OK, last one."

I examined the night gown while still wearing the dress. Again I had left the 'window' open and knew he was watching while I got undressed again. The night gown was very thin but was mostly loose fitting. It had little spaghetti straps but also a second piece that when over the shoulders. It had been bold of him to ask me to try it on. Without the second piece as a cover, let's just say the night gown itself was very revealing.

I opened the curtain and he was close by.

"This is another one of those where you will have to come here if you want to see it."

He had a huge grin, "That is a keeper, we'll not be leaving that at the store. Wow."

I said, "Thanks, I agree, this is a 'wow' outfit."

He smiled and said, "Oh yes, the outfit too. I think the dress would fit some and not others, but this should fit any body style."

I nodded and opened the covering wrap, which did two things. It was deliberate but intended to appear nonchalant. First, I knew my nipples were rock hard and would show through the thin single layer. I also knew from the mirror that the color of my nipples would easily be seen through the white material.

I was not surprised by his reaction. As he was 'reviewing' the clothing, of course he would be looking at the outfit. So he had the perfect excuse to stare. I did a little twirl so he could see the back.

He said, "That is pretty sheer."

He had a very good look when I suddenly acted as though I just realized what he could see.

I brought the wrap around to cover me, "Oh, my god."

He said, "I'm sorry, hey, don't worry, it's our secret."

"It's OK, it's just weird how this all came about and now I am in a store in a nightgown in front of a stranger."

This feigned surprise and modesty as he had been watching let him know he had gotten away clean. I closed up the curtain as before and slipped out of the nightgown seeing he had taken up his normal place.

I was fully aware I had been mercilessly teasing him, but of course I also noticed he was not complaining. Through the gaps in the changing room curtain, he was getting his little glimpses here and there. When I was out in the main mirror area he was getting a more thorough look at me, but of course I was dressed then, albeit in a skimpy outfit without a bra. However, in the negligee in full view, I knew I had been driving him crazy. I know I am good looking and it is never a problem to attract men, but the erotic aspect to this situation made the effect especially heightened.

He said, "I never wanted you to be uncomfortable, but it would be a lie to say I have not enjoyed your modeling."

I handed him the dress and said, "I am not sure which of these you are buying."

He said he was going with the original red dress and the nightgown I was wearing for today.

I replied, "I guess I sold this one."

He looked at me and said, "If you were the catalog model for that, they could never have enough to satisfy the demand."

It felt nice to hear the compliment and I smiled and thanked him. I took off the covering and handed it to him. He was rapt with attention, again looking at the thin nightgown. My nipples were still hard and prominently displayed. As I snuck a peek down at his crotch, it appeared as though he had gotten aroused as I could see a very obvious bulge in his pants. A part of me recognized my ability to do that to men and it would be wrong to say I did not relish it.

I reached up and said, "I had better close this curtain or we'll get arrested."

Without a second lost, he said, "It might be worth it."

I gave a slight laugh but I closed up the curtain, but when I did I purposely closed it to overlap in the center gap and left a couple inch gaps between the curtain and the wall, bigger than before. But this time the 'window' was on the opposite side to where it had been earlier, so his earlier position would have been no use. I could tell from the mirror he was still standing close to the curtain.

This time if he wanted to look he was going to have to be bold. I had my back to the curtain when I saw him shift his feet over near the gap.

He said, "I'll be out here. When you have the negligee ready, let me know and I'll take it up."

I thought to myself it was a very smooth excuse to remain there and I replied, "OK, thanks."

Then I looked at the mirror and I saw him turn his head to look at me. I slid one of the shoulder straps off and then the other but I was holding the gown up with my arms. I then started to let it slide down. When my nipples were exposed, I looked over and looked directly at his eyes through the mirror. Our eyes held each other for a second when I turned around to face him.

