

# TURN ON THE NEWS

*part 2*

This conference room could comfortably seat dozens, though right now there are only three people in it. Sid Greenstreet is one of them, sitting up at the front closest to the projection screen, trying to listen politely. The man sitting next to him is listening as well—though with a shade more intensity, his pale, thin fingers studiously resting on his pursed, colorless lips. This human’s got a decade or two on Sid but he’s just as skinny and practically monochrome in body and apparel, sporting square black-rimmed glasses, an ash-colored button-up shirt, and his paper-white hair parted to one side.

The spider at the front of the room, on the other hand, is a vibrant blue. Streaks of white throughout her fur create the impression of a cirrus-strewn sky, and standing here under the bright light from the projector in this otherwise dim room, she looks even more like a slice of a nice summer day. The curly, dense texture of her fur is like cotton candy, and it’s sculpted into cloud-like puffs around her elbows, shoulders, and hips—and even though it would be so easy to obscure it in all that fur, there’s a little pink dick just barely poking out of the fluff between her legs.

“So like I said,” she chirps, “we actually have more data at this point than we can really handle. We’ve only conducted evacuations in the green zone, so far. The yellow areas are the ones we’ve started to analyze, and the red ones are where we’ve begun to collect data but just don’t have the resources to analyze it yet.”

The spider turns to point at the county-level map, each of her three left claws pointing at different spots. Her tightly curled fur casts hundreds of miles of bubbly shadows over the state. Somewhere down by the southern border a city vanishes under the shadow of her cock, barely distinct in the wispy shadows of her puffy fur. Most of the map is blank white. The colored-in zones are all grouped together in the center of the state, an area Sid always thought of as uninhabited forest with a college somewhere in the middle. There’s one green county, a couple yellow ones, and many more that are red.

“... which is why the Safe Caves Initiative could really use an amazing statistician like you,” she says to Sid. Sid nervously laughs it off but she continues, “Seriously, I couldn’t believe it when Dr. Schlangenkraft introduced you! I thought the Sidwell-Greenstreet report had to be made by a whole team of analysts, not just one lone genius!”

The pale man sitting next to Sid chuckles. “To be honest, I assumed the same thing,” he says in a warm Appalachian twang.

Sid laughs nervously. “More credibility if you let people assume. Who’s gonna pay attention to one random guy?”

“Well, one more reason to come on board here, hmm?” says the Doctor. “I don’t mean to give you too much of the hard sell, but there’s only so much one can accomplish on one’s own. With your talents, imagine what you could do with a solid group behind you. And this is a very new team that we’re still putting together, so you’ll have a lot of input into how you want to work.”

“Oh, yes,” the spider chimes in, “methodology, technique, process—we’d love your input on any of that.”

“I’ve been doing independent work for a long time,” says Sid. “I’m not sure about my ability to get up to speed working as part of a group.”

The Doctor shrugs. “You won’t be under any real time pressure. And you’ll be working closely with Kiklori here, who’s very talented. I’m sure she can catch you up on things.”

“Absolutely! I’ll be totally at your disposal,” says Kiklori. (Is she staring at him? Is he imagining that?) “But I don’t mean to be pushy. It’s just an awesome project, and I’m excited about it. In the zone we’ve actually started operating in”—here Kiklori taps a claw on the green county on the map—“we’ve already managed to locate, warn, and evacuate two deep spider warrens living in dangerous proximity to natural gas deposits.”

“With many more to come,” says the Doctor, raising his coffee cup in a kind of toast before sipping. “As the project expands in scope, we’ll be adding more resources, enhancing our co-operation with private industry, and—” with a nod towards Sid here—“we hope, bringing even more skilled folks on board. I think we can accomplish quite a bit of good here.”

A spider woman wearing a maid outfit has at some point appeared just behind the Doctor, but Sid certainly didn’t hear her come in. Like her boss, she’s entirely grayscale. Her vinyl outfit is stark black and white, and her fur is soft gray charcoal barely lighter than her eyes. She waits patiently for him to finish speaking then asks “Doctor?” He nods—she bends down slightly towards him, murmuring something just quietly enough to keep Sid from hearing...

“Well, some good news,” says the Doctor as his assistant returns to a standing position. “I understand the AAA has the situation outside under control. Everyone was safely evacuated from the area around the explosive device, and they’re going to perform a controlled detonation.”

“Oh, wonderful,” says Kiklori, clasping two pairs of claws to her chest.

“Uh...” Sid haltingly raises a hand, like a schoolkid waiting to be called on. “Did they say anything about Lieutenant Skeila? If she got back okay or not?”

“Skenge? Was there any word on the Lieutenant?”

“No, sir. I was only told that the evacuation is still proceeding. They’re bringing more people into the atrium downstairs.”

“I see. Please have the AAA update us as soon as they can. Thank you, Skenge, that’ll be all for now.” The Doctor’s assistant nods and steps out. “I wouldn’t worry, Sid. I imagine that once she’s back, if she’s not already, they’ll need her to undergo a debriefing or something of that nature.”

Sid, fidgeting as he speaks, says “Yeah, of course.” He makes an unconvincing impression of a smile that seems more like the edges of his mouth are being stretched out by invisible fishhooks.

“Well,” says the Doctor, “ordinarily I’d hate to impinge on your time, but as long as we’re cooped up in this building, could I have a brief word with you in my office?”

“Oh, uh, sure.”

“Sid, it was so great to meet you,” gushes Kiklori as she hurries over to shake his hand before they leave. “I really hope you’ll consider working with us, and if there’s anything you want to know or anything I can help with just get in touch,” she says. Being a smaller spider, she doesn’t even have to bend down to take his outstretched hand, which she does with not just one but three claws, clapping his hand in her warm clawpads front and back, and grasping his forearm just behind the wrist with the third. It smells like she’s wearing some kind of faint floral perfume. Sid feels tingly halfway up his arm and really hopes he’s not blushing too noticeably as he says goodbye.

“If you’ll follow me, hmm?” gestures the Doctor.

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Bystanders turn and stop, slack-jawed or holding claws to mouths. A couple of short screams ring out from the edges of the street in the ensuing horrified silence, and then comes a general commotion as everyone scrambles for cover or flees into the nearest building—most of these spiders have never even *seen* a gun in person before let alone heard one fire, and even if it doesn’t sound exactly like it does in the TV shows with all the humans shooting each other, it’s hard to mistake that sound for anything else heard in downtown Midway.

There was no pain after Skeila hit the ground. Does that mean she didn’t get hit, or has it not registered yet? Her ears are ringing and she can only think in fragmentary bursts: freakin’ Eris—can’t hear—almost died—a gun?! But she knows she’ll lose him if she keeps wasting all this time thinking. In one fluid motion, the spider rolls into a crouching position and then springs into a full sprint. All her limbs seem to obey her. The human must have missed.

He’ll regret that.

A darker instinct has taken over now. She's not planning on zip-tying him and passing him off to the rest of the AAA to have some extended fun with anymore; she knows that as soon as she gets a claw on this fucker she's just gonna rip and tear until there's nothing left. If Klatz thought she was a public relations disaster before, just wait till she catches this guy and turns him into a pile of wet meat in front of whoever happens to be there—humans, hatchlings, Moldywarp and her camera—doesn't matter. He's going to understand, for a second or two, what happens to you when you bomb her city and shoot at her.

The short delay has allowed him to expand his lead considerably. He's almost a full block ahead of her now, charging past what little pedestrian traffic remains. The sound of a gun going off sure does clear a path. In fact, downtown Midway's sidewalks have rarely been this empty—most of the people remaining are spiders on the other side of the street with their cell phones out, hanging out of half-open doors or crouching, ready to hide behind a parked scooter, filming as the bomber runs past and Skeila gradually catches up. . .

He darts through another crosswalk against the light, making a scooter swerve sharply out of the way to avoid him. The driver still has all his arms raised in frustration when Skeila bounds past. She's cut his lead down to about half a block again. He may be faster than the average human, but Skeila knows there's no way he can outrun her.

He makes the mistake of looking back at her. Even at this distance, Skeila doesn't need to be able to smell him to read his fear. He's scared out of his mind and it's so delicious she's almost drooling. He appears to summon a new reserve of energy for one more sprint—and then turns abruptly into the entranceway of a building.

It's one of the cavescrapers. Skeila's not sure which one this is, but its tasteful art deco exterior is hardly her concern. The entranceway is two stories tall and deep enough to present a blind corner, which she blasts around with no hesitation and, not seeing anyone there, she bashes into one of the two gilded revolving doors, pushing so hard the mechanism screeches until she can squeeze through into the lobby, where she finds—

Nobody. And no obvious escape route for her prey. The lobby is deserted and oddly austere for a building like this. There's an unmanned desk, some uncomfortable-looking chairs, and an orbicular light fixture hanging far above her that casts a warm glow, making the silvery walls look almost golden and the white stone tile like parchment—the hooked black nails on Skeila's feet seem to threaten to tear it as she races around the perimeter of the room to try each door, strange doors that are mostly just seams in the wall and, unfortunately, locked. One of the only features in the room is a fire extinguisher, and she's about to tear it off the wall and throw it through a window in frustration. Then she sees one of the doors is an *elevator*, with a tiny button next to it down at human height, and a little LED panel above it showing a

number drawn in dim red dots.

The number is going up.

-29...-28...-27... Yes, up. A topsider might not twig to that minus sign and think someone's coming down to greet them. Skeila, hatched and raised in Midway, knows that this elevator is actually ascending towards the zero point somewhere in the interstitials, the layer between Midway and the city above. And it seems safe to assume the bomber is on it.

She slams the button, the only visible means of control, and the number continues to rise. -24...-23... Enraged, she punches the door and then actually does go get that fire extinguisher to bash the door with, leaving a number of dents in the shiny metal surface but doing nothing to stop the elevator itself. -20...-19... She wants to scream.

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"Skenge," says the Doctor, "I doubt we'll be very long, but please hold all my calls."

"Yes, Doctor."

The Doctor opens the heavy wooden door to his office-within-an-office, and gestures for Sid to enter. "After you. Please, have a seat."

It seems strange to Sid how that assistant-maid was already here, sitting prim and cross-legged at her desk like she'd been there an hour, when she only left the conference room a minute before they did and this building is a complete maze. He has no idea how to retrace the circuitous route the Doctor took on the way up here. Already he's worried about getting out...

Inside the Doctor's office, Midway's artificial daylight streams in through a wide tinted window on the opposite wall that overlooks the MARC's lawn. Awful lot of wood in this room. Wood paneling on the walls, hardwood floor under the green area rug, and an immense desk made out of some heavy hardwood that the Doctor seats himself on the other side of. On the desk is the Doctor's nameplate—a white sans-serif "Ewell Schlangenkraft, M.D." floating in a clear rectangle. Also on this tidy desk is a green blotter with two stacks of documents, a MARC-branded mug full of pencils and fancy pens (the mug bears the MARC's logo, a stick figure human and arachnid holding hands), and a plastic model of a brain highlighting the locations of the major cranial arteries, and though Sid has no way of knowing this, the model has no relation to where they're found in humans *or* spiders...

