**Emily's Diary part 1** *by [EmmieGirl](http://stories.xnxx.com/profile428526/EmmieGirl)*

---------------------- Part I ----------------------  
  
Dear Diary,  
  
That sounds like something a twelve year old would write and not a sixteen year old like me. But some amazing stuff has been happening to me lately that I feel like I have to tell someone, so I might as well tell a diary. I'm not sure I want anyone else to know, so this is as good of a place as any. So here I go...Dear Diary...  
  
First, a little about myself. I'm 16, like I said before. In school I'm considered to a nerdy girl. I can't see a thing without my glasses on. Nerdy or not, I like to jog. It clears the mind and helps me think. And yeah, it keeps me in shape. I live with my mom, little brother Kevin, and little sister Lindsey. I say "little" brother only because he's a year younger but ten inches taller than me. I'm 5'2". He's a good looking boy, popular at school and maybe a touch shy around the girls. Lindsey is 12. She's developing a reputation for being a fashionista. She loves clothes and has more than she can wear in a year, it seems. Mom recently moved up in the world, so to speak. So that helps keep Lindsey in fashion, Kevin in football, and me in books.   
  
And Dad? He's another story that doesn't deserve any mention here. I'll leave it at that.   
  
Well, this story starts just after we moved from the old house to the new. We moved for two reasons. One, the old house had too many unpleasant memories about my dad, and two, with Mom's new position we could afford far better. Now I bet Dad wished he stayed around. The new neighborhood was a gated community with some really nice houses. We lived in one of the smaller ones, but nice, none-the-less. Every house was on a large lot, many with trees and privacy fences. It seemed that just about everyone had a swimming pool -- except us, but I'm okay with that. The movers had just pulled their truck away when the first neighbor came over to greet us. I was in the driveway, taking a look around when she walked up. She was a petite woman, but curvy in the right ways, as Kevin would observe. She had the most beautiful red hair. Much more alluring than my plain brown hair.   
  
"Hello," the woman said with a bright smile, "My Madeleine Hill, Maddy for short."  
  
She stuck out her hand warmly and I shook it. "I'm Emily Shepherd. I guess just Em for short."   
  
Maddy laughed. "I see you like to read."  
  
"How did you know that?" I asked.   
  
"Oh, I just have a knack for that. I'm a literature professor at the college. I can usually pick out who is a reader." She gazed behind me at a stack of boxes remaining in the garage. "And besides, I see five boxes marked for your room and all of them labeled 'books,' so I can make a fair assumption."   
  
The boxes of books. Of course. It was a simple observation. "If you don't mind me saying so, Ms. Hill, you don't look old enough to be a college professor. I always pictured them as..."   
  
"Old and stodgy?"  
  
I nodded, hoping I didn't offend her. I mean, wow, a lit professor living right next door. Who could ask for anything more?  
  
"I appreciate you saying so. But I'm older than I look." She motioned to the boxes of books. "What do you like to read?"  
  
"Oh, a little bit of everything, I guess. I like the classics best. They're more challenging and I like to feel like I'm taking part in the history they portray. Does that sound weird or too nerdy?"  
  
She laughed. It was like the ringing of a delicate porcelain bell. "It doesn't sound weird at all, Em. And look at me. Really now, I love the classics. I teach the classics and do I look like a nerd?" She gave a little turn.  
  
"No, you don't."  
  
She leaned in close and whispered. "Well, I am. Just don't tell anyone, okay?"  
  
I liked this woman. I could tell right away that she and I were going to become great friends. I couldn't talk about literature to anyone in my family. Kevin only read sports magazines and Lindsey didn't read anything but about fashion. Mom knew some of the classics, but she was a business woman and preferred to talk about financial projections and corporate economics. It was like Maddy had read my mind.  
  
"I think you and I will be good friends, Em."  
  
"I'd like that."  
  
Behind me the front door opened. I looked around and saw my mom come out. Kevin and Lindsey followed her.   
  
"Mom, this is Maddy Hill. She's our neighbor and a literature professor at the college. Can you believe that?"  
  
"Maddy, it's nice to meet you." Mom and Maddy shook hands. "I'm Amy Shepherd. This is my son, Kevin, and youngest daughter Lindsey."   
  
"You have a handsome family Amy." The compliment sounded genuine.  
  
"Thank you."  
  
"Listen," Maddy said, "I know you're just getting unpacked and not prepared for any domestic duties so my husband, Davis, and I would love to have you over for dinner."  
  
"We couldn't intrude," Mom said, "We were just going to order a pizza."  
  
"Nonsense, it's not intruding. And besides, Davis makes a gourmet pizza to die for. They're better than anything that comes in a cardboard box."   
  
"Well," Mom looked at Kevin and Lindsey.  
  
"Mom, can we? Please." I begged.   
  
Maddy laid a hand on Mom's arm. We really wish you would. It would be our pleasure."  
  
"Okay, yes," Mom finally said, "that would be great."  
  
"Wonderful," Maddy smiled, "I'd love for you to see my library, Em. I'm sure I can find something in there that you haven't read yet."   
  
Kevin rolled his eyes teasingly. "More books for Em. That's all she needs."  
  
"Oh, didn't I tell you," Maddy said to Kevin, "Davis has one of the finest collection of sports memorabilia around."  
  
"Really," that got Kevin's attention, "no way."  
  
"Really," Maddy said, "Davis is a sports agent." She looked up at mom, "Why don't all of you be over about 7."  
  
"Sounds good, thank you. Come on kids, we still have a lot of unpacking to do. We'll see you at 7, Maddy."  
  
"Looking forward to it. It will be nice to have to have another reader here in the neighborhood."   
  
With that, Maddy turned and left. I did notice that Kevin's eyes followed the woman down the driveway. And I'm sure that they were watching out for her safety. Okay, I have to admit it, her hourglass figure was, well... stunning. But I don't want you to think I'm a lesbian or anything. I don't think it's wrong to say that another woman is attractive. It can be made as a simple statement without any sexual connotations, can't it?   
  
The rest of the afternoon passed quickly enough. We spent it unpacking. I loved my room. It was on the second floor on the southern side of the house so I got some great sunlight. It was bright and airy and I didn't have to share with Lindsey like I used to. The only problem was that there were no bookshelves. I had a smaller one, but I wanted to be able to display my books. Mom promised to have some built after we all got settled in.   
  
