

EXEC. PRODUCERS: Avi Arad
Stan Lee
SUP. PRODUCER: Bob Richardson
PRODUCER: John Semper

S P I D E R - M A N

"Night of the Lizard"

(SCRIPT)

SHOW #4

Written by

Gerry Conway

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MARVEL FILMS - ANIMATION

SPIDER-MAN

"The Night of the Lizard"

CAST LIST

REGULARS

PETER PARKER / SPIDER-MAN
J. JONAH JAMESON
AUNT MAY
ROBBIE ROBERTSON
DEBRA WHITMAN
EDDIE BROCK

GUEST CAST

DR. CURT CONNORS Brilliant scientist and biogeneticist
who is also a warm and loving husband and
father.

THE LIZARD Reptilian creature created thru
biogenetics by Dr. Connors, that is in
fact Dr. Connors himself.

MARGARET CONNORS Wife, mother and Curt's strong and
loving spouse.

BILLY CONNORS 8 year old son of Curt and Margaret.

SAM (SUBWAY WORKER) Several lines

BUD (SUBWAY WORKER) Several lines

* Kid #1 deleted

SPIDER-MAN
"Night of the Lizard"

TEASER

FADE IN:

EXT. THE MANHATTAN SKYLINE - DAY *

One of the two days per year when the city's weather is
nothing less than exquisite. *

SPIDER-MAN (V.O.\NARR)
New York City. First day of
spring. Doesn't get any better
than this. *

Spider-Man now swings into view. *

SPIDER-MAN (V.O.\NARR)
And I can't enjoy it 'cause I'm
late for work.
(looks down)
'Least everybody down there
looks happy. *

He swings out of frame and we PAN DOWN and DOWN and DOWN,
past the buildings, the traffic, then INTO THE PAVEMENT and
THROUGH THE STRATA OF CONCRETE. SFX: DISTANT SUBWAY TRAIN
RUMBLINGS. PAN CONTINUES THROUGH PITCH BLACKNESS and INTO A
SHADOWY SUBWAY TUNNEL that rumbles and vibrates from TRAINS
PASSING O.S. CAMERA TILTS DOWN TO a dusty, rusted SUBWAY
TRAFFIC LIGHT, which blinks from RED to YELLOW and then
tries to blink to GREEN, but SPUTTERS (SFX) and goes DARK.
Suddenly a FLASHLIGHT BEAM SWEEPS UP FROM O.S. and focuses
on the darkened light. *

SUBWAY WORKER (O.S.)
Yeah, hold it right there... *

AN OLDER SUBWAY WORKER (SAM)

climbs INTO VIEW on a metal ladder attached to the wall, and
begins working on the broken traffic light with a wrench.
He wears a soiled jumpsuit with the words TRANSIT REPAIR on
the back. He speaks to someone O.S.

SAM
Like I was saying before, you're
gonna love working down here. Cool
in the summer, warm in the
winter... no office politics... *

BUD
 Sounds better than my last job. I
 used to be a writer. *

SAM
 has now finished the light.

SAM
 A writer? Really? *

WIDER

He climbs down onto the low platform next to Bud.

SAM
 I got lots of stories. You'd be
 surprised what you pick up down
 here. 'Couple years ago, I-- *

BUD
 (holds up hand)
 Please... I'm a recovering
 writer. *

CAMERA REFRAMES as they turn to go... and a HUGE SHADOW
 RISES UP on the tracks ahead of them, BACKLIT by a distant
 subway train headlight, RED EYES GLEAMING, a gaping
 saliva-dripping maw full of SHARP TEETH GLITTERING...

LIZARD
 (GUTTURAL HISS)

CLOSER

Bud and Sam slowly turn, drop their jaws.

BUD
 Holy---!

As A SHADOW creeps over them, they drop their flashlights in
 a panic, fleeing OUT OF FRAME.

HIGH ANGLE - LOOKING DOWN AN ACCESS LADDER

as Bud and Sam scramble over each other up to the surface.

EXT. MIDTOWN STREET - MORNING - LOW ANGLE

A MANHOLE COVER pops open with a SFX: CLANG, propelled by
 the terrified BUD & SAM, who scramble out...

ANGLE - TRANSIT AUTHORITY UTILITY VAN

Bud and Sam scramble over each other to get to the van.

ON THEIR LEGS

As they run.

ON A CURBSIDE DRAINAGE GRATING

The grating pops up, just as the legs reach it. Sam's leg falls into the open drain, stuck. Sam falls face first, flat on the ground. He pulls himself up but then is jerked back down. *

SAM
BUD! IT'S GOT ME!
(SCREAMING)

ON BUD

He stops running, just long enough to turn to see what's happening to Sam.

ON HIS POV

We see a HORRIFIED SAM being pulled down through the grating opening. He is now waist up and slowly slinking down.

SAM
BUD...HEEELLLP!

ON BUD

Panic-stricken, he runs O.S.

CLOSE - THE TRANSIT VAN'S REAR WHEELS

throw up DUST & GRAVEL as the SFX: ENGINE ROARS TO LIFE and the van SFX: SCREECHES O.S.

EXT. MIDTOWN STREET - OVERHEAD VIEW - THE TRANSIT VAN

SPEEDS into the street, cutting off a TAXI that SKIDS to a stop, almost crashing into another car. SFX: SKIDDING, BRAKES, ROARING ENGINES. CAMERA TILTS UP TO REVEAL the van is accelerating toward the intersection, BUMPING off parked cars. EFX: SPARKS. SFX: ENGINE ROARS, SKIDS, IMPACTS.

INT. THE VAN - MORNING - BUD

A hysterical Bud is behind the wheel, turning it back and forth as the van rocks. SFX: ENGINE ROARS.

BUD
Those eyes...
(looks over shoulder)
They're coming!

