

SPIDER-MAN

"The Mind Stealers"

Written by

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Based On The Character

Created by Stan Lee

SPIDER-MAN

"The Mind Stealers"

ACT ONE

FADE IN:

1. EXT. A DOCTOR'S OFFICE IN THE CITY - CLOSE - SIGN - DAY

Martin Babb, M.D., is on the sign.

2. INT. DR. BABB'S EXAMINING ROOM - CLOSE ANGLE - BABB

A middle-aged, skillful physician...he is taking a male patient's pressure. Camera goes past him to desk clock. In a moment, it will be eleven o'clock.

3. MED. CLOSE

As Babb removes the instrument from his ear...

4. CLOSEUP - THE DESK CLOCK

It hits eleven o'clock.

5. MED. CLOSE

It's as if the signal has also struck within Babb. A woodenlike look appears on his face. He stands up and begins to remove his white coat. His suit jacket is on and camera shows us the lapel button. It appears to be some sort of insignia. In reality, it is a miniature transreceiver.

PATIENT

How's my pressure?

It's as if he never spoke for Babb pays absolutely no attention. He goes to the rack and puts on his hat and coat, the patient watching with growing confusion.

PATIENT (CONT'D)

Where you going?... hey, Doc, aren't you going to take this off...hey, Doc...

Babb is crossing toward the door on his way out, the same wooden, robot-like look on his face. He exits. The bewildered patient gets off the table, trailing the pressure gauge on his arm, and goes to the open door.

PATIENT (CONT'D)

What's a matter with you?

6. INT. COURTROOM - POV FROM JURY BOX - CLOSE ANGLE - WILSON

A dynamic, well-dressed attorney, he is in the middle of a fiery summation.

WILSON

I submit that the prosecution has failed to sustain the burden of proof. To find the defendant guilty with the so-called evidence the District Attorney has presented, would be a travesty. Ladies and gentlemen of the Jury...

7. CLOSEUP - COURTROOM CLOCK

As it hits eleven-fifteen.

8. MED. CLOSEUP - WILSON

He reacts exactly as Babb did in the doctor's office. We note now that he also wears the insignia lapel pin. The woodenlike expression on his face, he turns and begins walking out.

JUDGE

Mr. Wilson...

He hits with the gavel.

JUDGE (CONT'D)

Mr. Wilson, where are you going?

Wilson goes out a side door.

JUDGE (CONT'D)

(to a clerk)

What's the matter with him?

9. INT. CITY STREET OUTSIDE A BANK - DAY

A car pulls up.

10. INT. THE CAR

Dr. Babb is at the wheel and Wilson still beside him, each with the same woodenlike expression. It should be further noted that these men and all others like them make very direct movements with never any hesitation. They behave as we would expect of programmed people. Wilson presses open the glove compartment and we see a pistol. He removes it and gets out of the car with neither a word nor look at Babb who remains at the wheel, the engine running. We see Wilson cross the sidewalk and enter the bank, carrying an attache case.

CONTINUED

10. CONTINUED

A moment goes by...then another and we hear two shots. Babb does not react at all. It's as if he never heard the shots. We see the door to the bank open and Wilson emerges as he enters. Deliberately, calmly. He gets into the car as an armed guard runs out and points a gun at them but Babb has the car underway. A shot breaks the rear window but they pay no heed.

In front of us, a woman appears with a baby carriage. Babb doesn't change speed and the frightened woman scurries out of the way in time.

11. A STREET

as the car turns into it and goes by.

12. INT. THE CAR - POV - WINDSHIELD

Moving with the same fixed course. We turn another corner and we see that we are entering an alley. Ahead of us lies a dead end..and we are heading steadily, relentlessly for it.

13. BABB AND WILSON

Staring straight ahead, the nearness of the imminent crash makes no impression.

14. POV

We are closing.

15. BABB AND WILSON

Still no reaction.

16. POV

The wall of the dead end is coming up and now...we crash into it.

17. THE ALLEY

Two men hurry out from concealed places. Finch is a mean-looking thirty-five and Lang is a few years older and equally unpleasant.

18. INT. THE CAR

Babb and Wilson are unconscious. Finch opens the rear door and picks up the attache case in the back seat. He opens it briefly and we see the money. Lang opens the front door and rips the insignia pins from each man's jacket.

19. THE ALLEY

as Finch and Lang run down the alley. We hear a police klaxon beginning to approach in the distance. We hold for a moment then...

20. EXT. MOTORCYCLES PARKED AT CURB OUTSIDE OFFICE BLDG. - DAY

Each bike carries the same sign:

JET MESSENGER
SERVICE

A rider hurries out of the building and mounts his bike. He adjusts his goggles and roars away.

21. A STREET

He is moving rapidly.

22. TRAFFIC

He weaves through. His mission must be one of great importance.

23. EXT. LOADING PLATFORM OF NEWSPAPER BUILDING - DAY

Trucks are being loaded as the cyclist comes by, slowing down.

24. EXT. FRONT ENTRANCE OF THE NEWSPAPER

The cyclist parks his bike.

25. INT. JAMESON'S OFFICE - CLOSE - PHOTOS

They are well-done shots of New York. Dramatic skyline pictures and people in the subways...kids at play. Jameson is going through them as angle widens to establish him. He is close to sixty and an impatient man for whom there is never enough time. Next to him, a camera over his shoulder, is Peter Parker. An appealing young man.

JAMESON

Very pretty...very pretty but what good are they? I'm not running an art gallery here. I need pictures that jump off the page. Grab the reader! Sorry, Parker. They're not for us.

PETER

If you could send me out on an assignment, Mr. Jameson...I'm sure I can give you what you want.

CONTINUED

25. CONTINUED

JAMESON

Look, I appreciate you're working your way through college. That's what I did and if it wasn't for that...I wouldn't even bother with you. Nothing personal, son...but I am a busy man.

The office is glass-enclosed and looks out on the city room. We see Robbie, a young black editor, hurriedly approaching.

PETER

Maybe I can bring you in some others. Something different.

JAMESON

That's what you keep telling me but I always see this fancy stuff. Do us both a favor and forget it... okay?

Door opens and Robbie enters, barely suppressing his excitement.

ROBBIE

I told you there was something crazy about that bank robbery. Here...read this!

He hands Jameson a note.

ROBBIE (CONT'D)

It just came by special messenger.

He glances at his watch.

ROBBIE (CONT'D)

It's gone to every newspaper, radio and TV station in town. Peter, turn on that set, will you?

He indicates the TV set.

PETER

Sure.

He goes to comply as Jameson unfolds the note.

JAMESON

What's all the excitement?
Take it easy, Robbie...

(MORE)

CONTINUED

70 25. CONTINUED

JAMESON (CONT'D)
(reading...then...
a great roar)
WHAT'S THE MATTER WITH THIS GUY?
IS HE CRAZY?

He looks up, a state of great excitement.

JAMESON (CONT'D)
I don't believe a word of it.

The TV set is playing in the b.g. A soap opera.

JAMESON (CONT'D)
Somebody's playing a joke.

ROBBIE
I don't know, J.J. A lawyer and
a doctor teaming up to rob a
bank. They sure didn't need the
money, did they?

The program is interrupted by a news alert signal and
sign.

ANNOUNCER'S VOICE
We interrupt this program for
a special news alert.

They all turn to the TV as the aural alert signal continues
to sound.

ROBBIE
That's gotta be it now.

A newsroom reporter appears on the screen.

REPORTER
One of the most bizarre crimes in
the history of the city now appears
to be unfolding. The Mayor has
received an extortion note in which
the lives of ten New Yorkers have
been threatened.

JAMESON
(irritated)
This is a newspaper story. What
are they doing with it?

CONTINUED

25. CONTINUED

REPORTER

In a copy of the letter received by this station the writer claims that ten people somewhere in the city have been programmed to destroy themselves at his command. Some will throw themselves from roofs while others will leap in front of trains.

Robbie retrieves the note from Jameson.

ROBBIE

Let me see that again.

REPORTER

To prove that he has full control over his victims' minds, the extortionist accepts full responsibility for the bank robbery committed only this morning by two of the city's most respected citizens. He states that they were acting under his orders. In days to come, he promises that several more victims will commit crimes against their wills, as additional proof of his power.

PETER

Is he a terrorist? What does he want?

Jameson throws him an annoyed look.

JAMESON

What does everybody want?

REPORTER

Further details in the letter demand a sum of ten million dollars to be paid on Friday at noon, the place to be arranged later. Efforts to reach the Mayor for his reaction have proven unsuccessful. Is the threat a real one or is it just an imaginative hoax? News Alert will bring you more details...as they become known. We now rejoin the program already in progress.

CONTINUED

25. CONTINUED

As the soap comes back on...

JAMESON

Turn that junk off!

Peter hurries to obey.

ROBBIE

I had the run stopped. We can still replate the front page.

JAMESON

Suppose it is a hoax? What do we look like then?

ROBBIE

What do we look like if we back page it and it's real.

(to Peter)

What do you think, Peter?

JAMESON

Is he running the paper now?

ROBBIE

Just getting an opinion from the man in the street.

PETER

Well, sir, I don't know too much about mind control...

JAMESON

Who does?

PETER

...except that I have heard of experiments where people can be made to do something against their will.

JAMESON

You'll have to prove it to me.

ROBBIE

I think we've got a biggie here, J.J. How about a four column head?

JAMESON

If it sells papers, all right. But...write it straight. Quote the Mayor...if you can get hold of him.

CONTINUED

25. CONTINUED

PETER

Would you like me to go take a picture of him?

JAMESON

Never mind! We've got enough pictures of the Mayor to wallpaper the building. Look, aren't you playing hooky. Thanks for coming in.

He grabs a paper...spreads it out on the table...ignoring Peter.

JAMESON (CONT'D)

(to Robbie)

Okay, here's the layout I want. A picture of the bank here...the two crooks below...and for the lead...how come two respectable citizens pull a stickup? Got it?

Peter stands back...isolated and excluded.

ROBBIE

What do you want for the subhead?

JAMESON

A couple of quotes. Here...it'll look like this...

He draws a dummy with heavy lines. Peter hesitates...then goes out and closes the door. As he walks away, we hold on the two men behind the glass, hard at work.

26. EXT. UNIVERSITY CAMPUS - DAY

Peter comes into view, hurrying. He breaks into a run, drops some books...has to stop and retrieve them and then resumes his running.

27. INT. DOOR SIGN - WARNING--RADIOACTIVE MATERIALS IN USE

28. INT. ATOMIC AND ELECTRONICS LAB - DAY

It has several lab tables, much electronics equipment and chemical apparatus. At one end of the room is a small, separate room that has windows for viewing. Remote, steel arms are fastened into the wall...and are used to handle radioactive materials. Peter in lab coat, is working on electronic equipment while Dave, another lab coated student, pins the small protective plate on his coat that will reveal if he is exposed to radioactivity. Peter leans back and appears to be distracted. Dave glances over at him.

CONTINUED

28. CONTINUED

DAVE
Hey, Evel Knievel.

Peter looks over at him.

PETER
What?

Dave points to the film badge he is putting on his coat.

DAVE
You forgot to put your film
plate on.

Peter glances down.

PETER
Oh, yeah.

He reaches for it on the table and starts to pin it on.

DAVE
Of course, if you want to live
dangerously, that's your business.
But I figure if a little
radiation gets loose in here, we
ought to know about it. What's
a matter with you today...anyway?

PETER
Sorry. I was just thinking about
something that happened.

Dave is putting gloves on.

PETER (CONT'D)
Dave, you believe in mind control?

DAVE
(surprised)
I could get very funny about
this but I think you're serious.

PETER
Didn't you see the paper?

DAVE
No. Why?

PETER
Some guy says he's going to have
ten people kill themselves unless
the city gives him fifty million
dollars.

CONTINUED

28. CONTINUED

DAVE

Why didn't you think of that?

PETER

How would you do it?

DAVE

Listen, I've got enough trouble wondering what I'd do if this shows up exposed.

(indicates film
plate on label)

I mean... I'm a growing boy.

PETER

So you'll sacrifice yourself for science.

DAVE

Thanks.

