Schools are a place to learn. Or a prison. It depends on the person you ask.

For Carmen, it was a formality that she’d changed to make more tolerable. Only a select few were aware of those changes, those being Carmen’s circle of lovers, while everyone else continued on without batting an eye at the enormous phalli hanging out, or the groups fucking each other in front of lockers. The faculty often joined in, admonishing their students for making a mess of the halls, even as they added to it.

And they were all happier for it. Carmen saw it everyday when she walked in, how the previous gloom had vanished, replaced by lust and anticipation for the day. Giving people the bodies they never knew they wanted turned out great for mental health too. And if anyone’s mind changed, Carmen was always watching, notebook at the ready. Of course, there were two people who remained outside of her influence.

Chelsea and Gretchen Blake. The principal and former queen bee respectively.

Altruism didn’t come naturally to Carmen. She helped people achieve bliss in their lives because it was easier for her. The only reason she left Gretchen alone was to see the bitch struggle through each and every day, forced to attend by her mother’s reputation. As for Principal Blake, that was simply her waiting for the right moment. Or for Gretchen to have overstepped her bounds.

Which she had. Spending time with Melody, putting awful ideas in her head, then acting as if she was helping. Now it was time to make her school and personal lives a wonderful hell.

“So, Carmen,” Chelsea said from behind her oversized desk. It’d been there since Carmen started and it still looked out of place, like this middled aged woman needed the distance from her responsibilities. Carmen sat across from her, towering over two feet higher. Wearing nothing but a tank top and overalls made for women several times wider than her, she had plenty of cleavage on display.

Being tall was nice, though it had its disadvantages. Primarily how she needed to stretch her legs just to be comfortable. It didn’t help that the chair arms bit deep into her hips. The sooner this was over, the better. She hid the discomfort and leaned forward, pushing her cleavage even further out.

“So?”

“You know why I called you in here?”

“I think so, but why don’t you tell me?” Carmen said. She’d only told one of the teachers to send her in. The fabricated crime didn’t matter in the slightest.

“You’re here because you’ve been… slacking,” Chelsea said, eyes flicking to the entire feet of breasts sat across from her, “And that’s intolerable. This institute is in a fragile state right now, without your test scores, we’re doomed.”

Carmen pursed her lips. She *had* been ignoring her school work, though only because it was terribly boring, and she’d already covered it back when she thought her only out was through hard work. Now she had money, girlfriends, and a happy family. Or she liked to think they were happy. Her mother definitely was, spending so much time with Samantha, and Melody had those boobs she’d been whining about for so long. But then there was that scene in the kitchen.

And the mess outside her door.

“Are you listening?” The principal hissed, “If this place goes to shit, then my career is through. No one will hire a failed, washed-up old hag. You understand?”

“Yes. But you’re not a hag,” Carmen said, “Age suits you well.”

Chelsea paused, “That’s nice of you to say. But words don’t help me.”

“No, but stress won’t either,” Carmen extended a leg, easily finding the pantyhose-clad leg of the older woman, who whipped away as if receiving an electric shock, “Surely you’re aware of the kind of school you run? Why not take some time and ‘speak’ with your students more? I’m sure you’ll see whole new avenues for this place’s future.”

“I started this place for futanari to make me look good. Everywhere I worked complained about them. What a saint I must be to take them all in. Even the staff! But now look at this mess,” Chelsea swivelled in her chair, looking outside her window at the P.E class taking place, though it had become more an excuse to expand people’s sexual repertoire.

Despite her words and tone, the principal shifted in her chair. Carmen had become a human embodiment of sexual desire, or rather the vessel for the Futa Note, her eyes seeing through any and all façades. Even then, it was obvious Chelsea was resisting her own feelings as she watched the student orgy.

“You need a new perspective,” Carmen said and kicked the chair to turn her principal back around, “All these futanari around, so much sex every hour of everyday, it must take its toll.”

“I’m in here all day.”

“Precisely. You’ve gathered all these incredible people, all of them just waiting for the chance to fuck an authority figure. Who has more authority in this school than the beautiful woman across from me?”

That earned a blush, “I… suppose I’ve thought about it. Hard not to.”

“Oh, you’ve done more than think about it,” Carmen stared into her eyes, unblinking.