"Like I said, I don't want to push you further on joining the Safe Caves Initiative," begins the Doctor with a friendly smile. "It's an excellent project and we're proud to have it operating under the MARC umbrella, but I'm sure Kiklori has already told you everything about it that I could."

"Uh, well, it does seem like a good cause," says Sid, taking the wing-back leather chair opposite the Doctor. "Saving deep spiders and all that."

Didn't really even know there *were* spiders living outside the cities until now, honestly. . . .”

“Of course, certainly. How could you? I realize this is all quite terribly new to you. That was part of what I wanted to speak with you about, is to make sure you're processing all of. . . *this* in a healthy manner,” he says, gesturing out the window at the Midway cityscape and its replica human towers amid the stone undergrowth, backgrounded by the halogen-lit artificial sky that stretches gridlike to a foggy vanishing point. “I can't think of a greater possible culture shock than suddenly finding out about the spiders. Especially given the terrible circumstances of your introduction. I'm very sorry that happened to you.”

“Uh, heh, it all worked out alright,” mumbles Sid, averting his eyes.

“I'm elated that you view the incident in such a calm light,” says the Doctor. “But it's unacceptable that it happened in the first place. Our biggest job here at the MARC is safeguarding all the humans who work and live in Midway. Something like that happening, and so close to the surface. . . it's really quite awful.”

Sid shrugs. “I'm just glad Skeila was there.”

“Yes, absolutely,” the Doctor quickly agrees. “Thank goodness for Lieutenant Skeila. I'm aware she was assigned to be a kind of bodyguard for you for the time being—is that working out alright?”

“Yeah, of course.” He seems surprised to even have to say it. “She's amazing.”

“Good! Good. And how are you handling Midway and the spiders in general? You certainly seem to be taking everything in stride, but things must have been strange at first, hmm?”

“Oh, yeah, but I kind of like it. I mean, it's definitely taken some getting used to,” admits Sid. “The whole city. And the spiders themselves. It's, uh, different down here.”

“That's for sure,” nods the Doctor. “Spiders have fundamentally different ideas about so many of the bedrock foundations of culture. Money. . . relationships. . . modesty.” He chuckles.

Was that supposed to be a veiled jab at Sid's interrupted romp with Skeila on the elevator? He hopes his face isn't burning as badly as it feels like it is. “Yeah, you can say that again.” He forces an awkward laugh. “But I don't think it's a bad thing. It's kind of cool the way they're so. . . I don't know. Free? Open?”

“They certainly can be. Among each other, much more than with us. They can be wonderful, absolutely. But you should know that, sometimes, in their relationships with humans, we see darker facets of their personalities come out. Jealousy, possessiveness, a desire for control. It's a pattern we see over and over with the humans that come to the MARC for help.”

“Help?”

“Mmmhmm. That’s what we’re here for, after all. It’s unfortunately frequent that humans need help getting away from spiders who consider them to be *theirs*.” The Doctor’s pale red eyes lock with Sid’s. He seems to be waiting for a response.

“Yeah, I’ve . . . heard spiders talk like that.”

“It’s a bit disquieting, isn’t it? Spiders in romantic relationships use the usual terms with one another—boyfriend, girlfriend, lover, partner, what have you. But a spider in some kind of relationship with a human almost invariably refers to them as *my human*. *Theirs*. And it’s not a reciprocal term. Have you ever heard any humans talking about ‘their spider’?”

Sid pauses to think. “I guess not.”

“We’ve seen many cases where humans got into trouble because they had a very different idea of what being a spider’s human meant than the spider did. Sadly, some spiders consider humans to be nothing more than body parts.”

“Like the Huntsmen.”

“Certainly, like the Huntsmen. They’re the extreme end of the range. There are also those who sympathize with their ideas without being so obvious about it. Particularly the ones that live outside cities—like those ‘deep spiders’ we spoke of earlier. Thankfully, we have an excellent track record of helping humans get out of bad situations. There’s generally always hope up until the human starts letting the spider change them.”

“I mean . . . that’s not bad as long as they change them *back*, right?” asks Sid, fidgeting in the chair.

“Up until the day they don’t.”

“Does that actually happen?”

“Does it happen at *all*?” The Doctor allows himself one silent, mirthless laugh. “You may not have caught up on local news yet, but there’s at least one girl who I imagine will be living out her life as a Huntsman’s phallus, unless by some minor miracle the AAA finds her. Does it happen among civilized spiders, well . . . without a doubt it does, but it’s impossible to say how widespread a problem it is. We’re often contacted by family members of people who let spiders change them but never got changed back, but just about as often the spider says ‘their’ human actually wants to be their penis permanently. There’s little to be done in that situation, other than explain to incredulous parents, siblings, and so forth that their loved one is embarking on a new career as a reproductive organ. How can we prove the spider wrong, after all? Usually, we can’t, although we’re in the process of starting a voluntary registry for humans willingly undergoing the process. We’ll do regular check-ins with the spiders involved. It’s a first step.”

“So, uh, I get the impression it’s not something you recommend doing.”

“At the risk of sounding prudish, there’s really no safe way to do it. You are, after all, ceding control of your entire body to a creature that can simply decide to keep that control. And even if they don’t, there’s the medical issues.”

“Medical issues?” says Sid. His palm is sweaty from gripping the armrest. This material doesn’t breathe at all. “Is it, like, unhealthy?”

“Science has very little idea how the transformation works. How you’re changed, or changed back. I’ve been told there’s over 200 different hormones involved, most of which don’t even naturally occur in the human body, and they haven’t been studied at all. But it seems self-evident that turning into an actual penis can’t be healthy even if you’re turned back. Being morphed into this other form like a picture on Silly Putty being stretched out... maybe you can smush it close enough to what it originally was, but *exactly* so? I find that doubtful. Plenty of spiders won’t even deny it—they’ll say it’s *good* for you, the same way old hippies used to say everyone should drop acid once.”

“There’s lots of stuff people say that about,” mumbles Sid. “Think they’re testing ketamine out for depression.”

“Clinical trials are one thing. As I said, there’s very little legitimate research on the matter, so this is purely anecdotal, but I’ve seen folks who were never the same after.”

“... like how?” asks Sid, leaning forward.

“Well...” sighs the Doctor. “There was a friend of mine I went to Penn with. We both transferred to the underground branch in our sophomore year, and right away this spider girl started hanging around him all the time. He knew better than to get involved with her, but she was positively tenacious about it. Followed him to class, kept showing up at our gatherings, etcetera. I’ll spare you the details, but one weekend he let her change him. And yes, he was back to normal on Monday, but from that point on he was different. You rarely ever saw the two of them apart. They did it again, and the next time she didn’t change him back for almost a week. I remember...” The Doctor shivers. “I remember she made a point of parading herself all around campus so everyone would see what she’d done to him. And the time after that it was nearly a month. Missed exams, didn’t go home for Thanksgiving. He dropped out shortly after. The two of them ran off together to start an underground carrot farm, or something of that nature. Rather sad. You can imagine how disappointed his family was.” The Doctor sighs again, shaking his head wistfully. For a second he seems lost in recollection, but then catches himself. “But look, I don’t mean to worry you. I’m aware of the circumstances regarding how Lieutenant Skeila rescued you, and I’m certain that was better than the alternative of being turned over to the Huntsmen. The vast majority of humans report no permanent cognitive effects from being transformed for such a short time, so you’re almost certainly fine.”

“I’m... glad to hear that,” says Sid with a knit brow, looking anything but reassured.

“But speaking of Lieutenant Skeila... that was the other matter I wanted to speak with you about, Sid. I know you spoke positively of her earlier, but I just wanted to make sure you weren’t having any... problems with her.”

“No, none. Like, what kind of problems?”

The Doctor sighs. “Perhaps it’d be better if I just showed you.” He opens a drawer somewhere under the massive desk, making a sound like rolling thunder as the cabinet opens. “We keep better records on AAA personnel here than they do,” he says while thumbing through manila folders. “It’s not that we’re trying to be the Midway Stasi, despite what some spiders seem to think, but someone has to write things down now and then. In most cases the information we have doesn’t go much further than date of birth, er, hatching, and in many cases we don’t have even that. And then there’s Skeila’s file.” He tosses a folder onto the desk. This is not some comically overstuffed dossier with documents and Polaroids spilling out the sides—from the looks of it there’s only a few sheets of paper in there. But you can fit a lot on one page. “Go ahead, read it,” says the Doctor.

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The MARC building’s lawn, now deserted, is covered in discarded signs, plastic cups, wrappers, and not just refuse but coolers, blankets, a barbecue grill and even a stereo—things their owners probably would have preferred to take. Some AAA spiders are conferring with walkie-talkies and sectioning off the street with a reel of yellow police tape. Then, suddenly, a tall brown spider moving so fast she’s nearly a blur jumps the tape and continues running down the street.

“Hey, is that Skeila?”

“Someone stop her!”

A pair detaches and gives chase. Ordinarily they’d never be able to catch up, but it’s not long before Skeila stops dead, seeing that the spy van is no longer where it was. It, and all the other vehicles that were parked nearby, are gone.

“Lieutenant Skeila, we gotta clear the area—” says a junior officer urgently tugging on one of her lower arms.

She turns in a crescendo of fury. “Where’s my human?!” she screams.

“I—I don’t know,” says the junior officer who, along with his buddy, is frozen in fear.

“WHERE’S SID?!”

“I don’t know!” he wails. The second officer makes a run for it. The first one probably would too if Skeila didn’t have a painfully tight grip on multiple wrists.

“Skeila!” Here comes Captain Klatz. Skeila turns to direct her rage at him. The junior officer tries to escape, but Skeila’s still not letting him go.

“Damn, Skeila, are you trying to get blown up? Come on.” Klatz tries to gently steer her back to the AAA cordon, but she’s not having it.

“Where, is, *my*, HUMAN?!” she shrieks.

Klatz doesn't blink. "Your boy's fine, Lieutenant. You can go see him in a minute. First you need to tell me what the fuck happened with the one you were chasing."

Skeila hesitates, then closes her eyes and takes a deep breath. "Okay," she says, managing to wrap her rage in a temporary, strained calm. "I couldn't catch him. He ran into one of the roofscrapers and got into the elevator, and I didn't see any other way up. I think he took it all the way to the surface. Then when I realized he got away I came back here to make sure Sid was safe."

"Which tower?"