Door opens and a deliveryman pokes his head in cautiously.

DELIVERYMAN

Is there a Peter Parker here?

PETER

That's me.

Peter approaches.

DELIVERYMAN

Is it safe to come in?

DAVE

If you already have children, sure.

DELIVERYMAN

(scared)

Hey...

PETER

He's only kidding.

The deliveryman comes in carefully but stays near the door. He hands Peter a package.

PETER (CONT'D)

Thanks.

He sees where it's from and is pleased.

CONTINUED

28. CONTINUED

PETER (CONT'D)

(to Dave)
I've been waiting for these.
The condensers for my new
transmitter.

DAVE

What are you building in your
attic? A space station?

Dave is preparing the remote claws that go into the safe
room.

DELIVERYMAN

It's C.O.D. Forty-six dollars
and twenty cents.

DAVE

Pay the man.

Peter makes a show of going thru his wallet.

PETER

I don't think I have that much
on me.

As the deliveryman sees the near-empty wallet.

DELIVERYMAN

You're right.

He gently takes back the package...starts to go.

PETER

Hey, wait a minute. Dave, lend
me thirty dollars.

DAVE

You kidding? I don't even know
where I'm going to eat tonight.
(a thought)
How about your aunt's place?

The deliveryman starts to go. Peter takes the package
from him.

PETER

Hold it, will you? I'll get
the money.

DELIVERYMAN

Look, this place gets me nervous.
I can't leave this package.
(MORE)

CONTINUED

28. CONTINUED

DELIVERYMAN (CONT'D)

Best I can do is hold it at the warehouse for a couple of days.

Dave switches on the machine that operates the claws and it makes a loud hum. This alarms the deliveryman who regains the package.

DELIVERYMAN (CONT'D)

Sorry.

He hurriedly exits.

PETER

I need those condensers.

DAVE

Give me a hand, will you? If I spill this radioactive waste, you won't need anything. Stand by the switch.

29. INT. THE SAFE ROOM

There is a cylinder made of lead bricks which Dave manipulates the claws toward. He removes the top.

30. DAVE AND PETER

The claws reach in and begin to withdraw a flask of radioactive waste fluid.

31. INT. THE SAFE ROOM

Directly in front of us, a spider begins to descend on a web it has been spinning. Dave and Peter can be seen in b.g. thru the glass.

32. OUTSIDE THE SAFE ROOM

Dave is intent on his manipulation of the claws. As the radioactive fluid is raised, and loses the protection of the lead-lined cylinder, the radioactivity is let free. A remote geiger counter is attached to the wall and as the radioactivity starts the geiger counter begins to react. Its needle climbs on the meter and the audible clicking begins to speed up. Peter glances at it.

DAVE

There must be an easier way to get a Ph.D.

PETER

It's up to four hundred rads.

33. INT. THE SAFE ROOM - CLOSE - THE SPIDER

It begins to react to the radiation...trying to climb back up the web. An intense light seems to hit it.

34. DAVE AND PETER

PETER
What's that?

DAVE
What?

PETER
I thought I saw something in there.
Like...like something lit up.

DAVE
I can't see anything.

35. INT. THE SAFE ROOM

The spider falls to the floor...out of Peter's view. The claws are transferring the liquid into another flask which begins to turn color.

36. DAVE AND PETER

The counter is really sounding off.

DAVE
What's on the geiger counter now?

PETER
Eight hundred rads.

DAVE
Even out here, I'm nervous. One dose of that...goodbye, Charlie.

He strains to finish his job and to replace the empty flask into the cylinder. As the task proceeds, the radioactivity on the counter starts dropping.

37. INT. THE SAFE ROOM

The job is almost done and finally, the cylinder is capped. The claws slowly move up and away and their mechanism shuts off. Camera pans down to the floor where the apparently inert spider is lying.

38. DAVE AND PETER

They remove their film plates.

CONTINUED

38. CONTINUED

DAVE

I'll get these checked.

He takes Peter's from him.

DAVE (CONT'D)

How much more you have to do?

PETER

A couple of tests on the transistor circuits.

DAVE

I'll start shutting down.

He crosses to the safe room, turns the lever to unlock the door and then opens it. He goes in...removes a cable from an electrical panel and walks out...leaving the door open. Camera stays in the safe room and panning down to the floor ...discovers the spider is not where we last saw it. Camera pans and finds it a few feet away moving...toward the door. As we watch...it moves out into the open room.

39. INT. THE LAB - CLOSE - WALL CLOCK

It shows five o'clock. Camera pans down to Peter, intent on his work. He is finishing last of his circuit testing. He removes his safety glasses...rubs his eyes in weariness and now finds himself sneezing. It begins a bad fit and he manages to find his pill bottle in his pants and swallow one with water from a tap, next to his lab table. He feels better now as one last weak sneeze finds it way out of him. He removes his lab coat. Camera goes past him to the lab table and finds...the spider. It is moving along the top of the table and now goes into Peter's books.

40. PETER

Puts on his sweater and comes to the table to get his books. He looks up at the time...and changes his wrist watch to conform. He now picks up his books and as he starts away... he is suddenly bitten. He exclaims...and he drops his books. He looks at his hand. It is stinging him. He shakes it to relieve the pain but it persists. He holds it under the tap water...then removes it and examines his hand. He now picks up his books...puts his camera over his shoulder...turns out the lights and crosses out.

41. EXT. THE CAMPUS - LATE DAY

We see Peter leave the campus.

42. EXT. AN ARMORED TRUCK - LATE DAY

Its crew of two are loading money into the back of a private car. A distinguished looking, well-dressed man is holding a gun on them. The crew finish and the holdupman motions for them to climb into the back of their truck. Reluctantly, they obey and the thief now locks them in. We see that he wears the now familiar insignia pin in his lapel and that he bears the same automaton look as the two other thieves we've already seen. He moves with the identical deliberate pace as he gets into the car and drives away.

43. EXT. STREET - LATE DAY

Peter is walking, books in hand.

44. ANOTHER ANGLE

as the thief's car turns into the street.

45. PETER

Suddenly, a shimmering sound and a brilliant light flashes on and off...superimposed on Peter's face. This is the visual and aural device to be used when Spider-Man's sense of danger signals a warning. Peter, immediately puzzled, turns to see if he can locate the sound. He looks behind him and sees the car.

46. INT. CAR - POV - THRU WINDSHIELD

Peter is up ahead of us crossing the street. He moves onto the sidewalk. Now he looks back again and to his surprise, the car is starting to turn toward the sidewalk.

47. PETER

moves further into the walk and looks behind to see the car mounting the sidewalk. He begins to run...the car right behind him. He looks for refuge and sees an alley.

48. THE ALLEY

as Peter runs into it...the car still behind him. Camera runs with Peter as he tries vainly to escape. He arrives at the end of the alley and sees there is no escape. As the car is almost upon him he clutches at the wall and tries to leap up. He finds that he can and now, instinctively, unthinking, he climbs the wall as if he's been doing it all his life. His only thought now is self-preservation.

49. PETER

climbing. He looks down below and the car smacks the wall right below him. Finch and Lang hurry out of their concealed places toward the car.

50. A ROOF

as Peter comes over the side and flops down, exhausted. He is there for only a moment when he realizes what he has done. HE HAS CLIMBED A WALL. He looks over the edge.

51. POV

Nobody is in sight, but now we hear the sound of a police cruiser klaxon approaching and in a moment, it turns into the alley, its dome lights flashing.

52. PETER

He turns aside, filled with the astonishment of what he has done. He looks down at himself...feels his legs...his arms and now, remembering, looks at the hand where he had been stung by the spider.

53. FLASHBACK - THE LAB

as Peter is stung.

54. PETER

trying to comprehend what has happened to him. He seems lost, confused and now as the klaxon sounds from just below, he regains awareness of the moment and hurries across the roof to an exit door.

FADE OUT:

END OF ACT ONE

ACT TWO

FADE IN:

55. THE ACCIDENT SCENE

The car is smashed up against the wall and camera moves thru the growing crowd to find Peter taking pictures. An unmarked car screams to a halt and Captain Barbera emerges. He is a middle aged, tough, Kojak-like cop who, more often than not, has a cigar butt either in his mouth or hand. His assistant, Monahan, is with him. Thruout the story, the strange and frustrating developments add to Barbera's growing aggravation. A uniformed cop meets him, imparts some information and indicates Peter. Barbera crosses to him.

BARBERA

I'm Captain Barbera. I hear you saw this?

PETER

Yes sir. I was on the sidewalk and next thing I knew, so was he. I ran in here to get away but he followed me. Like he was after me.

BARBERA

You know the man?

PETER

No sir. Never saw him in my life.

BARBERA

Hmmm.

He looks him over.

BARBERA (CONT'D)

(to Monahan)
Get this innocent bystander's name and address.

Barbera turns into the crowd.

BARBERA (CONT'D)

(to cops)
And get these rubbernecks out of here.

As he moves to the car and looks in...

BARBERA (CONT'D)

Where's the money?

CONTINUED

55. CONTINUED

COP
It wasn't there.

Barbera turns swiftly and yells at Peter who is starting to leave.

BARBERA
Hey, you! Wait a minute!

Barberz crosses to him. He eyes him again.

BARBERA (CONT'D)
You didn't happen to see about twenty thousand dollars in there, did you?

PETER
No sir.

BARBERA
Who came near the car after it hit the wall?

PETER
I don't know.

BARBERA
What do you mean...you don't know?

PETER
I wasn't here.

Barbera looks around at the dead-end alley.

BARBERA
Where were you? The cop says no one came out of the alley.

PETER
Well, I mean I...I...wasn't looking.

Peter's confusion has aroused Barbera's suspicion.

BARBERA
(a patronizing smile)
Your eyes were closed. You couldn't stand all the carnage. Is that a fair assumption on my part?

PETER
Yes sir.

CONTINUED

55. CONTINUED

Barbera gives him a long stare.

BARBERA
(to Monahan)
Monahan, take his name and
address.

MONAHAN
I already did, Captain.

PETER
Can I go?

BARBERA
What are you so nervous about?

PETER
I...er...I have to study for
an exam.

Barbera subjects him to a long withering look.

BARBERA
Okay. Go study.

Barbera looks after him as Peter hurries off. Barbera
then goes back to the car.

56. INT. PETER'S ATTIC WORKROOM - NIGHT

It is filled with electronic equipment. Camera pans
to Peter at a desk which is piled high with books.
Camera moves in close to show they are books on
physiology and biology. Peter is intent on them but
he is not finding the answers to his strange, new
prowess. He closes the book and stands up. He is
thinking over his next step. He goes to the window
and opens it...deliberating. He flexes his knees and
hands and makes climbing motions. Now, he begins to
slowly climb out the window.

57. EXT. PETER'S HOUSE - NIGHT

As he appears on the sill. Tentatively, he reaches
out a hand...then a foot until ultimately he is clinging
to the wall. He is still fearful however, and takes a
tentative reach upward. My God...he can do it again.
And each movement gives him more confidence. He moves
more and more swiftly across the side of the house...
then up and down with growing agility. He is having
a marvelous time.

58. MONTAGE

A series of dissolves from several angles as Peter scrambles over walls refining his climbing power. He feels the growing exhilaration of his new freedom. The music builds to a climactic triumph as he swings from the roof with one hand and soars gracefully out into space...right into the window of his attic workroom.

59. INT. THE ATTIC WORKROOM

as Peter flops down onto his couch, exhausted after his climbing. He puts his hands beneath his head...and stares blankly into space...wondering what the future now holds for him.

60. EXT. A STREET. DAY

We see Peter come out of the crowd and camera travels with him. He turns a corner and finds himself on an empty street. Within a few feet, an idea strikes him. He looks around to see if he is being observed. Satisfied, he runs a few feet to the side of a warehouse building and in just a few strides, is launched up the wall. He climbs rapidly. Camera moves with him.

66. A SIDEWALK

Camera follows an older woman, carrying a handbag. We see a young man wearing an athletic jacket, innocently work his way over to her. Now, he is walking alongside her and furtively, his hand reaches for her bag. Within a moment, he has it and starts to flee. She screams after him...but gets blocked by the crowd.

