

SPIDERMAN

Treatment by

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Based on characters created by

Stan Lee

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Registered WGA

FINAL DRAFT



SPIDERMAN

FADE IN:

A BRIEF MONTAGE OF NEW YORK CITY - PRESENT DAY

Strange and different. We feel as though we are "crawling" up and down the tremendous skyscrapers...like a spider. MAIN TITLES OVER ABOVE

SEGUEWAY TO:

EMPIRE STATE UNIVERSITY CAMPUS

The confident (yet demure and bespectacled) PETER PARKER, his loyal friend HARRY OSBORN, pretty and intelligent LIZ ALLEN and arrogant, bodybuilder/pretty boy FLASH THOMPSON, are all gathered (with twenty other freshmen college students) at PROFESSOR OTTO OCTAVIOUS'S science lab. Today, Peter will present his completed science project demonstration to the class. PROFESSOR THORPEL finally arrives to announce that Doctor Octavious "is not well again today" and that he will be substituting for "Doc Ock". Wise guy Flash responds by making a "crazy" sign circling his fingers around his ears and saying that Ock hasn't ever been "well!" The students laugh at Flash, except for Peter, Liz, and Harry. Peter turns to Harry: "Ock's got more brains in his little finger than Flash has in his entire skull." "Did you

Say something, Parker?" asks an overhearing Flash. "Nothing you'd understand," says Peter. But their obvious dislike for one another is interrupted when Thorkeel calls Peter to the front of the class to begin. What Peter is about to demonstrate is his Super Bonding Formula: a remarkable, glue-like substance that can seemingly, in the minutest of portions, withstand the gravitational pull of hundreds of pounds. While Harry applies a couple of dabs of the compound to the classroom ceiling, Peter is mapping out the formula's molecular properties on the chalkboard. Peter is not remiss to notice the vital and attractive Liz throwing him a supportive but clandestine "thumbs up!" from across the room. Liz Allen's beauty is matched only by her intelligence and we can sense the beginnings of an attraction between the two. But Peter's supreme confidence where intellectual matters are concerned is countered by his shyness and ultra-sensitive nature when it comes to girls. Especially a girl as attractive and "together" as Liz. The muscle-bound Flash is quick to notice the subtle glances between the two wayward "lovebirds." Wanting Liz for himself, he jealously turns to her: "I don't get it. What's he got that I ain't got?" "Want me to make a list?" she bitingly replies. But before the speechless Flash can retort, Harry calls him and his two other football cronies to their pre-arranged service. The three brawny "jocks" go about lifting a five drawered filing cabinet, filled with files, up two already placed ladders and to the appointed ceiling space where Peter's bonding formula has been applied. Upon letting go

of the weighty cabinet, it miraculously sticks to the overhang. The class and Professor Thorkel applaud the impressive accomplishment. Then the remarkable formula begins to really do its stuff: now, slowly, the tiny dabs of bonding applied to the ceiling become elastic! They stretch while still stuck to the cabinet and the ceiling, allowing Peter to actually sit atop the cabinet and swing to and fro. His proud buddy Harry photographs the goings on for posterity. But Flash mocks Peter's accomplishment, scratching at his own underarms and imitating a monkey on a vine. The rest of the class laugh at Flash's mockery of Peter. Suddenly, the elastic strands of webbing break and Peter and the cabinet come crashing with a resounding thud. As the class laughs at an embarrassed Peter, Flash turns to the sympathetic Liz telling her to "forget about that loser Parker" and stick with him.

MEANWHILE:

AT THE BRILLIANT DOCTOR OTTO OCTAVIOUS' RESEARCH LABORATORY...

...directly across from the science building, Professor "OCK", as he is known to his students, is cautiously manipulating a plutonium based substance while strapped into his waldo-armed vest behind a protective walled and glassed shield. Now, activating a switch that controls the forcefield within the experimental cubicle, Ock, with his waldos, aims the atomic particle gun within the cubicle, at a rather innocuous looking coffee cup filled with the black liquid.

The strange pin-pointed ray of energy, emanating from the gun, at first causes the cup to shake ominously. Soon, the liquid within elevates from the confines of the china. It now floats fully five inches above the cup while still retaining the shape of the cup. And as Ock happily watches the coffee cup slowly rise to meet the errantly floating liquid and both re-join, there is a KNOCK AT THE DOOR. Ock turns off the anti-gravity gun and removes himself from his wadded vest to answer. ENTER DOCTOR LEO ROSOMORF, Dean of the School Of Science. The angry Rosomorf demands to know why Ock is not conducting his classes. Ock annoyedly responds that his work on his anti-gravity theory is more important. They argue. Rosomorf tells him that he is an embarrassment to the university and his eccentric behavior has made him a laughing stock among the students. Ock tells Rosomorf he is a small minded idiot. Having heard enough, Rosomorf fires Ock from the faculty. As Rosomorf storms off, Ock yells after him that he'll "pay" for his petty mindedness. Now, seemingly alone again, Ock returns to the work area in the lab. upon the walls, we note blueprints for an enormous and expanded version of the anti-gravity gun (earlier seen to effectively cause the coffee cup to rise.) Ock picks up the telephone and dials. To the answering party he replies: "This is Octavious. I need to speak to Rupert..." But before Ock can continue, a hand reaches out to the telephone receiver and disconnects him. Ock spins to see RUPERT HARVERT, the wealthiest and most powerful international "business" tycoon in New York. With him is his cold hearted and dangerous henchman WIENER. Wiener hangs-up the telephone. Having

secretly entered Ock's lab from a rear door, we find out through dialogue that Rupert and Wiener had, unknown to Ock, been in the lab throughout Ock's experiment and his argument with Rosomorf. We also discover that Ock has accepted Rupert's financial assistance throughout the months to further the development of his anti-gravity theory when the university cut back on his funds. The "Armani suited" Rupert now shows Ock some photographs of the new laboratory he has built for Ock in a secret location somewhere in Manhattan. Ock's eyes open wide at the photographs of the lab, built according to the plans Ock has developed and displayed upon his office wall. Rupert glowingly tells Ock that once he enhances the power of his anti-gravity device with the new equipment, his and Rupert's planned criminal empire will be impenetrable. Ock anxiously asks Rupert where the lab is. Rupert replies that he's come to take him there now...but first, Ock must give him the smaller version of the anti-gravity gun (within the experimental cubicle) and all of his records pertaining to the device. This will serve as Rupert's insurance that Ock will perform according to their agreement. Wiener removes Ock's records from a filing drawer. But Ock distrusts Rupert as much as Rupert distrusts him. With his records and the gun, what will prevent Rupert from carrying on without him? On Rupert's signal, Wiener points a .45 caliber pistol at Ock to help him decide: "Now Otto," says Rupert, "Let's not start on the wrong foot. I'm a businessman...I have to protect my interests. Turn off the machine and give us the gun." Ock returns to the waldo-armed vest still attached to the cubicle and

places himself within it. We see the still floating coffee cup within the cubicle as controlled by the anti-gravity gun's rays. Now, instead of lowering the power of the device and turning it off, Ock intentionally raises the power of the device causing a tremendous light show to begin to erupt within the cubicle. It is blinding in its intensity as atomic energy particles bombard each other and the coffee cup explodes! "Equal partners, Rupert!", screams Ock, "that was the deal. You need me as much as I need you!" As Ock continues to elevate the power to the "danger" level, Rupert orders Wiener to shoot at the whirring generators outside the cubicle in an attempt to shut them down. Wiener's piercing shots cause the generators to explode, rocking the very foundations of the building!

CUT TO:

CAMPUS POLICE

...Alerted by the blast, as they race towards Ock's lab - SIRENS BLARING.

BACK TO:

OCK'S LABORATORY

Alerted by the SOUNDS of the encroaching sirens, Rupert and Wiener make quick their escape (with Ock's records but without the gun) as the incredible energy within the cubicle sets Ock's waldo arms aglow

and eventually encases his entire body. Ock becomes a glowing, convulsing conduit of atomic fury!

OUTSIDE OF OCK'S LABORATORY

Rupert and Wiener jump into their Mercedes sedan and take-off just as the CAMPUS POLICE ARRIVE and a tremendous EXPLOSION rocks the lab building setting it ablaze! UPON IMPACT,

CUT TO:

PETER'S CLASSROOM

Where all are rocked by the force of the blast and windows shatter. With the debris settled, the students rush to the gutted windows and look out to SEE Ock's laboratory engulfed in flames. Peter helps his buddy Harry: "Are you O.K.?" "I'm fine," says Harry. Peter then looks for Liz only to see Flash already helping her back to her feet.

CUT TO:

EXTERIOR - OCK'S LABORATORY - LATER

As hundreds of students watch the last of the smoldering embers being put out by local firefighters. Peter, Harry, Liz and Flash are among the crowd. Peter has his 35mm camera (used earlier by Harry to document what should have been Peter's crowning chemistry

achievement). Peter worriedly asks one of the firefighters if Professor Octavius is inside. "Let's hope not, for his sake," says the firefighter. Peter secretly removes himself from the group and runs to the rear of the lab. He races inside while calling out: "Doctor Octavius!"

INTERCUT:

A HAZARDOUS MATERIALS SQUAD

already on the scene. Their geiger counters register extremely high levels of radioactivity emanating from the debris. They frantically cordon-off the area instructing the crowd to "Stay Clear!"

CUT TO:

WITHIN THE SMOLDERING LABORATORY

Peter is among the rubble and fire. He snaps a couple of photographs as flasks and test tubes explode all around him... He calls out: "Doctor Octavius! Where are you?" NOW - A GLOWING SPIDER, seemingly charged with atomic energy - slowly lowers itself from a strand of webbing and lights atop Peter's shoulder. As Peter continues to photograph, the spider crawls down Peter's arm finally stopping on the back of his naked hand. As he holds the camera's eyepiece to him, THE

SPIDER BITES. Peter yelps in pain, then watches the spider shrivel and die upon his hand; its fangs still embedded into the flesh. Peter brushes him off and runs into another room. Once there, he can see Doc Ock unconscious upon the laboratory floor. He yells out to the hazardous materials squad that is on its way: "Over here! Hurry!" The squad enters and Peter is yanked out of the laboratory by the squad even as the other squad members pick up Octavius to carry him out. Peter snaps a couple of quick shots of Ock, his waldoes still attached, as the squad members take him out.

