

Caught Between Lust and Love

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Description: What started out as a simple mission to invade and gather intel from a changeling hive has already gone bad for Sterling Spear, the royal guard sent on this mission. Caught and Captured, he sits in the cell of the underground prison, chained to a wall with changeling guards keeping watch at all times.

The hours seem to drag on for an eternity as he sits in silence, pondering to himself on several ways to escape. There just had to be something these guards wanted. Both had not left the cell since the moment they were locked up, and they just had to be drained of that precious food supply that only a member of their species could feast on...

Warning: Contains unusual fetishes such as slight musk, genital worship, and spitroasting.



Drip... Drip...

Small droplets of water fell from the ceiling, accumulating into a small puddle of dirty water in the corner of the room. The room in question was incredibly small, only containing a bucket for a stallion to tend to his personal matters, and a lantern hanging from the ceiling to light up the room. There was no bed, forcing him to sleep on the uncomfortable, dry floor. This, of course, was to be expected of a prison cell— complete with guards at both ends of the barred front entrance.

The cell contained a single prisoner, sleeping on the uncomfortable floor. He was a white-coated stallion with light-blue eyes, a dark-blue ruffled mane, matching tail, and a golden spear as a cutie mark. His build was above average, with muscles just toned enough to be noticeable, but nothing special. He seemed to be in great physical shape and was quite clean, except for a few bruises and dirt patches here and there.

Eventually, the stallion stirred, his eyes fluttering open and a yawn escaping him as he stretched. It seemed as if this was the stallion's first time in his cell, as he gasped at that sight of the black, stone walls and metal bars. He then slowly got up to his hooves, only to be greeted with a metal clanging sound and something tight clinging to his left back hoof. He jerked his head back to see a single shackle around his hoof, connected to a metal chain on the wall. This prevented him from moving even a few feet in any direction, and he was forced to just plop back down onto the cold stone floor.

Upon closer inspection of the guards, he saw that they weren't members of Celestia's Royal Guard as he was, but changelings, who were taller than him and wore no armor or weapons of any kind.

They must be strong enough to take on a pony with nothing other than their bare hooves, he thought. Probably not a good idea to provoke them.

Well, it seems like my worst fears have been confirmed, the stallion thought to himself with a look of worry on his face. Caught, imprisoned, and nopony even knows I'm alive.

The stallion didn't know what to do, especially stripped of his armor and weapons.

I can't believe I let this happen. How did I even manage to get myself caught? The plan was foolproof...

"I-I'm sorry, could you repeat that?" the young member of the Royal Guard stuttered, looking dumbfounded at the mission he had just received.

His general didn't look amused. "Private, what is your name?" he asked in a cold, lifeless tone.

"Private Sterling Spear, sir!" the guard replied with a sense of pride.

The general didn't change his expression, and replied in the same tone, "Well, Private Spear, the Princess has ordered a scout to check out the newly built changeling hive just on the Equestrian border. Because you're the only soldier available at the moment, I'm ordering you to do it."

"Changelings? As in the same changelings behind the Canterlot invasion? But weren't they defeated and banished?" Sterling Spear spoke in a fearful tone, as if considering to pass on this assignment.

The general shook his head. "No, this is a completely different set. Changelings aren't a hivemind. They're a species with hives scattered all over Equestria, each with a different Queen. But ever since the invasion, the Princess has been paying close attention to these creatures."

Sterling's ears perked up after hearing this. "Wait, how long has this new hive been around? How long has she known about this?"

"Our scouts only just discovered it a few days ago, but according to the structure and state of the hive, we believe it's been around for a month at the least."

"A month! There's no telling the damage they've already done!" Sterling Spear gulped audibly, remembering the Canterlot invasion.

"Calm down, Private!" the general snapped. "Your job is to go to this newly established hive, find out if something suspicious is going on, then report back here immediately." He leaned forward, staring into his widened eyes. "See if you can find out anything else about those changelings as well. There's a lot that still remains unknown about their species."

Although now filled with many questions, Sterling Spear gave a hearty, "Yes, sir!"

