**Age 13**

I was thirteen years old the first time I saw a man naked. My crack whore

of a mother came home one night and I could see she needed a fix bad. She was shivering and scratching at her arms hard enough to draw blood.

She came over and sat next to me on the sofa and gave me a smile. I

called that smile the I-want-something smile.

"Honey, I need you to do something for me," she said.

"What?" I asked, knowing it was going to be something I wouldn't want to

do.

"You know Mommy's friend Paulie?"

"Yes," I said not even trying to hide the disgust in my voice. Paulie

was my mother's dealer and he was as sick as they got. A year ago my

mother didn't have enough money for a fix so Paulie had made a trade with

her. He'd give her a freebie if she'd take some pictures of me for him.

My mother, being the self-centered bitch she was, agreed and came home

and convinced me to go along with her. I'd had to dress up in revealing

outfits and lingerie Paulie had sent home with her the first time. Then

he'd promised my mother more freebies if she could get me to pose naked.

I'd told her no and had to go through a week of being screamed at, cried

on, begged, and ignored until I finally gave in to just make her shut up.

It had been gross being naked like that and having to pose for my mother.

But, at the same time, I'd never felt so good. I hated to admit it but

there were times when I'd been enjoying myself and completely let go and

forgotten it was my mother taking the pictures of me.

Now she wanted more and I was both afraid and anxious to know what her

favor was.

"Well," she said, "Paulie wants and extra special favor. If you help me

with this favor, Paulie's going to take very good care of both of us."

"Will you just tell me what he wants?" I asked her, knowing it was going

to be bad from the way she was dragging it out.

"Paulie wants me to bring you over to his place. He wants to see you in

person," she said.

My heart began to race. I knew how much of me he was going to want to

see in person too.

I shook my head and said, "No way, Mom. I'm not doing it."

"Baby, please," she begged. "He said he'll take care of us real good if

you do this."

"Right," I snapped. "He'll give you some free drugs while he checks out

your naked daughter. Great deal, Mom."

"He said he'd pay you. He said he'd give the money to you and I wasn't

allowed to touch it or he'd cut me off," she said.

That made me stop for a second. He was going to give me the money and

not her. With the way my mom went through drugs we never had money but this could change that. He'd pay me and I could go out and get some new clothes instead of stuff I got at the second hand store. Maybe I could

actually get some real makeup and stuff.

I looked at my mother and thought. Depending on how much it was, maybe I'd have enough to run away for a couple of days. I had a few friends who were old enough to get hotel rooms. One of them could check me in and I could pretend I was free for a few days. It wasn't like my mother would notice!

"How much is he going to pay?" I asked.

"Five hundred dollars," she said.

I felt my jaw drop. Five hundred bucks? Hell, with that kind of money,

I might be able to run away for a lot longer than a few days.

I thought about it for a minute and asked, "He's just going to look,

right? He's not going to touch."

"That's right," she agreed. "He just wants to see you in person."

She'd answered too fast. That meant she might be lying. Would I let

him touch me if he wanted to? If I did it meant five hundred bucks and a

possible escape from my mother.

I sighed and said, "Alright, I'll do it."

I'd feel dirty. I'd be a whore but, if it meant getting away from my

mother, it was worth it.

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While my mother called Paulie, I took a quick shower and got dressed.

I'd thought about putting on a sweater and some sweatpants to try to not

look sexy but I knew that wasn't what Paulie wanted.

I had a blue and white sundress that was just a little too small on me.

The bottom barely came down to mid-thigh and showed off my legs. I thought my legs were my best asset. I swam a lot and they had just the right amount of muscle and definition to me.

The fabric was tight across my chest and you could see a lot of my

cleavage. Well, as much cleavage as my B cup breasts had to offer.

I thought about pulling my hair back into a ponytail but Mom had told me

Paulie liked it framing my face. He said the brown of my hair set off the

blue of my eyes. Considering the pictures he had of me, I was surprised he

knew I had eyes at all.

I snuck into my mom's room while she was on the phone and used a little

of her makeup to hide a couple of blemishes and pimples on my face. I

hurried and didn't do the best job but I thought it would be good enough.

When I was as ready as I thought I could be, I went into the front room.

"I'm ready," I said.

My mother was scratching at her arms badly now. She hadn't been this

bad in a while. I wondered if Paulie had been holding out on her to get

her to agree to this.

Nah. She'd probably just been too broke to pay. It was more likely

she'd suggested this idea to Paulie to get her free fix.

We went out and got in the car. The ride over to Paulie's was a

nightmare for me. Between my nervousness about what was going to happen and my mother driving like a bat out of hell to get over to Paulie's place, I thought my heart was going to hammer its way right out of my chest.

Somehow we made it alive and I followed her up to Paulie's apartment.

This was the first time I'd ever been over here and I was surprised at how

nice of a place it was. I was expecting some craphole that was falling

apart. Instead I found a nicely maintained lawn and trees all over the

complex.

Mom knocked on the door and Paulie let us in. I felt his eyes slide

over me as I walked in and crossed my arms over my breasts to try and hide

from him.