BACK OUTSIDE

An already blanketed and stretchered Doc Ock is wheeled to a waiting ambulance. (Only his head is seen to protrude from beneath the blanket.) He is semi-conscious, his face badly burned. The high-intensity, dark shaded goggles worn earlier to protect his eyes from ultra-violet rays, are half-melted but still worn. Upon exiting the building, Peter immediately encounters the above scene and runs down the road with his camera poised to take a couple of more shots as the ambulance takes off and screeches toward him. The driver suddenly sees Peter right in front of him snapping photographs! His partner yells "Watch out for that kid!" - and as the ambulance swerves to avoid hitting Peter, Peter jumps up and suddenly finds himself ON TOP of the racing ambulance, STUCK TO ITS ROOF! (The driver doesn't know

what happened to him.) Peter then jumps off the roof and lands lightly upon the ground on all fours. Peter is stumped about what has just happened. Liz, Harry, and Flash rush up to join him. "Peter, are you alright?" Asks Liz. Harry says: "What were you trying to do? Get yourself killed?!" "I found Ock. He was unconscious but still alive!" Peter catches his breath and continues: "I got some great shots! Maybe I can sell them to the Bugle!" Flash calls out to Peter: "Hey twinkie toes! Get a shot of this!" And with that, Flash grabs Liz and gives her a big, sloppy kiss. Liz pushes him away and slaps at his face: "You asshole!" Liz angrily leaves. Harry holds Peter back - he wants to kill Flash right there. But Flash smiles at Peter and says: "Women love it when ya treat 'em rough!"

CUT TO:

THE STREET - OUTSIDE THE CAMPUS

As the racing ambulance, carrying Ock, speeds past the parked Mercedes containing Rupert and Wiener.

CUT TO:

INSIDE THE MERCEDES

The dangerous Wiener turns to Rupert after watching the ambulance race

Past: "If he's alive...he might talk." An angry Rupert replies: "Go to the hospital. Make sure you get to him before the cops do...then bring him to me!" Wiener leaves the Mercedes and Rupert drives off.

CUT TO:

A TV NEWS IMAGE OF THE FIRE - LATER THAT NIGHT. PETER'S RESIDENCE IN FOREST HILLS.

Peter, AUNT MAY, and UNCLE BEN are watching the news. Aunt May is tending to Peter's sore hand. The spider's sting has caused it to become swollen and red. Peter tells Aunt May he must have "bumped it" at school. Aunt May's doting concern might be considered extreme by any other 20 year old male, but Peter loves these two as much as life itself. Through dialogue, we discover that when May's sister and brother-in-law were killed in an airplane crash when Peter was only four and left to their care for what should have been a brief vacation, Peter readily embraced the loving couple as his own substitute "Mom and Dad." But things have been rough for the family as of late. Uncle Ben's eyesight had been declining rapidly over the years. Although still able to perceive forms and shapes, his loving wife, May, has become his eyes for now. A sophisticated and newly developed technique in eye surgery could restore Ben's waning sight, but the family's minimal finances have made it impossible to afford. As Ben squints to try and make out the TV image, he relies upon May to

help with another breaking news story: "What's that May?" May's attention strays from Peter for a moment to assess the TV news image. "Oh, it's that Department of Housing Chairman who's been accused of helping all these rich developers instead of the poor and the homeless!" Ben shakes his head sadly. "When will they learn? With great power, comes great responsibility." Peter and May smile at each other knowingly: they've heard these words of wisdom before. "Remember that, Peter, and you'll never go wrong in life." "I will, Uncle Ben." "Promise?" "Promise." Not feeling very well (the spider's bite, perhaps?) Peter says goodnight and goes to his room. Once there, he enters his walk-in closet/makeshift darkroom and anxiously develops the roll of film of the fire, thinking all the while, that if he could fine-tune his photojournalist talents, he might be able to contribute to the family's financial well-being by selling photographs to the Daily Bugle. Peter works well into the night making enlargements and mostly ignoring the pain from his spider bite. And as he struggles to stay awake...

WE SEE:

An OX10 enlargement developing to reveal the shot Peter took of Doc Ock within the laboratory.

CUT TO:

NEW YORK HOSPITAL SURGICAL ROOM - THAT SAME NIGHT

We see Doc Ock being tended to by a "battalion" of surgeons. EKG's and BRAIN WAVE SCANNERS are constantly spewing forth information on computer screens. We can see that the waldo vest and its four attached arms are incredibly "seered" to Ock's body. Flesh and metal have joined together, as a result of the blast and its molecular "rearranging", to create a sort of half-man/half-machine. Ock remains ethered as the surgeons study x-rays that reveal the waldos attached to bone matter and muscle tissue. Amazingly, a newly grown network of nerves seem to neurologically be connected to the waldos and Ock's brain. The brainwaves also indicate a highly distorted pattern, similar to the disturbed brainwave patterns attributed to the clinically and criminally insane.

CUT TO:

INTERIOR HOSPITAL LOBBY

As Wiener slips past the reception desk and into the elevator on his way to Ock's room. (But not before hearing about the "patient that survived the university fire in room 207" as discussed by a group of interns in the lobby.)

CUT TO:

OCK'S HOSPITAL ROOM - LATER THAT NIGHT

A plain-clothes cop reads "Playboy" while standing "guard" over the still sedated Ock, (now blanketed and resting upon his bed.) Another cop enters the dimly lit room to relieve the aforementioned cop. "Make sure you call the station 'soon as he comes to, they want to question him," says the departing cop. "Sure thing" says the relief. Now "settled", and into the Playboy, the relief cop fails to notice the SLITHERING WALDO ARM that silently creeps out from beneath Ock's blanketed torso and approaches him from behind. The waldo snatches the Playboy out of his grasp. In an instant, still another arm clutches at the cop's throat choking off a scream. As Ock rises from the bed, WE SEE his shadow cast against the wall and revealing his six-armed personage in full movement. (His two natural arms, still operative, seem a petty contrivance compared to his "telescoping" steel waldos.) Ock's insane laughter seems to echo from the bowels of his soul as he lifts the choking cop to ceiling level while surveying the Playboy centerfold held before him with another waldo. Then, Ock comments on the centerfold: "Nice tits...ugly arms!" and drops the unconscious cop to the floor. Now, cloaking his person with the blanket, thusly concealing his waldos, he approaches the 2nd story hospital room window. Ock telescopes his waldo arms to ground level then lowers his entire torso safely to the lawn below as the arms contract. With the blanket concealing what lies beneath, he leaves.

MEANWHILE:

IN THE SECOND FLOOR CORRIDOR - WIENER APPROACHES OCK'S ROOM AND ENTERS

Now inside, Wiener notices the dead guard and Ock's empty hospital bed. He crosses to the open window, .45 in hand, and looks out across the empty lawn.

At that moment, a MALE NURSE enters. Wiener spins around and kills him in cold blood. Wiener then jumps from the window and onto the lawn below only to be seen by other hospital personnel as he runs off into the night.

FADE OUT:

FADE IN - EARLY MORNING

We are at Rupert Harvent's rooftop penthouse overlooking the New York skyline. Rupert, Wiener, and four other Armani suited thugs are gathered 'round the pool with a couple of bikini-clad babes.

INTERCUT:

THE DOORMAN

...stationed at the entrance to the exclusive east side residence. Ock, still blanketed, attempts to slip into the building behind the doorman. Soon taking notice, the doorman stops him by saying "Hey! you can't go in there dressed like that!" An idea struck Ock, in noticing the doorman's bulky floor length coat, smiles and replies "How right you are, sir. How very right you are!"

BACK TO:

THE PENTHOUSE POOL

As Rupert angrily fumes at Wiener and the others about the bungled attempt at getting his hands on the anti-gravity gun.

INSERT:

OCK'S WALDO ARMS

...clasping onto the fire ladder against the penthouse exterior. His waldos take ten steps at a time as he climbs to the penthouse pool level.

BACK TO:

THE PENTHOUSE AND POOL

All are instantly surprised by Doc Ock's presence. (More surprised than we are to notice that he is wearing the doorman's coat. The coat effectively hides his waldo arms.) "How the hell did you get up here?!" screams Rupert. Ock replies "I failed to tell you my dear Rupert that, as a youth, I was a mountaineer of spectacular skill. Of course, I had to conquer my fear of heights. Ready to learn how to do it?" And with that, Ock quickly shoots a waldo from beneath his coat. Then, taking Rupert by the scruff of his sports jacket collar, he teasingly hangs him over the edge of the twenty story building: "Now, tell me where the laboratory is?" Rupert says it's in the subway tunnels - the boys will take him there now if he'd like. Ock says fine, only to let him drop straight into an oversized waste-bin below that is already being lifted into a grinding garbage truck. Rupert's final resting place will be the city dump, it seems. Now, one of the thugs, the simple-minded DINKO, remarks under his breath that "the Doc has flipped his lid." Ock responds: "An acute but vapid observation on your part, Dinko. Not bad for a worm whose mental acumen lends substantial credence to the theory of the missing link!" Ock adroitly tosses a pack of cigarettes, retrieved from Dinko's vest pocket, into the air. Then, with the skill of a juggler, he catches one of each of the displaced cancer sticks with his four waldos and two natural arms. "From now on," says Ock, "you boys work

for me!" And, with rapid fire precision, Ock stuffs one of each of the six cigarettes between the lips of each of the six lined-up thugs. Only Wiener, the most dangerous of the half dozen, spits the cigarette out in a testy act of defiance. "Something wrong, Wiener?", asks Ock. "I don't smoke," is Wiener's ominous reply. "Good," says Ock, "you may live longer." And with the battle lines clearly drawn between Ock and the defiant Wiener, one of the ditzy dames gigglingly remarks "Doooh...he's like an octopus!" "Doctor Octopus!", says Ock laughingly...then to the thugs: "Take me to the laboratory!"

CUT TO:

ABANDONED SUBWAY TUNNELS

Rupert's thugs guide Ock through the underground maze, flashlights in hand. They finally arrive at a huge open pit some five stories in depth. Within the pit, is the laboratory and the enormous anti-gravity gun at the center of the elaborate electronic equipment. (As compared to the smaller version of the gun, this one is as large as a cannon-gun aboard a battleship.) Ock examines the equipment with the relish of a madman.

