



"Vengeance"

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

Episode 1.08
Originally Released: November 7th, 2007

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TEASER

FADE IN:

EXT. STREET - NIGHT

It's a cloudy night, although it looks like the rain has passed already. Puddles of water dot an empty two-lane street near an elementary school and a convenience store.

A CAR pulls up, dark metallic blue, very expensive-looking. Four teenage THUGS are inside, tense yet relieved.

INT. CAR - NEXT

The four teens breathe a sigh of relief, the three passengers simultaneously light up cigarettes.

THUG #1
Nice kill, man.

THUG #2
Yeah, man, way to go. You're in for sure!

The driver doesn't look as thrilled.

DRIVER
Yeah, thanks.

THUG #2
You see the look in that bitch's eyes? Like she saw the Goddamn Angel of Death, man.

THUG #3
What the hell do you know 'bout the Angel of Death? You even know what the thing looks like?

THUG #2
Shut up, man. Least I finished the tenth grade.

THUG #3
Just cause I had to move...

THUG #1
Shut up, both of you!

The second thug lets out a little "Pfft" sound.

DRIVER
What next?

The first thug leans over, looking straight ahead.

THUG #1

You ain't playing with the street punks anymore. Here, we do real business. Give yourself a minute, then we'll head down to third Street.

DRIVER

What's on third Street?

THUG #1

Chop shop. We drop off the car, then we take the money right then and there. Otherwise, Cavella's boys screw us over, and we don't see jack. Got it?

DRIVER

Yeah. Yeah, I got it.

He nervously taps his fingers on the wheel while the first thug sits back again.

DRIVER

What about the cops?

THUG #1

What about 'em?

DRIVER

Well, do they ever, y'know, pull us over, or anything?

THUG #1

Not if you get to the shop quick enough. Who's gonna report the crime?

DRIVER

Yeah, yeah.

THUG #1

Trust me, man, you ain't got nothing to worry about. Nobody gives a rat's ass about stuff like this.

DRIVER

Yeah, you're right. Nobody cares about this kinda stuff.

CASTLE (O.S.)

Yeah?

The Driver and his three companions look out passenger side window, and see a grizzled older man holding a shotgun on them.

The new arrival is tall, faintly Italian, and hardened by years of combat. He wears all black, from his jeans to his long leather coat. The only splash of color is a brilliant white SKULL across his chest.

This is FRANK CASTLE.

THUG #1

Jesus Christ!

EXT. STREET - NEXT

Castle FIRES! The other three pile out of the car, as Castle cocks the gun, trying to escape before their assailant has a chance to shoot again.

BLAM! KA-CHICK. BLAM!

The two thugs go down hard and don't move.

The Driver stumbles, and falls to the ground after only a few steps. He's landed on his wrist, and is clearly in a lot of pain.

Castle slowly walks up to him, and as he does so, the driver finally realizes what's coming next.

CASTLE

Get up.

The Driver stands, looking straight down the barrel of the shotgun the whole time.

DRIVER

Hey, hey listen, I don't... I...

CASTLE

Shut up.

He reaches into the Driver's coat pocket, pulling out a small 9mm handgun, and tucking it into his back pocket.

DRIVER

That's not mine! I swear!

CASTLE

You killed someone tonight.

The driver is practically crying now, desperate to avoid his punishment.

DRIVER

I swear, I'll go straight... I'll get a job, man, please...

Castle takes a step forward, and the man falls right back on his ass.

CASTLE

These punks. Who did they say they worked for?

DRIVER

Jesus, man, I don't know! All they said was this guy's big! Like, top dog in the city!

The driver's face is completely soaked now, from both sweat and tears. He wipes his eyes, and looks back up with a last glimmer of hope.

DRIVER

(excited)

I can find him for you! Yeah, I can help you track him down! There's this place, down on... damn, uh, Third Street! Yeah, a chop shop. Guy called, uh, Cavella runs the place. He's met the guy. The boss guy.

(pause, hopeful)

C'mon, man, me and you can take this guy down!

Castle's face hasn't changed.

CASTLE

Cavella, you say? On Third Street?

DRIVER

Yeah, yeah. Real hardcore dude, he works for the mob.

CASTLE

Thanks.

DRIVER

No problem, man, you ever need
anything, you come see me! Name's
Nathan.

NATHAN looks up at Castle, smiling. Castle COCKS the shotgun,
and his face falls. The **GUN SHOT** echoes as we:

FADE TO BLACK.

END OF TEASER

ACT ONE

FADE IN:

EXT. MIDTOWN HIGH - MORNING

Students are beginning to filter into the school.

MARY JANE (PRE-LAP)
Wait, let me get this straight...

INT. MIDTOWN HIGH - HALLWAYS

Beside a janitor's closet we find MARY JANE, surrounded by INDY and her POSSE of other students.

MARY JANE
You're taking *bets*?

INDY
First come, first serve on the dates. I'm guessing next Tuesday... or maybe Thursday. Wednesday just isn't a very good hook-up day.

Mary Jane shakes her head.

MARY JANE
You know how crazy this is, right?

INDY
To quote a famous guy, crazy is as crazy does. Or something like that.

MARY JANE
Indy...

Indy puts her hand up.

INDY
Look, the Geddie ship is about to sail, honey. It's just a matter of when. Now, I dunno about you, but I sure could use the extra cash.

MARY JANE
Yeah, my extra cash. I'm not betting on my friends, Indy.

Indy rolls her eyes.

INDY
Hopeless! What am I going to do with you, Watson?

MARY JANE

Leave me alone?

Indy crosses her arms, pouts.

INDY

Fine. You don't wanna cash in,
that's your problem. See ya!

She walks away, her posse in tow. Mary Jane waits for them to round a nearby corner, then opens the janitor closet's door.

Inside, GWEN and EDDIE are in the midst of serious make-out session. Mary Jane rolls her eyes, then clears her throat.

They look back at her.

GWEN

Coast clear?

MARY JANE

For now, but if you keep this up
the whole state's gonna know!

EDDIE

Hey, private time isn't exactly on
the schedule these days.

MARY JANE

Not my fault you decided it'd be
fun to hang out at a race riot.

GWEN

Look, just help us keep the make-
out messiah off our trail a little
longer. Until we figure this out.

MARY JANE

You realize you can't keep this up.
Somebody's gonna find out. I don't
get it, why all the secrecy anyway?

EDDIE

Seriously. I don't see what the big
deal is. I say we go out there and
put on a show the whole school...

GWEN

They're taking bets on us, Eddie!
Bets! I dunno about you, but I
don't like the idea of Indy and her
gossip hounds following us around
like the paparazzi.

EDDIE

I happen to be very photogenic.

GWEN

Oh, would you...

MARY JANE

Okay, okay! I get it! Just... keep your pants on, will you? I've got enough problems of my own without covering for you guys.

Gwen seems taken back by her tone.

GWEN

Hey, sorry. No need to get snippy.

Mary Jane rolls her eyes.

MARY JANE

I gotta go.

She heads off down the hall, leaving a baffled Gwen.

EDDIE

Ouch. What's with her?

Off Gwen's uncertain face:

FADE TO:

INT. DAILY BUGLE - MAIN FLOOR - AFTERNOON

Looking as it always has. We find PETER and ROBBIE sitting in front of a computer, and beside several stacks of folders.

On screen is a news article, its headline reading: THE PUNISHER STRIKES AGAIN.

PETER

That's the third time this week!
Who is this guy?

ROBBIE

You're a little young to remember,
but my dad does. Ever hear of the
Eighth Street Massacre?

(Peter nods)

It was him. Had some kinda beef
with the mob or something. News
media called him the Punisher.

