**Road Trip**

by[Anonoauthor](https://www.literotica.com/stories/memberpage.php?uid=2129403&page=submissions)©

**Road Trip Pt. 01**

Kelly and I had known each other since we were both eight-years-old when she and her family had moved in next-door to mine. Separated in age by only a few months we had struck up friendship almost immediately.  
  
We had been in the same classes throughout school and in our pre-high school years spent many long hours playing together.  
  
Naturally as time moved on Kelly lost most of what you would probably describe as tom-boy tendencies and we hung out less. However, we remained friends and continued to enjoy each other's company frequently mostly either playing video games or catching a movie together.  
  
There was never anything romantic between us and we both dated other people. Well to be precise Kelly dated other people and I tried my best, largely without success, to elicit any attention I could from the opposite sex.  
  
At the end of high school we both applied to the main college in our home town and were accepted. Kelly was going to study psychology while I would be taking a history course.  
  
Before I go on I probably better describe Kelly. She's only five feet tall and has dark blonde hair cut at just below shoulder length, blue eyes and a pretty face that lights up when she smiles which is something she does a lot!  
  
As you'd expect from someone so short in stature, Kelly has a slight build with one exception - her boobs. These are a whopping 34d and, despite their size, are perky and firm looking and of course tend to draw a great deal of attention!  
  
Anyway back to the story. It was a couple of days after graduation and Kelly and I were at her house watching DVDs and chatting about the future.  
  
College was still three months away and we were both a little stuck for ideas on how to spend the long summer ahead. There was of course the option to get a job to save up money for college but neither of us was overly keen on that plan.  
  
Then Kelly had the brainwave that would eventually change our lives and our friendship forever. "Road trip," she suddenly said out of nowhere.  
  
"What?" I replied.  
  
"Read trip," she repeated with a broad smile on her face. "That's what we should do. The classic college road trip."  
  
"Ok Kell but first of all we don't have a car and secondly we're not at college yet!" I replied.  
  
"First of all Phil you're such a geek," my friend responded playfully. "We are almost in college and we can get a car from my uncle. Come on Phil we gotta do this!"  
  
Caught up in Kelly's enthusiasm, I put aside my initial reservations and said, "Ok but we need to plan it properly."  
  
"Yes, yes Phil we will. But let's not wait. Let's go see my uncle now and get going," Kelly replied.  
  
This didn't sound like we would be planning anything properly but I knew better than to argue with Kelly. Once she decided to do something she did it. Spontaneity was her thing plus a road trip sounded like a fun idea.  
  
Without any further discussion we headed off on the short walk to the second hand car lot that Kelly's uncle Dave Randle ran.  
  
When we arrived Dave was smoking outside his office. Kelly bounded straight up to him and grabbed him in a big hug. "Uncle Dave!" she said with a beaming smile.  
  
"Hey Kelly," he responded, "What brings you over here?"  
  
"We're going on a road trip and we need a car and I thought my favourite uncle could help us out," said Kelly finally releasing him from her bear hug grip.  
  
"Who's we?" Dave asked having failed to spot me standing a few feet away.  
  
"Phil and me," Kelly replied.  
  
"Hi Mr Randle," I said with a nervous wave.  
  
Dave and I had met a few times but I had failed to make a great impression and I got the sense he was not exactly my biggest fan.  
  
The car dealer nodded his head in response to my greeting then took Kelly by the arm and led her into his office.  
  
I stood outside waiting while I presume Dave was questioning Kelly as to why she wanted to go on a road trip with, not only a boy, but a boy like me.  
  
After about 10 minutes my friend bounded out of the office clutching a set of car keys. "Come on," she said with a grin.  
  
I followed as Kelly skipped across the lot stopping next to a rather battered looking blue Sedan. She opened the car's unlocked door and dropped into the driver's seat.  
  
"This is us," Kelly said enthusiastically.  
  
I decided not to ask what her uncle had said to her in his office and simply walked round the car and got in the passenger seat. I barely had time to close the door when Kelly started the engine and set off.  
  
"I knew Uncle Dave would come through for us," she enthused, "I don't want to hang about. Let's go home, tell our parents the plan, pack and head off."  
  
"What happened to planning things properly?" I asked.  
  
Sighing, Kelly replied, "There's that geek again Phil. It's the summer before college. Be spontaneous!"  
  
Caught up once again in my friend's enthusiasm, I said, "Ok Kell."  
  
To my surprise both of our sets of parents raised no objections to our road trip. I suppose they thought we were 18 and had been pretty responsible in the past so they trusted we would be sensible. This parental vote of confidence boosted my morale and by the time Kelly and I had loaded up the car I was as really looking forward to the trip.  
  
Promising our folks we would keep in regular contact and be back in no more than a week we headed off on our adventure.  
  
"So where too first Phil?" Kelly asked as we reached the freeway.  
  
"This was you're idea and you're driving Kell," I responded still giddy at the prospect of having such freedom for the first time.  
  
"Spontaneity it is then!" Kelly retorted with a sly smile as we headed at speed for the interstate.  
  
The next few hours were uneventful as we drove along chatting more about road movies we had seen than we did about the actual trip we were embarking on.  
  
"I'm getting hungry and a bit tired," Kelly suddenly remarked. "What'd say we stop at the next diner to eat and at the same time we can ask for directions to the nearest motel?"  
  
"Ok," I replied as it dawned on me for the first time that we had not discussed sleeping arrangements for the trip ahead.  
  
It was only a couple of more miles until we came across a diner called the Cosy Coffee Cup and pulled in. Making our way inside it instantly called into question the validity of its quaint name.  
  
The diner had 10 tables with chairs, four booths along one wall and a number of high stools at the service counter. The decor looked like it was something from a bad 70s movie and there we some funky looking stains on the furniture, carpet and ceiling.  
  
Despite this we were hungry so decided to stay. Taking one of the booths we noticed we had drawn slightly unfriendly stares from the five or six truck drivers who were the only other diners.  
  
"This place is a bit weird," I said in a hushed voice.  
  