"Hi, Lizzi," he said. "It's been a while since I've seen you. You're

turning into a beautiful young woman."

"Thank you," I said.

"Have a seat," he said.

He walked over to a leather recliner and dropped into it while my mother

and I took a seat on his sofa. My mom's twitching was now almost out of

control and her eyes were locked on the small baggies of white powder on

the table.

"Karen, why don't you take a couple of those into the bedroom and make

yourself presentable," Paulie said. "I want to talk to Lizzi for a

second."

My mother just nodded, grabbed two baggies and practically ran out of

the room, leaving her thirteen year old daughter alone with her drug

dealer.

I sat with my arms still crossed over my chest and my legs tucked under

me. Now that we were here, I felt dirty wearing the little sundress I'd

picked out.

"Lizzi, honey, why don't you get a little more comfortable," he said.

"Sit back, relax a little, I'm not going to hurt you."

I gulped and unfolded my legs. I uncrossed my arms and leaned back a

little on the sofa. His eyes rover all over me and he gave a soft whistle.

"You are gorgeous, girl. Do you know that?"

I smiled a little and said, "Thank you."

He grinned at me and said, "And polite too! Polite, pretty and I bet

smart too. You don't take after your mother at all, do you?"

I laughed and clapped my hands over my mouth. I should have felt mad

for him being mean to my mother but he was just telling it how it was.

"Did your mom tell you about our little deal for tonight?" He asked.

I nodded and said, "She said, if I came over, she'd get some freebies

and I'd get five hundred dollars."

"She tell you that she's not allowed to touch that money? It's yours

alone and, if I find out she took any from you, I'll cut her stupid ass

off."

I nodded again, this time too nervous to speak. How far was he going to

take this? I was scared and, to my surprise, a little turned on by the

situation. I mean, Paulie's not a bad looking guy. His black hair was a

little greasy but his body filled out his clothes pretty good. He had a

soft looking lips and pretty blue eyes.

He stood up and offered me his hand. "Let's go see your mom."

I took his hand, which was surprisingly soft, and let him pull me to my

feet. He led me into his bedroom where my mother was laying on his bed, a

look of satisfaction on her face.

"Move," he said to her.

My mother slid off of the bed and stood up. Her shakes had already

stopped so I could tell she was feeling pretty good already.

Paulie sat on the bed and looked at us. His eyes lingered on my far

longer than they did my mother.

"Karen, take off your shirt and let me see your tits," he said.

I watched out of the corner of my eye as my mother pulled off her top

and dropped it to the floor. She unclasped her bra and slid it off,

dropping it on top of her shirt. She stood, her chest thrust out as

Paulie.

He checked her out for a couple of seconds before turning to me and

saying, "Lizzi, I want you to take off your dress and bra, please?"

I hesitated for a second, not because of what he'd asked me to do, I'd

been expecting that but it was the way he'd said it. He'd ordered my mom

and he'd politely asked me. Something about that made me feel like he

respected me more than her. That was something I could enjoy.

I slid the straps of my dress off of my shoulders and let it fall to my

feet. My hands were shaking as I reached back to undo my bra. I had to

remind myself that he'd already seen everything I had to offer before I

called down enough for my fingers to stop fumbling and actually unclasp the

bra.

I dropped it to the floor and stood before him, my arms at my sides,

showing him my budding breasts.

His eyes roved over my breasts and I watched as his hand slid over his

crotch. He rubbed at the lump in his jeans as he stared at my body.

"You sure she's your real mom?" He asked me. "You are just too fine to

be her daughter."

"Too smart too," I said.

Paulie laughed and looked over at my mother. She was off on her trip

and just stood there grinning like an idiot.

"You got that right, girl!" Paulie said. "Plus, your body is so much

better than hers. Look at those saggy, tits of hers. If the bitch worked

out a little she might actually look good but she's too busy putting shit

up her nose."

I looked over at my mother. She was only 36 but she looked like she

could be in her fifties. All the drug use had worn her body down and now,

breasts that had once been perky hung down, the nipples pointing at the

ground.

I looked down at my breasts. My puffy little nipples pointed straight

out and there wasn't the slightest sag to them at all.

I looked up and saw Paulie watching me while he rubbed himself. His

eyes on me, he stood up and unbuttoned his pants.

I let out a gasp and took a step back.

He paused for a second, watching me, and asked, "Have you ever seen a

man's cock before, Lizzi?"

I shook my head, fear, desire, arousal, and curiosity all fighting it

out inside of me.

He grinned at me and unzipped his jeans. He slid them down and I could

see the hard bulge of his cock behind his boxers. He hooked his thumbs

under his underwear and slid them down.

I stared at his hard cock as it stood out in front of him. He was a

good seven inches long and an inch thick. He wrapped his hand around the

shaft of his cock and stroked it while he looked at me.

"Do you like what you see, Lizzi?" He asked. "Cause you can tell I like

what I see."

I just stood staring at him, not sure what to say or if I could even

speak.

He sat on the edge of the bed, his legs spread, and said, "Karen, come

here."

