

Silk 5

Written and Edited by PgFalcon

Commissioned by Anonymous

Ben turned to stand before the last of the five trapped gang members. He seemed to be the 'new blood' of the group, and likely the reason for their being out that night was to teach him the ropes. He certainly looked a bit more innocent when compared to the rest, and now that he was the last he also appeared the most afraid...

His eyes kept darting back and forth between staring at Ben, the frightful blue monster with the body of both a spider and a man, his lower spider half a dazzling display of colorful fur that masked the power and speed of his arachnid body, and his human half displaying his calm and confident intelligence. He was a predator, and there was absolutely no doubt of that in the fifth victim's mind as Ben's bright eyes looked him over. He began to silently beg for mercy.

"No need to be upset," said Ben reassuringly. "This won't even hurt a bit..."

And he moved closer, his inhuman erection hanging straight and true underneath his arachnid lower-half amidst a flowing sea of pale blue belly-fur, its bright pink flesh and softly tapered shape not in the least diminishing its intimidating nature. Through power of will he had managed to contain his lust throughout the entire evening up until that point, but the steady dripping of pre from its tip and unyielding stiffness could only be withstood for so long...

And with a fang-filled smile Ben walked over top of the last victim, his long and rigid maleness hovering so very close to his body. Despite the fact that he was still fully clothed the gang-member struggled to protect himself and move away from Ben, but there was nothing he could do to possibly escape his situation...

"Um, honey?" asked Rachel suddenly, stopping Ben in the middle of toying with his prey. "Do you mind if we share the last one?"

"Aren't you still a little tied up?"

Indeed, Rachel was still stuck upon the enlarged and transformed dick of her creation, the gang-member below her covered from head to toe in thick, angelic white fur. He had been turned into an egg-laying machine, and even after his exertions in filling Rachel's belly with eggs he was already recovering enough to resume production of more, his belly slowly filling and rounding out. The pressure his fluffy belly was creating against Rachel's own was, in fact, making the fact that his dick was still anchored securely within her sex even more uncomfortable by the minute.

She blushed.

"I am, but it just seems such a waste... Being filled with eggs like that seems to have gotten me lactating a bit, and I was curious to see him drink some of my milk..."

"I had been planning on feeding him a little of my own 'milk' as well," laughed Ben, causing the muffled yells of the man trapped beneath him to yell a little louder, "But I think I like your idea more! If he were a woman I'd be able to properly sow my seed."

"Mmmph!!" screamed the fifth victim, his cries for help his loudest yet.

"Oh, I'm sure you could make a woman out of him too if you tried..."

"I don't think I have the heart to do that to a fellow male..." he admitted with a blush.

"Well then, what are you waiting for? Bring him over here!"

"Certainly, my love!"

And with blazing speed Ben cut the fifth man's bonds, only to immediately rewrap his arms and legs in thick swaths of silk, and carried him over to Rachel. Despite her frail looking arms and delicate female form she had enormously disproportionate strength, and held the man easily. He struggled desperately for a few seconds, his head thrashing from side to side, until his eyes met hers for just a second.

Rachel's eyes held his with an invisible power, their intensity and clarity shocking and impossible. When she had been human her eyes were black, but now they shifted wildly from deep, blood-red all the way to rosy pink as light shifted over them from the lamps along the dirt path below, the leaves and branches of the tree they all rested within swaying gently in the late-night breeze and scattering shadows across her pale, perfect face, framed by that long pink and red hair that flowed all the way down past her waist where her spider-half's invitingly soft pink fur began.

The poor man was totally unequipped to fight back as he fell deeply into the trance of her bottomless eyes, and his resistance temporarily drained away.

"Drink," she commanded softly, and that one word was enough. Unable to stop himself, then man could do nothing but turn his head to the side as Rachel lifted him up to her breast, presenting him with one nipple dripping with her milk, waiting to be emptied. He had no choice but do just that, and as the nipple approached he pulled it into his mouth and began hungrily sucking.

