

## Elevate(d Upon Dragon Wings)

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# Elevate(d Upon Dragon Wings)

by [AwkwardRavenclaw](#)

## Summary

Nearly a year after the events of spider-verse, the spider gang find themselves captured and turned into living experiments by Doc Ock. She wants revenge for what they did to her super collider, and the best way to get it is to degrade them to simple minded lizards and study them.

The thing is, they aren't actually simple minded. They have retained their human minds, and must hide their intelligence until they grow big enough to escape.

Now they have to navigate the world in unfamiliar bodies while also trying to do their jobs as spider people.

## Notes

Just a warning: My update schedule is very infrequent, and I update as I write. I'm not the best writer, but I try my best! Hope you enjoy!!



# Chapter 1

## Chapter Notes

The ships aren't very there in this chapter, but they will be appearing soon if I manage to write that far without losing interest!

"Everyone shut up, you're gonna scare him!" Gwen snapped, and the bickering paused as the final egg almost finished hatching. Small, chick-like chirps emerged from inside when the cracking stopped, presumably so whatever was inside could catch its breath.

"You can do this, Miles..." Peter B. urged him on and the group watched anxiously as the cracking noise started again. The hatchling inside gave one last push and split the egg in half, rolling clumsily onto the floor of the cage in a slimy pile of black and red scales.

"Gross, is that what I looked like?" Peni grimaced, having been, previously, the last to hatch.

Ham raised an unimpressed eyebrow. "If anyone has the right to be complaining, it should be me! I've had to sit through every one of your nasty rebirths."

It was Peter's turn to grimace. "Don't call it that." He said sharply.

"Ah, so you fear the truth, like everyone else. Good to know." Ham said, unnerving everyone. They were all quickly distracted by panicked chirps.

"Hey, hey, hey, calm down!" Peter said quickly and in the most soothing tone he could muster, and Miles snapped his head up to meet his white, pupilless eyes through the bars of the cage above him. He gave another startled chirp and Gwen sighed in understanding.

"Take your time, you'll find your voice eventually." She said, and Miles turned his hornless head to look at her in the cage to his right. She also had white, pupilless eyes, but they had just the barest trace of blue, undetectable unless you really looked, and were rimmed with dark pink. She was built like one of those raptors from Jurassic Park, save for a feathered tail and arms, along with a more draconic head and a thin muzzle like a fox. Two large, black, spiraling horns swept back from her head. A great, white, scaly hood was draped over her neck and head, partially covering her eyes and looking a lot like the one that was on her suit, but the fringes on this one had a thick, dark pink border. The inside of her hood was also dark pink, and had many turquoise veins that formed a spider web pattern.

The rest of Gwen's body was mostly white, but she had two pairs of black wings on her back, along with black feet up to the ankles and broad black and white stripes on her tail. The claws on her feet were turquoise, reminiscent of the ballet shoes that were part of her suit. The feathers on her arms and tail were differently colored as well, the inner feathers being dark pink and the outer turquoise.



"It's not as hard as you think. It's right there, already programmed into your head. You just have to find it." Gwen continued.

And so Miles did. He settled down as comfortably as he could on the cold metal bars with his six legs, and closed his eyes. The others, wanting to help him, started up conversations so he could become familiar with the way they spoke and know what to search for.

"Hey, did you know that acapella is just boneless music?" Ham asked suddenly, "And that if you stack two lasagnas on top of each other, you'll get one lasagna? Speaking of, lasagna is spaghetti flavored cake."

"Excuse me, *what*," Peter rose an eyebrow, slightly perturbed.

"See?" Ham said to Gwen and Peni, gesturing, "I told you, he fears the truth."

The pair nodded wisely, playing along. "He just doesn't get it." Gwen sighed exaggeratedly.

Peter opened his mouth, but Noir stopped him with a shake of his large, broad head. "Don't respond, it only encourages them."

A series of chirps, whistles, warbles, and growls came from Miles, starting soft and slowly building up as he tried to form words until he finally was able to say, "Like this?" A random chirp interrupted his sentence, much like how static would cut through a transmission between two walkie-talkies. "Can you understand me now?"

"Yep!" Ham said.

"Nice job, Miles!" Peni smiled. Miles looked over at her in the cage on Gwen's other side and his eyes widened. Everyone else besides Gwen had six legs, but Peni had eight. She was built like one of those Asian dragons, with a long, serpent-like body, no wings, and a rather soft looking black mane around where her neck met her shoulders and fur running along the length of her spine and ending in a tuft at the end of her tail. She was mostly light grey, with two nearly white rings around her neck, muzzle, and tail. Two large, shockingly pink ram horns sat curled on each side of her triangular head. Unlike the others, though, she actually had normal looking eyes, with brown irises. She wasn't nearly as long as those Asian-style dragons though, being more easily compared to a ferret than anything else.

"Why are you looking at me like that?" Peni tilted her head before blinking in understanding. "Oh, yeah, I missed out on the wings. I've still got eight limbs like everyone else though! And I've got a nice little pouch for SP//dr!" She sat back on her hunches to show him her soft belly and the little spider that helped pilot the SP//dr Mech poked their head out of the near invisible pouch lip to wave a leg at Miles before disappearing again. "These horns are pretty cool too. All in all, I'm not very upset about not being able to fly, one of you will just have to carry me when we make our escape!"

"Escape?"

"Don't be stupid, Miles," Gwen rolled her eyes (or, at least, she might have, it's hard to see eye movement when there's no pupil or iris), "You really think we'd just sit down and act like



the pretty little lab rats Doc Ock made us into? No, as soon as we're big enough, we're busting out of here and stealing back all our webshooters and interdimensional traveling devices."

"And I'm going to delete all of her files on us, so she can't do anything with them after," Peni piped up.

"Don't they already know all that though? There's so many videos of us fighting and using our powers online. What good would that do?" Miles asked.

"As far as they know, we're just a bunch of dumb lizards. We plan to keep it that way."

"Huh." Miles sat down. "I'm gonna be honest, this is a lot to take in. You said Doc Ock was the one who did this? How? I thought she died when she got hit with that semi."

"We did too," Gwen nodded, lashing her feathered tail in agitation. "But here we are. We should have never had let our guard down!" She cursed, "We should have known she would want revenge, but we didn't, and now we're stuck here in bodies that aren't our own, locked up in cages!"

"Don't beat yourself up over it, doll," Noir shook his huge, dark grey, heavily scarred head soothingly. "Guilt gets you nowhere, believe me, I would know." He paused, staring off into space, presumably thinking about the horrors where he had learned that lesson that the other spiders couldn't even begin to imagine. "None of us knew that Doc Ock would be back, and while we can't do much at the moment, we can plan and sit back until the opportunity arises."

There was a few seconds of silence where everyone took in what he said.

"Damn, Noir," Ham said, bracing his front feet against the bars inbetween the two on the other side of the isle from the rest of the group. "For someone that barely peeps a word normally, you sure do make a mighty fine pep talk!"

"Uh, thanks?" Noir said, unsure how to react. Ham responded with a thumbs up. Well, as close as he could get to one with only two claws on each paw, but it was the thought that counts.

Miles flexed his retractable claws for a second, already bored. He had no idea how the others had spent months stuck here and weren't out of their mind with boredom yet.

He was struck with a sudden thought. "Hey, why haven't you guys started glitching yet?" He nodded at Noir, who was about the size of a horse. "He couldn't have hatched that size, you've obviously been here awhile."

Gwen shook her head, hood flapping back and forth. "We don't know, but Peni said it could be because of our transformation. Our bodies, cells, and atoms were completely broken down and rebuilt, so we're guessing that somewhere along the way we adjusted to this dimension."

"Sweet," Miles chirped.



Without warning, the lights in the room shut off, engulfing them in near complete darkness, save for the moonlight that filtered through the two large windows on the wall to Miles' left that was void of any cages and opposite to the door.

They all blinked at the sudden lighting change, their eyes adjusting almost instantly. Miles trilled questioningly, thrown off his rhythm enough that he forgot to use his newly discovered language.

"Lights go out when it's time for bed and most of the scientists are heading home for the night." Peter explained, curling up under a lightless heat lamp and looking to the world like a slightly oversized, scaly red and blue cat. He yawned, and a large pair of semi-transparent fangs that weren't visible before extended out from where they were folded behind his normal teeth. Miles stared for a moment before shaking his head wearily. There were weirder things in the world to be confused about, and hatching from the egg that currently sat in a pile of fractured shell in the corner was one of them.

He settled down in what looked like a miniature cat bed under his own heat lamp, and looked down at himself in disgust. "How am I gonna get all this goop off me?"

"Just lick it off," said Ham, also getting into his bed.

"Ewww, no!" Miles looked appalled at the idea.

"It's the only way! But sure, don't lick it off. Continue to live with bits of afterbirth stuck to you, if that's what floats your goat."

"You don't have to lick it off, Miles," Gwen sighed, nudging the edge of her blanket with her snout before ducking under and getting comfortable. "Stop messing with him, Ham." Porker didn't even have the sense to look even slightly ashamed, just smug. "One of the scientists will clean you up tomorrow, they're surprisingly friendly and gentle."

"Only because we're one of a kind and Doc Ock will kill anyone who ruins one of her experiments." Peter scowled bitterly.

"It's a small mercy, but one I'm glad to have." Gwen nodded and then yawned. "Goodnight, everyone." She murmured sleepily.

A chorus of 'goodnight's or some version of it rang around them, and Miles fell asleep to the gentle breathing of his Spider Family.

\* \* \*

His wake up was not so peaceful.

When Miles finally woke up from his deep sleep that took over after he used most of his energy to break out of the egg, he opened his eyes to see a giant hand reaching toward him. He immediately flung himself backwards into a corner, hissing loudly. The hand flinched and pulled back, and a human out of sight chuckled. "The hatchlings always react like that the



first couple of times you get near them, don't worry, newbie. They're all bark and no bite. Until they feel threatened enough to actually bite you, then you're screwed."

Miles was hit with a sudden sour scent, very clearly coming from the younger human. Huh, so he could smell fear. Good to know, but *extremely* weird.

"W-why would I be screwed?" The younger man asked anxiously, very poorly hiding the fear in his voice.

"All of the other Spider Dragons have extremely venomous bites, and try as we might, we can't find an antidote. It also doesn't help that the damn lizards won't cooperate when we try to milk them of their venom. Everyone who got bit because they were stupid enough to ignore their warning signs died minutes later. This one could be even more dangerous, it probably looks more like a snake than the rest of them for a reason." There was the sound of nails scratching facial hair stubble. "Just get the egg shell out, I'll handle the lizard."

Miles could smell the sweat on the younger man's palm as he hurried to get the pieces of egg shell out while also trying to avoid getting in striking range. He decided to take pity on him, and stopped the hissing, but kept his lips parted in the barest show of teeth. Just because he pitied him didn't mean he had to let his guard down.

"Why'd it stop?" The man's voice trembled, and his hands shook as he desperately scrambled to grab the smaller bits of shell. "Is it gonna bite?"

"It might," the older man answered vaguely.

That probably isn't very comforting, Miles thought with vague amusement.

This was quickly erased when a larger, calloused hand that smelled strongly of cigarette smoke and hand sanitizer grabbed him around the middle, pulling him out from the (relative) safety of his cage. He squawked indignantly, wiggling and thrashing.

"Oh, quit it," The man sighed, clearly not in the mood to deal with this shit. "This isn't fun for me either, ya know."

"Wait, shouldn't you put it in the carrier like procedure says?" Called the younger man.

"Oh, shove the procedures," he called back, annoyed.

The man pushed open the door with his free hand and began walking along several unfamiliar hallways. Miles stopped squirming to stare and take in the new sights and smells, flicking out his tongue like a snake. The man glanced down at him curiously. He may be grouchy, but he was still a scientist at heart.

"Now, I know you can't understand me but I still feel obligated to warn you that you probably won't like the person I'm taking you to. Maybe because your feelings and instincts about her have translated over from when you were human, or cause she has a tendency to manhandle her living experiments, but your buddies definitely don't like her so I'm guessing you won't



either." He blinked when he saw that the small, rodent sized dragon was giving him his full attention, almost like he was taking in what he was saying. "Huh, smart lizard."

The man stopped at a seemingly random door and rapped his knuckles against it. Miles' heart dropped when he heard the voice that told them to come in. His suspicions were unfortunately correct.

"You're two minutes late, Greg!" Doc Ock called in a sing song voice, back turned. "Time is knowledge, and you just wasted it!"

"Sorry," Greg said, not sounding sorry at all, "The intern got cold feet cleaning out this little guy's cage, took longer than I thought to get him to do his job. Seemed to be scared of of the subject. Can't imagine why, its been a lot less aggressive and a lot more cooperative that its friends are." Greg held Miles out for Dr. Octavius to see, and he sat on the man's open palm, fidgeting nervously, and rightly so. This was the mad scientist that wanted to watch his friends slowly die in the most painful way as their cells decayed purely because she saw no moral or ethical boundaries and wanted to see what and how it would happen.

Greg was right about the manhandling, because as soon as Doc Ock saw him, she was grabbing him, forcing open his jaw to look at his teeth, pulling out his wings, examining his retractable claws, and everything in between.

It was only then that she finally set him down on a table in the middle of the room. She snapped her fingers a couple times quickly, demanding that Greg get a wash cloth and some water to clean the gunk off the hatchling. Once his scales were shiny and clean, she continued observing him and getting data, pulling out measuring tapes, magnifying glasses, and everything else she needed.

She pulled out a notebook out of nowhere and began taking notes rapid fire, so fast that Miles jerked his head back and blinked in shock, all while she muttered to herself, poking and prodding him.

Jeez, lady, ever hear of personal space? Miles thought sarcastically. He then proceeded to squeak when he was flipped over onto in back.

"Still male..." Doc Ock said under her breath, and if he didn't have scales, Miles was sure his face would be bright red. He didn't have time to linger on his embarrassment, though, as he was flipped back over and a variety of dishes were shoved in his face.

