

# Sleepover at Rarity's

"Rarity I'm home" Sweetie Belle called as she stepped into the Carousel Boutique. She took her saddlebag off and placed it on the ground by the front door. Sweetie Belle's ears perked, she could hear ponies talking. "Rarity?" she called out again in her high pitched voice. Sweetie Belle looked into the boutique and saw Rarity with a group of high class ponies.

Rarity was talking to the ponies, a rack full of stunning dresses stood nearby. Rarity turned her head and saw Sweetie Belle looking through. A look of panic struck Rarity's face. "If you could just excuse me for just a moment, I have to deal with my little sister" Rarity said apologetically.

Rarity bustled over to her younger sister. "Sweetie Belle" Rarity said quickly, "If you could be a dear and just wait up in your room while I-"

"Why?" Sweetie Belle asked.

Rarity levitated Sweetie Belle's saddlebag onto her back and said "I have very important client's Sweetie Belle" Rarity told her seriously, "I need you to wait up in your room. I'll let you know when you can come out and-"

"Fine." Sweetie Belle gave an exasperated sigh. "I'll wait up in my room then" she said dejectedly as she began to ascend the stairs.

"And don't forget to put your saddlebag in your room, I don't want it lying around the boutique" Rarity commanded.

Sweetie Belle looked back down the stairs and smiled to say that she understood, she then turned back and rolled her eyes.

Sweetie Belle heard her sister bustle back to her clients in the boutique, she turned back and stuck her tongue out after her before trotting into her spacious room and shutting the door harder than necessary.

Sweetie Belle had hoped for a better start to the weekend. She was staying with Rarity for the weekend as her parents were going to Manehattan for a week, she was hoping to have some fun with Rarity after school, but now she was shunned to her room while her sister made acquaintances with the stuck up ponies down stairs, their muffled voices as well as Rarity's penetrating the floor below.

Sweetie Belle jumped onto the perfectly made four poster bed, she wished her friends were here with her, but that wasn't going to happen. Applebloom said she couldn't come over after school because she had to help Applejack get the last of the apples before winter starts and Scootaloo wanted to hang out with Rainbow Dash.

Bored, Sweetie Belle jumped off the bed and trotted over to the window. She placed a hoof on the latch and opened the window; the cool autumn air filled the room. Sweetie Belle placed her

hooves on the window sill and stuck her head out. She looked across the garden that surrounded the Carousel Boutique; yellowing trees covered the landscape, the town centre of Ponyville visible nearby. A gust of cold wind blew through the window. Shivering slightly Sweetie Belle closed the window and stepped down from the window sill, as she did so she slipped and fell over, her hoof struck a mannequin and it fell. Sweetie Belle quickly rushed forwards to stabilise it but all she managed to do was push it over. The mannequin hit the mannequin next to it which fell over and hit a basket of jewels and glitter with a loud bang.

The voices down stairs stopped and Sweetie Belle felt her heart jam. Next moment she heard hooves on the stairs. Sure enough the door banged open and Rarity stood angry yet stunned at the mess that Sweetie Belle had made. "Sweetie Belle" Rarity moaned, "Can you not just keep still for fifteen minutes? That was my prized glitter too."

"Sorry" Sweetie Belle muttered looking at the floor.

"Yes well. I'm nearly finished with my client's, while I do so you are to clean up this mess."

"Yes Rarity" Sweetie Belle said looking at the mess she'd made. Rarity withdrew and closed the door leaving Sweetie Belle with her mess.

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"Sweetie Belle" Rarity called from down stairs later that night, "Sweetie Belle, would you be a dear and set the table for me?"

Sweetie Belle hurried down the staircase in eagerness to assist her sister. "I'm coming" Sweetie Belle called, she entered the kitchen to the smell of cooking vegetables and spices. "Oooh, this smells yummy" Sweetie Belle said sniffing the air.

"Just forks and knives dear, oh, and the sauce" Rarity told her little sister. "Don't forget to set the fork on the left and knife on the right."

"I'll remember" Sweetie Belle said confidently as she put the place mats on the table. She then moved to the cutlery drawer and pulled out two forks and two knives. As a finishing touch she placed the sauce on the table.

Rarity served an elegant dinner on two plates, her portion considerably larger than Sweetie Belle's. Rarity wrapped the plates in her magic and placed them on the table. Sweetie Belle had a fork in her hoof ready to eat. Rarity sat at the table with her younger sister and wrapped her knife and fork in magic and began to eat.

"Ew Broccoli" Sweetie Belle said pushing the green vegetable to the side of the plate.

