**Helene's First Time**

by[eatoure](http://www.literotica.com/stories/memberpage.php?uid=937426&page=submissions)©

"What made you say that?" demanded Helene, her bright blue eyes flashing as she leaned over the table at him. The music from the college bar's sound system kept her words from being overheard. "How could you?"   
  
David had never seen her angry like this. He instantly and completely regretted making that crack about "late bloomers, like you" but he had been nervous. He knew what she wanted tonight. After weeks of casual dating and then great kissing, Helene was coming onto him, rather than the other way around. She had insisted on going to a romantic movie, and for the first time ever, when he picked her up she was wearing a skirt and a blouse. Her ponytail was gone and he noticed for the first time that she had let her hair grow out during the summer, because once it fell almost down to her shoulders. On her small frame, the clothes looked a size too large. Of course, she didn't wear a bra -- no need. Now she was leaning toward him and he could see down her blouse to her pink nipples sitting in the middle of pink quarter-sized areolas, sitting on the pale skin of a breast no bigger than a cookie. Nipples he just knew he would never see again.   
  
"I'm sorry. I didn't mean anything...." David said in a shaky voice, clearly upset. He had been attracted to Helen since he met her, replacing the detergent stock at her father's laundramat, because he felt safe around her. Tiny, never dressed up, no figure, little pony-tail, but a pretty, feminine face and a bright smile that lit up the room. Now all of a sudden she was acting like a young woman of 19, which she was. She wanted more from him: she was expecting him to act like a man with experience.   
  
Helene, without saying it, had made it clear to him without using words that she wanted to lose her virginity to him tonight.   
  
What Helene did not understand was that David had only had something like sex twice before, if sex is defined by technical penetration and if duration is not counted. She was asking a near-virgin to do it, to take her virginity.   
  
All through the movie he had been asking himself: How can I bust her cherry and make her feel like a woman when I still feel like a boy? I want to do it but I don't know if I can do it right. I get an erection around her but it goes away again when we stop kissing, not like the ones I get when I look at porn. I don't have a rubber with me. What if I make her pregnant? Will I have to marry her and drop out to do programming to support us because Dad won't give me money? Meanwhile, he was chattering on about nothing, feeling uncomfortable and not himself tonight.   
  
It was a Freudian slip, pure and simple, and in making it David had inadvertently told her to her face that he thought her body was underdeveloped. Helene was getting more and more exasperated as David tried to get out of the hole he had dug for himself.   
  
It was so wrong, Helene thought to herself as he rambled on, lamely, trying to salvage the situation. A year ago I didn't have boobs. Now they're here and tho I may never make it to a B cup, at least I've got 'em. My hips were like a boy's last year and today when I look in the mirror I see the beginning of a curve. And I've had pubic hair for three years -- maybe not a lot but at least it's not bare down there.   
  
"Helene," David was pleading now, "I think your body is hot! You've got a real tight ass!" This was so bogus, Helen thought. She had a small, flat butt, just like everyone who had been on the girl's swim team. Besides, "tight ass" is not a compliment.   
  
"David," Helene interrupted, firmly. "Go back to your computers. This isn't working. Girls from town shouldn't date guys from the college. We don't have anything in common." She was thinking to herself, this was my mistake. I was so impressed that he would ask me out, a townie girl, that I really believed it could work out, even with a geek. Of course, the guys she actually had something in common with were always just pals. They were glad to see her but would never see her the way she wanted to be seen.   
  
David whined a bit but saw right away that he was not going to change her mind. His big chance had gone. On the other hand, he had seen her tits, so the night was not a total loss. Speaking of tits, he had heard that there was a "tits out" party, at an old farmhouse a ways out of town. His friends would be there -- they would help him get over the breakup. So at least he had somewhere else to go tonight and sulk. [Interested readers may wish to check out "Felicity Gets Fondled" for what happened to David next.]  
  
He mumbled a good-bye and left abruptly. Helene kept her face expressionless as he got up and walked out of the bar, but after he was gone, she was crestfallen. David was the only guy who had ever asked her out on a real date -- the only boyfriend she had ever had.   
  
She moped for another few minutes in the bar, nearly empty with the students away for the summer, and then decided to take her beer to the bar. As she sat demurely on a stool at one end of the bar, three of the men at the other end there looked quizzically at each other and at the bartender. How did jailbait get in? Forged driver's license?   
  
"Yeah, I know she looks underage," said the bartender. "But I know her and she's legal." The men arched their eyebrows. They didn't believe him. After he finished pouring, the bartender came over to Helene.   
  
"Hey, Popcorn!" Helene didn't react to her childhood nickname. It wasn't cute or amusing anymore, at least to her, but she was used to it.  
  
"Hi, Freddie!" Freddie was two years older than Helene, so they had only overlapped for a year in high school. After graduation, Freddie had gone straight to work. In a way, so did Helene but she was just taking a year off before going to college. Freddie was never going to college. "Slow night?" Obviously. She just felt a need to talk to someone now, even if Freddie was way out of her league. In high school he had been the teen heartthrob.   
  
"So, what was that all about?" Freddie asked. "I saw you telling off your date and then he stomped out of here. Didn't even pay for your beers before he left."  
  