He looked at the food and salivated a little, realizing how empty his stomach was. He sniffed cautiously at the fruit first, hoping it wasn't drugged, and sunk his teeth into a blackberry, the juice dribbling down his jaw. He'd always loved fruit, but now, it tasted a little bland. Having the taste buds of a carnivore wasn't very fun after all. A movement in the corner of his eye caught his attention, and he twisted his head quickly in that direction. There sat a dish of wiggling mealworms. The still human part of his brain grimaced in disgust, but his lizard brain practically wagged its metaphorical tail in excitement, instincts taking over. He slowly stalked toward it, eyes locked on the prey, until he was in striking distance.

Miles shot forward, sharp teeth slicing easily through the worm's exoskeleton as he snapped it down. He snatched up a couple more, then looked towards the last two dishes, that were



filled with red diced meat and quail eggs respectively. His lizard brain recognized that the food was already dead, so it let Miles take control this time, which he was grateful for. He didn't want anyone thinking he didn't have manners.

The meat was surprisingly good for being, ya know, raw, but Miles found himself hesitating at the eggs. How was he supposed to go about this? He knew that he was meant to eat them, his instincts told him that much. He'd seen videos of snakes swallowing eggs whole, was that what he was supposed to do?

It couldn't hurt to try, except it could, it really could. It would hurt so, so much if that wasn't the case and he had an egg the size of his head halfway down his throat with nowhere to go, but at this point, why not, with him stuck here for the foreseeable future. At least it would be funny.

He opened his jaws as far as he could around the egg, and his lower jaw dislocated in a way that felt natural. His neck muscles constricted as they guided the egg towards his stomach, where it sat heavy in his gut.

Huh, I was right, Miles thought. He felt extremely full, and all he wanted in that moment was to lay under his heat lamp and sleep for a month. Doc Ock had other ideas though, and shoved the fish dish under his nose when the small dragon made no attempt to continue eating.

Miles turned away from it in disgust, "Lady, that's not gonna happen." To Doc Ock, it sounded like an irritated grumble and snort. She continued to insist that he eat the fish as well, so Miles sighed and grabbed one of the small silver fish with his teeth gently. Miles glanced up at the Doctor uncertainly with his pupilless eyes and, when she continued to stare expectantly, tilted his head back once more to let the slimy fish slide down his throat and into his stomach.

Only it didn't.

With the weirdest sensation he'd ever felt, the fish seemed to go down a separate tube that branched off his esophagus, and into what felt to be a second stomach.

Doc Ock clapped her hands together excitedly, pulling away the x-ray device she had been holding up to him. "Amazing! No other animal known to man has a pseudo-stomach, and now we suddenly have six specimens with it in our lab? Not to mention this one's ability to unhinge its jaw. I absolutely must test this further!"

Miles' heart sank. Looks like he was gonna be here awhile.



# Flashbacks

## Chapter Summary

We get a look into how they got into this mess.

## Chapter Notes

Heyo I'm back! this chapter was fun to write, tho I don't believe it's my best work. At least I'm not graded on this lol, I've done No editing. This was actually an idea that was floating around in my head but a commenter gave me the inspiration and motivation to write it! I plan to bring in the ships soon, in case thats the only thing youre here for lol. I hope you enjoy!

Life in a cage was even duller than Miles could have imagined. Seconds turned to minutes, minutes to hours, hours to days, days to weeks, and weeks to months. The only moments he wasn't bored were when he was taken out to be studied and experimented on, or to switch to a bigger cage as he grew (he was about the size of a golden retriever by now), and the former didn't rank very high on his list of fun things to pass the time. His only saving grace that stopped him from going completely and utterly insane was his friends. They managed to keep him distracted well enough, usually by telling funny stories. Inevitably, though, they came to the topic of how they each got stuck in this mess.

\* \* \*

SP//dr was inside the suit, fixing up some of the smaller wiring when it happened. Peni had been passed out at her work table from exhaustion and lack of sleep, having been working on finishing some coding without rest for the last two days.

*Honestly, SP//dr thought, shaking their head wearily as they carefully connected two wires, she's going to work herself to death one of these days. The only reason she didn't collapse sooner was because of all the caffeinated sodas she's been drinking.*

There was a loud crash and some angry swearing, and SP//dr carefully peeked out to see a man rubbing his hip where it smacked into the corner of a metal table, while his two partners jabbed a syringe in her neck to ensure she stayed passed out and carried her off.

SP//dr quickly (and literally) leapt into action while they were still close, launching themself off the robot suit and, after falling in a high and wide arc, landed on Peni to nestle in her hair.



The men were none the wiser.

\* \* \*

Rubbing his bruised shoulder, Noir leaned tiredly against a brick wall. Blood dripped steadily out of several bullet wounds he'd gotten from his most recent fight with a nearby gang that he came out on top of, barely. He'd have to get home to stitch himself back up, but he'd either have to parkour his way back or web-sling, both of which didn't sound very painless.

With a tired sigh that he regretted almost immediately because of his most likely fractured ribs, he pushed off the wall to begin the journey home.

He didn't get very far though, for he found himself ambushed by about a dozen people, all carrying guns that looked a bit too modern to be from his universe, like they should belong in one of the other Spider-Man's dimensions (excluding Spider-Ham's, for obvious reasons).

How did his spidey-sense not warn him of this? Though, he conceded, it'd be easy to miss with how much the rest of his body was screaming at him.

Resigned, he took the time to remove his fedora and tuck it into a large pocket lining the inside of his trenchcoat, as this was a fight that it probably got knocked off the roof of the building and fall into traffic otherwise, god knows he's lost many a fedora that way before.

Without further ado, he charged to meet the mass head on. He wasn't exactly confident in his ability to win this fight, but with any luck he might get a couple of hours of sleep before he had to head into work the next day.

(He lost. But really, that's what you get for relying on Parker Luck.)

\* \* \*

They probably would have beaten him a lot sooner and easier, if they hadn't had the fatal mistake of underestimating Spider-Ham. Honestly, why does everyone assume he's easy to beat? Does his 20 years as Spider-Ham mean nothing because he's some 'silly cartoon'?

Spider-Ham grumbled to himself as he glared at his webbed-up assailant, who he was satisfied to see at least looked slightly afraid of him. And that was another thing! They only sent one baddie after him!

"It's like your people are *trying* to insult me," Peter Porker scoffed. The young miscreant blinked nervously at him. "You're the rookie, aren't cha? They thought this would be an easy job, so they sent you to do their dirty work." The bad guy hesitated, and then nodded sheepishly. "Well, they're going to have to try a lot harder than that."

Ham pulled a chair away from the kitchen table and sat on it with a sigh, rubbing a thumb across the fabric of the spider suit he was holding. He was uncharacteristically silent for a few moments, and then spoke again. "You do know it's rude to attack someone in their own home, right?" He smirked. "Especially when they've just got out of the shower. I didn't even have time to put my suit on! Kids these days..." He shook his head in mock disappointment,



still grinning. "You still haven't explained how you got into this dimension. Humans don't exactly belong here. You might cause a panic."

Spider-Ham leaned back, content to let the criminal squirm awkwardly under his piercing gaze. "You'll start glitching soon, did they tell you that? It's very painful. You'll die a very slow, painful death if you stay here too long. Do you think they'll come back for you before that happens?" Panic overcame the man's face, and Ham finally decided to take pity on him. "Of course, I could always send you back, but in exchange I'd like to know why your guys want me in the first place. Think you could do that?" The man nodded frantically, and Ham ripped off the webs across his mouth. "Good." Spider-Ham gestured at him threateningly with an oversized frying pan that he pulled out of nowhere. "Now start talking."

They finally caught him after several failed attempts about a week after he sent the first guy home. They did learn their lesson, though; Do not underestimate a Spider-person, no matter how silly looking.

\* \* \*

Out of all the Spiders, Miles was probably the easiest to capture, mostly due to his lack of experience, but also because he had the most predictable schedule. They just had to hide in an alley and wait for him to pass on his way to school. His parents didn't even notice he was missing until they got a call from the school that he didn't show up to any of his classes that day. Or the next. Or the next. Or any that week, really.

(They still haven't given up searching. Miles really hoped they were doing okay, and felt bad for any worry he was causing them. He just wished he could reassure them that he was more-or-less alright.)

\* \* \*

They never would have gotten Gwen on an even playing field, she was just too smart and nimble to be caught like that. Instead, they had to play dirty.

Gwen had been walking along the street, scraping off some old nail polish from her nails when her spidey-sense screamed at her to move. Her's was a bit more precognitive than the others, so she had time to dart her eyes around and find the source: a suspicious white van.

She sighed internally. Why did they have to be so unoriginal? Why not a pickup truck? At least something that wasn't the staple of kidnappers?

Her fingers itched to use her web shooters hidden beneath her hoodie sleeves, but unfortunately she couldn't do anything about it while she was out of her suit at risk of exposing herself. The only thing she could do was catch the license plate number and speed walk past it, hoping whatever they planned to do was unsuccessful.

Remember what I said about Parker Luck and never relying on it? Yeah, apparently that luck extends to all spider people, not just the Parkers.



Just as she was about to pass the van, a bag was thrown over her head and a sedative jammed into her upper arm. She could feel several people wrestling her down and into the van as she thrashed and struggled, wondering why the hell no one was trying to stop them. The bystander effect, probably. The sedative kicked in quickly because of her light weight, and she was out before she even hit the van floor. The last thing she remembered thinking was that she was glad it wasn't someone else.

\* \* \*

Out of all of them, Peter's kidnapping was the most creative. He had been stuck in traffic for awhile now, surrounded by loud, smell cars and trucks. It was the definition of chaotic, especially once things started to get moving again. Everyone was at a good speed when the van in front of him slammed on its breaks without warning, and even Peter's spidey sense wasn't fast enough in warning him to stop. He couldn't have swerved to avoid collision if he wanted to without risking the lives of those around him.

So he crashed. Hard. Thank goodness for seatbelts, otherwise he'd be halfway through the windshield by now.

Through the haze of what was most likely a concussion, Peter was too confused and out of it to realise there were people hauling him out of the wreckage of his car and into another, let alone fight them off. He closed his eyes, and let sleep overcome him.



# **Not Really A Chapter, Just Thought You'd Enjoy This**

## Chapter Summary

Hi again, I didn't know if my descriptions of the spider fam were very helpful, so I decided to just show yall what I think they look like! Sorry for this not being an actual chapter, the next one is in the works!

<https://www.wattpad.com/story/267587110-elevate-d-upon-dragon-wings-art>

Here's the link!



# Chapter 4

## Chapter Notes

Finally finished it, thanks to all those that have been waiting patiently! I'm trying my best here.

Trigger Warning (?): There is a minor character death, and a vague description of how the character dies. Also mentions of blood, muscles, tendons, etc.

Gwen had a thirst for blood, and everyone that ever came into contact with her since her capture knew it. No matter who –or what– got within biting range was fair game, and a few unlucky people with particularly slow reflexes had already lost fingers to her unforgiving jaws. None of the others had this problem (except maybe Peter on a bad day, or Ham, who liked to mess with the scientists for the fun of it).

It was because of this regular and unwavering aggression that she was becoming less and less successful at maiming her captors. They expected it, and were getting better at dodging. It was weeks since she'd last spilled their blood, and she was getting restless. By hurting them, she felt as though she was doing something to help. Not just sitting idly by until the moment to escape presented itself.

"You think this is going to work?" Peni asked.

"I hope," Gwen said, "I hate feeling useless."

"Me too." Peni sighed, "It's been so long since I've felt the warmth of the sun. This place is so blindingly white and sterile, I think my nose is scarred from all the chemicals they use."

Miles scoffed. "You think you have it bad, I have to taste the air to smell. I might as well be drinking from a bottle of the stuff."

"This isn't a competition," Noir rumbled, laying down the best he could. The cage was getting way too small for him as he grew, and it seemed as though there were no end in sight. The food and water bowl barely fit in there with him as it is.

It was a similar situation with Peter and Peni, though neither had his sheer bulk. At least Peni had extreme flexibility on her side, with her ferret-like body. Poor Peter and Noir were about as bendy as a horse (being in similar size and stature, too. They could easily rest their chins on the shoulder of a human without straining).

Noir was about to continue, probably about the lesson of not gatekeeping misery, when Porker shot up, standing on his hind legs like a meerkat and staring intensely at the door.



"They're coming!" He whispered excitedly.

Gwen hurriedly curled up and pretended she was sleeping, the trembling in anticipation of her tail feathers the only thing giving her away. The footsteps got close and stopped in front of her cage.

"Give them hell for me, kid." Peter's voice was tired, but shining with approval.

The locking mechanism clicked, but the man hesitated. "Should I wake it up?"

Two voices responded in unison, frantic and hushed. "No!" The corners of her mouth quirked up of their own accord.

"Just-" There was a sigh, and Gwen could imagine the owner of the voice pinching the bridge of his nose. "I'll just grab her and put the muzzle on her before she knows what's happening."

More silence, and then an outstretched brushed against her side. Gwen whirled around, a colorful blur of scales and feathers, sinking her ivory teeth deep in his wrist. The man shouted and swore up a storm, thrashing to try to get her to let go, but she didn't budge, clamping down harder. She could feel her teeth tear through tendons and muscle, and scrape against bone.

The whole scene was chaos. All three scientists were yelling, the other Spiders were cheering her on (which sounded like excited screeching to the humans), and Gwen was being swung around. The other two grabbed hold and tried to pull her off, but she wasn't about to give up so soon. She'd gone without tasting blood for so long, and the flavor was near irresistible. If Gwen were still human, she would have been horrified by this, but now that she was a full on carnivore, she couldn't care less. All thoughts and reason went flying out the window, her base instincts taking the wheel. It was only when the man lost his balance and fell to the floor (bringing her crashing down along with him) did Gwen snap out of it. Something was wrong, horribly wrong.

She let go gently, dread curling in her stomach like a frigid eel. She hardly dared to breathe. Please, no...

All the symptoms were there, though, and no amount of hoping and praying would reverse her mistake. The man's breathing became labored, his wrist swollen and red, his brow beading with sweat.

