



"Revelations"

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

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TEASER

FADE IN:

INT. DAILY BUGLE - MAIN FLOOR - MORNING

The room is bustling with reporters shouting to each other or into their phones about the latest stories. In the corner in his own little world sits ROBBIE ROBERTSON, who shuffles through some folders with news articles in them.

Everything seems to be going fine until:

JAMESON (O.S.)

No!!!

It suddenly becomes eerily silent.

J. JONAH JAMESON storms out of his office.

JAMESON

We are a newspaper! I want hard-hitting, nail-biting, world-ending news! No more of this tabloid crap!

Without even blinking he turns and storms back into his office with BETTY BRANT, who's carrying a small brown box.

The office soon resumes business. Robbie gets up from his desk, taking a folder with him. He walks toward the office.

He stops inches from the door when Betty walks out, still with the brown box. She quickly shuts the door behind her.

BETTY

You *might* not wanna go in there.

ROBBIE

Thanks for the heads up. What's in the box?

BETTY

I don't know, came in the mail.
(shrugs)
Maybe it's a bomb meant for Jonah?

Robbie grins as Betty tosses the box into the trash.

He notices the label - marked "*Spidey*" - and picks it up as Betty makes her way back to her desk. He turns his head left and right to make sure no one is watching, then quickly stuffs the box under his jacket.

ROBBIE

Hey, Betty, I gotta go out real quick! Be back in like thirty!

Betty, on the phone, nods and gives him the thumbs up. He looks around, trying to hide the box as best he can, then rushes out from the room.

INT. PARKER HOME - PETER'S ROOM - MORNING

PAN ACROSS Peter's room. It looks like it has always looked, except for one minor difference. His desk and bed are overrun with notes and sketches of his web shooters.

PETER sits at the desk, making a few adjustments to the shooters. He tightens one last screw, then stands up.

Putting on one of the shooters, Peter looks at his closet door with determination in his eyes.

PETER

Ok, don't fail me now.

Peter presses the trigger...

Nothing happens.

He sighs. After a moment, a piece of webbing squirts out.

PETER

Now you work.

MAY (O.S.)

Peter! Are you getting ready for school?

PETER

Almost ready!

We hear the sound of footsteps coming up the stairs.

Peter moves quickly, covering the shooters with several sheets of paper scattered across the desk.

MAY pokes her head in.

MAY

What are you doing in here?

PETER

Uh... just some last minute homework.

MAY

That doesn't sound good.

PETER

Don't worry, I was just checking a few things. I'll be down in a sec.

MAY

Well hurry up. You're going to be late.

She closes the door. Peter searches through the pile of papers, but frowns when he finds what he's looking for.

His homework is covered in web fluid.

PETER

(sighs)

Perfect.

He rips them apart and throws them in his backpack. He throws the web shooters into a drawer and slams it shut, then rushes to the door and out of his room as we:

FADE TO:

EXT. MIDTOWN HIGH - DAY

The early-morning gathering of students is in full swing. Peter approaches the school and is about to enter when:

ROBBIE (O.S.)

Hey, Peter! Wait up!

Robbie rushes over to Peter with the box tucked under his jacket. Peter looks at him - and the box - confused.

PETER

What is that?

ROBBIE

I have to show you something.

Robbie motions Peter to follow.

INT. MIDTOWN HIGH - COACH'S OFFICE - MOMENTS LATER

Robbie and Peter enter the coach's office, which is like most. There's a desk, a few trophies and photos of the various sports teams in the school.

ROBBIE

Someone sent this in to the Bugle.

Robbie hands the box to Peter, who reads the tag.

PETER

Spidey?

ROBBIE

I asked myself who would send a box marked "*Spidey*" to the Bugle. I came up with a few theories, one involving S&M and my boss.

Peter cocks an eyebrow.

ROBBIE

Don't ask.

(then)

Anyway, I realized it could be dangerous, so I checked and well... you're not gonna' believe this.

Peter is fixated on the box, which has already been opened. He looks up at Robbie, who is grinning from ear to ear.

Peter opens the box and reaches in, pulling out:

A RED AND BLUE COSTUME.

The torso has black outlining around it resembling a spider's web. There is a large spider emblem on the front and another, slightly different logo on the back.

Peter examines it for a second, not quite sure what to think.

Robbie notices a small card as it falls out of the box. Picking it up he begins to read...

ROBBIE (CONT'D)

"Hope it fits okay. Your friend, Stanley."

Peter realizes and shakes his head.

PETER

Crazy old man.

ROBBIE

Pete, that thing is atrocious.

PETER

I think it's kinda snazzy.

Robbie looks at him skeptically.

PETER

Well, if I'm going to be a super hero...

ROBBIE

A *super hero*? Pete, you can't be serious.

Peter continues to size-up the costume.

ROBBIE

You wear that thing, people will think you're a Mexican wrestler.

The class bell rings.

PETER

Gotta go, class in five. Hold this for me, will you?

Peter tosses the costume back at Robbie and quickly exits.

Off Robbie's uncertain expression:

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

INT. MIDTOWN HIGH - HALLWAY - MORNING

The halls are packed wall to wall with students, with the majority of them are socializing by their lockers.

GWEN and EDDIE make their way down the hall, weaving in between students, and already in a heated debate.

GWEN

Just face facts, it's been like this since the beginning of time!

EDDIE

Nope.

GWEN

Don't get mad because I'm right.

EDDIE

I'm not mad, and you're not right.

GWEN

Typical male.

EDDIE

Right! Turn this to a sex thing.

GWEN

Okay, fine, we'll just stick with the original argument. Me being right and you being wrong.

Eddie shakes his head with a grin. On the opposite side of the hallway, Peter turns the corner and walks over.

EDDIE

(girly voice)
Hey, tiger!

PETER

It never ends.

Eddie slaps Peter on the back, then crosses his arms.

EDDIE

Help me out, Pete.

GWEN

Here we go...

EDDIE
Men can be emotional too, right?

PETER
What?

EDDIE
You know, like, there's more going
on with us than just sex, right?

GWEN
Be honest.

Peter looks at Eddie, then at Gwen, both of them expecting an answer. Peter quickly looks at his watch.

PETER
Look at the time...

Peter quickly walks away. Eddie sighs.

EDDIE
Why did you do that? I *had* him!

GWEN
Whatever.

EDDIE
In the palm of my hand!

Gwen rolls her eyes as they continue walking.

INT. MIDTOWN HIGH - HALLWAY (OTHER)

Peter opens his locker and grabs a few books.

VOICE (O.S.)
Hey, tiger.

PETER
Won't give it up will you?

He turns around but the comment didn't come from Eddie.

PETER
(realizing)
MJ...

MARY JANE looks at Peter quizzically.

MARY JANE
Bad timing?

Peter closes his locker and gives her an apologetic smile.

