

# 1 Somewhere Over Spiderville

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The easy part of Ketta's commute was done; she steps up into the cool night air outside. The Tube's exit was disguised as a red steel structure composed mainly of pipes on the south bank of the river, right next to the old bridge. It was one of those benign municipal structures, its purpose unknown but surely belonging to the electric company, or the water works, or maybe just the City- anybody who didn't know about the Underground would never give it a second look. Up a steep embankment, across a nature trail rarely used at this late hour and a brisk sprint across a vacant lot, and she'd be nearly there...

Ketta sighs. She really hates this part; it's so nerve-wracking, and exhausting, with all the goddamn hills up here. Jeez. You'd think those humans would have been smart enough to maybe flatten a few of them out before they stuck a city up here, but no, they just built all their houses on the hillsides instead. They're always so stubborn. The spider peers up over the edge of the embankment. Doesn't see anyone. Doesn't hear anything. Without a sound, she hops up and over, and takes off in a silent run.

Her coloration works to her advantage. Even though she's seven feet tall, she's nearly impossible to pick out in the darkness; the fine black hair covering her body camouflages her in the shadows. Her eyes are pure black, too: two large ones, glossy and expressive, with the smaller six on top, all darting back and forth looking for anyone who might see her, but the only hint an observer might have are the two little white fangs poking out at the edges of her mouth...

She pauses to look up at the sky, knowing it's a bad idea. Urgh. Instant vertigo. Ketta's been up here dozens of times by now but she still can't quite get used to the unbounded emptiness above her. She used to tag along with her friend Skeila, when she came up here for her job. It was really bad then. She even got the heaves, once. But she persevered- few spiders would miss out on the chance to be around humans, and it worked out pretty well for her. She met Emily while accompanying Skeila on one

of her runs aboveground.

Ketta creeps alongside a building as she crosses the lot, freezing in place as a car zips down the adjacent road, in the distance... She holds her breath, doesn't move at all, but the car gives no indication it has seen anything unusual. She knows that she's an invisible blur at this distance, she's only being paranoid... Skeila always told her it was silly to worry. "So what if someone sees you? Like, what are they gonna do? Call the police? They'll either talk to someone who doesn't know about the Underground, and they'll just think they're crazy, or they'll talk to someone who does, and they'll pretend to think they're crazy."

Ketta continues to sidle along the route she has taken a dozen times before, surprisingly elegant for a creature with so many limbs- two legs, and six arms, which all swing in a syncopated rhythm as she makes her way south to Emily's apartment. She still feels clumsy and self-conscious out here, though. She envies the carefree way Skeila can move around up in the humans' city. She'll never forget the time they were walking down an alley together, and some guy popped out of a door- she didn't even break stride, just gave him a brief, disinterested wave and kept on walking. Sooner than she realizes, she's there. She steps through a gate in a chain link fence Emily always leaves open for her when she knows Ketta's coming. Ketta cautiously rounds a corner and sees Emily waiting for her in a doorway, bathed in the soft orange glow of a cheap overhead light, and can't help but smile. Ketta bites her head, and Emily laughs. "Om nom," she says, pretending to gnaw on her.

"Good to see you too. C'mon, let's get you upstairs..." Lanky young Emily Standowne leads Ketta up the apartment building's old wooden stairs, holding hands, Emily's pale arm trailing out behind her as she climbs, grasping Ketta's dark claw. The rectangular, spiraled staircase creaks; around the second floor there's the muffled thumping of a hip-hop beat coming through the wall. Emily's wearing black jogging pants and an oversized hoodie that makes her look puffy and even kind of silly, the way her thin limbs poke out of it. She turns around to look at Ketta when they stop in front of her apartment's door while, jangling, she takes her keyring out of her pocket.

"You don't have to be so nervous." Ketta is fidgeting, looking down the stairs. It's an ironic scene, Emily reassuring her. Short for her age, and thin too, she'd look worryingly fragile if it wasn't for the way she carried herself and dressed, the black clothes, hair, lipstick a shade darker than most people would go for and a couple of piercings here and there. Whether she's compensating, or whether she just likes the look, nobody knows, not even Emily, which does worry her sometimes...

