



"Heroes"

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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

Dozens of people are rushing about, screaming into phones, trying to figure out what the hell's going on.

Among them is ROBBIE ROBERTSON.

Robbie balances a tray with three cups of coffee in his good hand, and a couple photos in his mouth. A group of REPORTERS grab the coffee as Robbie proceeds into:

INT. DAILY BUGLE - JONAH'S OFFICE

Behind his desk, J. JONAH JAMESON is on the phone. Robbie enters and tosses the photos on his desk.

He's about to leave before:

JAMESON

Wait, you're not done.

(into the phone)

I don't care if he has a flat tire, he can still walk can't he? Or does he have a broken leg too?!

(listens)

Then tell him to get *down there!*

Jonah slams down the phone.

JAMESON

Whole God damned city's about to riot, and we can't get a half decent photographer to the scene.

Jonah grabs the photos and lays them out to inspect.

ROBBIE

You want me to go down there and snap a few pictures?

JAMESON

You're not on the pay-roll, Roderick, which means you're not on the insurance, which means if you go down there and get hurt I have to pay for it out of my pocket.

Robbie looks at Jonah expectantly.

ROBBIE

Was there something you wanted?

JAMESON

(distracted)

Why would I want something?

Robbie begins to leave.

JAMESON

Where do you think you're going?

Robbie turns back.

JAMESON

Tell Betty to get Powell on the phone. Get me a TV with some good news, and for God's sake, get me some better pictures!

Robbie quickly exits.

INT. DAILY BUGLE - MAIN FLOOR

Robbie stops and looks at the TV. On it, amateur footage of the chopper firing the net at Spider-Man is being shown.

Robbie cringes.

ROBBIE

(low, to himself)

What did you get yourself into, Pete?

FADE TO:

A SANDWICH

With a silver tray underneath and a Styrofoam cup nearby.

INT. INTERROGATION ROOM

PETER reaches up and takes the sandwich, looking suspicious. Across from him, NICK FURY sits calmly.

FURY

If I wanted you dead I wouldn't poison you. Too much of a mess.

Peter doesn't look convinced. He pushes the sandwich aside.

PETER

I'm not hungry.

FURY
Suit yourself.

PETER
What about my rights?

FURY
Rights?

PETER
Right to an attorney. Due process,
all that stuff.

Fury sits up and rests his elbows on the table.

FURY
You see, the problem is, the laws
don't apply to you. Not right now.
You're an unknown, and I am paid
very poorly to make sure that
unknowns become known very quickly.

PETER
So, I'm not under arrest?

FURY
It's a little more complicated than
that. You've broken several laws
over the past couple of months.
Damage to public and private
property, defacement of government
property, endangerment of innocent
civilians... shall I continue?

Peter looks away.

PETER
So... what now?

FURY
Now we try this again. What's your
story?

PETER
I'm not a big fan of twenty
questions. Can't we play Risk?

Fury leans up into Peter's face.

FURY
This is going to be as painless as
you want it to be. Trust me, kid, I
will get the information I want.

FURY (CONT'D)

It's just a matter of how and how long it takes.

Peter looks Fury straight in the eye, a grim expression on his face. He hangs his head low.

PETER

(after a beat)

I'm not a mutant.

Fury reacts.

FURY

What did you say?

PETER

That's not how I got my abilities.

Fury glares at him, not quite believing.

FURY

Well then, do you want to tell me what the hell makes you tick?

PETER

This stuff's all new to me. It didn't exactly come with a manual.

FURY

If you're not a mutant, then...

PETER

Can't we talk about sports or the weather like normal people? How 'bout them Jets?

(off Fury's look)

Okay, bad example.

(then)

How 'bout that cold front coming through? Global warming my...

Fury slams his fist into the table.

FURY

I am not in the mood for games right now, kid! I have a lot of people who want to know who and what you are. Now, I can hook you up to all sorts of machines, drug you, hell, I can even get a few mind readers in here, but I'm trying to give you a chance to retain some dignity.

FURY (CONT'D)

Now you *will* tell me what you are
and how you got your abilities, or
I will force the information out of
you! Either way I get what I want.

(beat)

You, on the other hand...

Peter lets out a slight cough.

PETER

First off, Orbit. Freshens while
cleaning.

Fury jumps to his feet.

PETER

Second off! It happened the first
week of school.

Fury calms himself, re-taking his seat.

FURY

Go on.

Off an uncertain Peter:

FADE OUT.

END OF TEASER

ACT ONE

FADE IN:

EXT. MANHATTAN - STREETS - NIGHT

HUNDREDS OF PEOPLE have gathered. There are two visible sides being kept apart by police blockades. NEWS CREWS fill a gap between the barricades, which is around fifty feet wide.

NEWS CHOPPERS buzz overhead as TRISH TILBY reports.

TRISH

In the past hour, over three hundred people have shown up to either protest or show their support for the arrest of Spider-Man. We have heard unconfirmed reports that the Mayor has asked for a status report from government officials, and was *denied*.

Trish continues as we MOVE THROUGH the crowd to GWEN and EDDIE. Gwen seems nervous, but Eddie is eating it up.

GWEN

Do we have to keep going? It's getting kinda crazy out here.

Eddie turns back and smiles. He points at the cops.

EDDIE

Look at all the cops, nothing's going to happen. We'll be fine.

They continue on. All around them, the two sides of the crowd continue to shout at one another. One side holds up signs in support of Spider-Man, the other, signs of the anti-mutant variety. Gwen stops, looking around nervously.

GWEN

Maybe we should go.

Eddie turns back to face her. He places a hand on each shoulder, and smiles down at her.

EDDIE

You think I'm gonna let anything happen to you?

Gwen smiles, looks away shyly.

EDDIE

We're *fine*. Come on, it's not far from the front of the line.

FLASH (O.S.)

Look who it is!

FLASH THOMPSON and KENNY MCFARLANE push through the crowd towards them. Flash stops, looking around at the crowd.

FLASH

Why the hell did I let you talk me into this?

KENNY

It's like Woodstock, dude!

FLASH

Wood...? You need to get laid.

EDDIE

Flash?

FLASH

Unfortunately, yeah. Benchwarmer here thought it'd be a good idea to come down here and try to get on the news. Nevermind the party we were supposed to go to.

EDDIE

Dude, *this* is a party!

FLASH

I don't know about you, dude, but I like my parties with hot chicks and loads of alcohol.

Suddenly, the crowd LURCHES forward, taking the four with it. Eddie nearly trips, but manages to keep his footing.

EDDIE

Maybe we should back up some.

GWEN

Ya' think?

They begin to move toward the back of the crowd.

