**Waking Up to Dawn**

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I

It was a Saturday night and I was just lounging in my apartment. Zach, my roommate, had insisted I go out to some club with him. If nothing else, at least I could meet his new girlfriend who, by all accounts, was a fox. Not being in the mood (rarely ever in the mood), I declined. I was watching some mildly entertaining movie on cable when I heard giggling outside the door and down the hall.

Glancing at the clock, I realized it was fairly late. The voices came closer and I heard the familiar sound of a key in the front door's lock. Ah, I thought, he brought her home with him. Great.

The door swung open and Zach stumbled in, grinning like an idiot. No lights were on; there was only a blue glow emanating from the television. Because of this, I couldn't get a very good look at the girl hanging off his shoulder. From what I *could* see, she at least had a great-looking body.

"Hey buddy!" he slurred at me. Sounded like he had a good time. I raised my hand with the remote and saluted him as if it were a drink. The girl giggled again and pulled his face to hers, forcing a kiss on his mouth. The two happily stumbled through the apartment and into Zach's room. One of them kicked the door shut behind them; it closed with a loud slam. I heard them both laughing and the girl shriek delightedly.

I rolled my eyes. *Lucky bastard.* Turning up the TV, I did my best to tune them out as they fucked in the room behind me. I vaguely considered lowering the volume in the event that I was ruining their mood, but by the sound of it, the girl was quite an enthusiastic lover and I was pretty confident that they didn't give a shit.

I'll admit I had a difficult time paying attention to the conclusion of the movie. As hard as I tried to mind my own business, the occasional thuds of Zach's headboard hitting the wall and the girl's loud moaning kept pulling me in. Jesus, she sounded like a wildcat!

Eventually the two settled down and the apartment grew quiet. Rubbing my eyes with fatigue, I plodded into my own room and collapsed on the bed. I had to admit I was feeling a little jealous of Zach that night. We're buddies and all, and yeah I'm happy he's got a great lay, but I couldn't help cursing my own dry spell. With a resigned sigh, I fell asleep.

The following day I awoke groggy. I had my usual morning hard-on and debated whether or not to give myself a fix before drifting back to snoozing. Ultimately I decided I needed to take a piss, so it would have to wait. Pulling myself out of bed, I wandered out of my room and to our only bathroom.

My eyes were still half-closed, and I was absentmindedly playing with myself through my boxers. I was a little confused that the bathroom door was partially closed; not latched, but resting in a position that blocked the doorway. That was weird; Zach normally doesn't even shut the door when he's taking a shit. My mind was still foggy and it didn't occur to me that someone *else* might be in there.

So! I carelessly nudged the door open with my foot, one hand rubbing my left eye, my other hand softly stroking my cock in my underwear. It was at that moment that I realized I had made a mistake. *Now* I remembered Zach brought somebody home with him...

She was standing facing the mirror. I halted in my footsteps, frozen in place, as I eyed her down and up. All she was wearing was a light blue towel. Dimly I thought, *hey... that's mine*... It ended just below her ass, giving me a perfect rear view of her entire legs. I was at first mesmerized by the contrast of her skin against the towel right at her thighs. They were the perfect shape with a nice complexion; not a flaw to be seen.

My gaze traveled up her ass and lower back, where I could faintly see the curves through the towel where her stomach turned inward above her hips. Then I looked at her upper-back and shoulders, naked and smooth just like her legs. Up, up I went to her slender neck, which was revealed to me because her hair was tied up with something.

Her arms were raised and her hands were at her face. I guess she was just finishing her makeup around her eyes. Slowly looking past her body and into the mirror, I realized she was staring right at me through the reflection.

"Hi! I'm not in your way, am I?" she chirped, like nothing in the world was odd.

The sudden sound actually made me jump back a little bit. "Uh... S-sorry!" I managed to stammer as I took my hand off my dick, grabbed the door, and shut it between us as quickly as I could.

I stared at the closed door for a few moments, trying to process what just happened. My mind was racing for the proper protocol of how to react here. Apologize again and explain? Flee back to my room and pretend it never happened? Before I could decide, the door swung open and the girl was standing to me face-to-face, one hand holding the towel at the top where it came together at her breasts. My eyes were naturally drawn to her hand, soaking in the outline of her cleavage.

"I didn't mean to get in your way!" Was she actually apologizing to *me?* My face flushed red.

"No uh... No prob..." I was scratching the back of my head now, looking all around while stealing little glances at her. It was hard for me to match her stare. I felt like a kid who just got busted by the hot babysitter. But each time I actually looked at her, I saw her eyes twinkle and her perfect white smile. *God she is...*

She extended her free hand to me. "I'm Dawn," she cooed. *Dawn*. Normally I would think that was one of those silly names that hippy parents bestow, but at that moment it sounded like music. I tentatively took her hand and managed to mutter out my own name. She just kept grinning at me. Her smile almost felt condescending. It was welcoming but... oddly mirthful.

It was then I realized she was slyly checking me out. *Oh yeah, I'm practically naked.* At first I felt pretty self-conscious about it, but I noticed and almost imperceptible rising of her eyebrow. I was hoping that meant, *not bad*.

"Well! Don't let me keep you!" she exclaimed and moved out from the doorway. I sheepishly thanked her and slipped in. As I turned to close the door, I caught her gaze again and both her eyebrows shot up as her lips curled into a little smile. "Don't worry, *I* won't barge in!" I let out a little chuckle and the door was shut.

I rubbed my hands against my face, letting out a long sigh. I tried to shake it off. I actually stood at the toilet for a few moments before I began to go. Man, stage fright? *Settle down!* Finally I let loose and relieved myself. I made a conscience effort to wash my hands and sound like a civilized human being, then opened the door to go back to my room.

Dawn was standing right there, waiting. "Wow, you really had to go!" she blurted out. Without waiting for me to get out of the doorway, she pushed herself through, rubbing the front of her body against mine. I was caught in a moment of complete embarrassment as I thought about her listening in on me. The sensation of her as she passed me was electric, and I actually felt my cock jump a little bit. I grew even redder.

Leaving the room, I turned to her to say some lame, "Well, nice to meet ya." She interrupted me with a hushed, "We'll just keep this little introduction to ourselves." With a playful wink, she turned her back to me and began happily humming some little tune as she went back to the mirror. She kicked one of her legs back to swing the door partially closed again. As it blocked my view of her, I noticed her drop the towel. For a split second I saw all of her lower back and the beginnings of her ass until the door obstructed me. I felt my dick jump again as I took a deep breath and returned to my room.

II

Since that first encounter, Dawn had begun spending more and more time at the apartment. Zach was (understandably) head-over-heels for her. He was the very outgoing type, and she was as much a free-spirit as anyone. In fact, for all Zach's typical suave and charm with the ladies, it was all he could do to keep up with Dawn. She was constantly dragging him to another party, another new club.

For my own part, I didn't mind too much. Certainly seeing her around the place wasn't something I was going to complain about. She was a fantastic looker and had zero qualms about showing it off. Not that she dressed particularly slutty. I guess she was one of those types who could carelessly put on anything and make it look good. Really, I didn't see her dressed up very often; usually only when she came by to leave with Zach. Or on some occasions, she actually got ready at our place. At any rate, my eyes were typically only treated to her prancing around in a tank-top with faded jeans or little shorts. Whatever, I liked it as any guy would.

Dawn and I got along amicably enough. I never had much to say to her, but she was inevitably cheerful toward me. At first I constantly found myself embarrassed and awkward. She's so flirtatious when she talks. It's effortless. For a little while I actually wondered if she was hitting on me or trying to get me in trouble. Eventually I just realized that's probably the way she treats everybody; she's just one of *those* girls. I still feel my heart skip a beat when she gave me one of her devious little smiles though. And she incessantly teased me about the time we caught each other in the bathroom. As much as it discomfited me, I still looked forward to her attention. Sometimes I even felt guilty about it.

So this was the (fairly innocent) state of affairs for awhile. As I said, her presence at the apartment was increasing over time. Apparently her roommate was something of a monster and she hated being at her own place. Evidently it wasn't enough of a problem to make her simply *move*. I wondered if at some point she was hoping to squeeze me out of my own digs and settle in with Zach.