The room fell silent as everyone came to the same realization as she did, and Gwen felt sick. She might've collapsed to the floor like the man did, if she hadn't lowered herself down so that her front claws took some of her weight. She bowed her head and whined, backing away to try to put some distance between her and her mistake.

His friends seemed to forget she existed, too occupied in their fruitless attempts to save him. It was too late to save him, even if there was an antidote. She would have given up some of her venom right then and there if they could have made it in time.



Instead, everyone in the room was forced to watch the scientist die, knowing that nothing could be done. The man's colleagues watched in somber acceptance, sitting against the cages.

The muzzle lay off the the side, forgotten.

\* \* \*

It had been a week since Gwen had taken a life, and still she refused to eat. Not even the finest cuts of beef could tempt her, and everyone were beside themselves with worry. The scientists couldn't afford to lose such an important specimen, but the other Spiders just wanted their friend back.

"At least eat something!" Miles pleaded. "You shouldn't starve yourself over a mistake!"

"I killed someone, Miles! Mistake or not, I still took a life!"

"So have I! But you can't let that get you down. That was the first lesson you all taught me as Spider-Man. You can't save everybody, and sometimes, people die and there's nothing you can do about it. "

"But I could have done something about it! I know how to hold back my venom, and I forgot to."

"Exactly, you forgot. But now you've learned your lesson, and you'll be sure to never forget again in the future."

"The man shouldn't have had to pay his life for me to learn that lesson."

Peter decided to join the conversation. "That's Parker Luck for you." He sighed, "Innocent people always seem to drop like flies around us. You two are still young, but us more experienced Spiders are used to it. You will be, too. It's okay to feel bad, and maybe never get over it, but you can't let it get in the way of your job. There's always more people that need saving, that are counting on you."

"*Experienced*?" Miles laughed, "I think you mean 'old'."

Gwen smiled slightly, but didn't drop the subject. "I don't want to get used to it. When we all became Spider-People, we decided to never take a life."

"True," Miles nodded, "except maybe for Noir. He kills Nazis all the time."

"They deserve it," Noir interjected, shrugging.

"Was there ever any doubt?"

Gwen fell silent for a few moments, letting the others carry on their conversation without her, and then nodded to herself. "I probably won't ever be okay with what I did, but I appreciate what you are trying to do. Thanks, guys." She said, quietly.

"Does that mean you'll eat?" Miles asked eagerly.



Gwen snorted. "Why do you care so much?"

Miles seemed almost embarrassed. "You're the only one that that gets me. Noir doesn't understand memes, Ham is terrifying, Peter is embarrassing, and Peni is so far in the future that her references are obscure and confusing."

She raised a skeptical eyebrow, but she found that she was too hungry to care. Hunger returned full force, and she scarfed down her food with renewed fervor. Gwen might not be able to do anything about her situation, but she could feel it in her spidey-sense. Their day of escape was near.



# Chapter 5

## Chapter Notes

See the end of the chapter for [notes](#)

Sleep just wasn't a thing that Noir got a lot of. It came with the job. It wasn't easy finding enough time to pass out when he was out most the night tracking down and taking care of the corrupt of his city.

Now, however, there wasn't much else to do. No case to solve, no Nazis to punch, and certainly no patrolling to do.

So he slept.

And when he slept, he dreamed.

He wasn't a fan of dreaming, either. His dreams were always filled with blood, and guns, and innocent people dying who he wasn't fast enough to save.

He'd give anything to dream about that right now, because what he was facing was much worse.

**Long time, no see.**

Noir's eyes snapped open. He has never forgotten a voice, especially when it was that voice that turned him into what he is all those years ago.

"It's been awhile since you've visited me." He responded, calmly. His heart beat heavily in his chest. She was never a good omen.

**I didn't think I needed to.** The Spider-God, a horrid hybrid of human flesh and spider, crept closer on the webs that spanned around them.

"Did I do something wrong?" He stared at her in the eyes, unflinching.

**You tell me.**

Noir sighed, and looked down at his feet and how they clung to the web like it was second nature. Usually when he dreamed, he looked like his normal, human self. He was still a dragon in this one. *I guess visions from spider-gods are the exception.*

"Listen ma'am, I'd rather you not speak in riddles, I'm not exactly in the mood."

**Well of course you aren't,** she circled him, her words sickeningly sweet and dripping like honey. **you're stuck in a cage, with no choice but to play the part of the scientists pet. I'd be in a foul mood, too.**

"Why are you here?" Noir cut right past her mocking sympathy.



The Spider-God nodded, apparently pleased with his reaction. **I've come to warn you.**

When it was clear that she wasn't going to elaborate, he responded. "About what?"

**Don't drink or eat anything that they give you until I tell you it is safe to do so.**

"Why?"

She smiled, wide and feral and wicked.

**It's time for you to go.**

Noir awoke, heart thudding. Looking into the darkness, he saw two reflective eyes staring right back at him.

"Bad dream?"

The voice startled him and he flinched, wings banging painfully against the cage.

"Crap, sorry!" Peni apologized, distressed. Noir was too out of it to remind her to watch her language.

"You're fine," he managed to croak out. Noir rubbed his face against his paws to dispell the exhaustion.

"Do you want to talk about it?"

"Hm?"

"Your bad dream."

Noir's initial reaction was to say no, that he worked alone and dealt with his own problems alone, but pushed that away. If it any of the other spider-people, he'd want them to share with him so he could aid them in any way possible. Besides, Peni's eyes shined with such an earnest desire to help, he just couldn't refuse her.

Best to keep the details vague, though. No need to traumatize her with whole 'monstrous and horrifying half spider half humanoid Spider-God visiting him in his dreams' deal.

"They're not that bad usually," Noir admitted, "I can deal with the normal nightmares, y'know? They're the standard, and I've faced worse than what my brain can come up with in real life. Not much can beat seeing the mangled corpse of my Uncle Ben, after all." He paused, and risked a look up at Peni. She looked horrified at what he had just said, and he winced. Maybe he shouldn't have told her that.

"Sorry. I forget sometimes that my earth is a whole lot more dark than yours is. You're just a kid, I shouldn't be telling you about it."

Peni was quiet for a long time, so long that Noir thought she had went back to sleep.



"I'm not as innocent as you think." She suddenly said. The dozens of spikes, which were covering Noir's entire neck, flicked up and outwards, like a parrot's crest raising when it was startled.

"What?"

"I appreciate what you're doing, but you don't have to hide so much from me. I've seen my fair share of horrible things, just like any other spider-person." Peni continued. "I want to help you, but I can't if you keep telling me a censored version of your life."

Noir goggled at her, a strange warm unfurling in his chest like a fern in the sunlight. Still, he protested.

"I'm not sure you'd want to know what my life, my world is really like. It's a whole lot darker and dangerous than any of your worlds could ever hope to be. Every day innocent people are killed, the corrupt and rich ruling with an iron fist, gangs and criminals prowl the streets, and nearly everyone that isn't wealthy is starving, if not homeless. So you can see why I'm not eager to share."

Peni grinned smugly, much to Noir's confusion. "See, was that so hard?"

"What do you mean?" Noir blinked, "Oh, damnit." He slammed his head against the cage wall.

"Looks like you're losing your game!" Peni giggled, "you really let your guard down on that one, usually it's way high up!"

"Why would I ever have my guard up around you? I trust you with my life." Noir tilted his head.

Peni instantly sobered. "Oh. I suppose I do, too."

For the first time as far back as he remembered, Noir smiled.

"I don't think I'm ready to tell you my origin story yet. I'm sorry, Peni." He really was.

"That's alright. Whenever you're ready, no rush."

"Thank you."

\*\*\*

The next morning, before the sun had even made it halfway past the horizon, Noir watched suspiciously as his food and water was doled out into his bowls, which barely fit in the cage with him. Nothing seemed off, but Noir trusted the Spider-God enough to heed her words. Maybe she had warned him because their sedatives snuck in? But they never tried to sedate them, their reason being that they didn't know how their bodies would react to it.

The lab assistant frowned in confusion when he was the only dragon that didn't go for the food as soon as it was slid in.



"Hey," She called over her shoulder, "this one isn't eating."

"Odd," the other assistant, a young blond man, commented, "maybe it isn't hungry. Sometimes lizards will refuse to eat if they are in season. Give it a couple hours before we report it."

All of the other spiders kept their head dutifully down at the comment, eating the content of the bowls, but Noir caught a snort from Gwen. He very stoically ignored her.

"Aren't you hungry?" Miles asked, eyebrows furrowed in worry.

"Yeah, you've never been one to pass up a free meal." Peter commented, his nose buried in some raw beef. "With, you know, the Depression and all that."

Noir felt a twinge of guilt at that reminder. So many people in his own dimension were starving, and here he was, turning down free meat that he could only dream of being able to afford.

"I'm sure he has his reasons," Gwen looked up. "I know that I did."

Noir gave a grateful nod in her direction.

"You didn't bite someone too, did you?" Peter asked dubiously.

"Not recently."

"Is it anything that we can help you with?"

"No."

"Is it biologically related?"

"I am not going into season, Peter." Noir deadpanned.

Ham cackled madly.

"Are you sure that *you're* not going into season, Peter?" Miles grinned, "because you're acting like a mother hen right now."

"That's not that funny, Miles."

"It's a little funny." He responded.

Peter sighed.

\*\*\*

Noir found that he could go a lot longer without eating and drinking than he originally thought. A week had passed and he still hadn't touched anything in the bowls. His scales kept



the moisture in his body so he didn't need water daily like had had as a human, and he could feed off of his energy reserves because of the lack of movement.

But just because he didn't need to eat or drink, didn't mean he couldn't feel the hunger gnawing at his stomach. He kept the complaints to himself, knowing that saying something would result in the entire group pressuring him into eating. He may be a seasoned detective and could endure hardship like no other, but he knew he wouldn't be able to resist their pleading. The scientists had already given up in trying to get him to eat. His hunger made him irritable, though he had managed to squash that down when talking to the other spiders. He made no such attempt with the lab staff, and after the first chest-rattling, fear-inducing growl, they avoided all interaction except for sliding new food and water in for him to ignore.

"Maybe it's depressed."

"Can lizards even get depressed?"

"I don't know, I specialize in cells, not reptiles."

"Should we call in Dr. Octavius?"

"The others did when the white one refused to eat, but she couldn't figure it out either. It just started eating again on its own."

"So you're saying that all we can do is wait? This situation is different from the other one. The white one still drank water, this one refuses everything."

"Then put it on an IV drip."

"Like hell I'm gonna do that. I'd like to keep my head attached to my neck, thank you very much."

"Well then what do you suggest that we do, genius?"

"We already ruled out it being in season, the hormone levels are completely normal. Maybe the cage is too small, and it's depressed because of it."

"So we move it to a bigger cage?"

"At the rate that it's been growing, we might as well give it a room to itself. I have no idea what kind of DNA Dr. Octavius put in that thing, but it's gotta have some elephant in there."

"We can give it a try, but I'll have to check with Dr. Octavius. Remember the last time someone tried to move them without asking her? I thought I'd have to clean up after a murder that day..."

The pair walked away, and Noir sighed. He really did wish that he could eat and drink right now, and it was become extremely hard to ignore the bowls in front of him, but he didn't have any other choice. The Spider-God hadn't visited him once since the first dream. His dreams were instead filled with him hunting down and eating rabbits and deer, which was just as bad,



if not worse than his usual nightmares. At least the blood disappeared when he woke up. The hunger stuck around.

From outside the door, familiar footsteps came down the hall. Noir had to swallow back a growl, but judging by the rumbles around him, his friends were less successful.

The door opened, and the growls turned into hisses. Noir didn't make a single noise, his muscles tensed and not moving a millimeter in the effort it took to hold back the sudden wave of aggression and hatred that flooded through his body. He had never reacted this way to her before, so why was he just now battling the urge to rip out her throat with his teeth, to tear through her fragile human skin with his claws, to feel her bones give and fracture underneath his paws?

It was only when Dr. Octavius came closer to him did he connect the pieces. His instincts had gotten much stronger due to the starvation, and must now see her as a threat to be dealt with. Just the smell of her had his neck and tail spikes shaking with the effort to keep them down.

"So you're the one that has been giving my employees trouble, hm?" Doc Ock crouched down in front of him.

Noir fixed her with the most aggressive stare that he could muster.

She only laughed. "You don't seem very depressed to me." She tilted her head, scrutinizing him so intensely that he shifted uncomfortably. "Maybe you do need a bigger cage, though. Griffiths! Keller! Get over here!"

The two security guards, who had flanked her into the room, approached from their spot near the door.

"Is the room ready?"

"Yes ma'am."

"Then let's get this big guy relocated!"

"What about those two?" The larger one asked, pointing to Peni and Peter. "They're looking too big for their cages too."

"Is there another room for them?"

"Yes, ma'am, there should be. But we'd need to order in bigger cages to keep them separated."

"Just put the males together, the female can have a room to herself." Doc Ock waved a dismissive hand.

"Won't the males just attack each other? We have no idea how territorial they'll be when they have open space."

"Who knows? It'll be fun to watch, though."



Griffiths and Keller shared a confused look. "I'm sorry, but I thought you didn't want to risk injury?"

"They've shown no aggression to each other so far. And I've frequently observed them socializing much like how birds will. It's not likely that they'll attack each other, and it might even be good for this one's apparent depression." She rapped her knuckles against the bars of Noir's cage, who flinched and let out a rumble.

Dr. Octavius unlocked his cage, and Noir let her slip a caged muzzle over his head. Griffiths and Keller took care of Peter and Peni, while Noir looked over to his remaining companions.

"I guess that this is goodbye," he dipped his head slightly in farewell.

"You can't leave!" Miles pressed his face against the bars. "What if we can't find you again?"

"You will. Just follow your spider-sense, and it will lead you in the right direction."

"Right," Gwen smiled sadly, resting a clawed hand atop the locking mechanism of her cage, "we found each other once. We can do it again."

The warmth in his chest grew even larger, its tendrils twisting and wrapping around each of his ribs.

