

THE ASTONISHING SPIDER-MAN: PILOT

Written by

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EXT. BANK - NIGHT

THREE ARMED ROBBERS burst through a door, each holding a bagful of cash and wearing ski masks. They run towards an unmanned getaway car on the other side of the street.

The youngest of the three, takes the wheel. The others get in the back.

YOUNG ROBBER
Pay day, boys!

Another robber, very cranky sounding, slides his cash into the back seat. The third robber is taking off his mask while catching the bags.

CRANKY ROBBER
Shut up and punch it, man.

He punches it. The car starts speeding down the street to safety.

FACELESS ROBBER
Damn, this is the most money I've ever seen in my life.

YOUNG ROBBER
I know right! I'm finally gonna buy that new iPad.

FACELESS ROBBER
Really? We score more than ten G's and your first purchase is gonna be an iPad?

YOUNG ROBBER
It's better than those stupid Kindle rip-offs they sell.

FACELESS ROBBER
That's not the point, moron.

They skid around a corner, loudly.

CRANKY ROBBER
Will you two shut up and focus?

FACELESS ROBBER
What's your deal man?

CRANKY ROBBER
We're not out of the shit until we make it back to Tony's. So focus.

YOUNG ROBBER

Put a sock in it, numb nuts. We got out before any alarms went off. It's smooth sailing from here.

CRANKY ROBBER

Just drive.

Rounding another corner, they approach a stop light.

YOUNG ROBBER

Dude, we could literally obey all traffic laws and still be okay. Stop being paranoid.

As they're approaching the light, it changes from yellow to red. Before they can cross the intersection, they come to a sudden halt.

All the robbers whip forward in their seats.

CRANKY ROBBER

What the hell are you doing? Don't screw with us now.

The Young Robber, looking worried, starts pumping the gas. Nothing happens.

YOUNG ROBBER

It's not me, man.

FACELESS ROBBER

Quit fooling around --

Something SMASHES on top of the roof, denting it. At his wits end, the Cranky Robber takes out his pistol and starts blasting away at the roof.

His pistol is suddenly yanked away. He looks at his hands, befuddled.

CRANKY ROBBER

How did --

Before he can finish, he gets a face full of WEBS. The Cranky Robber tries to claw it off, but fails.

YOUNG ROBBER

What the hell is that stuff?

A bold move, Faceless Robber steps out of the car, staring down the night. Nothing is there to face him.

Young Robber joins him as they both take out their pistol's.

On one side, Faceless Robber sees nothing. Just a dark, possibly empty alley.

Young Robber sees the up and down of the streets are clear.

THWAP - A web hooks itself on Faceless Robber's pistol, yanking it from his grasp. Before he has time to respond, he is already being dragged toward the alleyway, screaming.

Young Robber fires rapidly into the darkness that Faceless Robber was swallowed into. His screaming has ceased.

Whipping around all sides, Young Robber thinks he has everything covered.

Backing up near the stop light, the figure of SPIDER-MAN is perched upon the top. Young Robber has no idea.

SPIDER-MAN

Excuse me, is this the way to --

With no regard for anything, Young Robber shoots wildly behind him. Dodging every bullet, Spider-Man hops closer until...

SPIDER-MAN (CONT'D)

The dentist's?!

Right in the kisser, Young Robber is decked with a sweet uppercut by Spidey.

Young Robber flies backwards, but doesn't give up. He's about to shoot again until -- THWAP -- his pistol is whipped away.

Defenseless, Young Robber is terrified.

SPIDER-MAN (CONT'D)

I'm just wondering for your sake.
New teeth can be pretty expensive.

YOUNG ROBBER

Aargh!

Young Robber gets up and charges at Spidey.

SPIDER-MAN

Don't believe me?

He gives Spidey everything he's got. Yet, every punch is dodged with absolute delicacy.

A double kick to the FACE sends Young Robber back to the ground. He's done after that.

Spider-Man grabs him, looking him square in the eye.

SPIDER-MAN (CONT'D)
Your loss. Literally...

He tosses him towards a wall and webs him to it. Grabbing his accomplices, Spidey does the same, reuniting them.

SPIDER-MAN (CONT'D)
Now, let this be a warning to you
and your little boy band. Always
obey the stop light.
(pointing)
Traffic laws are there for a
reason, guys.

YOUNG ROBBER
What the hell are --

SMACK -- web to the mouth. No more talking.

SPIDER-MAN
And be a little more quiet next
time --
(whispering)
People are trying to sleep.

Young Robber starts screaming in anger, but it's muffled.

SPIDER-MAN (CONT'D)
Adios muchachos!

Spidey swings away happily. Straight at the camera until...

TITLE CARD.

EXT. MIDTOWN HIGH SCHOOL COURTYARD - DAY

A beautiful day in New York, the teens are enjoying it by gossiping and playing on they're phones.

Alone behind a wall is a young, and nerdy, PETER PARKER. Reading straight from a biology textbook, he couldn't be happier.

PETER (V.O.)
Incredible! It only takes twenty
seconds for a red blood cell to
circulate through the whole body. I
wonder if mine travel faster?

He gently traces his finger on the line, looking for something.

PETER (V.O.)
 With enough money, I could afford a
 higher quality microscope to --

WHOOSH! His book is flung away. Knowing full well what he's
 in for, Peter sighs, not looking up.

FLASH (O.S.)
 Were you busy, Parker?

No response. Just ignorance.

FLASH (O.S.) (CONT'D)
 Didn't think so. Where's my report
 for bio?

PETER
 I told you, Flash, I'm not doing
 your homework anymore.

Two big goons surround Peter on both sides. FLASH THOMPSON, a
 handsome but stupid looking, jock, roughly the same age as
 Peter, pops a squat in front of him.

FLASH
 I thought we had an understanding,
 Parker. You do my work, I don't
 hang you upside the flagpole.

PETER
 You still do it regardless.

FLASH
 Come on, Parker, I got a football
 team to run. Let's face it, the
 team would fall apart without me on
 it.

PETER
 Then do your own work. I don't have
 time for --

As Peter grabs his bag and stands up, Flash's goons grab him
 on both sides.

FLASH
 You'll make time. Just like I'm
 making time for *this*...

Before Flash can let him have it...

TEACHER
 Mr. Thompson!

He stops. The group looks over to see a TEACHER standing by in a well-pressed suit. He's displeased.

The goons and Flash slowly back away from Peter, leaving him to wipe himself off.

TEACHER (CONT'D)

You three must really love detention. Because you're always giving me reasons to put you in it.

FLASH

I was just trying to help him study, sir.

TEACHER

You don't have the grade-point average to help anyone study, Flash. The three of you go to the office, now.

Giving Peter one last dirty look, Flash and his goons take off.

As Peter grabs his bag from the ground, he goes to find his text book. Only to see HARRY OSBORN, a well built, clean, and expertly dressed young man, holding it out for him.

HARRY

First rule of sticking up for yourself: never let the bully swat your book away.

Peter takes the textbook.

PETER

Better than him eating the pages.

HARRY

He ate pages?

PETER

A few, until he choked. Walk with me?

They both head towards the school entrance.

INT. MIDTOWN HALLWAYS - DAY

Flooded like a highway during rush hour, Peter and Harry squirm through the crowd towards class.

HARRY

Have you been feeling sick lately?

