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# Rite of Passage: The Amazing Spider-Man Reborn

By Unknown

Five, four, three, two, one.

Ready or not, here I come.

Dad?

Dad?!

You're gonna stay with aunt May  
and uncle Ben for little while.

I want to go with you.

Doesn't like crust on his sandwiches.

And he likes to sleep with  
a little light on at night.

Come on.

Dad...

Be good.

- Sorry.

- Morning Flash.

Good morning Parker.

Hey, it's Peter, right?

- I really like your photos.

- Oh, thanks.

Hey listen, are you busy Friday night?

Cool, can you take pictures  
of my boyfriend's car?

I just, really wanted to put  
him a good one for his birthday.

That's really nice of you,  
that's such a nice thought.

- I'm gonna get the old, old schedule.

- OK.

- Parker!

- Yes sir?

You want to keep that skateboard?

- Yeah.

- Keep it off the ground, wheels up!

- Like that?

- That's it!

OK!

Eat your vegetables Gordon, come on!

Hey Parker, come on,  
get a picture of this!

Put him down man.

Don't eat it, don't eat that.

- Take a picture, Parker.

- Put him down Flash.

- Take a picture.

- Put him down, Eugene!  
Come on! Get up Parker!  
Get up! Come on!  
- I'm still not taking the picture.  
- Stay down Parker!  
- Who wants one more?!  
- Flash!  
Flash, are we still on  
for after school today?

**My house, 3:**

you've been doing your homework  
last time I was very disappointed in you.  
Flash, how about we go  
to class? How about it?  
Whatever.  
I thought that was great,  
what you did out there.  
It was stupid, but it was great.  
You should probably go to the  
nurse, you might have a concussion.  
- What's your name?  
- You don't know my name?  
I know your name.  
I just want to know  
if you know your name.  
Peter.  
- Parker, Peter Parker.  
- OK.  
- I'd still go to the nurse, though.  
- You're Gwen, right?  
Gwen Stacy.  
I'm making spaghetti  
and meat balls tonight.  
You're serious? Spaghetti...  
Since when don't you like  
spaghetti and meat balls, huh?  
Oh my God, what happened to your face?  
I'm alright, I fell, skating.  
Ben Parker, don't you even think about  
leaving that filthy box in my kitchen.  
- These are my bowling trophies.  
- Oh, then by all means,  
please, leave that

filthy box in my kitchen.

- What happened to you?

- He fell.

Why you kids ride those things I'll never know.

Because it's stupid and dangerous, remember when we were stupid and dangerous?

- No.

- Trust me, we were.

- Good to know. Hey, where's the flood?

- Follow me, I'll show you.

- You serious?

- Yes!

I think it's the condenser tray.

No, too much water for the condenser tray or the heat exchange tubings, this is gotta be the filling.

That's the only thing that makes any sense.

- Can you fix it?

- No, not tonight.

- I'll go by the hardware store tomorrow.

- Good deal, meanwhile put this on your face.

How's the other guy look?

Come on, I know a right cross when I see one.

Yes or no, do I have to call somebody's father?

No, no.

I wouldn't tell your aunt May.

Pity the poor kid who'd have to suffer her wrath.

Hey, before you come up, see if there's anything else worth saving.

Yeah.

- Excuse me?

- What?

Can I help you?

I don't know, I'm here to see Dr. Connors.

You'll find yourself to the left.

You are here for the internship?

Yeah. Yeah.

OK, you'll find your badge to the left.

- Are you having trouble finding yourself?

- No, I got it.

OK, Mr. Gueverra.

- Gracias.

- De nada.

Welcome to Oscorp.

Born from the mind of our  
founder, Norman Osborn,  
the Oscorp Tower has its  
Our scientific minds are  
pushing the boundaries  
of defense, biomedical and  
chemical technologies.

The future lies within.

Welcome to Oscorp, my name is Gwen  
Stacy, I'm a senior at Midtown Science,  
and I'm also head intern to Dr. Connors,  
so I'll be with you for  
the duration of your visit.

Where I go, you go,  
that's the basic rule.

If you remember that all will be fine,  
and if you forget that then...

Tell them Rodrigo Gueverra is down here!

Please, just tell them

Rodrigo Gueverra is down here!

I guess I don't need to tell you  
what happens if you forget that.

Shall we?

Come around this way.

- Good afternoon Gwen.

- Dr. Connors.

Welcome, my name is Dr. Curtis Connors.

And yes, in case you're  
wondering, I'm a southpaw.

I'm not a cripple, I'm  
a scientist and I'm the  
world's foremost  
authority on Herpetology,  
that's reptiles for those  
of you that don't know.

But like the Parkinson's patient who watches

on in horror as her body slowly betrays her,  
or the man with Macular Degenerations,  
whose eyes grow dimmer each day,  
I long to fix myself, I want to  
create a world without weakness.

Anyone cares to venture  
a guess just how? Yes?

Stem cells?

Promising, but the solution  
I'm thinking of is more, radical.

- No one?

- Cross-species genetics.

Person gets Parkinson's when the brain cells  
that produce dopamine start to disappear.