PETER

What happened to him?

ROBBIE

They caught him, eventually. Sent him to some high-security psych ward up state. They went to transfer him a few years back and he took down three guards and set the prison bus on fire... With the prisoners *locked inside*. That's the last anyone's heard of him.

PETER

Until now. I still don't know what to make of this guy. I mean, he's running around killing people, but... they are criminals. Should I even care?

ROBBIE

Look man, this guy, he's a cold-blooded killer, doesn't care about the law or anything. He shot a guy on his way to the electric chair.

PETER

Really?

Robbie nods, dead serious.

ROBBIE

Trust me: Do not mess with this guy. Don't go after him, don't help him, just let the police handle it.

PETER

Yeah...

Robbie glances over at Peter.

ROBBIE

You're not gonna listen to me, are you?

PETER

I gotta go.

He gets up and is headed toward the exit.

ROBBIE

Pete, just wait a minute!

Peter turns back to face Robbie, hands up, reassuringly.

PETER

Relax. I just want to see what he's up to. I mean, either he's crazy or he's got a reason for doing what he's doing. Either way, I need to figure it out.

ROBBIE

This thing is a whole other world than what you're used to dealing with. You know that, right?

PETER

Maybe, but I can't sit here and do nothing while people are dying.
(then)
Even if they are criminals.

He turns and leaves.

Robbie sighs, worried and concerned.

EXT. MANHATTAN - NIGHT

SPIDER-MAN is swinging throughout downtown, just past dusk, half patrolling, half musing.

He lands on:

EXT. ROOFTOP - CONTINUOUS

The roof of a large, classical-looking LIBRARY. He turns, crouching on the edge of the building, and faces a large stone GARGOYLE.

SPIDER-MAN

Nice view, huh?
(beat)
Man of few words, I see.

He looks back out at the cityscape.

SPIDER-MAN

Well then, since you're such a good listener, I don't suppose you'd mind hearing about *my* problems?
(beat)
Thought not. Alright, here goes:
Some nut job is running around killing criminals in cold blood.

SPIDER-MAN (CONT'D)

On the one hand, he's taking these guys off the streets, and some of these guys aren't going to be taken down by the police. On the other hand, he's killing them. And I have no idea what I should do about it.

He sighs, exasperated.

SPIDER-MAN

I really don't remember signing up for this kind of thing. My contract specifically said I just had to beat up bad guys.

(beat)

Right. Good point. Contracts are always full of loopholes. Guess I don't have a choice then.

He stands, looking around for the best possible place to throw a web.

SPIDER-MAN

We should do this again sometime. I'll bring coffee, we'll talk about the usual: Girls, sports, relentless psychos trying to kill half the city. Y'know.

He launches a web, taking off.

SPIDER-MAN

Later!

We watch as he rounds a corner, leaving the gargoyle behind.

EXT. CITY STREETS - LATER

The sun is gone now, and night has fallen. A lone WOMAN scurries past two shady-looking characters, clutching her purse tight.

We stay on the two KIDS, neither one of them more than nineteen years old. One is smoking, wearing a red hoodie and jeans, the other is wearing a blue jersey and track pants.

Hoodie finishes his cigarette, and throws it away, pulling out a CROWBAR as he does so.

PULL BACK to see that the building they are in front of is labeled RED DIAMOND JEWELRY.

Hoodie sticks the straight end of the crowbar into the door, and tests it, lightly pulling back on the crowbar a few times. Jersey notices this, and sighs in frustration.

JERSEY

Would you hurry up!?

Hoodie CRACKS the door a bit, but stops before opening it.

HOODIE

Jesus, relax, would ya? I don't want to set off the alarm if I can help it!

JERSEY

I'm not worried about the freakin' alarm!

HOODIE

What, you think the Punisher is gonna come around here? Shoot us in the head or something?

JERSEY

You heard what happened to Nate. Head blown clean off!

HOODIE

Nate started working for the friggin' mafia! That's why the Punisher killed him. None of those costume types care about *us*.

SPIDER-MAN (O.S.)

Oh, really?

The two turn to see Spider-Man, hanging upside down from a street light, staring right at them.

Both reach into their pockets, but Spidey WEBS their hands to their pants, leaving them struggling, and defenseless.

SPIDER-MAN

Uh-uh. We need to have a chat.

Hoodie stops struggling, and smacks Jersey with his free hand, who also stands still.

SPIDER-MAN

Talk to me about The Punisher.

They both look at him, stone-faced.

SPIDER-MAN
That's all I want, really.

JERSEY
He killed our boy!

HOODIE
(snaps)
Shut up!

JERSEY
(snaps back)
You shut up!

SPIDER-MAN
Like dealing with five-year olds...

He hops down, GRABBING the kids, one in each hand, and shoving them back into the wall.

SPIDER-MAN
Punisher. Everything you know,
right now.

HOODIE
He's not after us, bug-boy. He's
got enough problems with the mafia.

SPIDER-MAN
Mafia?

HOODIE
Yeah, you know, the mafia. Italian,
heavy into drugs and killing...

SPIDER-MAN
I know what the mafia is. I didn't
know they still existed.

JERSEY
They went underground when he was
running around the first time.

SPIDER-MAN
Okay. The mafia. What about the
mafia?

HOODIE
There's this guy. Nicky Cavella.
Everyone knows he's the guy to go
to if you wanna get in touch with
the mafia.

HOODIE (CONT'D)

Punisher'll be after him, if anyone. He runs a garage on Third Street.

SPIDER-MAN

Good doggie. Thanks.

He steps back and lets fly with the webbing, pasting the kids to the front of the store.

HOODIE

Hey!

Spider-Man reaches into the front pocket of the first kid's hoodie, pulling out a cell phone. He dials three quick numbers and holds the phone to his ear.

SPIDER-MAN

Hi there. This is Spider-Man.

(beat)

Yes, the Spider-Man. Does whatever a spider can.

(beat)

Uh-huh. Uh-huh. Well, that's great, but I have two kids stuck to a wall. They were trying to break into a jewelry shop on Forty-third.

(beat)

Yeah, thanks. I'll just leave 'em then.

He flips the phone shut and tosses it back to the hoodie kid. It sticks to the webbing.

SPIDER-MAN

Alright boys, I'll see you around, probably. Unless, y'know, you want to try turning over a new leaf, maybe. Get a job, perhaps. I should get a job, come to think of it.

He shrugs, throwing a web-line out.

SPIDER-MAN

Well, I could chat all day, I honestly could, but I really should be going. See ya!

And he's off, leaving the kids to stare at each other.

EXT. ALLEY - MEANWHILE

If the last scene looked bad, this place is ten times worse. Graffiti, knocked over garbage cans, broken beer bottles, etcetera, all paint a grim picture of a dark place not frequented by many people.

As we PAN ACROSS a surprisingly spray-paint-less wall, we see at least one person is here tonight, although whatever brought him here is the least of his concerns.

Castle has a .45 Calibre gun pointed right at the young, thuggish looking man, whose name is LARRY. They're just staring at each other, waiting.

Finally, after a few moments, Larry breaks.

LARRY

Jesus, what do you want with me?

Castle doesn't even blink.

CASTLE

You recognize the skull? You know what it stands for?

LARRY

(whimpering)

Jesus...

CASTLE

Shut up. I need information.

LARRY

What do you want to know, I'll tell you anything, man, anything you want!

CASTLE

This Kingpin of yours. Everything you know, right now.

LARRY

You think someone like me gets to deal with The Kingpin? I don't even know who he is!

Castle's only reply is to shove his gun forward, putting a barrel-shaped mark on Larry's forehead.

LARRY

I don't know anything! He's just too hard to get to!