She points at one of the roofscrapers at least three blocks from here, the yellow-gray tower with regular pairs of rectangular windows going all the way to Midway's ceiling. "It's... that one," she says, frustrated she doesn't know what the humans call it. "It's got a pointy top they light up at night, if you've ever been topside."

Klatz nods to the junior officer. "Guy's gotta be gone by now, but go tell Metro PD to pull the security footage." Skeila releases him and he scampers off. "Alright, now, c'mon. Let's go. We cleared everyone outta here so they can get rid of that bomb you two found. Good work on that, by the way."

"Shit. It really was a bomb?"

"Looks close enough that the nerds say we shouldn't take risks. I guess they're just gonna drag it out in the middle of the street, put it in this big metal box and blow it up with a bomb of our own. Called a 'controlled detonation', they tell me."

"Great. Now will you tell me where Sid is?"

"He's in the MARC building with a bunch of the other people we had to clear out of the area. He's fine."

"You put him *in* the place someone's trying to blow up?" There's that rage again.

"Would you relax, Lieutenant? The whole MARC staff's still in there. That place is built like a nuclear bunker. The humans must've thought were were all gonna invade someday when they built it. Reinforced steel walls a foot thick, bulletproof glass, the works. Midway could cave in and he'd be fine. If this firecracker had gone off right next to the building it wouldn't even scratch the wall." Klatz chuckles. "We almost had to drag him out, you know. Kept telling us you told him to stay in the van. Wouldn't come out till Keedin was about to go in there and get him."

Suddenly all her rage dissolves and her heart is breaking for her poor little human.

"He's a smart one for sure, though," says Klatz. "Saved all the footage of these bomber fucks. If I let any spider on this force use that van they're probably just gonna look at porn in there."

"I have to go get him," says Skeila, voice quavering.

“Just wait one damn minute till the bomb guys take care of this thing, alright? He’s fine, you’re fine, everyone’s fine. Cause of you, you know. You both did really good. People coulda been hurt.”

“Yeah, but I didn’t catch the fucker.”

Klatz shrugs. “But you stopped him. Nobody’s dead, right?”

“Yeah.” Silence. “He tried to shoot me.”

“What? He had a *gun*?”

“Yeah.”

“Oh, fuck. Are you okay?”

“He missed, I guess.”

“You guess.” Klatz heaves a sigh, mutters “Saint Tib,” to nobody in particular, and gently continues: “No wonder you’re rattled. Look, why don’t you just sit down and try to take it easy for a minute? We’ll get a doctor to check you out and send someone to pick up Sid.”

“I don’t need a doctor and I’m not ‘rattled’, okay? I don’t need to sit down and I don’t want anyone to go get Sid cause that’s *my* job, I just need—”

Suddenly, from somewhere down the street and around a corner, a tremendous hollow THWOOMP noise reverberates through the boulevard, silencing all conversation. Spiders look around in confusion. In the ensuing quiet, a distinct triumphant shout is heard from the same general direction: *woohoo!*

“Hey-o”, says Klatz. “Was that it? I think that was it. Alright, Skeila, let’s—”

But Skeila has already taken off running across the litter-strewn lawn.

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“Hey, this isn’t even Skeila’s file.”

“Hmm?”

“This is someone else’s.”

The Doctor seems actually puzzled. “Lieutenant on the so-called ‘Human Attitude Adjustment and Re-education Project’ squad? Multiple complaints? I’m sure that’s the correct—oh, I know what it is. The name on that first page is probably the name she originally hatched with.”

“You mean that’s her...” Sid was uneasy about this to begin with, but figured he had a right to know if she really *was* violent with humans. But now this feels like a gross violation of her privacy. The best he can do in the moment is mumble “you should really update that.”

“You’re right, absolutely. I’ll make a note of it. I wish we had the staff around here to properly maintain our records, but the truth is we can barely keep up with the volume of complaints we get, and the AAA is only one of the several spider civic organizations we have partial oversight responsibilities for. But please, overlook our insensitivity and read further.”

The first item in the list headed “incidents” is dated over four years ago. Skeila and another cop, it claims, were called to a bar to eject a “drunk and disorderly human patron from the establishment”, but unfortunately “the individual became combative [...] Officers Skeila and Draisak, after removing him from the premises, allegedly brought him to the rear of the building and made him perform oral sex on both of them...” Okay, Sid has to admit that wouldn’t be out of character. But the guy sounds like he was being an asshole, and maybe it was this other cop’s idea.

Item two: Skeila nabs a human would-be mugger in the process of running away from his victim, who then alleges that he was beaten up by a gang of cops between his arrest and booking. Hey, who’s to say she even took part?

Then there’s a shoplifter who took a swing at her rather than go quietly. End result: one broken rib and Skeila “forcefully rubbed his head into her crotch and became erect.”

Next is a human accused of selling weed in the park without a vendor’s permit who made the mistake of running. He was “roughly tackled” and subjected to “contact the subject described as ‘humping’ though he does not allege actual penetration occurred...”

Things continue in this vein for another five or six entries. “This is all, like... cop stuff, right?” asks Sid.

“I’m sorry?”

“All of this stuff happened when she was on duty. To people she was trying to arrest. And some of them were trying to hurt *her*. It’s not like she’s running around beating up random humans.”

“As far as I know, yes, that’s true, but I don’t believe that excuses her actions. She’s demonstrated a recurring pattern of excessive force. And this is only what we know of.”

“Okay, well... message received. I don’t think Skeila would ever hurt me.”

“I’m glad to hear that. But that’s not the only concern. I understand she’s taking her bodyguard assignment very seriously. What if she decides one day you’d be safer as a part of her from now on?”

“And what, change me against my will? She wouldn’t do something like that.”

The Doctor’s clay-white cheek pulls back in a little smirk. “Have I misread the incident report on when you met? Because it sounded like that’s exactly what she did. And if everything worked out for her so well that time, why wouldn’t she do it again?”

“It wasn’t like that,” protests Sid. “She saved me. It was either be her... be her penis for a day, or be the Huntsmen’s *forever*. Not even a day! It was like, half a day. She changed me back as soon as she could.”

“Alright,” says the Doctor with his hands up, palms open towards Sid. “I apologize if I’ve made you uncomfortable. I just want you to know that if you’re in an unsafe situation or end up in one, we can help you. And if

you say you and her are getting along, then I believe you. Now—” There is a sudden loud slam from beyond the heavy door of the office.

Sid jumps, and the Doctor turns inquisitively in the direction of the noise. From somewhere in the building comes the sound of a scuffle and loud approaching footsteps. Sid, eyes swelling with fear, grips his knees and trembles, wishing Skeila was here to save him from—well, who’s coming for him now? Rioters? Huntsmen? But the Doctor, cool as a cucumber, simply closes the open file on his desk, raises one dispassionate white brow, and waits.

“You can’t go in there! Stop! I *said* you can’t go in there! The Doctor is in a meeting!” insists a histrionic female voice.

SLAM. Something on the other side of the door makes enough of an impact to rattle a wall’s worth of pictures and framed diplomas.

“It’s not locked,” calls the Doctor pleasantly.

The handle turns and the door flies open. “*There* you are,” says Skeila, striding uninvited into the office, her sandy fur like camouflage with all the wood on the walls here.

“Skeila!” exclaims Sid, his relief palpable.

“C’mon, let’s get out of here.”

“They are in a *meeting*,” says the spider rushing in behind her with sputtering indignance. It’s the Doctor’s assistant, the black and white one in the maid getup. “You can’t just kick your way into a private office like this is some kind of . . . of action movie! Sir, I—” turning now, face full of pained apology, to the Doctor—“normally I’d call the police, except, well . . .” gesturing here to Skeila’s Arachnid Altercation Agency sash. “Should I call Captain Klatz?”

“Oh no, Skenge, everything’s fine. We were just wrapping up here anyway. This must be Lieutenant Skeila?” He gives Skeila a kind smile, who, in turn, coolly inspects him with the kind of reserved caution that suggests she thinks he may be about to pull a knife, as she moves to stand in front of Sid.

“I’m Mr. Greenstreet’s bodyguard by special appointment from the Mayor,” she says. “Um . . . sorry about the disturbance.”

“I understand,” the Doctor says with an indulgent nod, looking for all the world like he’s not just unruffled but downright pleased to have the giant spider barge into his office. “Sid, very nice talking with you. Again, we’d all love to have you on board, and I hope you’ll give some thought to our discussion, hmm?” He extends his hand to Sid, and they shake—reaching past Skeila—as they get up. (It strikes her how thin they both are when they shake hands, both of them with those long bony fingers, but at least Sid’s not *that* pale. It creeps her out. She has the urge to tear him away; it’s like watching him shake hands with the Grim Reaper.)

Skeila, two claws on Sid’s shoulder, is already guiding him out of the Doctor’s office. The assistant-maid-secretary remains standing in the doorway, smoldering with indignation. If she’s looking for an apology she’s not going to get it; Skeila pretends not to see her and bumps her aside with her shoulder as they pass, knocking the smaller spider off balance. “Hmmp!” she huffs.

For some reason neither Skeila nor Sid seems to want to speak until they're a distance away from the room they were in. They both look over their shoulders, for what, they aren't exactly sure. . . Having gone a few dozen yards down the hallway, Sid seems to think it's safe enough to speak: "Skeila, I swear I was gonna stay in the van—"

"I know, I know. It's okay." She guides him around a corner to a hallway that looks like it gets less foot traffic—then, to his surprise, drops to her knees to embrace him in a crushing hug.

He continues, muffled by her shoulder fur: "I told them all you told me to stay there, and I tried to stay but then your boss showed up and started yelling, that big red guy. . ."

"I know, Klatz told me," says Skeila, laughing. "It's fine. Really. Thank you for trying so hard. I'm just glad you're safe."

"Me? You're the one that tried to chase down a bomber. What happened? Are you okay?"

"I'm great," she says, and she means it. Holding him here like this, she feels like nothing was ever wrong, nothing could ever be wrong again as long as she can hang on to him. . .

"Did you catch the guy?"

"Nah. He got away. Pretty sure he went topside."

"Aw, bummer. I'm sorry."

"Salright. Everyone's safe, at least. Ready to go home?"

"Extremely. Do you, uh, know how to get out of here?"

"Was kinda hoping *you* did. . ."

He does not, and they're not about to pop back into the Doctor's office and ask. MARC HQ's blue-gray carpeted hallways are oddly labyrinthine and self-similar. Sid remembers an elevator ride at some point, but not the sequence of turns before or after, and as for Skeila, she navigated mainly by shouting at MARC employees until they pointed in the direction of their manager, thus eventually climbing her way to the top of the hierarchy.

"We could ask for directions. . . except I feel like everyone's avoiding us," says Sid, as an office worker coming the other way catches sight of Skeila and does a sudden volte-face in order to duck into a side corridor.