Around 6 we all stopped unpacking and started taking showers. In the new house, Lindsey and I shared a bathroom, linked between our two bedrooms. While I leaned towards modesty, it wasn't uncommon for Lindsey and I to see each other naked. We'd shared a room for almost twelve years. Privacy didn't happen. Even Mom was not hesitant to walk about naked when it was only us girls. She never did so when Kevin was around. Because of that, I didn't even think about locking the door between Lindsey's room and mine when I went in to take a shower. But before I stepped in, I couldn't help but think about Maddy as she walked down the driveway and how perfect her butt was in her jeans. I stood naked in front of the mirror and turned so I could see my butt. I ran my hands up and down it just trying to get an idea of how it looked. Yeah, it was a little skinny. But that's from my jogging. I could see some nice shape coming in the future as I got older.   
  
I turned back to face the front. Flat is the best word to describe my body. I had some boobs. But they were barely into a B-cup. Lindsey was getting ready to pass me by in the boob category soon. I cupped them with my hands. Still, they were nice. Small but nice. The door to Lindsey's room opened and she walked in. I quickly dropped my hands a grabbed a towel.   
  
"Sorry, Em. I didn't know you were in here."  
  
"It's okay," I turned to the tub, "I was just getting ready to take a shower."   
  
"I really have to pee, I hope you don't mind I go while you're in the shower."  
  
"No, it's okay."   
  
I started the shower and jumped in. The shower door was frosted so you couldn't see anything through it. But I heard the flow of pee hit the water. Thirty seconds later she flushed.  
  
"Thanks, Em. But hurry, I still have to take my shower."   
  
  
---------------------- Part II ----------------------  
  
Dear Diary, the Hill's house was elegant. And Mr. Hill, Davis as he insisted on being called, was heart stopping handsome. I don't usually find older guys handsome, but he was undeniably so. Tall, graying slightly graying, he wore a smile that seemed totally genuine that, to me at least, had a little bit of boyishness about him. When we got there, he had five personal size pizza dough servings laid out. And around the massive marble island kitchen, he had fifteen different kinds of toppings and four kinds of cheese. I really expected a formal style dinner, you know... stuffy. But the gourmet-build-your-own pizza was great and a lot of fun.   
  
After dinner Davis took Kevin to see his sports memorabilia collection (big yawn). I think Kevin was in heaven. Maddy took me to her library and that put me in heaven. She told me that I could have free access to the library at any time. And then she picked out a book by Dumas that I'd never read and told me to take it home and read it.   
  
The best part of the evening, however, was when they took us out back. Their backyard was like the Garden of Eden surrounding the pool. It was paradise.  
  
"Why don't you kids run home, put on your suits and enjoy the pool for the rest of the night." Davis said.   
  
Who could resist that offer. We ran home, changed, and headed right for the pool. While us kids played, splashed, and relaxed in the pool after a long day of moving and unpacking, Mom, Maddy, and Davis lounged in chairs poolside and talked. The three adults looked like they got along. They laughed and chatted the entire time we played. It was nice to see Mom enjoying herself. After Dad left, she'd never seemed quite the same.  
  
And finally, it was time for us to go home. That worked for me. I was tired from a long day and wanted to actually start the book Maddy loaned me.   
  
"You kids go on ahead," Mom said, still relaxed in the lounge chair, "I'll be home a little while. I'm staying to chat some more."  
  
I could barely keep my eyes open while I read in bed when I heard the front door open a couple of hours later. A few minutes later I heard Mom walk up the stairs. She gave my door a light knock and walked in.   
  
"You're still up late, Sweetheart." Mom sat on the edge of my bed. "Good book?"  
  
"It is," I closed it and put it on my nightstand. "Did you have a nice time tonight?"  
  
"I did. I think we're lucky to have some wonderful neighbors like Maddy and Davis."  
  
"I think so, too." I said.  
  
"And Maddy has invited you to come over any time you'd like," Mom patted my leg, understanding how much it would mean to me to be able to talk with a lit professor. "She has the summer off and spends her days working in that beautiful garden of hers."  
  
"Do you think it would be okay if I went over there tomorrow?" I asked.  
  
"I don't see why not. Enjoy yourself," Mom got up and went to the door, "sweet dreams, honey."  
  
I wished Mom the same as she left. I stared at the doorway for a few extra moments. I didn't want to say anything, but I noticed two things about Mom. She had a wonderful glow about her. And, two, she wasn't wearing her bra.  
  
---------------------- Part III ----------------------  
  
Dear Diary,   
  
When I woke up in the morning, Mom was already gone to work. She'd left us some chores to do to help get the house put in order. It wasn't that bad. It was kind of nice to get to know the new house. I couldn't wait to run over to over to Maddy's.   
  
I ran over to Maddy's and went to the side gate. A garden path wound its way up along the side of the house. I knew from last night that it would come out by the pool. An alluring mix of the scent of flowers filled the air. I imagined a garden in one of Jane Austen's novels would be the same as Maddy's.   
  
When I rounded the corner of the house and reached the pool there was Maddy kneeling beside a flower bed tending to some of the plants. She had on a wide-brimmed straw hat. And nothing else. I uttered a cry of surprise and slapped my hand over my mouth. I guess I'd hope to sneak back around the corner of the house before she saw me and maybe call her on the phone to warn her that I was coming over. But my cry caught her attention and she stood up.  
  
"I'm sorry, Ms. Hill. I didn't mean to barge in on you like this," I uttered turning around, "I should have called first."   
  
I started walking back out of the garden to the side gate when she called out to me.  
  
"Emily," her voice didn't sound angry at me for walking in on her nakedness. She sounded apologetic, "Don't leave. It's okay. Really it is."  
  
I turned back to her my eyes looking at the ground at her feet or over to the lounge chairs, the dogwood tree, the rain gutter on the house, anywhere but at her.  
  
"Em, I'm sorry, I should have warned you first. I just didn't think about it. I enjoy going nude in the backyard. There's so much privacy that I don't have to give it a second thought."  
  
"I understand," I motioned behind me in the direction of the gate, "I should probably leave and I'll come back later."  
  
"Nonsense," Maddy walked over to me. "Emmie, you can look at me, you know. It's okay. I'm not embarrassed by it." She reached me and lowered her head so she could look me in the eyes. "Look at me, Em."  
  
I raised my eyes to meet hers, trying not to notice her nudity in the process. My gaze met her rich green eyes.  
  
