



## "Gifts"

Teleplay By  
Jay Everington

Based on *Spider-Man*,  
created by Stan Lee & Steve Ditko

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# M Z P

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**TEASER**

OPEN WITH:

A SPIDER

Crawling along the edge of a branch.

It stops briefly, then continues its journey. PULL BACK to reveal an EYE, examining the spider curiously.

PULL BACK further and we find ourselves in:

EXT. BACKYARD - QUEENS - NIGHT

Behind a modest home, we see a porch light shining a few feet away. SEVEN YEAR OLD PETER PARKER stares intently at the spider, transfixed by the creature's movements.

He reaches out slowly toward the spider...

MARY JANE (O.S.)

Peter! Hurry up!

Peter quickly retracts his hand, startled slightly. He turns and runs toward a green tent, which has been erected near the porch. He enters into...

INT. TENT

A small electric lantern has been placed in the center of the tent, which seems rather cramped. Peter doesn't seem to mind though. Sitting across from him is a young girl about his age with flowing red hair.

MARY JANE smiles as Peter enters.

MARY JANE

We need more marshmallows. Someone took ours.

PETER

I think we have some in the kitchen.

There is a slight RUSTLE in the leaves behind the tent. The two children stop and stare at each other, their eyes wide.

VOICE (O.S.)

(evil growl)

Marshmallows!

Peter and Mary Jane remain dead still, sitting in fear, but still with smiles on their faces.

From behind Mary Jane a SHADOW begins to rise up from the ground. Its hands extended menacingly toward the tent.

Mary Jane screams. They both jump to their feet.

EXT. BACKYARD - NIGHT - CONTINUOUS

Peter and Mary Jane run out of the tent as fast as their feet can carry them, laughing along the way. From behind the tent an ADULT stands up and begins chasing the two youngsters. He is wearing a sheet around his shoulders and upper body.

The man finally catches up to them. He snatches them both up into his arms, and lets out a mock growl. The sheet falls away and RICHARD PARKER smiles as the two kids kick, scream, and laugh loudly in his arms.

He sets them down slowly, and begins favoring his lower back.

RICHARD

Alright, guys. My back's not what  
it used to be.

The kids pout a bit. Richard breaks out a bag of marshmallows and tosses them to Mary Jane.

Peter reaches for them, but she moves away.

MARY JANE

Gotta catch me first!

Peter grins, and quickly takes off running in her direction. Mary Jane squeals in delight, and runs. Richard watches them for a moment, smiling.

MARY (O.S.)

You shouldn't scare them like that,  
babe.

Richard turns and finds his wife MARY standing on the porch, looking down at him. Mary is an attractive woman in her late twenties, wearing a loose-fitting t-shirt and jeans.

Richard smiles and heads for the porch.

RICHARD

They'll be fine... Wish I could say  
the same for the marshmallows.

As the two tug at the bag, it finally bursts open, sending its contents high into the air. Peter and Mary Jane laugh gleefully, reaching into the air and trying to catch them before they hit the ground.

Richard steps up onto the porch, and puts his arm around Mary. Richard looks out into the yard at the kids and smiles.

RICHARD

We Parker men love our Marys. Must be in the genes...

He kisses her. She smiles and returns the kiss.

MARY

They're so cute together.

RICHARD

You say that now. Just wait until they're out till three a.m. on prom night.

Mary laughs at this thought.

MARY

That's a long way off...

RICHARD

Guess we should enjoy the marshmallows while we still can.

They both smile, and stand together looking at the two kids playing. Peter and Mary Jane laugh in the distance.

FADE TO:

EXT. THE PENTAGON - PARKING LOT - MORNING

A BLACK SUV pulls up, marked by a government seal on each door. It comes to a stop in a parking spot marked reserved. The doors open and THREE MEN step out. Two are unremarkable AGENTS in their thirties.

The other is an intimidating, broad-shouldered black man. He wears black, sports a matching eye patch, and smokes a cigar.

NICK FURY glances up at the building as we:

INT. THE PENTAGON - BRIEFING ROOM

The room is dark. We see a screen, a projector, a table and two chairs - one facing us, the other back to us. The door opens and Fury enters, minus the cigar. The two agents escorting him remain outside.

The chair turned away from us spins around to reveal GENERAL LEE, a hardened man with a head full of gray hair.

GENERAL LEE

Major Fury, have a seat.

Fury glances down at the chair, then back at Lee. Finally, he sits. Lee leans in closer across his desk.

GENERAL LEE

Never one to salute, were you, Major?

Fury isn't impressed.

FURY

No, sir.

GENERAL LEE

Good. It seems you were a good choice after all.

FURY

A good choice?

Lee pulls out a remote control. He presses a button and the lights dim. He presses another and the projector activates. On the screen, various images begin to flash. We see war, silent video of explosions, and soldiers firing weapons.

Finally, we focus on a single, frozen image.

The image is of a blonde haired AMERICAN SOLDIER. He appears to be undergoing a medical evaluation of some sort.

GENERAL LEE

Do you know this man, Major?

Fury stares at the image for a moment.

FURY

Should I?

GENERAL LEE

No, you shouldn't. But, that doesn't answer my question.

FURY

I've never seen him before.

GENERAL LEE

That's Private Steve Rogers. This photo was taken in 1976. That man examining him - the physician - that's Doctor Eric Stallworth.

Fury glances over at Lee, who nods.

GENERAL LEE

The same Doctor Stallworth who discovered the x-gene, yes. That discovery was made during this evaluation. That man - Steve Rogers - was the first mutant known to the U.S. Government.

FURY

What exactly does this have to do with me?

GENERAL LEE

What do you know of project: SHIELD?

FURY

Anti-Soviet group from the eighties. Folded back in '91.

GENERAL LEE

That's right. Until now.

FURY

General?

Lee shuts off the projector, and raises the lights.

GENERAL LEE

We're reviving SHIELD. As you know, we've just made news of the x-gene public. We need someone to police related activities.

FURY

You want to spy on mutants?

GENERAL LEE

No. We have certain other *projects* that relate to the phenomena that will require oversight.

FURY

And you want to recruit me into this... SHIELD?

GENERAL LEE

We want you to lead it.

Fury stares at him for a moment.

FURY  
Do I have a choice?

GENERAL LEE  
No.

FURY  
In that case, I accept.

GENERAL LEE  
Glad to hear it, Colonel.  
(off Fury's look)  
The promotion comes with command.

Fury takes this in. Lee reaches into his desk and pulls out a thick black folder. He passes it across the desk.

GENERAL LEE  
Speaking of which, here is your primary objective. We've recently handed the project off to a private contractor. The information's all there.

Fury reads the folder, then looks up at Lee.

FURY  
Renaissance?

GENERAL LEE  
The one and only.

Fury glances down at the folder, then back up at Lee.

GENERAL LEE  
Welcome to SHIELD, Colonel.

Off Fury:

FADE OUT.

**END OF TEASER**

**ACT ONE**

FADE IN:

EXT. OSCORP INDUSTRIES - HEADQUARTERS

An establishing shot of OsCorp Industries. The building is massive, easily 60 stories, and has a very sleek look about it. The sunlight reflects brightly off its glass exterior.