CASTLE

Cavella. How deep is he in with The Kingpin?

LARRY

I barely know Cavella! If he's in deep with the boss he keeps it under wraps!

Castle thinks to himself, then backs away from his captive.

Larry takes a second to realize that he's free, but quickly regains his sense and takes off running down the alley.

We stay on Castle as he raises his gun, pointing right after the now off-screen Larry. **BLAM!**

We hear a thud as Larry hits the ground.

Castle lowers his arm, tucks the gun away, and calmly walks in the other direction as we:

FADE TO BLACK.

END OF ACT ONE

ACT TWO

FADE IN:

INT. MIDTOWN HIGH - ART ROOM

The room is a mess, with art supplies scattered about wherever there's room to scatter them. A few students sit at tables working on paintings of some sort. Also there is Mary Jane, but she's not painting.

She's fast asleep.

VOICE (O.S.)

Miss Watson?

Nothing. She's out of it.

VOICE (O.S.)

Mary Jane? Are you with us?

The teacher, MISTER BAGLEY walks into frame. He bends down to eye level with her, then finally nudges her.

MARY JANE

Wha...?

She slowly comes to, sitting up with a yawn.

BAGLEY

Welcome back.

MARY JANE

Sorry. I've just been wiped out lately. It's this new job.

BAGLEY

You know, your portfolio project is due in two weeks. Have you been working on it?

MARY JANE

Some, yeah... when I have time.

BAGLEY

You haven't started, have you?

She sighs.

MARY JANE

Nothing.

He takes a seat next to her.

BAGLEY

You know, not to pry, but if this job is getting in the way...

MARY JANE

(quickly)

It's not. It's... everything else.

BAGLEY

Correct me if I'm wrong, but wasn't *everything else* around before the job? Something tells me you're not doing so great in your other classes either.

She nods somberly.

MARY JANE

Not the best, no.

BAGLEY

Look, I can't tell you what to do. Only you know what your priorities are, but not everyone is cut out for the work/school thing.

MARY JANE

You think I am?

BAGLEY

You're the only one who knows that.

(beat)

Look, I'll give you an extra week on the portfolio, but that's the best I can do. I know it can be rough, but your priority should be your art. You're too talented to let it go to waste.

MARY JANE

Thanks.

He pats her on the shoulder encouragingly, then walks off.

Off Mary Jane:

FADE TO:

INT. THIRD STREET CHOP SHOP - GARAGE - NIGHT

Inside what would, to the untrained eye, look like a regular garage, three MEN cross the otherwise abandoned floor, looking at the deserted workstations around them.

The two men on the outside are wearing low-budget suits, cut wide at the shoulders. They're clearly not the brightest, and look pretty out of place here.

The other is a manager type, used to giving orders. He's got a much nicer suit, dark blue with a spotless white shirt underneath. Sharp features and slicked back hair give him a fairly distinguished look. This is NICKY CAVELLA.

And boy is he pissed.

CAVELLA

Who showed up?! NO-ONE, that's who. All 'a them cops here earlier, they scared 'em all off! The ones I can get ahold of say they ain't goin' to jail, and the rest I can't even find! And to top it all off, I got the freakin' PUNISHER on my ass!

The first GOON tries to be reassuring...

GOON #1

At least the boss hasn't said anything yet. Maybe he'll move you somewhere better...?

CAVELLA

He doesn't care about us. Sooner throw guys like us to the Punisher.

GOON #2

This is pretty bad...

Cavella looks like he's about to have an aneurism.

CAVELLA

Pretty bad, huh? That the best you can up with? I am really, really glad we don't pay you to think.

GOON #1

Don't pay us to take on the Punisher either. If he comes don't go lookin' to us for protection.

CAVELLA

He doesn't scare me.

GOON #2

Yeah? Guy's got a bodycount in the thousands.

GOON #2 (CONT'D)

No one ever gone up against him has
come out alive. No one! I am not
facing this guy.

GOON #1

Yeah, I'm gone.

Both of them turn the other way, heading for the exit.

CAVELLA

Oh, come on! You worthless pricks!

It's no use; they're gone.

Cavella keeps going the way he was going, throwing his hands
up in frustration. PULL BACK, and see SPIDER-MAN, crawling
upside-down on the ceiling.

He waits for the goons to leave, before throwing a WEB LINE
at Cavella!

It hits him in the back, and Spidey YANKS it, pulling him up!

CAVELLA

What the hell?!

Spider-Man THROWS him across the room, where Cavella lands on
a car with a loud THUD!

Spidey jumps down, walking up as menacingly as he can.
Cavella looks up, sighing in relief and freezing in fear at
the same time.

SPIDER-MAN

Nicky Cavella. Heard a lot about
you the last few days.

CAVELLA

Spider-Guy?

SPIDER-MAN

Spider-Man. And my name isn't
really that important to you.

Cavella gets to his feet, wiping some dust off his suit.

CAVELLA

Yeah, real imposing. What're you,
twelve? I got my first kill when I
was twelve.

Neither moves for a few moments.

Spider-Man finally breaks the tension:

SPIDER-MAN

Kingpin.

CAVELLA

(snorts)

Yeah, right. Like I'm gonna tell you about the boss.

SPIDER-MAN

Well, we could always sit and wait for The Punisher.

Cavella narrows his eyes.

CAVELLA

Yeah, right. Like you got the stones ta work with that clown.

SPIDER-MAN

I'm not kidding around! He's coming here, and he's going to kill you!

CAVELLA

I'm touched.

SPIDER-MAN

Save it. Leave the jokes to me. When I'm in a better mood.

CAVELLA

(pause)

I ain't tellin' you anything, web-boy.

SPIDER-MAN

Listen to me you moron! He's...

BANG! A loud slam from the front cut him off.

Cavella tenses, reaching into his coat. Spidey notices, and WEBS his hand.

SPIDER-MAN

No. No guns.

Cavella struggles with the webbing, but it doesn't budge.

Within moments, Castle KICKS open another door, holding a pump-action shotgun right on Cavella.

Spider-Man shoots a strand of webbing at Castle, but he THROWS himself to the side, switching aim to Spider-Man.

SPIDER-MAN

Wait! I'm not...

A SHOT rings out and we:

SMASH CUT TO:

INT. WATSON RESIDENCE - LIVING ROOM

The door opens and Mary Jane enters, looking exhausted. There waiting for her is her father, CRAIG. He doesn't look happy.

MARY JANE

(unsure)

Uh... hi.

(beat)

Where's mom?

CRAIG

Working late.

Mary Jane nods and an awkward silence ensues.

MARY JANE

So... um...

CRAIG

How long?

Mary Jane stands in silence.

MARY JANE

I...

CRAIG

You lied to me. How long?

She hangs her head low.

MARY JANE

A month.

Craig just glares at her.

CRAIG

Do you have any idea how
disappointed I am in you?

This obviously hits her hard, even if she tries to hide it.

MARY JANE

Can we just drop it?

CRAIG

No, we can't just drop it! I said no job, and you go behind my back and get one anyway?

MARY JANE

How did you even find out?

CRAIG

Your boss called. You left your English book at the diner.

MARY JANE

Oh, that's wonderful.

CRAIG

You're doing your homework at the diner? Isn't this exactly...

MARY JANE

What you told me would happen? Yeah, it is. You were right. It's hard. My grades are terrible, I haven't touched my portfolio project, and I'm about to pass out from exhaustion.

CRAIG

Don't make me about to be the bad guy here. Your mother and I both warned you it'd be this way.

MARY JANE

See, there you go again. It's always about you and mom. Why can't you get it through your head that this has nothing to do with you? I needed to do this, okay? For me. And I know you're going to make me quit, so... whatever.