Kelly chuckled, "Yeah but don't sweat it Phil. We're on a road trip remember and anything goes on a road trip."  
  
I was not sure I had signed up for anything goes but before I could reply the waitress arrived.  
  
"What ya having?" came the less than welcoming query from the waitress who was in her 50s and almost as dishevelled as the diner.  
  
"What do you recommend?" said Kelly brightly.  
  
"Honey I recommend you order something, eat, pay up and go," came the terse response.  
  
Clearly taken aback but remaining unflustered Kelly said, "Two cheeseburgers, fries and cokes."  
  
With a grunt the waitress scribbled on her notepad and wandered off.  
  
"Nice atmosphere," I joked.  
  
"Yeah service with a smile," Kelly replied with a giggle.  
  
The food arrived quickly and was actually quite good considering. Finished with our meals we headed for the counter to pay.  
  
We agreed to take it in turns to pay for food and when we got to the counter I offered my credit card to the waitress.  
  
"Nope," she said shaking her head and pointing to a tiny sign below the cash register which stated the diner accepted cash only.  
  
"Shit," I said realising I had no money. Kelly too only had her card so I asked if there was an ATM nearby.  
  
"Nope," said the waitress.  
  
At that point a man appeared next to the waitress. He identified himself as the manager of the diner and said, "You should've read the sign. This check needs settling."  
  
His menacing tone gave me a shiver and I replied rather meekly, "Well we've no cash. I'm sorry. We could go somewhere to an ATM and come back. You can trust us sir."  
  
Not impressed with my suggestion or politeness the man said, "You ain't going nowhere til you pay or we settle this someway else."  
  
I had no clue what he meant by that last remark but knew we were stuck. We had no cash and the last thing we wanted was for the police to be called and our road trip to be brought to an end before it had chance to get going.  
  
"Well what are you proposing?" I said.  
  
The man smirked and looked at Kelly with a revolting leer. "You're girl can settle this," he said.  
  
"We're just friends and she's no cash either," I responded.  
  
The waitress and the man both laughed. "Not money boy. Skin. She can show us some skin and we'll call it even," he said.  
  
Stunned and repulsed I started to mumble a protest when I felt Kelly's hand on my arm.  
  
"Ok," she said, "how much would I have to show?"  
  
I was even more shocked now and began to try to argue with my friend but she put her finger to my lips indicating I should leave this to her.  
  
The man sneered. "Everything," he said, "I wanna see all you got and I'm sure my regular customers here wouldn't object to seeing too."  
  
I was seething at the man's suggestion and again opened my mouth to say no but before I could get a word out Kelly said, "Alright."  
  
"Now missy just to be clear here I wanna see them huge titties of yours, that ass and your pussy before I tear up this check," the man said licking his lips and staring at my friend like she was a piece of prime meat. Kelly nodded her agreement.  
  
"No Kell. You don't have to do this. We can sort it out another way. This is crazy," I said.  
  
"It's ok Phil. Anything goes on a road trip remember? I'm fine," Kelly replied ushering me back to our booth.  
  
I sat down and watched helplessly as my friend of 10 years was helped onto the counter by the diner manager. The truckers who had given us such an unfriendly welcome were now staring only at Kelly.  
  
"Let's put on some music for the show," said the lecherous diner manager flicking a switch on a cd player which he had placed on the counter.  
  
A guitar riff struck up followed by the opening chords of a cheesy hair metal song from the 80s.  
  
"Make it good darlin'," said the manager looking up at Kelly with a lustful sneer.  
  
With that the talking was over and Kelly nervously fumbled with the hem of her blue t-shirt. She lifted it up exposing her black bra that was holding in her considerable boobs.  
  
The bar manager clapped sarcastically as Kelly dropped her shirt to the floor and kicked off her pink tennis shoes.  
  
"Looking good honey," shouted one of the truckers.  
  
To my surprise Kelly smiled at his call and gave a little wink. "Was she actually enjoying this?" I wondered." No she couldn't be."  
  
Kelly was now unbuttoning her denim shorts as two of the truckers, including the one who had shouted out moments earlier, made their way from their tables towards the counter intent on getting a closer look.  
  
Unbuttoning complete, Kelly slid the shorts off her butt and down her legs. Stepping out of them as they reached the counter top, she kicked them to the ground joining her shirt and shoes.  
  
As she reached her hands behind her to unhook her bra, the diner manager shouted out crudely, "Here we go sugar. Let then big ol titties free!"  
  
This drew laughter from the waitress and truckers but the remarks only heightened my anger at the situation my friend was in.  
  
Kelly though did not seem to care. She smiled and finished unhooking the clasp on her bra. With a shimmy her arms slipped out of the straps and the bra dropped revealing her magnificent breasts.  
  
I had seen Kelly in a swimsuit a few times and even in her underwear on one occasion but never anything less and I have to admit I was impressed by what I saw.  
  
Her boobs were large but still firm looking. She had dark areola with sizable nipples that were sticking out to attention giving further backing to my increasing feeling that she was actually having fun up there exposing herself to this group of strangers.  
  
I too was beginning to forget the circumstances that led to Kelly's predicament and I also have to admit that seeing my friend shedding her clothes was turning me on.  
  
As I previously stated there had never been anything romantic between us but now, as she stripped off on that counter top, I was for the first time seeing Kelly for the beautiful young woman she had become.  
  
Down to tiny white socks and black panties, Kelly was now walking up and down the counter giving everyone in the diner a good look at her attractive, toned body.  
  
Her big boobs swayed and jiggled with each step and were undoubtedly the centre of everyone's attention - at least for now.  
  
"Look at the titties," called out one of the truckers, "Bet she gives a helluva tit fuck."  
  
This remark drew yet more laughter and even Kelly seemed to find it amusing breaking out in a slight giggle."  
  
"Great tits darlin' but let's see that sweet pussy now!" yelled the revolting diner manager.  
  
Kelly stopped her parade along the counter and stared at him. For a moment everyone in the diner went quiet wondering what she was going to do or say.  
  