*

EXT. THE STREET - DAY

UP HIGH, CAMERA LOOKS DOWN on the busy street as the van careens down it, narrowly missing oncoming traffic. CAMERA TILTS UP to reveal Spider-Man, just finishing a web-swing to a high ledge up above. He looks down at the van.

CLOSER ON SPIDEY

SPIDER-MAN (V.O.\NARR)
Obviously a graduate the New York
Cabdrivers' School.

TRACKING - THE VAN

careens toward the intersection, as SPIDEY FLIPS INTO FRAME from above O.S., toward the van --

INT. THE VAN - BUD

The truck SHAKES with the SFX: THUMP of something landing on the roof. Suddenly Spidey's head appears upside down in the driver's window.

SPIDER-MAN
You know that pedal next to the
gas? HIT IT!

*

BUD
(FRIGHTENED YELL)

EXT. THE VAN - CLOSE ON UPSIDE-DOWN SPIDEY

as he glances ahead at the rapidly approaching intersection.

ON HIS UPSIDE DOWN POV

of the approaching intersection:

SPIDER-MAN (V.O.\NARR)
Uh oh... Roadkill spider...

*

SPIDER-MAN'S HAND

reaches into the van and jerks the steering wheel. *

WIDE ON INTERSECTION

The van makes a skidding turn onto a sidestreet just before the intersection. *

SPIDER-MAN

Spider-Man is mightily relieved: *

SPIDER-MAN (V.O.\NARR)
Whew... that was too-- *

But then:

SPIDER-MAN'S UPSIDE DOWN POV

Looking forward: Now coming up at 60mph: a dead end sign, a flimsy railing... and then blue sky. *

SPIDER-MAN (V.O.\NARR)
...too stupid! *

LOW ANGLE, REVERSE

looking upward, from behind the railing, as the van crashes through and plunges right at CAMERA. *

CUT TO:

MAIN TITLE & CREDITS

END OF TEASER

FADE OUT.

ACT ONE

FADE IN:

EXT. THE STREETS - MORNING - WIDE ON THE RAILING

We RECAP as the van (with Spidey on it) SMASHES through the railing and plunges O.S.

ANGLE FROM ABOVE, WIDE ON THE RIVER BELOW

The van falls down, away from camera to the river below. But *

simultaneously, Spidey's webbing flies up from Spidey's wrists, past camera.

FROM BELOW THE SURFACE OF THE WATER

A school of fish scatters as the van plunges in and hits CAMERA. *

THE PIER

CAMERA PANS UP to find Spider-Man hanging from a strand of webbing with his arm around a frightened Bud.

BUD
(babbling)
The Red eyes...after me...had to
run....the...red eyes...

SPIDER-MAN
Seeing giant bunnies are we? *

BUD
Mister, it was real. I swear! *

SFX: RISING POLICE SIRENS. Spidey reacts.

SPIDER-MAN
Tell it to the judge. And try not
to overload the breath-o-lyzer. *

WIDE

Spidey kicks his legs to swing them both O.S.

ON THE GROUND

Spidey lands carrying Bud. He sets him down.

SPIDER-MAN
One more thing: don't let the cops
blame this one me, okay? *

BUD
(Renfield-like)
...The red eyes...

SPIDER-MAN
Thanks. Knew I could count on you. *

Spidey shoots his web and yanks himself up and O.S.

TRAVELING - SPIDEY

swings between buildings, heading cross-town to the DAILY BUGLE COMPLEX, which looms massively ahead...

SPIDER-MAN (V.O.\NARR)
And it started off like such a nice
day. Guess it goes with the
job... *

ROBBIE (V.O.)
Peter, I have a new job for
you....

CUT TO:

INT. ROBBIE ROBERTSON'S OFFICE - DAY - CLOSE ON DESKTOP

where an array of B&W PHOTOS show SPIDEY in action. ROBBIE'S
HAND comes into frame and points to them.

ROBBIE (V.O.)
You've always gotten good shots of
Spider-Man... *

WIDER

PETER PARKER reacts as ROBBIE ROBERTSON continues.

ROBBIE
...Let's see what you can do with
the 'Lizard.'

PETER
The who?

J.JONAH JAMESON ENTERS the room waving a typed report.

JAMESON
The Lizard, Parker. If you'd ever
get here on time, maybe you'd know
what was going on. *

ROBBIE
There've been reports of giant
lizard down in the subways,
Peter... *

PETER
In this town, who'd notice? *

VOICE (O.S.)
I'd notice. *

They all turn.

THE DOOR

EDDIE BROCK's entering.

EDDIE
If this weren't serious, I
wouldn't've gotten the assignment. *

PETER
I don't know about that, Eddie.
You're just the reporter I'd
send on a wild goose chase. *

JAMESON
It's not a wild goose chase, kid.
Look... *

Jameson shoves a picture at Peter.

INSERT- THE PHOTO

It's a snapshot of Sam, the missing subway repairman.

JAMESON (O.S.)
Subway repairman. Missing. His
friend says the Lizard got him. *

PETER
studies the photo.

BROCK
turns to Jameson.

BROCK
Boss? I got those names of
scientists who've worked with
reptiles. *

JAMESON
Good. You can interview 'em for
background. *

BROCK
Closest one's at Empire State.
Name's Connors. *

PETER
looks up from the photo. *

PETER
Curt Connors? *

WIDER

ROBBIE
You know him, Peter? *

PETER
He's one of my teachers. He's an expert in recombinant DNA and reptile mutagenics. He's also-- *

JAMESON
Yeah, yeah, whatever. You'll be the contact with Connors from now on, kid. *

BROCK
But boss-- *

JAMESON
The kid already knows him. And besides, do you have any idea what muta-whats-it's are? *

BROCK
Well... *

PETER
Mr. Jameson, I still think this whole Lizard thing is just a big-- *

JONAH
Parker, the first exclusive photo of the Lizard for my nightly news gets a thousand dollar bonus.