Passing in front of them, two SUSPICIOUS FIGURES in hoodies stop a few feet from the barrier. One looks to the other.

FIGURE 1
You ready to do this?

FIGURE 2
Ready as I'll ever be.

They turn and head deeper into the crowd.

INT. SURVEILLANCE VAN

The back door opens, and MAJOR TREST steps in. He's out of breath, and carries a pistol at his side. Already inside are THREE AGENTS, who keep track of the situation on monitors.

The lead agent, BEASON, shuts the door behind Trest.

TREST
It's getting ugly out there.

BEASON
I don't get it.

TREST
Speak up.

BEASON
He's only been around for what, three months? They hate and love the guy. I don't get it.

TREST
He's a mutant, and I guess they don't like that. The others... I guess they see a hero.

BEASON
What about you?

TREST
I see Fury putting a boot in my ass if I let this get out of hand.

Trest studies the various monitors carefully. Some display raw footage, while other have sophisticated read-outs.

TREST
I want three containment teams prepped and ready to move in ten. Contact base, tell them to move closer to land. Something tells me we'll be needing backup before this is all said and done.

BEASON

Shouldn't we confirm that with
Colonel Fury?

TREST

You wanna drag him out of his
interrogation?

(Beason pales)

That's what I thought.

Trest looks back up at the monitor displaying the raw
footage. The crowd is getting larger and more chaotic.

FADE TO:

INT. PARKER HOME - LIVING ROOM

MAY sits on the couch. The TV is on, but the volume is low.
She looks ahead, at nothing in particular. She seems nervous.

There's a faint knock on the front door. May stands, walks to
the door, and opens it. MARY JANE is on the other side.

MARY JANE

Any word?

May shakes her head.

MAY

Nothing.

MARY JANE

(frowns)

Where could he be?

Mary Jane steps inside.

MAY

He's been acting so strange lately.
Sneaking off like this... It's just
not like him. I'm really starting
to worry. With everything that's
going on there's no telling...

MARY JANE

You shouldn't worry. He's probably
at Robbie's, or...

MAY

He's not. I already checked.
Robbie's working. Have you talked
to Gwen or Eddie?

MARY JANE

She's not answering her phone for some reason.

May buries her head in her hands as she sits on the couch.

MAY

I know I must seem overprotective to you. I can't help it. I just...
(wipes away a tear)
I just don't know what I'd do if something were to happen to him.

Mary Jane takes a seat next to her.

MARY JANE

I know you worry, it's your job to. Nobody can blame you for that, but I'm sure he's okay. We're probably making way too big a deal out of all this.

May smiles down at Mary Jane.

MAY

You're such a strong one.

MARY JANE

(grins)
I try.

May smiles sadly. They hug, and as we see her face, Mary Jane doesn't look so convinced.

FADE TO:

INT. INTERROGATION ROOM

Fury strikes a match, preparing to light another cigar.

PETER

I've been pretty cooperative. Could you please not?
(off Fury's look)
Young lungs.

Fury stifles the cigar and places it back into a silver tube.

FURY

A field trip, you say? OsCorp?

PETER

Spider bite.

Fury mutters to himself.

FURY
Osborn.

PETER
What about him?

Fury catches himself.

FURY
We've had our eye on him for a while.

PETER
Why?

Fury sighs and rubs his temples.

FURY
That's classified.

PETER
Surprise, surprise.

Fury flips through the folder.

FURY
Why are you doing this?

PETER
Hey, you're the ones who went all out of your way to snatch me up.

FURY
I mean the ridiculous costume. The swinging around. The publicity.

PETER
The publicity I could do without. The rest? It's a long story. And besides, what else am I going to do? Join the circus?

FURY
What do you mean?

PETER
I mean people deserve to benefit from this. I could use my abilities to get rich, famous, whatever, but that's just not...

PETER (CONT'D)
(beat, Peter grins)
Responsible. It's not me.

Fury observes Peter curiously.

FURY
I used to think that way.
(re: eye patch)
That was before this. I realized
the world was a much uglier place
than I had always thought.

There is a moment of silence between the two.

PETER
Takes losing something important to
wake you up, huh?

Fury nods slightly.

EXT. MANHATTAN - STREETS

The situation has deteriorated very quickly. It appears to be near riot conditions. The wooden barricades are beginning to give way, and dozens of POLICE OFFICERS are there, trying to keep the peace. Clearly though, it's just about impossible.

Gwen and Eddie run through the crowd, Eddie finally showing a hint of fear. Gwen looks like she's near panic.

GWEN
Okay, seriously, this is starting
to get scary.

EDDIE
Hey, it's not so bad...

GWEN
Eddie!

Eddie stops, looking back at her.

EDDIE
Okay, so I screwed up. I'm sorry.
We just need to get outta here.

A GLASS BOTTLE flies past, smashing into a nearby police car, and just missing Gwen's head along the way.

GWEN
I think we better hurry.

A moment later, ANOTHER BOTTLE flies past, headed in the opposite direction. Shouts erupt from both sides.

FROM ABOVE

The scene is even more chaotic. The barricades have broken, and the crowd has begun to spill out into the neutral area. The police are having no luck whatsoever holding them back.

BACK TO SCENE as Eddie and Gwen fight the surging crowd. Eddie looks at her, and in his most serious tone yet:

EDDIE

Gwen, I am so sorry. You were right, I never should have...

GWEN

Not that I don't appreciate it, but now *really* isn't the time!

She looks around, spotting a small break in the crowd.

GWEN

Lets just get the hell out of here.

EDDIE

Right behind you.

They quickly make their way through the crowd, toward the opening. Eddie has to shove several people out of the way.

Just as they reach the opening, a GUN SHOT echoes through the area. Everyone REACTS at the sound.

Eddie looks ahead, then grabs Gwen by the arm.

EDDIE

We need to hurry.

They rush through the gap in the crowd, toward a nearby alley. Along the way they pass TWO MEN.

As Gwen and Eddie run past, the men follow.

INT. SURVEILLANCE VAN

Trest and Beason watch the monitors, which display the raw feed from the riot outside. They don't need that to remind them, though. The van is rocking back and forth. Outside, screams, shouts, and breaking glass can be heard.

TREST

This has gotten beyond out of hand.
Where the hell are those reinforcements I ordered?

BEASON
Another twenty minutes.

TREST
We won't make it another twenty.

Trest grabs a duffle bag, pulling out a bullet-proof vest, and a large black helmet. He grabs another bag and tosses it to Beason, who looks confused.

TREST
Remember that crisis control course you took before joining up?

BEASON
Barely.

TREST
Well then I suggest you fake it, because we're going in.

BEASON
Out there?