Anyway, it was a late afternoon and Zach hadn't gotten off work yet. I had just gotten home and when I put the key in the door, I realized it was unlocked. A little perplexed, I opened the door to a fantastic sight.

Dawn was standing with her back to me, wearing only a bra and a tiny pair of panties. I took a sharp intake of breath as I was immediately reminded of walking in on her when we first met. She heard me and turned, a perplexed look painted on her face. Upon seeing me, it instantly softened.

"Oh good! I need your help!" she cheered.

I then noticed she had several articles of clothing sprawled out on the couch. She was towering over them, trying to figure out that *special something* to wear for Zach tonight. Despite my best efforts to remain cool, I could not keep my eyes from bouncing up and down her awesome body. Sure, like I said, I got to see her fairly often... but this was different. I could see all her legs. All her stomach. Practically all her tits. This was even better than in the towel...

"I'm uh... I'm not really an expert on fashion..." I lamely tried to excuse myself. Now I know lots of guys would think I'm a complete idiot for trying to get out of the situation, but that's what I did. Dawn was my buddy's girl. That's one line I was not about to cross. I already felt pretty shamefaced for jacking off to her image half the time. I didn't think I could ever score with a girl like her anyway, and quite frankly, I didn't like being tormented with what I couldn't have.

"No way! You're perfect!" she explained to me, "As a guy, only you *really* know what men like to see girls wear! Besides, you're like, Zach's best friend. You know his taste!"

The way her eyes sparked made my heart ache. The way her curves moved as she simply shifted her weight made the rest of my body ache worse. *Just wear what you're wearing now...*

"He'll like... uh, whatever, I'm sure..." It was my last attempt. She promptly ignored the comment, sauntered over to me (I couldn't decide whether to watch her nearly-naked hips or her swaying chest), grabbed my arm, and playfully pushed me onto the couch. Oh well. I can't say I was *that* disappointed.

I'll try not to bore you with every little detail. Like I said, she had a bunch of clothes on the couch there with us. Now, I figured she would just hold up a couple things in front of her body and I would say *yea* or *nay*, and that would be it. Nope. She made it a point to try every piece on in front of me. Then give me the full twirl-around. Then *strip* back out of it (and I mean this, she didn't just slide out of anything. Did she have to make everything sexy?).

What's worse is that for every good piece, she made me tell her why I liked it.

"So what about this skirt?" She made it seem so innocent.

"It's, it's nice..."

"What's nice about it?"

"Uh, well, it's... pretty short..."

"Yeah but, don't guys like leaving something to the imagination?"

"Yeah they, uh, we do..."

"Well should I try on a shorter one?" she pouted.

Gulp. She was already slipping out of it before I could answer. So of course the next one was something completely slutty. "Oh I haven't worn this one in forever, I got it as a joke once..." she feigned embarrassment.

I'll tell you, *my* humiliation was the real deal. My cock was throbbing at this point, and I was wearing rather loose khakis, so it was no secret. I was constantly shifting my legs to try and make the tent less noticeable, but it was to no effect. Dawn was obviously amused by it. Whenever she had on something that was *clearly* sexy, she would pose, "So how do you like this one?" But she would barely look me in the eye when she asked it. She instead measured my approval by dragging her eyes slowly across my crotch. This just made it worse, and often my body would tense up some, causing my erection to jump a little. Her eyes showed laughter whenever that happened.

Eventually I didn't even bother trying to hide it. The interplay was so obvious. In a way I kind of resented her toying with me like this, but what was I going to do? She got to tease me; I got to stare at her body for twenty minutes. I think my face was red the entire time though.

When she finally decided on an outfit, I got up to take my leave. She was back to only wearing her bra and panties. Before she trotted into the bathroom to shower up, she surprisingly grabbed me and gave me a tight hug. Not expecting this in the least, I found myself in that dumbass position where my hands were sort of floating in the air behind her, wondering where to go.

It might not have mattered if she let go right away, like a normal *thank you* hug. But this one dragged out a little too long. I felt my heartbeat speeding way up again. She moved her lips up to my ear and hushed out, "You're such a good helper! But let's keep this our little secret... Wouldn't want Zach to take it the wrong way... I mean, that I don't know how to dress myself..."

Something about that rubbed me the wrong way. It was at the same time both sweetly gracious, yet mockingly condescending. Instead of pulling away from me to end the hug, she pulled her body against mine and moved sideways. I closed my eyes as tiny fireworks exploded from the sensation against my still-hard cock. Standing there in my little state of heaven, I realized I hadn't moved for a few moments. When I opened my eyes, Dawn had already slid into the bathroom and turned on the shower water.

She appeared in the doorway and gave me a beaming smile. Her hands were raised behind her back as she began to unclasp her bra. It had the effect of stretching out her perfect, lean stomach and pushing her chest out provocatively at the same time. Was I going to see her tits?

"Talk to you later!" she chirped, shutting the door with her leg before I could see anything new.

Fuck. I went into my room and sat at the foot of my bed. My emotions were a serious jumble. I was horny as hell. But my euphoria was starting to wear off. In a way, I began to feel depressed that Zach had such a goddamn sultry goddess all to himself. I felt ashamed at the way she had me wrapped around her finger. I was like a puppet, drawn to stare at whatever part of her body she wanted. Made to say whatever she wanted to hear.

I clenched my teeth in frustration. Playing the little fashion show over in my mind, I felt like such a tool to her. She really likes showing off. The fucking tease. I didn't really recognize the fact that when I was jacking off to her just then, I wasn't actually thinking about her scandalous outfits nor having sex with her, but instead just the image of her coy little smile whenever she saw my erection.

III

Dawn continued to escalate her flirtations with me whenever Zach wasn't around. Of course when he was near, no scenes were to be made. But whether he was simply out of the room or out of the apartment, she always managed to turn up the heat a little with me to get me bothered. Nah, I never told Zach about it. I thought about it, but what was the point? I knew she wasn't actually trying to *get* with me. She just liked knowing she could. Besides, I'm sure she showed off plenty whenever she and Zach went out. Her flaunting behavior was no secret.

In any case, he went out of town one night for a concert. I was, yet again, home alone minding my own business. Naturally I wondered if Dawn would find some reason to stop by. It was already later in the evening when I found myself shaving and I actually laughed at myself when I caught my own obvious intentions. I was grooming myself in the event that she did show up. *Get a hold of yourself.* Sometimes I wondered if my attraction to her was getting a little out of control.

As the evening passed on, I found myself growing a little irritable. I didn't want to engage in anything worthwhile in the event that Dawn came over and interrupted me. In truth, I was probably just as irritated that she *wasn't* coming over to crash my night and talk to me. On this disappointment, however, I was wrong.

She did come over. Of course she didn't even bother knocking. She just strolled right on in. Upon seeing me, she greeted a cutely exacerbated *hey* as she related how obnoxious her roommate was being tonight. *You wouldn't mind if I crashed in Zach's room, right?* Oh, of course not, Dawn.

She was wearing a little pair of running shorts; the kind that really show off a girl's ass. On top was an exercise shirt that was pretty tight. It wasn't at all low-cut, but I could still see her curves perfectly. *And* it didn't come down all the way, revealing a good bit of her stomach. Ah, the casual sexy look. I had to wonder if she actually had any intention of hitting up a gym, or if she wore that just to torment me.

At first, she didn't pay me particular mind. She just went into Zach's room and relaxed a bit. I figured maybe she really did just want to find an escape. I had been cleaning up the kitchen; mostly, I admit, just for the sake of making myself available in case she wanted to visit. She didn't take the bait. It was getting late and, feeling dejected, I decided to just head to my own room to zonk off for the night.

I had no sooner taken my shirt off when I heard a quick knock on my door. Without my answering, Dawn swung it open and pouted, "I can't sleep yet! You wanna have a drink or something?"

Duh! My heart leapt in my throat, forcing me to clear it before I could croak out, "Sure." I turned back to the bed to grab my shirt, but she quickly stepped in, took a hold of me, and pulled me into the kitchen with a little girl's *yay!*

Sitting at the kitchen table, I was already feeling a little self-conscious from being half-naked in front of her. She had grabbed a cheap bottle of wine from the fridge and was pouring us each a glass without a care. I had no idea what to talk about, so I just let her lead the conversation (as always happened).