My mother, the stupid smile still plastered to her face, knelt in front

of him, her face inches away from his cock.

He let go of his cock and leaned back on his elbows. My mother reached

up and took his hard cock in her hands. She stroked it up and down a

couple of times before leaning forward and taking it into her mouth.

I stood there, shocked and unable to move or look away, as my mother

went down on Paulie. I watched her head bob up and down as she took more and more of his cock into her mouth. She slid his cock out of her mouth and licked her way down to the base and back to the head.

I managed to pull my eyes away only to meet Paulie's eyes. The whole

time my mother had been sucking him, he'd been watching me.

"You're going to have to earn that five hundred, you know that don't

you, Lizzi?" He asked.

I bit my lip. Now that the moment was here I didn't know if I could

actually do whatever it was he wanted me to do. I knew he could see my

hesitation and that, if I didn't do what he wanted, he might just take what

he wanted without giving me the money. He could do that. If I went to the

cops I knew my mother would back him and not me. Not a chance would she go against her dealer.

I closed my eyes and took a deep breath. I had to do this. It was too

much money and too good of a chance to get away from her.

I opened my eyes and met his. I gave a small nod that brought a huge

grin to his face. He pushed my mother back and waved me over.

Slowly, each step more frightening than the next, I walked over and

knelt down in front of him. I looked up at him, not sure what to do.

He saw the look on my face and said, "It's okay, Lizzi. You do what I

want you to do and I'll take care of you."

I gave a fake, little smile and nodded to him.

"I want you to grab my cock," he said.

I gulped and slowly reached up. I wrapped my hand around his cock,

surprised at how hard and hot it was. He gave a low groan and his cock

jumped in my hand causing me to let it go and jerk back.

He grinned at me and said, "It's okay, honey. That felt real good."

I reached back up and took his cock in my hand. It jerked again but I

held onto it this time.

"Stroke it," he said.

I slid my hand up and down his cock, feeling him shiver as my hand

brushed the head of his cock. I stroked all the way to the base of his

shaft and back again. I looked up and saw him, his eyes wide, watching me

touch him.

"Baby, that feels so good. Keep doing it just like that," he said.

"Karen, get behind your daughter and put your arms around her."

I froze for a second, both when he said it and when I felt my mother's

arms warp around me. I could feel the heat of her skin against my back.

Her hard nipples rubbed against me with each breath she took.

I tried my best to ignore her and watch Paulie. He got my full

attention when I watched a drop of precum drip from the tip of his cock.

It dripped down onto my exposed thigh and was colder than I'd expected.

"You've never seen precum before, have you , baby?" He asked.

I just shook my head and watched another, smaller, drop dribble out of

his cock.

"Taste it," he said.

I leaned forward and licked my lips. It was going to be gross, I just

knew it. I poked my tongue out and licked the drip of precum off of the

tip of his cock. Paulie let out a loud moan and his cock jerked in my

hand.

I was surprised. His precum didn't have any taste at all. At least I

had that for a relief.

"Lick it again," he said.

I licked the tip of his cock. He moaned again and I decided to lick my

way around the head of his cock. His breathing became louder as my tongue slid over the head of his cock.

His moaning and heavy breathing set something off inside of me. I could

feel my heart beating like butterfly's wings and I could feel my panties

getting wet listening to him. There was something erotic about the sounds

he was making and it was making me burn with desire.

"Karen, I want you to rub your daughter's tits," he said.

I looked up at him in disgust as I felt my mother's hand roaming up my

stomach and onto my breasts. I let go of his cock and pushed her hands

away. I was going to stand when his voice stopped me.

"You stop now and I won't pay you, Lizzi," he said. "You've gotta see

this though."

I glared at him. He was sick. I could clearly see that. Between the

pictures of me and the things he was making us do, he was disgusting to me.

But he was also a means to an end. Through him I could get away from my

mother and wasn't that what mattered the most?

I knelt down in front of him and began stroking his cock again. I felt

my mother's hand on me again and it was all I could do to stay there. She

rubbed and squeezed my breasts. Her fingers pinched my nipples and a

feeling like lightning ran through me. I let out a moan and gripped

Paulie's cock hard. He moaned at my touch and the feeling of desire

started to sweep me away again.

"Suck my cock, Lizzi," he said. "I want to be in your mouth."

I opened my mouth and slid the head of his cock into me. I slowly

bobbed my head up and down on him, like I'd seen my mother do. His moans became on long, continuous groan as he lay there with his cock in my mouth.

My mother pinched my sensitive nipples again, making me moan along with Paulie. I gripped his cock hard as the pleasure ripped through me. I

pulled my mouth off of his cock and moaned loudly. I pressed my body back

against my mother's and shivered under her touch.

I felt her lips touch my shoulder. She kissed along my shoulder and

onto my neck. I felt her nibble at the base of my neck and I cried out.

I'd never felt anything like this in my life. I knew it was my mother

doing it but, right then, I didn't care. All I cared about was the feeling

not stopping.

I managed to open my eyes and see Paulie watching us. He had the

hungriest look I'd ever seen on a person. I could only imagine my face had

to have the same look on it.