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As soon as Peter and Noir were in the mostly barren room (aside from the two large dog beds, a water trough likely made for horses, and large food bowls), the scientists unclipped them and got the heck out of dodge.

Noir and Peter just stared at each other, having no idea what to do. None of them had been together without a set of bars between them for nearly half a year.

"Is this real?" Peter asked softly. "There's so much room."

"I think so." Noir rumbled.

Hesitantly, Peter stepped forward, relying completely on his instinct to tell him what to do. His awkward, human side wasn't going to help him, anyway. He stretched out his neck, bumping his still caged muzzle against Noir's jaw. Noir exhaled softly, and nuzzled back against him.

The physical touch, after so many months of isolation, made their scales feel like they were on fire with warmth.

They stood like that for awhile, just pressing and rubbing their necks and cheeks together before Peter finally chuckled.

"I bet we look just like cats."



Noir huffed in amusement. "Probably." He looked away, thinking. "I hope Peni is okay being alone."

"She's stronger than she looks. She'll be fine."

"Yeah, she is." Noir said fondly.

\*\*\*

Noir went to bed that night happier than he had in a long time. He was almost disappointed when the Spider-God finally decided to appear again.

**My plan worked.** She said, in lieu of a greeting.

"Pardon?"

**My plan to get you out of that horrid cage.**

"*That* was what this was all about? I thought you were warning me of sedatives in my food or something."

**A logical conclusion, but no.** She shook her head. **I needed to get you out of there. Your escape is drawing near, and it wouldn't do you good to have your muscles atrophied when you run for it.**

"So you had me starve myself just to get out of there? You could have at least told me why! My friends were worried sick!"

**Pack.**

"What?"

**You're *pack* was worried sick. You've evolved far much further than just 'friends'. You're family. A pack.**

"Even more reason to have told me!"

**It wouldn't have been as convincing if you knew why.**

"You're an ass," Noir deadpanned.

**That may be true, but I'm the ass that just made your life infinitely easier.** The Spider-God laughed softly.

Noir unfortunately and begrudgingly agreed.



Btw, the interaction between Noir and Peter near the end is entirely platonic/familial. I tried to portray it as such but I can understand if some of you thought it was romantic or something lol



# Chapter 6

## Chapter Notes

As a treat for how long it took to update, y'all get two chapters!!! I hope you enjoy, and please never hesitate to comment, no matter how silly or little you have to say!!! It really helps boost my motivation, and I love to hear what you did or didn't enjoy!

Many people seemed to think that rain was dreary and depressing. They hid in their houses, waiting for it to be over.

Gwen would never understand why. She found the rain to be gorgeous. The certain, undescrivable smell that came with it always managed to calm her nerves, and she'd take deep, slow inhales to drink in as much as she could.

The light drizzle outside their window wasn't yet strong enough to be heard or smelled through the thick glass window, but she and every other non human in the area could feel the air pressure dropping. They could sense it after the bite, a niggling at the back of the their mind, but now as animals it was blaringly obvious. The sprinkle of water that was barely more than a mist might have fooled the humans, but she and the others weren't so easily tricked. This was going to grow into powerful thunderstorm, the kind that ripped tree branches from their trunks, and she could not wait to watch it.

So with this soothing promise, Gwen would have rather been watching as the storm slowly evolved. But no. Instead, she was wrapped in an argument with Miles.

About what?

Claws.

Yep.

"But they don't fully retract! How can they be called retractable?"

"Cat claws are called retractable, but they don't retract fully."

"Yeah, they do! They've got sweet little paws, nothing suspicious about them at all, then BAM! Tiny demon blades! Have you even seen a cat lately?"

"You know I haven't, Miles." She snorted bitterly. "And they don't. The rest of the claw is just covered by fur. But you don't have fur, just scales, and they do a lousy job at it."

"I know I don't have fur, you don't have to point out the obvious."



"Apparently I do," Gwen muttered, knowing he could hear her clearly.

He ignored her.

"Even if that's true, which it's not," He huffed stubbornly, turning his back to her and twitching his wings that looked like they needed a stretch badly. "The people who came up with the term should have called them 'semi-retractable'. That's just false advertising."

Gwen rolled her eyes. She knew the argument wasn't actually an argument, and that there was no weight behind their words. Just a silly little debate that was over-dramaticized for entertainment. It's not like there was anything else to do in the infuriatingly clean hell hole.

She dipped her muzzle in the water bowl and tipped her head back to let it pour down her throat a couple times.

"Are you guys finally done?" Came Porker's voice from a bundle of blankets in the corner of his cage. He'd gotten quite mopy and irritable since Peni, Peter, and Noir had been separated from them. He had tried to keep up his usual chaotic and happy-go-lucky mood, but that only lasted a week.

They were just glad he felt secure enough around them to let down that charade.

The door lock clicked and it opened with a hiss of hydraulics. Three labcoats walked in, a head halter and muzzle cage in the left one's hand.

"Ooh, roulette. Who's gonna go under the knife this time?" Ham called sarcastically to no one in particular.

"Me, apparently." Miles said, and one of the scientists swiped their card next to the latch to unlock it. "What do I win?"

"Trauma."

"That's what I got last time!" The harness and muzzle was slipped and clipped onto his face securely to the point where it almost pinched.

"It's all we've got in stock, sorry." Ham shrugged, and Miles snorted.

"You guys are horrible, you know that?" Gwen said, a small grin visible on her face just before the door shut behind Miles.

They led him out of the room, and down the hallway, passing the cart filled with tubs of meat and fruit that was going in the opposite direction.

Great, he was missing dinner.

A couple more turns down identical hallways and they approached a solid metal door, cold radiating from it. Hesitantly, Miles allowed himself to be led inside, the chill quickly sinking into his hide and making is prickle in discomfort. He looked around. The room was barren,



except for a thermostat on the wall, a build up of frost, and what must have been a one way mirror if the heat signatures behind it were any indication.

One of the scientists began plastering little sticky things attached to wires that Miles knew were used to record his body's internal conditions. The small machine that read the information was strapped to Miles' body with Velcro and buckles.

"Commencing Experiment 168: Dormancy on specimen DS-06." Scientist #3 announced into a recording device. "Due to DS-06's genetic structure being primarily made of Pantherophis obsoletus, Furcifer pardalis, and Varanus beccarii DNA, among other species of reptiles, we are testing if it will go dormant like its parent species do when exposed to low temperatures."

Miles' eyes widened ever so slightly, and he shifted his feet uneasily.

Scientist #2 broke away from the group, adjusting the thermostat to the needed temperature. Miles made a show of staring at her as she worked, his incredibly sharp eyes taking in every movement and button pushed. Perhaps later he could turn the temperature down if it got too unbearable, and watch the scientists squabble to write it down and blame it on his "corvid-like intelligence" that they often liked to talk about. He and the rest of the gang got quite a kick out of it when they had first overheard.

Scientist #1 approached him and began undoing the muzzle cage, taking it with him as he left the room. The other two soon followed, after they had set everything up.

Were they really going to leave him unmuzzled, all alone in a room?

Once the cold started to set in, he understood why. With the cold came a certain sluggishness, and the urge to curl up and sleep until it was warm again. Determined not to let that happen, Miles paced the room, talons clicking against white tile. The wires and device strapped to his back, which were usually irritating, helped give him something to focus on other than the drowsiness.

He glanced at thermostat, alarmed to see that the temperature had already dropped to 9° F. His skin was starting to feel like it was burning, the cold seeping into his core alarmingly fast.

Impatiently, Miles shook like a wet dog, hoping that the movement would dispell the stiffness. His tail lashed, cracking like a whip. Instinct whispered reassurances in his ear. *You will be fine* it promised *this is natural, and when you awake, you'll be warm again.*

"All right, that's enough," he huffed. Bracing himself against the wall with the help his second pair of front legs and the wrists of his wings, he bit at the thermostat, unable to push buttons without hands.

All Miles managed to do was leave bite marks and get it all slobbery. With a growl, he swept a paw at it, breaking it from the wall and sending it clattering across the floor.

Dropping back down, he batted at the broken device, sliding it to the other side of the room. Predator instincts nudged at him, telling Miles to run after the escaping prey. It soon became



a game, with him slapping the plastic around like a hockey puck. It was so enriching and entertaining that he almost forgot about where he was with the rush of endorphins. When he was too tired to continue, panting heavily, he picked it up in his teeth and settled down, gnawing at it. It was nice to have something to chew on, a pleasant ache in his teeth.

Five scientists broke into the room, set on taking away the mangled and wet plastic. Miles growled when a hand reached for it. The toy was *his*, and he wasn't about to let someone take it from him.

Apparently, growling constitutes as a threat to the scientists, as they pulled out their stun guns as soon as the noise emerged from his throat.

Miles responded by baring his many, closely packed, needle sharp teeth, a loud hiss permeating the air. It startled him enough that a clear, concise thought broke through.

*Great, he thought looks like hoarding actually is a dragon thing.*

The display seemed to knock some sense into them, reminding them of just what they were trying to pick a fight with: a large, deadly, and very pissed off apex predator possessed potent enough venom that could take out a small army.

That gave him an idea.

Miles lunged forward, clamping down around the bicep of the nearest scientist. The man fell to the ground, trapped under Miles as he bit harder and growled.

Everyone around the lost their minds, trying to shove him off. He let go after a moment and snapped at them too, sending them backpedaling away from his jaws. He stalked away once they gave him enough space, picking up the mangled plastic and hunkering down in the corner.

The scientists immediately flocked to their coworker, applying pressure to stem the bleeding and rushing him out of there to try to save him.

Miles felt bad for making them think their friend was going to die, but pushed the guilt away. The man would be fine, aside from the wound itself. He had taken care not to use his venom.

Looking at the door, he perked up in interest. It was left slightly ajar, and a small creature crept in.

*"There you are!"* Sp//dr chirped, the little noises they were making easily translated in his mind.

"You've been looking for me?" Miles asked, foolishly. He stood and crossed the distance over to them.

*"Of course!"* They gave a little excited hop. *"I'm always following you! Peni told me to watch over when any of us are being experimented on!"*

Miles' only response was a startled blink.



*"Oh wow, it's cold in here." They bristled the little hairs on their body. "I smell blood, what happened?"*

"I bit one of them," Miles shivered. "I've never done that before."

*"I've killed lots of things before, it isn't that bad."* Sp//dr patted one of his paws with a tiny paw of their own, and climbed up his leg, settling on his right shoulder. He could barely feel them through his scales.

"I hope he doesn't die!" Miles exclaimed. "I made sure not to inject him."

Sp//dr tapped a leg on the spot between two scales, and *oh, there, now he felt it*. He also felt and resisted the urge to scratch at the spot, the touch tickling him and making it itchy. He couldn't hold back the involuntary twitch of skin there, like a horse reacting to a fly.

"Sorry," he looked down at them. "What's up?"

*"Let's go! I've been working on a plan, and I think it's the perfect time to execute it."*

"A plan? To escape? Are we finally doing this?"

Sp//dr couldn't smile, but right now, they definitely would be doing so if it were possible.

*"Let's get out of here."*



# Chapter 7

## Chapter Summary

Hey, it's been awhile. Have a chapter.

## Chapter Notes

See the end of the chapter for [notes](#)

Miles ran down the identical, white hallways, cloaked in his camouflage and dodging staff. SP//dr was hiding just behind his front teeth so the people wouldn't see them on Miles' scales.

"*Go left!*" They chirped. Miles obeyed, talons retracted as far as they could go so they wouldn't click on the cool tile. "*Keep going, keep going...*" They urged. "*Stop!*"

Miles skidded to a halt, and looked around. Nothing seemed special about this spot.

He took a deep inhale, flicking his tongue out to taste the air. Hand sanitizer, floor cleaner, and chemicals invaded his senses, but underneath that, there was the comforting scent of something familiar.

"*Ugh, never again*" SP//dr chittered ruefully, crawling out of his mouth and down his neck, before dropping the rest of the way to the floor. "*She's in there.*" They pointed to a door with a single, delicate leg, then shook it when they noticed the saliva clinging to it.

Miles sniffed at the crack of the door, and his eyes widened. Peni was in there! He nearly whuffed in delight.

"Peni!" He called.



"...Miles?" Came a voice, "Miles! You're here! I thought SP//dr was pulling my leg when they told me you were free!"

Miles blinked in surprise. When had SP//dr-

The psychic link, of course. Miles felt incredibly stupid.

"Do you think you can get me out of here?" Peni asked, her voice slightly muffled.

"Maybe," Miles studied the door handle and its locking mechanism. It was the same as the one to his room. "How? These doors are way too reinforced for me to force my way through."

"Look down, silly!" Peni giggled.

Miles did, and watched as a card was slid under the door.

"Is this...?"

"Yep!" Peni chirped proudly, "I snagged it off one of the scientists when they were distracted by the death of their friend awhile back."

"This is amazing, Peni!" Miles exclaimed, "Well, not the death, that was awful, but you know what I mean."

Miles bent his head down to pick the card up with his mouth; his paws, while adept at gripping and grabbing, weren't very good with precision. Not like Peni was, anyway. Which explained how she was able to steal the card off of a scientist in the first place.



After a moment of fumbling to try to get the flat card off the unfortunately also flat floor, SP//dr took pity on him and lifted it into the air, barely stumbling under the weight.

Miles gently took it in his mouth with a quiet 'thank you', and briefly adjusted it so the correct side faced out.

Praying that the staff hadn't had their cards updated recently, Miles pressed the card against the scanner.

The door clicked, and Miles just about cried tears of joy. He nosed at the handle, and pushed the door open. Something crashed into him, and he panicked for half a second before realizing who was currently hugging him like her life depended on it.

"I missed you so, so much," Peni whispered, her voice so timid and vulnerable that Miles' heart broke.

His wings were pinned painfully under him, and his camouflage had been flicked off in his surprise, but he didn't care. He hugged her back just as fiercely, his four front legs wrapping around her thin, trembling body. To be isolated from your only family in a different dimension, in a place where you're poked and prodded and the only room you can call yours is so sterile that you scarcely smell your own scent...

