

# undertow

Is he going to jump? Well, he doesn't really know, either. Standing up on that railing, leaning over the edge, he's only considering his options, understand. He's heard drowning is an awful way to go. Struggling. Holding your breath as long as you can and then sucking in all that water when you finally give up. But he figures, just hypothesizing here, that if he times it right he could get knocked clear into oblivion by one of those falling shipping crates.

The indecisive young man with his hands in his pockets is named Albert Kaye Mewes, though he only goes by Al. Down here there is no wind to blow through his unkempt blond hair or chill him through his fleece-lined bomber jacket. There is a day or two of straw-colored scruff on his round, unthreatening face. He stares into the water, squinting as though there was an intensely bright light below the surface.

Al is looking into a vast artificial reservoir from a circular catwalk running all the way around it. The gray cement walls, streaked white with accumulated hard water minerals, continue upwards for stories before turning into the walls of skyscrapers—window-lined grids, some squares lit and some not, penning this bizarre enclosure in on all sides, with a patch of the city's night sky left visible at the top. This hidden urban lake is as big as a baseball field, and at its center there is a giant whirlpool, a black hole that could suck in a couple of pitcher's mounds side by side. On the walls across from him, and next to him, and all around the reservoir for several stories up until we hit street level and the skyscrapers begin (you see he is a couple hundred feet underground here, if that term really applies to this kind of geography) there are railing-enclosed catwalks like the one he is standing on, garage doors of corrugated steel, pylons painted watch-out-for-me orange, yellow and black striped warning signs next to inclined ramps that jut out over the water, sickly sodium-vapor floodlights and the huge shadowy rectangles of shipping containers, even a pickup truck or two parked on the walkways painted a dental Infrastructural White.

It is the third night since Al discovered this place in his unhappy wandering among labyrinthine basements and cellars—eventually, even the nighttime walks lose their interest, and you start opening unmarked doors. He has the impression that he's not supposed to be here, but he's come back again to watch. Watch what, you ask? Well, several times an hour one of the garage doors along the walls of the reservoir opens up. From inside, a shipping container begins to peek out. Some of them slide smoothly on unseen casters, rolling all the way out and gracefully sailing off into the abyss. Others are pushed out by figures in hard hats and day-glo vests shoving with their shoulders, making grating scraping noises the entire way until they manage to get it to tip over the edge. They tumble down, spinning end-over-end a couple

of times depending on how far up it was, before they crash into the water with an enormous splash. The metal boxes bob once, maybe twice, as they head for the huge vortex at the center of the reservoir. Most are sucked down immediately when they get there, although some that come in at a bad angle get slingshotted around once before falling in.

Al has no explanation for any of this, but he's not thinking about it too hard. Presently, he has a leg over the railing, straddling it, riding the round chrome beam for a quiet minute filled only by the low roar of the whirlpool rushing on like a muted waterfall. Then, it looks as though he is going to consign himself to gravity, sighing and slowly tip-p-p-ping over towards the water, when all of a sudden something powerful and unseen crooks an elbow around his neck and clotheslines him right off the railing. "Urk," says Al as he falls ass-backwards. He lands not on hard concrete, but...in what feels like a very big lap?

"Sorry. But I thought you might be about to do something stupid."

The voice, a dark feminine monotone, is coming from just above his head. His back presses against something warm. The arm is still around his neck, though not tightly—and it is and covered in soft fur. Worryingly, two more arms creep in from both sides, strange claw-like hands coming to rest on his legs. He slowly turns his head around to see who or what is holding him. It is some kind of obviously inhuman creature—at least not a human without a *spider* who's laid eggs one or two branches up the family tree. She is a woman, her curves make that much obvious, but her body is completely covered in fur in varying brown shades, from burnished mahogany on her arms and legs to brilliant sunset oranges on the tips of the hairs on her chest and back. She is very big, maybe seven feet tall, but it's hard to tell sitting down like this. She's got six arms in total, three on each side of her body, spaced out evenly so the bottommost pair sprouts a little above her waist. She leers down at him with eight lustrous gray eyes that shine like smoke, two large ones right where they should be and then six smaller ones arranged symmetrically. Her lipless mouth is an unemotional straight line from which two intimidating white fangs protrude.

"... what... what are you?"