Then the tension was broken as Kelly's face lit up with a huge smile. This removed any lingering doubt left in my mind that she was indeed enjoying herself and lessened the guilt I felt at the growing boner in my pants!  
  
Full of confidence now, Kelly strode over to the end of the counter where the manager was stood. She bent down with her boobs swaying as she did so.  
  
Kelly grabbed the man by the shirt collar and pulled him towards her. She said something I could not hear over the music and the next thing I knew the manager had joined her on the counter top.  
  
Kelly turned her back to him and stuck out her butt. Grinning wildly, the man reached down and grasped her panties and in one quick motion pulled them down her butt, passed her legs and to her feet.  
  
Naked except for her socks, Kelly stepped out of the panties and, bending over right in front of the manager, picked them up in her right hand.  
  
Standing straight up again she twirled the panties around her head before handing them to the manager who promptly held them to his face and sniffed them.  
  
With her arms stretched out wide, Kelly then did a 360 degree turn giving everyone a look at her naked body from all sides. As she turned to face me I did my best not to let her see my excitement but I couldn't drag my eyes away from her exposed pussy.  
  
It was trimmed neatly with only a small line of blonde hair for covering and her pussy lips could clearly be made out beneath.  
  
The truckers were cheering, whistling and clapping loudly by this stage and as she hopped down off the counter top Kelly blew them a kiss.  
  
Looking up at the manager who was still standing on the counter she said, "Debt paid?"  
  
He nodded and said, "Yup."  
  
Kelly gathered her clothes and with a cheeky grin replied, "You can keep the panties. Consider them the tip."  
  
Without waiting for a response and still naked, Kelly walked over to me, grabbed my hand and led me outside to our car.  
  
"I'm so, so sorry you had to do that Kell," I said making certain my hand was masking the bulge in my pants.  
  
Kelly laughed. "It's ok. In case you couldn't tell I actually got into it by the end."  
  
She put on her shorts, shirt and shoes but tossed her bra onto the back seat of the car. Kelly threw me the keys and we got in the vehicle.  
  
"Where to?" I asked.  
  
Kelly smiled. "Wherever. Spontaneity Phil remember?"  
  
I turned the key in the ignition and we were off again. It had certainly been an eventful and unexpected start to our road trip and who knew what would be next?

**Road Trip Pt. 02**

"Morning Phil," came the cheery greeting from Kelly as I entered the motel room.  
  
My friend had still been asleep when I left in search of breakfast around half an hour earlier. But now as I returned clutching a bag of muffins and two sodas, she was wide awake and seemingly full of energy.  
  
"Morning Kell," I responded, "Sleep well?"  
  
"Certainly did," beamed Kelly as she got up off the bed and took the bag of food from my hand. "Muffins! Great stuff Phil I'm starving."  
  
I chuckled. Kelly was always eating but never seemed to put on any weight to spoil her shapely figure.  
  
"Good news too Kell," I said, "the gas station accepted my card so you can keep your clothes on!"  
  
My reference to last night's incident at the diner when she had literally stripped for our supper brought a smile to her face. Then she playfully threw a muffin at me and said, "Your turn next time Phil!"  
  
We hadn't really talked about what had gone on the previous evening. After leaving the diner I had driven us a few miles while Kelly slept in the passenger seat.  
  
We had found this motel and having checked in to a twin-bed room quickly both crashed out without much discussion of any sort.  
  
But now fresh from a good rest I wanted to know how Kelly felt about the events that unfolded the previous evening.  
  
"So Kell what about last night?" I said probing the subject tentatively.  
  
"What about it?" replied Kelly as she moved on to her second muffin.  
  
"Come on Kell you know what I mean," I said. "You were naked in a diner in front of a bunch of dirty old men and me."  
  
"Oh yeah I'd forgot," said Kelly sarcastically with a sly smirk and a little chuckle.  
  
"Well?" Did you mean what you said that you actually enjoyed it?" I continued my questioning.  
  
Finished eating for now, Kelly walked over to the mirror and started brushing her dark blonde hair.  
  
Glancing at me in the reflection she said, "Yes I did. It was a thrill and a turn on. All those guys staring at me and wanting me."  
  
"Wow Kell I never knew you were an exhibitionist," I said.  
  
Moving on to fixing her make-up, Kelly laughed and replied, "Neither did I but I guess I am now."  
  
"So you gonna do it again?" I said half in jest and half hoping she would say yes so I would get a chance to see her gorgeous body again.  
  
"Maybe," she responded. "No forget that. Definitely. It was such fun Phil. I'm definitely going to do it again and soon!"  
  
Surprised and excited I ran out of things to say and turned my attention to packing my bag.  
  
Kelly finished getting ready and, after settling our bill at the motel reception, we were back in the car and headed out on the first full day of our road trip.  
  
Not much happened for a few hours. We drove, chatted and finished off the muffins.  
  
It was about 1pm and we were thinking of stopping for lunch when the car, provided for us by Kelly's uncle Dave the previous afternoon, made a sputtering noise.  
  
"That doesn't sound good," I said.  
  
"It doesn't," agreed Kelly.  
  
Smoke began appearing from under the hood and it was clear there was something pretty wrong.  
  
As luck would have it we had just passed a garage so, hoping the car would make it, I did a U-turn and we headed back in the direction we had come from.  
  
The car only just made it to the garage forecourt before giving out another bigger sputter and coming to a halt.  
  
Hearing our noisy arrival, a middle-aged looking mechanic dressed in blue, grease spattered overalls and a ball cap wandered out of the garage. We got out of the car as the mechanic neared.  
  
"Sounds like you've a problem there son," said the mechanic stating the obvious.  
  
"We do sir," I replied. "Can you take a look?"  
  
I popped the hood and the mechanic, who identified himself as Matt, tutted. "Needs a new set of spark plugs and a few other bits," he said. "It's a bit of a mess in here."  
  
"Expensive?" I asked.  
  
"Since you seem like nice kids I'll sort it for 300 ok?" said Matt.  
  
While that was probably a good price it was also a sizable chunk out of our budget for our trip. But knowing no car meant no trip anyway; I agreed and helped Matt push the Sedan into his workshop.  
  