Hot, sweet, delicious milk flooded his mouth and flooded his belly as he swallowed and drank feverishly. He pressed his face into her breast, kneading more of her precious gift out and downing it quickly as it

flowed in gushing streams over his tongue. His dick strained painfully in his pants as his arousal spiked from the unbelievable situation, and if it hadn't been fully erect before it certainly was now.... But even as he drank and drank he fought to resist what he was doing. The implications seemed obvious to him, and he certainly didn't want to be changed, especially like *that*, and he definitely didn't want to be *raped!*

Never mind that he was perfectly willing to rape others, or that his gang and him were violent thugs deserving of much greater horrors, all he knew was that he didn't like what had been done to the others, though it unnerved him that it all aroused him so much, and was afraid of what was going to be done to him and what was happening already, and even more horrified that it would undoubtedly feel 'good'... but good was a relative term to be using when you had no control over those 'good' feelings. He therefor, ultimately, felt powerless and utterly afraid as he lay there, cradled in Rachel's arms, and suckled greedily from her breast as he stared with wild fear up into her eyes. Her eyes were cold and warm at the same time, filled with both darkness and light, and she held no pity nor sympathy for the man in her arms.

Gradually he filled himself with her milk, and as Rachel moved him to attend to her other milk-heavy breast he felt himself growing hot all over... but the heat was especially intense across his chest and all the way down his belly. He tried to beg for mercy with his eyes, as his mouth was too busy to even bother trying to say anything in his own defense, but it was too late in any case. He could feel his nipples beginning to swell and become slightly puffy, and his chest seemed to be growing tight.

"Nnn!" he protested softly into Rachel's breasts as he suckled her, realizing the changes were beginning. Her warm, sweet milk continued to flow down his throat, though it was becoming harder and harder for him to get a good stream.

"My, hungry were we?" she said with a chuckle as she pulled him away from her drained breasts. The man looked as though he could cry, but instead went red in the face and took a deep breath in order to yell as loud as he could. Ben used the opportunity to redo his gag, and through his gag he burped instead of trying to yell.

His chest was aching, and his skin tingled hotly, but what alarmed the man more than anything else was that he appeared to be shrinking. His eyes stared wildly and he huffed angrily from his nose as the neck of his shirt grew loose and his pants, which were too big to begin with, started to slowly slip.

His face erupted with fluffy, poufy peach colored fur in an explosion of softness, hiding his male features in an instant even as those were already receding. The seat of his pants was beginning to stick out a bit as a large, round object was growing there in place of a tail, and all the while his chest only grew tighter and tighter.

"Mmmph!" he cried, the sensation of his body changing so completely having gone beyond simply being erotic. He felt violated to his core, but it didn't stop the incredible *pleasure* he was feeling, the

shockingly wonderful feel of fur growing down his head and neck, down his back, down his front... spreading in a floofy and explosive wave of peach colored fur that would make any hair-model blush with jealousy. The swelling sensation from that soft, round object growing outwards behind him, now stretching his pants tightly as it expanded in size proportionately to how the rest of him seemed to be shrinking.

The fur spread down across his abdomen, further fueling the fire burning down there, and engulfed his erection and balls. He had *immense* pride in his manhood, and indeed was well endowed, but that wasn't going to last for long.

Rachel passed him back to Ben as those fateful changes ran their course, and tears began to squeeze from the man's eyes. He already had breasts; he could feel them pressing against his loosely hanging shirt as they gently continued to grow in size... and he knew that three more sets of nipples had grown in underneath that pair and were swelling too. The humiliation was just too much for him, but his dick? Already it was visibly smaller, and shrinking down further and further with every passing second.

He tried to kick out with his tied legs, but he was too weak from the overwhelming changes ravaging his body, and hung there limply in Ben's powerful arms. He could only watch as he felt his big balls shrink and vanish, his once proud penis now pathetically small and still dwindling in size, and all the while the sensation of his creamy soft fur growing in thicker, his breasts growing heavier, and that round thing growing out behind him swelling ever larger... he couldn't help but cum.

He threw back his head in humiliation as he shot his load, his entire being heaving with powerful new hormones and sensations, but in the same second that he came his groin also split open, followed immediately by his manhood disappearing in a final burst of changes as it shrank and hardened into a tiny, swollen, and fully erect clitoris. His urethra closed up mid-orgasm like the slamming of a trap door, shocking his entire body, and further amazing him and everyone present as he came as a woman the rest of the way.

