

disorderly conduct

There's only one human here in this crowded conference room, and he doesn't look pleased. In fact, Anthony Waterproof's fixed expression of towering boredom and exasperation is almost Zen. The stocky young man with straw-blond hair and a plain white button-down shirt rolled up at the sleeves is a junior bureaucrat at the Municipal Arachnohuman Relations Commission (MARC), here today to find out what exactly the spiders have gone and done this time—and, god willing, keep the ensuing shitstorm entirely underground.

Anthony is zoning out in a spider-sized rolling chair much too big for him on one end of a vast U-shaped table. There's a spider girl seated across from him, killing time by weaving cat's cradles in thin silvery silk, pulling more lengths of long continuous thread out of her mouth as the pattern grows more elaborate around the pointed digits of her six clawlike hands. And next to her four spiders crowd around someone's tablet, watching human porn. The moans and grunts are just a little louder than the hip-hop the spider next to them is playing on a blocky old boombox. Nobody else seems to mind the din, although two seats down from Anthony a snowy white spider raises her voice to be heard as she yaks into her phone about the human she met last weekend, who is currently the flaccid asphalt-black cock flopping up from under her tiny skirt, draped inert over her crossed ivory thighs. And through this all, the burly rust-red spider next to Anthony somehow sleeps peacefully. His three pairs of claws are folded on top of the olive-drab sash that runs across his chest and connects to a belt. The outfit is the official uniform of the Arachnid Altercation Agency, and a brace of glittering medals is pinned to Captain Klatz's sash. A paper airplane crinkles into his forehead, making him stir in his sleep. His eight orange eyes open briefly, enough to notice Anthony before he settles back in.

"Hey, it's Waterproof. How's my favorite—uh, what do you do, again?"

"Junior Executive Liaison second-class to the Arachnid Altercation Agency," says the human. "It's on my card, which I'm certain you have. Listen, Klatz, what exactly has the Agency done now? When I got in this morning, our director immediately sent me here and told me to prepare for damage control."

"Aw, don't worry about it, kiddo. Someone changed a topsider is all."

"How many is that this month? Four? The sequestering protocols are there for a reason, Klatz! And what about the agent, hmm? Inappropriate human-targeted sexual behavior by an officer on duty? I certainly hope the Agency is planning on taking disciplinary action." Some of the spiders listening snicker; the one with the boombox turns it down for Anthony's tirade. Klatz deigns to open one eye, bright as a burning

coal. “And I *really* hope nobody at the Federated Association of Human Retailers & Tradesmen hears about this. Or worse, the Gazette–Below. They’ll run scare stories that’ll keep every human away for years. Then what’ll you do? The MARC is trying to present Midway as friendly and approachable! We don’t need people worrying about the cops turning them into cocks!”

Klatz looks around in the ensuing silence, then booms “Alright, who invited the human?” Big laughs all around, after which the room reverts to noisy chatter.

“Very funny. Well, let me ask you, if this isn’t such a big deal, then why is the mayor here?” Anthony Waterproof glances toward the shadowy black spider with the cane at the back of the room, sitting at the center of the table. “I’m sure *he* understands what will happen if the topside dollars stop coming in. I realize the concept is anathema to spiders, but you have got to have some *discipline* here—”

Klatz waves a claw dismissively. “Nah, Arachnypoundcake’s here cause of the Huntsmen.”

The human’s eyes bug out. “The Huntsmen are involved? What do those insane cultists have to do with any of this?! I thought you said it was one of yours!”

Klatz is about to explain when the door opens and another spider enters. Anthony Waterproof sits up in surprise—he recognizes her.

Tall even for her kind, the brown–furred female freezes like an eight–eyed deer in headlights when she sees the size of her waiting audience. She is the muted color of a wet beach, except for the deeper coffee rings around her elbows and knees, and is wearing the same uniform as Captain Klatz, though hers has fewer decorations pinned to the olive green sash and belt. The garment does nothing to cover her breasts or the long penis, black as her eyes, that dangles down to her knees. She nervously closes the door behind her.

“Skeila?!” Anthony’s voice cracks a little as he shouts, and he turns red when the assembled spiders all turn to look at him.

Hey Tony! mouths the spider as she awkwardly shuffles through the silent room, broad shoulders hunched defensively inwards. She gives him a tiny little hip-height wave with one claw, self-consciously unsure of what to do with the rest. She stands at the front of the room and waits, shifting her weight from one leg to the other, switching between staring at the floor and a spot on the wall above everyone’s heads.

Waterproof slouches, dumbfounded. He’s known Lieutenant Skeila for years; she was a year ahead of him at State Underground, before she got boobs or a habit of punching out anyone who referred to her using male pronouns. She could be rowdy at times, sure, but he’d never expect *this* kind of behavior from her. Not from the same Skeila that protected him, back when he was a continually terrified freshman, from Zacts, the cocky pre-law student on their floor that always seemed to be appearing nearby with an erection and a suggestive gleam in his eight eyes. Zacts teased him about running to the RA, but even he—like the rest of their floor—was intimidated by Skeila.

“Lieutenant Skeila,” says the black spider at the back of the room. His voice is pure gravel, a freshly blasted quarry, all gray jaggedness and limestone. “I don’t think anyone here has the complete story about what happened last night. Fill us in from the top, huh?”

Skeila gulps and prepares to address Mayor Arachnypoundcake, drawing herself up to her nearly nine foot height. When she opens her mouth, nothing comes out. It takes a couple false starts before she can begin, in a shaky voice, to speak: “Y—yes, sir. Um, last night, I was assigned to guard the topline MARC office downtown, cause we got this tip about someone planning to break in...” She recaps her night, stumbling and losing her train of thought here and there, starting with when she jumped the shady-looking human in a big baggy hoodie—and it turned out he was there on perfectly legitimate business; his name was Sidwell Greenstreet, and he was delivering his self-published financial zine. He was some kind of statistical savant—and pretty cute, too. Best of all, even though he was a topsider and had never seen a spider before, Sid was easygoing enough not to run away from her. Nope, he was downright sociable, offered to smoke up with her. They talked for a while, and eventually Skeila invited him to see the city underneath the one he knew. “...I mean, I always wanted to do outreach, right? Like the MARC always says?” She’s appealing to Anthony, who seems thoroughly unimpressed, folding his arms while the other spiders chuckle. (“She’s a model officer!” guffaws Klatz.)

She continues the story. Sid, with some trepidation, agreed to come. But while she was leading him through the underground corridors connecting human basements and Midway, they met five spiders with black twisted-ivy patterns running up the fur on their left side—the Huntsmen’s distinctive dye jobs. There were five of them. Two males, one blue and one brown, both strong athletic types. There was a quiet, intense-looking woman with gray eyes and brown fur, frosted orange at the tips. She carried a messenger bag and had a huge penis—some poor unfortunate human they must have caught earlier. There was the short orange girl that was going to be the one to take Sid for herself. And then there was the one who seemed to be the leader, an older female with these deep purple eyes who hissed when she spoke.

“Oh,” Captain Klatz chimes in, “we know that one. Her name’s Margreta—first time she ever showed up was Ingolstadt, Germany, in ’85, as some kind of doomsday priestess. Talked a hundred-odd Alp spiders into raiding the city for humans on New Years’ Eve. Anywhere else, would’ve been pretty hard to keep quiet, but they know what they’re doing over there. She popped up a few times since in all kinds of kooky clubs. She was with the Octocrusians in Geneva in ’89, the Phallo–Synarchist Order in Antwerp in ’93, then the O.T.O.H in London in ’99. After that, she must have hopped the pond at some point. We know she runs the Huntsmen here in Midway—shit, she probably started the whole damn thing herself. It’d explain where they get all their hippy-dippy-majick stuff from. What’d they want from you, Skeila?”

“Sid. They were going to take him. I couldn’t fight them all off, but I know it’s their rule that they won’t take another spider’s human...so I told them Sid was mine. I promised I’d keep him safe, and I didn’t know what else to do. They, uh...they told me to prove it. So I did.” Skeila punctuates herself with a nervous little hip-thrust that makes limp Sid jiggle as he hangs between her legs. Awkward silence follows.

“They wanted him? *Specifically* him, do you think?” asks Anthony Waterproof. “Mr. Greenstreet publishes a newsletter with information that could be of interest to any number of organizations; we subscribe to it at the MARC. Perhaps the Huntsmen think he knows something of interest to them? Or perhaps they simply planned on holding him for ransom.”

“I don’t know if I buy that,” says Klatz, “but they were awful close to the surface. Never seen ’em in the interstitials before. Anything else Margreta told you, Skeila?”

“I still remember what the last thing she said to me was. She told me...She told me that I didn’t have to change him back. He’s mine now. That was what she said, exactly.”

“Huh.” From the back, Arachnypoundcake speaks up, thoughtfully tapping the handle of his cane on a fang. “So...*are* you gonna change him back?”

“Mister Mayor!” says Waterproof, scandalized.

“Hey, just askin.” Dark laughter from everyone except Skeila and the human. “Anyway, Lieutenant, I’m pretty sure nobody’s looking to jam you up here...but I think there may have been a discipline-related question raised by the MARC delegation?”

Horrified, Waterproof rapidly shakes his head.

“Great. One moment.” With his thin black cane, he points across the table to Captain Klatz, who (after looking left and right, sincerely hoping the mayor wants someone else) scurries over. They confer in whispers for the longest minute of Skeila’s life. Finally, Klatz hurries back to his seat and Arachnypoundcake speaks. “So. Two things. First, this Sid Greenstreet guy? I want you to be his bodyguard. Maybe our man from the MARC’s just being paranoid, but if the Huntsmen *do* want him, I don’t want ’em to have him. Dig? Take whatever steps you feel are necessary.”

Skeila takes a few moments to process the good news. “—absolutely, Mr. Mayor. I promise I won’t let him out of my sight. He’ll be 100% safe.”

“I expect it. Second thing: you’re off HAARP squad for a while.”

“S—sir?” squeaks stricken Skeila.

“You’re now on a special detail we set up to investigate the Huntsmen. Metro PD’s running a secret unit too, but the topsiders’ll never find anything. Klatz’ll fill you in later.”

For a moment she looks like she’s going to say something, but she doesn’t, only stands there looking crushed. Not even Skeila is going to argue with the mayor. Klatz says, apologetically: “Lieutenant, they got a written statement from you, right? Alright, good. You’ve had a rough night, take your next shift off and get some sleep, okay? Dismissed.”

