

SPIDER-MAN  
"Operation Z"

Treatment by  
James Shooter

## SPIDER-MAN TREATMENT

Open on blackness. An alarm blares stridently--and Peter Parker awakens.

Snapping off the alarm, Pete stretches, yawns, and looks around his cluttered, shabby Chelsea flat, as if getting readjusted to harsh reality after especially pleasant dreams.

Kicking the sheet off, Pete reaches back over his head, placing his fingertips on the wall behind him. Sticking to the wall by his fingertips, he lifts himself out of bed and rolls upward ending up standing in a half crouch on the wall! Effortlessly, he jumps up to land in a three-point stance on the high ceiling, where, standing "upright", he walks casually across the room above the clutter toward the bathroom.

A little later, Peter wolfs down his cornflakes while poring over his college science texts. Glancing at the clock, he realizes he's running late and effortlessly vaults the length of the room to the phone. He calls his Aunt May. He teases her--tells her he suspects she's been playing ice hockey and nightclubbing till dawn, again--but it's clear from their conversation that Peter calls his Aunt every morning, that she is very dear to him and that he worries quite a bit about her. Aunt May is so proud of how well her nephew is doing in "school". Ben, her husband, would have been proud, too, if he were alive. Pete says he has to rush and hangs up. But, as he heads for the door he stops to look at a picture of himself and his Uncle Ben, taken on his sixteenth birthday, which sits on his dresser. Pete is holding the microscope which May and Ben scrimped and saved to buy him. Pete shifts his gaze to the bookshelf across the room where the microscope still sits. With a half-sigh, he puts the picture back, grabs his books and an athletic-type tote bag and leaves for class.

Cut to a chemistry lecture at Empire State University. The lecture concerns sub-atomic and molecular forces. Pete appears not to be listening. He's twirling a pencil in his fingers, and seems to be entirely absorbed in that. Placing the pencil on his chair-arm desk, he picks it up using the tip of one finger--sticking to the pencil as he does to walls. This catches the attention of the somewhat doltish student next to him whose utterance of amazement causes Peter to drop the pencil, and garners the professor's

attention. The Professor asks Peter if he has anything to contribute, or if he'd rather continue to amuse himself with pencil tricks.

Peter, oblivious to the edge on the Professor's remark, makes several observations on molecular adhesion and cohesion, and expounds a theory that adhesive forces could possibly be enhanced using fields generated by certain radioactive elements. Possibly, living organisms, under certain conditions, might develop control over energy fields affecting adhesion. It's just a theory, of course...

Cut to after class. A pretty girl breaks away from a group of guys and girls to ask Peter to join them. They're going to the local pub for some pizza, beer, and carousing. Peter, taken by surprise, awkwardly declines. He's having dinner at his Aunt May's house, and, well...

As he walks away, Pete overhears the typical remarks and laughter: "...every single night! Do you believe it." "Hey, maybe his aunt's a knockout! Who knows?"

Rounding a corner, Peter pauses. They were just baiting him, of course. They knew he couldn't go along, and worse, they really didn't want him to. It hurts. Angrily, Pete slams a fist into a solid concrete pillar, chipping out a bowl-sized chunk of concrete! Then he realizes what he's done--good thing no one's in sight--and that his fist hurts. He walks away shaking out his hand.

Cut to dinner at Aunt May's house in Forest Hill. Aunt May is a delight--and makes a lot of headway against the depressed state in which Pete arrived. May really would like Peter to worry about her less, to get out and have fun. At the same time, she loves him like a son and can't see enough of him. He never knew his real parents, she and Ben were all he had, after all. Besides, she's in her seventies, her health is failing and she really needs him. And, besides, she worries a lot about him. She knows he's sort of a milquetoast. Such a frail boy...!

After dinner, Pete is going over the bills and bank statements. Meanwhile, May reads the paper. Looks like the Federal investigators are closing in on the guy known only as the Kingpin--who supposedly is the absolute Czar of organized crime in the U.S. Pete is oblivious to what Aunt May's saying. He's worried. They need money.