PETER

Sorry, I'm just not having a very good day so far.

MARY JANE

Maybe this will help cheer you up.

Mary Jane reaches inside her backpack and pulls out a rolled-up piece of sketch paper. She hands it to him.

MARY JANE

I just thought you might like it.

Peter unrolls the paper.

It's A PORTRAIT OF UNCLE BEN.

Peter's at a loss for words. He doesn't even blink.

MARY JANE

I asked your aunt for a picture. I wanted it to be a surprise. Do you like it?

Peter doesn't answer. He's in a whole other world now.

MARY JANE

Peter...?

PETER

(shaking it off)
Sorry. This is just - wow. I mean, really... it's...

MARY JANE

(finishing.)
You're welcome...
(looks around, whispers)
Tiger.

Mary Jane heads off to class.

Peter watches her leave with a smile.

INT. CHURCH

The interior of the church is what we'd expect. Wooden pews on either side, a stage for a podium and clergy. Roses and candles are scattered throughout.

Standing beside the stage is May, along with FATHER AUSTIN, whom she hands over a large box too.

MAY

This should be everything.

FATHER AUSTIN

I really appreciate your donation, but I have to say, I'm a little surprised that you'd give away your husband's belongings so soon.

MAY

Only his possessions. I know Ben would rather them go to a good cause than sit around the house collecting dust.

FATHER AUSTIN

Very well.

(beat)

How are you holding up?

MAY

As well as can be expected, I suppose.

FATHER AUSTIN

And Peter?

MAY

He's actually handling it pretty well. I was worried how he might react, but so far...

FATHER AUSTIN

Everyone grieves in their own way.

MAY

I just hope he knows that, even though we may not always understand, everything happens for a reason.

FATHER AUSTIN

If that's the way you see it.

May looks up at Father Austin. He smiles at her and directs her forward, toward the altar.

MAY

What do you mean? The Lord has his plan.

Father Austin nods.

FATHER AUSTIN

He has his plan, but he has not
written our lives for us.

(beat)

Peter may see things differently.
Where you see reason, he may see a
test. As we walk with God, we grow,
and while the path may be...
difficult, the destination stays
the same.

(beat, smiles)

At least that's one way of looking
at it.

They reach the altar. Father Austin looks up at the crucifix.

May follows his gaze.

MAY

I just want him to be happy.

Father Austin places a comforting hand on her shoulder.

FATHER AUSTIN

I know you do. He'll be fine, May.
Something tells me he'll have
plenty of support.

May nods as we:

FADE TO:

INT. OSCORP - RESEARCH LAB

The lab has long since been restored. The equipment has been
replaced, and several new devices have been added. A lone
figure sits at the main computer interface.

DOCTOR CURT CONNERS appears lost in his work as NORMAN OSBORN
approaches him from behind.

CONNERS

You're up awfully early.

NORMAN

I don't have the luxury of sleep
these days, Doctor.

Connors turns and faces him.

CONNERS

What can I do for you?

NORMAN

The Gargan Report.

CONNERS

I sent it up three days ago.

NORMAN

Yes, of course. I have a few questions, though.

CONNERS

Such as?

NORMAN

You said there were traces of an unknown toxin in his bloodstream.

CONNERS

Yes. I assume they would have killed him eventually had he not been shot.

NORMAN

Is it possible the toxins could have acted as a catalyst for the serum?

Connors stops and ponders this for a moment.

CONNERS

I wouldn't have considered that.

Norman hands him a manila folder.

NORMAN

Major Trest says you're on a need-to-know basis. Well, I think you need to see this.

Connors begins reading over the report.

CONNERS

What is this?

NORMAN

Gargan's notes. His theories. He had a plan to utilize mild poisons to introduce the serum into the blood stream.

CONNERS

Insect venom?

NORMAN

Yes. I believe he considered other methods, but went with the least toxic option.

CONNERS

(realizing)

The toxins...

NORMAN

Exactly.

Connors closes the folder and looks back at Norman.

CONNERS

I'll need another blood sample to be certain of anything.

NORMAN

That could be difficult. Trest only supplied me with the one.

CONNERS

Then I suggest you make a call. If I can determine exactly what he used, I may be able to reproduce the effect.

NORMAN

What about the side effects?

CONNERS

It wouldn't be the first time I've run into complications. In time, I'm confident we can find a way around it.

NORMAN

I'll do what I can. In the meantime, you'll have to make do with what we have.

Connors nods.

CONNERS

I'll let you know if I find anything.

Norman exits, leaving Connors alone. He picks up the folder and looks at it curiously.

INT. DAILY BUGLE - MAIN FLOOR

Robbie sits at his desk. Behind him, the piles of boxes and papers appear to be a little more organized.

He looks up as Betty approaches, another folder in her hand.

ROBBIE
Another one?

She doesn't respond. Instead she lays the folder down in front of him. Robbie appears confused.

BETTY
I thought you'd want to see this.

Robbie picks up the folder and begins reading. He slowly becomes more and more interested.

ROBBIE
Oh man...

Robbie continues reading, flipping through the pages.

ROBBIE
Are you sure this is right?

BETTY
You'd know better than I would.
Check the source.

Robbie does so and is visibly upset.

ROBBIE
I have to go.

He looks up at Betty who nods in agreement. Robbie grabs his keys, then stands to leave, the folder in his hands.

BETTY
Don't let this get back to Jonah.

ROBBIE
Don't worry, our little secret.

He quickly exits.

INT. MIDTOWN HIGH - CLASSROOM

We join a class already in-progress. The TEACHER has her back to the class, writing on the board. Everyone takes notes, except Eddie and Peter, who sit in the back chatting quietly.

EDDIE
She actually drew this for you?

PETER
Yeah, she said she wanted to surprise me.

EDDIE
Maybe more than that...

PETER
What do you mean?

EDDIE
Dude, wake up and smell the pastel!

TEACHER (O.S.)
Mr. Brock and Mr. Parker!

Both look up to see the Teacher looking down at them.

EDDIE
I'm sorry, were we talking too loud?

TEACHER
How about writing your notes?

She goes back to writing notes on the board. Eddie waits until the coast is clear before resuming the conversation.

EDDIE
So what are you going to do?

PETER
What am I going to *do*?

Eddie shakes his head.

EDDIE
You are one clueless boy.

PETER
Wait, what are you talking about?

Eddie shrugs as he looks up and writes a few notes.

PETER
Seriously, what does that mean?

Eddie looks at Peter with a wry smile.

EDDIE

I dunno, Pete. What *does* it mean?

Peter is confused as the bell rings signalling the end of class. Everyone begins to grab their belongings and exit.

Except Peter, who remains seated and confused.

EDDIE

Dude, class is over.

Peter snaps out of it.

PETER

Right.