TREST
Someone needs to take control of this mess, and these cops sure don't look capable of it to me. Contact the carrier. Tell them to hurry the hell up with our backup!

The van ROCKS once again. The back doors are SLUNG open, revealing THREE MAN, all carrying knives.

Beason doesn't waste any time, catching one of them with a HARD KICK to his face. He grabs another, twisting his arm, and snatching his knife away. The third looks up at him.

Then takes off running.

TREST
Captain?

BEASON
Yeah?

TREST
If we get in trouble out there...
forget crisis control.
(then)
Just do that.

BEASON

Yes, sir.

Trest takes a deep breath.

TREST

Here goes.

They hop out of the van...

EXT. MANHATTAN - STREETS - CONTINUOUS

And stop dead in their tracks.

ANGLE FROM ABOVE

Showing the entire area. The two sides have merged into one frantic mass of humanity. As we PULL BACK, we take in the scope of the scene, and realize the van is surrounded by a mass of people that now covers several blocks.

BACK TO SCENE as Trest looks on, a hint of fear in his eyes.

TREST

Twenty minutes, you say?

Beason nods, still stunned by the ominous scene before him.

TREST

This isn't going to end well.

Off Trest's fearful expression:

FADE OUT.

END OF ACT ONE

ACT TWO

FADE IN:

INT. DAILY BUGLE - MAIN FLOOR

Everyone has gathered around a TV, watching the LIVE footage of the riots. Toward the back of the crowd, Robbie and Betty watch, Robbie looking particularly concerned.

ROBBIE

I can't believe this is happening.

BETTY

Pretty crazy, huh?

ROBBIE

I'd just like to know what their excuse is for all this. If they'd have just left the guy alone, none of this would be happening.

Betty looks away from the TV briefly, at Robbie.

BETTY

Spidey fan?

ROBBIE

You could say that.

BETTY

I'm sure they're just doing what they think is best. I don't think anyone could have predicted this.

ROBBIE

It's more than that now. Half the people down there probably don't even care one way or the other. They're just there to loot and cause trouble.

BETTY

Pretty sad, if you ask...

JONAH (O.S.)

What are you people doing?!

Jonah storms out of his office.

JONAH

This is the biggest story of the year and you're all standing around like a bunch of apes in front of a banana tree! Get to work!

Everyone breaks apart, leaving Betty and Robbie.

BETTY

No rest for the weary.

She walks away.

ROBBIE

You can say that again.

Off Robbie:

FADE TO:

EXT. MANHATTAN - ALLEYWAY

Gwen and Eddie run into the alley. Back out in the streets, the riot is in full swing. Gwen drops to the ground, leaning back against the wall.

GWEN

What a night.

EDDIE

Not quite how I imagined it either.

GWEN

How are we supposed to get out of here without getting killed?

EDDIE

Did you bring your cell phone?

Gwen pulls out her phone. It's shattered.

EDDIE

Damn.

(beat)

All this because of Spider-Man. I hope they're happy.

VOICE (O.S.)

I hear that.

Eddie spins around as the TWO MEN from before enter the alley. They don't exactly look friendly.

Eddie immediately takes a defensive posture.

MAN #1

Whoa there, no need to get jumpy.
We're just trying to get through
this same as you.

EDDIE

You followed us here.

MAN #2

We were looking for a way out.
Figured you might know one.

MAN #1

She looks scared, bro. Want us to
help you guys get out of here?

EDDIE

We're fine. Just waiting on some
friends and then we're getting out
of here. 'Preciate it, though.

MAN #2

You sure? It's crazy out there.

EDDIE

I said we're fine.

MAN #1

She doesn't look *fine*. Not all
scared like that.

Eddie clenches his fist tightly. He looks back at Gwen.

EDDIE

(whispering)

No matter what, stay behind me.

The men take a step toward them.

GWEN

(alarmed)

Eddie...

MAN #2

(mocking)

Eddie...

He rushes toward Eddie, who lands a solid punch square on his
jaw. The man hits the ground.

The other takes a swing, but Eddie dodges it and catches him with a punch of his own. The man staggers backwards.

From behind, the other man TACKLES Eddie to the ground. The two men take turns punching and kicking him.

GWEN
Stop it! Stop!

Gwen tries to pull them off, but one of them SHOVES her out of the way. She is thrown to the ground.

Eddie begins fighting back, but to no avail. The two men stand above him, looking down at his bruised face.

Man #2 rears back for a punch, but is quickly THROWN out of frame. The other man looks back, and is met with a PUNCH.

He drops to one knee, and looks up...

And finds himself confronted by Flash and Kenny.

FLASH
We got a problem here?

Eddie gets to his feet and hurries to Gwen, who is a little roughed up, but seems to be okay.

MAN #1
No, man. No problem.

KENNY
Good.

Both of the men hurry out of the alley. Flash and Kenny watch them leave, then look down at Eddie and Gwen.

FLASH
You guys alright?

Eddie feels one of several bruises on his face.

EDDIE
More or less. Thanks.

FLASH
Don't mention it.

Eddie turns to Gwen.

EDDIE
Ready to get out of here?

GWEN
Definitely.

EDDIE
You guys got an escape plan?

Flash thinks for a second, then grins and turns to Kenny.

FLASH
Fire blitz?

KENNY
Sounds good.

FLASH
(to Gwen)
Can you run and shove?

GWEN
I've been in my share of mosh pits.
I think I can handle it.

FLASH
Then lets ditch this place.

They all head back into the mayhem.

FADE TO:

INT. PARKER HOME - LIVING ROOM

May and Mary Jane sit on the couch, watching the continuing coverage of the riots. Footage of the Spider-Man chase is also being shown from time to time. May shakes her head.

MAY
Is all that necessary?

MARY JANE
I wish I knew.

Mary Jane looks at May and sees the worry in her eyes. She puts her hand on her shoulder.

MARY JANE
How you holding up?

MAY
I keep telling myself I'm worrying
over nothing. That he'll walk
through the door any minute now.

MARY JANE
He will, don't worry.

MAY
It's just that he's been acting so different these last few months.

MARY JANE
He's coming out of his shell.

May nods with a smile.

MAY
Yes, there's that. But... at the same time, he's different. Distant, in a different way.

MARY JANE
Distant?

MAY
Like tonight. He sneaks out, and doesn't even say a word to me. I'm not that strict, am I? That he feels like he has to *sneak out*?
(beat)
It makes me wonder what it is he's doing out there all the time.

MARY JANE
Out where?

MAY
Wherever he goes. This isn't the first time this has happened. He stays gone half the night, comes home at two in the morning. Says he's been studying with you.

Mary Jane appears confused, but tries to hide it.