Craig sighs. He stands and walks over to her.

CRAIG

Why would you think that?

Mary Jane looks up, surprised.

MARY JANE

Because you're... mad.

CRAIG

Because you lied. Look, you know how I feel about you working, but even so, I'm proud of you for fighting through this.

MARY JANE

Really?

CRAIG

Really. You see what I meant, though? Your grades, your art?

Mary Jane nods in reluctant agreement.

MARY JANE

Yeah...

CRAIG

Which is why Dante and I had a little talk.

Mary Jane perks up.

CRAIG

I'm not going to make you quit. He told me you're a hard worker, and how valuable you are to him.

MARY JANE

He said that?

CRAIG

He did. But, since you're having such a tough time, he agreed to cut your hours some. You'll only be working on the weekends, and holidays when school's out, and in the summer, it's between you and him. But...

(beat)

Until your grades come up, you're not setting foot back in that diner. Don't worry, your job'll be there when you go back. Sound fair?

She smiles.

MARY JANE

Yeah, I can live with that.

They hug.

CRAIG

I meant what I said, too.

MARY JANE

Weekends only?

CRAIG

That I'm proud of you.

Off a smiling Mary Jane:

FADE TO:

INT. THIRD STREET CHOP SHOP - GARAGE

Picking up where the gun shot left us.

We see Cavella, holding a gun in his free hand, the source of the shot. Spider-Man sprays that hand with webbing as well.

Castle's been hit, square in the chest, but the bullet has stopped dead, lingering for a second before falling to the ground. Spidey and Cavella react.

CASTLE

Kevlar armor. I'm surprised you don't use it.

SPIDER-MAN

I just try not to get shot...

CASTLE

Good luck with that.

He pulls the shotgun up, pointing at Cavella again.

SPIDER-MAN

Whoa, hey! No!

CASTLE

What?

He's not lowering the gun. Spider-Man webs the barrel shut.

SPIDER-MAN

No killing, no guns.

CASTLE

Great. Just what I need.

SPIDER-MAN

I mean it. I'm not going to let it happen on my watch.

CASTLE

Stay away from me, if you know what's good for you. You got that? This is my fight. Stay out of it, and stay away from Fisk!

Spider-Man freezes.

SPIDER-MAN

Fisk? *Wilson* Fisk? What does he have to do with any of this?

CASTLE

Everything. Now stay out of it.

We turn to see Cavella, looking around for some sort of escape. He's trying to wiggle his fingers inside the webbing, but it's not doing any good.

SPIDER-MAN

Not going to happen, dude. Even if Fisk is this Kingpin guy, I'm not going to let you murder him. There's a better way to do this!

Cavella looks up. Castle's got his free hand resting on a pistol, while Spider-Man is ready to web it down.

CASTLE

You don't know the first thing...

SPIDER-MAN

Just stop, okay!?

CASTLE

Look, you're out of your league. You just keep doing your little circus act. Keep grabbing the headlines. It's what you do, and it seems to work for you, but this is what I do. It's the only way...

Cavella takes the opportunity to run, barreling through a door, heading for the front exit.

CASTLE

Damnit

He lets go of his pistol and pulls out a sawed-off shotgun, raising it and FIRING at Spider-Man!

Spidey hits the ground hard, and Castle runs past.

We CLOSE ON Spider-Man as his head rolls to the side.

FADE OUT.

END OF ACT TWO

ACT THREE

FADE IN:

INT. PARKER RESIDENCE - NIGHT

It's late; the alarm on Peter's desk reads 5:42.

After a few moments, the window begins to creak open, and Spider-man hauls himself in.

There's no blood anywhere, and as Spidey silently closes the window and flicks on the light, we see that his suit isn't even torn.

He pulls the shirt off, examining his chest. There's a very, very bad welt, but no broken skin.

Too tired to figure out what happened, Peter rips off his mask, and stuffs the top half of his costume under the bed.

He flops forward, pulling the blankets around him.

DISSOLVE TO:

INT. MIDTOWN HIGH - LIBRARY - THE NEXT DAY

A weary-looking Peter is sifting through various articles, clippings, all about Wilson Fisk.

He tosses one aside, sighing in discontent.

EDDIE (O.S.)

Yo! Pete!

Peter sighs, standing up and walking over to Eddie and Gwen, trying to hide what he was looking at.

PETER

Hey, guys.

EDDIE

Did you hear, dude?

PETER

Ye...no, I didn't. What's up?

EDDIE

That Punisher dude hit a garage last night. They couldn't even ID the body when he was done with it.

Peter reacts, but tries his best to downplay it.

PETER

Man...

EDDIE

Seriously. It's all over the news.

GWEN

I really wish you would stop on this guy. What's the big deal?

EDDIE

It's big news! Everyone's talking about it!

GWEN

(matter of fact)
Peter isn't talking about it.

EDDIE

Peter never talks about *anything*!

Peter sighs, rubbing his face with his hand.

PETER

Yeah, okay, I'm really tired. And I'm probably late for my next class. You guys need something?

EDDIE

Yeah, Bro, you up for a movie tonight? Friday night two-for-one? MJ said she was in if you were...

PETER

Busy. Sorry guys.

EDDIE

Weak, dude. Really weak.

GWEN

What's with you lately? You're always busy.

PETER

I can't help it. Believe me, I'd rather be at the movies.

GWEN

Yeah, well let us know. We wouldn't wanna interfere with your schedule.

PETER

Sorry.

Peter shrugs, apologetically. Gwen rolls her eyes and, along with Eddie, exits the library.

INT. DAILY BUGLE - LATE AFTERNOON.

Robbie is hard at work, pulling random papers out of folders.

Peter approaches, but Robbie doesn't notice, too engrossed in his work.

PETER
(walking over)
Hey.

Robbie looks up; nods.

ROBBIE
What's up?

Peter pats his chest, wincing as he does so.

PETER
(quietly)
I got shot.

Robbie's eyes bulge.

PETER
Relax. I'm not even bleeding. I think it was some kind of blank or something.

ROBBIE
You still should get it checked out. I told you to stay away...

PETER
He's going after Fisk.

ROBBIE
You... what?

PETER
This Punisher guy, he thinks Fisk is this Kingpin everybody's talking about.

ROBBIE
Sounds like we'd get along.

PETER
I'm starting to wonder myself.

ROBBIE

It all makes sense, actually.
(pulls out a chair)
Take a look at this...

Peter sits, turning his attention to the computer screen.

ROBBIE

This Punisher? Name's Frank Castle.
He's an ex-Marine. Family was shot
execution style back in the early
90's. I'm guessing all this killing
he's doing, it's to find the people
responsible.

PETER

So... Fisk?

ROBBIE

Personally? I doubt it, but he does
have the resources to pull
something like that off, yeah.

PETER

(sighs)
What should I do?

ROBBIE

My advice? Stay the hell away from
Castle, Fisk, and anyone in between
them. Put in a tip with the Cops if
you gotta do something, but don't
get yourself involved.

PETER

I can't just do nothing.

Robbie shakes his head.

ROBBIE

Man, you are gonna get yourself
killed. Pete, man, trust me: This
isn't worth it.

Peter sighs.

PETER

Okay, look at it this way: Fisk may
or may not be the person you think
he is, but either way, he doesn't
deserve to die. And if Castle gets
his way, that's exactly what's
going to happen.

ROBBIE

Pete, you're acting like this is your decision here.

PETER

It is.

ROBBIE

Ever think Castle feels the same way?

PETER

Of course he does. The difference is, I'm working with the law, not against it.

(beat)

Castle's not gonna hurt me. He's never taken an innocent life before. I'll be fine.