"You've never met a spider?" Her expressionless mouth twists into a sly smile. "Strange place to find a human who's never been underground." He tries to explain that he only found this place by accident, but only manages to stammer out something unintelligible about liking to walk around at night and not having anything better to do. She cuts him off. "Hold on. I want to make sure you're not going to jump." This spider creature opens her mouth, displaying a gallery of many, many pointed triangular teeth, and reaches in like she's about to pluck a stuck bit of food. Instead she pulls out a strand of white thread from under her tongue. He stops talking, silently watching her reel it out like she's unspooling dental floss. Once she has an arm's length she nonchalantly bites off the end. The silk is thicker than what you might see in

an average web, but not more so than fishing line. Holding on to one end, the spider deftly runs it behind Al's head and brings it back around, tying it in a loop that leaves only an inch or two of slack around his neck.

"If I was going to run for it, I don't think that would stop me."

"Are you going to try and find out?"

His instincts are telling him yes, he should be trying to make his way back to street-level safety. But maybe that's just a reaction to that imposing mouthful of terribly sharp teeth—she *seems* nice enough, was probably just doing a good deed for a potentially suicidal stranger after all. . .

"I . . . guess not. What are you doing?"

"Recording." Around one shoulder, the spider is carrying a messenger bag. She opens a velcro flap on it, revealing a microphone and old-fashioned tape recorder, the kind with the clear window that shows off the cassette's rotating reels. "This is a great place to get samples for my work."

"Work?"

"I make music. Electronic stuff, mostly."

"Electronic, huh. . . like, uh, Skrillex?"

"Ugh," she scoffs—and he's not entirely sure, since her eyes are all one solid color, but she seems to be rolling them. "No. I do ambient stuff. Humans generally don't go for it. I mean some of them do, but not like spiders. Don't get me wrong, I do some IDM-type stuff and I'll always love Aphex Twin, but my *main* influences are. . ." She proceeds to rattle off a litany of bands Al neither recognizes nor is even sure he is hearing correctly (Troom? Soviet France? Clows Shoils?) using the pointy digits of one claw to count on three of the others. He just nods.

Her name is Alaika. She used to call herself DJ Alaika, when she was younger and the zenith of her career was when the MARC paid her \$125 to play background music for the business reception celebrating their fourth annual Light Up Night. (She went a little too heavy on the techno; it was mostly a business crowd, arachnids and humans alike, celebrating how their annual winter festival was just as fruitful as the original. As above, so below.) But for years, all of the spider's music has been released under the name Saint Alaika. It comes from a night when she and some of her musician friends had been sitting around in the dinge of one of the droneclubs, on the long armless couches amidst the violet mist of pot smoke illuminated by the club's lighting, making fun of those silly human DJs and their silly poses that were then in vogue. "They must think they're Jesus or some shit!" They all made up religious nicknames for themselves on the spot, but Alaika's was the only one that really stuck—although for a while she collaborated with a particular recording engineer, a human named John, so often that everyone started calling him John the Disciple.

Al and Alaika get to talking while they sit cross-legged, facing each other, Alaika holding his leash the whole time. She gives him a rundown of her musical career, talks briefly about being a part of some kind of possibly cultish

spiritual group that worships disorder, and tells him about Midway, the underground city located directly beneath them, where her and roughly a million of her fellow spiders live. Al, for his part, talks about being a depressed sad sack. He is surprised to find that she seems to be listening to him.

“People just sort of... fall away from me. Old friends. And if I don’t lose touch with them naturally, I start pushing them away, like deep down I don’t really *trust* them or something... And now it’s just me, and I feel like I’ve forgotten how to *connect* with anyone, like I don’t even have that capacity anymore...”

“You’ve cast out your brothers for devils and complain you’ve been left to fight alone,” she says with a sympathetically sad smile in a way that suggests she’s quoting something, but he doesn’t recognize whatever it is. “Well, we’re all about connection. And we believe that all humans have a true purpose, and they can only be truly happy when they fulfill it.”

“A true purpose, huh. And you want me to think you’re not in a cult?”

“All I have to do is mention the idea of life having a purpose and I’m a cultist? No wonder you were about to drown yourself.”

“Then what is my true purpose?”

