

PROTECTIVE CUSTODY

The night is deep and still, and in a strange white building on a side street off of some downtown avenue, fronted with a Greek colonnade and smoked windows, there is someone waiting. Weak street light flows in through the flat, dark panes, throwing a dim and crooked rectangle all the way to the back of the building's lobby, where it lands on a single long, furry leg. It is hard to see who the leg belongs to; there is no light but what's coming in from outside, save a few bright dots from elevator buttons, thermostats, sleeping computers. That's how she likes it. She sees better that way.

The shadowy figure is enormous, making the rolling chair she's laconically leaning back in seem child-sized. She has two hands clasped behind her head—and the other four folded on her stomach. Chocolate-brown rings encircle all of her elbows and knees, but she is lighter everywhere else, the color of the beach during heavy rain. Not technically naked, she is not really clothed either, wearing only a single garment that consists of an olive drab sash running diagonally across her chest, making a lengthy detour around her breasts, and connecting to a belt of the same material at her hip. Metallic bars pinned to the sash catch and reflect what light there is, as do the curved white fangs poking out of either side of the creature's mouth. Eight black eyes like wet onyx stones look to the left, blink in unison, and look to the right.

This is Lieutenant Skeila of the Midway branch of the Arachnid Altercation Agency, and she is incredibly bored. She was hoping she'd get to work on a fun new case for the HAARP squad tonight. She'd even take walking the beat on Lower Forbes Street over this; it's always crowded with a loud bustle of spiders and humans alike at this time of night. But the AAA received an anonymous tip about a planned break-in at the Municipal Arachnoid Relations Commission's surface office, so here she is. Sheesh. What would someone want to steal from the MARC? And shouldn't the human cops be doing this? Absolutely nothing's happened all night. Outside, a car drives past. Thirty minutes ago a human walked by on the sidewalk; behind the building's tinted windows Skeila was watching him. It's always fun to see 'em in their natural habitat, but up here she's not even allowed to go say hi. The spider sighs. Two more hours and she's off duty.

Now travel south to the sleepy slopes across the river, to a four-story apartment building separated from the neighboring duplexes by dark old oaks and wooden fences covered in ivy. There is light in only one window, and it is the pallid flicker of a screen.

Passing through the window and into the room, where there is a laser printer humming away to the tune of 40 pages per minute, the heavy-duty kind of printer that should be in a corporate office instead of here under a psychedelic pink-and-blue poster for the Polish release of *Don't Look Now*. Around its base, where its wheels are well sunken in to the shag pile of the hideous orange-brown carpet, is an incredible jumble

of clutter that continues throughout the room. Dead electronics, empty Bic lighters, tangled knots of cables, flattened pizza boxes, breadboards wired up with resistors and IC's and capacitors that look like lil' aspirins, with every chair piled with books and binders and every table and counter covered in papers turned from sheet white to periwinkle blue by the soft screen light.

The printer stops. On top of the stack in its tray is a title page:

THE SIDWELL-GREENSTREET REPORT

Only seconds after the printing ceases a cell phone somewhere in this godawful mess lights up, a simple beat kicks in, and a high-voiced indie vocalist begins to plaintively croon: *I'd like to know completely/What others so discreetly/Talk about when they leave me...* There is the creak of a desk chair and uneven footsteps from the next room over. Then, loping into the room with the glow of unseen monitors behind him comes a rake-thin young man whose plain white T-shirt and pale white skin glow the same reflective blue as every sheet of paper in the room. He has a tangle of curly brown hair and sparks of stubble on his small chin, and even with the music to help it takes him most of the song to locate his phone; it isn't till Ade Blackburn sings *Free of*— that he turns over a sheaf of measurements of tectonic plate movements and discovers it. Nobody's calling, it's just a reminder: tonight, Sid has to make his rounds.

Most nights, Sidwell Greenstreet is here, dry-steaming his brain in (...what was this supposed to be again? Acapulco Gold? Panama Red? Michoacán Icepack? Aw, who knows, this far from California it's all the same) while he and his bank of computers crunch numbers for the Report. But tonight, just like he has to every Thursday, he must make his rounds, dropping off copies of the Report to his short but eye-catching list of subscribers, mostly local supercorporations and departmental names at City Hall. It is likely they all assume that Sidwell-Greenstreet LLC is a high-powered team of analysts, and not a single rogue statistician that puts the thing together while stoned off his face. Anything that catches his fancy goes in to the Report, but the reason he can live comfortably off the subscription proceeds is because of his interest in the movement of economic capital and his almost superhuman ability to discern patterns—where other people would see a page of numbers Sid can pick out a correlation in fifteen seconds and if you wait a little bit more he can give you a pretty good linear regression for it and the root mean squared error, too...

Sid separates out and staples the individual copies of the Report, *ka-thunk, ka-thunk, ka-thunk*, punching down hard to get the staple all the way through each bundle. When the whole stack is done, he puts the copies into two fat manila envelopes and zips up the envelopes against his chest inside a heavy pea-green hoodie. He's nearly heading out the door when he does a sudden about-face—whoa, almost forgot, back in the other room, on the long plastic table he uses as a desk, are two fat joints he rolled for the walk. Sheesh. Forget his head, next.

Sid is also deeply flawed by his preternatural talent for pattern recognition. Truly great gifts tend to do that, after all. He is not quite so paranoid as Nash in his glory days, but he is always, always, on the lookout for patterns beyond mundane sets of

lumber and howling off into the empty night. The only worrisome thing is that archway. He takes an overlong drag while staring into it, hot smoke roughening the back of his throat. It's not just the featureless descent into darkness beyond it, but the construction of the arch itself. It's made of a tessellation of pointed triangular stones, with extra large ones protruding down into the entryway at 10 and 2 o'clock, making it look like a giant mouth with *fangs*.

Which is a weird thing for an arch to look like, right? He knows he's only freaking himself out here, and that if he stares at the stupid arch long enough he's going to set off the Fear, that special extension to one's natural paranoia often seen among marijuana *habitués*. Calm it down, Sid, bring it down a notch...He turns towards the street and exhales a white cloud, admiring it as it dissipates, taking longer than normal in the cool air to fade into the burnished darkness of the cloudy night sky, with the all city lights reflecting in the low ceiling. Orange sodium vapor lamps hum. Somewhere very far away a dog barks. A gentle breeze blows on his face, and Sid feels quite peaceful.

And then he hears maybe one or two running footsteps, staccato clacking suddenly coming up behind him—and nothing else, no jangle or rustle of clothing or *anything*—and before he can even jump let alone turn around something strong grabs him by a bony ankle and lifts *up*, so quickly that his face comes wincingly close to the pavement as he falls forward but doesn't quite connect. His joint flies out of his mouth and he swings like a pendulum from one leg, dazed.

Gravity has turned his hoodie inside out and pulled it down over his face. He can't see who or what is holding him, only a small circle of ground and one large, puzzling foot, covered in brown fur and ending in claw-like toes. He hears a voice: "What're you doing prowling around back here?" It is female, high pitched, maybe even a little squeaky. Even taking the local peculiarities into account, she has an unusual accent. She sounds suspicious of him. Is it bad to talk to hallucinations? Rational Sid has immediately decided that's what this is, he's somehow stumbled into laced weed or something (who *does* that, what kind of dealer would waste the money...) and he is tripping balls. The thing that has him shakes him. "Well?"

Hallucination or not, he'd better play along. "I'm only here to deliver some documents for the MARC," he answers. A moment later, when he is not put down, he elucidates further: "I...work for Sidwell-Greenstreet Consulting?"