"You don't have to eat it" Rarity told her, "In fact when I was your age I absolutely despised broccoli, I find it quite nice now." Rarity cut a piece of broccoli and placed it in her mouth. When she swallowed she asked "Do the Crusaders have any plans for tomorrow?"

Sweetie Belle nodded. "We're going to the clubhouse tomorrow; we need more ideas to get our cutie marks."

"That sounds lovely" Rarity said with a smile. "I need to do some cleaning around the boutique tomorrow" Rarity stated, "I need to spruce it up as I have more important client's coming on Monday."

"Can I help?" Sweetie Belle asked, excited.

"Oh no" Rarity said overly kindly, "No I think you should have fun with your friends. You don't want to be here with me cleaning the boutique."

"I really don-" Sweetie Belle began.

"No" Rarity said quickly. "I mean, there is nothing for you to do Sweetie Belle, I have it all covered."

"Okay" Sweetie Belle said unsure. She really wanted to help her sister, even if it did mean she had to miss out on seeing Applebloom and Scootaloo tomorrow.

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Sweetie Belle was walking along the upstairs corridor, a towel on her back with the intention of going for a shower. She walked past Rarity's bedroom door which was slightly ajar, as she did so she heard a moan from within. Sweetie Belle came to a halt and looked at her sister's door before hearing another moan from within.

"Rarity?" Sweetie Belle walked over to the door and took a peek inside. Rarity was on her bed, her hind legs spread with an object wrapped in a blue field of magic between her legs. Sweetie Belle squinted so she could see better, as far as she could see Rarity had stuck an object in what Sweetie Belle could only guess was her butt.

Sweetie Belle stared as Rarity moaned, her hooves rubbing her lower abdomen as she enjoyed the pleasure she was giving herself. Sweetie Belle sniffed the air and it was filled with a bizarre musky smell, she couldn't put a hoof on what it was. Sweetie Belle knew that she shouldn't be watching whatever it was that Rarity was doing, she couldn't help but watch as she wanted to know what she was doing.

Sweetie Belle watched as Rarity pumped the object between her legs, her moans telling Sweetie Belle that whatever Rarity was doing was causing her extreme pleasure. Rarity moved a forehoof and began to rub just above where the toy was, her breathing deep and drawn out. It wasn't long until her body shuddered and Rarity let off a loud moan of pleasure, her body then became limp on the bed. Rarity extracted the object from between her legs and placed it in the drawer next to her bed.

Sweetie Belle withdrew quickly, her heart pounding and very confused. What was Rarity doing? Why did she stick that thing into her butt? Why did the room smell funny? Hundreds of questions buzzed inside the little filly's head, none of which she knew she could ask Rarity, she knew for sure that Rarity would over react or shout at her for invading her privacy.

Sweetie Belle shook her head and made her way to the bathroom, she decided that she would instead ask her fellow Crusaders in the morning. The white filly turned on the water and stepped into the shower, the hot water soaking her coat to the skin, "what was Rarity doing?" Sweetie Belle asked herself out loud. Curiosity burned inside the little filly and she wanted nothing to stop her from finding out what it was that Rarity was doing.

After standing in the shower for a full five minutes a knock was heard on the bathroom door. "Sweetie Belle, would you please hurry up? I need to take a shower" Rarity called through the bathroom door.

"Okay" Sweetie Belle called back. She turned the shower off and quickly dried herself off before opening the door, her big sister waiting on the other side. Sweetie Belle stepped out of the bathroom and the musky smell hit Sweetie Belle's nose again. "Rarity, you smell funny" Sweetie Belle acknowledged.

Rarity's eyes widened. "Do I?"

"Yeah, you smell really funny" Sweetie Belle said, "Kinda like sweat and sugar mixed together."

Rarity looked shocked and a little embarrassed. "Well, that would be why I'm taking a shower, I've had a hard day and naturally I do get a little sweaty."

Sweetie Belle shrugged. "Okay."

"You had better get to bed as well Sweetie Belle, it's getting late" Rarity said as she closed the door.

"Do I have to?" Sweetie Belle moaned.

"Yes you do" Rarity replied from within, "and please don't wake up too early; I'll make breakfast when I'm up."

"Okay" Sweetie Belle sighed. With that the filly made her way back to her room.

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"I'm going to Applebloom's" Sweetie Belle told Rarity as she deposited her breakfast plate into the sink.

"Don't forget your scarf" Rarity said, "I don't want you to go back to mother and father with a cold."

Sweetie Belle dashed back up the stairs and into her room, she found her lavender scarf in her saddlebag and wrapped it around her neck, the little filly then hurried down the stairs and shouted "Okay sis, I'm going now."

"Be back before sundown" Rarity called back.