WOMAN

Help...someone...thief...
stop him!

62. PETER

High on the wall, the Spider-Man danger signal begins to flash and sound. The woman's cries now reach him as the thief turns into his street below, seeking his getaway.

63. POV-PETER

Down below, the thief is running along...meanwhile digging into the handbag, seeking the money and discarding everything else.

64. PETER

Instinctively...he reacts.

PETER

Hey, you! Stop!

65. THE THIEF

He looks up and his reaction is wonderful to behold. He continues to run by reflex but as he begins to realize that a man is actually clinging to a brick wall, he slows down and finally falters...his head swiveled up and behind him to watch, in mesmerized fashion, the rapid descent of the man on the wall. Now, as a cop and the woman victim appear from around the corner, he galvanizes into action and begins to run but Peter drops down in front of him and the thief turns to run in the opposite direction. Unfortunately, he finds the cop blocking his path and as he tries to spring across the street, the cop comes after him.

COP TWO

Hold it!

The thief stops...raises his hand and the cop comes up and turns him to the wall. He starts to cuff his hands behind his back.

THIEF

(agitated)

Did you see him...did you see him?

COP TWO

See who?

THIEF

The guy on the wall. He was climbing the wall.

COP TWO

Stand back, lady. This one's a junkie.

THIEF

I saw him, I tell you. He was on the wall...way up there!

PASSERBY

He's right, Officer. I saw him too. Right there. Going down the wall.

COP TWO

What's the matter with you people?

THIEF

He jumped down in front of me. Across the street.

COP TWO

Where is he? Point him out.

CONTINUED

65. CONTINUED

A crowd has been gathering and the thief tries to find him.

THIEF

He ain't there.

COP TWO

(to passerby)

You see him?

Peter is nowhere to be seen.

PASSERBY

He was here a minute ago.

LADY

There was someone coming down
the wall. I couldn't believe it.

As the cop tries to take his prisoner away, the crowd excitedly discusses the strange man who was on the wall.

66. INT. JAMESON'S OFFICE - CLOSE - PICTURES OF WRECK

Jameson's hands lay out the accident pictures on his desk that Peter had taken in the alley when he discovered his new prowess. Angle widens to reveal Jameson and Peter.

PETER

You can have them all for
forty-six dollars.

JAMESON

Trouble is they're not different
enough.

PETER

But this is the guy with the
mind control. He's making all
these accidents and robberies
happen. Like this one.

JAMESON

A wreck is a wreck is a wreck.
That's all you show here.
We're running the story but we
need something different.

PETER

It's only forty-six dollars...

Jameson picks up a teletype...as Peter disappointedly
gathers up his photos.

CONTINUED

66. CONTINUED

JAMESON

Now if you could get me a picture of this "Spider Man"...that I'd buy.

Peter snaps his head up.

PETER

Who?

JAMESON

"Spider Man." Least that's what these drunks called him. They saw someone climbing up and down walls.

Disgustedly, Jameson crumples up the teletype and throws it into the waste basket.

JAMESON (CONT'D)

Must be something in the water. Everyone's going crazy. A doctor, a lawyer and now a judge turning crook. Then this sneak thief and his friends seeing a man who climbs walls like a spider. I think I'll retire.

Jameson leans over to activate a switch on his intercom.

JAMESON (CONT'D)

Robbie...come in here with the galleys, please.

Peter is lost in thought. Jameson settles down at his desk.

JAMESON (CONT'D)

And you want to work here? You're crazy, too. Spider Man! Ahhhh.....

PETER

(suddenly)

But he's real. There is someone like that.

Jameson slowly looks up at him.

PETER (CONT'D)

He can climb walls. He is like a spider.

Jameson's look holds.

CONTINUED

66. CONTINUED

PETER (CONT'D)

I mean it.

JAMESON

(slowly)
There is a Spider Man.

PETER

Yes sir.

JAMESON

You're sure.

PETER

I am, Mr. Jameson.

JAMESON

And now I suppose you're going to tell me he caught you with his little web.

Robbie enters.

PETER

No sir but I did see him.

JAMESON

You hear that, Robbie? Mr. Parker here saw a Spider-Man. Isn't that wonderful?

(sharply)

Are you on drugs?

PETER

I did see him.

JAMESON

(prosecutorial)
What did he look like?

PETER

Like a...like a Spider.

JAMESON

How many legs did he have?

PETER

(carried away)
Two! He's not a spider. But he can do what a spider does. Climb walls...spin webs...and he's...he's very strong.

JAMESON

I can step on a spider. Can I step on him?

CONTINUED

66. CONTINUED

PETER

You don't understand. He's got the strength of a spider but it's all in proportion. He's a man so he's thousands of times stronger. Spiders are very strong, you know.

JAMESON

You hear all this, Robbie? I mean, do you believe what's going on here? What we thought was a smart kid? Who we tried to be nice to? Parker...get out of here!

PETER

But I did see him. I can prove it.

They stare at him.

PETER (CONT'D)

I took a picture of him.

As they react...

67. INT. AUNT MAY'S HOUSE - NIGHT

Aunt May, a Spring Byington lady, if there ever was one, comes out of the kitchen and calls upstairs.

AUNT MAY

Peter?...Peter...aren't you coming down for dinner?

PETER'S VOICE (O.C.)

In a few minutes...

AUNT MAY

Hurry. Everything is getting cold.

She goes back to the kitchen.

68. PETER'S ATTIC WORKSHOP - CLOSE - PETER

Mis mouth is wetting a piece of thread as he tries to push it thru a needle. He squints and has a frustrating time doing it. Camera pulls back slightly to reveal the makings of his Spider Man costume. Finally, he manages to get the thread in and he starts to sew. Of course, he sticks his finger but he perseveres and continues to put in the stitches.

69. THE MIRROR

Nothing is seen in it for a moment except the reflection of his electronic equipment. But now Spider-Man steps into view and we have our first look at him. (The blue and red costume familiar to millions of his fans.)

CONTINUED

69. CONTINUED

He studies himself as anyone would wearing something for the first time. Now he raises his arm and the seam splits. He looks down at it. Back he goes to his chair in order to repair the damage.

70. EXT. A WAREHOUSE DISTRICT - DAY

Peter enters the street and looks around to see if he is being observed. He is not. We see him set up a camera with a time exposure and a flash. As he begins to unbutton his shirt...

JUMP CUT TO:

71. THE WAREHOUSE WALL

as Spider-Man, in costume, leaps onto the wall and climbs up several feet.

72. CU-THE CAMERA

It flashes at us.

73. INT. JAMESON'S OFFICE - CLOSEUP - SPIDER MAN PICTURES

Jameson's hands are shuffling them...as well as those of Robbie. They show Spider Man flying thru the air, clinging to walls and suspending himself from rooftops.

JAMESON (O.C.)

What's he got on? His underwear?

PETER (O.C.)

It's like they wear in the gym.
It lets him move around freely.

ROBBIE (O.C.)

I like this one. He really is holding on to that wall, isn't he? How's he manage it?

PETER (O.C.)

I don't know.

JAMESON (O.C.)

He looks like a freak to me.

PETER (O.C.)

He stopped that thief, didn't he?

JAMESON (O.C.)

What's his angle? What's he up to?

CONTINUED

73. CONTINUED

PETER (O.C.)

Well, if you could do what he can, what would you do with it?

JAMESON (O.C.)

Join a circus.

The phone rings.

74. MED SHOT

JAMESON

You sure these pictures are genuine?

ROBBIE

Come on, J.J., give the boy a break. He says he happened to see this Spider Man in action. And he's always got his camera with him, hasn't he?

Jameson snatches the phone off the hook. Someone starts to speak but Jameson is holding the phone away from him.

JAMESON

Look, he's been trying to get forty-six dollars out of me for two days. Maybe this is fake. How do I know? Maybe he made the whole thing up.

ROBBIE

Sure. He got his girl friend to sew up a costume and then he learned how to climb straight up a wall. Let's print these, J.J. They're an exclusive.

Jameson puts the phone to his ear.

JAMESON

Yes?...you told me what...no, I didn't hear it...say it again...
(listen then reacts)
Where!!

He grabs a pencil and writes down...

JAMESON (CONT'D)

Tenth and Carlisle...All right, I'll get someone down there.

74. CONTINUED

He hangs up heavily.

JAMESON (CONT'D)

(to Robbie)

We've got another one. A factory payroll was robbed and the crook crashed into a wall. Like all the others.

ROBBIE

Any identification?

JAMESON

No but if it's like the rest of them, it's liable to turn out to be the Governor. Send McNeil down for some pictures.

ROBBIE

He's out on assignment. Nobody's left. How about Peter.

JAMESON

(reluctantly)

Why pay a free-lancer when I've got a staff?

ROBBIE

Because he does good work.

He is picking up the Spider-Man photos.

ROBBIE (CONT'D)

This one of Spider-Man going up the wall. That's a great Sunday cover, J.J.

JAMESON

Parker, you know where Tenth and Carlisle is?

PETER

It used to be on my newspaper route...when I was a kid.

JAMESON

That's what you'll be doing again if you don't bring back some decent pictures.

PETER

Yes sir. Thank you, Mr. Jameson.

CONTINUED

74. CONTINUED

He turns toward Robbie who gives him a grin. Then...
Peter remembers.

PETER (CONT'D)

Oh, how many of these do you want?

He indicates the photos of Jameson.

JAMESON

I'll think about it. Spider-
Man! What kind of name is that?

75. EXT. THE TYLER WRECK SCENE - CLOSE ANGLE - CAPTAIN BARBERA

He is looking over the wreck.

BARBERA

So where's the money, Monahan?
Where's the five thousand big
ones?

MONAHAN

There must have been someone
else in the car.

BARBERA

Wrong, Monahan, wrong. He was
a lone wolf. But a crazy lone
wolf. Look at him...driving
right into a brick wall. Will
you explain it all to me,
please?

MONAHAN

(uneasily)

I don't know why the other
three did the same thing. But
I think you're right, Captain.

BARBERA

Right? What right?

MONAHAN

They're crazy. I mean these
were all respectable people.
Not some junkie hoods. A
professor robbing a bank?
Whoever heard of that? It
don't make sense.

76. ANOTHER ANGLE

Peter is running down the alley, camera in hand.

CONTINUED

76. CONTINUED

BARBERA

This guy is going after his
ten million the hard way.
Where's the woman who turned
in the call?

MONAHAN

Right over there, Captain.

77. PETER

reaches the wreck as Barbera moves off with Monahan. An attendant is administering a gray haired man in his sixties who is barely conscious. He is trapped in the wreckage.

ATTENDANT

Take it easy, feller. We'll get
you out of there.

Peter gets into position to take pictures. As he gets close to the man and sees his face, he seems to take a second look as if where has he seen this man before? Tyler moans in pain.

TYLER

What happened...what am I
doing in this car?

Peter leans in thru the window.

PETER

The ambulance is here. You're
getting help.

TYLER

I don't remember...please...

ATTENDANT

What's he saying?

78. EXT. THE CAR

PETER

I think he's delirious. Can't
you get him out of there?

ATTENDANT

They've got a wrecker coming.

PETER

He'll never last. Look at him.

ATTENDANT

Take it easy. We're doing our
best.

78. CONTINUED

PETER

Could you get him a blanket?

ATTENDANT

Okay...okay.

As the attendant moves toward the ambulance, Peter glances quickly around and seeing he is unobserved leans into the car and we hear the electronic theme that always accompanies his Spider-Man feats. Peter, with his superhuman strength, pulls the steering wheel and collapsed front of the car off Tyler's chest. The attendant comes back with the blanket and as he leans in to cover Tyler, he sees the man is free.

ATTENDANT (CONT'D)

Well, I'll be...it must have shifted.

He turns around and calls to Barbera.

ATTENDANT (CONT'D)

Captain Barbera!

Barbera turns in his direction.

ATTENDANT (CONT'D)

We can get him out now.

We see Barbera issue some instructions to uniformed cops.

PETER

I'll help you carry him.

ATTENDANT

Just stay out of the way, okay.