He is still being held up, but hears the snap of his interrogator unclasping something, then the intermittent tap-tap-tap of a fingernail against a glass surface. "Uh, you got any ID?"

Sid points to his wallet, which has fallen onto the ground directly beneath him. He is lowered a bit as his captor squats, and he now sees a kind of hand, similar to the foot, covered in the same chestnut-brown hair and with sharp clawlike digits, as it reaches out to grab the wallet.

"Oh geez, Sidwell James Greenstreet. Right there on your driver's license. Guess that's you then," mumbles the voice in an embarrassed tone. Suddenly an indefinite, unseen number of hands turns him right-side up. He still can't see; the hood of his sweatshirt has flopped down over his face. The voice is now friendlier, talks quicker. "Sorry about goin' all papers-please on your lil' human butt, but we got a tip about

someone trying to break into the MARC, and everyone's on edge 'cuz of those crazy Huntsmen fuckers, and I kinda thought topside humans work mostly during the day..." He is carefully set down standing on the ground, and his hood is daintily plucked off of his head. "Um, here's your wallet back."

"Hey, thanks," he says as he sees her for the first time, cool as the proverbial cucumber. Yes. Definitely a hallucination.

She is a gigantic spider creature. Two legs, and six arms arranged vertically on her torso; all of her covered in a pelt of sandy brown fur with darker rings around all her elbows and knees. She's got to be at least eight feet tall, even bending over with her lower two hands on her knees to hold his wallet out to him. Her eyes, the same warm black as the tips of her claws, are solid glossy ovals that come in multiple sizes, two large ones where you'd expect the eyes on any eight-foot tall woman's face to go and then a smaller pair next to them and four even smaller ones above those. She is giving Sid an inquisitive little smile with two curved fangs protruding out of it.

Sid has to admit she's not unattractive. He's always had a thing for tall chicks—and she's very, very tall. Even if the fangs and eyes are startling, she has a cute face. And then there's her chest and the spherically round breasts each bigger than his head and dazzlingly gravity-defiant. All of her arms are lithe and toned. All she's wearing is a thick, olive green belt and sash. But she looks powerful, like it would be trivial for her to knock Sid out with a single punch, and those fangs *are* scary, no matter how cute her smile is...

Oh, and though he's trying desperately not to stare, she has a penis. Hanging between her legs, accompanied by a pair of big round balls covered in the same fur as the rest of her. It's soft, definitely bigger than the average penis but not by much, and not out of place on her sizable frame. He can see it clearly; the strange belt-and-sash outfit she has on seems to be more ornamental than functional. There are gadgets clipped to her belt, and medals pinned to her sash, but the belt sits just above the base of her cock and the sash runs right between her breasts, leaving just about all of her body in view.

She reaches toward him. He tries not to flinch, and she brushes off his shoulders where his hoodie scraped the ground. Her claws seem to be surprisingly dexterous. "Uh, sorry about *that*, too," says the arachnid, pointing to the soggy remainder of Sid's extinguished joint in a puddle.

"Not a problem, I always carry a backup." He produces the other one from inside his sweatshirt, and casually twirls it around in his fingers when a bizarre impulse strikes him. He is, after all, hallucinating; why not have fun with it? He extends the joint to the spider, and says "Wanna smoke with me?"

She giggles delightedly, bending at the knees. "Well, we're not *s'posed* to on the surface, but..." She removes a phone-like device from her belt and taps it, checking the time. "I'm off duty, and how often d'ya get the chance to smoke with a cute lil' human?" She takes the joint. "My name's Skeila."

"Skeila." He repeats it out loud to himself, like she said it, *skee-lah*, only without the strange extra-fricative *sk* she was able to generate. "Hi, Skeila. I'm Sid."

"Nice t'meetcha, Sid." She sits down on the ground, leaning against the wall of the building. Even sitting she comes up to Sid's chest. "Light?" she says, leaning closer to

him with the joint in her mouth. He sparks her up as she inhales, holding it between two claw-like fingers. She leans back and pats the ground, making a squeaking noise and motioning for Sid to join her.

In the face of no other side effects Sid is coming to the realization that he many *not* be hallucinating. There's no dissociation, or nausea, or anything but the usual pleasant buzz and an affably chatty spider creature. Plus, she's been puffing away and doesn't seem to be exhibiting any ill effects—though if she's a hallucination, then...well, anyway, what else can it be? Not sleep deprivation; Sid's been getting his usual beauty eleven in every day—7 A.M. to 6 P.M., almost enough to avoid the sun entirely.

When he talks to her, he's not quite sure where to look. She's so much bigger than him and their proximity is so great that he has to crane his neck up to see her face like he's in the first row at the movies. But if he looks directly to his right, at eye level, he ends up with a faceful of her giant breasts. Which he doesn't mind at all, but he doesn't want to be impolite. And it might be *more* impolite to look downwards, into her lap where her cock sedately rests, neither erect nor totally flaccid.

"So what's the MARC got you doing?" Skeila asks him.

"They subscribe to my report," Sid explains, passing the smoldering joint back to her. They are sitting quite close to each other; Sid can feel warmth from her body on his arms. "All I really do is take some numbers that are publicly available, and I make some charts and graphs out of it. Stuff like real estate values, groundwater contamination, how much electricity costs..."

"I bet it's for the water thing. They have guys watching that now, cause of the fracking..."

"Glad to hear *someone* gives a shit, but why does the Municipal Advertising Ramifications Council care?"

Invoking that name startles the spider. "Advertising Ramifications—" Eight eyes each widen in surprise; a human wouldn't call them that unless... "You've never been underground, have you?"

"Uh...I take the T every now and then."

A smile creeps onto her face. "And you've never been to Midway either?" Sid shakes his head. "Never met a spider before?" Another shake. "But one assaults you, and you wanna smoke with her?" Sid nods with a shrug, and Skeila laughs. The sparkle of a halogen lamp shines in her bright white fangs and uniformly glossy black eyes; the reflection gives Sid the feeling her eyes are looking directly into his. Several seconds pass, neither human nor spider moving, each slightly stoned.

Skeila is the first to break symmetry. She closes her eyes and sits up, four furred brown arms wrapping around her knees as she rests her head against them. Two hands still extend out behind her for support. She sighs. "I am *so* not supposed to let topsiders see me. And there's this whole *speech* I have to give you, and a ticket to one of these human orientation nights at the Midway Welcome Center...oh, and a pamphlet, too." She waves a claw at the building. "I don't have any on me, but I'm sure there's a buttload in there." She snickers.

"What's so funny?" Sid asks.

“It’s just a dumb PR thing the MARC does. They started it after someone made this video making fun of ’em, said the official welcome package was for a spider to bring you down there and fuck you,” giggles the spider as she continues to explain, “an’ then if you got the *deluxe* package you got to spend a week as—” she catches herself when she doesn’t hear Sid laughing along. “Um. Well, it’s funnier if you watch it. I don’t wanna scare you away from actually visiting Midway. Uh, y’know, if you want.”

“I still don’t know what it *is*,” he points out.

“A city! The most awesome city in the whole world. I think so, anyway.”

“It must be pretty awesome, then. Where is it?”

The spider points downward with a single clawtip. “How about it? I’ll show you. That’s the way humans are s’posed to see it, with their own personal tour guide, not some dumb fake party sponsored by Heinz.”

“I don’t know...”