CUT TO:

EST. SHOT - THE DAILY BUGLE BUILDING -- MANHATTAN -- SAME MORNING

The "Bugle is the most influential daily newspaper in New York.

CUT TO:

INTERIOR - JONAH JAMESON'S OFFICE

WE SEE:

The gruff and all-business JONAH JAMESON, Publisher and Editor in Chief. There is a knock at Jameson's door. ROBBIE ROBERTSON, City Desk Editor, enters to announce Peter's arrival. When an extremely nervous Peter presents Jameson with the photographs of the fire, Jameson rants and raves about "yesterday's news being old news" and that if Peter wants to make it as a photojournalist he'll have to beef-up his camera eye. Jameson encourages Peter to bring him photographs with a sensationalistic bent: "Blood and guts! Violence! Criminals caught in the act! Blood and guts! That's what the public wants! That's what sells papers!" Still reeling from the emotional stress of all that has happened to him, and no doubt, the lingering, sickening after-effect of the spider's bite, Peter feels himself about to faint. The kindly Robbie notices this and lends his gentle support while walking Peter to the door. "Don't let him get to you, kid," says

Robbie, "and don't give up." After Robbie closes the door to Jameson's office, a defiant and angry Peter, having regained his composure, firmly grabs the doorknob as though to march back in and give the "full-of-himself" Jameson a piece of his mind. But instead of pushing the door open Peter yanks at the door knob pulling at the door and tears the knob clean off with a good piece of the door still attached! Surprised by this remarkable display of strength, Peter decides to leave it alone. He quietly deposits the knob and piece of door into a nearby trash bin and leaves.

CUT TO:

EXTERIOR - THE BUGLE

Peter is surprised to find a spritely Liz outside and waiting for him. Liz tells him she expected to find him there knowing that he was planning on pitching his photographs of the fire to Jameson. She asks Peter how it went. Peter tells her that his meeting was a bust. The caring Liz encourages Peter. Through dialogue (as they stroll) we discover that Flash and Liz were once an item but Liz ended the brief affair. She was only eighteen at the time, but now that she's nineteen, her new-found worldliness has taught her that there is more to a man than good looks and brawn. She tells Peter that Flash isn't all bad...just envious of Peter's superior intelligence. Peter is warmed to realize that Liz really does like him. But just as Peter

is about to suggest a date, Liz hurriedly informs him that she has to meet a girlfriend for breakfast. She gives Peter a hug and dashes off, her feminine waves telling her that her mission was accomplished as far as Peter's concerned.

CUT TO:

INTERIOR - PHARMACY - LATER

The pharmacist, MR. O'CONNOR, hands Peter his Aunt May's prescription. Through a brief exchange of dialogue we discover that Peter's been picking up May's heart pills for years, and that the kindly May has kept her heart condition a secret from her beloved husband Ben. Mr. O'Conner notices Peter's swollen hand (where the spider bit him) diagnosing it to be an allergic reaction to a bee sting. Peter agrees with him to avoid any further discussion and leaves.

CUT TO:

EXTERIOR - THE PHARMACY

As Peter exits he feels suddenly overwhelmed by a sense of danger. His body tingles as though to warn him and there is goose-flesh running up and down his arm. (His spider-sense is kicking in.) He suddenly feels drawn like a magnet to a secluded alleyway just around

the corner. Now surveying the alley, his eyes tell him it seems quiet enough...but wait: A WOMAN now exits from a service entrance doorway and into the alley. As she approaches her car, THREE YOUTHS heretofore hidden behind a dumpster, suddenly appear and attempt to grab her purse! As she struggles to fight them off, Peter's initial response is to look for a passing foot patrol or black and white to call to her aid. Typically, there isn't a cop in sight. Peter races into the alley to intercede. The youths immediately turn their attention to Peter. And even as their unwary victim jumps into her car and takes off making good her escape, the would be muggers, brandishing a couple pieces of wooden debris and piping, attack Peter. A frightened and astounded Peter manages to grab hold of a metal pipe swung at him to strike, and, incredibly, tosses the youth (still holding onto his end of the pipe) over his head and behind him some ten feet! Another of the youths swings his wooden weapon at Peter repeatedly to strike. But Peter manages to adroitly hop, jump, and skip out of the way with incredible agility and speed. Now, bringing a punch to bear, the totally taken by surprise youth "flies" back and through the air when Peter's fist connects with his jaw. And even as

the youths keep coming at him, Peter fights them off with amazing strength and agility...

INTERCUT:

A TACKY SPORTS PROMOTER

Four flights up, in a building adjacent to the alley. While chomping on a cigar and screaming into his telephone to book a wrestler for the big match at the arena that night, he looks out of his fourth story office window to witness Peter's incredible battle with the muggers below. He watches Peter so frighten the youths that they take off and jump into a beat-up Ford parked in the alley. Now, the angry muggers rev-up their jalopy and come bearing down on Peter at some 40 miles per hour! The promoter almost swallows his cigar as he watches Peter jump out of the way of the vehicle, leaping some ten feet, and attaching himself to the building wall like a human spider! Idea struck, the promoter screams back at his "phone partner" with dollar signs in his eyes: "Whatta ya mean nobody can beat 'The Crusher?' I

got a guy 'can pulverize him in the first round! That's right! He's as agile as a spider!" The promoter leans out his window telling Peter to "come on up, kid!"

BACK TO:

PETER - STILL ATTACHED TO THE WALL

Surprised (to say the least) at all that's transpired...Peter looks at his hand, now glowing faintly where the spider bit him. He's putting two and two together. As weird as it all seems...he's got spider-powers! Now, following the promoter's directive, he almost instinctively climbs up the wall to the fourth story window and terrifiedly scrambles inside.

BACK TO:

THE PROMOTER'S OFFICE

Peter "clutches" onto the floor of the office, grateful for being horizontally firm again. The promoter finishes his phone conversation confirming that he'll be at the arena at 8:00pm with his client: "And tell The Crusher to prepare to be crushed! G'bye!" After hanging up the phone, the promoter turns to Peter without missing a beat: "Great gimmick kid! How'd ya do it? Nevermind, who cares, we'll make a

"Sign here!" He shoves a contract and pen toward Peter, "D.K. Spiderman... sign here!"

CUT TO:

THE WRESTLING ARENA - THAT NIGHT

The Crusher, a bald-headed, muscle-bound gargantuan, is beating the crap out of his luckless opponent to a cheering crowd of fans.

CUT TO:

THE ARENA DRESSING ROOM

The promoter has snuck a still very much confused Peter into the dressing room without anyone's having seen them. We see a SEAMSTRESS, at a sewing machine, still sewing up the final stitches on an elaborate costume. The promoter now snatches the SPIDERMAN COSTUME from the seamstress and instructs Peter to "Put it on!" When Peter asks why, the promoter explains that "This is show-biz, kid! It's all an act! Ya gotta give the public what they want! The gimmick is to never let them know who you really are! Think of the merchandising! Out there you're Peter Parker - but in here, you're Spiderman!" Peter expresses a reluctance to proceed. But the promoter reminds him of the money he'll make just from this match alone. Thinking of Ben and

May and how much this could help with the family's financial problems...Peter puts on the costume.

CUT TO:

THE WRESTLING ARENA

The announcer proclaims: "Ladies and gentlemen, in this corner, unbeaten in 23 bouts, The Crusher!" The crowd roars enthusiastically. "And in this corner, the challenger, the incredible...Spiderman!" Peter in full costume, is booed by the blood-thirsty fans. At the SOUND of the bell, the match begins.

Peter's new found strength initially overwhelms him as he astoundingly tosses the near three hundred pound gargantuan about the ring as though he weighed no more than a feather. As the match continues we...

INTERCUT:

FLASH IN HIS DORMITORY ROOM

Lifting weights and watching the match on TV. He excitedly yells out to his underwear-clad roommates to "Take a look at this dude, Spiderman! He's incredible!"

BACK TO:

THE MATCH

As Spidey continues to "pound" The Crusher.

INTERCUT:

LIZ IN HER DORMITORY LOUNGE

A handful of pajama-clad co-eds are excitedly "ooohing" over the Amazing Spiderman match on TV. Liz just rolls her eyes, completely unimpressed by the macho Spiderman and the juvenile response of her peers.

BACK TO:

THE MATCH

Spidey hops about the ring with the agility of a spider, constantly eluding The Crusher's grasp. The crowd roars.

INTERCUT:

BEN AND MAY AT HOME

Ben is listening to a play by play broadcast of the match on the radio. A knitting May gently turns to him and asks: "Ben, isn't there enough violence in the world without having to listen to it on the radio?" "Now May, it's just an act," Ben laughingly responds, then continuing: "You gotta hand it to them for coming up with this Spiderman gag...somebody's making a bundle."

INTERCUT:

OCK'S LABORATORY/HIDEOUT

Ock's thugs are gathered around the TV set watching the match. What they see astounds them. The "Spiderman" is easily beating "The Crusher." The plotting Wiener watches the proceedings with particularly keen interest. Dinko excitedly turns to Wiener: "Jeez, look at that guy! With a guy like him on our team we'd be the talk of the town! Nobody could tell us what to do!" Then, referring to Ock, Wiener replies "Including that over-sized can-opener in the other room." Now Ock, wearing an expensive silk smoking jacket and puffing on a cigarette-holdered Virginia Slim Menthol, enters from the bedroom

quarters in the laboratory to overhear Wiener's comment. He watches the "Spiderman" finally win the match by throwing "The Crusher" out of the ring to land fifteen rows into the crowd. Suddenly, with a crushing blow from one of his waldo arms, Ock smashes the television set to smithereens. He then tells Wiener to go to the arena...find Spiderman...and "Bring him to me! I want to make him an offer he can't refuse!" But Ock's cunning doesn't escape Wiener. Knowing he's been overheard by Ock, the only way to save himself now is to convince Spiderman to work for him. "Why should I let Ock have Spiderman?", says Wiener to Dinko. When Dinko asks Wiener how he plans to get Spiderman to work for him, Wiener replies, switchblade poised, "Everybody's got somebody they care about...and don't wanna have unnecessarily...harmed."