Sweetie Belle then hurried to Sweet Apple Acres, the autumn leaves crushing beneath each of her hoofsteps. "Hey Sweetie Belle" A familiar voice from behind called.

Sweetie Belle came to a halt and looked behind her. Screaming towards her at full speed was Scootaloo on her scooter, Sweetie Belle froze and braced for impact but Scootaloo hit the brakes and came to a halt just in front of her.

"Scoot?" Sweetie Belle gasped, "Looks like I'm not the only one that's late."

"Yeah well..." Scootaloo said with a shrug, "hop in you scaredy cat."

"I'm not a scaredy cat" Sweetie Belle replied as she jumped into the wagon.

With a flap of her wings Scootaloo took off causing Sweetie Belle to scream. "Whoa... Slow down Scoot" Sweetie Belle squealed.

"Yeah you're a scaredy cat Sweetie Belle, anyway we're late" Scootaloo said loudly as the two fillies ducked beneath a tree branch.

"No I'm not" Sweetie Belle said placing her hooves on Scootaloo's shoulders to keep herself steady.

Scootaloo left the path causing the scooter to slow down on a field of orange apple tree leaves. Sweetie Belle wiped her brow, glad that her friend was forced to slow down.

"Almost there" Sweetie Belle gasped. "Hope Applebloom doesn't mind."

"She won't mind" Scootaloo reassured.

"Yeah but you're always late" Sweetie Belle stated as the club house came into view.

"You're never late, just tell her that you got caught up" Scootaloo suggested, her scooter slowing down to a halt.

"I did get caught up" Sweetie Belle told her as she hopped out of the wagon, "Rarity made me wait till she got up-"

"Where've you two been" Applebloom burst from the clubhouse door, "Ah thought ya'll went crusadin' without me."

"Sorry Applebloom" Sweetie Belle apologised, "Rarity made me wait until she woke for breakfast."

"It's alright Sweetie Belle" Applebloom said in her rich southern accent, "ah understand, like sometimes Applejack an' Big Mac makes me stay back to help with the apples."

“So what should we do today to get our cutie marks?” Scootaloo asked wanting to change the subject.

“Ah’ve been doin’ some thinkin’” Applebloom said taking a seat at the table.

“What’ve you got?” Scootaloo asked eagerly. “We’ve tried almost everything already and I’m fresh out of ideas.”

Sweetie Belle took a seat as well, however the memory of what she saw the previous night clouded the little filly’s head and the conversation washed over her.

“We can’t do parachuting Applebloom” Scootaloo stated, “We haven’t got any parachutes.”

“We could use sheets” Applebloom suggested, “Ahm sure Granny could make us some.”

Scootaloo facehoofed and asked “What do you think Sweetie Belle?”

“Huh?” Sweetie Belle snapped out of reverie and blinked. “I dunno. I don’t like the idea of paragliding.”

“What?” Applebloom laughed. “Are ya even listening Sweetie Belle?”

“Uhh. No” She admitted. “Sorry girls, I’ve just got stuff on my mind.”

“Could it help get our cutie marks?” Scootaloo asked hopefully.

“Scoots...” Applebloom cast a stern glance at her winged friend, “What’s on yer mind Sweetie Belle?”

“I-I guess it could help get our cutie marks” Sweetie Belle said, unsure. In truth the young unicorn wasn’t sure if she should tell her friends.

“Okay” Sweetie Belle said, “This might sound weird but last night I saw Rarity doing something really odd.”

“Like what?” Scootaloo asked, “How would this help get our cutie marks?”

“Shh” Applebloom hissed.

“She was in her room and the door was slightly open” Sweetie Belle said, the memory replaying in her head. “I took a peak and she had this object, it was like a long thing. I couldn’t really tell but anyway it looked like she stuck it in her butt or something.”

Applebloom and Scootaloo stared waiting for more.

“Umm, she also seemed to enjoy it a lot, she was moaning and stuff” Sweetie Belle finished.

“Umm. That seems unlike Rarity” Scootaloo said unsure, “I mean. Your sister is like...”

“Stuck up? Proper? A lady?” Sweetie Belle said mocking Rarity’s lady like tone. “I know it was odd but that’s what I saw.”

“Ah dunno if she was stickin’ it in her butt” Applebloom said awkwardly. “Ah mean, that’s where poop comes from.”

“Where else would she be putting it Applebloom?” Scootaloo piped up. “There is nothing else that would fit. How big was this object Sweetie Belle?”

Sweetie Belle held her hooves out to give an approximate size of nine inches.

“See Applebloom” Scootaloo said, “If you wanna stick that up your pee hole, be my guest.”

Applebloom shook her head. “Ah don’t believe it” she said, “It wouldn’t go in the butt or the pee hole.”

