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"CAROLINE!?! " Max yelled for her perky, blonde roommate. There had to be some sort of explanation for what she found on Caroline's phone. She couldn't think of one, but there had to be... And an explanation for why she was so turned on by it.

"CAROLINE!" Caroline came inside from brushing Chestnut's mane, irritated.

"I'm not deaf, Max. Well, I probably am now." Max swiveled, manic, holding the phone screen to Caroline's face.

"What. Is. This?" Caroline's face dropped, turned beat red, then white. She couldn't meet Max's eyes. Instead she feigned disgust and stomped the way she came, retreating towards the back door.

"That is truly disgusting, Max. I mean... I can't believe you used my phone for that! I'm going to be on a watch list... And I probably have all the internet STDs! Thank you, very much! I can't even look at you! I need Chestnut to cheer me up." She rushed through the door way, hoping Max would believe her performance.

"I bet you can't and I bet you do!" Max hollered as she ran after her into the barn. She followed until Caroline was trapped in the back right-hand corner between Max and Chestnut.

"Oh no you don't, Your Majesty."

"Your Majesty? Really, Max? A dig at my past wealth now?" Max smiled, showing all her teeth. Her signature expression before delivering the verbal blow.

"You're right, but Caroline the Great is dead on." Caroline, red as a tomato, gaped at Max.

"Max! How do you even know about Catherine the Great?! Didn't you drop out of fourth grade? I'm so proud of you!" Her voice a little too bright. Max wasn't falling for it. She glared at Caroline, blocking her escape.

"Hey, I know some things! Okay, fine. I have gone down lots of rabbit holes on YouTube, but that's not the point, Tom Green."

"Tom Green pretended to hump a dead moose, not a horse, and it didn't come out that he was a zoophile!" Caroline brought her hand to cover the gasp that escaped, realizing what she had admitted.

"Aha! You said it! Also, I did not know that's what horse fuckers were called."

"That's what it's called when someone is sexually attracted to any animal! And I am NOT a horse fucker!"

"Oh, so you just get off to it." Max was sure Caroline's blush would never go away. She had an errant thought about how she knew how far that blush spread.

Being roommates for years they were comfortable in their bodies around each other. She'd seen Caroline straight out of the shower to air dry more times than she could count. The attraction crept up on Max as Caroline filled out a little more and got a little less annoying. But only a little less. The only thing keeping Max from coming on to her was just how irritating she was. While she knew she had this demented attraction to her, Max never realized she herself was a zoo filly or whatever.

"Have you ever...? With Chestnut?" Max asked more in wonder than judgment, but Caroline missed the tone and was deep in a rant about how she would never ever touch Chestnut and how disgusting she felt. Max was only half listening as her eyes darted back and forth between Caroline and Chestnut's semi hard on. 'I wonder...'

"Caroline, shut up." Caroline shut her mouth, waiting for whatever Max would say or do.

"Maybe," Max started, "Maybe I'm not judging. Who am I to judge? I mean, maybe it's kinda hot." She looked at Caroline for a reaction. Caroline's eyes were blown wide from shock and nervousness. "It is?"

Max couldn't stand it anymore. The built up sexual frustration from this irritating blonde was one thing, but now Caroline stood there, innocent wide eyes, while Max was dripping just thinking about Caroline's lips on Chestnut's cock. She crowded Caroline further against Chestnut, dropping down on her knees in front of her. Max's face was a breath away from Caroline's pussy. She turned her head to see she was about even with Chestnut's fifth leg.

She gave Caroline a sly smile as she leaned forward and scratched her teeth against her khaki shorts. Caroline gasped and subconsciously ran a hand through Max's dark curls. Max took the opening and made quick work of stripping the shorts away. She wasn't surprised at all to see Caroline had no panties on. It was laundry day.

She slid back up against Caroline's body. She slid her hands up her sides and then slowly lifted her tank top off and threw it to the ground. Now she was standing completely naked. Max quickly rid herself of her clothes and pulled Caroline to the ground. She guided Caroline's hand to Chestnut's monster cock.

Caroline snapped out of the trance she was in and hesitated as Max held their hands hovering just under Chestnut.

"Max I can't. I can't do that to Chestnut."

"But you want to?" Caroline bit her lip. Max ignored Caroline's protests and set her hand on Chestnut's cock. She rubbed their hands back and forth at a steady rhythm.

Chestnut neighed in what the girls could only assume was surprised pleasure. It didn't sound pained and Chestnut's massive dick was getting harder and heavier. Max took her other hand and circled Caroline's clit with the softest pressure.

Caroline and Chestnut bucked once, nearly in unison.

"See, he wants it as bad as you do." Caroline looked horrified.

"God, no, Max. I- I can't! Chestnut could kill me! And I wouldn't be able to look him in the eye again."

"Do you trust me, Caroline?"

"Absolutely not." Max continued as if she didn't hear her, "you know how you're always seeking approval?" her eyes wandered Caroline's body, "be a good girl, shut your mouth, and listen for once."

It all happened so fast. Max rolled onto her back, pulling Caroline's cunt to her face, forcing her to ride Max's tongue. As she moaned and rocked herself against her face, Max positioned Caroline at just the right angle.

"Suck Chestnut's cock like a good girl and maybe I'll make you cum more tonight."

Caroline gasped when Max went back to her efforts, hitting a sensitive spot. Lost in lust, Caroline obeyed. She held Chestnut up with the palm of one hand and tentatively licked a stripe up the underside of his giant dick. Max moaned at the sight of Caroline above her, tits bobbing, as she licked Chestnut's length.

Max moaned and sped up her pace, frantically trying to make Caroline cum. She nearly lost balance at Max's intensity. Her free hand shot out to steady herself, but she came in direct contact with Max's breast. Max moaned louder against her cunt and her whole body tingled. Caroline began

kneading her tits. She especially liked the feel of the noise Max made when she lightly circled her nipple, then pinched it hard.

Max's eyes never left Caroline. Their gazes caught, Max sucked hard on her clit as Caroline attempted to swallow Chestnut's tip. Chestnut's cock bobbed away from Caroline's mouth from the force of his ejaculation. His semen covered a cheek and her tits. Max came at the sight. Her cunt ached to be filled by anything as she embarrassingly came. She grabbed Caroline's thighs, entering a single finger inside her cunt, she licked and sucked on her clit, willing Caroline to finish so she could have her way with her in every room of the apartment.

Max finger fucked Caroline hard. As she grazed her clit with just the tiniest pressure, Caroline came, screaming Max's name over and over until she collapsed.

"Good girl. You did so good. You looked so hot sucking Chestnut's big horse cock." Caroline whined and panted, unable to move.

With a renewed energy, Max dragged Caroline out from under Chestnut. She left her lying a couple feet away as she retreated to the kitchen door. Caroline propped herself on her elbows to look at Max's retreating figure.

Max turned back to Caroline as she stood in the doorway.

"Get your ass in here. It's my turn to ride your face."