"Nerd Boy would do that. Living in his own world." Helene was glad for the moral support but still felt regretful. "It's ok, I guess. It's not like we were going to get married or anything." The "not anything" was not true and Helene knew it. She may not have planned to marry him but she had been counting on him to carry her over the threshold of sex.   
  
"Well, you can do better," Freddie said emptily, not really believing the words as he spoke them. After all, it wasn't like Helene was a babe. She had a pretty face and that was it: not hot. When Helene had come into the bar before, it was always with a posse, never before with a date. She always said hi to him but they weren't friends or anything. And come to think of it, he hadn't seen her in there for a few months.   
  
"Yeah. I've got 'em lining up around the block." Helene. She knew perfectly well that she came across as sexless to guys. That never bothered her before she started going out with David. Then she started wanting more and a few days ago she decided to get it.   
  
"Aren't you going off to State, someone told me."   
  
"I took a year off to help Dad while he was in the hospital. He's almost done with his treatments now and he's doing great. Time for me to go back to school." That was only half true. Even before her father's diagnosis, Helene had already decided to take the year off. She didn't want to start college looking like a teenager, but it looked like that was going to happen anyway. All through school she had been the youngest kid in class, because of her late birthday. For a girl who was slow to develop anyway, it made it even harder. Good thing she was bright and made good grades. Even better that she could swim because that was the one sport where she had a natural advantage. She was always training and had grown strong despite her diminutive size. It kept her busy and out of trouble. Whenever she went to a meet, the other team underestimated her, because she looked so young, until the coaches started to catch on. She had won a lot of medals as an underdog and that made her popular with the cool kids, who otherwise would never want to hang out with her. She was kinda the school mascot by the time she graduated, but she knew that only made her ok, not cool. She desperately wanted that kid stuff to end and she didn't want to start her freshman year as the only virgin at State.   
  
"That's great!" Freddie said, distractedly. He was bored. He liked action and he liked to flirt with girls at the bar. Nothing was happening tonight. Not like the old days, when he used to be a player. His black hair, droopy eyelids, square jaw, broad chest, and narrow hips were all the girls saw back then and made up for a lot else that was missing, like brains and personality.   
  
"Yeah. I learned a lot about business this year. I can run a laundramat single-handed! Bookkeeping, inventory, and everything. That should help when I start business classes over at State." Helene sipped her beer. She was talking just for the sake of talking. "The kids at College don't learn the practical stuff. They figure they'll inherit Daddy's company and someone will manage it for them."   
  
"Hey, you look nice tonight." Freddie said halfheartedly, just noticing. It was the only time he had ever seen her wearing anything but jeans and T-shirt and a bulky sweater. When she leaned back, Freddie could see little bumps on her chest. He hadn't known she even had nipples.   
  
"Thanks. I dressed up for that geek. Tonight was going to be a big night for us."  
  
"You think he was going to pop the question?" Freddie was only half listening and had missed Helene's remark that she never expected to marry David. He was running a glass of soda water for himself while he watched the group of men at the other end of the bar, to see if they wanted service. I can't believe I'm stuck in this dead-end job, jumping around for tips, he thought to himself. He started to sip the water. He would rather have had a beer but he couldn't drink on the job.   
  
"Hell no." Helene said. "He was going to pop my cherry."   
  
Freddie snorted and some water went up through his nose. He was coughing and spitting and it took him a minute to get his composure back.   
  
"Sorry, Freddie!"  
  
"That's -- that's -- hoh kay." He sputtered. The men at the other end of the bar were looking at him. What's going on between the loser barkeep and the titless wonder?, he thought they were thinking. "Did I hear right? Did you say he was going to pop your cherry? Was he like pushing for it?" Freddie found that hard to imagine.   
  
"I wanted to give it up to him. Not that he was anything special." Helene was kinda lying to cover herself -- of course he was special because he was the only guy who had ever asked her out. "But I don't date much" (like at all) "and he wanted to get into my pants in the worst way" (she wished) "and I kinda decided that tonight was the night I'd lose my virginity at last." The "at last" part was meant to remind Freddie that she was a lot older than she looked. It had not escaped her notice that Freddie had complimented her on her looks just a couple minutes before. That was a very good sign, she thought.   
  
"Geez," Freddie said. "I never knew it was so hard." Back in high school, Freddie had gotten all he could handle but he wasn't doing so well these days. Girls liked his looks but because he obviously wasn't going anywhere in life and didn't have money to spend on them they lost interest fast.   
  
"Yeah, well, you had the looks and you had the balls. Girls threw themselves at your feet." Freddie winced a bit because Helene was using the past tense. "I looked like a junior high kid. Nobody was interested -- until Nerd Boy and now he's gone."   
  
The men at the other end of the bar called Freddie over to settle the tab. They left and Freddie and Helene were alone in the bar.   
  
"Freddie," Helene said, to get his attention. She twisted a lock of her brown hair.  
  
Freddie was not too bright. He did not see it coming.   
  
"Freddie, I'm kinda in a bind now. I was all worked up and excited and now it's not going to happen. At least with David."  
  
Freddie was still clueless.   
  
"Freddie," Helene said, in near desperation. "Freddie, come home with me tonight and fuck me. I need this."   
  
For once, Freddie was speechless.   
  
"Freddie, just do me tonight. I had it all planned - this was going to be the end of my virginity. Now I'm high and dry. I need to go forward. I can't be the only virgin at State next month."  
  