He stands and exits with Eddie into:

INT. MIDTOWN HIGH - HALLWAY - CONTINUOUS

As the two exit the classroom and make their way down the hall, they spot Robbie making his way toward them.

EDDIE

What's up, Robbie?

Robbie is quiet as he stops in front of them.

PETER

Practice starting already?

ROBBIE

I need to talk to you.

PETER

Okay...

ROBBIE

(looks around)

In private.

Eddie looks at Robbie and sees that he's dead serious.

EDDIE

See you, bro.

Eddie walks away, leaving them alone.

PETER

What's going on?

ROBBIE

We need to go outside.

Peter looks at him in confusion.

EXT. MIDTOWN HIGH - FRONT LOT - MOMENTS LATER

Peter and Robbie exit the school and make their way to a bench. Robbie looks around, making sure they're alone.

ROBBIE
Sit down, Pete.

Peter sits reluctantly and looks up at Robbie, who sits down beside him, taking a deep breath.

ROBBIE
We got some information today.
Police stuff.

PETER
Information?

ROBBIE
They know, Peter. They know who
killed your uncle.

Off Peter's reaction:

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

EXT. MIDTOWN HIGH - FRONT LOT - DAY

Continuous action from act one. Peter has gone from shocked and surprised to angry and upset.

PETER
Who is it?

ROBBIE
Pete, I think you need to calm down
a little.

Peter looks Robbie in the eye.

PETER
Tell me who it is, Robbie! A name!

Robbie stands over Peter, who doesn't back down. Neither does Robbie. He stares down at Peter, who finally relents.

PETER
Sorry.

Robbie puts his hand on Peter's shoulder.

ROBBIE
It's okay, I know you're angry.

PETER
I don't think there's a word for
what I am right now.

ROBBIE
If you knew... what would you do?

Peter doesn't respond. Robbie sighs and pulls the folder out from his jacket. He hands it over to Peter, who takes it and begins reading.

ROBBIE
The guy's a suspected drug dealer.
They found his prints at the crime
scene. They raided the guy's
apartment, but he was gone.

PETER
No picture?

ROBBIE

Didn't come with one. It's got his name and address, but I doubt that'll help any. He's not likely to go home if he knows the cops are after him. Oh, and there's some information on a bar he's been known to frequent.

Peter closes the folder and hands it back to Robbie.

PETER

Thanks.

Robbie puts it back in his jacket.

ROBBIE

You know I could lose my internship for this.

PETER

I know.

ROBBIE

Just don't do anything you're going to regret. Let the police handle it, okay?

(no response)

Okay?

PETER

Yeah. Yeah, okay.

Off Peter:

EXT. QUEENS - STREETSIDE - AFTERNOON

Gwen and Mary Jane walk along the sidewalk.

GWEN

I saw the sketch you gave Peter. It was really nice.

Mary Jane smiles.

MARY JANE

It was just something to try and cheer him up.

GWEN

Oh, it worked. Eddie... well, you know how his twisted mind works.

Mary Jane begins to blush. Gwen notices.

GWEN

Wait, is there something going on there?

MARY JANE

What do you mean?

GWEN

I dunno, I just don't get you guys.

MARY JANE

There's nothing to get. We're friends. We have been since forever.

GWEN

Well yeah, but that was then.

MARY JANE

And...

GWEN

Things are different now.

MARY JANE

I just wanted to do something to cheer him up, that's all.

GWEN

Yeah, well don't tell Indy. She's already got her gossip hounds all over you guys.

Mary Jane rolls her eyes.

MARY JANE

Wonderful.

They approach Gwen's house and stop.

GWEN

You wanna come in, watch a movie or something? You've really gotta see this plasma in action.

MARY JANE

Maybe later, I've got some trig to finish up.

GWEN

Well, give me a call.

Mary Jane nods and continues on her way.

INT. GWEN'S HOUSE - LIVING ROOM - CONTINUOUS

Gwen steps in and closes the door behind her. She drops her bag by the door, but before she can announce that she's home, she begins to hear voices coming from another room.

BRIDGET (O.S.)
Nobody said it'd be easy.

JOHN (O.S.)
I know, but I can't help thinking we might have moved too soon. Are we really cut out for this sorta thing? I just don't know.

Realizing they're coming from the kitchen, Gwen moves in closer, approaching slowly so she won't be heard.

CUT TO:

INT. GWEN'S HOUSE - KITCHEN - CONTINUOUS

The discussion between JOHN AND BRIDGET MARSHALL continues. The Marshalls are an attractive couple in their late twenties. John's police badge sits on the table.

BRIDGET
It's never easy raising a teenager.

JOHN
I know that, but we had always talked about going younger. I mean, sometimes I wonder if we're doing her more harm than good.

BRIDGET
We made the choice, John. We can't back out now.

JOHN
I know, I know...

Letting out a sigh, John runs his fingers through his hair.

BRIDGET
We have to think about what's best for her.

JOHN
Are we...?

They look at each other, unsure.

BACK TO:

INT. GWEN'S HOUSE - LIVING ROOM - CONTINUOUS

Gwen stands, her back pressed against the wall. She stares ahead, a blank expression on her face.

INT. OSCORP - NORMAN'S OFFICE

Norman is on the phone, but does not look to be enjoying the conversation very much.

NORMAN

Okay, but what am I supposed to do?

(listens)

We both know that's not true. Look, go if you want, but you don't mean what you're saying.

(listens again)

Who else would know?

Suddenly, the office doors burst open as ALISTAIR SMYTHE enters. He appears to be near panic.

NORMAN

Ah, honey - I have to go. There's an emergency here...

(listens, sighs)

Yes, I'm sorry. I have to go.

Norman hangs up the phone.

NORMAN

What is it?

SMYTHE

The samples. One of them has gone missing.

Norman's eyes widen. He quickly stands.

NORMAN

Missing?!

SMYTHE

I don't know how or when, but it's gone.

NORMAN

They were under lock and key! Under guard! How could anyone get in?

SMYTHE

I... I don't know.

NORMAN

He did it. That son of a bitch.

SMYTHE

Fisk?

NORMAN

Who else? There's no one else brash enough - crazy enough - to try!

SMYTHE

Maybe it was someone else. Doctor Stromm, perhaps?

NORMAN

He wanted to continue his research, but he wouldn't go this far.

Norman turns to face the large office windows.

NORMAN

It's Fisk. He's got the serum...

(beat)

God only knows what he'll do with it.

Smythe glares at Norman from behind as we:

FADE TO:

INT. PARKER HOME - PETER'S ROOM

Peter sits at his desk, a stack of books beside him open, but he doesn't seem to be paying them much attention. Instead, his focus is on the two web shooters in front of him.

He presses the trigger, and a stream of webbing shoots out.

There's a knock at the door, and Peter quickly covers them.

PETER

Come in.

May enters.

PETER

Working late again?