An indignant flush took over Chelsea’s face, yet her voice lacked the face fury, “You’re out of line.”

“Hardly. I think it’s crazy for someone who’s been single for so long to keep herself from a bounty of cock. You’ve been in your own head for too long, trying to keep in control, to hold whatever you have in an iron grip. Now it’s time for you to relinquish that power. To me.”

“I beg your pardon. Young woman, I am your principal! You do not…”

Carmen did nothing beyond stare at her.

“You do not speak to me like that.” Chelsea was quiet, like a misbehaving child in the face of an overwhelming presence.

“You’re right. Let me apologise properly. Sit down,” Carmen said and the older woman seemed to realise she’d stood up. Even then she was shorter than the futa. Cheeks bright red, Chelsea sat as Carmen rose - briefly taking the chair with her until she yanked it off - then walked around. Her shadow blacked out the office, completely submerging Chelsea in its silhouette.

“Breathe deep,” she said, fully aware her barely contained cock was just inches away from the woman, its musk already seeping through the clothes. They were the only garments she had that fit and weren’t already drenched in various sexual fluids. It wouldn’t last long, but she just needed to masquerade as a moderately decent human being for a moment more.

Chelsea did as she said, inhaling for several seconds. Then it all came rushing out when Carmen touched her shoulders, enormous hands capable of hugging her on their own. Instead, they pulled away so the fingers gently dug into her, forcing out all the tension. She didn’t have any real knowledge of massages, only what she saw in movies, however that wasn’t necessary. Not for her.

The instant she made contact, Carmen focused and willed the lust always bubbling under her skin into Chelsea. That was the essence of the Seikogami’s Touch, pushing their boundless libido elsewhere. Unlike Ryuka, she also had the Aura at full strength.

Within moments, the woman had relaxed into her fingers. All the stress worked up over the years of trying, and failing, to run a unique school that had seen more sex than all porn studios across the world combined, escaped her in a breathy moan. When she inhaled, Carmen’s scent replaced it, welcomed into the tired body. She didn’t need to think anymore, just feel and enjoy. Chelsea spread her legs as long, dexterous fingers traced over the tops of her breasts.

“How do you feel?” Carmen asked.

“So good,” the principal sighed, “You’re very good at this.”

Carmen grinned, “I’m actually holding back.”

“Oh?”

“Let me show you what I can really do.”

“Yes,” Chelsea said, only to whine when she was let go, then gasp as Carmen picked her up like a toddler and sit her on the desk. Even with the higher position, she was nowhere near the futa’s eyeline, forced to look up. Though the view below was just as intoxicating.

Before her thoughts could organise, skilled hands slipped the blouse away. Her bra followed a second later. All gone in one, fluid motion like Carmen had practised it millions of times before. That left Chelsea’s breasts in clear view of her student, whose own bust completely dwarfed her own. She covered up on impulse, but her arms were instantly pulled down.

“Are you embarrassed?” Carmen asked, “Does it frustrate you that I have four tits hundreds of times bigger than yours?”

Chelsea nodded, eyes drowning in her star student’s beauty. The saying ‘youth is wasted on the young’ came to mind, but she squashed it right away. No one put it to be better use than Carmen. She came out on top in both academics and pleasure. Something Chelsea never would’ve managed even if she had a second chance. If she had a body anything like Carmen’s, she would’ve fallen to lust immediately.

Alas, that would never happen. She was nothing but a B cup. Raising Gretchen had done nothing to give her a motherly figure like some of her friends did. Sure, some of them put on a bit of chub around the middle, however they also got boobs and hips out of it. What did Chelsea get? A horrid daughter and a plump gut with none of the supposed benefits.

Unless that was just a dud. She followed Carmen’s curves down to her hips, obscured by her breasts, then further to the distinct bulge of six giant testicles crammed into what could’ve been a hammock for anyone else. If she got pumped full of their contents, she’d have more than another chance; she’d have dozens. Come to think, it was a miracle only a few of the students had fallen pregnant. They were huge though, making up for the others that weren’t so lucky.

They were young, however. At forty-five, Chelsea doubted she could handle one child, much less the legion she knew Carmen would give her.

“What’re you thinking?” Carmen asked, guiding her to lay on her front, bare back readily available. She still had her pants on, thankfully. She’d never recover if her student saw just how wet she was.