"One more thing." The general picked up a saddlebag and passed it over to the guard. "Your supplies. A map with the location of the hive and the surrounding areas, some rations, and an invisibility potion for the infiltration. Questions?"

Sterling opened his mouth to reply, only to be immediately cut off.

"Don't care. Dismissed!"

Sterling was abruptly pulled from his thoughts by a loud metal clank. Looking up, he saw one of the guards banging their hoof against the metal bars of the cell. He had an annoyed look and stared straight at his prisoner.

“Quiet!” he shouted in a firm tone, making the poor stallion flinch visibly.

These guards seemed to be nothing like Celestia’s Royal Guard. While her guards always stood at attention, silent and stoic, these changelings completely lacked that discipline. Either they were poorly trained or the changelings as a whole had no respect for ceremony.

Either way, at least their casual conversations had let him know that he could speak with them. The real hurdle would be convincing them.

Well, shit. They’ve already taken all my stuff, and I couldn’t fight them either. What can I do? Sterling thought to himself, eyes glued to the changeling guards.

As he stared, he noticed something peculiar about them. Like their legs, their tails contained several holes. The stallion saw right through them, having a somewhat obstructed view of each one’s genitals. From what he could tell, each one had exactly the same-sized member, which looked to be a good five inches flaccid, as well as the same softball-sized balls.

A blush suddenly crept up on his face. He didn’t want to admit it, but he did enjoy the view before him. Sterling wasn’t the straightest stallion in Equestria, but he wasn’t some cock-hungry slut. The only time he ever caught himself staring at another stallion was during a visit to the Crystal Empire. *“I don’t know why, but that higher-up was just so damn sexy.”*

As much as Sterling didn’t like being in this position, he couldn’t help but think the changelings in front of him were quite attractive. The more he stared at their genitals, the more he felt the desire to have his way with both of them.

Before he knew it, his stallionhood began to slip out of its sheath, inch by inch, until it stood at half-mast and rested on the stallion’s belly. The feeling brought out a very soft moan from the stallion, who instantly covered his mouth in fear the guards might have heard. Thankfully, they hadn’t turned around, so it seemed they didn’t notice.

Heh, I’d never get away with that in the Guard. Somepony really needs to whip these changelings into shape.

“Mmn, oh how I’d love to just—wait, love... I remember reading somewhere that the main food supply of changelings is love. I wonder how that works,” Sterling thought, unsure of whether that meant the mental feeling of love, or a more physical type of love. *“Does the process hurt? Will I be unable to love again? How long will this take? Will they let me go if I do this?”*

All these questions bounced around in his head as he weighed the options of each. *“Well, it’s not like I have much of a choice. I might as well take my chances.”*

Now all he had to do was get their attention and hope for the best.

“Well, this looks like the place,” Sterling said to himself as he double-checked the map.

He stood before small cave entrance at the edge of the Equestrian border, looking to be undiscovered by local residents, not that there were many in this area.

Sterling put the items back into his saddlebag and started to scavenge through it. It didn’t take long for him to find a glass bottle of a thick, purple liquid. Sterling looked over the small bottle in his hoof, examining it closely as he wondered how it would taste and how much he should take.

As he turned the bottle over, he saw a note attached to the back written in elegant hoofwriting. It was also very small, so he had to lean in close and squint in order to get a good look and read it properly.

Only one tablespoon is needed per use. Expect results within a few minutes. Do not...

The sound of hoofsteps startled him. He realized they were coming from the cave and panicked as they drew closer and closer. He popped off the bottle cap and gulped down his best guess for the correct dose.

Like the note said, nothing happened right away. Desperate, he ignored the instructions and drank as if his life depended on it. All of it disappeared down his throat and he hastily shoved the empty bottle back into his bag, hoping for the best.

It seemed to do the trick, as only a few seconds later Sterling found himself completely invisible, armor and saddlebag included. Just in time too, as a small changeling emerged from the cave’s entrance.

The changeling, around the same size as Sterling, looked to be an average member of the hive. It stepped out in the cool evening breeze, but halted and began looking around. The creature must have heard something. He examined the area, once even looking Sterling right in the eyes without knowing it. There was something about the creature’s blue, fearless eyes that fascinated the stallion.