PETER

Sick of this school? Very much.

HARRY

You just seem really different. A couple weeks ago, you wouldn't so much as mutter a whole *sentence* at Flash.

PETER

I've just... had enough, you know?

HARRY

If you learn how to fight, you'll rule this school.

PETER

Tempting.

Peter stops and stares. Harry looks to see what he's looking at.

It's LIZ ALLAN, popular, blonde, cheerleader, basically everything a teenage boy can dream of, all rolled into one tight blouse and short mini skirt.

Noticing Peter in a daze, Harry snaps his fingers next to Peter's ears. This brings him back to reality.

HARRY

You're kidding, right?

PETER

Did it look like I was kidding?

HARRY

Flash doesn't need any more incentive to kill you then he already has.

PETER

He has no incentive, Harry. He's just a jerk.

HARRY

All the more reason to stop drooling over yourself while staring at his girlfriend.

PETER

I can't help it if she's hot.

HARRY

Find someone else. Preferably someone who isn't been dating your arch-nemesis since kindergarten.

PETER

I'm not suave like you, Harry. I can't do that.

HARRY

Suave? It's called socializing.

PETER

Well, whatever label you put on it, I still suck.

HARRY

You just need practice. It's like riding a bike.

PETER

An unstable bike that could break and maim you.

HARRY

Now you're just making stuff up.

PETER

Gotta love the mind.

The school BELL rings. The flood of kids start rushing. Peter and Harry start off down the hall.

HARRY

You'll get better at it. Father Time and I will see to that.

PETER

Hope you guys are prepared to wait a while then.

EXT. WAREHOUSE - DAY

A dozen or so gang members are sorting through a small weapons crate. Dimly lit, a newcomer walks in.

Though he's hardly new. Everyone recognizes JOSEPH, in his classic dress suit and huge upper body. His voice sounds like something straight out of the Godfather.

JOSEPH

How's it looking today boys?

RONNIE goes to greet him. Though dressed slick, he's not nearly as clean as Joseph.

RONNIE
Not too bad, Joey. The boys are just itching to show their stuff.

JOSEPH
All in due time, Ronnie. Deals have to be made first.

RONNIE
Got any lined up?

JOSEPH
Possibly.

They start walking through the members doing work.

JOSEPH (CONT'D)
My little secretary has dug up some new information on our soon to be businessmen.

RONNIE
Are they undercover cops?

JOSEPH
No, they're too trashy for that. Turns out they're boss is Lincoln Harris. Can you believe that?

RONNIE
I'm not good with names, Joey.

JOSEPH
Harris owns half the Bronx you moron. He swiped it out from under Mickey last year like it was nothing.

RONNIE
Beat-Down Mickey?

JOSEPH
That's the one.

RONNIE
So we're finally doing business with the big league now. Maybe we'll throw in some green to see if we can get a little team-up going.

JOSEPH

That ain't why I told you this, knucklehead. It means we have an opportunity to showcase our talents.

RONNIE

What did you have in mind?

JOSEPH

How much are we sitting on right now?

RONNIE

Around twenty grand, give or take.

JOSEPH

Okay, we might have a little business to do with that.

RONNIE

What do you mean?

JOSEPH

I call up Harris today, see if he'd like to trade some dough for weapons. They show up for the trade, and we... *Introduce* them to our boys.

RONNIE

You want to ambush some of Harris' men at a trade-off?

JOSEPH

Good catch.

Ronnie takes a deep breath and squeezes his temple.

RONNIE

As great as that sounds, I don't think we have the manpower to pull that off.

JOSEPH

You ever ran a business before, Ronnie?

RONNIE

Not really.

Surveying the weapons, Joseph picks up a clean M4 and fiddles with it.

JOSEPH

Back in my younger days my father and I opened up a little garage after leaving Russia. It wasn't much, but it helped put meat on the table. One day some really educated mechanics moved in and started their own little shop. And they were good. Not just that, their prices were a new low. One-fifty for an oil change. Can you believe that? So we started losing business. That... did not sit well with dad. One night after I finished up a job I went inside to store the money. Instead I found my father carrying a dead, bloody, body to the backyard. Before I could say something, he looked straight at me and said...

Looking straight at Ronnie.

JOSEPH (CONT'D)

It's just business, son.

Ronnie is speechless at the story. Joseph puts down the weapon.

JOSEPH (CONT'D)

If you wanna get anywhere in our world, you gotta do things that make you uncomfortable. Be hard-headed, stubborn. That's how we get known.

Ronnie nervously swallows.

RONNIE

What's the plan boss?

Joseph smiles.

EXT./INT. PETER'S HOUSE - DAY

Rounding the corner down the street, Peter's small little house is in his sight.

Peter walks through the front door and into the LIVING ROOM. He looks around.

PETER

Aunt May! I'm home.

AUNT MAY (O.S.)
In the kitchen, honey.

Peter makes his way into the KITCHEN. Inside is AUNT MAY, a beautiful example of what all women in their fifties should strive to look like. Standing over two boiling pots, she's more than relieved to see her nephew.

PETER
How was your day?

AUNT MAY
Ugh, so stressful. That doctor is going to be the death of me.

They hug.

PETER
Good thing you're a nurse then.

AUNT MAY
Funny, so how was school?

PETER
The same.

AUNT MAY
You always say that.

PETER
It's high school, Aunt May. Doesn't really change. No wait -- it does get worse from time to time.

AUNT MAY
I thought you liked school?

PETER
I *like* school. I *don't* like people.

AUNT MAY
Come on, Peter. It can't be that bad. What about Harry? Are you two not friends anymore?

PETER
We are. I just wish I could go to a school without drama.

AUNT MAY
Learn from the drama. It builds character. Sit down.

Peter sits at the table. Aunt May takes out a plate and fills it with pasta and meatballs.

AUNT MAY (CONT'D)

I have may have overcooked the meatballs so bear with me.

PETER

Really? I didn't think that was possible with your culinary talents.

AUNT MAY

When I'm up against cheap excuses for meatballs it is.

PETER

Right... I'm still looking for a job.

AUNT MAY

It's okay, sweetie, you don't need to pay rent.

PETER

I'll be able to help with bills soon.

AUNT MAY

I can handle our finances just fine, thank you.

She brings a plate over to Peter.

AUNT MAY (CONT'D)

Plus, school comes first.

PETER

No, having a roof over our head comes first.

AUNT MAY

I'll just put in more hours at the hospital. No biggy.

PETER

It *is* a biggy. I barely see you anymore since --

He stops. Looks down saddened at his food.

Understanding, she sits across from Peter with a small plate.

AUNT MAY

Are the meatballs that bad?

No response. Peter is stuck in a depressive trance.

Aunt May sighs.

AUNT MAY (CONT'D)

I've been thinking... We haven't really had a chance to talk about... *it*. An old friend of mine from high school works as a therapist in the city. I thought you and I could go... pay him a visit.

PETER

I'm not really comfortable with that.

Aunt May squeezes his hand.

AUNT MAY

Please... It would mean a lot to me.

He looks away, silent.

PETER

I'll think about it.

AUNT MAY

Or we could talk about it? Just you and me.

Peter's face twitches with sadness. He starts to eat, keeping his head down.

Aunt May relents. She starts eating as well.