For once she actually showed some interest in my life. She asked about old girlfriends and why I wasn't dating anybody now. Anytime I said something slightly unfortunate she would give me a sympathetic *aww* and give an adorable little frown. Although I felt that she was patronizing me, I couldn't help but like her attention.

As our glasses became refilled, it became obvious she loosening up a bit. She turned the conversation explicitly from the romantic to the sexual.

"You know, it's weird... Guys, they don't know what they want," she giggled, "Half the time they want an innocent little virgin..." She dragged out *virgin* a little bit and batted her eyes at the sky, pretending a look of virtuousness. "And the rest of the time, well, they want a naughty little *slut!"* She said that so sharply that it actually startled me. Her eyes were leveled right at mine too, with her mouth slightly open in that sensual *I'm in heat* look. I was rock hard.

I let out a little laugh, not really knowing what to say. Her teasing always had an air of innocence to it, like she never really meant anything. This was still the same way but... Still, somehow more overt than usual.

"Like, take Zach for instance," she continued. "When we... when we're having sex, he likes to talk dirty to me, you know?"

"Uh... I- I don't um..."

She laughed at me. "Oh! Of course you don't *know*. But I'm like, telling you now. He likes to call me dirty names and pretend to punish me for being this total promiscuous thing..."

*Yeah. Pretend. Right.*

"...but when we go out, he gets paranoid, you know? Like I'm actually going to *be* that way." She rolled her eyes and shook her head incredulously at me.

"Ah, well... I don't know much about it..." I lamely offered.

"I mean, so what if I flirt a little bit, right? It's not like he never does either. Big deal! It's not *cheating!*"

"Yeah, that's probably true."

She turned her attention from herself to me. "So, are you any different? Did you like your girlfriends to be *naughty?*"

I swallowed hard. The awkward look on my face must have been palpable.

"Come on, I told you about *me*..." She said it so seductively. Maybe it was her charm. Maybe it was the alcohol. But for whatever reason I actually opened up a little.

"Sure, I guess... I mean, I'm like any guy..."

"Oh!" she exclaimed with surprised joy. "Details!"

"Well, I dunno," I was getting sheepish again.

"Come on! Tell me the kinkiest thing you did with your last girlfriend!"

"Uh, well... She dressed up in a schoolgirl outfit, you know," I felt so lame, "...It was uh, popular for awhile, you remember..."

Her face flushed in a huge grin; one of pure satisfaction and glee, like she just caught me in something. "*Ooh!* Did she pretend she was eighteen again? Or is that not *naughty* enough... seventeen?"

My face managed to flush an even deeper red than usual. "No... noth-nothing like that..."

"Aww!" she pouted, sticking out her lower lip. "That's what I would'a done... A tiny little plaid skirt and, what, knee-high socks, right? And I'd talk younger, I'd say, *'Sir, I'm sorry I misbehaved in class today... I'm here for my punishment'...* Right? I bet that's what you'd... what *guys*' would like to hear."

My heart was racing in my chest. I don't think I even blinked, just watching her talk. Somehow her describing it was even hotter than my actual memory. It seemed like a full minute passed in silence as she just watched me sit there, as if waiting for a reply. I managed to mutter some kind of agreement.

"Hmm, maybe I'll do that for Zach..." She got up from her seat. I stared hungrily at her body, imagining it in a schoolgirl uniform. She traced her hands up the back of her thighs and rested them on her pert ass. With a little swat, she said, oh so quietly, "He'll definitely want to spank me..."

I couldn't believe this. Closing my eyes, I rubbed them with my thumb and forefinger, wondering why she was tormenting me like this. At least I was still sitting down; my throbbing hard-on was mostly hidden from view.

"Do all boys like that?" she piped up, drawing me out.

"Huh?" I opened my eyes.

"Spanking," she purred. "I mean, is that a popular thing?" She asked so naively, as if she wasn't perfectly aware exactly what any man liked.

"I uh, I dunno."

"Well, what about you?"

"It- it depends, I guess..."

"Oh what?"

"On the- on the girl."

"So, like your ex-girlfriend? Did you want to spank her?"

"I uh- I dunno, she wasn't really the type..."

"*Ooh*, tell me! What's the *spanking* type?"

What a fucking inquisition! I didn't know how to answer her just then. I was feeling sorely uncomfortable, that this was in no way under control. But she kept looking at me with those eyes that just convince you to keep going, despite yourself. "A... a *tease*!" I blurted out.

She was standing fairly near me. I think I actually managed to stun *her* for once. The silence was heavy as she leveled her gaze right at me. Her jaw was a little crooked as she stood there, reflecting on what I had said. Taking a step closer to me, her mouth quirked up a little bit. Now she was right next to me.

Despite my racing heartbeat, my breaths were shallow. I could feel the heat between us. She pushed forward over my chest to reach across the table, forcing me to lean back to give her room. That just encouraged her to bend unnecessarily further over to reach an empty glass. Her torso was practically horizontal now, but she kept her legs mostly straight... sticking out her ass *perfectly*. I couldn't help but to gawk at it.

"Hmm," she mused to herself. "So you want to spank a *tease*..."

She could probably feel the tent in pants across her stomach. I swear to you, my hands almost had a mind of their own right then. How bad I wanted to just run up those perfect legs and cup those tight cheeks... Once she grabbed the glass, she swiveled her body away from me, turning her ass into my lap as she turned.

The sensation got the better of me and both of my hands instinctively went to her hips. My palms tentatively rested against her shorts, my fingertips gingerly touched the skin of her legs just below the hem.

"Oh!" she let out with a little moan. "Sorry about that..." She stood straight up then, and my hands fell away to my lap. I got one last, close look at her rear before she nonchalantly skipped into the kitchen, putting away the glassware. With a little bump into the countertop, she giggled, "Whoa oh! I think that was the sauce..."

I laughed a little, realizing the situation was being diffused.

"I think I can probably check out now... Thanks for the chat!" She beamed at me, stretching her arms high, making sure I got a great view of her long, flat stomach. I nodded a *no problem* and waited for her to leave before I got up. She didn't.

"Are you going too?"

"Uh, yeah..."

"Well get up so I can turn the light off for us!"

There was no sense fighting it. I raised myself from the chair and tried to ignore her obvious grin as she stared at my rock-hard cock. To add insult to injury, it had sprung loose from beneath my boxers and had been rubbing against the fabric of my pants, so she could probably see little wet dots of pre-come. Satisfied, she giggled a goodnight to me and turned off the light. Before she retreated into Zach's room, she advised, "By the way, better not tell Zach about this. Wouldn't want him to get jealous that I had a drink with... *another man!*" She said those last words with mock dramatization and playfully rolled her eyes. I agreed and said goodnight.

IV

I usually left for work pretty early in the morning, but today I was going in late. That meant Zach would actually get out the door before me. I guess that's the setup that allowed the following event to happen.

I had only been in the shower for a few minutes. I had already washed my hair and was soaping up my abdomen and dick. I'll admit since I was in no hurry this morning, I was enjoying myself; sliding my hand back and forth and thinking about Dawn. It had only been a few days since our last little chat, but since then, I couldn't help but fantasize about her relentless teasing and imagining her begging to be spanked. Of course I had no intentions of making a move on her but... Well, it was nice to *think* about.

So you can imagine I was a little lost in my own world. I didn't hear the bathroom door open. What I *did* hear, to my own mortification, was the shower curtain getting pulled back and Dawn breathe out, "Hey, I'm in a *serious* hurry. I'm gonna hop in, kay?"

My eyes shot open and I think my entire body hopped at the shock. There was her face, peaking around the curtain, looking straight at me with those big eyes. She had said it so matter-of-factly... how does she do that? I realized my hand was still on my soapy, hard cock and I immediately let go, which made it bounce and displayed my erection even more obviously. "Uh, I'll just- um, be thirty seconds..."