“There is nowhere else it would go” Scootaloo argued.

Applebloom shook her head in disbelief. “No you dodo. There is actually.”

“Nah ah” Scootaloo whined, “and I’m no dodo.”

“Ah can show ya if ya don’t believe me” Applebloom said smugly, a grin curling on her muzzle.

Scootaloo blinked then smiled. “Okay then” she replied, “and when I say I told you so...”

“This is silly” Sweetie Belle burst out, her hoof coming down onto the table with a clonk. “You don’t need to prove anything. Let’s just do something else.”

“Like what?” Applebloom said raising her eyebrow.

“I dunno. Mountain climbing?” Sweetie Belle suggested.

“Tried it” the orange Pegasus whinnied.

Sweetie Belle racked her brains for more ideas but nothing that they haven’t done came to the little unicorns head. Sweetie Belle sighed, “Okay, you two are right. This is the only thing we got.”

“So how do we do this Applebloom” Scootaloo said with a grin. “Are you going to prove me right or what?”

“Hold a sec” Applebloom said as she got out of her chair. Sweetie Belle got up as well and stood beside her Pegasus friend.

Applebloom swung her rump to face her two friends; she lifted her red tail and moved it to the side exposing her lips to her friends. "Do ya'll see it."

Scootaloo leaned closer, staring at her tight lips, Sweetie Belle curiously leaned closer too. They both looked at each other and said "Nope."

Applebloom reared up. Balancing on her hindlegs she placed her forehooves on either side of her slit and pushed her lips apart, exposing herself to the other two crusaders.

"Ya see it now?" Applebloom asked trying to keep her balance.

Scootaloo and Sweetie belle saw what Applebloom meant; just above her urethra was a small pink hole pursed together that was Applebloom's vagina.

"I see it" Scootaloo said, shocked. "But it's still too small. What do you think Sweetie Belle?"

Applebloom pulled her hooves away, her lips snatching together to hide her labia and placed them back onto the wooden clubhouse floor.

Sweetie Belle looked a little embarrassed but said, "I never knew cooters have two holes."

"Me neither" Scootaloo admitted, "but it's still too small. How big did you say it was Sweetie Belle?"

Sweetie Belle held her hooves out again to show her the size of her sister's toy.

"See" Scootaloo laughed.

"How is a foal supposed to come out if it's too small then?" Applebloom argued.

"What?" Scootaloo said, shocked. "Foals don't come from there."

"Applejack and granny said that mare's that get a big tummy have a foal inside them and when the foal is big enough it comes out of the cooter."

"Foals come from hospitals Applebloom" Scootaloo sighed, "I don't know what you're being told but foals don't come from there."

"Rarity, mum and dad say that a stalk delivers foals" Sweetie Belle chipped in.

Scootaloo and Applebloom looked at Sweetie Belle. "That's stupid" Scootaloo said, "they come from hospitals. How does a foal live inside a pony? And where did the stalk get the foal from?"

Applebloom shook her head, positive that the advice from her sister and granny were right. "Granny wouldn't say but Applejack says that when a stallion and a mare love each other that the stallion puts his wiener in the mare's cooter and then a foal is made. Then when the foal is ready the mare goes to the hospital to get the foal out."

“Eww” Scootaloo gagged “that’s gross.”

“Blah” Sweetie Belle scoffed. “I came from inside my mum?”

“Yeah that’s what ahm sayin’” Applebloom said relieved that her friends were now understanding.

“Still looks too small” Scootaloo said defiantly.

“Well why don’t we find out then?” Applebloom said with a grin, “Let’s stay over at Rarity’s tonight and find out.”

“I don’t know If Rarity would lend us her toy” Sweetie Belle said.

“We won’t ask her” Scootaloo suggested, “We can just borrow it, then return it afterwards.”

“I s’pose” Sweetie Belle said nervously.

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“Just ask” Scootaloo moaned as Sweetie Belle hesitated to ask Rarity if they could stay for the night.

“Okay I will” Sweetie Belle whispered.

Sweetie Belle trotted over to her sister who was dusting her favourite lounge. Sweetie Belle cleared her throat, her friends waiting eagerly just behind her. “Rarity, can Scootaloo and Applebloom stay over for the night?”

Rarity froze, her magic imploded causing the duster to fall to the floor with a clatter. Rarity’s deep blue eyes made contact with Sweetie Belle’s green eyes. “You mean tonight? As in Tonight Tonight?”

“Pleeease Rarity” Sweetie Belle begged, “I haven’t had my friends over in ages.” Sweetie Belle pouted, Rarity looked over to the other two fillies looking at her pleadingly.