ON PARKER

He does a take.

PETER
Uh, you want it in color or black and white? *

CUT TO:

EXT. AUNT MAY'S HOUSE - NIGHT (ESTABLISHING) (OVERHEAD VIEW)

RAIN IS STARTING TO FALL as an N.D. DELIVERY VAN trundles down the empty, darkened suburban street, the driver unaware of an unsuspected passenger: SPIDEY crouched to the side. As the van passes Aunt May's house, SPIDEY springs off, vanishing into the shadows under a tree in the front yard...

SPIDER-MAN (V.O.\NARR)
A thousand dollars...

EXT. AUNT MAY'S FRONT YARD - NIGHT

Straightening his jacket, Peter dashes out of the shadows under the tree, hurrying through the RAIN toward the cheerily-lit house...

PETER (V.O.)
I could put it down on a new motorcycle, maybe a car. Wait'll I tell Aunt May.

INT. AUNT MAY'S FRONT HALL - NIGHT

CLOSE ON AUNT MAY'S HANDS holding a bill marked FINAL NOTICE; PULL BACK TO INCLUDE AUNT MAY frowning at the bill. In BG, the front door OPENS (SFX) and Peter enters. She quickly slips the bill under a book and turns to Peter as he approaches and gives her a kiss on the cheek..

PETER
Hey, pretty lady -- Why the frown? *

AUNT MAY

gives Peter a false smile. *

AUNT MAY
Nothing, Peter. Nothing at all. *
I just can't decide what to make for dinner, that's all.

PETER

watches her enter the kitchen in BG then he turns to the table, moves the book.

PETER (V.O.)
Why does she always keep things from me? Of all people, I know how to keep a secret. *

PETER'S POV - A PILE OF BILLS

lies under the book: all stamped PAST DUE in large letters.

PETER (V.O.)
Cash problems. Great. And here I am thinking of things to buy for myself. *

ANGLE - PETER

shakes his head as he handles the bills, looks from them to the kitchen. CAMERA REFRAMES TO INCLUDE a view of Aunt May stirring a pot on the stove, head bowed...

PETER (V.O.)
She's been like a mother to me for years. It's time I paid her back.

CAMERA REFRAMES TO A CLOSEUP OF PETER, as DISTANT THUNDER RUMBLES O.S. (SFX).

PETER (V.O.)
And if I can't, Spider-Man will. *

Peter is very determined as we

CUT TO:

INT. SUBWAY TUNNEL - NIGHT - ANGLE UP ON MANHOLE IN CEILING

as it shifts, is pulled back, and as RAIN pours through, a RED LIGHT BEAMS (EFX) into the tunnel, sweeping our POV. The beam shifts as SPIDEY crawls THROUGH THE OPEN MANHOLE...

SPIDER-MAN (V.O.\NARR)
Why can't these things ever live out in some nice, sunny suburb? Anyway, it's probably just an urban myth... *

TRAVELING - WITH SPIDEY

as he crawls onto the tunnel wall, twisting around to allow the flashlight beam from his belt-buckle light to crisscross the tunnel below... and then he STOPS, seeing something down O.S.

SPIDER-MAN (V.O.\NARR)
Hmm. Looks like I was myth-taken. *

Clinging with one hand (and both feet) to the wall, he raises his camera and aims it O.S.

THROUGH VIEWFINDER - A FOOTPRINT

is visible in the mud between the tracks. It's manlike, but the toes are webbed, ending in claws. CAMERA FLASHES (EFX).

CUT TO:

EXT. EMPIRE UNIVERSITY CAMPUS - NIGHT - CLOSE ON A PHOTO
as LIGHTNING FLASHES O.S. (EFX), fading quickly so that we
see a B&W PHOTO of the footprint, held in Peter's hand.

PETER

is looking at the photo as he hurries across the campus,
dodging RAIN. He's wearing rain clothes.

DEBRA

DEBRA WHITMAN is hurrying in the opposite direction, holding
her books over her head against the rain, and is about to
pass Peter. She sees him. LIGHTNING O.S.

DEBRA

Peter!

PETER

looks O.S. at her and frowns.

PETER (V.O.)

Aw, no...not Debra Whitman. The
little sister I never had. Or
wanted. *

TRACKING - PETER & DEBRA

as she falls in beside him, following him through the RAIN.

DEBRA

Since when do you have night class?
In fact, I've always thought of you
as having no class at all.

WIDE ON A MAN

WE SEE A MAN wrestling with an umbrella that the wind has
blown inside out. Peter and Debra pass him.

PETER

(flat)

Neeyuk, neeyuk. Just so happens
I've got something to show Doc
Connors... *

TRACKING - PETER & DEBRA

DEBRA

Oh really? What?

PETER

None of your-- Hey-- *

Debra yanks the photo from Peter and frowns at it as they approach the SCIENCE LAB BUILDING.

DEBRA
Hmph. Obviously reptilian of the Squamata order. But look at the imprint left by the heel. *

INT. SCIENCE LAB BUILDING HALLWAY - NIGHT

Eddie Brock is walking toward OUR P.O.V. when he hears PETER'S VOICE O.S. coming from down the hall behind him.

PETER (O.S.)
It's an imprint. So? *

DEBRA (O.S.)
Look how deep it is. Lot of weight on it. *

Brock ducks into a doorway as Peter and Debra come INTO VIEW down the hall, and approach OUR POV, dripping from the rain.

PETER
Maybe it's a very fat Squamata. *

DEBRA & PETER PASS OUR POV, and Eddie Brock reappears from the doorway, follows them O.S.

TRAVELING - PETER & DEBRA

approach an open dark lab doorway up ahead.

DEBRA
Or maybe, Peter, it walks on two legs. *

Peter stops, looks at the pic again.