Freddie stayed quiet.   
  
"I'm serious! No complications! No relationship issues. Just bang me and walk away. You'd be doing me the biggest favor ever!"   
  
Freddie still did not know what to say, so he said "Are you sure?" as if she would have said something like that as a joke. "Where would we go?" he asked, as if this was a big obstacle. There were lots of places they could go, starting with the back room of the bar, where the owner hosted VIP parties. Freddie was really stalling for time to figure out what he would do.   
  
"We can do it at my house. My parents are in the city. Dad had his last chemo yesterday and they're staying the weekend to celebrate. They won't be back until tomorrow night."  
  
Truthfully, Freddie had no real objection. Sex was sex and deflowering a virgin was always a treat. But Helene??? It didn't feel right. Still, it had been three weeks since his last fuck, a long dry spell for Freddie. Here was a girl (emphasis on girl, not woman) telling him in advance she would put out for him. How could he turn her down if she was asking for it? On the other hand, how much fun was a mercy fuck? Well, on the whole more fun than no fuck at all, he decided.   
  
"OK," he lied. "Dan told me I could close up early if the place was empty at midnight." Dan was the owner and it was almost midnight. "Where do you live?" Although they went to the same school they had not been friends and he had no idea where she lived.   
  
"It's hard to find," she exaggerated. "I should drive."   
  
Freddie brooded about this whole thing while he closed the bar down. He wiped down the counter, put the chairs upside down on the tables, cleared the till and put the take and the tips jar in the safe, and turned the lights out.   
  
Damn, he thought. He had not even got so much as a boner talking to Helene and usually his dick bounced up and down all the time while he talked to a girl. Maybe this wasn't a good idea.....  
  
He went out the back and locked the door behind him. Helene was sitting in her little blue Nissan and as he walked toward her she turned the ignition and headlights on. He glanced at his own car, a beater parked in the far corner, and wished for a moment he could hop in and take off in the other direction.   
  
He went around to the passenger side and got in. The car smelled of laundry detergent. He had to adjust the seat to make room for his legs. An empty cardboard box in the back gave way with a crunch. Helene's customized seat was permanently locked as high and as far forward as it could possibly go, with a tilt to the modified bucket seat. Nobody drove this car but Helene. Her father had fixed it so that she could sit up enough to drive safely and her feet would still reach the pedals.   
  
They drove silently to her parent's home, a neat two-story model in a nice but not expensive or fashionable neighborhood. She used the remote garage door opener, for which he was grateful. She didn't want the neighbors to see and he would be chagrined if his homies -- and even more, his girlfriends -- saw him with Popcorn. Robbing the cradle, are we? they would say. A little desperate?  
  
Helene literally hopped out of her seat after the garage door closed and led him into the house.   
  
"Nice place," Freddie said, honestly, thinking how the clean and tidy her home looked and how different it was from where he grew up, on the other side of town. Or for that matter, his trashy apartment.   
  
"Over here," Helene directed him, steering him away from the living room and the stairs that led to the bedrooms. She turned on the light to the guest room, which had its own bathroom. She wasn't going to let him see her room, all pink and frilly and girly, despite her usual tomboy appearance. That was her dream room, where she lay for hours thinking about becoming a woman. She wasn't going to lose her virginity in the bed where she dreamed. And she wasn't about to do it in her parent's bed. The guest room was perfect and she could clean it up easily before they got home.   
  
"Kiss me!" Helene had turned toward him as they walked in. He leaned over and did as she asked, without real enthusiasm at first, and then warmed up to it. She was a fabulous kisser! Who knew? Between deep, forceful kisses, she nibbled on his neck, her hands on his shoulders and sometimes caressing his face. Damn! Freddie thought. She's making the same moves on me that I should be doing to her! She had slipped a mint in her mouth sometime between the bar and the house, so there was no beer taste on her lips. He could smell the light scent of perfume in her hair -- she smelled sweet and feminine. He noticed that he was getting an erection.   
  
Helene detached her mouth from him, said, "I'll just be a minute" and disappeared into the bathroom.   
  
Freddie looked at the bed. Helene's kisses felt nice, he decided, and if she wasn't his type, it wouldn't matter with the lights out and under the covers. Well, he was sure he could keep it up one way or another. Really, all he had to do was think back to one of the hot fucks with that waitress a couple of months ago and he was sure he would get wood so he could go through the motions and satisfy Helene. Now that he was here and committed, he would do his duty.   
  
He heard the toilet flush and the water run but it did not take long before she came out, carrying her clothes neatly folded. She was dressed in a pink, babydoll-style negligee. Freddie could not appreciate its fine points but the effect was not lost on him. The breast cups had been removed, tightened, and replaced with flat lace panels, so that her less-than-A cup breasts and little nipples pushed out the fabric provocatively. Even though it had been the smallest size in that model, she had taken it apart and using her skills as a seamstress had sew it back together so that it fit her chest so well that it could have been designed for her. Her white legs were thin but she had more shape to her calves than he would have expected, had he given her legs any thought -- he had forgotten that she was a champion swimmer. She looked better and more like a woman, with her hair down, than he would ever have imagined.   
  
"Your turn!" she chirped, with a smile on her face. She added, pointedly, "There's a fresh toothbrush in the water glass!" She put her small open purse on the side table by the bed and then, for some reason, squatted and put her clothes on the floor by the door, neatly folded panties on top. If she had leaned over, he could have seen her ass, but she didn't.   
  