"See, it's not that bad is it? Does it really bother you? I can't be the first naked woman you've seen."  
  
I shook my head. "No, you're not."  
  
No, she wasn't. I've seen my mom and sister naked. And I've seen girls in the school gym shower naked. But some how this was entirely different.  
  
"Look around you, Em." Maddy waved her hand around the garden. "The houses are so spread out here and even the closest houses, yours being one of them, can't see in past the garden. So it's completely natural to be natural back here. There's nothing to be afraid of, and there's no reason for you and I to act any differently around each other. Okay?"  
  
I thought about it for a moment. She made sense.  
  
"Excellent," she clapped her hands, "now come over here and help me pull the last weeds from the hydrangea plot and we can start discussing the Dumas book I gave you yesterday." She turned and started walking back to the garden where she'd been working. "I'm assuming that you started it last night."   
  
Diary... I couldn't help but watch her perfect hourglass figure as she walked away from me. There wasn't a tan line on her skin, which made me think she spent more time nude out here than covered.   
  
I eventually came back to my senses and started following her. "Yes, I started reading it."  
  
"Wonderful," she knelt back down and started pulling some weeds.   
  
I knelt beside her and started pulling as well. Right away she started asking if I'd the extended metaphor that Dumas started in chapter two. We spent the next half hour pulling weeds and discussing the book while on her hands and knees. Sometimes we talked more than work. But through it all, I couldn't help myself.  
  
I think she was probably on the larger side of a C-cup. I don't think she made it to D. And while we talked and pulled weeds, her breasts jiggled and waved the entire time. Her nipples grew hard and then soft several times. And yes, it seemed very natural for them to do it. I planned on jogging later so I'd put on a sports bra which pretty much flattened my chest out completely. My breasts were so small that there just wasn't any jiggle in them like Maddy's.   
  
I couldn't help but stare at them. A couple of times I think she may have caught me. But if she did, she never said anything. That is, until she pulled the last weed and sat back, looking over at me. Her breasts settled into their normal position.   
  
"You don't have to hide your looking, Em."   
  
I knew what she was saying, but I couldn't bring myself to admit it. "I'm sorry, I don't know what you're talking about."  
  
"Em, if we're going to be good friends we have to have complete honesty with each other, don't we?"  
  
"Yes."  
  
"So," her eyes twinkled, catching the deeper green of the trees overhead, "you were looking at my boobs, weren't you?"  
  
Once again, I couldn't meet her in the eye. "Yes."  
  
"I'm flattered. And it's completely okay. You can stare at my boobs, my butt, or my pussy any time you want to."  
  
I think my jaw dropped. I couldn't believe that she said... pussy.  
  
"Relax, Em. It's okay. I suppose I could call it my vagina, but doesn't that sound so clinical?"  
  
I agreed that it did.  
  
"Pussy is part of our every day language. I have a pussy. You have a pussy and so does your mom and Lindsey. Nice ones I'm very sure of." She reached out an took my hands in hers. "I don't have to be a 'literature professor' twenty-four hours a day. Sometimes you just have to let you hair down and relax."  
  
---------------------- Part IV ----------------------  
  
Dear Diary, it's night and I wanted to get some thoughts written before going to sleep.  
  
I stayed for about another hour before I had to leave. By the end of that hour I grew more and more comfortable being around a naked woman. It just means that, like Maddy said, it seemed naturally. That doesn't mean I didn't stop trying to take a look at her now and then. And on occasion I found that I did try to catch a glimpse of her... pussy. She was completely shaved and for an odd reason, I found it attractive.   
  
I wasn't ready to ditch my clothes right then and there, regardless of how natural it felt. I mean it's one thing to be completely naked in front of another woman, but Mr. Hill lived there, too, and I didn't know what time he'd be home for lunch. I wasn't about to be caught out in the back yard without clothes on when he showed up.   
  
Mr. Hill... Davis, is a handsome man and through the rest of the day, I started thinking more and more. If Maddy walks around naked does Davis do the same. And just what did his, you know, look like? Even now, I'm thinking about it. Arrgh! I shouldn't be, but I can't help but wonder what he looks like naked, walking about in the back yard with his wife. And for a brief moment, I saw myself standing in the backyard with them... nude.  
  
It was odd, I shivered and got excited at the same time. I've heard of nudism and nude beaches, and stuff, but never spent too much time considering them. Besides my Mom and sister, no one has ever seen me naked. I was starting to wonder what it felt like. I had a friend at the old house. Heidi was far braver at that than I was. She loved to be on a webcam and tease guys. She's shown everything!! I spent the night at her house once and she pulled out the cam. I went as far as lifting my shirt to reveal my bra, but I couldn't bring myself to go any farther. But tonight, while it's dark outside, the crickets are chirping, and a light breeze is blowing through the window, a fantasy as started to grow. What would it be like to be naked in front of Maddy and Davis?   
  
---------------------- Part V ----------------------  
  
Dear Diary, I went to sleep last night doing something I don't do often. I masturbated. And I did something else I do less often... I had an orgasm. I replayed my new fantasy over and over again in my head while rubbing myself that by the time I was done I crashed fast asleep without even pulling my nightshirt down.   
  
I'm going to go back over to Maddy's later this morning. I don't have to worry about the other two. Kevin found a boy down the block who is on the football team for the new school, so he and Kevin are hanging out. Lindsey spends all her time on the phone with old friends, criticizing fashion magazines.   
  
When I woke up this morning, I found that some of the late night fantasies remained, but the courage I dreamed about in them faded in the daylight. I wondered what would happen when I went back to Maddy's today? Would she pressure me into going nude? She told me yesterday that I was welcome to be dressed or not. I'd be accepted the same, regardless, and I liked that.  
  
When I got there just before noon, I walked through the side gate again and around the house. I expected her to be gardening once again, but today she had the pool net out and was scooping up some leaves that blew in the night before with the breeze. And yes, she was naked.   
  
"Hi, Emmie," Maddy smiled warmly, "I was just finishing up."  
  
"Are doing more gardening today?" I asked, hopeful at a chance to be able to watch her more.   
  
"Not today." She put up the pool net, "I'm just going to relax by the pool with a cool glass of ice tea. Join me?"  
  
"Yeah that would be great, except," I looked in the direction of my house.  
  
"Except what, sweetie?"  
  
If I went home to get my bikini, there would be a chance Lindsey would see and want to come over. And that bothered me. It wasn't being around Lindsey that bothered me, but that if she came over I thought Maddy would get dressed to be around the younger girl. And I didn't want that to happen.   
  