“Well, I can’t make you come...but it’s a really cool place, and you should see it. Do you know how many humans would have taken off when they saw me? Like, *all of them*. You deserve to see it.” He doesn’t say anything. “C’mooooonnn,” she playfully whines. “It’s not like I’m gonna *eat* you. You’ll be totally safe. Promise!”

Fuck it, he’ll ride this one straight down the rabbit hole. “Alright, I’ll come see Midway.”

She squeaks delightedly and stands up. “Yes! You’re gonna freak out when you see it for the first time. It’s gonna be *awesome*.” She reaches out a few arms to him, grasping his hand and effortlessly pulling him to his feet. Her claws are warm and padded on the inside. Holding his hand, she leads him forward through the toothed archway.

She takes him through a dim concrete plain forested by squat pillars and down a wide, spiraling ramp. They travel through subterranean corridors floored with linoleum where pipes sprout out of walls in bunches, run alongside you for a while, and snake back out of view. Long fluorescent tubes hang from the ceiling, filling the halls with warm white light. The doors he occasionally sees are the metal variety with the push-to-open bars and darkness behind their tall, narrow, crosshatched windows. Every now and then they come to an intersection or go down a few flights of cement steps.

Skeila, eagerly urging Sid to walk faster, plainly knows the way. She races down another staircase, waiting at the bottom for him to catch up. He’s just thinking about how there’s nobody else down here, human or otherwise, when they happen to turn a corner and come across a group of five other spiders.

Having accepted the reality of meeting his first spider, Sid fails to think much of them. They are a range of different heights and colors; one of them is wearing some kind of robe but the others are naked, exposing a variety of earth-toned tits and dicks. He is thoroughly determined not to look like some kind of tourist in front of these other spiders and is just gonna walk on past like this is everyday shit for him, maybe even give ’em a hey-what’s-up nod, but then he notices that Skeila has stopped dead in her tracks and suddenly holds his hand very tightly. Uh oh.

He looks them over again. There’s two girls—wait, three, the one in the hood’s a woman, too. One of the girls is Sid’s height, making her the shortest of the group. She has kind of a Halloween theme going on, being sweet potato orange all over with black

eyes and black lips, twin white daggers poking out of them. She's carrying a huge plastic mug, the kind that comes with \$1.49 refills at 7-11. (It's the Transcendental Gulp, only available in arachnid markets, a veritable reservoir with a handle holding 85 oz of your favorite pop.) Between *her* legs there is just orange fluff, but...

She's the only one of the group without a penis, with the possible exception of the spider wearing the robe. In fact, it is the girl next to her that has the biggest cock of the bunch—a taller spider, with mahogany fur frosted sunset orange at the tips, and eyes the color of winter storm clouds. She carries a canvas messenger bag over her shoulder. Her cock is as big around as a milk jug and it easily reaches her knees, soft. One of the guys, a steely blue spider with short hair, visible pectorals, and six well-defined arms, has a cock *almost* as big as hers even though he's taller by a foot—but the other male's is just average-sized, totally proportional to his body.

Each of them has intricate patterns dyed into their coats, kind of like tattoos, twisty loops of black vines running up the sides of their legs and thighs. And every one of them is staring at Sid, and not in a friendly way. Skeila has adopted the kind of tense, defensive stance used when you expect someone to sucker-punch you. Sid traces her line of sight directly to the group of other spiders, some of which have sprouted malicious smiles. He tries to quietly shuffle behind Skeila.

The robe wearer takes a few steps forward and slides her hood off. She is indeed a woman, older than the rest of them. There are flecks of gray coming off of her iridescent purple eyes and blending into the otherwise brown fur on her face. The lips that cushion her stubby little fangs are the same vibrant purple. Her breasts, though shapely under her red robe, are nowhere near as big as Skeila's—none of the other spider women's are. Perhaps Sid should stop thinking about her rack and about not getting eaten, or whatever the fuck spiders do to humans...

"Greetingsss, sssisster," she says in a raspy hiss. "And greetingsss to your delicious-looking human."

Well, that's great to hear. Sid considers offering a "Hi" but figures they've already passed beyond that stage of diplomacy. He feels Skeila put a claw on his back.

"What are you people doing here?" she says, suddenly stern and authoritarian.

The other spider puts her hands up, one covering her chest in a mock-wounded fashion. "We're only out for an innocent topside ssstroll. Though it is *so* nice to meet you and the cute little human."

Already Skeila is mentally performing the calculations she was trained to do in this situation, and they aren't going to add up in her favor. There are five of them. Three she could take, no problem, but five...In this closed environment her pepper spray would choke everyone, herself and Sid included, and her cheap taser is good exactly once. Doesn't look like they have weapons, but who knows what the stupid hissing one has under her robe. And then there's the civilian. If Sid wasn't here, she'd probably just go for it—taser the big guy, drop the other male and their boss before they can react, and then take out the orange chick and her friend, if they even want to fight at that point. But what about Sid? One of the girls could go for him while she's engaged with the others. And, if she fucks it up...she *won't*, but what *if*...then these creeps will have

him. Fuck. This is all her fault. But...she's read about these spiders. She knows how they think, and as much as she might want to crack heads, maybe there's a better way...

Sid feels the claw on his back protectively move to his shoulder. "Stay away from the human."

"You know, sssister, Itkil here has always wanted a nice human boy. Haven't you, Itkil?"

The pumpkin-looking chick with the mug, the only one without a cock, says "Sure have! I bet he'd look great between my legs." Oddly enough, she speaks with a gratingly nasal Jersey accent. Sid dislikes her immediately. She shoots him a mean little grin and takes a sip of her drink, sloshing the ice inside around.

"Back the hell off," Skeila says, then pauses a moment and says firmly: "He's *mine*." The blunt declaration of ownership strikes Sid as worrisome.

"But sssister, one should not be greedy. Will you not sssshare with sssister Itkil? We can all clearly see you already have a human." She points at Skeila's penis, which is closer in size to that of the second male spider rather than the giant tubesteaks the brown girl and blue guy have.

Skeila seems to have been put on the defensive by the explicit mention of her genitals. "It's mine," she says, sounding less confident now. "I mean, it's always been mine." The group's leader squeaks inquisitively—oh you don't say, please continue... "It's not a human. I was born with it, and you know that." says Skeila angrily. She sounds humiliated, and Sid feels awful for her. It explains some incongruities (the broad shoulders, the narrow hips, the geometrically spherical breasts) but he realizes ought to do something comforting or reassuring—squeeze her claw, maybe, but they aren't holding hands anymore and he doesn't want to draw attention to himself by talking...

"Well then, sssister," the other spider snickers, eliciting a scowl from Skeila, "I suppose that would explain it. But," she says loftily, "I think we mussst see you demonssstrate your claim to this human for us."

Pumpkin spider interjects. "But Episkopos, I—"

"Itkil, the founding principle of the Huntsmen is to preserve the sacred bond between a spider and their human in these sacrilegious modern times. If this human belongs to her, then we shall simply have to let them be. Unlessss—" and here is where the malicious, mysterious leader turns to Skeila with a gleam in her garnet eyes, as Itkil grumpily crosses her arms into three pairs, "—the human does not belong to her after all?"

Skeila has been holding Sid close to her side for the latter part of this exchange; presently he feels her muscles shift as she swallows hard, and then says "Get on the ground," in the clear, level voice that seems to have replaced that casual drawl he was starting to like. When he hesitates, she speaks again, firmly, leaving little room for disobeyal: "Do it." Then, quieter: "Trust me." Tall order for paranoid Sid, who believes in the existence of trust like the blind believe in color...