I stroked his cock while he watched my mother kiss my neck and rub my

hard nipple.

"Karen," he said. "Make your daughter feel good."

I felt her fingers let go of my nipple and trail their way down my

stomach. I knew what was coming and I couldn't and wouldn't stop it. At

this point, I wasn't sure which I wanted more, the pleasure or the money.

My mother's fingers slid under my panties and she rubbed the wetness

between my legs. I let out a long moan as her finger touched my swollen

clit. She rubbed it softly, moving in little circles around it. I gasped

and shiver with every touch of her finger.

I stared into Paulie's eyes, breathing harder and harder as my mother

rubbed my clit faster. With every touch, I squeezed his cock, making him

moan in time with me.

My mother's finger slid between the lips of my wet pussy and I cried out

again. She poked just the tip in and out of my wet pussy. She pushed hard

and I yelped in pain as she pushed deeper. The pain lasted just a few

moments before the pleasure swept me away.

Her finger slid deep into me and I began to buck in rhythm with her

finger. I stroked Paulie along with our rhythm and watched his face while

he watched us. The sight of his raw desire turned me on even more.

My mother's finger slid in out and faster and, with her other hand, she

pinched my nipple hard. I screamed as an explosion of pleasure radiated up

from my pussy. I rode the wave of ecstasy and when it crested, I collapsed

back against my mother.

"Keep stroking," Paulie said, his voice very rough.

I did as he said and felt his cock throb under my hand. He cried out

and came. His cock pulsed and the first load of his cum shot out and

splattered against my cheek. I was too surprised to do anything but keep

stroking.

The next loads shot out a little slower and splashed against my neck and

chest. As his orgasm began to ease, his cum dribbled out and dripped from

my hand down onto the floor.

Paulie let out a long groan and collapsed back on the bad. I let go of

his cock and leaned back against my mother's warm body.

After a moment he sat up and looked at me. I had my hand held out in

front of me, my fingers covered in his cum, not sure what to do.

"Lick it off your fingers, baby," he said.

I looked from him to my hand. His cum looked like snot and it was

disgusting but I knew I had to do it. I licked a drop off of my thumb and

was surprised. It was warm and salty but it wasn't bad, just like his

precum.

As he watched, I licked my fingers clean of his cum, my eyes on his the

whole time. His cock twitched a couple of times and I was sure he was

enjoying the show.

"Karen, your little girl's dirty. I want you to clean her up with your

tongue," he said.

My mother scooted around from behind me and pushed me back so I was

lying on the floor. I lay there, staring up at the ceiling, as she licked

Paulie's cum off of my stomach. Now that the pleasure had passed I didn't

know how long I could take this. At least when she's been touching me I

could just imagine it was someone else's hand on me.

"Lizzi, you need to enjoy this even if you don't. You're almost done

and about to get paid," Paulie said.

I glared at him for a second before I lay back and tried to pretend it

was someone other than my mother licking their way up my stomach. When her tongue flicked against my nipple, the pleasure shot through me again and I found it a lot easier to enjoy myself.

Her mouth opened and she sucked my hard nipple into her mouth. I

groaned and grabbed her hair and pressed her against me. She sucked one

nipple clean and then the other. She licked and kissed my neck, cleaning

every drop of Paulie's cum off of me.

She licked the last of the cum off of my cheek. Her tongue licked at my

lips and I looked up at Paulie. He nodded and said, "You know what I

want."

I hid the glare and did what he wanted. I pressed my lips to my

mother's. Our mouths parted and I felt her tongue against mine. I kissed

her back, my tongue sliding over hers, tasting her, hating myself and

loving how I felt all at the same time.

I broke the kiss and looked up at Paulie.

He grinned and said, "Okay, Karen, that's enough. Why don't you take a

shower so Lizzi and I can talk?"

My mother kissed me once on the lips and once on the forehead before

getting up and walking into Paulie's bathroom, leaving me alone with him.

He sat on the bed watching me. Now that the heat of the moment was

past, I felt very small and weak under his gaze. I crossed my arms over my

naked breasts and tried to meet his gaze.

He laughed and said, "We're done, Lizzi. If you're feeling

uncomfortable you can put your clothes back on."

He didn't have to tell me twice. I quickly pulled my bra and sundress

on and then stood there, trying not to stare at his naked body. I could

feel my heart start to race every time I glanced at his cock.

He patted the bed next to him and said, "Come here and sit down."

I did as he asked and tried really hard not to notice how naked and how

near he was to me.

You do understand this is just business, right?" He asked. "I wanted

something and so did you. We both got what we wanted, right?"

"I guess so," I said, not sure what he wanted me to say.

Good girl," he said, reaching over and running his fingers through my

hair.

I froze. He was going to hold out for more. I was sure of it.

Again, I was wrong. He stood up and walked over to his dresser. He

pulled out a small lock box held closed with a combination lock. He undid

the lock and pulled out a wad of cash. I felt my eyes go wide as the size

of the roll of hundred dollar bills he pulled out. He peeled off five, put

the rest back and locked the box. He dropped the box back into the dresser

and came over to me.