Sterling stayed completely still the entire time and hardly dared to breathe. An eternity seemed to pass before the changeling scoffed and turned around, trotting back into its home.

Sterling thanked Celestia under his breath, preparing to make his way into the cave to start his investigation. He took only a few steps forward before remembering there was still another part to the note on the potion bottle. Sterling stopped and retrieved it, only to find that it, too, was invisible and now impossible to read.

With a sigh, he closed his saddlebag before venturing onward into the cave.

While the captured stallion was deep in thought, the sound of snickering pulled him back into reality. He saw his guards looking back at him with teasing grins. He wasn't sure if he should be intimidated or if they were planning something. Either way, he had no idea what was going on.

Sterling hoped they wouldn't act hostile as he asked, "Wh-what's so funny?"

"Heh, do you see something you like?" the one of the right said in a teasing tone, much different from the harsh shout from earlier. His eyes flicked down towards the prisoner's crotch.

Upon looking down, Sterling realized in embarrassment that his stallionhood was out in the open for the two changelings to see, still half-erect.

The other changeling smirked at him. "You know, most ponies we capture are usually terrified out of their minds, not horny and ready to fuck."

Instead of trying to cover himself up, Sterling tried a different approach. "W-well, maybe I'm not like most ponies... I mean, I gotta do something while I'm in here, right?" He tried to sound confident, but the blush on his face and the stuttering ruined that hope.

He then brought a hoof down to his half-erect member, desperately trying to bring it to full mast with thoughts of what could possibly happen later on. It took a little imagination—dirty thoughts of the two bigger changelings spitroasting him like an average whore—but he was able to bring his cock to its full eleven-inch length. The changelings stared wide-eyed at the display, looking shocked at the stallion's behavior, or a bit aroused, or maybe both.

The silence was eventually broken by the second changeling. "Oh, you're different, alright. I've never seen anypony openly get off in the presence of others."

As the changeling spoke, Sterling could have sworn he saw something growing between both of their legs.

Sterling couldn't help but grin, knowing they liked what they saw. Trading love for freedom looked more and more likely to work.

“Well, how can you blame me with two sexy creatures right in front of me?” Sterling tried his best to sound seductive, but to his dismay the changelings looked more annoyed than aroused.

“Flattery won’t get you anywhere,” the first changeling said. He and his partner both turned away from him.

Sterling rolled his eyes, still holding his erect member. Seductive language wasn’t going to work, but they sure seemed to like watching that thick cock of his grow.

Well, if it's my body they like...

Sterling got up on his hind legs, the movement rattling the metal chain that bound him.

Both changeling guards performed an about-face. They looked ready to strike, but Sterling merely smirked.

“Oh, don’t mind me. I just need to stretch for a bit. Nothing out of the ordinary,” Sterling spoke innocently.

He placed both of his forehooves behind his hips and leaned back. He slowly thrust forward, showing off his black, thick equine cock in all of its glory. Swaying underneath were his hefty balls, weighed down with his cum. He looked up at the ceiling rather than directly at them.

He stood there for a good few seconds, groaning as he stretched before turning around. The stallion knew without looking that they continued to stare at him, causing him to smirk to himself despite his lingering doubt.

With his back and rear end now in view of his audience, the teasing stallion placed his hooves above his toned flanks and repeated his thrusting motion. He casually swished his tail out of the way so that the changelings could have a good view of his firm backside.

Due to his constant exercise and workouts, Sterling knew that his rear was quite an eyeful. He also spread his legs, offering an even better view of his plump, swaying sack.

“You want something,” one of the changelings said. “What is it?”

Sterling stopped and got back on all fours before facing them. He was glad to see they had been staring the whole time, and his eyes widened at what he saw below each of them.

Both changelings now looked to be sprouting hard-ons, the tips of each shaft bobbing slightly below their chests. They looked nearly identical to a horsecock, except for a slightly thinner medial ring. The sight had the stallion biting his lip to hold back a moan, while a drop of precum leaked out of his own raging member.

“Wh-what do you mean?” Sterling managed to ask, his face now as red as a freshly picked tomato.

The second changeling rolled his eyes. “You’re not subtle, you know.”

