



"Curses"

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

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TEASER

FADE IN:

EXT. CITY STREET - NORMAN'S LIMO - AFTERNOON

A long black limousine. Standard length and appearance. We see the license Plate reads *OsCorp* as it passes.

INT. NORMAN'S LIMO

A spacious interior, matching the vehicles outward appearance. There is a TV monitor hanging from the ceiling. NORMAN OSBORN sits at the back, staring out the window. His briefcase is on the floor by his feet.

He appears exhausted.

His cell phone rings. Norman glances at the caller ID, confused, then answers.

NORMAN
Osborn.

A familiar voice responds.

FISK
(filtered through phone)
Hello, Norman.

Norman doesn't immediately respond.

NORMAN
I thought I told you never to
contact me.

FISK
I trust the last delivery went
well.

NORMAN
It was received, but I'm sure you
knew that.

FISK
Of course. I'm calling because
something has come to my attention.

NORMAN
I don't have time for this...

FISK
Renaissance.

Norman's jaw clenches. This news clearly upsets him.

NORMAN

That's classified information.
Classified *government* information.
I'd like to know how you came
across it.

FISK

Don't concern yourself with my
methods, Norman. I know, and now
that I know the true nature of our
arrangement, I think it's time...

NORMAN

If this is going where I think it's
going, the answer is no.

FISK

So quick to judge. I only want
what's best for both of us.

NORMAN

And how exactly does any of this
benefit me? The last thing I need
is Renaissance showing up on street
corners being dealt like heroin.

FISK

You misunderstand. I don't want to
distribute it, I want to perfect
it. Think of the potential benefits
it could offer. In my line of work,
every advantage can be the
difference between life and death.

NORMAN

You mean between *freedom* and
prison.

FISK

Like I said... life and death.

NORMAN

I don't know how you found out
about this, but I promise you it'd
be in your best interest to forget
it. This isn't the NYPD you're
dealing with, it's the United
States Government. They don't take
things like this lightly.

FISK

And this isn't another investor you're dealing with, Norman. I get what I want. I'd hate for the higher-ups to become aware of our *arrangement*.

Norman's expression hardens.

NORMAN

You leak that information and it comes back to both of us. You'd be risking your neck to cut mine.

FISK

Risk is part of the game, Norman. It's part of life.

NORMAN

Play your games with someone else, I'm done.

Norman ends the call.

He lets out a heavy sigh and buries his head in his hands.

INT. FISK'S OFFICE - AFTERNOON

The New York City skyline can be seen through the large office windows. WILSON FISK slowly hangs up the phone.

FISK

Fair enough, Norman. But this is far from *done*.

Off Fisk:

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

A COLD BOWL OF SOUP

Sitting on the edge of a night stand.

Our VIEW WIDENS TO REVEAL:

INT. PARKER HOME - PETER'S ROOM

PETER, asleep in his bed, has the covers pulled over him. Sun shines in through the windows. His alarm clock reads: **3:48**.

A HAND reaches into view, and brushes his bangs from in front of his eyes. The hand feels his forehead, and Peter begins to stir. The hand pulls away, and Peter opens his eyes.

He looks up and is startled slightly to find MARY JANE sitting on the side of his bed, smiling down at him.

MARY JANE
Afternoon, Pete.

PETER
(confused)
Afternoon?

He glances over at his alarm clock and realizes.

PETER
I've been out all day?

MARY JANE
Your Aunt said she tried to wake you up this morning, but you had a fever, so she let you sleep. I think she's starting to worry.

PETER
I'll be fine. Just... tired is all.

Mary Jane stares down at Peter for a moment, before he awkwardly breaks eye contact. He rubs his eyes tiredly.

PETER
So... what are you doing here?

Mary Jane gives him an odd look.

PETER
Sorry. That didn't come out right.

MARY JANE

(smiles)

It's okay. Your Aunt called and asked if I'd bring your assignments by after school.

She holds up a small stack of papers.

PETER

Oh. Thanks.

MARY JANE

You won't be saying that once you get to Miss Saunders biology homework. Gwen complained non-stop about it during PE this afternoon.

Peter sits up in bed, still a little groggy.

PETER

Did you talk to Eddie today?

MARY JANE

Yeah, he was asking about you. He seems like a good friend.

PETER

Don't know if I'd call him a friend.

MARY JANE

Well he thinks he is. You should call him, Peter. He's a good guy.

PETER

(grins)

Honestly, I don't know if I have a choice with him. He's so...

Peter gestures with his hands. Mary Jane grins.

MARY JANE

Yeah, I've noticed. He's just what you need! The wait and see approach hasn't exactly worked for me.

Peter looks away nervously.

MARY JANE

Peter, it's okay. I know...

Peter turns back.

PETER

No, it's not okay. I...

Peter hesitates, looks up at Mary Jane.

PETER

I'm sorry.

Mary Jane smiles sadly.

MARY JANE

You know, I never stopped considering you a friend.

PETER

I know, but I don't deserve that. After the way I've acted, I don't deserve your friendship.

MARY JANE

Well you *have* it. You always have. I know you've been through a lot. I just wanted to be there to help.

PETER

I know, I'm starting to realize what a jerk I've been. How stupid I've been acting. I don't know, maybe it's Eddie rubbing off on me, but I don't want to do this anymore.

Mary Jane puts her hand on his shoulder.

MARY JANE

It doesn't have to be that way, you know.

Peter looks at her as if he finally understands.

PETER

Thank you.

MARY JANE

(smiles)

Not a problem, Tiger.

Peter chuckles at the remark.

MARY JANE

What?

PETER

It's just... you haven't called me
that since we were twelve.

MARY JANE

You'll always be my tiger.

Mary Jane hugs him. Peter is hesitant at first, but returns
the embrace. They remain this way for a moment before:

MARY JANE

Friends?

PETER

(smiles)
Friends.

Mary Jane tightens her grip.

MARY JANE

I missed you, Peter.

PETER

I know.

After a moment, they separate.

ANGLE ON THE BEDROOM DOOR

MAY stands outside, peeking in through a small crack, an ear-
to-ear grin on her face.

EXT. OSCORP - PARKING GARAGE

Norman's limo pulls up, and he steps out. OsCorp SECURITY is
waiting, and walk alongside him. His phone rings and he
ignores it. It rings again, and he takes it out.

NORMAN

Go ahead.

INTERCUT WITH:

INT. GARGAN'S SUV - FRONT SEAT

MAC GARGAN drives, wheel in one hand, phone in the other.

GARGAN

Norman! Norman, you've got to see
this! I'm on my way right now!

EXT. OSCORP - PARKING GARAGE

Norman stops walking and appears confused.

NORMAN
Who is this?

INT. GARGAN'S SUV - FRONT SEAT

As before.

GARGAN
It works, Norman! It works and I
can prove it!

EXT. OSCORP - PARKING GARAGE

Norman glances at his phone, confused.