EXT. MALL PARKING LOT - DAY

Grouped together near an entrance are SIX TEENS dressed like the cover of a skating magazine. Some of their eyes are noticeably red.

They walk towards the back end of the mall. Someone WHISTLES. They all look and see Joseph, standing next to an entrance to the cemetery.

The group looks at each other confused. MARTIN, the big bad boy, is the one to speak up.

MARTIN
You lost, pops?

JOSEPH
No, but you sure look it.

MARTIN
What's that suppose to mean?

JOSEPH
That you and I might benefit from a
little proposition I have in mind.

JOHNNY, the poor fool, decides to chime in.

JOHNNY
Get outta here. We don't deal with
old men.

This catches Joseph by surprise. He smirks and approaches the group. They all stand their ground.

Staring straight at Johnny, he puts his hand on his shoulder.

JOHNNY (CONT'D)
Hey, hands off man.

He tries to push his hand off, but it doesn't move. Instead he starts to squeeze.

JOHNNY (CONT'D)
Come on man, quit it.

Cracking is heard as Joseph squeezes. Johnny is about to scream.

JOSEPH
Don't even try it kid.

He flashes a pistol from his suit. All the other teens back up, afraid and befuddled.

JOSEPH (CONT'D)
I remember being your age. Knowing
that the world and everyone in it
was my bitch. That I could have and
do anything I wanted.

Johnny whimpers from the pain.

JOSEPH (CONT'D)
But the only way to keep that power
is to beat it out of others.

Joseph leans down to Johnny's pained face.

JOSEPH (CONT'D)
Do you want power?

No response. He looks at the group.

JOSEPH (CONT'D)
Well...

They all nod their head. He let's go of Johnny, who rubs his shoulder.

JOSEPH (CONT'D)
Good, because I need a little extra security for an event tonight. And you lot look like the boys for the job.

MARTIN
What does it pay?

JOSEPH
More 'life enhancers' then you buy from the junkie at school.

Martin looks surprised.

JOSEPH (CONT'D)
That eye color ain't fooling no one, kid.

The group is speechless. Joseph hands Martin a piece of paper.

JOSEPH (CONT'D)
Be at that address tonight at seven. We'll give you everything you need there.

MARTIN
What if we say no?

Joseph smiles, amused by his bravery. Or stupidity.

JOSEPH
Then you better start sleeping with a night light, kid.

Shocked, the group look to be having heart attacks. Joseph starts to walk away.

JOSEPH (CONT'D)
Thank you for your service
gentlemen.

He walks away as everyone stares at him.

INT. PETER'S ROOM - NIGHT

Peter enters what could be called the nerd den. Filled to the brim with superhero and science posters, he grounds himself on his bed with a sigh.

He looks over and sees a picture of him, Aunt May, and Uncle Ben. They all look happy.

Peter picks up the picture and stares at it.

FLASHBACK

-- Uncle Ben dropping Peter off at school.

-- Peter quickly exits the car, not making eye contact with Uncle Ben.

END FLASHBACK

Back to reality, Peter puts the picture face down. He starts to suit up.

EXT. WAREHOUSE - NIGHT

Ronnie, dressed at his finest, is surveying the boys hiding small arms in their clothes.

Strolling up beside him is Joseph. In his blue and black striped suit, he looks as ready as ever.

JOSEPH
Heard anything?

RONNIE
Buck says he hasn't seen any black chevy's yet.

JOSEPH
No worries. Maybe being fashionably early isn't there thing.

RONNIE
Do you really think this will work?

JOSEPH
Of course I am. Our boys are ready.

RONNIE
Yeah but... do we really wanna mess
with Lincoln Harris?

JOSEPH
Won't get nowhere in life unless
you step on a few people.

RONNIE
I know, but... it's a huge risk
we're taking. And those kids are
clueless potheads. What makes you
think they'll do they're job?

Joseph chuckles.

JOSEPH
Because they have incentive.

CUT TO:

VARIOUS ROOFTOPS with the kids from earlier surrounding the
warehouse. Each of them are aiming through a window.

All of them look nervous as hell.

EXT. NEW YORK STREETS - NIGHT

In a not-so glowering part of the city, Spider-Man is
swinging through the buildings like a champ. He's trying to
enjoy himself, but seems distracted.

He shoots one web at a large apartment complex. Vaulting
himself to the top, he perches himself on the edge.

Spidey scans the streets rather slowly. No activity except a
few cars passing by.

SPIDER-MAN
Come on, New York. I need a little
excitement tonight.

Still nothing. He sighs.

SPIDER-MAN (CONT'D)
The one night I actually want
something to happen, and I get
scuffed. Thanks.

He jumps off and begins to swing again.

On a separate rooftop, Martin looks out of the corner of his eye. He notices Spider-Man swinging from building to building in the shadows until he disappears behind another building.

MARTIN

What the hell?

Martin's phone buzzes. He picks it up. A text from unknown says 'Anything yet'. He picks it up and begins to text back.

As Spider-Man perches himself on another building, he looks around for more trouble.

A line of three black chevy's are driving down the street spread apart. Spidey watches them as they go.

SPIDER-MAN

Well, if bad superhero movies have taught me anything, it's that a line of black vehicles is a big no-no.

Martin looks down the street. He squints his eyes and barely sees the line of black chevy's approaching.

Martin quickly picks up his phone and calls Joseph.

MARTIN

They're here.

JOSEPH (V.O.)

Stay ready.

They hang up.

INT./EXT. WAREHOUSE - CONTINUOUS

Joseph puts his phone away with Ronnie next to him.

JOSEPH

(aloud)

Look sharp boys, it's game time.

The thugs hastily finish the preparations.

JOSEPH (CONT'D)

(to Ronnie)

Make sure they look good when I bring them in.

He steps outside just as the line of chevy's arrive. Stepping out of one is REGGIE, a large, tattooed, man who looks like a darker version of the Russian from Rocky IV.

He cruises up to Joseph in his navy blue suit with a group of thugs behind him.

REGGIE
You must be Joseph.

JOSEPH
Please call me Joey.

They shake hands. Tense looks are exchanged.

REGGIE
Everything inside?

JOSEPH
Waiting for your graceful presence.

EXT. MARTIN'S ROOFTOP

Martin is carefully watching as Reggie and Joseph talk. He looks eager to get the show rolling.

From the left, Spider-Man lands on the building. In a split second, he notices Martin and quickly dives off. Martin looks to the left, but sees nothing.

On the side of the building, Spider-Man is observing Reggie and Joseph. He looks up and sees Martin's rifle aimed on Reggie.

SPIDER-MAN
Guess nobody likes playing fair anymore.

He crawls towards the back of the building.

Martin is still fixed on Reggie and Joseph's conversation. He looks at his phone eagerly, then puts it in his pocket.

MARTIN
Come on. Hurry up you old fart.

From behind, Spider-Man crawls onto the rooftop. He quietly tip toes towards Martin like the Pink Panther.

Once he reaches him, Spidey kneels behind Martin, who is still oblivious.

SPIDER-MAN
Bye, Felicia.

Martin whips around and - THWAP - webbed in the mouth.

INT. WAREHOUSE

Joseph leads Reggie and his boys in. Joseph's men are scattered in a fatal funnel around the warehouse. Ronnie is in the middle, holding a shiny silver suitcase.