And getting wetter as those fingers returned. Unlike before, they had free access to all her tense areas, forcing more out through her breaths. She tried keeping them light, without that sexual husk that so wanted to creep in.

“I’m not… thinking…” Chelsea said.

“Yes you are, it’s just about things you don’t want to admit. Like how you wish you had boobs like mine.”

At her words, Chelsea’s vision swam for a moment, like she suddenly vertigo. She adjusted, pressing down on her lovely D cup breasts. They weren’t much, but at least she had something to show from having her daughter. Still… it’d be nicer if she didn’t feel the urge to pad her bras whenever she walked around school.

Carmen’s hands slid over her shoulder blades, squishing out her boobs even more. Her nipples tingled as they pressed against the wood. Moisture gathered between her legs, tempting her to spread them.

The prized student turned masseuse continued, “So huge it makes doors a struggle. With big, fat nipples that someone can deepthroat. And all the milk you could ever want.”

Yeah, milk would be good. At forty, it wasn’t that late for her to have children. Just maybe not the dozens she truly craved from Carmen. Even so, she’d need plenty of milk to feed all the babies she wanted.

“I love feeling mine getting full,” Carmen said. Despite coming from high above, her voice sounded like it was whispered into her ear, words snaking into her mind and coaxing desires she’d long forsaken, “It feels like they’d pull me over if I didn’t have this huge butt.”

That’s right. It was so easy to ignore that Carmen had an ass so huge it made any chair obsolete. With hips to match. Not only did she have the best breeding rods in existence, but a body mastered to give birth. Chelsea turned her head, resting it on her big G-cup breasts, and watched the futa’s body. Huge spires tented the overalls, pulling them in around dome-like areolae. Her fingers twitched, wanting to squeeze them.

If only she had her own.

“Then that moment when I get to release it all, ooh, pure bliss.”

Chelsea shuddered, understanding exactly what she meant. Her O-cups got so full, but she always waited to milk them, just for that rush, that release. Wetness pooled under her chest, forced out by her weight and Carmen’s expert pressure.

“Of course, I don’t know if anything compares to the real thing.”

“The real thing?” Chelsea asked, but her eyes already found their answer, following the three shafts taking up more space in their prison. Was… was Carmen getting aroused from her? She was so old though, at thirty-eight she could’ve easily been this futa’s mother. Oh, if only she was. But she’d be more than happy to raise her babies. It’d be tough, however she wanted all that this student could give.

Then again, it wasn’t impossible. Chelsea was an older woman, sure, but she was lucky to have this incredible body. No less than S cups could fit her breasts, and they usually got much too tight over the day. And her ass made her shop in the plus-sized sections. Even then, she still struggled to find the right fit. It only made sense for her to be so thick and voluptuous in a school where that seemed like a criteria for entry. That and having a huge dick. The one thing she lacked.

“When I cum,” Carmen’s voice dropped an octave, seeming to reverberate throughout the room, “It’s inexplicable. That feeling of my seed racing through isn’t something I’d ever give up. The way my balls clench and swell, producing more even as I try shooting out gallons upon gallons. Usually into someone. Hmm, nothing quite does it like seeing someone swell with your seed.”

Chelsea grimaced. If only she had her own member, then she experience that for herself. She supposed it was a good thing, otherwise she’d have abused her power more than she already had. All to keep Gretchen’s record spotless. Ooh, there was a thought; her daughter overflowing with someone’s cum. God knows, she was already a bounty of fertility with those octuplets set to be born any day. If her daughter got to have so much fun, then why not her too?

“I wanna take my pants off,” Chelsea said.

“Why are you telling me that?”

“Because…” Huh, why was she? It was like she asked for Carmen’s permission, but that was foolish. Chelsea might not be in the most assertive position, but she was still principal of the school. She didn’t need a student’s permission to remove her clothes. Yet she didn’t act on it. There had to be a good reason. That’s it!

“I want you to do it.”

“Really? In that case, I refuse.”

“What?” Chelsea snapped, pushing up. Even then her V cups pooled on the desk, nipples jutting out as if to reach over the edge for some hungry mouth to latch onto. A ceaseless dripping filled the silence.