“I’d really like to show it to you,” says the spider. He can sense danger here even through his depression and apathy, like a knife edge under felt. He knows when he looks into this spider’s seductive smile that she is committing a sin of omission, but *what*, exactly... she’s close to him now, close enough for his moonlight leash to trail off of his thigh and onto hers without touching the ground, close enough to put one of six claws on the ground behind him to support herself as she leans near him, close enough for him to feel the undersides of her breasts brush almost imperceptibly against his chest. “May I show you?” It is a request, and carries the implication that he can leave. Maybe now’s the time to walk away. But he doesn’t, he looks up into her leering face and eight cloud-gray eyes and nods wordlessly.

This evidently pleases the spider woman quite a bit; her smile breaks into an expansive grin that shows off a stunning panorama of teeth. If the two enormous fangs that stick out of her mouth aren’t enough to rip him apart, he supposes the picture-perfectly symmetrical rows of triangular knife-sharp teeth will be up to the job. She hooks a curved nail on the inside of his collar. “You said you’d forgotten how to connect. I’m going to remind you.” *Rrrrrrip*. Her claw cuts his shirt down the middle, cleaner than shears.

He knows he’s on the wrong side of some kind of pact here. A woman appears out of nowhere to offer enlightenment and/or sexual gratification? It’s the old succubus routine. History is littered with examples of guys who fall for this kind of thing and come to a Bad End—he’s pretty sure there are applicable myths from ancient Greece, but right now the only example he can come up with is that one episode of Star Trek where the chick turns out to be a vampire who’s actually a hologram, or some shit like that.

“You’re afraid,” she says. Well, look at that, she’s right. It may be the first real emotion he’s felt in a year, but there it is in every part of his mind, primordial fear with the force of millions of years of evolutionary instinct yelling at him hey *dumbass*, spiders are *bad*. “I like that you’re afraid,” she says. That’s enough to finally prompt him to make a run for it, springing to his feet with one hand track-and-field style, and bolting with his silk leash streaming out behind him.

She doesn’t even move, just sits there looking amused for a blink or two until on his second or third stride he makes the mistake of looking back. Moving faster than he would have ever guessed a creature so large or so arachnoid could move she pounces, leaping into the air in a nearly horizontal arc, and she is on top of him within a second. Just before they collide he sees her horribly grinning face, mouth slightly open as though she intends to tear into him with those wickedly sharp teeth, and he turns around and braces for impact—but he is not so much tackled as lifted suddenly by six strong arms as she does a sort of mid-air barrel roll. When they hit the ground he isn’t even scraped.

She rolls over again, pinning him between the solid concrete and her surprisingly weighty body. She yanks on his leash. Because he has perfectly reasonable assumptions about tensile strength, and therefore expects this thin silken strand to snap with a quiet crackle, he is unpleasantly surprised when his head is violently jerked up to look at her. Her impish smirk is gone, and this scares the shit out of him because the expression on this creature’s face is now so hungry, so completely *predatorial*—it is the look of a hunter who now has her prey at her mercy, prey she has stalked for months, skulking under their streets, walking and working and living among them, talking with them as friendly as you please until one weakling straggles from the herd, falling into your web so perfectly trusting, yours for *anything... you’d... like...* Oh, she’s even drooling. Just a bit. Is it any wonder he’s scared?

Before, when they were talking, she moved with easy, fluid motions. Now she skitters with sudden flurries of movements, then freezes for a beat or two and skitters some more—just like a spider moves. “I was worried you were going to make this easy. Mmm,” she says as she nuzzles into his neck, her warm mouth tickling for a moment until suddenly there is enough tooth-pressure being applied that he can feel each point distinctly on his skin... “I *do* like that you’re afraid, but you’ll enjoy this more if you relax a little. I promise there’s nothing to be afraid of—you’ll be fulfilling your true purpose.”

“I don’t *wanna* fulfill my true purpose!” he yells. Living in an existential void suddenly seems really great, stacked up against death by giant arachnid.

“Alright,” she says. “You should give in to your human instincts, just like how I’m doing what comes naturally for a spider... if you want to resist, then ooh, go ahead and *resist...*” Not that he needed her permission, but he is wriggling helplessly underneath her. Her limbs do not give at all and he realizes there is no hope of physically overcoming the spider. “Mmm, yes, that’s it. Squirm, human!” She cackles and tugs on his leash, a furry claw-

tipped hand invades the space between the seat of his pants and his ass, and this time he gets scratched a little as she enthusiastically tears his jeans off, sundering the denim and breezy cotton boxers with total ease.