CUT TO:

THE ARENA DRESSING ROOM

Peter is now out of his costume. The elated promoter boxes the garb and hands it to Peter telling him to take good care of it; he'll be in touch about the time and date of the next match. But Peter isn't sure he wants to continue to do this. He'll phone the promoter tomorrow rather than give him his number to call. Besides, the last thing he wants to have happen is for his Aunt and Uncle to discover what he's been up to. Peter asks for the money he was promised for the match.

The promoter, in an obvious hustle, hands him some cash. But when Peter checks the amount, he discovers it to be only half of what was agreed upon. The promoter explains the balance away as "Expenses kid! Hey! That costume cost me a bundle on such short notice!" A jaded Peter, feeling taken, angrily storms out of the dressing room telling the promoter he'll see him in his office first thing the next morning for the balance or he can "kiss Spiderman goodbye!"

CUT TO:

AN ALLEY NEXT TO THE ARENA

As Peter angrily leaves to make his way home, carrying the boxed costume with him.

INTERCUT:

ANOTHER ALLEY

As the promoter leaves, gloatingly counting his dough, only to be stopped by Wiener. "I want the 'Spiderman'", says Wiener. "Oh ya do, huh?" responds the feisty promoter, "Beat it! I don't let no one in on my racket!" Wiener pushes a switchblade against the promoter's ribcage. "Tell me who he is!" "Go to hell!", says the promoter and as he struggles with Wiener to wrestle the knife from his grip, Wiener

sticks him in the stomach. The promoter falls back dead, still clutching at the blade in his gut. Wiener quickly rummages through the promoter's jacket pockets and retrieves the contract for "Spiderman's" services signed "Peter Parker" (no address or phone on it though.) Now, TWO ARENA COPS spot Wiener. He takes off with the cops in pursuit on foot.

BACK TO:

PETER IN AN ADJACENT ALLEY

Alerted by his "Spider-sense", Peter spins around to see Wiener racing toward him and the cops not far behind. The cops yell out to Peter to "Stop him!" Wiener runs into Peter knocking Peter's glasses off and causing the box containing the Spiderman costume to drop from Peter's grasp and reveal its contents. (Wiener takes special notice of the shattered glasses and the costume.) With Wiener firmly in his grasp, a jaded and belligerent Peter, still feeling that "the world is shit and everyone's out to get me", intentionally lets go (but not before getting a good look at Wiener's face.) Wiener escapes and the cops angrily stop to ask Peter why he didn't hold onto him: "He was unarmed!" "Hey," responds Peter, "he's your problem, not mine!" Peter leaves.

FADE OUT

FADE IN

NEXT DAY - PETER'S HOME IN FOREST HILLS

Peter proudly presents Ben and May with the one thousand dollars he made at the match the night before. Although not nearly enough for Ben's operation, it's a start and Peter promises there will be more to come. When Ben asks where the money came from, Peter lies and tells him he's been hired by the Bugle as a staff photographer. The money is an advance against his salary. May is quick to notice that Peter is not wearing his glasses. "Where are your glasses, Peter?" asks May. "My glasses? Oh, I must have left them at the lab last night. I'm sure I'll find them there. I have to go back to finish up my final report." When May asks what time he'll be home, Peter replies somewhere around 8:00pm or so: "Don't worry about dinner tonight. I want you and Uncle Ben to go out and treat yourselves on me." At that moment, the DOORBELL RINGS. It's Peter's buddy Harry. Having not heard from Peter for awhile, he expresses some concern. Peter grabs his back pack and leaves with Harry.

CUT TO:

PETER AND HARRY WALKING THE STREETS OF NEW YORK

Harry's inquisitiveness doesn't let up. He's feeling let down by his best friend who is obviously keeping something from him. Peter tells Harry he has an appointment to keep (thinking of his pre-arranged meeting with the promoter.) But Peter is stopped dead in his tracks when he spots a copy of the Daily Bugle at a newsstand. The promoter's photograph is on the front page beneath a headline that reads "Wrestling Promoter Stabbed To Death!" Peter quickly removes himself from Harry's company, upset by the turn of events.

CUT TO:

A PHONE BOOTH - EARLY EVENING

Wiener is calling every "Parker" in the book: "Hello?" answers one of the pick-ups. "Is Peter home?" growls Wiener. "Peter?" There's no Peter here." Wiener hangs up. He tries again: "Hello? Is Peter home?" "No he isn't. May I take a message." "This is a friend of his. I wanted to tell him I've found his glasses." "Oh...you must have the wrong Peter. My husband doesn't wear glasses." Wiener hangs up.

CUT TO:

BEN AND MAY AT HOME

All decked out and ready to leave for dinner. As May leads the sight-afflicted Ben to the door, the TELEPHONE RINGS. May stops to answer: "Hello?" Wiener's voice replies: "Is Peter home." "No he isn't, this is his Aunt May." "I just wanted to tell him I've found his glasses." "Oh! Well that's wonderful. He was wondering where they could be...Well, my husband and I are leaving for dinner but Peter should be home about 8:00pm...Yes...The address is 29370 Morningside Drive, Forest Hills..."

BACK TO:

WIENER AT THE PHONE BOOTH

He hangs up smiling...

CUT TO:

PETER IN THE SCIENCE LABORATORY - LATER THAT NIGHT

Peter has perfected two ingenious plastic "wrist-squirters" put together from a variety of model-type "futuristic weapon" kits...the kind kids can purchase at their local K-Mart toy department. Alone in

the dimly lit laboratory, Peter pours his solidifying super-glue substance into the devices and attaches them to his wrists. Now, aiming one of the "squinters" at the ceiling and pressing the release button situated in the palm of his hand with his middle finger, Peter shoots a "strand" of the "glue." It sticks to the ceiling. Peter climbs up the strand to the ceiling. Now, hanging upside down while attached to the ceiling on all fours, Peter adjusts the spray nozzle on the "wrist squinter." This time the squinter sprays forth a dispersed kind of grating that looks very much like a spider's web. Peter "crawls" down to the floor upon his web with the agility of his alter-ego's namesake. A delighted Peter shoots his webs from wall to ceiling, ceiling to floor, swinging and climbing with a child's sense of adventure.

Now back at the laboratory bench, Peter notices a spider crawling across the surface. Peter traps the spider in an empty jar, pleased with the superb timing of his new-found pet. THERE IS A KNOCK AT THE DOOR. Peter can see the silhouetted figure of A VISITOR through the glass door. He places the spider in his pocket, turns off the lights, and opens the door to find Liz waiting for him. Careful not to let her in, he closes and re-locks the door behind him as he greets her in the corridor. He agrees to walk her home...and maybe they'll stop by his place on the way so she can meet his Aunt and Uncle. They leave.

CUT TO:

PETER'S HOUSE - FOREST HILLS

Wiener has broken into the house. Ben and May are still out to dinner. Wiener makes his way upstairs to Peter's room. In rummaging through Peter's closet, Wiener discovers the box with the Spiderman costume inside. Bullseye! He throws the costume across Peter's bed...and waits...

INTERCUT:

Peter and Liz walking. Both are getting to know and like each other more. They approach the subway station.

CUT TO:

INTERIOR - SUBWAY TRAIN

As Peter and Liz ride and continue to talk, Peter notices the THREE MUGGERS he did battle with in the alley. Once again, the youths are harassing innocent people. Peter reaches into his backpack (where he's hidden his "web-shooters".) Peter, innocently enough, stands for a moment to "stretch" and intentionally knocks out the power supply to the interior lights aboard the train. In TOTAL DARKNESS, we hear the

SOUND of a few errant screams and a lot of shuffling. When the train stops at the next station, the station lights allow enough light to come into the car to reveal the three muggers, bound together by webbing and hanging upside down from the ceiling of the subway car. As Peter and Liz leave at their stop, Peter coolly comments: "You see the strangest things in New York."

CUT TO:

PETER'S HOUSE - FOREST HILLS

Ben and May return home from dinner. May leads Ben to the kitchen table, she's going to make them some hot tea before they go to bed. She tells Ben she's going upstairs to take her shoes off and will be right back. When May reaches the top of the stairwell, Wiener suddenly grabs her from the shadows, holding a gun to her head. Ben has heard the shuffling around upstairs and calls out to May. When she doesn't reply, Ben worriedly gropes along to the stairwell and looks up. Ben's eyesight is so poor that he can barely make out Wiener and May atop the stairs. Wiener's hand is clamped over May's mouth. A terrified Ben trippingly climbs the stairs while calling out May's name. Wiener warns Ben to stay back or he'll kill her. Ben keeps coming even as May manages to kick herself free, screaming to him "Stay back, Ben!" But Ben keeps coming until Wiener fires at Ben causing him to fall back and tumble down the stairs. Wiener takes-

off, jumping over Ben's lifeless body, and out of the house. May rushes to his side.

BACK TO:

PETER AND LIZ IN FOREST HILLS

They are on the final leg of their journey to Peter's house. Peter tells Liz about his parents deaths. Romance is in the air. Peter for the first time takes her hand in his. They kiss. Upon turning the corner onto Peter's street, Peter notices four police cars, lights flashing, parked in front of the house. Peter races to the house with Liz close behind.

Once inside, Peter witnesses the coroner covering his Uncle Ben's body (still slumped at the base of the stairs.) Liz immediately runs to comfort Aunt May. Peter hugs his Aunt close, tears welling. "It was a prowler...he was in the house when we came home. Ben was trying to help me but he couldn't see! He couldn't see what was happening..." Having heard all that he can bear, Peter breaks into tears and races upstairs.

CUT TO:

THE ROOF OF PETER'S BROWNSTONE HOUSE

Peter seats himself upon the fire escape terrace and weeps. He can see the Manhattan Skyline spread out before him, twinkling in the night. He removes his captured pet spider from his pocket and sets him atop the wrought-iron grating. Suddenly, he can hear the police dispatcher's voice coming through on one of the cop car radios parked in front of the house. The dispatcher states that they have the murder suspect "cornered" at a warehouse next to the BROOKLYN BRIDGE. With a resolve heretofore unseen, Peter spins to see the shadowed image of his pet spider cast against the brownstone wall by a streetlamp. The spider's shadow is magnified to an enormous size against the wall. With his vengeance driving him to the brink, Peter rips the Spiderman costume out of the box he still carries with him; his decision made against a rising crescendo of revenge!

JUMP CUT TO:

PETER AS SPIDERMAN

Shooting webs from skyscraper to skyscraper and swinging his way across the Manhattan skyline to the aforementioned warehouse.