As the cops come over and the attendant hurries to get a stretcher, Peter inadvertantly turns into a cop...

COP

Watch it!

But it is too late as they collide and Peter's camera falls to the ground. Peter picks it up and we see that the back has sprung open and that the film has been exposed. As Peter takes it out in dismay, we see a car approaching. The attendant now returns with the stretcher. Peter watches as they proceed to remove Tyler...

PETER

Easy...easy.

CONTINUED

78. CONTINUED

The car pulls up and Judy Tyler, the Professor's daughter, hurries out. She rushes up to the stretcher as they are carrying it to the ambulance.

BARBERA

Careful, Miss...

JUDY

He's my father. Please...let me see him.

He steps aside and she walks alongside, taking Tyler's hand.

TYLER

Judy...

JUDY

They called me from school. What happened?

TYLER

I...I don't know...I can't remember.

79. A NEW ANGLE

Several bystanders are watching the stretcher being placed into the ambulance. Camera moves in on one of the spectators and we see it is Finch, the man who takes the money and the strange insignia buttons from the victims in the wrecked cars.

80. MED SHOT

As the doors to the ambulance are closed.

JUDY

I want to go with them.

ATTENDANT

We'll take good care of him. Don't worry.

He hurries around to the front seat. She goes quickly to Barbera who is giving instructions to Monahan.

BARBERA

(fading in)

I want a cop outside his room and the minute the doctor says he's ours, call me. He's the only one who's still alive.

CONTINUED

80. CONTINUED

He opens the door to his car.

JUDY
Can you tell me what happened?

BARBERA
He robbed a payroll. A professor
yet.

As she reacts...

BARBERA (CONT'D)
I know. It doesn't make sense,
right?

He gets into his car to follow the now moving ambulance.
Judy is in a state of shock and utter confusion as she is
suddenly left alone but then...

PETER (O.C.)
Miss Tyler?

81. A NEW ANGLE

As she turns to find Peter.

PETER (CONT'D)
Your father's at the university,
isn't he?

JUDY
The English Department.

PETER
I've seen him on campus. My
name's Peter Parker. I'll go
to the hospital with you if
you like.

JUDY
It's a mistake.. He didn't do
it. He couldn't have.

He takes her arm...steers her toward her car.

PETER
They'll straighten it out...
Don't worry.

82. ANOTHER ANGLE

As we see Peter open the car door for Judy. Finch
moves into the shot...watching. He waits for the
car to pass him then he moves several steps to his.

83. INT. FINCH'S CAR

He gets in and removes a small remote transmitter from his pocket. Now he presses a button on the transmitter and we hear a thin, oscillating signal.

84. INT. IRON DOOR

It guards the entrance to a small room. Camera moves in on it as if from the POV of someone approaching. We hear the thin, oscillating signal and now see a similar transmitter to the one carried by Finch. It is in a man's hand. We see his other hand unlock the iron door. As it is swung open...

85. INT. ELECTRONICS ROOM

Facing us is a galaxy of advanced electronic equipment. Ahead of us is a radar screen affixed to a large map of the city. We see a computer, various transmitters and microwave equipment. The unseen man turns on a receiver and presses a button. The signal being received from Finch flattens out and ends.

FINCH'S VOICE

(filtered)

Tyler has been taken to the hospital. Request further instructions.

86. THE HOSPITAL ROOM - CLOSE - THE DOOR

As the door opens to admit a nurse, carrying a medicinal tray. Angle widens as she crosses toward the bed. Peter remains in B.G.

NURSE

(not unkindly)

I'm sorry but you'll have to leave now.

JUDY

(to Tyler)

Everything's going to be all right. You'll see.

TYLER

You don't think I did what they say...do you?

JUDY

How could you?

Judy leans down to kiss her father. She looks at him and she tries to prevent the tears from coming.

CONTINUED

86. CONTINUED

She turns and hurries to the door. Peter sees Tyler turn to look after her...the worry on his face. They go out.

87. THE ELECTRONICS ROOM - CLOSE - RADAR SCREEN

The sweep is going and each time it passes over small marked objects on the screen, we see the lighted blip. As we will discover, these blips are the insignia lapel pins which are really transceivers, capable of receiving and transmitting electronic waves. The hand of the unseen man moves into the shot and makes an adjustment on the screen.

88. INT. TYLER'S HOSPITAL ROOM - CLOSE - TYLER

He is alone and seemingly asleep. The door opens and we catch a glimpse of the cop on guard. A white jacketed orderly enters and we see it is Finch. He crosses to the bed, sees Tyler is asleep. He now moves quickly to where Tyler's jacket is hanging and he pins the insignia button on it. Camera moves in on it for a CU.

89. THE ELECTRONICS ROOM - RADAR SCREEN

A blip comes to life...indicating the pin on the jacket.

90. ANOTHER ANGLE

as the unseen man crosses to a computer and turns it on. It springs to life and it begins a readout.

91. CU - COMPUTER READOUT

19...John Tyler.

Angle widens slightly as the hands of the unseen man program the computer. We see the results of the readout.

19...John Tyler...destroy.

The moment this appears...

92. SOUND WAVE EQUIPMENT

switches on and we hear rapid digital pulses. Meters also measure the waves being transmitted.

93. TYLER'S HOSPITAL ROOM - CU-LAPEL PIN

Camera pulls back from it as we hear a very high frequency signal.

. CONTINUED

93. CONTINUED

We reach Tyler and slowly he begins to respond. He has obviously been programmed to respond to this sound. Although he is still in some pain, he sits up.

94. EXT. THE HOSPITAL

A police cruiser is parked at the curb and Captain Barbera is talking to its uniformed police. Judy and Peter Parker emerge from the building.

95. THE HOSPITAL ROOM

Tyler is standing at his bed and now he turns and slowly begins walking toward the window. He opens it and the wind pours into the room.

96. POV - TYLER

It is a long drop from many stories up.

97. THE SIDEWALK

As Peter is opening the door to Judy's car, he hears her suddenly scream. She is staring up at a window near the roof. Peter runs to her side and looks up...as do Barbera and the police.

98. POV - SIDEWALK

Tyler is standing near the open window.

99. THE ELECTRONICS ROOM - CLOSE ANGLE

as the digital pulses continue to send the waves.

100. CU - TYLER

He stares down at the street and now begins to put one foot out.

101. THE STREET

Barbera is shouting commands in the b.g. as camera holds on Judy and Peter. She is holding on to his arm in panic.

JUDY

Stop him...someone stop him!

PETER

Judy, let go...let go!

102. BARBERA

He pushes two of his men.

CONTINUED

102. CONTINUED

BARBERA
Get up there! Hurry!

103. JUDY

JUDY
Peter...

But as she turns, he is no longer there.

104. EXT. BUSHES AT SIDE OF BUILDING

His clothes are lying in a small heap behind them. Camera now zooms up the side of the building and sees Spider-Man climbing up in lightning-like fashion.

105. EXT. TYLER'S WINDOW

He is standing on the ledge.

106. EXT. THE HOSPITAL ROOF

Spider-Man vaults over the edge, runs across the roof, and then climbs rapidly down the front of the building.

107. FRONT OF THE HOSPITAL

As Tyler leans forward, preparing to jump, Spider-Man's arms swoop him up and encircle him. We hear screams from the crowd below as Spider-Man, with Tyler cradled against him, now begins climbing up the wall toward the roof.

108. THE STREET

COP
Did you see that? Did you see it? That's the Spider-Man. The one in the paper.

A cruiser brakes to a stop and the police disgorge.

BARBERA
Cover the back! Move it!

They run to obey. Barbera stares up.

BARBERA (CONT'D)
Who is that character anyway?

109. THE ROOF

as Spider-Man climbs over the parapet and gently lays down the unconscious Tyler. He speeds over the side again and disappears as the cops arrive on the roof. As they disperse to search for him...

110. THE STREET

Peter comes up beside Judy, fully dressed.

PETER

Judy...?

She turns, surprised to see him.

JUDY

You missed the whole thing.
Where were you?

FADE OUT:

END ACT TWO

ACT THREE

FADE IN:

111. INT. JAMESON'S OFFICE - DAY

He waves a wire service sheet in Peter's face.

JAMESON

This is the picture you should have gotten. Your big hero doing his swan dive with this crook Tyler. That would have been something. Lucky for you, no other paper got it either.

He jams the dispatch on a filing spoke.

JAMESON (CONT'D)

Give me your pictures of Tyler and the car crash.

PETER

Well, sir, I...

JAMESON

(a growing suspicion)
Let's have them.

PETER

I'm...I'm afraid there aren't any.

112. POV - CITY ROOM

Looking in thru the glass of Jameson's office as he gesticulates. Peter mimes his explanation. Camera pulls back to watch a concerned Judy looking on. Peter backs away from the exploding Jameson and slides along the glass wall until he reaches the door and opening it, backs out.

JAMESON

No! You cannot have your money!
And don't bring me any more pictures.

All further diatribes are cut off as he closes the door. He comes to Judy who sees his unhappy face.

PETER

I can't get my money. You couldn't lend me forty-six dollars, could you?

CONTINUED

112. CONTINUED

JUDY

After what you've done for us...
that's the least I can do.

113. INT. A PARK - TRAVELING SHOT - DAY

Peter and Judy are walking. He has the small package that had been delivered to the lab, beneath his arm.

JUDY

My father's not responsible for
anything he's said. He's had
some kind of breakdown.

PETER

But he recognized you...talked
to you. That's what I don't
understand. He seemed okay.

JUDY

He's not though. Look how he
doesn't remember anything that's
happened. And Captain Barbera
says he's been identified by
the factory paymaster.

She stops...chilled by the thought.

JUDY (CONT'D)

Peter...I'm so frightened.

She leans against him and it is only natural that he puts
his arm around her.

JUDY (CONT'D)

I don't know what to do. It's
like after my mother died. I
feel so lost. So helpless.

PETER

It's crazy, I know. I don't
believe any of it.

She stands back, studies him for a second.

JUDY

Do me a favor?

PETER

Sure.

JUDY

My father's been going to this
special group.

(MORE)

CONTINUED

113. CONTINUED

JUDY (CONT'D)

You know. There are so many of them now. Human potential... human awareness...they've got all sorts of names for them.

PETER

And someone puts on a sheet and calls himself a guru.

JUDY

Don't make fun.

PETER

I'm sorry.

JUDY

My father goes to one run by a man named Byron. He swears by him.

PETER

(surprised)

Well, maybe some of them can help.

JUDY

(impulsively)

I want to go. Will you come with me?

PETER

When?

JUDY

Tonight. Please? I want to talk to Mr. Byron.

114. EXT. BUILDING - NIGHT

We are looking up at it from the street. It is at least twenty stories high. We see a water tower on the roof and the building which adjoins it, is higher and has a large "people's" mural on the exposed brick.

115. INT. CORRIDOR OF THE BUILDING - NIGHT

The elevator doors open and Judy and Peter emerge. They begin searching for the room number.

PETER

It's down this way.

CONTINUED

115. CONTINUED

As they come toward camera, angle widens to reveal a door.
On it, we read:

EXPERIENCE
IN LIVING

Judy and Peter come up to the door.

JUDY
I feel nervous.

PETER
That's the only kind of people
they let in here.

She smiles at him and he reaches over to open the door.

116. INT. MEETING ROOM - NIGHT

About thirty people are in the room which is neatly furnished with flowers and paintings of pastoral scenes. The meeting has not yet begun and there are several groups in social conversation.

PETER
Which one is Mr. Byron?

JUDY
I don't know.

As they look around with the self-conscious look of novices.

117. ANOTHER ANGLE

featuring Byron, who has an appreciative group around him. He is a man in his forties and his presence is immediate and powerful. A dynamic man in every way, he automatically assumes leadership with all and in everything.

BYRON
Each of you has to learn to go
into his own head and not be
afraid of it. If your life
doesn't work, then you have to
change it.

He spies Judy and Peter looking around.

BYRON (CONT'D)
Excuse me, would you?

118. JUDY AND BYRON

Byron arrives.

BYRON

Good evening. We're glad to have you. I'm Edward Byron.

JUDY

My father's Mr. Tyler.