But a zebra fish has the ability  
to regenerate cells on command.

If you can somehow give this ability to the  
woman you're talking about, that's that...

She's curing herself.

You just have to look  
pass the gills on her neck.

And you are?

He's one of the Midtown Science's  
best and brightest.

Really?

- He's second in his class.

- Oh.

- Second?

- Yeah.

- You sure about that?

- I'm pretty sure.

I'm afraid duty calls, I'll leave you  
in more than capable hands of miss Stacy.

Nice meeting you all.

If you'd like to gather round.

Welcome to Oscorp's Tree of Life.

Our planet's tree of life is a mess.

At Oscorp's cross-species division...

Hi.

What are you doing Rodrigo?

- Oh yeah.

- What are you doing here?

I work here, I don't work here.

I was gonna say I work here,

but it seems you in fact work here, so  
you know that I don't in fact work here.

- Are you following me?

- No, I'm not following you.

- I had no idea you worked here.

- Then why would you be here?

I just snuck in because I love science.

- You love science?

- I'm passionate about it.

I have to lead this tour group, so I'm  
gonna ask you more about this later.

Do not get me in trouble,  
stay with the group.

Alright, guys, I'm gonna take  
you to the bio-reactor room now.

I'm sorry! Yo.

We received the results from  
the mRNA sequences this morning,  
they were...disappointing.

- So define "disappointing".

- Another dead end.

It's the Decay Rate Algorithm.

This is to be expected.

- Expected? You said you were close.

- We are close, but it's gonna take time.

He doesn't have time, Norman  
Osborn is dying, Dr. Connors.

Save him.

Or we both loose our heads.

Give me your badge.

Give it to me.

Sorry.

Disgusting, now I smell like beer.

I'm sorry, I didn't

mean to do that, I'm...

- Get your hand off her.

- I'm trying to get my hand...

- Are you kidding?!

- No, I'm sorry.

- Are you freaking kidding me?!

- Get him Rooney.

- Man, I'm sorry!

- Help him, Brad!

Man, are you alright?

No man, not my board.  
Please dude, no...  
I'm so sorry!  
Conney Island next stop.  
Next stop, Coney Island.  
- Hey! Hey.  
- Hey.  
- Sorry, I'm late, I got a...  
- We were so worried.  
I know, I'm sorry... Watch it!  
That's a fly, Peter.  
I'm so sorry I kept you guys up.  
I'm insensitive, I'm  
irresponsible, I'm hungry.  
- Drinking?  
- I don't think so.  
This isn't meatloaf.  
This beats all other meat loafs.  
- Something is very wrong.  
- Yeah.  
Nobody likes your meatloaf.  
I got it.  
- He took the frozen macaroni and cheese.  
- I noticed that.  
Why didn't you tell me you  
didn't like my meat loaf?  
You could have said  
that to me 37 years ago,  
how many meat loafs have I made for you?  
Peter? What are you doing up there?  
- Homework.  
- Be careful.  
Sure.  
Dr. Connors?  
- You don't remember me, I...  
- You're the intern from the other day.  
- Yes, that's right.  
- I'm sure you are very nice young man,  
but this is a home, I'll ask you  
to make an appointment in my office.  
I'm Richard Parker's son.  
Peter?  
I'm afraid I can't help you much  
Peter, I don't know why they left,



or where they were going.

- Good reflexes.

- Thank you.

- Thank you.

- I read your book.

It's something. So you really think it's possible, cross-species genetics?

Yes of course, but for years your father and I were mocked for our theories, not just in the community at large, but Oscorp as well.

They called us mad scientists.

And then your father bred the spiders and everything changed.

The results were beyond encouraging, they were spectacular.

We were gonna change lives of millions.

Including my own, then it was over.

He was gone.

Took his research with him.

And I knew, without him I...

I...

I was angry.

So I stayed away from you and your family, and for that I'm truly sorry.

Say...

Say it worked, say you got it to work.

How much would the foreign species take over?

What could the side effects be?

It's hard to say, considering no subject survived.

- The problem was always...

- Decay Rate Algorithm?

- Right.

- Right.

- Can I?

- Of course.

Extraordinary. How did you come up with this?

Peter, how would you feel about coming to see me at the Tower one day after school?

Yeah.

Thank you.

Come on Reggie, run it buddy!

Rejected!

- You did that on purpose, Flash!

- No, but I should have.

You better watch your back.

Alright.

Give it up Parker!

One sec.

Why don't you take it from me?

- Go ahead Flash, take it man.

- Go ahead, take it.

Just take it.

Alright, how about this?

How about that?

- Come on Flash!

- Stop playing man.

- Take it from him!

- Come on Flash, take it.

- Do it Flash, stop playing!

- Yo Flash, come on!

Alright, bring it!

Come on Parker! Come on!

They're not gonna make us pay

for the backboard, you know that?

I don't care about the backboard.

- Was that true?

- What?

What I heard in there just now.

Did you humiliate that boy?

Yeah, I did.

But this guy deserved it.

- Did he?