"Seriously, relax," sez the punk pixie, opening the rickety wooden door

so Ketta can follow her in. It's comical, the timid way the spider enters-looking behind her as she ducks her head to fit under the doorway, three pairs of claws wringing... but she relaxes, visibly, once inside, with the door locked. She even lets out an audible sigh of relief.

"Geez. Sorry. You know I get nervous coming up here, especially alone. I guess I'm not used to it."

"I know." Emily pulls her hoodie off over her head; underneath she's wearing a T-shirt emblazoned with the ornate white logo of a German industrial band, the illegible, blackletter name laden with umlauts, one in fact dotted right at the peak of Emily's small, pert left breast. "You're fine now, though. Safe and sound." She gives the spider a hug, her face pressing into the side of the valley between Ketta's two large boobs. It makes them both smile.

"Anyway, I told Miles to be here in an hour. He's got a bunch of deliveries to make tonight, though. He's gotta go all the way out downtown to the Post-Gazette office, too, so he might be a bit late."

"Cool." The spider's manner is still a little nervous, but now it's nervous excitement. "We still sticking with your plan? Wait till he gets here, then change?"

"Yup. I still think it's the best way."

"You sure he won't freak out watching it or anything?"

"Miles? Nah. Trust me, he's not like that. Plus, I mean, think about it from his point of view. He comes over, expecting me to open the door, all smiles and hey-c'mon-in-have-some-pizza, and out pops a giant spider-monster? Sayin' hey, hi, nice t'meetcha, Emily's my dick? Miles is cool, but nobody's that cool."

Ketta laughs. "Well, maybe humans shouldn't be so excitable."

Emily jabs a finger into Ketta's soft stomach fur. "Sez the girl who freaks out walking half a mile to my apartment." Ketta laughs again.

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Miles DeLaide was, at that exact point in time, dropping off a box full of some guy's internal organs at the city airport. Relax, folks, nothin' shady going on here- Miles is a nighttime courier, employed to deliver all the things that need to get from one part of the city to another in the dead of night. Tonight, a hospital needs to get some lungs and a kidney to the airport, where they'll be heading south to a hospital in Atlanta on the 4 A.M. departure.

"Hey! You gotta sign the papers for these, pal!" calls the airport employee behind the desk.

"Oh, yeah, sorry man, not thinking..." Miles absentmindedly scrawls out his signature on a series of regulations-required forms. He's done this

dozens of times before, but his mind's not on his job tonight. He's tired- didn't get much sleep yesterday- and he's looking forward to seeing Emily.

Finished signing, Miles shoots the cargo clerk a quick two-fingered salute and turns to leave the terminal office. All the stars seem to be out tonight. He sticks his hands into his pockets; it's still a little chilly out, this late at night. Miles liked his job, but he liked it less and less as the year progressed. During the summer, it was great- rolling through downtown, or racing across the outlying highways with the window down, the subwoofer in the trunk pounding out skittering electronic beats. During the winter, every friggin' hill was a deathtrap.

Finally. Last run of the night. Now, back into the city, across the river, to Emily's apartment. He turns his key in the ignition and his blue Honda Prelude roars to life; he turns the dial on the heater on, hoping the thing'll warm up soon, and starts for the highway. He briefly considers on taking a detour for a sandwich- he could really go for one, all stacked high with coleslaw, a-and some of those *french fries*- but decides against it, too far out of his way...

They had met, two or three months ago, when Miles was making a pickup for a similar job at Mercy Hospital; she worked the night shift there, something to do with managing inventory, he's not really too sure. They hadn't been at all serious about their relationship; neither of them would have *called* it a relationship. But it's nice, real nice, when you come home late, so pointlessly late that all the night's revelers have turned in, and the few people out on the barren streets are the sad suckers like you that have some unstated business out there, to have someone to call in that empty hour, who can give you some warmth and pleasure; an hour spent in bed, maybe another on the couch to watch the stupid cartoon shows, then back to bed to enjoy each other's bodies, and hold each other, sometimes well until after the cold sun starts intruding around the edges of the blinds...