BYRON

Oh, yes.

Shakes hands.

BYRON (CONT'D)

I'm glad you were able to come.

119. A NEW ANGLE

as the people take their seats, Peter and Judy among them. Camera moves to some nearby members and we see that both men and women are wearing the insignia pins. The moment this is established...camera comes back to Byron as he prepares to address them.

120. BYRON

BYRON

Friends...

121. INT. TYLER'S HOSPITAL ROOM - CU - BARBERA - NIGHT

Barbera is questioning him.

BARBERA

What happened to the money?

TYLER

What money?

BARBERA

Who told you to go rob that payroll?

TYLER

I don't know.

BARBERA

For a Professor, you don't have many answers.

CONTINUED

121. CONTINUED

TYLER

I'm afraid you know more about this than me.

BARBERA

Then we're both in trouble. Tell me, Professor...you read the papers...listen to the radio...watch television?

TYLER

Yes?

BARBERA

Then you know that in a couple of days, ten people are supposed to self-destruct. You did get that flash?

TYLER

(disturbed)

I'm...I'm sorry. It just never occurred to me that I could be part of that.

BARBERA

Then make it occur. Who's the big mastermind? Who's the screwball who put the idea in your head in the first place?

TYLER

I...I don't know.

BARBERA

We're back to square one.

TYLER

I don't even know when it was done.

BARBERA

Check these names with me. Martin Babb, M.D....Stanley Wilson, Attorney...William Marshak...Judge...John Tyler, English Professor. Okay, you got them?

TYLER

Who are those others?

CONTINUED

121. CONTINUED

BARBERA

Your partners in crime. How do you connect, Professor? Who brought you all together? Where's the missing link?

TYLER

I don't know them.

BARBERA

Never saw them? Never heard of them?

TYLER

Never.

Barbera sighs and leans back.

BARBERA

And I was saving the easiest one 'til last.

(slight beat)

That character in the red and blue union suit.

TYLER

What about him?

BARBERA

The one they're calling Spider Man.

TYLER

Yes?

BARBERA

You don't know him either.

TYLER

No.

BARBERA

(angrily)

Then how come he shows up out of nowhere and takes you for a waltz seven stories up?

As Tyler is about to reply...

BARBERA (CONT'D)

I know. You never saw him in your life.

CONTINUED

121. CONTINUED

TYLER

I don't blame you for being skeptical but Captain...I want an answer to this even more than you. It isn't pleasant knowing that someone's been able to...to make you lose control of yourself. To make you do whatever he wants.

BARBERA

No...I suppose not.

But Tyler is not listening.

TYLER

And there's a chance, isn't there? A chance I'm one of the ten.

Barbera finds it hard to admit the possibility.

122. INT. THE MEETING ROOM - CLOSE ANGLE-BYRON - NIGHT

Angle widens to show the rapt attention of Judy and the others. Peter barely hides his skepticism. Byron is accustory and harsh and one can sense a cruelty just below the surface.

BYRON

You're afraid...all of you.
You're like a bunch of zombies...
sleepwalking through your lives.
You're frightened to death of
the real world so you live with
little pictures in your mind of
what you think life is.

123. PETER

glances at Judy who is really taken by Byron.

BYRON

You're more than zombies.
You're a pack of stupid clowns.
And you deserve to be the
miserable fools you are because
you'll never be happy by trying
to be happy.

124. MED SHOT

Mrs. Elkins stands up. An attractive woman in her late thirties.

CONTINUED

124. CONTINUED

MRS. ELKINS
I don't understand what that means. How else can you be happy unless you try?

BYRON
Because happiness doesn't sit on a shelf waiting for you to come pick it off. You're in love with the idea of happiness but when some real joy comes along, you're so locked inside yourself, you don't even recognize it.

MRS. ELKINS
I know what would make me happy. A house in the country for my children.

BYRON
(angrily)
That's another one of those stupid dreams. But until you learn to live now, you'll never get a chance to know it. You live so much in your mind that you've probably never lived anywhere else.

125. PETER

PETER
(to Judy)
What's he talking about?

A woman turns to shush him.

126. BYRON

BYRON
We'll start our training procedure now. We'll find ways for you to go into new levels of consciousness. A chance for you to get some understanding of your real selves.

He looks for Peter and Judy.

(MORE)

CONTINUED

126. CONTINUED

BYRON (CONT'D)

I wish our two new friends could stay but when you officially join our group, you'll be more than welcome.

He treats them to a warming and patient smile.

127. EXT. PETER'S MODEST HOUSE - NIGHT

There is a light in the window as Judy's car draws up.

128. INT. JUDY'S CAR

She is driving.

JUDY

You're going back, aren't you?

PETER

Judy, I couldn't buy any of that.

JUDY

Well, I can. The way things are for me now, I can use some help.

PETER

Would you settle for a poverty-stricken graduate student?

She is touched by his sincerity and she puts her hand on his arm for a moment.

JUDY

I might. But first, I have to get my head together.

She withdraws her hand and looks out abstractly as she thinks back.

JUDY (CONT'D)

Tonight was a whole new experience. I can't wait to start the training.

PETER

(hesitates)

I don't like that Byron. He... well...I thought he tried to put everybody down. Make himself out to be somebody real big.

CONTINUED

128. CONTINUED

JUDY
(annoyed)
A lot of what he said made sense. I'm going to try it. No one's forcing you.

PETER
I know that. All I meant was...

JUDY
Please, Peter, I'm tired and I want to get home.

PETER
Sure...
(hesitates)
...good night.

JUDY
Good night.

129. SIDEWALK

He gets out of the car. She moves away at once and he looks after it.

130. INT. PETER'S HOUSE

He enters and crosses into the living room.

AUNT MAY'S VOICE
Peter?

PETER
I'm home, Aunt May.

Aunt May appears in the kitchen doorway. She is sixty and a pleasant woman, very much alive.

AUNT MAY
Hello, darling. How was the meeting?

PETER
Okay.

He feels a sneeze coming on.

AUNT MAY
I picked up your allergy pills.

He sneezes.

CONTINUED

130. CONTINUED

AUNT MAY (CONT'D)

God bless you.

She tosses him a bottle of pills and he barely catches it.

PETER

Thanks. How come you're up so late?

As Aunt May disappears back in the kitchen...

AUNT MAY

I was waiting to see what the girl looked like.

Peter opens the pills and pops one in his mouth.

Peter glances at his watch.

PETER

I have to go back to school.

He starts out. She appears in the kitchen doorway.

AUNT MAY

This late?

PETER

I've something to do at the lab. Don't wait up for me.

He exits.

131. INT. THE UNIVERSITY LAB

Camera opens on some open bottles of chemicals. A bunsen burner is lit. Camera pans as it hears a rasping sound...and now it comes to Peter. He has some metal in a vise and he is filing it. In a moment, he finishes and removes it from the vise. He fits it into his hand and around his wrist.

132. CU-SPIDERMAN'S WEB HOLDER

A square, narrow container slides onto the wrist. From it there extends a thin conduit into the palm. When his finger touches a button on the conduit, an electrode activates a miniature nozzle on the container. (Drawings of this are available as used in the original comic book.)

133. MED SHOT

Peter crosses to where he has a mixture of the various liquids ready.

CONTINUED

133. CONTINUED

Carefully, he fills the various packs on the wrist container. He has already fashioned a utility belt on which spare packs of fluid can be carried.

134. EXT. A WOODS - DAY

Someone is coming thru and now as he comes into a clearing we see it is Peter. He carries a duffel bag. Placing it on the ground, he withdraws the web holder device. He places it on his wrist and inserts a fluid pack of adhesive. Expectantly, he raises his hand and aims it at a high tree limb way up above. A stream shoots out and solidifies upon contact with the air. It is like a rope. Peter tests it by yanking on it. It seems strong. He moves away with the free end and starts a run with it endeavoring to get up into the air. But as he leaves the ground, the line breaks.

Peter picks himself up...glad he is not hurt. He returns to his duffel bag and picks out another container. He makes a mark on the one he is discarding. Now he inserts the new container. He again aims it at a high branch. He adjusts the nozzle aperture and again aims at a tree. A thick stream shoots out forming a web that immediately solidifies as it wraps around a high limb. Peter again tests it and it appears strong. As before, he makes a run for it and this time the web's line holds fast. He swings higher and higher and finally lands in the tree. He swoops off again and soars high and far. He has perfected his web and can now shoot out the adhesive as well as any spider.

135. EXT. STREET - DAY

Peter strolling along. He seems casual but he is hopeful that an incident will occur permitting him to try his new-found prowess and skills. So far he is drawing blanks. He glances around.

136. POV - PETER

A man who seems the stereotype of a pickpocket glances furtively about.

137. PETER

resolves to watch him. The man begins walking next to a woman and Peter stiffens, waiting for his Spider sense to warn him but nothing happens and with good reason for all the man is interested in is the newspaper the woman throws into the waste basket...for he now quickly retrieves it. Peter shows his disappointment and glancing at his watch, moves off. Fade in the sound of a bank of teletypes working.

138. INT. NEWSROOM TELETYPE BANK - CU

Sound carries over and camera moves in to read what is being printed.

New York-----A second note has been received by the Mayor in the ten million extortion plot set for Friday noon. The writer again claims responsibility for the wave of holdups in the past seventy two hours and that they will continue, as proof that he exercises complete mind control over his victims.

-----add two-----The note to the Mayor states that the ten people who are to jump to their deaths are now being programmed and demands a statement from City Hall that payment will be made. "The bomb of their destruction has been set," he warns. "Only you can stop it."

139. EXT. PETER'S HOUSE - NIGHT

140. INT. PETER'S ATTIC WORKSHOP - NIGHT

Peter is installing the new condensers into the transmitter. He is intent on the job. We see that the table contains a host of sophisticated electronic equipment. Prominent among them is a broad band spectrum analyzer. We see the empty package that contained the condensers. Peter now tests the output of the transmitter. A pulse travels across the screen of the analyzer, similar to that of a heartbeat.

141. MED CLOSE - PETER

He seems satisfied. He turns off the transmitter and a thin green line stays in the center of the analyzer. Peter starts making some notes when suddenly, the analyzer screen flares into life and begins carrying a strange, distorted pulse accompanied by a weirdly pulsating sound. Peter looks up in surprise and checks to see that his transmitter is off. It is but the new signal persists. He fiddles with the dials but makes no impression on it. Obviously, very puzzled, Peter reaches for the phone and after looking up a number from a list posted on the wall, he dials. He waits...then...

CONTINUED

141. CONTINUED

PETER

Dr. Fenwick, please...it's Peter Parker.

(slight beat)

Hi...I'm fine, thanks...you? ...listen, is the Space Lab working on anything unusual tonight? ...well, are the computers on the phone lines or are they transmitting?... I'm picking up a strange signal here...I don't recognize it but it has to be a piece of advanced equipment...

142. INT. THE ELECTRONICS ROOM - NIGHT

The radar screen is shut down but this time, both meters and sound show us that a high-powered transmitter is pulsing out high intensity waves. Camera pulls back to reveal that it is Byron operating it.

143. PETER

He checks some of the dials on the analyzer.

PETER

It acts like something you'd be using at the Space Lab. It's in the microwave range...are you sure nothing's on.

(puzzled)

I just never saw anything like it before. Well, sorry I bothered you. Good night, sir.

He hangs up. As he sits back in his chair, staring at the screen, trying to fathom the strange signal. Now, he shows the impatience of not understanding it and he leans forward impulsively to shut off the broad band spectrum analyzer. He tries to absorb himself in his note writing but the problem draws him again and annoyed with himself, he turns on the analyzer. Its signal still shows the strange pulses but now they suddenly die out. He adjusts the dials but the signal is gone. Peter doesn't appear too sorry. He turns out most of the lights and leaves the room.

144. INT. THE KITCHN - NIGHT

Peter comes in and goes to the fridge. He opens the door and the cold air sets off a sneeze.

CONTINUED

144. CONTINUED

As he searches for some chicken, there is another sneeze. He looks for the pill bottle on the counter and pops one.