- Yeah.

Is he the kid that hit you?

- Is he?

- Yeah, but...

So all this was about getting even?

If so, I guess you must feel pretty

good about yourself now, right?

Am I right or wrong?

Yeah, I thought so.

Well, thanks to this

little escapade of yours,

I had to change shifts

at work, so you have to  
pick up aunt May tonight  
at 9 o'clock, understood?  
Is that understood? OK, good.  
She looks familiar.  
She's the girl on your computer.  
He's got you on his computer.  
I'm his probation officer.  
Don't forget aunt May.  
OK.  
He's a character, that's my uncle.  
He's a pathological liar and he  
thought you were someone else.  
Oh man, you don't have  
me on your computer?  
I took a photo of the debate team,  
you're in the debate team so...  
- Right.  
- So, he must have seen it.  
- I was touching up stuff.  
- You were "touching up stuff"?  
I'm not gonna answer that.  
- Did you get expelled?  
- No, I didn't get expelled,  
I got community service.  
So, you want to... I don't know...  
- Want to what?  
- I don't know, just...  
I don't know, we could...  
Or we could do something else, or we  
could... If you don't... We could...  
- Yeah.  
- Yeah?  
Yeah, either one.  
- Really?  
- Sure.  
Alright, good, sounds good.  
I can't right now, I'm  
so busy right now.  
Me too.  
- But maybe...  
- Yeah, just, you know...  
- Some other...  
- Time, alright.

OK. Alright.

We have protein structurer,  
rDNA chromatography,  
transgenics testing, that's x-ray video.  
That's the only one on the planet.

- We have...
- I remember that.
- I've seen that before.
- The GANALI device.

I remember a picture of  
that in my dad's office.  
The idea was so simple, load  
it with an antigen, make reactive cloud  
which can be dispersed over a  
neighbourhood, even an entire city.  
Theoretically, you could cure a polio  
in an afternoon.

It's incredible.

Well, others disagreed. What if the  
device were loaded with a toxin,  
what if you wanted to opt-out, you  
can't run away from a cloud after all.  
So here it lies, covered in dust.

What you see here is a  
computer model of the lizard.

Many of these wonderful creatures  
have so brilliantly adapted,  
they can regenerate  
entire limbs at will.

You can imagine my envy.

We're trying to harness this capability and  
transfer it into our host subject, Freddie,  
the three legged mouse.

Enter the algorithm now.

Do you need to take that?

System ready for gene incersion.

Check.

What are we trying to do?

- Free up the proteins.
- Create the immuno response.

Beginning trials, pending...

Failed, subject deceased.

Pending... Failed.

Subject deceased. Pending...

Input algorithm accepted.  
Regrowth complete, vitals  
normal, blood pressure normal.  
Regeneration successful.  
Extraordinary.  
Thank you.  
Meet Fred and Vilma,  
our three legged mice.  
Hey buddy, I got you.  
OK, careful, don't want  
to sting you by mistake.  
Human trials aren't until next week.  
There.  
Hey, I thought you...  
Didn't you forget something?  
Don't answer that, but I'm  
glad to know it's working.  
You owe your aunt an apology, big time!  
Be a man, get in there and apologize.  
I'm sorry aunt May, I got...  
- Honestly, you don't have to  
apologize to me...  
- Hell he doesn't.  
- Ben...  
- I'm sorry uncle Ben, I got distracted...  
- You got distracted?  
Your aunt, my wife, had to walk 12  
blocks alone in the middle of the night,  
and then wait in a deserted subway  
station because you got distracted.  
Ben, sweetheart, honestly, I am  
completely capable of walking home...  
- You will not defend this boy!  
- I'm not defeneding...  
- You are defending him! Listen to me son!  
- Yeah, go ahead.  
You're a lot like your father.  
You really are Peter,  
and that's a good thing. But  
your father lived by a philosophy,  
a principle really. He believed  
that if you could do good things  
for other people you had a moral  
obligation to do those things.

That's what's at stake here,  
not choice, responsibility.  
That is nice, that's great.  
It's all well and good, so where is he?  
- What?  
- Where is he? Where's my dad?  
He didn't think it was his responsibility  
to be here and tell me this himself?  
- Oh come on, how dare you?  
- How dare I? How dare you?!  
Where are you going? Peter  
come back here, please!  
Ben leave him alone for a  
little while, he'll be alright.  
Peter?!  
Peter?!  
Peter?!  
That's 2.07\$.  
- It's 2.07\$.  
- Yeah, I know.  
You're holding up the line.  
No, you can leave a penny,  
you can't take a penny.  
What? - You can leave a penny anytime,  
you have to spend 10\$ to take a penny.  
Store policy. You gonna pay?  
You're holding up my line.  
I don't have 2 cents.  
You can't afford your milk,  
just step aside.  
What, daddy didn't give  
you enough milk money today?  
- We're talking about two cents.  
- Just step aside, kid.  
Really?!  
Not cool, man.  
Hey man, stop!  
Somebody stop that guy!  
- Hey kid, little help?  
- Not my policy.  
Somebody, stop that dude!  
Hey stop!  
Somebody, stop that dude!  
Oh God, help me... Uncle Ben?!