Skeila's hands on his shoulders gently press him down to all fours as she kneels behind him. He can feel a blunt point pressing against his ass. Oh. She's gonna *fuck* him, he realizes. Now all that ownership talk makes sense. She bends down over him, using her knees and the hands she places next to his to support herself. He can feel her

breasts press into his back and even, through the fabric of his hoodie, the dual points of two hardening nipples. She is very, very warm. He feels the smooth surface of a fang slide past his ear; she makes a sound like she's about to say something, but stops. Her middle pair of arms embraces him, and he suddenly feels the hands from the lower arms grasping at his crotch, apparently trying to unclasp his fly. He's not sure if Skeila's having difficulty manipulating the button—it is small compared to her claws—or if it's just nerves.

“Just rip his clothes off!” yells the steely blue spider from the hunting party. The matron in the robe gives him a brief reproving look but says nothing.

“Uh, I can get that,” Sid offers nervously.

“I got it, I got it,” Skeila says testily, and finally manages to pop his fly open. She pulls his jeans down, and her claw brushes against the erection in his boxers. He's as surprised as Skeila is to find it there. They catch each others' eyes and Sid feels his cheeks flush. “I'd be lyin' if I said I didn't want to do this,” she confesses with a quiet whisper in his ear. “Sorry about the audience though,” she pointedly says in a louder voice, shooting a dirty look at the group's hissing leader.

“On with it, sssister. We do have other businesssss.”

Skeila pulls back from Sid a bit. Over his shoulder, he watches her retrieve something out of a pouch on her belt. It looks like a ketchup packet, but she tears it open and squeezes out onto her hard penis—apparently lube is part of her standard utility kit. Sid cranes his head up a bit, and gets a good look at Skeila's cock as she rubs the slippery liquid all over it, seeing it become hard for the first time, black and brilliantly shiny from the lubricant. He's not sure what it would measure in inches, nine, maybe ten, but it's plenty sizable enough to make him concerned about the fit. Skeila sees him watching. “Well? Whatcha think?” she asks.

“I think you're hot.”

Skeila beams, yanks down his boxer shorts, and throws herself down over him again, pressing her body against the arch of his back. He feels the slick hardness of her cock slide between the cheeks of his exposed ass. She brings her face next to his; on the round surface of her glossy black eyes he can see not only his own distorted reflection, but an unmistakable warmth behind it...

They kiss intensely. Skeila's fangs press against the outside of his lips while Skeila forcefully snakes her tongue into his mouth; he's happy to let her do so for fear of cutting his own tongue open on her teeth. Despite her observers, Skeila looks happy when they break the kiss, wearing a wide grin that is simultaneously playful and predatory.

“Enough with the *mushy* crap,” mutters spurned Itkil.



Skeila seems to take her cue—she holds Sid tighter while he, on all fours, feels the blunt tip of her cock poking his asshole. Getting fucked is going to be an entirely new sensation for him, and he doesn't expect to like it. He feels Skeila push into him a little and he feels strong discomfort as muscles he rarely has occasion to think about resist her entry. She pauses, and Sid thinks okay, she must be in now—but no, sorry Sid, that's just her getting situated. When she fits her whole bulbous cockhead inside, Sid knows it for sure; he can't help letting out a high-pitched little yelp that makes some of the watching spiders chuckle. Ow. Ow. Skeila stops and asks "Y'okay?" He exhales and nods wordlessly, so she slowly inches in a little further. Sid tenses and arches his back, trying to concentrate on the firm tits smashed against him. She sighs happily against his head and continues, slowly, to enter.

"This is gonna get a little weird," she tells him.

Through clenched teeth: "This has already been a pretty weird night for me."

She now has her cock all the way up his ass, or at least to the maximum point that he can physically accommodate. Sid feels something wrap around his own erect penis—one of Skeila's claws; the padded inner surface feels nice against his cock. She strokes him slowly as she begins to move in and out. Sid finds it surprisingly...okay. Sure, it hurts like hell. He was expecting that. Gonna be sore tomorrow, oh yes. But there's a pleasurable element to it too, beyond the disarming pain and slow-building

burn, one that becomes stronger the more Skeila fucks him.

“Let’s get this offa you,” Skeila pants. Rearing herself up a bit, she deftly pulls his hoodie and undershirt over his head with her two upper claws, him lifting each hand in turn to free his arms. His naked back feels frigid until the spider lays down over him again and the welcome warmth returns. Now he can clearly feel the tips of her nipples on the outside edges of his shoulderblades. His whole back is tickled by the blanket of her soft, short fur. Claws drag along his chest and shoulders as she picks up the pace of her fucking, until soon her hips are slamming into his ass and shaking his whole body with every thrust, a single squeaky pant coming from the spider on each impact. He realizing he’s taking her full length and feels somewhat proud, though he’s not ready to cop to enjoying it. Maybe if those freaky other spiders weren’t watching them so closely. Sure, Sid feels like someone’s watching him under normal circumstances, but he can see them all leering whenever he looks up. But Skeila’s enthusiasm certainly seems undimmed. The claws on his shoulders pull him back with every thrust, adding just a little bit more oomph to the powerful collisions of hip and butt. Soon, Sid can’t even feel the pain anymore—in fact, all he can feel down there one undifferentiated hot wave of pleasure, peaking when Skeila’s cock is deepest in him.

He looks behind him and sees Skeila clearly enjoying herself, exertion visible on her arachnid face, tips of the longer hair-fur on top of her head weighed down by tiny droplets of sweat forming like dew on grass, looking down intently at the connection between them. He wants to see it too. Lifting his head up, he sees the small of his own back, and blackness spreading up it like wine through a paper towel.

“Oh *shit*—” A claw’s soft inside clamps over his mouth.

“Uh, yeah! Oh, shit! You like that!” Skeila yells, trying to sound dominant and in control. His eyes are huge with panic. Something like *ohmygodwhathfugyou dointome* escapes from between a crevice between the fingers covering his mouth. She puts her mouth to his ear so only he can hear and whispers “Play along!”

He reflexively tries to pull away from her, not that scrawny Sid could ever hope to extricate himself out from under the massive arachnid, but finds that he cannot even pull away from her hips, not any more than he could pull his arm out of its socket. He’s stuck. They’re connected somehow. Skeila’s still making grinding motions, and it still feels—well, it still feels really good down there, but there doesn’t seem to be any actual *fucking* going on any more. When Sid calms down and Skeila can no longer feel his mouth churn frantically beneath the soft pad of her claw, she unmuzzles him. “What—what—”

“Don’t worry, you’re gonna be fine...” Skeila resituates herself, hefting Sid along with relative ease, so that she is now sitting on the floor with an arm out behind her, knees spread apart and Sid in the V of the valley between them, held up a little by her arms, so that his head falls into the crevice between her breasts. “Let’s take these off too,” she murmurs, removing his shoes and pulling off his pants entirely. His heart races when he sees how far the dark color has spread along his body, from below his navel to his upper thighs. He is getting smoother somehow; the hockey-stick ridges where you can see skinny Sid’s hipbones jutting out are eroding away. “This’ll help...” Skeila takes his legs and positions him with his feet up under his butt, still grinding

away, still feeling amazing.

“Help what?” he whispers.

She looks momentarily guilty. “I’m...making you my cock.” It’s almost a question, the way she says it, like she’s asking if he’s gonna be mad, but the sentence doesn’t even make sense. At least not immediately. When he connects the shiny black surface spreading up him and the color of Skeila’s penis, the dots connect in his head. She is actually somehow joining him to herself.