He held the bills out and I reached out to take them but he didn't let

go.

"Do not let your mother talk you out of any of this," he said. "It's

yours and you're to use it however you want. Understand?"

I nodded but he still didn't let go of the money.

"When you run out come see me," he said, with a grin. "We might be able

to work out another deal."

With that, he let go of the money and it was all mine. All I'd done was

give up my dignity to get it. I sat there, feeling dirty while he went

into the bathroom.

A moment later, my mother came out into the room. She quickly got

dressed and said, "Time to go home, honey."

I glared at the back of her head as I followed her out and down to our

car. Halfway home she opened her stupid mouth and said, "See? That wasn't so bad, now was it?"

I didn't answer. I just stared out the window as she drove. Sure I

felt dirty but I had five hundred bucks and that was going to get me free

of her and that's all that mattered.

The morning after my mother had taken me to her drug dealer's and I'd

degraded myself for money, I ran away.

I didn't run far. I had my eighteen year old friend, Alisha, check into

a hotel room for me with some of the money Paulie had paid me.

Within a week of living on my own, my teachers started to mention how

good I was doing in class now. I even felt better being away from my junky

mother. The months, and money, passed far too quickly.

By the end of the fourth month, I was almost out of money and I knew I'd

have to go home soon. My grades began to suffer as the depression set in.

In the back of my mind, I started to think about calling Paulie. He'd

made it clear that if I wanted more money I could see him and we could work something out. I just didn't know if I could go through that again.

In the weeks after I left my mother's house I'd been sick almost every

night thinking about what I'd done for the five hundred dollars. Looking

back, I just wasn't sure if it had been worth it.

A couple of days before I had to check out of the room newest Alisha had

gotten for me, I was sitting in class trying to figure out what to do. It

was Friday and, unless I did something drastic, this would be my last

weekend of freedom.

"Ms. Carol. Earth to Ms. Carol, are you in there?" My Social Studies

teacher, Mr. Stevens asked.

I shook my head and tried to push my worries aside and remember what

he'd said.

"I'm sorry, Mr. Stevens," I said. "I missed that, could you say it

again?"

"I already have twice and I think that's once more than necessary," he

said, frowning at me. "Looks like you get to stay after class and reread

what we've been going over. Maybe that'll help you pay attention next

time."

He turned to talk some more and I tuned him out. I was already in

trouble with him, it's not like I could get in more trouble. My personal

life was more important right now that school anyway.

When the final bell rang everyone, except me, got up and headed out. I

stayed and reread the chapter on the Civil War we'd been going over. It

took me longer than normal since my mind kept wandering to my own problems.

When I finally finished the chapter, I stood up and walked to the front of

the class.

"Okay, Mr. Stevens," I said. "I reread it."

He looked up at me and watched me for a moment. "Lizzi, is everything

alright at home?"

His question caught me off guard and I stammered, "Umm... Yeah, it's

okay. I guess."

"The reason I'm asking is because you've really been slipping in class

the last week or so. Before that you were doing so good and you seemed so

happy. Now you're barely paying attention and, when you come in, you look

like you're carrying the weight of the world on your shoulders. If

something's wrong you can tell me," he said.

I looked away from him, my stupid eyes tearing up. Why couldn't someone have asked me these things sooner? Why couldn't my mother treat me like this?

Seeing my tears, he came around his desk and said, "Lizzi, it's okay.

Here, sit down and tell me what's going on."

He led me over to a desk and I sat down. He sat next to me and took my

hand in his. The simple act of kindness unleashed the tears completely. I

bawled like a baby. He leaned closer and put his arms around me and held

me while I cried.

When the tears had dried up, he got up and brought me a Kleenex from his desk. I wiped my eyes and nose and sat there looking at the floor.

"Lizzi, talk to me," he said. "Something is obviously wrong and I want

to help you."

I barked a bitter laugh and said, "I need a do over on my life. That's

what will help me."

"I can't do that but I can see what I can do if you tell me what's going

on," he said.

"I can't," I said. "If I tell you I'll get in trouble."

"No you won't," he said. "I promise."

I laughed my bitter little laugh again. "You have no idea what's going

on so you can't mean that. If I told you what was going on in my life

you'd have a heart attack."

He thought about that for a moment before he asked, "What if I promise

you that anything you say will be between us? I won't say anything to

anyone."

I met his eyes and felt tears sting my eyes again. I could see the

kindness in his soft, brown eyes. I could see how much he wanted to make

everything better and it was like a knife in my heart. I wanted to tell

someone, anyone, what I'd been through. I realized just how badly I needed someone to talk to.

"You promise?" I asked, wondering if I was out of my mind.

"I swear to you, Lizzi. Anything you tell me is between us and only

us," he said.

I bit my lip and, slowly at first, started telling him things. I told

him about my mother's drug addiction. I told him about her dealer wanting

pictures of me, clothed and then naked.

I could see the anger fighting with the compassion in his eyes.

Something about that, seeing someone mad for me, made me tell him the rest.

I told him about the night my mother took us to her dealer's apartment.