Shortly, Pete leaves, a bit earlier than usual.

Cut to Pete emerging from the subway portal at 23rd and 8th. Making certain he's not seen, he ducks into an alley, pulls his shoes off and carries them as he runs up the wall to the roof! In a dark corner on the roof, he pulls his Spider-Man costume from his bag and begins to change. Carefully, he checks his web-shooters and his belt, which holds spare web-fluid cartridges, his mini-camera, and his compact Spider-Signal. Stashing his civvies inside the tote bag, he hides it in a corner of the rooftop. Then, he walks to the rooftop edge, six stories above the ground--and leaps into space.

Firing his web at a nearby building, he converts his plunge toward the pavement into a graceful arc at the end of a silken strand...

And, once again, Spider-Man swings into action!

We travel with Spider-Man, seeing the city from his vantage point as he swings between buildings on web-lines, leaps from building to building, and scampers along the sides of buildings. He covers an enormous amount of territory in a short span of time, and does so easily, effortlessly. He's hunting.

Finally, something below catches his eye. A group of men are loading drums of chemicals from a supply house onto a truck.

Spider-Man carefully arranges and focuses his automatic camera on the general area of the event, webbing it into place on a ledge...

Then, he plunges into the robber's midst.

The crooks are scared witless. How would anyone feel if a terrifying, seemingly inhuman figure swept down upon them out of the night? Though the crooks are heavily armed, Spider-Man, using his strength, agility, and speed, acrobatically clobbers them. During the fight, his Spider Sense, which alerts him to danger, even though it may be out of sight, warns him of attacks from behind. He wins.

The police arrive. Naturally, they are almost as spooked by Spider-Man as the crooks were. They try to bring him in for questioning as well, but he easily slips away.

Cut to Peter Parker's apartment, specifically in the darkroom, which used to be a rather large closet. Pete is pleased with the photos.

Cut to the headquarters of the Kingpin, a huge man who appears to be fat but is solid like a Sumo wrestler. He's wearing classy evening clothes. The robbery foiled by Spider-Man was a part of a huge scheme of his-- Operation Z. The setback is minor, but timing is critical. There must be no more interference. He orders his chief lieutenant, and head assassin, the man known only as Bullseye, to see to it that Spider-Man troubles them no more. Bullseye, a vicious-looking guy who wears dark clothes with a sort of military cut--including a black leather Ike jacket--smiles wickedly, pleased with his assignment.

As the Kingpin leaves his headquarters, we see that the fortress-like complex is in the basements and sub-basements underneath a huge, waterfront Manhattan building. Outside the building a chauffeured Rolls awaits. In the back sits Vanessa, the Kingpin's beautiful wife.

As the Kingpin enters the car, he apologizes profusely for having to attend "business" at this hour. The contrast between the powerful crime Czar and the devoted husband is astonishing. Vanessa loves him, too...but hates his business. He assures her that this operation is the last--so big that there would never again be anything worth trying for.

The next morning, Peter Parker enters the giant Daily Bugle building. He successfully sells his photos to Editor-in-Chief and Publisher, J. Jonah Jameson for what seems to be a fabulous sum, though, clearly, it's half what they're worth. Jameson is not crusty-but-goodhearted. He's cheap. And petty. And not very nice, though he's a hell of a newspaperman. He takes advantage of Parker's quiet nature. He belittles, berates, and abuses Parker. His hatred of "costumed vigilantes" like Spider-Man is evident, too. He admonishes Parker to seek photos relating to the Kingpin. The Bugle is at the forefront in the investigations to expose this mysterious crimelord, etc., etc.

Cut to Peter in line at the bank. The money from the pictures will ease the financial crisis for a while, and for once Pete will have a few bucks in his pocket. In line behind him stands a beautiful woman about Peter's age. Suddenly, his Spider Sense starts to tingle. He looks around suddenly, and finding himself face to face with a vision of beauty, stares, stunned. She smiles. "Did I step on your foot...or something?" Jolted back to reality. Pete says no, he thought he'd heard someone mention his name. Then he notices the real source of the tingles--a couple of large nasty-looking guys, hanging around, shopping for a victim to mug.