We both had serious expressions as I let the nightgown slip to the floor. I was now standing completely nude in front of a total stranger. I saw his eyes move down my entire body, lingering for a second at my breasts and then my pussy. The innuendo was gone now. Here I was standing nude in a store in front of a perfect stranger. It was a totally bizarre thing I was doing, but I was absolutely aroused and saw that Steve was also.

While I think my best features are first my face and then my generally athletic body, for sure there are a lot of guys who might select my breasts first. I have natural 34 full C cup breasts which are not close to sagging. In this case, my nipples were already erect and it had nothing to do with being cold.

I stepped out of the nightgown and bent down to pick it up. I was holding it in my hand close to my body and said softly, "Here you go Steve."

He reached his hand into the booth toward the nightgown but instead touched my breast. It felt totally electric as his fingers lightly caressed the underside of my breast first, circled around to the side, and then finally touched my nipple. He instinctively got it perfect for me by being gentle and light at first. He then gave my breast a squeeze. As he removed his hand, I then handed him the negligee and smiled. After he took it out, I closed up the curtain.

When I could see he had moved away, presumably to pay, I could not stop myself from rubbing my pussy with one hand while squeezing my breast with the other. I was sopping wet and I knew it would have been only seconds before I could have given myself an orgasm. I stopped that idea though and told myself how crazy this all had been.

Even though I have had a number of "adventures" over the past few years, I had never had one this close to home. I tried to put this all out of my head and got dressed. I was carrying my coat as I left the changing area. I had to go by the clerk's desk to leave the store. Steve was just finishing up paying for the items.

The clerk gave me her card, "Give me a call when you are shopping next time. If you send me your e-mail, I'll let you know in advance of big sales and hold something for you."

I told her that was very nice of her, but I had only been joking about the commission. I had already decided not to buy the sweater or the dress. There was no way for me to know how much the clerk suspected, but that was one of the reasons I would end up throwing away her card and also why I did not buy anything. I did not want her to know my name.

It had long been a dream to be a model, although this had been admittedly a bit bizarre. Actually, being a fashion model, photography model, etc really was one of my strongest fantasies. In addition, the little exhibition game we had just played had been unplanned, but really a lot of fun and really exciting.

I said to the clerk, "Thank you, I will."

And that was that. She finished bagging up everything for Steve, so it really was only a coincidence he and I were walking out together. He asked me if I was going to do any more shopping and I told him I needed to leave. I did have more time and I still needed to get a gift, but the events which had just transpired had me a little excited but also a little nervous and my mind was really not on shopping anymore. My conservative nature took over at this point and I really needed to bring things back under control.

He said, "Oh, too bad, I wanted to buy some lingerie for her too."

He had caught me unprepared with that remark; I could not help laughing out loud.

All through the modeling show and while I was getting dressed finally, I had thought about where this was going. I realized he had been given clear signals sexually from my teasing, but I had really no intentions to pursue this further. I did not know what his reaction would be when I came out. Would he try to follow me, or get me to go somewhere with him? I felt in control again, but my plans had been to part ways and leave us both with a nice memory. This still was too close to home and while he was a nice guy, I thought this was a good place to stop.

"Nice try buddy," but I said it while still laughing.

We walked out into the mall together and he said, "Well, you can't blame me for trying."

We were talking softly even though the mall had very few people and none nearby. The light dialog had relaxed me a little and my nervousness subsided.

I said, "You saw a lot more than you would have in a lingerie store. I should take you out to model Speedo's I want to buy for my boyfriend."

This made him laugh, "TouchÃ©, but I don't think you really want to see me in a Speedo."

"I think you get my point."

He continued smiling and said, "Where are you parked, can I at least buy you a coffee and walk you out?"

We were parked in different directions, but I told him a cappuccino sounded good, but I need it to go.

"No problem, I am parked near the Starbucks. I could give you a ride to your car."

My instincts told me he was safe, so I accepted and we got our coffees and headed outside. It was cold out, but he was parked close. He opened my door and then got in and started the car.

"Beth, I really enjoyed the modeling show. You were a good sport, but the last part where you were standing there in front of me was incredible. I hope you are not offended that I touched you like that. This sort of thing never happens to me, absolutely fantastic."