Leaving Matt and another mechanic looking into our car's engine, I went back to the forecourt where Kelly was standing sipping from a soda bottle.  
  
"I think this road trip is cursed," I said glumly.  
  
"What you on about Phil?" came the typically cheery retort from Kelly. "This is what road trips are all about. The unexpected."  
  
"Perhaps but we could do without forking out 300 dollars right now," I said not sharing my friend's bright outlook.  
  
Kelly smiled. "Ah well I've been thinking about that."  
  
Intrigued I said, "Ok?"  
  
"I think I can negotiate us a much better deal and try out my new found exhibitionist steak too," Kelly said with a grin.  
  
I could feel my dick twitch in my pants as I took in her suggestion but I was also a little concerned about what she was proposing.  
  
"Careful here Kell we don't know these people," I cautioned.  
  
"Don't worry so much Phil. Anything goes on a road trip remember?" Kelly replied as she brushed off my concerns and skipped towards the workshop.  
  
By the time I caught up with her, Kelly was already talking to Matt and his buddy. Judging by their smiles the two men obviously liked what they heard.  
  
"It's a deal then," Kelly said shaking Matt by the hand before turning to me and winking. "They're going fix it for 100 bucks Phil," she said cheerily.  
  
"But what are you going to do?" I asked.  
  
"You'll see," she replied. "Stand over there and enjoy the show."  
  
Giving up on reasoning with her and secretly excited, I took up position by the entrance and waited.  
  
Matt and his assistant had put the hood back down on our car and were standing eyes fixed firmly on the 18-year-old blonde they had just done some sort of deal with.  
  
Kelly hopped up athletically onto the hood of the car and immediately whipped off her pink T-shirt revealing a white bra and of course her more than ample cleavage. I gulped and felt a twitch from my dick as it anticipated what was to come.  
  
Smiling broadly Kelly threw the shirt to the workshop floor and slipped off her tennis shoes. Before I knew it she had removed her denim shorts - the same pair she had also been wearing at the diner.  
  
Standing on the hood of the battered old Sedan she looked amazing in just her bra and matching white panties.  
  
Matt and his assistant were only feet from her and staring intently at her every move. Clearly enjoying herself, Kelly unhooked her bra and, having slipped her arms out of the straps, let it slip off to the ground.  
  
Displaying her growing streak for stripping, she cupped her 34d boobs in her hands and teased her audience before finally letting go and revealing the full extent of her magnificent chest.  
  
Her nipples looked even harder than they had at the diner which matched the feeling in my pants as my dick strained to break free.  
  
Kelly rubbed her boobs and shook them provocatively at Matt and the other man before reaching for the waistband of her panties.  
  
Turning her back to the two mechanics and I, she arched her back slightly and twanged the elastic waistband so it slapped back onto her bare skin. Glancing back over her shoulder to watch our reactions, she then slipped the material down slowly across her butt cheeks.  
  
As the panties slid off her rear, her butt hole and pussy came into view and my dick twitched yet again as pre-cum began leaking out onto my shorts.  
  
With her panties finally discarded, Kelly turned to face her audience and, with her arms stretched out wide, gave us a perfect view of her glorious pussy which to my surprise she had shorn of all hair since last night.  
  
Her pussy lips seemed larger than at the diner and had a slick, almost shiny look that was most likely a combination of their recent shave and Kelly's excitement at exposing herself once again.  
  
"That's it then," I thought. But Kelly apparently was not done.  
  
She sat down on the car hood and motioned with her finger for the two mechanics to get closer.  
  
As I watched on transfixed, the two men moved to within inches of my friend.  
  
I shuffled forward to gain an unobscured view and as I did I saw Kelly reach down between her now spread legs. She pulled apart her pussy lips letting the two mechanics see right up inside her most intermit of areas.  
  
I gasped at just how brazen she had become but I too could not tear my eyes away from her. Having given Matt and his buddy a good look inside her pussy, Kelly inserted a finger into her clearly moistened hole.  
  
Shooting her hips forward she pushed a second finger in and with the other hand began rubbing at her clitoris.  
  
The wet patch in my underwear was growing fast as I stared at this beautiful blonde who had been my friend for more than a decade and who was now masturbating fully naked for two strangers and I.  
  
Kelly tossed her head back as her rubbing became more frenzied. I could hear the sounds of her juices as she hurtled towards a climax. Then with a last surge of her hips she let out a loud yelp as her body convulsed with a massive orgasm.  
  
As she slowly came back down from her climax, Kelly slid off the car hood and gathered her clothes. The two mechanics stood open-mouthed and then broke into a round of applause.  
  
Kelly smiled and winked at them as she began to get dressed. "Nice doing business with you boys," she said in a provocative tone that I had never heard her use before.  
  
"She really is getting into this stuff," I thought to myself silently.  
  
Recovering my senses as my dick began to return to its normal state, I walked over to the car and handed Matt the 100 dollars we owed him.  
  
The mechanic seemed unable to speak and took the money without uttering a word. Now fully clothed, Kelly grabbed the keys from keys from the other man and we got into the car.  
  
With a cheery wave to the dumbstruck men, Kelly reversed the vehicle out of the workshop and before I knew it we were back on the road. As we headed off my mind was spinning as it tried to fully take in what I had just witnessed.  
  
"This has been fun," Kelly quipped breaking my train of thought. "Can't wait to see what happens next."  
  
I simply nodded and smiled. "Can't wait indeed," I thought as the car picked up speed taking us to who knows where or what.

**Road Trip Pt. 03**

Two days had passed since Kelly's 'performance' at the garage and to be blunt it had been an uneventful time.  
  
With our car now in working order, we had driven on stopping only for meals, a classic horror movie marathon at a quaint little theater we discovered and of course to sleep which we had done at two low budget highway motels.  
  
Conversation was dominated by old memories and hopes for the future. In fact things had so much returned to normality that I was beginning to think Kelly's exertions at the garage had extinguished the spark of exhibitionism that was previously burning so brightly. However, as it turned out I could not have been more wrong.  
  