RONNIE

Ah, the man of the hour I presume.

JOSEPH

My life-long associate Ronnie here has a way of kissing ass.

REGGIE

Flattery is just another form of acceptance to me, Joey.

They shake hands. Reggie notices Joseph's mens positions. They look ready for something else.

Reggie chuckles.

REGGIE (CONT'D)

You trying to play me, Joey?

JOSEPH

Reggie, I feel offended. We haven't even sat down yet and you're accusing me.

REGGIE

You have to understand that I'm a very careful man. Working under Mr. Harris can make someone... paranoid.

JOSEPH

Trust me, ain't no one wanna play here. Right, Ronnie?

RONNIE

That's right. All we want is a trade.

REGGIE

Then why haven't you asked to look at the weapons yet, friend?

Joseph looks like he took a hit.

EXT. ALLEYWAY

Webbed to a wall, Martin is trying to scream, but they all come out muffled and choked.

Spider-Man get close to examine Martin. He looks terrified of Spider-Man's mask.

SPIDER-MAN

Look, I know puberty's hard, but that doesn't mean you go around shooting people. How did you end up here anyway?

Martin stops trying to speak.

SPIDER-MAN (CONT'D)

Oh, right. This might help.

He tears off the web from his mouth. Before Martin can scream, Spidey points his hand at him. Martin backs off.

MARTIN

Who the hell are you?

SPIDER-MAN

Just your everyday super-powered truant officer trying to put all the bad kids in school.

MARTIN

Fuck off.

SPIDER-MAN

Language young man, please.

MARTIN

You're one to talk. You sound way younger than me.

SPIDER-MAN

Keep dreaming, Ernie. Now tell me what's going on. Why were you on a rooftop about to snipe somebody?

MARTIN

Go to hell.

SPIDER-MAN

Boy, you really need to work on making a better first impression.

MARTIN

Says the guy dressed up in a Halloween costume shooting sticky goo at people. What is this crap anyway?

INT. WAREHOUSE

Reggie's men start to pile in the warehouse. All of them outnumber Joseph's men.

REGGIE

Are you really this stupid, Joey? You should know how powerful we are.

Joseph looks around at the situation. He's outmanned and outgunned. He chuckles, then starts to laugh.

Reggie and Ronnie both look confused.

JOSEPH

I know exactly how big Mr. Harris' sphere of influence is Reggie. Which is why I was so surprised that he'd even accept our offer. Is Mr. Harris in a bad spot right now?

Reggie starts to get angry.

REGGIE

Watch your mouth punk. If you know Mr. Harris, then I'm sure you understand that what you do right now will say a lot.

Joseph chuckles humorlessly. He takes the suitcase from Ronnie and hands it to Reggie.

JOSEPH

I'm counting on it.

EXT. ALLEYWAY

SPIDER-MAN

Humor me a little, buddy. Why are you involved with a gang?

MARTIN

I told you fuck off. Why do you care anyway?

SPIDER-MAN

Well other than the fact that you're in -- what, high school -- people can get hurt.

MARTIN

People are already going to get hurt. With or without me.

SPIDER-MAN

All the more reason for you to quit whining and tell me.

MARTIN

You don't understand. He's crazy and ran me into a corner. We didn't have a choice.

SPIDER-MAN

We?

BUZZ. Martin's phone vibrates and lights up from his pocket. Martin looks insanelly nervous all of a sudden.

MARTIN

Oh no.

EXT. WAREHOUSE

As Reggie exits with his men, Joseph follows from behind.

JOSEPH

Can I at least get the weapons?

REGGIE

Man, you're lucky I don't kill you. Go back inside and keep playing in your little crib.

JOSEPH

Maybe we can work out something else. Just hold up.

He tries to grab him by the shoulder, but is pushed down by a guard.

REGGIE

You are one stupid shit. Don't ever let me hear from your dumbass again.

JOSEPH

Okay, just let me say one thing.

REGGIE

What?

JOHNNY'S ROOFTOP

Johnny lines his sight up with Reggie's head. He swallows nervously.

WAREHOUSE

Joseph slowly smiles.

JOSEPH

Tell the lord I said hi.

BLAM! A bullet goes straight through Reggie's head, ending his life.

EXT. ALLEYWAY

Spider-Man and Martin look towards the direction from where the shot came from. More ring through the night.

MARTIN

Oh man. It's started.

SPIDER-MAN

What's started?

MARTIN

Let me go! My friends are still there.

He tries to wiggle out, but fails. Spider-Man rips him off the wall.

SPIDER-MAN

Go call the police.

MARTIN

I can't leave my friends.

SPIDER-MAN

I'll get them out. Now go!

Martin runs. Spider-Man shoots a web and swings away.

EXT. WAREHOUSE

A fire-fight between Reggie's men and Joseph's is going crazy. Bodies drop as each side lands a hit.

From the ROOFTOPS, Martin's friends are shooting, purposefully missing.

Joseph is laying waste to as many as he can. A giant evil smile clouding his face.

JOSEPH
No mercy, boys!

Ronnie is moving up towards the side of a van. He rounds the corner, spotting a thug the same time the thug spots him. Before they can pull the trigger...

THWAP! Their weapons slip through their grasps. The Web-Head swings in and kicks them both into the van.

SPIDER-MAN
Thanks for the two for one deal!

The van shakes from the impact. Spidey jumps on top of the van. He starts webbing faces and weapons shut.

From the ROOFTOPS, Johnny stops firing. He watches as Spider-Man takes out the henchmen.

JOHNNY
What the hell?

SMACK! An uppercut sends a Reggie thug tumbling unconscious into another. More thugs try to grab him, but Spidey dodges all of them, knocking them down with a flurry of elegant kicks and punches.

SPIDER-MAN
Is this all you guys can think of to do on a Thursday night? The rec center in Long Island is hosting a Bingo Tournament. I'd love to win one of those little RC Copters.

WHAM! A kick takes down one of the last remaining thugs. Spidey observes his work.

SPIDER-MAN (CONT'D)
What about lacrosse? That would seem like a perfect fit for --

BUZZ. Alerted, Spider-Man jumps on a nearby wall. A bullet grazes him.

SPIDER-MAN (V.O.) (CONT'D)
Guess that buzz is good.

Joseph, Ronnie, and two others are in shock at Spider-Man on the wall.

RONNIE

Holy shit! He's one of them.

SPIDER-MAN

Now, now, no need for profiling. At least until you get to the police station.

POLICE SIRENS are heard down the street.

SPIDER-MAN (CONT'D)

Speaking of which.

Everyone looks worried. Joseph starts wildly shooting at Spider-Man. None of the bullets hit as Spider-Man jumps, ducks, and weaves over to Joseph.

SPIDER-MAN (CONT'D)

Don't any of you mobsters know how to shoot. That's like ninety percent of your job, right?

Before Spidey can land a blow, he has to jump over a charging Ronnie from the left. This gives Joseph the opening he needs. Joseph grabs and SLAMS the Web-Slinger's head into the ground.

JOSEPH

Get one of those vans started! We gotta go.

Joseph pummels Spider-Man with his buttstock as Ronnie jump in a van and start it up. The two other thugs come over and help Joseph beat-down Spidey viciously.

Ronnie leans out the passenger side window. The SIRENS sound even closer.

