A short Neko by the name of Lena ambled through an ally humming to herself on her way home from work, a clicking came from behind her drawing her attention.

"Hello?" she called only to find an Arachne skittering at her mouth wide open, the spider woman pounced on Lena without a moment of hesitation or mercy. Arachne were known for their large size, strength and webs strong as steel put all these together and you had a species that were feared by many. The spider woman tried to hold Lena down, her razor-like teeth bared at the cat girl.

"Why is she trying to eat me, and to just rush me?" Lena panicked as she tried to keep the spider off of her "let go!" she hollered as she brought her knee into the Arachne's second abdomen. The spider screeched in pain but kept up her assault with decreasing success, in a fight, a Neko shouldn't stand a chance yet Lena was somehow winning, why? Lena managed to pull her arm from the Arachne's grasp.

"I said let go!" the Neko brought her fist into the Arachne's face launching the large spider into a garbage can with a thunderous clatter.

"I'm sorry." the Arachne sobbed as she tried to stand, Lena watched as the spider fought to stand before collapsing again and again.

"Why did you do that? Are you so desperate!" Lena yelled at the trembling Arachne.

"Yes." the spider brought her hands to her face in shame "I'm so sorry, I couldn't help myself, no one trusts me so I can't find prey and I have no money to buy normal food." Lena stared at the sobbing woman who mere moments ago had tried to eat her. Arachne did have a soured reputation along with Nagas and oni about being cruel and violent to any prey they ate, they supposedly preferred to liquefy their meals or cut off the air and watch them suffocate but many Nagas and Arachne claimed these to be horrible stereotypes though these claims did little to reassure people.

"Is that why you didn't use your webs? You haven't eaten anything in a while so you don't have enough protein to even make one?" as Lena looked at the Arachne she noticed how poor health the woman looked. Her skin was filthy, her hair an unkempt knotted mess with split ends along with dirt and other flecks of garbage in it, her eyes tired and sunken in with large black circles around all six of them, her figure was emaciated revealing how Lena had won their tussle. A loud hungry growl caught the Neko's attention as the Arachne just sobbed harder.

"What's your name?" Lena asked gently as she crouched beside the crying spider.

"Hecate."

"Hello, Hecate I'm Lena. If you promise not to try and eat me again I'll take you to a friend of mine, she's always wanted to be prey for an Arachne so she'd love to feed you." Lena reached a hand out to the cowering Arachne.

"Maka, I got a surprise for you," Lena called as she knocked at her friend's door. The door opened revealing an elf with pale skin, white hair, pale blue eyes and a beaming smile.

"Hi Lena," the elf exclaimed happily before spotting the trembling spider woman "Is that an Arachne!" her excitement only increased as she beheld the sight of the exhausted spider.

"Yep, this is Hecate, she apparently came here a few weeks ago but no one will hire her or even talk to her because she's an Arachne so she's in desperate need of food, I figured you would leap at the chance to feed her." Lena helped Hecate into the living room as Maka lost herself momentarily in her excited thoughts.

"YES! thank you." Maka exclaimed kissing the starving spider's head, her face souring instantly "first let's get you washed." Maka led Hecate into the bathroom leaving Lena alone.

The two soon returned with Hecate now looking much better, she had been lent a clean shirt from Maka, her hair now cleaned, trimmed and her exoskeleton glistened cleanly now.

"thank you both." Hecate bowed politely only for her stomach to roar hungrily.

"Well now that you're how about we solve that hunger of yours?" Maka beamed at the starving spider. The elf lept onto her dining room table quickly undressing herself without hesitation.

"Well damn Maka take it off." Lena joked as the elf discarded her shirt and bra revealing her medium chest, she soon sat in nothing more than her panties. Hecate slowly approached her willing meal, Lena watched the Arachne's eyes widen as she cupped Maka's wiggling feet the spider's stomach calling for the elf.

"Well, are you going to eat me or just stare?" Maka asked placing a gentle hand on Hecate's head running her hand through the spider's long purple hair.

"Thank you so much." Hecate smiled through tears of joy. She opened her maw happily accepting the gentle elf, her tastebuds were greeted by a sweet taste. Hecate gasped at the wonderous flavour accidentally pulling Maka's feet deeper into her throat.