With a near-imperceptible grin, she slipped back behind the curtain, calling out, "No, don't worry about it." For a second, I assumed that meant she would wait me out, and she just wanted an excuse to catch and embarrass me in the shower. Nope. The next thing I know, the curtain is flinging open as she is hopping into the shower with me, completely nude. *Holy...*

Let me take this opportunity to describe that this is not your fancy shower *and* bathtub model. It was just one of the little ghetto stand-only shower stalls; that is to say, room for *one.* So you can imagine my anxiety at this situation. My first fear came to mouth, "Whoa! Uh, Zach?" For all her effort to make sure he didn't see her most blatant flirtations with me, this seemed outrageous.

"Oh, don't worry about him..." she pushed her body against mine and moved between me and the water, beginning to rinse herself down. "He left already."

My brain was going at warp speed. I think I actually heard whistling in my ears, I was so over-stimulated. Was this happening? Was I actually staring at her completely naked tits, watching the water run down her chest, over her nipples, down her stomach, between her legs... I was so nervous; maybe under different circumstances my hard-on would have died down. But at this point, it actually ached.

There was probably some faint thought in the back of my mind that told me, *just get out of the shower.* If it was there, it was without a doubt deafened by *Dawn's naked!* I gawked at her like a moron until she interrupted my trance.

"Sorry about this, I am *so* late!" She grabbed the soap and was lathering her tits and stomach up. Ignoring me, she stood right in the middle of the little shower so the water hit her comfortably. I was backed right up against the wall, but I was still right next to her. My dick pulsed with each heartbeat; it was literally inches from her... As she continued to soap up her front, she bit her lower lip and gave my erection a good look. "Did I... interrupt something?"

Oh Jesus. "I- uh- no! You, um..."

She let out a giggle and held down her hand with the bar of soap. She was holding it out for me, but it was resting right down at my cock, *right* next to it. I mean, her fucking hand was parallel to it, standing proudly at attention. "Come on! Do my back, I said I'm in a hurry!" She pushed the soap toward me and her pinky and ring fingers lightly brushed against my hard-on. With a sharp intake of breath, I grabbed the soap from her.

Dawn immediately spun around and began to rinse off her chest and arms. I stood there with the soap in hand for a moment, wondering if she actually meant what she said. As if to answer me, she shot me an annoyed glare over her shoulder. "Help me out!" As if afraid to offend her, I lathered up my hands at once and began rubbing the soap into her shoulders and upper-back.

I became completely transfixed by my own actions; delicately but firmly massaging the soap into her. I'm not sure if I was giving her such attentive treatment because I was in heaven getting to rub my hands along her back, or if I was afraid to speed things up and actually soap lower.

"*Ah...* That feels great but, do the whole thing!" she insisted to me.

I stopped massaging and just went to tentatively soaping up her mid-back. My hands stayed mostly in the middle of her back; I was nervous to stray somewhere that I shouldn't. But occasionally she would turn her body a little one way and my hands would slip along her sides, my fingertips nearly wrapping around to her stomach or the sides of her tits.

Next thing I knew, I was soaping up her lower back, staring at her perfect ass, *so* close to my throbbing cock. Suddenly, she took a big step back and began working to wash around the inside of her thighs. There was no more room, and her body was actually pressed up against mine now. My hard-on literally slipped between her legs. I grunted out a startled *whoa!* My soapy hands instinctively wrapped around her hips.

The feeling of her skin brushing against my cock was exhilarating. It sent a rush of blood through my body so fast that, for a second, I was light-headed. Dawn rubbed at her thighs and pussy with one of her hands. When they went between her legs, her fingers brushed up against the tip of my member and ran along the underside of it. I bit my tongue to prevent myself from moaning.

In an instant, she flipped around and was facing me. She let the water run down her shoulders and rinse off her back. I was looking right into her trademark smile: disarmingly casual yet subtly mocking. "This must look really bad, huh?" she grinned.

"Uh... h-huh?"

"If Zach saw this, he would *flip!* But it's not like we're fucking or anything..." She said *fucking* so offhandedly that it actually made sense. "You're just helping a girl out in a hurry!" she cheered.

*Yeah. Sure.*

"I'm glad you're so cool about this. Other guys would think this was *cheating* or something. People need to relax!" When she said *cheating*, she pushed her waist forward and looked behind her shoulder to rinse off the last bit of soap from her lower-back and ass. By doing this, she pushed my still-hard cock between her legs again, running along the outside of her pussy. I closed my eyes in agony.

She opened the shower curtain and moved to step out. Of course she leaned forward and pushed her tits against my chest, dragging her nipples against me. I felt the last bits of amazing sensation on my dick as she moved to step out of the shower, freeing me from between her legs. On her way out, she playfully traced a finger across my erection and chirped, "Thanks a lot; you can... finish up now!"

I saw one last smile as she whipped a towel off the rack and closed the shower curtain. I heard the bathroom door open and close. Paranoid as I was, I actually peeked out of the curtain to make sure she actually left. Taking a deep breath, I tried to relax a little bit, feeling bottled up tension in my shoulders. With the soap, I attempted to just go back to washing myself, but it was no use. Before I knew it, I was jerking myself off right there, fast and hard.

Imagining the feeling of my cock between her legs, I started to breathe faster. If only I was actually in that goddamn pussy of hers... But no, then she'd be *cheating*... The thought of it made me so desperate. I don't think I had come that much in a long, long time.

V

"Come in here!"

It was only a few days since *the shower* when I found myself alone with Dawn again. Zach was gone playing poker for a boys' night out. I could've gone, but I didn't. Chances are that under normal circumstances, I wouldn't have gone with him anyway. But now, I had to admit that with the near guarantee that Dawn would be crashing at our place, I had even more reason to pass on cards. She had been holed up in Zach's room for a couple hours but, sure enough, she was finally calling to me.

"What is it?" I called back.

"Just come on!"

I moved to the doorway to see what she wanted. She was standing proudly by the bed, which had towels lain over it. I bunched up my forehead and looked back at her.

"I thought, you've been so nice to me, it's time I pay my share!" she chirped. "Take off your clothes!"

*Huh?* I wasn't expecting that. "Sorry, what?" I shot back defensively.

"I'm gonna give you a massage! Strip to your boxers!"

I began to blush. "I uh... That's not necessary..."

"Oh please. I would've thought we'd be passed this by now... I mean, you don't have anything left to hide!" She giggled a little. I was still apprehensive. "Oh gosh, fine! If it'll make you feel better, I'll do it too." She was already tugging her shirt up and over her chest as she said that. As she threw it on the floor and began undoing her jeans, she shot me an impatient glare. "Let's go!"

So the next thing I knew, despite myself, I was stripped down to my boxers; she was down to just panties and bra. I only got a short minute to drool over her body before I found myself lying on the bed on my stomach, with Dawn sitting over my ass, straddling me with one leg to each side. She was attentively rubbing my neck, shoulders and upper-back. I'll tell ya, it felt damn good.

At first, as usual, my blood was racing from her hot body being so close to mine. Her initial touch on my back felt amazing, and I reveled in the extended contact of her skin on mine. I was thankful that I was on my stomach and she couldn't see my growing hardness. After a little while though, I actually managed to relax and calm down a bit.

We didn't talk too much. She chatted mostly on her own for a time; I would occasionally reply back with a tranquil moan. She told me she could never just give Zach a massage because he was too impatient; he would just want sex right away. *But not you, you can just lie there and relax like a good boy.* Sure. Wouldn't think of fucking.

After awhile she gave up talking and just quietly hummed to herself. She worked my lower back, then skipped all the way down to my calves. I felt myself growing again as she worked up to my thighs. I was surprised when she actually began kneading my ass through the boxers. It felt good, and I tried to relax and not make a big deal of it. But knowing she was consciously fondling my butt was a little too much to ignore.

I'm sure she knew that.

"Okay, flip!"

I panicked. She didn't care. Her fingers were digging under my shoulders, helping to push me over. She got off of me just long enough to roll me onto my back, and then she straddled back on right above my waist. I looked helplessly up into her smiling face as she went back to her little hum and began working the front of my shoulders and chest.

There was no helping myself this time. Now I could actually see her mostly-nude form as she worked away on my skin. And my chest was way more sensitive than my back. I actually twitched and stifled little laughs when she worked into my stomach because it tickled. The sensations were too much; it shot straight between my legs and gave me a serious hard-on. I knew she could feel it behind her, tenting up rear of her seat. She didn't mention it.