Pete finishes at the teller's window, then stands at one of the writing tables watching the muggers. He sees them follow the pretty girl--we'll call her Lynn--out of the bank. Outside, the two guys close in on Lynn on a lonely street. She sees them, realizes what's happening, and is terrified. Peter, meanwhile, out of sight of Lynn and the muggers, rips a two by four off of a boarded up storefront with his bare hands. Then, brandishing it like a club, rushes at the muggers, shouting. One look at this maniac-to-the-rescue convinces them. They split.

Lynn is grateful. Pete shuffles a little. Don't mention it, etc. Lynn offers to buy Pete a coffee, or maybe lunch. Pete accepts...but first he has to make a phone call.

Lynn stands nearby as Pete calls Aunt May. He had made plans to visit her for lunch, but...he just can't pass up this opportunity. Besides, she's been encouraging him to get out more.

May answers. Pete apologizes profusely..reassures her that he's fine. Yes, he's dressed warmly enough, no nothing is wrong, etc., etc. After listening to a few minutes of this, Lynn wonders what she's getting herself into...and quietly slips away. She inadvertently drops her silk scarf as she goes.

Pete suddenly notices that his "date" is gone...and sees the scarf. He picks it up...considers throwing it away and heading home...but, instead pursues Lynn. As he starts to run after her he gets angry--and the anger makes him determined and reckless. He races up a building wall about thirty feet, clinging mostly with his hands to avoid taking his shoes off. From that vantage point, he spots her. He leaps down and races along the street, evading cars and pedestrians with Spider-like agility. His speed and the general obliviousness of New Yorkers protects his identity--not that he cares at the moment. At Third Avenue, the light is against him. He pauses for a moment--there's no one close by--then leaps the avenue in a single standing broad jump! He sees Lynn boarding an uptown bus, too late to board it himself--so he leaps on top, and clings.

Later, when Lynn steps off the bus on the Upper East Side, she's astonished to find Pete waiting there near the stop. She's flabbergasted. Pete hands her the scarf. He really doesn't know what else to do or say...he didn't plan this very well. He'll leave now. No, Lynn says. Wait. Let's have that coffee.

Pete starts dating Lynn, and we see that he's not a nerd or a mama's boy. He's charming, witty, attentive, and generally a terrific guy. Lynn is from a different world--upper middle class, never a worry, always the best of everything. But, she's terrific, too. Before long they fall in love, and into bed. Lynn is astounded at how strong Pete is...though she doesn't know a tenth of it. He has the body of an Olympic gymnast. She wonders why he never got into sports. Well, he explains, he's always loved science and math, and has a knack for it. Besides, May and Ben always wanted him to become a scientist and cure cancer or something.

While Peter and Lynn romance, we see more headlines about the beginning of the end of the crime empire of the mysterious Kingpin--and more reports of strange robberies of chemicals, and chemical supplies. Peter has other things on his mind...

Until he starts running out of money. It's time to take some more photos...but he has so little time lately, what with Lynn, Aunt May, and school...

Early one evening he goes out as Spider-Man. It's Lynn's birthday, and he's due at her place in a couple of hours, but maybe he'll get lucky.

Almost two hours later, he does get lucky. He spots a crew of armed men loading trucks at a waterfront warehouse. Quickly, he sets up his camera and swoops to the attack.

It's a trap. Bullseye and his men have been lying in wait at every Kingpin operation for weeks, hoping Spider-Man would show. At last! There are a dozen of them with automatic weapons, plus the thugs who are actually robbing the place. Spider-Man's Spider Sense saves his life, warning him of the ambush at the last instant, and enabling him to dodge the first fusillade. Spider-Man is an almost impossible target with his speed, agility, reflexes, and uncanny danger sense. Even against these incredible odds, he's winning. But Bullseye's men are well-trained. They don't fire at Spider-Man--they fire in patterns, cutting him off, restricting his movements. Still, Spider-Man is winning, knocking out whole groups of men by hurling huge crates at them, dodging, leaping, webbing attackers. But Bullseye is the greatest marksman who ever lived--and finally, with the help of his men, who limit Spider-Man's maneuvering room, he wings Spider-Man. Bullseye isn't firing a regular gun. Instead, it's the type of gun that fires hypodermic darts. He knew his odds of hitting Spider-Man at all were slim, so he made certain that any hit was a kill. The dart is full of a deadly nerve poison.