“He gave up on subtle about eleven inches ago,” the first said.

“So just tell us, and we might just listen,” the second finished. He ran his snake-like tongue across his lips and sharp fangs.

Sterling shivered at the taunting words. Mustering up all of his courage, he turned to the first changeling, whom he assumed to be the leader of the two.

“Something really simple,” he said without hesitation. “I want to give you my love.”

There was complete silence for a few seconds.

“And what do you want out of this?” the second changeling asked. “We’re not stupid, and we’ll know if you’re lying to us.”

Sterling sighed to himself, knowing he was backed into a corner.

“Alright, I know changelings feed off live,” he said. “I’ll offer mine to you in exchange for my freedom.” He gulped as his courage wavered. “P-please, at least consider it.”

At first, Sterling’s heart sank as he saw the two guards turned away from him. He felt the hope leave him as he realized he was still trapped, but now with a persistent erection and significantly less dignity. However, before he gave up completely, he noticed their heads turning from side-to-side, as if looking for intruders.

A full minute passed, and then the changelings turned back to face the stallion.

They said nothing as the left one’s horn glowed white with magic. He pulled the bars of the cell into the ground, allowing him and his partner to walk inside. He then used his magic once more to pull up a huge wall of rock until it sealed the entrance.

No one could get in or out now, and the only light came from the lantern on the ceiling.

Sterling trotted slowly and quietly along the path of the cave. Even though he was concealed, his hoofsteps could still be heard. He kept his breathing steady, doing everything to keep himself as quiet as possible.

The path he walked along was very narrow, with some occasional detours on either side that led deeper into the hive. He didn't dare deviate from his current path, fearful of getting lost.

The closer he got to the heart of the cave, the more he could hear distant sounds of conversation, hooves trotting, dripping fluids, and some kind of squishy noise.

His unease grew, but Sterling resolved himself to keep his composure. He'd nearly reached his goal.

Somewhere along the way, he noticed a faint sizzling noise. It was soft, but, at the same time, it sounded really close. Sterling took caution, keeping his guard up in case any changelings were nearby.

As the minutes passed, the sizzling grew louder, until it sounded like it was almost right next to his ear. However, no matter how close it seemed, and no matter how many times he looked to his side, he could not find the source.

Sterling took shelter in one of the nearby openings along the path. The sound grew louder and louder. He stood still, his nervousness growing with the volume as he imagined what it could be.

Then it stopped.

The silence was almost worse, leaving Sterling wondering what had happened. He couldn't know for sure, but he *did* know that he had to press on.

Shaking his head, Sterling suddenly noticed something out of the corner of his eye.

Wait, is that...

He quickly looked back at his saddlebag, realizing to his horror that he shouldn't have been able to see it at all. Panicking, he tore it open, searching for the empty potion bottle. To his increasing terror, he realized that his own hooves were visible as well, right along with the rest of him.

He swallowed hard and pulled out the potion bottle, then brought the note attached close to his eyes.

Only one tablespoon is needed per use. Expect results within a few minutes. Do not take more than the specified dose except in case of emergency. A higher dose will result in an immediate effect, but shorter duration.

Sterling froze. *Dammit! This can't be happening! Oh hell, what am I gonna do?*

The stallion's thoughts were cut short by something hard striking the back of his head, knocking him out cold.

Sterling could hardly believe this was happening. His member twitched at just the thought of it, another drop of precum flowing from his tip.

The second changeling's horn illuminated the cell a third time, removing his shackles and freeing him to move.

"Th-thank you... so much," Sterling said. He disliked how he sounded, but he couldn't risk offending them.

"You got a name?" the first changeling asked curiously.

"Sterling Spear," he said. As always, pride crept into his voice with the introduction.

The other changeling chuckled. "Well, Sterling, you shouldn't thank us before hearing our terms."

Sterling gulped. "What do you mean? Don't we have a deal?" Sterling knew they hadn't actually agreed with his proposal; they could easily take advantage of him without having to give anything in return.

"Let me explain something to you," the leader said. "We need love, not sex. If we force you to do anything, we'll get nothing out of it."