NORMAN
(not again)
Gargan?
(then)
We've been through this. You're
fired, that's it, it's done. You'd
be happy to know Doctor Stromm's in
the same boat as you. Maybe...

GARGAN
(filtered through phone)
No! You're not listening! You need
to listen! It WORKS! The venom...

NORMAN
Was a failure. We tried.

GARGAN
No, no, no! The formula was off,
but it works! I...

Norman flips his phone shut. He stuffs it into his pocket and continues walking.

INT. GARGAN'S SUV - FRONT SEAT

Gargan stares at the phone in disbelief. He SLAMS it down onto the dashboard, shattering it, and the dashboard itself.

He continues driving, staring straight ahead as we:

FADE TO:

INT. PARKER HOME - LIVING ROOM

May and BEN sit on the couch together, watching TV. We hear footsteps from the stairs, and a moment later Peter appears.

He heads directly for the kitchen.

BEN
Feeling better, Pete?

Peter grabs a soda and downs it quickly. He tosses the now empty can across the kitchen into the trash.

PETER
Yeah. I feel great, actually.

May winks at Ben.

MAY
So, what did you and Mary Jane talk about?

Peter grabs another soda and heads back into the living room, flopping down on the recliner.

PETER
Stuff.

BEN
Stuff stuff or important stuff?

PETER
(grins)
Just stuff.

May beams.

BEN
You seem awfully chipper. Looks like that rest did you some good.

PETER
(shrugs)
Guess so.

Ben smiles and shakes his head.

BEN
Good. More energy for those dishes.

Peter hops up out of the recliner.

PETER

Yeah, I'll get 'em later. I was going to call Eddie. See if he wants to hang out.

Ben glances over toward May, who gives him a quiet nod.

BEN

Go ahead. The dishes can wait.

Peter smiles. He heads back upstairs, leaving the two alone.

BEN

Do I even *want* to know what they were doing up there?

May laughs.

MAY

Relax, I have a feeling everything's going to be just fine.

Off her smiling face:

INT. OSCORP - RESEARCH LAB

The doors are open, and we see a lone figure standing just inside them. He wears a white lab coat, and sports short black hair. His right arm is missing below the elbow.

CURT CONNERS stares ahead, unsure of what to think.

The lab has been completely dismantled.

Papers litter the floor, along with shattered glass, and broken lab equipment. Several of the computers have been removed, and various pieces of hardware appear to be missing.

SMYTHE (O.S.)

I apologize for this, Doctor.

ALISTAIR SMYTHE enters, stopping beside Connors.

CONNERS

What happened?

SMYTHE

A local gang decided it'd be fun to trash a multi million-dollar laboratory. It's not a problem, though. We'll have it good as new within the hour.

CONNERS

Seems awfully high-class for random thugs.

SMYTHE

Yes, well our security was unusually lapse it appears. I assure you that situation has been dealt with.

CONNERS

I should hope so. This is delicate research.

SMYTHE

No doubt. You have my word it'll never happen again.

Connors turns toward Smythe and extends his hand.

CONNERS

Curt Connors.

Smythe shakes it.

SMYTHE

Alistair Smythe. Welcome to OsCorp, Doctor.

CONNERS

I'd like to get a look at your previous lead's notes. Major Trest only briefed me on the basics.

SMYTHE

Of course. Once we get this mess situated, you'll have whatever you need to begin your work.

CONNERS

Very well. I've got some unpacking to do upstairs. I trust everything will be in order when I return?

SMYTHE

You have my word.

Connors doesn't respond. He turns and exits.

Smythe surveys the damage to the lab with a still face. He pulls out his phone, punching a single digit.

SMYTHE

Mister Osborn, we have a problem.

Smythe continues to stare ahead at the trashed lab.

EXT. QUEENS STREET - DUSK

Not the nicest area of town, but not run-down either. Most of the buildings are older and in various states of disrepair. The cars that pass are older as well, with the occasional newer model passing by.

Peter walks down the sidewalk, a small post-it note in his hand. He glances at the numbers on each building he passes. Several passing PEDESTRIANS give him odd looks.

He clearly doesn't fit in here.

He passes two THUGS in their early 20's, who are sitting together on a stoop. They glare at him as he passes.

THUG #1

You lost, boy?

Peter stops and stares at them.

PETER

Me?

They laugh.

THUG #2

Yeah you. What you doin' out here all alone? Little bitch like you?

Peter tries to ignore them and walk past, but one of the Thugs stands and move directly into his path.

THUG #1

Where you goin'? We're just getting started here.

Peter sighs.

PETER

I'm not looking for trouble. I'm just here to visit a friend.

THUG #2

Oh yeah? Who the hell do you know lives out here?

PETER

Honestly, that's none of your business.

THUG #2

Well how about I *make* it my business?

THUG #1

You don't come into our neighborhood talkin' smack!

PETER

Nobody's talking anything. I was just walking by!

THUG #1

I told you to watch your mouth punk! Around here, we got ways of shuttin' it for you!

He flashes a GUN stuffed into his belt. Peter glances down at the gun, then nervously up at his face.

PETER

Just let me pass. What do you want, my money? Here...

Peter takes out his wallet and throws it on the ground. The second Thug picks it up and looks inside.

THUG #2

Twelve dollars? What the hell we gonna do with twelve dollars?

PETER

It's all I got, seriously.

THUG #1

Oh you're serious? Well how's this for serious?

The Thug reaches for his gun...

Suddenly, time begins to slow down for Peter:

A high-pitch hum can be heard, but apparently only noticeable to Peter. He winces as his *SENSE* kicks in. He focuses on the Thugs reaching for his gun and his eyes widen.

Peter quickly grabs his arm, snatching the gun away.

As time returns to normal, the two Thugs stare at Peter in confusion, then fear as they see the gun in his hand.

Peter quickly realizes and tosses the gun away.

THUG #1

You shouldn't have done that, boy.

They LUNGE toward Peter, their fists raised...

Peter's sense kicks in again as he moves between the two...

They swing at air, and look back at Peter stunned.

THUG #2

What the hell?

The first takes a wild swing at Peter, who ducks out of the way. He grabs his wrist and flips him over his head onto a nearby trash can. The Thug groans in pain.

The second Thug looks at Peter, not sure what to make of him. Peter is even more confused than he is.

The Thug looks down at his friend and quickly runs off down the sidewalk. Peter is stunned, and glances down at his hands. He notices the bite mark, and touches it softly.

EDDIE (O.S.)

Pete?

Peter turns to see EDDIE walking out from a nearby apartment building. He looks down at the Thug on the ground.

EDDIE

What the hell's going on?

Peter looks at Eddie, but has no answers.

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. MIDTOWN HIGH - FOOTBALL FIELD - DAY

The sun shines brightly overhead. The BOYS PE CLASS is gathered on one side of the field, with the GIRLS CLASS gathered on the other side.

Peter is doing sit-ups near midfield, with Eddie holding his feet. Eddie isn't paying attention, though.

His gaze is fixed on the girls class across the field.

PETER

Is that all you think about?