**SUPER:** 8 Years Later

INT. OSCORP - BOARD ROOM

A spacious, sparsely decorated room. The OsCorp logo is displayed throughout the room. Gathered around a table near the center of the room are three men in suits.

Standing near the front of the room is MAC GARGAN, a tall, lanky man in his mid-30s. He wears a lab coat, and we get the impression that he is a scientist of some sort.

We join the already in-progress briefing...

GARGAN

... the human genetic structure is just not meant to be altered in this way. It's going to take some time to modify the serum so the reaction isn't quite so severe.

A slight angle change reveals who he is talking to. NORMAN OSBORN sits calmly at the other end of the table. Beside him is MAJOR SHERMAN TREST, a stern-faced man wearing a suit, and another man standing behind the two, ALISTAIR SMYTHE.

NORMAN

How long?

This question clearly unnerves Gargan, but he answers.

GARGAN

At least six months, and frankly, sir... that's being optimistic.

Silence. A deafening silence.

GARGAN

Sir...

NORMAN

How long have you been working on this project, Doctor Gargan?

GARGAN

Uh... two years.

NORMAN

And after two years the best you can give me is "*at least six months*"?

GARGAN

It's a delicate formula, sir. Our specimens have all had violent reactions to every modification we've tried.

Norman glares at Gargan, who looks away nervously.

NORMAN

Which is why I pay your rather generous salary - to fix problems like this so we can move on. I'm sure I don't need to remind you how important Project Renaissance is to the company.

GARGAN

No, sir.

NORMAN

Then go. You have two weeks.

Gargan appears ready to respond, but thinks better of it, packs up his presentation and leaves.

NORMAN

(turns to Smythe)  
Get rid of him.

Smythe gives him an odd look.

NORMAN

I want him off the project. Give him agro-research and a long vacation. That should keep him happy.

SMYTHE

I'll see to it.

TREST

I assume you have someone in mind to replace him.

NORMAN  
Of course, Major.

TREST  
I understand you've had some  
problems, but we're going to have  
to see some results soon.

NORMAN  
Yes, I understand, and you will.  
It's just been a slow process  
lately. Doctor Gargan assured me...

TREST  
We don't want assurances, Osborn.  
We want progress. If you can't give  
it to us, then we'll find someone  
else who can.

NORMAN  
Of course.

Trest stands and walks toward the door.

TREST  
Until next time.

NORMAN  
(nods)  
Major.

Trest exits. Norman turns back to Smythe.

NORMAN  
Promote Doctor Stromm. Tell him to  
proceed with today's test.

SMYTHE  
Major Trest made it clear...

NORMAN  
Yes I know, but we're past all that  
now. Stromm's the only one who's  
ever been able to get anywhere with  
this project. Get in touch with our  
contact - we're going to need more  
*lab rats.*  
(beat)  
This could get ugly.

Off Norman:

FADE TO:

EXT. MIDTOWN HIGH - MORNING

The day is just beginning. Buses are parked nearby, and as students step out, we see that they're obviously teenagers. Through the dozens of students, our focus falls to one.

PETER PARKER (16) pulls out a small piece of paper - his class schedule - and examines it. Peter is just under six feet tall, average build, and has a head of slightly disheveled brown hair. Just your average teenager.

INT. MIDTOWN HIGH - HALLWAY

Peter walks down the hall, glancing at the numbers on each locker he passes. Finally, he finds the one he's looking for. He refers to the schedule, and carefully enters the combination to the lock.

The locker door opens, and Peter begins putting a few of his notebooks inside - algebra, biology, history - the usual high school study material. Peter slams the door shut, and we see that he is not alone.

Standing by the next locker over is MARY JANE WATSON. She's older as well, but still has the same flowing red hair as the little girl in the tent. She wears a tank top and jeans.

Peter pales, and is at once uneasy, a fact made evident by the blank stare on his face. Mary Jane smiles at him. A genuine, friendly smile.

MARY JANE

Peter, hey! I didn't see you there.

PETER

Mary Jane... hi.

MARY JANE

I guess we're locker buddies for the rest of the year, huh?

Peter blinks, as if he's just realized this.

PETER

Yeah... I guess so.

MARY JANE

Well... you certainly seem thrilled to be here.

PETER

You know... first day.

MARY JANE  
They can be rough.

PETER  
Yeah... Rough.

Mary Jane laughs. Peter doesn't, and she notices. A tense silence passes between them before:

MARY JANE  
You know Peter, my phone number hasn't changed since we were eight. I know you've been through a lot, but, you know... you didn't have to stop *speaking* to me.

PETER  
I know. It's just...

MARY JANE  
Just what, Peter?

The bell signaling the start of class rings.

Peter is relieved. Mary Jane sighs.

MARY JANE  
Well, my door's always open. I miss talking to you, really.

Another awkward silence.

PETER  
I... better get to class.

She shakes her head, and walks off. Peter turns and walks in the opposite direction, letting out a sigh of his own.

INT. TREST'S OFFICE

There are no windows, only darkness. We can barely make out a desk, chair, and a flat panel monitor atop the desk. The lights come on, and we see Trest enter.

He stops mid-stride.

TREST  
Sir.

Nick Fury looks up at Trest from behind the desk.

FURY

Good morning, Major. I trust your trip went well.

TREST

As well as we had expected.

FURY

Report.

TREST

No progress since the last evaluation. Osborn assures us that...

FURY

... that they're about to test some new modification. That they have high hopes. Nothing we haven't heard before.

TREST

Basically, yes. He removed the project lead, says he has someone else in mind.

FURY

In other words, he wanted to make a statement in front of you.

TREST

Pretty much.

Fury slides a portfolio across the desk. Trest picks it up.

FURY

I don't know who Osborn has in mind, but I think it's time we get our hands dirty here.

TREST

(reading the portfolio)  
Curt Connors?

FURY

Contact Osborn. Make a *friendly suggestion* for the new project lead.

TREST

I'll make the call.

FURY

We're too close. We can't let  
Osborn screw this up now.

Off Fury's hardened expression:

FADE TO:

INT. MIDTOWN HIGH - CLASSROOM

There are no desks. Instead, wooden tables are present for the students to sit at - two to a table - and in rather uncomfortable looking chairs. With class moments from starting, Peter enters and spots an empty table in the back.

Peter takes his seat, but just as quickly as he can do so, another student sits down beside him. The student is slightly taller than Peter, with short dark hair. He wears a black t-shirt and jeans.

This is EDDIE BROCK.

EDDIE

(wide grin)

Hey. What's up, I'm Eddie.

Peter is taken off guard by Eddie's forwardness. He just looks at him for a moment, unsure of how to respond.

PETER

Um... Peter. Peter Parker.

Peter slowly extends his hand. Eddie smiles and slaps it enthusiastically. Peter jumps, startled by the gesture, but quickly tries to brush it off.

EDDIE

This is biology, right?

PETER

I think so... it's supposed to be.

EDDIE

Nice.

Peter turns away from Eddie and looks to the front of the room, where more students continue to enter. Among the students is an ATTRACTIVE GIRL. Eddie grins deviously as she walks past, and doesn't take his eyes off her.

She notices.

ATTRACTIVE GIRL

Ugh! Take a picture!

Eddie smiles as she passes by and takes a seat on the other side of the room.

EDDIE

They did *not* make em' like that at PS-40.

