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40+



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clockwise from
top of page:

HEIDI BROOKS

VANESSA VIDEL

SARA JAY &
LUSCIOUS LOPEZ

RACHEL LOVE

KENDRA SECRETS

JUNE SUMMERS

HEATHER PINK



50+

DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

50+

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Recently Heidi took a job in an office.

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Heidi

Heidi admits she hasn't quite taken to her new job, but does like a few of the younger guys she's met there.





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"I don't know how long
I'll be able to work there.
The people are nice and
I kinda like the work, but
there's no sex going on.
I like sex. I want it during
office hours, but I don't
think they'll allow it."

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*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

40+

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Vanessa

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*And go get your checkbook!
I have six cats, a mortgage, car
payments, credit card debt,
and a mother that likes to
play bingo every Wednesday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my huge delicious boobs.*

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Dear Editor,

David and I had been talking in chat rooms for more than three years when we decided it was finally time to meet each other. I thought this was going to be very exciting, and living a couple hundred miles apart, we decided to meet each other halfway. So I start on the long trip around nine in the morning and come to the town where we had planned to meet a few hours later. He said he'd have a room waiting for me, so I dialed his number and he gave me the name of the hotel and the room number. I was quite nervous pulling into the parking lot.

I found the room on the second floor and taking a deep breath, I knocked on the door. David opened it a moment later and I looked at him and smiled my biggest nervous smile. He was even better looking than I had imagined. I stepped inside the room and slung my arms around him. I close my eyes and take in every second of this feeling as he holds



To the 50+ editor,

I'm writing to thank you for bringing back Darryl, and putting her on the cover in that itty-bitty g-string. Her ass looks spectacular and she sure knows how to use it. I couldn't believe how well she took that cock in her butt. I know it probably doesn't hurt her too much, but the cock was in pretty deep. I've let a woman put her little finger in mine and it did hurt a little at first, but then I kinda liked it.

I also liked all the other models in the magazine, although Regan looked a little young for fifty. Even Darryl looks a little young but it really doesn't matter. There's just something really exciting about mature women who aren't afraid of their sexuality. Thank you for bringing them to me.

— Morris, Santa Ana

me tight.

Finally, we let go of each other. I brushed past him as I moved inside the room. He closed the door and turned to me and we stood there looking at each other and smiling until he touched my face with his hand as his lips came down on mine. I couldn't help but sigh as I felt his hard body pressing against me, knowing that he wanted me.

His hands started moving slowly over my body, squeezing and massaging me down to my hips and around to my ass as he pulled me against his throbbing cock. His hands slid down a little more and I felt myself being lifted and pushed against the wall. He kept kissing me harder and harder and then moved down to my neck. He lifted me up again and carried me over to the bed. He laid me down slowly and lowered himself on top of me, his cock so hard it was about to bust through his pants.

He began fondling my left breast, pinching my

nipple gently through my sheer top. I was so lost in the moment that I couldn't stop myself from pushing back, need-

snaking my tongue into his mouth, giving him hints of what's to come. I move down his neck and to his chest and start to



ing him even more. He stopped kissing me as his hands found the buttons on my top. I felt his mouth over my bra, sucking and teasing my nipple through the thin material. My hands slide down and give his ass a squeeze. I frantically start pulling his shirt up and over his head and let my hands roam over his chest with my mouth, kissing and licking.

Suddenly his hand is under my skirt. I feel his finger start to trace up and down my pussy, my panties still intact. I look up with a mischievous smile and grab his shoulders and push him onto his back. I kiss him hard,

lick and suck his nipples moving my tongue in circles, and then slowly down to his stomach. I unbutton his pants and then look up at him as I unzip slowly with my teeth. He lifts his ass a little as I slide his pants and boxers over his hips and down onto the floor. His cock sprang up at me making my mouth water.

I take it into my hand and stroke it slowly up and down. I began kissing all around his cock. I let my lips move over to it and I put a slow, suction kiss right on the end, tasting him a little again. I start stroking slowly again as I take the head into my mouth,

swirling my tongue around it. Then I look up at him and make eye contact, give him a quick wink and take the whole length right into mouth. I hear him take in a big breath and let out a long moan. I pick up the pace a little, and suck harder and faster. I feel his hands pressing against the back of my head and hearing him moan with each stroke.