MAY
He's not, is he?

MARY JANE
We study.

May eyes her.

MAY
Mary Jane, don't you cover for him. I know you two are close, but he needs to own up to his mistakes.

MARY JANE

I really don't know what to say.
I'm sure it's nothing bad.

MAY

I wish I could get myself to
believe that, but when he starts
collapsing at school...

MARY JANE

You think he's...

MAY

I don't know. I'd like to think
he's better than that, but we all
make mistakes. Peter's no
different.

MARY JANE

I really don't think...

Mary Jane's attention is drawn to the TV.

MARY JANE

Oh my God.

ANGLE ON TV

The riot is in full swing. After a moment, Gwen, Eddie,
Flash, and Kenny pass in front of the camera.

BACK TO SCENE as both May and Mary Jane react.

MARY JANE

What are they *doing*?!

MAY

I hope Peter isn't there.

They share concerned glances as we:

FADE TO:

INT. INTERROGATION ROOM

Fury sits, just as before, opposite Peter.

PETER

I was still getting used to my
abilities, but I could've taken
them both apart no problem.

FURY
But you didn't.

Peter shakes his head.

PETER
The responsibility thing, remember?

FURY
Your uncle's journal.

Peter nods, a look of sadness crossing his face.

PETER
He killed a guy. On the job. He was a cop, and the guy shot him, and would have killed him, so he had no choice. I don't think he ever felt that way, though. The guy was a murderer, but he always regretted doing what he had to do.

Fury nods, briefly taking his eyes away from Peter.

FURY
I can understand that.

PETER
Do you have a family?

Fury suddenly seems to be somewhat uneasy.

FURY
That's...

PETER
Classified?

FURY
Personal.

A tense few moments of silence.

FURY
I had a wife. We had a daughter. Then the Gulf War happened and things fell apart.

PETER
She didn't like the war?

FURY
No, I died.

Peter stares at him for a moment. Fury taps his eye patch.

FURY

I lost this in a battle in Iran. We weren't supposed to be there, but we were. When things went bad, it was decided that we'd disappear. Become ghosts. The military always needs people that don't exist.

PETER

You ever try to see them?

FURY

Once. It didn't go well.

(beat)

Probably for the best. They're better off without me.

PETER

Do you really believe that?

FURY

Depends on how my day is going.

There's a knock at the door. Fury stands and opens it. Outside, an agent hands him a slip of paper.

FURY

Dismissed.

The agent salutes and exits.

PETER

Gas bill?

Fury reads the note and suddenly looks grim.

FURY

They're rioting over you.

PETER

Am I supposed to be proud or concerned?

Fury eyes Peter, then balls up the paper.

PETER

You know, I could help.

FURY

My agents will handle this.

PETER

But...

FURY

I said they'll *handle* it.

(beat)

You're not going anywhere.

Peter sighs in frustration.

EXT. MANHATTAN - STREETS

Trest and Beason approach a group of police cars. A POLICE SARGENT stops them before they get too close.

SARGENT

This is as far as it goes, boys.

Trest whips out a badge.

TREST

Federal riot response.

The Sargent eyes him suspiciously.

SARGENT

Two of you? That's it?

TREST

My men have already taken positions. We're waiting on some...

From above, several HELICOPTERS buzz into view. They shine their spotlights down onto the crowd.

TREST

Backup. It's about time.

SARGENT

Look, whoever you are, we've...

TREST

Got one hell of a mess on your hands. Don't worry, there's plenty here for everyone. You and your men can back us up.

(beat)

It's not like you have a choice.

The Sargent doesn't like this, but knows there's nothing he can do. He turns back to his men.

SARGENT

Alright boys, we're gonna be
backing up the feds on this one!

Groans can be heard from the cops. Trest grabs a radio.

TREST

(into the radio)
Black hawk, this is eagle eye.

VOICE

(filtered; through radio)
Copy eagle eye, we're ready to go.

TREST

Where are my trucks?

VOICE

They couldn't get through. We're
gonna have to drop them in.

TREST

Lovely. Well, get moving. We don't
have all day.

VOICE

Aye, sir.

Trest turns back to the Sargent.

TREST

We're having some trouble getting
our guys through. Your men can
handle the east side. We'll...

Suddenly, an EXPLOSION rips through the crowd. After a
moment, there's a SECOND EXPLOSION.

TREST

What the hell was that?

Trest's radio crackles to life:

VOICE

We've got mutants!

TREST

Level two or three?

There's nothing but static. In the distance, the crowd has
been worked into a frenzy by the explosions.

TREST
Two or three!?

VOICE
Two! Two level two's.

A THIRD EXPLOSION echoes through the air.

VOICE
Correction! That's a two and a
three! Repeat, we have a *three!*

Trest quickly turns to Beason.

TREST
Get Colonel Fury on the line, now!

Beason rushes off.

SARGENT
What now?

Trest doesn't respond.

EXT. MANHATTAN - STREETS - ELSEWHERE

Amidst the chaos, Gwen and Eddie are being bounced around as people flee the explosions, and the mutants.

Flash and Kenny can be seen several yards away.

GWEN
This isn't exactly like a mosh pit!

EDDIE
Over here! There's a break!

They find a slight opening in the crowd, and pass through it.

As they hurry through the break, another EXPLOSION goes off, this one very close by. They're both thrown to the ground as debris rains down from above.

From the direction of the explosion, TWO FIGURES emerge. We recognize them as the two figures in hoodies from before.

They continue walking, but stop as a line of COPS and S.H.I.E.L.D. TROOPS in riot gear step out of the crowd.

One looks to be in his early 20's, with long blonde hair. This is KYLE GIBNEY. He grins at the sight of the troops.

KYLE

This should be fun.

The other removes their hood and we see that it's a female.

She's roughly the same age as the other, with long dark hair. This is ALISON CRESTMERE. She picks up a piece of debris and it flashes red with heat. She grins.

ALISON

Loads.

Off the stand-off, we:

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. INTERROGATION ROOM

Fury shakes his head with a sigh.

FURY

No, we don't actually have
prosthetic eyes.

There's a knock on the door. Fury stands.

FURY

Wait here.

Peter holds up his cuffed hands.

PETER

Not exactly going anywhere.

Fury exits. A moment later he returns, tossing Peter his mask. Peter looks down at the mask, then back up at Fury.

PETER

Just like that?

FURY

You're needed. We weren't prepared
for this.

He grabs Peter's hands, unlocking the cuffs.

Peter pulls the mask on.

SPIDER-MAN

What's the story, morning glory?

Fury opens the door and offers the way out.