MAY

No... actually, I just got home
from the police station.

May kneels down to Peter's eye level.

MAY

Peter, they think they have him.
Your uncle's killer, they know who
he is.

Peter doesn't respond.

MAY

We'll have justice, Peter.

Peter looks away. He doesn't really want to hear it.

MAY

God has his plan, Peter. We can't
always see it, but it's there.

PETER

I don't think God has anything to
do with this, Aunt May. Unless his
plan is to make my life miserable.
(beat)
I think I'll find my own way.

May nods with a frown.

MAY

You're strong, Peter. You'll do
what's right. I know it.

She gives Peter a kiss on the cheek, then exits.

Peter turns back and looks down at the web shooters.

PETER

What's right...

He walks to the closet, pulling out his sweater and ski mask.

INT. GWEN'S HOUSE - GWEN'S ROOM

The room is sparsely decorated. A few knickknacks here and
there, but nothing to draw our attention away from the plain
white walls, and matching sheets.

Gwen sits on her bed with a pair of headphones on.

Bridget peaks her head into the room, grabbing Gwen's attention as she removes her headphones.

BRIDGET
Can I come in?

GWEN
Sure.

Bridget enters and sits on the edge of the bed.

BRIDGET
You seemed so quiet at dinner. I thought something might be wrong.

GWEN
I'm fine, just school stuff.

BRIDGET
Are you sure? Because if there's anything on your mind, I hope you know you can talk to me.

Gwen looks her in the eye. For a brief moment, she appears to consider actually doing so, but instead:

GWEN
Just had a rough day at school.

BRIDGET
It happens. I'd know. Believe it or not, it hasn't been *that* long since I was there.

An awkward silence as Bridget tries to think of something to talk about. Gwen seems to be content with the silence.

BRIDGET
So... did you talk to Eddie today?

Gwen can't help but to laugh.

GWEN
Eddie...

BRIDGET
He seems like a nice guy.
(smiles, winks)
Cute, too.

GWEN
He's just... well, he's Eddie.

BRIDGET

Uh-oh. I've heard that one before.

GWEN

I don't think you guys have anything to worry about there.

BRIDGET

Why would we be worried? We want you to have fun - to be happy.

GWEN

Good to know.

BRIDGET

Are you sure everything's okay?

Gwen hesitates, then:

GWEN

Yeah, everything's fine. I think I just need to get some sleep.

BRIDGET

Alright then...

Bridget gets up and walks over to the door. Before leaving, she turns back and smiles.

BRIDGET

Good night.

GWEN

Night.

Bridget leaves, closing the door behind her.

Gwen exhales in disappointment. She puts her headphones on and flops backwards onto the bed.

EXT. ROOFTOP - QUEENS - NIGHT

Peter is perched up on the top of a ten story building, wearing his make-shift costume. His eyes are focused and intent as he watches over a hole-in-the-wall bar with a dimly lit sign that simply says 'Mark's Tavern.'

He is unmoving as TWO MEN walk out onto the sidewalk.

PETER

Where are you...?

He watches for a few more moments, then stands slowly. He fires a strand of webbing across the street.

Peter takes a deep breath and swings over, missing his mark and starting the upward motion. He quickly lets go then lands rather gracefully on the roof of the bar.

INT. MARK'S TAVERN

It's a slum of a bar. There are a few dirty chairs around three or four tables, and a long bar with an assortment of alcohol behind it. A juke box plays some faint **Johnny Cash** in the background. A hand full of PATRONS have gathered.

The large BARTENDER stands behind the bar, chatting with another MAN in a leather jacket, with a mug in his hand.

Peter enters, drawing everyone's attention.

BAR PATRON 1
What is this?

PAN AROUND to see Peter standing in the doorway. He takes a few steps forward as the Bartender stands up.

BARTENDER
Is it Halloween already?

Peter continues forward, the other men in the bar are now at full attention, but Peter seems to be paying them no mind.

BAR PATRON 1
You looking for trouble, freak?

PETER
I'm *looking* for Dennis Carradine.

Everyone in the bar now stands up and begins to approach Peter. The Bartender pulls out a sawed off baseball bat.

BARTENDER
What business you got with Dennis?

Peter is now surrounded.

PETER
Just tell me where he is and nobody has to get hurt.

Everyone laughs.

ANGLE ON THE BARTENDER'S EYES

As the sound of the web shooters is heard, followed by shouts and the sounds of punches, kicks, and breaking glass.

His eyes become wider and wider as, one after another, we hear loud thumps against the ground.

BACK TO SCENE as the Bartender stands, frozen in fear, the bat still in his hands. Webbing suddenly sprays it, and it's pulled away.

PAN AROUND to see Peter standing over the various patrons, who are now spread across the floor, unconscious.

Peter drops the bat and LEAPS into the air, landing on the bar, in front of the Bartender. He grabs him by his shirt and lifts him up to eye level.

PETER

Where is he?

Off the Bartender's terrified face:

EXT. MOTEL - NIGHT - LATER

It's dark, and hard to make out Peter as he crawls along the side of the small, two-story building. He stops, looks into one room, then opens the window.

INT. MOTEL ROOM - CONTINUOUS

It's a run down room that could barely be considered livable. There is no light as Peter climbs in. He slowly and softly steps down onto the carpet and looks around.

PETER

This place should be condemned.

He looks around a bit more, then walks over to a dresser. He pulls a drawer open and flips through some clothes.

He closes the drawer, then opens another.

He finds a dozen or so wallets inside.

PETER

Jackpot.

He picks up a wallet and opens it. He examines it, then puts it back into the drawer. He repeats this two more times before picking up a familiar, red and black wallet.

He opens it, and his eyes go wide with shock.

PETER

No...

ANGLE ON THE WALLET

Containing Peter's ID!

FLASH TO:

EXT. QUEENS STREET - DUSK - FLASHBACK

Flashback to "Curses."

THUG #1

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

*The Thug flashes a GUN stuffed into his belt. Peter glances
down at the gun, then up at his face. He's clearly nervous.*

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.*

BACK TO:

INT. MOTEL ROOM

Peter stares at the wallet in shock.

Off his stunned reaction:

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. MIDTOWN HIGH - CAFETERIA

The students have gathered for lunch. We spot Gwen in the middle of the crowd, but unlike everyone else she's moping along slowly with her head down.

Eddie walks up beside her, carrying his lunch.

EDDIE

Okay, so I've been thinking about what we were talking about and it turns out... I'm still right.

Gwen doesn't pay him much mind, and keeps walking.

GWEN

Uh-huh.

EDDIE

So, you are willing to admit defeat?

GWEN

You win, Eddie.

Eddie smiles, but it fades when he notices Gwen's demeanor.

EDDIE

Well, there *is* a consolation prize for the loser!

GWEN

Great.