"Fuck 'em, we'll find our own way out. Anyway, you gonna tell me what that creepy doctor guy was talking about when he said he'd love to have you on board?"

"Oh—they've got this project they want to hire me for. Something about warning these 'deep spiders' that live near dangerous amounts of gas and oil and stuff."

"Ugh! Don't tell me you're actually thinking about working for the MARC."

"Well. . . I was, kind of. Why shouldn't I? I thought you'd be excited. I mean. . . if I'm gonna stay in Midway I should find a job down here, right?"

"Why? You can just stay with me and keep working on the Sidwell-Greenstreet Report. I mean yeah I was *hoping* I could talk you and your big

ol' brain into helping me with cases now and then, cause I think we'd make a pretty freakin' great team, but I know the Report would have to come first..."

"The Report... Sid sighs. "Honestly, I'm tired of working on that thing. I'm not sure I want to keep making it."

"What?" says Skeila, sounding scandalized. "But it's *yours*. Why would you give it up?"

Sid sighs. "I dunno. It's just not that fun anymore. It was at first, and it was pretty great when people started paying me for it...but it turns out getting paid to do something you like just makes it a job."

"Well if you gotta have a job, why not one making something on your own instead of working for someone else?"

"It's a lot of effort, for one thing. Could probably make more for a lot less work just about anywhere else."

Skeila gasps. "Humans! Of course it's about the money. I dunno what they offered you, but if you're really planning on staying down here you wouldn't need any money."

"We didn't even talk about salary! I was just trying to say that I don't think it's worth doing anymore. The Report's not like some big act of personal expression or work of art or something. It just points out patterns in markets I thought were interesting. I made it cause I was good at it and had rent to pay."

The spider theatrically shrugs all her arms. "If you really wanna go work for the MARC, I won't stop you."

"What's your big beef with the MARC anyway? It seems like they do good stuff. Doesn't that human friend of yours work for them too?"

"Tony? Yeah—I think that pale guy is actually his boss. And it'll be just perfect, you and him can hang out and talk about derivatives and pie charts all day. You guys'll get along great." Skeila sighs. "Everyone says the MARC were the ones pushing to close down topside travel after the Huntsmen bombed the bank. I don't think the mayor ever would have gone for something like that on his own. And it just seems like they always want to make Midway less like Midway and into a *human* city."

"Like how? ... and weren't we just here?" asks Sid as they pass a familiar potted dieffenbachia.

"When I went to State Underground, they were trying to get the campus to ban changing a human anywhere in public! Sheesh. People were out on the quad making their humans their cocks, like, every single time I ever went to class. And they're the reason we have these special cars on the Tube sometimes, the 'tourist friendly' ones where you gotta wear *pants*. I mean I don't, cause nobody's gonna bother a cop about it, but it's still dumb."

"Okay, sure, I can see that affecting the local character..." admits Sid.

"And the city used to be way darker than it is now! It was before I hatched, but they talked the city into really cranking up the ceiling lights and doing that whole day-night cycle thing. Imagine if it was nice and dark *all* the time.

And they made the volunteer clubs suck, but that's another thing from before I hatched."

"The what clubs?"

"Oh. Uh, the volunteer clubs. They were like, a special kind of bar, I guess?" Skeila pauses, but Sid, eyebrow cocked, clearly wants a further explanation. "Okay, the gimmick is that according to the rules of the club, when humans go inside they're automatically *volunteering* to get turned into dicks, and every so often they'd grab one out of the crowd and change them on stage. So they're called volunteer clubs. Get it?"

". . . uh, yeah. I kind of understand why they had a problem with those."

"Oh, relax. They toned them down literally decades ago. Humans are allowed to back out if they get picked now, and all the clubs actually have to have an AAA officer on site at all times to make sure they're *really* allowed to back out, and all these other rules. . . most of the clubs shut down. There's still a few but all the old timers say they're nothing like they used to be. And it sucks cause it sounds like such a cool part of Midway culture I missed out on ever seeing, you know?"

"Can't say I feel like I missed out," says Sid.

"Well I'd never let you go to one without changing you first, duh."

Sid's trying to formulate a reply to this when suddenly he hears: "Sid! Hey, Sid!"

Skeila and Sid both turn to see a sky-blue spider girl jogging up to them. It's Kiklori, of course, carrying a stack of papers and beaming. Skeila, interpreting this cheerful interloper as a possible threat, immediately moves to intercept. She stands directly in front of Sid, crossing four arms and holding one out, palm forward, in the universal gesture for HALT. "Do *not* get any closer to the human," she says.

"Uhh. . . sorry?" Kiklori laughs nervously. "Sid, are you being arrested or something?"

"No, no—it's cool, Skeila," Sid says to his bodyguard's lower back. "This is Kiklori, she's working for that Safe Caves thing I was just talking about." Sid leans around Skeila to wave; she remains immobile despite Sid's attempt to defuse the situation.

Kiklori waves back and continues, more or less unabashed, "I was hoping to catch you before you left! I put together some more info on the SCI for you—this is all the usual brochures and PR stuff, but I printed off the report on our last investigation so you can see how we work, and I stapled my card to the front here with my e-mail and number. There's some summaries in there but I'd be happy to e-mail you the full data set if you want to play around with it—and if you have any questions, just call me any time you want!"

Skeila stands stock-still, narrowing her eyes and scanning Kiklori up and down, but the smaller spider either doesn't notice or doesn't pay any mind as she extends an arm with the sheaf of papers. Sid awkwardly reaches through the triangular hole formed by one of Skeila's akimbo arms to take them.

“Hey, thanks. I’ll check all this stuff out and get back to you soon.”

“Awesome! Well, like I said, if you want any more information or have any questions at all, just hit me up! It was so cool to meet you and I’ll keep all my claws crossed that you come join the team. And, um, nice to meet you too, Skeila!”

Skeila does not reply.

“Thanks, Kiklori. Could you maybe tell us how to get out of here?” asks Sid.

“Oh, sure, I know the building’s kind of confusing. If you keep going right at the end of this hallway, the wall at the end of *that* hallway that looks like a mirror is actually a sliding door that opens automatically when you get close, and then you turn left at the first intersection and that takes you to the elevators. I can show you if you want—”

“Think we got it, *thanks*,” mutters Skeila as she turns to leave, nearly yanking Sid’s shoulder out of place when she grabs his arm and pulls him away.

“Geez, that was kind of rude,” Sid says after they walk a short distance. “She’s only trying to be nice.”

“Mmm,” grumbles Skeila. But Kiklori’s directions are good, and as they step up to the mirrored wall, it whispers open to reveal another hallway beyond it.

“Wow, never would have realized that was a door,” says Sid, trying to fill the icy silence with an observation. Skeila still doesn’t respond, so he just stays mum and lets her tow him along. She’s walking quite briskly, which means Sid, with his human legs, is almost jogging to keep up. “Could... we maybe slow down a bit?” he asks, again to no reply, but she does slow down enough so that Sid can merely power-walk without ending up dragged behind her.

When they reach the elevators, Skeila stabs at the call button with a claw. They don’t speak when they wait for it to arrive, but once it does Skeila pulls him inside, hits the ground floor button, and breaks her silence: “Well I guess now I know why you *really* want to work for the MARC,” says Skeila sullenly, eyes fixed on the floor number as they descend.

“... huh?”

“Oh, come on. I mean I know I don’t work for the MARC but I’m not completely stupid. *Sid! Hey, Sid!*” she says, mocking Kiklori’s bubbly inflection. She turns to face him and it startles him how angry she looks. Her black eyes seem to shine more than normal. “*It was soooo cool to meet you! I’ve got alllll my claws crossed you’ll come work with me!*” she says with a sneer.

“Skeila—I mean, do you think I was *doing* something with her? Cause I promise I wasn’t—”

“No, Sid, I don’t think you were *doing* anything with her. I don’t think I have to worry about you getting it on at MARC headquarters.” She turns to face the front of the elevator again and continues, voice cracking slightly: “It

just kinda fuckin' hurts that I was getting shot at while you're in here making plans to get a whole new job so you can work with the first girl with a dick you see who's prettier than me."

"Wait, you got shot?!"

"Shot *at*," Skeila says quietly. "Just once. He missed."

"Holy shit, Skeila, you didn't tell me that. Are you okay?"

"Fuckin' great."

"Skeila..." The elevator slows to a stop as they arrive at the ground floor, and Sid is pulled out into the lobby as he's trying to figure out how to respond. On one hand, he suddenly feels like a first-rate asshole and wants to promise Skeila he'll burn all the papers and never think about the MARC, much less Kiklori, again—but on the other hand, all that stuff the Doctor told him is still bouncing around in his head, and he doesn't think she's being a hundred percent reasonable here... "Skeila?" Still giving him the silent treatment, Skeila impatiently tows him by the hand through the crowd in the lobby. It's mostly confused humans, MARC office workers enjoying the subversive thrill of a disrupted work day, standing in threes and fours and piecing together rumors about the lockdown, the protest, and the bomb scare—some of them clearly want to ask Skeila for information as they pass but see the look on her face and think better of it. Outside, AAA officers are cleaning up, taking down yellow tape lines and stacking up aluminum barriers. Skeila ignores them all as they pass. Sid tries again: "Skeila? Would you, like, talk to me for a second?"

"Don't think I've got anything to say."

"Okay, well, that girl's not prettier than you and she's not why I was thinking of working for the MARC, alright? So maybe we can talk about stuff if we're going back to your place?"

"If?" She snaps to face him. "Is there somewhere *else* you were planning on going?" He quickly shakes his head.

They walk another block before finding one of the taxi scooter-cars waiting for a fare at the corner. Skeila pushes him into the back before giving the driver her address and squeezing in next to him. It's a tight fit, and they have to press up against each other—ordinarily Sid would expect Skeila to have at least one arm around him but there's none of that now, just her staring out at the other side of the street, turned  $\frac{3}{4}$ ths away with her two largest eyes unseeable but not those alien upper ones beneath her bangs. It's awkward how there's all these extra lines of sight forbidden when he can't bring himself to meet her gaze... a glint of fang visible but not her mouth, not that he particularly wants to see her unsteady frown instead of that piranha grin he's grown to like so much.

It only takes about five minutes to get to Skeila's place, a townhouse in a row of similar buildings that all look hewn from a single piece of rock. Lighter horizontal bands in the dark stone run uninterrupted from each building to its neighbor throughout the whole block. Skeila wordlessly pulls Sid inside;

they enter through the kitchen, where her roommate Ketta is hard at work baking, holding a giant mixing bowl with two arms, whisking it with another, and kneading a giant blob of dough with the others. She's pure black—eyes, fur, claws, cock (which, being nearly two feet long, must surely be human), everything, or at least she would be if not for the dusting of flour running up her arms and covering her torso.