PETER
I knew that. *

DEBRA
Oh come on, admit it! You're a second-rate mmmph--- *

Peter suddenly clamps a hand around her mouth.

CLOSE ON PETER

His SPIDER-SENSE is TINGLING (VIS EFX AND SFX). His eyes widen. *

PETER (V.O.)
 Something's wrong... besides
 Debra. *

SFX: CRASHING O.S.

DEBRA AND PETER

look ahead to see:

THEIR POV - A DOOR TO CONNORS' OFFICE

stands ajar. Prominent sign reads: DR. CURTIS CONNORS,
 ADMINISTRATOR. The room beyond the door is dark, but now
 LIGHTNING FLASHES (EFX) outside the building, and outlines A
 SHADOWY FIGURE through the open door. The figure is
 hunched, moving rapidly, and its SHADOWY TAIL flicks
 briefly. SFX: ROLLING THUNDER. As the LIGHTNING FADES...

OVERHEAD LIGHTS

in the hallway FLICKER (EFX) AND GO OUT.

PETER & DEBRA

exchange looks in the darkness, hurry toward our POV.
 Behind them Eddie Brock steps INTO VIEW, stares...

INT. CONNORS' OFFICE - NIGHT - ANGLE ON THE DOORWAY

as Peter and Debra push the ajar door open, stand framed in
 the darkness, two shadows...

PETER'S HAND

tries the wall light switch. SFX: FUTILE CLICK.

PETER

reacts to this, glancing at Debra. SFX: CRASHING.

DEBRA
 (SOTTO)
 Who's there? Who is it?

PAN ACROSS THE DARKENED OFFICE, past overturned tables,
 fallen cages, a broken microscope, to a cabinet by the wide,
 tall open windows, where A SHADOWY FIGURE CROUCHES. It looks
 like Doc Connors (IN A WHITE LAB COAT).

CONNORS
 No! Stay away! *

ON PETER AND DEB

DEBRA
Doctor Connors? What's wrong?

She steps inside.

PETER
Debra...wait...!

DEBRA
But it sounds like he needs help.

ON THE SHADOWY FIGURE

There's a LIGHTNING FLASH (EFX) outside the window, and a SFX: THUNDER ROLL. In the flickering of light we SEE DOCTOR CONNORS writhing in agony on the floor. The room goes dark as the LIGHTNING FADES.

There's another LIGHTNING FLASH (EFX) outside the window, and a SFX: THUNDER ROLL.

DEBRA

BLINKS in the sudden brilliance, then gasps as the LIGHTNING FADES (EFX).

DEBRA
(STARTLED GASP)

ANGLE - THE SHADOWY FIGURE

turns, startled, at the O.S. GASP. RED GLEAMING EYES blink in the gloom. CAMERA PUSHES IN as the figure rises to face Debra and Peter O.S. The figure is also wearing white cloth in tatters.

LIZARD
(MENACING HISS)

DEBRA

drops her jaw, startled speechless.

THE SHADOWY FIGURE

grabs Debra.

DEBRA
(Screaming)
PETERRRRRRRRRRR!!

ON PETER

He leaps O.S.

ON THE LIZARD AND DEBRA

We see only their SILHOUETTES. There's another FLASH OF LIGHTNING and in the STROBING LIGHT, we see Peter leap into frame and SMASH INTO THE LIZARD, knocking him O.S.

ON THE FLOOR

Debra, Peter and the Lizard hit the floor. Debra rolls free, O.S. The Lizard slithers away in the opposite direction.

NEW ANGLE - ON PETER AND DEBRA

PETER
You okay?

DEBRA
Got the wind knocked out of
me...what happened..?

ON THE LIZARD (SILHOUETTE)

He gets up and CAMERA FOLLOWS as he grabs AT A SHAPE, covered in cloth, in the DARKNESS.

CLOSE - A GREEN LIZARD-LIKE HAND

clutches THE CLOTH-COVERED SHAPE. It could be the body of Connors.

THE SHADOWY FIGURE

swings around in a crouch and springs to the open window.

PETER

PETER
Stop! Come back --

DEBRA
Oh that'll stop him for sure.

Peter lunges O.S. toward the shadowy figure.

THE SHADOWY FIGURE

is framed in the open window as Peter lunges toward him. Something dark and massive, previously unnoticed, swings up with lightning speed toward Peter.

PETER

reacts and ducks half-a-second before a massive LIZARD'S TAIL WHIPS (SFX) overhead.

THE TAIL

smashes into lab equipment, SHATTERING IT. SFX: CRASH.

ANGLE - DEBRA

gapes from the doorway. Behind her, out in the hall, Eddie Brock also gapes.

PETER

hits the floor, looks up to see:

PETER'S POV - THE LIZARD

is suddenly FRAMED IN THE WINDOW BY A LIGHTNING FLASH (EFX), and we see the lizard completely: It's manlike, reptilian, with red eyes and a vicious snout and a huge green tail that WHIPS (SFX) the air. Under its arm is the cloth covered figure.

CLOSE - PETER

stares wide-eyed at it.

THE LIZARD

LIGHTNING FADES (EFX). The Lizard's head becomes shadow except for those RED GLEAMING EYES, as it turns away, then LEAPS out the window and disappears into the dark. MORE LIGHTNING (EFX).

PETER

is ready to tear off his shirt, revealing his costume, and pursue, when DEBRA RUNS INTO FRAME, crouches beside him, grabbing Peter's shoulders.

DEBRA
(almost hysterical)
Don't leave me here alone.

He holds her as she shudders.

PETER
It's all right... everything's okay
now.

She looks up at him, recovering, calming down.

DEBRA
 (breathless)
 You were downright brave back
 there. It was quite a... surprise.

He looks down at her and does a take.

PETER
 Why, Miss Whitman, is that a
 compliment? From you?