"Me too," Miles admitted. The room where the rest of them were kept had become a lot more dreary ever since Peni's everlasting cheer had left.

In a move that would have been considered weird or awkward when they were humans, Miles buried his muzzle into her mane, taking a deep inhale that tickled his nostrils.

She was okay.

Well, not entirely.



But soon. They all would once they got out of there and smelt something other than heavy duty disinfectants.

*"We should get going, before someone sees us."* SP//dr gently reminded them.

Peni sighed and pulled away, letting Miles get back up and stretch his sore wings. The joints ached something fierce from being pressed into the hard tile.

It was worth it, though, to be able to comfort the one who he had begun to think of as his little sister.

"Did you remember to shut off the security cameras?" Peni asked SP//dr while she picked up the card and tucked it into her pouch.

*"Do I look like I hatched yesterday? Of course I did."* SP//dr did the spider equivalent of a scoff. *"We need to do this quickly, before someone notices."*

Peni nodded, turning to Miles. "You can cover more ground than any of us. Find our suits, web shooters, Interdimensional Traveling Devices, and delete or destroy any information that was gathered on us that you can find. SP//dr will go with you to show you were everything is, and they will disable any security protocols to make our escape easier." Miles nodded firmly, lowering his head so SP//dr could climb on his face. "And I'll free the others. SP//dr will know where to find us when you're done."

Miles nodded, and flickered out of view. Only muted footsteps indicated his departure.

Peni smiled giddily, her fox-like teeth glinting under the bright lights. It was finally time, the moment they had all been dreaming of. She just hoped she wouldn't mess it up.

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Running was an awkward affair for Peni, and there was two main reasons why:

One, she didn't have much experience running on all fours before her transformation. The others did, with their crawling up the sides of buildings and whatnot. Since she did not possess all of the abilities that the others had, the last time she could remember *actually* getting on the ground and crawling, it was when she had lost a screw in her bedroom while doing some repair.

(She found it later that night when she woke up to get a drink of water and painfully stepped on it. After making sure she hadn't actually hurt herself, SP//dr made a clicking noise by rubbing their fangs together, which was the equivalent of crying-on-the-floor laughing.)

Two, even if she did have experience, her ferret body didn't even move that way. She was like a giant slinky. Or maybe Lady Rainicorn, from that show that Miles insisted she watch while they avoided studying.

So now, she was stuck doing a strange springy hop, by bunching up her body and then extending forward. It got the job done, and had quite a bit of speed to it, but she still felt like a overgrown inchworm.

Peni sniffed the air and slowed. According to SP//dr's directions, Peter and Noir were in a room somewhere along this hallway. Sniffing along the cracks of each door she came to, Peni was frustrated to find that she couldn't discern anything under the chemicals.

"This is a lot harder than Miles made it seem," Peni huffed, falling back on her hunches. A sound to her right made her freeze, ears perked up and straining to listen for more.

At first, there was silence. Then, when she was just about to give up, there is a gentle, scratching noise, like claws against itchy scales.

There! Just two doors to her right, she pin pointed where the noise was coming from.



Peni bounced to her feet and rushed to the door, tail tip wagging.

"There you are!" She called triumphantly, "Didja miss me?"

There was a bear of silence, which worried Peni. Had they not heard her?

Then, there was a stirring of claws against the floor.

"Was that Peni?" She recognized Peter incredulously asking.

"Sit tight, I'll have you guys out of there in just a moment!"

Peni pulled the card from her pouch, being careful to not let her claws scratch the surface as she held it up to the scanner. Like Gwen, hers were not retractable.

Much like with her door, the lock clicked and she was able to push the door open. However, unlike Miles, she actually had hands that could turn the handle.

"It's really you," Noir's wings were limp at his sides, his eyes wide with disbelief. With a shake of his head, he snapped out of it and lumbered over to her. Carefully, as if afraid of breaking her, he butted his head against hers. "How'd you break out?"

Peni silently held up the card, a grin sneaking it's way onto her face.

Understanding dawned on grey dragon's face, and he had an almost proud glint in his eyes.



"You sly fox!" Noir patted her heartily between the shoulders, and she had to fight to stay on her feet. Noir had grown exponentially since he had gained the extra room, and now his paws were bigger than her head. He could easily knock a grown man off his feet with just one swipe of them.

Peter also looked visibly impressed. "Yeah, nice work, kid!" he ruffled the fur between her ram horns. "I always knew you were a lot more slick than you looked."

"Come on!" Peni giggled, and ducked away. "We still have to free the others!"

"Right," Peter straightened back up, "it's show time. What's the plan, kid?"

"First, we've got to free Ham and Gwen. They shouldn't be too far away from here. After that, we'll meet Miles and SP//dr at the back entrance. No one goes that way except for janitors and employees who sneak out for smoke breaks."

The older spider-men looked suitably impressed.

"Lead the way, then, Peni. We'll watch your back." Peter said. Noir nodded in agreement.

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Peni really should have seen this coming.

Seriously, with the Parker Luck Curse constantly looming over them and getting in their way, the fact that the plan had gone this smoothly was incredibly suspicious.

"I don't understand, the card should be working!" Peni fretted to herself. But no matter how many times she held it up to the cages, they refused to unlock.



"Maybe they use a different card for the cages," Gwen reasoned. She was remarkably composed for someone in her current situation.

"They must have," Peni sighed, finally lowering the card as she slumped in defeat.

"Hey, hey, hey, kid!" Ham reached through the bars to grab her hand. "Don't give up now! You're smarter than all of us combined! If anyone can figure this out, it's you."

"Can't Noir or Peter just force the cage open?" Gwen asked.

"Theoretically, yes," Peter dipped his head, "but we're trying to be *quiet*."

"It wouldn't be *that* loud."

Peni let the outer conversation fade into the background, and began her own inner one. Reaching out to SP//dr with her mind, she prodded their consciousness.

*Hey, we've hit a pretty big speed bump. Can you help?*

SP//dr reached back with an inquisitive tap. *Depends, what did you do?*

Peni resisted the urge to roll her eyes or snap back that it wasn't her fault, instead settling for sending back a pulse of annoyance, along with the memory of the card failing to work.

*Well, that's certainly a problem.*

*I know that. Can you fix it?*



*We're almost to the control room. I can manually unlock the cages from there.*

Peni breathed a sigh of relief. *Thank you.*

"Uh, are you okay, Peni?"

She blinked and looked around. Everyone was staring at her.

"Sorry!" Peni laughed nervously. "I was just checking in on SP//dr."

"Oh, that's a relief," Ham exclaimed, "We thought you were going crazy."

"No, we didn't," Gwen bit back, "that was just you."

"Are they going to help us out?" Peter asked

"Yep! Once SP//dr gets to the control room, they'll unlock the cages for there."

"Hey, some good news!" Peter bumped his shoulder against hers, smiling reassuringly.

"Let's just hope no one decides to check in on us," Noir commented, as always, expecting the worst.

"Don't jinx it, buddy." Ham warned, all too familiar with the comedic timing of a loony tunes universe. "In my dimension, when someone says 'this can't possibly get any worse', the situation is legally obligated to get worse."



"I'm pretty sure all dimensions work that way," Gwen countered.

"It works like that in mine," Noir agreed, "but there's no need to vocalize it, it happens no matter what magic words you say."

There was a tickling at the back of Peni's mind, right before SP//dr's voice chimed in again.

*There we go, the cages should open now. I couldn't find a way to unlock them individually, so I just unlocked everything on the first floor.*

*That shouldn't be a problem,* Peni assured them, sending over a wave of thankfulness.

Peni cleared her throat to get the other's attention from their current conversation. "Try the doors now. SP//dr says they're unlocked now."

Gwen made the first move, butting her head against the door. It swung open with little resistance.

"Nice!" She exclaimed as Ham followed suit.

Peni turned to Noir, who had taken watch at the door.

"Is it clear?" She asked.

"For now," he answered.



"Good, then let's hurry." She slipped past him, and darted into the hallway. She paused for a moment to make sure everyone was following before taking off. Hopefully they wouldn't encounter anyone else on the way to the exit. With how large some of the members of the group were, they had little chance to sneaking past any of the staff.

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"Slow down!" Ham panted, "I've got little legs, y'know!"

"I'm sorry, Ham, but we're already going as slow as I dare to. You're just going to have to find a way to keep up!" Peni called back. She hated having to be so callous, but fear of being caught twisted in her gut and mind, leaving her with only one priority. Get out.

Gwen started to slow down, until she had stopped entirely, her head high in the air. The few feathers she had were flattened as far as they could against her body.

"What's wrong?" Ham asked.

"My spider-sense just went off. Something big is coming." Gwen shivered.

The other three dragons stopped upon hearing that, turning back around.

"Can you tell where it's coming from?" Peni asked, shuffling her feet anxiously.

Gwen thought for a moment, trying to ignore the eyes boring into her.

She pointed behind them with a clawed hand. "That way."



"That's good," Peni sighed, "we just have speed up and hope that whatever it is doesn't catch up with us."

"Faster? Are you trying to kill me, kid?" Ham groaned, his words falling on deaf ears as she promptly, if unintentionally left him in her dust.

His wings sagged a bit at the prospect of running even more.

"Come on," a large wing prodded him, and Ham looked up to see Noir watching him expectantly. His wing was unfurled to create a ramp. The offer was clear.

"Are you sure?"

"Sure." Noir shrugged, "I won't notice the extra weight, anyway."

Ham gratefully climbed up his wing, careful to not scratch the membrane. He had hardly settled between Noir's shoulders when he started moving again. He barely had to do more than a trot to catch up with the group.

Ham was instantly jealous.

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"Just about done?" Miles asked, front arms full with their webshooters and suits.

*"Almost," SP//dr answered, "I'm deleting the last of the backup files, and the backup files for the backup files. Why don't you check to see if the hallway is clear?"*

"Alright." It wasn't like there was anything else he needed to do.



Miles dropped the stuff on the ground next to where the security guard lay knocked out and poked his head out into the hall. Almost instantly, his spider-sense buzzed warningly at him and he recoiled just in time to avoid being spotted by... *something*.

Much slower this time, Miles pushed the door open a crack. Behind him, he was distantly aware of SP//dr talking to him.

*"What's wrong, Miles?"*

He had no idea how to describe it. Down near the end of the hallway was a creature snuffling at the floor. It was horrifying to look at, and yet he couldn't take his eyes off of it.

It had too many legs in all the wrong places. It's mouth was an underbite full of exposed crooked teeth that, judging by the old and fresh wounds on it's gums, cut into it whenever it ate. There were no lips to hide them. It's flat nose looked to be pulled from its face and then left that way.

*"Ugh, what is that?"* SP//dr's disgust was evident, even though they couldn't make the face. *"It's like a goblin shark, a pig, and a centipede had a kid, and then that kid got hit by a truck and preformed on by a surgeon that had amnesia."*

"It must be one of Doc Ock's experiments." Patches of Miles' scales tried to go invisible. "How did it get out?"

*"That... might be my fault."* SP//dr admitted quietly. *"When I unlocked the cages, it took too long to unlock them individually so I unlocked everything on the first floor."*

They caught the strange look Miles was making.

*"Hey, don't look at me like that! It seemed like a good idea at the time!"*



"Mhm," Miles hummed, "I wonder how many others Doc Ock created."

*"At least one of them is smart enough to figure out doors."*

"Oh God, is this going to be like that one scene from Jurassic Park?"

*"Jurassic Park?"*

"Please tell me you guys have Jurassic Park in the future," Miles looked down, aghast.

*"Never heard of it."*

"I don't even know you," Miles declared, horrified.

His spider-sense went off again, this time more urgently. He glanced up and nearly dropped dead with a heart attack then and there.

The creature must have heard the whispered conversation, because it was staring into his soul through the crack in the door.

Miles flinched, leapt backward, and then cursed, putting a hand to his chest as he willed his heart to slow. The door slammed shut in the process, but the creature hadn't seemed to react from what he could hear through the door.

"What do we do?" Miles hissed to SP//dr. They shrugged.

*"Hope it's friendly and walk around it?"*



"My spider-sense went off, how could it possibly be friendly?"

*"Your spider-sense doesn't go off at just danger. Remember when you first met all of us?"*

"Alright, I'll go around it. But the second it looks like it'll charge, I'm going straight for the ceiling." Miles grumbled.

*"That's the spirit!"* They chirped cheerfully, climbing up his leg to settle on his head.

He gathered up their gear again and pushed the door open. As expected, the creature was still there.

"Hey there, buddy..." Miles inched his way around the thing. He was bigger than it, but only slightly. His spider-sense buzzed warningly in the background.

The thing just stared at him.

"Maybe it doesn't eat meat?" Miles looked up to where SP//dr was perched on his forehead.

*"Maybe."*

"Hey!" Miles jumped at the sudden voice, and whirled around to see two men on the opposite end of the hallway from where the creature came from. "What are those two doing out?!"

The shorter man with dark hair was pointed accusingly at them, as if he could scare them into surrendering. Miles remembered him. He was the one to draw out painful experiments way longer than he needed too, often keeping them up all night in the lab.



The other man was also familiar.

Miles had only seen him once before, and that was the morning after he had hatched.

*What was his name again? Gary? Greg? I've changed a lot since he last saw me.*

Greg, or Gary, or whatever his name was took a step back as soon as Miles' eyes landed on him.

*Oh yeah. He thinks I'm a cunning murder lizard.*

There was a whirlwind of movement beside him and he jumped to the side on reflex.

Charging past him, the creature eyes only for the men that stood in their way. It leapt for the shorter man first, latching it's jaw around his arm.

Miles froze. *Looks like we're not the only ones who hold a grudge against our prison guards.* He thought grimly.

It was because of this grudge that Miles heavily considered walking the other way. Let the creature rip apart the ones who had taken away everything from him.

On the other hand, he didn't want anyone to die. He took on the role of Spiderman to save people who needed help, and just because he had changed didn't mean his ideals did. He was more than the monster he had become.

Miles sighed, bared his teeth, and threw himself at the creature.



Apparently I've been spelling SP//dr wrong. It's SP//dr not Sp//dr. Whoops. Working on fixing that all now.