“Skeila!” Ketta seems absolutely shocked to see Skeila entering her own apartment. “Oh my god, the news—”

“Ketta, I know, okay? I'm so fucking tired and I just *can't* right now. It's been a completely shitty day.”

“Well yeah, no kidding, I *saw*—” But Skeila's in no mood for conversation. She's already walked past Ketta and is trudging up the stairs to her webroom, pulling Sid along as irresistibly as the Earth pulls its moon. “Alright, geez. Hey Sid, nice to see you again.” Sid manages to wave hello just around the edge of the staircase.

There's a small common room at the top of the stairs where a window overlooking the street lets in the halogen light from Midway's artificial day. Skeila's room and Ketta's room are on opposite sides; Skeila leads Sid into her lair, finally letting go of his hand to pull her AAA sash and belt off over her head. She unceremoniously tosses it to the floor and flops into her web, laying on her side with her back to Sid. She doesn't speak.

“Did... you want me to sleep on the couch or something?” asks Sid, awkwardly standing next to her web.

“No. Still gotta protect you. Go close the door,” she says. He does so, plunging the room into near-total darkness, lit only by a square outline of gray light around the edges of Skeila's thick blackout curtains. He carefully makes his way back to the web and sits on the edge, still not used to how easily the thin filaments hold his weight, let alone the spider's. “Did you wanna talk or what, cause I need to get some sleep,” she says with a testy edge in her voice. He's not sure how to begin, or even exactly what he wants to say, or how to phrase it without making things worse. Sitting in the dark, he gets lost in his possibilities before Skeila snaps him out of it with a sudden, sharp, “Well?”

“Uh, so, it seems kind of like you're mad at me.”

Skeila makes a noise that could be a sigh, a scoff, or a snort.

“I feel like you're not exactly trying to have a constructive dialogue here.”

“Constructive dialogue. Eris help me,” she grumbles. “I'm not *mad*, Sid, it's like I already said, I'm just hurt.”

“Okay. Hurt. But... why?”

“For real?” Skeila sits up in her web, leaving the pair with their backs turned to each other on opposite sides of the silk expanse. “Did you not hear me earlier? Me, getting shot at? You, chatting up the blue bitch with the teeny tiny cock?” Sid hesitates, and impatient Skeila says “Nothin' to say to that, huh?”

“I’m just trying to think for a second, alright?” (He thinks calling Kiklori a bitch is pretty unwarranted, but he’s at least wise enough to know that voicing that thought will not improve the situation.)

“You weren’t even worried about me.”

Sid doesn’t need any time to think now. He pivots to face Skeila immediately, nearly shouting and running his words together in an effort to get them all out as soon as he can. “I was! I was so fucking worried, Skeila! I couldn’t stop worrying! You don’t have any idea how glad I was to see you!”

Skeila’s momentarily taken aback; Sid never gets this animated about anything. “Yeah... well it didn’t really seem like it. It seemed like you spent the whole time chatting up that girl.”

“I wasn’t chatting anyone up, I just watched her do a Powerpoint presentation! You’re being completely unfair.”

“Unfair?!”

“Yeah, unfair! I mean, it’s just...” Sid waves and drops his arms in a display of frustration. “You’re going off the deep end and we never even talked about stuff, you know?”

“We talked about all kinds of stuff!”

“I mean, stuff about what we’re doing, or this thing we’ve got together.”

Skeila is silent.

“Like, we spend a couple weeks together, and they’ve been awesome weeks,” continues Sid, “but we get down here and all of a sudden people are calling me your human and acting like I *belong* to you, and you’re not telling them any different.”

“Sid they literally straight-up asked me on live TV if you were my human or not and I didn’t say you were.”

“You didn’t say I wasn’t.”

Skeila, still facing away from Sid, seems to hang her head slightly. “Didn’t hear you complaining about it when I told the Huntsmen you were my human.”

“Yeah, cause you saved my life and I’ll always be grateful for that. Telling the Huntsmen that and uh, demonstrating, so they’d leave us alone... that was one thing. But now it’s like everyone thinks that for real and I still don’t even know what being your human *means*. And it sounds like you think it means I can’t even ever speak to any other women? That’s not fair to me.”

She looks down into her lap. “Okay.” Her voice is cracking. “I know we didn’t really talk about it. Guess it was just wishful thinking on my part. Like if I just said it and you didn’t argue it’d be true.” She stops for a long time, then heaves a trembling sigh. “I’ll find someone to take over guard duty for you.”

“What?! Why would you do that?”

She turns to face him. The fur on her face is damp and all of her eyes glitter with tears, but she says with a surprising amount of anger: “Do you seriously fucking want me to just go on being your bodyguard right after you

dump me? Or I guess after you tell me there was really never anything to dump? How is that fair to *me*?”

“But—I’m not—that’s what I mean, I’m not dumping you!”

“Well then what are you freaking doing?”

“How can I dump you if I don’t even know if we’re together or not? I’m trying to figure that out! I’m trying to figure out what you want.”

“Sid,” she snuffles, wiping her nose with the fur of a middle arm. “You can be pretty dumb for someone so smart. What do you think I want? I want to be with you. I want you to be my human.” She stares at him. “What do *you* want?”

“I... want to be with you too.”

“But you don’t want to be my human.”

“That’s the part I don’t know about, Skeila, cause I still don’t know what it means! It’s not like what people mean when they say my boyfriend or my girlfriend or whatever, right? It’s not, you know, a reciprocal term.”

There is quiet in the darkness for a moment. “...the fuck does that even mean?”

“Well you’re going around saying hey, this is my human, but it’s not like you’d be my spider, right?”

“Why not?” asks Skeila, sounding wounded. “It’d make me really happy to be your spider.”

“...oh,” says Sid, suddenly unable to remember why he thought she wouldn’t be.

There’s another, longer, silence. Then, Skeila takes a deep breath and says, “I shouldn’t have gotten so pissy with you about that MARC girl, okay? I had a really bad day and I took it out on you. And I’m sorry. Being my human wouldn’t mean you can’t talk to other women. Being my human...” Skeila shakes her head, fangs glittering in what scant light there is here, as if trying to find a way to express herself. “It’s just what people say. Yeah, there’s a lotta couples that say it where the human’s a full-time cock and the spider treats them like it. And there’s a lotta couples that say it like Tony and Zacts, who I both love, but god are they just the most boring vanilla couple ever. And if you *were* my human, it’d be up to *us* to decide what that meant.”

Sid nods and seems to consider this. “Maybe I’m just overthinking everything.” He reaches towards her in the dark and finds her outstretched arm, intertwining his fingers with hers, his palm against the soft inner pad of her claw. “For now, maybe we could just get some sleep and revisit the terminology issue later?”

“Course we can. Sleep sounds pretty freaking amazing right now.”

Without further ceremony, the two lie flat in Skeila’s web, side by side on their backs but still holding hands.

“Skeila?”

“Yeah?”

“Do you, like, have any blankets or anything?”

“Blankets.”

“Yeah, it’s like fifty degrees in here, so...if you’re not gonna hold me, then, uh...I’ll be pretty cold.”

“Why don’t you just *ask* me to hold you?”

“Well,” he mumbles, “I figured if you wanted to, you would.”

Skeila rolls over, and suddenly Sid is enveloped in a smothering fuzzy warmth and a tangled multitude of spider limbs. “Such a smart little human, but sometimes...”

+ + + + + + + +

His first indication that something’s wrong is that he wakes up by himself. By now Sid’s used to waking up inside a snug knot of arms, and now instead he’s alone and unpleasantly cold. He moves his hand and rather than sliding through his familiar bedsheets it passes *into* what he’s sleeping on, like he stuck his hand through a hundred soft threads—oh, right, this is Skeila’s web. But where’s Skeila? He sits up in the beginning stages of panic.

“Yo. Over here,” says Skeila. Through the open doorway of her webroom, Sid now sees the giant spider standing pensively out in the common room with her arms all crossed. She waves him over, then returns to frowning pensively at the room’s curtained windows as she leans on the side of her couch. Her roommate Ketta’s there too, facing away from him. Sid has the impression that they’d been talking, based on that frustrating, fleeting dream-memory of what happens just as you woke up, but right now they’re conspiratorially quiet.

Ketta looks over her shoulder at him. “Oh, uh, morning Sid...” she mumbles.

Is it? He doesn’t feel like he got a full night of sleep, or day or whatever schedule they run on in Midway. Doesn’t feel very rested at all. Still in his jeans and T-shirt, he blearily tries to clamber out of Skeila’s web and finds himself dangerously unstable, either from sleep deprivation or the lack of the spider’s counterweight. The silk strands slip out from under him everywhere while others unexpectedly snare his limbs. He only barely manages to make it to the edge without getting tangled into the thing entirely, and gracelessly dismounts hands-first onto the floor.

Yes, something is definitely amiss. Sid’s not one to say he picks up on *vibes*, exactly, but there is an unmistakable tension in the air, something he’d swear he could almost hear—he thought things ended on a good enough note with Skeila before they went to sleep that she wouldn’t still be upset, but she’s clearly displeased.

“Uh...is everything okay?” he asks, standing just inside her bedroom door.

His bodyguard takes a deep breath. She's already wearing her AAA sash. "Yeah, everything's okay. Just...c'mere for a minute?" She stretches her arms out towards him.

Sid's walking towards Skeila when Ketta asks "Did he see outside yet?"

Sid stops dead. Skeila stares daggers at her roommate. "No, he didn't."

"...see *what* outside?" Sid asks cautiously.

"Don't look outside," is Skeila's flat reply. She pats her thigh impatiently, a come-here-already gesture one might use with small children or pets.

The only thing Sid can see from here are the tall, bright rectangles of light Midway's halogen sky casts on Skeila's orange curtains. He'd have to actually go over to the windows to see. Instead—after a few long seconds of hesitation during which both spiders watch him expectantly—Sid warily continues walking to Skeila. The spider breaks into a broad, self-satisfied smile, and once he's in reach grabs him and clasps him tightly against her chest. "Told you he's the best," she says to Ketta with a smug look.

The black spider rolls her eyes and nods, yeah sure very cute and all *but*... "He's just going to get more wound up if you don't show him," says Ketta.

"Well yeah he will, if you keep talking about it..."

"Skeila, what's outside?" asks the human from underneath a layer of spider arms. She doesn't respond, but sighs deeply enough that his nose presses painfully into her sternum as her chest expands.

"You'll have to go out there eventually," says Ketta.

"Skeila?"

"Okay, okay already." Hugging Sid tightly so that he rises off the ground when she stands fully upright, Skeila carries him over to the window. "Don't freak out, alright?" Sid turns around to see as Skeila pulls the curtain aside.