She slumps out of the room, eyes fixed on the floor. Anthony is the first to leave when the meeting is adjourned shortly thereafter. He hurries around the Arachnid Altercation Agency headquarters looking for his friend, and eventually finds her at her desk in the HAARP office, head down in a pile of her arms.

“Skeila? Are...you alright?” She doesn’t respond. “That was an incredible story. Thank goodness you’re safe. And you’re on that special investigative detail? That’s quite an opportunity.”

The spider looks up and moans. Moisture is welling in the corners of her eight shiny eyes. “Bullshit! Tony, this sucks so much! How can I do anything to track down the Huntsmen? I’m a HAARPie, not a detective.”

“Don’t be ridiculous. You’re a thoroughly competent policewoman.”

“My *butt* I am.”

“You’re better than you give yourself credit for. Listen, you booked the Whitaker case, right? He’s up on the docket in Human Affairs court today. Tickets are probably sold out by now, but I’m sure we can get you in. Perhaps it would cheer you up?” Anthony allows himself a small smile. “The counsel personally assures me it’s going to be a very assiduous prosecution.”

“Yeah, maybe,” she snuffles. “I don’t understand why the mayor made me Sid’s bodyguard, too. Do you really think the Huntsmen were out to get him in particular?”

“Well, that would really fall within the purview of your organization, wouldn’t it? It just strikes me as unusual. I don’t believe we’ve ever seen the Huntsmen attack someone above Midway before. If they become active aboveground—if they snatch a topsider, heaven forbid—it’ll be more than just the MARC that’ll want something done about them. You can bet the city will take notice. In any case, regarding Mr. Greenstreet, if you’re to be his bodyguard, perhaps it would be prudent to keep him where he’s at for a little while?”

Skeila snorts. “Don’t even bother. I promised him I’d change him back as soon as I could. He insists. Was just on my way to go do that now, in fact.”

“Ah. Well, if that’s the plan, you might want to get on it...court opens at three, so that gives you a couple hours to recuperate.” The spider nods and sighs glumly. Anthony knows his friend is upset, but he’s never been a very emotive person. His best attempt at consoling her is a wavering “there, there” and a stiff-armed pat on the shoulder.

“Thanks, Tony. I’ll see you later.”

So it’s back out into the underground streets of Midway for tired, tired Skeila. Her apartment underneath the North Shore is not a long walk from the AAA’s headquarters downtown, but she wouldn’t mind if the mostly-uphill trudge was longer—she isn’t looking forward to what she has to do when she gets back.

They traverse the mineral canyons of Midway’s narrow streets. High buildings surround them, built out of stone that flows smoothly up from the ground in one piece; there are entire blocks all hewn from the same titanic rock. Above their edges, clustered

towards downtown, rectangular vertical shafts come down from the ceiling. Some are the huge dark shapes of skyscrapers, continuations of the same buildings that can be seen in the topside city skyline but punch down through the ground, unbeknownst to most of their inhabitants, straight through to Midway. Some are small and transparent little pillars of glass with elevator cars inside, slowly ascending or descending like dust in a sunbeam, carrying tiny silhouettes of crates and eight-armed figures.

It's as bright as it ever gets in Midway. The city's lights, giant halogen domes suspended among the girders far overhead, deliver only a fraction of what aboveground sensors detect, but it must be a sunny day up there. At 3 AM Lower Forbes Avenue is always packed shoulder-to-shoulder with spiders spilling off of the sidewalk and onto the narrow carless streets, a thousand different colors of fur and glossy eyes glowing under streetlights, but now most of Midway's population is asleep and the street is now only sparsely populated. A spider on a boxy electric scooter goes buzzing down the road. Another stands near a food cart, chewing a hot dog and looking up, without too much interest, at a pair of spiders on an apartment balcony where a daffodil female with a hard two foot cock gleefully crams it into the other one's face, a bright white girl, green eyed and dickless. She's kneeling in front of her friend, doing her best to keep up but having trouble—light gagging floats down to Skeila and Sid as they walk by underneath.

Sid, taking this in, begins to stiffen. He can see and hear just fine hanging down there. When he awoke along with Skeila to the sound of her alarm he was hard as a rock, but she didn't pay much attention to him as she scrambled to get ready for her debriefing. He didn't have a problem staying soft during the debriefing either; even if you don't have to say anything, public speaking is almost as bad when you're the speaker's cock and they aren't wearing real clothes. He feels like it would be somehow improper to get hard out here in public—even though they wait for a crosswalk light to change next to two spiders who play with each other's cocks, thoroughly unembarrassed, before the red hand changes to an eight-armed figure. And shortly thereafter, they pass a female spider on a bench next to her human friend, a late-twenties brunette enthusiastically exploring between the spider's spread legs. Two of the spider's claws tap out a message on a cell phone, while the rest caress the human encouragingly.

"Are you *sure* I can't talk you into just hanging out for little while? Lay low, stay nice and safe down there? We can jerk off when we get back, take a lil' nap..."

I'd rather stick to the original plan.

"Just asking, cause you're getting pretty chubby down there..."

Sid can speak—to her alone. He only needs to concentrate and think as if he *were* speaking and his scratchy voice sounds in Skeila's head, though to every bystander he's still just her silent penis. Swollen now so that he is nearly horizontal, he leads the way, bobbing out in front with nothing below him for support except his own internal rigidity. It isn't strenuous for him; his body has no muscles to fatigue, his hardness is all

hydraulic. Every passing spider gives him a sidelong glance or an open stare as they pass by, some paying more attention to Skeila's tits, others focusing on him. The attention does nothing to deflate him, nor does the feeling of her thigh fur rubbing him on one side, then the other, with each of her steps, making him long for contact higher up where he's so much more sensitive...He's got to think about something else. A desperate change of subject ensues.

Hey, so, that one spider back in there—that was your mayor?

"Yeah, Sid. Arachnypoundcake's the mayor. He's *been* the mayor since before I hatched, and he just personally kicked me off my squad."

Maybe it won't be so bad. I mean, the special detail—they want these Huntsmen fucks caught, right? So maybe it'll turn out to be a prestigious case. Feather in your cap, you know?

"It's not even that, it's that I'm not gonna be able to *do* anything on a case like this. I'm strictly HAARP squad."

Okay—what is that, anyway?

"The Human Attitude Adjustment and Re-education Project is a joint effort by spider and human municipal organizations such as the Commission on Human Relations, Midway Circus Court, and of course, the Arachnid Altercation Agency," she recites with a little bit of pride. "The project's goal is to rehabilitate humans with destructive patterns of behavior, so that they can lead fulfilling, creative lives either among spiders in Midway or with their fellow humans topside."

Did you read that off a brochure?

"Once we get this over with, I'm taking you down to the courthouse. You'll see what we do. They're trying some of our cases today; one of them's even a guy I caught."

Skeila's apartment is in the middle of a narrow row of tall brownstones all cut from a single piece of rock. A gray streak in the stone swoops across the whole row, passing through her front door. She enters and proceeds directly upstairs to her bedroom, where one wall is covered in a misaligned set of British rock posters and a colossal web is stretched across two others, a gently curving envelope like silk ship's rigging. Skeila lets herself sink backwards onto her web and the strands push back a little, bouncing her up and down. She stares blankly at the wall; Daltrey, Strummer, and Morrissey all stare back. "This isn't gonna be fun, you know," she tells her penis.

...does it hurt?

"It doesn't feel as good as the other way, but it doesn't hurt. The shitty part's after. It makes you feel like you've got a hangover and the flu all at once. Both of us. And just so you know, it feels *way* worse when you don't wait long enough between changes. Most of the time you should wait at least 48 hours. I think we've had like, what, twelve? But I promised you. You ready?"

A sensible person might immediately call this off and consent to another day or two of a perfectly agreeable existence as a spider dick, but this is Sidwell Greenstreet, whose paranoid core is whispering to him the awful, insidious question: what if she's bluffing?

She is so tired that he can feel it, connected as they are. Only the fear of being stuck like this outweighs his natural lassitude, that and stubbornness—he's bitched enough that his pride would be wounded if he backed down now. (Plus, he might have to admit, to himself if not the spider, that maybe he doesn't really mind being like this...) So when Skeila asks again—"You ready?"—he tells her to go ahead. She shuts her eyes and begins.

It starts with a gurgle from his linear inner core as it convolutes back into its familiar shape, one single tube re-segmenting into throat, esophagus, stomach...Sunken dimples appear on the side of Skeila's cock head which blink open into small brown eyes. The edges of her urethra articulate into wiggling lips. A sharp nose forms out of the phallus's tip. Bit by bit, his face reasserts itself.

His arms manifest as sore spots on his round side that grow into angled bumps; every muscle that pops back into Sid's being brings a new cramp with it. His bellybutton reappears on his front side, and on his back a line of cervical bumps appears like rising islands. His arms, still a little too smooth, pull away from his body. The phallic stoutness is going away, thick shaft reverting to skinny Sid's bony chest. As his neck and shoulders reappear, a snarl of curly brown hair grows quickly over his head. Patellar lumps appear on the front of Skeila's huge balls; a moment later his feet and legs kick free. The last point of connection between his body and the spider's is where his ass is fused to her hips, a connection that narrows and narrows until finally it is only Skeila's natural cock—which slides out of Sid, leaving him sitting between her legs, once again entirely his own man, totally naked and totally detached.

He has a split second to enjoy it before the wave of nausea hits. He falls backwards into the spider, who puts a couple weak arms around the human and collapses into her web. They lie there recovering from the unchange. It is even more exhausting than going in the original direction, and Sid's guts are whirling. His skin hurts and is tender all over. He wants a drink of water to settle his stomach but he can hardly move. He can only hear his heartbeat and buzzing. He wasn't expecting this; he figured he'd just bounce right up out of her lap with a headache. He'd actually been dreading the inevitable awkwardness as they learned how to behave around one another, but biology has pre-empted all of that—here he is hanging on to her, trying to stop shivering, pressing his face into her chest so hard that his sharp nose is buried entirely in her fur. Her six arms enclose his back like a blanket; the tiny gaps between them where her coat does not cover him are cold and clammy in the exposed air. She's squeezing him like a stuffed animal. He can feel the massive creature's muscles twitching all around him, and a few times a minute she makes a pained, pathetic whimper that reminds him what a jerk he is. But the withdrawal phase does not last long; soon they aren't in pain, just sore. He nestles in a little closer, she holds him a little tighter, and together they drift through hazy twilight half-sleep.