# Chapter 8

## Chapter Notes

See the end of the chapter for [notes](#)

He dug his claws into the creature's back, hauling it away from the man. It shrieked in protest, thrashing in his grip. Several of its misplaced legs kicked at him, and one of them connected painfully with his jaw.

Miles hissed, snapping at the offending limb and biting down on it hard.

It squealed, and rolled in an attempt to throw Miles off. The wind was knocked out of his lungs at the sudden bodyslam into the floor.

He was dazed for half a second, but that was enough time for the creature to fight back. It twisted out of his grip and latched its teeth around the base of his long neck.

Panic seized Miles and he kicked out with his hind legs, leaving deep gouges along the thing's belly. His wings flapped, beating the creature over its head.

It let go of his neck and shrieked shrilly. With snake-like reflexes, Miles' head shot forward and his teeth latched in the meat of its shoulder. It would take a minute for the venom to affect the thing, so he coiled himself around creature the best he could, holding in place as it struggled.

Miles risked a glance up, and saw Gary-or-Greg-or-Whatever kneeling next to his injured coworker, his labcoat ripped off and held it around his arm in an attempt to stop the bleeding. He was keeping an nervous eye on the two battling mutants.

Slowly, the creature went lax in his grip. It was dead, or at least dying. Gently, Miles laid it down on the floor, wishing things hadn't come to this.

"SP//dr?" Miles called out, trying to ignore Greg/Gary's flinch at the sudden noise. He'd forgotten that Peni's partner had been on him when he had instigated the fight.

*"Up here!"*

Miles looked up, and SP//dr was dangling from the ceiling, and they quickly descended.

"What should we do about them?" He nodded to the men.

*"We have to leave them."* They touched down on the wrist of his wing. *"Peni and the others have almost made it to the exit."*

Miles nodded, but couldn't bring himself to leave just yet.

He took a step toward them, clearly telegraphing his movements. Now that he was a bit closer, he could see on his name tag that he was indeed Greg. Dr. Greg Rigby.



Greg watched Miles creep closer, eyes wide with panic. Still, he didn't try to run, and stood his ground to protect his coworker. Either he was incredibly brave, or incredibly stupid.

Miles tried his best to ignore the urge to lash his tail from nerves, as the crack of the whip-like end in the air would only make things worse.

A couple more steps forward, and Miles was close enough that Greg could pat his head if he dared to.

Finally, Greg had the sense to back away from the giant mutant snake dragon spider.

Miles bowed his head and peeled away the makeshift bandage, wincing slightly at what he saw underneath. Blood poured steadily from the gouges in his arm, making it difficult to tell for sure how deep the wounds were. Flicking out his tongue, he could taste Greg and the barely conscious man's fear. He decided to keep it tightly behind his lips. It was very distracting.

The only way he could think to help was with his web shooters. But did he dare reveal their higher thinking? He wanted the scientists to think they were simple animals for as long as possible, but after their escape, their secret was as good as out.

Mind made, Miles fiddled with one of the dropped webshooters, and shot a thick wad of webbing at the man's arm, easily covering the entire wound. Almost immediately, the blood tried to seep between the threads, but another coating of webs sealed it in tight.

There was still internal bleeding to deal with, but at least he'd survive until someone more capable finally came.

Greg just stared at him in amazement. "You really are a smart lizard." He eventually said. "It's strange to think that the last time I saw you, I could hold you in one hand."

The corners of his lips tried to pull upward into a grin at the memory, and Miles had to fight it down. None of the scientists could know how much human was still in him.

He settled with a slow blink of acknowledgement, and turned to leave.

"I don't know if you can understand me, but watch out for the western side of the building. That's where we keep the other living experiments."

This would be excellent advice, if Miles knew which side was the west side.

*I'm just going to keep going and hope I'm not heading that way.*

Miles scooped up their equipment, throwing the suits over his shoulders and keeping the webshooters in one of his second paws.

Glancing back one last time, Miles saw that Greg was already contacting somebody for help. The injured man was still unconscious, but looked a bit better than he had before.

"Do you think I did the right thing?" Miles whispered.



*"Any of us would have done the same."* SP//dr assured him. *But I deeply hope that Greg isn't like the others.*

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"I don't like this," Gwen shuffled her wings. They had been waiting at the exit for at least five minutes now. "Miles is taking too long. Whatever set off my spider-sense is still out there. Can you check in on them, Peni?"

Peni shrugged. "Okay. But they're probably still going to be deleting files like the last time you asked."

Peni went silent, getting a far off look for a couple of moments before her face slowly twisted into shock.

"What's wrong?!" Gwen demanded.

"They found a loose mutant!"

There were several exclamations of shock throughout the group.

"But I thought we were the only ones." Gwen said.

"That makes sense, actually." Peter argued. "They must have done a lot of research on animal mutation before they decided to mutate us."

"I wonder how many mutants they have," Noir rumbled, using the thumb of his wing to scratch his neck.

"Do you think the mutant was what is making my spider-sense go off?" Gwen asked.

"Depends. Is it still going off?"

"Yes."

"Then no. Miles already killed the mutant they came across." Peni confirmed.

"*Miles* killed it? I can't imagine him squashing a fly." Peter shook his head.

"Maybe it didn't give him a choice." Noir said.

"Uh, guys, I think you're missing the point here." Ham finally interjected. "If that mutant is dead, that means there's something else on the loose."

There was a very heavy pause.

"Well, whatever it is, we can deal with it. We're spider-people, for goodness's sake!" Peter gave his wings a shallow flap.

"Right," Gwen bobbed her head, "and we're mutants, too! We're probably the most terrifying things in here!"



Anxiety and worry still ran high, but those words brought them just that bit more confidence.

"Look alive, fellas," Noir tilted his head toward the other end of the hallway. Everyone turned to see a floating pile of suits and webshooters approaching rapidly.

"Sorry for making you guys wait." Miles flickered into view. "But I have a really good reason!"

"Peni already told us," Peter said quickly, taking the load off of Miles' hands. SP//dr took the pause in running to switch to Peni, who looked relieved to be reunited.

"Everyone here?" Gwen asked.

They each looked around and checked, even though they knew the answer. They would never forgive themselves if they left someone behind.

After a quick head count, Peter shoved the door open and held it there.

"Quickly!" Peter urged.

One at a time, they all slipped out, with Peter taking the rear.

The second they were out, Peter let the door shut behind them and they started running. They had no ideas how long it would take before their absence was noticed, and they wanted to put as much space between them and that hellish facility.

Noir helpfully carried Peni and Ham on his back, his large paws covering much more ground than they would have on their own.

The other three didn't need any help, as they hadn't been screwed over by the mutation. Gwen easily led the pack with her powerful, raptor-like body, and wasn't restrained to six legs like the others (or eight, in Peni's case).

It was as exhilarating as it was terrifying. The chilly autumn air nipped at their skin and filled their lungs with the scents of the forest. Their claws dug into the cool, damp soil and the fallen leaves, which clung to their claws when pierced, like when you rake and the leaves get stuck on the metal prongs.

Miles in particular was blown away by how much he could smell now, even when whipping past everything. He wasn't even flicking out his tongue, and he could taste the leaves decaying, and beneath that, the earthworms that were starting to go dormant.

"Don't go getting tired on us, Miles," Noir rumbled on his right. The traitor wasn't even panting.

Miles blinked, realizing he'd fallen behind a couple paces.

"As if," Miles boasted, pushing forward to regain lost ground, but he was starting to get a stitch in his ribs. The time in the cages made him weak; he was getting tired after only twenty minutes of running.



Noir fixed him with a knowing look, but didn't say anything. The guy was the definition of tall, dark, and mysterious. Miles had no idea what he was thinking. When he wanted to, he could be very expressive. But when he wasn't talking, he fell into detective mode, stone faced and quiet as he observed.

Miles grew uncomfortable, and decided to speed up to the front.

"How much longer do you think we're going to run?" Gwen was asking Peter.

"Until we collapse, or the sun sets. We should be in the clear then." He answered.

"Ugh, I wish we could fly," Miles sighed, stretching out his wings and giving a few experimental flaps. They caught and scooped the air like they were designed to, but not nearly enough to lift him off the ground. Having them unfolded when running made running fast difficult, so he retucked them against his sides to make himself more aerodynamic.

"I'm sure we'll have time to learn later." Gwen said. She would have a much harder time, as she had two pairs of wings.

"Would it even be physically possible?" Peni asked, "The only one I can logically see flying is Ham. The rest of you are too big."

"I can't help feeling like you just called me small, kid."

"We can hope," Gwen argued, "most of our powers don't make sense anyways. Like how Miles can turn his suit invisible, but not things he's holding."

"Huh, I never realized how strange that is." Miles tilted his head. Gwen found it rather cute. Not *cute* cute, she argued with herself. Cute as in *cute like a puppy* cute. Yep. That was all there was to it. One hundred percent, definitely.

With nothing else left to say (read: nothing left that was mentally light enough for them to handle at the moment) the group fell into a companionable silence.

This was the first time in half a year that they were together, uncaged. They were going to enjoy it, even if they were currently sick with fear that they were being followed.

Fat, chilly raindrops started to fall, as dark grey clouds blanketed the sky and wind rattled the trees.

Still, they pushed on, ignoring the sluggishness of their limbs and the biting chill that was clawing its way through their scales.

What finally made them stop was a heavy thump behind them. Peter, Gwen, and Miles all turned to see Noir laying in a wet pile of leaves, gritting his teeth slightly.

Peni and Ham immediately hopped off his back, looking concerned. Peni tried to help him back up, while Ham looked him over for injuries.

"I'm okay," Noir grunted, getting his feet back under him.



"What happened?" Peter peered at him, also scanning for any scratches or bruises. He extended a wing to shield most of them from the rain. Out of all of them, his wings were the largest. His other wing, the right one, held their gear and was tucked close to his body.

"Slipped, that's all," Noir shook, trying to dislodge the leaves that clung to his belly and legs.

"Yeah, who knew that running full speed on slippery leaves while it rained was a bad idea." Ham jabbed, helping to pick the leaves off. A huge gust of wind whipped past them and lifted him off his feet. He snapped open his wings, gliding for a few seconds before he came crashing back down.

"Ow..." He groaned.

"Two falls in the span of thirty seconds. That must be a record!" Miles laughed.

"Are we really going to ignore that I *flew* for a moment?" Ham asked incredulously.

"Did you though?" Gwen smirked.

"I'd say it was close enough," Peni chimed in. Her ears twitched. "Well what would you know, you're a spider!"

Miles was about to ask who she was talking to, but she beat him to it.

"Sorry, SP//dr is making some smart comments into my ear." Peni shrugged.

Leaning forward, Miles could see that this was true. SP//dr was literally in her ear.

"Is it comfortable in there?" Miles asked.

"*It's warm!*" SP//dr chirped.

Miles brushed his wing against her side. She was significantly warmer than he thought she'd be.

"Woah, you're right!" He draped his entire wing over her back, resting his head of her shoulders. She was so incredibly warm, like the heat lamp he had the first month after hatching. He didn't care that her fur was dripping wet, he just wanted to curl up around her until the cold went away.

"I'm not that warm!" Peni laughed, leaning back against him. He needed the body heat that he couldn't produce as well as she could, and she was more than happy to lend it. "I've got crazy goosebumps!"

"Still warm," Miles mumbled, snuggling even closer.

Peni smiled fondly. She knew exactly why Miles was acting like such a warmth leech. During their time in the cages, she sent SP//dr to hack into their files so she could learn as much as she could about their new bodies. Most of the genetics that went into creating Miles (and the others) current form were cold-blooded creatures. They produced some body heat, but in



extreme drops and raises of temperature, it was difficult for them to regulate their internal temperature.

So unlike reptiles, they didn't shut down when it got too cold, but they did get sluggish and tired.

Peni's DNA combination was completely different. She was composed mostly of mammals and other warm-blooded creatures.

Peni had no idea why Doc Ock made that choice. Perhaps she had gotten bored of reptiles? Or maybe her futuristic DNA was incapable? There *were* over a thousand years between her time and the other spider people's.

"Alright, cuddle bug, give her some space," Gwen rolled her eyes and smiled, but the corners of it seemed a bit too tight.

"As adorable as that was, Gwen's right." Peter reluctantly agreed, "We have to keep moving. The tree line is close. We can figure out where we're going from there."

"Why don't we just take the bus back to the city? There'll be plenty of places to hide there." Gwen asked. "We took the bus to get to the super collider, and no one really cared even though we were fully suited up."

"That's a dangerous game to play," Peter warned, "you honestly think no one on the bus will call the police?"

"It's late, and not many people come out here. The bus will be nearly empty. The worst that will happen is gawking and pictures. And Doc Ock will already know we're gone long before those pictures are posted."

Peter still didn't look convinced. He looked to Noir for his opinion.

"Seems solid," Noir agreed, "and I wouldn't mind a rest from the rain and cold in a heated bus."

At the word 'heated' nearly all doubts evaporated. They were all eager to melt the ice from their veins.

Peter looked around. The vote was clearly unanimous.

He shook off his wing and refolded it. "This way, then."

\*\*\*

To their surprise, the bus driver took having six giant murder lizards on his bus pretty well. He did keep a nervous eye on them for most of the trip, but who could blame him? He handled the situation like a champ, and didn't even make them pay.

Not that they would have been able to.



Most of them draped themselves over the soft seats. Noir and Peter, who were too big, settled for sticking to the ceiling and spreading their wings to soak in as much warmth as they could from the bus heaters.

Entirely too soon, the bus came to a stop at the edge of the city. Reluctantly, they exited the bus and watched as it took off a bit faster than usual.

Peter sighed and gave himself a shake. It didn't help much, as the rain falling just replaced the water that had been shaken off.

"Shall we find a nice rooftop to fall asleep on?" He asked to no one in particular.

Miles grimaced. Trying to sleep on a concrete roof while freezing rain pelted them all night did not sound very fun.

"Okay, seeing a lot of unhappy faces here. Anyone have a better idea?"