The Prelude was parked on the street; Miles was knocking on Emily's door. When she opens it he's there in the doorway, with a smile and a waggle of his eyebrows. "Oh, nice." He's spotted an open pizza box, is somehow already over in the kitchen stuffing a cold slice into his mouth... Emily just laughs. Doesn't anyone say hello anymore? She re-locks her apartment door and goes over to him to hug him from behind.

Mouth full of pizza, Miles makes an unidentifiable, positive-sounding grunt. He swallows, and asks her, "How was work?"

"Not bad. Pretty slow night, and one of the pharmacists on staff had to leave, so I got to come home early."

"Cool." He doesn't know why, but her voice seems a little less... assured than she normally sounds. "Everything alright?"

“Yeah, everything’s fine.”

“You seem anxious or somethin’. I dunno.”

She sighs worriedly. Well, Emily, time to get this show on the road. “Well, there’s someone special I want to introduce you to.”

There’s a pause as Miles waits for some further explication that doesn’t seem to be forthcoming. He nods. “O...kay? Who is it?”

“Well, uh... tell you what, I’ll go get her in a second. But... you gotta promise me you won’t freak out, okay Miles?”

“Uh, sure...”

“Ok, I’ll be back in a sec...” She leaves Miles there and heads off into her bedroom. Miles is pretty curious now. Why would she be so nervous, and why would he “freak out”... She did say “her,” right? Maybe she’s been banging a chick on the side, or something. They haven’t made any mention of exclusivity in their little thing. That could actually work out to be pretty cool, speculates Miles. She’s coming back. “Miles,” she begins, before he can clearly see who she’s got an arm around the waist of as they walk into the kitchen, “this is a close friend of mine...”

He doesn’t say anything. In fact, it takes him a second just to process the sight; at first he thinks maybe it’s someone in some sort of giant costume, but it’s moving too smoothly- it’s a woman, obviously, only taller than either of them, covered in velveteen darkness, and with two extra pairs of arms- and more eyes, and fangs, when Miles looks at her face. It’s surprisingly easy for Miles to read her expression- she has startlingly human features, it’s only the eyes, the extra ones and their total darkness, that are discomfiting any more than initially... She looks almost as nervous as Emily does.

“Uh... hey there. I’m Ketta.” the creature says, in a squeaky voice.

“H-hi. Miles.” he replies.

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A half-hour later, the whole trio is on Emily’s couch. Isaac Brock, from Emily’s old speakers in the corner, sings rasping, histrionic, almost pleading with the listener: “*Well, there’s one thing to know about this town...*” The TV’s playing a blitzkrieg of mescaline dream imagery- talking food, pizzafaced Appalachian cephalopods- but nobody’s paying any attention to it, least of all Miles, who has found his world expanded more in the past 30 minutes than it has been in a year.

“Seriously? Under the whole city?”

“Well, most of it,” replies Ketta. “Midway itself is right under the downtown area, and it’s not that big. But there’s side-tunnels and stuff pretty much out to the edges. I mean, you guys have suburbs, right? Same diff.”

“Huh.”

Now that the awkwardness of the introduction has mostly worn off, Ketta and Emily are both enjoying Miles’ reactions to having the underground explained. Everything they’re telling him sounds utterly fantastic, and yet it all had a certain twisted plausibility- like how apparently that new stadium they built in 2001 was to cover up some kind of giant freight elevator that brought stuff down to the spiders’ city- that’s what they called themselves, the spiders...

“Yeah, we definitely needed it.” Ketta had said. “Cause otherwise, you have to use the regular elevators in other buildings, or just have people haul it up and down stairs and stuff. A lot of other cities have started doing the same thing with their new stadiums, in fact...”