A couple hours later, one of them stirs enough to wake the other. Skeila is still

holding Sid tightly; the first thing he sees is her eyes blinking open, the eight black marbles regarding him sleepily. The spider makes a low, pleased purr at waking up with a human in her arms. While they were sleeping, his head came to rest on her breasts—he tries to burrow into his pillow a little more, feeling a nipple rub against his ear, then a split second later Skeila’s hot and hard penis against his thigh. He doesn’t move away from it, and realizes to his own surprise that his *own* morning wood is straining against the spider’s stomach. He’d be content to stay there in the soft, warm embrace of the spider. But suddenly she moves with a start, her arms tensing all around him, when she catches sight of the clock.

“Oh, shit! I told Tony we were going to meet him at the courthouse! It’s already 3:30, we’re gonna miss the first case!” The spider hesitates for a second before releasing Sid, then springs out of her web and hunts around her messy room for her uniform.

“Courthouse?” Last night, Skeila had thoughtfully carried his clothes home for him. He finds them on the floor where she left them, T-shirt, jeans, thick rumpled hoodie. He quickly dresses and pulls the baggy sweatshirt over his head, then tries to scratch a taco sauce stain off of the sleeve. “Shouldn’t I be wearing something fancier if we’re going to a courthouse?”

“You’re fine. C’mon, we gotta go!”

And so Sid is quickly hauled back out into Midway. They pass megalithic stone buildings, granite plazas with grinning spider statues, and mossy fenced-in parks with deep green vegetation. All along the way are spiders conducting their business. Two of them pause to watch an anchospider on TV saying the Huntsmen have claimed responsibility for a missing human. They show her picture; the young woman’s ginger hair is tied back with a red bandanna. There is a group who has set up some kind of complicated board game involving cards, dice, fake money, and a map of Europe on a street corner; they need one more player, and they ask every passerby if they want to play the Carpathian Underground Empire. There are some spiders carrying signs, protesting something called Wallace Shale. One of them pauses chanting to coolly place a blunt the size of a hoagie between his fangs and take a heroic drag; he promptly collapses into an uncontrollable coughing fit, to the delight of his friends. And of course, everywhere there are spiders engaged in sexual acts ranging from idle heavy petting to full-on penetration.

Not that Sid has much of a chance to take any of this in. He can barely keep up with Skeila, who tows him along with his hand firmly held in her claw. He has to nearly jog to keep up with the spider and her long legs. The only thing he really notices is the way all the passing spiders look at him, male and female alike with open stares of—*desire? Hunger?* At a crosswalk, a female looks him up and down with her lemony yellow eyes, then gives Skeila an approving nod.



Midway Circus Court is a classical building bristling with gables and towers that are at angles not quite straight. They enter through a wide courtyard, enclosed on three sides by high stone walls with dozens of arched windows, none at the same height. In its center is a fountain with a statue of a spider woman who has wild, unruly fur and a blindfold around her head. In one claw she holds an old-fashioned scale, one side of which contains a gray dodecahedron, and the other side a glittering golden apple. The apple appears heavier—but the spider has a clawtip on that side of the scale, and she’s peeking out from under her blindfold...

They enter under an arch of white stone, into a marble lobby where switchbacking velvet rope mazes are set up to feed lines of boisterous spiders through metal detectors. They stay together in line, but have to go through separate detectors; she hesitates before releasing his hand. The spider in front of Sid is having his bottle of Knob Creek confiscated by the guard, a black-furred girl wearing a beige version of Skeila’s uniform. “C’mon, no glass containers, pour it into something plastic. Hey, li’l guy—you have a

ticket?” she asks Sid when he steps up to the detector.

“Uh...I’m with her?” he says, pointing to Skeila.

The guard riffles through papers on a clipboard. “Oh, okay. The prosecutor said Lieutenant Skeila was bringing her human to his show today. Go ahead, they’re in courtroom four. Better hurry up, Judge Carnation’s already started.”

Skeila is already waiting impatiently on the other side of the checkpoint, not having taken her eyes off him since she let go of his hand. She grabs ahold of him again and tows him down the corridor. “Hurry up already!” She hauls him down the hallway and pushes open a huge pair of carved wooden doors.

This is some bizarre combination of courtroom, theater, and leftover set from a German Expressionist film. It has box seats and an orchestra pit. The judge’s bench is a tall geometric impossibility, and like all the other furniture it has no right angles and its stark shadows appear to be painted on. Here on the ground level there are rows of crowded seats that gradate stadium-style down towards the bar, but there are upper galleries too, packed with spiders eager to see the proceedings, leaning over the balconies waving and dangling arms. The entire room is filled with loud conversational chattering from the restless crowd. Skeila and Sid find a clear spot in the standing area at the back of the room, next to a spider woman who has her human up on her shoulders so he can see better. Skeila offers to pick Sid up too but he politely declines, so she settles for putting two arms around him and pulling him a little closer.

They have missed not just the first case but the second as well; the crowd’s now settling down for number three. The young man up on the stand is a wiry tough-guy type wearing a green mechanic’s jacket. He glowers, arms crossed, at the wild crowd with big, worried eyes. Light reflects off of his buzzcut scalp and large, shiny forehead—he’s trying not to show fear, but sweating is involuntary. A few hours ago he was taking a smoke break in the boiler room underneath his chop shop, and then these huge spider people came out of nowhere, tied him up with string they pulled out of their mouths, and brought him here, wherever this is. He’s holding together pretty well, considering.

Entering from stage right—strutting, really, with his six claws behind his back and his chest puffed out—comes a navy blue spider, inky as a pen, with eyes the color of the ocean at night. He’s wearing color-coordinated French cuffs with shining gold cufflinks on each of his wrists, but no shirt or pants. He clucks his tongue at the guy on the stand, leans in uncomfortably close, leers at him with a slowly widening smile, fangs at last inducing the human defendant to yell “What!? Like, what am I doing here? What are you things, what do you want from me?”

Satisfied, the spider turns away to face the audience. “Terrence Hoonsblock, ladies and gentlemen. Hey, do you want me to call you Terrence or Terry?”

“Fuck your ugly bug-ass mother.”

The prosecutor chuckles. “We picked this charmer up three hours ago on a drug charge.”

“Hey! I already told your guys that tied me up, that wasn’t mine!”

The slick spider swivels in place to face the defendant. “Oh we know, Terry. We know.”

“What is it to you, anyway? This part of the war on drugs or some shit, scare people with a bunch of spider costumes? I’m minding my own business, maybe I’m trying to smoke a bowl and maybe I’m not, and then all of a sudden I get tied up in a web? You can’t do that! There’s, like, an amendment!”

“See, Terry, your mistake was going in the basement. That’s our turf. Anywhere ‘below street level’ is, according to the Allegheny Arachnoidhuman Accord, which your Mayor Lawrence signed back in ’49. Once you’re underground, you’re all ours, buddy.”

Terrence Hoonsblock, freaked out by the spider’s shark-like grin, raises his hands in pleading defense. “I told you, man, that stuff wasn’t even mine! It’s my roommate’s!”

His interrogator jabs an accusative claw towards him. “Ladies and gentlemen, a plain and simple admission of voluntary herb rustling! But as if that wasn’t enough, we’ve got video evidence!” He gestures towards a large flat panel screen on the wall of the courtroom.

The lights dim, the crowd hushes, and the screen starts to play grainy grayscale footage of Terry himself. He’s shown tiptoeing into the dimness of a midday bedroom with the blinds drawn, sneaky-Peteing across a minefield of detritus he takes obvious care not to disturb. Gingerly, he opens a dresser drawer, shoves aside some socks, and bingo—pulls out a glass jar. Zoom in as Terry unscrews the lid. One expects an escaping moth and a wheezing cough. There are only a few small zigzagging twigs inside, which have two or three pea-sized dots of smokable substance still attached. He plucks a nugget from a dry stem, replaces the lid and the jar, and rapidly removes himself from the room with his stolen goods in a tight fist in his pocket.

The lights come back on, accompanied by a chorus of disapproving boos and hisses from the crowd. Terry looks out at the scowling spiders, screwing up his face in confusion. “Are you shitting me? I’m gonna get eaten cause I pinched Mikey’s stash?”

“The prisoner who now stands before you was caught red handed,” shouts the prosecutor, “committing unrepentant weed treason! Ladies and gentlemen of the jury, I implore you, in your deliberations, to remember how hard it is for our human friends to obtain any of the stuff at all. How can we not punish such a man? Someone who would betray his friend so callously? Your honor, esteemed spiders of the jury—the best thing for human society, and for Terrence himself, is to make sure he is *rehabilitated*.” He nods to the judge. “The prosecution rests, your honor.”

The presiding judge, who has remained silent until now, nods kindly at the prosecutor from atop his bizarrely shaped bench. He’s an older spider with a salt-and-pepper coat; he’s not wearing a black gown, but he does have a white wig. “Alrighty,” says Judge Carnation. “Jury, what’s the—”

“Hey!” interrupts Terry. “Don’t I get to defend myself?”

“The evidence before the court is incontrovertible, my human friend. Jury, the verdict?”

Over in the jury box, two rows of eleven spiders all immediately shout “GUILTY!” in enthusiastic unison, prompting rock-concert cheers from the galleries—you can clap pretty loud with three pairs of claws.

Instead of a gavel, Judge Carnation has a claw hammer with a red handle. He bangs it on the bench a few times without calling for order; he appears to be doing it just to add to the noise. “Terrence Hoonsblock, I hereby sentence you to one week of penile rehabilitation!” He takes out a thin deck of cards, riffle-shuffles it and chops it, makes the cards fly in an arc above his head then in a criss-crossing X between two pairs of claws, then finally draws a single card. “Who’s got the Empress?”

“Me!” An excited spider in the third seat of the front row of the jury box immediately holds up her matching card. She is all shades of blue, from her sky-azure body out to her glittering sapphire clawtips, with everywhere in between a range of deep, supersaturated ultramarines that would shame Yves Klein. Her eyes are the color of swimming pools lit by moonlight; they sparkle at Terry as she sashays towards him. She is wearing nothing but six black spiked bracelets, one per wrist. She stands over him, taller by a foot and a half, and inspects him like a present she gets to unwrap. “What’s up?” she says, extending a claw. “I’m Slisdra.” Her voice is friendly but raspy; she crackles like static.