INT. HALLWAY

The hallway matches the appearance of the interrogation room. Gray walls, gray carpet, gray ceiling. A spot of chrome every now and then. Fury walks briskly, followed by Spider-Man.

SPIDER-MAN

You guys really need to hire a new
decorator.

Fury glances back at him.

SPIDER-MAN

My Aunt would do wonders for this place. Probably do it cheap.

FURY

Do you have a smart-ass comment for everything?

SPIDER-MAN

Hey, I haven't said anything about that snazzy jacket you're wearing.

No reaction from Fury.

SPIDER-MAN

I'll save it for later.

The hallway ends at a bare wall. No sign of a way out.

SPIDER-MAN

I knew we should have taken that left back there.

Fury places his hand on the wall and it parts in the middle, revealing a pair of chrome elevator doors.

SPIDER-MAN

Nice.

They enter into:

INT. ELEVATOR - CONTINUOUS

The doors slide shut behind them.

FURY

Top floor.

The elevator begins to move.

SPIDER-MAN

You guys don't have a holodeck by any chance...?

Fury glances his way briefly, but doesn't speak. There's a moment of silence, broken by:

FURY

(re: costume)

Is that thing comfortable?

SPIDER-MAN
(immediately)
Yes.
(then)
It breathes well.

There's another moment of awkward silence.

FURY
Elevator halt.

The elevator stops suddenly. Spider-Man looks over at Fury.

SPIDER-MAN
Look, I don't know what kind of
impression you got from that...

FURY
Shut up.

SPIDER-MAN
Shutting up.

FURY
Your release has a few conditions,
and you will meet these conditions
or my superiors will be very upset.
And when they're upset, I'm upset.

SPIDER-MAN
They must be upset a lot.

FURY
You will have a scheduled
debriefing every two weeks. This
way we know what you're up to, and
to help us make sure you're okay.

SPIDER-MAN
Check.

FURY
Second, you will come in for a
battery of tests. Physical and
psychological. We want to know what
you're capable of.

SPIDER-MAN
Check, check.

FURY
And third. Any special cases you
come across, you report to us.

SPIDER-MAN
Special cases?

FURY
Mutants. The last thing this country needs is a bunch of freak criminals running around out there.

SPIDER-MAN
Triple check.

FURY
Good, now...

SPIDER-MAN
Wait. I have a few conditions of my own.

Fury raises an eyebrow.

SPIDER-MAN
If I'm going to do this, the crime fighter thing, and I have to report to you, I want some guarantees.

FURY
Such as?

SPIDER-MAN
First off, no more crap like tonight. If you want me, call me. Call off those flying footballs, too. They've got my sense going off non-stop. Third, I don't want you guys always following me around, spying on me. I'm not a terrorist, so don't treat me like one.

FURY
Anything else?

SPIDER-MAN
I want protection for my friends and family. You know, if things ever get... crazy.

Fury mulls it over.

FURY
Elevator, continue.

SPIDER-MAN
Is that a yes?

FURY

It's a maybe.

SPIDER-MAN

Oh, and any chance you could put me
on the pay roll?

Fury smirks.

FURY

Don't push your luck.

EXT. MANHATTAN - STREETS

The S.H.I.E.L.D. troops and the two mutants face-off in the middle of the street. All around them, the crowd is fleeing the area as quickly as they can. Fires burn all around.

The troops march forward, but are soon engulfed in flames.

ANGLE ON ALISON

Somehow controlling the flames from one of the previous explosions, fanning them in the direction of the troops.

BACK TO SCENE as the troops are forced back.

She grabs a piece of metal debris from the ground. As she holds it in her grasp it begins to heat rapidly.

She HURDLES it toward a set of nearby power lines, snapping them. The live wires fall to the ground, and the street lights go dim. The troops dodge the sparks.

From above, SPOTLIGHTS shine down onto the scene.

CHOPPER AGENT (O.S.)

(over megaphone)

Stop what you're doing immediately!

Kyle looks up with a grin. Suddenly, he LEAPS into the air, all the way to the chopper. He reaches into the cockpit, grabbing the PILOT'S leg and pulling.

He's pulled from his chair, and the controls. The chopper spins out of control as Kyle drops back to the street.

He lands atop a battered car, looking up just in time to see the chopper CRASH into a nearby building.

Glass shatters, and an explosion rips through the building.

EXT. BAXTER BUILDING - ROOFTOP

Looking out onto the city, the trouble area is clearly marked by pillars of smoke and fire that rise from the streets.

A pair of elevator doors part to reveal Fury and Spider-Man. They step out and observe the destruction below.

SPIDER-MAN

What's happening down there?

FURY

A couple of mutant thugs figured they'd take advantage of the situation to stage a not-so-peaceful protest.

Silence as Spidey continues to stare at the fire below.

FURY

Think you can handle it?

SPIDER-MAN

I've never done anything this big.

FURY

Everyone has to grow-up sometime.

(then)

I think you'll do fine. Just be smart. Trust your instincts. My men will do what they can to help.

SPIDER-MAN

Nice to know.

Fury pulls out two familiar objects from his jacket. The WEB SHOOTERS appear to have been modified. He hands them over.

FURY

You'll need these.

Spider-Man examines them curiously.

SPIDER-MAN

What did you do?

FURY

I had my engineers make a few modifications. It's a miracle you haven't gotten killed swinging around on those things by now.

Spider-Man slips on the shooters. He takes a deep breath.

SPIDER-MAN
Here goes nothing...

FURY
Good luck, kid.

"Knocked Down" by Pennywise begins to play as Spidey takes off running, then LEAPS off the building.

Fury pulls out a small walkie-talkie.

FURY
Get me Major Trest.

EXT. MANHATTAN - HIGH ABOVE

Spider-Man ends his free fall from atop the Baxter Building, firing a strand of webbing at a nearby building.

The webbing has noticeably more pressure behind it.

SPIDER-MAN
Come on Pete, you can do this!

He fires off another burst, pulling himself out of frame.

EXT. MANHATTAN - STREETS

The crowd is now pushing through the S.H.I.E.L.D. troops, as well as the cops. Their job has changed from crowd control, to protecting the crowd. Among the crowd are Gwen and Eddie.

They push forward, trying to escape the mayhem going on behind them. Another explosion whips the crowd into a frenzy, causing them to be separated. Eddie looks around frantically.

EDDIE
Gwen?!

He spots her, being pressed against a police car by the sea of people. It looks like she's having trouble breathing. Eddie rushes through the crowd, or tries to.

EDDIE
Gwen!

He isn't having much luck trying to move against the flow of people. Meanwhile, Gwen looks dazed and unsure of what she should be doing. A thin red line streams down the side of her face from her hair line. She looks around frantically.