I move back up and start kissing him passionately again as he rolls over on top of me. He raises up and roughly pulls down my skirt and panties in one motion. He takes his cock in his hand and starts moving it in circles against my clit. I reach up and grab his shoulders and pull him back down on me as I push my hips forward and feel his cock finally at my pussy. I push up against trying to get it all inside me, feeling it stretching me. He slowly moves, taking it almost all the way out and then making me take it all again, over and over. I feel my orgasm building inside and I'm about to scream as I hear him moan and start fucking me harder and faster.

Slamming into me as I wrap my legs tightly

around him, I pull him in deeper, meeting every thrust with my hips. I cry out as I feel his hot cum spilling inside me and I go over the edge. I feel a wave of heat from my toes up to my head. He lays on top of me for awhile, both of us sweating and panting but unable to break away.

– Lorraine, Memphis

To the Editors,

(It seems like my wife and I may have found our way after more than a decade of on again/off again couples therapy. We have always been attracted to one another, and sex has always been great, but we found ourselves constantly spiraling down a path of constant arguing.)

The other night I gave my wife a short kiss and made my way to our bathroom. I heard the bathroom door close and lock and suddenly my wife was standing behind me. Her hands reached in front of me, and she placed her left hand on my pants, squeezing my growing cock hard. Her right hand crawled upwards along my stomach, and reached my right nipple. Slowly she started caressing it, lightly touching it with

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her fingertip, gently rubbing it back and forth. After a while, she gave it a light squeeze between thumb and forefinger, and I let out a sigh. Her fingers closed on my nipple, and she pulled at it. She then released it and her middle finger started flicking over it very quickly.

(After two years of therapy, we got to a point where we started to talk to each other like adults. She talked about what she wanted to do, and whom she wanted to be, and a lot about what she wanted us to be. And after a while, slowly at first, I started talking back, telling her how I felt.)

I quickly undressed, opening the pants zipper and sliding them off with my underwear in one movement. My cock's head was covered with precum. I felt her body press against me from behind, and I let out another drop of cum. My wife

scooped it with her finger and rubbed it against her lips. I felt her hands reach between my ass cheeks, and she pushed forward with her thighs, holding them apart. Her cold hand caressed me for a second, and I then felt her finger lightly touching my asshole. I moaned, and her lubed finger slipped easily into my butt. She buried her finger all the way in, her palm reaching my body as she wiggled it inside my ass, moving it around before taking it out again. She let it rest against my hole as she reached around and grabbed my rigid cock.

(I was more into sex than my wife. She enjoyed it but didn't have the desire or need for it as often as I did. During our more troubled days we would have sex off and on, usually very satisfying for both of us. But I always wanted more, and when it was more off than on, well, that's when

things were at their worst. Once we started talking, a lot of it was about that. What I wanted, what she wanted, and what we could do for each other to avoid feeling bad, or pressured, or used. It was then I realized that while she didn't always want to have sex, she did like it a lot to have me enjoy myself under her direction.)

Her hand was on my cock rubbing it back and forth using my cum for lubrication. I moaned, and felt the pressure starting to build in my balls. Her left finger was now pumping my ass, and I was grinding against it. I could feel her body behind me, and her pubic hairs brushing against my ass as I pushed back towards her. I gasped. She was fucking my ass. Her hand pumped now as quickly as she could, and a wad of precum covered her finger. She stroked me hard and long, letting go momentarily to caress my balls, and them back to my cock.

Her head moved below my right shoulder. She pulled my shoulder back and moved her head around to my chest. I felt her wet tongue lick my nipple, and her lips closed around it. She nipped at it with her

lips and tongue. I came hard. My legs shook as my cock spat out wads of cum against her hand. I was moaning and as my orgasm subsided, I stood still, catching my breath. She lifted her hand to her mouth and she licked my cum off her palm.