Robbie sighs, and, reluctantly...

ROBBIE

Alright. Alright.

(then)

Fisk is making an inspection at one of his chemical plants tomorrow. Some big redesign or something. The media's gonna be there, and I'm guessing if Castle's got him in his sights, he knows about it, too.

Peter leaps out of his chair...

PETER

Thanks!

ROBBIE

Just be...

Peter's already gone.

ROBBIE

Careful.

Off Robbie:

FADE TO:

INT. GWEN'S HOUSE - LIVING ROOM

The door bell rings, and Gwen walks into frame. She opens the door, revealing Eddie.

EDDIE

What's the big emergency?

She grabs him by the hand and pulls him into a long, deep kiss. After a moment, they break, out of breath.

EDDIE

What was that for?

She smiles wide.

GWEN

Guess who's not *grounded* anymore?

EDDIE

Seriously?

She nods, flashing him a coy grin.

GWEN

Mhmm.

EDDIE

Marshalls?

GWEN

Out to dinner.

EDDIE

Wow, so... actual private time.

Alone. With no... distractions.

(beat)

Any ideas?

CUT TO:

INT. GWEN'S HOUSE - GWEN'S ROOM - MOMENTS LATER

They BURST into the room, in a full-on passionate clinch, eventually finding their way to the bed with a thud.

EDDIE

(through kisses)

You know... maybe we should...

slow... down... some.

Gwen's not interested. She responds by pulling his shirt up over his head. He quickly pulls it back down.

EDDIE

Yeah! Okay... hold on a sec.

She stops, looking at him in confusion.

GWEN
What's wrong?

EDDIE
I... nothing. I just... this is all
so... fast, you know?

GWEN
No, not really.

She quickly moves to kiss him again, but he backs away.

EDDIE
Yeah, this isn't exactly how I
imagined it.

GWEN
How you imagined...
(beat, realizes)
Oh. Oh, wow. So you're a...

EDDIE
(quickly)
Yeah.

GWEN
Okay then... I didn't see that
coming. I just thought...

EDDIE
So you're not...

GWEN
No.

Eddie blinks, not really sure how to respond.

EDDIE
I guess I just always figured...

Gwen gets up, letting out a sigh.

GWEN
So... now what?

EDDIE
I just think we should slow down
some. Not that I don't... you
know... but, this kinda stuff is
probably something we should have
covered before we....

GWEN

Yeah, I... I'm sorry. I wasn't thinking about that. I just assumed you had before.

EDDIE

I guess I'm old fashioned, but I kinda want it to... you know... mean something?

(beat, snickers)

God, I sound like a total square!

An awkward beat before:

GWEN

It was last year. Before everything with my parents. There was this party, and this guy I was sort of... I don't even know what we were, but there was alcohol involved, and... yeah. Not the most romantic moment ever.

EDDIE

Have you since then?

GWEN

Almost once, but no.

EDDIE

Do you... regret it?

A beat as she considers.

GWEN

Do I wish it happened differently? Yeah, I do. But regret? Not really.

Eddie stands, and moves toward her.

EDDIE

Look, this thing with us, I know I may joke about it sometimes, but I really want this to work. I don't want you to take this the wrong way, but I'm just not sure if we're ready for this yet.

Gwen nods.

GWEN

No, you're right. We're not.

EDDIE

But we will be, you know? We've got plenty of time.

She smiles.

GWEN

Yeah. Plenty of time.

He kisses her tenderly on the forehead, and as they embrace:

FADE TO:

INT. CHEMICAL PLANT - RECEPTION - NOON

A crowd of people is milling about at one end of a large, clean reception area. Several microphones and cameras tell us that they must be here for a press conference.

A lone MALE CLERK sits at the front desk, flipping through some papers, as Peter approaches him, clearing his throat.

The clerk looks up.

CLERK

Can I help you?

PETER

I'm here about the job opening.

The clerk eyeballs him.

CLERK

Job... I didn't realize we were hiring. Aren't you a little young to be working at a plant?

PETER

Why don't we let the boss decide that?

CLERK

What was your name again?

PETER

Peter... er... Morgan.

The Clerk flips through some papers.

CLERK

You're not on any list.

PETER

He said I wouldn't be. Mr. Fisk actually referred me. He said it wouldn't be a problem.

CLERK

(quickly)

Ah, my apologies. My manager is in right now, actually, if you want to head down that hallway and turn right at the first intersection, his office is the first one on the left. Mr. Lansky.

Peter nods his thanks and takes off.

INT. CHEMICAL PLANT - STORAGE

Elsewhere in the plant, Castle is preparing to make his move. He's brought an assortment of small arms with him, as well as a very large SNIPER RIFLE. He's just waiting now, sitting completely still. It's unnerving.

SPIDER-MAN (O.S.)

Excuse me, but this area is off limits to civilians.

Castle whips around, bringing up a pistol on SPIDER-MAN, who is clinging to the ceiling.

SPIDER-MAN

Jeez, it wasn't that bad of a quip.

CASTLE

I told you to stay out this. Next time it won't be a stun round.

SPIDER-MAN

So that's what that was? Damn, I thought I was getting some sweet healing powers or something!

CASTLE

(not backing down)

Leave.

SPIDER-MAN

Uh-uh. Can't do that. I don't know why you're so dead set on killing Fisk, but that ain't how we do things anymore, cowboy.

CASTLE

I don't answer to you.

SPIDER-MAN

Look, if you've got evidence against Fisk, for anything at all, I'll help you turn him in. I've got connections. But you can't just shoot him. What the hell is wrong with you?

CASTLE

You don't know a thing about me. About what I've been through. What I've lost. Fisk killed my family. Sent his thugs and murdered them in the park. You can't possibly know what that's like.

SPIDER-MAN

My uncle was killed. In a mugging. It was senseless. I had a chance to kill the guy, but...

CASTLE

Why didn't you? Trash like that doesn't deserve to live.

SPIDER-MAN

Because it's not the right thing to do. Fighting killers with more killing only leads to worse things.

Castle hesitates, then lowers the gun.

CASTLE

When you've seen the things I have, there's no such thing as worse.

SPIDER-MAN

Listen. We'll go to the police. They love you, you'll get great treatment. Then we'll do what we can with Fisk, if he's guilty of something, I promise you, he'll pay for it. I've got connections. A friend of mine, his dad...

The door starts to creak open...

LANSKY (O.S.)

Hello? Is someone in here?

Castle spins around, pointing the gun at the new arrival.

Dr. EDWARD LANSKY steps into the room, shocked.

LANSKY

Uh...

BLAM!

SPIDER-MAN

NO!

Lansky falls to the floor. Spidey WEBS Castle's hand again.

Castle uses his free hand to rip off his glove, freeing his hand again, although he's forced to lose the gun.

SPIDER-MAN

Stop it! You are out of control!

Castle rushes towards Spider-Man, tackling him before he can jump away. They roll over, and Castle HEADBUTTS Spider-Man, pushing him aside.

Spider-Man grips his head in agony as Castle gets to his feet, running out of the room, stopping only to grab as many guns as he can carry.

After a few seconds, Spidey gets to his feet and gives chase.

INT. CHEMICAL PLANT - HALLWAYS

Castle is running down the hallway, looking from face to face, ignoring the majority of the workers.

He rounds a corner, and comes face to face with an older, balding man with overlarge glasses.

Castle SHOOTS the man in the chest, and pushes him aside, barely stopping.

He darts around another corner, leaving the people he passed to panic over what just happened.

Spider-Man comes running down the hallway, stopping as he sees the dying suit.

SPIDER-MAN

What the hell!?

He runs up to him, kneeling down.