“You want me to massage your legs, right?” Carmen said, “I just don’t want to dry my hands.”

Dry them? The towering student raised her hands, revealing they were covered in a bright sheen. Spreading her fingers created thick webs. When did she have time to get oil? Although, Chelsea supposed she was right. It’d be a waste just to make her use more of it.

“Fine then.” Still, she didn’t want to sit up. Not when she was finally so relaxed. Instead, she forced her legs forward, arching her hips high, then yanked the constricting garment down over the fat ass that was designed to smother faces. Despite not having sat on one in quite some time. Her panties came with it.

“Oh my,” Carmen said.

“What?” Then Chelsea realised her mistake; her underwear was soaked in her arousal, “It… it’s not what you think. I’m just very relaxed right now.”

“I get it. And it’s nothing to be ashamed of. My hands are *very* good.”

To prove her point, Carmen put them back to work right on Chelsea’s rump. The moan they pushed from her was one she never would’ve made in front of… well, anyone but a lover. Yet this student elicited it from her so easily. What’s more, she was far from done.

Delicately powerful fingers dug into her thighs next. They sank between them, working both sides at the same time. Chelsea hadn’t had a thigh gap for some time. A mixture of stressed weight and motherhood. That was despite how far her hips spread. She could feel the edges of her desk rubbing them. If she’d thought this would ever happen, she’d have invested in an even bigger one. It would suffice for now.

Even if her areolae were squishing over the end. That was to be expected at ZZZ cups. Breasts like hers just completely dominated what they were on, including herself. It was no wonder her daughter got those implants so young. At least now she had some natural growth. To tell the truth, it was almost embarrassing when Gretchen barely grew at first. But it seemed she just needed someone to put some babies in her.

Though she still had a ways to go before she caught up to her mom.

Chelsea gasped and shuddered.

“My apologies,” Carmen said, though nothing about her tone meant it. She’d purposefully touched Chelsea’s pussy. Her thick, dripping pussy. It wasn’t like the older woman didn’t masturbate, but to feel another’s finger was… and for it to be Carmen of all people.

“No, no. Continue… please?”

“If you insist,” Carmen said and pushed her hands between the tight, fleshy valley once more. This time she extended a digit, prodding Chelsea’s hood.

She barely kept her voice in. If she worried Carmen, then she’d slow down. Or even stop. That couldn’t be allowed to happen.

There was nowhere Carmen didn’t touch her. It seemed like the futa was everywhere all at once, nails grazing along her skin, teasing goosebumps, while gliding between her shelf-like ass cheeks to poke at her puckered star. That made her gasp aloud. No one had even seen that hole, aside from a professional… which Carmen evidently was. Then it was fine.

Even feeling her hands gliding along the base of her tail was bliss.

Tail?

Yes. Just like her students, Chelsea was a futa. She just didn’t have a cock in the traditional area. Unlike many of her wards, she had muscles extending throughout, giving her full control over the phallus. All eight feet of it.

“You shouldn’t let yourself stress so much,” Carmen said, gripping the tail in full now. It remained docile in her hands, aside from thickening with arousal. Anyone else and it would’ve been trying to worm its way into their mouth. It was the whole reason she hadn’t tried putting herself out there.

“Yeah.”

“When everyone turned us away, you founded this school. Gave us futanari a place to be ourselves. Our extremely horny, prolific, selves.”

“Right.”

“But you just shut yourself away in here,” Carmen’s hands moved back to the huge ass, separating it and bringing the fat cock to rest between them, “Just getting yourself off to the thought of all the wonderful people you could be fucking here.”

“It’s my cock,” Chelsea moaned. There was no point in hiding her arousal anymore, not when her cock was out and at full size, “It has a mind of its own.”

“I don’t think anyone here has a problem with that. In fact, I can think of five who’d love to feel it squirming through their guts off the top of my head. Actually, make that six.”

She couldn’t be implying what Chelsea thought she was… could she?

“In case it wasn’t obvious,” Chelsea felt a great weight settle on her lower back, the desk groaning underneath it, followed by a set of very distinct orbs. They flattened her alphabet dwarfing tits into the wood, geysers of milk flying into the wall. She craned her head around to see a group of thick, onyx coloured cocks drooping over her. A dollop of pre fell from the middle member. She turned to follow it down, then shuddered when she heard it plop into the puddle of milk she’d made. So dense…

Just that alone would’ve knocked her up for sure.