He screamed as loudly as his gag would allow, strength returning to his limbs as he struggled furiously. Wetness burst from the heart-shaped mound of slightly fluffier and raised fur that covered his new feminine mound, delicate and beautiful, and he struggled in his bonds to reach and touch his new organ as it shook and trembled in orgasmic aftershocks.

His pants and boxers, having been pushed gradually lower and lower, finally fell all the way down around his ankles, and though his shirt was becoming far too large and baggy Ben was already lifting it off him with one hand while restraining him with the other. After struggling with it for a half dozen seconds however, during which the man's lowest set of breasts made a bit of a peep show that displayed his smallest of set of soft, fleshy orbs, Ben decided to pick up the knife once more with one of his eight legs, pass it to his hand, and cut the shirt up the back in one go to let it fall, fluttering, to the ground.

The changes were still progressing, but the final product was quickly becoming apparent. He had shrunk significantly in size, the bulk of his mass having shifted down and out behind him into what was obviously a large spider's abdomen. At its end was a slight dewdrop shape where a pair of spinnerets wiggled under the creamy white and peach colored fur, poking out and fretting as the man subconsciously took control of them, their sense of touch surprisingly precise and delicate. He had four rows of breasts, eight in all, and although they were still growing in size it seemed apparent that the top-most set would be very large and the bottom set would be very small. His waist and stomach was shrinking in size to match his newly tiny frame, his arms and legs thinning to compliment his new form as well. His face, which no longer had a trace of masculinity, had become slightly alien in its shape, and his previously short black hair had been entirely replaced with a headful of more fur-like, peach colored hair of about the same length but of an entirely different consistency and shape.

And so she hung there, helpless with her legs dangling, as she came down of her first orgasm, her spider's abdomen twitching and her toes curling in her shoes as she bit her lip in shame, her facial fur actually seeming to darken in color as she blushed deeply. Ben used the opportunity to cut away the gang member's pants as well, and toss away his shoes and socks, baring her now furred feet to the world and rendering her entirely naked.

"Wow," said Rachel, shifting uncomfortably from her own awkward position. "I *almost* feel bad."

"Good thing I don't," said Ben with zero sympathy and a wry smile. He himself had been the victim of gang violence in the past, and had no qualms about the 'justice' they were dealing that night. He smiled as he felt a small rush of pleasure cause him to leak a small burst of pre. From his position, holding her from the rear as we has, not only did her back fur feel wonderfully nice on his strong chest and arms, but her butt, bent downwards and pushing slightly between his two front legs, felt incredibly inviting and erotic. He knew *precisely* what he wanted to do to her first.

There was a handy branch overhead, and he wasted no time tying her bound wrists to it, allowing her just enough length that she could stand with her slightly transformed toes wrapped around the netting of the web for support, which she naturally did. She turned her head to try begging for mercy, but it only caused her more distress to see Ben's eyes as he backed slightly up, his enormous member bouncing eagerly beneath him. That distance disappeared again in an instant.

His hands shot up her front, sliding through her cream colored fur and teasing her new breasts one after another. She balked at his touch, struggling to move away, but she couldn't stop him. She cried out in protest, but that protest turned into a squeak as she felt Ben straddle her spider's abdomen, the soft, peach colored fur of her back meshing cleanly with his light and fluffy blue fur of his underbelly he climbed over her... and she squealed even louder as she felt his erection slip underneath her and part her own fur on the underside.

"Oh, you don't like this, do you?" asked Ben in a whisper, squeezing her breasts hard and thrusting against her fur, rubbing it the wrong way. She shook her head no.

“You want me to stop?” he asked. She nodded yes furiously.

“Or would you rather I...” and Ben reached down with one hand and trailed his fingers through her fur, moving slowly closer to her new womanhood.

She cried out in distress as his fingers tickled their way lower across her belly, his hot and massive erection buried into the underside of her spider-butt. His other hand moved lower too, trailing their way down to her lowest set of breasts, a lovely pair of A-cups, to pinch her hard and sensitive nipple.

“Oh, yes,” he said as he worked that little nub of flesh, pinching and squeezing it, until a drop of warm and sweet-smelling liquid squeezed out. “I think you’ll be our little milk machine. No doubt you’ll do the job nicely...”