After being hit, Spider-Man overturns a semi-trailer to cut off pursuit, and retreats.

Examining his wound--its small--he finds the dart, and realizes he's been poisoned. He retrieves his camera and, as dizziness starts to set in, he heads home.

Bullseye knows he hit Spider-Man, but did he receive a fatal dose? He should have dropped immediately given the strength and concentration of the poison. What kind of man is he?

Bullseye reports to the Kingpin, who tells him to stake out every emergency room in the city, just in case.

Travelling for Spider-Man is slow. It takes him hours to cross town, carefully crawling across web-lines from rooftop to rooftop. He's too weak and dizzy to try anything else. He knows he's dying. Where can he go? Who can he turn to for help? There's only one answer.

Later, he knocks on the door of Lynn's apartment. Bitterly disappointed over being stood up on her birthday she won't even acknowledge him. She thinks he's faking. She ignores him. Shattered, he limps away.

Cut to the emergency room at Lenox Hill as Spider-Man staggers in. An incredible hubbub ensues...and in the background, a criminal-looking type, one of Bullseye's men, heads for the phone. Spider-Man sees that this won't work. Already, they've got the police coming--they'll surely unmask him, and he doesn't even have a Blue Cross card. He breaks free of the mob surrounding him and pushes his way outside where he escapes up the wall.

Hours later, Spider-Man watches from the shadows of a nearby building as a Doctor leaves the hospital heading for home.

Still in agony, still holding on by a thread, he nonetheless quietly sticks to the trunk of the doctor's car and rides along. It's about four A.M.

At the Doctor's home, he accosts the Doctor and threatens him. "Treat me...save me...and don't try anything. I'll be watching everything you do," Spider-Man says. And with that, he collapses.

Sixteen hours later, Spider-Man awakens on the Doctor's couch. His shirt is off--but his mask is still in place. He asks the Doctor what happened. The Doctor tells him he'd apparently been shot full of nerve poison which he,

the Doctor, had no anti-toxin for. All he did was keep Spider-Man warm and comfortable. Apparently, Spider-Man's incredible metabolism was able to overcome the toxin by itself--though such a dose surely would have killed an elephant. Spider-Man thanks the Doctor, nonetheless...especially since he apparently didn't remove the mask. Spider-Man leaves. Then the Doctor opens a drawer and pulls out a polaroid of Peter Parker's face which he took while Parker was unconscious. He admires the photo. He, of course, has no idea who this person is, nor does he know anything about him. He also has no intentions of doing anything with it. It's just a souvenair.

Cut to Lynn's apartment. Peter is knocking on the door. Lynn won't let him in. He forces the door open, snapping the bolt. She must listen to him.

He tells her and shows her that he's Spider-Man, and explains what happened.

She's stunned.

He explains his origin. Flashback.

She's more stunned.

She explains that she was so upset about being stood up, being a liberated lady, because she'd planned to propose to him two nights ago on her birthday.

He's stunned. Of course...that's all changed now.

Like hell it is! She sinks to one knee and asks Peter for his Spider-strong hand in marriage.

He's more stunned. He says yes. They embrace.