Rarity sighed. “Fine, but you three had better be on your best behaviour, I want no crusading tonight. I have just spent the whole day cleaning. I want you three in bed at a reasonable hour.”

“We will, thank you Rarity” Sweetie Belle squeaked in joy.

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Rarity lent the three fillies board games to keep them out of trouble, the three wanted to crusade and try other things for their cutie marks but Sweetie Belle knew that if they made Rarity angry then she wouldn’t let them stay over again.

“Woohoo I won!” Sweetie Belle squealed as she moved her coin up the ladder to the final square in snakes and ladders.

"No fair" Scootaloo whinnied. "I was supposed to win."

"Ya won the last five times Scoot" Applebloom put in, "you were bound to lose eventually."

“I never lose” Scootaloo moaned, her coin three spaces from the end. “I’m the best at this game.”

“You win some, you lose some” Sweetie Belle echoed what her father had once said.

Rarity trotted over to where the fillies were arguing in her night gown. “I think it’s time for bed girls” Rarity said, “I need to get my beauty sleep as I have had a hard day and don’t forget to pack up your game.”

Rarity trotted back upstairs as the Crusaders packed the game up.

“How are we going to get the toy?” Scootaloo whispered, as she placed game coins into the box of snakes and ladders.

“I’ll sneak in when Rarity is asleep” Sweetie Belle said quietly. “She sleeps with a mask on and she’s quite a heavy sleeper.”

Applebloom placed the lid on the box and put the game away.

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Applebloom, Scootaloo and Sweetie Belle all lay on the four-poster in the spare room in the dark.

"You think she's asleep yet?" Applebloom whispered.

"How long's it been?" Sweetie Belle asked.

"Fifteen minutes" Applebloom replied looking at the alarm clock.

“I think so” Sweetie Belle whispered back. The three crusaders got out of bed and flicked the light on, bringing the many mannequins and fabric into perspective.

“Wait here” Sweetie Belle advised, the little white unicorn snuck out into the dark upstairs corridor. Sweetie Belle came to a halt in front of Rarity’s door and turned the door knob slowly, allowing the door to open. She snuck in quickly and made her way carefully to Rarity’s bedside table. Sweetie Belle wiped her brow then opened the drawer; she found what she was looking for and picked the object up with her mouth.

The little filly then rushed back to the door and closed it quickly yet silently; she made her way back to the bedroom where her friends eagerly awaited her return.

Sweetie Belle dropped the object onto the floor with a dull clonk. "I got it" she said, ecstatic. "Rarity didn't make a sound when I took it."

Scootaloo picked up the metallic object with her hoof and held it up. "I still think it's too big Applebloom."

"Stop yer whinin'" Applebloom said impatiently. "Who want's ta go first?"

"I'll go first" Scootaloo said immediately.

"Alright" Applebloom said, a little taken aback at Scootaloo's enthusiasm, "Ah guess ah'll put it in then."

Applebloom picked the metallic dildo up in her hooves and trotted over to Scootaloo. "So what do I need to do?" Scootaloo asked curiously.

"If ya just turn around" Applebloom requested, Sweetie Belle standing right next to her.

Scootaloo turned around, her rump facing her two friends. "And?" Scootaloo questioned.

"Lift ya tail up an' move it to the side." Applebloom requested.

Scootaloo lifted her tail and moved it to the side, her folds clearly visible. Applebloom, with the dildo in her hoof asked "You ready Scoot?"

Scootaloo nodded, her tail twitching slightly.

Applebloom pushed the tip of the cold metal against Scootaloo's opening causing her to shudder.

"Ready?" Applebloom inquired.

"Just go already" Scootaloo demanded.

Applebloom pushed the toy against Scootaloo's opening, the hole opened and the tip vanished into the orange filly. Scootaloo let out a soft grunt and closed her eyes as Applebloom applied more pressure and the toy sank deeper still.

"Ahh" Scootaloo gasped as the toy broke her hymen.

Applebloom stopped pushing. "You alright Scoot?"

"Mhmm" the orange pagasus sighed. "Keep going" she pushed. Applebloom reapplied

pressure, Scootaloo's tight walls pushed against the toy and the filly felt pleasure overtake the initial pain. "Ohh that feels good" Scootaloo moaned, her wings splaying out to become fully erect.

When the toy came to a halt and moved no further in Applebloom grinned. "Ah knew ah was right" she teased.

"Okay you're right" Scootaloo said rolling her eyes. "Keep going" she urged.

"Feels that good huh?" Applebloom asked as she pulled on the phallus. Scootaloo's tight love hole squeezed the metallic surface of the toy as it slowly came back out.