I told him about Paulie making me take off my dress and stroke him. I

hesitated and then went ahead and told him about how I'd felt when my

mother had been touching me and the desire I'd felt looking at Paulie while

I touched him.

By the end of my tale, my voice was a whisper as I told him about being

on my own for the last few months. When I was finally done, night had

fallen and we had to be the last people at the school.

He stood up and paced the front of the class for a moment before looking

at me. "Lizzi... Jesus, the things you've been through and the fact that

you're still here is amazing. There are adults who would have crumbled

under the weight everything you've done and been through. You are such a

strong woman."

I started to cry again and he came over and held me through this batch

of tears. This must have been what it was like to have a real parent. It

was one of the best feelings I'd ever experienced.

When my crying jag was over, he pulled back and asked me," Are you

hungry?"

I laughed and said, "I'm starved!"

"Let's go get something to eat," he said.

I hesitated and asked, "Won't that look weird? You taking a student out

to dinner?"

He shrugged and said, "We'll drive out to Wilmington and you can pretend

to be my daughter. That should be safe enough, right?"

I nodded because I couldn't trust my voice right then. We'd be going

out and pretending he was my dad. For just one night, I'd get to feel what

it was like to have a parent that loved me.

We left the school and headed out to dinner. It took a half hour to get

to Wilmington and, by the time we got there, my stomach was letting its

displeasure at being empty know loudly.

We walked in together and up to the host's station.

"Just you and your daughter?" The host asked.

"Yes," Mr. Stevens said, giving me a little smile. I grinned back at

him and we got our table. We talked about school and stuff that he'd done

in his life through dinner and I could not remember ever having such a good

time.

When we left the restaurant I could feel some of the dread about what I

was going to have to do start to settle in again. I was quiet the rest of

the way back to town, only speaking when Mr. Stevens asked for directions

to where I was staying.

When we pulled up at the hotel, he gave it a look of distaste and said,

"Lizzi, this place isn't safe for a girl your age."

I shrugged and said, "It's all I've got and, trust me, it's better than

my mother's place."

I thanked him for dinner and for listening to my life's story. I got

out of the car and went into my room. I locked both the knob lock and the

deadbolt. I moved the heavy chair over and put it under the knob for extra

security.

My first week alone someone had tried to get into my room in the middle

of the night and it had scared the hell out of me. Since then I'd made

sure to block the door as much as possible just to be extra safe. It had

come in handy more than once.

I turned on the TV and lay down on the bed, trying to turn off my brain

and thoughts of going home.

About a half hour later someone knocked on my door. I ignored it the

first time, hoping they had the wrong room and would go away. When they

banged louder the second time I knew it was someone looking for me. Had

Mr. Stevens broken his promise and gone to the police?

I walked over to the door and peeked out the peephole. Mr. Stevens

stood there, getting ready to knock again.

"Just a second," I said.

I moved the chair and unlocked the door for him. He came into my room

and said, "Get your stuff, you're coming with me."

"No," I said, plating my feet and crossing my arms. "I'm not going

home, Mr. Stevens. I told you that."

"I'm not taking you home," he said. "I'm taking you back to my place.

There is no way in hell I'm living you alone in this place."

I stared at him, my jaw hanging open. He was taking me away from this.

How many times had I prayed and dreamed of someone saying that? Now he'd said it and I didn't know what to do.

"Lizzi, let's go," he said.

I was like a whirlwind tearing through the room. I jammed my clothes

into my bags and got all of my makeup and stuff crammed into another bag.

He carried all of it out and put it into his trunk and we were off.

His place was a two story house with a grandmother's quarters just

outside of town. The grandmother's quarters had a small front room and

kitchen. The bedroom wasn't all that big and would barely hold a dresser

and a bed. The bathroom only had room for the toilet and a stand up

shower.

It was heaven.

I looked at Mr. Stevens and he said, "I don't have a bed for it so

would my sleeping pad and sleeping bag be okay?"

I laughed and ran over to him. I threw my arms around his neck and told

him it was perfect. He hugged me back and we stood that way a little

longer than we should have but I loved it. I loved the way his arms felt

around me. He made me feel safe for the first time in my life.

He went down and brought up his sleeping bag. We got me as situated as

we could before he said, "Lizzi, we need to talk."

I looked at him, an ice cold spike of worry running down my spine.

"Nobody can know about this," he said. "If they did I could get fired.

Or worse. And, if I have company, you have to stay really quiet and not

let them know you're here."

"I can do that," I said.

"This isn't a permanent thing either. We're going to have to figure out

what we're going to do with you and soon," he said.

"I know," I said.

"Okay, well, get some rest and enjoy your place," he said with a grin.

"If you need anything I'm downstairs."

"Mr. Stevens," I said, grabbing his hand and stopping him, "thank you.

This means so much to me"

He gave me another hug that ended far too soon and said, "Good Night,

Lizzi."

"Good night, Mr. Stevens," I said.

He paused and said, "When we're not at school you can call me Alan."

I grinned and said, "Okay, Alan."

He left and I settled into my new place.