CUT TO:

THE WAREHOUSE

Wiener is holed-up inside. The cops have surrounded the joint. Spiderman arrives crashing through a top story window while swinging on a web. A fight ensues in the shadows of the warehouse amongst huge crates and statuary. Wiener manages to escape to the roof. Spiderman follows.

CUT TO:

THE ROOF

Some rigging has been erected from the roof of the warehouse to the adjacent BROOKLYN BRIDGE for purposes related to bridge repair. Wiener crosses the scaffolding to the bridge where he hangs on precariously to a ledge along the outside of the bridge. Then, finding a small outside catwalk, Wiener races along it and the side of the bridge until he is at the portion of the bridge midway over the river. Meanwhile, Spidey has webbed his way to the structure and is now crawling upside down, from above Wiener, and "stuck" to the girders. Wiener spots him and begins to fire. Spidey hops about sticking from one section of the bridge to another. Wiener attempts to climb a small escape ladder further up the bridge only to have Spiderman shoot a web causing Wiener to be stuck to the bridge, alive. As Spidey

approaches to get a closer look, he is stunned to find out that this is the same man he refused to help the cops apprehend in the alley after the wrestling match! If only he had stopped him then...his Uncle Ben would still be alive! Suddenly an incredible blast slams into the bridge striking Wiener dead-on and setting him afire! Wiener, still stuck to the bridge by the webbing, has been shot at from the shoreline below. Spiderman turns to the source of the shot: a Mercedes screeching off into the night.

CUT TO:

DINKO OCK IN THE MERCEDES

Dinko is driving. Ock is in the backseat cradling an enormous six inch-wide barreled weapon in his lap, used to kill Wiener. The huge "cannon" is still smoking from its lip: "What did you call this thing, Dinko?" "A Bazooka, Boss!" "Ah, yes...a Bazooka. Primitive but effective." "Just one thing, Boss...what'll I tell the boys when they ask me where we 'been?" "Tell them...we were at a Wiener roast!"

BACK TO:

SPIDERMAN AND THE BURNING WIENER

Police floodlights spot Spidey stuck to the bridge while at the same time, upon the shoreline, a JAPANESE BUSINESSMAN, is happily snapping

photographs of Spidey, with his 35mm camera. Spiderman angrily shoots a web to the shore and climbs down to confront the now terrified Japanese, his wife, and two children. Thinking Spiderman to be a mugger, the frightened businessman hands him the camera with the exposed roll of film inside: "Please! You take! I buy new one!" Then, displaying a signed DEED OF SALE stamped "CITY OF NEW YORK'S BROOKLYN BRIDGE", the businessman continues: "Just like I buy bridge!" Ideastruck, Spidey grabs the camera, shoots another web to a nearby skyscraper, and swings off into the night even as the cops pursue him with gunfire.

DISSOLVE TO:

THE DAILY BUGLE BUILDING - THAT NIGHT

Spiderman climbs the side of the building to Jonah Jameson's office window. He enters Jameson's empty office and deposits the roll of film, shot by the Japanese, atop Jameson's desk with a note that reads: "From Peter Parker." Spidey leaves.

DISSOLVE TO:

PETER'S HOUSE - FOREST HILLS

As Peter/Spiderman clandestinely crawls up the side of the house

finally returning home and still in costume. He stops at his Aunt May's bedroom window. He sees Liz already helping May pack up Ben's clothes and photographs of them together into the antique "Hope Chest" they had kept since they were married. The process of bereavement, dealing with the loss of his uncle, has already begun. Peter climbs to his bedroom window, and enters the house.

NOW WITHIN HIS BEDROOM

Peter sadly removes his Spiderman costume and stops to notice a photograph atop his bureau of him with his Uncle Ben on a fishing trip a year earlier. Peter can hear Ben's words echoing their sad reminder: "With great power comes great responsibility." Peter is tormented by how hard these words have hit home.

TIME CUT TO:

THE HALLWAY

...as Peter emerges from his room, once again dressed in his civilian clothes. He then enters May's room where he, Liz and Aunt May hold each other close. No words are spoken, all is understood. They weep silently while embracing.

FADE OUT

CUT TO:

LIVE ACTION - MONTAGE

"Vigilante Hoodlum Loose In New York!" screams the headline in the Daily Bugle... "Freak Spiderman Eludes Police And Terrifies Japanese Prospector!" A photograph of Spiderman stuck to the Brooklyn Bridge accompanies the headlines. In this continuing MEDIA MONTAGE, WE SEE copies of the Bugle selling like hot-cakes. Spiderman's tainted and exploited image, as parlayed by Jonah Jameson's newspaper, is picked up and broadcast by television and radio stations. The news broadcasts paint a dark portrait urging neighborhood groups to form patrols and watches to capture the elusive Spiderman before he can harm innocent mothers and children.

CUT TO:

JONAH JAMESON'S OFFICE

The newspaper tycoon is ecstatic: "Give me more stories on that ruthless vigilante. I've sold out every issue!", he screams at Robbie Robertson and staff. "And where's that kid Piper?" "You mean Parker",

replies Robertson. "Whatever his name is; get him in here! We wouldn't have done half as well without those photographs he took of Spiderman on the Brooklyn Bridge." "I'll keep trying to reach him", says Robbie. The staff leaves. Jameson sits back in his chair behind the desk. Then, lifting his feet up and leaning back, he is stunned to see Spiderman stuck to his office ceiling and looking straight down at him. A terrified Jonah falls all the way back in his swivel chair and crashes to the floor. Spiderman jumps down to greet him. He shoves the late breaking final edition, with his photographs, into Jameson's face. He angrily tells Jameson that the way the story portrays him is not the way it was at all. He tells him to get his facts straight or he may be forced to pay him a return visit. Before leaving through the window, Spidey tells Jameson to ask Peter Parker what really happened: "He was there." And in a flash, Spidey is out the window and climbing up the building toward the roof.

CUT TO:

ATOP THE ROOF

Spiderman quickly grabs his civilian Peter Parker clothes (from their pre-appointed hiding place) and re-enters the building through the rooftop fire escape stairwell.

BACK TO:

JAMESON'S OFFICE

Jameson frantically screams into his speaker phone to Robbie and the other editors outside. All come rushing in to witness Jameson looking out his window. Then, turning to face them, looking as though he's seen a ghost: "He was here!" "Who?", asks Robbie. "That maniac, Spiderman! He threatened to kill me! To slit my throat if I didn't stop writing about him!" Now Peter enters the office behind the rest, his 35mm camera in tow. "Fifer!", screams Jameson, "You're on staff as of today! Get me some more pictures of that criminal Spiderman to run with tomorrow's headline: "Spiderman Threatens To Slaughter Eagle Publisher!" but before Peter can protest, another CITY DESK REPORTER RACES into Jameson's office: "Just came in over the police dispatch! There's some sort of security breach at the nuclear power plant!" "Cover it!", screams Jameson, and even as all, including Peter, run out of the room, Jameson yells out to Robbie "And get some bars on this window!"

CUT TO:

EXTERIOR OF NUCLEAR POWER PLANT

As a convoy of trucks, operated by Ock and his gang, crash through the gates. The thugs emerge from the "confines" of the trucks and hold

the security personnel at bay with machine guns blasting. Ock easily storms the main reactor, tossing aside various workers with his welders, and steals the plutonium he needs to further advance his anti-gravity device.

CUT TO:

THE THREE TRUCKS

As Ock enters the holding cab of one of the trucks with his prized plutonium, Dinko drives the truck out of the plant grounds. The other thugs follow in their trucks while machine gunning arriving cops. All three trucks speed off down the lonely dirt road that exits the power plant grounds, but not before Spiderman hops atop Ock's speeding truck. He is stuck to the hood of the speeding truck, staring Dinko straight in the face.

CUT TO:

OCK'S BATTLE WITH SPIDERMAN ATOP THE TRUCK

As Dinko swerves violently to try and throw Spiderman off, he yells back at Ock who is within the back of the truck: "It's Spiderman!" Spidey climbs to the top of the racing truck and removes his 35mm camera from his belt. Then, he quickly shoots some webbing-goo atop

the truck, sets the camera at automatic, and sticks it to the top of the truck. At that moment, one of Ock's waldo arms comes crashing through the top of the truck and grabs Spiderman. The two other trucks behind Ock's truck (and carrying the other thugs) open fire upon Spiderman with their machine guns. But Spidey escapes Ock's initial grasp by prying free the waldo grip with his amazing spider-strength. The camera clicks away as the battle atop the racing truck continues and another one of Ock's waldo arms comes crashing through the roof of the truck. Spidey adroitly grabs this arm and ties it into an effective Boy Scout learned "knot" with Ock's other waldo arm. But Ock still has two telescoping waldos left and they now come crashing through the sides of the truck lunging out at Spidey and wrapping themselves around the vehicle as Spiderman hops and climbs around the entire perimeter of the truck, sticking to the bottom of it at one point and scraping at the dirt road with his body. Now climbing back to the roof of the truck, Spidey grabs onto the "lip" of the roof as Ock's two waldo arms fiercely grab hold of him. Spidey holds onto the lip of the roof, waving into the lens of his snapping camera, as Ock's waldo arms suddenly let go of him and grab onto the "lip" of the roof as well. Now, the waldos rip off the entire roof of the truck, finally tossing it and Spidey away. It flies off into the swampland at the side of the road. Ock manages to escape as Spidey, not a little shaken-up, slowly crawls out from beneath the ripped-off roof. His 35mm camera still snapping away.

DISSOLVE TO:

ABANDONED SUBWAY TUNNEL ENTRANCE - BENEATH CITY HALL - NIGHT

The convoy of trucks approach the clandestine entry sight and enter. Ock, now emerging from the truck and into his madman's laboratory, exclaims triumphantly that with the prized plutonium in his possession, he can finally further along his anti-gravity device as planned.

CUT TO:

MONTAGE OF OCK PERFECTING THE ANTI-GRAVITY DEVICE

As compared to the smaller version of the device seen in the opening scenes of the film, this version is as large as a cannon-gun aboard a battleship. Ock is like a would-be Frankenstein as he continues to perfect his device.