Sterling's eyes widened. *Fuck! Did they let me get this far just to turn me down right at the end?*

"However," the changeling continued as he and his partner approached, a certain sway in their step, "we *can* feed on lust."

"But it has to be genuine," his partner added. He gave Sterling a toothy, seductive grin. "You have to *like it*."

Sterling's breathing grew heavy with anticipation and desire. He suspected he'd have no trouble providing the genuine emotions they required.

The changelings seemed to know what he wanted, for one of them leaned forward and pressed his lips directly against Sterling's.

The kiss came as a complete shock, but he recovered quickly. He parted his lips and stuck his tongue out to meet the changeling's. Before he could even get used to the new feeling of having the smooth, moist changeling lips smothered against his own, the creature had already pulled away.

"Heh, you look disappointed." The changeling smirked at him. "But who knows? Maybe we can all get what we need before the night ends." He licked his lips and fangs with that dextrous, snake-like tongue.

Sterling didn't reply, but it was clear from his expression that he did enjoy the short kiss.

The other changeling cleared his throat. "Alright, this is how it's going to work. We're going to fuck you." He jabbed a hoof at Sterling. "If we cum before you do—and we decide where we do it—we'll let you leave and help you escape."

Sterling raised an eyebrow. "Easy enough. What happens if I cum first?"

Both changelings wore mischievous grins. "You'll stay here. We'll make it look like you escaped, but in reality? You'll be making us cum a lot more. Whenever we want, and you'll learn to love it."

Sterling's heart sank. This looked to be his best chance, yet also his worst. "I... I don't know about this."

The first changeling smirked. "Is that so?" He pointed. "Your friend down there seems to love the idea of you being our little cumslut."

The changeling chuckled and stepped forward yet again. He was so close that Sterling had to back up against the wall, upright on his hind legs. His erect cock bobbed as he moved. The ache was becoming insufferable, but thoughts of what the changeling proposed ensured he remained hard.

The changeling followed suit, getting up on his own hind legs and placing his forehooves right above the aroused stallion's shoulders. Their members rubbed against each other, drawing a moan from both captor and captive.

"Ahh, f-fine! I'll accept your bet!" Sterling said through gritted teeth as he looked the changeling in the eye, resisting the urge to look down at their grinding shafts. It was even harder to fight the temptation to grind back against him.

The changeling grinned and motioned for his partner to come closer, who gladly complied.

“I’m glad to hear that,” he said, his warm breath brushing against Sterling’s muzzle. “We might have just fucked you anyway if you’d refused. No love, but plenty of pleasure.”

He paused. “We’ll start off with a little warm-up, so the first round doesn’t count. Now, where were we?” his lips folded into a warm smile before pulling Sterling back into a kiss.

This time, Sterling expected it. He immediately ran his tongue along the changeling’s cold, smooth lips and keen fangs. It was interesting how soft and smooth a changeling’s lips were, similar to that of a pony’s. The two fought for dominance as their tongues wrestled with each other, their saliva mixing and covering their lips as muffled moans were exchanged.

The changeling proved more skilled with his slithering, snakelike tongue. Sterling gave in, opening his mouth wider to give the changeling full access.

As they made out, Sterling pressed his crotch harder against the changeling’s, rubbing their thick shafts firmly together. A shiver of pleasure rolled down the changeling’s spine from the frotting, causing him to groan loudly into the kiss and buck forward in instinct.

Sterling grinned in determined satisfaction, continuing to frot the changeling as it explored the inside of his mouth with its slimy, wet tongue. The two only broke the kiss to gasp for breath. The excessive precum leaking from their tips made grinding much easier, and messier, for the both of them.

Then, both suddenly felt a hoof wrap around their respective shafts. They broke the kiss to see that the second changeling had sat down between the two, a cock in each hoof.

“Mmn, was wondering when you were going to join in,” the dominant changeling teased his partner. The submissive one slowly stroked off both throbbing members as they continued to rub them together. “Ohh fffuck, you’ve gotten better at this...”

“Gotten better?” Sterling asked. “I’m guessing you guys screw each other when you don’t have any prisoners to feed on.” Sterling chuckled as he thrust against the bottom changeling’s hoof, his precum making for an excellent lubricant.