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The next two weeks passed in a blur. Alan dropped me off away from

school and I walked the rest of the way to make sure nobody saw us. We had dinner together every night and talked. I think that was my favorite part, just having someone to talk to that listened to me.

A storm blew through during the second week and we found a couple of

leaks in my roof and he promised to call the landlord or fix it himself

but, with school nearly out for summer, he was swamped and didn't get to it

in time.

The next storm that came in was bad. I was asleep and work to hear the

roof of my little place coming off. Water poured down into my room and all

over me. I threw off the sleeping bag and ran out into the front room.

A bolt of lightning lit up the night and I could clearly see the sky

through the hole above the small living room. I was worried the whole damn place was going to fly apart so I ran out into the storm and ran for the

back door of Alan's.

Freezing rain soaked me as I ran barefoot across the back yard. As I

got to the sliding glass door, I saw Alan yanking it open and yelling for

me to get in there.

I ran inside and stood dripping in his kitchen. A huge bolt of

lightning lit up the world around us and the thunder that accompanied it

rattled the house.

"Lizzi, are you alright?" He asked.

I nodded my head and said, "The roof came off my place."

"I heard it," he said. "Stay here and let me get you some towels."

Another crash came from outside and I wondered if it was one of the

trees in the back yard. Alan look at the glass door I was standing by and

said, "Better yet, let's get away from the glass."

I followed him into the house. He ran to the linen closet and pulled

out a couple of the big, fluffy towels he liked. He brought them over and

stopped, looking at me funny.

I looked down to see what was wrong and felt my skin burn.

I like to sleep in big, white t-shirts and my shirt was soaked and

completely see thru. I could clearly see my hard nipples under the fabric

and I knew Alan could too.

"You better dry off," Alan mumbled and turned away to go get some cadles in case the power went out.

I dried off as best I could and thought about the way he'd looked at me.

For the past few weeks I'd seen him looking at me like a man would look at

his daughter. I had to admit I'd loved those little looks. It made me

feel like I had a real family.

This look though, this one had been a hungry look, similar to the way

Paulie had look at me. Only, with Alan's look, there was a caring quality

to his desire unlike Paulie's raw need. I'd liked the way Alan had looked

at me and found myself wanting him t o look at me that way again.

I pulled my wet t-shirt and panties off and dried myself right there in

his front room. I did it, knowing full well he could come into the room at

any time and see me that way. I dried myself off slowly and, when I was

done, I wrapped a towel around myself and turned to look for him.

I walked through the house and found him in his bedroom putting out a

candle. Had he seen me or had he been in here the whole time? Part of me

felt a little disappointed thinking he'd been in here the whole time.

He heard me walk up and turned to face me. I caught his eyes quickly

running up and down my body and I felt another tingle of desire inside me.

"I better get you something better than a towel to sleep in," he said.

He went to his dresser and pulled out one of his t-shirts for me. He

handed it to me and said, "Go ahead and change, I'll make sure we have

matches by all of the candles in case the power goes out."

He left the room quickly and I felt the disappointment again. A growing

part of me wanted him to stay and see me the way I wanted him to see me.

I changed into the shirt and, again, went to find him. He was in the

front room, looking out at the storm.

"It looks pretty bad out there," he said. "If this keeps up we may get

tomorrow off."

"You say that likes it's a bad thing," I said with a laugh.

He smiled and came away from the window. He stood in front of me and I

could feel his discomfort radiating off of him in waves.

"I'm just glad you're okay," he said, looking anywhere but at me. "When

I saw the roof come off, I was so scared that you were going to be hurt."

"Even if I had have been, you were here for me," I said. "You don't

know how much that means to me."

I stepped forward and wrapped my arms around him. I felt his body tense

for a second before it relaxed into the hug. I held him, feeling the heat

of his body and the beating of his heart.

I leaned back and looked up into his eyes. I could see how much he

cared for me in those brown eyes of his. I leaned forward and touched my

lips to his. I pressed my lips harder against his and then opened my

mouth. My tongue touched his lips for a moment before his lips parted and I

felt his tongue against mine. The kiss was electrifying and I never wanted

it to end.

But it did when Alan broke the kiss and stepped away from me.

"Lizzi, we can't," he said.

"Why not?" I asked, stepping closer to him.

"Because you're 13 and I'm 42," he said, grabbing my shoulders to stop

me from getting closer.

I shrugged his hands off of me and pressed close to him. I threw my

arms around him and pressed my lips to his again. I pressed my body

against his as I kissed him and felt something poke me.

I broke the kiss and looked down. His erection had tented out his

pajama bottom and was what had poked against me. He saw where I was

looking and, his face burning with a deep blush, he turned away from me and tried to adjust himself.

I wrapped my arms around him from behind and held onto him. I could

feel his body shaking and knew his desire from me was close to overcoming

his need to stop me. I held my hand against his stomach and then began to

move it down. I slid it lower until I had my hand pressed against his hard

cock.

I heard him let out a small moan as my hand wrapped around the hard

shaft of his cock. I stroked him through his pajama bottoms and felt

myself becoming turned on by each moan of pleasure that escaped his lips.