“Uh, hey,” mumbles Terry. He takes the offered claw and awkwardly tries to figure out the best way to shake it. Slisdra does not release his hand, but instead places it in the fur directly between her legs. “Here. Play with this for a while.” Wide-eyed Terry was obviously not expecting that, but he at least finds the anatomy familiar, putting his fingers to work probing around down there and doing something right—eight eyelids flutter down and she positively coos. He starts a gentle rubbing that he attempts to keep up even as the spider begins to remove his clothes. He seems unsure about this, even though every spider in the room is mostly naked themselves. The other humans in the audience are the only ones here wearing much at all—the *unattached* ones, anyway.

Terry reluctantly takes his hand away from the spider’s snatch for a moment so that she can get his shirt off over his arm, but his other hand dives right between her legs to replace it. Slisdra appreciates the enthusiasm, as does the crowd, which responds with a rising *ooooh!* and a wolf-whistle or two. She leans back and lets him wriggle his fingers around inside her for a while, but then removes his hand and hops over to a conveniently placed divan nearby. It’s a backless black leather piece as uneven and askew as everything else here. She rolls onto it and splays her legs open, presenting herself to Terry. He kicks off his shoes and steps forward, undoing his own pants without trying to trip over them, cock hard and leading the way.

He doesn’t seem to consider whether it’s wise to screw an arachnoid creature much bigger than himself as he lines up and prepares for entry—nor would he have guessed

this morning that his hand would be knuckles deep in a spider-girl's pussy either, but hey, here he is, and he's never been a guy to shy away from life's adventures or a girl who so obviously wants it, no matter how many eyes she's got. Without any prelude he begins pounding her savagely, Slisdra bites her lower lip, her fangs protruding out over it, and props herself up with a few arms.

What Terry thinks of as his signature move involves pulling out completely and immediately going back in, only a little bit, and pulling out completely again—essentially a series of micro-thrusts, a move that he's found is usually well received by the ladies; lot of stimulation towards the front, you see. But when he goes to execute it, he—well, he can't move back, not any more than if he'd licked a frozen streetlight. He's stuck *inside* her. And this doesn't worry her at all. No, she appears quite pleased, showcasing her many sharp teeth in a pretty and devious smile...

“What the *shit*?!”

He jerks backwards like he just found out he was fucking a beehive, but only succeeds in pulling Slisdra back a little as mass from his body, hips, bellybutton, abdominal muscles, all flows into her and vanishes like leaves floating down a stream. He goes off-balance, standing on his tiptoes and then—as his legs shrink into his ass and he is no longer able to reach the ground at all—he falls forward, onto her chest and into her furry blue arms.

Terry struggles and the crowd cheers Slisdra on as she wrestles him into submission, face to face. She gets him under control by pinning his arms behind his back, the spikes on her bracelets digging into him. He stops resisting with his upper body, but his legs continue to kick ineffectually, wriggling little things joining two growing round masses on his backside.

“What are you *doing* to me?”

“Stealing from your friend was a dick move, so now you get to *be* one.”

“Huh?” Poor guy still doesn't get it; his mouth hangs agog as she places three pointed digits on the back of his head, steering him down to her chest while she curves her back to stuff a furry mouthful of her tit into his approaching mouth. He sucks nervously, failing to notice that where he connects at his waist a patch of shiny coral pink is spreading into his skin as languidly as blood in a pool, eliminating distinctions on his body as it emanates from hers.

Terry must feel something, though—he takes his mouth off Slisdra's chest to look down, but she grabs him and leans in to scrape at the inner curve of his neck with her fangs, leaving him unable to see anything but blue. The pinkness continues to rise from his waist, morphing his body as it travels upwards, wiping out the coarse details of his skin. His sinewy back is being replaced by something round and robust. He manages to slip a hand free from the spider's constrictive embrace and runs it over his smooth lower body, then the blue fur growing rapidly over the two huge testicles between Slisdra's legs that used to be *his* legs.

She strains, making a grimace that coincides with Terry's entire body jerking upwards. She does it again, waits a few seconds, then again...every time he jerks, he rotates a few degrees away from her and the indistinct pink line separating his skin from hers creeps another few inches towards his head, obliterating his own shape as it rises and replaces him with a glossy shaft, raised ridges as thick as his finger growing in rootlike patterns up his surface—veins...

Terry seems to lose, if not his fear, then at least his will to physically resist. He lets his arms hang passively, and as if sensing his capitulation, Slidra presses them to his sides, where they stick to and quickly merge with his body. He's distinctly phallic now, extremities smoothing over, one big long spear jutting out from between the spider's legs.

He's trying to move his body again. Slidra releases him and, though he's clearly straining to do it, he can only produce some vague side-to-side wiggling. "This is completely unreal. It can't be happening. I'm seriously going to be a cock."

"My cock. For a week. Unless you don't want to go back."

"Why would I want to be a penis?"

"Lots of humans do. Just look out there!" She points him at the audience, turning so he can take in the fully assembled crowd; many of the spiders jump up, holding huge and presumably human dicks, wagging, stroking, or otherwise gesturing with them. "Doesn't this feel good to you?" She grabs him at his pink waist, kneading upwards with four claws. He groans, almost drools but catches himself and swallows a mouthful of liquid. "You're going to feel like this all the time. You won't want to go back." She sticks a clawtip inside his mouth and plays with his lip. He's twisted around all the way around to her front, facing away from her. His eyes roll back, trying to see her, but he can no longer move his head.

"Bitch, I'm so going to want to go back," he says.

"Uh huh."

"I'm *gonna*," he says through clenched teeth, defiant to the last even if there's nothing he can actually do to stop the nearly finished transformation. He dribbles a bit down his rigidly stiff body as his mouth opens and shifts into a lipless slit. His nose fades away. A ridge rises to separate his thick neck from his head, and his wan facial structure quickly bloats outwards. His panicked eyes dart around until he squeezes them shut with the effort of trying to resist, and they do not re-open.

At last, Terrence has completely become Slidra's cock. Her fur droops with moisture from the exertion. With the new huge swath of pink jutting out from between her sweat-slick hips, she looks kind of like a bit-into blue raspberry Blow Pop. With the transformation finished, she grabs onto her huge new human penis with all six claws and furiously jacks herself. Her knees bend. She wobbles and cums into the air, squirting an aerial lariat of jizz nearly to the courtroom's bar. The spider huffs, puffs, and

pants, then falls backward against the bench, Terry dangling motionless between her legs.

WHACK. WHACK. Judge Carnation smacks his hammer, and the crowd erupts into applause. A bailiff arrives to hand Slisdra a towel and help her to her feet, guiding her offstage to riotous cheering. She gives the audience a weak wave as an actual curtain, satiny purple, is drawn in front of the bar. Lights come on in the galleries along with the dull roar of a few hundred horny spiders' conversations.

Back behind the cheap seats, Sid's still processing the spectacle. There are innumerable possible questions about the various intricacies of the arachnid legal system here—like, for example, whether the defendant has any real chance of walking out on his own two legs—but what Sid chooses to ask Skeila is this: “So, if you’ve gotta bang a human to change ‘em, what would have happened if that guy couldn’t, you know, perform? With everyone watching him and all?” The spider and her piggyback-riding human next to them overhear and look over with amused smiles at the obvious newbie.

Skeila explains: “You don’t *have* to have sex, it’s just more fun. All you really need is skin-to-skin contact.” Sid gives her a funny look. “Okay, last night I *had* to. The Huntsmen never would have believed us if I hadn’t. I mean, if you’re my human, ‘course I’m gonna stick it in you, right?”

“Sure. Eminently rational.”

There’s a little bit of awkward silence between the two, but then the curtain swoops open again, revealing two new cast members, human women sitting at opposite tables. Most Human Affairs cases are charged by the Midway DA (District Arachnid), but every so often you get a human pressing charges on a fellow two-eyes. Such is the next case on the docket, *Lagardenia v. Cardigan*.

The defendant, Melissa Cardigan, is a trembling willowy girl with a waterfall of straight brown hair bordering her face. She’s never seen a spider in her life before today, when she was hauled screeching from her own bedroom. In fact, if she wasn’t so scared she’d be completely mortified by the fact that she’s still wearing her faded purple sweatpants and pajama top, through which her dotted nipples can be seen—it’s cold in this courtroom. She shivers, hugs herself, and rubs her hands up and down her smooth arms to try and keep warm.

The plaintiff, Beatrix Hackpot Lagardenia—Bee for short—sits at the opposite table, tiny blue purse on the floor beside her because it kept sliding off the table’s slanted surface. She’s a blonde pixie in a shoulder-baring purple top, plus jeans tight enough to have been sprayed on. Her metallic yellow hair is cut short and sharp above her collarbones, and her subdued pink lips, pierced with two thin rings, curve up in a smug, assured smirk. Every time she blinks, her long dark eyelashes wave like the feelers of huge, slow butterflies over her big blue eyes.

Bee calmly examines her lavender fingernails. Unlike her terrified roommate, she’s been sneaking trips to Midway since she was a teenager. The girls have been best fren-

emies since grade school, a real love/hate Kinski/Herzog kind of relationship, and at least as good at producing drama. Over the years, Bee has stolen around six hundred dollars, two boyfriends, and one car from Melissa. Why they thought they could handle living with each other is anyone's guess, but Bee, taking things too far as usual, has elevated their latest dispute to Midway Circus Court via a cunning technicality worthy of the HAARP squad themselves: their half-basement apartment is below street level, and thus within the spiders' jurisdiction.

"Counsel, what's the charge on Miss Cardigan?" asks Judge Carnation.

The prosecuting spider glances at a yellow pad. "Grossly negligent failure to operate an automated dish-washing apparatus, your honor."

"That—that isn't a crime!" says Melissa. "I don't even know what that *means!*"

"It means you never run the dishwasher when it's your turn! And you always cook stuff and leave the plates in the sink forever!" shouts Bee.

"Oh my god, this is about the *dishes?* No! No no no! I *always* wash stuff when I use it!"

"Oh, yeah, I'm so fucking sure. Like our sink hasn't been completely full for a week!"

"Bee, you bitch! Those are *your* dishes!"

"Nuh-uh!"

This devolves into an unintelligible screeching match. "Ladies," says the lawyer, but they continue screaming over him. "Ladies." A little louder. No response. So he screams as loud as *he* can, which finally gets both girls to quiet down and stare at him. "AAAAA—alright. Sheesh. Anyway, ladies, no need to argue, we can resolve this with *evidence.*" He points to the big screen, which lights up once again with another grainy video.