She only shook her head, trying desperately to communicate to her captor and get him to release her, but there would be no such mercy.

His fingers found their way lower and lower, until they touched the raised and flushed mound of her brand-new pussy. She jerked away at his touch, but he was ready and aggressively forced his hand in between her legs and pushed against that hot, *wet* orifice.

“My, you want me *that* much already?” he asked. Of course she couldn’t really answer.

“Of course you do,” he continued anyway, laughing a little. “We made you that way. You’ll crave dicks for the rest of your life.”

More vehement shakes of her head.

“Well, your body will anyway, and I dare say any resistance just makes it all the harder on yourself. Best accept it now, while it’s still easy to...”

It seemed she hadn’t stopped shaking her head for a while now.

“Oh really?” he whispered... and with expert movements he slipped a finger up and into her... while simultaneously pressing the ball of his palm up against where her clit was already poking out playfully from behind it’s protective hood. In seconds he had her bucking reluctantly against him, crying out with muted sobs at her violation... and her own pitiful resistance to it. It felt so good! Her body simply felt too good! She couldn’t stop him, and she wasn’t even sure if she wanted to!

Ben ground up against her rear as he slowly and gently toyed with her in the front, sliding up all the way until the fork of his dick and his pelvis came to rest against her spinnerets and rub against them. His man-hood slid along the length of the belly of her spider’s abdomen, parting and slicking her creamy

peach colored fur, so impossibly soft and warm... and she was reacting to all of it. Perhaps she didn't have full control of her spinnerets yet, but they nonetheless squeezed and touched his shaft as it slid back and forth along them, sending strange and powerful shivers deep into her silk glands, which were already filled to bursting, having never been used before.

Her mind was being torn in every direction by the countless strange urges and sensations of her transformed body, all of which were being dominated by an unyielding sex drive and the Ben's forceful touching and stimulation of several key erogenous zones of her body, each stupendously sensitive, soft, and *aching* to be touched. Having never felt anything of the like as a man she was poorly prepared for experiencing it for the first time as woman... and even less as a woman tailor-made by these two drider's for their purposes, which seemed to include a great deal of sex.

Her breasts began to feel uncomfortably full and heavy as milk swelled them further in size. Her fur aggravated her condition further by trapping nearly all of her escalating body heat within her, only able to escape in fiery breaths of air and into Ben's hands and body as he pressed himself up against her.

She was so very wet, and Ben's fingers were torturing her. He would rapidly bring her to the brink of an orgasm... only to let her back down and squeeze and milk her sore, tender breasts, only to resume abusing her pussy the second she was ready for more. She was practically screaming after enduring a few minutes of it... but not out of pain or humiliation. Anger was replacing her fear... and even stranger, it wasn't anger at him touching her. She was growing exponentially more and more angry when he *stopped*. It didn't take much of a leap for Ben to put *those* pieces together.

"You ready for me to stop playing with you?" he asked. "Let you come?"

She vigorously nodded her head yes as she tried to pump Ben's fingers in and out of her pussy herself by thrusting against it. He responded by removing his hand until she was able to remain still again.

"I'll take that as a yes..." he said with a laugh as he slowly stimulated her once more, his fingers sliding through the mess he had made of her adorably small and virgin pussy. Even taken to the level he had with her, it still was quite beautiful, and she herself was in one hell of a state too. It seemed like all it would take would be the smallest of pushes for her to receive her wish and come...

Ben whistled softly through his teeth.

"Green-boy," he called. When Mr. Green appeared confused he added, "Yea, you with the two dicks. Come over here and play with these tits for me. I can't be expected to do everything around here, now, can I?"

He jumped up to do as he was told, too sheepish and scared of punishment (and too excited as well) to do otherwise. To recap he had a colorful coat of mossy-green fur with lighter highlights, an extra two pairs of arms for a grand total of six, and of course two enormous and curiously shaped dicks where

there should only have been one. He was completely naked, but seemed to have entirely stopped caring about it, letting his sack of four oversized testicles hang proudly beneath his straining pair of erections.

