

Caroline was my moms friend. I don't remember a time when she wasn't around, she was nearly a part of the family. She was a few years younger than my Mom and she was always fun. Whenever she baby-sat us it was always a great night. Games, and popcorn and movies. She always broke the rules and we never told.

I remember I asked my mother why Caroline didn't have a husband and kids and my Mom replied simply "Caroline isn't the marrying kind. She's a free spirit." I didn't understand it at the time but, we loved her and she always had us.

I must admit, when I was in my teens I had several ongoing torrid fantasies about Caroline. She was one of the few women I had a lot of contact with in my personal life and thus, became the focus of several very hot and heavy masturbation images.

They started when I was 15 and accidentally walked in on her when she was taking a shower after swimming. I was so shocked but, she hadn't heard the door so I closed it almost all the way and just peeked at her washing herself. I will never forget that steamy image through the clear shower curtain. Her full breasts hanging slightly with age, her body not stick skinny, it was curvy and full and like a woman should be. She was definitely not a girl.

I stood and watched her soap herself and watched as she worked up a lather on her breasts. She seemed to be taking a lot of time washing them, especially the nipples and then she began to pull on them. I was stunned. . . I had to keep watching. I was just praying no one else would come in and catch me.

Then she had soaped her belly and her hand slid effortlessly between her legs. I knew pretty much what the mechanics of what she was doing was but, the finer details of the actual how and all were still just a playboy fantasy to me. As she began to rub herself and moaned very, very faintly, I was mesmerized I couldn't have turned away even if I wanted to.

She turned and braced herself against the back of the shower and spread her legs, her nice wide ass in perfect view, pressed against the plastic. I could see her fingers working her pussy, sliding into herself as she moaned louder. I thought I was going to shoot a load in my pants watching this. Then she reached back and grabbed an ample cheek and spread herself wide open and I got my first view of a finger sliding into a pussy.

I remember I couldn't breathe. I was so excited, so terrified I would get caught, I just couldn't breathe. I watched as she finger fucked herself for a good three or four minutes and finally she came, she groaned and her body shook a little and she slumped against the wall.

Suddenly afraid she would turn and see me I closed the door, maybe a little too hard, and raced down the hall to my bedroom. Once safe there I pulled off my shorts and jacked off furiously to the images that were burned in my mind.

Later she walked by me and I knew I was blushing, she winked at me. "Nothing like a nice hot shower to make you feel great is there?" she asked and winked again. I never asked her if she knew if I was there, never asked her if she put on a show for me. It just stayed a question in my mind and a fantasy I jerked off too.

Years later my Mom and Dad went on a vacation without me, I had a job now and couldn't get the time off. Truth was, at 19 I wasn't really into going to the grand canyon with my parents. Ruthie promised them she would look in on me every once in a while and helped persuade them to go ahead and go.

I promised not to have any wild parties while they were gone and they finally agreed I was old enough not to follow them wherever they went. I was in heaven, let me tell you. A whole house to myself, walking round naked, eating when I wanted and what I wanted. It was great.

I had the day off so I decided I wanted to try getting an all over tan. I grabbed some baby oil, stripped naked and went out to the pool deck. I laid down in the hot sun and proceeded to smear baby oil all over me, I loved the slippery feeling. I guess I liked it a lil more then I thought and soon I was jerking off out on the deck. It was great. Had my tunes blasting in my Walkman and free to stroke as I pleased.

That's when I looked up and saw Caroline standing there. She must have knocked and when I didn't answer, come on in to find me. She was grinning and trying not to burst out laughing watching me masturbate. I think maybe it was the panicked look on my face that made her laugh but, I was horrified. I didn't know what to do.

Then, without realizing it, that image of her naked ass pressed against the shower curtain came into my mind. Watching her finger herself. My cock stayed hard and I just stared at her. Caroline winked at me and pulled up a chair.

OK, now I was totally freaked out, I didn't know what to do. She smiled and sat back and watched me. I guess turn about is fair play, so I started slowly stroking myself. She watched me and her grin got bigger and bigger. She nodded approval and I started enjoying her watching me. Then she sat up and leaned closer.

"Baby, do it slow and add a lil twist at the end." She tried to show me with her hand in the air but I didn't understand.