He stops struggling because he doesn't want to scrape his sensitive cock on the rough concrete—he isn't sure where it came from, but he has an erection. Instead he asks “W-what are you gonna do to me?” She lifts herself up off the ground a little so that Al has some breathing room inside the cage of her eight equidistantly spaced limbs.

“Roll over,” she instructs him. He does, and he watches her as she slightly inclines her body so that she is kneeling over him, looking between them to see just where his hard cock is pointing as she lines herself up and then lowers her body onto him, holding him immobile as he easily penetrates her—along with the disparity in size between the two she is already very wet. She is also very, very warm—her pussy actually feels physically hotter than any woman he's been with, but he wouldn't be surprised if these spiders ran a few degrees hotter than humans do in general, judging from the almost suffocating warmth he feels as she lies on top of him like a heavy, shaggy blanket fresh out of the dryer. He's naked on cold concrete and it's supposed to snow this weekend, but he is not cold at all. . .

Looking down at him, two fangs escaping from between a smug smile, Alaika makes an approving murmur. After straining one or two more times against her arms, he gives up and lies there while the spider rides him. This inactivity evidently displeases her—she slips a hand off of his left shoulder, giving him a little bit more freedom to. . . do what? Will he resist further? No, he hesitates as if waiting for a trap to be sprung, but soon his hand comes slowly rising up to her breast, cupping it, furrowing her pinkish-brown fur into tufts that stick up at various angles out over his fingers, brushing her hidden nipple with the palm of his hand. “Ooh, naughty human. Will I have to tie you up all the way to make you behave?”

He sees visions of himself wrapped in silken cord, Alaika pulling yards of it out of her mouth while she packages him like a mummy except for his panicking eyes. He yanks his hand off her tit like she's lactating plutonium. She grabs his wrist and roughly sticks it right back where it was—some mixed messages, here. She holds it there until he gets the picture and starts to gently squeeze a little, pressing in on the side with his thumb. It surprises him how large it is in his hand. He was expecting the feel of a C-cup but was subconsciously adjusting for proportions; by human bra standards the spider would have to go well into the double letters.

She rides him like this for a while, wordlessly making squeaky, chattering sounds of pleasure. She doesn't seem willing to release his other arm, so he continues playing with her breasts, roaming about in uncoordinated explorations with his non-dominant hand. Squeezing and kneading her left breast, sliding his hand in the cleft between them, cupping the side of the right one with his thumb making slow circles on her nipple, which is right there capping

her soft tit like you'd expect, just hidden, pointed and firm but covered up by her fur coat just like her lady bits are—when he looks down he can only see his cock vanishing into the fur between her legs. He still enjoys the sight, and the feeling.

She stops riding him, leans backwards and repositions her arms. She lets his upper body go, but having a few hundred pounds of arachnid sitting on him is sufficient to preclude any escape he may have had in mind. Assuming she wants to change positions, he lays there waiting for a cue, when he is lifted up entirely and repositioned in a maneuver that is not completely graceful, but nevertheless leaves him impressed by her flexibility and wondering how exactly his dick didn't snap off in her. Now he is kneeling over her lower body, with her legs encircling his back, tight like a nutcracker and with ample leg length left over. She's propping herself up with the middle four arms, but she's got the hands of the upper two clasped behind her head, elbows out, looking at him expectantly—okay, human, now *you* do the work. . .

So he does; she makes a pleased purr as he starts to move, slowly building up to a uncertain rhythm here as his normal sense of scale is all off. Glancing down at where, say, a face would be if his partner wasn't so large, there's boobs instead—which is not a bad thing, keeps his mind off those fangs. He picks up speed, fucking her with enough velocity to change her vocalizations from encouraging squeaks to a continually shifting moan. She squeezes his enclosed butt harder with her legs, and pushes back a little with her hips. Her head is turned to one side and her eyes are closed, all eight of them. Like this you can hardly see the other six and she looks somehow less threatening, less malicious, in fact when she bites her lower lip like that the fangs are almost *cute*. . .