He dutifully went into the bathroom and cleaned himself up. In fact, he took a shower, which greatly amused Helene, hearing the water run on the other side of the wall. When he came out, he had his pants on but his shirt was unbuttoned. He had a smooth, hairless chest.   
  
"Come sit beside me!" Helene was sitting on a loveseat facing the bed. There was a CD player on the side table, an old-fashioned boom box, that he hadn't noticed before. It was playing softly, old Barry Manilow songs.   
  
He sat down and she snuggled next to him, stroking his exposed chest with her little fingers. He put his arms around her and kissed the top of her head, then let his hand caress her arm. This was really weird, he thought. Something about her was making him feel protective but horny at the same time. He had a big erection, bigger than he usually got while the girl he was with still had clothes on. He was beginning to enjoy this.

After a while, she lifted her head and kissed him again. She moved position to sit on his lap -- she didn't weigh a whole lot, he noticed -- and they necked for a long time, his hands roaming over her barely-clad body and her naked legs while she felt his shoulders and pecs. Presently he slipped his hand under the negligee and discovered something he should have noticed from the beginning -- she wasn't wearing panties. He let her lean back, languidly, as he stroked around and over her sparsely-haired pussy, pausing now and again to tug on her very small labia, which made her moan and bury her face in his neck. Then, finally, he put his finger over her entrance and curled it up, finding the little nub of her clit. The rest of her may have been small, but Helene's pearl was easy to find and large enough to stroke around with the pad of his finger. She was panting now and her eyes were closed.   
  
As for himself, Freddie was surprised to find that he had kept his boner all this time. Popcorn was surprising him. Not only was she so willing that she was seducing him, for a change, but being with her was more erotic than he ever would have guessed.   
  
It didn't take long for his manipulation of her clit to bring her off. Helene gasped a couple of times, her face flushed, and Freddie could see her neck and chest turn pink. He moved his finger until the tip was just inside her. He wasn't going to risk inserting his finger up to her maidenhead, not just yet. Work up to it, he thought, after she relaxed. She jerked a few times on his finger and then slumped over. Freddie thought she looked beautiful in that moment, draped over his arm, pale as moonlight, legs willingly apart. His finger brushed across her hole and he felt that she was wet. He brought his finger to his mouth -- she tasted sweet and fresh.   
  
"Freddie, that was fantastic!" she murmured, eyes still closed. You are the first person ever to make me cum besides myself! You did it just like I do myself!" Hearing that, Freddie was very pleased with himself. "Now, let's get some of those clothes off you!" Helene stood up, looking very small, very white, and very vulnerable.   
  
Freddie stayed sitting while Helene pulled his shirt off. She seemed to like his chest and shoulders and spent a lot of time kissing him on the neck, around his flat male nipples, and feeling his pecs. She was a swimmer and she hung around with swimmers, so she liked men with strong arms and without hair, but she didn't tell him that.   
  
When he stood up, she didn't have to get on her knees to unzip his fly and reach in, giggling as she measured his length and girth with her fingers, and then proceeding to unbuckle his belt and pull his pants down. He had taken his shorts off and left them in the bathroom, so his cock sprang up enthusiastically.   
  
Helene stepped back and sat on the bed, pulling him toward her by his hips. For the longest time, she fondled his balls, stroked his dick, and ran her fingers all through this crotch, as if memorizing where everything fit together.   
  
"What are you doing, Popcorn?" said Freddie.   
  
"I'm learning how guys work. I haven't had much experience with penises -- only reading books and porn. I've got a lot of catching up to do." she said. Then she took him into her mouth.   
  
Freddie thought he was going to lose it right there. Her talent for cocksucking was equal to her passion for kissing, and involved the same highly refined skills. He had to gasp. Her abilities were amazing, a symphony of stimulation incorporating a full repertoire of variable suction, tongue action, and deep swallowing that would have done justice to a pro. She kept going for what seemed like an hour, stopping to hold him in her mouth when his breathing got ragged and then starting up again, with her tiny hands working his ballsack, when he calmed down. He was speechless.   
  
Then she made a slight miscalculation while he was deep in her throat and didn't stop at a moment that he was exerting the last ounce of self control. He came, pulling back slightly, and flooded her mouth with his seed. She continued sucking and got most of it even though a little drooled out of the corner of her mouth and dripped onto the bodice of the negligee, just above her left tit.   
  
"That was fantastic!" Freddie said, after he got his breath back. "Where did you learn to do that?"  
  
Helene gave him a crooked smile. "I figure that fellatio is an essential skill for today's modern woman. Until tonight I never did it for real. I've been practicing for years on cucumbers. I watched dirty movies in my Dad's porn stash (he doesn't hide it very well) and I read up in sex books and on the internet. I also got Kiki to tell me how she does it." (Kiki was the town slut.) She licked her lips. "You taste salty but good: like béchamel sauce." In high school, Helene had been a good student, getting mostly A's in college prep classes. Freddie suddenly felt like her chemistry lab project.   
  
At a loss for something to say, he fell back on a joke: "Well, Popcorn, I've shown you mine, so now it's time for you to show me yours!"  
  