(turns to Peter)

Want me to get her number for you?

PETER

(blank stare)

What?

EDDIE

She's like a nine, dude.

PETER

(hesitates)

That's okay... really.

EDDIE

You sure?

PETER

Yes.

EDDIE

Sure, sure?

PETER

Yes, yes.

Eddie grins.

EDDIE

Smart ass.

Peter gives him an odd look. The bell rings, signaling the start of class. MISS SAUNDERS, early 30's, thin, and mildly attractive enters. The room is full; so full that a half-dozen or so STUDENTS are standing in the back, without seats.

Miss Saunders picks up a few notes and addresses the class:

MISS SAUNDERS

Good morning, everyone. This is General Biology. Anyone not here for general biology?

(no response)

Great. Now, before I get started...

She takes out a sheet of paper with a list of names on it.

MISS SAUNDERS

If I call your name, you've been assigned to Mister Warren's biology class down the hall. The course was pretty crowded with all the new arrivals from PS-40, so we had to make some adjustments.

She reviews the list:

MISS SAUNDERS

Sam Anderson, Eddie Brock, Esther Bryan, Jaron Hatch, Joshua Maley, and... Kyle West.

A few students around the room head toward the door while their seats are quickly taken by those already standing. Eddie glances over at Peter and sighs.

EDDIE

See you, bro.

He stands and joins the others.

MISS SAUNDERS

You all are looking for room two-thirty-five. That's Mister Warren. It's just up the hall to the left.

She hands out a small slip of paper to each student as they exit. Eddie is last in line, and as he heads out the door he runs right smack into GWEN STACY.

Gwen is about Eddie's height, with long blonde hair. She wears shredded jeans and a black t-shirt with the logo of a band screenprinted on the front of it.

GWEN

Oh! Jeez, sorry about that!

Eddie eyes Gwen and grins.

EDDIE

Not a problem, brighteyes.

GWEN

(rolling her eyes)  
Keep dreaming, pretty boy.

The class laughs. Eddie grins, shakes his head and exits.

MISS SAUNDERS

And you are?

Gwen hands her a slip of paper.

GWEN

Gwen Stacy. Mister Warren sent me over.

MISS SAUNDERS

Great. Take a seat - it shouldn't be hard to pick one at this point.

Gwen looks and notices there is only one seat left - right beside Peter. She approaches the seat with a grin as we:

FADE TO:

INT. OSCORP - NORMAN'S OFFICE

A luxurious office, complete with flat screen plasma TV's, expensive furniture, and a granite floor. Norman sits behind a desk talking on the phone.

NORMAN

Oh really? That's great. I wasn't sure what to make of those pictures you sent your mother.

Norman listens for a moment.

NORMAN

(laughs)

Of course! She's got them pinned up all over the house.

He listens again, and his expression falls flat.

NORMAN

I'm sorry, I don't know when. Thanksgiving, maybe. Christmas, but we've got a lot of high-level projects nearing completion, and I...

(interrupted)

No, Harry, listen to me. That's not what this is about. You know how things are around here this time of year. I'm doing the best I...

The intercom on Norman's desk activates:

SECRETARY'S VOICE

Mister Osborn, Doctor Stromm is  
requesting you join him in the lab.

Norman eyes the intercom, and curses silently.

NORMAN

Harry, I'm going to have to let you  
go. I'll call you back to...

(interrupted)

Harry, please. You know I'm a busy  
man. Something important's come  
up...

(interrupted once again)

Harry, you know I... Harry? Son,  
are you there?

Norman ends the call and lets out a long, frustrated sigh.

FADE OUT.

**END OF ACT ONE**

**ACT TWO**

FADE IN:

INT. MIDTOWN HIGH - CLASSROOM

As before, Miss Saunders stands at the front of the room, a small stack of papers in her hand.

MISS SAUNDERS

So, please don't forget your permission slips. It's more than school policy - OsCorp management requires them - so don't forget, or you won't be going.

She begins passing out the papers to the first table in each row. The students pass them back.

MISS SAUNDERS

I'm attaching them to this - your first assignment. Today, you'll be interviewing your lab partner - that's whoever's sitting beside you. I suggest you get to know them well, because you'll be working together for the rest of the semester. These are some suggested questions you can ask.

(beat, she looks around)

Any questions?

(no response)

Great. Get started.

The students begin talking, quietly at first, but eventually the noise level in the room begins to rise.

But not at Peter's table. He and Gwen sit, staring straight ahead in silence. Gwen glances over at him, but he doesn't notice. Finally, she turns her chair toward him...

GWEN

So, I guess we better get started.

PETER

Guess so.

Gwen picks up the paper and reads over it.

GWEN

Okay... how old are you?

Peter gives her an odd look.

PETER

Sixteen...

GWEN

Yeah, I could have... God, these are terrible. Favorite movie?

PETER

I'm not really into...

GWEN

These are *really* bad. Favorite food?

PETER

Um... I don't really have...

GWEN

Okay, this is pointless. I feel like an internet survey.

She puts the paper down. Peter notices the logo on her shirt, Gwen notices where he's looking.

GWEN

Dude... they're not *that* big.

Peter's head snaps up.

PETER

What? No! I wasn't... I mean... your shirt. The Spill Canvas - I've never heard of them.

Gwen eyes him briefly.

GWEN

Smooth. You know, I actually believe you.

PETER

I'm serious! I wasn't...

GWEN

I know.

An awkward moment of silence.

GWEN

I saw them live once.

PETER

Huh?

GWEN

The Spill Canvas. I saw them live at Warped Tour last summer.

PETER

Oh. That's cool.

GWEN

Yeah. I have them on repeat on my iPod.

PETER

I really need to get one of those.

GWEN

An iPod? You mean you *don't* have one? Ugh! I'd go nuts!

PETER

I'm not really big on music.

GWEN

So you're not into movies, don't eat, and don't like music. What gives? You must be one of those super-genius straight A types.

PETER

Tell that to my uncle. He freaked when he saw my last report card.

GWEN

Not a nerd either, eh? You're a tough one to figure out... what did you say your name was again?

PETER

Peter.

GWEN

Gwen, but I guess you heard before.

PETER

Yeah.

A uncomfortable silence.

GWEN

So... you spend a lot of time with him? Your uncle?

PETER

Yeah... I kinda live with him and my aunt.

GWEN

Oh.

PETER

My parents... they uh... they died when I was twelve.

Gwen's eyes widen.

GWEN

Oh my God. I'm so sorry...

Gwen gets quiet. She turns away from Peter.

PETER

Hey, it's okay. You didn't know. Don't worry about it.

GWEN

Thanks, but it's not that. I just... nevermind.

PETER

No, what?

GWEN

It's not important.

PETER

I doubt that.

Gwen hesitates...

GWEN

It's just... I just lost my parents.

PETER

(realizing)

Oh... oh man. I didn't mean to push... I just thought...

GWEN

It's okay, it's just so fresh. It all happened over the summer, so fast, you know? I don't think it's sunk in yet.

PETER

Yeah, it's tough. I don't even remember much from when my parents died. It's all so jumbled.

GWEN

Yeah, I'm kinda still there.

A moment of silence, as both take time to reflect.

PETER

Hey, look - I didn't mean to bring all this back on you.