After rubbing my stomach, she got off of me and moved down the bed to work on my ankles and move up my legs, as she did before. My mind was reeling, wondering if she would actually touch *it.* As dead-sexy as she was, I decided to simply close my eyes and try to picture some tranquil scene in order to get *some* control over my standing embarrassment.

Up, up she went to my thighs. The closer she got, the more I throbbed with anticipation. The redder my face got. The faster my heart beat.

"That looks uncomfortable," she pouted. My eyes popped open and I saw her gingerly undo the little button in the front of my boxers. I was completely petrified. It seemed like she didn't even have to try; my erection sprung out effortlessly, newly free from its confines and pulsing with each surge of blood. "That's better!" she proudly announced, as if to herself.

She began rubbing her fingers back into my thighs, working under the legs of my boxers. I took a huge breath and closed my eyes again, enjoying the amazing sensation in spite of my humiliation. Fuck all if I had anything to say.

"I know you're not seeing anybody right now but... Don't you ever... take care of this problem?" she tentatively asked me. God. Talk about awkward.

"Uhm... Well..." I trailed off, hoping she was already amused enough.

"Well what? Do you?"

I sighed. "Yeah..."

"Oh," she cooed softly. She was rubbing just above the base of my dick now. I was in agony. "Am... I the problem?"

I managed to open my eyes and look at her. She was staring at me, delicately biting her lower lip. She wore a look of such *concern* but I knew it was total bull. "Well uh... It's not everyday I have a- uh... hot, um, girl giving me a personal massage..." God, did I just say she was...

She let out a little gasp. "Oh my! You think I'm *hot?*"

Oh for fuck's sake. I hated this little cat and mouse game as much as I loved it. "Oh ha ha," I managed to actually be sarcastic. Having had about enough of this humiliation, I began to push myself to sit up. I was stopped in my tracks as she actually brushed her hand up against my cock as she moved it to my stomach to stop me.

"No, don't go!" she pleaded innocently. I halted. "I didn't mean to be rude... I'm flattered..."

I let her push me back down and she moved off of me in order to sit next to me. "I wish I could massage... *it* for you, but... That might be bad..." she pouted to me.

*Just be bad!* "Yeah uh... Probably not, uh- appropriate..." I stammered.

"Why don't you just do it now?"

Did she just say that? "*Huh!?*"

"Why not? I'm trying to help you relax... I probably shouldn't touch it but..." she put her hands on mine and moved me towards my own erection.

"Um, Dawn, I- uh..."

She cut me off, "Do you ever... think about me?" She carefully wrapped my hand around myself. Her soft fingers were still touching mine, and she gently guided me to start stroking. I helplessly allowed it to happen, completely mortified.

I gulped hard, my eyes shooting from her curious stare to her tits, to her stomach, to her hands, to my hands.

"Because, there's nothing wrong with that... I mean, if you do it anyway, then what's the difference if I'm right here or not?" she was reasoning out loud. Was this actually happening? My body was trembling from nerves and excitement. I found myself gingerly stroking myself without her encouragement.

She slid her fingers away from me and leaned back a little bit. This had the effect of stretching out her body some; I knew she was making a kind of casual pose for me. She was baring the entire length of her stomach, showing it all off.

"So... do you?"

"I uh... Y-yeah..."

Her face flushed in a big smile. "No *wonder* you always seem so excited!"

I groaned a little chuckle, red as a tomato, but still touching myself slowly.

"What do you... What do you think about?" She questioned innocently.

"I dunno... Just, just you I- I guess..."

"*Oh...* Like, my body?"

I let out a sigh as I dragged my eyes across her perfect form. "Yeah," I breathed out.

She ran her hands along her stomach and sides. "What part do you like to imagine?"

"Um, all of- everything... Your stomach, your ti- your breasts..." I was dazed at this point. I probably thought I was dreaming.

She cupped her breasts in her bra and looked down at them with a little smile. "I guess I'm not wearing this when you... do it, right?"

"Uh... I guess, n-no."

She gave a gentle smile as she undid her bra and let it drop to the bed. I let out a soft moan of surprise as I saw her tits spring free. I began to squeeze myself harder and tugged with more enthusiasm.

"Well, I want it to be an authentic experience..." she coyly informed. Her hands were running over her breasts, her fingers occasionally tweaking her nipples lightly. "Zach wouldn't appreciate this but... Since you do this on your own anyway, I don't think there's anything wrong with it. Do you?"

I blinked hard, realizing she asked me a question. "Um, yeah- er- no... You're- you're right..."

"Yeah, it's not like I'm...*cheating* or anything. You're just seeing for real what you fantasize about... No... *big* deal..." She said it so seductively, but there was a ring of innocence to her voice. I think it just made it that much hotter. I was giving myself slow, strong strokes then; focusing on squeezing the base of my dick. I knew it wouldn't be long.

"Is that how you normally do it?" she inquired sweetly.

"Uh... er, yeah..."

She breathed out *so* sexily, "I like it..." She was biting her lower lip again in that ultra-hot look of anticipation. I was gone.

With a quiet cry, I felt my climax surge up and out of control. The first spurt shot up and landed on my stomach. With one hand still furiously tugging myself at the base, I wrapped my other hand around the head to try and catch the streams of cum shooting out of me. My hips involuntarily thrust upwards and my eyes fluttered shut as I groaned out in orgasm.

For that short while I was in total bliss. As I began to calm down, I realized what had just happened and my face flushed back to a deep red. "Oh my god..." I groaned to myself.

"Wow! That was... nice..." Dawn exclaimed.

"Jesus Dawn I'm- ah fuck, I'm sorry..."

She actually laughed a little at me. "What! I wanted you to feel *good!* That's the whole point! Besides, I kinda liked it..."

I shook my head to myself, speechless.

"Do you feel better?" she cooed to me.

"Uh... yeah..."

She ran her hand through my hair and tousled it a little bit. "Good! You should probably go get cleaned up now... Zach will be home soon..."

The mention of her boyfriend caused me to jolt upright. She tried to calm my anxiety. "He just wouldn't... understand. We're just friends!" she perked, like a cheerleader. Huh. *Some friend.* I grunted my agreement and got up from the bed. There was cum dripping on my stomach and my hands were still clutching my cock, holding it from spilling all over. I felt so graceless. Dawn just continued to beam her aloof but knowing smile.

I treated myself to a quick shower. When I got out, I noticed she had shut the door and was back to her own thing. I was silently thankful and retreated to my own room. Fifteen minutes later, Zach came home. I pretended I was asleep, so he didn't try and tell me about the card game. It wasn't much later that I heard the familiar sounds of his and Dawn's fucking next door.

VI

The following Saturday night, I found myself alone in bed, reading a book until I was tired enough to sleep. I found myself to be increasingly restless; I was constantly thinking about Dawn and the boundaries she pushed with me. She was out with Zach that evening, so I knew with resigned jealousy that he would get all of her affection that night. I was angry at my own feelings; she *was* Zach's girlfriend anyway. I was getting carried away.

I don't remember what time it was when they both showed up. I heard them stumble in, stifling laughter and failing miserably at being quiet. If I had any chance of falling asleep soon, I knew it was now ruined.

Normally the couple headed straight to Zach's room. Tonight though, something was different. I heard their voices in the living room for a prolonged period and what sounded like some kind argument. I sat up and tried to listen closer. *So much for privacy.*

"Come on, I don't wanna wake him up... What if he comes out here...?" It was Zach's voice.

"Shh! Relax, he never comes out!" Dawn was insisting to him.

I heard a few more muffled sounds. Between quiet giggles and soft moans, I was sure they were deciding to fuck out of their room for once. Now, I promise you, this normally isn't something I would do. Let the lovers be, sure. But tonight? For whatever reason, I felt the need to try and sneak a peek. Maybe Dawn was bringing out the worst in me.

As careful as I could, I turned off my bed lamp, slowly opened my door and tried to look down the hall. My eyes adjusted to the dark and I could hear them a bit better. The little bursts of laughter seemed to have been completely replaced by rustling sounds and restrained moans. I thought about turning back, but at that moment I heard Dawn with a hoarse whisper, "It's fun when it's naughty..."