RONNIE

Let's go!

The three run into the van, leaving Spider-Man laying on the ground.

JOSEPH

Punch it, Ronnie!

Ronnie punches it. The van flies out of the parking lot and down the road. They continue to zigzag down the turns.

RONNIE
I think we lost him!

JOSEPH
Let's hope so.

SLAM! From above, the roof shakes. Nobody knows what to make of it. Joseph looks out the window, leading to his eyes bugging out.

JOSEPH (CONT'D)
Holy shit!

From the top, Spider-Man is sticking to the van.

JOSEPH (CONT'D)
Let go of us, you freak!

SPIDER-MAN
But I need to know our relationship status.

Spidey crawls in front of the windshield, about to punch through it.

BUZZ. Spider-Man is alerted. He jumps off the van. Everyone suddenly sees a building just a few feet away. Shooting forward at full speed, the van slams into it. It explodes with such intensity, that Spider-Man it knocks him back.

SPIDER-MAN (CONT'D)
Oh my god!

The building goes up in flames with the van.

From the ROOFTOPS, all of Martin's friends see this. They all leave their weapons and book it.

Meanwhile, Spider-Man is looking through the carnage for any signs of life.

SPIDER-MAN (CONT'D)
Oh my god! Oh my god! Oh my god! Oh my god!
Oh my god! Oh my god! Oh my god! Oh my god!

Another explosion BLOWS Spidey back.

SPIDER-MAN (CONT'D)
OH MY GOD! NO!

The SIRENS are close. Spidey looks back and sees cop cars driving down the road.

Spider-Man looks back at what he's done. Ashamed, he SHOTS a web and swings away as the cops arrive.

CUT TO BLACK.

INT. PETER'S HOUSE (KITCHEN) - DAY

Aunt May, dressed for work, is scrambling eggs and cooking bacon.

AUNT MAY

Peter! Two minutes before I come up there and get you!

INT. PETER'S ROOM - BATHROOM

Looking like hell, Peter is staring at himself in a mirror. His breathing is shaky. His hair is messy. There's even bags under his eyes.

FLASHBACK

-- The van crashes. Explodes.

-- The fires engulf the van.

END FLASHBACK

Peter grabs his head aggressively.

AUNT MAY (V.O.)

One minute, young man!

Peter takes a deep breath to compose himself.

INT. PETER'S HOUSE (KITCHEN)

Putting his food on a plate, Aunt May looks up to see Peter enter from downstairs. She can instantly tell he's upset.

AUNT MAY

Your breakfast is ready.

Peter eats rapidly, in silence.

AUNT MAY (CONT'D)

Did something happen last night, honey?

PETER
 (mouthful)
 No, just spent most of my night
 doing homework.

AUNT MAY
 Okay... I called the therapist. He
 said he's free Saturday if you're
 interested.

PETER
 Maybe.

Finished, Peter wipes his mouth and picks up his bag.

PETER (CONT'D)
 I'll let you know after school
 today. Love you lots.

He rushes out the door, leaving a distraught Aunt May in the kitchen.

EXT. MIDTOWN HIGH SCHOOL - DAY

Walking through the courtyard is Peter, his head hanging low. He keeps to himself most of the walk, never going near anyone unless having to pass them.

A crowd off to the side contains most of the jocks including Flash and, surprisingly, Harry. They're all laughing about some dumb comment made as Liz rubs Flash's abs affectionately.

Harry notices Peter walking and leaves the crowd to go see him. He intersects Peter from the left and tries to scare him. Peter does not seem amused and keeps walking.

HARRY
 What pole's up your ass today man?

PETER
 Not now, Harry.

HARRY
 But today's a special day, man.

PETER
 The only day I'll consider special
 is when I go to boarding school.

Harry stops Peter.

HARRY

Dude, there's a thing going on at Flash's tonight.

PETER

There's a thing going on at Flash's every Friday night.

HARRY

Yeah, but Flash said you can come to this one.

PETER

Did you get a concussion from practice yesterday?

HARRY

No man, I'm serious. He said you can come and hang with us. There will be beer, girls, music, beer, everything. Isn't that great?

PETER

I think I'll pass.

HARRY

Why?

PETER

I don't do that stuff.

Peter tries to keep walking, but Harry doesn't let him.

HARRY

Hey, do you have any idea how hard it was to convince Flash to let you come?

PETER

Flash hates me.

HARRY

So? This will be good for you. Keep you from being locked up in your mad man lab all weekend.

(whispers to Peter)

I hear Liz likes to give out *party* favors.

Peter turns red. He's almost smiling.

FLASH (O.S.)

Hey, Parker!

From behind is the oh-so stupid Flash and gang.

FLASH (CONT'D)
Geometry is due by fifth period. So
make it snappy.

HARRY
(to Peter)
I may have told him you'd do his
homework for him so you could come.

PETER
I'm not doing your homework, Flash.

Flash takes a few steps towards Peter. He doesn't back down.

FLASH
Do you want to party tonight or
not?

PETER
I think I'd rather lock myself in a
sinking ship then go to your stupid
party.

Flash grabs Peter by the collar. Kids start coming over to
watch.

FLASH
Wrong choice of words, Parker.

PETER
Get off of me, Flash.

FLASH
What do you say?

PETER
Get off of me, *Eugene*.

An 'Oooh' runs through the crowd. Flash pulls a fist back.

FLASH
Guess the beating is coming earlier
today.

Flash goes to punch Peter, but he catches it. A CRACK is
heard, and suddenly Flash is screaming in pain.

The crowd is hysterical with shock. No one knows what just
happened.

Except Peter. He's horrified. Liz comes over to comfort
Flash.

LIZ
 What the hell's wrong with you,
 freak?

Peter can't speak. He's too mortified at what he just did.
 Harry goes to put a hand on his shoulder.

HARRY
 Dude, what --

Peter waves it off and runs into the high school.

INT. JAIL CELL - DAY

Unconscious, Joseph is propped up against a wall in a
 standard prison outfit. His eyes flutter open, squinting from
 the light. He looks around.

Confined to a jail cell, one bunk bed and toilet make up this
 pathetic excuse for living. Outside the bars is a cop,
 waiting for answers. His name tag reads 'HARVEY'.

HARVEY
 Morning sleeping beauty.

Joseph shakes his head, attempting to right his blurry
 vision.

JOSEPH
 Where the hell am I?

HARVEY
 Exactly where I want you to be.

Once his vision clears up, Joseph squares his face at Harvey.

JOSEPH
 And where would that be, young man?

HARVEY
 In a cell of my own picking,
 waiting to be questioned.

Harvey pulls a chair from a nearby desk and sits down.

JOSEPH
 Questioned? I'm not following.

HARVEY
 You're the only survivor of a fatal
 car crash last night.

JOSEPH
Then why put me in jail, Mr. Red,
White, and Blue?

HARVEY
I'm glad you asked.

He pulls out a note-pad.

HARVEY (CONT'D)
In addition to your incredible
recovery, you've also been
identified at the scene of a
shooting last night.

JOSEPH
You don't got any proof.

HARVEY
Maybe not from witnesses. But the
ID on your friends went a long way
to us figuring 'if he's with these
lowlifes, then he isn't working for
charity.'

Joseph gets up and starts to stretch.

JOSEPH
I take it they're all dead, then.