"Well I didn't bring over a swimsuit."  
  
"Don't worry about that. You can run home and get it, I'm not going anywhere. Or you can just go natural like me."  
  
I bit my lip at that thought.  
  
"How about this," Maddy said, "just strip down to your bra and panties. That's not any different than a bikini. There's no one here but me."  
  
I thought about it for a second. And decided that would be the best alternative. So while Maddy settled into a lounger by the pool, I pulled off my shirt and dropped my shorts. And wearing just my underwear, I got in to the lounger next to hers.   
  
I looked over at her and she had her eyes closed and appeared completely relaxed, so relaxed that her legs were spread some revealing her... pussy... to all the world (which just happened to be me). I took advantage of her closed eyes and took a quick look between her legs. I couldn't help myself. I really wanted to see her. Unfortunately, she had opened her eyes and caught me. I quickly turned my head, as if she didn't know.   
  
She patted my hand. "Relax, Em. I told you I don't mind."  
  
I smiled nervously. But soon it was forgotten in the warm sun and fragrant flowers. We soon fell into a discussion of the of passive resistance in Ibsen's "Hedda Gabler." The discussion had me so engrossed that I didn't notice that Davis had arrived home for lunch and walked up behind us.  
  
"Hello, ladies," he said.  
  
The sound of a man's voice behind me made me jump. And then when I realized that Davis was right there, standing over us, I gasped, grabbed a towel and threw it over me. I was just in my bra and panties.   
  
If he noticed, he never gave any indication. "Beautiful day isn't it?"  
  
"It's lovely, dear." Maddy looked up at her husband and made no effort to cover herself. her legs remained open. "And this girl here has an extraordinary grasp of Ibsen for someone as young as she is."  
  
Davis smiled down at me. Not a sly smile of a man in the presence of a half-naked girl, but a warm genuine smile. "You don't know how grateful I am that she has you to talk to about that, Emily. When she'd out of class in the summer she can drive me nuts trying to drag me into some discussion of some author I've never even heard of. You're a life saver."   
  
"Davis," Maddy gave his leg a playful slap. "For that you're taking us out to lunch."  
  
He rolled his eyes in an exaggerated motion. "That'll teach me to open my mouth. Well, then you girls had better get dressed. Otherwise you'll be causing quite a stir at Bertanelli's when we walk in."  
  
Bertanelli's? Diary, did you hear that? Bertanelli's is the fanciest place in town. And I was going.   
  
Maddy stood up and gave her husband a hug. "You're so right. You do want to go, don't you, Em?"  
  
"Yes, if that's okay?" I answered.  
  
"Okay?" Davis said, "it's the least I can do for keeping me sane."  
  
"Run home and get dressed, we'll pick you up in fifteen minutes, okay?" Maddy said.  
  
No one seemed to move for a moment. I certainly wasn't going to stand up in my bra and panties in front of Davis. Not in real life, regardless of my late night fantasies. I kept the towel over me. Maddy caught my hesitation after a few seconds and took Davis by the arm and lead him into the house, "Come on, dear. She's still a little shy."   
  
---------------------- Part VI ----------------------  
  
Dear Diary, the lunch was totally awesome. The three of us stayed at Bertanelli's for almost three hours before Davis declared he had to get back to work. The food was elegant without being heavy. The flavors just exploded in my mouth.   
  
But now it's dark again. My window is wide open so I can listen to the crickets and a light breeze whispering through the pines behind our house. Somewhere an owl is hooting softly. And in the dim light of my nightstand lamp, that feeling is coming back again. That desire to partake in Maddy's nudism. And maybe Davis's nudism as well. What is it like to be nude in front of another man? It's one thing for Maddy to be naked in front of Davis, they're married. Married people do that. It's another for me, a girl of sixteen, to be naked in front of another woman's husband. And that is just what I wanted to do.   
  
Yes, tomorrow, Diary, I was going to do it.   
  
You'll have to forgive the short entry tonight. It's hard to type when one hand keeps fingering my pussy. I can say it now. And I like it. I'm sure you know what's about to happen. Good night.  
  
---------------------- Part VII ----------------------  
  
Dear Diary, Mom got home late last night. What timing. I'd just came after a luscious session of masturbating when she gave my door a light knock and came in. I had just enough time to pull a sheet up and grab a book. It was an interesting encounter. My book was upside down and I'm sure she noticed. My heart hadn't completely returned to normal either and my chest was still rising and falling quickly, despite my attempt to control my breathing.   
  
And she informed me that she'd stopped over at the Hill's house for a visit with her new friends. It wasn't hard to notice her glow and that her normally perfect hair was somewhat out of place. I'm sure she noticed me looking at her hair. But neither of us said anything to the other beyond good-night pleasantries.   
  
I'm beginning to wonder about the friendship that Mom says she has with Maddy and Davis. I may not have a lot of worldly experience in my sixteen years, but I'm a smart girl. On one hand, I was a little jealous. I kind of like thinking I had Maddy, and maybe Davis, all to myself. On the other hand, it's been a long time since I've seen Mom smiling and beaming like she has been in the last week. And I loved seeing her happy like that.   
  
Maddy had some kind of faculty meeting to go to for most of today, so I haven't seen her yet. But as the day has been going by I have been getting more and more nervous. I told myself last night that I would accept my nakedness in front of Maddy and Davis. I wanted to do it. Maddy insisted several times over the last couple of days that their door was open to us at any time. And so far, it seemed that both Mom and I had taken advantage of it. Though neither one of us admitted it to the other.   
  
Around six I saw Maddy's Lexus drive by. Grabbing the Dumas book she loaned to me, mumbled something to Kevin and Lindsey (Mom wasn't home, yet), that I was returning the book and ran over to see Maddy.  
  
"Hey, there, sweetie," she said grabbing an armful of groceries from trunk of the car, "grab a couple of sacks for me, would you?"  
  
I took what was left, closed the trunk of her car and followed her in.   
  
After she laid the groceries on the counter, she started untucking her shirt. "I've been waiting to get out of these clothes all day."  
  
"Maddy," I held up my hands, "wait."  
  
She stopped. "What's wrong, Em?"  
  
How did I say this? "I've been thinking a lot about this, about you being naked and how much you seem to enjoy it."  
  
"Yes?"  
  