"Ohh yeah" Scootaloo replied, her hind leg twitching slightly as Applebloom guided it back in.

"Scoot, you're starting to smell kinda funny" Sweetie Belle said as Scootaloo's musk filled her nose. "You're starting to smell kinda like when Rarity was doing it."

"Mhmm" Scoot replied not really listening.

Sweetie Belle leaned her head close to Scootaloo's now wet and aroused sex. "You're really wet Scoot and you smell quite nice."

"Yahuh" Scootaloo replied. "Keep going Applebloom" Scootaloo told her friend.

"Ya ahm goin'" Applebloom replied. Applebloom pumped the object a few more times. "Ya know, ahm startin' to feel kinda funny" the butter coloured earth pony said referring to the heat between her hind legs.

Sweetie Belle noticed it too. "It feels kind of warm between my haunches" the unicorn stated, "Is that how it feels for you too Applebloom?"

"Yeah" Applebloom replied.

"My legs are getting sore" Scootaloo moaned.

"Lean up against the bed then" Sweetie Belle suggested.

"Yeah I might do that" Scootaloo responded.

Applebloom guided the metal toy back out, Scootaloo didn't want it to come out, her opening pinched it on the way out until the tip slid out, a strand of Scootaloo's juices linking the tip of the dildo to Scootaloo's moist nether.

Scootaloo moved over to the bed and placed her forehooves on the bedspread, her hind legs still standing firmly on the ground. Scootaloo moved her tail away and moaned impatiently "Put it back in please Applebloom."

Applebloom pushed the toy back inside, Scootaloo took it back quickly causing the orange filly to moan again, her brain quickly picking up the pulses of pleasure. Sweetie Belle meanwhile had taken it upon herself to caress Scootaloo's wings, the filly felt Scoot's wings relax and twitch slightly as she preened her.

Scootaloo's forehoof, more out of instinct snaked to her privates and rubbed, it felt good but the winged filly knew it must feel better than this. She moved her hoof and it brushed against her small bud, the message of pleasure was sent to her brain in nano seconds and soon she was rubbing herself as well, arousal building to the edge of breaking point.

"I'm starting to feel kind of funny" Scootaloo said to her two friends, referring to the building of her pleasure within her. "I feel like something is happening inside of me."

It wasn't long before Scootaloo felt the onset of her orgasm, brought upon by a combination of Applebloom's pulsing, Sweetie Belle's caressing and her own hoof against her clit.

"Guy's I think. Ahhhh" Scootaloo moaned, her hoof retracted from her sex and she stuffed it into her mouth to muffle the noise. The orange filly's body shuddered as her very first orgasm tore through her, the feeling better than anything the filly had ever felt. Scootaloo's hind legs became weak as her body convulsed in sheer pleasure all the while making odd muffled sounds through the hoof in her mouth.

As her orgasm subsided, Applebloom stopped as clear liquid dripped onto the floor at Scoot's orange hooves. Applebloom pulled the metal shaft from Scootaloo's swollen folds taking short breaths from the energy she used to bring her friend to orgasm. Scoot crawled onto the bed and collapsed.

"Was it good?" Sweetie Belle inquired.

"It hurts a little at the start but other than that it was amazing" Scootaloo replied with shortness of breath. "Who's next?"

"That'll be me" Applebloom replied, eager to give it a go.

"But I want to go next" Sweetie Belle argued.

"Ah just did the hard work on Scoot, It's mah turn" Applebloom snapped back. "You can do me if you want. Scoot looks like she could catch her breath before she does you."

"Alright then" Sweetie Belle mumbled as she picked the glistening toy up off the floor. Applebloom placed her forehooves on the bed as Scootaloo did just moments earlier and lifted her tail for Sweetie Belle, her lips were swollen and her opening wet. Applebloom's powerful scent filled Sweetie Belle's nose as she placed the dildo into position, savouring the look and smell of her earth pony friend.

"Ya goin' to go or what?" Applebloom asked looking back at Sweetie belle.

“Oh right, sorry” Sweetie Belle stammered, shaking her head. In a squatting position the unicorn filly pushed the tip of the toy against Applebloom’s hole and pushed. Applebloom moaned as the tip vanished into her folds before letting off a squeak as the initial pain hit the yellow filly. “Ahh” Applebloom moaned.

Sweetie Belle stopped. “I’m not hurting you am I?”

“No it’s fine Sweetie Belle” Applebloom gasped, “don’t stop.”

Sweetie Belle obliged and sunk the metal still further, Applebloom’s tight hole squeezing the toy inside her. Sweetie Belle retracted the dildo causing Applebloom to gasp as pleasure kicked in. Sweetie Belle slowly picked up the pace, the shining metal sinking in and out of Applebloom, her juices leaking onto Sweetie Belle’s forehooves, the receiving filly in the state of ecstasy.