"Here. . .lemme show you." Then she just reached out and grabbed my cock like it was nothing. She began to stroke it and she twisted a little to tease the head, it felt so good. She grabbed the baby oil and poured a little more to make it really slippery and soon was jerking me fast and furious. I was unable to speak or breathe for that matter, it felt so damn good.

She stopped and used her forearm to wipe her brow. "Damn hard work there kiddo." She said and winked at me. Before I knew it, she grabbed her shirt and tossed it off and undid her bra. Those beautiful tits were free and right there before me. She playfully rubbed some baby oil on em and laughed when my cock jumped at the sight.

"Mmmmm you like my boobies huh?" She gave me an evil grin, "I thought so. You seemed rather intent on them when I gave em a good sudsing." She laughed at my shocked look. "Oh baby. . .you are anything but subtle." She shook her head and laughed.

I reached down and began to stroke my cock again and she slapped my hand. "No. . .I'll take care of that." She smiled at me. Then she stood and tossed off her shirts and revealed she had no panties on. I was amazed, I had never seen a naked female body up close like that.

"Now, you want to fuck me? Or shall I just jack you off?" She was so matter of fact about it I was flabbergasted. "Awww baby...you've never been with a woman have you?" I shook my head no. "OK, then lets show you how it I done. First. . ." She sat down and spread her legs wide apart. "Come here and I'll show you how to lick pussy."

Her pussy was totally shaven bare. Her breasts were in great shape for being that large and her in her fifties. In all, her full sweet body was as sexy as I remembered it being. She reached down and pulled her lips apart and revealed her wet slit.

"Now, you see this? That's my clit, tease all around it gently." She said and I hesitated for a second and she grabbed my head and pushed my face down into her crotch. "mmmm that's good baby . . . but slower. . .slower. . .ohhhh ya. That's it."

I was in heaven, she tasted so good, I had to keep reminding myself to go slow. I licked and sucked and drank in her juices and then deciding it was time to experiment, slid a finger into her pussy. It was so hot and wet and it seemed to suck at my finger.

"Mmmhmmmm good boy." She encouraged me.

I needed no further urging, I started fingering her just like I saw her doing until she grabbed my hair and pushed my face into her pussy hard. "Eat me...ya...hard...fast now.. . now. . . .Now!!!" she ground her pussy against my face and a warm wash of cum covered me. She kept grinding until she groaned one last time and then lowered her ass back to the chair.

"Mmmmm OK. . .you learned that lesson well." She leaned forward and kissed me, but not like she did when I was young. Her tongue slid into my mouth and I fell into those soft lips. We kissed for a few minutes and then she grabbed my cock and stroked me several times. She pushed me back onto my chair and stood up.

Standing there above me, she was so picturesque, so gorgeous. My cock was rock hard and she swung a leg over to straddle me. Guiding it into her pussy, she lowered herself onto me. I was speechless, it felt better than I ever imagined. She began to rise up, grabbing my cock with her pussy muscles and then letting me slide out really slow. She had such amazing control!

She rode me slow until I nearly screamed. Then she fucked me hard and fast, she came twice I think, hot cum washed over me as she kept riding me, her big tits bouncing. I reached up and grabbed them, so soft, so warm, so perfect. She rode me fast and hard and I squeezed those big tits and rubbed em and sucked on them when she leaned close enough.

Then I felt that feeling, that deep in your gut gonna cum feeling. I tried to warn her but she knew already. She fucked me as fast as she could bounce that sweet big ass. Up and down until I cried out and began to fill her. She kept fucking though, every spurt deep into her and she rode me faster and faster until I had emptied all my cum into her.

Finally she slumped down on top of me. We kissed and my cock slowly slid out of her. The gush of our mixed cum dripped on me and we laughed cause it tickled. She brushed my hair back and kissed me one last time and then got off me. I watched as she turned and walked to the pool and jumped in to wash off.

I will never forget that day and neither will she. She has been teaching me what she knows and sweet Caroline knows a lot. Now I know why she was not the marrying kind, this woman just likes to fuck to much, she'd wear any man out. But for now, I am enjoying it and learning what she has to teach me.