He quickly took charge and placed all six of his hands on the peach-furred girl's top three rows of soft fur-covered breasts, wasting no time as he immediately began squeezing and playing experimentally with them. He himself had as of yet had almost no opportunities to really make use of his extra limbs, and his newfound ability to multitask on such an incredible level was very agreeable to him... but not nearly as agreeable as it was to his victim.

Two breasts alone were sensitive enough to begin with... but six exaggerated an already complex mixture of feelings within the peach-furred victim and in seconds she was nearly able to achieve climax from her breasts' sense of touch alone.

"Woah!" interrupted Ben, walking around from behind her abdomen to temporarily separate them before anyone popped off early. "Slow down cowboy. She gets to come when I tell her to, and not before. Do it slower, like this..."

He then demonstrated the proper technique by slowly squeezing and rolling her breasts in his hands, massaging them with deliberate and circular motions, and occasionally working her breast tissue out towards her nipples to release jets of her milk, causing her to moan and go momentarily limp against her restraints. He purposefully avoided stimulating her nipples except to quickly flick his thumb across them every so often.

Mr. Green nodded his understanding and resumed touching her exquisitely soft and warm breasts, only now following Ben's instructions. As she adjusted to the new speed, however, Ben moved back around behind her and lifted up her spider-butt as high as it would go, until it was pointing nearly straight up, and maneuvered himself against it, pinning her like that with his chest as he moved the tear-drop tip of her rear closer and closer to his face.

"I wonder what *your* silk tastes like, sweetie," he said softly, examining her spinnerets as they wiggled in front of him. He could feel her tremble in anticipation, and smiled at how still she had otherwise become, watching him anxiously out of the corner of her eye as she struggled to contain herself from the affections she was already receiving from Mr. Green and the aggressively horny state of arousal Ben had put her in. She was practically dripping wet as she was forced to stand there, straight as an arrow, and wait for whatever was to come. For better or worse, she found herself secretly wishing it would at least happen soon, as it was beginning to kill her to wait, but she should have known better than that...

Ben placed his lips on her naked organ and she squealed in surprise at how unexpectedly *good* it felt. Well, she had known it would be nice, if his earlier grinding against it had been any indication, but this felt *different* somehow. Her back and abdomen arched reflexively as he pushed his tongue into her, then gently licked upwards, parting her spinnerets and wetting them before disappearing back into his mouth to let his lips resume resting and lightly kissing her.

She was quickly being driven to the brink of insanity as she danced in place, unable to contain her frustration much longer as he expertly teased her with the carrot of release. She knew she could come if he let her, even if he never touched her pussy again, but he was deliberately going very slow... Still, if she worked at it, she felt as though maybe she could climax by herself, and through sheer will-power began trying very hard to do just that.

Ben slapped her surprisingly hard on her ass, shocking her eyes wide open and waking her from the dreamlike state she had started to slip into. She cried out in pain into her gag, and immediately that tantalizing finish-line moved just that little bit farther way, the carrot taunting her yet no longer growing any closer.

“Ah-ah... you come when I say you can. No cheating...” admonished Ben. “Just relax, and I’ll show you the wonders of your new body...”

And to her fellow gang-members shock and surprise she didn’t fight him, instead nodding her head and relaxing slightly in both his and Mr. Green’s hands.

Ben smiled.

“Very good, that warrant’s a bit of a treat!”

And suddenly the bonds tying her wrists and holding her arms in the air fell apart, and she let her hands fall down as lightly as feathers until she held them in amazement in front of her face, examining her thin, furry digits with the interest of someone who had never seen hands before, much less hands like these. The rest of her body wasn’t moving at all, the seeming tenseness of her hanging position nothing but a destroyed illusion now as she remained where she was, with her uppermost pair of breasts hanging over her lower three as they continued to be gently handled by her fellow gang-member now turned monster as he stood just in front of her as well, towering over her shrunken and small form... with his twin penises hanging just within arm’s reach.

She looked behind her where Ben had paused to smile and watch, and he nodded his head in approval, before she turned back around to hesitantly touch them, first with just her fingertips... before daring to grasp each firmly in her fuzzy, furry hands.