Sweetie Belle saw Applebloom’s yellow hoof find its way to her wet and aroused sex. “I got it Applebloom” Sweetie Belle said, eager to help her friend. Applebloom retracted her hoof and Sweetie Belle placed her spare hoof between Applebloom’s haunches and found the spot. She knew this because when she hit her engorged clit, Applebloom moaned quite loudly.

As Sweetie Belle continued to pleasure Applebloom, Scootaloo kissed Applebloom full on the lips, the earth pony opened to her orange friend and Scoot slipped her tongue inside as Sweetie Belle picked up the pace. Applebloom moaned into Scootaloo’s candy flavoured mouth and threw her head back causing her bow to dislodge slightly from her mane.

Applebloom felt a strange yet good sensation rising within her; Applebloom broke away from Scootaloo, saliva linked between the two filly’s mouths. “Ahm startin’ to feel kinda funny” Applebloom said out loud, the saliva strand breaking.

“I’m getting tired” Sweetie Belle moaned, the foreleg holding the dildo becoming strained. Sweetie Belle’s other hoof was soaking with Applebloom’s juices as she continued to rub her erect clit.

“Keep going” Applebloom moaned, “Don’t stop Sweetie Belle.”

Sweetie Belle continued to rub and pump at the same time, Applebloom’s mind fogged over as the sensation within her built still further to its peak. Applebloom stuffed her face into the sheets and moaned loudly as a tidal wave of pleasure rocked through her, her walls contracted against the toy with each pulse; Sweetie Belle felt the dildo move slightly with each pulse of Applebloom’s pleasure.

Without warning Sweetie Belle’s forehooves and chest was covered in Applebloom’s juices. “Applebloom” Sweetie Belle moaned holding her wet forehooves up.

“S-sorry Sweetie Belle” Applebloom gasped, her sex still tingling from the aftermath. Applebloom lowered her tail back into position and the toy fell out with a clonk.

Sweetie Belle got up leaving a small pool of arousal behind right where her haunches were. “My turn now” Sweetie Belle said, her kitty tingling from prolonged arousal. Applebloom climbed up onto the bed, a wet patch visible on the sheets from where Scootaloo was kneeling. Sweetie Belle got

into the same position that Applebloom was in and lifted her tail, exposing herself to Scootaloo.

Scootaloo held the dildo in her hooves, ready to put it inside her friend's dripping hole. "You ready Sweetie Belle?" Scoot asked.

"Yup, I'm ready" Sweetie Belle responded, anticipation gripping the little unicorn. Scootaloo placed the heavily lubricated toy at Sweetie Belle's opening, Applebloom's juices mixing with her own. Scootaloo pushed the toy in and Sweetie Belle's hole opened to allow it passage.

"Oww" Sweetie Belle moaned, Scootaloo had pushed it in quite hard and caused the filly some pain from the initial penetration.

"Sorry Sweetie Belle" Scootaloo apologised.

"I'm alright" Sweetie Belle said, "You can keep going Scoot."

Scootaloo resumed and a wave of pleasure pulsed through the filly. Applebloom put a hoof on Sweetie Belle's chin and moved her muzzle to hers, the two kissed lightly. Sweetie Belle's heart filled with an odd emotion foreign to the filly, she felt so close to her friends at this point and would go as far to say that she loved the two of them very much.

Applebloom broke the kiss and licked Sweetie Belle's horn causing a tingling feeling to run from the tip and into her brain. Applebloom ran her tongue through the spiral and the tingling feeling pulsed through her horn almost matching the feeling between her haunches. Applebloom then pulled Sweetie Belle's horn into her mouth and sucked on it as she would a lollipop, her tongue digging into the spiral.

Sweetie Belle gasped as the tingling sensation grew, her horn lit inside Applebloom's mouth, filling her mouth with the taste of sweet apples. Sweetie Belle's horn however oozed the apple tasting, sap green plasma into Applebloom's mouth as she sucked on it.

"Ohh" Sweetie Belle moaned as Scootaloo picked up the pace with the dildo inside her tight yet swollen and wet sex. "Yes Scoot, it feels good."

"I bet it does" Scootaloo replied with a smile on her muzzle.

Applebloom withdrew from Sweetie Belle's horn, the sparkling plasma glowing on her horn had leaked into her mane. "Applebloom your muzzle is covered in my magic." Sweetie Belle giggled.

"How about mah mouth?? Applebloom asked before opening her mouth wide for Sweetie Belle. Applebloom's mouth was filled with glowing green.