EDDIE

Come on dude. How can I *not* at this distance?

Peter continues doing sit-ups without a response.

EDDIE

So you wanna try Dante's again?
Maybe without the Jackie Chan
action this time?
(beat, recalls)
What was that all about anyway? I
walk out and you're going all Bruce
Lee on his ass.

PETER

Honestly, I have no idea. It just
sorta happened. Adrenaline?

A soccer ball rolls into view, coming to a stop after it hits Eddie's foot. GWEN runs up, chasing after it. She bends down to pick it up, and finds herself face-to-face with Eddie.

They stare awkwardly at each other for a moment before:

ROBBIE (O.S.)

I guess things never change.

Gwen quickly breaks eye contact. Peter stops his sit-ups and looks up to find ROBBIE ROBERTSON standing over him.

Robbie is in his early 20's. He wears a *Midtown Football* t-shirt, with a matching hat. He has the look of an athlete.

ROBBIE

I used to *hate* warm-ups.

PETER

Robbie? What are you doing here, I thought you started your internship today?

ROBBIE

On my way now. I had to pick up...

FLASH (O.S.)

ROBBIE!

Robbie looks up to find FLASH THOMPSON and KENNY MCFARLANE running his way. He grins as they approach.

FLASH

Roulette Robinson! What's up man? You here to get a preview of the future state champs?

Robbie smiles at the remark.

ROBBIE

Nah, just picking up my transcripts.

FLASH

Oh yeah? So what's up with you these days, man? Still trying to get that...

ROBBIE

Internship, yeah. I'm on my way to the Bugle right now, actually.

FLASH

Nice. You coming to the game Friday?

ROBBIE

You know it, man. I was gonna talk to coach about watching it from the sideline.

FLASH

Oh, no doubt. This team wouldn't be what it is today if it weren't for you. Well... and me.

KENNY

Flash's just jealous. They had a poll in the paper last week and everybody voted you the best D.B.

KENNY (CONT'D)

Midtown's ever seen. His ego's still bruised.

FLASH

Watch it bench-warmer!

KENNY

I'm still gettin' drafted higher than you!

FLASH

Like hell!

MANSFIELD (O.S.)

Robbie, you trying to take over my team again?

COACH BARRY MANSFIELD approaches. Mansfield is in his 40's, well-built, with short black hair. He and Robbie shake hands.

ROBBIE

No sir, just catching up.

MANSFIELD

You're coming to the game Friday, right? I've got a spot on the sideline for you.

ROBBIE

Definitely, coach. I'll be there.

Mansfield leans in closer to Robbie.

MANSFIELD

(getting serious)

How's the knee?

Robbie's expression changes; clearly this is a sore subject.

ROBBIE

Getting better. Had my last physical therapy session in August.

MANSFIELD

Glad to hear it. You still got that newspaper thing going on?

ROBBIE

Yeah, I'm headed to the Bugle right now. Got some stuff published online a couple months ago.

MANSFIELD

Oh yeah? Nice going. It's good to see you keeping busy.

(then)

Listen, Robbie. I've been meaning to get in touch with you about something. Stop by my office later?

ROBBIE

I'm off tomorrow.

MANSFIELD

Great, see you then.

(to Flash and Kenny)

Alright - Fred, Ethel, lets go.

Mansfield walks away, Flash and Kenny in tow.

FLASH (O.S.)

You're Ethel, you know.

KENNY (O.S.)

B.S., dude. I *have* to be Fred!

(beat)

Coach... who are *Fred and Ethel*?

Robbie shakes his head and laughs as they walk off. He turns his attention back to Peter, then to Gwen and Eddie.

ROBBIE

So, who are your friends?

PETER

Oh. Gwen and that's... well, that's Eddie.

Eddie slaps hands with Robbie with a grin.

EDDIE

Roulette Robinson? You're like a living legend!

ROBBIE

(laughs)

Roulette's a nickname - Robbie's fine - and I wouldn't go that far.

EDDIE

Are you kidding me? *Sixteen* interceptions in *one season*? That's insane, dude! Sucks about the knee.

ROBBIE
(here we go again)
Yeah... I get that a lot.

Peter stands up, but as soon as he gets to his feet, his *SENSE* kicks in. Time slows down once again.

Peter looks around in confusion, and winces at the sensation.

He turns around and see's a FOOTBALL spiraling directly toward his head. His eyes widen.

As time returns to normal, Peter quickly spins around and catches the ball with one hand. He stands there in a daze as everyone stares at him in mild shock.

EDDIE
Whoa.

ROBBIE
Peter... man, you *sure* you don't want to try out for the team? You'd make one hell of a wide receiver with hands like that.

Peter snaps out of it. He turns and throws the ball back toward a group of JOCKS. The ball spirals back toward them, and hits one of them square in the chest.

It knocks him to the ground, and the air out of his lungs.

ROBBIE
Or... you *could* try quarterback.

Peter looks around nervously as everyone stares at him.

FADE TO:

INT. OSCORP - LOBBY

The familiar lobby, not much different from where we left it in the previous episode. The same attractive secretaries, the same stern-faced security guards. There is a small crowd of visitors, and a few company employees walking about.

Gargan enters through the main doors, apparently in a big rush. He approaches the main information desk, where a young female SECRETARY greets him with a smile.

SECRETARY
Can I help you?

GARGAN

I need to speak with Norman.

SECRETARY

Norman?

GARGAN

Osborn. Norman Osborn.

The Secretary just stares at him.

SECRETARY

I'm sorry, sir. You can't just walk in here and expect to speak with the CEO.

Gargan fumbles around in his pockets, and pulls out a small security clearance badge. He hands it to her.

GARGAN

You don't understand. Gargan... Mac Gargan. R&D specialist.

SECRETARY

(scans it)

This is expired, sir.

GARGAN

Yes, of course it is. I don't... I don't exactly work here anymore. I need to speak with Norman, though. He *needs* to see this!

SECRETARY

I'm afraid that's impossible. Mister Osborn is a very busy man. There's just no way...

GARGAN

Please! I just need to see him! Once I show him...

SECRETARY

Look, sir, if you'd like I can take a message. Tell him you're looking for him.

Gargan glares at her. He glances down at his clenched fist, but takes a deep breath and relents.

GARGAN

No, that's okay. I'll find him *myself*.

The Secretary starts to respond, but Gargan turns and walks away before she has a chance, his fist still clinched.

EXT. STREETSIDE - FOREST HILLS - AFTERNOON

Peter, Eddie, and Gwen walk down the sidewalk, their backpacks in tow. Cars pass by, along with a bus or two.

EDDIE

I just don't get it. I mean, I'm never gonna' be a brain surgeon. Why do I need pre-calculus to graduate high school? It's bogus, I'm telling you!

GWEN

I know what you mean. I could care less about some dead 16th century poet.

Peter is walking alongside them, but he's clearly lost in his own thoughts. Eddie snaps a few fingers in front of his face.

EDDIE

You still with us, bro?

Peter snaps out of it.