Suddenly, we hear the shimmering sound and see the brilliant light flash on and off over Peter's face, Spider-Man's sense of danger signal. Peter reacts to the sound by quickly glancing upstairs.

145. ATTIC WORKSHOP - CLOSE - SPECTRUM ANALYZER

146. The strange pulsing sound has returned.

147. PETER

He is sitting down at the kitchen table with book and food when his warning sense flashes again. Peter sighs, closes the book and puts the food back into the fridge.

148. THE STAIRS

Peter goes up them quickly.

149. INT. THE ATTIC WORKSHOP - CLOSE - SPECTRUM ANALYZER

The strange pulse signal is on the small screen. Camera pans to the open window through which a breeze is stirring up papers inside the room. We see Peter's jacket on a chair as camera moves to the open window and out into the night.

150. EXT. ROOFTOPS OF THE CITY - NIGHT

A slow pan. Somewhere out there is Spider-Man.

FADE OUT:

END OF ACT THREE

ACT FOUR

FADE IN:

151. EXT. BYRON'S BUILDING - NIGHT

The stillness of the night pervades.

JUMP CUT TO:

152. INT. BYRON'S MEETING ROOM - NIGHT

Our senses are immediately assailed by a combination of sight and sound. A shrill, piercing high frequency wave, that changes pitch and level dominates the audio. The room itself seems in constant motion as a rapidly moving series of lights and shadows pass across the scene and then reverse direction. The fifteen men and women in the room appear rooted and locked by this incessant bombardment.

153. EXT. A ROOFTOP - NIGHT

As the camera pans the roof, we hear the faint pulse of a direction finder. Camera now finds Spider-Man, standing on a parapet, silhouetted against the night sky.

154. CU-DIRECTION FINDER

Its dial swings as Spider-Man moves it in various directions.

155. MED SHOT

Spider-Man leaps down to the roof and gracefully runs across it. As he leaps atop the opposite parapet preparatory to launching himself...

156. INT. BYRON'S ELECTRONICS ROOM

He is making adjustments on his equipment.

157. THE MEETING ROOM

The pattern of light and sound is slowly coming to a stop. In its place, comes the sound of distant breakers on a beach. It is restful...hypnotic. On the faces of those in the chairs, we see the same impassive, wooden look.

158. CLOSE - A MAN

The camera very slowly pans the faces with below as we hear what they hear. It is Byron's voice...soft, hypnotic, just above a whisper.

CONTINUED

158. CONTINUED

It is as if each is listening to his or her own voice.
It is all dreamy...unreal.

BYRON'S VOICE

(a slight echo)

You're drowning...going deeper...
deeper. Your life is finally
ending...and it deserves to end...
but I will give you one last
chance.

(slight beat)

Listen carefully...listen to what I
say. Each of you. You must do
exactly as I ask.

Camera comes to Mrs. Elkins. We recognize her as the
woman who questioned Byron earlier.

BYRON'S VOICE (CONT'D)

You, Mrs. Elkins. There is
something you must do for me...
something very important. And
you must not fail.

159. EXT. BYRON'S BUILDING - NIGHT

We are looking up at it from street level and recognize
it. Spider-Man now appears on the roof, outlined
against the sky.

160. BYRON'S ROOF

Spider-Man looks up at the mural on the adjoining
building. He reacts to the fact that he has been here
before. He looks down at his direction finder and the
results show he is very close to the source. But now
the night air is beginning to affect him. A sneeze
overtakes him and then another, causing him to drop the
instrument. He picks it up and it is broken. He
shakes it but still no results. He throws it away in
disgust. Another sneeze discomfits him and he
automatically reaches into a non-existent pocket for
his pills. Irritated, he waits until he is somewhat
recovered and starts for the side of the building.

As he mounts the parapet, his warning sense begins to
sound and we see it visually as a flickering and intense
illumination of Spider-Man's face. Alerted by his
warning sense, he knows he is near his target.

161. SIDE OF THE BUILDING

As Spider-Man starts down it, he is hit with an allergy attack and as he sneezes, he almost loses his grip. He manages to struggle back to the roof.

162. THE ROOF

Spider-Man gulps in the air, trying to recover from his helplessness.

163. THE MEETING ROOM - NIGHT

Byron is at the door bidding good night to the last of the members. As Mrs. Elkins approaches.

BYRON

Good night, Mrs. Elkins.

MRS. ELKINS

Good night.

She is about to leave but turns back, a moment of confusion on her face.

MRS. ELKINS (CONT'D)

Mr. Byron?

He turns.

BYRON

Yes?

He waits as she seems to be trying to remember something.

MRS. ELKINS

There was something I wanted to ask you.

(hesitates)

I can't seem to remember.

BYRON

When the time comes...you will.
Good night.

Uncertain of his meaning, she is about to say more but then...still somewhat confused...

MRS. ELKINS

Good night.

He closes and locks the door behind her. The back door opens and Finch and Lang emerge.

CONTINUED

163. CONTINUED

Byron turns out a light and stands there, lost in thought. The two men wait and then, he turns to them.

BYRON

We can't wait any longer. I've programmed them all for the last step.

FINCH

You sure you're not pushing it too fast? The mayor wants more time.

BYRON

Naturally. Sooner or later, they'll find a way to break Tyler down. Or the police will find the connection in the robberies. It has to be over by Friday or we lost it all.

164. EXT. BYRON'S BUILDING - LONG SHOT - NIGHT

Camera is moving in and we discern a figure high on the wall.

165. SPIDER-MAN ON THE WALL

He is descending.

166. INT. THE MEETING ROOM

It is empty. Moonlight streams in thru the window.

167. SPIDER-MAN

Camera goes with him, as he crawls down the wall. After a few beats, his warning sense begins to sound faintly. He stops...waiting to see which direction it takes him in. He starts down and the sound gets fainter. He goes back up again and it is stronger. He goes to the left and it fades but when he goes to the right, the sound increases until he finds himself outside the window of the meeting room.

168. MEETING ROOM

Spider-Man raises himself above the level of the sill and perches on it. He slowly lifts the window and enters the room. He sees well in the dark so he has no difficulty in scanning the room.

.CONTINUED

168. CONTINUED

He reacts when he recognizes the meeting room. His eye falls on the door to the back room. He approaches it. The door opens to his hand and he sees the steel door inside the room. Suddenly, his Spider sense flashes and he turns at the instant a kyosaku stick lashes out and thuds into the wall, narrowly missing him.

169. ANOTHER ANGLE

as Spider-Man leaps to safety and turns to face his attacker. It is a huge Asiatic-faced man holding the long, powerful kyosaku stick.

170. A NEW ANGLE

A second huge adversary appears, the kyosaku stick before him. As Spider-Man hears a movement to the left side.

171. ANOTHER ANGLE

Still a third adversary similarly equipped is there. They are three of the biggest men he has ever seen and their impassive, robotlike expressions make them seem almost inhuman. They advance slowly toward him, their sticks ready to flail him to death.

SPIDER-MAN

Now wait a minute, boys. Can't we talk this over?.....
Three against one.....that's not exactly fair, is it?

The first killer lets go a lightninglike swipe of his stick but Spider-Man nimbly ducks.

A second killer lashes out and again Spider-Man evades the blow.

SPIDER-MAN (CONT'D)

What's all this hostility?

The third killer swings his stick and Spider-Man has to leap high in the air to avoid being hit. Now the three attackers form a circle and slowly begin to move in.

172. ELECTRONICS ROOM - MONITOR SCREEN - CLOSE SHOT

The fight is clearly seen and angle widens to reveal Byron, Finch and Lang watching it. The ring around Spider-Man begins to tighten. Every second or so, one of the assailants flicks out a stick and Spider-Man has to get clear.

CONTINUED

172. CONTINUED

When Spider-Man is backed up against the wall and in a seemingly impossible situation, Byron presses a button.

BYRON

Kill him!

173. THE MEETING ROOM - THE STICKS - CLOSE

as they all descend in a fury upon Spider-Man...who suddenly is not there. The sticks make a terrible crash as they strike the wall where his head had been a moment before.

174. A NEW ANGLE

as one of the assailants looks up to see Spider-Man on the ceiling directly above him. Spider-Man drops down upon them and with a rapid series of arm and leg blows, scatters his attackers in several directions. One recoups quickly and hurls his stick at Spider-Man who leaps out of the way as a second stick comes hurtling across the floor. He manages to avoid this one as well but the third stick catches him in an ankle.

SPIDER-MAN

Owww...

Seeing he is hurt, the three rush him but Spider-Man drops to the floor and springs away. But the assailants are indomitable and they pursue him relentlessly in order to carry out their orders.

SPIDER-MAN (CONT'D)

Are you guys real? Hey, watch out!

This last warning comes as one man seizes him from behind and a stick comes crashing down toward his head. He expands his arms free from the grasp and catches the descending stick with his foot, sending it crashing into the window. But another blow succeeds in knocking him to the ground. As they come after him, in his helpless condition...he lifts his hand and shoots out a web from the small capsule on his wrist, next to his palm. It entangles the men in a web, together with their sticks. As they struggle to free themselves, Spider-Man gets up...

SPIDER-MAN (CONT'D)

See you robots later!

CONTINUED

174. CONTINUED

He leaps for the window sill and disappears. An attacker rushes up.

175. EXT. SIDE OF THE BUILDING

Spider-Man is clinging to the side. He looks down.

176. POV

It is a long, long way down.

177. SPIDER-MAN

A stick cracks against the wall, narrowly missing him. He scrambles up toward the roof.

178. THE ROOF

Spider-Man climbs over the side as the stairwell door opens and his three attackers come racing out. Spider-Man jumps up on the parapet and shoots out a thin adhesive line from the wrist capsule. It arches across the street and adheres to another roof. As the three reach out for him...

179. ANOTHER ANGLE

as Spider-Man, holding on to the line, swings off the roof and across the chasm over the street onto the next building. He lands deftly and disappears into the darkness.

180. THE ROOF

Byron, Finch and Lang have joined the three attackers.

FINCH

He's got a better act than you.

LANG

Who is he?

BYRON

There was a story on him in the papers. They don't know either.

FINCH

He must think he's Tarzan.

CONTINUED

180. CONTINUED

BYRON

I'm glad you're amused. I'm not.

FINCH

(seeing his concern)
You think he'll call the police?

BYRON

What would they find?

He moves to the edge and looks out in the direction Spider-Man has gone.

BYRON (CONT'D)

No. This one's an original.
He'll be back himself.

Camera closes in on him. He is quietly evolving a plan on how to deal with the return.

181. EXT. A BANK - DAY

All is serene for a moment, then Mrs. Elkins, whom we had seen programmed by Byron, exits, carrying a gun and an attache case. She gets into a waiting car and as it pulls away, the bank employees run out, yelling for the police.

FIRST EMPLOYEE

Police...police...

SECOND EMPLOYEE

(simultaneously)
Get the plate number...

He runs out into the street after it in a futile chase.

182. EXT. AN ALLEY - DAY

Mrs. Elkin's car smashes into a wall...like all the others.

183. INT. CAPTAIN BARBERA'S OFFICE - CLOSE - BARBERA - DAY

Camera pulls back to include Monahan with below... as Barbera drops a report on his desk in frustration.

BARBERA

You know what this lady does?
She's a choir singer. You
hear that, Monahan?

(MORE)

CONTINUED

183. CONTINUED

BARBERA (CONT'D)

She sings in a church on Sunday...
only on Thursday she knocks
over a bank. I want to ask
her why.

MONAHAN

The hospital says she's critical.
No visitors.

BARBERA

The way our luck's going, what
else?

MONAHAN

Maybe that psychologist can get
something out of Tyler.

BARBERA

You read his first report?

He picks it up angrily and reads.

BARBERA (CONT'D)

The patient's alpha waves have
been resonated. Now what does
that mean?

He throws it down.

BARBERA (CONT D)

Oh, he'll get something out of
him all right, but by the time he
does...Mr. Mind Control will be
in Shangri La with his ten
million.

He sinks into a chair...moodily lifts up the reports
and leafs thru them. He studies them for a moment,
then hands the reports to Monahan.