DEBRA
 Don't push your luck.
 (seriously)
 Peter, what was that thing?

NEW ANGLE ON PETER & DEBRA

stare up O.S. out the window, as LIGHTNING FLASHES (EFX),
 outlining them briefly. Behind them in the doorway, Eddie
 Brock backs up down the hall, turns and hurries out...

DEBRA
 And why would it kidnap Doc
 Connors?

PUSH IN ON PETER

as he looks off thoughtfully.

HIS POV

Some newly escaped lab mice are running around on the
 floor. *

RIPPLE DISSOLVE TO:

INT. CONNORS' LAB - DAY (FLASHBACK) - ANGLE ON A MOUSE CAGE

The MOUSE in the cage is MISSING A LIMB. A BEAM OF ENERGY
 (EFX) from Farley Stillwell's NEOGENIC RECOMBINATOR strikes
 the MOUSE in the cage. PULL BACK TO INCLUDE NEOGENIC
 RECOMBINATOR, and REVEAL DR. CURT CONNORS and PETER PARKER,
 in white lab coats, wearing eye goggle-shields, watching the
 mouse cage while working the controls. Curt Connors has no
 right arm. As the ENERGY GLOW FADES, Peter bends to look in
 the cage and to monitor a DIGITAL DISPLAY on the side, which
 is scanning the mouse's life sign readings....

PETER
 Temperature, alpha. Respiration,
 alpha. Life signs all register
 normal, Dr. Connors.

PETER

takes the mouse out of the cage, hands it to Connors.

CURT
 If I'm right, Mickey here is better
 than normal.

CONNORS

inspects the mouse closely.

CURT
 Look! Look!

ON THE MOUSE

It grows a new LIMB, REPLACING THE MISSING ONE.

CURT
 There it is... A reptile's
 ability to grow a new limb... in a
 mammal. *

PETER & CONNORS

look at the mouse, and then at the Recombinator.

CURT
 All because of the Neogenic
 recombinator and a couple of
 micrograms of reptile DNA. *

PETER
 Incredible!

CONNORS

smiles, and pats his empty sleeve.

CURT
 No, Peter, this is just a
 beginning. When we do the same for
 human beings, when we can replace
 limbs lost in accidents, or during
 a war, that will be incredible. *

RIPPLE DISSOLVE TO:

INT. LAB - NIGHT

Peter's coming out of his flashback. He stands and helps Debra up. *

PETER
You okay now? Got your wind back? *

DEBRA
Sure, but-- *

He starts off;

DEBRA
Where do you think you're going?

She tries to follow, but-- *

PETER
(pointing)
The mice, Debra. Can't let 'em
run off. You're not afraid of 'em
are you? *

She scowls, then goes off to collect them. Peter hurries off. *

DISSOLVE TO:

EXT. - THE CITYSCAPE - NIGHT - ON SPIDER-MAN

HE'S CROUCHED on a high corner of a building, looking down. Rain is falling on him.

SPIDER-MAN (V.O.\NARR)
Why would anybody want to kidnap
Doc Connors? *

He shoots his webbing and swings off.

CUT TO:

EXT. BROWNSTONE ROW - NIGHT (ESTABLISHING) (OVERHEAD VIEW)

LIGHTING FLASHES AND RAIN POURS over an upscale, mid-Manhattan row of brownstone houses. All are dark but one, which has an alley running from the street to a courtyard at the rear. As LIGHTNING FADES, PUSH IN as a manhole cover lifts on the street, and a BLACK SHADOW rises

from hole, darting with low reptilian speed toward the house...

EXT. BROWNSTONE HOUSE - FRONT DOORWAY - NIGHT

ANOTHER LIGHTNING FLASH (EFX) briefly illuminates a bronze nameplate bolted to the wall beside the front door. The name on the plate reads: CONNORS. REFRAME TO SHOW THE BLACK SHADOW darting down the alley to the rear, in BG.

EXT. BROWNSTONE HOUSE - REAR COURTYARD - NIGHT

THE REPTILIAN BLACK SHADOW crawls around the side of the house, in a fast, low crouch... to the back courtyard, where a KITCHEN WINDOW casts a square of yellow light on several child's toys lying on the grass, including an overturned tricycle. The shadow lifts its head to reveal RED GLEAMING EYES, which look up at:

THE LIGHTED KITCHEN WINDOW

where two dim figures are visible through RIVULETS OF RAIN running down the glass. A SHADOWY REFLECTION appears in the glass, looking into the kitchen from outside. RED EYES GLEAM in the shadowy reflection, but not with threat...

THE LIZARD

crouches in the darkness beyond the window, looking in, RAIN running down the scaly green slopes of its face.

LIZARD'S POV - MARGARET & BILLY CONNORS

are cooking together at the stove. Billy (age 8) stands on a chair to stir a pot, as Margaret pours in soup mix.

BILLY
Mommy, when's Daddy coming home?

MARGARET
Soon, I hope, Billy... soon...

Suddenly they hear a loud noise. They turn to look O.S. and do frightened takes.

MARGARET
(screams)

OTS MARGARET

A SILHOUETTE enters into the light and reveals itself to be

SPIDER-MAN hanging upside down from above! Spidey crawls in SPIDER-LIKE onto the ceiling.

MARGARET
Stay away! Leave us alone!

SPIDER-MAN
Easy, Mrs. Connors. I'm sorry I scared you, but it's about your husband--

ON MARGARET AND BILLY

Still cowering. Spider-Man's shadow slides over them.

MARGARET
No! I won't let you hurt my husband!

ON SPIDER-MAN

SPIDER-MAN
Hurt him? I--

Suddenly there's a cry from outside. He turns.

MAN'S VOICE (BROCK)
Noooooo!

EXT. - THE BROWNSTONE - NIGHT

Eddie Brock's out here, cowering. PAN TO the SHADOWS. Out steps the Lizard.