I know that behind me she was masturbating, rubbing her clit the whole time. I turned around, and lay on the floor beneath her. Her legs were spread and she was rubbing herself. I spread my legs and rubbed my cock, my other hand caressing raised to caress her butt cheeks. She lowered herself onto me and sat on my face, moaning and shuddering, cumming against my face. She had never done this before, and at first I was surprised. Her ability to always come up with new things never ceased to amaze me. In the long run, I think we'll be fine.

— Howard, St. Louis

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We think that just by looking at this opening photo that there's some really hot sex on the way.

Luscious Sara Jay

Then, page by page, the ladies get hotter and the sex gets hotter, too. By the time you reach the last page, you'll be ready to pop, so get the tissue now.



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Now you have to admit,
that was pretty hot stuff,
but they're not done.
Not quite there yet?
Only the money shot
remains so get it up and
get it done. You won't
be sorry.

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"I like getting my
kicks the old fash-
ioned way. By get-
ting naked and
letting you do nasty
things to my mouth,
and pussy, and butt.
Then I'll do those
nasty things to you."

Rachel

"Is that something
you want to do to
me right now? Do
you want to do nasty
things to me, too?"



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"Now that you've done
it, watched me get nasty,
that is, I may just let you
do to me what he did,
and I'll do to you what
I did to him. And in the
end, we'll all have a good
happy feeling about what
we just did. then we'll do
it again and again."

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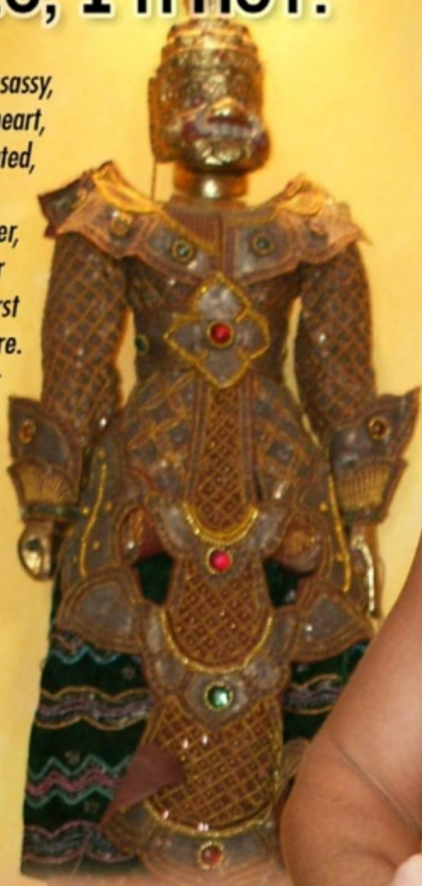
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*I'm also sassy,
a sweetheart,
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and your
very worst
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Kendra

"Just watch me initiate a new worker in our warehouse. I need to make sure he knows who's boss and what I expect of him. Believe me, I won't let him get off too easy."







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"I told him right away who was boss and how he needed to suck on my nipples and pussy. I told him to drop his pants to be sure he wasn't hiding anything. I found that the only thing he was hiding was a big hard on. Being the boss, I took care of that right away."

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Guilt gifts are nicer.*

finally, the perfect man a long night on the lake

EVERY WOMAN DREAMS ABOUT A MAN LIKE THIS, AND I FOUND ME ONE.

I decided to do the hour drive to Lake Mead from Las Vegas to the marina where I was to meet him at his houseboat. I had met him online several months ago on one of those adult dating web sites. We chatted for a long time before I decided it was time to meet him in person. When I did, I found a handsome man in his early fifties, about six foot, with salt and pepper hair. He had blue eyes and the most genuine smile, that I couldn't

help but feel attracted to him right away. He lived in Arizona but had a houseboat here rather than Lake Powell. It was his seclusion from the stress of everyday life where he could just chill and relax with no worries and no commitments. But it was still a lonely place without someone to share it with. And now that person could be me.

Online, he made me feel good and I made him laugh. Not only through our messages, but through our video chats and telephone calls. I found that you can fall in love online, even without the physical touching. It's an emotional thing that's in your head. You should have some kind of emotional bond with someone before you go jumping into bed with them.