It's a kitchen in a shabby apartment somewhere topside—we can tell by the rapid oscillations between sunlight and darkness that this is time-lapse footage. Objects on the counter jump around, moved by ghostly human silhouettes that only appear for split seconds. But the court has slowed the tape for the relevant parts: we see Melissa, several times in fact, as she opens up the dishwasher to put things away. In a few moments we see her again, and the cabinets blink open and shut as she puts away the dishes. Bee, on the other hand, is shown flashing in and out to continually contribute to a growing pile of pans, dishes, and glasses in the sink. By the end of the video the precarious arrangement of plates actually extends well past the edge of the sink due to some creative stacking on her part. At one point, when she's preparing to reheat some takeout, the camera lingers on a shapeless blob of noodles from her pad thai that accidentally falls onto the counter. Bee shrugs visibly and leaves it there, and over the course of the next two time-lapsed days it crumples into a dessicated noodle-booger. Gasps fill the courtroom. They've seen enough.

"I *told* you those were your dishes!"

"Uh." Bee is sheepishly quiet. "I guess I forgot..."

Judge Carnation clucks his tongue. “Sounds like we got a false accusation on our claws, counsel.”

“It does indeed, your honor.”

“A most serious matter!” The judge smacks a button underneath his bench and a sign behind him lights up, reading REVERSAL OF FORTUNE. “Beatrix Hackpot Lagardenia, you are hereby held in contempt of court and sentenced to two weeks of penile rehabilitation!” Bang goes the gavel, the crowd goes wild, and blonde bewildered Bee is hauled to her feet and led before the bench. Once more, the judge riffles his cards from claw to claw then draws. He announces: “The World!”

The last spider in the second row of the jury box calmly rises, holding up the matching card. The slender ash-gray male politely navigates out from behind the backs of his colleagues in front and steps towards Bee with immaculate posture and a sly smile that shows only his two long, sharp fangs. His amused eyes shine a dark crimson, like rubies buried in a coal seam. On each of his six wrists is a white shirt cuff, handsomely embroidered and fastened with gold cufflinks. He’s not wearing a shirt to go with them or anything else at all, completely unembarrassed to show off his erect penis, a respectable foot-long pole of polished black granite.

He glides behind Bee and lightly places a dark claw on one of her shoulders, handing her an embossed business card with another, “Lanek. Midway Freight Transport Board. Delighted to meet you,” says the spider in a slick baritone. “I understand you’ve been an unruly young lady, Bee.”

“Mmm hmm. Are you gonna show me how to be a good girl?”

“Decidedly not.”

Lanek holds Bee by her slender neck and then, with another claw, traces a slow vertical line down her chest, dragging it between her breasts and over her stomach. Her top ruptures down the line, tits spilling out of the split shirt like the pillowy insides of a baked potato. Her bra stays on for a second before realizing it has been cut right through the middle and falls apart, putting her breasts in full view of the court, nipples only a shade pinker than her creamy skin. She gasps, feigning embarrassment, putting a small hand over her mouth while simultaneously arching her back to more effectively display herself.

“Well then, what are you gonna do to me, mister spider?”

“You heard the judge, you’ve got to be punished.” Standing close behind her, the slim, dark spider takes her by the shoulders and hips, while one of his remaining claws investigates the cleavage between her breasts and another pops up between her legs. “For two weeks, you are going to be my cock.”

“I don’t know, mister spider, that—*ah!*” Bee practically convulses. Lanek has found a good spot. “—that’s a long time, and it sounds pretty scary...”

“Nonsense. You’ll have plenty of playmates. I have several friends I’d like to introduce you to, spiders who’ll know exactly how to handle a headstrong young woman

like yourself.”

Bee grinds her butt back against the spider as he rubs a clawtip on her clit in slow circles, then gently probes inside. “Can’t wait to meet ’em—ooh, *shit*...”

“My, what language. But I suppose you won’t be doing much talking over the next two weeks...”

Bent over so low that her chest is almost parallel to the floor, Bee eagerly backs up into Lanek’s crotch, one of his claws on her tailbone to guide her, filling herself up with his hard cock. Scattered applause from the crowd. His arms hold her up like suspension bridge cables as he screws her, each of the big arachnoid’s thrusts squeezing a moan out of the human. She bites her lower lip, wriggles, contorts her back, and exhorts the spider to give it to her harder—which he does for a little bit, pounding her so hard her whole body shakes.

But then, Lanek pauses. Still holding Bee by her shoulders, he squats down and picks her up by her ankles, bringing them up to touch her buttocks. He fucks her like this for a while, holding her totally off the ground, then with his cock still inside her, hoists her up so she is nearly vertical and continues. She’s no longer having to put much effort into it at all; the spider’s energetically bouncing her on his cock using his six arms, and she’s holding on for the ride as she gets slammed up and down like a toy.

But soon something odd happens. Her cheeks are puffing up. She looks almost swollen. Her face seems to be losing its expressivity; that furtive and feminine arch in her brow, the ironic twist at the corner of her lips, all the subtle muscles sublimated away as her head puffs out—and transforms into frank and uniform cockflesh. Her delicate swan neck turns stiff and thick, and splashes of Bee’s blue blood pulse under the skin, running up new veins between her clavicle and chin. The sharp edge of her porcelain jawline smooths as it shifts and grows behind her ears. Her face, mushrooming outwards, entirely engulfs her small nose. Her pink lemonade lips thin and then vanish entirely as her mouth expands into a surprised O, and then into a vertical slit that nearly reaches her split chin. The whole time, her lip piercing stays in, coming to rest in the side of what is now an unambiguous urethra.

Her head is almost completely phallic, but she still retains her eyes and those dark mothy lashes. Aside from her tits, which are expanding and sagging just a little, the rest of her body remains unchanged. She touches her piercing and runs her hand over the ridge of her phallic, spongy head. When she speaks, liquid sputters out of what used to be her mouth. “Oh my god, my face...”

“—is gorgeous,” says Lanek. He teases her piss slit with a clawtip; she shudders and slowly blinks her eyes, waving those long frond-lashes of hers. With her eyes shut, her head looks just like a glans. Lanek slows down but continues to fuck her as less dramatic changes gradually happen at the other end of her body. The soles of her feet have melted into Lanek’s hips, and her folded-up legs are vanishing into her increasingly tubelike body. Her lavender nails turn transparent and her digits web together; her

hands, and then her whole arms sink into her torso as her willowy frame becomes rounder, bulkier, her elegant spine's arc straightened out. The nubby nipples on her growing breasts have disappeared completely as they continue sliding slowly down her chest. Bee straightens, jutting from Lanek's hips like a ship's figurehead as she becomes cylindrical.

Her eyes flutter closed when Lanek strokes her long body; some wet gasps bubble up from her linear mouth. As she no longer has arms, just some bumpy and fading shoulders, there's nothing impeding his claws from sliding up and down the sides of her penile body. Darkness the color of Lanek's original penis creeps up from what was her waist. Her tits run down her chest like drops of water, picking up volume as they go, stretching further and further away from her body, and once they finally come to rest at her base a coating of Lanek's fur grows over them. Her erect body twitches and jerks in the spider's grasp, spitting up mouthfuls of liquid that spill down her underside. Bee's eyes, the only thing left distinguishing her from an ordinary organ, open and dart around as she tries to see herself, but the now totally erect cock-girl can only look straight up.

Lanek moves faster, much faster, and Bee's eyes widen—then clench shut. She seems to be holding out. Her head puffs out a little more. One splash of precum erupts from her mouth—then another—and then one continuous spurt of jizz Bee cannot stop. There are long aftershocks; Bee pumps out cum like an overpressurized hose. When the spider's orgasm is finally over and Bee is flaccid and dripping, she has shrunk down to a slightly more manageable size and her eyes have vanished, leaving only a featureless black cock.

WHACK. WHACK. WHACK, goes Judge Carnation's hammer. Sustained applause for Lanek as he accepts the complimentary towel from the bailiff and daubs off the damp end of his new dick—vivacious Bee, who was lithe and lovely only a few minutes ago but is now stout and sessile, hanging between the spider's legs. Drained, the spider steps over to where Melissa Cardigan sits at the defense's table. He hands his business card to the shaking young woman, who accepts it wordlessly. "If you'd like to visit Bee any time in the next two weeks, we'd both be delighted," he tells her.

The curtain is drawn again for the next intermission. A spider wanders the audience with a keg strapped to his back, selling beer by the plastic cup. Sid has another question for Skeila. "I didn't change like that, right? I'm pretty sure my face was last."

"Right. It's different for every spider. When I change humans, they always go balls-first. What you actually look like as a cock, that depends on the human. You're pretty long and straight..."

The beer spider approaches, and Sid holds up a fiver. "You want one?" he asks Skeila.

"Sure, but you don't have to pay." Skeila taps a badge on her sash that looks like two opposite arrows converging, and they both receive free cups of Yuengling, generously

poured.

The curtain opens on the bailiff dragging the next defendant out of the wings, a young man who is trying desperately to squirm out of his six-armed grip. Stiff blond hair indicates that until recently the human probably had a careful coiffure that has been mussed by his unsuccessful struggles. The sleeves on his sweater have rolled up, exposing sinewy arms that flex as he tries to push away, his athletic frame being perhaps sufficient for rugby or polo but wholly inadequate at fending off an adult male spider.

The bailiff unceremoniously dumps him onto the witness stand and stares at him for a moment until he's satisfied the human isn't going run off. Instead, seething quietly, he angrily scans his audience—hushed and eager to see his next move—and grips the stand.

“I want to see a lawyer!”

The human's name is Wembley Whitaker, and he has not fully recovered from having his rights so thoroughly violated. The pre-law student didn't see that unmarked door open up behind him in the basement of the Barco Building, nor did he react quickly enough when a certain tall brown spider reached out of it and grabbed him, giggling while she spirited him away down lightless vertical shafts and thrumming pipelined corridors, holding the kicking and screaming human under her left arms all the way to Midway. When he caught on that this was supposed to be some kind of legal system, or at least a mockery of one, he began demanding to call his lawyer, then *any* lawyer, then for his leering, fanged captors to at least do something other than grin and snicker. But instead he was brought here to this nightmare courthouse, where he's been waiting his turn backstage, watching these monsters turn four people into their penises, to frenzied applause. And now he's next, probably no matter what he does, but he's got to at least try...