SUIT

Help... me...

SPIDER-MAN

Why did he...

From down the hallway, another GUN SHOT rings out.

Spider-Man gets up, starting to chase down Castle, but can't tear himself away from the man on the ground.

SPIDER-MAN

Okay, just... just relax, I don't know what to... I need an ambulance or something here now...

One of the other employees cautiously approaches.

EMPLOYEE

Oh my lord....

Spider-Man jerks his head towards the employee.

SPIDER-MAN

You! Why did he do this!?

The employee just shakes his head, fearful.

Spider-Man looks down at the suit, and sees that he's expired. The employee backs away, unable to deal with it.

Spidey takes off down the hallway...

INT. CHEMICAL PLANT - CANTEEN - CONTINUOUS

Castle runs into the canteen, which is steadily emptying, thanks to all the noise Castle's been making.

Castle SHOOTS three more men in the room, then, satisfied, turns around to leave, but is met by a red-gloved FIST!

Spider-Man's punch knocks Castle down, causing him to lose his grip on his gun as well.

SPIDER-MAN

Enough! You're out of control, and I'm ending this NOW!

Castle climbs to his feet, throwing a massive left swing as he does so, STRIKING Spider-Man right across the face, Castle's brute strength catching Spidey by surprise.

The web-slinger recovers quickly, though, and JABS at Castle, weaves under a clumsy punch, and KICKS him in the small of his back.

Castle stumbles forward, but keeps his balance. He grabs Spider-Man by the arm, shifts his balance, and THROWS him over his shoulder, bringing his big black boot down on Spidey's gut.

CASTLE

Stay down.

He turns to pick up his gun, but Spider-Man SPINS around, TRIPPING Castle, who hits the ground hard on one elbow, letting out a SHOUT of pain.

SPIDER-MAN

Not on your life!

He grabs Castle, and PUNCHES him across the face.

SPIDER-MAN

Why are you killing everyone in the plant!?

Castle BLOCKS another punch, PUSHING Spider-Man off of him.

CASTLE

I'm killing people I know are part of it. Trust me, they deserved it!

SPIDER-MAN

That doesn't change anything!

Spider-Man runs forward, KNEEING Castle in the chest.

It doesn't seem to faze Castle, however, as he PUNCHES Spider-Man in retaliation.

Spidey tries to jump and kick Castle in the head, but Castle snatches his leg, TWISTING it, and THROWING Spider-Man clear across the room, where he lands with a thud.

Spider-Man takes a second, but eventually hauls himself up, glaring at Castle through his mask.

Castle stares back, sliding one foot back for balance, and putting his arms down low in a karate stance.

INT. CHEMICAL PLANT - HALLWAYS - MEANWHILE

In another one of the plant's many hallways, WILSON FISK walks briskly towards the exit, being escorted by a team of security guards, including his bodyguard SOLOMON.

SOLOMON

Just a few more turns and we'll be out of here.

FISK

I know how to get out of my own plant. What's the extent of the damage?

GUARD #1

Unknown. We do know that several staff members have been shot.

SOLOMON

Castle?

GUARD #2

Looks that way.

FISK

Find him and take him out. This has to end. Soon.

GUARD #1

You... you want us to kill him?

FISK

Do what you have to. I assure you he won't hesitate to pull the trigger and neither should you.

Fisk picks up the pace, leaving his guards behind. He continues down the hall with Solomon as we:

FADE OUT.

END OF ACT THREE

ACT FOUR

FADE IN:

INT. CHEMICAL PLANT - CANTEEN

Spider-Man and Castle are as we left them.

Spidey makes the first move, sending out a stream of WEBBING, but Castle spins around, and the webbing lands on his jacket, which he shrugs off instantaneously.

SPIDER-MAN

You're going to run out of clothes
before I run out of webs!

Castle RUSHES forward, TACKLING Spider-Man and keeping a firm grip around his waist.

CASTLE

Always with the jokes...

He KNEES Spider-Man in the gut, but Spidey PUNCHES him in the side, numerous times, until he breaks free of Castle's grip.

Castle backs up, but Spider-Man presses the attack, letting a barrage of PUNCHES fly, most hitting Castle in the face.

ANGLE ON CASTLE'S EYES

As he studies Spider-Man's attack.

BACK TO SCENE and it only takes him a moment before he's able to block a punch to his gut, sidestep, and grab Spidey's wrist, pushing it behind him, allowing Castle to strike with a vicious HEADBUTT, all in one fluid motion.

Spider-Man recoils, and Castle's hand-to-hand training kicks in. He JABS at Spidey's gut with his left fist, then PUNCHES him across the face with his right.

Spider-Man, slightly fazed, PUNCHES with all his might, sending Castle sliding across the floor.

He stands up, a solid stream of blood dripping from his nose.

SPIDER-MAN

Had enough!?

CASTLE

What...

SPIDER-MAN

Give it up, Castle. I'm not pulling my punches anymore.

Castle manages to clear his head, and, staring right ahead at Spider-Man, quickly draws his sidearm.

CASTLE

These aren't rubber.

Spider-Man stares at the gun, clenching his fist.

CASTLE

Don't bother. I coated this one with a non-stick polymer.

Spider-Man slumps a bit, but keeps focused on Castle.

SPIDER-MAN

Keep this up and you'll find out what I'm really capable of.

CASTLE

If you're smart, you'll leave. If not... well, I'm at the end of my rope here. I don't know why you're so dead set on saving Fisk, but...

SPIDER-MAN

Because I'm not a psychopath!

Castle takes a step forward, his gun arm not even flinching.

CASTLE

Crazy? How can you justify letting someone like him live? He won't stay in jail, he's too well connected. The law will fail here, just like it always does!

SPIDER-MAN

It doesn't matter. With enough evidence...

Castle takes a deep breath.

CASTLE

You really believe that, don't you?

SPIDER-MAN

I do.

CASTLE

That's the difference between us, I guess. You're playing a game. Me? I'm fighting a war.

SPIDER-MAN

I won't let you kill anyone else. Not while I'm still breathing.

Castle hesitates, but only for a moment.

We remain focused on Spidey as Castle speaks:

CASTLE (O.S.)

Well, then I guess this is what they mean by "Sacrifices of War."

CLOSE UP ON Spider-Man's eyes, which we can barely see through the mask, as they widen in fear.

CASTLE (O.S.)

For what it's worth... I'm sorry.

BLAM! BLAM! BLAM! BLAM! BLAM!

Five gunshots ring out, and Spider-Man LEAPS backwards with everything he has, using one foot to PUSH OFF of the ceiling.

He hits the floor with his back and rolls to the right, pushing his back up against the nearby wall.

He looks up, but Castle's gone.

Spidey looks around in vain, but he only spies a small gaggle of bullet holes in the far corner.

Finally, he sets off after Castle...

INT. CHEMICAL PLANT - HALLWAY - CONTINUOUS

Spider-Man rushes out into the hallway, but Castle is nowhere to be seen.

SPIDER-MAN

(shouting aloud)

You think I'm gonna go easy on you because you didn't shoot me!? You're a lunatic!

He takes off down the hallway, continuing the path Castle would have taken, had he not entered the canteen.

We HOLD ON the hallway for a moment, as one of the side doors open, and Castle leans his head out, watching Spidey disappear around a corner.

He leans his head back against the door frame, contemplating.

After a few moments, he looks up and spots an EXIT SIGN pointing back down the way he came.

He brings out another pistol and follows the arrow.

EXT. CHEMICAL PLANT - HELIPAD - MEANTIME

Fisk exits the plant, heading towards his personal helicopter, the blades already spinning.