Peni blinked. "How about May? She always says we're welcome whenever."

"Oh no, May!" Miles gasped, "She must be worried sick about us!"

Gwen winced. "Is it bad that I completely forgot about her?"

"Not at all," Noir put a paw on her shoulder. "You've been focused on more important things. No one in their right mind would blame you for that."

Gwen smiled at that.

"C'mon, I know the best way to get there without being spotted," Miles began to lead them.

\*\*\*

"I feel like we're breaking and entering."

"It's not breaking and entering if it's your family's property!"

"That can't be right."

"It is, I was there when the law was written!"

"Well I know for sure that that's a lie."

"Miles, Ham, shut up!" Gwen hissed. "Sneaking around is pointless if you're going to wake up the neighborhood anyway!"

They climbed over the fence and into May's backyard. There was little shelter from rain besides the tree and the shed, and Noir would definitely have trouble fitting in the shed door.



"I'll see if she's awake," Miles announced, camouflaging himself and climbing up the side of the house to look through all the windows. Less than a minute passed, and he popped back into the visual spectrum in front of them.

"She's asleep,"

"That's understandable, it *is* past my bedtime that I ignore." Peni missed the slightly concerned looks the adults threw her way.

"We'll just have to make do in the backyard. We can see her in the morning." Gwen shook the rain from her feathers and leapt into tree, looking very much like an overgrown, scaly swan.

Peni raised an eyebrow.

"The ground is wet and cold. I'd rather not sleep on it." Gwen defended.

"Aren't you scared of falling?" Miles asked.

"One of the powers I got when the spider bit me was superhuman equilibrium. I can balance on literally anything, in any position imaginable," Gwen explained with a laugh, "so no, I'm not too worried."

Miles tilted his head, examining Gwen. True to her word, she was perfectly still and balanced on the branch she perched on.

"Okay," Miles nodded, "but I'm sleeping beneath you in case you fall out. The wind is still pretty strong."

"If that's what makes you happy," Gwen shrugged.

"Miles is bottoming? That's a surprise to absolutely no one," Ham laughed. Peni punched him lightly in the shoulder.

"Shut up, man," Miles went partially invisible, very flustered. Gwen smirked, though she also was a little embarrassed.

Noir, who was not all that interested in teasing, wandered off to find a suitable spot in the grass and flopped down. Peni nosed under his giant wing, curling up close to his side. She was completely shielded from the rain, which drummed against the membrane above her. SP//dr curled up where her neck met her mane. She exhaled softly and nestled closer, letting her eyes shut as she drifted off to the sound of rain and Noir's heartbeat.

\*\*\*

Noir froze when Peni had chosen him as her sleeping buddy. He had no idea why she was so drawn to him, but after he helped her when her robot was destroyed, she followed him like a lost puppy. He knew that he should have pushed her away by now, because everyone around him only got hurt, but he couldn't bring himself to let her down.



So for now, he'd treasure their time together and protect her the best he could.

Noir remained lost in these thoughts for quite awhile, and gradually everyone around him fell asleep. Gwen perched perfectly balanced, even in her sleep. Miles, true to his word, lay under the tree and ready to be used as a scaly cushion. Peter, always the worried mother hen, slept only a few feet from Miles. And Ham-

Where *was* Ham?

Noir felt a small spark of panic and scanned the back yard. His eyes fell on his small, shivering, soaked form. He lay away from everyone else.

Noir frowned. None of them should be alone. After what they'd been through, he'd fight tooth and nail for them to stay together.

"Hey, Porker," he called out softly. Ham turned to look at him, surprised. Noir lifted his other wing (the one without Peni).

"You really need to cut down on this 'chivalrous man offering me your arm' act before I accidentally fall in love with you." Ham complained.

Noir knitted his eyebrows in confusion. Was he rejecting the offer? He began to lower his wing.

"Wait! I was just- nevermind," he shook his head, hurrying to hunker down under the wing before Noir changed his mind.

Instantly it was like he was in another world. It was cozy, dark, and mostly dry. The only thing that could have been improved was if it was warmer, but it was still a billion times better than the outside.

Once Noir had settled back down, his deep, gusty inhale and exhales wove between the patter of rain and the howling wind.

Ham soon found himself drift off as well, and when he dreamt that night, it was in not in color, but in black and white and all the shades of grey in between.

## Chapter End Notes

Noir is secretly a cuddle bug, everyone flocks to him for naptime. Noir himself is not aware of this fact and is deeply confused.

Also I do have art of their dragon forms! I'm working on getting full, colored in references for all of them but have only completed Peni, but if you (lovingly) bully me enough I might get the motivation to finish them lol.



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# Chapter 9

## Chapter Notes

A short chapter, but I think y'all will enjoy nonetheless. This has been sitting in my notes app (where I do all my writing because it's on my phone and convenient when I get random motivation somewhere without my computer) for a long time, so try to ignore the worse than usual quality and weird wording. I've gotten better since I write this several months ago. I think we were on chapter 5 when I wrote it actually!

May Parker prided herself in having excellent health for a woman her age, thank you very much. But when she looked out her window that morning to see a small hoard of artificially created killing machines slumbering in her backyard, May was absolutely sure that she was going to drop dead from a heart attack then and there.

She reeled back with a soft gasp, clutching at the wall in an attempt to grab something, anything, that would ground her and assure her that she wasn't dreaming. All through this fumble, her eyes were glued to the sleeping creatures, motionless except for the gentle rise and fall of their chests. Large, leathery wings shielded their scaly bodies from the onslaught of raindrops that had begun to lessen since the storm last night.

Their faces were hidden under their wings, but as she noted this, the black and red one shifted, talons flexing in the grass and fallen leaves. A snake-like head revealed itself, snorting at the cool raindrops that assaulted its nose, and large, white eyes blinked blearily. Eyes that May was extremely familiar with.

"Miles?"

\*\*\*

Spider-Ham awoke to the soothing patter of rain, and a strange rumble.

Did one of us have a secret pet motorcycle that they didn't tell the rest about? He mused, in the way only a sleep-drunk person can.

He opened his eyes and was greeted with a cocoon of greys. Noir's face was alarmingly close to his own, nostrils flared and exhaling warm air on him. Gross.

But hey, at least now he knew what that rumbling was coming from.

Noir was purring.

It was as if the thunderstorm from last night was trapped in his chest and throat, Ham's bones rattling with the intensity of it. It was adorable, actually. The intimidating monochrome man



reduced to a purring kitten.

Ham would have loved to bask in the delightful sound for the rest of his life, sagging against Noir's side, but the creak of May's back door opening had Noir's off white eyes snapping open in a split second, the purr cut short. It was a necessary reaction that they all had ingrained in them after being awoken too many times to gloved hands that smelled of nothing but harsh antiseptic reaching at them. Nobody should smell like that, they agreed.

Noir didn't seem to mind that Ham was pressed up against him, just glancing at him before peering outside of the umbrella of his wing. The spikes that surrounded his neck and throat raised up in the way a dog's hackles would raise, but they settled quickly.

Ham crept forward to look outside his cover, and was nearly distracted by the sight of fresh, glistening raindrops rolling down Noir's scales.

Need some water for that thirst? He chastised himself.

Around them, the rest of their little gang were awakening from the best sleep they had had in months (which was sad, really, because they had been out in the cold and rain all night), and staring apprehensively in the direction of the sound.

"It's May!" Peni crowed happily, having nosed her way out from under Noir's other wing. She looked about ready to launch herself at Aunt May, but Noir had curled his tail around her protectively, mindful of the spikes that covered the last third of it. "What's wrong?" Sp//Dr chittered their own question as well, clinging to end of her curling horns.

"She might not recognize us," Noir warned gently, probably to avoid startling May. He heaved himself to his feet, in the way a T-Rex or some other huge reptile might as they fought against gravity to simply *exist*. He was a sight to behold, a graceful leviathan.

"Oh," Peni looked down, to the grass that tickled her many paws. The thought squeezed her heart in a claw-like vice. The fur along the ridge of her neck was soaked and plastered against her scales, solidifying her morose mood. Ham wanted nothing more than to comfort her.

But then, Aunt May stepped out from the shelter of her house, into the rain. "Are you-" She impatiently pushed her own, now wet, hair out from her face. "Is this why I haven't heard from you guys?"

\*\*\*

May almost couldn't believe her eyes, but she knew in her heart that it was really them. Half a year of radio silence, and suddenly they were in her backyard, now.... lizards? Dragons?

The one that she was absolutely sure was Miles lowered his head, hesitantly approaching, as if he thought she'd bolt. She felt her heart break.

What had happened to the bold, brave teen she knew?

"Oh, you poor thing." May quickly crossed the rest of the distance with none of his hesitation, and cupped his face in her hands, lifting it up to look him in the eyes. "What



happened to you?" She looked around at the others. "What happened to all of you?"

Miles warbled sadly, nuzzling his face against her hand. Oh, how he had dearly missed this kind of soft and affectionate contact. His round, dark scales that should have been glossy and smooth to the touch were instead cloudy and rough from months of neglect. She quickly found herself surrounded by touch-and-affection starved murder lizards, crooning and gently nuzzling into her hair, shins, arms, wherever they could get an iota of warmth. She was a beacon of light in the middle of an endless sea of darkness and suffering.

The rain finally died off, making way for the sun.



# Chapter 10

## Chapter Notes

See the end of the chapter for [notes](#)

"You guys are freezing! Hurry, get inside!" May ushered them into her house despite their obvious protests. When Noir and Peter hesitated at the door, she doubled down. "You've already broken my house before. I can handle a cracked doorframe."

With a lot of struggling, pushing, and wiggling, they found themselves in May's living room. Miles wasted no time and rolled around on the carpet in an attempt to get dry.

May sighed. "I'll get towels." She took the web shooters and suits with her to dry them out. Miles got up to follow her, but she dismissed him.

"I'll be right back," she reassured him, "I don't want you getting the rest of my house wet." She laughed lightly.

Miles made a face, but listened and stayed put as she left.

"I can't even begin to imagine what kind of crazy questions are going through her head right now," Ham commented.

"She's not the only one," Miles said, not taking his eyes off the stairs that May disappeared up. "I want to know how the city is doing without me for half a year, and if my parents are still looking for me."

"Of course they are, Miles!" Gwen said, "They love you."

"I know that!" Miles said, "but they had to have lost hope eventually. They probably think I'm *dead*. And I can't even tell them that I'm alive because I'm a giant lizard!"



"May recognized us, didn't she?" Gwen asked rhetorically.

"Well, yeah, but-"

"They're your parents, Miles. And no matter what form you take now, you're still their son."

Miles stared at her. Then, in the most timid voice she'd ever heard him use, he asked, "Could I have a hug?"

"Oh, Miles," Gwen's heart broke. She wrapped her feathered arms around his neck, and held him tight when she felt him trembling. He draped his long neck across her shoulders and sighed, letting the tension fall from his muscles. He sat on his hind legs, his tail lying on the ground like a dropped piece of ribbon.

"Room for one more?" Peter asked.

"Excuse me, you mean two," Ham glared.

"Make that three!" Peni chirped.

Miles nodded, and was promptly dog piled. Carefully. With love.

May began the descent back down and smiled softly when she saw them. She really didn't want to interrupt their moment, but her carpet was going to suffer if any more water dripped on it.

"I've got towels," May announced. The group hug split up, and she started handing them out. Peni and Gwen could dry themselves off, but the others needed her help.



May started with Noir, who was the biggest threat to her carpet. He sat in the corner, stooped over awkwardly so his horns wouldn't scrape the ceiling.

Fifteen minutes and several now damp towels later, Noir was mostly dry. The spikes were the hardest part. They were layered together and had to be lifted individually so she could get under them.

Ham was a walk in the park, except for all the squirming. His defense was that he was ticklish.

Peter only let her dry a couple feet of his neck before he protested and insisted he did it himself.

Miles simply basked happily in the attention. It felt amazing to have his scales buffed by the soft towel until they were dry and smooth.

He was roughly yanked out of this trance when May ran the towel over the bite on his neck, sending a jolt of pain to the area.

Miles barely held back a reaction, but unfortunately the towel aggravated the wound, making it bleed again.

It was foolish to hope that May hadn't noticed. "What happened?" She asked softly.

Miles warbled noncommittally, avoiding her eyes.

Peter inhaled, attention immediately drawn by the sharp metallic smell of blood. "Miles, you're bleeding!" He stepped closer, bending down to sniff at the wound. The others watched with concern and interest.



Miles explained sheepishly, "I got a bit roughed up in the fight with the other mutant. I honestly forgot about it, it only just started hurting now."

May glanced back and forth between them, not understanding a thing that was said. "I'll get the first aid kit," she said, putting down the towel.

Miles watched her go.

"We really owe her an explanation," he sighed, then turned to Peni. "Any idea how we can break the language barrier?"

"We're limited by our vocal cords, so I doubt we'd be able to speak English outside of a few words. Even then, they would sound weird." Peni explained. "I suppose we could scrape by with typing and writing, but I'm pretty sure I'm the only one with dexterous enough hands to do that."

"And that doesn't seem very useful in the heat of a battle," Gwen added, "or any other instances where we'd be pressed for time, but I guess it's the best option we've got for now."

May returned with a first aid kit. She quickly got to work, wiping away the blood and spraying the wound with antiseptic.

Miles' nose twitched at the smell. It was exactly like the stuff used in the labs.

May finished with gauze and medical tape, making sure it was secure. "There," she patted him, and used the sturdy wrist of his wing to pull herself back to her feet. "Anything else?"

Miles thought for a moment, then shook his head. His jaw still hurt from where the mutant kicked him, but with his enhanced regeneration, the bruise would be gone by the next day.



"Good," she began to pack up the kit, but Peni interrupted by bumping her muzzle against May's shoulder.

"Hm?" She asked.

Peni brought her first pair of forelegs forward, raising them up to mime something.

"Tapping?" May mused, puzzled. Peni shook her head patiently and resumed the action. "Are you typing?"

Peni nodded excitedly.

"You want to type something?" May asked.

Peni chirped in affirmation.