I replied, "I don't know what came over me, it became fun modeling and then the exhibitionist part just sort of happened. It is not like you were alone in this."

Some of it for sure was spontaneous and impulsive, but I was conscious of what I had been doing and had enjoyed it entirely.

The parking lot was not very full, but we could not have been parked farther away from each other if we had tried. I was actually across the road in the parking structure. This mall was very upscale and had an overhead skywalk from one side to the other. Steve pulled out and we continued talking, mostly small talk about which cities we lived in, kind of work, all general things as I did not want to reveal much personal information after what had happened.

I said, partially to shift the subject, "I hope your wife likes the dress and negligee, I presume you are not going to tell her about the modeling session?"

He replied, "No, I think I will keep that pleasant memory to myself. But I think she will like the things and I hope you will not mind if I say it is 100% certain when I see her wear them that I will remember how you looked in them."

He had touched the arm of my coat while he said that, not intimidating in any way, more that some people touch when talking to other people. I directed him to where I was parked and he pulled in next to my car.

He offered to start my car and let it warm up. I thanked him for the gesture, but told him it was all right.

I did not want to leave it like this, so I said, "Listen Steve, as long as you keep it a secret, I will admit the modeling was a lot of fun and I probably liked it as much as you did. I surprised myself."

"I wondered about that, especially at the end. Well, I am glad you enjoyed it too, because I have not been that turned on in a long time."

I laughed again, "It was rather prolonged, wasn't it?"

He touched my arm again while I was taking another drink from my cappuccino, "I cannot imagine anything more erotic, to be honest. Unbelievable."

I smiled back, "Like I said, it was good for me too, so we seem to have been on the same wavelength today."

He then touched me again. We both had on heavy coats for the weather, but he moved his had up my arm and gently touched my breast. However, even with a bra, sweater and heavy coat, the touch still sent a strong signal to my body, obviously a lot of it mental as a result from the earlier experience. I could not really be offended since I had let him touch my bare breast earlier.

However, I said, "Steve, I have enjoyed meeting you very much and this has been an exciting experience, but I did not agree to your offer to drive me to my car because I had intended to continue things."

He had not removed his hand from my breast but paused his rubbing. Even with my comments to him, I was torn somewhat and a part of me regretted that I had made him stop his touching. The pressure of his hand alone was stimulating.

He said, "Hey, no problem. I don't have any expectation here, but I was just going to enjoy it for as long as you would let me."

I looked at him without saying anything. He smiled at me and I returned it. A lot was going through my mind. Despite the fact we were in a parking structure and that we had just met, I felt safe and comfortable. He had been intelligent and discrete during the entire episode and he had a nice manner about himself. While he was significantly older than me, he was not unattractive. I really have to admit if I had not found him reasonably attractive from the start, even the modeling would not have occurred. We were looking at each other silently when he began caressing me again. Let the record be clear that I did not stop him.

I closed my eyes for a second and I felt him slide his hand inside my coat and touch my sweater. My right hand was still holding my coffee, but I reached up with my left hand and held his forearm.

He still had his hand on my sweater, but now I was looking at him, "Steve, that feels nice, but remember where we are. What if somebody comes by? I am sure neither of us wants any trouble. I like what you are doing, but please be careful."

He said, "Don't worry; I will stop whenever you like. But don't worry; you have nothing to be afraid of."

I continued to look at him and he gently moved his hand over my sweater, again touching my breast, but this time with one less layer. It was a fairly significant gesture, but I looked around and then lowered my hand from his arm and he started to caress my breast again. Nobody was nearby and his touch felt great. I closed my eyes again as he continued to touch me.

He unbuttoned my coat and I felt his hand quickly slip under my sweater at my waist and slide up my stomach. His hand on my bare skin made me suppress a gasp. His hand quickly slid up to my bra and he again began massaging me. It felt like we were teenagers on a first date; it was wonderful.