Eddie pushes and pulls at those around him, trying to find an opening, any opening, in the crowd. Finally, he snaps.

A MAN tries to push him aside. Eddie shoves him back.

The man grabs Eddie by his shirt collar, but he catches him with a HARD PUNCH to the face. He staggers back, and is lost in the crowd. Eddie continues to push forward.

Finally, he reaches a dazed Gwen and begins shoving people away from her. It's not going very well.

EDDIE

Give her some room!
(turns to Gwen)
Are you okay?

GWEN

Definitely been better.

TREST (O.S.)

(over megaphone)
Mutant criminals, you are under
arrest for endangerment of civilian
lives and destruction of public
property.

CUT TO:

EXT. MANHATTAN - STREETS - POLICE BLOCKADE

Trest stands atop the surveillance van, surrounded by police cars, cops, and S.H.I.E.L.D. agents. He shouts over the mic.

TREST

Come quietly or we *will* use lethal
force! We are *not* screwing around!

The mutants reply with ANOTHER EXPLOSION, this one sending a CAR flying through the air.

TREST

Now that's just not nice.

BACK TO:

EXT. MANHATTAN - STREETS

Gwen and Eddie take cover, along with everyone else in the area as the CAR spins toward them in the air. It spins closer and closer, and is just about to impact when...

It STOPS in mid-air, and is pulled in the opposite direction by Spider-Man, who swings in from above.

CUT TO:

INT. DAILY BUGLE - MAIN FLOOR

The crowd of REPORTERS gathered around the TV begin cheering loudly, especially Robbie, who has a broad smile across his face. Betty looks over at him with a smile.

BETTY

Yep, definitely Spidey fan.

Robbie smiles at her.

ROBBIE

You have no idea.

Meanwhile, standing in his office doorway, Jonah watches on with a frown. He turns and walks back into the office, slamming the door shut behind him.

BACK TO:

EXT. MANHATTAN - STREETS

The car crashes into the street away from civilians. Spidey lands on the side of a building.

Alison grins.

ALISON

Always wanted a crack at this guy.

She picks up a piece of debris and it begins to glow. He throws it at Spider-Man, who quickly jumps away. The debris blows a hole in the side of the building he was on.

Spidey lands on the ground, now in front of the mutants. He looks at them and tilts his head.

SPIDER-MAN

Easy way or hard way?

KYLE

This should be fun.

Kyle rushes Spider-Man, but he LEAPS up, landing both feet on the back of his head and pushing off.

SPIDER-MAN

Guess it's the hard way...

Kyle falls forward, while Spidey lands in front of Alison.

He stands there for a moment, his arms crossed.

ALISON

What?

SPIDER-MAN

You're a chick?

Alison takes a swing at Spidey, but he blocks it. After a moment, though, his arm begins to smoke. He snatches away.

SPIDER-MAN

Ouch! That *hurt!*

Alison grins as Spidey's SENSE kicks in.

He quickly turns and is met with a KICK to the chest.

Spider-Man flies through the air, landing on a pile of debris. Kyle and Alison look down at him from above.

KYLE

Not so tough on your back, are you?

SPIDER-MAN

Okay, do you have *any* idea how wrong that came out just now?

In a flash, he jumps to his feet, catching Kyle with a stiff KICK to the jaw. He sails back into a street sign.

Alison grabs a flaming piece of what looks to have once been a tire. She focuses on the fire, and it forms into a ball.

She THROWS her hands forward, LAUNCHING the fireball at Spider-Man. He leaps over it, but as he lands, a PIECE OF HOT DEBRIS flies into frame, smacking him in the chest.

He falls to the ground, and tries to catch his breath.

SPIDER-MAN

Okay, so you're a *tough* chick.
(beat, coughs)
My bad.

Spidey slowly climbs to his feet, but Kyle has a STOP SIGN in his hands, which he quickly FIRES at Spidey.

He BACKFLIPS out of the way, grabbing the sign as it flies past him. As he lands, he THROWS it right back.

Kyle JUMPS over it, then into the air toward Spidey.

SPIDER-MAN

Who are you supposed to *be* anyway?
Monkey-Man?

Spidey takes a swing, but hits air. He takes several more, but they're all dodged rather easily.

KYLE

Some of us don't need to sell our
souls to support the cause!

He kicks Spidey in the gut, grabs him and **THROWS** him into the air, where he hits up against a police car.

Spidey looks up from on his back.

SPIDER-MAN

Wait, you don't seriously think I
make money off this, do you?

He slowly makes his way back to his feet.

SPIDER-MAN

Because let me tell you, I am so
broke it's not even funny.

Kyle runs toward him, leaping into the air with his fist raised. Spider-Man fires a burst of webbing his way, which sprays his face and arms.

He **FLIPS** off the car, snatching him higher into the air, and **SLAMMING** him down onto the hood.

Spidey looks down at his hands.

SPIDER-MAN

(re: web shooters)
Sunshine wasn't kidding. These
things are great!

His sense goes off again, and he immediately **BACKFLIPS**, avoiding being hit with another **FIREBALL**. He jumps over to where Alison is standing and begins walking sideways.

Alison's eyes remain trained on him.

SPIDER-MAN

You know, I was raised never to hit
a girl.

ALISON

You'll never get that close.

Spidey looks behind him, then turns back. He takes a step forward, but Alison is ready. She pulls a CROWBAR from behind her back. As it begins to heat, she throws it.

Spidey doesn't miss a beat. He flips backwards, landing on a nearby FIRE HYDRANT. He RIPS the valve off, causing a large jet of WATER to spray. It hits Alison, launching her into the air several feet, where she finally hits the ground, dazed.

Spidey quickly approaches the car and Kyle, who is laying on the hood, barely conscious. Spider-Man looks down at him.

SPIDER-MAN

Please tell me you've had enough,
because I haven't slept in like a
week, and I'd really...

Kyle attempts a punch, but Spidey blocks it.

SPIDER-MAN

(sighs)
Didn't think so.

He PUNCHES him once more in the face, and he drops back down, bruised, beaten, and unconscious. Spidey turns to the crowd.

They're dead still, and silent. He waves at them.

SPIDER-MAN

I was, uh... in the neighborhood.

They begin to CHEER and start rushing him.

ANGLE ON TREST

Watching from a distance, a phone to his ear.

TREST

Understood, Colonel.

He ends the call, and turns to Beason.

BEASON

Should we apprehend him?

TREST

No. He's on our side.

BACK TO SCENE as the crowd approaches Spider-Man.

SPIDER-MAN

Whoa, easy folks! One at a time!
Plenty of Spidey to go around!