Call an ambulance!

Someone, call an ambulance!

Uncle Ben, uncle Ben...

Oh God, oh my God...

Oh God...

We gave a description to the sketch  
artist, I need you to take a look.

No, I don't know him.

I didn't expect you would ma'am.

Homicide detectives are on it,

- we'll see what they turn up.

- OK.

- Can I have that?

- Sure.

There's one other thing, he has  
a star tattooed on his left hand.

Peter, I know things have

been difficult lately,

and I'm sorry about that.

I think I know what you're feeling.

Hey Parker.

- Not today Flash.

- Come on man, I just want to talk.

Feels better, right?

Your uncle died, I'm sorry.

- I get it, I'm sorry.

- OK.

Peter...

Stay away from here, you understand me?!

Stay away from Joe, you understand?!

You like beating on girls?

Like beating on old men?

Hey pal, just keep on walking,

you're in the wrong place buddy.

When was the last time

you were in Queens?

- I asked you a question man.

- Vickie, no! - Is that the gun?

You gonna kill me too?

Stop it!

This guy is crazy!

There he is!

He has a star tattooed

on his left hand.

Oh yeah? Come on!  
I know what you look like! You hear me?!  
I've seen your face!  
Attention all units, in the  
confines of precinct 13.  
Receiving a 10-30 on west  
Assailant is Caucasian male,  
mid 30's, 170-180 pounds.  
Shoulder length blond hair, last seen on  
foot heading east bound on 19th street.  
- You got a description?  
- Well no, he wears a mask.  
A mask?  
Yeah, and most of  
his victims are suspects.  
Some of them with serious rap sheets,  
they're calling him a vigilante.  
OK, he's not a vigilante, he's an...  
Help me, somebody! Arrest  
me! Please get me out of here!  
Hey look!  
Spandex, spandex...  
Everything spandex.  
Extraordinary velocity vector is a  
function of both mass and acceleration.  
Oh come on, you know  
better than anyone that the  
weight above any pendulum  
has no effect on sling state.  
It doesn't effect frequency, but  
it's totally a factor in momentum.  
Hey aunt May. Yeah,  
eggs? Organic, got it.  
You know, in the future,  
if you're gonna steal cars,  
don't dress like a car thief man.  
What are you? You a cop?  
Really? You seriously think I'm a cop?  
Cop in a skin tight red and blue suit?  
You're, you're...  
You've got a mind of a true scholar sir.  
I was going more for one  
of the guys who do the  
Good thinking, good thinking, use



the window, get out the window.

There you go, you got it.

Crutch!

- Just let me go.

- Is that a knife?

- OK? Yes it's a real knife.

- My weakness, it's small knives.

- Just let me go.

- Anything but knives!

- Oh, it so simple.

- What the hell is this?

Webbing that I developed myself, I don't think you really want to know about it.

Come on, let me go!

Get off man...

Come on, let me go! Stop it!

- That isn't funny!

- It is kinda funny man.

- Help!

- Shh.

This could have gone a lot worse, now hold still.

Boys in blue are here!

Yo I got him!

- Freeze! You in the tights, don't move!

- He's not going anywhere.

- Serious?!

- Who are you?!

No one seems to grasp the concept of the mask.

Freeze!

I just did 80% of your job!

That's how you repay me?!

Alright, that was fun!

Bus!

What're you doin'?!  
Hey watch out, I'm swinging here!

I'm swinging here!

So, 38 of New York's

finest, versus one guy,  
in a unitard. Am I correct?

You don't have to wait up for me, you know.

- Yes I do.

- No you don't.

- Yes I do. Where were you?

- I was out.

Did you get the eggs?

Great, forgot the eggs.

I'm gonna get them now.

No, you most certainly  
will not, not at this hour.

Look at me Peter.

Take off the damn hood and look at me.

You're hurt.

Where do you go, who does this to you?

- Please go to sleep aunt May.

- Please tell me.

Aunt May please, please,  
please go to sleep.

I can't sleep! Don't you  
understand?! I can't sleep!

Peter, listen to me.

Secrets have a cost,  
they're not for free.

Not now, not ever.

Cross-species genetics  
is finally working.

I've used lizard DNA to help  
Freddie regrow that limb.

- It's a miracle.

- No, that's hard work and  
promise, and it's a step  
closer to the primate lab.

- But it isn't time for a little step.

- Little?

- I just mean he can't wait.

- Well, he'll have to.

- Unless he wants to be a lab rat.

- No, it's not what I'm saying.

- So what are you saying?

- You have to start human trials, now.

- No I don't and no I won't.

- Then he's going to die.

People die, even Norman Osborn.

- We are not finished.

- Human trials?

Where on earth are you gonna  
find the people to volunteer?

The ward, as far as anyone's concerned is for a winter flu shot.

I might think that veteran's hospital is a place to start.

- You've got to be kidding me.

- I don't think I am.

It's little for shock and indignation Curt, about 15 years late.