PETER

What? Yeah, I was just...

GWEN

Wouldn't have anything to do with a certain red head, would it?

PETER

What is it with you guys and MJ?

GWEN

Are you going to call her?

PETER

I...

EDDIE

Come on, bro. What's the deal? I thought you two were friends.

PETER

I'll call her. It's just... complicated.

GWEN

We've noticed. Look - Dante's -
after school tomorrow. MJ's gonna
be there. I'll save you a seat.

(glances at Eddie)

You can even bring Eddie if you
want. He'll have to bring his own
chair, though.

EDDIE

(grins)

Not a problem, I'll just sit in
your lap.

GWEN

Do you ever stop?

EDDIE

Only for old ladies. And squirrels.

(shudders)

Creepy little bastards.

Gwen shakes her head.

PETER

Yeah, sounds good.

GWEN

(smiles)

Great, see you tomorrow then.

They approach a large sign in the road reading **Forrest Hills**.

EDDIE

See you, bro.

PETER

(distracted)

Yeah, see you.

Gwen and Eddie continue on their way.

Peter glances to his left, toward home. He looks straight
ahead, toward downtown. He ponders for a moment.

Then walks straight ahead as we:

FADE TO:

INT. OSCORP - RESEARCH LAB

Norman surveys the damage, looking rather pale. Standing beside him is Smythe. Cleanup crews and maintenance personnel have begun restoring the lab.

NORMAN

This has gone too far.

SMYTHE

I'd say so.

NORMAN

How did he know where to look?
Thank God we moved the samples, or
we'd really be in over our heads.
The last thing we need is that
maniac getting his hands on the
serum.

SMYTHE

About that...

Norman's head snaps around.

NORMAN

(panic)

The samples *were* moved?

SMYTHE

Yes, of course.

NORMAN

(relaxing)

Good.

SMYTHE

I was referring to the location of
the lab. There are only two people
other than you and I who know both
it's true nature *and* location.

NORMAN

Gargan and Stromm.

SMYTHE

(nods)

It seems one of them has found
employment elsewhere.

Norman scoffs.

NORMAN

Until they turn up in a ditch
somewhere.

SMYTHE

No matter, they didn't get what
they were after. All the samples
have been moved, and all the
research with it. If you ask me,
we've really dodged a bullet here.

NORMAN

Maybe this time, but a sharpshooter
like Fisk doesn't miss twice. This
is only the beginning.

Off Norman's troubled stare:

EXT. QUEENS - ALLEYWAY

Peter enters the alleyway from the sidewalk, carefully
looking around to make sure he's alone. Satisfied, he
proceeds farther down the alley, stopping at the end.

He stands there for a moment, unsure of what to do.

PETER

What am I *doing*?

Peter drops his bag, and glances down at the ground at a lone
brick surrounded by a bit of trash. He ponders this for a
moment, then slowly reaches down and picks up the brick.

PETER

Okay... now what?

Peter squeezes the brick hard, the strain obvious on his
face. After a moment, the brick begins to crumble.

Peter is stunned.

He slowly releases his grasp, allowing the pieces to fall to
the ground. To his obvious surprise however, only a few of
the pieces actually hit the ground.

Most of them are stuck to his hand!

PETER

Whoa.

Peter shakes his hand, trying to rid himself of the pieces,
but only a few more fall to the ground. Still baffled, he
begins picking the pieces off one by one with his other hand.

He rubs his hand against his shirt in an attempt to wipe off the dust, but when he pulls away, his shirt comes with it, producing a small tear along the front of it.

PETER

You have *got* to be kidding me.

Peter glances down at his shirt in mild annoyance, but lets it pass. Clearly, he is preoccupied.

He looks down at his hands, and once again notices the bite mark. He examines it for a moment before realization dawns.

He glances up at a nearby wall, nervous and confused.

He slowly approaches it, and reaches his hand out, touching it lightly. He pulls it back, and examines it for a moment. He then takes a deep breath and touches the wall again.

With both hands, Peter applies more pressure this time, and they stick. He hesitates a bit, but finally takes a deep breath and begins to climb.

Slowly at first, but eventually he brings his feet up and they stick as well.

Peter looks down in confusion, flicking and feeling of his shoes. He removes one of them from the wall, and examines the sole of it, as confused as ever.

He ponders this for a moment before shrugging it off.

PETER

Weird.

Peter looks around as he continues to climb slowly.

He reaches the top of the wall, nearly to the roof and stops, looking down in amazement. He cautiously removes his hands, and stares down at them once again.

Peter climbs over the wall, onto:

EXT. ROOFTOP - CONTINUOUS

He glances around at the view from the rooftop and grins. He looks back down into the alley, still stunned.

Then smiles faintly.

FADE TO:

EXT. FOREST HILLS - SIDEWALK - DUSK - LATER

Peter walks briskly down the sidewalk, picking up his pace to a run as he approaches his house.

Something catches his eye ahead though, and the grin quickly fades. Peter stops dead in his tracks.

Parked outside his house are TWO POLICE CARS.

Peter takes off running toward the house.

INT. PARKER HOME - LIVING ROOM - CONTINUOUS

Peter rushes in through the door, and once again stops dead in his tracks. Sitting on the couch is May, alongside three OFFICERS, among them WILLIAM ROBERTSON, who consoles her.

May meets Peter's gaze, and we see tears in her eyes.

Peter is pale, and tears are building in his eyes as well. William gets up from beside May, approaches Peter, and places a comforting hand on his shoulder.

WILLIAM

Peter, I'm sorry.

Peter stares at him, not fully grasping what it is he's being told. He looks once again at May, who is now openly weeping.

PETER

Uncle Ben...

Tears begin pouring down his face.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

EXT. PARKER HOME - PORCH - LATE NIGHT

The porch light has been turned off, and Peter sits alone on the steps, his chin resting on his knees. He has a blank expression on his face, and doesn't even notice Mary Jane approaching from the sidewalk.

She notices Peter as she nears, and stops a few feet from the porch. She stands there, unsure of what to say.

MARY JANE

I didn't know if you'd still be up.

Peter looks up slowly, but his expression doesn't change.

PETER

Couldn't sleep.

Mary Jane walks slowly over to him. She places her hand on his shoulder, and sits down beside him.

MARY JANE

I don't know what to say. I'm so sorry, Peter. I wish there was something I could do.

Peter looks over at her, still in a daze. He doesn't speak.

MARY JANE

Peter...

PETER

I know you're trying to help, but I'm probably not very good company right now.

Mary Jane nods understandingly.

MARY JANE

It's okay. I just came to... I don't know why I came, actually.

She stands.

PETER

You don't have to go.

She stops, and sits back down. A long, tense few moments of silence pass between the two. Neither knowing what to say.

PETER

He was just getting off work. The
guy didn't even give him a chance.
He took his wallet after...

Peter can't finish his sentence. He closes his eyes tightly,
trying to hide the tears that are beginning to form.