INTERCUT:

MEDIA MONTAGE

Further sporting the image of Spiderman as the City's number one arch criminal with "The Daily Bugle" leading the way and printing the photographs taken by Peter aboard the speeding truck during the

nuclear plant break-in. The C.I.A. and the F.B.I. join the hunt for Spiderman linking him to various terrorist groups.

INTERCUT:

SPIDERMAN IN VARIOUS ATTEMPTS AT RIGHTING WRONGS THROUGHOUT THE CITY

Spiderman/Peter is constantly thwarted by citizen patrols and stalking cops who think of him as the villain. SPIDERMAN HAS BECOME A FUGITIVE ON THE RUN.

BACK TO:

OCK IN HIS LABORATORY

Ock has finally readied the huge anti-gravity device for a test-run. He will alert the city to the menace of his presence with "A little demonstration." Turning the machine on at a "Low power" level, he aims the gun into the adjoining subway tunnels allowing it to shoot its strange rays of pinpointed light.

CUT TO:

STREET LEVEL

As the rays "escape" through street level subway vents and entrances.
Here are some of the events that may follow:

MONTAGE - ANTI-GRAVITY RAYS "LOOSED" UPON NEW YORK

WE SEE

Women's skirts fly upwards (no complaints from the guys on this one!)
Gentlemen are losing their hats. We see a sea of hats floating above
the city. We see the city in chaos as smaller items gravitate
skyward. We see fast food restaurants, burgers and fries (packaged)
flying upward into the streets. People jumping up to grab a free
lunch.

CONTINUE TO SEE

A used car lot. A perspective buyer gets into a beat up Ford, asking
about the extras. The car begins to float upwards. The car salesman
doesn't miss a beat. He says the flying car device is an option and

will cost extra.

THEN:

We are in Cartier's jewelry store. It's a busy afternoon. We see jewels as they begin to rise and fly away. People are leaping to grab what they can as they push and shove one another.

THEN:

Chase Manhattan Bank in pandemonium. Money rising up out of the drawers. Men, women, and children all grabbing for dollars.

THEN:

A concert at Lincoln Center - or - an Opera. We see instruments, sheet music, chairs, hairpieces, wigs, mustaches, jewelry, furs, programs, sets rise...

CUT TO:

THE MAYOR'S OFFICE - CITY HALL

Memos, pencils and pens, books and paper clips float and surround the Mayor and his aides who try to vainly hold the various items down.

The Mayor's private phone line RINGS. Doc Ock is at the other end: "This is Spiderman", says Ock to the Mayor. "I am imposing a gravity tax on the City of New York!" Ock tells the Mayor that the details of the tax plan will follow. In the meantime, he wants TWO HUNDRED MILLION DOLLARS (as a good faith deposit) delivered to him by 8:00pm on Saturday and at a drop-off that he will phone to confirm by noon tomorrow. Ock warns the Mayor that if his demands are not met, he will turn the entire city of New York upside down! Ock hangs-up even as the floating debris in the Mayor's office drops to the floor.

FADE OUT

FADE IN

PETER'S HOME IN FOREST HILLS - NEXT DAY

A group of neighbors have gathered on May's front porch to plan that evening's neighborhood patrols in their quest to capture the elusive Spiderman. A despondent Peter and his buddy Harry are in the brownstone's garage where Peter works on repairing his Honda 250 motorcycle. May departs from the gathering on the porch to bring the boys a snack. She tells Peter how upset she is about "That terrible criminal, Spiderman" and expresses her hope that "They catch him soon." As May leaves to rejoin the group, Flash and Liz pull up in

Flash's shiny new Corvette. They exit the sports car and approach Peter and Harry.

Flash is uncommonly polite to Peter. He tells Peter he's been asked to join the most prestigious fraternity house on campus. He will be inducted into the fraternity at a beer blast at the frat house on Saturday night. Flash asks Peter if he could arrange to take a photograph of him with his good friend Spiderman. The guys at the fraternity think that Spiderman is "the coolest" and if Peter would do him this "tiny" favor, he'd be a shoe-in with the frat guys. Of course, Flash will pay him handsomely for the favor. How much does Peter want? A hundred bucks? Two hundred? As Flash flashes the cash before Peter, Peter proudly tells him to keep his money. He's not interested. Flash angrily turns to Liz: "See? I told ya that twerp wouldn't do it." Liz takes Peter aside. She tells him that Flash's father is a major stockholder of "The Daily Bugle." If Peter truly believes that Spiderman is not the criminal everyone else thinks he is (as Peter has repeatedly told her) Flash's father's influence with Jameson could help with Spiderman's image. Peter has an idea. He turns to Flash and says he'll try to arrange the photography session: "But it has to be someplace where Spiderman won't feel threatened... how about the observation deck at the EMPIRE STATE BUILDING at 5:00pm?" "Great!", says Flash. Liz asks if she can be there. Peter says that would be O.K. Liz gives Peter a kiss and says Flash is taking her back to the dorm for now. They leave. A despondent Harry feels left out. Peter gently turns to his best friend and tells him

he's sorry he couldn't include him. Peter promises Harry that he will make it up to him. Harry sadly leaves even as a Ford Fairlane pulls into the driveway. Two suited gentlemen exit the car and approach Peter: "Are you Peter Parker?" "Yes." "The same Peter Parker employed by the Daily Bugle as a photojournalist?" Peter nods yes. The two men show their F.B.I. identifications and tell Peter they want to ask him some questions about his relationship with Spiderman.

CUT TO:

EMPIRE STATE BUILDING - OBSERVATION DECK

Flash and Liz are waiting for Spiderman to show up. A variety of journalists and television news crews are anxiously interviewing the same Japanese businessman that Spiderman encountered at the Brooklyn Bridge. The businessman, once again joined by his wife and two children, ecstatically reveals another document to the press. This one states "CITY OF NEW YORK - DEED OF SALE- EMPIRE STATE BUILDING." The proud new owner gleefully exclaims "You see! I buy! All 102 floors - mine! Soon to be EMPIRE STATE AMUSEMENT PARK!" Flash is worried that with so many people upon the deck, Spiderman may not show.

CUT TO:

THE STREETS OF MANHATTAN

Peter is being "tailed" by the Ford Fairlane containing the two F.B.I. agents. Peter turns the corner and enters an alley behind the Empire State Building. The agents immediately turn into the alley only to find that Peter has disappeared. The F.B.I. men leave their car for a moment to survey the alley, then, hurriedly jump back in. One of them exclaims: "He must have run out the other side!" As the car speeds off down the alley, CAMERA PULLS BACK to reveal Peter "stuck" to the side of the Empire State Building, four stories above the ground. Having ditched the agents for now, Peter climbs up the 102 story building.

BACK TO:

THE OBSERVATION DECK

A building security guard calls out for a "Flash Thompson." He tells Flash there is a phone call for him; he'll have to take it one floor down. He can use the stairs. Flash angrily turns to Liz telling her that "If Parker has screwed this up, he'll pay!" Flash leaves.

CUT TO:

THE PHONE BOOTHS ONE FLOOR BELOW

Flash enters one of the booths to retrieve his call. CAMERA PULLS BACK to reveal Peter within the closed door phone booth next to Flash's (and unseen b Flash.) Peter tells Flash (over the phone) that Spiderman was unable to make it to the observation deck meeting. Flash screams into the receiver "What?!" Peter then pounds his fist against the wall of Flash's phone booth telling him he'll have to keep it down, he can't hear what his party is saying! Then, Peter returns to his conversation with Flash. He tells him that Spiderman has agreed to come to the frat party on Saturday night. The photography session can take place then. Flash thinks this new plan is even better: "The frat guys will go nuts when Spiderman shows up! Cool, Parker!" Peter tells Flash to "Be sure not to let anyone know about this. We don't want to scare Spidey away." "Sure thing!" says Flash.

MEANWHILE

BACK AT THE OBSERVATION DECK

The guard is telling everyone it's time to close-up. Liz is in the ladies room on the deck (freshening up her makeup.) As the Japanese businessman and the news media leave, an unidentified hand wedges a piece of metal into the ladies room door, effectively jamming the lock.

With everyone now gone from the deck, Liz attempts to exit the bathroom only to find herself locked inside.

BACK TO:

FLASH ON THE FLOOR BELOW THE OBSERVATION DECK

Flash attempts to take the elevator back up to the deck but the guard tells him the deck is closed and that everyone's gone down to street level. Flash assumes that he'll find Liz waiting for him below and leaves.

MEANWHILE:

BACK AT THE DECK

Liz is pounding on the bathroom door for help. Now, from inside, she notices the doorknob turn. The door opens and a surprised Liz is greeted by Spiderman. Now finding herself alone with Spiderman, Liz angrily attempts to leave the deck and be rid of this "wanted criminal." But the exit doors are locked.

Spiderman attempts to calm down the feisty Liz. He explains to her that the media has painted an image of him that isn't at all true. He tells her that he had nothing to do with the nuclear plant break-in or the subsequent display of anti-gravity. Doc Ock is the culprit! Ock

stole the plutonium from the power plant with the assistance of Rupert Harvert's gang of thugs. Spidey says that Ock is using the plutonium to fuel his anti-gravity device from a secret location somewhere in Manhattan: "And it's up to me to find out where he is before he destroys us all!" But Spidey explains that with the media portraying him as the culprit, he's been sorely hampered in his quest to find Ock and bring him to justice.

Liz is still not at all sure she believes what she's being told. For now, anyway, all she really wants is to go home. Spiderman asks if she minds taking the long way home. Liz unthinkingly remarks "I don't care how I get there as long as I get there!" And with that, Spidey scoops a surprised Liz into his arms and shoots a web at the spire of the EMPIRE STATE. The two of them swing out from the EMPIRE STATE BUILDING to an adjacent skyscraper. Liz screams and kicks in combined horror and rage but Spidey shoots another web back to the EMPIRE STATE, swinging with Liz in his arms, and back to the observation deck. He then shoots some webbing at the adjacent skyscraper on the opposite side of the EMPIRE STATE and this time scurries across the webbing with Liz hanging onto him, piggy-back style. "You're insane!", she screams. And even as Spiderman/Peter continues to web from building to building, Peter's prior-placed 35mm camera (hidden from Liz's view atop the observation deck railing) automatically snaps away at Spiderman and Liz. By the time he's finished swinging and web-

walking Liz at 102 stories up, (and returning her to the observation deck once again), an astounding LONG SHOT reveals the intricate webbing Spiderman has built against the Manhattan skyline with a FULL MOON glistening off the slightly "dewey" strands and the EMPIRE STATE BUILDING at the center of the huge web.