But then those eyes all pop open in unison and she turns her head to aim that symmetric constellation of luminous gray ovals at him. “As much fun as this is, it's time to start.” Well, that's confusing and unsettling. Al was under the impression that things were already very much underway. She opens up her legs, unclasping his lower body; is he being dismissed? He retracts, intending to pull out of her when he realizes that he *cannot*.

Is he. . . stuck? No, it's more like he's connected. It's not like his dick's caught in one of those Chinese finger traps, imagine rather that his dick now *is* the finger trap and whenever he pulls back he strains the physical link between them. It may be that there's no longer anything to pull out, or anything to pull out of. The spider looks at him deviously and he realizes she's relishing his flash of shocked incomprehension.

“Start what?”

“Start changing you.”

“Change me. . . like, how?” he asks, already knowing that no good answer can possibly come from this fanged monster.

A demonic smile. “You're going to be my penis.”

Al doesn't even understand what she means—at first. Then he feels, faintly, himself being slowly drawn into her body at his hips. It's like her skin is pulling his in, and the tips of his fingers and toes buzz with sensation that eliminates their usual tactile sensitivity. There's no reason to doubt her. He is going to physically become this creature's cock.

"Stop it! Quit doing. . . whatever you're doing!" Again he tries extricating himself, but every time he tries to pull away he is snapped back even closer to Alaika like shrinking elastic.

"Couldn't even if I wanted to," says the reclining spider, laying back on her elbows and taking in the show as his body warps between her parted knees. Really strange things are happening to his legs now. They're shrinking and getting stockier, losing their musculature. "Your body knows what it's meant to be, even if your mind is reluctant. See how eagerly it's changing? You're going to be much happier now. This is what humans are *for*—completing spiders."

Al's not so sure about that, but he has to admit things are happening with a quickness. Already his legs have lost their shape. He feels behind him—yep, no more ass-crack. Totally sealed over, gone with the bony angle of his hips into a smooth uniformity. Looking down at his changing legs, which sure enough are contracting inwards into two round lumps, wrinkles furrowing lengthwise across the slack skin of each ovoid, he immediately recognizes them as unfinished testicles.

Alaika purrs approvingly and begins gently rubbing his body just above where they connect. She knows that his torso will be changing next. The change happens differently for every pairing of spiders and humans, of course. Both of them contribute their own traits, have their own quirks, but as a loose rule the human has the stronger effect on what they will look like as a penis, while the spider tends to affect the manner in which the change happens. For instance, every time Alaika has been fortunate enough to have a human to change, the alterations have crept slowly up their body like a sluggish wave, turning into a ruffle of loose skin by the time it reached their neck. Their face would usually sink back into the shaft a little and foreskin would creep up over their forehead, covering their eyes as their nose flattened and their mouth elongated, so she'd never really been able to get a good look at their expression as the change completed itself and their head finally took on the complete appearance of a glans. Not to mention she's had fewer opportunities than she would have liked. It's been over a year since John the Disciple would let her change him, the way he used to permit himself to be carried around for a weekend, *if* that. . . but this time, she would never have to change him back. She enjoys the thought—her human forever, caught him fair n' square—as she watches his skin discolor slightly around the base of what will be her shaft, creating a darker ring that matches her own skin tone.

The gravity of Al's situation is sinking in because of his vanishing legs—the muscles his brain is frantically telling to kick or run or escape just aren't



there anymore, subsumed into an increasingly scrotoid blob. So he lashes out with his arms instead, balling his fists and swinging them in a flailing windmill that has no real target. The spider simply encloses him in a constrictive bear hug. As soon as his elbows are pinned to his waist he feels them sink inwards; he unhappily realizes he will soon lose the use of these limbs too. He breathes like a scared hummingbird. It is hard for him to even inhale because of how tightly she holds him, his chest pressing against four of her strong arms with every breath. “Let me go,” he says in a crackling voice he realizes must sound pathetic.

He can hear her slavering breath like a hungry beast from over his shoulder, and he feels heat on his ear when she puts her mouth very, very close to him and replies simply: “No.” With crazed giggling she gets to her feet, pumping him in and out of the tight hollow created by her body and encircling arms. His face repeatedly mashes up against her breasts and is pressed in between them. A roll of skin is being pulled along his body as it drags against her fur, inching its way up every time he is pulled back down. There is a complete pair of testicles under his waist, plump and wrinkly rounds presently being overgrown by shaggy mahogany fur spreading from the insides of Alaika’s thighs, totally covering them in a matter of seconds.