GWEN

It's okay. At least you've been there. I'm so sick of all the counselors. They try to teach me how to cope when they don't have a clue, you know?

Peter nods somberly.

PETER

Yeah. Not a clue...

Gwen glances over at Peter and smiles sadly.

INT. OSCORP - RESEARCH LAB

A massive, state of the art laboratory. Dozens of computer monitors line the walls, along with glass chambers, chrome tables, and tools of various shapes, sizes, and colors. Our focus shifts to one of the glass chambers.

INT. GLASS CHAMBER

A HOMELESS MAN has been strapped to a table, IV tubes are present throughout his body. Also present in the chamber is Doctor MORT STROMM - short, chubby, and wild-eyed, with curly gray hair.

He enters a few last-minute commands into a nearby computer, and turns to leave.

HOMELESS MAN

Hey Doc, you sure this ain't gonna hurt?

Stromm stops and turns back toward him.

STROMM

There may be some slight discomfort, but nothing I would consider agony, no.

HOMELESS MAN

So... what is this stuff again?

STROMM

A synthetic transfer fluid. It contains trace amounts of an experimental... medication we're working on.

HOMELESS MAN

I'm not gonna grow extra arms am I?

STROMM

Nonsense. I told you, we're simply testing a new vaccine.

HOMELESS MAN

Yeah, whatever Doc. I'm not stupid, just promise me I won't end up with wings tomorrow morning.

STROMM

I assure you sir, that's the last thing you need to concern yourself with right now.

Stromm exits into...

INT. OSCORP - RESEARCH LAB - CONTINUOUS

Stromm secures the door to the chamber. He walks to the master control console, where Norman is waiting.

NORMAN

Welcome back, doctor.

STROMM

It's about time you wised up.

Norman is amused. He turns his attention toward the man in the glass chamber.

NORMAN

He's not exactly our target subject.

STROMM

Not exactly, but do you really expect this to work?

NORMAN

Always the optimist, Doctor.

STROMM

I'm a realist, Norman. I just want results.

NORMAN

A goal we both share.

Stromm enters a few commands into his keyboard and the chamber springs to life. The IV tubes in the Homeless Man fill with a faint green fluid.

Stromm moves from monitor to monitor, observing his vitals.

STROMM

Gargan seemed to think the fault was the in the delivery method. That the problem's getting the body to accept - to survive - the alteration in the genetic structure. In theory it makes sense, but his mild poisons theory just doesn't float with me.

NORMAN

I assume you have a theory?

STROMM

Theories I have plenty of, it's practical application that concerns me.

NORMAN

Well then what *practical application* have you come up with?

STROMM

You remember I said the modifications needed a filter?

NORMAN

Something to introduce it to the body. To lessen the severity of the reaction.

STROMM

Exactly. The x-gene is a marvelous thing, Norman. It makes up a very small percentage of the subjects DNA, yet is dominant over almost everything else.

NORMAN

Meaning what?

In the glass chamber, the Homeless Man is growing more and more uncomfortable by the second. He winces every few seconds, with the occasional moan.

STROMM

Meaning the serum in its current form is too strong. Too aggressive. It's literally taking over the subjects entire genetic structure - or is trying to take over - I should say. No human being can survive that process for long.

NORMAN

Which was precisely the problem Doctor Gargan's venom theory was supposed to fix.

STROMM

Exactly, except his theory was little more than ramblings on a page. There was no actual science to back it up. I've concocted a synthetic formula, something I hope will give his sci-fi theories a dose of scientific fact.

NORMAN

You seem confident it'll work. Why haven't you suggested this before?

STROMM

You *must* be joking. Gargan never gave me the stroke I deserved with this project. It was all about him and *his* theories. The man was obsessed.

NORMAN

Not your problem anymore. With him out of the way, I expect results.

STROMM

So do I. I hope to learn something from this test. It should help us determine just how much genetic material we'll need to introduce. Too much and our efforts will have been for nothing, too little and the effect won't be enough to...

The main computer console begins beeping frantically. Alarms begin to go off throughout the lab.

Inside the glass chamber, the Homeless Man begins to convulse violently. He rocks back and forth so violently that he rips the IV tubes from his veins. So violent is his reaction that the steel restraints begin to give way.

His strength enhanced, the man TEARS through them, and falls to his knees. Norman approaches the tank, placing his hand on the glass, and gazing inside.

NORMAN

He tore through the restraints...

STROMM

His vitals are fading.

NORMAN

He tore through the...

The man climbs to his feet and lets out a loud SCREAM. His eyes roll back into his head, and he falls forward, VIOLENTLY slamming into the glass right in front of Norman.

He jumps back, startled.

STROMM

(off console)

He's dead.

Norman, still dazed, hasn't taken his eyes off of the tank.

STROMM

Norman?

Norman slowly snaps out of it, and turns and looks at Stromm.

NORMAN

He broke through the restraints.

STROMM

Progress.

NORMAN  
I want more tests.

STROMM  
Of course, but I'll need more...

NORMAN  
You'll have them. We're too close  
now. We have to make this work.

Norman once again turns his attention to the tank...

And the dead man lying inside it.

FADE TO:

INT. MIDTOWN HIGH - HALLWAY

Outside of the classroom, students begin to filter out. Peter exits and heads toward a nearby flight of stairs.

Gwen follows.

GWEN  
Peter! Hold on a second!

Peter stops and turns. Gwen steps closer to him, looking for some semblance of privacy in the crowded hallway.

GWEN  
Hey, look... I'm sorry about back  
there. About your parents. If I'd  
have known...

PETER  
It's okay, really. I'm the one who  
should apologize anyway.

GWEN  
You did. Like twenty times already.

PETER  
I know, but still...

GWEN  
It's actually nice, you know?  
Meeting someone who understands.  
Who knows how tough it can be.

Peter shifts uncomfortably. He doesn't quite know how to respond to this.

GWEN

Hey, you wanna hang out sometime after school or something? Not as like... a *date* or anything, but you know, just to... whatever. I can give you my number if you...

Gwen is interrupted by a voice yelling from down the hall.

EDDIE

Pete! Peter! Wait up, bro!

Eddie pushes through the crowd. Gwen raises an eyebrow.

GWEN

You know him?

PETER

Sorta...  
(reconsiders)  
Not really.

Eddie finally reaches them.

EDDIE

Hey, sucks about the class, huh?

PETER

The class?

EDDIE

With them getting switched and all.

PETER

Oh. Yeah... I guess.

EDDIE

Hey, but you know what? There's this girl in my class - oh my god! She is *so hot*, bro!  
(looks around)  
I gotta show you...

Gwen takes that as her cue to leave.

GWEN

Um... so Peter, guess I'll see you later.

Gwen walks off.

PETER

Gwen! Hey wait...

It's too late. Gwen doesn't hear him, and keeps walking.

EDDIE  
That your girl?

PETER  
No, she's just... she's in my  
class.

EDDIE  
It's a shame. Listen though, this  
girl, she's like...

Eddie's attention shifts to someone down the hall.

EDDIE  
Oh wait, here she comes.  
(points down the hall)  
Check her out Pete!

Peter's eyes widen...

Walking towards them is Mary Jane!

She smiles as she approaches.