"And I'm thinking that I want to try it, too."   
  
"That's wonderful, sweetie. You're more than welcome to here." She started undressing once again.   
  
"No, wait," I stopped her once more. "But there's some way I want to do it. Some way I have to do it?"  
  
She gave me a quizzical look.   
  
"I want to, ah..." I wanted to tell her, but was I crossing the line?  
  
"You can say anything here, Em. You know that don't you?" She walked over to the breakfast counter and laid her hands over mine. The were soft and warm like my favorite quilt on a cold, lovely winter night. "There is nothing you can say that would bother either Davis or me. We've really come to enjoy your company here."  
  
"Well, I want to be naked," I swallowed hard, "in front of both of you."  
  
"Okay, that's easy enough to do."  
  
"I, ah, I want the two of you to be dressed while I am." There, I said it. Would she think me to weird? Would I be a pervert in her eyes?  
  
Her hands never changed on mine. She didn't give me a look of shock. "There's nothing wrong with that, Em. I completely understand. It's kind of exciting being nude in front of someone else, especially if their dressed and they've never seen you naked."  
  
"You don't mind or think I'm like some weird freak or something?"   
  
She laughed. "No, dear, you're far from a perverted freak. You're just a normal teenager. And yes, I think we can accommodate your desire. Are you sure you want me dressed? It might be easier for you if I'm naked with you."  
  
I shook my head. "No, I've been thinking about this over the past couple of days, nights, actually. And I really want to feel what it's like to be completely naked in front of you and Davis."  
  
She winked at me. "Davis will be home in a few minutes. Are you wanting to try it tonight?"  
  
I nodded.  
  
"Well then, help me put away these groceries and he should be home soon."  
  
It took no time to put the groceries away. When we were finished we sat down with a couple of cold diet sodas and chatted while we waited for Davis. I knew I was ready. At least I thought I was until I heard the front door open and then I wasn't so sure.   
  
"Hello, ladies," Davis said as he came into the kitchen and saw us. "How's everything tonight?"  
  
Maddy stood up and gave him a kiss. "We're all fine and dandy, sweetheart."  
  
"I thought I'd see you sans clothes by now." Davis said, "especially after one of your faculty meetings."  
  
"Oh, I tried," Maddy said, "but Em asked me to stop."  
  
Davis looked perplexed. "I thought she'd be used to you by now."  
  
"It's not that, dear. It's just that Em has made a special request to us tonight."  
  
"What's that, Em?" Davis looked at me, looking like he was ready to grant my every wish.  
  
Gratefully, Maddy answered for me. "She would like to join our naturist ways."   
  
"Excellent," he smiled warmly, "nothing wrong with that."  
  
Maddy continued. "She wants to be naked before we get naked."  
  
"Okay," Davis replied almost matter-of-factly. I guess I'd half expected him to taken on the look of a lecherous man at the proposition of seeing a naked sixteen year old. But instead, he kept the same kind and generous look... that extraordinarily handsome look... that he always had. "And when would you like to do this, Em?"  
  
Yikes! The pressure was on me. I guess I just expected that it would happen. "Um, now, before I lose my nerve?"   
  
"Sure," Maddy said. "Let's go into the living room and we'll all get comfortable."  
  
Davis extended his arm before him, gentlemanly, allowing Maddy and I to go first. When we got there, he and Maddy sat down on their leather couch. I stood before them by the fireplace.   
  
"Are you sure about this, sweetheart?" Davis asked. "You're shaking."  
  
"It's a nervous excitement." I nodded, took a deep breath and pulled off my t-shirt.   
  
I had never willingly exposed myself to a man before (or a boy, for that matter), but here I was stripping before Davis and his wife. I kicked off my shoes and pulled off my socks. Even that action seemed intimate given the totality of undressing I was pursuing. I looked up and Maddy and Davis. They looked completely intrigued. Maddy leaned forward, watching closely. Davis sat attentively at her side.   
  
I unbuttoned the jean shorts I was wearing and the unzipped them. Even the sound of the zipper going down sounded exciting to me. And I started slipping my shorts down. After they passed my knees, they dropped to the floor at my feet, and I stepped out of them. There I stood before them, in my bra and panties, still covered, but crossing a line of clothed comfort.   
  
I reached behind me and undid the snaps on my bra and I nearly jumped when it went slack and loosely hung from my shoulders. I knew they wouldn't say anything in front of me, but I wondered after I left if they wouldn't joke about my small boobs. I took a deep breath and hesitated.  
  
"You're doing fine, Em," Maddy assured me.  
  
I closed my eyes for a moment and took a deep breath. I didn't keep my eyes closed, however. If my eyes were closed it would almost be like I was alone, and I didn't want that. As I opened my eyes, I let my bra slide off my shoulders and down my arms. There I was, topless in front of Maddy and her husband. And as nervous as I was, if I was alone I probably would have locked the door to my room and had another of my more frequently occurring masturbation sessions.   
  
"You're beautiful, Emmie," Maddy said.  
  
I looked down at my small boobs. "You don't think they're too small?"  
  
"On you," Davis said, "they're perfect. You have a figure that most women would kill for. Don't forget that."  
  
I smiled my thanks. I had one last piece standing between me and total nudity — my panties. I slipped my thumbs in the sides, took a deep breath, and slid them off. I stepped out of them and stood completely naked before two fully dressed adults. The feeling I felt was absolutely exhilarating.   
  
Maddy clasped her hands together and came over to me. She wrapped an arm around my shoulders. "You did it, Em. I'm so proud of you."   
  
Davis stood and walked over to me. Somehow, in my nakedness, he seemed to get several inches taller. "How do you feel?"  
  
I did a spin. "It's like a feeling of complete freedom." What nervousness I had seemed to vanish.   
  
"Emily," Davis said, "welcome to a whole new world."  
  
Without thinking about it, I went to him and gave him a big hug. There I was, completely nude and hugging and completely dressed man. He hugged me back. There was no hint of sexual arousal in the hug. It almost seemed fatherly.  
  
"Well, now," Maddy clapped her hands together, "why don't the remaining two clothed individuals shed their attire and we'll all have dinner together."  
  
I never considered what would happen after I stripped. In my fantasies, as soon as my panties were off and I saw Davis staring at my pussy I reached climax. Now Maddy was suggesting that we all get naked and stay that way, at least through dinner, which no one had even started cooking. Wow! I loved the idea.   
  