“I’ll admit, we do have some fun together every now and then.” The changeling ran a hoof down Sterling’s chest. “But with you here...” He leaned forward to whisper into his ear. “A sexy, well-built stallion like you...” He then trailed his other hoof down the stallion’s forearm, as if admiring his toned muscles. “Our fun will never end.”

The changeling’s words certainly had an effect on Sterling, whose knees felt ready to give out. “Well... you aren’t so bad yourself,” Sterling said with a moan. He brought his hooves up to the changeling’s waist, then slowly felt his way up the creature’s stomach and chest. The changeling wasn’t as muscular as Sterling, but he certainly wasn’t lacking.

The changeling frowned. "I still don't believe you. I've yet to see a single one of your kind ever consider a changeling to be attractive."

Sterling, still thrusting vigorously into the bottom changeling's hoof with his cum-coated cock and blinded by lust, had no trouble in answering him. "I-I can understand that. I mean, you are different..." He gasped as the other changeling gave him a particularly firm stroke. "But I happen to like your sleek, dark-green body..." he traced a hoof along the changeling's chest. "Your sharp teeth..." He remembered their kiss. "And your dominant personality."

The changeling's frown twisted into a half smile. It would have been a touching moment, if not for the changeling below now deciding to engulf both of their deliciously thick shafts into his inviting mouth.

The two above responded with a louder groan. They placed their hooves on the little changeling's head, forcing him to hurry and take the full length of each into his warm, wet mouth. Not long after, Sterling felt a familiar feeling rising in his groin. He began to buck wildly into the changeling's mouth.

"S-so, yeah, I do think y-you're hot," Sterling managed to say. It was much more difficult now to speak in any way that wasn't a string of grunts or groans.

The dominant changeling hadn't stopped grunting ever since his long member was greeted with the warm embrace of his partner's tongue, but he, too, managed a reply. "A-ahh, okay, okay, I believe you! Just shut up and help me feed this little slut!"

Sterling was more than happy to comply. They held on tightly to the changeling below, who expertly sucked them off at the same time, thanks to his skilled tongue that traveled with great speed between the two pulsing members.

Sterling could feel himself getting closer and closer as his balls drew up with his impending release. "Oh, fuck! C-can't hold it in much longer!"

What followed was the loudest pair of groans from Sterling and the changeling as they came together, their cocks emptying their loads into the bottom changeling's mouth.

Hot, thick ropes repeatedly shot forth onto the roof of the changeling's mouth before he could swallow the excess load. Twice the cocks meant twice the cum for the hungry changeling, who tried his hardest to swallow as much as he could from the pulsing shafts lodged in his mouth.

Yet, the loads never seemed to end. Three ropes, six ropes, even more as his mouth filled right back up to the brim with a mixture of stallion and changeling seed every time he swallowed. A

good portion of it leaked out of the changeling's mouth and dribbled down his chin, some of it splattering over the floor.

As their orgasms faded, Sterling and the dominant changeling pulled out of their shared, cum-hungry whore, the last few strands shooting across each side of his face. All three panted heavily, especially Sterling, who sagged to the floor.

Sterling looked at the cum-filled changeling, who had a bit of mixed seed smeared on his lips. His belly looked a bit rounder than when he first saw the creature.

Must have must have fed him well, he thought tiredly. He smirked before noticing something else about the changeling. His member was erect and throbbing, a drop of precum at the tip making his cock look absolutely desirable.

Well, it'd be rude to not return the favor.

Sterling scooted over to the changeling, who looked at him in confusion. "Need some help with this?" he asked, booping the head of the changeling's cock with his hoof.

The bloated changeling moaned and gave a half-hearted nod. "P-please do."

Smiling, Sterling got on all fours and wasted no time in burying his face into the changeling's crotch. He tucked his snout into the creature's balls, it's fully erect length resting against his face.

Sterling inhaled deeply and nuzzled the changeling's genitals, getting a good whiff of the creature's scent. It was somewhat different than a pony's—a little heavier, making his nostrils tingle—but it was still a scent, and a savory one at that.