"I'm bored Phil," Kelly announced with a sigh as we drove aimlessly on.  
  
"Ok Kell what do you suggest?" I replied.  
  
Spotting a sign advertising a mall in three miles, Kelly said, "Let's go there."  
  
"Shopping! Great!" I responded sarcastically. "That'll be fun I don't think."  
  
Kelly tutted, "No Phil. I said let's go there not let's go shopping."  
  
Puzzled I replied, "That's what you do at a mall Kell, you shop."  
  
Kelly laughed and as I took my eyes briefly off the road to glance at her I noticed a look on her face that I had also seen at the garage two days earlier.  
  
"Just take us to that mall Phil and you'll see," she said.  
  
Intrigued and more than a little excited, I put my foot down on the accelerator and in no time at all we were pulling into a parking space outside the mall.  
  
"Well we're here so what's the plan?" I asked.  
  
Without replying Kelly undid her seatbelt, lifted her hips and put her hands up under her dress. She wriggled a little and then removed her panties handing them to me.  
  
"Take these for me Phil. I won't be needing them," she said before opening the door and getting out of the car.  
  
Taken aback, I sat motionless holding Kelly's panties. She was standing next to the vehicle with the door still open and as I continued to watch in stunned silence, she did that thing girls do where they remove their bra from under their clothes.  
  
Bending down into the car and looking at me with a smile she handed me the bra. "Take that too and let's go," she said.  
  
Holding her undergarments I got out and rather naively queried, "Shall I bring these with me?"  
  
Kelly rolled her eyes and laughed. "Err no Phil. Leave them in the car," she said in mock exasperation.  
  
Dropping the bra and panties on my seat, I locked the Sedan and we headed into the mall.  
  
Kelly looked amazing in her light blue summer dress that ended just above her knees. Released from the confines of a bra, her 34d boobs swayed gently under the material as she walked and the outline of her rapidly hardening nipples could clearly be seen.  
  
Aside from the dress all Kelly was now wearing was a pair of three inch wedged heal shoes that accentuated her already well-toned legs and helped push her butt up making it even perkier.  
  
The knowledge that this beautiful blonde I was accompanying was naked under her thin dress was making my heart beat increasingly fast and my dick was once more straining against my pants.  
  
It was mid-afternoon but the mall was busy with shoppers. Kelly pointed to a staircase leading to the first floor.  
  
"That looks like the place to start," she said.  
  
Knowing what sort of view anyone at the bottom of the staircase would get I replied, "You go on up and I will follow. I need to redo my shoelaces."  
  
This was probably the lamest lie I had over told and unsurprisingly it failed to fool Kelly.  
  
"Yeah right Phil," she giggled, "You just want to see my ass and pussy as I go up the stairs."  
  
Embarrassed and a tiny bit ashamed I was stammered, "No, no..."  
  
Kelly cut me off mid-sentence and said, "It's ok Phil. I've already seen the bulge in your pants and it's not like you've not seen my bits before. Maybe we can have some fun with that bulge later?"  
  
This last remark really made my mind spin. "Did I hear right?" I wondered. It seemed our 10 year platonic friendship could be about to head in a very different direction.  
  
Without waiting for me to respond, Kelly strode off confidently towards the stairs. As she climbed the first step she looked over her shoulder at me and winked.  
  
Having moved directly below the staircase, I looked on totally transfixed as she sauntered up each step.  
  
As she reached halfway a group of three men in their early 20s joined me in my prime position while a middle-aged man a few feet away was doing his best to check her out without alerting his wife who was chatting on her cellphone.  
  
Kelly looked back once more and seeing she was drawing a crowd she quickly lifted the hem of her dress exposing her entire butt.  
  
"Fucking awesome," said one of the men to my side exchanging a high five with another of the group.  
  
Kelly flattened her dress down and moved further up the staircase as young couple came over to see what was going on.  
  
"She's got no underwear on," said the woman stating the obvious.  
  
"Yep and what a butt!" replied her male companion who received a punch on the shoulder from the woman for this remark.  
  
Kelly was at the top of the staircase by this point and spun round to face her new fans. Smiling broadly she lifted the front of her dress exposing her clean-shaven pussy. She held the pose for about 10 seconds before dropping the hem down again and walking off.  
  
Leaving the rest of the onlookers to digest what had gone on; I hurried up the stairs and caught up with Kelly who was in fits of giggles.  
  
"Phew that was fun," she said.  
  
"Are you crazy?" I blurted out, "What if someone reports you or they saw you on CCTV?"  
  
"Don't be such a worrier Phil. Did you enjoy the show? Yeah you did I can see," Kelly said nodding towards the raging boner in my pants.  
  
Feeling a wave of embarrassment coursing over my face, I adjusted my pants in a futile attempt to mask my excited dick.  
  
Kelly laughed and said, "Don't worry Phil. Like I said we might have some fun with that later. But not yet. Come on. I want to show off some more."  
  
Without waiting for a response, she grabbed my hand and skipped on in excited fashion. As we strolled through the mall Kelly and her swaying boobs drew plenty of admiring looks which she acknowledged with smiles and the odd wink.  
  
Spying a sign saying 'pool hall - top floor' she said, "That could be interesting."  
  
I nodded my agreement and we headed for a nearby elevator. As we entered we discovered it had a glass back giving anyone inside a view of the mall car park. Kelly's eyes lit up with a mischievous twinkle.  
  
As the doors closed behind us and the elevator started to move, she turned to face the large glass panel and without speaking popped her boobs out of the top of her dress.  
  
"Press the stop button Phil," she said as the elevator passed the third floor.  
  
I did as requested and the elevator came to a standstill. With that Kelly shuffled over to the glass panel and pressed her liberated boobs tightly up against it. I peered over her shoulder to see a small crowd gathered in the car park below looking up at us.  
  
"Shit Kell you're going to get us in trouble," I said urgently.  
  
"It'll be ok Phil," came the calm response. "Watch this."  
  