I have no idea what you're talking about.

Richard Parker wore it well, on you it's a cheap suit, as it was then.

I had nothing to do with that.

- Is that what you told his son, Peter?

- I don't know what you're saying.

- You don't know, or you don't want to know?

I'll remind you what happened.

Richard Parker said just about the same thing then that you are saying now.

The clock is ticking, Dr. Connors.

I won't.

Fine.

The formula is ours now, anyway.

Say goodbye to that arm you dreamed of.

I'm shutting it down, have your office cleared out by the morning.

Your toys will be taken away to, you know.

Night Freddie.

- Hey.

- Hi.

- How's it going?

- Where you headed?

- Monday, B-track.

- It's Thursday.

- It's Thursday?

- What happened to your eye?

- Your eye, it looks bruised.

- I know, I got a rash.

It's pretty bad, did

you go to the nurse?

Do you like branzino?

- Finger fish?

- I know.

If you want...

You can come to this  
address at 8 o'clock tonight.

My mom is making branzino.

It's apartment 2016, I didn't write that  
part down, I don't know why I didn't.

- I'll remember it.

- 2016.

Hi.

- How did you get out there?

- The fire escape.

Your doorman is intimidating.

- It's 20 stories.

- Yeah.

- This is your room.

- Yes, this is my room.

Books.

Got your mom these...

- Lovely.

- Yeah, they're beautiful, right?

They're beautiful.

- They weren't, they were nice.

- No, they're beautiful.

I'm sorry.

No, it's impressive,  
they actually held together very well.

- I'm gonna keep these.

- You have your suit in there?

- My suit?

- It's for dinner.

Are you gonna wear that? That's..

Hey hon.

- You must be Peter.

- Dad, this is Peter.

- Hey, nice to meet you sir.

- Nice to meet you.

Dinner's ready.

Hope you like branzino.

Who doesn't

Emma, it's Curt, is he there?

I'm afraid not doctor,

the car's taking

him to the veteran's

hospital in Brooklyn.

No, no, he can't Emma,  
you have to stop him.  
I would, but I always loose  
him when he's on the bridge.  
I'll make sure Dr. Ratha returns  
your call as soon as possible.  
Holton Avenue across the  
river, I'm in a hurry.  
OK, you want me to take the  
tunnel or the bridge?  
Bridge!  
- Take the bridge.  
- Alright, I'm gonna do that.  
Hey man, you alright back there?  
Are you trippin'?  
- Just drive.  
- OK.  
You're having trouble there, aren't you?  
The head goes in the other, Simon  
help Gwen's friend with his fish.  
- I don't know it.  
- First time.  
George, why don't you  
tell us about your day?  
Yeah dad, did you  
catch that spider guy yet?  
No, we didn't catch  
him yet, but we will.  
He's an amateur who's assaulting  
civilians in the dead of night.  
He's clumsy, he leaves clues,  
but he's still dangerous.  
He's assaulting people?  
I'm not sure, I mean, I saw that  
video with him and the car thief.  
I think most people  
would say that he was...  
- Providing a public service.  
- Most people would be wrong.  
If I wanted the car thief off the  
street, he'd already be off the street.  
So why wasn't he then?  
Let me illuminate you, see  
the car thief was leading us

to the people who run  
the entire operation.  
It's been a six month long  
stinger, this is called strategy,  
I'm sure you're aware of the term strategy,  
you've probably heard about that in school.  
Obviously he didn't know you had a plan.  
You seem to know an  
awful lot about this case,  
you know something that we don't know?

- I mean, who's side are you on here?

- I'm not on anyone's side.

I saw video on the Internet...

- Oh, you saw the video on the Internet.

- Well, then case is closed.

- No, I'm just saying  
if you watched the video,  
maybe he'd send you a link,  
it looks like he's  
really trying to help.

Sure, on the Internet he's been made out  
to look like some kind of masked hero.

No, I'm not saying he's a hero,  
I don't think he's a hero at all...

- What are you trying to say?

- I'm saying he's trying to help,  
but it looks like he's trying to  
do something maybe the police can't.

- Something the police can't?

- I don't know.

What do you think we do all day?  
Just sit around, eating donuts

- with our thumbs planted firmly  
up our asses? - George. - Daddy.

- Think we do that down there?

- Up your what dad?

I think he stands for  
what you stand for, sir.

- Protecting innocent people from bad guys.

- I stand for law and order son,  
that's what I stand for.

I wear a badge.

This guy wears a mask, like an outlaw.  
He's hunting down a bunch of

criminals that all look the same,  
like he's got some sort  
of personal vendetta.

But he's not protecting  
innocent people, Mr. Parker.

Let's get some air Peter.

- Dad, we need to talk.

- Yes we do.

Thank you for having me, I'm sorry if  
I insulted you, it was not my intention.

You're welcome.

Branzino was really good.

Mrs. Stacey, thank you.

You're welcome.

- Dad.

- Yes.

That was something.

I'm sorry, I thought he was  
gonna arrest me at one point.

I wouldn't have let him arrest you.

- What happened to your face?