"You poor thing, you really haven't had a prey in ages, have you? Well don't worry, I'm all yours." Maka continued to rub the Arachne's head with care. Hecate ran her tongue across the elf's soft flesh savouring Maka's tender calves. Slowly the Arachne made her way up Maka's legs.

"Look at her, she's so cute." Maka squeed happily as her knees descended into Hecate's mouth.

"You have a fetish, you know that?" Lena sipped her tea.

"Don't judge me!" Maka snapped at the Neko, a soft whine caught the two's attention "Oh sorry are you having trouble getting past my hips?" Maka arched herself so she could slide easier into the Arachne's mouth, Hecate's mouth widened around Maka's hips.

"She's so cute, look at the way her eyes are glitter, she's so happy about this." Maka continued to gush over her preditor. Lena looked at the quivering elf, she admired Maka's beauty for the last time the Neko moved over to her friend.

"You know you do look pretty tasty, kind of a shame I'm not the one eating you." Lena nibbled on her friend's ear playfully "I've always loved elf ears, there just so nice to chew on."

"Ow. Normally I would love to have you chew my ears while I'm being nommed up by a hot spider woman but she's running on instinct, so she's biting into me. Her teeth are rather sharp." Maka smiled through the sharp gnawing, Lena moved away from the two.

"it's okay sweety she's not going to try and steal me. I'm all yours so just focus on getting me in." Maka gently stroked her preditor's head, Hecate reached out hesitantly gently pulling Maka's arm into the waiting mouth. Hecate slowly moved up her meals tender belly, she was so hungry she wasted little time enjoying her foods taste now. Maka could feel her legs curling inside the spider's stomach, the stomach acids splashing against them. The Arachne reached up clasping the elf's shoulders pulling them deeper into her waiting gullet.

"Looks like your not wasting any time sending me to my new home but that's okay I don't mind." Maka smiled at the hungry spider woman. Hecate swallowed up past her prey's soft chest, she felt the soft orbs rub against the top of her mouth, her tongue running across her preys back. Lena approached the two again watching as Hecate tried to pull her prey away from the Neko.

"Don't worry I'm not going to steal her, I'm going to help you," Lena explained as kindly as she could, Hecate stopped trying to protect her meal. Lena placed her hands under the happy elf's arms leaning her forward and up to make it easier for the Arachne. With all three of them helping to feed Maka to the spider Lena watched as the hungry Arachne slurp Maka down almost completely in seconds with the new help. Lena removed her hands so she didn't risk getting eaten as well watching Hecate savour the last of her prey slurping the long white hair as if it were a noodle. With a loud pop Maka the elf was now nothing more than a large bulge descending down the Arachne's human half soon settling in her second thorax to be melted away just as she had always dreamed.

"I'm sorry I ate your friend," Hecate mumbled.

"It's fine, if you didn't I was going to do it on Friday," Lena shrugged "so how did she taste?" the Arachne blushed while wiping some drool from her face.

"She was wonderful, she tasted very sweet with a hint of tea." the spider continued to blush. Her eyes began to feel heavy she was barely able to keep her eyes open as they flickered open and closed repeatedly.

"I'm gonna take a nap if you two don't mind." Hecate yawned. Without thinking she laid her head on the relaxing Neko her eyes fluttering closed.

"Did I say you could use me as a pillow?" Lena asked sarcastically as she brushed some of her black hair away from her eyes, Hecate's only answer was soft snoring. "I guess I'm looking after her for a while, well at least she's cute," she smirked running her hands through the sleeping Arachne's hair. Despite Hecate's size, her body was surprisingly light aside from the girl bulging out her stomach. Hecate's long, smooth, slender legs curled toward her thorax.

"Hecate you're going to be late," Lena called. With Lena's help, the Arachne was hired as security for a large store. Despite how the two had met Lena had taken a liking to the spider girl who now lived with her happily.

"What a goof but she's my goof." The Neko smirked to herself. "We should see a movie tonight, maybe that new Bestla movie that just came out. It would probably make a good date night."