Mr. Green groaned, he himself having shown a substantial amount of restraint with his own persistent and extreme levels of arousal ever since he had been bitten and transformed into what he was now... but at her touch he nearly buckled. His balls felt swollen, aching for a release, and her hands were so very *soft* and *warm* and *smooth*!!! And that strange fur... it felt as though he were being touched by liquid silk, the lightest of brushes burning his skin by her peach-colored, creamy soft fur sending a fire through his skin as she began to lightly move her gently grasping digits up and down his shaft, which was far too huge for her to fully wrap her hands around.

He grit his teeth and braced his body against her shocking touch, accidentally squeezing her back just a bit too hard, but she didn't stop. Behind her she could feel Ben resume eating out her from the rear, his skilled tongue and mouth easily finding sweet spot after sweet spot and rotating between them as Mr. Green crushed and squeezed her milk-heavy lower breasts and forced them to leak and squirt in an increasingly heavier flow as their production continued to increase, replenishing her reserves almost as fast as they could be expelled down her front and sprayed onto Mr. Green's.

The pause had allowed her to regain some composure, but the return to a much more intense pace of things was returning her back to a state of near-release.

A 'mmp' sound came from behind her as she lost control for a moment of her silk glands and found herself unable to stop filling Ben's mouth... but to her surprise and incredible pleasure she realized he was swallowing it. Before she was able to stop herself from trying to feed him her silk she had already given him quite a lot, and as he removed his face from her now trembling and shaking organ he smiled and licked himself clean of the clinging threads.

"Wonderful job..." was all he said, praising her, as he stood up straight and leaned in closer up against her back and pinned abdomen. He slipped his arms around her front with sly quickness and grabbed ahold of her remaining, painfully neglected, and largest set of thickly furred breasts. She was so very close to climax that even his touch made her cry out as if in pain, her entire body quivering and shaking from a desperate need to release, but that part of her that most needed that release remained untouched... and she had obediently restrained herself from tricking her body into allowing itself an early release, which would undoubtedly have been a disappointment without Ben's help and direct approval.

But now she felt something touch her down there... and all hands were accounted for... and Mr. Green's dicks were both in her soft hands, her light touch as she moved them up and down causing him to foam at the mouth as she stood there and groped her mechanically... which could only mean....

She looked back up at Ben with a snap as she realized what was happening. Ben was going to penetrate her with his...

She blushed so hard that her facial fur seemed to turn a dozen shades darker. It was going to happen! It was finally going to happen, that which she had been wanting the most for the past... how long had it been? Wait, had she really been wanting to have sex with Ben? Wasn't she being raped!?! Yes, she knew she desperately wanted, and *needed* release, but...

"Oooo..." she cooed as she felt the tip of Ben's insanely huge penis find the entrance of her pussy and pushed slightly inside of it. When did her gag get taken off? Just now, or was it earlier!?! Oh her body! Her fur! Her breasts!!!! Her pussy!!!!!! It felt as though all the lust and heat and pleasant sensations forcing themselves upon her all this time were being dumped and concentrated into that tiny little spot

between her legs as Ben slid a little more of himself into her from behind, already beginning to stretch her around his frighteningly huge, if oddly shaped, organ. Tapered as it was, and missing any distinguishable glans, meant that the first few inches would be *much* easier to accept into her body than the rest... and already as he pushed just the tip into her she felt as though she were starting to become filled. He was huge... too huge, if memory served! She felt as though she were already approaching her limit for what that virgin organ was capable of accepting, small as it was and as *huge* as Ben was. There was simply no way...

“OH!” she said with a sharp gasp as felt her womanhood spread a little wider, and she felt a stab of pain as her virginity was taken, which was immediately drowned out by the most intense rush of endorphins she had ever felt in her life.

She bowed her head and clenched her jaw, her hands suddenly vices clamped around poor Mr. Green’s twin dicks as she started almost violently beating him off in a futile attempt to distract herself from the full-body assault on her mind as Ben pushed more and more of himself up into her, spreading her wider and wider with every inch. Each moment she felt as though her limit had to have been reached, that no more could possibly fit, that he was simply too big and already far too deep into her body and already spreading her poor pussy too wide... but each time she was wrong. She cried out over and over as her body grasped at him, muscles unlike anything she had ever felt moving reflexively, the pounding of her heart in time with Ben’s, as she felt his pulse and he felt hers through the soft membranes of their delicate sexes, pressed and squeezed together so closely... so intimately. Those left out on the threesome watched with a jealous eye, even Rachel, who was being filled with even more eggs as she watched and was building herself towards a sympathetic orgasm along with her imprisoned lover below her. Even Mr. Purple, and the all-too-human transgendered victim #1, were touching each other as they watched.