BROCK
No! Please!

ON BROCK'S POV

The angry Lizard approaches.

FADE OUT.

ACT TWO

FADE IN:

EXT. - THE BROWNSTONE - NIGHT - ON BROCK AND THE LIZARD

Brock runs O.S.

NEW ANGLE ON BROCK

He dives into some bushes. The Lizard is behind him. The Lizard pauses at the bushes.

EXT. BROWNSTONE REAR COURTYARD - CLOSE ON THE LIZARD

The creature bows its head, opens its teeth...

LIZARD
(AGONIZED HISS)

The lizard's head jerks up as we pull back and tilt to reveal Spider-Man leaping onto the wall above him.

SPIDER-MAN (V.O.\NARR)
You're definitely for real... *

OTS SPIDER-MAN looking down on the Lizard.

LIZARD
(HISS!)

SPIDER-MAN (V.O.\NARR)
Or surreal, as the case may be. *

CLOSE ON SPIDEY

He quickly holds up his camera.

SPIDER-MAN
Never mind. Just smile real big and
say 'Go Knicks!'

INSERT - SPIDEY'S AUTOMATIC CAMERA

CLICKS AWAY (SFX).

WIDE

The instant the Lizard sees Spidey, he bares his teeth and

LIZARD
(ENRAGED HISS)

The tail whips up to SMASH the wall where Spidey's been clinging, but Spidey is already leaping away.

SPIDER-MAN!
That's some tail you got there.
Bet it'd make a nice pair of
boots. *

INSERT - THE AUTOMATIC CAMERA

is flung from Spidey's hands by the impact.

INT. KITCHEN

The room and building SHAKES (EFX) from the blow, and Margaret reacts, startled. Billy gapes, looks around.

EXT. BROWNSTONE REAR COURTYARD - THE AUTOMATIC CAMERA

lands in a puddle. *

SPIDER-MAN (V.O.\NARR)
Great. There goes my thousand
dollar photo...

TRAVELING - WITH SPIDEY

as he flips in mid-air, and shoots a WEBLINE (SFX: FWWT) at the building above him with one hand --

SPIDER-MAN (V.O.\NARR)
...But then again, some things are
more important than money... *

THE WEBLINE

strikes and adheres to a cornice near the roof.

TRAVELING - WITH SPIDEY

as he swings up and out on that weblines:

SPIDER-MAN (V.O.\NARR)
...like saving my derriere. *

He fires a SECOND WEBLINE (SFX: FWWT) with his free hand down at --

THE LIZARD

who springs out of that weblines's path.

LIZARD
(ENRAGED HISS)

TRAVELLING WITH SPIDEY

as he continues his upward swing, and shoots another weblines.

SPIDER-MAN

Good reflexes... for a future handbag. *

THE LIZARD

dodges that one too...

LIZARD

(HISSING SNARL)

TRAVELLING WITH SPIDEY

as he flips at the end of his upward arc, starts downward, firing a third weblines.

SPIDER-MAN

Listen up, Kermit. I realize it isn't easy being green... *

THE LIZARD

dodges that last WEBLINE and grabs --

LIZARD

(hissing)

A TRICYCLE

which he flings with rifleshot velocity at

SPIDEY

who has to release the weblines to avoid the rocketing cycle, and flips in mid-air (against a LIGHTNING FLASH EFX) and lands against--

SPIDER-MAN

...But it can't be that bad. *

A WALL

where he clings on two feet, in a crouch, and fires TWO WEBLINES (SFX: FWWT) down at

THE LIZARD

who catches the two WEBLINES on his tail...

LIZARD
(FEROCIOUS HISS)

...and now he yanks on both weblines, which rips...

SPIDEY

... off the wall, tumbling into...

SPIDEY
(STARTLED YELL)

THE LIZARD'S CLAWED HANDS

grab Spidey and hurl him into --

A TREE

rising from an open bit of earth in the center of the courtyard. Spidey SMASHES into a small tree house on a lower limb of the tree, shattering it.

SPIDER-MAN
(GROAN)

LOW ANGLE - GROUND LEVEL

Spidey falls into FRAME amid a shower of broken wood. He lies stunned, and slowly lifts his head to look up at:

SPIDEY'S POV - THE LIZARD

who looms over him, suddenly illuminated by lightning, like Godzilla in a lab coat.

SPIDER-MAN (V.O.\NARR)
Didn't I see you on the Late Show
last night?

The Lizard swings his tail...

LIZARD
(HISSING SNARL)

REVERSE ANGLE - SPIDEY

rolls LEFT as the tail smashes the pavement on the right, cracking concrete.

SPIDER-MAN (V.O.\NARR)
Or maybe it was "Jurassic Park."

*

SPIDEY'S POV - THE LIZARD

swings his tail up and then whips it down again.

LIZARD
(HISSING SNARL)

REVERSE ANGLE - SPIDEY

rolls right as the tail smashes the pavement on the left, again cracking concrete.

SPIDEY AND THE LIZARD

as the Lizard swings his tail up a third and final time and is about to swing when--

BILLY (O.S.)
No! Daddy, stop!

REFRAME AS BOTH look toward the kitchen door, where a tiny figure stands framed by light from inside, his hand holding open the rear door as he peers into the night...

THE LIZARD

snarls as LIGHTNING FLASHES (EFX) BEHIND HIM, outlining him in all his awful, saliva-dripping horror...

LIZARD
(ENRAGED HISS!!)

And then he falters, reacting as he sees:

LIZARD'S POV - BILLY

is also illuminated by lightning, his tiny eyes open wide with horror at the sight of the monster that is his father.

REVERSE - THE LIZARD

LIZARD
(sadly)
Biiiiilleeeeeeee!!

He flinches back from that look, as the LIGHTNING FADES (EFX), leaving him a shadow, with RED EYES that BLINK, then BLINK again, and then DISAPPEAR as the shadow merges with shadow.