---------------------- Part IIX ----------------------  
  
Dear Diary, it took no time for Maddy and Davis to get naked. Now beyond babysitting my little nephew when he was three months old and needing a diaper change and seeing a few images online, I've never seen a naked man. I have to say that there is something beautiful about a naked man. Davis stripped down like it was the most natural thing to do and went about cooking. I loved watching him while he moved around the kitchen doing his thing. His penis was, well, large, even though it was not hard in the least. I found it hard to keep my eyes, and fantasies from it.   
  
I didn't get to sit at the breakfast counter and watch the cooking like I'd expected. Davis set me to work preparing the salads while Maddy seasoned the meat. Davis prepared a side of bacon wrapped asparagus. So the three of use moved around the kitchen doing our jobs. While the kitchen was large, occasionally we ran into each other. I was glad that I wasn't a boy when Maddy's and my butt brushed together several times. I would have been hard in a second, I'm sure, and it would have been obvious. Once I turned to the sink the same time Davis did and came together, my tiny boobs pushing into him and his penis pushing against my stomach. Surprisingly, he didn't seem to notice and acted like we both had clothes on.   
  
Dinner was grilled on the bbq and served on the back patio. There I sat, naked as the day I was born, out in the open, with two other naked adults. Occasionally a cool evening breeze would kick up and my nipples would get hard and my areolas contract as they did so. I noticed the same thing happening to Maddy. If Davis noticed, he gave no indication.   
  
And then it was time to leave. So here I am in bed, writing down the day's events, wearing only my nightshirt, the one with flowers. There's nothing underneath, including panties. And once my light goes out, I won't be able to refrain from playing with myself again. Only this time, in my fantasy, I won't be just stripping, I'll be reliving the feel of Davis's cock on my stomach. Yes, I said 'cock'. Like Maddy alluded, saying penis just sounds too clinical.  
  
---------------------- Part IX ----------------------  
  
Dear Diary, when I woke up this morning I couldn’t have felt any better. The sun was bright and warm coming through my window. Birds filled the air with happy noise, and I felt completely jubilant at the success from fulfilling a fantasy yesterday. Once again, I went fast asleep after reaching an orgasm last night. When I got up this morning I didn't bother putting on panties before going downstairs. My nightshirt is long enough to come down to mid-thigh so I didn't see a need.   
  
When I got downstairs and into the kitchen, Lindsey was still in bed and Kevin was already eating a bowl of cereal. He made some comment about me sleeping later than him for the first time this summer. I said something about the fresh summer night air having an affect on me. I walked over to the cupboard to grab a bowl for some cereal. One thing about the cupboards in this house was that they were high up. I had to stand on my toes to reach up and get one.   
  
I didn't think about it until after it happened. But the combination of standing on my toes and stretching up to reach the bowls, caused my nightshirt to pull up higher than I normally would have allowed it. It gave Kevin a great look at the lower half of my butt. When I turned around to see if he'd noticed, he quickly dropped his eyes to his cereal and took a bite. Yep, I'd say he noticed.   
  
Can you believe that, Diary? Last week I would have been mortified to have just exposed myself to my brother. And today, I hardly felt out of place with it.   
  
"So, ah," Kevin stuttered, "what are your plans for today, sis?"  
  
"Mom has a carpenter coming to make some bookshelves for me in my room, I have to stick around and let him know what I want. What about you?" I took a bite of cereal while I waited for him to answer.  
  
"Ted and I are headed to Mr. Hill's office. He said he has a meeting with an athlete that we'd really want to meet, but wouldn't tell me who it is. So we're riding down there on our bikes. It will take us an hour to get there so we're leaving soon."  
  
"Sounds exciting." It didn't really sound exciting to me since I don't follow sports. But I knew it would be for Kevin so I was happy for him.   
  
I finished my bowl of cereal, grabbed a bottled water from the fridge (being careful not to bend over too much, not yet, at least) and headed up to my room to get it ready for the carpenter. As soon as I walked into my room, I turned my back to the mirror. I stretched up and stood on my toes, just like I did in the kitchen. I wanted to see how much Kevin may have seen. Let me put it to you this way, Diary, depending on his angle of view (and I think it was pretty good) he may have even caught a glimpse of my pussy. Well, I thought looking at myself, it's not a bad view.  
  
I pulled off my nightshirt and put on my white one piece swimming suit. I've always liked this particular suit since it really accents my slim build. I pulled on a pair of cut-off's and set about moving boxes of books away from the wall where the shelves were going to be built.   
  
The carpenter showed up around ten in the morning. He was an older gentleman, about 50 or so. I was kind of hoping for a carpenter who looked like one of those guys from the home improvement shows. Regardless, George was a nice guy, although a bit talkative. And it wasn't hard to notice him taking peeks at me constantly while he worked.   
  
It couldn't be helped. One of the reasons I usually didn't wear my white one piece too often was because it lacked sufficient padding in the bra cups. A bit of cold water or a cool breeze was all it took to cause my nipples to stiffen up. As little as they were, they could get stiff enough to show through the swimsuit material. Oh, and it didn't always take something brushing across them, like water or wind. Lately, all it took was a simple thought.   
  
And I'd been thinking about future nude sessions at Davis and Maddy's house. That was all it took to keep my nipples hard. A week ago I would have thrown on a t-shirt in no time flat to hide them. But today I didn't care. Let George try to catch a glimpse, just as long as he finished my shelves.   
  
He did finish. The guy was a wizard with wood. By three in the afternoon I had a full wall of shelves with a desk built into the middle. It was perfect. I really wanted to head straight to Maddy's, but I knew that after the money Mom laid out for my shelves the least I could do was get my books all organized on them by the time she got home. So I spent the next three hours arranging and rearranging my books. First by genre, then by title, publication date, and finally alphabetical by author, sub-categorized by title. What can I say, I'm still a nerd at heart.  
  
Mom got home just as I finished up. She was as impressed as I was with the work. But she had better news, at least to me.  
  
"I got a call from Davis and Maddy," Mom said, "they're doing some barbeque out by the pool tonight and they've invited us. It's kind of their end of summer blow-out and they wanted to make sure we were there."  
  
"Great!"   
  
I was excited and nervous at the same time. What would happen if Mom found out that they were nudists and that I had been joining them... even if it was only once. What would happen if we showed up and they were naked?  
  