Helene laughed and fell back on the bed with a plop, leaving her legs dangling over the edge while flipping up the edge of the babydoll to expose her pussy. Freddie saw his chance and immediately dived, planting his mouth directly over her hole and licking forward and around her full-sized, sensitive clit. Helene shuddered but relaxed into it and let him caress her with his tongue, inside and out, and lap at her now-freely flowing juice -- there was no danger of him rupturing her hymen with his tongue before he got a chance to do it with his dick! It felt so good to her! Even better -- much better! -- than what he did with his fingers, and with all the stimulation it wasn't long before she spilled into another deep orgasm, intense and rolling, moving her to rock her pelvis in time with the contractions. It was the most intense orgasm of her young life so far and through her spasming pleasure she thought to herself that even if this was all they did tonight it was damned well worth the embarrassment of having to ask for it. But she was sure that the best was yet to come!   
  
As she came down from her high she realized that she had got herself wet. No -- matter the bedspread was washable. She had also put towels down under the bedspread, above and below the sheets, to catch the blood she expected to leave behind soon.   
  
Freddie's face was still buried in her pussy, smeared with juice, and he could feel the tremors of her orgasm on his tongue. He had got an even better smell and taste this time and liked it. He didn't know what he would have expected before -- he hadn't thought about it -- but she was delicious. He had gone down on a lot of women, many of them younger in age than Popcorn here, but none of them so sweet and fragrant.   
  
"You're juicy," Freddie observed. "Real nice. Your nectar is sweet!" He thought that sounded poetic.   
  
Helene's face turned bright pink and giggled nervously. She was not used to having a discussion about the quality and esthetics of her vaginal secretions. Seeing her blush, Freddie figured he should drop this line of conversation.   
  
"Now who's wearing too many clothes?" Freddie then asked as he crawled, naked, up on the bed and on top of her. "It's time to lose this....." He flicked the fabric of the negligee with his finger. Giggling, Helene sat up and let him pull the skimpy babydoll over her head, so that they were both naked. Her skin was very white and she looked like she was made of ivory with pink icing where her breasts should be and cherries for nipples.   
  
"Let's get under the covers!" Helene said. "We can turn out the light."  
  
"No." Freddie insisted. "Let's pull the covers back and keep the light on!" He wanted the visual experience now. Surprisingly, he wanted to see more of naked body.   
  
"You horny bastard!" she teased, secretly pleased that he wanted to look at her. They took a break and pulled down the covers, throwing the bedspread to the side, and climbed back on. Freddie noticed the towels. Boy, she's prepared -- I've never seen a girl so ready! He didn't know it but she had even put a blue plastic tarp from the garage between the towels under the sheet and the mattress. That explained the slight crinkly feeling under them as they clambered around on the bed.   
  
Freddie lunged at her and pinned her to the bed. Helene squealed but stopped abruptly when she felt his penis sliding up the inside of her thigh and starting to rub in her crotch.   
  
"Freddie," she said. "Aren't you forgetting something?"  
  
"What?"  
  
"You're bareback." She had read the word many times in porn. Given Freddie's proclivity for promiscuous sex, it was a little alarming that he did this.   
  
"Oh. You don't want the full experience, then, Popcorn?"  
  
"Freddie, don't be silly. I'm horny and I'm really enjoying this but I'm going to stop right now if you don't put a condom on." Freddie had fucked half the girls in her class before graduation. Since graduation, he was working his way through the second half and she bet she was the last on the list. She was not interested in starting college with someone's sexually transmitted disease.   
  
"I didn't bring any. I didn't know I'd be doing this!"  
  
"Don't panic. Look in my purse."  
  
There, in her purse beside the bed, was a pack of 12 condoms.   
  
"You must have had big plans for Nerd Boy to get so many," Freddie observed as he slid one on his dick, resignedly.   
  
"I'm not planning on this being my last fuck, and they're cheaper by the dozen." She reached down and playfully tugged on his dick, which was starting to get soft.   
  
"Now do me, before I change my mind!" She put their little misunderstanding behind them and prepared to surrender herself.  
  
And do her he did! He started by kissing her again and feeling up her chest and sucking on her nipples and touching her just about everywhere, to get back his hard-on to get her wet again. Soon he was sporting an epic boner, knowing that in just a minute or so he would be initiating the most virginal virgin he had even known. Helene was moaning and murmuring "yes" as he played with her, getting her hot, getting her ready. Then he moved into position over her.   
  
She felt very warm and snug below him as she prepared to be mounted. She was glad he took the time to prepare her. She felt relaxed and ready.   
  
He lowered himself and the tip of his penis entered her diminutive hole. This was it -- penetration at last!  
  
His cock entered just so far and then stopped, coming up against her hymen. Even though he wasn't in far, he could tell that Helene was really tight inside. His cock stiffened at the thought of what it would be like to be all the way inside her.   
  
He pushed. Her maidenhead was tough enough that it didn't give way at first. It hurt a little but nothing she couldn't take. She closed her eyes and bit her lip. He pushed harder. She suddenly felt a sharp pain and cried out. Startled, he backed off. This had happened before to him but it never seemed so important before. For some reason, he really cared about doing Helene right.   
  
"Are you ok?" Freddie asked. "Did I hurt you?" He pulled back a little.   
  
"Freddie -- you're popping my cherry. Of course it's going to hurt a little. Just ram it in me. I can take it."   
  