MARY JANE  
Peter, wow. Twice in one day, this  
must be some kind of record.

Peter fakes a smile.

MARY JANE  
So Eddie, you left your permission  
slip on your desk.

She hands him a folded-up piece of paper.

EDDIE  
Oh yeah, thanks.

Mary Jane's attention once again turns to Peter.

MARY JANE  
So, Peter, you just had a birthday,  
right? August 11th?

PETER  
Yep... August 11th.

EDDIE  
Wait, you two know each other?

PETER  
Yeah, it's a...

MARY JANE  
Are you kidding...

Both stop.

PETER  
You first.

MARY JANE  
We know each other alright.

PETER  
Yeah, it's a whole thing, but...

MARY JANE  
A whole thing. Really? I didn't realize it was *that* complicated.

Peter sighs. This just isn't his day.

PETER  
It's not, I was just...

MARY JANE  
Relax, Peter. I won't bite.

Peter is about to respond before the class bell rings. Saved once again, he breaths a sigh of relief.

MARY JANE  
Well, guess I better get to class.

She walks off, leaving Peter and Eddie, who frowns.

EDDIE  
Figures.

The two watch as Mary Jane walks away.

INT. OSCORP - RESEARCH LAB

Gargan is standing in the middle of the lab. He wears the same white lab coat from before, and does not look pleased.

The doors open and Norman enters.

NORMAN  
I don't appreciate being called out of important meetings to entertain the help, doctor.

Gargan glares at him.

GARGAN

You son of a bitch.

Norman is taken back, but quickly recovers.

NORMAN

Before you go hurling insults about, you may want to remember whose property you're standing on.

GARGAN

You stole my project. You son of a bitch. You stole it!

NORMAN

Reassigned. I need results, and you weren't providing them.

GARGAN

I need time, Norman! This is serious scientific research. You can't turn it over to some crackpot and expect any positive results!

NORMAN

Doctor Stromm is more than capable of...

GARGAN

Of destroying two years worth of research with his *theories*. You know there was a reason he was removed from the project the first time around.

NORMAN

That wasn't my choice.

GARGAN

And this is?

NORMAN

Yes, I need results, and Doctor Stromm can provide me with them. His methods may be... *questionable* at times, but he's already made progress. That's something that was in short supply during your tenure on the project.

GARGAN

It's *my* project! I've worked too hard on this to see you screw it all up because of some government contract!

NORMAN

That contract is all that's keeping OsCorp alive.

GARGAN

I want it back.

NORMAN

You have your new project, and a sizable raise if I recall correctly. Not to mention that nice, long, paid vacation I...

Gargan is fuming.

GARGAN

To hell with the vacation! To hell with the money! This is *my* project, and I want it back!

Gargan snaps. He takes a swing at a nearby table, knocking its contents to the floor.

Among the debris is a small container, its lid now open.

NORMAN

Calm down, Mac. Don't make me call security.

GARGAN

You're a fraud, Norman. You're a liar and a thief! I wonder if the Daily Bugle would be interested in your little *arrangement* with...

NORMAN

Do not threaten me, Doctor! I don't take well to being blackmailed by my employees.

GARGAN

Maybe if you'd treat us like human beings rather than apes you wouldn't have that problem.

NORMAN

You should quit while you're ahead,  
Doctor. Even primates need to make  
a living.

GARGAN

Well, now you have one less *primate*  
to concern yourself with.

Norman glares hard at him.

NORMAN

Get out.

GARGAN

What?

NORMAN

You want out? Fine, go. Leave or  
I'll call security.

Gargan looks Norman directly in the eye.

GARGAN

This isn't over.

He slowly turns and begins walking away.

NORMAN

By the way... If news of my  
*business arrangement* happens to  
show up on the evening news...

Gargan turns back toward Norman.

GARGAN

Is that a threat?

NORMAN

A threat? You know me better than  
that. It's a warning. You know I'm  
not the only one who would suffer  
if that information were to come  
out. I'd hate for any leak to be  
traced back to you...

Gargan continues to glare at Norman. He turns slowly and  
walks toward the exit door.

CUT TO:

INT. OSCORP - HALLWAY

Gargan walks a few feet from the door. He stops, reaches into his pocket and pulls out a small plastic container nearly identical to the one in the lab. He stares at it a moment.

It reads *Specimen #20*.

Gargan stuffs it back into his pocket and continues walking.

BACK TO:

INT. OSCORP - RESEARCH LAB

Norman stands alone. He glances at the table Gargan knocked over and takes out his cell phone, dialing a single digit.

NORMAN

I need a cleanup crew in the bio lab. There's been an incident.

He doesn't wait for a response. He puts the phone back into his pocket and exits.

ANGLE ON THE FLOOR

And the open container.

A slight movement catches our eye, as a SPIDER appears.

It quickly scurries away and out of view as we:

FADE OUT.

**END OF ACT TWO**

**ACT THREE**

FADE IN:

INT. FUNERAL HOME - CHAPEL - FLASHBACK

The large doors are open, but the room is quiet. From outside in the hallway Mary Jane (12) enters cautiously. She clearly doesn't feel comfortable being here.

MARY JANE

Peter?

At the front of the room is a large flower spray, two caskets, and 12 YEAR OLD PETER standing in front of them.

He stares straight ahead, with empty eyes, and an almost emotionless expression on his face.

He completely ignores Mary Jane.

MARY JANE

Peter, what are you doing?

No response.

MARY JANE

Peter, why did you run off like that? Everyone's worried.

Peter blinks. The first indication that he's aware of her.

MARY JANE

Peter, I am so sorry.

Still no response. Mary Jane's eyes begin to tear up. She hugs Peter, wrapping her arms around him from behind, and resting her head on his shoulder.

Peter's expression doesn't change.

MARY JANE

(through tears)

It'll be okay, Peter. It's going to be okay, I promise.

They remain like this for several moments in silence. Neither of them making a sound. Finally, MAY walks in and sees them.

MAY

Peter! Oh God...

May rushes to his side and pulls both he and Mary Jane in tight. She begins crying herself.

From outside, BEN enters, along with CRAIG AND KATHERINE WATSON. Ben goes to May's side, and places his hand on her shoulder. Mary Jane takes a step back, and joins her parents, who are visibly upset. The tears remain.

Ben kneels down next to Peter. He places both hands on Peter's shoulders, looks at him for a moment, and pulls him into a warm embrace.

Peter rests his head on Ben's shoulder, and for the first time we see tears begin to flow.

DISSOLVE TO:

INT. PARKER HOME - LIVING ROOM

A modest home, with modest furniture. There's a couch, recliner, a television, coffee table, and a book case. The ceiling fan spins quietly overhead.

Sitting together on the couch are May and Ben, a few years older than at the funeral home. The front door opens and Peter enters. He drops his bookbag beside the staircase.

BEN

Hey, Pete. How goes the first day?

Peter shrugs.

PETER

Like the first day...

BEN

That bad, huh?

Peter heads for the kitchen. He opens the refrigerator, and pokes his head in as they continue their conversation.

PETER

Not really. I met this girl in my biology class...

May looks over at Ben and smiles.

MAY

A girl, huh? What's her name?

PETER

Gwen, and it's not like that.

MAY

(grin)  
Oh, it's not?