He broke the silence, "You have magnificent breasts."

I opened my eyes, "You have been admiring them for a while now."

He smiled and fumbled with his hands now. He had been so smooth up until now, but now he was struggling. He first tried to lift my bra up but the bottom band was too tight for that. He tried sliding it down then but was also stymied.

He feigned a laugh, "Help!"

I said, "You haven't needed any help, I was trying to figure out a way to stop you."

Despite me saying it, it was more idle chatter. From the tone of my voice, he realized I did not really want him to stop.

He replied laughingly, "Are you telling me this bra is going to be the holdup?"

I did not respond but I leaned forward. He got the message and reached his other hand behind me and found the back hooks. He got smooth again quickly and had my bra unfastened in a couple of seconds on the first try.

We both laughed as he said, "Voila."

He now had easy access and his hand quickly found my now bare breast. When his hand squeezed me, a wave of passion rolled through my entire body. He rolled my hard nipple between his fingers for a few seconds and then resumed his wonderful caress, never too harsh. He then had me lean forward again and helped me remove my coat and then lifted my sweater.

My sweater would only go up so high, as I did not want to remove it completely because of where we were. Nevertheless, he was able to expose my breast completely. I felt like a teenager again, but I was not complaining.

He leaned over and brought his mouth to my nipple. I melted. I had rested my arm on his back while he continued to gently suck and bite on my breast. He had his coat on also but it still felt good as I rested my hand on him and rubbed his back.

I was not sure where this was going, but I was enjoying it immensely. He sat up and then slid his hand down my stomach and quickly placed his hand down on my jeans. He tried to rub my pussy through my jeans but I grabbed his arm and stopped him.

"Steve, there is no way that is going to happen here. You don't have to stop, but this is not the place for that. C'mon, I thought you were enjoying yourself."

I lifted his hand back up to my breast. He got the message.

I was aroused enough to want sex. His touch to my pussy felt fantastic and I almost let him continue. But I really was not comfortable having sex in a car in a public place with a man I had just met and I again wanted to get some semblance of control of the situation. The second I had gotten into the car, I had expected Steve would try to make some move on me. Knowing that, and being true to myself, I wanted him to touch me. I had not known how far I was going to let things go when I entered, but I knew having sex was way past what I would allow even though I would have liked a hard cock deep inside me.

As I looked at him, he lifted his hand back to my stomach. I lowered my hand off his arm and the way he was leaning over, my hand rested on his knee. As he was caressing my stomach, his little finger was trying to unfasten the top of my jeans, but when I stopped him again, he again got the message and moved up to again massage my breast. I again lowered my hand to rest on his knee.

He looked at me and smiled, indicating he knew the limits. In return, I smiled back and squeezed his knee. He leaned over again to begin licking and sucking on my breast. As he did that, he shifted in the seat and my hand was now resting on his thigh.

His car had not much in the way of a center console and the arm rest folded up, so it was really not that awkward, but there is really no way to be totally comfortable in a car. I had also thought it was too risky to expose too much where we were sitting. Even though the parking structure was very quiet, there was still a risk of security patrols or passersby.

He went back to concentrating on my breasts and I continued enjoying it. He had his right hand on my left breast and his left hand was around my waist while he enjoyed alternately licking and sucking my hard nipples. I was again really into his very gentle and attentive caresses and touches. At some point, I began squeezing his leg and he let out a sound of enjoyment while he continued his attention to my breast.

After a few minutes, Steve sat up again, maybe leaning over for so long was a little awkward and he needed to stretch a little.

He said, "I like that, but I wish we were someplace a little more comfortable."

"I know, but we need to make do."

It was becoming clear to me by this point. It was not sex I wanted right then, or we easily could have found a nearby hotel. Just as being exposed in the changing room earlier, the idea of having Steve touching and sucking on my breasts was both physically stimulating and exciting due to the possibility of getting caught. The exhilaration of being in public was absolutely part of the excitement.