- I'm gonna tell you something.

OK.

I've been bitten.

So have I.

OK, OK, OK, OK, OK, I gotta  
tell you this one thing,  
and it's about the vigilante and  
the car thief, alright?

Oh, OK.

No, no, no, don't.

Forget that, I'm not gonna talk  
about that, I'm gonna talk about me.

What about you?

I wish I could just...

I can't, it's hard to say.

Just say, say it.

Why, what?

What?

- You're Spiderman...

- Shut up now.

Gwen?!

Gwen?

Your father wants you to

come inside, right away.

OK.

- OK?

- Yeah.

- Gwen...

- I'm coming.

I'm in trouble.

Can you please go and find  
out what's going on, Alfred?

Excellent.

Incoming!

Somebody, help!

Help me, my kid is trapped!

I want my dad! Dad!

Hey buddy, it's OK.

- Get away!

- It's alright.

- Help!

- Hey, look.

Just a normal guy, right?

Wanna hold on to this?

Hold on to my mask.

- What's your name? Jack?

- Yes.

Let's get you out of here.

Stay very still.

- Alright.

- I got you.

OK, now I'm gonna undo the belt.

You're gonna hold on  
to that seat, on three.

OK, one, two, three.

See how easy that was?

You did a great job.

Jack, climb, now!

- I can't!

- Yes you can!

Put it on, the mask, it's  
gonna make you strong.

Jack, trust me, put it on.

There you go, that's it!

That's it buddy!

OK, now, climb! Come on Jack!

Do me a favor, a little faster, OK bud?



You're doing great  
buddy, you're doing great!  
That's it, keep coming, keep coming.  
No!  
Oh Jack, thank God.  
You OK?  
My son...My son...  
Who are you?  
Spiderman.  
Peter.  
Does this scare you?  
Who are you gonna tell?  
No, no.  
What did that thing on  
the bridge look like?  
- Real big, too big to be human.  
- You got to lay low.  
- No, I can't do that.  
- You've got to.  
- I mean why...  
- Because of last night.  
Those people on the bridge,  
whatever was attacking them,  
would have killed them.  
So, I gotta go after it.  
- That's not your job.  
- Maybe it its.  
I really liked kissing you.  
And you're an amazing kisser.  
Well, you know, it was good for me too.  
Yeah?  
Hello?!  
It's not nice to snoop.  
I gave everyone the week off.  
Yeah.  
Shouldn't you be at school?  
No, I got a free track, I  
wanted to ask you a question.  
- How would a predator track a reptile?  
- Oh you don't, most reptiles  
are at the top of their respected  
food chain, kings of their domain.  
They got to have vulnerabilities, right?  
Why the sudden interest

in the cold blooded?  
Just asking a question,  
I got school stuff,  
biology profiles to do.  
So because of the cold blood would they  
react to sudden changes in temperature?  
You'd have to catch one first.  
Did you know, there's a rumor  
of a new species in New York?  
- Beautiful and quite large.  
- What do you know about it? You seen it?  
It's not yet classified.  
But it can be aggressive, if threatened.  
Doc, are you alright?  
Never been better Peter,  
never been better.  
Now, if you'll excuse me, I'm afraid  
I'm gonna have to ask you to leave.  
I have a new project I'm  
working on, I need to be alone.  
Don't worry Mr. Parker, I'll be back.  
Wonderful things are coming.  
Wonderful things.  
Fred.  
Mr. mayor, I can assure you if  
there was a giant dinosaur running  
around the streets of Manhattan  
you would be the first to know.  
So tell your son he can rest easy, alright?  
Yeah, you and me both, sir.  
OK, bye bye.  
Mr. Parker, why are you not in school?  
- Got a free track.  
- Well I do not have a free track,  
so make your point quickly.  
There may not be a dinosaur  
running around Manhattan,  
but there is something more  
dangerous and I know who it is.  
- You know who it is?  
- Dr. Curtis Connors.  
Of Oscorp?!  
That's right.  
Dr. Curtis Connors,

who's also my daughter's mentor,  
- is that who you're talking about?  
- That's the one.

Recently Dr. Connors gave Gwen  
a glowing college recommendation,  
it was beautiful, when I read it I cried.  
But you would have me believe  
that he, in his spare time, is running  
around dressed up like a giant dinosaur?  
Not dressing up as a dinosaur, he has  
transformed himself into a giant lizard.  
Let me ask you a question, do I  
look like the mayor of Tokio to you?  
I'm telling you the  
absolute truth, this man has  
worked for his whole life  
on cross-species genetics,  
he lost one arm and has  
been trying to grow it back,  
but there is something unbalanced by the  
equation and he has turned into a full lizard.  
He's using lizard DNA, he is dangerous and  
he's planning something horrific, I know.  
OK, alright, I get it.  
Here's what we're gonna do, you're gonna go  
back to meeting up with citizens of Tokio,  
and I'm gonna go back to protecting the  
citizens of this fine, fair city of ours.  
Sergeant Butler, would you please  
escort Mr. Parker back to school.  
Captain Stacy, I'm not messing around.  
Just bring him in, just  
call him in, you have  
to call him in, he is  
a danger to everybody.  
- Please, listen to me!  
- Let's go!  
- Jimmy...  
- Hmm?  
Give me everything we have on  
Dr. Curtis Connors, OK? Right away.