My cock jumped in my boxers as if pointing me, *onward, this way!* I obligingly snuck, inch by inch, down the hallway until I got to the very edge. The further I got, the more acute the sounds of their actions became. Zach was trying his best to keep his grunting silent. I rolled my eyes a little, wondering if he really thought it made *that* big a difference if he was outside his room. I could always hear him in there but, then again, I *was* spying on him this time...

With a deep breath, I peeked my head around the corner and could see the entire living room. It was fairly illuminated because the window blinds were open and the streetlights from outside poured in. Zach was sitting on the couch, the back of which was to me, with his arms spread out on the top of it. Dawn was on her knees next to him, one arm resting on the back of the couch like Zach, the other down below where I couldn't see. From her shoulder's movements, her intent expression, and Zach's composure, it was obvious she was giving him a hand job.

I watched this for maybe a minute tops, I don't know how long really, when she noticed me. Zach was still facing away from me; he had no way of knowing I was there unless he turned around. But Dawn only had to look up and notice my shadowy form standing at the end of the hallway.

For a second I panicked. I stood as still as possible, hoping against hope that she would look away. I didn't want to duck back into the hall when she was staring in my direction because then I was positive she'd know for sure. But then I saw her smile. It was a slow, devious, calculating smile. She bit her lower lip at me and cooed, "Mmm, do you like this?"

My heart leapt in my throat. Was she blowing my cover? "Uh- yeah babe," Zach answered her. I shuddered with relief.

She changed her rhythm with her working hand, which had previously looked to have been quicker strokes. Her shoulder rolled slower now. Zach groaned.

"What's the matter?" she pouted.

"Ugh, you- you slowed down..."

"I... heard some guys like long, slow strokes..." She glanced back in my direction. Did she wink? "Maybe so they can... savor the pleasure..."

Zach seemed to give a reluctant expression.

"Maybe this'll make it better..." she leaned back and effortlessly pulled her shirt up and off, tossing it carelessly away. As she undid her bra, she was looking back at me, sticking her chest out a bit so I could get a better view from my vantage point. Although I was nervous, I was almost fully hard. I began to fondle myself through my boxers.

With her tits free, she went back to working on Zach's cock. "How's that? Does that make it better?" she asked in a sweet voice. By the way she kept drawing her gaze back to me, I knew she wasn't directing the comment at Zach. This girl was something else.

This lasted for a little while when she suddenly stopped and stood up from the couch. Now I could tell she was wearing a loose, short skirt. My hard-on was at full mast as I gawked at her body. She pulled her underwear down from underneath the fabric, leaving the skirt on. As she pulled them off from her legs, she stood back up and tossed them over the couch towards me.

She giggled a little but quickly turned to look at Zach. She stood with her legs apart a little and ran her hands up her thighs, pushing the skirt up to expose her naked pussy. She let it drop back down as she continued to caress her stomach and then tits, playing with her nipples. The same way she did when I jacked off in front of her. She looked so goddamn hot; the light filtering in through the blinds painted against her skin in an exotic way that seemed to accentuate her already amazing curves. All she was wearing was that frilly skirt. Keeping it on was somehow naughtier and sexier than her being totally in the buff.

She bent over Zach and was tugging on something. I realized she was pulling his jeans all the way off. Then she climbed on top of his lap. He was still sitting back, facing away from me. By the way his head followed her body, I could only imagine the excited smile he wore. As she straddled him, he finally moved his arms off the back of the couch and felt up her perfect breasts before he slid them down to her hips.

Dawn had one hand balancing herself on the couch behind Zach's shoulder. I knew she was guiding him into her with the other hand. I could almost feel it myself as I heard Zach let out a low growl and Dawn take in a sharp gasp as she let out an *ooh.* I closed my eyes briefly in anguish, *oh to be on that couch right now...*

They found a steady rhythm and she put her other hand on the couch, using them both to help balance and steer her movements against Zach. Her face alternated between occasional smiles at Zach, her eyes closed in pleasure as she leaned her head back, and staring directly into my eyes with a look of raw lust. After a couple minutes she started talking again, catching my stare.

"I really like that you think about me..." Her voice was sultry.

Zach grunted a confused, "Huh?"

She pulled her stare from me to him. "You think about me, don't you?"

"Uh- yeah... of-of course..."

Her eyes closed again as she concentrated on riding him. "I think that's so hot... I like to imagine you masturbating to me..." She was looking intently at me again. "That's not so wrong, is it?" she asked in a pseudo-innocent voice. She bit her lower lip again at me. I was chewing on my own lip to keep quiet as I jerked off, watching.

"Ah- no, not-not wrong," he muttered, somewhat mystified.

"*Oooh,* good... I'm glad you don't mind. It just- *ah*- turns me on *so* much to know you can't help it... That you gotta touch yourself thinking about me..."

Maybe I should have felt guilty about this. Who was she being cruel to? To Zach because he didn't realize she was talking about me? Or to me because I wasn't the one whose cock was in her pussy? At that moment though, all I could think about was her naked torso slowly raising and lowering, her eyes piercing into mine, and her hot words making me burn with want.

"I- I love being able to see your cock," she breathed. As if following a command, I thoughtlessly pushed my boxers down and pulled out my hard-on so it was in plain view. She moaned deeply.

By now she was only giving cursory glances at Zach; mostly she was looking past him and at me. By the way his head was rolled back against the couch, I think his own eyes were shut as he reveled in his own pleasure. I could tell Dawn's breathing was beginning to pick up. Her arms began to tremble slightly as she pushed herself into him, slower now but with more intention.

"*Mmm* this is so hot... I want- I want you to come for me..." she purred.

"Don't worry baby, I will," he returned.

"Ah- *ah-* no, not... I- I really mean it... Come for me, *please!*" She was staring straight at my crotch, watching me pump myself. I knew she meant me. I squeezed myself harder at the base and gave myself quicker tugs, working myself up. Although the situation was surreal, I knew I was going to be able to blow. Shit, just the way she was talking...

"Yeah! Do it, come for me! *Do it!*" she was panting now. Zach was mumbling that he would soon. I didn't need to wait. The thought of Dawn desperate to see me explode was just too hot. She was begging to *me.* I felt the familiar floating sensation rush through my entire body in that brief second that occurs before orgasm is inevitable. Then the amazing rush up my thighs, down my stomach, and between my legs as I felt the first huge stream spurt out of me.

I had one hand still pulling furiously at the base. I cupped my other hand out in front of the head, catching the ropes of cum that shot out of me. I tried my best to hold it out a ways so that Dawn could see it spurt out and into my palm. As it happened, she cried out, "*Oh god! Yessss! Come for me, you're so hot!*" Then her entire body began to shake as she threw her head back and tried to muffle out her cries.

Holy shit. Watching her come right then was probably the crowning achievement of my life. My own climax would have started to fade, but simply watching her shot a fresh surge of animal heat through me, and I just kept on coming into my hand. My knees actually buckled a little bit and I had to lean against the wall to keep standing.

As Dawn clutched the back of the couch and rode her orgasm, Zach finally lost control. I heard him grunt, "Finally!" and give out a staggered groan. Dawn seemed to come back to earth then and she pulled her face back down. She leveled her gaze at me as her chest heaved with heavy breaths. Her face was completely flushed and, for once, she didn't have that look of total control painted on her face with a smirk. We returned each other's look for a few moments like that. She then mouthed a silent *wow* to me and smiled.

I felt like a king right then. She didn't *say* wow. Zach didn't see that. Only I did. And was that actually a surprised smile on her face? My reverie was broken when I noticed Zach trying to push himself up from the couch. Dawn's eyes grew wide and I actually saw a glimmer of panic as she feared losing control of the situation.

She pushed him back down on the couch as she got up herself, giving him a controlling smile. With one last glance at me, she gave a slight nod toward my room. I didn't need any more encouragement; my own courage was failing me now. I tip-toed as fast as I could back into my room and silently closed the door behind me, cum still pooled in one of my hands.

VII

Sunday morning was a little awkward. The three of us ate breakfast together and I pretended like I was none-the-wiser about their late-night romp in the living room. For her part, Dawn played it completely cool as well, although she managed to sneak knowing glances at me, and it was all I could do not to crack a stupid grin back at her.