Sid’s terrified, natch, but he’s also fascinated. He doesn’t even understand how it’s biologically possible. Some structures in the body might be roughly isomorphic; he figures the momentarily dizzying sensation he had in his gut might be his digestive tract rewiring itself to be a, well, a reproductive tract. Shit, he’s gonna be a reproductive *organ*, in a minute...But other parts aren’t so close—based on the way his inner thighs have connected with the back of his calves, he’s pretty sure that his legs, which are slowly getting rounder and shorter, are becoming testicles. Nuts aren’t anything like legs, but he can’t really see his knees or his feet anymore...

His bellybutton vanishes in front of his eyes. There is a spreading change moving up his torso like a slow wave, his body becoming rounder, his formerly oblate cross-section becoming circular. Down at the base, he is now quite firmly affixed to her; his ass is entirely gone and his back connects immediately with her body in a single graceful sweep.

“I’m not sure if I want to be a cock.”

“Well...too bad! You’re *my* cock.” Sid sees some of the observing spiders nod approvingly, and although that line didn’t quite sound as forced as the last, he tries to reassure himself that this is all some kind of act between the two of them. His stomach lurches. Breathing becomes not more difficult, but stranger somehow—wait, is he even still breathing? He can’t tell. There’s a rapid pounding sensation, but maybe that’s only the racing heart rate and the adrenaline. It feels like his legs are sagging on the floor. He tries to wiggle them and gets nothing.

Skeila leans back and grips him at his waist—or base—and strokes, hard back-massage rubbing that blissfully relaxes his lumbar muscles into total nonexistence. It feels great. She nibbles gently on his ear, and though the transformation hasn’t gotten that far yet, that feels pretty good too...He dares to look down and confirms that yes, though they’re still slightly lumpy where his knees were, his legs are turning into balls, big round ones, with some patches of Skeila’s fur even sprouting here and there. And he realizes that just as those are forming, his own balls are vanishing and his still-hard penis is shrinking, the only thing down there that was unequivocally his anymore, sliding backwards and vanishing like a crumbling tower.

Skeila grabs his head, making him look at her instead. And just like that, she starts making out with him again, really *frenzied* now, yet he doesn’t get so much as nicked by all those scary teeth. And meanwhile those hands of hers feel so *good* down there all going crazy on his skin like that; he doesn’t protest when she holds his arms at his side, and he isn’t surprised when he is immediately unable to unstick them from his body (can he still call it his?)

Feeling his neck tensing, Sid breaks the kiss. A strand of viscous liquid

momentarily hangs between them. There is a sharp taste in the back of his throat. Realizing he may soon lose the ability, he looks down at himself, almost fully transformed from the chest down, a sturdy shaft with that long cushiony muscle running up the middle of his underside and a crumpled band of foreskin starting to form below his shoulders. He looks up at Skeila again, and this time he's the one that goes for the kiss. His tongue accidentally scrapes against a tooth—it's nearly as sharp as it looks. Skeila rewards his enthusiasm with a series of long, hard strokes, squeezing hard with four hands. Each one pumps fuzzy feelings of electric pins and needles up his body, rising a little higher each time, up to his shoulders, his neck, his chin...

It's difficult for him to move his neck at all now. He realizes he must be getting shorter, or smaller—as Skeila strokes him his face periodically bumps into the inner surface of one or the other of Skeila's breasts, his cheek brushing her soft fur and flesh. He uses a remaining burst of muscular effort to grab a mouthful of tit the next time he swings past, and Skeila, getting the picture, makes it easier for him by leaning in and holding him at the base to rub him on her breast—rub *her own cock* on her breast, Sid thinks. He feels the pebble of her nipple go rolling past his body, briefly bending in each direction as he goes back and forth. Then she slaps his tubelike body against her tits, fur cushioning the sound of the impact.

Now he can only look straight up. He can't move his arms at all—he's fairly sure he no longer has arms. He can feel with complete clarity the location of every one of Skeila's claws as they rub their way across his skin, realizing from the way they move about his that his body is now totally cylindrical. He tries to say something but only produces a gasp. Bitter saltiness wells in his throat; some splashes out of a mouth he can no longer completely close.

He is looking up, backwards, into Skeila's face. It is enormous to him; her body occupies his whole field of vision. In the black mirror of her eyes he can see himself



reflected dimly, a veiny stalk shooting up from between furry legs that curve hyperbolically away from the center point in each round lens—him. He is stiff and tense, his neck filling out to the same diameter as his body, his head puffing up like rising dough, flaring out at the bottom where the ridge of the glans is forming...

He watches it all happen to his reflection. Next his nose is gone completely, and now his head looks more like a cock's than a person's. For the moment there are still reminders other than his darting eyes, but the arcs of his ears are sinking away, the edges of his mouth have already pressed together vertically into a closed slit that connects with the pointed upward sweep that formed where his chin had been. His eyes are the last to go. They are not really sinking—they only look like it because the puffy cock flesh around them is rising to cover them up. Before they are gone completely, they blink, and simply do not open again. The surface of the cock rushes in to fill the two indentations and in a second more it is complete; Sid's body is now an erect shaft and his head a dark, swollen glans.

He can still see—and yet he has no control over his body. The image lurches forward as Skeila lunges at him, her face jumping into full view as she kisses him, her tongue darting down his piss slit. She pumps her hands up and down his stout length faster, and for a second Sid sees her mouth open before him like a looming cave as she takes him in, deadly-sharp pearl-white stalactites seeming to miss him by mere millimeters, but then there is darkness as her lips clamp down around his shoulders—no, no shoulders anymore, that's just where his head ends—and there is only the *incredible* feeling of her tongue, every tastebud's surface apparent to him at his new depth of sensation, sliding wetly over his upper surface while the most sensitive part of his underside rubs along the roof of her mouth.

Skeila removes him from her mouth with a wet pop. Four claws become invisible blurs along his surface. "Oh, fuck, Sid!" He feels, building at his base and as a growing sensation running from balls to head, in the way that lightning is said to trace its route from the ground up in the microseconds before the return strike, what he knows to be their approaching orgasm.

And then *eeeeeeek* sharp cold all over her shoulder and breast running down to her crotch; Skeila shrieks and stops masturbating. The spider with the huge mug has poured its contents all over Skeila—it turns out to be raspberry iced tea. A sugary river soaks into her fur and carries pebbly little chips of ice into her lap.

"Itkil!" reproaches the group's hooded leader.

The short orange spider girl with the upturned and dripping mug is pointing and laughing; there are a few low chuckles coming from some of the other spiders in her party.

"Mossst undignified, Itkil. I ssssuppose you do not want our next prey after all—Brother Lassssck may have that privilege instead." Sullen Itkil goes *hrrmph* while the blue spider with the huge penis, by way of congratulations, does three simultaneous knuckle daps with the other male.

Until the rude interruption, Skeila had forgotten all about the Huntsmen. Their leader saunters up to where she sits on the floor, with an erection quickly numbing to flaccidity by the buildup of ice at its base. "I recant my previous sssskepticism. That

human clearly belongs to you, though I ssssuspect he did not yet know it.” She leans down close to Skeila. “And whatever they tell you the rules are, sssister, you don’t have to change him back. He’s yours now.”

The matron stands and snaps her fingers, calling her crew to attention, and without a further word they head off down the corridor. Itkil bumps Skeila’s shoulder on the way out. The staccato clacking of their feet recedes into the distance and Skeila lies back down in the puddle of tea, too exhausted to move. She spreads her legs so her balls are no longer covered in an avalanche of pop fountain ice.