**Subject:**

temperature 89.7, steady for 48 hours.

Blood panels reveal lymphocyte and monocyte readings consistent with subject's past.

Clutching rate vastly improved, marked enhancement in muscle response, strength, elasticity...

Eyesight similarly improved, subject no longer requires corrective lenses.

This is no longer about curing ills, this is about finding perfection.

In attempt to repress regenerative relapse, dosage has been increased to 200 mg.

You stopped me once...

You won't stop me again.

I'm getting stronger every day!

Oh, that sucked.

Peter Parker?

Come in.

Maybe...you should, consider coming in through the lobby.

Also, my father is under the impression that you require psychiatric help.

Peter, what happened?

You should see the other guy.

The other guy, in this instance being a giant mutant lizard.

Hey Gwen, honey, do you want cocoa? Howard's making some cocoa.

No dad, I do not want cocoa.

Honestly, I'm 17 years old.

OK, I just thought I remembered somebody saying last week that her - fantasy was to live in a chocolate house.

- Well that's impractical.

And fattening.

Chocolate house?

- Sorry dad.

- It's good.

I can't have cocoa right now because I'm...

Doing this... I have to have...

I have cramps.

I feel kind of pukey and just sort of, like emotional, I keep crying...

It's brutal.

- You don't want to know, trust me, it's bad. - Got it.

- Thanks daddy.

- Alright.

- Easy bugboy.

- What did you call me?

- No.

- It's OK.

- I know what this is.

- What is it?

Every day, for as long as I can remember, my father has left every morning and he'd put a badge on his chest, and strapped a gun to his hip.

And every day, for as long as I can remember, I haven't known if he was going to make it home.

I got you, OK?

I gotta stop him, though.

I have to, cos I created him.

What do you mean?

I gave him an equation.

I made all of this possible.

Something my father's been working on, you know?

Secretly, now I realise why he kept it a secret.

Why this is my responsibility.

I have to fix it.

Let's get out of here.

Let's get out of here, just for a minute, can we?

- No. - Yeah.

- No. - Yes. Yes.

- No.

- Yes.

If my parents see me leaving I'm dead.

Your parents are not

gonna see you leaving.  
Peter Parker... Spiderman?  
I'm not the one who needs help!  
There will be no more  
loneliness, no more outcasts!  
Species-wide distribution could enhance  
humanity on an evolutionary scale.  
One has to adapt to survive.  
That, changing like the  
snake, I might be free.  
To cast off flesh  
wherein I dwell confined!  
Would you give it all up?  
After all you know you can do?  
All the power you feel?  
I can save them!  
You are not gonna get in the  
way of my plan, Peter Parker!  
Go, go!  
Nowhere to hide, Peter.  
All these souls, lost and  
alone, I can save them.  
I can save them, there's  
no need to stop me, Peter.  
You're not thinking straight doc.  
Stop this! This isn't you!  
Let's talk this out!  
Doc!  
Oh boy.  
Alright, so you don't want to talk?  
There you go.  
Don't... Make me...  
Have to... Hurt you!  
Hey.  
Where are you?  
I'm fine, I'm OK.  
I'm down in the sewer, I'm tracking him,  
I gotta stop him before anyone gets hurt.  
But we need an antidote,  
do you know how to run a serum?  
Yeah, I do it for  
Connors all the time.  
OK, OK, listen.  
I need you to go to Oscorp,

I need you to access  
the cross-species  
file, it's a blue serum  
file 12389.

OK, got it.

On my way.

I spent my life as a scientist, trying  
to create a world without weakness,  
without outcasts.

I sought to create a stronger human  
being, but there's no such thing.

Human beings are weak, pathetic,  
feeble minded creatures.

Why be human at all, when  
we can be so much more?

Faster, stronger, smarter.

This is my gift to you.

- Stacy!

- What?!

We've got a confirmed sighting sir!

The lizard is heading  
toward Canal Street station.

- What about Spiderman?

- He was inside the high school.

I want that Spiderman off the street!

The lizard creature has  
released a biological agent!

All efforts of stopping him have failed, he  
is now proceeding north on 7th Avenue, over.

- Hey, where are you?

- I'm at Oscorp.

- You have to get out of there right now, OK?

- The antidote is cooking.

No, no, no, Connors is on the way.

He's coming to you right now,  
he needs the disbursement device.

- He's gonna infect the whole city...

- There's 8 minutes left.

You're gonna wait there for 8 minutes after  
what I just told you? People are gonna die!

You leave right now!

Listen, that is an order, OK?!

I'm gonna get everybody out.