Kelly stepped back a pace releasing her boobs from the glass. Grasping her right boob in her hand she brought it up and licked her erect nipple. The crowd below had swelled to about 20 by this stage and some produced cellphones to take pictures of this sexy young girl who was putting on a show for them.  
  
Having repeated the same trick with her left boob, Kelly then reached down to the hem of her dress and quickly pulled it up and off over her head. She was now standing there totally naked except for her shoes.  
  
Dropping her dress on the floor, she rubbed her hands over her body paying particular regard to her smooth pussy. She then did a slow pirouette allowing her audience to get a view of her naked butt which she playfully slapped.  
  
Then, as suddenly as he had taken it off, she picked up her dress and put it back on. Turning one last time to face the glass panel she waved to her latest fan club below and said, "Start the elevator Phil."  
  
Again complying with her orders, I pushed the button and we headed on up as I once again battled to readjust my pants as my dick strained and twitched inside them.  
  
"I am so turned on!" said Kelly breathing heavily.  
  
"Me and a few others too I'd imagine," I replied bringing another grin to my friend's face.  
  
The elevator reached the top floor and we got out. The pool hall was dimly lit and there were a dozen or so tables around half of which were in use. We paid at the bar for a table and two pool sticks.  
  
As we made our way to table number seven, Kelly drew the customary stares from the patrons and staff. I racked the balls and broke off.  
  
Now it was Kelly's turn. Ignoring an easy shot, she sauntered around the table and stretched across it with one leg in the air. Of course this brought the hem of her dress up and immediately attracted the attention of the two middle-aged men playing on the adjacent table.  
  
Despite having to reach, Kelly made her shot and moved round for another. I looked across the hall and noticed all games had now come to a halt and there were 15 to 20 men watching her every move intently.  
  
Kelly too had spotted this and was loving it. She bent over to take her next shot and this time, instead of lifting a leg, she pulled up her dress barring her entire butt. She missed the shot and stood up. "Darn it now for my forfeit," she said.  
  
"What forfeit," I replied. "We didn't say anything about forfeits."  
  
"Ssh Phil," replied Kelly with a chuckle.  
  
Placing her pool stick on the table she reached down to the bottom of her dress and, just as she had minute's ago in the elevator, pulled it up over her head and off before tossing it on a nearby chair.  
  
"Your turn," she said matter-of-factly picking up her stick.  
  
Not wanting to take my eyes off her stunning body for any longer than necessary, I quickly took my shot and missed. Not that I cared.  
  
Kelly laughed, "Something distracting you Phil?"  
  
I did not answer and instead just stood and watched as she circled the table picking out her next shot. The players from the other tables had gathered closely around us by now and every eye was on Kelly and she knew it.  
  
Bending down to take her next shot she parted her legs more than was probably required giving the lucky men behind her a perfect view of her butt hole and pussy. Inaudible remarks could be heard as the men took in the sight.  
  
Kelly missed her shot and stood up turning to face the majority of the audience. "Forfeit time," she said with glee.  
  
I had no idea what to expect by this stage but I knew it would be good. Kelly put her stick down and then lifted herself up onto the edge of the table. She scooted back further onto the baize and spread her legs wide drawing more inaudible remarks from the attentive crowd.  
  
"Pass me my stick please Phil?" said Kelly.  
  
I handed it to her and stood back as she turned it so the larger butt-end was towards her. Then she began sucking on the stick as if giving it a blow job.  
  
"Crap babe I can give you some wood if you want," came a comment from one of the pool players causing laughter and a smattering of applause.  
  
Kelly winked and, taking the stick out of her mouth, said, "Not right now thanks."  
  
With that she resumed sucking on the stick, her legs still splayed wide giving all who wanted a look at her visibly mostioning pussy.  
  
Removing the stick once more she shuffled on the table and placed the butt-end at the entrance to her pussy. We all guessed what was going to happen next but when she did it there were still a few gasps.  
  
Kelly pushed the stick passed her pussy lips and into her hole. It slipped in easily and she continued to push until several inches had disappeared up inside her.  
  
Letting out a moan she then proceeded to use the stick like an extra-long dildo pushing it in and pulling it back out of her pussy with increasing pace.  
  
A few minutes passed and Kelly had her eyes closed and was totally immersed in her actions panting heavier and heavier as the stick thrust in and out.  
  
Suddenly she opened her eyes and looked at me. "Rub my clit Phil!" she yelled.  
  
Stunned I said, "What?"  
  
"Get over here and rub my fucking clit!" Kelly screamed.  
  
Gleefully following instructions I hurried to the table and began rubbing her engorged clitoris. I was giddy with excitement and rubbed faster as Kelly's quickened the pace with her pool stick.  
  
Suddenly her body convulsed and it was happening. She plunged the stick deep into her hole and screamed as she came all over it and my hand.  
  
The pool players cheered and whooped their appreciation as Kelly slumped back coming down from her orgasm with the stick still up inside her.  
  
"You ok Kell?" I asked.  
  
"Couldn't be better," she replied finally sliding the stick out of her pussy and dropping it on the ground.  
  
I helped her to her feet and she put her dress back on. The crowd had dispersed and returned to their games although most kept an eye on us just in case Kelly was up for an encore.  
  
"That's enough pool I think," said Kelly with a chuckle.  
  
Not bothering to return the sticks we headed out of the pool hall and back into the elevator. Kelly looked a bit dishevelled due to her exertions but still beautiful.  
  
"You're amazing Kell. I never knew you had this side," I said.  
  
"Me neither until we started this road trip," she responded. "But I love it. All those people watching me get off and wanting me is like a drug I can't get enough of."  
  
The elevator reached the ground floor and we stepped out making our way back through the mall to the car park. As we reached our car Kelly grabbed my arm.  
  
"Oh yes I just remembered how's that big bulge of yours Phil?" she said with a smirk.  
  
"Still there," I replied without thinking.  
  
"Well we can't have that can we?" she said. "Get in the back seat and lay down."  
  
Growing accustomed to doing as she asked I complied and got in the back of the car. Kelly reached in and unzipped my pants before pulling my rock hard dick free from my underwear.  
  