She wants to go after them—the civilian wildcard is no longer in play, plus she got a good look at them and saw no weapons, so she’s pretty sure she could take them all in a fair fight—but it’s no use. The change is that exhausting. It’ll be a minute before she can even stand. She can’t even call it in—no reception here in the interstitial layer between the surface and Midway. For a little bit the only noise is the buzzing of fluorescent lamps and the spider’s ragged breathing, but that gradually quiets down. Then Skeila tentatively asks her penis: “Sid? You okay?”

No response. She props herself up on her elbows. “Sid?” Silence. “C’mon, at least talk to me...” Nothing. She droops back to the floor with an irritated sigh—then, remembering something, sits back up. “Um, just so you know, if you *think* like you’re talking, even though you’re not *actually* talking, I can hear it. Just in case you’re not really giving me the silent treatment.” She looks at her cock expectantly.

—like this? Whoa, goes Sid’s scratchy mumble in her head.

“You seriously woulda never thought to try that?”

Didn’t know telepathy was part of being a penis.

“It’s not telepathy, it’s...I don’t know, nerves and shit.” She scoots out of the puddle and lies back down on the cool linoleum, six arms spread-eagled. “Are you, like, completely pissed at me?”

Uh...what that woman said...you’re going to change me back, right? I’m not going to be stuck this way forever?

“Course I’m gonna change you back.”

I guess I’m not completely pissed at you, then. Not completely.

“Awesome. I totally saved your ass from those crazy fuckers, you know.”

Who were they?

“The Huntsmen. Total nutjobs. Aren’t they freaky? Didja hear the fake-ass hiss their head bitch uses? There aren’t very many of them, but they’re like...I don’t know. Kind of a cult, or a weird militia group. They think humans are supposed to be cocks. Like, it’s your purpose. Your only purpose.”

That’s pretty fucked.

“Totally. There’s plenty of other stuff humans are good at.” Sid doesn’t respond. “C’mon, I’m kidding.”

Ha ha. How about you change me back now?

“What, right now?” Skeila asks in the same tone of voice she might have used if Sid had casually asked her to eat a bicycle.

Yeah, that would be nice...

across from them; she seems to smile slightly as Sid, who cannot help himself, begins to visibly engorge...But then Skeila's phone call connects, and there is her voice to distract him:

"Five Huntsmen. Ten minutes ago they were around sublevel 7, under City Hall." Skeila is trying to be quiet, but the uniform and the dire matters implied by her low, mumbled tone have attracted the attention of Sid's admirer, who is now trying to lip-read Skeila instead of ogle her. "There was a human topsider with me...No, I did...Jeez, I'll explain in a minute, first get a call out to someone on the surface..." The yellow spider does her best to overhear Skeila summarizing her night to the voice on the other end of the line, though she turns away when Skeila gives her a nasty look.

"Yes, understood." Skeila taps the phone and reattaches it to her belt. "Shit. Debriefing meeting when the captain gets in at ten AM." She sighs; it comes out as a worn-out squeak. "Just enough time for a shower and a couple hours of sleep."

Oh, uh, that sucks.

"Yeah." She slouches far down into her seat and raises four claws to rub her eyes. "It does."

You'll change me back before that, right?

"Uh...sorry, Sid, but there's no way I can do that and be able to face the captain. I probably wouldn't even make it in to HQ."

Skeila, what the fuck? You said you would change me back tomorrow! You promised!

"Okay, number one, for me it wouldn't even *be* tomorrow until like, six P.M. if I didn't have to get up for this stupid debriefing. So I'll still be completely tired. And even if I wake up at ten in the morning and I *can* change you back, then I'd have to go to a big meeting where I'm probably gonna get yelled at when I feel like shit and look like it too." About there is where she's going to call him an inconsiderate asshole, but she stops. She's not going to get into an argument with her penis on the Tube—it's not that spiders don't talk to their cocks, it's that she doesn't want to make a scene.

I don't want to be stuck like this forever!

Is he serious? Does he, for real, think that she's just as bad as the Huntsmen, when she just saved him from having to ride around between some crazy bitch's thighs until the human politicians finally talk the AAA into going full Waco on those nutjobs? It makes her mad enough that she wants to tell him well-too-fuckin'-bad, I listened to that dumb hissy bitch and now I'm never gonna change you back, so *there*. Or maybe instead she'll tell him to go fuck himself, who'd want you for a cock *anyway* you ungrateful little shit...She bites her lower lip and is trying hard not to tear up. If she lets herself go all crybaby over this, she's really gonna be pissed. The hormones do give you mood swings, you know. And, well, she always loves it when she can walk around without being immediately pegged as a sexual incongruity. To spiders it's only harmlessly interesting, but she hates how *obvious* it is that her cock is just that, her own cock, an obvious difference between her and all the women who either have big phallic humans or nothing so visible down there. Some part of her is going to enjoy blending in no matter how reluctant her cock is—and will be disappointed when it's time to release him.

Skeila?

For a few seconds the darkness outside the tube's windows gradually brightens and then suddenly falls away. Skeila doesn't feel like talking to Sid right now, but she still wants him to see this. The spider stands up so that her hips are at window level, and beyond the fat, ghostly acorn of his own reflected head, Sid can see the city of Midway.

He feels like a gnat in the hangar of a jetliner. There are other Tube cars out there, the twin railings they hang under nearly invisible in the disorientingly vast cavern they are now in, many yards away through patches of murky cave fog that roll by like clouds under an airplane wing. Some cars match pace and some zip past in the opposite direction, faint silhouettes in their brightly lit windows visible for a moment. Beneath them are buildings and figures moving around in the dark gridlines between them. The buildings grow larger and taller as they move towards the crowded point where all of the cars are rushing towards or away from, the center of the city where there are skyscrapers so large that they touch the ceiling of the cavern itself—and not just *any* skyscrapers, it only takes Sid a moment to realize. He recognizes the characteristic appearance of almost every significant building in the business district aboveground, some of which he was at only hours ago, and he realizes that they don't merely *touch* the ceiling, they come down out of it...

The track dips and now they glide along at the level of some of the taller buildings, making a smooth turn around one large block of apartments where an old-fashioned clothesline extends to its neighbor across the street, strung high enough for the strange garments hanging from it to rustle as the Tube passes overhead. The tracks come down out of the air and converge like rigid telephone lines towards the paved tarmac behind a blocky building, and a muddled voice sounding through unseen speakers asks all passengers to please prepare for arrival at Lower Wood Street Station.

When they get out onto the street, where the sleek grey faces of buildings stretch far above them towards the dim ceiling ribbed with rafters as wide as buses, Sid realizes the scope of this whole thing. The sidewalks bustle with as much activity as any downtown street on a Friday night, crowded with hundreds and hundreds of spiders. Practically all Sid can see down at dick level as Skeila navigates the crowd is a forest of spidery arms and legs (and arms, and arms, and arms...) There are humans here too, but in a decided minority, walking down the sidewalks alone, with spiders, or with members of their own species. And present in equal number—if not greater—are the *other* humans, the ostentatiously large cocks maybe one in a dozen spiders has hanging between their thighs or throbbingly hard. Oh yes, there are plenty of them walking around with erections and not the least bit of embarrassment. A graphite-colored male with yellow eyes and a massive hard-on leading his way forward gives Sid a glance when he and Skeila pass each other. A periwinkle blue girl Skeila impatiently passes is giggling to a friend while her azure dick sticks up between her tits. Perhaps it is because they have just passed a spider couple sitting on a bench who each have erections of their own, but only the girl's is human, the black length reaching to her tits as her boyfriend strokes it with three claws, hugging her close with his other set of arms while he leans down to nibble at her neck. A fine way to wait for the bus.