I met him at the marina, dock #32, at his boat named "Relaxation." As I reached him, he gave me the biggest hug and kissed me right there on the dock. God,

it felt so good and he kissed just perfect. I love a good kiss-er and I knew he would be good in bed the moment I felt that kiss. I felt an instant rush of heat travel down my body and settle all around my groin area. I felt like I wanted to fuck this man right then and there. Instead he

escorted me inside his houseboat. He had prepared a light lunch and we sat on the open deck for what seemed like hours. I felt so comfortable with him.

Afterwards, we went inside and to the main bedroom suite where this huge flat screen tv was showing a roaring fire. The tv 'fireplace' was glowing invitingly and he pulled me to him again and I finally let my long trench coat open and to his amazement, I had nothing on underneath but my black lace thong underwear and black lace bra to match my thigh high black boots, which I had already taken off on the upper deck. We hugged and kissed some more. He kissed my neck and nibbled on my ears and whispered how much he adored me. I let my coat fall





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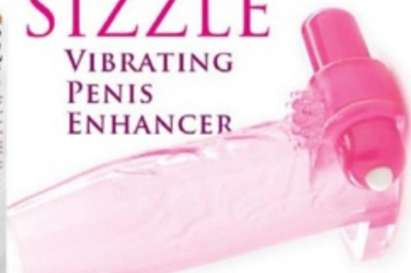
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*I flick my tongue around the head then
down the front until I reach his balls
and lick one of them at a time...*

to the floor. Our kisses got so passionate and hot, our tongues intertwining, flicking lightly into each other's mouths. I let my tongue slowly go around his lips and then back into his waiting mouth. He slowly unhooked my bra and it fell to the floor as he bent over to suck on my ample breasts, one at a time, while the other hand was reaching down into my panties, feeling my hot wet pussy. He let one finger slide inside. God, that felt so good! He slid my panties down my legs, bending over and lingering to give me a kiss and a flick of his tongue before standing back up, sending a shudder all through my body.

I saw that his beautiful cock was standing at attention with a glistening drop of cum on the tip. I bent down to lick it off and gently give him a kiss there. He let out a soft moan. He smelled and tasted so good. He picked me up and laid me gently down onto this huge white bear rug on his bed in front of the fireplace. This was always my fantasy, to be with a man on a bear rug in front of a fireplace. He told me he had gone out and purchased this rug just for me. He wanted this to be perfect.

The kisses were long, soft, deep and sensual, that made me warm all over, our tongues feeling each other. I kissed his whole face. Running my tongue around his ear and into it, tickling him, then down his neck, kissing and taking in the smell of this man. I worked my way down his chest to one nipple, nipping on it lightly, then to the other, teasing them. I slid down his belly, tasting every inch of him with my tongue along the way. Down, down I went, teasing him. He wants me to get there faster but I won't. I like to tease my men. I love to hear them moan, knowing I'm making them feel so good. My tongue

finally reaches the tip of his hard, throbbing cock. I flick my tongue around the head then down the front until I reach his balls and lick one of them at a time while rolling the other one gently in my hand. I lick my way back to the head that is dripping now with pre cum and I lick and suck it off, running my tongue all around that beautiful head again before my lips wrap around it and I suck it into my hot, wet mouth. I take it deep into my throat as far as I can while my tongue wraps around it and I suck at the same time, always moving my tongue while sucking. He groans and writhes and lifts his hips wanting me to take it all.

I love sucking on a man's cock. It makes me real hot and horny. I suck and lick him and tease him for what seems like an hour, while my hands are playing with his balls and one finger is playing around the entrance to his ass. I can tell it's driving him crazy. I

slowly turn my body around, never letting go of his cock.. till my ass is facing him and my pussy is within his reach. He flicks his tongue all around my outer lips to tease me. My pussy is dripping with anticipation now, wanting that tongue inside me and him sucking on it. Then he puts his tongue on my clit just for a second.

The big tease. He's as bad as I am. He continues to roam around the outer area, and then all of a sudden he has it all in his mouth, kissing it and sucking me gently, with his tongue moving in and out.