Her hands felt soft and warm around my shaft and as she started to stroke I knew it would not be long before I came. Cupping my balls with one hand, she gripped my thick trunk tighter and pumped her fist up and down rhythmically growing in pace.  
  
I was so close now and my body was swimming with pleasure as Kelly brought me nearer and nearer to the brink. I could feel the cum making its way to the tip of my dick and put my head back on the seat to enjoy the forthcoming explosion.  
  
Suddenly Kelly's motion stopped and I looked up. "Don't worry Phil I'm not going to leave you hanging. I just don't want to make a mess," she said slyly.  
  
With that she brought her head down and took my dick in her mouth. That was enough for me and I thrust forward as several waves of cum spurted out and into her mouth. When I was done I looked up again just in time to see Kelly swallowing the last of my load and wiping her lips with the back of her hand.  
  
"Nice stuff Phil," she said as I pulled up my underwear and pants. "Shall we get going and look for somewhere to eat? I'm starved," she added.  
  
Still not fully registering what had occurred but knowing it was amazing; I nodded and made my way to the driver's seat and we set off.  
  
"Kelly," I said, "Where are we heading with all this? I mean..."  
  
"Ssh Phil," scorned Kelly, "Spontaneity remember? It's all about spontaneity."

**Road Trip Pt. 04**

Everything had changed between Kelly and I. In a few short days on the road our decade-long platonic friendship had rapidly evolved as her love of exhibitionism also gathered pace.  
  
Just hours earlier she had ordered me to help her masturbate in front of more than 20 men at a pool hall in a mall. Then she had given me an exquisite hand job and taking my cum load in her mouth in the back of our car.  
  
I was desperate to know how she saw this all developing but, as had become the pattern after her brushes with public exposure, she was in no mood to talk about what had gone on. In fact she almost seemed to have blocked it from her mind completely as we continued on our aimless journey.  
  
We had eaten at a roadside diner and then hit the highway again with me driving and her either dozing off in the passenger seat or making small talk about the scenery.  
  
My head was spinning with thoughts and struggling with the growing realisation that I wanted much more from Kelly than the friendship we had enjoyed for so long. But I did not want to push her so kept quiet and waited for my opportunity.  
  
Kelly had just awoken from her latest brief nap as we entered another fairly non-descript small town. It was dark by now and soon we would need to be looking for a place to stay.  
  
"What time is it Phil," she asked with a yawn.  
  
"Around 9," I replied. "We probably better find a motel here or we'll end up sleeping in the car."  
  
"Stop!" Kelly yelled suddenly.  
  
Startled I hit the brakes and the car jolted to a halt.  
  
"What's wrong?" I said.  
  
Kelly looked at me with that smile again and said, "Nothing. I'm getting that urge again and I think I've just seen the perfect place for it."  
  
I knew full well what she meant and felt my heart-rate start to pick up in anticipation. Now wide-awake, Kelly pointed to a basketball court where four men were shooting hoops under the floodlights.  
  
Parking the car around 250 yards from the court I turned to Kelly and asked, "So what have you in mind this time?"  
  
"Oh come on now Phil. It's far more fun if I don't tell you and just let you find out. Plus I actually don't know myself," Kelly said with a giggle as she checked her hair and make-up in the mirror.  
  
"I know Kell. It's all about spontaneity," I replied.  
  
"You got it," she said with a grin as she opened her door and got out of the car.  
  
I followed suit and joined Kelly at the kerb. She had not bothered to put her bra back on after the mall and the cool night air combined with the excited anticipation of some more exhibitionism had left her nipples poking prominently against her flimsy blue summer dress.  
  
"I'm getting wet already;" she said, "Good job I left my panties off or they'd be getting soaked."  
  
I gulped and could feel my dick hardening once more inside my pants. My friend's liking for exposing herself was becoming almost as addictive to me as it clearly was to her and I craved to know what she was planning.  
  
We made our way over to the basketball court. As we entered through the gate in the high fence that surrounded the court, the men halted their game. All four men were in their late 20s to early 30 and all seemed pleased to see the attractive blonde who had interrupted their game.  
  
"Hi there. Can we help you?" one said.  
  
"We were driving by and wondered if we could join your game," replied Kelly.  
  
The men looked at each other and all nodded. "Sure," said the man who had greeted us. "I'm Tony and this is Carl, Tom and Calvin."  
  
"Nice to meet you boys," Kelly responded. "I'm Kelly and this is Phil."  
  
"Hi," I muttered.  
  
"Ok," said Tony. "How'd you wanna do this?"  
  
"I'll join your team and Phil can be on the other. Is that ok?" Kelly replied. "I know I'm a girl but I'm a good player I promise," she added with a sly smile.  
  
"No problem," said Tony.  
  
"Excuse me but you aren't exactly dressed for basketball," commented Calvin.  
  
"You're right," said Kelly. Turning away from the men she bent over at the waist and undid her wedged heeled shoes kicking them off in turn. I could see the men checking out her butt which was peeking out beneath the hem of her dress as she did this.  
  
Her shoes removed, Kelly walked up to Tony with her 34d boobs swaying gently against her dress with each step. She took the ball from his grasp and went to take a shot at the hoop.  
  
Just as she was on the point of releasing the ball she stopped and faced the group. "You know what I still don't feel comfortable," she said tossing the ball back to a puzzled Tony.  
  
With that she reached down and took hold of the hem of her dress. She slowly lifted it up revealing more and more of her naked body that lay underneath the material.  
  
First her toned thighs came into sight, then her silky smooth pussy followed by her flat stomach and finally her glorious boobs with their large nipples that were standing to attention in the centre of her dark areola.  
  
With a final tug, she pulled the dress off over her head and casually flung it to the side of the court. One of the men whistled while the others stood in stunned silence.  
  
Kelly walked right up to Tony and retook the ball making sure to brush her boobs against him as she did so.  
  
"Let's play then guys," Kelly said taking a shot that missed the hoop by some way.  
  
"Uh Ok," mumbled Tony retrieving the ball but keeping his eyes firmly fixed on the naked blonde beauty a few standing yards from him.  
  