I stayed in my white one-piece and shorts for the BBQ. Lindsey wore a basic black suit. Mom, surprisingly put on her blue bikini with boy shorts. I was shocked. She never wore it in public, only when she decided to sunbath in the backyard. It was stunning on her, however. She still had an attractive hourglass figure and boobs proportionately sized to her height, which was eight inches taller than my 5'2. Why couldn't I have been taller. Even Lindsey was getting ready to pass me up in height, soon. Kevin, being a boy, simply threw on some swimming trunks and an old, holey Notre Dame Fighting Irish t-shirt.  
  
We showed up at their house, each carrying a side dish for the barbeque, and found the Hill's completely dressed. Well, for the most part. Davis wore swimming trunks, a Hawaiian shirt, and the silliest, old straw hat that I've ever seen. And yet, he made it look good. Maddy was in a green bikini that accented her red hair and green eyes beautifully. While a wrap covered her from the waist down, the top half of the bikini seemed to barely covered her areolas. Twice I had to whisper to Kevin to close his mouth. Secretly, I felt privileged to have seen what that little bit of cloth hid.  
  
Several other families were there when we arrived. After introductions I found out that some were associates of Davis and others were from Maddy's university. Altogether there were probably thirty people at the BBQ, of all ages. All of them wore clothing of some time or another. Mostly swimming suits. Not a naked person around. Oddly, I was a bit disappointed.   
  
The day wore into night and it seemed like everyone had a great time. Davis and Maddy were awesome hosts. They worked the crowd and made everyone feel at home. At some point during the evening, I went over to Kevin who was talking to an attractive brunette.   
  
"Hey, Em," Kevin said, "this is Whitney. She's a student of Maddy's"  
  
We shook hands. "Nice to meet you, Emily. Kevin's been telling me that your a book worm."  
  
I think she must have seen my hesitation and doubt.  
  
"I have to tell you," Whitney continued, "that I'm one as well."  
  
"Oh, great," Kevin gave an exaggerated roll of his eyes, "there's two of them."  
  
"Hush," I gave him a playful slap on the arm and he mocked that it hurt. "I'm going for a soda. Can I get you girls anything?"  
  
We both declined, and he left. Whitney and I spent the rest of the evening talking together. I loved listening to her talk. Her voice was rather sexy in an innocent, naive way. It was a bit high pitch and almost sounded like she was getting ready to lose it altogether. Kevin later told me that guys like a girl's voice to be deep and sultry or high and coquettish. Whitney had the second option. Me, I had neither.  
  
She was a third year student majoring in English lit with a minor in math. She'd started college when she was seventeen and was obviously very intelligent. I could imagine she'd be surrounded by guys at college. She was tall, with expressive brown eyes, with down-home grace that was very natural and appealing. And yes, her body was quite appealing as well. I would have put her breast at a small C or large B cup. They filled the cups of her swimming suit nicely with enough cleavage to be tempting. Her waist was thin and gave great curves to her hips and butt.   
  
I don't know how it got into the conversation, but I just had to say it. "I bet the guys just swarm around you at college. Why didn't you bring one as your guest to the party tonight?"  
  
She blushed and leaned closer to me. "Well, actually, I prefer the girls to the guys."  
  
I think I blushed at that.   
  
"I hope you don't mind that I said that." She bit on her lip. I'd seen her do that many times in the evening.  
  
"No, I don't mind."  
  
Before I could say anything else, Maddy came up and wrapped her arms around both of us. "I'm glad to see you two girls have met. Whitney is one of the brightest students I have and you, dear Em, will be making yourself known in the lit world soon."  
  
The evening wore on and soon families and associates started to leave. I was sad to hear that Whitney was leaving since we'd been having a nice conversation. I was a little surprised when she leaned over and gave me a hug, a kiss on the cheek, and told me that we'd have to get together soon.   
  
It wasn't long before Mom, Kevin, Lindsey, and I were the only ones left. We'd stuck around to help clean up and do some of the dishes. By the time I'd dried the last plate and put it back in the cupboard, I was exhausted. Lindsey was crashed out on the couch. Kevin woke her up, helped her to get moving, and got her going towards home, with him close behind.   
  
Mom told me that she was going to stay a bit and finish with the last bits of cleaning with Maddy and Davis. Maddy followed me to the door, gave me a hug, and thanked me for coming over and for staying and helping with the cleaning. It was the least I could do for all the nice things she and Davis had done for me.   
  
I was just getting ready to walk out the door, when I turned and looked back over her shoulder. I could see Mom sitting at the breakfast nook with a glass of wine. She and Davis were laughing about something. I looked at Maddy.  
  
"I don't really know what it is that you, Davis, and my Mom have going on at night, but let me say," I added before Maddy could say anything, "that when she comes home she's glowing and smiling. I haven't seen her like that in a long time. Not since long before my Dad left. So whatever it is, don't stop."  
  
Maddy hugged me. "If you want to know what it is, sneak back around and hide behind that shrubbery by the bird bath. You know where I'm talking about?"  
  
I said I did.  
  
"Give us about fifteen minutes and you'll see what makes her so happy."  
  
I felt nervous and excited about it at the same time. I figured it must be something really good or Maddy wouldn't tell me to come back. But was it so bad that I had to hide? I needed to find out. I told Maddy goodbye and headed home make sure Lindsey got to bed okay and to throw on some different clothes. The whole way home, my mind filled with all sorts of possibilities.  
  
---------------------- Part X ----------------------  
  
Dear Diary, what happened next was a big step in my life. I got home and Lindsey was crashed out on the couch. That wasn't uncommon for her. For some odd reason she liked to sleep on the couch. I think that despite her denials, the couch was closer to Mom's room. Kevin was finishing off the last of the milk — straight from the jug, no less — and said good night. When I heard his door close, I quickly went to my room and changed into a pair of jeans and a t-shirt. I didn't bother putting on a bra. It's not like I bounce much (if at all) and no one was going to see me anyhow. And I head straight back to the Hill's.   
  
I opened the side gate as quietly as I could, since it tended to squeak, and headed around the side of the house. I made my way through the lush garden of Maddy's and ended up behind the shrubbery by the bird bath just like Maddy told me. I found an opening in the shrubs and took a look. I couldn't believe what I saw.  
  
Mom and Maddy were by the pool, naked, and they were making out. Not just little kisses, they were burying their tongues in each others mouth. Maddy had her back to me and Mom hands down on Maddy's butt, massaging and squeezing. I couldn't quite see where Maddy's hands were, but I'm pretty sure they were up on my Mom's boobs.   
  