“Elevators in other buildings?” Miles had asked.

“Oh, yeah, I mean, pretty much every elevator downtown can take you straight down into Midway. Like, all the skyscrapers? They don’t stop at ground level, they just keep on going down... Of course, most of the time you gotta swipe a card or something to make them take you down there.”

She keeps telling him stuff like this, stuff he could never believe if the proof wasn’t sitting right in front of him in the form of a seven-foot spider casually rattling off stories about her underground world, one that had been there all along, below street level, below asphalt and conduit and piping and earth, thousands and thousands of them, and he’d never known it... nobody had known it except the ones who had been let in on the secret: the lost souls who managed to stumble in of their own accord, who had the courage to explore an unobtrusive door in a cellar somewhere... or those who knew out of necessity.

You can’t operate a few hundred feet under a major metropolitan area and expect to be able to hide from it completely. The higher-ups know about the spiders; they’ve always known. The politicians, the factory owners, the heirs and heiresses to the steel fortunes, not to mention the sizable political *apparatus* that has to be created- there’s an entire bureaucracy, they’ve got one of those big white buildings that looks like it was airdropped in from Ancient Rome all to themselves downtown, the MARC, or the Municipal Arachnoid Relations Commission, that 95% of the waking world manages to just plain not see, and this despite MARC putting out a very cheerful monthly newsletter, even featuring their logo, a crayon sketch of a stick-figure human and stick-figure spider holding hands...

Emily tips up her now-empty wine cooler. They’d all cracked into the booze around 4 A.M. She was actually quite insistent on it. It’s loosened Miles up enough to the point where he’s been asking Ketta questions for over a half hour now, and Ketta’s happy enough to answer. Miles is fascinated; he wants to hear everything... He’s also got to admire the way

Ketta can put away her alcohol. Sure, it's probably the difference in body mass, but it's still impressive to see someone treat a fifth of citrus-flavored Absolut like a Mike's Hard Lemonade. And maybe it's the booze, but Miles is finding himself stealing glances at Ketta's body- she's thoroughly naked, just obscured under that layer of velvety black fur. Her breasts are gorgeous. Enormous, too. Every time she moves, his eyes want to dart down to them. He's pretty sure she caught him a couple times, with those eyes of hers, it's hard to tell, there may have been a faint smile too...

"So... how exactly do you two know each other?" asks Miles.

The question immediately produces some awkwardness in the girls; they look at each other, waiting for the other to explain. There's no denying the intimacy in their body language. Ketta's had one arm around Emily's waist since they sat down.

"Emily, I know we don't have an exclusive thing going... I mean, it's cool, if... y'know..." he trails off, waving an open palm in a gesture meant to imply *if you've got a thing with her, too...*

Emily decides to begin. "Well, it's sort of like that, yeah. But, not really like what you're thinking, either. The easiest way to explain... would be to just show you."

Oh wow, thinks Miles, I'm gonna get a show? Well, it might be freaky, but it'll be crazy hot. "A-alright," sez Miles. "Bring it on."

That makes them both giggle, hard. "Ooh, bring it on, huh?" teases Ketta. "Well, I guess we better bring it on, Emily!" The spider's grinning hugely, displaying the full length of her two fangs and her array of uncountable smaller teeth, all sharply pointed, and yet it seems more *mischievous* than predatory, though she is still obviously looking forward to whatever's about to happen very much..

"Guess we better..." Ketta sits up straight, and Emily stands up off the couch, staring Miles right in the eyes as she grabs her T-shirt at the bottom and pulls it up and over her head. She's gently gyrating her hips, with two of Ketta's claw-like hands on them, and another softly stroking her leg... Oh yes, thinks Miles, this is gonna be a show alright. He plays his cards right, and he figures he's got an odds-on chance of making it with two hot chicks at the same time tonight. One happens to be a large spider-creature, and he's still not completely sure how he feels about that part, but we're still talking about one of the basic fantasies of most warm-blooded men. Slackjawed, he leans back against the arm of Emily's couch to take it all in.