Most of the day passed by without incident until the evening, when Zach was going out to a barbeque his brother was hosting. He invited both me and Dawn along. I declined, causing him to roll his eyes and tell me I needed to get out more. Dawn claimed that she should probably get back to her place and make sure her neglected stuff was still intact. Zach shrugged.

Around five o'clock, Zach was almost out the door. He gave each of us one last chance to tag along, but we both declined. Dawn was visibly packing her things up, getting ready to return home. I wondered which of them was going to leave first; part of me actually hoped it was Dawn. I had been bustling with nervous energy all day and I wanted to actually relax.

I should have known it was not to be. No sooner had Zach left and closed the door behind him that I saw Dawn standing, hands on her hips, staring right at me. She turned her head to the door for a moment, waited a few seconds, then returned her gaze to me. "*You,*" she broke the silence, "are a *very* bad boy!"

My face flushed red.

"Oh, you're not going to deny it?" She gave me an angry glare, but there was a hint of playfulness in her voice. She took a step closer.

I put up my hands in mock defense. "I don't know what you're talking about."

She took another step, her chin tilted down a little bit like she was coming to pick a fight. She got right up next to me and put her face in front of mine. I could feel her breath, she was so close. I felt my resolve giving away. "I saw you watching me..."

My heart was doing a drum solo in my chest. "I could uh- say the... the same to you..."

Her face softened a little bit. Her jaw hung open a little, leaving her with a coy open-mouthed smile. She moved her face even closer to mine; for a second I thought she was going to try and kiss me. Then she whispered, and I felt her sweet breath in my mouth as she said, "Well, I liked what I saw..."

I swallowed hard. I wanted to take a step back to make some space, but I somehow felt frozen in place. My mouth moved to try and say something, but words failed me. She smiled condescendingly for a brief second, then softened her face into one of mock-innocence. Her hand touched the side of my abdomen and traced down to my hip. She looked down at my crotch, which was now steadily growing, and without looking back up, said, "I wouldn't mind seeing it again..."

I closed my eyes and gasped a little. "You ah- what?" (Forgive my incessant eloquence.)

She gave me a shy smile which, by some means wasn't shy at all. "I've been thinking about it all day..." She moved her face up and hushed right in my ear, "Is that... wrong?"

"I uh..." I was panicking.

"I mean... It's just watching, right? That's not *so* bad..."

*I don't care how bad it is...* "No but, maybe uh- I mean..." I was having second thoughts. Call it a sudden qualm of morality. Or maybe fear that Zach would come back. Or maybe just anticipation-overload.

She cut me off, "Maybe we should relax..." She looked back into my eyes for an answer. I think I was looking at her a bit incredulously, but my resolve was broken. And she knew it. With a little giggle, she finally tucked her head away from me and took a step away. I stood there in bewilderment and she turned and gave a little pout. "Come on!" she urged, grabbing my wrist and guiding me. She was wearing a pair of loose sweats that had *angel* written across the ass. She paused in front of the doorway to Zach's room, then with a mischievous glint, noted, "You know, I've never even *been* in your room before." She continued to lead me to my own quarters.

Once in my room, I felt vaguely unsettled. I didn't really believe what was happening in the first place; and the fact that we were in the only sanctuary I had left from her made me feel particularly vulnerable. She spread her arms out wide and spun around, taking in the scenery and cooing *oooh!* Like a girl in Disneyland for the first time. I rolled my eyes, but she ignored me and dropped herself onto the foot of the bed, lying back with her legs hanging off the edge.

Her arms were stretched backward, over her head, which caused her shirt to ride up and expose a fair portion of her stomach. I looked longingly at the exposed skin, then blinked hard, realizing I was just standing there, staring like a moron. "So, have a seat!" she chirped. I gave a sour smile and pulled up a chair to the foot of the bed, sitting in it a little embarrassed.

"Hmm," she mused to herself happily, "So this is where you do it?"

My heart skipped a beat. "Uh- hmm?"

"When you think about me." She was still lying back, but she propped herself up a bit on her elbows so she could look at me. There was this serious look on her face that unsettled me even more than usual. I placed my hands on my jeans, trying to wipe the sweat off that was starting to form on my palms.

"I... I..."

"Oh gosh, you're so shy!" She flopped back down onto her back exaggeratedly. "I would think by now we could be frank with each other!"

My face reddened. Somehow I actually felt guilty. "Sorry," I blurted out, "It's just... I mean- a little weird..."

She let out a little sigh. "You didn't seem to mind last night..."

I gave a sheepish smile.

"I really liked watching you..." She began tracing her fingers along her exposed stomach absentmindedly. "To be honest with you," her voice was suddenly very quiet, "I was hoping you'd come out and see me..."

I started coming to life then. "You- you did?"

Her eyes were closed as she lay there. "*Mm hmm,*" she purred. She idly pulled her shirt up a little further so it bunched up just under her breasts. Her fingers continued to run along around her abdomen. It seemed so careless, but I watched every slight movement hungrily. "I couldn't stop thinking about... about when I gave you that massage... And you... you know."

*Oh SHE couldn't stop thinking about it...*

"Maybe it's kind of naughty but..." She said *naughty* so innocuously. My eyes were glued to her fingers as one hand tentatively began probing under the elastic band of the loose sweat pants. "...I guess I just can't- can't help myself..."

My breathing was growing heavier. I was almost completely hard now. My erection was straining against my jeans, begging for release. I shifted awkwardly in my chair to try and get more comfortable, but that only had the effect of rubbing it against the fabric of my underwear, causing it to crave more attention.

She tilted her head sideways so she could see me better while still lying down. "So... can I...?" her voice trailed off.

*Gulp.*

She repeated, pleading a little this time. "Can I see it again?"

I looked down at my own crotch. Should I really do this? I was still hesitating when I heard her whimper *please?* Any thoughts of my own melted away. I slowly closed my eyes and allowed my hands to undo my belt, undo the button on my jeans, shyly pull down the zipper... I pushed a hand down my pants and grabbed my hardness, sighing a little. "Let me see it..." she appealed.

Raising my ass off of the chair slightly, I worked my jeans and boxers off my waist and pushed them down to my knees. I was nervous as hell but, well, Dawn had a way of making me do things. I was throbbing at full attention. I heard her breathe out an *ahh* and I opened my eyes to see her looking straight at it, delicately chewing her lower lip. My eyes scanned the rest of her body and I was amazed to see one of her hands had pushed further down her sweats. *Is she touching...?*

"*Mm,* I was... I was hoping you wouldn't go with Zach tonight..." she mused. The mention of his name made me feel guilty, but that emotion was quickly overwhelmed with lust at the thought that Dawn was craving *me* instead. I saw her hand move in little circles and I was thrilled to know she was playing with herself, at least a little.

"But sometimes I- I wonder if... our relationship is getting... out of hand..." Her voice quavered a little bit, but I sensed it was more excitement than fear. "We're just- mm- friends, right?"

Wanting to reassure her in anyway I could, I quickly grunted yes. Her lips curled into a smile and she extended her neck a bit as a little shiver ran through her body. "Good... I'd hate to think we were doing something... *wrong.*" The forbidden nature of her dialogue just made me hotter.

"Come over here so- so I can see better." She scooted over to the side of the bed, making room for me. I timidly stood up, clumsily as my jeans fell to my ankles. Dawn giggled, "Just kick those off..."

I obliged her, one hand still tugging at the base of my erection. I stood over the bed, looking longingly at her, my eyes spending extra time hovering between her legs. She must have sensed what I was thinking. She pulled her legs up, knees to her chest, and deftly worked her sweats off. As they fell to the floor, I realized then her panties were gone too. My blood was pumping so hard that I was trembling.

She pulled herself back further into the bed, so her head reached the pillows. She moved one hand back to her pussy, gently rubbing the top of her slit. With the other hand, she patted the empty space of bed next to her, beckoning me. I cautiously sat down beside her lying body.

"Relax with me," she soothed. I obeyed and lied down next to her.

We stayed in that position for a minute. No words passing between us as we each gently masturbated. I watched her face change between closing her eyes in contented pleasure and opening them, watching me play with myself.

"What are you thinking about?" She spoke softly, but it rang heavily in the silence.

"Uh... Just- just how it feels..."