Outside Skeila's apartment is a sea of spiders extending all the way to the apartments on the other side of the street and far down the block in either direction. The mood seems...celebratory. There's laughing, shouting, and dancing. Most spiders are carrying at least one plastic cup; some have entire handles of liquor. A beach ball goes bouncing through the crowd, and someone throws a roll of toilet paper, leaving a long cometlike trail that descends into the mob and gets chopped up by the churn of arachnid limbs. A few couples and groups have found enough clear space to commit lewd acts on each other; two spiders having a swordfight with their massive once-human penises have attracted a small circle of cheering onlookers.

Sid leans forward within Skeila's grasp to get a better look. It's hard to see where the crowd ends. There's AAA officers directing scooter traffic through the nearby intersection, but it's not going well—most drivers seem to be giving up and joining the party. There's more AAA spiders under Skeila's window, plus a bunch of spiders carrying some kind of heavy-looking equipment. Difficult to tell what it is from here...are those cameras? Are those other spiders holding microphones? That spider in the purple and green—isn't that Moldywarp?

It's at that moment that the crowd chooses to notice them.

A sudden cheer goes up as though the headline act has just taken stage. A ripple in the crowd radiates outward from Skeila's front door like a gust of wind blowing through a field of tall grass, as hundreds of spiders turn from their individual pursuits to all suddenly look right... at... *them*. From up here the variegated throng looks like a bed of alien coral as they wave, scream, and raise phones towards the Midway ceiling in an effort to get the pair on video...

Skeila can feel the human go rigid as rock in her arms. "Sid? You alright?" No response, but he's squeezing one of her claws harder than he's ever squeezed it before, harder than when it looked like the Huntsmen were going to kidnap him or when she's got her cock all the way inside him. She backs herself out of the window, carrying Sid safely out of view. "Well, shit. That crowd got way bigger than I realized. Hey, Earth to Sid..." His wild-eyed face is a frozen mask of panic. She gives him a gentle shake, and his brain seems to unfreeze.

"W-w-what the hell is going on?!"

"So, I guess after the whole bomb thing, the protest downtown kind of broke up... and a bunch of the spiders that were there came here instead."

"Why?! What did we do wrong?"

"No, they're not protesting... they kinda think we're heroes."

"You kinda *are* heroes," points out Ketta. But Sid still doesn't seem to get it. "Would you just go turn on the news, already?"

So the trio goes back downstairs, Skeila continuing to carry Sid. He'd complain if he didn't still feel a little woozy from his sudden brush with fame. He warily regards the cracks of light between the windows and the vinyl blinds, fearing the mob outside can see them through the tiny sliver... Ketta runs ahead, and when they get into the living room she's already snatched up the remote, leveling it at the silent dark rectangle in the corner and waiting for them with this mischievous you-guys-are-gonna-*shit*-yourselves grin, just itching to turn it on. "You ready?" she asks, and Skeila nods.

Click.

ANCHORSPIDER: —crisis averted this afternoon thanks to this Arachnid Altercation Agency officer and a human who foiled the bomb plot only hours after their eye-catching entrance into Midway. Arriving via freight elevator in full view of the city over a day after all topside travel was officially halted, Lieutenant Skeila and Sidwell Greenstreet initially had many Midway citizens crying foul.

(Cut to footage of spider-on-the-street interviews on some downtown Midway sidewalk. A spider arm, extended from outside the frame, holds a microphone at another spider—an irritated woman with pearly fur and iridescent eyes.)

SPIDER: I mean *obviously* the police think they can just do whatever they want. Making your human jerk you off where the whole city

can see you. (shakes head) Honestly. “Oh, that’s not my human.”  
Don’t lie. I think we ALL saw you.

(Cut to another interview with a pair of spiders, one male and one female. They’re both wearing plain black knit beanies, but the male’s fur is broccoli green and the girl’s is a lighter teal. He’s got a two-foot peach-colored cock, and they both have the giggles.)

MALE: It’s not like I wouldn’t do the same thing if my human was stuck up there, but I mean damn, be a little more subtle about it, you know?

FEMALE: I’m so glad he’s *not* stuck up there. . . (she reaches over to give his penis an affectionate stroke)

MALE: Maybe that’s why the cop lady was so mad, cause he didn’t finish her off. . .

Skeila interrupts. “Okay, okay, I think we get it.”  
Ketta grins and changes the channel.

VOICEOVER: —was cagey about the exact nature of her relationship to Sidwell Greenstreet when interviewed this afternoon, but it’s evident how much the lieutenant cares for the little guy.

(It’s a shaky view of Skeila pushing Sid towards the taxi, the camera’s field of vision wobbling up and down as she does her best to block it with a spare claw. “BACK OFF!” she shouts.)

VOICEOVER: And had Lieutenant Skeila’s companion not noticed the suspicious behavior of three humans, the day could have very well ended in tragedy.

(We see an establishing shot of the protest, a roiling sea of spiders spilling from the MARC lawn well down the street, and then cut to an interview with none other than Captain Klatz.)

KLATZ: There was an explosive device, that these unidentified suspects planted in a garbage can, but we were able to clear the area and execute a controlled detonation of the device so no one was injured. Yes, I can confirm that Skeila’s hu—uhh, Mr. Greenstreet first alerted us to the presence of the device. I understand he first discovered the suspects with the human surveillance equipment we got from our topside colleagues, so we’re very grateful to Metro PD, and of course to Sid.

VOICEOVER: Lieutenant Skeila leapt into action, chasing the would-be bomber over four downtown blocks. Bystanders who witnessed the chase agreed it likely would have been an easy grab for the officer had it not been for the human's one very unfair advantage.

(Cut to an interview with a wild-eyed male spider waving all his arms while he describes the chase.)

SPIDER: [BLEEP], man, I was right [BLEEP] there! It was crazy! [BLEEP]! I mean she [BLEEP] jumped a whole scooter with a dude on it! [BLEEP] [BLEEP] way would that human ever get away without a [BLEEP] gun!

VOICEOVER: As seen in this footage, the suspect fired once at Lieutenant Skeila. Thankfully he missed, but managed to buy himself enough time to make it to a caverscraper where he's believed to have taken an elevator to the surface.

The video looks like someone shot it from across the street, a few doors behind her. There's a clawtip over the corner of the picture, and the channel has those weird blurry sidebars since they were holding their phone vertically. On screen, Skeila watches herself fall to the ground. It looks like she died. The bomber never stops running. "Ketta, change the channel," she says. Click.

ANCHORSPIDER: —one thing is for sure: tonight, Midway is singing a different tune about Lieutenant Skeila and the human who might be hers. Spiders we spoke to were eager to know if the pair's relationship was as professional as the lieutenant claimed.

(An interview with a crowd at large, all simultaneously talking. One of the spiders at the front gets the mic.)

SPIDER: Of course they're a couple! Did you see the kiss? (*Everyone nearby nods, mmmhmmm, yeah, uh-huh, yup...*)

Skeila can sense Sid's embarrassment. "Oookay," she says. "Next, please." Ketta changes the channel again, and both Skeila and Sid have a sudden shock of recognition.

"Hey, that's Moldywarp," says Sid.

"Hey, that's *our freaking street*," says Skeila.

Sure enough, it's Midway's number one girl reporter, live from right outside Skeila's home amidst a turbulent sea of exultant spiders. Sid is unsettled at how her stare loses none of its power on screen, seeming somehow to transcend the limits of mere broadcast television. She speaks: "Hello, Midway! Right now, I'm Moldywarp, live from the Lower North Side where a spontaneous

block party has formed to celebrate Lieutenant Skeila and Mr. Sidwell Greenstreet! I think you will all agree, cherished viewers, that not being blown up is a wonderful reason to celebrate, and today many spiders have these heroes to thank for not being blown up. Only minutes ago we saw them looking out over the crowd, and I've received word from the AAA that the lieutenant and Mr. Greenstreet will be down shortly to answer questions! Stay tuned to UDKA-TV, dear viewers, to be front and center with Skeila and Sid!"

"Wait, what was that?" asks Sid in a small voice. "About questions?"

It's then that Skeila's phone buzzes. She grabs it off of her belt and taps to answer the call. "Captain Klatz?"

"We were all wondering when you'd get up, buttercup," says the captain on the other end of the line. "Rise and shine, Lieutenant. We're gonna need you to talk to the media for real. Every reporter in Midway wants to interview you."

"Are you shitting me?"

"The people want their hero. Heroes. Bring your human, too."

"Klatz, we literally just woke up. You want us to do a . . . *press conference*?" ("Us?" squeaks attentive Sid, heart racing at the implication of the plural.)

"Hey, it can't be any worse than your first one. All you gotta do is smile and wave and answer a few questions. Oh, and by the way, Arachnypoundcake's here waiting. So get ready and get down here, both of you, on the double."

"The *mayor*—" begins Skeila, before realizing Klatz has already hung up on her. "Jackass," she mutters to her phone, then sees Sid looking at her in mute horror. "Yeah, so, uh. . . I guess they want us to do a quick little interview? Nothing big, we just have to go, you know, smile and wave. . ." She tries to give him a reassuring smile but can't keep it up against the look of terror on his face. (This isn't the *fun* kind of human fear. This fear smells like acrid smoke and it just makes her feel awful for him.)

"You're not serious. Please, I. . ." he trails off and shakes his head.

"It. . . won't be so bad. Maybe?" Skeila says lamely, then hangs her head. "No, I know, I know. You're right. There's absolutely no reason you should have to do any of this shit. You never asked to get put on TV. I'm supposed to be protecting you and I basically got you 24-hour news coverage. I'm sorry, Sid. I can't stop fucking this up."

"You didn't fuck up," he rushes to say. "You probably saved a lot of lives."

She smiles, for real this time, and pulls him tight against her chest. She just holds him there for a bit with his cheek and nose buried in her fur. "Don't worry. You don't have to do this. You stay in here, and I'll go do their dumb press conference. If Klatz has a problem with that, tough."

The human takes a deep breath. "Skeila. . . I. . . I'll go out there with you. Really. I want to," he says, trying to convince himself.

"You're sweet." She plants a kiss on the top of his head. "I don't know if that's a good idea, though. Are you gonna be able to talk to Moldywarp?"

“...I don’t know.” Which is what gives him the idea. What if he didn’t have to? Blood rushes instantly to his face. The very thought makes him a little lightheaded. But he can’t just *say* it, not out loud with Ketta standing right there...

Skeila frowns at the window blinds. “Nah, you’re gonna stay in here. It’ll be perfectly safe, okay? We’ll get a couple officers in here to watch you while I go out and say hi or whatever.”

“Skeila... uh, well, we could...” says Sid, trailing off.

All of the brows on the left of Skeila’s face arch quizzically. “You okay?” she asks. He usually goes paper-pale when he’s afraid, not this bright red he is now (and she can smell how his fear is changing over to the kind she *does* like, that kind that smells so nice and buttery...) “Is it the other officers? You can trust anyone in the AAA. I mean, they know I’d kill ’em if they ever touched you,” she says in an attempt to be comforting.