MARY JANE

It's okay, Peter. We don't have to
talk about it if you don't want to.

Peter turns back to face her, and we see that tears have
indeed formed in his eyes.

PETER

We were supposed to go camping,
after it cooled off some. He said
he was worried about me, that we
needed to spend some time together.

Mary Jane gently wipes away a tear from his cheek.

PETER

I know he'd never say it, but I let
him down. I know I did. It's just
not fair... he tried so hard.

MARY JANE

Peter, you've been through so much,
I know he understood that. He just
wanted you to be happy.

PETER

I know that now. I think I always
did, I just never cared. All I
wanted was for him to leave me
alone...

(beat, tears return)

Now it's too late.

Peter takes a deep breath as more tears roll down his face.
He looks down at the ground, away from Mary Jane, who appears
to be fighting back tears herself.

PETER

I feel like I'm being punished.
First my... parents, now Uncle Ben.
It's like no matter what happens,
I'm *supposed* to suffer.

Mary Jane puts her arm around him. He begins to pull away, but stops. She hugs him around the neck. Peter fights them at first, but after a moment, the tears begin to flow freely.

MARY JANE

We'll get through this, Peter.

We'll get through it, I promise.

Peter cries openly. He lies his head on Mary Jane's shoulder, and continues to sob as a single tear flows down her cheek.

EXT. OSBORN RESIDENCE - NIGHT

In stark contrast to the modest homes of Queens, the Osborn mansion towers before us. A large fence surrounds the house, which is three stories tall, with a smaller fourth level sitting atop the home. Several luxury cars are parked nearby.

ANGLE ON THE FENCE

As a PAIR OF HANDS grabs the entrance gate.

And RIPS it from its hinges!

INT. OSBORN RESIDENCE - FAMILY ROOM

The lights are off, and the room is empty. A large grandfather clock tells us it's roughly 2:30 am. From a nearby room we hear a loud CRACKING SOUND.

Suddenly, a large WOODEN DOOR flies into view, crashing into the grandfather clock, splintering it into pieces.

Gargan steps into view, observing his surroundings. He finds no one, then turns around toward the stairs.

Standing there in shock is KIM OSBORN.

KIM

Who... who are you?

In a split second, Gargan is standing in front of her and has her by the throat, pressed against the wall.

GARGAN

Where's Norman?

KIM

(choking)

He's... not here.

GARGAN

You're lying!

Gargan tightens his grip, and Kim violently tries to escape, but in vain. From behind, the sound of footsteps draws Gargan's attention. He turns quickly and is greeted by the sight of three SECURITY GUARDS, guns drawn and aimed at him.

LEAD SECURITY GUARD
Step away! Hands on your head!

Gargan steps away, but slowly, almost casually.

LEAD SECURITY GUARD
Stay where you are!

Gargan doesn't waste any time.

He moves quickly, grabbing the lead Guard and hurling him across the room, where he crashes hard into the wall.

The other two guards fire a few shots, but Gargan is gone.

REVERSE ANGLE to reveal Gargan standing behind them.

He makes quick work of the Guards, grabbing their guns, and tossing the men aside as easily as the lead.

He glances over at Kim, who is cowering in fear.

He walks past her, and is nearly out the broken door frame when he notices something. Lying on the floor with so many other forms of debris is a magazine. Fortune magazine.

On the cover is a picture of OsCorp Headquarters.

Gargan tears the magazine in half, tossing it to the floor. He exits, leaving a trail of destruction in his wake.

Off the torn magazine cover:

FADE TO:

INT. PARKER HOME - LIVING ROOM

The door opens, and Peter enters from the porch. From the redness in his eyes, it's obvious his conversation with Mary Jane was mere moments ago.

On the couch, May is curled up clutching a blanket in her arms. Though she is dead still, her eyes are open and she is wide awake.

Peter slowly takes a seat beside her. He stares off into space for a moment, not knowing where to even begin.

MAY
Is Mary still here?

PETER
She went home.

A long, tense silence.

PETER
Are you okay?

MAY
I... don't know. I will be... don't
worry about me.

She sits up, and grabs Peter's hand.

MAY
Ben wouldn't want us to sit around
moping. Life goes on.

PETER
Maybe it does, but not tonight.

May doesn't respond. She begins to cry, and pulls Peter in
close to her. Peter begins to tear up again himself.

They hug, and remain this way as we:

FADE TO:

BLACKNESS

FADE IN:

INT. PARKER HOME - LIVING ROOM - MORNING

Rays of sunlight now shine in through the windows. May is
once again curled up on the couch, but now asleep. We hear
the faint sound of an alarm clock going off.

May stirs a bit, and finally wakes. She sits up, but doesn't
make a move to do anything. She stares out the window at
nothing in particular. Lost in thought, she doesn't move.

The alarm clock continues buzzing, taking us to:

INT. PARKER HOME - PETER'S ROOM - CONTINUOUS

The source of the sound. Peter reaches over and cuts it off.

He lies in bed, still in the same clothes from the night
before. His eyes are wide open, and he clearly hasn't slept.

INT. PARKER HOME - LIVING ROOM - MOMENTS LATER

Peter makes his way down the stairs. May hears him coming, and quickly wipes away her tears. Peter notices her, and they share an awkward, knowing look.

PETER
Did you sleep?

MAY
A bit. You?

PETER
No.

May nods somberly.

MAY
You don't have to go to school if
you don't feel up to it.

Peter nods.

PETER
Okay.

MAY
If you need to talk...

PETER
I will. I Just... need time.

MAY
I'm always here.

May stands and brushes Peter's hair from in front of his eyes. She hugs him, closing her eyes tightly.

MAY
I love you, Peter.

PETER
I love you too.

As they pull away, we see the tears are beginning to return for May. She quickly wipes them away.

MAY
I better get dressed.

PETER
Dressed?

MAY

I have to go to OsCorp. Your
uncle's life insurance policy.

PETER

Isn't that a little...

MAY

Soon? The world doesn't stop for
one family, honey. It just doesn't
work that way.

PETER

You want me to come? You shouldn't
have to do that by yourself.

MAY

That's okay, sweetie, Will's
driving me. I'll be fine. You need
to try and get some sleep.

PETER

Aunt May...

MAY

Go on. Don't worry about me.

Peter looks unsure, but nods and heads back upstairs. May
watches, fighting back more tears.

INT. MIDTOWN HIGH - HALLWAYS

Hundreds of students crowd the hallway, moving from class to
class. Those that care, anyway. Mary Jane stands in front of
her locker, exchanging a few books.

Gwen approaches, a somber expression on her face.

GWEN

Hey.

MARY JANE

Hey.

GWEN

I heard what happened. Have you
seen him since...

MARY JANE

We talked last night. Probably best
to give him some space.

GWEN
Yeah, poor guy.

From down the hall, Eddie approaches.
He smiles, completely unaware of the situation.

EDDIE
Morning, ladies! Dressed to
impress, I see.

Gwen shakes her head somberly.

GWEN
Eddie...