BARBERA (CONT'D)

Five respectable people suddenly
don't go whacko for nothing.
Keep talking to their families,
anyone who knew them. I want
to know everything there is
to know. Something has to
connect them.

MONAHAN

You got it.

CONTINUED

183. CONTINUED

He starts out, then stops.

MONAHAN (CONT'D)

What do you want to do about
this Spider-Man?

BARBERA

(sweetly)

Oh, I'm getting reinforcements
for him. Snow White and the
Seven Dwarfs...and if we get
lucky, maybe Rumpelstiltskin
will lend us a hand.

(an angry exasperation)

What am I going to do about
Spider-Man! How do I know?
I'm a cop. Not an exterminator.

MONAHAN

Yes sir.

BARBERA

And send in that college kid.

Monahan goes out as Barbera disgustedly stamps out
his cagar butt in a tray. Peter appears in the doorway.

BARBERA (CONT'D)

C'mon in.

Peter enters. Barbera rises...sits on edge of his desk.

BARBERA (CONT'D)

You're a friend of Professor
Tyler, that right?

PETER

No sir. He happens to teach at
my university. I'm a graduate
student. I also do a little
part time work there.

BARBERA

Okay. You do a little part
time work. You any explanation
for what the professor did?

PETER

None.

Barbera picks up the newspaper and shows Peter one of
his Spider-Man photos.

CONTINUED

183. CONTINUED

BARBERA

I guess you're a big part time worker. Like part time, you take pictures of Spider-Man. That's your name there...right? Peter Parker?

PETER

That's me.

BARBERA

All of a sudden, you seem to have a lot to do with this case. Not only do you know a perpetrator but the first time I saw you, you were in a foot race with one of those robbery cars. Then, the next time, you're using your Brownie on the Professor and his wreck. Could you explain all that to me?

PETER

It's just a coincidence.

BARBERA

A funny coincidence, wouldn't you say?

PETER

I...I suppose so.

BARBERA

Wait, it gets funnier. Now it turns out you're the official photographer for a character who's also involved with this case. A character we'd very much like to question.

PETER

Who's that?

BARBERA

How would you like a graduate course in criminal incarceration?

He leans over the desk.

BARBERA (CONT'D)

Answer my question or you're enrolled.

CONTINUED

183. CONTINUED

PETER

You mean the character you
want to question...is Spider-Man?

BARBERA

I do.

PETER

What do you want to talk to
him for?

BARBERA

Maybe I want to find out where
he buys his webs. Or maybe
he can tell me what he was doing
on that hospital roof? What's
his pipeline and how do I tune
in on it?

PETER

I'm sure there's a reasonable
explanation.

Barbera eyes him.

BARBERA

I'd like to hear it. So do me
a favor. Next time you take his
picture...tell him I'd like to
see him. Could you do that for
me? Please?

PETER

Sure.

(restless)

Captain Barbera, if there's
nothing else...can I go? I've
got something important to do.

BARBERA

And I'm trying to figure out why
five decent people suddenly go
indecent. You think that's
important too?

PETER

Yes sir.

BARBERA

Thanks.

(nods)

Class dismissed.

184. EXT. STREET PHONE BOOTH - DAY

Peter is dialing a number. He waits then...

PETER

Hello, is Judy there, please?

(disappointed)

Do you know where I can find her? ...well, when she comes in, can you give her a message.

Tell her Peter called...and I said to stay away from Mr. Byron. She's not to go there until I talk to her.

185. EXT. BYRON BUILDING - DAY

Camera is looking up at it.

186. MED SHOT

Peter comes across the street, looks up at the roof... then enters the building.

FADE OUT:

END OF ACT FOUR

ACT FIVE

FADE IN:

187. INT. CORRIDOR OUTSIDE MEETING ROOM

Peter approaches, hesitates...then opens the door.

188. INT. MEETING ROOM

As Peter comes in. He moves into the room, glancing around at where last night's battle took place. Suddenly, his warning sense begins to flash across his face and we hear the shimmering sound denoting incipient danger. Peter turns and Byron is there.

189. MED. SHOT

BYRON

Good morning.

Peter seems glad to see him and he exhibits an enthusiasm very much unlike his previous night's attitude.

PETER

Hi.

(hopeful of
recognition)

I was here last night? With
Miss Tyler?

BYRON

Oh, yes. Professor Tyler's
daughter.

PETER

You read about him, I suppose.

BYRON

Yes. It seems inconceivable.
A man of his character. I knew
he was troubled but...

Shakes his head sadly. He sees Peter looking at the back door which leads to the concealed electronics room.

BYRON (CONT'D)

I hadn't expected to see you
again, Mr...

PETER

Parker.

CONTINUED

189. CONTINUED

BYRON

You weren't exactly overwhelmed with our program last night, as I recall.

PETER

Tell you the truth, I was a little confused but I've spoken to some of the other people and I'd like very much to take the training.

BYRON

I'm not sure if you're suitable, Mr. Parker. You had a sample last night as to how rough it can become.

PETER

That doesn't bother me.

BYRON

You're sure now. We don't like to waste our time on someone who's liable to walk out in the middle of the course.

PETER

I'm sure.

BYRON

All right then.

He reaches into his pocket and comes out with one of the insignia pins. He leans over and places it in Peter's lapel.

BYRON (CONT'D)

(with above)

This is our membership pin. It'll admit you to the next meeting. Now, if you'll excuse me a moment, I have some literature I'd like to give you.

He exits.

190. ELECTRONICS ROOM

The steel door opens and Byron enters. He flicks on switches and the transmitters glow into life.

191. MEETING ROOM

Peter starts toward the door to the rear room, thru which Byron left. As he reaches it, the lights in the room dim and his Spider-Sense begins to warn him. He turns and runs for the front door but it is locked. As he prepares to use his strength, the sound of the high frequency waves is heard. He turns and the light and shadow effect also begin to assault him. He tries to make his way to the window but the bombardment of sight and sound begins to render him helpless. It is a savage battering against Peter's mind.

192. ELECTRONICS ROOM - CLOSE - MONITOR

Byron watches Peter's losing struggle.

193. PETER

Camera moves in on him until we have an ECU on his eyes. Slowly the sound of the high frequency waves fade and the visual assault also stops. Camera pulls back to frame his face up close. His face has taken on the same woodenlike expression we have seen on all the other victims. The only sound now is the hypnotic breakers on the beach.

The whole sequence has the aspect of a dream as the image blurs now and then for just a split second. And when now we hear Byron's voice, that also sounds dreamlike.

BYRON'S VOICE

Listen to me...listen carefully.
This is important. When you leave here..you will forget that you ever came. You never saw me. You were never in this room. ... Now, the pin I placed on your jacket. Touch it.

Peter complies.

BYRON'S VOICE (CONT'D)

Keep it with you. Wherever you go. For tomorrow...you will need it. Tomorrow...exactly at twelve noon...you will be at the tower of the Empire State Building. And when you hear this sound...

We hear the high frequency signal that was used to trigger Tyler's attempted suicide.

BYRON'S VOICE (CONT'D)

...you will jump from the tower!

194. INT. WORKING CLASS BAR - CLOSE - TV SET

All are riveted to the anchorman.

ANCHORMAN

Crime experts agree that the demands of the extortionist are without parallel. But will the Mayor agree to pay?

195. INT. AUNT MAY'S KITCHEN - CLOSE TV SET (ANCHORMAN IS STILL ON)

She is setting Peter's lunch on the table.

ANCHORMAN

It has now been revealed that the fifty million dollars is to be delivered to a seaplane in the middle of New York harbor. The instructions warn that the ten victims will not be released from their death sentences until the extortionist has made good his escape. Only twenty-four hours remain to the deadline.

Peter enters and seats himself.

ANCHORMAN (CONT'D)

Please stay tuned for further developments. We now return you to the program in progress.

PETER

What happened to your soap opera?

AUNT MAY

They had some sort of news on. I wasn't listening.

The soap comes back on and she settles down to watch. He begins to eat and read. Something begins to bother him.

AUNT MAY (CONT'D)

I knew she had another husband.

PETER

Did a girl call me? Judy Tyler?

AUNT MAY

I don't know, honey. I had to go out for a few minutes. Don't worry. She'll call back.

CONTINUED

195. CONTINUED

He knows there is something he is supposed to do but he can't remember. He resumes his eating but then suddenly, the shimmering light and sound denoting his warning sense, flicker on and off. He looks up alertly and glances quickly around the room. He is puzzled for there seems no reason for the warning. He waits for it to return but it does not. Still, he is disturbed. He lifts a glass of milk and pauses in mid-air as the warning suddenly flashes again. He has no way, of course, of knowing that the warning is against his own incipient danger of going off the Empire State Building. He stands up.

AUNT MAY (CONT'D)

Where are you going?

PETER

I'll be right back.

He moves toward the door quickly and she turns back to her set.

196. EXT. THE HOUSE

Peter emerges, the warning signal sounding again. All his senses are alert. Is there a burglar? Is there someone hiding in the shrubbery? He finds nothing of course and his confusion and frustration grow. What's going on? As the warning fades, he enters the house...confused, unhappy.

197. INT. PETER'S ATTIC WORKSHOP - NIGHT

Camera pans from the now silent equipment to a clock which shows it is just past midnight. The pan continues to find Peter lying on a beat-up couch reading a technical book. Camera moves in on him. He lowers the book, rubs the corners of his eyes. As he lifts up the book, the danger warning sounds again. He sits up...puts the book down angrily, feeling the frustration. Suddenly...

198. A FLASH OF ONE OF THE ORIENTAL GUARDS SWINGING HIS STICK

It is almost subliminal, so quickly does it happen but it causes Peter to lift his head sharply. He looks around... waiting for something else to happen.

199. A FLASH OF SPIDER-MAN SWINGING OFF BYRON'S ROOF TO SAFETY

Again, Peter reacts. He rubs his temples as if to try and clear the distortions he feels there. Now, he slowly lowers his hands for he is staring directly at the screen of his broad spectrum analyzer. He knows it has some meaning for him...but what. He rises slowly...goes to it.

CONTINUED

199. CONTINUED

He turns it on and the straight green line appears in the center. He seems disappointed. There is nothing here to jog his memory. He turns away and then, the strange pulse of Byron's transmitter returns. He stares at it and tries to comprehend his meaning. He picks up a small direction finder and studies its swings for a moment. Camera goes past him and slowly into the pulsating Byron signal on the analyzer screen.

200. EXT. ALLEY ALONGSIDE BYRON'S BUILDING - NIGHT

We only have a moment until the direction finder falls into a puddle at our feet. It is followed a moment later by Spider-Man who falls into the puddle after having slipped from the wet building wall just o.c. He picks himself up, disgusted at being wet. He tries to brush off the water clinging to him. He feels the side of the building slick from the recently ended rain. It is slick. He tries to go up the wall but again slides off. He seems frustrated. He stares up at the building, deciding upon the next course of action. From the special belt he wears, he removes two capsules of his special adhesive web fluid and attaches them to the small jets at his wrists. He points them at the wet wall and now spreads a thin coat wide enough for his hand spread. Now, when he leaps onto the wall, he is able to scale it with his usual dexterity. Camera looks up to see him climbing.

201. EXT. THE ROOF

We wait a moment and then Spider-Man comes over the edge. He stands on the parapet to survey the scene. As he leaps onto the roof, his Spider Sense begins to flash and sound. Almost immediately, a kyosaku stick nearly takes his head off and he is again besieged by the unholy three. As he takes evasive action...

SPIDER-MAN

Haven't we met before?

Once again they are cornering him and he continues to dodge the sticks. He leaps to the parapet.

He shoots out a long thin line as he did in his previous escape. As he does so, the three attackers drop their sticks and pick up long-barrelled weapons. As Spider-Man sees them...he recognizes them to be flame throwers. Hurriedly, he swings off but the three point their flame throwers at the web and open up. Byron appears on the roof.

202. THE WEB

As the flames hit it.

203. SPIDER-MAN

finds the web is gone and he begins to fall toward the ground far below.