The girls were all sly smiles now, like they were privy to an inside joke they cannily avoided telling Miles, or perhaps rather celebrants of a guarded mystery... Ketta's helping Emily disrobe. She finishes pulling off her shirt for her, no bra underneath, two pale white tits exposed, firm

and gently sloped like a windswept dune, capped with rose-colored, erect nipples that make her breathe out, sharply, when Ketta grasps a breast and tweaks one from behind. These spiders must be able to do amazing things in bed, with all those arms, thinks Miles. Ketta is happily fondling Emily's chest with one hand, while two more are going to work removing her shorts. There's a muffled pop when the button on her fly releases. Emily writhes and wriggles out of her shorts, contorting her hips, eyes closed, mouth silently moaning. They fall away, leaving her standing there in only her panties, green and white striped; Ketta gently hooks a long dark claw into the elastic of the waistband and soon those are gone too, leaving her standing there quite exposed, as naked as Ketta but without the shielding layer of fur. She's exuberant, and shy at the same time- she glances at Miles, trying to gauge his feelings; he nods with openmouthed wonderment, trying to silently convey his approval.

"You like?" she asks him. Ketta looks up at Miles, too.

"Hell yeah."

"Good. Just keep watching... even if things get a little strange. 'kay?"

He nods. Things are already pretty strange, but he wouldn't dream of complaining. He gestures with an open palm- *please, pay me no mind, you ladies have fun...*

Ketta giggles and goes back to nibbling on the inside curve of Emily's neck, eliciting a gasp and a shudder. He hadn't been able to place it before, but spider or not, there's definitely some strong feline elements to the spider, behaviorally and physically... the lush black fur, claw-like fingers, the low purring rumble she makes as she playfully bites Emily's neck, almost but not quite scratching her with those two big fangs of hers.

The spider is fully embracing Emily from behind now, really going to town as she fully utilizes all six of her arms; while she happily bites down the length of Emily's shoulder, she's simultaneously pawing at both breasts, stroking the inside of Emily's thigh, and beginning to explore her nearly-bare snatch... The back of one hand traces up the slit, lingering at the apex to rub her clit. Emily moans out loud, a long, low groaning as Ketta moves over it in slow circles. Ketta's breasts are mashed against Emily's back. Emily rocks her hips back and forth, and Ketta moves her fingers up and down her lips again, then gently sinks the tip of one inside her, producing a happy cry from Emily. Emily collapses backwards into Ketta's waiting lap, craning her neck around so that she can kiss Ketta, their mouths quickly pressing together as they make out with frenzied intensity. Emily gyrates her hips to give the spider a lap dance while Ketta continues fingering the girl; they continue in this manner for minutes they all lose track of, until they both break the kiss, Emily panting hard and Ketta shaky-voiced too...

"Ready?" asks Emily.



Ketta nods and stands, gently using two arms to position Emily on all fours on the couch as though the spider was going to take her from behind- but she's lacking some vital equipment, Miles can't help but observe. All that he could see between Ketta's legs was some slightly longer fur, but he assumes her actual pussy is under there- maybe they've got a strapon hidden under a pillow or something they're about to bust out...

Well, if they do, it's not immediately forthcoming. The spider, looming over her, grinds her groin against Emily's ass. They both seem to like it. Emily looks back at Ketta, smiling, out of breath, a bead of sweat starting to appear on her forehead.

"Oh- oh shhhh, unh, I feel it..." moans Emily.

Feels *what*, wonders Miles- he's caught on that there's something the two aren't telling him, but he's pretty sure their intentions are good, and has resolved to just watch...

"It's starting," pants Emily weakly, before she shoots him a devilish look.

"Watch me," she says as she looks him in the eye.