EDDIE
(confused)
What's going on?
(realizes)
Where's Pete?

MARY JANE
He's not here.
(beat)
His Uncle... died last night.

Eddie's eyes widen as he realizes the truth.

EDDIE
Are you *serious*? Oh man... what
happened?

MARY JANE
He was...
(beat)
He was... murdered.

EDDIE
Oh man. Oh my God. Is Pete okay?

MARY JANE
He's taking it pretty hard.

EDDIE
I'm... sorry. I didn't know.

GWEN
I feel so bad for him. He's already
been through so much with his
parents and everything.

MARY JANE

Oh... so, he told you?

GWEN

Yeah, we talked the other day... long story. The poor thing.

MARY JANE

It was rough. He hasn't been the same since they died.

EDDIE

What do you mean?

MARY JANE

He just... changed. It's been nice seeing him act like his old self lately.

EDDIE

We should do something. Go talk to him or call him, or...

GWEN

Give it time, Eddie. Trust me, the last thing he needs right now is us beating down his door. He'll come to us when he's ready.

MARY JANE

(not convinced)

I hope you're right.

Off Mary Jane's uncertain expression:

INT. OSCORP - LOBBY

The familiar lobby, with a small crowd gathered.

May sits in a waiting area a few feet from the main desk. Beside her is William Robertson, wearing civilian clothing.

WILLIAM

You don't have to do this, you know. It can wait until after...

MAY

I need to. I don't want this to drag on forever for Peter. It happened with his parents... he doesn't need that again.

WILLIAM

Maybe not, but the investigation could. That's something you should be prepared for.

MAY

Just keep Peter out of it. I'll help any way I can, but he doesn't need that.

WILLIAM

Right. How's he doing?

MAY

He's been quiet. I tried to talk to him, but...

WILLIAM

Give him some time. He'll come around.

MAY

I hope so.

WILLIAM

And you?

MAY

I'll be fine.

WILLIAM

Just like that?

MAY

I don't have a choice, Will.

WILLIAM

That doesn't mean you have to pretend everything's fine. You have the right to grieve.

May doesn't respond.

WILLIAM

Ben Parker was a good man. The finest man I ever served with. He'll...

William is interrupted when two SECURITY GUARDS come crashing through the main entrance doors!

Everyone reacts as Gargan walks in behind them, dragging another guard behind him in one hand, and carrying a gun in the other! He is *not* in a good mood.

He crushes the gun in his hand, then tosses it aside. He walks over to a nearby ATM machine, grabbing it and ripping it from the wall. Sparks fly as Gargan lifts the machine...

And THROWS IT ACROSS THE ROOM where it CRASHES into the wall!

The room goes silent as everyone stares in awe at Gargan, and his strength. He leaps up onto the main desk and speaks:

GARGAN

Don't bother trying to escape!
Nobody leaves until I see Osborn!

William quietly reaches for his gun, but glances over at May, who has taken cover with several others under a nearby table. He thinks better of it, and lets out a frustrated sigh.

GARGAN

Everyone against the wall! I don't want this to get ugly, but believe me when I say it can and will if I don't get what I'm after!

WILLIAM

What do you want?

Gargan's head snaps around toward William.

WILLIAM

William Robertson, NYPD. Nobody else needs to get hurt here, just tell me what it is you're after and we'll figure this out.

Gargan jumps down off of the desk, and comes face-to-face with William, who while nervous, puts on a brave face.

GARGAN

Osborn.

Off a concerned William:

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

INT. PARKER HOME - LIVING ROOM

Peter lies on the couch, staring up at the ceiling fan. He's clearly in deep thought. So deep that he doesn't hear a knock at the door. A second knock gets his attention.

Robbie pokes his head in.

ROBBIE

Pete? I didn't know if anyone was home.

PETER

Just thinking.

Robbie nods in understanding and enters.

ROBBIE

Dad told me what happened. *God*, I am so sorry man.

Peter barely acknowledges him.

PETER

I still can't understand it. It just happened so fast. One day he was here, the next...

ROBBIE

Man... I don't even know what to say. If you need anything, just let me know.

Peter's nods somberly.

PETER

Thanks. Everything's just so messed up right now.

Robbie gives him an encouraging pat on the back.

ROBBIE

I know. It's gonna be rough, I don't need to tell you that, but you know what? It's not gonna be that way forever.

PETER

Everything's just... so different now. I can't explain it - you wouldn't believe me if I tried.

ROBBIE

Pete?

Peter looks up at Robbie, debating.

PETER

There's something else.

ROBBIE

(concerned)

What, is it your aunt? Is she ok?

PETER

No... this is something else. I don't even know how to tell you. It sounds crazy, I know, but I swear it's the truth.

ROBBIE

What's going on, Pete?

Peter is about to respond, but notices the TV. On the screen is a NEWS BROADCAST. The breaking news headline reads:

Hostage Crisis at OsCorp.

Peter immediately gets concerned, and turns up the volume.

A Female NEWSCASTER is at the scene, reporting LIVE.

NEWSCASTER

Police officials were unable to confirm reports that the assailant is a member of the mutant community, but our sources have confirmed the man - former OsCorp employee Mac Gargan - does not appear on any of the official mutant registration lists. This does not confirm nor deny the theory however, as many affected by Stallworth syndrome have refused official registration, and it's not yet required by law...

ROBBIE

Oh man, this is *nuts!* I gotta get down there, Jonah's probably having a fit right about now!

Peter isn't listening. He stares at the TV, deeply concerned.

ROBBIE

You gonna be okay?

Peter snaps out of it and looks over at Robbie.

PETER

Yeah, get going.

Robbie hurries towards the door.

ROBBIE

I'll come by later tonight. We'll grab a bite.

PETER

It's okay, Robbie. It's your job. Go.

ROBBIE

(smiles)

Thanks man.

He exits. Peter's attention returns to the broadcast.

NEWSCASTER

Reports indicate that as many as twenty-four hostages were initially taken, and at least four of them have sustained some degree of injury. Just before power was cut, security cameras recorded these images from inside the building.

The screen switches to a full-screen view of black and white security film. The film replays the events from before, as Gargan enters, and begins wreaking havoc.

Peter notices something, and his eyes widen.

He's sees May taking cover underneath the table in the lobby.

PETER

Aunt May...

NEWSCASTER

We have been unable to confirm that one of the hostages is police chief William Robertson. More on that story as it develops. Police officials have told us...

Peter clinches his fist. He glances down at the bite, which has now all but disappeared. His eyes are filled not with fear, but with determination.

He heads toward the door, but catches one last bit of the newscast. On the screen, the Newscaster is interviewing a CITIZEN on the street. He appears very angry.

NEWSCASTER

... yes, and thank you for granting us this interview. We understand your wife is inside?

CITIZEN

Yeah, she is. I'm sick of this. These mutants people. Freaks! The government needs to do something about these people or they'll have us all...

Peter flips the TV off, but stops before leaving the house.

He glances over at a nearby mirror and his face. He stares for a moment, then quickly takes off running up the stairs.