Now, back at the observation deck, Spiderman lets Liz down and suddenly announces: "Gee, it's way past my bedtime. Gotta go. See ya!" And with that, he simply drops off the ledge of the observation deck, seemingly leaving Liz stranded! "What!!", screams Liz.

CUT TO:

SPIDERMAN/PETER STUCK TO THE SIDE OF THE EMPIRE STATE BUILDING

He retrieves his civilian clothes from the "web-sack" he left them in against the building wall. He quickly changes back into Peter Parker while stuck to the building wall. He can't help but laugh as he listens to Liz scream from above: "Help! Help! Where are you, you asshole! Come back!"

BACK TO;

THE OBSERVATION DECK

Liz's back is to Peter as he returns to the deck and grabs his camera

from its stuck position on the railing. He calls out to Liz: "Liz!" Liz spins to see Peter standing there with his camera. She rushes into his arms. "Oh Peter! Peter it was awful! He was here! Spiderman! He kidnapped me, and..." "I know! I know! I was here all the time. I've got some really great shots!" "You got what!?", screams Liz. "Why didn't you do something?" "I would have" Peter replied. "If I'd needed to. I'd never let anything happen to you" They kiss, a sweet, loving, caring kiss. Peter continues: "But I believed everything he was saying to you...didn't you?" Liz thinks about this for a moment, and then, without hesitation: "Yes! He's a flamboyant macho asshole but he's not a criminal!" "And these pictures will prove that to the Daily Bugle. Especially when you give them the story Spiderman told you to back them up" says Peter. "Let's go", responds Liz excitedly. As they race to the observation deck door, Liz stops dead in her tracks. She disappointedly tells Peter it's impossible to leave. The door's locked. She already tried it. Peter, coyly, steps up to the door and says: "No it isn't." He then secretly yanks the locked steel door, breaking the deadbolt in half with his amazing spider-strength. (He does this carefully so as not to let Liz know what he's done.) A confused Liz throws up her arms and they hurriedly leave.

CUT TO:

JAMESON'S OFFICE - NEXT DAY

Peter and Liz present Jameson with the photographs of Liz in Spiderman's arms. Jameson is outraged: "The gall of that criminally insane Arachnid!...Kidnapping an innocent young girl and attempting to ..." Jameson suddenly stops, disgusted at the sexual ramifications of what he was about to say. Liz attempts to tell him that that wasn't the case. Spiderman didn't harm her and his intentions were to help clear things up. Jameson will hear nothing of it. He tells Liz not to worry. The cops are hot on Spiderman's trail and it won't be long before they catch him. A frustrated Peter throws his arms into the air and storms out. Liz follows. Jameson calls out to Peter telling him to cover the Mayor's press conference scheduled for 5:00pm the following day, Saturday, at City Hall. Then, Jameson is immediately on the phone to the printing room. While holding a shot of Spiderman clutching Liz in his arms he yells: "Stop the presses for tomorrow's edition! The new headline is: 'Spiderman Attacks Innocent Teenager!...Threatens Her With Unspeakable Acts!!!...And send Smitty up to get the photograph for the front page!'"

CUT TO:

LIZ AND PETER - OUTSIDE THE BUGLE BUILDING

Liz runs to catch up with a fleeing Peter even as WE SEE the two F.B.I. Guys, secretly following the two teenagers on foot. Peter notices them, grabs Liz's hand and races through the teeming sidewalks of New York. The F.B.I. agents give chase but are held back by the sea of pedestrians and the rush hour traffic.

CUT TO:

A DESERTED ALLEY

Peter drags Liz into the alley, temporarily eluding the agents. Peter now notices a wig shop's rear entrance and a delivery truck delivering a new supply of male and female wigs from the open truck. Worriedly that the F.B.I. agents will be quick to follow, Peter tells Liz to trust him and to turn around. Then, making sure their backs are to one another, Peter insists that Liz not turn to look at him. He promises not to look at her and orders her to strip! Liz does so even as Peter takes his clothes off, their backs to one another. They exchange clothing, Liz all the while, dying to peek a look at the semi-naked Peter. (But Peter must be sure that Liz doesn't SEE his Spiderman costume beneath his street clothes.) And even as Liz keeps her promise, thinking she doesn't want to embarrass Peter by seeing him

naked under these circumstances, Peter nonetheless can't help but notice Liz's underwear clad reflection in a nearby window as the two of them quickly get into each others clothing.

CUT TO:

THE FBI AGENTS ENTERING THE ALLEY

As the F.B.I. agents walk past Peter and Liz's hiding place, Peter (dressed as Liz, complete with a stolen blonde wig) and Liz (dressed as Peter, wearing a stolen male toupee) take off in opposite directions. The F.B.I. agents, thinking that Liz is Peter and that Peter is Liz, let Peter go and both of them chase off after the Peter clad Liz.

CUT TO:

A BUS STOP ON THE STREET

As the overcrowded bus is about to depart, Liz (dressed as Peter) runs to the doors and bangs on them. The doors open and Liz climbs aboard. The bus takes off leaving the F.B.I. agents in the lurch.

CUT TO:

THE NEXT BUS STOP

Where Peter, dressed as Liz, pays his fare and moves to the back of the bus to sit next to an already waiting Liz. The two teenagers laugh and hold each other close even as the rest of the passengers on board stare back at them, totally confused.

CUT TO:

OCK'S LABORATORY - NEXT MORNING

One of Ock's thugs drops a copy of that morning's "Bugle" onto Ock's lap. Ock studies the photograph of Liz and Spiderman and smiles to himself: "So...Spiderman has a girlfriend..." Ock reads on: "Empire State University Student Elizabeth Allen..." The cunning Ock has already determined what to do.

CUT TO:

THE MAYOR'S OFFICE

Sophisticated electronic tracking devices have been attached to the Mayor's phone lines as the Mayor, his staff, and the cops wait for Ock's pre-arranged call. (They, of course, believe it is Spiderman

who will call.) THE PHONE RINGS. The Mayor answers: "Hello?" "This is Spiderman", Ock replies, "Deliver the \$200 million in small bills, at CONEY ISLAND at 7:00pm." The Mayor confirms saying that the money will be brought by armored car after it is withdrawn from the City's account at Chase Manhattan Bank. Ock hangs up. The Mayor turns to the Chief of Police saying that "OPERATION DECOY" has been effectively implemented. We now see Dinko, wearing a phony moustache disguise, outside the office and "washing" the Mayor's windows upon a scaffolding some four stories up. He overhears the Mayor and the Chief of Police state that "OPERATION REAL" is also in place. It seems that the Mayor has demanded that the actual cash be on hand to prevent Spiderman from making good on his promise to "turn the city upside down" if he eludes the cops capture during the decoy-run. The Chief tells them that the \$200 Million, all in small bills, has been deposited at City Hall! When the Mayor asks "Where?!" Dinko's eyes light up to hear the answer. "The Dome!", is the Chief's reply.

CUT TO:

INTERIOR - THE DOME OF CITY HALL

Filled to the brink with one dollar bills and guarded by cops! Dinko has raised himself up to the windows on the Dome and can see the loot inside.

BACK TO:

OCK'S LABORATORY

A confident Ock turns to the rest of the thugs telling them it's time to implement their plan. When one of them asks "What about Dinko, Boss?" Ock replies: "There isn't time to wait. He knows where to find us." They leave.

TIME CUT TO:

THE GOODYEAR BLIMP

...docked at its air-strip in New Jersey. The same Japanese Businessman who's purchased THE BROOKLYN BRIDGE and THE EMPIRE STATE BUILDING is being instructed by the flight crew as to the operation of his latest purchase: THE GOODYEAR BLIMP. His wife and their two children smile happily as the pilot of the blimp shows him the cockpit. Suddenly, Ock and his gang invade the confines of the blimp and quickly force all but the pilot off. And even as the protesting Japanese Businessman points to his deed of sale for the blimp (from outside of the air-ship) Ock demands that the pilot "lift-off." The blimp takes off.

CUT TO:

THE STEPS OF CITY HALL - SAME TIME

A throng of journalists are "bombarding" the Mayor with questions. The citizens are in a state of panic about when and where Spiderman will strike next. The Mayor tells the journalists that he is hot on Spiderman's trail but must remain quiet concerning his plan of action. As Peter (with camera) joins the group, he notices the Mayor's assistant whispering something into the Mayor's ear. The Mayor abruptly ends the press conference and re-enters City Hall.

CUT TO:

THE REAR OF CITY HALL

Peter climbs up the building wall to stop at the Mayor's office window and listens in

BACK TO:

THE MAYOR'S OFFICE

As Peter overhears that "Operation Decoy" has begun. The city officials are prepared to meet Spiderman head on when he attempts to pick-up the DECOY/CASH in approximately thirty minutes.

CUT TO:

EMPIRE STATE UNIVERSITY - ALPHA EPSILON RHO FRATERNITY PARTY - SAME NIGHT

The students are drinking beer like it was water. SOUND of rock and roll music blasting over enormous speakers. 'Lots of hot babes! Liz arrives and asks Flash if Peter and Spiderman have arrived. Flash says "No", then: "If Parker screws me on this one I'll pulverize him!" Suddenly, a couple of kids race outside exclaiming: "Hey! Get a load of this!"

CUT TO:

EXTERIOR - FRATERNITY HOUSE LAWN

Liz and Flash hurry outside to join the rest of the drunken teenagers. All are looking skyward at the GOODYEAR BLIMP that is hovering JUST FIFTY FEET above the lawn. Flash delightedly believes that Spiderman is making a flashy entrance! He waves excitedly at the blimp screaming "It's him! It's Spiderman! I can see him inside! What a cool dude!"

CUT TO:

INSIDE THE BLIMP

Ock and his gang spot Liz below, standing next to Flash. One of the thugs says "There she is Boss!" Suddenly one of Ock's waldo arms shoots out from the cockpit of the blimp and grabs Liz! The blimp soars higher with Liz in Ock's waldo-grip carrying her, kicking and screaming, along with it!