SPIDEY

sits up, dazed and aching, and looks around the courtyard as a LIGHTNING FLARES (EFX) one more time...

SPIDER-MAN (V.O.\NARR)
Daddy? Did I hear right? *

SPIDEY'S POV - THE COURTYARD

is empty, and the Lizard is gone.

MARGARET CONNORS

comes to the doorway, holds Billy, and looks up as Spidey limps toward her...

SPIDER-MAN
He called him "Daddy", didn't he? *

MARGARET
He... he's hysterical. *

SPIDER-MAN
I don't think so. I think that was his father. *

CLOSE ON MARGARET

MARGARET
That... that's crazy... *

SPIDEY

SPIDER-MAN
Hey, it's a crazy world. Doctor Connors must've started experimenting on himself. But then he O.D.'ed on some reptile DNA, right? *

MARGARET (O.S.)
No one'll ever believe that. *

SPIDER-MAN
Then where's the Doc now? *

MARGARET

MARGARET
He's uh... *

SPIDER-MAN (O.S.)
Mrs. Connors, your husband's a
danger to himself and others. I
gotta tell the police. *

WIDE

Spidey starts to go. *

MARGARET
No! Wait! They'll think he's a
freak... They'll hunt him down and
hurt him... or worse. *

Spider-Man sighs. *

SPIDER-MAN
I know how that goes. But-- *

MARGARET
He wanted to see if he could
re-grow his arm, the way a lizard
does. And he did. But then he
turned into that thing. *

(beat)

I'm so scared. *

Spider-Man puts a comforting hand on her shoulder.

SPIDER-MAN
Nobody has to know. I'll keep this
a secret.

CLOSE ON SPIDER-MAN

Spidey's SPIDER-SENSE TINGLES (EFX) and he SNAPS HIS HEAD
AROUND to look O.S. VIS EFX AND SFX.

SPIDER-MAN
Uh-oh! We're not alone!

SPIDEY'S POV - A SILHOUETTE

is turning away, hurrying into the shadows...

EXT. CITY STREET - EDDIE BROCK

hurries away from the Connors' brownstone. PUSH IN ON HIM as he hurries toward our POV...

EDDIE
(sotto)
When I break this story, it'll be
Pulitzer time...Aaaaaaaaaaaaaah!

Suddenly, Eddie is yanked upwards, off his feet, O.S.

WIDE ON EDDIE

as TWO WEB-LINES attached to his shoulders HAUL HIM INTO THE AIR, up to a streetlight, where he sticks like a fly. Now Spidey flips into frame around the streetlight's crossbeam to hang upsidedown, facing Eddie.

SPIDER-MAN
This webbing'll melt in a couple of
hours. 'Til then, why don't you
hang around? *

EDDIE
You can't do this -- !

ANGLE - SPIDEY

flips around on top of the crossbeam.

SPIDER-MAN
I already have. I won't let you
ruin Connors' life.

BROCK
But --- but --- mmmphhh!

Spidey squirts webbing at his face to cover his mouth.

ZOOM IN FAST TO CLOSE-UP ON SPIDEY as his SPIDER-SENSE
TINGLES (EFX) simultaneously with:

MARGARET (O.S.)
(TERRIFIED SCREAM)

BILLY (O.S.)
Mommy, Mommy!

He leaps O.S. as we TILT DOWN PAST THE STREETLIGHT CROSSBEAM to show Brock dangling from the weblines, kicking wildly...

CUT TO:

EXT. CONNORS' BROWNSTONE - THE PORCH - NIGHT

A frightened Billy jumps up and down with agitation as SPIDEY SWINGS into view around the corner of the house and lands on the wall beside him.

SPIDER-MAN
Billy, where's your Mom?

BILLY
Daddy came back and took her away --

PAST SPIDEY & BILLY - THE COURTYARD

AS LIGHTNING FLASHES (EFX), Billy points at the courtyard, where the SEWER GRATING LIES ASKEW. CAMERA TRUCKS IN BETWEEN BILLY & SPIDEY TO FRAME the sewer's black hole...

BILLY
-- down there!

CLOSE - SPIDEY

SPIDER-MAN
The sewers...
(beat)
Listen, I'm going to carry you to a neighbor's house where you'll be safe. Then....

LOW ANGLE - LOOKING UP AT BILLY

as Spidey leaps down OUT OF FRAME.

SPIDER-MAN
...I'll go get your Mommy. And your Daddy too. Okay?

BILLY
Okay, Spider-Man! Thank you!

TRUCK IN ON BILLY'S WORRIED, TEARFUL FACE, as a LIGHTNING FLASH (EFX) highlights his tears and we

CUT TO:

INT. SEWER TUNNEL - NIGHT

TILT DOWN from an opening to the surface (the one that leads to Connors' courtyard above); DIM MOONLIGHT filters from the opening into this dank, mold-encrusted, slime-dripping tunnel. TWO CRACKED, FILTHY LEDGES parallel the fetid water running down the center of the tunnel. FARTHER DOWN THE TUNNEL in the distance, a SHADOWY FIGURE SPLASHES (SFX) away around a corner, carrying a SILHOUETTED WOMAN over his shoulder; the woman kicks and struggles in vain...

MARGARET (O.S.)
(FADING SCREAM)
Let me go! Let me go!

A BEAT after the figure disappears around the corner, and before the scream has faded, SPIDEY DROPS THROUGH the opening on a WEBLINE...

TRAVELING - SPIDEY

somersaults in mid-air, to land on the tunnel ceiling...

SPIDER-MAN (V.O.\NARR)
I can hear her. But where is
she? *

CLOSER - SPIDEY'S HANDS AND FEET

try to attach to the SLIMY CEILING but SLIP, slide off...