EDDIE

You better believe it is! An all expenses paid night on the town with yours truly!

He smiles and strikes a corny Superman pose, but Gwen ignores him. He drops his arms and frowns.

EDDIE

You okay?

She doesn't respond.

EDDIE

Hey, come on. I was just messing around.

Still nothing.

EDDIE

Gwen?

GWEN

I gotta' go.

Eddie looks on, confused and concerned, as she walks away, heading toward a nearby vending machine. Eddie walks over to a table where Mary Jane is seated, and sits down.

EDDIE

Where's Pete?

MARY JANE

I haven't seen him today. Must have stayed home.

He takes a big bite out of his lunch and shakes his head.

EDDIE

You people...

MARY JANE

We 'people?'

Eddie takes another huge bite and nods.

EDDIE

Watch...

He thumbs over his shoulder. Mary Jane looks past and sees Gwen walking in their direction, a small bag in her hand.

Eddie looks over his shoulder as she passes.

EDDIE

No veggies today?

Gwen ignores him and walks right past the table. They watch as she exits into the courtyard outside.

EDDIE

You people.

Mary Jane frowns and grabs her bag.

MARY JANE

Well, I'm going to go find out what was up with that.

EDDIE

Seriously, no smile, no punches,
nothing.

Mary Jane smiles sarcastically at him as she stands.

MARY JANE

I'll go see what's wrong and re-
tame her for you then, big guy.

EDDIE

Would you? That'd be awesome!

Mary Jane rolls her eyes, walks off and exits.

EXT. MIDTOWN HIGH - COURTYARD - AFTERNOON

Outside, several students have gathered. Mary Jane exits the
cafeteria and looks around for a moment, searching.

She spots Gwen sitting on a bench alone.

MARY JANE

Gwen?

She sits down next to her, but Gwen doesn't acknowledge her.

MARY JANE

Everything okay?

GWEN

(quickly)
I'm fine.

Mary Jane doesn't buy it.

MARY JANE

Come on, I haven't known you that
long, but it doesn't take a genius
to figure out you're down about
something.

GWEN

I'll manage.

MARY JANE

Maybe, but...

GWEN

Look, I know you're trying to help,
but will you guys please just leave
me the hell alone?

Mary Jane is silent, and a little shocked.

MARY JANE
Gwen, I...

GWEN
Okay?

MARY JANE
(hesitates)
Okay...

Gwen quickly stands and walks back inside.

Off a stunned Mary Jane:

FADE TO:

EXT. NEW YORK CITY - RESTAURANT - AFTERNOON

Robbie sits at a table with his father, WILLIAM.

WILLIAM
We should do this more often.

Robbie nods.

WILLIAM
How's school?

ROBBIE
I'm adjusting. How's work?

WILLIAM
You know, the usual.

Robbie nods and takes a bite of his food.

WILLIAM
Why do I get the feeling you didn't
ask me here for idle chit-chat?

Robbie stops chewing, and looks William in the eye.

ROBBIE
The Parker report. When were you
planning on telling me?

WILLIAM
Is this my son asking, or is this
on the record?

ROBBIE

Did you tell May? Does she know?

WILLIAM

Of course I told her.

ROBBIE

But not me? Do you have idea how it feels to learn about something like this from my bosses *secretary*?

William shakes his head.

WILLIAM

Robbie... I can't talk about this. You *know* how it works. Do you have any idea how many people are killed in this city? In a day? In a month?

ROBBIE

We both know this is different.

WILLIAM

They're all different to someone, son. Ben was my best friend. My best friend, but I have to distance myself from this, be professional.

ROBBIE

Don't you think I know that? This isn't about being professional, it's about trusting your *son*.

WILLIAM

I think we both know what this is about, and it has nothing to do with trust. You want to make it in journalism, fine. But you're going to make it on your own steam. I'm not going to be your exclusive source for every case that comes across my desk. If it were up to me the information would have never been released, but hey - I don't make the rules.

ROBBIE

So that's it?

William eyes Robbie for a moment then wipes his mouth and puts his napkin down, and stands up.

WILLIAM

Thank you for lunch, *Mister Robertson*. I'll contact your people when we have an update.

William turns and walks away, leaving Robbie at the table alone. Robbie throws his napkin down in disgust.

INT. OSCORP - RESEARCH LAB

The lights are dimmed, and everything has been put away. Doctor Connors is about to exit when Norman enters.

CONNERS

Norman. I was just on my way home.

NORMAN

(getting to the point)
Can you develop a counter-agent to the serum?

Connors looks at him in confusion.

CONNERS

A counter-agent?

NORMAN

Something to reverse its effects.

CONNERS

We haven't even properly developed the serum itself. Developing a counter-agent would be next to impossible.

NORMAN

Could you develop one based on the current formula?

CONNERS

What's this all about?

NORMAN

Imagine what would happen if the serum were to fall into the wrong hands. Imagine the danger that could pose without a counter-agent available to us.

CONNERS

Do you have reason to believe that's going to be a problem?

Norman hesitates.

NORMAN

Just covering all bases. I assure you Major Trest would do the same.

CONNERS

A precaution, then?

NORMAN

You could say that.

CONNERS

I just don't under...

NORMAN

Can you, or can't you?

Connors is taken back by Norman's tone.

CONNERS

Well... yes, I suppose I could *try*.

NORMAN

Try is a word you'll find has little meaning here.

Norman turns and quickly exits, leaving a baffled Connors.

FADE TO:

INT. PARKER HOME - LIVING ROOM - AFTERNOON

The room is empty and silent. Soon, the silence is broken by a knock at the door.

MAY (O.S.)

Coming!

May walks out from the kitchen, and over to the front door. She opens the door and finds Mary Jane on the other side.

She's holding a dish full of food in her hands. May's eyebrows shoot up in surprise.

MAY

Mary Jane!

MARY JANE

My parents sent me to give you this. It's a casserole... I think.

Mary Jane hands her the dish.

MAY

Thank you, sweetie. Tell your
parents that's very nice of them.
How are they doing?

May begins to head for the kitchen. Mary Jane walks inside,
closing the door behind her.

MARY JANE

Oh, they're great.

MAY

That's good. Are you going to stay
for dinner?

MARY JANE

I guess, if it's okay.

MAY

Of course it is! You're always
welcome here.

MARY JANE

Is Peter around?

MAY

He's in his room, last I checked.
Tell him dinner's here. Give me a
few minutes and I'll have it ready.

MARY JANE

(smiles)
Okay.

Mary Jane heads up the stairs.

INT. PARKER HOME - PETER'S ROOM

The door creaks open slowly and there's a light knock. After
a moment, the door opens completely and Mary Jane enters.

MARY JANE

Peter?

She looks around, but he's nowhere to be seen. She notices
the window is open and walks cautiously to it.

She sticks her head out.