Ketta has changed her grinding motions, switching to a more even-tempered up-and-down movement, and now seems to be concentrating on something- and then the first outward sign of whatever the hell's going on here appears: a smudge of creeping blackness on the outer curve of Emily's dainty ass. It's growing larger, spreading like spilled ink out from between Ketta's legs, where they are pressing their bodies tight to one another...

Miles makes a wordless gasp of surprise, turns to search Emily's face for some indication that this is normal, expected, and finds it there in the still-mischievous expression she wears.

"You watching this, babe?" Miles nods dumbly, noticing his massive erection for the first time. "Good. Ah!" She interrupts herself with a moan. "Look at her change me..."

Emily's feet are affected now too, changing to a glossy black where she's brought them up to press against Ketta's thighs, dim in the shadows cast by her own body, making it hard to see where she ends and Ketta begins, or even if such a differentiation still exists. She's blurring all over, in fact, like in fact, like seeing a lightly penciled drawing being smudged before your eyes...

"Ketta's making me her cock," Emily gasps, raggedly biting off the last word. "She's gonna make me her big, fat, cock..."

"Make you her cock?" Miles parrots back, uncomprehending.

"Oh god, yes... she's turning me into her big fucking dick, I'm gonna be her penis, Miles, her huge fucking cock..." Emily always loved dirty talk when they were going at it. It's obviously stoking Ketta's fire too; the spider is pressing down hard on Emily with her hips, where it's now readily

apparent Emily is being absorbed into her. There's only a smooth curve and gentle gradient from Emily's pale white skin to Ketta's night-blackness at the end of Emily's back now, and the two halves of both of her lithe legs have become one, halving their length, rounding and expanding outward, and her feet, those have vanished entirely, and Miles can't do anything but watch...

"Mmm, mmm," go Emily's appreciative moans at every thrust forward from Ketta, who's supporting Emily with two arms and stroking her with the rest in a barely controlled frenzy. The spreading darkness seeps its way up to the small of Emily's back, and a puffy black line goes zigzagging up her side like the tracer on a seismograph- a vein?

In a maneuver that seems practiced, Emily brings her arms to her sides at the same time Ketta starts holding her up, supporting her entire body, a feat that doesn't seem to pose any difficulty at all to her. Emily's arms, obligingly, stick against her torso, and softly begin to sink into her body, starting at her small, gently vanishing hands and continuing on up to her shoulders... Her upper body is showing signs of change too; her breasts are flattening out, her whole chest and trunk smoothing out, lines vanishing, navel disappearing, becoming uniform and round like clay on a potter's wheel. "Ah! Oh shit, do it Ketta, make me into your cock!" yells Emily as she tosses her head back. Ketta hoists Emily up, rearing backwards, exposing the two enormous balls below Emily's tubelike body, no question left that that's what they are now, two melon-sized testicles, a visible seam between them, covered in Ketta's own fur, one even hanging a little lower than the other...

The rest of Emily's body is quickly catching up- a few more veins snake their way up her shaft-like torso, the terminator line dividing light and dark quickly following them, up now to where her nipples would be, if her breasts weren't completely gone. A raised bump running parallel to her body has appeared, starting down at her base, where her testicles are, and continuing up to her chin.

Her shoulders widen out to match the circular cross-section of her phallic body, her head cranes up as her neck expands to match its diameter, leaving her cylindrical body with one uniform radius from her chin to base... her jawline now changes shape, becoming a raised ridge, circling around her whole head except at her chin, exposed by her vanishing hair, hair that seems to recede right back into her head.

And then it's her face that's changing; she lets out a long low continuous moan, lips covering teeth as her whole mouth goes vertical, its indentation connecting to the inverted V created by her altered jawline. Her features rapidly lose their definition, sinking into her cranium, brows ears nose lips all vanishing, eyes- with one wink at Miles, a wink that makes his heart



“Heh. It’s alright.” Ketta helpfully hands Miles a towel. He ruffles it though his hair.

“You know, it’s pretty awesome how cool you are with everything.”