She was only thirty-six. Plenty of MILFS even older than her got pregnant again. Though usually not with the most prolific futa in the country. Possibly even the world. And she had the body for it! Chelsea’s hips extended no less than a foot past her shoulders on either side, with a nice, plump snatch just begging for something big to enter and/or exit it. On top of that, her womb craved it. She’d felt this since meeting Carmen those years ago.

Back then, it was just a dull throb. Nothing but a din in the background of all the stress that came with managing a school of sexual geniuses. She had to placate parents when they thought their child came home pregnant, only to be equally stunned when they found it was just cum. Most students at Saint Puella - all girls school for the phallically gifted - were on birth control. Those that weren’t did so out of necessity. No drug could manage their fertility.

Her daughter, though not a futa, was one such person. It was so strange that Gretchen hadn’t inherited at least some form of cock, given that Chelsea’s greatest guilty pleasure was knowing her daughter was a product of her own seed and womb. At least she wasn’t a total disappointment.

Then again, her womb was clearly underutilised. Just eight babies? Chelsea glanced between the cocks beside and above her. She could smell their virility. Leaning in, she pressed her lips into one and nearly fell back onto her breasts. Her cock stiffened briefly, a wave of pre oozing through its length. That was one of the best feelings of having a cock this long; it dragged out the eventual release.

“I am *greatly* interested in getting my guts fucked by your cock,” Carmen finally said.

“Only if you fuck me.”

“That goes without saying,” the much taller futa smirked, cocks lifting up as they filled to even greater sizes. Fat globs of pre-cum splashed onto the floor, with only some of it trailing down their lengths. Chelsea nearly came when one dollop landed on her bare skin.

In seconds, she was rolled onto her back. Carmen moved her so easily, despite the hundreds of pounds of curves that jiggled on her lush frame. Her breasts poured over her ribcage and the desk, nipples streaming over the edge. For how proud she was of her own body, Carmen completely surpassed her. In every capacity.

Smarter. Stronger. Sexier.

How the hell did Chelsea ever think she was superior to this being? Even inundated with lust, she could do nothing but stare at the four gigantic breasts rippling with Carmen’s every breath, even fatter nipples dribbling a constant river of cream that led down into her hips. That was perhaps the greatest part of it. This futa didn’t have an hourglass figure that common society coveted, her bust was simply too huge for it, yet that didn’t hamper her hips and thighs from standing out on either side. As fertile as Chelsea thought she was, Carmen was even more so.

“There it is,” Carmen said as she pulled the older futa further down the desk. She had to squat to line her cocks up with the famished holes, “You realise it don’t you?”

“Yes,” Chelsea hissed as her folds spread open in anticipation. Her body knew it too. That it was nothing but a fleshy cocksleeve for these enormous, equine-shaped members. Especially the middle. All those thick nodules pulsated, the barbs rippling as if breathing, with huge bulbs leading down to the base. Everything wreathed in a rough, leathery skin. It lined up against her lower lips. Even spread open, they were completely outclassed.

“Good. Now line your cock up.”

Her cock didn’t listen to her. Why would it? With Carmen around, she didn’t even want it to heed her wishes. Whatever her goddess had planned would be infinitely better.

“Now push it in. Together.”

Chelsea clawed at her tits as the pressure on her pussy mounted. It built and built, dragging out the impending penetration. Her own cock tried matching it, however, unlike her pussy, Carmen’s ass swallowed her without issue. The divine futa sucked in a breath of both pleasure and disappointment.

“Sorry! It… it was just so loose, and you feel so good and… and… oooh fuck!” Chelsea wailed as the mounting pressure suddenly went too far.

The tip of a cock longer than she was tall bulged through her flesh. It stretched her tunnel to its limit, kissing her cervix before the glans fully entered her, with several feet left. Pressure returned, only to end abruptly with a quick thrust from Carmen.

“My cervix! You’re in my womb!”

“This is where Gretchen came from,” Carmen chuckled, “What a waste.”

“You’re right,” Chelsea wriggled her hips, feeling her the flared crown brushing her oviducts on either side, “It’s such a fucking waste. My cock wasn’t good enough to breed me properly. Please fix it!”