Cut to the Kingpin's headquarters. The Kingpin is enjoying his daily workout. Clad in a Sumo wrestler's loincloth, he is circled by a dozen large, strong looking men in karate uniforms. They attack in groups. The Kingpin easily clobbers them. All the while, he's conversing with Bullseye, who's looking on. The Kingpin is worried. If Spider-Man survived, he now has a clue to Operation Z. Bullseye took a rash chance, using the Z toxin. Bullseye assures Kingpin that Spider-Man is dead. Kingpin argues that Bullseye produced no body. He failed, as far as Kingpin is concerned. Kingpin "suggests" that Bullseye hunt down Spider-Man. He can start looking for leads at the emergency room at Lenox Hill. Bullseye leaves. Kingpin finishes his workout and finds Vanessa waiting in his office. She's worried. She wants him to abandon this

plan and leave the country with her, now. He can't. She insists...and gives him an ultimatum. Though she loves him, she'll be on a plane tonight. If he isn't with her, he'll never see her again. He pleads. She's is firm. She leaves. He's beside himself. But he must finish this.

Cut to Peter developing his photos from the other night as Lynn looks on. They're worthless now. No one wants old news. But he's intrigued. Bits and pieces are starting to fall together. The Kingpin's men stealing chemicals...him being shot full of a nerve poison hitherto unknown, for which there is no antidote. He wants to investigate further as Spider-Man.

Lynn thinks he's crazy. She argues with him. She can't understand why he does what he does. Why skulk around at night risking his neck? To sell photos for a pittance? If he wants to make a living, why doesn't he let the cops do their job and use his abilities in more reasonable ways. Sports, for instance. He could win the entire Olympics, every event, single-handed if he wanted--but forget that, that doesn't pay. He could be a boxing champion, or a football star, or a basketball player. But, he doesn't know the first thing about basketball, he insists. She tells him that a person who can high jump thirty feet doesn't need to know much. Look, she says, you owe it to yourself--and to Aunt May. A couple of years of playing major league sports could set them all up for life. Then he could go on to get his degrees, cure cancer, and rescue cats from trees or other safe do-gooder things.

Cut to a New York Knicks practice. Lynn, who knows someone in the Knicks' front office got them in. Peter, wearing a jogging suit and feeling like an idiot shuffles along behind Lynn.

Out on the court, the Knicks are practicing. Lynn's friend points the coach out to her and she boldly drags Peter over to him.

Peter, who doesn't understand basketball and is sheepish about showing off even a part of his powers, bumbles through a series of idiot, comic mistakes as he tries to prove his worth. Everyone laughs, especially the players. Finally, Peter begins to get mad. One of the players "instructs" Peter, as if talking to a three-year-old, that the object is to put the widdle ball in the widdle basket. That does it. Angry now, as he was when Lynn walked away when they first met, he takes an incredible leap and stuffs the ball through the hoop. Then he does it again and again, and then he does it with a player guarding him, and then with all the players guarding him. Using a fraction of his power he's better than all of them together. He catches on quick, too.

Later, they sign him--and give him a big cash bonus. Lynn and Pete leave ecstatic.

Cut to Aunt May's house. Pete and Lynn <sup>are</sup> telling her the "good" news. She tries to hide it, but clearly, she's crushed.

Later, at Pete's place, Pete's having second thoughts, too. He doesn't want to quit school and play basketball. He doesn't want to give up his research and his studying. And...there's this Kingpin thing. He can't get it out of his mind. He starts feeling guilty. He can't do it. Lynn argues with him. Finally, she tells him it's either he gives up this Spider-Man crap or she leaves. He's torn. His eyes come to rest on the microscope though... and it's decided. She storms off.

He cries.

Hours later there's a knock on his door. He rushes to open it, covering the distance in a single leap, thinking it may be Lynn--but there's no one there. Just a note.

He reads it. It says that if he ever wants to see his Aunt and fiancée alive again, Spider-Man had better come to (address) in an hour. It's an old, light industrial building in Tribeca. He's beside himself.

Cut to Kingpin's headquarters. More roughly than necessary, Bullseye delivers May and Lynn to the Kingpin. It wasn't easy finding out who Spider-Man was. He found the Doctor, bought the polaroid from him and spent thousands of man-hours searching university files, and other places till they finally spotted Parker's photo in the Sports Page as a new Knicks free agent. Then it was easy to kidnap his loved ones.

Kingpin admonishes Bullseye for his barbarism. Kingpin is hospitable. He offers the ladies tea, which May accepts. She's not quite certain what's going on here, but she thinks the Kingpin is a charming gentlemen.