FADE OUT:

END OF ACT FIVE

ACT SIX

FADE IN:

204. EXT. FRONT OF BUILDING - CLOSE - GARGOYLE - NIGHT

It is an abutment on the building...part of the decorative scheme of the architecture. As we look at it for a moment, its hideous grin staring at us, there is the sound of a rapidly approaching, falling object.

205. NEW ANGLE

as we see Spider-Man in his free fall. We are in three quarters motion so we can see Spider-Man strain to reach out his hand toward the gargoyle. He succeeds and as his hand grabs the abutment, he stops with a shock that would seem to wrench his arm from its socket. The pain is such that he seems in danger of letting go and falling but slowly, he manages to pull himself atop the gargoyle. As he sees what it is that has rescued him, he pats the gargoyle gently as if it were a pet.

206. THE ALLEY - NIGHT

Spider-Man comes slowly down the wall and rests against it. He holds the wrenched arm and makes his way toward the mouth of the alley.

207. A DESERTED STREET

Spider-Man makes his way down the sidewalk, keeping to the shadows. The lights of a car appear and he ducks into a doorway until it goes by. Now he resumes his way.

208. ANOTHER STREET

He appears. The pain is too much for him and he has to get home. He makes a decision. Down the street he sees the lit-up sign of a taxi parked at the curb. He approaches it and as he goes to open the rear door, he finds it locked. The black cabbie turns to his open window and before he sees who the potential customer is...

CABBIE

I'm on my way to the garage.
Where'd you want to...

He freezes as he sees Spider-Man.

CABBIE (CONT'D)

Hey, man. You don't want
anything to do with me.

CONTINUED

208. CONTINUED

SPIDER-MAN

Open the door, will you, please?
I'm not feeling well.

CABBIE

I'm not feeling so good myself.
Excuse me, will you. I'm late.

SPIDER-MAN

Look, I'm coming home from a
masquerade party. Don't get
scared.

CABBIE

(suspiciously)
Where's your pockets in that
suit?

SPIDER-MAN

I'll pay you at my house.

CABBIE

Oh yeah? Well, I don't take no
Spider-Man up to that part of
town.

He slams the car into gear and rockets away.

209. EXT. A BUS STOP - NIGHT

The bus pulls up...takes on a lone passenger and then pulls
away. As it goes by us, we see Spider-Man clinging to
the rear. We watch it move down the avenue.

210. INT. JAMESON'S OFFICE - CLOSE - TV SET

The anchorman is on.

ANCHORMAN

With only three hours before
the deadline, no word has been
received as to whether the Mayor
has approved payment of the
fifty million dollars demanded.

211. CLOSE - JAMESON

The TV is b.g. and we hear the anchorman, as a spider
begins to descend on a thread it is weaving from an
overhead light. It is coming down directly in front of
Jameson. We see Robbie, the editor, near the set.

CONTINUED

211. CONTINUED

JAMESON

He can't even pay the garbage men.

ANCHORMAN

As of this moment, police have been unable to find any clues as to the identity of the extortionist. With time fast running out, pressure is mounting on city officials to resolve the situation.

Jameson has seen the spider and is staring at it as it slowly descends, light shimmering from it.

ANCHORMAN (CONT'D)

Who are the ten people whose minds have been programmed to cause their own destruction? Or is the threat simply one of the great hoaxes of the century. Only time will provide the answer.

The dancing spider drops onto Jameson's hand and he lets out a shriek.

ROBBIE

What's a matter?

Jameson, somewhat shamefaced, points with distaste.

JAMESON

A spider.

Robbie looks.

JAMESON (CONT'D)

Well, he was here a second ago. Turn that damn thing off, will you.

Robbie shuts off the set.

JAMESON (CONT'D)

(angrily)
What time is it?

212. EXT. UNIVERSITY BUILDING - CLOSE - CLOCK TOWER - DAY

It reads: ten o'clock.

213. EXT. SCIENCE BUILDING

Peter, his arm in a sling, is hurrying toward the building. As he enters...

214. INT. SCIENCE LAB - COMPUTER AT WORK - CLOSE ANGLE - DAY

Angle widens to the transceiver pin in Peter's jacket and then a close shot of him. He is running information through the computer and has a pencil in his mouth and hands full of papers. He is intent on what he is doing. Camera pans to wall clock. It is now a few minutes past eleven o'clock.

215. EXT. ROOF OF BYRON'S BUILDING - DAY

He comes out and goes to the edge. He has binoculars which he now focuses.

216. POV - THRU BINOCULARS

The shot pans and then comes to a sea plane riding easily on the water.

217. BYRON

looks at his watch.

218. CU - WATCH

It is now: eleven-thirty.

219. INT. SCIENCE LAB - CLOSE - COMPUTER

We watch it operate for a few moments and then its reels stop. Camera pulls back to frame Peter. He is checking his results with a sense of urgency. Something within suddenly bothers him and he tries to shake it off. The feeling surprises him and he wills himself back to his results. They begin to add up and a sense of excitement grows. He hurries to a phone and checks in his pocket for the number. He dials.

PETER

Captain Barbera...please...
hello...Captain?...this is
Peter Parker...look, I know how
it was done...I can show you...
he's been using microwave curcuits
and his victims are all wired
to receive his signals...the
computer broke down his code...
yes, wait for me...I'll be
right down. We'll be able to
jam his signal.

220. EXT. UNIVERSITY CLOCK TOWER

It is now eleven forty-five.

221. EXT. SCIENCE BUILDING

Peter hurries out, removing his sling and flexing his arm. He begins running and now begins to falter. He picks up his pace but once again, something seems to be deterring him. He fights it off and continues on. But now as the implanted command of Byron begins to be felt more and more, Peter is forced to stop and lean against a tree, trying to resist the compulsion that is drawing him in another direction. Now, with a tremendous effort of will, he forces himself to keep to his original direction.

222. EXT. POLICE HEADQUARTERS - DAY

Peter appears but the need to obey the implanted hypnotic order begins to gain the upper hand and we see him beginning to turn into the robot-like automaton that we saw in Tyler and the others. He turns and walks away from the building.

223. EXT. THE EMPIRE STATE BUILDING

We pan down the immensity of it to the street. We see Peter appear from out of the street crowds and enter the building.

224. INT. A SUBWAY STATION

A train comes roaring out of the tunnel and blasts by us. As it slows down, camera finds Judy coming down the steps. She stands on the platform, her face impassive and we know that this is the means chosen for her destruction.

225. EXT. THE BROOKLYN BRIDGE

A car on the outer lane approaches us and stops. Its driver gets out and walks to the rail, waiting. Camera moves in and sees the fatal pin on his lapel.

226. EXT. EMPIRE STATE OBSERVATION TOWER - DAY

Peter appears and makes his way to a ledge...waiting.

227. EXT. THE SEAPLANE IN THE HARBOR

228. BYRON ON ROOF

Looking through binoculars. He sees something and tenses.

229. POV - THRU BINOCULARS

A boat is making its way toward the seaplane. We recognize Captain Barbera as one of the men in the boat. The door of the plane opens as the pilot prepares to receive the money. Barbera hands over a bag and as the pilot reaches for it, Barbera pulls him into the boat. The other men in the boat raise guns and train it on the other man in the plane. We recognize them as Finch and Lang.

230. BYRON

He lowers the glasses and quickly makes his way toward the door. His face reveals his fury.

231. ELECTRONICS ROOM - CLOSE - RADAR MAP SCREEN

It has sprung to life and the sweep hand is working, lighting up the blips of the victims with the transceiver. As it hits each blip, we superimpose the faces of those waiting for the signal to destroy themselves.

- A. PETER
- B. JUDY
- C. MAN ON BRIDGE
- D. WOMAN IN CAR
- E. AN OLDER WOMAN
- F. A BLACK GIRL
- G. A TEEN-AGER

Camera moves in for the blip that is PETER and when it lights up...

232. CU - PETER

Peter starts to climb over the guard fence. As he reaches close to the point of no return, the first sign of resistance appears for the Spider Sense begins to flash on and off and its sound reverberates. Somehow it begins to find a response inside Peter and we see him struggling not to obey the impulse. His jacket brushes the parapet and the transceiver button falls off. Peter sees it... picks it up...and his mind clicks.

233. EXT. A CLOCK TOWER - DAY

It is almost noon.

234. INT. ELECTRONICS ROOM

Byron is getting ready to give the destroy signal on the computer.

235. THE ROOF

We hear a nearby church bell begin to strike the hour of twelve. Spider-Man vaults over the edge of the room and runs toward a large cone-shaped antenna. As he nears it, he shoots out his web. It encircles the cone and with both hands, he begins to pull the web tight. He strains to crush the cone and we see cracks developing in it... until, under the growing pressure...it cracks.

236. BYRON - ELECTRONICS ROOM

The transmitter undergoes a sudden change in sound and pitch as its warning lights begin to flash. Obviously, we cannot see the microwaves reverse but we see their effect as Byron retreats from the transmitter trying to ward off the waves now striking him.

237. MONTAGE

The victims lose their robotlike expressions and regain their sense of time and place.

- A. THE SUBWAY PLATFORM AS A TRAIN ROARS IN PAST JUDY. SHE TURNS AND HURRIES UP THE STAIRS.
- B. THE BRIDGE. THE MAN MOVES BACK FROM THE PRECIPICE AND RETURNS TO HIS CAR TO DRIVE OFF.
- C. ATOP A HIGH SCHOOL TOWER AS A TEENAGER HURRIES OFF.

238. SPIDER-MAN ON BYRON'S ROOF

He goes over the side.

239. MEETING ROOM

Spider-Man comes through the window. As he hurries toward the inner room, he stops and raises his hands as if to ward off an impending attack.

240. POV

The three Orientals are standing in front of the inner room.

241. MED SHOT

Spider-Man approaches them gingerly.

CONTINUED

241. CONTINUED

SPIDER-MAN

C'mon, boys...enough's enough.
I reversed the microwaves. The
party's over. Let's be friends...
okay?

The three smile and bow a few times, giving him a few Japanese words of greeting. They indicate that he can pass.

242. ELECTRONICS ROOM

Peter enters and is bowled over by an onrushing Byron.

243. MEETING ROOM

Byron runs across it for an open window that has a fire escape. He reaches it.

244. THE FIRE ESCAPE

Byron begins scrambling down the steps. Peter appears and sees him making his escape on the landing below. He leans over, adjusts the wrist device and shoots out a web that envelopes Byron like a longshoreman's cargo net.

245. BYRON

struggles to break out of the net but he simply hangs there...suspended and swaying in mid-air. Below on the street, the klaxons of the approaching police cars can be heard. Hold and...FREEZE FRAME.

246. EXT. POLICE HEADQUARTERS - DAY

Onlookers are watching Finch, Lang and Byron, in handcuffs, being taken into the building. Judy and Peter are watching from the sidelines as Captain Barbera, accompanied by his assistant, Monahan, help escort the prisoners. Jameson's car pulls up and he gets out hurriedly.

JAMESON

Captain Barbera...

Barbera stops.

BARBERA

(to Monahan)

Get these monkeys inside.

CONTINUED

246. CONTINUED

Jameson comes up to him and shakes his hand.

JAMESON

Congratulations. The police did a great job.

BARBERA

Well, to tell you the truth, we had a little help. That er... that guy in the clown suit. He worked out pretty good.

JAMESON

Don't be so modest. This was a police job. A hundred percent.

BARBERA

(shrugs)

If that's what you want to put in the paper...how do I stop you?

He moves off. Jameson turns to see Peter.

JAMESON

What are you doing here?

PETER

Your office said you were on your way over.

Hands him a manila envelope.

PETER (CONT'D)

I thought maybe you could use these.

Jameson opens it up.

JAMESON

What are they?

247. CU - PHOTOS

The top one shows Spider-Man posing with the three smiling Orientals, their sticks crossed.

248. JAMESON

goes over them with increasing surprise.

CONTINUED

248. CONTINUED

JAMESON

It's incredible. How come
you're the only one who's able
to get pictures of him?

PETER

It's simple.
(slight beat)
I believe.

Jameson starts off...stops...then looks back at him...
unsure of what he meant. Peter turns...goes to Judy.
She takes his hand and they begin to run happily down
the street.

FADE OUT:

THE END