INT. PARKER HOME - PETER'S ROOM

The door bursts open, and Peter hurries in. He runs to his closet, and frantically searches through several articles of clothing until he finds what he's looking for:

A pair of blue sweat pants.

He searches some more, and grabs a long-sleeved red t-shirt and a pair of old shoes.

INT. PARKER HOME - GARAGE - MOMENTS LATER

Peter is frantically digging through a pile of boxes. Finally, he finds the one he's looking for. He rummages through it for a moment, and finally pulls out:

A red SKI MASK.

Peter looks down at the mask and we:

CUT TO:

INT. OSCORP - LOBBY

As we left it. Gargan has the various hostages lined-up against the far wall, and bound by their hands and feet.

Among them, May appears terrified.

Gargan sits calmly in a chair facing them. He stares at them for several moments before the phone at the front desk rings. Gargan glances over at it, letting it ring several more times before getting up to answer.

GARGAN
(to hostages)
Don't move.

He picks up the phone.

GARGAN
I told you, no negotiations. I want...

NORMAN
(filtered)
What do you want, Mac?

GARGAN
Norman.

NORMAN
Taking this a little too far, aren't you? You've got half the country watching this little stunt of yours on live TV.

GARGAN
I'm sure Major Trest is thrilled.

NORMAN
And I assure you he will never know what really happened.

GARGAN
I could bring down this company - you - with one phone call.

NORMAN
Then why haven't you?

Gargan doesn't respond.

NORMAN

Just as I thought. You don't want Renaissance to go public any more than I do. It's all about the research to you. Why share it with the rest of the world?

GARGAN

Looks like I've made a decent go of it myself.

NORMAN

Yes, well it appears we we've both made our share of mistakes.

GARGAN

I want my job back. Exclusive project lead.

NORMAN

I can't do that. You know as well as I do why.

GARGAN

Drop the contract. With my knowledge and your money we could develop this on our own. No need for Trest and his kind.

NORMAN

Without that contract there is no money... no OsCorp.

GARGAN

And by the time I'm done here, the result will be the same. It all depends on what kind of P.R. You'd like to receive out of this.

NORMAN

Mac...

GARGAN

What's it gonna be, Norman? The sympathetic CEO who risked his neck to save the lives of the innocent?
(then)
Or the cold-hearted son of a bitch who let twenty five hostages die to protect company secrets?

NORMAN

It doesn't have to be that way. We can both still get what we want.

GARGAN

Then you're prepared to...

NORMAN

No. I don't think the public would look too kindly on me hiring back the maniac who's holding half my day staff hostage. Not to mention the police... and Major Trest.

GARGAN

I don't like where this is heading.

NORMAN

You shouldn't. You're strong, Mac, but you're not bullet proof. I think we both know how this will end for you if things keep up.

GARGAN

Better get on the phone with your P.R. People. You just lost an employee.

NORMAN

Mac!

Gargan SLAMS the phone down, crushing it. He leaps over the desk, and walks toward the wall of hostages. He grabs one of them - the Secretary - by the throat.

GARGAN

Hell of a boss you got, Miss. Hope you're insured.

He THROWS her across the desk where she lands on top of the computer monitor, and rolls onto the floor.

William stands up and rushes Gargan.

WILLIAM

Leave her alone!

Gargan doesn't flinch. He grabs him and SLAMS him into the wall, creating a small crater. William spits up blood, but Gargan isn't done.

He grabs him by the throat, and throws him across the room!

William flies through the air and is about to impact...

When he is CAUGHT in mid-air by Peter, who is leaping down from a broken window above.

Peter sits him down carefully, then turns to face Gargan.

GARGAN
What is *this*?

Gargan LEAPS over to Peter, at least 20 feet. He approaches him slowly, sizing him up.

GARGAN
I'd change tailors, little man.

PETER
And I'd change psychiatrists.

Gargan laughs, but quickly regains his serious tone.

GARGAN
You're out of your league. You have no idea what you've stepped into.

PETER
These people didn't do anything. They're innocent. Let them go.

GARGAN
He sent you, didn't he?

PETER
Who?

GARGAN
You'd think with that kind of money, you could afford a better outfit.

PETER
Just let these people go. Nobody has to get hurt here.

GARGAN
Tell Osborn to go to hell!

Gargan grabs Peter and tosses him back into the wall, creating another crater.

Peter is dazed, but not badly injured as he regains his footing.

GARGAN

Looks like someone had a
contingency plan.

Gargan begins walking toward Peter, who quickly rolls out of the way, and lands a solid KICK on the back of his head.

Gargan stumbles forward, but doesn't fall.

He leaps into the air towards Peter, who BACKFLIPS out of the way. As Gargan lands, Peter leaps toward him, tackling him to the ground violently, causing them both to roll quickly toward the entrance door.

Gargan regains his composure first, and lands several hard punches to Peter's face.

Peter lands a few punches of his own, then catches Gargan with a solid elbow to the face, causing him to stumble backwards against the door.

Gargan glares at Peter as he struggles to his feet.

GARGAN

Enough of this.

Gargan charges Peter, who rolls forward, and jumps into the air. He impacts Gargan with a hard kick to the chest, sending him crashing through the glass doors, and out into:

EXT. OSCORP - PARKING LOT - CONTINUOUS

Peter and Gargan both struggle to their feet, and face each other once again. Both of their clothing is now torn from the small fragments of glass that surround them.

GARGAN

I've had enough of this today!

PETER

You could always surrender.

IN THE CROWD

Robbie pushes through the crowd of reporters and bystanders. He see's what's going on, and appears to be baffled. He turns to a REPORTER.

ROBBIE

What the hell's going on?

REPORTER

Some guy just showed up and they started going at it! A mutant or something.

ROBBIE

What about the hostages?

The reporter shrugs, and turns his attention back to the fight. Robbie moves through the crowd, searching for a clearing. He stops cold though, when he see's:

A BLACK SEDAN parked in the visitors parking area.

ROBBIE

Dad...

BACK TO SCENE as Gargan charges ahead toward Peter.

He takes several wild swings at him, but hits nothing but air as Peter dodges them all.

Peter counters with a swing of his own, which sends Gargan staggering backwards several steps.

Gargan looks over at a nearby car, and RIPS the door from its hinges. He hurdles it toward Peter like a frisbee!

Peter attempts to leap out of the way, but miss-times his jump, and is hit full force.

Peter - and the door - crash into the nearby OsCorp sign, shattering it into pieces.

Gargan jumps on Peter, and lets loose with a barrage of rights and lefts. Peter appears nearly unconscious.

GARGAN

This isn't your business! You had to interfere!

Gargan raises his fist for one final blow, but without warning several BULLETS impact mere inches from him.

Gargan turns and is greeted by a group of POLICE OFFICERS.

Their guns are out, and aimed at Gargan.

OFFICER

Stand slowly!

Gargan does so, but has a sadistic grin on his face the entire time. Then, in a split second, he reaches down and grabs the battered car door.