HARVEY
Yes. I apologize for your loss.

JOSEPH
That's too bad. Ronnie was an okay
guy.

HARVEY
You sound pretty happy about it.

JOSEPH
Maybe just a tad. In the end...

He looks coldly at the cop.

JOSEPH (CONT'D)
He was just holding me back.

Joseph rams through the prison bars and straight into Harvey.
Unable to handle the pressure, Harvey is flung through a
brick wall.

Another COP rounds the corner as Joseph is dusting himself
off.

COP
Hold it right there!

Joseph turns around, smiling at the Cop. He keeps his pistol trained on Joseph.

JOSEPH
Relax fella, let's just --

As he steps towards the Cop, the trigger is pulled. Joseph falls to the ground.

The Cop can't help but look mortified at what he's just done. The man appears to be dead at his feet.

COP
(down the hall)
Barry! John! Get down here quick. I need --

He can't speak anymore. The Cop is suddenly suffocating. From the side is Joseph, holding him by the neck. His head is smoking a little, but otherwise he looks okay.

Shocked, the Cop tries to speak, but can't. He's trapped in his grasp.

JOSEPH
Nice try, but I'm a little more hardheaded than I'm given credit for.

Joseph head butts the Cop, killing him with a loud CRUNCH. He rips off his jacket and puts it on. Looking at the closest wall, Joseph head butts it and creates a large opening into an alleyway.

He looks around, puts the jacket on, straightens himself out, then takes off down the street.

INT. MIDTOWN HIGH SCHOOL - SCIENCE CLASS - DAY

In front of the class, MR. RUBIN is waving, pointing and underlining certain elements on the chalkboard.

MR. RUBIN
This shows why the brain itself does not feel pain.

As he continues preaching, we get a look at Peter's face laying low on the desk. He looks to be doodling the elements as wrestlers.

MR. RUBIN (CONT'D)
Which brings me to my next point.
The --

Saved by the BELL, half the class sighs in relief and begins packing their things.

MR. RUBIN (CONT'D)
We'll continue this lesson tomorrow. But before you all go, I have an announcement to make. Empire State University has generously allowed us to give a few students the opportunity to intern with renowned geneticist, Dr. Curt Connors...

This catches Peter's attention.

MR. RUBIN (CONT'D)
For those of you who wish to participate in this once in a lifetime opportunity, the sign-up sheet will be posted on my lab table.

He points a clipboard on a large, ceramic table with a sink.

MR. RUBIN (CONT'D)
Keep in mind that not everyone will get in. The students will be decided based on their current standing in the class. Remember that before any of you sign-up. That will be all.

The whole class, minus Peter, stuffs themselves through the door of the classroom. Peter goes for the clipboard, but bumps into someone.

This someone happens to be the lovely GWEN STACY, looking like a female mad scientist. Her blonde hair is curled, glasses bulging, and overall outfit consisting of a sweater and sweat pants.

They both stare at each other for a good moment, entranced in the other's gaze.

Peter is the one to break the ice.

PETER
Sorry, I, um... just --

GWEN
Yeah, me too.

PETER
Cool, cool, that's cool. Really...
cool.

Gwen grabs the pen and signs her name. Peter reads it aloud curiously.

PETER (CONT'D)
Gwen Stacy? You new here?

Trying to keep his cool, Peter fails miserably at it. Gwen isn't so different though.

GWEN
Yeah, my dad... he got moved here.

PETER
Sorry about that...
(catching himself)
I meant about bumping into you. Not
that New York is bad and all.

GWEN
Thanks.

Another moment of awkward staring. Both are afraid to move.

This time, Gwen makes the call.

GWEN (CONT'D)
I gotta head to class.

PETER
Right, yeah, me too.

GWEN
Bye.

Gwen shifts out of the classroom with her head down. Peter is frozen in place.

MR. RUBIN
Smooth moves you've got there, Mr.
Parker.

INT. MIDTOWN HALLWAYS (PETER'S LOCKER) - DAY

After putting in the combination, Peter opens his half sized wall locker. He puts a few books in while taking others out.

MARTIN (O.S.)
Dude, not now.

JOHNNY (O.S.)
How long?

Peter's head perks up. He recognizes the voice. Turning around, Martin and Johnny are both deep into conversation. They look concerned.

MARTIN
Not here. What if someone hears us?

JOHNNY
(more aggressive)
How long?

Martin sighs.

MARTIN
Since this morning.

JOHNNY
Seriously? And you're sure it's
him.

MARTIN
I talked to him over the phone,
Johnny. Wasn't too hard.

JOHNNY
It's just... didn't you say he was
dead?

MARTIN
That's what the news said.

JOHNNY
Then what the hell?

Peter is shocked by this revelation.

MARTIN
I don't know, I'm just as scared as
you are.

JOHNNY
We can't go back there. If it
blows, we'll be in prison with him.

MARTIN
I know.

JOHNNY
Or we'll be dead.

MARTIN
I know.

JOHNNY
So what do we do? Call that tween
in a costume you ran into.

Peter looks insulted by this.

MARTIN
How would we do that?

JOHNNY
Make some giant lamp signal for him
to see. That's how they got Batman.

MARTIN
We don't even know this guy.

JOHNNY
But he's the only person who *might*
be able to bring that asshole down.
Got any better ideas?

Martin sighs.

MARTIN
We'll just have to go.

JOHNNY
No.

MARTIN
Listen --

JOHNNY
I am not getting arrested.

MARTIN
I have a plan.

JOHNNY
Your plans suck.

MARTIN
Hear me out. We call the cops
before we go to the bank, do our
deed, spring the alarm during the
deed, and book it as soon as we
can.

JOHNNY
Can't we just not go?

MARTIN
I have a nine year old brother and
forty year old dying mother at
home. I'm going.

Johnny sighs.

JOHNNY
I hope this works.

MARTIN
Me too.

They leave as Peter lowers the book from his head.

PETER (V.O.)
A bank, huh?

INT. SCHOOL LIBRARY - DAY

Peter is typing furiously on a computer. He's google
searching a list of banks in New York City.

PETER (V.O.)
What kind of bank would a loony guy
in a suit decide to rob? Well,
besides... all of them.

Frustrated, he continues to scroll through a list of bank
names in New York City.

PETER (V.O.)
None of these banks have anything
special to them. So how would he
decide which one to rob? Maybe he's
picking the closest one to his
base. Wherever that is. Or one
that has the biggest safe. Chances
are he's scouted out the area
already, so it's safe to assume
that whatever bank he chose is
probably either loaded or in an
quiet part of town.

Peter leans back in his chair exhausted.

PETER (V.O.)

I wonder how Aunt May's doing. Probably up to her neck in patients from the *little* skirmish last night. Can't believe the news lied about that. Bet myself a million dollars that she's gonna try and guilt me into going to that therapist. What am I suppose to say to that? If I told her what happened, Aunt May would kick me out. I just don't know what to say to her. Look at that. One of the few times, Peter Parker, is at a loss of words. My brain really has been fried from this superhero thing, huh.

He leans back towards the computer and scrolls down to click on "M&T Bank". A window opens up with confetti and party hats decorating the page.

PETER (V.O.)

(reading from screen)

A big thanks to Mr. Gunther for donating one-hundred and seventy-five million dollars to our family.