Somehow I knew he would be good at this, just by the way he kissed me. I can hardly hold back my first orgasm. I can tell he's ready to explode also, but we keep sucking and kissing each other till we can't hold it any longer, so I slowly let loose of that



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*I reach down between my legs where
his throbbing cock is and guide it into
my hot, wet, waiting pussy.*

hard, throbbing cock before it explodes into my mouth, although I love that too. But I wanted it all. I wanted to feel all of him and have that cock deep inside of me. I move away from his face and turn myself around and slowly kiss his cock and lick it some more before I crawl up his belly, leaving a wet trail behind from my oh so wet pussy.

I knew he wanted to put his cock into me right away but I continued kissing up his belly till I reach his nipples again and give them each a little bite. He groans even louder. I reach down between my legs where his throbbing cock is and guide it into my hot, wet, waiting pussy. I slowly sit up right onto it, letting it go in as deep as it could. I twist slowly and move up and down on it. I lean over and let my boobs fall on his chest while I kiss him and fuck him, grinding and moving my hips up and down in rhythm with his. I have to stop moving for a few seconds to let my pussy have those wonderful orgasms that I love when I fuck a man this way. He is holding off his climax and enjoying every moment. I love a man that can hold out for as long as I want him to.

I want more oral. I slowly sit back up and slide off his hard cock. So I slither up his chest till my very wet pussy is within his tongue's reach. He eagerly licks all around and then darts his tongue as far into it as he can. I get right up onto his face, holding onto a nearby chair that is sitting just beyond the bed. Somehow I seem to feel heat coming from the tv fireplace as the dancing flames make our sweaty bodies glow. I don't want this to end. He is kissing my pussy so nice and flicking my clit just the way I like it. It feels so good that I have to explode with another tremendous orgasm. He sucks in my juices with great gusto. His moaning tells me he's really enjoying this, too.



I have to get off again. I slide back down till his cock is right there at the entrance to my pussy and I sit on it again and just ride him. I lie down on him, fucking him and kissing him. We are lost in ourselves, enjoying the time we have, for we know it will end all too fast. We hang on to each other as he flips me

around till I'm under him now. I love a man lying right on top of me like this. Now it's his turn to be in control.

He fucks me slowly at first and it feels so good. Our pace is perfect as we get going, my hips rising up to meet his, his balls are slapping

my ass now, as he's building up to his climax. He lays on me and kisses me as he continues to fuck me. I'm about ready to have another orgasm but I'm waiting till I know he's ready and then I feel his body tense and he's getting ready to cum. He lets out a manly growl as only men can do when they are cumming inside a woman. I explode with him. It's wonderful. We are kissing and breathing in each other's breath and we both start laughing.

This feels so good that I don't want it to end. We lay there on that bear rug exclaiming to the best sex we ever had. Exhausted, our hearts were beating together as one till we settled down and felt the calmness over taking us. We laid there in each other's arms, tired, happy, worn out, and loving the feeling it gave to both of us. He kisses me so gently. I reach down to his manhood and caress it with my hand, not to excite him, but to show the appreciation that I feel. We finally fall asleep into each other's arms with the only sound being the waves slowly rocking the boat. In the morning we make love again and get up around noon. He takes the boat out into the lake with him at the helm and me sunning on the deck just below him. I start caressing my pussy and look up at him to be sure he is watching. He is.



"I am not what you'd call a discerning woman. I'm a sexaholic. I gotta have sex, and if a guy's got a hard cock, then I have to have it inside me."

June

"I've been in clubs where I've molested the waiters and bartenders, and even once, got the maitre'd. I can fuck any man I choose. And I choose... YOU!"





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"Just thinking about sex makes my tight shaved hole drip juice. I'd love to watch my pussy get creamed with your spew. Bury your throbbing rod in my tight ass which is perfect for holding when you ram your rod into my tight butt hole."

"And when you're done doing that, I'll tell you my name is..."

Heather





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"I especially like fishing around in a guy's pants for his cock. It's usually hanging limp and low, but when I get my hands on it, I can feel it grow. I'll pinch and squeeze until it gets hard, and then unzip him and pull it out. I play with it for a while until my mouth goes down on it and I gobble it all up."

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