EXT. PARKER HOME - ROOFTOP - DUSK - CONTINUOUS

Mary Jane's head pokes out from the open window and looks
around. She spots Peter lying on the roof.

We recognize Ben's journal in his hands.

MARY JANE

Peter?

He looks over at her.

PETER

(quiet, distant)

Hey.

Mary Jane begins to climb out the window. Peter sits up and offers his hand. She takes it, and he pulls her out onto the roof. She sits down beside him.

MARY JANE

Delivery service.

PETER

Oh.

Mary Jane laughs quietly.

MARY JANE

Yeah... sorry.

Peter grins weakly, but his mind is elsewhere.

MARY JANE

I missed you today. Everything okay?

PETER

Just didn't feel up to it.

MARY JANE

I brought your assignments.

Peter nods slightly.

PETER

Thanks.

A long silence.

PETER

Remember when we would sit up here and look at the stars with that cheap telescope?

MARY JANE

(smiles)

Oh, I remember.

PETER

Always made my mom nervous. She wanted my dad to put up a little guard rail. Was always afraid I'd topple over.

MARY JANE

You always were a little clumsy.
(grins)
Still are.

A brief pause.

MARY JANE

I miss those days.

Peter looks away from her, up into the stars.

PETER

Me too. Things were so much simpler back then. Now everything's just so... screwed up.

MARY JANE

You're sure everything's okay?

PETER

(after a beat)
They found my uncle's killer.

MARY JANE

Oh... well, that's good right?

Peter finally turns back toward her.

PETER

They know his name. Where he lives, but they haven't found him yet.

MARY JANE

Oh.

PETER

Why is it people like him get to walk free? Uncle Ben is dead, and this... monster is out walking the streets somewhere.

MARY JANE

I'm sure they're doing everything they can.

PETER

It's not enough. It's not, and it won't ever be. Someone has to put these people in their place.

Mary Jane slides closer to him. She places a comforting hand on his shoulder.

MARY JANE

Peter, I can't even imagine what you must be going through right now. I know you're angry, but you have to let the police do their job. It might take a while, but they *will* find him.

PETER

And then what? They lock him up for fifteen years, and release him on good behavior?

(beat)

That's not my idea of justice.

Off Peter's darkened expression:

FADE TO:

EXT. QUEENS - SIDEWALK - NIGHT

Eddie is riding on an old skateboard through the crowded sidewalks, his backpack thrown over his shoulder. He gets a few angry shouts from PEDESTRIANS, but ignores them.

He looks across the street at DANTE'S, where he spots Gwen through the window, sitting alone.

Eddie is completely oblivious to what is going on and crashes into a collection of trash cans. A couple of the people around him laugh at him as he gets back to his feet.

EDDIE

(extends middle finger)

And for my next trick...

They stop suddenly, giving him dirty looks. He shrugs, grabs his skateboard, and heads across the street.

INT. DANTE'S

Eddie enters, and heads toward the booth where Gwen is seated. He crouches down to her eye level.

EDDIE

Um... hi?

She barely acknowledges him.

GWEN

Hey there.

EDDIE

So... ready for that conciliation prize?

She cracks a faint smile.

EDDIE

That's better. Now come on, princess, tell me what's going on.

GWEN

You never give up, do you?

EDDIE

'Never give up, never surrender.'

GWEN

Why do you care?

EDDIE

What is *that* supposed to mean?

Gwen is silent.

EDDIE

You know, you're one of my best friends. Ever. Before you guys, I never bothered with friends. Moved too much. I don't know what kind of guy you think I am, but I *care* about my friends.

GWEN

Like you know anything about what I'm going through right now.

EDDIE

Now that wasn't very nice. Here I am trying to be an awesome boyfriend, and you gotta go and get all serious.

Gwen cracks a slight smile, but fights it.

EDDIE

Come on, you can't keep this stuff
bottled up, it's not healthy.

(beat, raises eyebrow)

Are you *pregnant*?

Silence. Gwen gives him an odd look, before laughing quietly.

GWEN

No, I'm not pregnant.

EDDIE

(relieved)

Thank God. I don't think I could
handle being a father.

GWEN

No, I...

(beat)

I heard my foster parents talking
yesterday. About me. About how they
made a mistake taking me in.

(beat)

Am I that hard to deal with?

EDDIE

Did you talk to them about it?

GWEN

No. I had the chance but...

(beat)

I don't know, I guess I was afraid
it'd make them mad or something.

I'm just starting to get used to
everything. To school, to them, to
you guys. I don't want to have to
start all over again.

EDDIE

Trust me, I know how that feels.

GWEN

You do?

EDDIE

Moved a lot, remember?

GWEN

It's not the same.

EDDIE

Not exactly, but I do know where
you're coming from.

EDDIE (CONT'D)

I wouldn't worry though. They were probably just talking.

(beat, smiles)

Besides, if they threw you out, you could always come live in my room.

GWEN

And there it went...

EDDIE

Seriously though, just talk to them. People talk. Second best way to deal with stress.

Gwen rolls her eyes.

EDDIE

You *do* realize I'm all talk.

GWEN

Oh, *really*?

EDDIE

(winks)

Well, ninety percent anyway.

(beat, more serious)

Just talk to them. I seriously doubt it's what you think.

GWEN

What do you mean?

EDDIE

I mean, look at you. You're cute, smart, funny, cool to talk to.

(looks away nervously)

I can't imagine anyone *not* wanting you around.

Gwen blinks, unsure of what to say. She's completely taken off guard by the remark. Eddie waves at the server, who nods and starts making her way toward them.

EDDIE

You need something sweet. Girls love sweet stuff when they're stressed.

Gwen props her chin on her palm and smiles.

GWEN

That's why I have you.

Eddie gives her a friendly smile and we:

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

INT. PARKING DECK - NIGHT

Robbie walks alone through the dark parking deck, a couple of folders under his arm. He fishes into his pocket and pulls out his keys. The jingling of the keys echoes through the parking deck as he walks, approaching his Jeep.

PETER (O.S.)

Robbie.

Robbie jumps, dropping his keys. He picks them up and turns around. He finds Peter, dressed in his makeshift costume, hanging upside down from the ceiling by a strand of webbing.

ROBBIE

Is that *fun*?

PETER

Helps clear my head. Feels natural.

ROBBIE

Peter...

PETER

I felt great earlier tonight. I had Uncle Ben's journal, and it made me feel like he was still here. Talked with MJ, had dinner. Things felt normal... but they're not.

Peter is stoic and unmoving as Robbie looks on.

ROBBIE

Peter, you...

PETER

I know where he is. Or at least where he's going to be.

Robbie smiles.

ROBBIE

Pete, that's great! I'll call my dad, tell him we've got a lead!

Peter drops from the ceiling and walks closer to Robbie. He takes off his mask, and we can see he's dead serious.