In an almost surreal way a game of sorts then began although the two men on my team seemed far more interested in marking Kelly as closely as possible than in making baskets.  
  
We had been going like this for a couple of minutes when Kelly stood still and said, "Time-out."  
  
"What's up?" said Calvin.  
  
"I don't think I'm as good at this game as I thought I was. How about we play a different one?" Kelly responded with a seductively smile.  
  
"What did you have in mind?" said Calvin.  
  
"How about you guys have a free throw contest?" she replied.  
  
"And what are you gonna do missy?" said Tom in what I think was the first time he had spoken since we arrived.  
  
Kelly laughed and said," I will stand here naked and watch. Then I will suck the winner's cock!"  
  
Yet again there was stunned silence on the court until Calvin said, "I'm in."  
  
The other three men agreed while it was suggested that I, as an outsider to the group, did not take part. To be truthful that did not bother me as I am hopeless at basketball. What is more I had hopes that the raging boner in my pants would be satisfied in another way later that night.  
  
Kelly clapped excitedly and said, "Great."  
  
I stood next to her on the side-lines while the four men haggled over the rules of the competition and who would shoot in what order.  
  
"You sure you want to do this Kell?" I said. "Are you really going to give a blow job to one of these strangers right out here in a public place?"  
  
"Certainly am Phil," she replied still grinning broadly. "Are you having fun? I hope you are."  
  
"I am Kell as long as you're not doing anything you're going to regret," I said.  
  
"That's sweet Phil and no I'm doing all this because I want to do it. Feel how excited I am," she said grabbing my hand and putting it on her pussy.  
  
I could feel a warm wetness as her juice leaked out of her lips onto my fingers. My dick strained in my pants eager to be inserted into her pussy. Forcing myself to pull my hand away I said, "Yep Kell you are definitely excited."  
  
Kelly chuckled. The free throw contest had begun and it quickly became apparent that Calvin would win. As the other three men bemoaned their bad luck and his undoubted ball skills, he sank his three shots while they all missed at least one.  
  
Holding his arms aloft Calvin yelped, "Oh yeah. Who's the man?"  
  
Kelly walked across to him and taking his hand said, "You are it seems Calvin."  
  
Beckoning for the losing players and me to follow, Kelly led Calvin to a corner of the court that could not be seen from the road and pulled down his shorts and underwear.  
  
His dick was fully erect as it popped free and Kelly started tugging on it gently. Temporarily releasing her grasp, she kneeled down in front of him and then re-established her grip on his shaft.  
  
After first checking that the rest of us were watching, she cupped his balls in one hand and placed her mouth around the tip of his dick. She nibbled the tip playfully for a few seconds and then, with one last glance up at her audience, plunged the entire shaft into her mouth.  
  
Her head bobbing back and forth and her boobs swinging away, Kelly sucked Calvin's dick slowly at first and then picking up the pace. He grabbed her hair and closed his eyes as she sucked faster and faster.  
  
Then with a final thrust forward he came in her mouth as the rest of us watched on in envy. When he was done, Kelly slipped her mouth free from his dick and swallowed.  
  
"Damn girl you suck a good cock," said Calvin.  
  
Getting to her feet Kelly replied, "Thanks."  
  
"Another game?" said Tony with a hopeful look on his face.  
  
Kelly chuckled, "Sorry boys Phil and I have plans. Right Phil?"  
  
Unaware what 'plans' these were I just nodded my agreement. I jogged across the court to retrieve Kelly's dress and shoes for her while she exchanged farewell kisses with each of her new friends all of whom she allowed to have a feel of her boobs as she pecked them on the cheek.  
  
I handed Kelly her dress and after she had slipped it back on as well as her shoes we made our way to our car.  
  
Back in the vehicle Kelly said, "I am so horny. That was awesome. Let's find a motel and you can fuck my brains out Phil."  
  
Even with all that had gone on these past few days this remark still shocked me. "What?" I stammered.  
  
Turning to face me and looking me straight in the eye she replied slowly, "I want you to fuck me Phil. Unless you don't want to that is?"  
  
"I want nothing more than that Kell," I responded.  
  
"Well then let's find that motel and quickly," Kelly said.  
  
As luck would have it we came across a motel within minutes of setting off. Having barely listened to a word the woman on reception said as I checked us in, I grabbed the keys to the room and we literally ran to get there.  
  
Bursting through the door I threw off my clothes as Kelly removed her dress. She pulled me onto the bed on top of her and we began kissing. My hands were all over her not knowing where to touch first.  
  
To my surprise and initial disappointment Kelly then stopped kissing me and brought an abrupt end to my hands' exploration of her body.  
  
Looking at me with that sly grin again she pushed me off her and got up from the bed. Throwing open the curtains she turned back to me and said, "I want us to be seen."  
  
At this stage I did not care who might see us. I just wanted her. "Ok with me," I said.  
  
Kelly walked back to the bed and pushed me backwards. She climbed up and stood over me looking down. Without a word she lowered herself down slowly eventually impaling herself on my dick.  
  
Words cannot do justice to the sensation as her pussy slipped onto my dick. I was in heaven and closed my eyes as Kelly began to bounce on my shaft.  
  
Moaning and muttering she pumped herself up and down my dick. I glanced up to see her as she thrust herself on me with increasing fervor. He huge boobs were swinging wildly. Her eyes were closed and she was panting heavily.  
  
I leaned back again let her have her way with my dick until suddenly she yelped and I felt her pussy muscles grip tighter around my shaft as she orgasmed. Almost immediately I too reached a glorious climax firing load upon load of hot cum into Kelly's warm, wet pussy.  
  
Both satisfied, Kelly collapsed onto my chest. We lay there like that for a couple of minutes with my dick slowly returning to its less-excited state inside her soaked hole.  
  
Having recovered her breath sufficiently, Kelly dismounted and rolled over. We both looked up at the ceiling silently.  
  
Then Kelly said, "I told you spontaneity was good Phil."  
  
"You did Kell, You did," I replied. "And you know what? You were right."