“I said I demand legal counsel!” The prosecuting spider calmly saunters past him. “I know my rights. If I'm under arrest, I have the right to see a lawyer. And I don't have to say anything. And you should've read me my rights, too, and nobody did that. You're all guilty of kidnapping and false imprisonment! I'm not answering any questions until I get a lawyer!”

The prosecutor turns and interrupts him: “So hey, do you like dudes?”

Wembley's speech sputters out as he reroutes a few trains of thought. “N-no! I'm not gay!”

“Well, that ain't really what I asked, I just asked if you like dudes. Even just one. A little?”

“Absolutely not.”

“Alright. I'm just asking, cause—in my personal experience—when you pick on someone *this* much, it's a pretty good bet you've got a serious crush.”

The prosecutor goes straight to the tape, and it's a clip show: this time the video is a sequence of short cuts, none longer than a minute, of Wembley and friends in vari-

ous places. The friends are a rotating crowd of young white men with many receding chins and retrousse noses among them, but aside from Wembley there's one other guy consistently in every clip, and in every clip Wembley is being completely horrible to him:

Wembley, passing by with two cups of beer, chucks him on the shoulder (spilling some on him) and says, "What's the matter, Lee? You look sad. Is it because you're queer? I'd be sad too if I had to take it in the ass."

Snowy and miserable, a bundled-up and bunched-together group of hats, scarves, and puffy coats kick slush all the way down Ellsworth Avenue as they walk past a white brick building on a winter day. One muffled jacket-wearer says to another, "Hey, isn't that a gay bar? Don't you wanna go in there?" and shoves him into the wall.

The two of them silently waiting outside a classroom, watching an obese bald man three times their age and as short as he is wide struggle to propel himself wheezing down the corridor. When he's gone: "So would you wanna fuck that guy, or would you want him to fuck you?"

Curtains drawn to keep the sun out of a room full of hung-over bodies. Lee, curled up on the floor with a throw pillow and no blanket, is one of them. Wembley comes tiptoeing in among the empty bottles and sludge-filled Solo cups, leans down very very close to sleeping Lee, and screams in his ear, loud enough to wake the entire room, "FAGGOT!" (Lee groans and rolls over to the sound of cackling laughter, revealing a crude Sharpie cock on his cheek.)

Hot dogs at a Pirates game. Lee takes a bite and Wembley cracks up before he can even speak.

Mercifully, the prosecutor stops the video. Wembley gulps, shrinking down in seat under the heavy glares of a courtroom full of spiders. He can read the writing on the wall. If he had any hope of walking away from this, it's gone now. To a spider, the whole gay/straight distinction is a more conversationally interesting variant of whether you're right or left handed. If your preferences line up they'll be that much more likely to try and talk you into being their cock (or vice-versa, some spiders like the challenge of a conversion). They regard the whole thing as being pretty fluid anyway; the hang-ups humans have about sexuality are, well, regrettably demonstrative of a certain flaw in the species mentality. The sort of overt hostility just demonstrated does not fly down here. All the prosecutor has to do is nod to the jury box for them to shout—a few cupping claws around their mouths—"GUILTY!" The crowd roars approval. Someone in the upper gallery encourages the judge to "go and shit on him".

"Mr. Whitaker, I believe you are deserving of the full penalty of law! You are sentenced to penile rehabilitation for three months!" Judge Carnation bangs his red-handled hammer on the bench and leans far down to the cowering human, fanning out his cards to offer him the choice. Wembley is about to select one from the middle of the spread, then changes his mind and takes one from the end instead.

“It—it says Judgement.”

The judge smiles indulgently. Of course it does. Whether the old spider’s nimble claws are dealing off the bottom of the deck or forcing a card on an unsuspecting mark, he’s a matchmaker at heart, and his defendants always get the right jurist. The chosen one is a big and broad-shouldered male spider, third from last in the back row of the jury box. Holding up the matching card, he stands and politely waits for his peers to scoot out of the way. Muscle ripples under his fur, which is a bright, speckled, sawdusty tan; his coarse coat looks like the rough edge of cut lumber. His eyes and claws are shiny, polished black—the same color as his cast-iron cock, which sticks out over a foot in front of him as he steps clack-clack-clack towards trembling Wembley, who recoils as he approaches but cannot take his eyes off the spider’s erection.

“N–no fair! The last two at least got *straight* matchups!”

The amused spider folds his brawny arms, the lowermost pair positioned just above where his cock meets his body at an acute angle and sinks under his sandy fur like a metal pole stuck into dry grass. Wembley’s still staring at it. “That’s it, bro. Get a good look. You want to see it up close? ’Course you do,” he says, yanking Wembley down from the stand. “Whoa, careful now,” as he nearly trips; the spider catches him but the human still stumbles face-first into the spider’s crotch. “Shit, you really want to get to work, huh?” Wembley’s protests are muffled by spider-cock as this musclebound arachnid jock grabs the back of his head with the same kind of grip a human would use to palm a baseball and grinds his face against the hair of his lower abs and his steel-hard length.

While vigorously rubbing the Wembley all over his groin, he looks around, up into the curtains like he’s trying to find the studio cameras, scans the audience, and booms “What’s up? My name’s Akeix!” He gets a few hoots and a couple whistles, nothing much louder than Wembley’s dick-stifled cries for help. “Imma make this human my *cock!*” he shouts. That gets a better response, cheering, clapping, but the crowd doesn’t really pop off until he raises a claw in the air, fist-pumps, and bucks his hips forward, shoving his dick down Wembley’s throat with a wet gagging choke. His watering eyes, converging on the huge weiner going into his mouth, become slightly crossed.

Akeix extracts his dick from Wembley’s mouth and he wheezes for air. The playful spider smacks the human around with his cock, *whap whap whap* clubbing him in the face with it. He hauls the human up on his feet and rips the clothes right off of him, claws shredding his wool sweater and slacks, exposing his lightly fuzzed chest, argyle power sox, and black briefs tented out so far the elastic can barely hold on. The spider chuckles and tugs at the underwear; Wembley groans and tries to shrink backwards into the spider arms, but he just rips off the underwear too, leaving the human naked and fully erect before the court.

Akeix grabs Wembley by the butt and pulls him in close, chest to chest, rubbing their penises into each other. “Nice. I’m bigger, though.” He grinds up and down

on him, eliciting a shamed little moan from the red-faced human. “About to be a *lot* bigger.” He moans again when the spider teases the underside of his twitching cock with the curved edge of a claw.

“I’m not—I’m not gay,” says meek Wembley.

“Just want to make things fun for you,” says Akeix. “If you wanna get right into it, cool with me.” The spider only needs two arms to hoist Wembley up over his head and spin him around in a half twist, aiming the human’s taut butt down at his ready dick. The human’s trepidation is palpable; Akeix just waits, savoring it—and then he brings him down, right onto his penis, spearing him at once with only the spit from the brief blowjob as lubrication. The grunts Wembley produces as inch after inch of the spider’s thick dick slide into his ass delight the crowd.

Akeix, still supporting Wembley, pries his legs open like a wishbone to fully display the penetration to the audience, who all clap agreeably. Thankfully for him, the spider doesn’t manage to get all of his dick inside him, but once he has a good six or seven inches lodged in his ass, begins to rhythmically move him up and down, supporting him with an arm hooked underneath both his knees and two claws on his waist to guide him.

The spider looks like he’s holding something in—all of his eyes are closed, his two fangs are digging into his lower lip—and then suddenly Akeix gasps and change shoots up Wembley’s body like billowing squid ink. His taut, symmetric abs and long smooth back muscles scramble into a knobby stiffness. His legs shrink and bloat. His arms zip into his body like they’re being wound up on a reel inside him. His head snaps backwards and locks in place. It looks like he’s trying to move—his eyes flick from side to side as his face strains in one direction—but all he accomplishes is some gentle lateral waving.

Akeix huffs, then grips Wembley around his waist with two claws. His newly cylindrical body is roughly uniform in diameter from his thickened neck to his base, where he’s merged with the spider. He squeezes upwards, all the way to where the human’s shoulders were, then lets go and returns to the bottom, like Wembley is a giant toothpaste tube he’s trying to extract the last bit from. “No, stop—I don’t want to be a penis!” He coughs up a mouthful of precum, and his face turns redder. “Please!”

Akeix is too busy jacking off to respond. He looks fascinated by the morphing human between his legs. Wembley’s hair is receding and thinning on the sides, but Akeix ruffles his claws through it, accelerating the dispersal. Soon his blunted head is entirely bald. “You look better without it,” says the spider. He’s right; Wembley’s careful part was starting to look weird on top of a body that’s becoming more and more phallic.

Wembley’s cheeks puff out, and he quickly closes his mouth but liquid dribbles out of the corners of his mouth. He is trying, mightily, to hold back. He squeezes his eyes shut, his face reddens with the strain. But he is only able to restrain himself for seconds. He lets go, face relaxing like he’s exhaling a deep breath, but instead of

air a jet of white cum is ejected from between his narrowing lips. Akeix bellows, and as Wembley's closed eyes seal over, his reddened head further deepens to purple. The human's voice gasps along to the first and second squirts, but by the third his mouth has reformed into a piss slit and the only accompanying sounds are the spider's low grunts and each volley of cum sequentially slapping into the floor. By the fifth squirt the flow is no more than a dribble and Wembley's face is no more than a cock head.

The bailiff hands a towel to panting Akeix. While supporting himself against the jagged black witness stand, he dries off the end of his huge new penis. No more struggling from silent, immobile Wembley. He slaps him against the palm of one of his claws a few times in the same manner someone would use to threaten someone with a pipe, producing a satisfying, meaty thwack. "Don't worry, your honor. Lotta guys he's gonna get to know. Guarantee you, by summer he'll be a much nicer human."

"Glad to hear it," says Judge Carnation. He pounds his hammer on the bench, making earsplitting cracks. "Ladies and gentlemen! That concludes this session of Midway Circus Court! Those of you who have been granted custody of a human, please see the clerk to make your end-of-sentence appointment. To the other honorable members of the jury, on behalf of this court and the venerable City of Midway, thank you for your service—and better luck next time! Court is adjourned!" The curtain is drawn as Carnation whacks his hammer some more and the officers of the court file out. Down in the orchestra pits, the hidden band plays a soft tune, consisting of a strong clarinet and a lilting chorus.