PETER

No. I'm going to take care of it.

ROBBIE
Peter, you can't!

Peter doesn't respond.

ROBBIE
You're not *invincible*!
(still nothing)
Give me the address, Peter.

PETER
So he can what? Go to jail? He
doesn't deserve that.

ROBBIE
So what are you going to do, *kill*
him?!

Peter says nothing, he turns away.

ROBBIE
Peter, you *can't* do this!

Peter turns back, his face filled with anger and hatred.

PETER
Why *can't* I? He deserves it!

Robbie shakes his head, he puts his hand on Peter's shoulder.
Peter pushes it off and looks back at him, rage in his eyes.

ROBBIE
You have to be better than that,
Pete! You *are* better than that!
Don't do this... please.

Peter takes a step away from Robbie, then puts his mask back
on. He leaps up to the ceiling and looks down at Robbie, then
tosses him a small slip of paper.

PETER
That's the place. Room 616. They
better hurry.

Peter quickly jumps away, through a break in the parking
deck. Robbie frantically reaches for his phone.

INT. GWEN'S HOUSE - LIVING ROOM

John and Bridget are curled up together on the couch,
watching the television when the front door opens.

They both turn as Gwen and Eddie enter.

BRIDGET

Look who's home. Good to see you,
Eddie.

Eddie nods, then looks over at Gwen, who obviously has something she needs to say.

BRIDGET

Gwen?

EDDIE

Well, I just wanted to make sure
this frosted strawberry pop-tart
got home okay.

John and Bridget look at Eddie, completely baffled.

EDDIE

(shrugs)
I like frosted strawberry pop-
tarts.
(beat)
Anyway! Homework to do - see you
guys later.

Eddie turns and is about to exit, but looks back and exchanges smiles with Gwen. He turns again and exits.

Gwen looks back at Bridget, who seems to be very concerned.

GWEN

I need to talk to you guys.

She sits down in a nearby recliner.

JOHN

Gwen, what is it?

GWEN

The other day... when I came home
from school. I heard you guys...

Bridget gasps. John just shakes his head.

BRIDGET

Gwen, we...

Gwen shakes her head. She's beginning to tear up.

GWEN

I just want you guys to know that I'm really appreciative of what you've done for me, and if you don't think it's working out, I understand. But I want you to know that I really do love it here, and you guys are awesome...

(crying now)

And whatever I did to make you consider this, I'll do whatever it takes to fix it.

JOHN

Gwen... you're not going anywhere, except to whatever college you decide to go to. We were just... talking. It was just talk. We were just worried we weren't doing the best thing for you.

BRIDGET

You haven't done anything wrong. We just weren't sure we were ready for this, but we made the decision, and we're going to stick it out. Through thick and thin.

JOHN

We may not be your parents, and nothing we do could ever fill those shoes, but we do want to help you become the woman we know you're capable of becoming.

Gwen looks up at them, tears still filling her eyes.

GWEN

I'm sorry. This is my fault, I should have just said something when I heard you. I just...

JOHN

You were scared, and we understand that. But don't worry, there's nothing to be afraid of.

Gwen wipes the last remaining tears from her face.

JOHN

Okay?

Gwen nods with a smile.

GWEN

Okay.

Off Gwen's relieved face:

FADE TO:

INT. MOTEL ROOM

The room is dark. The window opens and Peter jumps in. He crouches on the ground and looks around. There's no one home.

Peter stands slowly. He heads for the dresser and opens the drawer, revealing a slew of new wallets.

PETER

Someone's been busy.

Suddenly, the sound of the door unlocking is heard.

ANGLE ON DENNIS CARRADINE as he enters.

PAN BACK and Peter is gone.

PAN UP and we see Peter crawling along the ceiling. Carradine reaches into his pocket and pulls out a wad of money, tossing it onto the nearby bed.

Peter watches silently as Carradine walks over and looks at the open window. He pulls his hat off and looks out at the city for a moment, then turns around and we see his face:

FLASH TO:

*EXT. QUEENS STREET - DUSK**Scene from "Curses."**It's that night in the bad part of Queens. Peter is looking on as the two thugs laugh at him. One is Dennis Carradine.*

CARRADINE

*What you doin' out here?**Peter looks on as...*

BACK TO:

INT. MOTEL ROOM

Carradine walks under Peter, oblivious in the darkness. Peter watches for a moment, then drops down without a sound.

PETER
Dennis Carradine.

Carradine jumps and turns around...

Only to be met with a HARD FIST to his jaw!

He flies backwards, crashing into the wall, shattering the plaster and leaving a huge crater.

He falls to the ground and looks up at Peter in shock.

CARRADINE
Who are you?

Peter walks over, grabs him by the shirt and lifts him off the ground. He grabs at Peter's arms, trying to break his hold, but Peter doesn't budge.

PETER
You *killed* him!

Carradine is in a panic. He takes a swing at Peter, who dodges, and the blow finds nothing but air.

CARRADINE
I ain't killed nobody!

Peter throws him across the room, where he hits the wall next to the window. Plaster falls on him as Peter leaps over to him quickly, grabs him and pulls him up to eye level.

CARRADINE
Let me go! Please!

Peter looks into his eyes as we:

FLASH TO:

EXT. QUEENS STREET - DUSK

Another flashback to "Curses."

Carradine is looking on at Peter with an evil grin.

CARRADINE
*Who the hell you know that lives
out here?*

PETER
*Honestly, that's none of your
business.*

THUG #2
*Well how about I make it my
business?*

Peter looks on, afraid and confused.

BACK TO:

INT. MOTEL ROOM

Peter wraps his hands around Carradine's throat.

PETER
Tell me... was it worth it?

Carradine looks on in terror. He knows he's about to die.

CARRADINE
I...

PETER
Was it worth it?!?

Peter releases him, and he collapses to the ground, coughing and panting. Peter continues to glare at him. Carradine tries to scramble away, but Peter grabs him by the leg.

CARRADINE
No! Please!

Peter pulls him back and grabs him by the shirt. He punches him HARD in the face, effectively breaking his nose.

Blood begins to pour from it. Carradine begins to cry. He grabs at Peter weakly, but futilely.

PETER
Did my Uncle beg for his life?

Peter punches him again, this time in the mouth, and several of his teeth collapse inwards. He gurgles as blood flows from the sides of his mouth.

PETER
Did you give it to him?!?

Peter slams his fist into his jaw, and we hear a loud crack.

Peter throws him against the wall and walks over to him slowly. He picks him up again, but he is barely conscious, maybe even barely alive. Peter pulls him in close.

PETER

Why should I spare yours?

Peter wraps his hands around Carradine's throat. Tears are welling in his eyes as he begins to squeeze, and Carradine begins to fade away.