"Your mouth is filled with my magic as well" Sweetie Belle said feeling a little giggly.

Applebloom grinned then kissed Sweetie Belle which filled her mouth with the same apple taste and splattered the plasma on Sweetie Belle's muzzle. Applebloom pushed Sweetie's own magical plasma into her mouth.

Sweetie Belle moaned into Applebloom's mouth as the sensation between her hindquarters grew to a level she did not think possible. Sweetie Belle retracted from Applebloom, her tail raised higher. Scootaloo pushed her hoof against Sweetie Belle's clit and rubbed it causing the unicorn filly's vision to become clouded by ecstasy.

"Scoot I feel funny" Sweetie Belle said, the fog still in her vision. Sweetie Belle felt something rising within her; this must have been the feeling her two friends just had prior too...

Sweetie Belle felt a massive wave of pleasure hit her causing her to scream, Scootaloo let go of the dildo inside her friend. Sweetie Belle's walls continued to contract against the object inside her, Applebloom stuffed her hoof inside Sweetie Belle's mouth to make her quite.

Sweetie Belle's orgasmic contractions continued, spreading from her lower body and moving to her legs which became weak as her juices ran down the inside of her thigh, all the while screaming into Applebloom's hoof. As Sweetie Belle's orgasm subsided the fillies heard a door close outside her room, her scream had woken Rarity.

Sure enough, five seconds later her door opened and her elder sister walked into the room filled with the stench of sex. "Sweetie Belle, what is the meaning of this ruckus?" Rarity sniffed the air and her eyes made contact with the three guilty fillies, her face filled with shock.

The three fillies looked at the white mare in her night gown; the dildo inside Sweetie Belle slipped out and hit the floor with a clonk. None of the fillies knew what to say and Rarity was having issues finding her voice.

"S-Sweetie Belle" Rarity stuttered, shocked. Rarity looked at her dildo, covered in her sister's cum. "Where did you get that?"

Sweetie Belle looked at the floor, ashamed and caught in the act. "I took it from your bedside" Sweetie Belle mumbled. "But I was going to return it."

"Have you three any idea what you have done?" Rarity said angry and hysterical, "I can't believe this... I really cannot believe this."

"Where did you get such a stupid idea from Sweetie Belle? What put this... madness in your head?" Rarity asked.

Sweetie Belle blushed and told the truth. "I saw you last night, in your room" the little filly admitted. "And we wanted to try and get our cutie marks."

Rarity's face looked shocked. "You were watching me? Sweetie Belle how could you?"

"You had your door open" Sweetie Belle said, "I saw you when I was about to go for a shower. You made noise and I looked."

"I-" Rarity didn't know what to say, she maintained the fact that she was innocent and that her sister's actions were not acceptable even if she had been the precursor of what had happened. "That

does not give you the right to take my things” Rarity told her, “and what in Equestria made you think this could get you your cutie mark?”

“I don’t know” Sweetie Belle muttered, “You can have the toy back.”

Rarity looked at the toy, knowing what her sister and her friends had done with it, she would take it back. However she wouldn’t be using it again.

Rarity looked at her sister, the green plasma on her lips, in her mane and on her horn was glowing brightly, her chest and hooves were covered in Applebloom’s mess. Applebloom meanwhile had a glowing muzzle and Rarity could only guess what happened.

“You three need to clean yourselves up. I want the three of you in the shower now and then straight to bed. Applebloom and Sweetie Belle, that plasma can’t be washed out, it’ll fade overnight, I don’t want to know how you got it all over yourselves.”

The three fillies hung their head. Applebloom looked up and asked “Ya not goin’ ta tell Applejack are ya?”

Rarity looked at the butter yellow filly with green magic splattered on her muzzle. “No I won’t” Rarity said. “But if I see this happen again then none of you will be allowed to visit the boutique. That includes you Sweetie Belle.” Rarity had no intention of telling her parents what had happened either; she would probably get in more trouble than Sweetie Belle would.

Sweetie Belle’s ears perked back and she looked at the ground feeling dejected, as did Applebloom and Scootaloo. The three fillies trotted out into the corridor. When they were out of earshot they talked. “Ah’m sorry guys” Applebloom muttered. “We shouldn’t have done it, and we didn’t even get our cutie marks.”

“It felt good though, but yeah I feel kind of bad” Scootaloo muttered. “We didn’t mean to get you in trouble Sweetie Belle.”

“Don’t apologise” Sweetie Belle sighed, “I’m as guilty.”

The fillies showered, then prepared for bed. Sweetie Belle however knew that she had a long lecture from Rarity the following morning as well as cleaning up the mess that they made.