PETER

No, she's my lab partner. We were talking and I found out we have a lot in common.

Peter emerges from behind the refrigerator door with a can of soda. He enters the living room and flops into the recliner.

He opens the soda and takes a sip.

MAY

So this girl...

PETER

Aunt May, I told you, it's not like that.

May grins. Peter rolls his eyes and puts the soda down.

PETER

It's really not. We were talking, and uh... I brought up you guys...

MAY

And...?

PETER

And... I found out her parents... they died. Just like mine.

MAY

Oh, that's horrible! The poor girl.

PETER

She seems to be doing okay, though. She asked for my number, but...

BEN

Well, did you give it to her?

MAY

Tell me you gave it to her.

PETER

I couldn't. This...

BEN

Pete, a gal asks for your phone number you don't turn her down!

PETER

I couldn't. This guy came up and she left - Eddie.

BEN

He one of the new kids?

PETER

Yeah, but he's kinda strange. Acts like I'm his best friend or something.

BEN

You know, Pete, it wouldn't hurt you to make a few friends.

Peter rolls his eyes.

PETER

Yeah, I know.

BEN

I'm serious. And this Gwen... it'd be nice if you'd call her - let her know you're there in case she ever needs to talk. You know how tough that can be.

Peter nods in understanding.

PETER

You're right, I should. I would have today, but Eddie was there, and then Mary...

May perks up.

MAY

Mary Jane? Oh, that's great, Peter! How is Mary?

PETER

She's fine. We didn't really talk much.

MAY

"We" didn't talk much, or *you* didn't talk much?

Peter sighs. He hangs his head low.

BEN

Peter, you've got to stop shutting her out like that. She's your friend.

PETER

Was my friend.

MAY

Peter, you don't mean that!

PETER

It's been four years. Why would she want to still be *friends* after the way I've acted?

BEN

Because she's a good girl, Pete. She's a good friend, and she wants to be there for you.

PETER

I know she does. It's just... I've been such a jerk to her. How can I expect her to forget all that?

BEN

You don't ask her to forget. You ask her to forgive. Mary's a good girl. She'll understand.

Peter ponders his uncle's words.

EXT. BACKYARD - AFTERNOON

The sun is beginning to set in the distance. There is a large tree which extends its branches over a large portion of the yard. Beside the tree's trunk is a small storage shed, with a ladder propped up beside it.

In the center of the yard is a wooden picnic table. Mary Jane sits on top of the table, her legs crossed Indian style. She wears a pair of headphones, but only one ear is covered.

She holds a sketch pad and pencil, working on a beautifully drawn sketch of the sunset.

She continues working as her father, Craig approaches.

He doesn't look much different than when we last saw him at the funeral home. A few years older, but still the same unremarkable face.

CRAIG

There's my little artist.

Mary Jane glances back and smiles. She removes the headphones. Craig takes a seat at the picnic table and takes note of the sketch.

CRAIG  
It's beautiful.

MARY JANE  
Easy stuff.

CRAIG  
For you maybe. You wouldn't be able to tell my cloud from my tree.

Mary Jane grins.

MARY JANE  
It's in the genes.

CRAIG  
Not my genes. Must be your mother's doing.

Craig smiles. Mary Jane doesn't.

MARY JANE  
Where is she?

CRAIG  
Your mother? At work. She'll be home later.

MARY JANE  
I heard you two arguing last night.

Craig sighs.

CRAIG  
I'm sorry, honey. We shouldn't have...

MARY JANE  
Fought while I was home? Dad, I don't want you to fight at all.

CRAIG  
I know. We're trying, baby, we really are. It's just - things get crazy sometimes.

MARY JANE  
Money you mean.

CRAIG

Not just money...

MARY JANE

But it doesn't help. It's pointless - fighting over money - I hate that. It's all you guys ever care about anymore.

CRAIG

I'm afraid it's more complicated than that, sweetheart.

MARY JANE

It shouldn't be.

CRAIG

You're right. It shouldn't be, but it is. We're just trying to do what's right.

MARY JANE

Then how come everything's so wrong? It's not fair.

Craig nods in agreement. He takes hold of her hand.

CRAIG

Maybe not, but your mother and I - we love you - and we love each other. I know things get messed up sometimes, but never lose sight of that, okay? Everything's going to work out, I promise.

Mary Jane nods and smiles sadly.

Craig stands and hugs her. She returns the embrace, and Craig's attention turns to her sketch.

CRAIG

Is that a bird?

Mary Jane shoots him a glare.

MARY JANE

(flat)  
It's a branch.

Craig shrugs and smiles.

CRAIG

Oh... my mistake.

She takes a swing at him with her sketch pad. He jumps back and she laughs. She jumps off the table and chases him toward the house, both of them laughing along the way.

INT. GARGAN HOME - BASEMENT LAB

We find ourselves in what appears to be a makeshift lab. Various instruments of science litter the room, seemingly at random. Microscopes, slides, vials of mysterious liquids, and syringes are all commonplace throughout the room.

ANGLE ON A TABLE

Several stacks of paper sit beside a microscope.

Suddenly, an ARM swings into view, wiping the table clean.

BACK TO SCENE as Gargan staggers into view, clutching his abdomen in severe pain.

GARGAN  
(screaming)  
Ugh!!!

He hunches over the table, convulsing violently. He moves his hands up to his head and SCREAMS once again. Finally, his body goes limp, and he falls to the floor, unconscious.

PAN UP to the table and we see the plastic container from before, now open and empty. An empty syringe is also present, with trace amounts of a faintly green liquid left inside.

Finally, our attention is drawn by a sudden, subtle movement under a manila folder. After a moment, a SCORPION emerges.

It continues on its way as we:

FADE TO:

INT. OSCORP - NORMAN'S OFFICE

Norman sits behind his desk, massaging his temples. We see a half-empty glass of scotch on the desk in front of him.

We hear the door open, and footsteps approaching, but Norman ignores them. Doctor Stromm steps into view.

He produces a small piece of paper.

STROMM  
What the *hell* is this?

Norman slowly looks up.

NORMAN

I'm sorry, Mort. This wasn't my decision.

STROMM

This is some joke, right? You *just* brought me back!

NORMAN

The higher-up's are concerned about the lack of progress. They want to assign their hand-picked lead to the project.

STROMM

We're making *progress*, Norman!

NORMAN

Yes, but what am I supposed to tell Trest? That our unsanctioned, not to mention *illegal* experiments show signs of progress? I doubt they'd be encouraged by that!

STROMM

So that's it then? We've come this far and it's just over?

NORMAN

Please, I've been through this once already, you know it's not my call.

STROMM

Just like it wasn't your last time?

NORMAN

Under normal circumstances I could probably talk them into letting you stay on as lead, but they want *their* guy, and there's nothing I can do about that.

STROMM

That's great, Norman. Way to stick to your guns!

NORMAN

Mort, please don't take this personally. You know if it were up to me the project would be yours, but I don't have a choice.

NORMAN (CONT'D)

It's bad enough we're not making any progress, but if I start challenging their decisions? Stark Industries is dying to get their hands on this project. I can't give Trest and his people any excuse to give it to them!

STROMM

You're a real piece of work, Norman. Does anything matter to you other than that contract?

NORMAN

That contract...

STROMM

... is all that's keeping OsCorp alive. Yes, I've heard.