"I'll take that as a yes. Give me a minute to find my laptop." May left yet again, quickly returning with a silver laptop tucked under arm.

May sat down on her couch, setting it on the coffee table and unfolding it before quickly typing in the password. She opened up a writing app and motioned for Peni to approach.

"There you go," May moved so Peni could take her spot on the couch.

Peni hesitated for a moment, fingers hovering above the keys as she thought about what to say and how to start.

Sensing this, May stood. "I'm going to make breakfast. What do you guys eat?"



That was a much easier question to answer. Peni quickly got to typing, and then turned it to face Aunt May.

**Me: fruits, vegetables, insects**

**Miles: meat, eggs**

**Gwen: meat**

**Peter: meat, fish**

**Ham: meat**

**Noir: meat**

May made an odd face. "I'm not sure I have enough meat to feed you all, but I'll check the fridge and deep freezer. I can go shopping later for more."

May went into the kitchen, and the dragons turned back to the laptop. Peni created a new file to write in, figuring May might want to look back on what they ate later.

"How do I even begin to explain what happened?" Peni asked to no one in particular.

"At the beginning seems like a safe bet. Start with how we got kidnapped." Peter advised. SP//dr nodded in agreement from their spot on the top of the screen.

"Right," Peni nodded. She began to type, uncertain at first, but soon the words came spilling out like a burst dam, her fingers a blur on the keyboard.

\*\*\*

For the first five-ish minutes of this, they all paid rapt attention, occasionally butting in to correct or add a detail that Peni misremembered, but gradually some of them lost interest,



wandering off to let her type in peace.

Miles went to the kitchen to watch May prepare breakfast. Peter sprawled across the carpet to catch up on missed sleep. Noir kept watch at the front door, so the others could relax. Gwen was grooming the feathers that got scruffed up by the towel. And Ham was successfully sneaking to the back door.

Ham knew he looked suspicious, but his motives were completely innocent. Where else was he supposed to practice flying with no one to judge him when he crash landed over and over again?

Ham stepped onto the cold, wet grass, immediately being bathed in the fine drizzle of rain. He sniffed the air, the rain would probably be done within an hour. For now, though, it was perfect to mask the sound of wingbeats and painful landings.

He made a beeline for the tree, figuring that would be the best way to practice. He climbed up the trunk and along the lowest branch.

Uncertainly, he spread his wings, feeling the breeze catch the membrane and flow over it.

Then, gripping the branch tightly, he flapped once, twice, and then three times, getting a feel for how they worked before he took the plunge.

It didn't feel like it was going to give him lift, so he flapped harder and harder until his wings were exhausted. Gravity didn't lessen its effect on him at all.

Ham sighed, letting his wings fall to his sides. "Birds make it look so easy."

There was a creak, and Ham whipped around to see Gwen pushing the door open.



"Ham?" She asked, scanning the backyard until she finally noticed him in the tree. She stepped fully outside, letting the door shut quietly behind her. "What are you doing out here?"

"Practicing my impression of a soggy pigeon." Ham joked. He flicked his tail to rid it of the droplets forming at the tip. "Am I convincing?"

Gwen huffed a laugh. "Very." She approached until she was nearly under him. "Got room up there for one more?"

Ham wordless shuffled down the branch, nearer to the end. The thicker base was more likely to support the white dragon's weight.

Gwen crouched and then leapt, landing perfectly next to the older spider. She took a moment to settle down, and then they fell into a comfortable silence. They took in the cool autumn air that rustled the gold and yellow leaves sheltering them. Gwen is the one to break the silence.

"I was worried when I noticed you had disappeared." Gwen said nonchalantly, but the waver in her voice gave her away.

"Sorry," Ham didn't really know what to say.

"So what brought you out here?" Gwen asked, shuffling her wings. "No offense, but I think you're crazy to go out into the cold willingly."

"I thought that was common knowledge by now." Ham laughed.

Gwen smiled and rolled her eyes. She was clearly still waiting for an answer.

Ham hesitated.



"I-" He didn't know why he was suddenly embarrassed. "I wanted to practice flying."

"You too, huh?" Gwen looked up longingly to the sky. "I know how you feel. We have the keys to a whole new world, but have no idea how to use them. It's frustrating."

"That's why I'm up here." Ham said. "I wanted to learn, but it seems impossible. I hate to say it, but there is a good chance we'll never fly. We're the first of our kind, and there'll probably never be anything like us again. We weren't created through natural selection like everything else with wings. They were just slapped on us."

"That is true," Gwen looked down at him. "But you can try. *We* can try, I mean."

Ham looked puzzled.

Gwen sighed, clarifying, "I'm saying I want to help you. Remember what happened in the forest?"

Ham thought for a moment, and then nodded. "The wind blew me up into the air. What are you getting at with this?"

"I can create wind with my wings. Maybe you'll have some success then."

A thoughtful expression crossed his face. "It's worth a shot," Ham decided, nodding.

Gwen smiled and jumped down, wet leaves dampening the sound. "Stay up there," she commanded, "I need to figure out how this is going to work."

Ham obediently stayed put, watching as she spun around and thought it over. She eventually settled for sitting and leaning back on her tail, all four wings extended.



"Can you feel this?" Gwen asked, beginning to flap up in his direction.

Instantly Ham felt the strong gust of wind, and he let his own wings catch it. It tugged the membrane upward, but not nearly enough for flight.

"Flap harder!" He called down. Gwen picked up the pace, and the effect was immediate.

Ham spread his wings further and flapped. To his elation and surprise, he started to feel lighter.

"I'm going to try jumping!" Ham warned, and after steeling his nerves, he leapt into the air, flapping as hard as he could.

For a second, he felt like he was actually doing it. Then gravity decided to seize him again, and he crashed hard into the ground.

"Ham!" Gwen appeared over him, worried. "Are you okay?"

"Yeah," Ham groaned, pulling himself back up because that's what spider-people always do.

"Alright," Gwen looked back up at the branch. "Wanna try again? Maybe a bit higher this time?"

Ham dusted himself off and climbed the tree again, one branch above the last one. He readied himself and leapt again. The ground rewarded his efforts with a hard, cold slam.

"One more time?" Gwen asked. Ham got up again.



'One more time' turned into two more times, then three, and again and again until they lost count. Ham could feel bruises in places he didn't even know existed, and Gwen was panting from exertion.

"How does the definition of insanity go again?" They whipped around to see Peter sitting just behind the screen door. "Doing the same thing over and over, yet expecting a different result?"

Gwen huffed and rolled her eyes. "Must you always quip?"

"Hey, I'm Spider-Man," Peter started to wiggle through the doorway, "it's kind of in the job description."

"Need help with that?" Gwen smirked.

"No no, I've almost got it," he sounded a bit strained, and finally slipped past the door. He shook himself off. "I should be asking *you* that. It looks like you two have been struggling quite some time. And from what I've seen, I figure you're either trying to win the world record for least graceful diver, or you're trying to fly."

"Don't play smart with me, young whippersnapper." Ham glared.

"What are you talking about? I'm older than you!"

Ham opened his mouth to retort, but Gwen swept her feathered tail over him and covered his head.

"Did you come out here just to make fun of us?" She asked.

"Of course not," Peter furrowed his brow. "I was worried when I couldn't find you guys. But now I'm curious. Clearly whatever you guys are doing isn't working."



"Well, what do you suggest we *do*, wiseguy?" Ham challenged.

"Remember when you guys first got bit?" Peter asked.

The two dragons looked uncertainly at each other. "Yeah," Gwen said slowly. "What does that have to do with anything?"

"Then you'll also remember how you struggled those first couple of weeks, to learn how to swing and fight."

"Where are you going with this?"

"I'm saying that it's going to take time." Peter said gently, "We've never used our wings before. They probably don't have muscles strong enough to lift our scaly asses off the ground."

Gwen opened her jaw, then closed it with an audible *snap*. "That... Actually makes sense."

"So, what?" Ham asked, tilting his head. "How are we going build our wing muscles? Pushups? Burpees?"

Gwen's face scrunched in thought. "Y'know, that might actually work."

"What? I was joking!" Ham was scandalized.

"And I'm serious! If we want to lift ourselves into the sky, we've got to at least be able to push ourselves a couple feet off the ground."



"Right," Peter nodded, "It's been awhile since I last worked out, but I do remember that we'll need to establish a routine. Maybe every night, before dinner?"

"We'll have to talk about it with the others, but I'm sure they'll be happy to join us." Gwen smiled.

"Now hold on!" Ham piped up, "I didn't agree to this!"

"If you want to be a fat, flightless goose your whole life, that's your choice." Gwen shrugged, grinning mischievously.

Ham's tail lashed and he squinted in annoyance. Then, after a couple seconds, he broke.

"Ugh, fine," he groaned, "I'll do it."

Gwen crouched down and patted his head with a clawed hand. "That's the spirit!"

He shook her off, still pouting.

Peter laughed. "Come on," he gestured with a wing. "May's almost done making breakfast."

They all walked inside.

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May was thawing some meat in the oven when they squeezed Peter back in.



"Oh good, you found them," she smiled kindly, "I found some meat in the deep freezer, but it might take awhile to completely thaw. Are you guys fine with it still being a little frozen?"

Peter and Gwen nodded, and Ham just shrugged.

"Good," May turned to the fridge, "Could you send Peni in? No point making her wait when she can eat right now."

Gwen dipped her head and left the kitchen. Peni was still dutifully tapping away at the laptop.

"Hey, Peni," Gwen called, "Aunt May says you can eat."

Peni blinked. "Oh, right! I forgot about that."

She saved her document and got up, holding out a paw for SP//dr to grab onto before following Gwen into the kitchen. May smiled when she saw the Asian dragon.

"There's plenty of fruits and vegetables in the fridge, just take whatever you want."

Peni chirped and flicked her ears in acknowledgement, then pulled the fridge open and rummaged through it. She chose an entire bushel of celery, a couple bell peppers, and an armful of apples. She then shut the door and left for the living room to continue her work, thanking May, who, though she didn't speak the language, still got the gist of what she was saying.

"Where did you guys go, anyway?" Miles, who had been watching May work quietly from the corner, asked.

"They wanted to practice flying," Peter said.



"In the rain?" Miles tilted his head.

"Ask Ham," Peter shrugged.

"Hey, I was working with what I was given," Ham remarked.

There was a very loud beep, and they all jumped.

"Sorry," May walked around them and shut off the oven. "Breakfast is ready. Well, as ready as it'll ever be. Call Noir in for me, would you?"

"No need," Noir called from the other side of the house, his heavy footsteps sending vibrations through the floor as he approached. He stopped at the door, stretching out his neck to peer in.

"Good, you're all here," May pulled a large baking tray out of the oven, and it was filled with all the raw meat that she had in her house. Only the outer layer of meat had been thawed, and they were dripping from melted ice. It wasn't a pretty sight, and the insides were most certainly still frozen solid, but it was better than nothing. They were just grateful that Aunt May was feeding them their strange new diets with barely any notice.

She heaved it onto the counter, and then stepped away. "I'll leave you guys to divvy this up yourselves." She washed her hands quickly in the kitchen sink. "I'm going to head to the store and see if I can buy out their entire butchering department's stock." She grinned mischievously, and left to put on her coat and purse.

Noir stepped out of the way so she could pass, before quickly reclaiming his spot. Though they didn't need to eat every day (the amount of time varied between all of them; Peni, as a warm blooded creature, needed to eat more frequently, while Noir, who had alligator DNA, could go weeks between meals), having a full belly was preferred.



Miles had half a mind to go after Aunt May, but the other half of his mind (the hungry part) forced him to stay where the food was.

That didn't stop him from whining when he heard the door click shut.

"Miles," Peter caught his attention, "you can eat first. You missed dinner yesterday."

He blinked, looking nervously between the four other dragons. "I-I couldn't. You—"

Peter raised a paw, cutting him off. "You didn't get to eat because you busy breaking us out. You may have forgotten that, but we haven't."

Miles still looked like he wanted to protest, but didn't know what to say.

"Don't fight us on this, Miles," Gwen raised a scaly eyebrow and smiled, "we'll win."

Miles huffed in defeat, but his eager and bright eyes gave his hunger away.

Miles approached the tray and, after sniffing at the different cuts available, snagged an entire raw chicken.

He curled up in the corner, gripping it between his front paws to rip off large chunks and swallow them whole.

The others got to sorting out the rest amongst themselves.

The group ate in silence, savoring their first meal on the outside of the facility. It was nowhere near as high end as the stuff they were used to, and the cold of the ice made their



teeth ache, but it filled their insides with a warmth to eat something prepared by someone who loved and cared for them.

They tried valiantly to avoid leaving a mess on the floor, but with their clumsy claws and messy mouths, the kitchen ended up looking like someone had been messing around with a water gun filled with red kool-aid.

Peter and Ham, in unison, immediately called 'not it!' and quickly left the scene of the crime. The two teenagers rolled their eyes at the self-proclaimed 'adults' of the group.

Gwen and Miles bickered over who should clean it up. Miles argued he was responsible for the most of the mess, while Gwen called bullshit. He had metaphorically licked his plate clean. As in, if he has been served with a plate, it would be spotless.

While they were preoccupied, Noir managed to sneak past them with a dark towel and started wiping it up. Upon realizing this, the pair squawked in protest and rushed to help.

Later that day, Aunt May returned home with a car trunk filled with food. The dragons helped her carry it into the kitchen, and they chatted about their day's, falling into an easy, companionable silence after they ran out of things to talk about. Peni also showed Aunt May what she had written, and gradual horror dawned on her face. As soon as she got to the end, she had given them all the tightest hug she could, as if her arms could chase away the pain in their hearts and past.

And when the sun finally set, they all snuck out into the backyard and watched the clouds turn lavender and the sky be painted in peach.

*Perhaps, they all thought, it is possible that life is once again worth living.*



Shout out to my sister, ElegantCrowWing!! (You can tell she got inspo from my username lol). She just recently decided to follow in my footsteps and create her own story, give it a read if you feel like it!!

<https://archiveofourown.org/works/46972048/chapters/118329466#workskin>



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