Freddie took her word for it. Repositioning himself, he thrust his hips forward and they both felt a snap. Helene stifled a scream by burying her head in his armpit as a big, stiff cock entered her vagina for the very first time. It hurt and then it didn't.   
  
Helene felt absolutely stuffed and when he started to move it back and forth, now that the pain had disappeared, it felt wonderful all through her pelvis. She started rocking in time to his movements as he began to thrust. The angle of his penis changed with their movements and she loved how it hit different places and the changing feelings changed. A moment later, she felt a little wetter and she wondered if it was blood or girl juice. A few minutes passed and her vagina become a little more relaxed, just a bit more accommodating and she could feel him move a little more easily inside her.   
  
Freddie felt the tightest grip he had ever experienced, surrounding half his dick, although it got just a little looser over time. He could barely move in and out at first but slowly, little by little he advanced until he couldn't get it in any deeper, about three-quarters of the way. Then he felt a little hard nubbin come and go and he knew he had gone past her cervix. He was in as deep as he could go, first try, first fuck of the first girl on the planet in the new era starting this moment to go from being a virgin to a woman of experience. And he had done it.  
  
It did not take long at all for each of them to have another orgasm, almost together. Helen's came first and this vaginal orgasm was better, stronger, and lasted longer than her oral orgasm had been! She lay there almost limp while he finished, getting far more worked up than he ever thought he would and finally blasting what seemed like a huge wad into her very tight and warm and expanded and now, very wet, space.   
  
They lay in each others' arms for a long time, his cock softening but held fast in her by her tightness until it reached the point, at long last, where her involuntarily tightening vagina started pushing him out as it closed back to its normal size, until it rested, wet, on the inside of her thigh. Freddie's come was starting to leak out. He got up and pulled the condom off, tied a knot in it, and washed his dick. He wasn't quite sure what to do with the used condom so he left it by the sink.   
  
Then it was her turn. The first thing she did when she got up was look on the towel she had put on top of sheet -- sure enough, there was a spot of her blood but not as much as she thought there would be. It had spread to the sheet below. The sheets were old and she was going to throw them away, stuffed deep into the trash can to be taken away first thing Monday morning, before her parents would ever see it. She thought about cutting the bloodstain out of the sheet with scissors and keeping it as a trophy but that was just a little gross.   
  
She walked to the bathroom, a little bowlegged from her sexual initiation. She found the condom by the sink and hid it in the trash. It wasn't erotic to look at. She was going to empty the trash herself anyway -- no risk it would be discovered.   
  
"Freddie," she began when she came back to bed. "Thank you for giving me this. It was wonderful."   
  
"Yes it was," he said. "Thank you for letting me inside you. Do you want to do it again?"   
  
Helene groaned. "Not for a little while. Let's just stay like this for a while."   
  
They held each other for a long time, kissing from time to time, and then Freddie's dick started to stiffen. For the arousal he felt, it seemed to him like it was slow to respond; he wasn't springing back into action the way he used to. He could hardly wait to feel her tight passage again.   
  
"I think he's interested in me again," Helene observed. "I'm ready now."  
  
Once again, Freddie waited to the very last moment and for Helene to say something before he put the condom on. Helene didn't mind that he wanted to plant his seed in her: she figured that the second biggest fantasy every guy had, after penetrating a virgin, was impregnating a virgin. But her concern was not to avoid getting pregnant -- she had started on the pill the month before (when she thought she might get serious with David, or Nerd Boy as she now called him) but she hadn't told Freddie that -- it was none of his business and would only encourage him. She wanted him to wear a condom because if he was that cavalier about protection she didn't want the nasties that rode along with his spermies. Still she had to admit to herself that knowing that Freddie had been around, fucked the most popular girls in class, and had even banged her friends gave her a frisson, a hint of danger and excitement.   
  
This time they took a long time. It was their third orgasm each so he kept at it a lot longer before he finally came. Helene, on the other hand, got back in the groove quickly and after the first new orgasm suddenly found that she could have several in quick succession! This had never happened to her masturbating! It was an unexpected gift that kept on giving.   
  
Finally, in the early morning, they were both exhausted. They pulled up the covers and fell asleep together, spooning, his hands on her tits and her pussy rubbing against his still semi-erect cock in their sleep.   
  
A few hours later, it was just starting to get light. Freddie woke up because he had to pee. He did what he had to do and then came back to bed but paused as he pulled back the covers. There in the dim morning light he saw Helen's delicate, vulnerably nude little body, curled in slumber, her face so relaxed and pretty and youthful. He realized that he was suddenly seeing her for the first time as she was, not how she wanted herself to be or how he would have liked a lover to look. She was not Popcorn now but simply Helene, on her own terms. The thought kept him awake a while longer, before he drifted back to sleep.   
  
Freddie woke up again to bright sunshine and the smell of coffee. Helene was already up and making breakfast. Rubbing his eyes, he put his shorts on (out of a sense of propriety he thought) and came out of the guest room. He noticed that her neat little pile of clothes was gone. The fragrance of breakfast guided him into the kitchen, a nice, airy space with a butcher-block island and eggs frying on the stove. Helene stood there in a terrycloth bathrobe with the belt undone, so that when she turned around only an apron covered her nudity.   
  