Now he is mostly changed below the round ridge where her fur begins, an equatorial line dividing cock and balls. Above the separation, glossy blackness begins to spread upwards, unevenly creeping up his skin like the end of a paper towel dipped in ink. Down there his body has been entirely smoothed out; he is only a shaft between her balls and a bunching of loose skin encircling him at about nipple-level. His arms, stuck to his sides and sinking in, are within this bunching, so the effect of this encroaching skin is something like seeing an anaconda in the process of swallowing a large and unfortunate farm animal. It is pulled upwards with Alaka’s every pump, easily outpacing the spreading dark flowing capillary-style up from Alaika’s balls. Here and there different sized veins of midnight blue and eggplant purple start snaking up his side like seismic earthworms.

Al’s . . . feeling good. About when the dark moves past what was his waist he realizes that much of his fear is gone, or at least its bodily components—the seizing chest, the icewater veins, the needle-tensed muscles. There is only the rational terror, the knowledge that he will be completely under this creature’s control, nothing more or less than a part of her. The sensations of pleasure easily drown out his body’s chemical reactions to fright. He knows that as intimately connected as they are now, her blood must be flowing through him, propelled by her heart—that must be what that 120 bpm booming is, sensed not quite by sound or by feel but through either the combination of both or via some new sense entirely. . .

She jacks him off, not only using many busy hands to pump and stroke her giant human phallus, but energetically thrusts her hips back and forth as well. She continues until the foreskin has swallowed him nearly to his shoulders. He

closes his eyes and moans a little, a wet sparkle reflecting light at the corner of his open mouth—then, she takes all her hands off of him, leaving him surprised to realize the connection between them is strong enough to support him free-standing as he protrudes out over the water. The spider stands there smug and satisfied, all six arms akimbo as she regards him. He tries to say something in protest but cuts himself off at an unfamiliar sloshing at the back of his throat; before he can try again she speaks:

“Tell me you want to be my cock.”

“... why did you stop?”

“Because I want to hear you tell me how much you want to be my cock. Say it!”

“That felt really good... please keep going...”

“You have to tell me what you want first.”

“Okay, I...” He gulps, feeling a flood of liquid rush down his throat. “I want to be a cock.”

“Wrong!” shouts Alaika, pulling on his leash—oh yes, that’s still there, the silver silken cord digging into his thickened neck as she gives it a tug, a little more painful now, the area more sensitive... “Tell me you want to be *my* cock. Mine!”

“Your cock!” he shouts. “I want to be your cock!”

Satisfied, she nods and resumes her frenzied masturbation. “That’s right, human...”

His face is swelling anaphylactically, eyes starting to sink under puffy skin as his whole head fattens outwards. He is ensconced up to the bottom of his chin in his cock-skin cocoon. He looks upwards into Alaika’s face as she jacks off, seeing all of her eyes as elongated streaks from the motion blur and her breasts as brief arcs that appear at the edge of his sight on the hard strokes... He becomes aware of how extremely hard his new body is, how little Alaika is able to squeeze him even though four of her hands grip him with choking strength.

His chin, already tilting upwards, shrinks back into his jawline—which is by now a slightly raised ridge encircling his head and separating it from his shaft body. The spider slows her tugging down, only moving her claws an inch back and forth on his two-foot body, so she can see him clearly. The tight foreskin continues to rise, no longer needing the pretext of her strokes, moving at a constant rate that soon has it covering the tops of Al’s ears, then his forehead, and then she is watching his helpless eyes as they are covered up too.

“Don’t... stop...” says her soon-to-be phallus, speaking with lips that are difficult to control, helplessly slobbering tangy fluid all over himself.

“I’m not going to stop... not until you’re my big, fat, dick!”

“Yes,” he says. His nose has sunken backwards, leaving only a rounded bump and two shrinking nostrils visible. The foreskin finally stops growing just after it covers the tip of his nose.

“You’re going to be a part of me—you belong to me now, human. . .” She speaks to his mouth, since it is all that’s left of his face. A craggy fault line is appearing underneath it, vertically transversing his missing chin.

“Yes,” says the cock, even though it comes out as mainly bubbling. She holds her fat, pliable cockhead in two hands, cradling it as the skin darkens like a dusk sky. The last faint trace of his nose disappears and his tongue vanishes down the slit his mouth has become—finally, there is nothing remaining of his former shape; Al has completely become a penis.