There's something that's giving Sid *deja vu*, and he doesn't know what—all of the spiders in their many colorful combinations are new to him, as is having his whole sur-

face stimulated by everything that touches him, each hair on Skeila's leg, even to some extent the *air* moving over him as she strides forward. His instinct for pattern recognition kicks in when the crowd dissipates somewhat and he can see across the street to a building he thinks he recognizes as an aboveground art gallery he was in once. Not only does it look identical, at first glance, but the streets around it are also identical. Only then does he realize that the layout of the major streets is the same—those skyscraper pillars coming out of the ceiling must nail down the geometry of their city, at least partially. *Their* Liberty Avenue intersects Sixth at the same angle *our* Liberty intersects Sixth and so forth, creating the same small triangular plot where they meet—and there is the same wedge-shaped building with tall windows subdivided into many small panes, which freaks Sid out a little. But it turns out not to be the Wood Street Galleries; the street-level windows in this version are now open staircases down into a dim environment glowing with purple light and thumping softly in heavily muted beats. A spider wearing a six-armed flannel jacket pastes a flyer over several others already stuck to a sandwich board outside. As they pass by, Sid reads:

THE DRONERY

open thurs-sat 3 AM 9 AM
cover \$5, humans get in free
this saturday: saint alaika

Other buildings seem to be hewn directly from the rock. Some entire blocks look like they were cut out of the same monolithic cliff. They arrive at Skeila's apartment building, in a cluster sculpted to look like New York brownstones. Each has the same striated bands, a blotchy stripe of light and dark grey running directly from one building onto its neighbor like a strip of granite bacon. By the time they arrive they still have not spoken to each other. Not spending any energy on talking is fine with Skeila; right now she just wants to crawl into her web and squeeze in as much sleep as she can.

There is another spider inside, in the small kitchen separated from the living room by a tall counter. Except for a stark dusting of flour covering her forearms like snow on asphalt, she is totally black. Black fur, black eyes, and a long black cock that bounces as she bobs her head, wiggles her hips, and uses three whisks at once to stir a mixing bowl big enough to serve punch, all in time with the high-powered Nordic speed metal assault squealing out of some tinny speakers.

"Ketta? Ketta, can you turn that down?"

"Huh?" She turns off the music. "Making brownies, they'll be ready—*hi* there!" The other spider squeaks in surprise when she sees Skeila's new cock. "I see someone had a busy day at work..."

"Shit, you don't even know. Can you please keep it down? I really, really need to sleep..."

In a room upstairs, she flicks on a light switch and sighs. "Well, this is my lair." It is small and cool, with stone walls the color of the inside of a jacket. Piles of clothing litter the floor, the top of a dresser holds hairbrushes clogged with sandy hair, and there

is an unaligned collection of posters taped to the wall. Sid recognizes the blue-white-red bullseyes and the iconic photograph of Simonon smashing his bass, but there are posters of spiders too—even one of what appears to be a spider with windswept inky fur sharing a stage with a much younger Morrissey. This cluttered room could belong to any young woman with a passion for classic UK acts, except for the only unexpected feature—and really, why *shouldn't* he have expected it—which is the gigantic web slung over a third of the bedroom hammock-style between opposite walls. Uncountable silvery threads connect in a chaotic network that obviously has *some* structure, and yet Sid grinds a mental gear as he encounters a pattern he cannot quite identify. On this marvelous structure are pillows and a blanket, which Skeila shoves out of the way as she sits to wriggle her uniform off. The uniform joins one of the piles on the floor, and the spider drags a claw through fur sticky with dried tea. Shower time.

There is hot water immediately when she turns the faucet. Sid's vision blurs as it flows over him and steam fills the small bathroom connected to Skeila's bedroom. She stands there letting herself be drenched for a little while. Her palm-tree hair flattens against her head, covering most of her closed eyes, as she looks up into the spray. She begins the tedious process of lathering up with a small blue and white bottle of liquid soap in the corner that generates immense mounds of frothy white suds in her fur. It's infused with a bracing amount of peppermint; the whole shower smells like candycanes and when the lather reaches Sid it tingles up and down his length and freezes his balls. It's like she's teabagging a snowdrift.

She washes her arms with one half of each pair doing the other. She soaps up her breasts, dripping a little bit of soap on each in turn and working them each with a claw, really *kneading* them...is she deliberately putting on a show? The way she's arching her back, two elbows pointed at the ceiling as she stretches her upper arms, feeling herself up with the others...If she is, it's working on Sid. He is no longer merely half-erect but has grown to a full hard-on. The stream of water running down Skeila's stomach bifurcates around his rigid base and flows down his balls to a wet point of fur. Now it's his turn to get clean; a slippery flurry of soft clawpads slide over his entire length from base to tip, creating halos of pleasure as each of her digits slide over his slippery head. She rubs him thoroughly, and when she is finished there are clusters of white bubbles dripping down him, her slick and hard black shaft.

He stays erect for the rest of her shower, and has not grown one bit softer even by the time Skeila has toweled herself off and stands in front of her mirror, lit by parallel lines of spherical white bulbs, drying herself off with a towel and a pair of blowdryers. She holds him to one side, then the other, as she dries between her legs. After she shuts off the loud, whirring blowdryers, the only sound in the bathroom is the soft rustle created by three of her hairbrushes impatiently combing tangles out of her fur.

“So are you really worried I'm never gonna change you back?”

Sid thinks about when Skeila had changed him, about how possessive, how predatory her expression was. All those arms holding him in place. He could never have fought her off even if he'd tried. Sid thinks about the Huntsmen and their leader, that spider woman with the purple eyes, and what she told Skeila: You don't have to change him back. He's yours now. And the surprised look on Skeila's face, like no one had ever

really suggested the idea to her before...And yet, he realizes to his own surprise that the spider has managed to slip past years of accretionary paranoia in a matter of hours. Maybe it's some psychological reaction to being her dick (Cockholm Syndrome, we'll call it) or maybe, just maybe, a miracle has occurred and Sid, even if it's just this once, has learned to trust...

Nah. Sorry about freaking out on you like that.

"Salright. I'm sorry about all this. It'll be over soon, and who knows, maybe it won't even be the worst thing that ever happened to you..."

It won't be. I mean, I got to see Midway. And I got to meet you.

She smiles and then winces as she brushes through a particularly tough knot. When she bends down to brush out her ankles and calves, he pokes directly into the underside of her breast. She laughs. "Better settle down, boy..." When she switches to the other leg she leans much further over, and it does nothing to alleviate his hardness problem when Sid's sensitive head presses directly into the spider's breast for a moment before his whole body slips into the crevasse between her tits, her chest moving against him as she carefully combs through her fur...

Naked and mostly dry, she hops up into her web, which sways a little. She reaches over to turn off her lamp and the room is thrown into darkness so total even Skeila cannot see in it. For ten minutes, maybe twenty, she restlessly shifts positions. On her back, when hard Sid tents her blankets. On her side, with him jutting out perpendicular to her legs, bumping into some of her elbows as she curls up. She rolls onto her stomach for a little bit and he sticks out towards the floor between strands of the web. Presently she's on her back again, and all Sid can feel is the sensation of her silk blankets against what cognitive habit is making him think of as his face—but the blanket is not rubbing against brow or nose or chin, the feeling is of the overstimulating touch of the fabric against the contour of his sensitive head, adhering slightly to the moisture gathering in his one opening...