(to himself)

Sounds like a good place to rob. And it's in a quiet zone. Must be this guy's birthday. Only question now is when he'll hit it. Guess I'll just swing --

RING! The bell blares throughout the school. Peter looks worried.

PETER (V.O.)

Crap. I'm late for class again.

Peter jumps up from his chair and anxiously heads out the door.

INT. ENGLISH CLASS - LATER

The class is all seated and staring at MRS. KIMBERLY. Harry and Gwen are both seated next to each other.

MRS. KIMBERLY

Alright class, today we'll be discussing the inner workings of Macbeth. And before any of you ask; yes, there will be a test.

(MORE)

MRS. KIMBERLY (CONT'D)

So be sure to *actually* read the book this time instead of using Spark Notes.

HARRY

(to Gwen)

She can preach all she wants. They still work.

In through the door comes Peter. The whole class shifts to get a look at him. Mrs. Kimberly stares disapprovingly.

MRS. KIMBERLY

Why were you not here on time, Mr. Parker?

PETER

Sorry, it won't happen again.

MRS. KIMBERLY

That's not an answer.

Peter's face turns red as all eyes are on him.

PETER

I was just... in the library doing some homework.

MRS. KIMBERLY

Tardiness is not accepted here, Mr. Parker. Next time it's detention.

PETER

Right, sorry.

With his head down, Peter shuffles through the rows of desk. Gwen stares at Peter love-struck, while Harry just looks on in curiosity. Peter avoids eye-contact with both.

Peter sits down as Mrs. Kimberly continues.

EXT. MIDTOWN HIGH SCHOOL - DAY

Kids flood out from all over the school once the end of the day bell RINGS. Peter goes off to the side and heads towards the sidewalk.

GWEN (O.S.)

(squeaky)

Hey.

Peter turns around and sees Gwen standing behind him. She looks like a deer caught in the headlights as Peter waits for her to talk. He talks like someone without a tongue and confidence.

PETER

Um... Hi?

GWEN

So your name's, Peter?

PETER

Yeah... Peter Parker.

Gwen whips out her hand.

GWEN

Gwen Stacey.

Peter shakes it gently.

PETER

Neat.

GWEN

I just wanted to... introduce myself the right way.

PETER

Cool... I, um, gotta go, so...

GWEN

Right, sorry, my bad. Okay so... see you around? I mean... see you tomorrow? I mean --

PETER

Talk to you later?

GWEN

Yes, much better.

PETER

Okay... see you.

GWEN

Bye...

Gwen and Peter both go their opposite ways. Gwen is hitting herself on the head and muttering to herself as she walks away.

INT. PETER'S HOUSE - DAY

Opening the door, Peter steps in and looks around for Aunt May.

PETER (V.O.)
She might not be home. Probably
working late at the hospital again.

Peter heads toward the stairs.

PETER (V.O.)
Which means extra swing time before
the big event.

He heads up the stairs.

INT. PETER'S ROOM

Peter tosses his bag on his bed. He opens it and starts changing into his costume.

INT. PETER'S HOUSE

Aunt May opens the door with a sigh of exhaustion.

AUNT MAY
Peter! Are you home?

INTERCUT WITH:

INT. PETER'S ROOM

Peter stops changing abruptly.

Aunt May walks up the stairs and knocks on Peter's door.

AUNT MAY
Peter? Peter if you're in there, we
need to talk.

No response.

Aunt May sighs and dials his number on her phone. His phone RINGS, giving away Peter's cover.

Aunt May knocks on the door again.

AUNT MAY (CONT'D)
Are you asleep, honey?

PETER
(groggy)
Huh... what's up?

AUNT MAY
I made an appointment with the
therapist this Saturday at nine.

PETER
Why?

AUNT MAY
Because it's something we both need
to get off our chests.

PETER
I don't want to talk to a quack.

AUNT MAY
It's either that, or you and me
talk right now.

Peter remains silent. Aunt May looks distressed.

AUNT MAY (CONT'D)
Sweetheart... I know you still miss
Uncle Ben, I do too. So many nights
have gone by where I have
nightmares about it. I opened up to
this man over the phone and I felt
better. I'm willing to open up to
you too, but you just won't let me.
You won't even open up your door so
we can talk. Please honey, just
give me a chance. I want my son
back.

This hits Peter hard. He swallows.

PETER
I've got homework to do.

Aunt May tears up a little and slowly goes back down the
stairs.

Peter slumps on his bed and covers his face in shame.

EXT. M&T BANK - NIGHT

Martin, Johnny, and the rest of their group are wandering
towards the bank. They look to see the lights still on.

JOHNNY

Please tell me this place isn't
open twenty-four seven.

MARTIN

It's one of the few banks that
offer around the clock service.

A very hesitant and shaky TIM stops walking.

TIM

You mean we're gonna kill people?

MARTIN

Keep your voice down, idiot.

TIM

I can't kill people, Martin.

MARTIN

We're not going to.

A bulky and angry, JUSTIN, speaks up.

JUSTIN

Obviously we are if there's still
someone in there.

MARTIN

Look, look, we'll go in last and
just shoot around the clerks or
whoever.

JOHNNY

No... this is too much. I'm
leaving.

As Johnny turns away, he yelps in surprise at Joseph behind
him. In one hand is a Tommy gun, the other is a pistol.

JOSEPH

Leaving so soon, Mr. Galin.

JOHNNY

How do you --

JOSEPH

Come on, you're not even trying to
hide yourself on Facebook. None of
you are. So let's make something
clear.

He steps in front of Johnny.

JOSEPH (CONT'D)

I know who you are. I know where you live. But most importantly, I know how to make your lives a living hell.

He holds out a pistol to Johnny. Beside himself, Johnny reluctantly takes the pistol.

JOSEPH (CONT'D)

That goes for all you little punks. We're going in there and getting what's mine.

SPIDER-MAN (O.S.)

Money belongs to everyone chump.

Up above across the street is our friendly wall crawler. The kids stare in shock. Joseph points his Tommy gun at him.

JOSEPH

You really don't know where not to stick your nose, do you?

SPIDER-MAN

Hey, your ugly face just happened to be in my swinging path. It's very enticing to punch.

JOSEPH

Too bad you won't get the chance.

THWAP! Spidey shoots a web to disarm Joseph. He pushes Johnny in front of it, getting webbed in the face.

Joseph holds the Tommy gun to Johnny's head.

JOSEPH (CONT'D)

You want more blood on your hands, brat?!

Spider-Man doesn't move.

SPIDER-MAN

I'm sorry. I didn't mean to kill your friends.

Joseph keeps the gun trained on Johnny.

JOSEPH

Who gives a damn about them?! I was so close to making my mark, but then you had to ruin it.

(MORE)

JOSEPH (CONT'D)

But don't worry, I've got a new plan now. I'm gonna kill you and swing your super-powered corpse around the gangs like stolen candy.

The kids watch on as Joseph trains his Tommy on Spidey.

JOSEPH (CONT'D)

Good luck in hell, you brat.

WHAM! The kids, minus Martin, crash into Joseph. Though not enough to knock him down, Johnny is pushed out of his reach.

Martin takes the pistol from Johnny.

SPIDER-MAN (O.S.)

All aboard the web train!

The kids duck just in time for...