Now, Alaika’s shoulders become hunched from the exertion she begins using to masturbate. All six claws are put to use along the shaft of her penis; thankfully the chrome pipe railing is there to keep her from falling into the drink. She leans on it as she frenetically tugs her shaft, the swelling glans puffing up, leaking copious amounts of precome that lubricates her cock until he is the color of an oil slick on a nighttime road. Faster and faster Alaika goes, fangs poking into her skin as she bites her lower lip, making a sustained up-and-down growl *RRRrrrrRRRrrrrRRRrrr* high to low on every stroke, the whine of a motor trying hard to turn over, desperate to just. . . *get. . . off!*

She comes, squirting a jet of jizz out into the water, then another, then still a third aftershock as she continues weakly to stroke herself, ropes of come thick enough that she can hear them splash down over the noise of the whirlpool, and for a few seconds she can even manage to track the linear white blobs on the surface of the dark water as they rush towards the center before they dissolve away. . .

Cock already limpening, her arms fall to her side, except for one that manages to maintain a grip on the railing for just a few seconds as the suddenly exhausted spider lets herself sag to the ground. Alaika lies there on the catwalk for a while, thoroughly spent, content to enjoy the afterglow and the mixture of sounds floating down from the humans’ city combining with the soft roar of the whirlpool. It is her favorite kind of music. All is peaceful.

Her penis has not yet figured out how to talk to her; she’s thinking she might not tell him, although odds are he’ll figure it out by himself in a day or two. She tries picking herself up, but right now moving even a single arm feels nearly impossible. She had forgotten just how badly the change can drain you. Whatever; she needs to tell the Episkopos, but fifteen minutes to recover won’t hurt. Eventually she lazily reaches into her messenger bag and flips a heavy mechanical switch on her cassette recorder, intending to preserve these quiet night sounds—what she really did come out here to do, after all—and finds that it has been running all this time. Well, hee hee hee, maybe she can find a place for *that* in her next album. . .

With momentous effort, the spider sits up, propping herself up on the elbows of her topmost arms. She smiles down at her new penis, lying flaccid in the fur on her stomach. “I suppose I can take this off now.” She easily slips off the silk leash from around the ridge of her own cock’s head.

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Alaika kneels on a gold-trimmed crimson carpet that covers the stone floor. Along with the floor, all the walls of this sacred room are granite. There are small pews to either side of her, big enough for only two spiders each. The ceiling is invisible in the darkness, but it cannot be too far above the white haze of incense crawling lowly overhead. Her cock dangles on the carpet, smudging it with a dab of pearl-clear dampness from the still wet tip.

She kneels before another spider, who is standing in front of a simple altar at the front of this little church. The standing spider, a woman, is wearing strange vestments that consist of a full hood and robes that only cover half of her body—so that her right side is covered in lush purple and scarlet silk, while her left side is exposed, baring a breast and tan fur which has been dyed in an intricate, tangled pattern, a fantastic craze of black ink running up her leg and the side of her body like overgrown ivy watered with LSD. But her face is obscured by her hood. Her eyes are hidden completely and her serene smile's curve would be invisible in the shadow if not for the two fangs indicating its approximate position.

"I'm glad you're not upset, Episkopos. I know it was supposed to be my turn on our next hunt, but I had the chance, and I saw him, and everything was perfect, and I—I wanted him. . ."

"*Fassss esssst*," intones the mysterious spider. Alaika, who doesn't know any Latin, only blinks uncomprehendingly. The spider priestess in scarlet smiles indulgently and tries again, addressing her acolyte in tender, crackling hisses: "Ssssister Alaika, issss it not given to us in the Law to come forth under the sssstars, and take our fill of love? Aren't you truly glad to be a complete sssspider, as you were meant to be? Wassss it not your will to take this human?"

Alaika nods.

"Do what thou will, Alaika, and be grateful to Erissss. You have done no harm. In fact, now ssssister Itkil can be the one to take the spoilssss next time, ssssince you won't need the next human. But I do hope that you will sssstill be joining the hunting party."

The kneeling spider smiles a nasty little smile, and between her legs Ala grows a little bit harder.

"I can't wait."