*Told you he’d be able to handle it!* Emily privately chimes in, happily. Ketta wants to reply with the obvious joke- heh heh, I bet you want him to handle *you*- but she’d have to say it out loud, and besides, Ketta kind of wants him too.. Responding to either Ketta’s thoughts or her own, Emily twitches and expands a bit, though Miles doesn’t seem to notice.

“Well, it’s not like there’s anything I can do about it. Or should do about it. I mean, it’s not like Emily’s going to be like that forever... right?”

“Nah, we were just gonna go down to Midway for a couple days. I can’t change her back for like 12 hours or so anyway. ’Cause of the way it works. Learned why back in my high school biology class, but I kind of forgot the specifics...”

“So that’s something all spiders can do?” Naked and damp, Miles crosses his arms on the edge of the bathtub, facing Ketta.

“Yup. Just to humans, though.”

“Wow. So what’s Emily say?”

“Oh, not much... just said she was having a really good time tonight.”

*Damn right I am. Does Miles have great abs or what? Seriously. His chest is yummy.* Emily has a healthy libido to begin with, but as a cock, naturally, you become slightly more preoccupied with sex... And in her normal form she’s quite shy about such matters, but being between Ketta’s legs she’s confident, safe in the absolute privacy she has to communicate whatever naughty thoughts she thinks down there, and well, now they both have line-of-sight on Miles’s naked body, damp and wet, and darn if he doesn’t have a really nice chest after all, muscles toned, defined even, but certainly not rippling or bulging, their outlines crisscrossed with only a slight dusting of chest hair, all in all a very nice looking human...

“Ah. Is, uh... that why she’s getting bigger?”

Sure enough, Ketta’s cock is noticeably firmer now, and starting to rise up a little off her stomach... Startled, Ketta makes a squeaking “eep!” and covers her mouth. Her face is hot. “Oh. Um. Well, Emily really does think you’re hot, and all...”

Miles gives a little half-grin. “Ah... so when Emily gets aroused, you get hard?”

Sheepishly, Ketta nods... “Yeah, definitely sometimes...”

“What about you? I mean, you have to have some input, right?”

Ketta’s really feeling embarrassed now, there’s an awkward moment of silence... *Say you think he’s hot too! Say it!* loudly demands Emily. Geez. She could really use another one of those Absolut.

“Well, yeah, of course.” Her face points down like she wants to look elsewhere, but she can’t take her eyes away from him. “Pretty much all spiders have a thing for humans... and Emily’s got pretty good taste in guys...”

Miles leans over the side of the tub. Emily is there, jutting out from Ketta’s lap at full attention. She gently bounces once. There is a tense moment, and two brown eyes meeting eight black ones, and the silence of another moment before Ketta leans in too, and they kiss...

Ketta’s tongue darts into Miles’s mouth, neatly solving for him the problem of how to avoid those spiky teeth- but he can still feel the impression her two large, protruding fangs make on his face... They are making out, passionately, and Miles puts his hand down on Ketta’s inner thigh, steadying himself, feeling her tense and twitching cock- Emily- very close by. Without breaking the kiss, he grabs Emily around her middle, at the center of the shaft, and begins using his thumb to rub the sensitive area in the upswept inverted V beneath the glans. Ketta moans delightedly, into his mouth, and suddenly he’s being pulled out of the bathtub by two, or three, or four lithe black arms...

Miles awkwardly tumbles into Ketta’s lap. His own erect cock rubs up against Emily. Ketta pulls back from the kiss- breathing ragged, a little squeaky- and says, with an undertone of excited forcefulness, “Now I think Emily needs kissed, don’t you?” A claw runs up the back of his neck, and guides him down to where Emily is waiting for him in between Ketta’s legs, very clearly excited.

He pauses a few inches above Emily’s tip, face to face again. He looks over her smooth black glans, and closing his eyes and leaning in just like you would to start an intense kiss, smooches her right on the piss slit, licking the edges, making out with it just like it was still Emily’s cute mouth... She likes it, or Ketta likes it, or they both do; Emily becomes even more rigid, even harder, and Ketta squeals “Eep!”, biting the nail-like tips of one claw...