Bullseye meanwhile, heads for the meeting place in Tribeca.

When Spider-Man arrives, his Spider Sense warns him of the trap awaiting him, as if it had to. He rips his way in behind Bullseye and all of his men, and grabs Bullseye, threatening to snap his neck like a twig should anyone move. He demands the ladies' release.

Bullseye points to a closed circuit TV which shows the two ladies tied up in a room somewhere. Note: the room looks nothing like the room at Kingpin's HQ. Bullseye explains that, if the order is given (he's wired for sound) they'll be killed. But no order to release them will be obeyed. If Spider-Man harms him, one of his men will give the order and...goodnight, ladies. Spider-Man

asks what the deal is. Bullseye says that his orders are merely to keep Spider-Man out of the way during Operation Z. If Spider-Man will let Bullseye lock him in the huge vault here, the ladies will be released. Spider-Man reluctantly agrees. He lets Bullseye go and backs into the huge vault. There's another closed-circuit TV in that vault, so Spider-Man can see May and Lynn being released.

As soon as the vault is closed, however, Bullseye tells Spider-Man he's a fool--and the ladies are machine-gunned before his eyes. Also, the vault begins to fill with deadly nerve gas--enough this time to kill even Spider-Man. Note: the ladies machine-gunned were dummies. This is just a sadistic, vengeful ploy of Bullseye's. The real ladies are having tea with the Kingpin--though Spider-Man doesn't know that.

Enraged beyond belief, his heart screaming for revenge, Spider-Man batters at the vault door. It begins to buckle.

Bullseye, realizing his sadistic plan has backfired, concentrates his men's weapons on the rapidly buckling vault door. They've got to drop him when that door falls.

But it doesn't fall! Spider-Man uses it like a shield and bowls over the gunmen--then proceeds to clobber them.

Bullseye slips away.

Spider-Man demands that the last conscious gunman tell him where Kingpin's hideout is. He won't talk. Spider-Man takes him up fifteen stories and dangles him, threatening to drop him. He talks.

Cut to Kingpin's headquarters. A huge dirigible has moored to the roof of his building. It says "Goodwear" on the side.

Spider-Man thinks at last that he knows the Kingpin's plan. He burst into the HQ like a berserker, smashing anything that moves. These scum will pay for killing his Aunt and his love.

He knows that if he'd been true to his responsibilities, if he'd pursued the Kingpin as he knew he should, May and Lynn would still be alive. He let his selfish interests distract him...and it cost him two loved ones, just like it cost him Uncle Ben long ago. His guilt and rage are unimaginable.

Cut to the Kingpin entertaining the ladies, still, while his dirigible is being loaded. He's frank and honest with them. Why not? He explains that the dirigible will "dust" Manhattan with his nerve poison (developed by scientists working for him) which slowly will kill everyone exposed to it. The dirigible

will then transport him to a submarine waiting off the coast. And then, the U.S. will deposit ten billion dollars in gold into a Lichtenstein account for him, and he will tell them where to find the antitoxin--or, within three days, eleven million people will die.

Lynn is appalled. May doesn't understand. Kingpin tries to explain. He must do this. This is just his line of work. This particular scam is his masterpiece. The money doesn't matter. He simply must do this...though it may have lost him his beloved wife. He swears he'll find her and make it all up to her.

The parallel between Kingpin's and Peter's situation isn't lost on Lynn.

Suddenly, the Kingpin is called away. Lynn hears the name Spider-Man mentioned and her heart leaps. Kingpin locks them in.

Cut to Spider-Man battling hordes of the Kingpin's men--and clobbering them. The Kingpin arrives, and, seeing him, Spider-Man cuts a swath through the guards and takes the fight to the Kingpin himself.

It's not an easy fight. The Kingpin is very strong--and he grabs up a huge pair of nunchakas which equalize things a bit. Still, Spider-Man, especially in his berserker rage, is winning convincingly.