The audience flows hectically towards the exit; Skeila's arms encircle Sid as she steers him through the crowd, towards the wooden doors, progressing a few slow steps at a time. He notices her cock is rock hard and she's hardly the only one; nearly all of the spiders here who are equipped with penises—human or not—have hard-ons. Her boner keeps poking into his back as they navigate their way out. On the courthouse's wide front steps, the crowd thins out, having room to expand. Down by the fountain, there's a spider and a human who wave when they see Skeila. The spider Sid recognizes immediately—it's the prosecutor, the navy blue male with the periwinkle shirt cuffs around his wrists. It takes a moment longer for Sid to remember the human—the last time he saw him, he was a penis. He's Skeila's friend from this morning, the stocky blond accountant-looking guy at her debriefing.

"Skeila!" says the lawyer. "That's your human? Nice! How is he? Worth fighting Huntsmen for?" The human rolls his eyes pointedly at the spider, who responds by draping an arm on him and smooching the top of his head.

"Hello again Skeila; Mr. Greenstreet. I was just telling Zacts that I thought he did an adept job prosecuting today's cases."

Skeila does the introductions: "Sid, these are two friends of mine. Uh, you met Anthony, and this is his boyfriend Zacts, Assistant Distant Arachnid."

Anthony Waterproof nods. Zacts reaches out for a handshake. The spider is tall,

even a little spindly, but not (now that he's here where Sid can see them side-by-side) as tall as Skeila. His coat is the color of a suit jacket, and his eyes shine like wet ink. He shakes Sid's hand with a firm claw-grip, fancy cuffs still on his wrists, and flashes a practiced but nonetheless charismatic smile at Sid. "Nice to meet you, Sid. Enjoy the show?"

"Uh, hey man. It was...pretty wild."

"Aw, thanks, but it was pretty quiet. It's not a really good one unless someone in the audience changes a human. That last one was pretty good, though—props to Skeila!"

"Don't mean to *brag* or nothin', but I caught that one solo," she says, elbowing Sid.

"You're safe with this one here, Sid. Just don't step out of line around her, heh. So hey? What are you cats doing for dinner? Join me and Tony for pierogi?"

"Oh god, Zacts, I can't," says Skeila. "I've had like six hours of sleep in two days. Another time, promise."

"It's just as well," says Anthony Waterproof. "I was thinking of heading back in to the office. I have some reports I'd love to get filed."

"You guys are as fun as chipping a fang, you know that?"

Back at Skeila's, her roommate Ketta seems to have gone out. Flour-covered bowls and spoons caked in dried batter litter the kitchen table. Upstairs in Skeila's room, Sid has a seat on her web while she goes through the same routine he witnessed from between her legs last night, decoupling her cuffs, taser, phone, and keys from her belt and tossing them on an uneven walnut dresser.

"So...I can take the couch downstairs."

"*You* will be in here with me." The spider casually pulls her AAA uniform off over her head and tosses the belt and sash onto a pile with the others, loose loops tangled all over her floor. "I meant it when I said I wasn't letting you out of my sight. I'm sure nobody's coming for you, but when the mayor gives you a job, you can't screw it up. Hope you don't need to go topside for a little bit."

"Uh, actually, I kinda do. I gotta put together next week's issue of the Report. If you've got copy shops down here, I guess I really just need my laptop, but it's up at my apartment."

"Ugh. Alright, we'll work something out..." The naked spider yawns and stretches, her upper pair of arms reaching to the ceiling, making the imposing creature nearly twelve feet high. She flexes the other four arms behind her back, claws clasped together, becoming a quantum superposition of yoga poses. She arches herself, showing off her sizable chest and a mouthful of gently curving white daggers that snap together in perfect interlock when she finishes her yawn.

Easygoing Sid doesn't put up a fight about staying in her room, but it turns out she really *does* mean she's not letting him out of her sight. She expects to be right there in the bathroom while he's trying to take a pre-bedtime leak. This is a problem. Sid's severely pee-shy bladder will rupture long before his neurotic subconscious lets him

urinate with someone else in earshot, let alone standing right there behind him, casually inspecting her claws and wondering what the holdup is. Eventually, after Sid points out the extreme unlikelihood of Huntsmen coming out of the toilet to get him, and an exasperated Skeila throws up her arms and says “I don’t see what the big deal is! You can watch me pee all you want, I don’t care!” they settle on having her wait out in her bedroom with the door open. It still takes him nearly a minute to turn on the waterworks.

He climbs unsteadily onto the spider’s web, pausing and hanging on to the thin strands as they sway under him, then inching forward. Then Skeila hops on and makes him roll towards the depression her body creates; the indented web reminds him of those wireframe diagrams of gravity wells.

She reaches over to turn off the light. Darkness falls, and a huge furry mass immediately envelops him. Strong arms encircle his chest, holding him like overtightened seatbelts. He is forced to curl inwards as Skeila spoons him. She rests her head near his shoulder, and he can feel her warm breath over his ear when she squeaks, somewhat dejectedly, “You sleep in clothes? Really?” Two light tugs at his underwear from a claw sneaking its way up from under the web. “You’re lucky I’m so tired.” He’s wearing his boxers and T-shirt; Skeila, of course, is wearing nothing at all. He can feel her half-hard cock against his leg.

“I usually sleep in a lighter shirt, but since this is the only one I have...” It’s true that Sid always does sleep in shorts and a shirt, but he’s also thinking, with a little guilt, about what Skeila said earlier: *all you really need is skin-to-skin contact...* presumably between his butt and her hips, and right now those faded plaid Fruit of the Looms are the only thing between them. It’s silly of him, he knows...she’d ask first, right?

“Freakin’ humans. I guess I should be glad you took your shoes off. Alright, tomorrow we’ll go topside and pick up your computer, and your clothes, and whatever other junk you think you need...”

“You can’t just, like, guard me at my place?”

“*Your* city,” punctuating the “your” with a claw jabbed into his side, “doesn’t allow spiders to stay topside more than 24 hours. Totally honor-system right now, but the MARC wants to make it so everyone who goes topside has to get a permit first and the city’ll keep track of their curfew...It’s so dumb.” She sighs, and her expanding chest constricts Sid, already tightly held in at least four arms, a little bit more. His bare legs are tangled up in her thighs, his feet only just reaching to her knees. He feels her soft, warm fur all over, breasts pressed into his back, arms holding him tight against her chest, her cock expanding slowly. “Are you *suuuure* I can’t talk you out of those clothes? You’re gonna be way too hot with me laying all over you. And then you’ll have to take them off, and that’ll wake *me* up.”

“Maybe you could only lay half on top of me? Or next to me?”

“I’m your bodyguard. Closer I am, the better I can protect you. Don’t want anyone to grab you while we’re sleeping. ”

He isn’t sure whether the spider’s just making excuses for her total invasion of his personal space, the arms crisscrossing his chest and the claw tucked between his thighs, or if she really does have a certain latent paranoia of her own. If so, it couldn’t hurt to indulge a fellow-sufferer. “Fine. I like to be warm when I sleep, anyway.”

“And speaking as your bodyguard, it’d be a lot easier to guard your body if it was part of my body...” Sid grunts. Negatory. “Can’t blame me for thinking tactically. Don’t worry, I’m gonna make sure nobody can get you, even if you don’t wanna be my cock...”

Skeila clicks on a radio next to her web and scans the dial; most of the stations barely sound different than static. Unlike most spiders, she prefers rock to ambient music, though she’ll admit it’s sometimes nice to fall asleep to. She stops on some velvet-voiced spider DJ, interviewing a woman speaking in a dark monotone.

DJ: And it’s not just the album that’s got Midway talking—I hear you played a set at Blurred Vision last weekend that got a lot of notice?

MUSICIAN: I played two tracks from the new album. People seemed to like it.

DJ: No doubt, but I was talking more about how you did the set wearing a full Huntsman dye job...

MUSICIAN: It’s a free country, isn’t it? I can wear what I like.

DK: Sure, sure, but the MARC has already criticized your album for “exacerbating spider-human tensions”.

MUSICIAN: I think that’s a compliment, coming from them.

DJ: Alright, so how *do* you feel about humans? What about that big guy you’ve got down there—or girl? What’s their story?

MUSICIAN: His story is that he’s my cock. That’s the only part of the story that matters.

DJ: And I presume he’s happy where he’s at?

MUSICIAN: Nowhere else he’d rather be.

DJ: Well, there you go then. Alaika and her dick, the ideal couple. We’re going to play a track from her new album—again, the album is “Where They Belong” by Saint Alaika, available now on iTunes or at your favorite underground record store...

It is impossible to tell whether it is night or day, but it feels sickeningly early. Rolling thunder. Somewhere above the smoke there is probably a stormy sky, but that could just be explosions in the distance. You can peer out your basement window through the iron bars (anachronistically enough, the wall is rough natural stone) and see Heinz Field behind the juddering forest of white-clad legs, scuffed with soot, blazing in firelight orange. A column of smoke as wide as the gridiron is rising from the center of the

stadium, obscured by the seats, sparkling with flashes of reflected light from below, but the structure itself is not on fire; something's going on inside. Thousands of people in white uniforms march in and out, talking lowly in words you can't quite put together. Across the street, the Science Center burns. You can stay in here until you starve if you keep quiet about it; they are ardently incurious, they will not so much as glance in your tiny foot-level window. The door is open for you but the exit goes up to the street. There is no other way but up. Where else would you go? There is no way to go down and certainly no one to help you. And when you *do* finally leave it is not so much an act of courage as your unwillingness to face a lonely death. You cannot help breaking into a run, but they recognize instantly that you are not one of them, and they are on you...

Trying to kick them off, restrained by something huge, furry and strong, Sid jerks awake not into his broken-in mattress but some kind of unfamiliar hammock. He frantically tries to shove the enormous thing away before remembering—shit, that's Skeila. After years of having a habitual before-bed puff, whenever he tries to sleep on the natch he invariably gets these vivid dreams that are so exhaustively lifelike it's hardly worth sleeping at all, and stoned or not, he *always* has nightmares when he tries to sleep overheated.

He tries to be still but it is too late; the regular breathing by his ear is disrupted and the spider's many arms begin to move. "...Sid?" A sleepy squeak. "What's th' matter?"

"Uh, nothing. I'm fine."

But now Skeila has been roused to full alert and won't be dissuaded. "Your heart is pounding! What is it?"

"Bad dream's all."