"Come and get it!" she urged him. "And lose the shorts."   
  
Freddie often ate breakfast naked but not usually with another person around. He felt more at ease, then, when Helene took off her apron and shrugged off the bathrobe, sitting naked beside him at the counter on a stool. Her little boobs looked bigger this morning.   
  
"So, what are you going to do today?" Freddie asked. He never knew what to say on the morning after.   
  
"Fuck you again, mister," she replied, "that was great last night. You're not getting away so easy." Actually, that was the third reason she had insisted on driving -- so she could control when he went home. The first reason was so that he couldn't back out. The second was so she could sneak him in through the garage.   
  
"Then I better get my strength back up!" Freddie said, helping himself to more toast. He felt comfortable all of a sudden, like in a home. It was nice to have someone make breakfast for him -- that almost never happened in his one-night stands. And this was a nice house. A real family feeling. And he had come to realize that Helene was smart and sweet and even a little cute.   
  
"That's not all you have to get up. But we can't stay in bed all day. I've got work to do. In the laundramat business, a lot of people do their laundry on Saturday nights. They leave more of a mess than on weekdays. Maybe because they're mad that they don't have dates on a Saturday night." But not many people do their laundry on Sunday morning, so there was no real rush to get it cleaned up right away. Helene figured she'd be fine if she started to make her circuit before noon and finished by 2:00. That would give her plenty of time to come home and clean up before her parents came back. They were visiting friends in the city this afternoon, so they wouldn't be back early.   
  
"So, Helene, you're just going to wear me out and then throw me away and go back to work. You work too hard!" Like everyone in town, he had seen her servicing her father's three laundramats at all hours of the day, rain or shine. That's why he became a bartender: you get to shoot the shit with customers, flirt while you work, and sleep in. Suddenly that didn't seem enough anymore.

It did not escape Helene's notice that he had just called her by her name for the first time, instead of calling her Popcorn.   
  
After they finished eating, Helene announced that she was going to clean up and went to use the guest room shower, although she could easily have gone upstairs to her own bathroom. He noticed that she was keeping the sex separate from where her family lived. As she left, she asked him to stay away from windows because she didn't want the neighbors to see that she had a man in the house while her parents were gone. Especially a naked man.   
  
His feeling of domesticity had passed when Helene left the room. He had just had first sex with this girl and it had been great, much better than he expected, but he really didn't know her all that well and she lived a very different life -- and a nice life, compared to his growing up. Had Helene really picked him, after all, of was he just lucky enough to be in the right place at the right time? Freddie thought about jumping in the shower with her but he was tired and that suddenly seemed somehow too intimate. He always thought of himself as a player but now he felt like a dirty secret, sneaked in by the back way. That feeling passed, too, and he started to get his confidence back. She wanted to fuck him again.....well, they all did, right? He'd give her a ride that would have her coming back for more!   
  
When he was done, he went back to the guest room, walking quickly through the living room so the neighbors wouldn't see a nude man with his dick swinging. Helene had put the babydoll back on and Freddie noticed a wet spot where she had wiped off the come with a wet washcloth. She was bent over, taking the bloodied towel off the sheet to start it soaking in the laundry room so the spot would get out when she washed it. He came up behind her.   
  
Helene giggled as Freddy flipped the hem of her negligee up and put his hands on her cheeks. His thumbs went into her crack and pulled them apart. She knew he was staring at her anus.   
  
"Freddie," she asked softly, "what are you doing?"   
  
"Just looking at your rosebud," he said. "It's pink and pretty. Want to see how it feels?"  
  
"No, Freddie, I don't," she said, straightening up. "Maybe someday I'll try anal but not now. I just had sex for the first time and I'm still learning how. I just want to take it one step at a time and I'm not ready yet for that step."  
  
Freddie shrugged. "OK. No harm asking." His hands were still on her butt. "Are you ready for a repeat of the first step?"  
  
"Brush your teeth," Helene said. "And put this on." She handed him a condom. He sighed.   
  
When he came back, Helene had fluffed up two pillows and was lying on the bed. "Wanna do me doggie style?" she asked, invitingly. "That way you can look at my butt all you want."   
  
That sounded good to him and after some preliminary fondling and stroking she threw herself over the pillows sideways and hunkered down with her bottom over the edge of the bed. It was an odd position but it was for a purpose. She was really small and he was fairly tall and although it felt great for spooning and sex in the missionary position -- she felt completely dominated and protected by his much larger body -- they didn't match very well doing it doggie. So she figured out that if they were going to do it back to front they had to do it with her raised up on the bed and bent over all the way. It worked. Her babydoll was flipped up over her bottom but gave her a demure look, as if she had been caught napping and seized for sex. Her little flat ass and her pale white thighs framed her pussy, with the perfectly-shaped thin labia he had played with when the night began and her pink, wet entrance, inviting him in.   
  
Angling his cock downward, it still took a lot of pressure to push his cock into her tight cunt. This time there was no hymen to block progress but it took him several minutes to feel her cervix and then touch bottom, this time just a little deeper than three-quarters of the way. She was so tight it was unbelievable. She would have been tight around his little finger.   
  
The mattress gave them a nice little bounce as he pounded her. It felt like his penis was going to poke out through her navel. She liked the position because his dick was pushing right on her G spot but she didn't like it because her clit did not get any stimulation, but that was because the pillows were in the way. She finally decided that doggie had potential to be even better than missionary but only with a guy that matched her size.   
  