NORMAN

You'll have your choice of projects. Anything you want.

STROMM

Besides the one project that might actually interest me? No thanks, Norman. Find another lap dog.

Stromm turns and begins walking away.

NORMAN

Mort, don't do this!

STROMM

Good luck, Norman. You're going to need it.

Stromm exits, slamming the door shut behind him.

Norman lets out a long, stressed-out sigh. What a day.

He takes a swig of his scotch, closes his eyes, and leans back in his chair.

Off the now empty glass:

FADE OUT.

**END OF ACT THREE**

**ACT FOUR**

FADE IN:

INT. AIR DUCT

The Spider crawls through the duct several feet, until coming upon a VENT. It exits through the vent into...

INT. OSCORP INDUSTRIES - LOBBY

The public face of OsCorp, the lobby is filled with attractive SECRETARIES and stern-faced, if not overly threatening, SECURITY GUARDS.

The two MIDTOWN SCIENCE CLASSES have gathered at the foot of a massive staircase leading to the second level of the room.

Our focus falls to Peter, who stands near the back of the class alongside a bored-looking Eddie.

EDDIE

Dude, this is insane. We've been waiting for like an hour.

PETER

It's been ten minutes, Eddie.

EDDIE

Eh, what's fifty minutes between bros, right?

Peter just stares at him.

PETER

Right...

EDDIE

Hey, you wanna hang out after school? There's this place a few blocks from there that's on fire.

PETER

Dante's. Yeah, I've been there.

EDDIE

So what's the deal? You game? Maybe try one of those red hot chilli fire volcano burger things.

Peter laughs despite himself.

PETER

You know that sounds great and all,  
but I've got loads of homework to  
catch up on.

EDDIE

Yeah, well here... let me know if  
you get done early or something.

Eddie takes out a small slip of paper from his pocket. He  
hands it to Peter, who gives him an odd look.

EDDIE

Just don't call after five. My  
dad's weird about that kinda stuff.

PETER

(reading)  
"Once you go Eddie...?"  
(then)  
What is this, a business card?

EDDIE

No, it's an *Eddie* card...  
(devious grin)  
Hey, you never know, right?

Eddie's eyes drift away from Peter. He raises an eyebrow.

EDDIE

Speaking of which. Dude, you gotta  
introduce me!

Peter looks at him, confused.

He turns and see's Gwen approaching.

GWEN

All that money and they can't even  
have their tour guides ready on  
time.

PETER

Looks that way.

Gwen glances over at Eddie.

GWEN

Aren't you gonna introduce me?

PETER

Oh, yeah. This is...

Eddie jumps in front of Peter. He smiles wide.

EDDIE  
Eddie Brock.

Gwen sizes him up. She smirks.

GWEN  
We met the other day, right?

EDDIE  
How can I forget?

GWEN  
Right...

Eddie takes out another slip of paper, and hands it to her.

EDDIE  
Ever been to Dante's?

Gwen looks down at the paper, then back up at Eddie.

GWEN  
(laughs)  
You're screwing with me, right?

EDDIE  
No, but if you want there's a  
maintenance closet...

Peter's eyes widen.

PETER  
Okay! Where *is* that tour guide?

MARY JANE (O.S.)  
Well how 'bout this?

Mary Jane approaches. She smiles at Peter.

MARY JANE  
Three times in one week. Who woulda  
thunk it?

PETER  
(grins)  
Better call Guinness.

Mary Jane seems surprised.

MARY JANE

Wow. A smile *and* a joke. Someone's in a good mood today.

EDDIE

I tend to have that effect on people.

Mary Jane smiles again, then notices Gwen.

MARY JANE

Hey - Gwen, right?

GWEN

You're in my PE class, aren't you?

MARY JANE

I thought you looked familiar. I'm still getting used to all the new faces from PS-40.

GWEN

Yeah... actually I just moved here, so I don't know *anybody*.

EDDIE

Give me a few minutes and I could change that...

MARY JANE

(slaps his shoulder)  
Eddie!

EDDIE

(shrugs)  
Sorry.

GWEN

You got a partner for Friday?

MARY JANE

Nope. You wanna...?

GWEN

Sure.

Mary Jane turns her attention back to Peter.

MARY JANE

I missed your call last night.

Peter stares at her, unsure of what to say. She grins.

PETER

What?

MARY JANE

I'm messing with you, Peter.

PETER

Oh...

An awkward moment of silence, which Gwen picks up on.

GWEN

You know what, I'm gonna go...  
(gives up)  
I'll be right back. Come on...

Gwen grabs Eddie by the arm and pulls him away.

EDDIE (O.S.)

Hey, the closet's *that* way!

Peter and Mary Jane stand in silence for a moment before:

MARY JANE

She seems nice.

PETER

Yeah, I guess.

MARY JANE

Are you two...?

PETER

No... she's in my class is all. Why does everyone...

MARY JANE

What?

PETER

Nevermind.

MARY JANE

No, what?

PETER

It's not important, really.

MARY JANE

Hey, you know my dad's trying to get me to let him throw this party for me on my birthday.

MARY JANE (CONT'D)

You wanna come? That is, you know,  
*if* I let him.

Peter considers.

PETER

I...

MARY JANE

You what?

PETER

You think that's a good idea?

MARY JANE

Why wouldn't it be, Peter? We're  
friends, right?

(Peter hesitates)

Right...?

PETER

Look, I'm...

LIZ (V.O.)

MJ! Hey, come on!

LIZ ALLEN pokes her head around another student. She motions  
for Mary Jane to join her. Mary Jane half frowns.

MARY JANE

I better go. She can't function  
without me.

(then)

Hey, call me sometime. You remember  
the number, right?

PETER

Yeah, I got it somewhere.

MARY JANE

I'm serious!

PETER

I will. Really.

Mary Jane smiles, and waves 'bye.'

MARY JANE

See you later then.

She walks away.

A few moments later, Gwen and Eddie return and join Peter.

## ABOVE THE CLASS

The spider descends from the ceiling on a thin string of web. Slowly, it approaches the railing along the staircase.

## BACK TO SCENE

Finally, the TOUR GUIDE arrives. She is an attractive young woman in her early twenties.

## TOUR GUIDE

I'm sorry for the delay, everyone. Just a little hang-up. Welcome to OsCorp - a world leader in biotechnology and genetic research. To your left you'll find our main directory services. Here you will find information ranging from the locations of restrooms to the dimensions of our most advanced research facility.

The guide continues talking.

Gwen leans in close to Peter and whispers.

## GWEN

What was that all about?

## PETER

What was what about?

## GWEN

You and... what's her name?

## PETER

MJ.

## GWEN

"MJ"?

## PETER

Mary Jane.

## GWEN

You have nicknames?

## PETER

Long story.

## GWEN

Must've been serious.

PETER

We were friends, that's all.  
Forever ago.

GWEN

Sure.

PETER

I'm serious, it's not like that.  
She actually thought we were... you  
know... you and me...

GWEN

Oh... really?

Peter looks over at her.

PETER

What?

GWEN

Nothing. It's just... that's not  
the first time I've heard that.

PETER

You too?

Gwen is about to respond when:

MISS SAUNDERS

(whispers)

Gwen. Peter. Pay attention.