Spidey takes in the cheering crowd around him, almost in awe. He turns around and finds himself facing Gwen and Eddie. He stands there for a moment in silence, then turns back.

SPIDER-MAN

(deeper voice)

Okay folks, I've been sick for a few days, and no one wants a Spidey-Flu. Back it up!

He fires a strand of webbing into the air, and a moment later pulls himself into the air. He swings away and out of view.

A moment later, a NEWS CREW rushes to the spot where he was standing. Gwen looks over at Eddie with a grin.

GWEN

You wanted to make TV?

Eddie smiles faintly.

EDDIE

I was thinking we could go loot that pawn shop down the street.

Gwen shoots him a glare.

EDDIE

I kid, I kid!

(then)

Actually, I think I've had enough excitement for one night. What do you say we get outta here?

GWEN

Sounds like a plan.

They begin walking away from the crowd.

GWEN

You were pretty brave back there.

EDDIE

My ho was in trouble. What's a pimp without his ho?

She smacks him in the arm.

EDDIE

Ow! I mean... my *princess* was in dire straights! What's a prince without his princess?

GWEN

If I wasn't so exhausted I'd smack you again.

EDDIE

You know, I really am sorry for all this. It was my idea. My... *stupid, idiotic* idea to come down here in the first place. If I'd have known you were going to get hurt...

GWEN

I know. It's cool, I mean, cuts and bruises aside, it *was* a once in a lifetime thing. I'll be telling my grandkids about this some day.

EDDIE

Great. Tell them a bout how crazy grandpa Eddie drug you out to a race riot and nearly got us both killed!

Gwen elbows him in the side.

GWEN

Slow down, old man.

He smiles. Gwen rests her head against him as they walk.

INT. DAILY BUGLE - MAIN FLOOR

The room is still abuzz from all the action. Robbie, though, is in his own little world. He approaches his desk and flops down, leaning back and letting out a heavy sigh of relief.

JONAH (O.S.)

You! Intern! Get in here!

Robbie's head snaps up.

INT. DAILY BUGLE - JONAH'S OFFICE - MOMENTS LATER

Robbie enters and shuts the door. Jonah stands in front of his desk. A TV has been placed atop a filing cabinet.

JONAH

You got a fetish for this freak?

Robbie stares at him, baffled.

ROBBIE

I don't...

JONAH

You've been his cheerleader all night long! To be honest, it's a little scary.

ROBBIE

I'm not...

JONAH

This is journalism, son. You've got to learn to be objective and stop playing favorites or you'll never get anywhere in this line of work.

ROBBIE

No offense, Jonah, but that's the last thing I'd expect to hear out of your mouth. What do you have against Spider-Man, anyway?

JONAH

He's a mutant. A freak. This is why I got out of the tabloid business, and then this guy shows up and even the real news looks like tabloid garbage! It's disgusting.

ROBBIE

He protects people, Jonah. What do you have against a hero?

JONAH

He's not a hero, he's a freak. A glory hound. If he was so worried about saving people, why the hell didn't he turn himself in, huh? A lot of people got hurt tonight, maybe even died. It's his fault.

(beat)

Hero, my ass.

Robbie sighs. This is going nowhere. He heads for the door, but stops just short of the exit, looking back at Jonah.

ROBBIE

You're wrong about him.

Robbie exits, leaving a perturbed Jonah.

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

EXT. GWEN'S HOUSE - DRIVEWAY - NIGHT

Gwen and Eddie walk up the driveway, looking every bit as exhausted as they are. The front door opens as JOHN and BRIDGET MARSHALL rush out.

BRIDGET
Gwen! Oh, thank God!

Bridget runs up to Gwen and hugs her tight.

BRIDGET
We were so scared.

John approaches, looking relieved, but also angry.

JOHN
What were you *thinking*?! You could have been killed!

EDDIE
Hey, it's not her fault. I was...

JOHN
Be quiet.

Gwen looks up at him, shocked.

BRIDGET
John, maybe we should talk about this before you get...

John shakes his head.

JOHN
Gwen, since you've come to live with us, we've tried to be open and free with you. We've let you do what you want, we've let you go where you want. We never wanted to keep you on a leash, but this has to stop. You're our responsibility, and that means from here on out, there will be some rules.

Gwen rolls her eyes.

JOHN
I'm not *finished*!

Gwen freezes.

EDDIE

This really is my fault, I convinced her to go. The whole thing, it was my idea.

John turns to Eddie.

JOHN

I'll talk to you in a minute.

Gwen jumps in front of him.

GWEN

Hey, don't! Not him!

Eddie pulls her aside.

EDDIE

No, it's okay. He's right.

GWEN

You're not my father! You won't ever be, so don't try to act like it! I never wanted to come here!

John is clearly taken back by this.

BRIDGET

Gwen, we were *worried* about you!

JOHN

You're grounded.

Gwen glares at him.

GWEN

Shove it!

She breaks past them, storms into the house and slams the door behind her. John turns to Eddie.

EDDIE

Guys, I am so sorry. Don't blame her for this. It was my idea. She didn't even want to go.

JOHN

Maybe, but she knows better, and so do you.

Eddie nods somberly.

EDDIE

Yeah, I know.

John sighs, calming down a bit.

JOHN

Are you okay?

EDDIE

I'll be fine. Gwen's got a cut over her eye you should get checked out.

JOHN

I saw. We'll handle it.

EDDIE

(after a beat)

You know, she didn't mean it. What she said before. She didn't.

JOHN

Yeah, she did, but it's fine. She'll calm down eventually.

Bridget places a hand on Eddie's shoulder.

BRIDGET

You're a good kid, you know that? You've been good for her.

EDDIE

Don't feel so good right now.

BRIDGET

Just give it some time. And hey, if you want, you can...

(looks to John)

Come and see her? While she's grounded, I mean.

JOHN

As long as you stick to the house. No more adventures in the city.

Eddie grins.

EDDIE

I think I can handle that.

John pats him on the shoulder.

JOHN

Come on, I'll give you a ride.

They head for the SUV. Before getting in, Eddie looks up at the house and spots Gwen looking out her window. He smiles sadly and waves before getting into the SUV.

Off a dejected Gwen, through the window:

FADE TO:

EXT. QUEENS - FORREST HILLS

Spider-Man jumps from roof to roof.

SPIDER-MAN

Aunt May is going to lock me in the
basement after this. I'll be like
that guy from that movie.

He stops on one house and leaps into:

EXT. PARKER HOME - BACKYARD

He pulls his mask off, then notices that the living room light is still on. He sighs.

PETER

Wonderful.

He crawls up the side of the house, to his bedroom window.