Ben had yet to even manage to fit half of his enormous erection into the poor girl before he began, gently and slowly at first, to move in and out of her. Despite the copious amounts of her and his natural body fluids and lube his dick still dragged strongly on her pussy as it moved in and out, and she sucked and pulled on him as well, her new muscles deceptively powerful and strong as she milked and grasped at his organ. Ben was in for a hell of a night himself, as his victim nearly turned the tables on him with a display of natural skill the likes of which he would have thought impossible before, rolling her pussy on him and moving with flexibility and strength that wouldn’t have been possible without supernatural intervention.

She lifted her legs off the ground and grabbed Ben around his own waist, and rode him from the front in the world’s first vertical and unassisted reverse cow-girl, grinding the soft underside of her spider-butt against Ben’s rock-hard chest and abs and wiggling her spinnerets in front of his face, tempting him to resume attending to her with his mouth until he couldn’t help himself and conceded with a wry grin, relinquishing the reigns and allowing her to take full control... and she did so with enthusiasm.

She rocked her body with ever greater energy, gradually taking more and more of Ben's dick into her until she was nearly taking him all the way down the base of his dick, Ben needing to contort himself a bit to reach properly and allow her full access, but his eight strong legs provided for a stable platform despite the growing strain of both their bodies.

Mr. Green was nearly at his limit already, and it showed clearly on his face, but somehow was able to hold himself back just that little bit longer as with each passing second both the peach-furred girl in front of him, as well as the blue-furred Ben behind him, were both obviously losing all semblance of control and were moving like animals, and making the throat and mouth sounds to match!

Ms. Peach's pussy was spread impossibly wide by the base of Ben's trunk-like dick, the junction of their sexes frothing with their respective sexual fluids as their fur and flesh crashed together over and over again, the speed and length of each thrust building in intensity with every passing nanosecond as they both felt each other tensing up for climax... but time seemed to stretch out longer and longer into infinity as their fucking only seemed to grow ever the more powerful and intense.... until...

They both screamed, Ben's voice a roaring baritone and Peach's voice a soaring soprano. They didn't stop, but their bodies came down upon each other like several tons of bricks. They braced and took the excruciating sensations as they crashed over them, joined as they were in both mind and body for a brief moment in a shared eternity of potent biological bliss... before, gradually, slowly, they were able to stop.

Neither could breathe, the intensity of the moment having taken everything either had to give and left nothing but radiance in its place.... Peach noticed dully that her front was covered with an impossible amount of hot and sticky cum, as well as her own milk, before she saw that Mr. Green was flat on his back and both of his dicks bowing their heads in exhaustion as well.

Rachel clapped her hands slowly.

"I think you two got the best of all of us, Ben..." she laughed, her own climax having been not-at-all unpleasant, and in fact left her limp and covered in sweat, but at least she still had her powers of speech whereas Ben seemed to have taken total leave of his senses.

It took a minute for it to register in him that someone had said something, and even longer for him to finally respond. He struggled to straighten himself back up as he did so.

"That would be a matter of perspective," he groaned.

"Well, in any case, I dare say the 'punishments' weren't very even distributed among these poor bastards."

"Hm... really? I could have sworn it was pretty well done, but even so they get what they get... I, at least, can't imagine what I'd like to have done different..." said Ben, his grumpiness returning a bit.

"I suppose I can't think of anything we missed either... but there *is* still one thing left unfinished!"

"And what is that, my love?" asked Ben, barely finding the energy to turn the corners of his mouth up again in his unique wry smile.

"Someone, either you, that green one, or the skinny purple boy who gave himself a facial watching you two, needs to *fertilize these eggs!!!* They won't do it themselves you know..."

And with that Ben cracked into a laugh... which turned into a chuckled... and before anyone knew it all seven of them were all laughing at the hilarious and incredible night they had had, and the impossible and unique situations they each now found themselves in...

To be continued in #6...