"Okay, you're *drenched* in sweat. C'mon, lose the clothes." She's right. Perspiration has matted his hair to his clammy forehead. All over him his hot, damp clothes are stuck to his body, especially the part of his shirt between his back and Skeila's chest. She lets him go so that he can sit up and peel them off. As soon as he does, the evaporating sweat chills him and he is happy to lie back down and return to the spider's warm embrace. "Told you so. See, our body temperature is a couple degrees higher than yours, so we're all the blanket you need. Totally scientific."

Instead of returning to the big-spoon little-spoon configuration, Sid opts to face Skeila, nestling his head into the space between her chin and breast. She holds him tightly. One of her claws combs through his tangled hair, and she makes low, burbling squeaks that sound somehow reassuring. It's all quite comfortable, and he's perfectly ready to fall back asleep, until he registers the sensation of an obstinate spider dick prodding into his stomach.

Maybe he tensed up or something. She seems to have realized that he noticed her erection. "Hey, you woke me up," she says, feeling a responsibility to heave some words into the suddenly awkward silence. "Oughta make you take care of it..." not seriously

expecting him to do anything; worrying, in fact, in the ensuing silence that she's pissed him off, but then a few human fingertips gingerly explore the underside of her penis. She can't help twitching right into his palm. His hand closes around her shaft, holds it there for a beat, and then strokes it up and down.

In the darkness of Skeila's cavelike bedroom, Sid can't see a thing, but he can feel a whirl of claws on his back, running through his hair, and one hunting for, and finding, his own hard penis. One claw helps him rub her cock. Another grabs his other hand, repositions it onto her breast, and encourages him to give it a healthy squeeze, his long and slender fingers unable to fully grasp the spider's gigantic tits. He leans towards the breast he's not gripping, ready to fit as much as he can in his mouth, but she has other ideas. She draws him in closer, nuzzling against his face, hot breath from her open mouth and the gentle prick of a fang on his cheek. She's going to kiss him, and he can't help thinking of all those sharp teeth, waiting in the darkness for his tongue to slide in the wrong direction, just once, and be sliced to ribbons... She locks her mouth over his in a crushing kiss, darting her tongue under his, then on top of it, then swirling around it... She leads the kiss, obviating the need for him to venture into that perilous cavern, for now.

They rub each others' hard-ons, faster and faster. When Sid takes his hand off her penis to put his arms around her shoulders, she roughly grinds against him, smearing liquid from her cock onto him and brushing it all over his body with her fur. He pulls back, breaking the kiss, and she slows for a moment, posed over him in the dark with her arms caging him in. She breathes in fast, shallow pants. He is partly glad that the darkness is there to protect him from seeing what he knows hovers an inch or two above him: the spider's face, her mouth with its miles of teeth hanging open, eight smooth black eyes all focusing on him—*she* sees just fine in the darkness, and he knows she's looking at him with the same expression he's seen spiders looking at humans with, in varying degrees, all day long—*hunger*...

"Y-you should let me move," he says. His voice quavers a little, sounding more scared than seductive, but he has his hand on her cock to reassure her he's not going to run away.

Skeila remains still. A ragged breath rattles up from her throat, over her teeth, and into his face. Then—arms lift, freeing him.

He holds onto her cock like a mountain climber hanging on to a steel spike as he shifts position, and it's about as hard, to the point where he can pull himself closer in with it without causing her any apparent discomfort, or even changing its angle to her groin. He scuttles over her furry body with his feet and knees hanging off the edge of her stomach, toes catching in her web's thin intersections. He can't get a good sense of his orientation, but he's trying to end up 180 degrees from where he began, and by using her cock as a guide he manages to get there, the heavy, hard pole just a few inches away from his face.

He gives it a good, long lick. She gasps, like air out of a pinched balloon. He runs his tongue up her shaft until it runs into a raised ridge and his nose bumps into her softer, pliable glans. He opens his mouth, as wide as he can, and lowers it slowly over her penis, its surface creeping over her tongue. Immediately, he tries to suck off more than he can chew—when her huge, plump cock head makes contact with the back of his mouth he immediately gags and pulls his head up. After taking a second to swallow his spit he goes back down, more cautiously now, only admitting into his mouth what he thinks he can handle, closing his lips around the shaft a good half-inch below the head. He bobs his head in tiny, timid movements while swabbing the end of her dick with his tongue.

While Sid gets down to work, his own hard cock floats in space. He hears the slow opening of wet lips and low, hissing breathing and realizes he's about to start sixty-nining. He's worried about Lil' Sid going into that dangerous mouthful of knives, though he doesn't dare risk making any sudden movements. Heat descends around his cock. He tries to move nothing below his hips, fearful of ending up with a perforated penis, but Skeila deftly engulfs him right down to his pelvis with no trouble, and all he feels is her soft mouth and playful tongue. Not one scratch.

Sid's never given a blowjob before, but to his surprise, it's not too bad. Skeila doesn't smell like any human scent; up close, the spider's body smells light and grassy, like wind blowing through a forest. Her skin tastes like faint green tea. He knows he's doing an inexperienced job, but judging from the drops of odd-tasting fluid that seep out of the slit, commingling with his spit to slicken the pole all the way down to the base, he can't be doing too bad of a job. He removes his mouth to lick her balls, big furry baseballs he bumps his cheek into in the dark, not expecting their size. The bramble of hair around them is coarser than on the rest of Skeila's body. He tongues one and fondles the other, making the spider stop and burble happily.

She dives right back onto his dick. Owing to the difference in size between them she has to bend inward to get at it, in addition to pulling on his ankles and pushing on his ass at the same time. She manages to get most of it in her mouth without too much strain, applying rhythmic suction and letting her long tongue circle around it like a spiral slide. He's going to cum soon, and when he tries to mumble a warning around his mouthful of hard spider dick, her only response is to redouble her efforts. He can only hold back for a few seconds before releasing his load into her mouth.

Skeila lasciviously slurps and swallows. Then, the spider sucks in a breath, holds it, her cock flexes, and it begins to flood Sid's mouth. Spider semen has a strange taste—it's not unpleasant and actually kind of sweet, like salted banana puree. His mouth is already dangerously full after the first rush of cum; when her dick pulses again and emits another cup, his only alternative to drowning between Skeila's legs is to break his lip-lock on her cock. Sputtering, he opens his mouth, releasing a cascade of liquid around her pole. She exhales in an explosive squeal. He tries to keep the action going

with his hand; she squirts two more times, lower powered emissions that splat onto his hands and dribble down her thighs and through her web, landing on the floor. By the time her penis softens it's a sticky mess, like the fur around it and Sid's arm up to his elbows.

Skeila lies back, breathing deeply. It takes her a few moments to muster the effort to speak: "You gonna lay back down? I'm gonna pass out in like, 30 seconds."

"Uh. I'm a little messy."

"Fuck it, here." She wipes him off with a lower arm, sopping up the goo with her hair. "Gotta shower tomorrow anyway. Now c'mere." She tugs him into spooning position, arms encircling him and locking into place, holding his shoulders tight against her warm chest. Bending her knees, she curls into him. "Comfy?"

"Very."

"Cool." She wiggles her hips. "Sleep tight."

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In Midway's central business district there's an office with gray-blue carpet, low cubicle walls, and a few potted ferns to add a little greenery to the concrete space. It's after hours, with a few humans in half-cubicles inside, plus the occasional spider stumbling through, stooping to go through doors and banging elbows aplenty on the frames, this whole place not quite being built for them... Anthony Waterproof sits in one of the supervisory cubicles, which are elevated six inches and positioned to allow him to face the shared desk of his three subordinates, Junior Trainee Liaisons on loan from Underground State. Fairly thorough workers, but they aren't in right now, so he permits himself two minutes of leisure to lean back in his chair and think about Zacts.

Anthony will pick up a pizza on the way home and they will eat it on the sofa together; he will have three slices and Zacts will eat the rest while they watch public television. They will have good, unimaginative sex and go to bed around 11:30. This is what they do on Friday nights. This is what they have done *every* Friday night for three years. Saturday night, they will go do whatever Zacts feels like—see a play, hang out at a sex club (*every* spider club is a sex club), or ride down Apostrophe Falls in a shipping container. But compromise is the key to a good relationship, and Friday is Anthony's night for pleasant, boring, comfortable routine.

Anthony's reverie is interrupted by footsteps approaching from beyond his cubicle walls. The only other person who'd be at MARC this late—other than Anthony himself—is his boss. Sure enough, a moment later the Doctor appears in his doorway.

It is almost hard to look at him, with his hair shining under the fluorescent lights like clean snow in the sun. Beige jacket, chalk tie, bone cufflinks, nothing on him darker than a paper bag except for heavy gray frames that square off red eyes. His assistant, a spider woman he's rarely seen without, follows close behind in a form-hugging black

leather valet outfit, darker than her polished stone eyes or and subtly striped gray fur. Between them, the only color they have is found in his sanguine eyes.

“Good afternoon, Anthony. How are you doing, hmm?”

“Oh, good afternoon, Dr. Schlangenkraft. I’m well.”

“That’s great. Did you have a chance to look into that matter with the Arachnid Altercation Agency—an officer changing a surface citizen, again?”

“I was just composing an e-mail about that, actually. Nothing like the last few incidents. The human’s name is Sidwell Greenstreet—and this is actually a funny coincidence, he’s apparently some kind of freelance statistician that publishes a report our analysts subscribe to. He ran into some of the Huntsmen and the officer actually did it to *save* him. Told them he was hers; actually rather clever, I thought. He’s already back on two legs and under the protection of the AAA, so no harm done. I can personally vouch for the officer in question, too. I’ve known her for years.”

The Doctor cocks a thin white eyebrow. “Oh?”

That could have been a mistake, don’t want to seem partial...“And, er, you’ll be happy to know that the case was taken pretty seriously. Relatively speaking, anyway. Arachnypoundcake himself sat in on the meeting.”

“Really? Well, that is good news. Sounds like everything worked out for the best, hmm? But, if you can get in touch with the officer or Mr. Greenstreet himself, I’d really like the opportunity to speak with him.”

“Oh—uh, regarding what?”

“Give him a neighborly Midway welcome, show him a friendly human face who can perhaps help him understand his surroundings. Let him know the spiders aren’t quite as crazy as they seem, hmm?” He chuckles, thin lips forming a wry smile. His assistant stands silently behind him; pleasant, blank expression; arms behind her back in three neat pairs.

“Great idea. I’ll ask Lieutenant Skeila, I’m sure she’d be happy to come around with him.”

“Perfect. Alright, Waterproof, as you were. Keep up the good work, hmm?”