Miles can taste the fluid leaking out of Emily. Stretching his jaw, he manages to fit several inches of Emily into his mouth, well past the head. Ketta squeaks happily, and one of her hands finds Miles’ penis. Her claw-like appendage, though intimidating, is suprisingly gentle, and dextrous too...

Miles steps up his pace, bobbing rapidly up and down on the three or four terminal inches of Emily. She’s slick and wet now, feeling rubbery in his mouth. Ketta is happily moaning, making slight hip thrusts, and Miles can see Ketta’s balls under the sizeable additional length extending between his lips and her crotch. He rubs one and briefly wonders what Emily must be feeling. Something pretty good, judging from the way Ketta’s hip-



“Hey... do you think you could walk with me? I really hate making this walk alone.”

“Sure,” he readily agrees, not knowing exactly where they were headed.

It turned out to be a brief walk. They cut through a side lot, and didn't walk too close to the road, and just kept walking when a car went by. Nobody stopped, or seemed to notice them. Miles noticed that Ketta kept her arms tucked in close to her sides, and her head down. She seemed untalkative on the way over.

Their destination turns out to be this red steel structure next to the bridge by Water Street. He'd gone past it hundreds of times and never really been sure whether it was a piece of abstract art or some kind of public utility infrastructure. When they got closer to it, Miles saw there was a concrete staircase going underground- Ketta entered it, and he followed. Going down the steps and through a short corridor and an inconspicuous door, they enter another room, with a long ladder vanishing into a round hole in the floor.

The room is wallpapered in flyers and ads of all kinds, all the way up to the conduit-covered ceiling where even Ketta couldn't reach. Some are faded, curled, dust-covered, looking like they were pasted there during the Carter administration. Others look like they might have been tacked up last night. Miles glances at a few of them:

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## **ARACHNYPOUNDCAKE IN '05**

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## **ARACHNYPOUNDCAKE IN '10**

There's a dim purplish light coming from the hole in the center of the floor, and Miles thinks he can hear, faintly, machinery noises from down inside. "Want to come with us?" Ketta asks him.

"I... don't think I can."

"Just for a visit. A day or two? You can crash on my couch..."

"I'm scheduled to make deliveries every night this week..." Miles says, regretfully.

Ketta looks disappointed. Emily even seems to droop a little. "Are you sure? I bet my roommate Skeila would love to meet you. And... you and Emily would definitely get to spend more time together..." she says suggestively, wiggling her hips and making Emily bob up and down.

"I really want to, but I can't..."

Ketta looks at her penis and laughs. "Emily says to quit being a little bitch and come with us."

"Hey, I got rent to pay," he tells Ketta's crotch.

"Fine," says Ketta. "Maybe another time." She steps in closer to him, brushing his arm... "I'm glad I got to meet you." She smiles, he smiles, and they kiss...He courageously tries to work his tongue into her mouth this time; she lets it slip in, the underside grazing a row of pointy, triangular teeth... He even gives Emily a goodbye caress, eliciting a happy sigh from Ketta.

After they kiss, the spider sits down on the floor, dangling her legs down the hole. She grabs the sides of the ladder and begins climbing down, her huge cock and balls vanishing below the edge, until she's just looking up at Miles from knee height. "See you later, Miles. Next time I'm making you come back to Midway with us!" And with that she descends out of sight, and all Miles hears for the next few seconds as he stands there is the tap-tapping of her claws on the metal ladder.

It all seems unreal when he's back aboveground. He's standing at the top of the staircase. Cool beads of morning condensation have formed on the red steel structure. A scintilla of light from the unseen sun has already scattered into the atmosphere, and even with all the signs of life morning has brought on— the car traffic crossing the bridge, ducks flocking on the surface of the river, the jogger's feet slapping the sidewalk off in the distance— Miles feels far lonelier than he has in a long time.

He hopes Emily will be back soon. Ketta, too.