Bullseye arrives--and seeing Kingpin and Spider-Man grappling sees an opportunity to rid himself of both. He seizes a machine gun and opens fire.

Warned by his Spider Sense, however, Spider-Man breaks free of Kingpin at the last instant, and webs up Bullseye's gun allowing him to get off only a few near-miss shots. Kingpin takes the opportunity of Spider-Man's back being turned to whack him with the nunchakas, stunning him. Then, Kingpin rips out a support pillar which brings a huge part of the concrete structure down on Spider-Man, apparently crushing him.

Bullseye nervously claims that he'd planned for just that to happen. Kingpin knows better. He kills Bullseye with his bare hands.

Kingpin looks around his fortress/factory/headquarters. It's in disarray. Wreckage is everywhere. Fires have started--and they're spreading. The dirigible is almost loaded though. If they hurry, they can still pull off the plan. Head for the dirigible, the Kingpin orders.

We focus upon Spider-Man under the debris as the guards ask "What about the women?" Kingpin's voice says "Leave them. We have no room, and they'd be troublesome." Kingpin and his men leave.

And, under fifteen tons of concrete, Spider-Man stirs. It didn't land directly on him--if it had, he'd have been crushed--but he's pinned under it.

The fire is spreading. Smoke is beginning to seep into May and Lynn's room. Spider-Man struggles to lift the weight on his back. He can't.

He thinks of Aunt May and Lynn. They're still alive! History hasn't repeated itself--yet. He has a chance to redeem himself. He strains.

He talks to himself. Forces his aching muscles to respond. He strains again--and the mass crushing down upon him shifts slightly.

He strains and struggles, seemingly for hours. It is more an effort of will than of the flesh.

Finally, with a last desperate heave he frees himself. Triumph!

Staggering through the smoke and flames, he reaches the locked room in which May and Lynn are trapped--and ignoring his pain and fatigue, rips the door off.

Moments later, he brings them outside, coughing and gasping for air. He's exhausted.

Above they see the Kingpin's dirigible moving away from the building. Spider-Man doesn't care. He just wants to get the women to safety.

Lynn says, no...you've got to stop the Kingpin. May insists they're fine, although she lost her glasses a long way back and really hasn't the foggiest notion of what's going on.

Spider-Man looks up, looks at Lynn...and then springs to the wall of the building. He races up the side, leaping from building to building pursuing the airship, until, with a mighty leap he get close enough to snag it with his webbing.

Moments later, he bursts into the gondola, and the big finale fight breaks out.

Spider-Man is winning in spectacular fashion--but during the fight, the gas cells are ruptured and the ship is falling.

Kingpin tries a last, desperate gamble. He manages to reach the poison dumping control. He threatens to drop the poison unless Spider-Man dives out--possibly to his death.

But Spider-Man's no fool. He knows that if he did, Kingpin would dump the poison anyway. Without the weight of the poison, the ship could stay aloft, and Kingpin could complete his escape and his plan. No dice. Spider-Man closes in on the Kingpin.

The Kingpin pulls the switch. Nothing happens. Well, it seems that while he was outside, Spider-Man webbed the bomb bay doors shut!

Spider-Man and Kingpin grapple. Spider-Man wins, convincingly--but it takes too long! The dirigible crashes in the sea.

Only Spider-Man surfaces and swims to shore, as Coast Guard vessels swarm

Later, Aunt May is fine, though confused. What ever happened to that nice man who was entertaining them?

Lynn and Peter talk. His secret is safe with her...and everyone else who knew more than bits and pieces, apparently is dead. Pete wants to know if she'll still see him. Yes, she loves him madly. No, they won't rush marriage--she'll wait till he's through with his education and ready to settle down. And no, she won't ask him to quit being Spider-Man. There are some things a man has to do.

Everything's fine. Pete and Lynn embrace.

Suddenly there's a knock on the door. Pete answers it. It's the New York Knicks. They want to know where the hell he was while they were losing to Philly last night. And why he wasn't at practice. They drag him away, stuttering and stammering that he's changed his mind, that he can't, that he's, etc., etc.

Lynn laughs.

THE END