Davis walked out a few minutes later, just as naked as the women. Now I'd seen him naked before, but then his cock hung soft. Now it stood out stiff and in full glory. He came up behind my Mom, reached around her and started massaging both of her boobs. One of her hands left Maddy's butt and reached behind her and started stroking Davis.   
  
I thought I should be freaked out watching my Mom naked and having sex with another couple, but oddly, I was finding myself getting strangely turned on. I've watched some porn videos online just to see what it was like, and I found the pretend voyeuristic quality of it very unmoving and dull. But this was an entirely different feeling. What I was watching now wasn't an anonymously produced set of pixels moving on a computer screen. This was real skin, hair, boobs, pussy, and a very attractive penis. And my Mom had her hand wrapped around it, slowly stroking.   
  
As I watched, they changed positions. Mom turned and sat down on a lounge chair. Davis positioned himself in front of her, and she took his cock and began licking it along the bottom and down to his balls, back up again to the head, and teased it with her tongue. The look of ecstasy on Davis's face was beautiful. Maddy straddled the lounge chair behind Mom and took a boob with one hand and her other slid down between Mom's legs. As Maddy's hand moved down to my Mom's pussy, my own slid down between my legs.   
  
I was mentally kicking myself for changing into jeans. Regardless, my hand still pushed and rubbed.  
  
And then Mom took Davis completely. Her head bobbed back and forth. One hand fondled his balls while she did so. And after a bit, the work Maddy was doing on my Mom's pussy started to take hold of her. Her head rolled back and pleasure. That's when she stood up, turned around, and bent over. Davis stood behind her and slowly, teasingly, put the head of his cock against her pussy. I was hiding only 15 feet away and heard her moan as he did. And then he slid it in, little by little.   
  
Maddy positioned herself in front of my Mom and spread her legs wide open. I'd never caught a full glimpse of Maddy's pussy in the few times we were nude, but now I could see it right down to the pink. Mom knew what to do with it. She lowered herself to Maddy's pussy and started eating her out. What made if more exciting was when Maddy looked over at me, staring at me eye to eye and smiled.  
  
That was it. I couldn't stand it any more. I unsnapped and unzipped my pants and dropped them. My panties followed. I'd never masturbated outside of my bedroom or the shower, but here I was in Maddy's garden, with my legs spread as far as I could with my jeans around my ankles, and my hand rubbing myself wildly.  
  
I found that the circles I made over my pussy matched the thrusts Davis gave to my Mom. It wasn't long before Maddy couldn't keep her eyes in my direction. Mom's work on her pussy was getting to be too much and she was thrusting her hips with each lick.  
  
"Emily, what are you doing?"   
  
I gasped at the voice behind me, turned, and yanked up my jeans at the same time.   
  
"Kevin," I could barely breath, "what are you doing here? I thought you were asleep."  
  
"I just asked you the same question, but I got up to get something to drink and I saw you sneaking out. What's going on?"  
  
I did my best not to look too obvious at holding my jeans together at the zipper. But when I pulled them up I didn't pay any attention to my panties, and now they were bunched together at my thighs.  
  
"Shh,' I put a finger to my lips, "look."  
  
Even in the dim light I could see Kevin's eyes grow big.   
  
"Is that Mom?"  
  
"Yes," I turned back to the scene. Davis was pounding his sizeable cock deep into her pussy. Her tits were shaking back and forth. Despite that, she managed to keep her tongue working on Maddy. "Maddy told me that if I wanted to see what was making Mom so happy lately to come back tonight and hide here. So I did and that's what I found."  
  
I don't know if Kevin even heard me. He was too focused on the action. I turned my attention back to it, as well, nearly forgetting that I was having to hold my pants up. As we watched, Davis pulled out of Mom. For a second it looked like he was going to enter her again but then we noticed it was different.  
  
"Holy cow," Kevin muttered, "she's going to do anal."  
  
Davis slowly, carefully, pushed his cock into Mom's butt. Her concentration fell completely onto what Davis was doing, and she stopped licking Maddy's pussy. Maddy took over for herself with her fingers. I desperately wished I could be doing the same thing while I watched. I was until Kevin showed up.  
  
Each push, each thrust Davis took went deeper into my Mom's ass. And soon she had ever inch of Davis in her. I looked over at Kevin to see what his reaction was and saw that he was pulling his shorts down.   
  
"Kevin," I couldn't believe he was doing it, "what are you doing?"  
  
Without taking his eyes off the three adults, he pulled out his cock. It wasn't nearly as long as Davis's, but it was long and thick enough, I'm sure.   
  
"I'm just doing what you were doing a minute ago."  
  
"I was not." I don't know why I protested. It was true.  
  
"Whatever," was his answer. And with that, he started stroking it. "Don't let me stop you."  
  
I turned my attention back to Mom. Davis continued to ram his cock home into her ass. And I was so disgusted. Not with what he was doing, because it certainly seemed like Mom enjoyed it, but with the fact that I was hot, wet, and very horny. I wanted to masturbate right then and there, but I couldn't with Kevin standing next to me. Despite my hesitation, he was pumping his fist up and down his cock with exuberant energy. I couldn't help but try and sneak a peak at him now and then.   
  
Finally Davis pulled out of my Mom and said he was going to cum. As he said that, Mom and Maddy got down on their knees in front of him. It only took a few strokes with his own hand and he shot his load all over their faces. Mom and Maddy both had their mouths wide open and Davis alternated back and forth loading them up with cum.   
  
I heard a moan beside me and turned just in time to see Kevin shoot his cum all over Maddy's shrubs. I watched the entire time as what seemed like a geyser erupted from Kevin. Finally, he slowed, and stopped altogether. His breaths came like he'd just finished a 100 yard dash.   
  
"That felt good," he muttered.  
  
I feigned disgust despite my intense desire to pull off one of the leaves he just came on and feel it. I turned back to the three and watched as Maddy licked Davis's cum off my Mom's face.  
  
"Come on," I pulled on Kevin's sleeve, "we should get going."  
  
Kevin hadn't bothered putting his cock back into his shorts yet. It had gone limp and he had a funny look on his face. He pulled his shorts back up when tugged on his shirt.  
  
He nodded in agreement and started backtracking through the garden. I took the opportunity of his back to me to finally adjust my panties and get my pants zipped up correctly.  
  
  
TO BE CONTINUED in part 2...