I shifted in my seat too, sort of facing him now. My sweater came down to cover me and Steve took his right hand to lift it up again and stroke my breasts again. I was content to let him enjoy the touching as it was also pleasurable for me.

He removed his coat and tossed it in the back seat. He leaned forward again to take my breast in his mouth. I continued to rest my hand on his leg and then moved it to rest on his back. With his coat off, the feel on my hand was different as I gently stroked his lower back over his shirt.

His hands were always gentle, but roaming all over. Sometimes he would squeeze my other breast, sometimes rub my lower back, and sometimes reach down to try and cup my ass or stroke my thigh. He had received the message about trying to remove my jeans or rub my pussy. I was not going to let it get any farther, but I also did not want him to stop. His gentle way was very appealing.

He sat up again after a few minutes more minutes. He put his hand under my hair and lightly touched the back of my neck. He could not know this drives me crazy. I closed my eyes to enjoy it. He was apparently perceptive about my reaction as he shifted his position a little closer so he could reach around easier. I liked this a lot and hunched my head and shoulders down, resting my arms on his leg while he touched me. This part was electric, I could feel my nipples harden again and let out a purr.

At one point, he started to rub my breast with one hand and my neck with the other. I probably cannot have an orgasm this way, but his touch was just perfect, the right combination of feather lightness and gentleness, and I could come close. I had my hands resting on his leg during this, my right hand on his knee and my left hand about mid-thigh. As he would find just the right touch, I would react by squeezing his leg, essentially responding when he was doing it just right. He recognized it as well and continued more or less doing it perfectly most of the time, his hands floating over my back, neck and breasts.

This went on for a nice while when I began to sit up straighter, "Steve, you do that very well. I think my modeling has been very well rewarded."

I am not the type to sexually take care of my own desires and leave my partner hanging. I was thinking about how great he had made me feel and to what degree I would reciprocate or even whether I should at all given the circumstances.

He laughed at that, "Oh, I should admit that part was selfish on my part. I liked how you were squeezing my leg."

When I had sat up, I had pulled my hands back. I smiled at his comment and sat back in the seat as he put his arm around my shoulder. I reached my left hand and placed it on his leg near the knee.

He said, "It is pretty easy to tell when you like something."

I turned my body to look up at him, "You would be surprised that many men don't bother trying to figure out what women like, but I noticed you were very perceptive. Thank you, that felt great."

He smiled back as I rubbed my hand on his knee, "I also saw what you liked."

My hand was still near his knee, but I was lightly stroking his leg when he closed his eyes and smiled. I expanded my gentle rubbing a little farther down his leg. He had his arm around me, but he was really just relaxing as I drew little circles with my fingers or rubbed back and forth on his thigh. As I would change my pattern back and forth, I was gradually expanding my zone of touching. At the farthest now, I was extending my touch more than halfway down his thigh. Occasionally I would also include a small squeeze, but as he had been to me, all would be characterized as gentle.

He would move his leg a little as this was going on, almost rhythmically in response to my touch. This would result in my fingers on his inner thigh and would usually trigger a change in his breathing or a tensing of his leg muscles. He would soon relax though.

Sometimes I would move my hand back up near his knee as if I was not going to touch any farther down his leg, but I would not keep that up too long and maybe go another inch lower every couple of minutes. It was pretty obvious from the growing bulge in his pants he was enjoying this immensely and I continued to expand my touch zone.

Of course I was teasing him too. I knew that, but he could not have. I had set all the limits on everything that day, from the changing room to the earlier session in the car where he had been touching me. I still felt in control of the situation. If I had not been comfortable, I would have ended it. That I knew it could be ended anytime increased my comfort level significantly.

I really enjoy sex. I like how a considerate partner makes me feel and I am well able to return the favor. What maybe separates me from other women is that giving pleasure to a man is not something I do grudgingly, but willingly. I like being able to get a man hard and I enjoy being able to bring him to orgasm. But it is more than just that. I like the feeling myself and I wanted to suck his dick.