"Sid..." squeaks Skeila in a whisper. "Are you asleep?"

Nope.

"Me either." There is a short silence in the darkness. "Um...a lot of time, before I go to sleep, I jerk off..." She punctuates this with an inquisitive squeak to make the implied question obvious. He can already feel the soft inner padding of her thumb and finger touching him at his base; could he ever dream of refusing?

Okay...but you have to turn on the light.

Fur rustles hurriedly in the dark. As Skeila stretches out towards her lamp, her breast brushes up against Sid and electrifies his whole right side. Once the light is on and she's curled back up on her web looking at him, she's practically all he can see. The spider that was merely big before he was shrunken down and rendered stiffly immobile now seems impossibly titanic. Bows of light like planetary rings sparkle in her smooth black eyes and he can see—again—himself in them, each reflection coming back at a slightly different angle like dressing room mirrors. It is not a muted image of his own familiar face that he sees, but a thick cock-head.

"You do make a really good looking cock, you know."

He's oddly pleased with the compliment, though he cannot tell what makes him an attractive specimen even with a view of his new phallic form from every side.

Well, you make a really good looking spider chick.

Wordsworth he ain't, but it makes her smile, a happy, devious little narrow-eyed smile that might be accompanied by blushing, if you could ever tell on a spider. Sid, ticking up and down with every one of her quickening heartbeats, could not be harder than he is already.

"How about we finish what that orange bitch interrupted?" When she grabs a hold of him and squeezes it's like being held in the grip of a giant. His puffy head throbs outward, his stream of thought momentarily disrupted by a surge of pleasure. She squeaks breathily and beyond her breasts, huge round hills in his field of vision, he sees her mouth open slightly to display her sharp white horseshoe of upper teeth.

It occurs to her how enthusiastically he went for her breasts during the change. She rubs him into them, dimpling their round surface, pressing him into her nipple and making circles on it with his tip. She sticks him between her tits and mashes them together; they are big enough to cover even her huge new cock. She slides them up and down her cock, titfucking herself. Then, with Sid still trapped, she snakes her tongue out and gently flicks it over his bulbous head. She slowly rubs Sid's lower shaft while she keeps him in place, layering kisses all over the tip of her penis before slipping her tongue into the slit and beginning a passionate makeout session with her own dick, swirling her tongue in circles while giving him long, dramatic strokes with some wrist movement on the down stroke.

It would be easy for Skeila to forget about her partner; masturbation is a very solitary act even when one's genitals are technically someone else. And unlike most spider girls, Skeila is the full-time owner and operator of a penis, so she's well accustomed to getting the job done with 15 minutes of uninspired up-and-down pumping. But she's going for the theatrics here because she wants, badly, to blow Sid's mind. Sure, he'll almost certainly still make her change him back tomorrow. And odds are good he'll scurry right back up to the surface and she will, sadly, never see him again. (Thoughts intrude here, as dark fantasies do in private times, about really keeping him, no matter what he says. He'd learn to love it. But this idea nearly sends her over the edge, so she tries to push it back down.) She wants to make sure that even once he's walking around on two legs again up in the harsh sunlight, that he never forgets the best orgasm he ever had was when he was a part of her.

When he begins leaking at his tip, she opens wide and sticks as much of him as she can into her mouth, which is only most of the head. Again he passes between her intimidating teeth, but he is not even nicked, and in a second her lips seal around him and he is left in humid, heated darkness. Her tongue slides up his underside and back down over a wide area of contact as inexorably, as heavily, as a wet mattress being dragged over you. Things proceed this way for some time, accompanied by lewd slurping sounds as Skeila noisily sucks on as much of her penis as she can, swallowing the copious volume of precome Sid leaks into her mouth, and all this while continuing to stroke his bottom portion and squeeze him between her tits.

Even though Sid is mentally present, he's completely blissed-out and not thinking

much at all—which for Sid is an uncommon feat. His over-analytical mind carefully collates every incoming stimuli, connecting dots that may or may not actually be there. But as a penis, every sensation is wonderful and needs no analysis. For the time, being he has succumbed to the instincts of his new form. He is her cock, and as long as the nerves on every inch of his rigid body are buzzing like this, he’s perfectly happy to be her cock. Sid has mentally given himself over, and is awaiting the slow build of the sensation he was seconds away from experiencing hours ago, his first orgasm as a penis.

Skeila can feel his thick head throbbing in her mouth; she knows that time is not far off. A few quick strokes would finish things off right now, but why not prolong it, make it that much better...The cyclonic whirl of her tongue around his head stops and she darts into his slit once more, swishing her tongue back and forth inside his “mouth” as her lips protect him from her teeth. Then she breaks the phallic kiss, removing him from her mouth with a pop as loud as a champagne cork going off.

“You ready to come all over the place...you big, fat cock?” Skeila moans to her penis. It is hard to hold back; her words are grunted through clenched teeth. “You’re the biggest, hardest cock I’ve ever had, you know that? You wanna come on my boobs? I can tell you like ’em, but I already showered...” She licks a long path up his underside then starts to pump with all hands. “Maybe tomorrow, if you want, we could do this again...so you can—you can—come all over me—*aah!*”



then every motion of the spider's claws produces a teaspoon-sized squirt. She does not have to milk herself for long, or even switch to the other breast, before there is plenty to accompany the Raisin Bran. Pleased with herself, she carries the tray over to his table at the window and sets it down in front of him. He rewards her with a nod and a thin-lipped smile.

She flits about in the adjacent room, tidying what needs to be tidied and re-tidying what doesn't. She goes on a dusting spree with four genuine ostrich feather dusters, bestirring no dust whatsoever but looking good in the process, kicking up one foot and standing *en pointe* to reach the top of a high bookshelf, higher than the Doctor would ever be able to reach. She arches her back a little to show off her butt, just a bit, in case he's watching. There's work to be done elsewhere in the house. She's got to run the sweeper in the foyer; his business friends tracked in all kinds of dirt. There's the load of his shirts that need washed and ironed, and she's got to make the bed, which is in quite a state after he had her tied up all last night. But that can all wait until later. She likes to be near him while he is at home, especially since he's been spending so much time at work alone recently. Usually whenever he has appointments he will have her drive him around Midway, but lately he's been spending long nights by himself, leaving poor Skenge to mope around the mansion, glumly standing in the bay window watching the spiders and their own humans traverse the street below, thinking about her neat and perfect little white Doctor. So she stays, trying not to hover conspicuously, but ready in case he needs something. Perhaps he will want more milk. Or maybe he would like to fuck her, in which case she definitely wants to be available.

The phone rings as the Doctor is crunching his way through his morning fiber. Skenge glides noiselessly over to answer it, and soon glides back in with a claw over the phone's mouthpiece. "It's Mr. Bunch, sir. Would you like me to tell him you're unavailable?" He shakes his head and extends a porcelain hand for the phone.

"Bunch? How did things work out last night?" She is very proud that the Doctor conducts these conversations while she's still in the room. She knows that he knows that she would defend anything she overhears, much like the Doctor himself, with her life. "What kind of problem?" Whatever is being said causes him to cock a thin white eyebrow and shrug to nobody before replying. "Hah. At least we know where he is, hmm? I'll have someone sit in on the Agency's debriefing and we'll find out exactly what happened."

The phone beeps when he hangs up. She is already waiting behind him to take it.

"Skenge? Please go bring the car around front. I'll need you to drive me to the MARC building."

"Certainly, Doctor."

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