Her faced flushed in a grin. "Me too..." At first I didn't realize what she meant. "Would it be a sin if I found out?"

My stroking halted as I grasped her intention.

"I mean... Would it really be so different from a massage?" She paused. I blinked at her, unable to respond. *Yes!?* She continued. "It wouldn't be *cheating* if you didn't... you know..."

Come? *Can't argue with that logic.* "Uh... maybe..."

She stopped touching herself and rolled onto her side, reaching a hand towards me. She gingerly wrapped her fingers around my own hand that I was using to stimulate with and pulled it away. Then slowly, *oh so* fucking gently, she wrapped her hand around my hard-on. Somehow it felt so soft and light, like feathers. The delicate touch made me realize my entire body was tensed up. As she softly tightened her grip around me, my eyes rolled back and I relaxed my muscles, reveling in the sensation.

She continued to stroke me softly; enough to tease pleasure out of me but not enough to really stimulate what I needed. As hard as I tried to remain cool and relaxed, my hips would involuntarily thrust against her hand, attempting to force a certain touch. Initially she made no comment at this, but deftly loosened or moved her grip to deny me the satisfaction. Finally once, she acceded and gave me a tighter squeeze around the base of my cock as I pushed into her. A low grown escaped my lips.

"Ah ah," she admonished, as if she hadn't let it happen on purpose. "You don't want to get *too* excited, do you?"

I gave her a guilty, sour smile. "Sorry I- I couldn't help..."

"*Hmm*, you're not going to lose control, right? That would be... inappropriate." Her voice was toying. "I just wanted to touch... Anything more might be *wrong...*"

God she was without mercy. I took a breath and clenched my fists, trying to gain control of my body. As I relaxed my hands, she slid one of her legs closer to me, causing me to slide my palm onto her smooth skin. Immediately upon touching her, my fingers had a mind of their own; they gently traced along her knee and thigh, *her legs are perfect...*

She started pulling on my dick a little harder, but she did in a way that was directing me. Like she was pulling *me*. I rolled onto my side to face her and she resumed her caressing. Without thinking, I pulled my other arm over and rested my hand right on the back of her thigh. She made a little gasp and rewarded me with a firm rub. My hips pushed into her further and my hand ran up and cupped her ass.

"What are you doing?" she inquired coyly. I squeezed her in response. Rational thought was in low supply at this point, and I was beginning to act on instinct.

"Nothing," I grunted.

"That didn't feel like nothing..." She trailed off. Her lips remain parted as she breathed, staring into me. She moved her other hand to the head of my cock and ran her smooth palm over it, sending a jolt through my body. "Maybe we should stop..."

My eyes squinted in disapproval.

"I mean... I wouldn't want you to think that we- that this is going someplace." Her eyes sparkled with innocence but her lips were curled up just-so.

"I thought we're just- just relaxing..." I said sardonically.

She couldn't suppress a grin. "Right... I wouldn't want you to think I'm a *tease* or anything." She bit the tip of her tongue with a wide smile. "I know what you want to do to *them...*"

I just about snapped then. I felt a rush go through my entire body, making me shiver for a second. Pushing my body up close to her, Dawn was actually taken by surprise. She let go of my cock and placed a hand on my hip. "*Oh!*" she inhaled. She retreated slightly by rolling onto her back. "Where are you going?"

Wordlessly I ran my hand along her stomach and down her abdomen. She shyly squeezed her legs together. "Nuh uh... That would be bad..."

"No it wouldn't." I blurted under my breath. "I mean, as long as you don't..."

"Don't what?"

"*Get too excited*."

She let out a little scoff and shot me a dirty look, but she parted her legs. My fingers instantly slipped down to her pussy. I lightly traced them along the slit and swallowed hard as I realized how wet she was. I pushed down harder at the top of her opening and rubbed in tiny circles. She let out a shaky sigh. "Is this... is this wrong...?"

I swear every time she warned that we were doing something *wrong,* I got twice as hot. She wrapped a hand around my hard-on again and was pulling me as she asked. Whether she meant for it or not, I stopped massaging her pussy and pulled myself completely over her. She wore a look of fear and anticipation.

My cock felt even heavier as gravity pulled it down towards her. Her legs parted more and we found ourselves in the beginning stages of the missionary position. My lust got the better of me and I pushed down, hoping to get inside of her. With her hand still wrapped around me, she stopped my advance right between her legs. The tip of my dick was rubbing against her.

"I have a boyfriend," she cooed. "Are you trying to take advantage of me?"

"I'm not trying anything," I growled.

"You wouldn't... wouldn't make me *cheat*, would you?" she purred with pretend remorse.

Still holding the base of my cock and pushing against me, she held me still in position. But she slowly moved her own hips up and down, allowing me to fuck her with just the very tip of my cock. She was using me to play with herself.

I just stared at her, all thoughts focusing on her subtle movements. "I guess if we don't... come... then it isn't *so* bad..." She was almost whispering.

Once she loosened her grip on me, I plunged into her unceremoniously. She let out a sharp gasp from the sudden movement that filled her. I shut my eyes in exquisite pleasure. *Finally!* She moved her hands on my ass and steered me, guiding me to a very slow, gentle rhythm.

We enjoyed each other silently for a minute until she started purring between strokes. "I thought- *mm*, about this when- when you watched me..."

"Y-yeah?"

"I- *ahh-* imagined it was you I was- was riding..."

I felt pressure surging between my legs and stopped thrusting to get control over myself. She kept moving though. "I mean- just for a little- *ohh*- a little while... It was just a- a little fantasy..."

I continued to hold myself still, clenching my fingers into the sheets. *Relax, don't come, relax, don't come...*

"But now... I think I'm- I'm getting... *oh*... out of hand..." She continued to lift her hips into me, grinding little gyrations. "I feel so, *god*... I- I love that you get turned on... *so* easily... That first day we- *umm...* met. F-fuck... You were so help- *ah-* helpless... so hard..." Her breathing was getting shallow. She was turning me on so much; I was actually trying to tune her out. I was barely even moving and it was all I could do to stop from exploding into her.

She finally called me on it. "Are you- you're not gonna... you're not gonna *come*, are you?"

With clenched teeth, "Shit Dawn I- *god!*"

I felt her pussy clenching around me. "What is it? You don't want to come in your roommate's girlfriend, do you? That would be *bad.* That would be *cheating..."* The last sentences came out in broken moans. Her legs were trembling. Was she trying to...?

"Oh- *oh!* I can't believe this... I- I need it... so wrong, so wrong..." She was panting to herself now. I took in a huge breath through my teeth. I felt it. It was too late now. The huge rush built up in my pelvis, behind my cock. It would last two, maybe three seconds before it all came pouring out of me. My entire body went rigid as I tried to hold it back.

"Oh fuck, Dawn, I can't- I have to- have to..." the words tumbled out in rapid succession.

My entire world went blank as she interrupted me and cried, "*Ohhh,* you *bastard!*" All thoughts went void. Her whole body quaked as her hips bucked against me. I was floating as I felt each massive jet of cum spurt into her pussy. Somewhere in the back of my mind, I was dimly amazed that she was coming too. But right then, I was just having the ride of my fucking life.

VIII

When it was over, I just sort of rolled off her, panting into my pillow, completely drained. I did not register what had happened. Eventually she got up from the bed and moved to the door. I groggily watched her pull her sweats back up over those long, smooth legs of hers. She had this dazed look on her face. It was really alien to me because she always looked so completely in control.

She gave me a look and a hesitant smile. "That... That wasn't supposed to happen..."

I blinked thoughtlessly. *It wasn't?*

"God that was..." she hissed an intake of air and squeezed her legs together, closing her eyes. She murmured, almost to herself, "We could've had so much more fun..." When she opened her eyes, she flashed me a quirky grin and relaxed her body. "Oh well," she said resignedly. She opened and closed her palm, giving me a cute wave, then slipped out of my room. I closed my eyes from mental as well as physical exhaustion, and fell asleep.

That was the last I ever saw of her. Next time I saw Zach, I was informed they split. Apparently she just up and left, citing no particular reason. I couldn't help but feel odd about it all. I tried to rationalize it; he was probably better off without her. I had to wonder though; did she really not plan to go so far? And where would we be right now if we hadn't?

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