Piling out of the helicopter are a half-dozen MEN, dressed in standard security uniforms but carrying much bigger weapons.

The leader of this team nods at Fisk, who stops for a minute.

FISK
It's Castle.

SQUAD LEADER
We'll take care of it, sir.

FISK
Do whatever it takes. Castle does not leave here alive.

SQUAD LEADER
What about Spider-Man?

FISK
Try to avoid him, but if he gets in the way, do what you have to...

SQUAD LEADER
Understood.

Fisk nods and ducks into the chopper.

The Squad Leader watches the chopper as it begins to ascend, quickly turning and flying away.

He turns to the other members of this tough-looking team.

SQUAD LEADER
You heard the man! Castle is out of the picture as of today. There's an extra large bonus for whoever plugs him!

They nod, checking their weapons. The Squad Leader starts to walk towards the nearby entrance along with the others.

INT. CHEMICAL PLANT - HALLWAYS

Still making his way through the maze of near-identical hallways, Castle is a little more cautious as he advances, keeping his guns low and walking as quietly as possible.

He hears a sound, something scrambling. Turning around and bringing his pistols up, he gently nudges open a nearby door, extending his arms into two different directions as he enters, covering as much of the room as possible.

INT. CHEMICAL PLANT - OFFICE - NEXT

Inside a plain, boring looking office, a woman and a man are crouching behind a table, gripping each other in fear.

Castle hasn't seen them yet; he's standing still, just listening. The man inhales, and Castle darts around the desk, pointing his guns at the office drone.

MAN

DON'T!

Castle lowers his guns.

CASTLE

Stay here till the gunfire stops,
then call the police.

WOMAN

Wha... what?

CASTLE

Things might get hectic. I'll shut
the door on my way out, just try
and make as little noise as
possible.

Castle retreats from the room, closing the door behind him, leaving the bewildered workers to try and figure out what just happened, and why he didn't kill them.

INT. CHEMICAL PLANT - HALLWAYS

Castle steps out of the room, guns brought up again. He makes his way down the hall, and we follow him as rounds another corner, coming face to face with a SECURITY GUARD!

The guard is only a normal employee, an older gentleman with a snow-white moustache.

He's only got a small handgun, which is pointed at the ground, and not really doing him a whole lot of good.

SECURITY GUARD

Oh, god...

CASTLE

Where's Fisk?

The guard just stares in fright.

Castle levels both pistols with the guard's eyes, which of course, only serves to make the guard sweat even more.

CASTLE

Where. Is. Fisk.

SECURITY GUARD

(grasping for words)

He... he left. He's gone. Oh my lord, please don't hurt me... my grandkids... they don't...

Castle tucks one of his pistols away and relieves the guard of his weapon.

CASTLE

Go lock yourself in a closet somewhere. Don't even think about calling for backup.

He just walks on past the guard, who looks like he might pass out from the encounter any second.

We cut back over to Castle, who looks mighty pissed off that Fisk got away.

He continues down the hall, rounding the corner.

We drift back to the elderly guard as the Faux Security Guards, following in Castle's footsteps, approach him.

SQUAD LEADER

You! Where did he go?

SECURITY GUARD

He... he's gone...

He points after Castle.

The squad leader nods, issuing a hand signal to his men.

SQUAD LEADER

Good work. Head for the front, the police will be here shortly.

The team heads out, quickly and quietly following Castle down the hallway. One of the underlings peeks around the corner and sees Castle walking.

He pulls up a sub machine gun, pointing it right at Castle's exposed back, when...

SPIDER-MAN (O.S.)

No more guns!

Thwip! A web strand snags the gun from behind and pulls it away before the guard has a chance to react.

The team turns around, almost as one, and SHOOTs, but there's nothing behind them.

They're scouring the hallway, using hand signals to communicate. The leader seems to want two of them to check the nearest rooms.

They don't notice Castle round the corner behind them.

INT. CHEMICAL PLANT - BACK ROOM - CONTINUOUS

One of the heavily armed guards enters a dark room, full of all sorts of piping, and a few barrels, stacked right up against the back wall, all labeled "Explosive" and "Toxic."

He gives the room a once-over, but there really are no places anyone could be hiding. He turns around to leave, when a single GUNSHOT rings out.

He darts out, again into:

INT. CHEMICAL PLANT - HALLWAYS

The guard runs out as the rest of his team backs away from their leader, now with a bullet hole through his head.

Castle holds his pistols, the remainder of the squad hesitant to engage the intimidating figure.

We focus on Castle, then the guards, trying to make eye contact with each other, while also trying to keep looking at Castle, and then back to the man himself.

Finally, the "guards" pull their weapons up and SHOOT, forcing Castle to retreat back around the corner, only managing to get a few shots off.

A few is enough, though, as the man from the back room falls to the floor, bleeding from two wounds in his chest.

We cut around the corner to see CASTLE, pulling out a small, handheld UZI gun, loading a very long clip into it.

He's about to return fire, when a small, metal orb bounces around the corner and down in front of him. It's a grenade.

Castle's eyes widen, and, seeing no other option, he CHARGES around the corner, hopping over the dead man in the doorway, just barely avoiding a hail of bullets from the other four gunmen. After a second, the grenade EXPLODES.

INT. CHEMICAL PLANT - BACK ROOM - CONTINUOUS

Castle ducks into the room, looking around, and quickly spots the dangerous barrels in the corner. He looks across from them, as sees the grenade blew a large, almost man sized HOLE in the wall.

Castle stares back at the barrels, and calculates his odds.

He lowers his gun and calls out.

CASTLE

Stop! There's explosive material here! I'm surrendering!

He puts the gun down, and holds his hands up, walking towards the door.

CASTLE

I'm unarmed. Come in and arrest me.

He sighs, obviously not happy with how things are working out. Two of the men enter the room, guns trained on Castle.

CASTLE

Let's just get this over with and get me into custody.

The one on the left, holding a shotgun, smirks.

SHOTGUN MAN

Yeah, right.

He pulls the gun up, and Castle THROWS himself towards the hole in the wall, and RIGHT INTO SPIDER-MAN!

SPIDER-MAN

Hey, what are you...?!

Castle TACKLES Spidey to the ground as the guard FIRES, trying to adjust his aim, but he's far too slow. Several pellets strike the explosive barrels.

INT. CHEMICAL PLANT - HALLWAYS

Castle covers Spider-Man's relatively unprotected body with his own, as the room behind them EXPLODES!

SPIDER-MAN
What the hell?!

Castle pushes himself to his feet, peeking back into the room. As soon as he does, however, he backs away, roughly grabbing Spidey and pushing him down the hall.

CASTLE
Move!

Spider-man resists, struggling against Castle's bulk.

SPIDER-MAN
What? Hey, back off!

Castle gives Spider-man a hard SHOVE down the hall.

CASTLE
The explosion started a fire and perforated the gas pipes.

SPIDER-MAN
What?

CASTLE
This place is gonna blow!

SPIDER-MAN
WHAT?!

EXT. CHEMICAL PLANT - AERIAL SHOT

The plant from a bird's eye view. A single, very large flue gas stack extends upwards. Nearby is the HUDSON RIVER.

After a few seconds, a massive EXPLOSION tears the plant in half, sending the gas stack falling forward, and almost completely destroying the back end of the plant.

EXT. CHEMICAL PLANT - RUINS

We find ourselves back in what's left of the hallway, after the explosion.

The only light is the light from the afternoon sun, and as we look up, we can see that the roof in this area has caved in, along with most of the walls.

Castle got lucky; his leg is pinned, but aside from that, there's just bits and pieces of concrete on him.

He manages to get to his feet, moving the rubble aside. Taking a step forward, we can see he's got a pronounced limp, but the bone's obviously not broken.