BACK TO:

THE REAR OF CITY HALL

As the blimp soars over the building on its way to CONEY ISLAND. Peter can see the telescoping waldo arm receding back into the cockpit, bringing the screaming Liz on board! Peter quickly rips off his civilian clothes to reveal his Spiderman costume underneath. He shoots a web at the underside of the blimp and hangs on as the airship takes him along to CONEY ISLAND.

CUT TO:

INSIDE THE BLIMP

Ock happily tells Liz that "Spiderman has good taste in women: "A little skinny for my taste, but then, I'm of the Mae West generation." Liz demands to know why Ock is doing this: "You're my insurance dear, we wouldn't want Spiderman to spoil all of our fun!...Besides...It's Saturday Night!" Now, one of the thugs spots a caravan of five armored trucks below. Ock orders the pilot to position the blimp above the armored vehicles. The thugs position a smaller version of the anti-gravity gun (it's barrel approximately five feet in length) to aim at the trucks. Ock activates the gun. The rays lift the last armored truck up and down causing the rear doors to unlatch and spill the money bags out. The bags burst open to reveal shreds of paper, nothing more.

An infuriated Ock now spots Dinko racing alongside the caravan of trucks in the Mercedes. Dinko yells to Ock telling him that the trucks are a decoy - the money is in City Hall! Ock is "mad" with anger. He points the gun at the remaining four trucks in the caravan and wreaks havoc by turning each one, individually, upside down and tossing them to roll and crash along the way.

Now, Spidey suddenly appears stuck to the observation window on the blimp. (Having climbed up from the strand of webbing he'd attached to the blimp.)

As the cops below (accompanied by the two F.B.I. agents that have been following Peter) open fire at Spiderman atop the blimp, Ock grabs Liz and telescopes his waldos to the roof of a building below. He then climbs down the fire escape with Liz to street level and jumps into the waiting Mercedes driven by Dinko. The Mercedes screeches off toward City Hall.

Meanwhile, Spidey (after having witnessed Ock's escape with Liz) enters the cockpit of the blimp. With the thugs pre-occupied and firing at the cops below, Spidey instructs the pilot to hop onto his back, piggyback style. Spidey then shoots a web to a building fire escape and swings down with the pilot even as the now bullet-ridden blimp crashes into the East River.

AT STREET LEVEL

Spidey hops from the fire escape to street level and atop a HARLEY-DAVIDSON MOTORCYCLE that it's "Hells-Angel" owner has already started and is about to drive-off on.

Spidey takes off on the HARLEY in pursuit of the Mercedes containing Ock, Liz, and Dinko.

THE CHASE

Spidey weaves in and out of traffic finally catching up to the Mercedes and along side of it. Ock suddenly "trips" the motorbike by shooting a waldo from the rear window and grabbing at the wheels of the HARLEY.

The bike flies into the air and sends Spiderman to soar and land atop the roof of the Ford Fairlane driven by the two F.B.I. agents who are also giving chase. But Ock's Mercedes has an advantaged lead. Spiderman now hops from the roof of one moving vehicle to another, "hopscotching" his way closer to Ock and the Mercedes.

CUT TO:

THE SECRET SUBWAY ENTRANCE NEXT TO CITY HALL

As Dinko races down a one-way street and, in his attempt to avoid the on-coming traffic, crashes the Mercedes into a building facade.

Ock jumps out of the Mercedes with Liz and races to enter his underground laboratory. Dinko is left behind, semi-conscious and trapped behind the wheel.

Spiderman arrives, stuck to the side of a racing ambulance, only to spot Ock and Liz entering the secret subway entrance. He follows.

CUT TO:

UNDERGROUND TUNNELS

As Doc drags the screaming Liz through the maze on his way to the Lab.

CUT TO:

THE LABORATORY

Doc enters and immediately turns on the anti-gravity machine. He manipulates the enormous fly-wheel thusly pointing the gigantic cannon gun upwards and fires its rays, FULL POWER, at the foundations of City Hall (directly above the underground laboratory.)

CUT TO:

INTERIOR - CITY HALL - NIGHT

As the building's foundation rocks from the effect of the anti-gravity device beneath it. Employees run out of the confines of the shaking building, screaming.

BACK TO:

OCK'S LABORATORY

Spiderman arrives thus prompting a tremendous battle between Ock and Spiderman; with Ock's waldos repeatedly shooting-out at Spidey and tossing him throughout the confines of the laboratory.

CUT TO:

EXTERIOR - CITY HALL

The same Japanese Businessman is being interviewed by a TV crew in front of the building, holding a DEED OF SALE in hand stamped: CITY OF NEW YORK'S CITY HALL. Now the 1800's built landmark begins to slowly float skyward on a "cushion" of glowing energy coming from the anti-gravity gun below it. The Japanese turns to see this, frantically yelling: "Stop that building!" But the building keeps soaring and the Japanese Businessman angrily tears up the deed of sale stating "NO DEAL!"

OCK'S LABORATORY

Spidey is thrown by Ock, with tremendous force, halfway across the cavernous laboratory. And even as Ock's waldos strangle Spiderman's throat, rendering him temporarily unconscious, Ock grabs Liz, and

takes off with her in tow. Spiderman comes to and sees Doc exiting through the tunnels from whence they came.

CUT TO:

THE BOILER ROOM AT CITY HALL

Doc emerges through a drainage hole with Liz and into the basement/boiler room of City Hall. The rest of the building is already floating some twenty feet above them. Doc grabs onto a stairwell, (still attached to the first floor) with his telescoping waldos and yanks himself and Liz up and into the floating building that is still rising at an alarming speed. Spiderman quickly follows, hopping onto the stairwell to give chase into the floating building.

CUT TO:

EXTERIOR - CITY HALL

Now floating hundreds of feet above the ground and still rising.

BACK TO:

INTERIOR - CITY HALL

Spiderman is suddenly alerted to cries of "Help!" coming from the Mayor's office. Having temporarily lost sight of Ock and Liz, Spidey races into the Mayor's office.

INTERIOR - THE MAYOR'S OFFICE

Due to the tilting and swaying effect of the floating building, the office is a shambles. Desks and bookcases have toppled against one another pinning the Mayor beneath them. Spiderman tosses the debris aside and lifts the shaken but unharmed city official to his feet:

"Where are Ock and the girl?!" Spidey screams. The Mayor points to the shattered office window: "He took her through the window!"

Spidey races to the window followed by the Mayor, looking out and upwards to the DOME. He can SEE Ock still carrying Liz and "waldo-ing" his way up an iron stairway to the peak of the DOME.

Looking down to the Empire State University grounds (now some 800 feet directly below the floating CITY HALL) Spidey shoots a web at a 45 degree angle to the highest spire on the school's administration building bell-tower.

He rips the Mayor's suit jacket from the Mayor's torso, then instructs the Mayor to hang onto each sleeve as he drapes it over the strand of webbing and lets the Mayor go! The Mayor slides down the strand of

webbing, fireman style, to land in the bell tower causing hundreds of roosting pidgeons to scatter. Students and cops gathered on the campus applaud his safe return.

CUT TO:

EXTERIOR - THE FLOATING CITY HALL

Now soaring some 1000 feet above the ground. Spidey climbs along the building's wall in pursuit of Ock who uses his waldo arms to climb to the domed peak.

It is here at the dome that the final battle rages between Ock and Spiderman. With Ock releasing Liz, who hangs onto the flagpole sporting the American Flag at the Dome's center, Ock and Spiderman fight it out. And with a final, mighty leap, Spidey swings himself around the flagpole time and time again, gaining tremendous velocity and then letting himself go to shoot out, feet first, with the power of a cannon ball. He kicks Ock over the edge of the Dome! Ock falls some 1500 feet to his death, screaming all the way.

Spiderman takes Liz in his arms as the building continues to soar heavenward. He drops the enormous American Flag from its pole then, covering it with webbing, creates a parachute. Liz terrifiedly holds onto Spidey. Spidey jumps. The parachuted American Flag allows them to safely land upon the Empire State University grounds to a cheering throng of students.

CUT TO:

SPIDERMAN AND LIZ BENEATH THE AMERICAN FLAG

We can see two bodies "wrangling" beneath the folds of the flag. Are these the throes of intimacy...or? Suddenly, the SOUND OF A SLAP! Liz finally removes herself from beneath the folds of the flag. Having successfully eluded Spiderman's amorous attempt to kiss her, she now comes face to face with a concerned Flash. Much to his surprise, Liz hauls off and slaps him across the face exclaiming: "You guys are all alike!" As the cops check for Spiderman beneath the flag, they discover him already gone.

CUT TO:

A CLUSTER OF BUSHES NOT FAR FROM THE FLAG

Peter's buddy Harry is watching all of the above from a distance. He suddenly hears a voice call out to him from the bushes. Harry nervously walks into the bushes.

WITHIN THE BUSHES

Harry is startled to find himself face to face with Spiderman. Now, Peter removes his face-mask to reveal Spidey's true identity to his best friend. An astounded and teary-eyed Harry hugs his buddy Peter and the two of them begin to laugh hysterically.

BACK TO:

LIZ AND THE CROWD

Liz frantically scopes-out the crowd for Peter. She is delighted to spot him, emerging from the throng (dressed in Harry's clothes) and races into his arms.

BACK TO:

HARRY IN THE BUSHES

Wearing only his underwear and delightedly watching Peter and Liz.

BACK TO:

PETER AND LIZ

As they kiss to the cheers of the crowd, the webbing strand that Spiderman used to rescue the Mayor (and whose other end is still attached to the still soaring City Hall) suddenly "taps" Peter on the back of his shoulder. Without breaking from their kiss, Peter yanks at the strand of webbing.

CUT TO:

THE FLOATING CITY HALL - BEFORE THE FULL MOON

And thousands of feet above the city. The effect of Peter's yanking on the strand of webbing, still attached to City Hall, causes the building to tilt upside down thusly allowing the \$200 million stuffed within the DOME to spill out of the shattered windows and "rain" upon the city below.

CUT TO:

MONTAGE OF MONEY FALLING FROM THE SKY AND ONTO THE STREETS OF NEW YORK

We see scores of the disadvantaged: the homeless and forgotten poor of New York, scooping up the "shower" of cash.

BACK TO:

PETER AND LIZ STILL KISSING UPON THE CAMPUS LAWN

As the "rain" of money comes down from the sky and CAMERA CRANES UP to finally FADE OUT on the scene.



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