FLASH TO:

INT. PARKING DECK

Robbie shakes his head, he puts his hand on Peter's shoulder. Peter pushes it off and looks back at him, rage in his eyes.

ROBBIE

*You have to be better than that
Pete. You are better than that!
Don't do this... please.*

BACK TO:

INT. MOTEL ROOM

Peter is still squeezing as tears fall down his face. He tightens his grip. Carradine's face is red, his body limp.

FLASH TO:

INT. PARKER HOME - LIVING ROOM - AFTERNOON

Scene from "Renaissance."

Peter is sitting on the couch with May in front of him, a warm smile on her face.

MAY

*You know, for the longest time
after you came to live with us,
your Uncle was scared. He was
afraid that you wouldn't be the man
you had the potential to be. He'd
often pray for God to give you the
strength to get through. You
weren't his child, but from the day
you were born he looked at you like
a son.*

(beat)

*If you're going to fight Peter,
fight the good fight.*

BACK TO:

INT. MOTEL ROOM

Peter drops Carradine, who collapses in a heap.

Peter takes a breath, tears falling from his eyes without end. Outside we can hear sirens getting close. Peter looks down at his hands, then down at the bloody and barely conscious form of Carradine.

Peter falls backwards against the wall then, to the floor, still crying as he looks at Carradine, horrified at what he's done. We hear the sirens stop outside the building.

Peter looks over at the window and finally begins to calm himself. He looks down at Carradine, who is still breathing, but barely so.

INT. MOTEL ROOM - MOMENTS LATER

TWO COPS kick the door in. They burst in, their guns drawn.

OFFICER #1

No one move!

He swings around and realizes there's no one around. He enters cautiously and his eyes widen at the sight before him.

He holsters his gun and walks over to Carradine's limp body.

OFFICER #1

Hey, get a load of this!

The other officer rushes over to him. Strewn all over Carradine are all of the wallets from the drawer.

OFFICER #2

What the hell happened here?

OFFICER #1

Call an ambulance.

Officer #1 picks up a small piece of paper that is resting on Carradine's chest as Officer #2 radios for an ambulance. He flips it over and reads it, not quite sure how to react.

OFFICER #2

What is it?

OFFICER #1

(reading)

'Please excuse the mess, but he and I needed to have a little talk.'

(beat)

OFFICER #1 (CONT'D)
*'Sincerely, your friendly
neighborhood Spider-Man.'*

Off the confused officers:

FADE TO:

INT. OSBORN RESIDENCE - LIVING ROOM

KIM OSBORN sits on the couch, her head buried in her hands, and tears in her eyes. Beside her on the floor is a large suitcase. Her things.

The door opens and Norman enters, looking rather pale. He stops when he notices his wife, and the suitcase.

NORMAN
What's going on?

She stands.

KIM
I'm leaving.

Norman closes his eyes and lets out a sigh.

NORMAN
Honey, please...

KIM
No! Not this time! I can't do this
anymore, Norman.

Norman slowly walks over to her, but she backs away.

NORMAN
Don't do this. Please.

KIM
(through tears)
I have to.

NORMAN
Where will you go?

Kim appears upset by this remark.

KIM
To see our son. Or have you
forgotten about him the same way
you've forgotten you had a wife?

NORMAN
I never...

KIM

You never cared, Norman! The only difference is that you couldn't ship me off to school in Europe!

NORMAN

It's where he wants to be. He can come home whenever...

KIM

He wants to be away from *you*!

This hits Norman hard. He stands there, still and unsure of what to say. Kim grabs her suitcase and begins walking away.

NORMAN

Will you come back?

She stops.

KIM

I don't know.

She opens the door and exits.

The door shuts behind her, leaving Norman alone in the dark.

FADE TO:

INT. PARKER HOME - LIVING ROOM - LATER

The room is dark and quiet. We see on May on the couch with a blanket wrapped around her. She's asleep. A hand brushes her head as Peter bends over and kisses her on the cheek.

May stirs slightly.

MAY

Ben? Is that you?

May's eyes shoot open and she looks up at Peter.

MAY

Oh God, Peter!

Peter just grins.

PETER

It's okay. I just got home. I was studying with MJ.

MAY

What time is it?

PETER

It's late. Go back to sleep, that's
what I'm going to do.

May nods and lays her head back down as Peter makes his way
up the stairs.

MAY

Okay, sweetheart. Sleep well.

(then)

I have a feeling we might be
getting some good news tomorrow.

Peter looks back with a grin.

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

Peter enters and looks at Ben's journal on his nightstand.

FADE TO:

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

Peter closes the book and looks over at the clock.

It reads 5:30 am.

Peter smiles and jumps out of bed. He walks over to his desk,
takes out a pen and paper, and begins writing a note.

FADE TO:

A HAND

As a red glove, with black lines, in the pattern of a
spider's web, slides onto it. The hand closes into a fist.

BEN (V.O.)

Everything in my life, in my line
of work, has been about protecting
the lives of the innocent.

A BARE TORSO

A blue and red, skin-tight shirt is pulled onto it, with the
same familiar patterns as the gloves.

BEN (V.O.)

It's a matter of trust. Of loyalty.

A SPIDER LOGO

Stitched to the front of the elaborate red and blue costume.

BEN (V.O.)

The truth is: I was given the power to wield that weapon, the trust of the people that I'd use that power responsibly.

(beat)

I failed. I realize that now. I was given a great power.

PULL BACK and find ourselves on:

EXT. ROOFTOP - QUEENS - DAWN

The sun is barely up. Its rays flood the city, casting a hazy yellow/orange glow onto the buildings and streets below.

Peter stands on the ledge, looking down at the city below. He's wearing the costume, but holds the mask in his hand.

He glances up toward the sky and grins a little.

He lifts the mask as we PAN AROUND the rooftop and take in the view of the city.

BEN (V.O.)

And with great power...

PAN BACK to where Peter was standing, but he's gone.

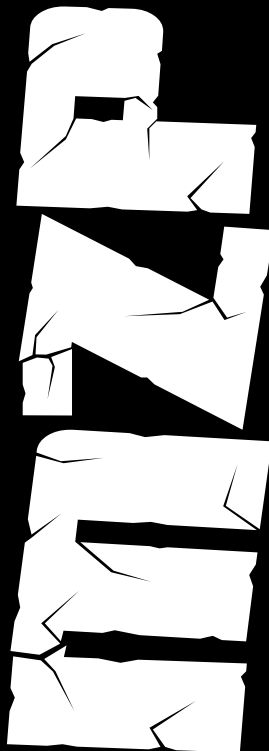
BEN (V.O.)

There must also come great responsibility.

Suddenly, from below, SPIDER-MAN leaps into view. He swings up, over our heads, and out of view as we:

FADE TO BLACK.

END OF SHOW



spider-man
GIFTS & CURSES

Based on Spider-Man
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Developed for MZP by
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