Looking around at the devastation, we (and Castle) can see that the shoot-out between Castle and Fisk's experts took place fairly close to the explosion.

Castle looks through the rubble and spots a red-gloved hand.

He drops his gun, and shoves a pile of cement chips away from Spider-Man's face.

SPIDER-MAN

Oh god... what happened? The plant... all those people. The guards...

CASTLE

Those weren't guards, they were soldiers. Mercenaries. Fisk probably hired them to kill me.

SPIDER-MAN

You're crazy.

He looks down the street. No-one's gathered here yet; the plant is in the middle of an industrial area.

CASTLE

We have to get out of here. I need to know if you're going to help me.

Spider-Man tries to stand, but all the rubble is making it hard for him to move at all.

SPIDER-MAN

Are you nuts? I'm turning you in!

Castle scoffs, and walks away from Spider-Man.

SPIDER-MAN

Castle! Stop!

Castle just keeps walking, heading for a nearby warehouse.

After a few moments, Spider-Man manages to wrench free of the rubble, and stands.

SPIDER-MAN
I'm not going to just...

VOICE (O.S.)
Help!

He stops, hearing the plea. After a lingering glance at the disappearing form of Castle, Spider-Man tears himself away and heads in the direction of the voice.

FADE TO:

INT. MIDTOWN HIGH - HALLWAYS

Beside a row of lockers, Mary Jane puts away a few books. In her arms is her ART PORTFOLIO.

GWEN (O.S.)
So you didn't quit?

PAN OVER and we find Gwen and Eddie beside her.

MARY JANE
Nope. My dad called it a... hiatus.
The worst part is I just got paid.

EDDIE
That's bad news?

MARY JANE
Not right now, but once it runs out
I've got to walk around broke for
the rest of the month.

Eddie thinks for a moment, then cracks a smile.

EDDIE
Not necessarily...

Gwen and Mary Jane share a confused look.

INT. MIDTOWN HIGH - CAFETERIA - MOMENTS LATER

Indy sits at a table with her posse.

INDY
So you've had a change of heart?

Mary Jane stands before her, grinning.

MARY JANE

No, just a change of employment.

Indy whips out a small notepad. She jots down:

INDY

That'll be twenty bucks. Whoever guesses closest to the actual date gets the pot.

Mary Jane hands her a \$20 bill.

MARY JANE

Put me down for today.

Indy cocks an eyebrow.

INDY

Today?

MARY JANE

That's what I said.

INDY

As In today-today?

MARY JANE

As in right this moment.

INDY

If you say so, it's your money. I'm still counting on Thursday myself. Poor Liz, she's got *Friday!*
(beat, perks up)
Oh, look!

Gwen and Eddie approach.

INDY

Look who it is! Anything you want to tell us? Like maybe... when you two are gonna hook-up?

GWEN

Jeez, Indy. You're losing your touch.

EDDIE

Seriously.

INDY

What are you talking about?

Indy's eyes widen as they fall into a kiss.

INDY
Hey, that's not... ugh!

They break.

EDDIE
What, no cameras?

Indy, for once, is speechless. Mary Jane grins.

MARY JANE
So... will that be cash or credit?

Off Indy's disbelieving face:

FADE TO:

EXT. CHEMICAL PLANT - RUINS - AFTERNOON

An hour or so has passed, and NEWS CREWS have gathered outside the ruins of the plant, along with POLICE.

A reporter, NANCY, speaks into a camera:

NANCY
We're live here at the site of a
this weekend's explosion at a
chemical plant owned by business
mogul Wilson Fisk. The explosion's
exact cause is unknown, but it
resulted in massive loss of life,
as well as a chemical spill leaking
into the nearby river.
Environmental teams have arrived to
assess the extent of the damage.
Witnesses claim involvement from
Spider-Man, who many claim helped
them out of the plant. Still others
claim to...

INT. WAREHOUSE - AFTERNOON

An old, run-down warehouse. Old broken down cars are all around, along with various assorted junk. Castle sits on the hood of one of the cars, cleaning one of his guns. Ammo is scattered about the area around him.

The news broadcast is being played over a small AM/FM radio.

CASTLE
(after a beat)
You should know by now you can't
sneak up on me.

Spider-Man hops down from the ceiling.

SPIDER-MAN
Beats the alternative.

CASTLE
How'd you find me?

SPIDER-MAN
I have my ways.

CASTLE
You call the cops?

SPIDER-MAN
What good would it have done? You'd
kill them just like all those
people back at the plant.

CASTLE
Those weren't people, they were
monsters. You should get your facts
straight before accusing me of
murdering innocent civilians.

SPIDER-MAN
What difference does it make if
they're innocent or guilty? You're
not God. It's not your place to...

CASTLE
It's gotta be somebody's. The cops
certainly aren't interested in
taking on the responsibility.

SPIDER-MAN
So you just kill anyone who does
something wrong?

Castle finally stands, and turns to face Spider-Man.

CASTLE
Don't act like we're so different.
Is what I do really any different
than your crimefighter act?

SPIDER-MAN
Yeah, I don't *kill* people!

CASTLE

Don't you? You ever stop and think about what happens to these goons you rough up and leave hanging?

(no response)

No witnesses, minimal evidence. Hell, for all the cops know you did it and framed them for the crime!

SPIDER-MAN

That's... I...

CASTLE

Oh, I'm sure there's enough evidence to convict some of them, but what about the others? What about the killers? You save a man from being shot, hang the guy up and call the cops. He gets some hotshot lawyer to cover his ass, and next thing you know, he's back on the street about to kill someone else. Only this time... you're not around to save them.

(beat)

Now you tell me, who's responsible for that death? You sure you've never killed anyone?

SPIDER-MAN

I don't...

CASTLE

Look, I respect what you're trying to do, but these people you're dealing with, most of them are pros. Sometimes you just have to fight fire with fire.

SPIDER-MAN

That doesn't make it right.

CASTLE

I never said it did.

Castle gathers his guns and walks past Spider-Man, toward the exit. Spider-Man moves to stop him, but Castle turns back.

CASTLE

I wouldn't. I really don't want to hurt you.

SPIDER-MAN
You'll kill again.

CASTLE
Yeah, I will.

SPIDER-MAN
I can't let you.

Castle smirks.

CASTLE
I know.

Castle turns back, dropping a SMOKE GRENADE behind him.

Spidey starts to give chase, but it explodes, quickly filling the room with a thick smoke. Spider-Man coughs, then pushes his way through it, and out into:

EXT. WAREHOUSE - PARKING LOT - EVENING

As the sun sets on the city, Castle is nowhere to be found.

SPIDER-MAN
(yelling out)
You're crazy! You're the one who
kills people, not me!

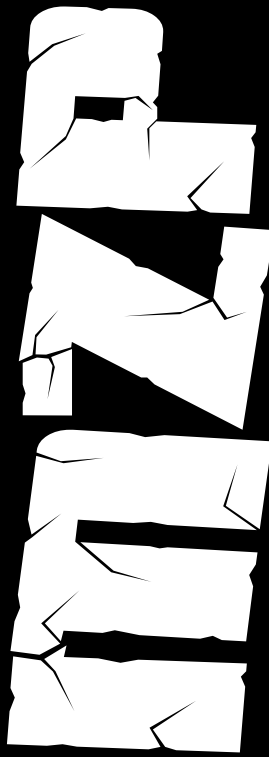
Spidey lets out a dejected sigh.

SPIDER-MAN
(unsure)
I don't kill people...

Off Spider-Man:

FADE TO BLACK.

END OF SHOW



spider-man
GIFTS & CURSES

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