I slid my hand up and pulled his pajama bottoms open. I slid my hand

under the fabric and touched the bare flesh of his cock. His whole body

jerked under my touch as I began to stroke him.

I ground my body against his as I slid my hand up and down his hard

cock, my own need starting to take over.

He grabbed my hand and pulled it out of his pants. I felt the

beginnings of disappointment when he turned, pulled me into his arms and

kissed me. His mouth opened and our tongues danced against each other.

He put his hands under my arms and picked me up. I wrapped my legs

around his waist and let him carry me into the bedroom.

He laid me on the bed and crawled into bed next to me. He pulled me

close and kissed me again. His kissed down my jaw and onto my neck. I

grabbed his hair and moaned as he nibbled his way along my neck.

He rolled on top of me and I spread my legs to let him lay between them.

I felt the hardness of his cock press against my pussy. I ground myself

against him, feeling his cock pressing hard against my pussy.

He rubbed himself against me and I shivered as little pulses of pleasure

ran through my body.

He rolled off of my and off of the bed. He pulled his shirt off and

then pulled his pajamas down. I stared at his naked, hard cock. He wasn't

as big or as thick as Paulie but I wanted his cock in a way I'd never

wanted Paulie's.

He pulled open his night stand and took out a condom. I stared at it,

my eyes wide. It was really about to happen.

He saw y look and asked, "This is your first time, isn't it?"

"Yes," I whispered.

"If you want to stop, we can," he said.

I shook my head vehemently. "No, I told you, I want to do this."

"I'll go slow and be gentle," he promised.

"I know you will," I said, giving him a small smile.

While he put on the condom, I took off my shirt and tossed it off of the

bed. His eyes slid across my body. They slid up my toned legs. They

lingered at the small, wet patch of hair covering my pussy. They trailed

up my flat stomach and onto my small breasts.

When his eyes met mine, he said only one word and it was the best word

I'd ever heard.

"Beautiful."

He lay on the bed next to me and kissed me again. It was softer this

time. I could still feel the desire but this was something more. This

kiss had love behind it.

He put his hand on my stomach and slowly slid it up to my breast. He

cupped my breast in his hand and rubbed it. I could feel my hard nipples

rubbing against his palm and it felt like all of the lightning outside was

now inside my body.

He kissed his way down my neck and onto my breast. His tongue drew lazy circles around my nipple, slowly circling in to flick against my hard

nipple. I cried out at his touch and needed more.

He slid his fingers between my legs and pressed his finger against my

clit. He rubbed his finger up and down my clit, making me shiver all over.

His finger trailed down and pressed slowly into my pussy. He worked his

finger in, deeper with each slow thrust while his lips kissed my nipple.

When his finger was completely inside of me he began to slide it in and

out, going a little faster with each thrust. I bucked my hips and gasped

with each thrust of his finger into me.

"Alan, please," I called out. "I need you."

He lifted his face and gave me a small smile. He leaned forward and

gave me a soft kiss on the lips. He slid his finger out of me and

positioned himself between my legs. Taking his cock into his hands he

pressed the head of it against my wet pussy.

He pushed the tip of his cock slowly into me, gently pushing it deeper

with each thrust. When the head of his cock finally entered me, I had to

bite my lip to keep from screaming. It hurt more that I'd expected.

Alan pushed his cock deeper into me and, after a little while, the pain

started to fade and the pleasure began to mount. With one deep thrust, he

pushed his cock all the way into my pussy.

My teacher, my father figure, my lover, he was every bit the man of my

dreams.

I wrapped my legs around his waist as he began to thrust a little harder

and faster into me. He leaned down and kissed me as he made love to me.

Little moans escaped our lips as his hard cock thrust deep into my wet

pussy.

He went faster, shoving his cock into my a little rougher with each

thrust. I cried out as he pushed deep inside me.

"Tell me what you want," he whispered to me.

"Hard," I gasped as I wrapped my arms around his neck.

He rammed his cock inside me and I cried out again. This was what I

wanted. This was what I needed.

He pulled my arms off of him and pinned them to the bed as he thrust

faster and harder into me. Being held down, completely at his mercy, set

something off inside me. I screamed as my pussy squeezed against his cock

and every nerve in my body burned with pleasure.

I felt his cock throb and heard him call out my name as he came inside

me. His cock made my whole body shiver with each pulse as he came. When the last of his orgasm left him, he slid his cock out of me and collapsed onto the bed next to me.

He gave me a soft smile that I returned with a huge grin. I wasn't a

virgin any more. I'd made love to a man, a real man, and it had been

glorious.

I saw him look down between his legs and frown. I looked and saw his

condom had some blood on it. My blood. It wasn't too bad but it was

enough for him to ask, "I didn't hurt you did I?"

"A little," I admitted. "But it always hurts a girl the first time. I

hear it hurts less with practice."

He looked at me and an evil little grin pulled up his lips.

"Practice, huh? I might be able to help a little in that area," he

said.

I grinned and said, "I wouldn't have it any other way."

We kissed for a little while and then he held me as I drifted off into a

wonderful, exhausted sleep.