Gwen rolls her eyes. The guide begins climbing the stairs.

TOUR GUIDE

Now, if you'll follow me. The  
second level contains OsCorp's  
official...

She continues, as the class follows her up the second level.

Peter is at the very back of the class. He places his hand on  
the railing, and the spider approaches. He moves his hand  
forward slightly, and the spider crawls up onto his wrist...

Peter SNATCHES his hand back in pain.

He looks down at the spider, which is now on the floor.

He grimaces in pain, and stares at his hand, which now  
contains a small RED BITE MARK.

He stands there dazed for a moment before...

EDDIE (O.S.)  
Pete? You coming, bro?

Eddie motions for Peter to follow him. The class is now roughly half way up the stairs.

Peter glances at his hand, and then down at the spider once more before finally moving on toward the rest of the class.

ANGLE ON THE SPIDER

It stands still for a moment, before finally crawling away. It reaches the foot of the stairs before a SHOE STEPS ON IT.

BACK TO SCENE as an OsCorp EMPLOYEE casually walks by, unaware that the spider was ever there.

INT. GARGAN HOME - BASEMENT

As before, but it's obvious a large chunk of time has passed.

We focus on a familiar table and the very same scorpion from before, though it appears to be near death.

A hand reaches up, grasping the edge of the table.

Gargan climbs to his feet, bracing himself. He groans and notices the empty plastic container. He picks it up and examines it briefly, he then tosses it across the room.

It shatters along the far wall.

Gargan glances at it, then back at the microscope on the table. He grabs it, then glances down at the empty syringe.

He takes a deep breath and begins squeezing the microscope.

It begins to twist and distort in his grasp.

Several pieces break away, and snap in two. Gargan continues to apply pressure, and finally the microscope falls completely apart, its pieces falling to the floor.

Gargan looks down at the remains of the microscope in a daze. After a moment, his expression transforms into one of realization. He looks down at the table and smiles wickedly.

He raises his hand on the air and brings it down hard on the table. It SMASHES the into pieces.

Gargan turns to leave, and finds a large pipe in his way. He pulls his hand back and takes a wild swing at the pipe.

It BURSTS, causing water to begin flooding the basement.

Gargan smiles and grabs the leaking end of the pipe. He SQUEEZES it hard, twisting the pipe into a closed knot.

The water stops flowing.

Gargan turns and walks toward the stairs.

Off the dripping pipe:

FADE TO:

INT. PARKER HOME - LIVING ROOM

Ben sits on the couch reading a magazine. His work uniform - an OsCorp jacket - hangs on a nearby coat rack. The door opens and Peter enters, clearly not feeling well.

BEN

Peter, you feeling okay?

PETER

Not really. I think I got a fever or something.

May enters from the kitchen.

MAY

A fever? Let me see...

She feels Peter's forehead and frowns.

MAY

You sure do. Why don't you go upstairs and lie down?

PETER

I'll be fine.

MAY

No, go on upstairs, sweetie. I'll bring you some soup.

BEN

She's right, Pete. You need to rest. I'll take care of the dishes tonight.

Peter is about to fight it, but gives in.

PETER  
Okay. Alright.

May kisses him on the forehead.

MAY  
Feel better.

Peter smiles weakly and heads upstairs.

BEN  
Rest up. You owe me on the dishes.

Peter grins weakly as he passes Ben, who gives him an encouraging pat on the back as he heads toward the stairs.

INT. PARKER HOME - PETER'S ROOM - MOMENTS LATER

The door opens and Peter enters. He tosses his bookbag to the side, and rubs the back of his neck. He blinks slowly several times, and massages his temples. He kicks his shoes off.

PETER'S P.O.V.

We begin to see things become blurry. Time seems to slow down, and Peter groans. The room appears to spin.

BACK TO SCENE

Peter staggers toward the bed, getting dizzy by the step. Finally he collapses onto it, unconscious and face-down.

We move across his body and down his arm, until we finally reach his hand...

And a much LARGER RED BITE MARK.

FADE TO:

INT. PENTHOUSE OFFICE - DUSK

A series of massive windows look out onto a breathtaking view of NEW YORK CITY. Through them, we see the sun has just recently set. There is a large wooden desk, and a plush chair. Standing, back to us, is a MAN IN A BLACK SUIT.

MAN IN BLACK  
You do realize how this sounds?

Doctor Stromm stands on the other side of the desk.

STROMM

Yes, but I assure you it's all true. I've been working on the project for the last eight years, six of those as lead researcher.

MAN IN BLACK

And you suddenly decide to come to me with this? You'll have to forgive my skepticism.

STROMM

I understand. But everything I've told you is the truth. Why else would a billionaire CEO be interested in a few back alley bums? There's a lot more going on here than even you realize.

The Man turns and we finally see his stern face. He is a towering man, well-built, and his head has been shaved bald.

WILSON FISK eyes Stromm carefully.

FISK

Do you have proof?

Stromm drops a stack of lab notes onto the desk. We can't make out their exact contents, but we can make out the OsCorp logo, and several mentions of '*Renaissance*'.

Fisk glances through several pages.

FISK

Can you provide me with the serum?

Stromm hesitates.

STROMM

No. I didn't have a chance to pack before I left. My access code's been changed. Believe me, I tried.

FISK

That's unfortunate.

STROMM

(quickly)

But I can tell you where to find it... and I can help you perfect it once you do acquire it.

Fisk looks at him suspiciously.

FISK

For a handsome fee, no doubt.

STROMM

Just standard pay for a researcher  
of my experience. It's the research  
I'm interested in, not the money.

Fisk considers for a moment.

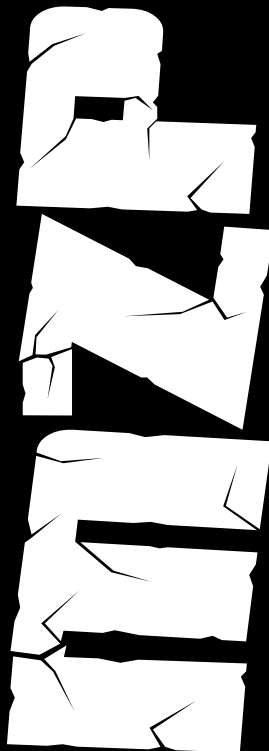
FISK

Very well. Tell me how I can  
acquire Renaissance.

Fisk looks Stromm dead in the eyes as we:

FADE TO BLACK.

**END OF SHOW**



spider-man  
**GIFTS & CURSES**

**Based on Spider-Man**  
**Created by Stan Lee & Steve Ditko**

**Developed for MZP by**  
**Jay Everington**

**EXECUTIVE PRODUCER**  
Jay Everington

**CO-EXECUTIVE PRODUCER**  
J.B. Gibson

**SUPERVISING PRODUCER**  
Shannon Hardy

**SUPERVISING PRODUCER**  
Robert Kenneth

**SUPERVISING PRODUCER**  
Bobby Torres

**STAFF WRITER**  
Jamel Baker

**STAFF WRITER**  
Harrison Cartwright

**STAFF WRITER**  
Rich Gentile

**CREATIVE CONSULTANT**  
Tom East

**CREATIVE CONSULTANT**  
Colby Pryor

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**MEDIA PRODUCER**  
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