Sterling repeated the motion, this time with his tongue. He trailed it over the changeling's balls and up the rather long shaft, leaving a rather salty taste on his tongue while drawing a cute moan from the creature.

"O-oo! You... you like the way I smell?" the changeling asked, meeting his eyes as it looked down at him.

"I do. You have such a wonderful, musky scent," Sterling replied lustfully before going back down on the changeling.

Sterling licked up and down the shaft of the creature, getting it nice and slick with saliva, while still taking in deep breaths of changeling musk. He had the changeling breathing heavily before even taking its thick, massive member in his mouth. He smiled around the cock, eager to swallow the thick load of cum the changeling was sure to soon give him.

After that, they could get on to playing out their little bet. Hopefully, the stallion would be allowed to leave, even though he was beginning to enjoy this a little too much.

Just as Sterling brought the tip of the submissive changeling's cock up to his mouth, he felt a pair of hooves grope his firm flanks, making him yelp in surprise. Looking back, he saw the dominant changeling tending to his backside, a wide grin plastered on its face.

"My apologies," he said. "I too distracted to give you attention. But don't stop on my account, as my friend seems to be enjoying it." The dominant changeling continued to massage the stallion's flanks, his hooves rubbing against any inch of squishy flesh they could find.

Sterling, a light moan escaping his throat, resumed running his tongue from the base of the submissive changeling's member up to the tip. Along the way, he licked up several drops of salty precum that had rolled down the creature's shaft, eagerly swallowing them before taking the tip into his mouth. He felt the changeling shiver in pleasure before he slowly moved down the shaft, taking him in inch by inch.

About halfway down, he felt a familiar tongue licking between his round cheeks, glazing his taint and balls in a light coat of saliva. Sterling groaned loudly around the submissive changeling's member, his hind legs trembling at the touch.

"Mmm, I've never seen such a pair of toned, taut flanks before." The changeling moaned in appreciation. "Neither have I seen a stallion as sensitive as you." He went back to giving Sterling a sloppy rimjob.

Sterling drooled at the pleasure, feeling himself getting hard again. He must have been too dazed to realize that he had stopped lowering himself upon the submissive changeling's cock. A second later, it placed both hooves upon his head and forced him down right to the base.

Sterling choked on the changeling's cock before regaining his senses. He returned to moving his head up and down the length of the throbbing member, making good use of his tongue. He bobbed up and down the full length of the changeling, swirling his tongue around the thick cock and sucking on it lightly every chance he could get.

His efforts were not in vain. Louder and louder moans filled his ears with every passing moment, the changeling even bucking his hips into the stallion's mouth as more and more cum leaked from his cock.

"Oh... St-Sterling, I think I might cum soon!" the submissive changeling called out.

Sterling picked up his pace, his saliva and the creature's precum mixing in his mouth. He started to rock his head up and down, getting down to the base and back up to the head in mere

seconds as he milked the changeling for all he was worth. His hoof found its way up to the creature's balls, fondling them as if trying to coax the cum out of them.

It didn't take long for Sterling to feel a twitch in that heavy ballsack, tempting him into raising his head to suckle on the head in anticipation of the massive overflow.

Sure enough, not even a few seconds passed before the trembling changeling held on to the back of the stallion's head for support, his member twitching and spasming as it began to unload a plentiful load into Sterling's mouth.

Sterling immediately got to work, gulping down the large amount of seed that flowed from the moaning changeling. Spurt after spurt of that thick, sticky cum filled his mouth, and Sterling eagerly swallowed it all down without letting a single drop escape.

As the changeling's orgasm faded, Sterling slipped the soaked cock out of his mouth, surprised that it remained hard. He felt the dominant changeling behind him pull its tongue away from his backside, which was moist with the creature's saliva.

Sterling was now even more exhausted than before as he laid upon the ground, the changeling's warm and thick as it oozed down his throat. He didn't even notice the two changelings circling him, changing their positions, until he saw the tip of the dominate changeling's cock mere centimeters from his face.

"I think we're all warmed up enough," the dominant one said. "Now for the real test."

The changelings didn't seem to be tired in the slightest, while Sterling was ready to pass out.