Gwen! You mother

hover, are you serious?!  
He's heading south!  
Stand down now or we will open fire!  
You are surrounded,  
there is no escape!  
Clear!  
Clear up!  
All clear here, sir!  
Freeze!  
Down on the ground!  
Put your hands behind your head! Now!  
Parker?  
It's headed to Oscorp, and your  
daughter is there right now!  
You got to let me go.  
Hold your fire!  
Paul, if I didn't see  
it I wouldn't believe it.  
I won't venture to say  
exactly what it is that's  
crawling up the both  
sides of the Oscorp Tower,  
but clearly it is not human  
and it is very, very strong.

**Time remaining:**

Antidote complete.  
Oh man...  
We are now getting the latest  
details, this is just coming in.  
The New York police department has  
called for a city wide evacuation.  
Everything south of 54th street.  
If you are south of 54th street you have  
to move out of the area immediately.  
Spiderman appears to be  
heading toward Oscorp.  
He looks injured and it is really  
not clear if he's gonna make it.  
This guy saved my boy on the bridge.  
They're clearing us out, something  
bad is going down in mid town.  
Are you still friends with Mathews, that  
crane operator down at the 6th avenue?



- Yeah.  
- Get him on the phone for me.  
The cops are evacuating  
everybody, who the hell cares?  
Get him on the phone for me!  
Hey Charlie, get me  
Enriquez from 54th street!  
Angelo get your mug over here.  
Walsky, you're getting some overtime!  
All tower cranes on 6th, swing  
your jib arms over the avenue.  
Boom angles at 90 degrees. Spiderman  
needs those big boys high and lined up.  
Let's give him a  
clear approach, over.  
Dad, I have to get this to Spiderman.  
- Get in the car, let's go.  
- No, we can stop the lizard.  
- You don't understand!  
- I do.  
Your boyfriend is a man  
of many masks, I get it.  
Give me this, get in the car.  
Please make sure he's OK.  
Initializing GANALI device.  
Detonation in T minus 2 minutes.  
Poor Peter Parker.  
No mother, no father.  
No uncle.  
All alone.  
He's not alone!  
Detonation in T minus 45 seconds.  
Hey, gift from Gwen!  
I got this Peter, go!  
T minus 45 seconds.  
Detonation in T minus 10 seconds.  
9, 8, 7...  
6, 5, 4...  
3, 2, 1  
The captain.  
Captain!  
- The lizard...  
- It's alright, we stopped him.  
Let's get you out of here.

Look at me, stay with me.  
Help is on the way, OK?  
You need to...you need to be gone,  
when they get here, OK?  
- I'm not going anywhere.  
- I was wrong about you Peter.  
This city needs you.  
Here, you're gonna need this.  
You're gonna make enemies.  
People will get hurt.  
Sometimes people closest to you.  
So I want you to  
promise me something, OK?  
Leave Gwen out of it.  
Promise me that.  
You promise me.  
An eerie calm has set  
in over New York city.  
Apparently some sort of aerosolized  
antidote was launched from Oscorp Tower,  
which seems to have counter  
acted the bio toxins.  
Residents of lower  
Manhattan can rest peacefully,  
knowing that the alleged  
mastermind of this terror plot,  
Dr. Curtis Connors is behind bars.  
Sweetheart, it's OK.  
It's alright.  
Rough night.  
It's gonna be alright.  
Where have you been?  
My father died.  
There was a funeral.  
They shot rifles and made speeches.  
Two of my teachers showed up.  
Flash showed up.  
Everyone was there but you.  
I can't do it.  
- I'm sorry, I can't...  
- What are you saying?  
I can't see you any more.  
I can't.  
He made you promise, didn't he?

To stay away from me.  
So I'd be safe.  
What a pretty girl.  
Yeah, that's what uncle Ben said.  
Did you ask her out?  
Why?  
- I can't.  
- Why?  
I'm just no good for her.  
Peter Parker, if there's  
one thing you are, it's good.  
If anyone has a problem  
with that can talk to me.  
Peter, I know things have  
been difficult lately,  
and I'm sorry about that.  
I think I know what you're feeling.  
Ever since you were a little boy,  
you've been living with  
so many unresolved things.  
Well, take it from an old man,  
those things send us down the road,  
and make us who we are.  
And if anyone's destined  
for greatness, it's you son.  
You owe the world your gifts, you just  
have to figure out how to use them.  
And know that wherever they take you,  
we'll always be here.  
So come on home Peter.  
You're my hero and I love you.  
- Hello Parker.  
- Hey, how's it going?  
You coming along man?  
That's a cool shirt.  
Yeah, dude, dude's crazy.  
But chicks dig him.  
I had a professor once who liked to  
tell his students that there were only  
ten different plots in all of fiction.  
Well I'm here to tell you he  
was wrong, there is only one.  
Who am I?  
Mr. Parker, tardy again.

Well, at least we can  
always count on you.  
Sorry Miss Ritter, it won't  
happen again, I promise.  
Don't make promises you  
can't keep, Mr. Parker.  
But those are the best kind.  
OK class, open your books,  
let's begin on page 1.  
Hello doctor.

- Did you tell the boy?

- Tell him what?

Did you tell the boy the  
truth about his father?

- No.

- That's very good.

We will let him be for now.  
You should leave him alone!