I reached down farther on his inner thigh until I glanced against his balls. I slid my finger along his balls and again felt him hold his breath momentarily. I did that a couple of more times until I had mercy and slid my hand all the way to his knee and then came back slowly, slowly down until I felt his already hard dick.

I ran the palm of my hand and fingers all over him, rubbing his dick and balls. He was obviously enjoying this; probably he had been carrying a hard-on since the beginning of the changing room show.

He opened his eyes for the first time in a while when I unbuckled his belt. He was watching me intently as I undid the top of his pants and lowered the zipper. I doubt anyone would be surprised if I report he did not try and stop me.

I reached under his shorts and felt his warm, hard dick and squeezed him. I looked up and smiled at him while I did that. At first he smiled back, but he quickly closed his eyes again as I reached down and felt for his balls.

I whispered, "Lift up so I can slide your pants down."

He opened his eyes again while he lifted up off the seat. I used both hands to slide his pants and shorts down to expose his hard dick. He was not the biggest guy I had ever seen, but he was a little bigger than average and his dick was nice looking; smooth and soft. I grabbed the shaft and lightly stroked him while he melted back in the seat.

Somehow I knew he would not last long while I stroked him and I knew he would have an orgasm like that if I wanted. But I looked at his hard dick and I knew what I wanted.

He opened his eyes again as I removed my hand and shifted my position again, initially looking aghast as if I was stopping. I looked at his eyes the entire time I started to lower my head toward him. His distress was quickly replaced my realization I was going to give him a blow job.

I began by licking the head while I cupped his balls in my hand. I looked back up at him while he closed his eyes again. I lowered my head again to slide the head past my lips, lower and lower. I loved the feel of him on my tongue as I dropped down farther. I had maybe two thirds of him in my mouth when I lifted up and looked at him.

When he opened his eyes and looked at me, I said, "You have a really nice cock."

I dropped down on him again. I loved the heat radiating from his cock, how it was so hard but the texture felt so silky soft on my lips and tongue. I was gentle and soft at times, but I would also take him more deeply and suck harder other times. I knew Steve was enjoying it. Other men had told me I was good at giving blow jobs, but I also knew it myself. I thought that feeling contributed to my own enjoyment.

I almost thought those words would make him cum, but I dropped down again and started to suck him deeply. I had no doubt at all he would cum quickly and I was not at all surprised when he tensed up and I felt the first shot in my mouth. I stroked him harder as I continued to suck and taste his cum.

He was quickly done and I began sucking him more gently. I had only swallowed a little bit of his cum so far, but now I lifted up a little to swallow the rest and then dropped back down for my pleasure; feeling him soften in my mouth while I gently sucked.

After a little while, I lifted up and sat up straight. He looked over at me, "That was fantastic. I never expected that."

I replied, "I know. If I thought you expected it, it would not have happened."

He seemed to sense the meaning, "Wow, what a day."

I smiled and nodded. We both started to get dressed again. We made a little small talk while we were doing that, but when it was time to leave, we really did not know much about each other and there was nothing really left to say. He did not try and ask if he could see me again and I was grateful for that. It was obvious to both of us this was a one time thing. We had never kissed the entire day, and only now as we parted did we give each other a light kiss.

"Take care."

"You too."

And with the taste of his semen still on my tongue, my modeling experience for the day ended.

I found it difficult to concentrate while I drove home as I was reliving what had just happened, touching myself many times during the drive. I got in the door and stripped off my clothes within seconds. Just as quickly I climbed in to bed and fingered myself to an intense orgasm while I thought about the store and the car.

This has gone down as one of my most vivid experiences and I have thought about it many times fondly. It is not that I am going to suddenly start flashing people regularly as a result of my exhibitionist thrills. I knew in my heart these adventures were going to continue to be rare events, but that by being unique made the experiences all the more special to savor. And while there have been no difficulties from my 'close to home' event, I am still cautious to avoid home turf adventures in the future.