"Something wrong?" the changeling asked, feigning surprise. "Did we wear you out already? I got you all nice and lubed up for a proper fucking. It'd be a shame to quit now."

Sterling shook his head, slowly rose to his hooves, and looked the dominant changeling in the eye. "Not at all. I'm ready to give you two an orgasm you'll never forget."

Smirking, he gave the dominate changeling's member a lick and he grinded his rump against the submissive changeling's member, earning a satisfying moan from both.

"Well then, let's get to it." The dominate changeling practically forced his cock into Sterling's mouth, prying his jaws apart with his cock's impressive girth.

At the same time, the changeling behind him started to tease the poor stallion, placing his hooves firmly on Sterling's taut cheeks. His hooves took their sweet time in exploring the smooth, large backside. The changeling then positioned the tip of his erect cock right up against Sterling's puckered hole, which just begged to be fucked senseless.

The changeling waited for a brief moment before plunging its enlarged shaft inside the prisoner, hoping to catch him by surprise. It succeeded, a muffled yell erupting from the gagged stallion.

Stretching his sensitive, velvety entrance almost to its limits, the changeling sank inch after inch into Sterling until his hips were right up against the stallion's, his shaft buried as deep as he could manage. The changeling found his thick, throbbing shaft surrounded on all sides by the warm, clenching inner walls.

Up front, Sterling wasted no time in pleasuring the dominant changeling's cock. He already managed to get the other changeling to blow his load without much trouble and hoped to suck this one off with just as little effort.

Sterling swirled his tongue around the creature's throbbing cock as it thrust in and out of his muzzle, hefty balls smacking against the stallion's chin with every thrust. The changeling behind him started his steady pace as well, its hips making an audible smacking sound every time they collided with Sterling's rump.

Between the sensation of getting his muscular rear pounded and another cock buried in his throat, Sterling's member was throbbing, smacking against his chest with every forward movement.

Horny as he was, Sterling knew he had to do everything in his power to make both creatures finish before he did.

For the dominant changeling, he made an effort to take the creature's full length with each stroke, rubbing his tongue against its most sensitive areas. For the submissive changeling, Sterling bucked his hips back wildly in time with the creature's thrusts, ensuring it got deeper and deeper every motion.

Pretty soon, both changelings were moaning loudly, rutting Sterling harder from both ends the closer they got to their orgasms. He could already feel the precum leaking from both of his holes. All he had to do was keep it up, and the two lust-filled creatures would be blowing their loads in no time.

For some reason, Sterling had not yet began to leak any pre since the start of this new session, although he was clearly aroused. Yet, he could feel both changeling's members as they throbbled deep within him. It was almost as if they were close already, but there was no way that was possible...

Suddenly, the dominant changeling pulled out and cried out as he came, spurting his gooey spunk all over Sterling's face. The stallion closed his eyes, moaning happily as his cheeks, muzzle and forehead were coated in the thick, heavy ropes of musky cum.

At the same time, the changeling grunted and hilted inside Sterling one final time, giving a throaty cry as he came inside the stallion.

That's it... I've won. Sterling relished in both his victory and the feeling of the changeling finishing inside him, spurt after spurt of that thick, hot cum coating his inner walls and filling him to the brim. All throughout, the other changeling panted as it shot the last few spurts of its own release onto his face, ensuring it was thoroughly drenched in hot, sticky cum.

While both the changelings' orgasms faded, the stallion realized he hadn't cum at all.

When the changelings pulled out, Sterling immediately collapsed between them, their thick cum oozing from his abused holes. At this point he could no longer stand, simply wanting to rest and bask in the afterglow. Not even the thought of freedom could revive him.

"Well... I suppose a deal's a deal," the dominant changeling said. "We'll help you escape, but it'll be tricky." He looked down at Sterling, but to his surprise the stallion had already fallen asleep.

Both changelings chuckled.

"Heh, I guess we'll have to wait until tomorrow then," the dominant changeling said. He then leaned down to softly nuzzle the unconscious prisoner. "Thank you. You fed us well tonight."

After giving Sterling one more nuzzle, both creatures headed back to the entrance of the cell, ready to turn in for the night.