None of that analytical thinking kept her from fading into lustful arousal and ripping off a huge new orgasm that left her panting for breath.   
  
"Oh, that was good!" she exclaimed when she could catch her breath. "Now lie down on the bed!"  
  
He did, wondering what she had in mind, and she got on him in cowgirl position. That was even better, because she was in control and because he could diddle with her front. She moved her pelvis to get the most pleasure for herself and to time the thrusts just right and in the meantime Freddie, who didn't mind waiting for his relief this time because what Helene was doing was really hot, pinched and pulled gently on her nipples with one hand and ran the thumb of his other hand over her clit. It didn't take long for her to have her second orgasm and she flopped down on top of him. Freddie's cock was bent backward, still in her. She stretched her legs out, because it felt good on her clit.   
  
"OK, Helene, now it's my turn!" He grabbed her by the shoulders, almost roughly, and turned over with her so that she was stretched out under him, his rampant cock still buried in her. It helped that her vagina was holding on so tightly. Her eyes shone brightly -- she knew she was going to get ravaged now!   
  
Freddie was not a rough man but this was as rough as he ever got. He pounded her little pussy every which way: legs straight, knees up, over his shoulder, angled down, lifting her up with every thrust, and even pinning her wrists to the bed. She had used him for her pleasure and now he was using her for his.   
  
The two orgasms she had were just the beginning. She went into multiples for the longest time, one following the other as Freddie, with staying power from his marathon fucking last night and stamina from a hearty breakfast, kept it up for what seemed like an hour or two. Helene came again and again and again, until she was sweating and her pink blush stopped fading between comes. They only stopped once, to pull off her babydoll. The feel of skin on skin made every move they repeated feel different.   
  
Finally, Freddie had had all he could take. With a grunt that sounded like a strangled roar, he thrust himself with all his might into the little female object of his lust and let loose with the most powerful come he could remember in a long time.   
  
To Helene, it felt like someone had set off an explosion in her pussy -- he thrust up her so far she was feeling a wrench deep in her belly and his dick was lifting her pelvis up by her pubic bone. She felt his dick swell up and throb. Suddenly the thought came into her head that if he didn't have the condom on he would be impregnating her at that very instant, flooding her cunt with powerful semen and altering her body forever just as he did a few hours ago. That thought was with her as she slipped into a long and delicious orgasm that matched his, so the two of them were convulsing at the same time, wrapped around each other, holding on tight, connected by their sex and lust in the moment.   
  
They both drifted back down, experiencing the postorgasmic bliss together, feeling the warmth and little movements of each others' bodies and the sense of fullness.   
  
Helene felt so wet she wondered for a moment if the condom had ruptured, but it was just her body expressing its approval of what had just happened. I want a lot more experiences like that! it seemed to be saying. But for now, Helene was satisfied. So many firsts in her life had happened in the last few hours. She had allowed -- no, demanded -- another person, of her choosing, to change her body physically forever, show her new paths to sexual satisfaction, reveal new things about her own body, educate her about the male body, end forever her girlhood, and make her a woman at last. As the drained feeling that followed her orgasm gave way to an energized glow, she felt alive and bright.   
  
Freddie felt so sleepy, he dozed off holding Helene tightly. She did not want to doze away the morning, so she disentangled herself from his arms and pushed him over on his back, to rest without her.   
  
Freddie woke up about an hour later. He noticed that the room had been tidied up.   
  
Helene had changed into jeans but this time, instead of jeans and a T-shirt she wore a jean skirt with a halter top that was tight around her small chest. Instead of a ponytail, her hair was still down. It was hot outside, summer after all, so clothes that were cool were good and she could at least look female while she did her work. She would strip the bed as soon as Freddie got up and put everything in the wash. She'd take the tarp back to the garage. Then she'd run Freddie back to his bar and from there make her work circuit to the three laundramats. She had already loaded the back of her car with another box of little detergent packets, while he slept.   
  
Freddie was groggy, hung over from being tired, his nap, and most of all his marathon sexual performance. Helene hurried him up. It was getting late. He peed, dressed, and tried to dawdle but Helene wouldn't let him.   
  
Damn, Freddie thought to himself. Could I do it one more time? That was the best sex I ever had! He tried to figure out why.   
  
"C'mon, Freddie Boy!" Helene sang out. "Let's get a move on!"  
  
On the way back to the bar to pick up his car, Freddie tried to make conversation. And failed.   
  
Finally, he said what was on his mind. "Helene, last night was really special. Do you think we could see each other again? Maybe go out on a date?"  
  
"No, I don't," she said firmly. "Freddie, you live in a different world from me. You were really great last night and I'll always be grateful to you but we're too different, you and me. We would never work out, just like David and me would never have worked out. So let's not pretend it there could be a relationship, ok?"  
  
It was the first time in his life that Freddie had been shut down by a girl who wasn't rich. He brooded for a while and had nothing to say when Helene dropped him off. Seeing that he was not in a good mood, she just gave him a peck on the cheek and wished him all the best. No long goodbyes.   
  
He saw her about two and a half years later, while he was driving a cab in the city. She was walking across the street in front of him headed toward the Psychology Building at State. She was wearing a dress and looked happy.