He throws it toward the officers!

They run and dodge out of the way as it lands where they were just standing.

CUT TO:

INT. OSCORP - LOBBY

Members of the SWAT team rush the lobby, and begin evacuating the hostages. They stop dead in their tracks though, after the sound of the door impacting is heard.

SWAT LEADER
Everyone down! Take cover!

ANGLE ON MAY

She observes the events around her in sheer terror. William sees this, and leans in closer to her.

WILLIAM
It's going to be okay. We're getting through this.

May isn't quite so sure.

BACK TO:

EXT. OSCORP - PARKING LOT - CONTINUOUS

Gargan approaches one of the Officers, and grabs his gun. He crushes it in his hand, and begins applying the same type of pressure to the man's throat.

This doesn't last long before a PAIR OF FEET impact his jaw!

PETER
Leave the nice officer alone.

Gargan is fuming now. He leaps to his feet, and toward Peter, but is met with a barrage of kicks, punches, and finally is thrown violently toward a nearby news van.

Sparks fly as Peter looks on, unsure of what to do next.

Several of the officers turn their guns on him.

OFFICER

Freeze! You too! You're under arrest.

PETER

Me?! *I'm* under arrest?! What is wrong with you people?!

GARGAN

I wouldn't worry, you won't live to see prison.

Gargan makes his way back to his feet, and doesn't appear to have sustained any major injuries. Peter looks on with concern, not knowing what else to do.

Gargan begins walking toward him with a purpose. He glares hard at Peter, and is nearly to him when:

BANG!

A GUN SHOT rings out.

Gargan drops to the ground, dead. A small bullet hole in the middle of his forehead.

Peter is horrified, and confused.

PETER

(turns to the cops)
You KILLED him?!

But the officers appear as confused as he is. They're holding their guns, but nobody appears to have fired.

CUT TO:

EXT. ROOFTOP

Looking down onto the chaos below, a MAN IN BLACK turns away from the scene. We see that he is carrying a sniper rifle, and is wearing a black mask.

He takes out a cell phone and dials.

ASSASSIN

It's done.

He flips the phone shut and walks out of view.

CUT TO:

INT. NORMAN'S LIMO - CONTINUOUS

Norman ends the call, and puts away his phone. On the monitor, he is observing the events live on TV.

NEWSCASTER

... and while the source of the shot is currently unknown, the crowd of bystanders are showering the unknown masked man with cheers. He has not been identified, but after witnessing his abilities first hand, it seems clear he is a mutant himself.

Norman looks on curiously.

BACK TO:

EXT. OSCORP - PARKING LOT - CONTINUOUS

Peter stands alone, surrounded by police officers, reporters, and a cheering crowd. He looks around in amazement before several of the cops approach him.

OFFICER

You're going to have to come with us. We've got a lot of questions for you to...

The crowd ERUPTS in cheers again, as the SWAT team leads the hostages out of the building.

The officers are momentarily distracted by the ruckus, but quickly turn their attention back to Peter...

He's gone.

They look at one another in confusion.

EXT. OSCORP - ROOFTOP

Peter stands on the edge of the roof, looking down at the scene below. He looks out onto the city skyline before turning and walking away out of view.

INT. SHIELD - FURY'S OFFICE

NICK FURY sits back calmly in his chair, watching the now familiar news broadcast. Standing behind him is MAJOR TREST, who watches with a keen interest.

TREST

Now what?

Fury doesn't respond, and continues to watch.

INT. FISK TOWER - FISK'S OFFICE

Fisk is watching the broadcast as well, glaring at the screen from behind his desk. DOCTOR STROMM and several THUGS are also present, watching as well.

FISK

Get me that serum. Whatever it takes.

"Blanket of Ghosts" by **Dustin Kensrue** begins to play as we:

FADE TO:

EXT. OSCORP - PARKING LOT - LATER

The hostages are being reunited with their families. Hugs and smiles all around. May sits on the back end of an ambulance, with Robbie standing beside her.

Peter runs into frame, and he and May hug.

Peter sports a few bruises on his face, which May notices. Peter explains it away with the best lame excuse he has to offer - flapping his arms about - describing the "*fall*."

Robbie smiles sadly at the sight as William walks up behind him, and puts a hand on his shoulder.

Robbie turns around and they embrace.

FADE TO:

EXT. CEMETERY - AFTERNOON

Several days have passed, but the scene hasn't changed much. May and Peter - now dressed in appropriate attire - hug under the shadow of the entrance gate to the cemetery.

A PRIEST approaches.

MAY

It's time, Peter.

PETER

I know.

Several dozen people are gathered around them. Familiar faces. Robbie and William, Mary Jane and the Watsons.

Robbie gives Peter an encouraging pat on the back. Mary Jane approaches and takes Peter's hand. They hug.

Gwen and Eddie approach from behind. Eddie looks at her and smiles. She returns the smile.

GWEN

You look nice, Eddie.

EDDIE

I wish I didn't have to.

GWEN

I think Peter will appreciate you being here.

Mary Jane and Peter pull away from one another, and share a knowing look as tears begin to build in Peter's eyes.

MARY JANE

I'm here for you, Peter. Whatever you need.

The Priest looks over at them and nods. May gently puts her hand on Peter's shoulder. He looks over at Gwen and Eddie, who gives him a thumbs up.

EDDIE

Me too, man, no matter what.

Gwen places her hand on Peter's shoulder, then gives him a kiss on the cheek.

They glance over at Eddie, who's rubbing his eyes.

PETER

You crying?

EDDIE

No way, man. Allergies.

Peter manages a sad smile as the group begins heading through the gates into the cemetery, where the casket, several flower sprays, and dozens of chairs are waiting.

Peter stops short of the gate.

He turns away and looks into the sky.

PULL BACK until we can see the entire scene - casket, family, friends, and all. Everyone is through the gate except Peter, who is facing away, still looking up into the sky.

The wind blows his tie back and forth. He closes his eyes tight and wipes the tears from his face.

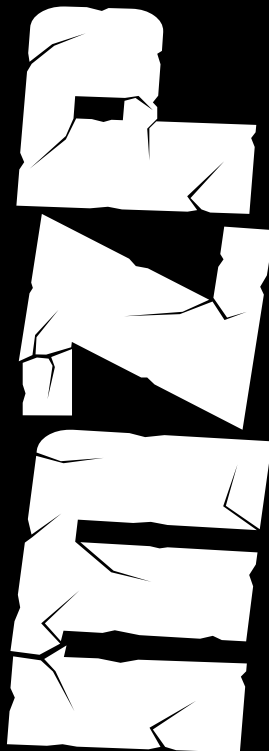
After a moment, Mary Jane walks back into view. She moves beside him, and takes his hand in hers. Peter turns and looks over at her knowingly, then turns and heads for the gate.

PAN OUT as they walk through the gate, hand in hand.

Slowly we:

FADE OUT.

END OF SHOW



spider-man
GIFTS & CURSES

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