SMACK! Despite a kick to the face, Joseph doesn't look all that fazed. A hollow RING follows the smack.

The Web-Head shakes his foot.

SPIDER-MAN (CONT'D)

Pretty hard-headed, huh?

COCK! Martin is pointing a pistol at Joseph.

SPIDER-MAN (CONT'D)

Wait!

BOOM! Martin lands a shot straight in Joseph's face. This time, he falls to the ground.

Spider-Man grabs Martin.

SPIDER-MAN (CONT'D)

What the hell?! You just killed him!

MARTIN

He deserved it.

SPIDER-MAN

No one deserves to die! No one!

MARTIN

Listen asshole, he was planning on killing all our families if we didn't help him. I say he got what he deserved.

JOSEPH (O.S.)
And boy will I enjoy killing them.

Shocked, the kids and Spider-Man watch as Joseph rises from the pavement and dusts himself off. Spider-Man turns to Martin.

SPIDER-MAN
Same thing as the other night.

MARTIN
But --

SPIDER-MAN
I'll take care of it. I promise.

Joseph charges at them. Spider-Man webs his face and knocks him back. Another hollow RING. Spider-Man shakes his fist.

SPIDER-MAN (CONT'D)
GO!

All the kids run down the street. The only two left, Spidey and Joseph face off.

SPIDER-MAN (CONT'D)
Okay blockhead, let's dance.

Joseph quick draws a pistol. Spider-Man jumps to avoid the bullet.

THWAP! The pistol is out of Joseph's hand. In one quick motion, Spider-Man closes in on Joseph.

WHAM! An uppercut sends Joseph flying backwards. Joseph shakes the hit off. Spidey shakes his hand in pain.

SPIDER-MAN (CONT'D)
Kids must hate banging on your head
when playing whack-a-mole.

Joseph charges towards Spidey like a rhino. Spidey quickly jumps over him. Joseph runs through a store wall.

Joseph turns around and sees Spider-Man imitating a matador.

SPIDER-MAN (CONT'D)
Toro, blockhead! Toro!

Joseph quick draws a pistol from his other pocket. This time, Spidey is quick enough to react. The pistol is caught in a web and tossed away.

SPIDER-MAN (CONT'D)

Bulls aren't allowed to use guns.
It's against the rules.

Angry, Joseph charges Spidey again. Spidey jumps over and catches him in the back of the head with a web.

SLAM! Joseph is brought onto the pavement. Spidey quickly webs him up.

Joseph struggles to break free, but can't.

JOSEPH

What is this crap?

SPIDER-MAN

Oh, nothing too fancy. Just some webs I picked up for you at the store.

JOSEPH

Just get it over with already.

SPIDER-MAN

It is over with.

JOSEPH

Kid, you better kill me now, or I swear I will make your life miserable when I get out.

SPIDER-MAN

Not really my cup of tea. The cops can make your life just as miserable as me. Without all the funny jokes though.

Joseph screams as he tries to break free. Spidey webs his mouth shut.

SPIDER-MAN (CONT'D)

Inside voice, honey.

He squats down towards Joseph's face.

SPIDER-MAN (CONT'D)

As a friendly reminder, if they do let you out of the looney bin, stay away from those kids. Or I'll lay an even worse smackdown on you.

Spider-Man shoots a web at a building.

SPIDER-MAN (CONT'D)

Chao, boo-boo.

He swings away as Joseph is left on the street, screaming muffled murder.

EXT. PETER'S ROOM - NIGHT

Landing outside his bedroom window, Peter slowly slides it open and goes inside.

Peter tosses his costume in his bag and is prepared to hit the sack.

But he stops.

Peter looks towards his desk and sees the picture of him, Aunt May, and Uncle Ben.

He picks up the picture and sits on his bed.

PETER

Hey, Uncle Ben. How's it going? I'm okay. Seems like this job never gets any easier. I saved a group of kids that go to my school tonight. And it turns out I only killed two of the three guys in that van. Doesn't matter though. My conscience is still running wild. I tried to apologize to the other guy... he shot at me. Figures, right?

He focuses on Aunt May and Uncle Ben.

PETER (CONT'D)

I need you... I can't do this on my own. Aunt May keeps pressing me to talk about what happened, but... how can I? How am I suppose to explain that *I'm* the reason you're dead? I know the whole thing about honesty being the best policy, but still.

He slumps on his bed with the picture frame.

PETER (CONT'D)

There has to be another way.
There's just gotta be.

He looks at Uncle Ben in the picture.

PETER (CONT'D)
I wish you were here. I'm sorry...
I wasn't there for you.

Peter cradles the picture as we...

FADE OUT.

INT. PETER'S ROOM - DAY

As the morning light shines through Peter's window, he continues to snore like a pig under the blankets.

His alarm BLARES and wakes him up. Peter turns off the alarm and stretches.

As he rubs his eyes, Peter sees the picture of him, Aunt May, and Uncle Ben. He looks down in shame.

He takes a deep breath and gets up.

INT. PETER'S HOUSE - KITCHEN

Aunt May is sipping coffee while watching the news on a TV on the counter.

Peter cautiously enters the kitchen. A bowl of cereal with eggs and bacon are laid out on the table.

AUNT MAY
Eat up. We've got to head out soon
to make the appointment.

Peter swallows and sits at the table. He stares at his food, trying to find the words.

Aunt May looks at him, waiting.

PETER
It's my fault.

Aunt May blinks. She knows she's got something.

AUNT MAY
What is honey?

PETER
(choking)
It's my fault... Uncle Ben is dead.

Caught off guard, Aunt May leans forward.

PETER (CONT'D)

That day when Uncle Ben dropped me off at school... I didn't stay. I went to a pro-wrestling circuit to see if I could win some cash. When I won, the clerk wouldn't give me the money, so I left. And then this guy came in...

He squeezes his eyes together, trying to hold it together.

PETER (CONT'D)

He robbed the clerk, and took off. He was the one who killed Uncle Ben.

Shocked, Aunt May let's him continue. Peter's voice becomes squeaky with effort.

PETER (CONT'D)

Ever since that day... I've thought about how I could have stopped that guy.

(choking)

How I'm the reason, he isn't here today. How I could have made a difference, but didn't.

Tearing up, Peter wipes his eyes.

PETER (CONT'D)

I didn't tell you because I don't want you to hate me... But you deserve to know. And I'm so sorry for not saying anything sooner..

He puts his face in his hands. For a moment there is only the sound of Peter trying to control himself.

Aunt May picks up her cell phone and dials a number. It CLICKS.

AUNT MAY

Jack, it's May. Would it be too much if I cancel our appointment today? Thank you, goodbye.

Aunt May hangs up the puts her hand on Peter's.

AUNT MAY (CONT'D)

Everything happens for a reason, sweetheart. That's what I've been telling myself these past few weeks.

(MORE)

AUNT MAY (CONT'D)

It's why I work myself to death in the hospital. To get a better bearing. You had no idea what that man would do. The best you and I can do for ourselves is to let it go.

Tears stream down Peter's face. Aunt May gets up and hugs him.

AUNT MAY (CONT'D)

I promise that nothing in this world will ever make me hate you. But don't ever skip school again. Got it?

Peter nods.

PETER

I miss him...

AUNT MAY

Me too... But we'll figure it out.

They continue to hold each other as we...

FADE TO BLACK.