INT. PARKER HOME - LIVING ROOM

May and Mary Jane watch the news, as the aftermath of the riots are being reported. Still, they're visibly distracted.

MAY

The times we live in.

MARY JANE

Pretty crazy, huh?

May looks up at the clock. It reads: **2:33 am**

MAY

(sighs)

Where are you, Peter?

MARY JANE

I just wish Gwen would answer her
phone. He has to be there with...

There's a loud THUMP from upstairs. Both look up, startled.

INT. PARKER HOME - PETER'S ROOM

Peter stuffs his costume under his bed, and struggles into a t-shirt. He begins to hear footsteps approaching.

PETER

Jeez!

PAN TO the bedroom door as it opens.

May and Mary Jane step in. PAN BACK and Peter is gone.

EXT. PARKER HOME - CONTINUOUS

Peter hangs onto the side of the house, his shirt half on and pants unbuttoned. He drops down and removes his shirt. He throws it on the ground and stomps on it a few times.

He picks it up and studies the now filthy shirt.

INT. PARKER HOME - OUTSIDE PETER'S ROOM

May slowly shuts the bedroom door.

MAY

I could have sworn I heard...
(beat, sighs)
Wishful thinking, I suppose.

The sound of the front door opening and closing can be heard downstairs. They both react and bolt down the stairs.

INT. PARKER HOME - LIVING ROOM - CONTINUOUS

Mary Jane is the first down the stairs. She stops cold as she sees Peter. He's dirty, covered in grime and has a severely bruised face. May soon follows. She gasps.

MAY

Oh my God, Peter!

She hurries to him and hugs him tight.

PETER

It looks worse than it feels.

MARY JANE

You look like ground beef!

Peter shrugs.

PETER

On second thought, that about covers it.

MAY

Where were you?!

Peter sighs.

PETER

I went to see Robbie at the Bugle. I was on my way home, and I figured it'd be cool to check out the protests, and well... things got crazy, and I kinda got... stuck.

May releases and looks at him with tears in her eyes.

PETER

I'm really, *really* sorry. I should have told you, I know. I...

May suddenly becomes stern.

MAY

You're grounded. For a week.
(beat)
No, a month. Two months.

PETER

Two?

May closes her eyes tight.

MAY

Just don't ever scare me like that again! I've been up worrying about you all night! Mary Jane was sweet enough to come keep me company, otherwise I might have gone crazy.

Peter drops his head, nods.

PETER

I won't.

MAY

I'll get you some ointment.

She exits. Mary Jane looks Peter over.

MARY JANE

The protests?

PETER

Not one of my brighter ideas.

She hugs him.

MARY JANE

Silly tiger.

PETER

Sorry if I scared you.

MARY JANE

I've only been having a heart attack for the last six hours.

PETER

Sorry.

Peter looks at the clock, not having realized the time.

PETER

No wonder Aunt May's pissed.

MARY JANE

Yeah, I'd better head home myself. I just apologized to my dad. I don't need another *talking to*.

PETER

I have a feeling I'm in line for one myself.

He flops down onto the couch.

MARY JANE

Have you seen Gwen and Eddie? We saw them on TV at the protests, but Gwen's not answering her phone.

PETER

I saw them. I don't think they saw me. There was... a lot going on.

MARY JANE

Yeah.

(then)

I'm gonna go see about that ointment. You look like you've been in a fight with a cactus.

Peter chuckles at this remark. Mary Jane exits.

PETER

Close enough.

Peter tilts his head back, and closes his eyes. A moment later, Mary Jane returns, along with May.

MAY

Peter, you may want to...

They stop. Peter is already fast asleep.

Off their smiles:

FADE TO:

INT. S.H.I.E.L.D. - FURY'S OFFICE

Fury sits alone in the dark, the light from the stars and the moon beaming in through the windows.

After a moment the door opens and Trest enters. He drops a folder onto Fury's desk.

TREST

Couple of no name revolutionaries.
We've transferred them to the ward.

Fury nods.

FURY

How was the kid?

TREST

Amazing. He was... amazing.

Fury nods, but his mind seems to be elsewhere.

TREST

Something wrong, Colonel?

Fury turns to Trest and stands up. He walks beside the desk, his finger tip gliding across it.

FURY

Our boy is a product of
Renaissance.

Trest reacts.

TREST

You're kidding? Osborn created him?

FURY

It seems Osborn has a working formula and doesn't even know it. Not only that, but the only specimen is a sixteen year old kid who doesn't have a clue what it is he's stepped into.

Fury turns back to the window, folds his hands behind his back. Trest is still taking the information in.

TREST

Where do we go from here?

FURY

We're going to find out how he works. What makes him tick. I've got the lab analyzing his blood sample as we speak.

TREST

What about Osborn? This is a serious security breach.

FURY

We'll keep an eye on Osborn. He doesn't know what he has, and until we do, there's no sense in rattling any cages. We'll bring the kid in, run some tests, and figure out how he managed to stumble into this. One we figure it out, then we'll deal with Osborn.

Trest nods.

TREST

Does the General know?

FURY

I'm meeting him first thing in the morning. Something tells me he won't be pleased with me.

TREST

Permission to speak freely?

FURY

Always.

TREST

We got the job done. It may not have been as clean as we had hoped, but we did it. If the General has something to say about that, he can say it to all of us.

FURY

I appreciate that, Major.

TREST

There's just one thing I don't get.
(beat)
After all that... you just let him go?

Fury smirks.

FURY

He's got a life. A family, friends. He's just a kid, and whether we like it or not, we're responsible for what he's become.

(beat)

Besides, you saw it first hand, he's not a threat. If anything, he's an asset out there.

Trest nods, and seems to understand.

TREST

I see.
(salutes)
Colonel.

FURY

Dismissed.

Trest exits. Fury turns back and faces the sea.

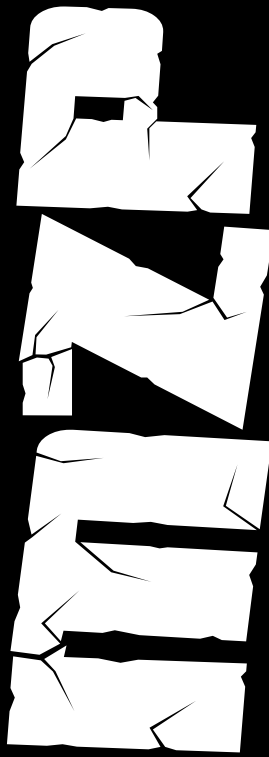
FURY

Such a good kid, too...

Off Fury's stoic expression:

FADE TO BLACK.

END OF SHOW



spider-man
GIFTS & CURSES

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

Developed for MZP by
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