Carmen paused, “You impregnated yourself? With Gretchen?”

“Yes! It felt so fucking good fucking my own pussy. Even better when I inseminated myself. But my cum isn’t good enough. I need a real futa to impregnate me.”

Carmen’s face lit up and she reached down to line up her other members. Then they were pushing in too, stretching out her insides even better. It didn’t seem possible, yet she felt them forcing her hips even wider, remodelling her pelvis for their pleasure. Only Carmen could do such a thing. Only she could make this body-breaking sex feel so incredible.

And make it even better.

Chelsea gave up all control to the ecstasy stampeding through her. She arched her back, heaving her enormous tits up high as the force of her milk erupting perked the nipples up, raining white all over them. At the same time, her prehensile member serpentined through Carmen’s guts, hidden behind her own enormous bosoms. Carmen never stopped pushing deeper either, all three shafts grinding along Chelsea’s cunt and womb as they stretched her like nothing before.

Then it somehow got even better.

Carmen lunged forward to impale her on half of her massive fuck-meat. The shafts went in different directions, with the biggest hanging over Chelsea’s head, while the others throbbed to either side. It didn’t matter where she looked, she was reminded of just how outclassed she was. Then, in quick succession, her pussy was forced to yawn wider as it strained to envelop Carmen’s knot, while dozens of small *things* moved inside her womb, all converging on the tiny openings on the left and right. Chelsea arched higher, then collapsed as waves of bliss drowned her.

Luckily, she had plenty of stamina. A dozen orgasms rolled into one wouldn’t stop her. Or experience ten-fold that when Carmen shoved the second knot inside and finally began thrusting, yanking the huge bulbs out with a cartoonish ‘pop!’ sound. One that bounced off the walls each time.

But, being the sexual goddess she was, Carmen knew more was necessary. All to ensure Chelsea was truly fucked. Truly bred like the sow she was.

The door of her office creaked open and in poured all the faculty members. Naked. Among them was Gianna, a humantaur with six breasts and twice as many balls to match the plethora of dicks sticking out from her crotches and where her nipples should’ve been. Heather was there too, accompanied by her sisters, Gale and Jade as always, since they all shared one body. All three smirked at the principal, eyes gleaming with depraved intent. Like they’d been waiting for this.

Not far behind came some of students. Carmen’s friends if Chelsea recalled. They had their phones out, some even with two, and had them trained on the principal.

They were going to film it all. Perfect! What better way to market the school than to show how well Chelsea looked after her prized students and staff? She let her head dangle back as Gianna mounted the desk and slid just one of her many cocks down her gullet. The others came up too, guiding her hands to jerk them off. Others even folded her legs together to thrust between her calves and thighs.

She was a complete and utter fool to have blinded herself to this for so long. Not only was she finally getting the bliss she’d craved since having Gretchen, but she also understood how best to run this school. With holes stuffed and cocks pleasured.

Several hours later and Carmen sauntered from the room. Completely naked too. There’d be no more need for them going forward, aside from in the colder months. Chelsea’s mind was released, opened to the joys that Carmen had denied her for so long. Now she had no reason to pretend in this place. Everyone was a futa, all of them eager to fuck at any opportunity, just like Carmen. Of course, they had the freedom to choose otherwise.

Except one.

As she expected, the blonde slut waddled down the hall. Her belly stuck out well past her arm length, shirt incapable of covering it, instead becoming nothing but a tube top for the equally huge tits stuffed inside. Gretchen huffed, one hand on the wall. She was close to giving birth again. One big shock might just do it.

Carmen smirked and hurried over.

“Gretchen.”

The blonde stiffened and turned slowly, like a girl in a horror movie, eyes wide as they took in Carmen’s frame. A subtle twinge of lust softened them. Only for an instant.

“What do you want?” Even terrified, her bite remained.

“Just thought you’d like a preview of the school’s new marketing video. Your mom really appreciated my help.” Carmen handed her one of the phones.

A bimbo, yes, but not completely mindless, Gretchen realised what she implied. Carmen smiled and walked away, sighing in satisfaction as she heard the video play.

“Oh, almost forgot,” Carmen said and turned, “This is just the beginning for you. Look forward to it.”