“No, it’s just—uh, well, I was thinking, what if... what if you, uh...” he mumbles, eyes glued to her stomach.

“What if I what?” she asks, leaning down to put her pointed ear next to Sid’s face.

“What if you changed me first?”

There’s a pause. She slowly turns her head to look at him. Sid’s getting better and better at interpreting Skeila’s solid black eyes, but this look’s a real puzzle. Her mouth hangs open slightly, exposing not only her fangs but the top row of those pearly daggers. Carefully, she asks, “Would... you... *want* me to?”

“I mean, then we could technically both go out there, but I wouldn’t have to, you know, do much? I guess it’s not very fair since you have to do all the talking but I would still kind of be there to support—”

“Nonono, it’s *super* fair,” says the spider. “But just to be clear—” here she leans in close enough for him to see his own anxious face only inches away in those eight black mirrors, and she hasn’t blinked yet, and her strange expression’s morphing into a fanged smirk—“you *want* me. To change you. Into my cock?”

“Well, if it solves our problem...” Sid takes a huge breath and meekly squeaks on the exhale, “Yeah, why not?”

As fast and threatening as a cobra inflating its hood, Skeila’s smirk expands into a full-on maniacal grin, teeth innumerable arcing across his field of vision like a serrated IMAX screen. And then all of a sudden she’s hooked three arms around him and lifts him right up off the couch, rushing past Ketta and back through the kitchen.

“Where are you going?” asks Ketta as her roommate dashes up the stairs carrying Sid like a sack of potatoes.

“Back down in fift—nah, twenty minutes,” she says.

It’s a bumpy ride up the steps so Sid can only hang on, and once they make it into Skeila’s room she slams the door behind her and tosses Sid into

her web—gently, with a slow underhand motion, as one would use for sensitive electronics or bruisable fruit. He lands on all fours and rolls onto his back. “Only twenty minutes, huh?” he teases, more at ease now that it’s just the two of them in a closed room.

“Fuck, I wish we weren’t in a rush,” says Skeila. She unclips the buckle on her uniform and pulls the sash up and over her head, letting the belt fall free—it sags, but doesn’t hit the ground. Instead it slides down into the angle between her brown-furred stomach and her suddenly rock-hard cock, which doesn’t budge even with the weight of all that gear. Her belt just hangs there on her penis like it was on a nail in the wall, swaying slightly as she moves. “Gimme an hour and I’d have you begging me to let you be my dick. Next time we’re gonna take our time and do it right.”

“Next time?”

“Yeah, s’right, next time. Be happy, means I’m planning on changing you back.” She sticks her tongue out. “Cocks don’t need clothes, y’know.”

He blinks before realizing that was an instruction. “Right, right,” he says, blushing and trying to unbutton his jeans. It takes him three tries and then as he’s wriggling out of them he remembers he still has shoes on. Meanwhile Skeila stands there leering at him, at least half of her teeth on display. She waits silently, claws on her hips and waist, as his shoes and then his shirt come off. Her penis twitches upward, moving the belt along with it. Feeling awkward under Skeila’s hungry, unblinking gaze as he fumbles with his clothes, Sid searches for something to say. “I just figured, hey, this would solve our interview problem. . .”

“Oh, it absolutely does. I have the smartest little human,” coos Skeila. She takes something out of one of the pouches on her belt—a little single-use packet of lube. Then, she pulls the belt down and her cock with it, leveling her penis at Sid like a weapon as the belt slides forward across its stiff length and then finally off the tip so that her erection, rigid as a diving board, springs back up. She squeezes the lube out onto her cock and strokes herself, two claws for the delicate job of tearing open the packet then drizzling it onto herself while a third claw works it in. Soon her ink-black rod is as shiny as her her eyes. By now Sid’s down to his boxers—“Lemme help,” says Skeila, and yanks his underwear off in a single motion. He’s every bit as hard as she is. The spider, making giggly chattering noises, leans down over him until their faces are only inches apart and she’s all he can see. “I *do* wish we had more time,” she says. Her breath is hot on his face. “You deserve better’n a rush job.”

“Me? You’re the hero,” he says. “I know we’re under, uh, some time pressure, but maybe I can give you something you deserve real quick?” He reaches between them to take the tip of her slick penis in his hand. The spider’s eyes narrow as she suddenly sucks in air. “I mean, I guess all of Midway thinks I can only give a shitty handjob now, so. . .”

“Don’t worry, whole city’ll find out different real soon,” says Skeila. He

starts to move his hand slowly up and down her slippery cock, and she doesn't stop him—just breathes heavy and ragged, mouth hanging open. “Y’know... when we walk out there... people are gonna lose their *shit*,” she pants between strokes. “If people think you’re my human now... imagine what they’ll think... when you’re my big, fuckin’, *dick*,” she says.

“Let ’em think what they want.”

She grins and moves closer to allow him a better grip, but due to her size this prevents them from remaining face to face. Instead Sid’s head is pressed between her breasts as he strokes her. Her arms poke through her web as she clutches him; her chitinous nails rake softly over his scalp as she runs a claw through his hair. Evidently he’s not moving fast enough for her satisfaction. With a needy moan the spider moves up and presses her hips down, mashing her cock into his. She grinds against him almost frantically, taking quick squeaky breaths with each movement, but the elasticity of her web prevents her from achieving any real friction—it’s more tantalizing than anything as their slick cocks rub and slip past one another. After a few seconds she backs off and stands up, leaving Sid lying naked before her in her web, his groin and stomach smeared with a shiny combination of lube and her precum.

“Okay. Fuck,” she says, catching her breath. “Really, *really* wish we had more time. But we don’t. Plus I’m gonna come all over you in like a minute.”

“Guess you better get to it then.”

Skeila, still standing there at the edge of her web, narrows her eyes at Sid—then hops in next to him. The added weight causes Sid to roll right over onto her, landing face first in her tits. He looks up at her from underneath, her fangs hanging down like bone stalactites, as she puts her topmost claws behind her head and says “Think *you* better get to it, human.” She presses on his shoulders with her middle claws to encourage him to sit up straddling her, and when he does he feels a hot, slick point of contact brush by just above his tailbone. Her penis. She beams with a wide, fangy grin. “Hop on.”

“Can we do it like this?”

“Yeah, Sid, it’s called cowgirl. See, what you do is you sit on—”

“I *mean*, when you changed me the first time, we did it doggy-style...”

“Works the same however you fuck, I just wanna watch you ride me while you turn into my dick. You gettin’ on or what?”

He nods and repositions himself. He can feel the pliant head of her cock against his ass as notoriously impatient Skeila, waiting for him to be ready, moves it in little circles, pressing increasingly hard... Taking a breath, he lowers himself and accepts the tip inside. Her eyes all go fluttery. “Thaaaaat’s it,” she burbles. He pauses to acclimate, then continues to sink ever so gradually, a quarter-inch at a time... She’s got claws on either of his thighs and another on the small of his back, not pulling him down or anything, just there to gently steady him. She makes pleased, wordless chittering as he lowers himself and, when he finally reaches her base, coos “Gooooood human.” She gently strokes his legs with the soft inside of her claws.

Sid stops to breathe and get used to the spider dick in his ass. “Are. . . you gonna start?”

“What, you don’t wanna fuck for a bit first?”

“Hey, you’re the one that said we were pressed for time.” (but he rises, just a bit. . .)

“No no, I get it. You’re just really anxious to get back to being my cock.”

He doesn’t say anything—but lowers himself back down, and rises again, and continues the rhythm, not fast but a little further each cycle. He leans forward and braces himself against her chest. “Well. . . you can start whenever you’re ready. . .”

The spider smirks. “Who says I didn’t already?”

Sid sees his own flicker of surprise in his eight reflections. “. . . *did* you?”

“Dunno. You tell me.”

Skeila leans back further, arching her back to show off her tits, but doesn’t break eye contact and for some reason he can’t look away, not even down at himself to confirm with his own eyes whether he’s begun to merge with her. He tries to tell by sensation alone—it doesn’t *feel* like it. He can still feel the pleasant tickle of her coarse fur on his own thighs and the discomfort of being stretched out by her cock, still separate from himself. . .

“No. Not yet,” he says, continuing his small oscillations.

Skeila grins at him. “C’mere.” She props herself up with two arms and uses two more to pull him in close for a kiss. There was a time when he would have jumped at seeing that mouthful of spikes coming at him, but he’s almost used to it by now. Their lips meet, the spider’s tongue swirls around his and he’s even brave enough to poke into her mouth momentarily, feeling the long smooth side of a fang. . . She breaks the kiss. They stare into each other’s eyes for a moment while Sid gently grinds back and forth in her lap, heavy breathing the only sound in the room—and then the spider asks “How ’bout now?”

Sid’s heart races. He still doesn’t feel any different, but she’s smiling that evil little smile. . . Gingerly he tries to lift himself up, but there’s this uncomfortable stretching inside him as he goes past a couple of inches. The feeling of Skeila’s cock sliding back and forth inside him is still there but becoming diffuse, part of this fuzzy generalized pleasure spreading bilaterally from the base of his tailbone around to his thighs. No, there’s no mistaking that. She’s doing it—he’s becoming her penis. All of a sudden he’s dizzy enough to need to steady himself against the spider’s body.

“That’s right!” giggles Skeila. “Just a minute or two till you’re my cock again, as much as I’d love to dra-a-a-aw it out,” she says, taking a claw and dragging down his back from his shoulder blade to his ass, slow enough to demonstrate the gradient in tactile sensation as the touch goes from pleasant to pleasure about when she caresses the small of his back, defining for the moment the boundary between his skin and *their* skin.

He risks a look down at himself. Even though he's not surprised to see it, he still feels a drop like he's falling out of an airplane when he sees that his hips and nearly half his legs have gone from his normal pale tone to the same colorless black as the skin on Skeila's cock—and it's spreading fast. Why is he so afraid all of a sudden? This seemed like the perfect answer minutes ago, a way to be with Skeila and show her he wanted to be with her... and true, there was part of him that found the idea inexplicably exciting. But now, watching his legs turn into the spider's testicles as she giggles to herself, the reality of what's going to happen to him sinks in. The absolute loss of control. The embarrassment of being reduced to a sex organ. The shame of actually *wanting* that. The Doctor's dire warnings about humans who were never the same afterwards surge into his thoughts...

"You're not fighting it, are you? I mean I'm glad you wanna make it fun for me, but we've gotta hurry up and get you back to being my dick."

"I... don't *think* I am..." He's breathing so shallowly it's hard to get the words out.

"Just relax..." Skeila bends her neck down to try to catch Sid's gaze, but he's transfixed by his transforming body. His thighs and lower legs have melted together, leaving two big fleshy lumps on either side of him that are slowly migrating behind him to take their place as the spider's ballsack—and now here comes that spreading darkness creeping up his torso as the process of merging into Skeila's body moves inexorably forward. It's just above his groin now even though his own penis hasn't changed, left untouched for a short time like a tree sticking out of rising floodwaters. "Doesn't this feel so good?" she asks, rubbing him gently right where they're joined.

"Y-yeah," he says. But he can't stop looking at the inky black border snaking its way up his body, dancing like rivulets of rainwater on a windowpane. Much slower now than his legs were covered—those were gone in seconds flat. Actively focusing on the change seems to have slowed it down somehow—maybe he *is* subconsciously fighting it.

Skeila holds him close, her claws lightly stroking up and down like she's getting him ready for his new form. "Think about how it's gonna feel even better soon. Think about yourself as a cock. *My* cock."

He shuts his eyes to imagine it, picturing the tall brown spider standing proudly in her AAA uniform with a two-foot erection, an erection that will be *him*.

"Relax, Sid. Let it happen. Took you a while to learn how to take my cock, right? This is like that. You're gonna learn to *be* my cock. Think about that. How you'll be my big hard dick."

"I'll be your big, hard dick," Sid repeats, grinding slowly into Skeila's lap.

"I'll make you feel so good. All you have to do is be a cock... it's so easy. You won't have to be so jumpy. I'll be right there with you, all the time."

"All the time... for... forever?"

Skeila feels the human's heart rate leap faster still, creating an unpleasant dissonance in their connected bodies. She strokes him gently. "Easy, easy... you don't have to be my cock forever. Just as long as you want."

Deep down that might be what he's afraid of. Didn't he ask for this? What if he never wants to go back? What if he finds out he prefers life as Skeila's penis? Too late to change his mind now... he swallows what he's pretty sure is still saliva. "I'm gonna be your cock," he says again.

"It's gonna be so good this time," says Skeila.

"I *am* your cock," he says. Saying it feels like falling backwards into a heated pool.

"Ohhh, yes," groans the spider. "Thaaaat's it. There you go."

Sid opens his eyes, and looks down.

The changes have now become systemic. Before it traveled over the surface of his skin, moving slowly up his body like Skeila radiated some physical agent of change—but now it's everywhere. He looks at his hand and sees his fingers are shorter and webbed tighter together, and here and there a few mottled black patches break out. And it's not just on him but inside him, he can feel this ongoing churn in his guts, nausea without the discomfort, that he knows is his digestive tract being reconfigured to serve as her urethra.

"Fuck, that's so good. You already feel amazing," says the spider, eyes all half-lidded. She's looking at him differently than she has in a while; she's looking at him like a body part again. She has her claws all over him, moving with the urgency and familiarity one could only ever use with themselves alone, moving with a regard for only her own pleasure since, after all, her pleasure and his are nearly synonymous now. But the change isn't complete yet. She decides to help him further along, taking the human's arms and gently but firmly pinning them to his sides, where they immediately begin melding into his torso. For a second he resists ineffectually, not yet ready to give up his other two limbs, but knows that's only delaying the inevitable and allows them to be smoothed over. She rubs them, as though she's sculpting his body, and they merge into his body startlingly fast. The motion is as natural to her as building a web, and seeing his body smooth out as a result feels ineffably *right* to the spider, like a baked-in instinct guided by millenia of mutual evolution instructing arachnidkind how to guide their human friends through the change...

Where Sid's waist was is now a ridge separating smooth dark cockskin and her sandy fur. He can feel tension there like he's turned all the way to one side. As a result of riding Skeila he's still facing her, and since his neck and belly are slated to become the soft, sensitive underside of her cock, he'll need to end up facing the other way. This is unpleasant for her too—it's *her* boner that's presently half-twisted around after all, so she lets him go for a moment. He turns around, not from any voluntary motion by what few abdominal muscles he still has, but just from naturally unwinding into his proper direction. He flops forward but she quickly catches him; looking down he sees his legs have

completely changed into fleshed-out and furred-over testicles hanging below him.

Skeila pulls his heavy shaft of a body back against her chest and clutches him in a tight grip with her other claws, rubbing him all over. She leans down over his rapidly vanishing shoulder, fangs making her look like a vampire about to strike, but instead she takes his head and angles it towards her for a kiss. Her intruding tongue easily pushes past his lips even as he tries to part them to make way—he finds it hard to control them like he normally can, and as the spider’s tongue probes his mouth it brings powerful new sensations far beyond an ordinary kiss. . .

“Mmm. I love making out with my cock,” she says.

Fluid wells up in the back of Sid’s mouth, and as he tries to respond some leaks out and runs down his body. How embarrassing. His reflex is to wipe it away, but oh right, no arms. . .

“Aww, my cock’s blushing,” says Skeila. “Relax, let it out, cocks are s’posed to leak a bit before they cum. Guess we shouldn’t get any on us, though. No time to take a shower. Here—” and she turns slightly to the side, aiming him away, then squeezes up his length starting at his base hard enough that it would be painful if there were bones left in his torso. Instead it feels incredibly good and pushes more precum up the central channel of his body, but out of some remaining sense of human propriety he uses what control of his mouth he still has to seal his lips shut just as it rises into his throat. The liquid floods his mouth and makes his cheeks bulge. It’s a challenge to keep it all in. A drop escapes at the corner of his mouth and drips off the end of his blunted chin. “What’d I tell you about resisting? Silly human,” says the laughing spider. She pokes a clawtip into his mouth and fish-hooks it open, making all that precum rush out, falling through the spider’s web and splattering onto the floor. “See? That’s better.”

He tries to reply, but only manages a watery rasp. If he could he would have admitted that everything feels better, despite simultaneously feeling stiff and tense. . . the way her claws travel over his hard body, plush inner surfaces lighting up his skin like they’re electrically charged. He can tell just from how they move how much his shape has changed, can sense he’s a shaft, his cross-section nearly a circle. She lets him go for a moment and the strength of her erection is easily enough to keep him from falling over. He twitches helplessly up and down, aching for her touch again. . . “Wow, just look at what a big hard dick you’re turning into,” she says. He tries, but can’t really move his neck very far—just kind of helplessly wobbles there instead—but he has enough peripheral vision to see the general shape of the inky, veiny tube his body has become and the rumple of foreskin starting to bunch up just underneath his shoulders.

She pulls him back towards her and his head presses into her breast, setting off a shower of tingles across his scalp and down his back—his shaft. “Almost forgot you liked when I did this last time,” she says, rubbing him back and

forth against her chest, then trapping him in the cleft between her breasts and smushing them together around him. She moves up and down, massaging him with her soft flesh and fur. “I missed not being able to give myself a titjob. Isn’t this great?” She moves faster while rubbing and squeezing him at his base, definitely no more pelvis or ribs down there, just her cockmeat.

He’s shrinking down to his new size. When he looks up at Skeila she’s almost all he can see, the spider’s madly grinning face as expansive as the sky. Her shiny black eyes are like changing-room mirrors, showing him his own transforming body from eight different angles. He’s nothing but cock below the neck, foreskin creeping up higher with her every stroke—soft, warm flesh lapping at his ears, promising to envelop him. Every one of the spider’s heavy breaths on his face brings a rush of sensations he’s not used to feeling this far up. She rubs him faster, harder. She’s panting, “Think. . . you’re. . . almost. . . ready. . .”

He knows he is. He feels the immediacy, the pressure building below and throughout himself. A surge of precum rises up from Skeila’s body through his, clearing the way for what’s to come, and he can’t even try to hold it in. It runs down the side of his face like rainwater pouring from the eaves of a house, falling off where his jawline has grown and shifted to become the ridge of the puffy glans his head is now becoming.

Sid can’t even move his neck anymore. He’s locked into watching himself transform in the spider’s eyes. Skeila takes a claw and grabs him right where his Adam’s apple was—he would jump at the sudden contact with the vulnerable area, but he can no longer move and there’s no delicate larynx there anyway, nothing in him now that’s capable of speech—instead this is where his frenulum connects his head to the roomy ruffle of foreskin growing around his upper body. She dips one of the digits of her claws into his mouth. He’d give it a suck if he could close his lips, but he can’t—instead she saws it in and out, and his mouth begins to change around it of its own accord, quickly going from horizontal to vertical until Skeila is fingering her own leaking piss slit. His complexion rapidly darkens, and as it does, his nose flattens and fades away. All that’s left are his eyes on what is now undeniably a plump, erect dick head as black and shiny as an oil spill, and then they too narrow and close, and Sid Greenstreet is nothing but a spider’s enormous penis.

Skeila, frenetically pumping her giant new cock with all six arms, lets out a wailing moan and aims Sid away from herself—then pleasure rips through them both as her cum rockets through Sid’s body and she shoots a high-pressure jet across her room, then another, and another, and another still, Skeila making high-pitched squeaks and audible splats as each burst hits the wall and splashes onto the floor. Subsequent volleys don’t make it the full distance from web to wall, each one fired with a little less oomph until finally after the seventh or eight Sid is merely dribbling, and then their orgasm is complete.

She sits there on her web, gasping in the dark. Spider or human, the

change takes a lot out of you. (And there's a couple gallons of it on Skeila's floor she'll have to clean up later.) Total exhaustion, head to toe, so complete that Skeila can hardly keep herself upright—so she doesn't, allowing herself to fall back into her web with a blissed-out sigh, arms spread wide. “That was amazing,” she mumbles languidly. “You're the best cock ever, Sid.” Her chest heaves as she draws each breath.

Sid is deflated, physically and mentally. He lies limp across Skeila's thigh, enjoying her soft, warm fur on his bottom side of his tubular body, the refreshingly cool air on his top side, and the pleasurable mental fog induced by their shared afterglow. He is untroubled by any thoughts whatsoever. He'll be fine in a minute or two, but thinking is a lot to ask of an immediately post-orgasmic penis.

They lie there in the dark for a while until Skeila catches her breath. Then she stretches and yawns a deeply tired yawn. She rolls to one side, bringing her knees up into the fetal position.

This makes Sid flop off her thigh and towards the floor, which jostles him out of his reverie. He's as tired as she is, maybe more, but doesn't want her to get in trouble. . . hopes he remembers how to talk to her—all he had to do last time was think like he was talking, right? He tries it, and is relieved to find the action effortless. *Skeila? You're not going to sleep, right?* Sid's voice sounds inside her head. *Weren't we supposed to go out and talk to the press?*

“Yeah, yeah, we will,” says the very sleepy spider. Tucking one pair of claws pillow-style beneath her head, she uses another to cup her balls, which feels like a comfortable snuggle to Sid. “Just lemme rest my eyes for a minute or two. Just. . . a couple minutes. . .”

He doesn't argue.

*continued in part 3*