TRAVELING - SPIDEY

...tumbles when he can't stick to the walls, and hits the fetid water with a SFX: SPLASH.

LOW ANGLE - LEVEL WITH THE WATER

as Spidey breaks the surface, coughing and spluttering, and hauls himself onto a ledge. He COUGHS.

SPIDER-MAN (V.O.\NARR)
Ugh. What a slimy mess. Why can't I
be one of those galaxy-hopping
super-heroes? Why do I end up in
sewers?

WIDER - SPIDEY

gets his feet in a crouch and works his BELT-BUCKLE FLASHLIGHT to send a EFX: BEAM OF RED LIGHT spearing ahead through the darkness. He sweeps it right, then left.

SPIDER-MAN (V.O.\NARR)
 You don't find the Fantastic Four
 in a sewer.....

Spidey swings the beam around to the right, heads O.S.
 CAMERA PANS TO REVEAL the tunnel curving away into the
 shadowy distance, Spidey's FLASHLIGHT BEAM a lonely light
 probing the darkness as he moves away from us.

SPIDER-MAN
 Or the Avengers. Never have I
 seen the Avengers in a sewer. Or
 the Defenders... Maybe the Hulk...
 (his voice trails off)

DISSOLVE TO:

INT. SEWER TUNNELS - MONTAGE - NIGHT

OVERLAPPING PANS AND TILTS of Spidey moving deeper and
 deeper into the catacomb-like labyrinth of the massive
 Manhattan sewer system, another world. Slimy,
 moss-encrusted walls of ancient brick. Faint MOONLIGHT
 filtering through rusted gratings and fetid air vents.
 Tunnels thick with brackish water, in which RATS SWIM, and
 other things SFX: HISS and EFX: BUBBLE... The place is alien
 and strange.

SPIDER-MAN (V.O.\NARR)
 There's nothing like the refreshing
 smell of New York City after it
 rains. Phew!

SFX: ECHOES OF WATER, DISTANT TRAINS RUMBLE.

CUT TO:

INT. SEWER TUNNEL INTERSECTION - NIGHT

PULL BACK AS SPIDEY approaches an intersection of FOUR
 DIFFERENT tunnels, each fetid and dark. Black water runs
 down the center of each tunnel, low ledges alongside.
 Spidey swings his FLASHLIGHT BEAM from one tunnel entrance
 to the other.

CLOSE - SPIDEY

SPIDER-MAN (V.O.\NARR)
 Terrific. Now where do I go?

Suddenly his SPIDER-SENSE TINGLES as he glances right:

SPIDEY'S POV - ON PARTICULAR TUNNEL ENTRANCE

SPIDER-MAN (V.O.\NARR)
That one! Good old spider-sense!
Won't leave home without it....

INT. LEFT-HAND TUNNEL - NIGHT

Spidey runs, slipping, on the mossy ledge.

TRAVELING - WITH SPIDEY

as he turns back, to face the low-ceilinged tunnel ahead,
and runs along the narrow path beside the fetid black water.
His FLASHLIGHT BEAM scores the shadows ahead.

SPIDER-MAN (V.O.\NARR)
Wonder how much of the Doc's mind
is left in that Lizard. And why'd
he come back for Mrs. Connors? *

ON A SOLID WALL

Spider-Man steps right up to it. A dead end.

SPIDER-MAN (V.O.\NARR)
Well isn't this the story of my
life?

Spidey looks up.

ON HIS POV - OF AN IRON GRATING JUST UNDER THE CEILING

ON SPIDEY

He flips through the air and lands on

THE IRON GRATING

He braces both feet on either side of the grating. Grabbing
the iron rungs with both hands, he YANKS BACK and TEARS THE
GRATING FROM THE WALL. SFX: RIPPING METAL.

SPIDER-MAN
Like buttuh... *

INT. THE NARROW HOLE - NIGHT - TRAVELING WITH SPIDEY

as he leans in, then tumbles down this narrow, chute-like
hole, head over heels. Spidey roller-coasts down the
slime-encrusted tunnel, like a bobsledder sans bobsled.
Faster and faster.

SPIDER-MAN
(WILD YELL)

SPIDEY'S POV - (MOVING) - DOWN THE CHUTE-LIKE TUNNEL

there's another grating ahead. Coming up fast, with a dim, eerie light behind it...

TRAVELING - SPIDEY

manages to get his feet around in front of him, tucks in -- and kicks outward just as he hits the grating at full speed. SFX: BREAKING METAL.

INT. CRYPT-LIKE CISTERN CAVERN - NIGHT

PULL BACK FAST from the mouth of the chute-like tunnel as its grating pops away and Spidey plummets out, into a vast crypt-like cavern, the joining of a dozen or more sewer tunnels. The cavern is filled with an EERIE LIGHT. WATER THUNDERS into the cavern from half a dozen open pipes.

TRAVELING - SPIDEY

tumbles through the air, but shoots a WEBLINE upward.

THE WEBLINE

strikes and sticks to an exposed rock in the ceiling and

TRAVELING - SPIDEY

swings on the webline and CRASHES into a wall, then tumbles to a ledge where

SPIDEY

HITS THE GROUND and lies catching his breath.

SPIDER-MAN

Yep. Story of my life, alright!

NEW ANGLE ON SPIDEY

He walks TOWARD CAMERA cautiously.

SPIDER-MAN (V.O.\NARR)

The worst part is, I was the one who helped the Doc with his experiments. If it wasn't for me, maybe--

Just before he reaches CAMERA, an ARM suddenly reaches out at him in the foreground from O.S. And:

SAM
Ahhhhhhhhhhhh!!

Spidey does a startled take (and so should the audience).

CLOSE ON SAM

He looks hysterical. He's being held in small tunnel with crude bars firmly jammed in front to keep him in. He's reaching out to Spidey desperately.

SAM
Horrible...save me....

ON SPIDER-MAN

SPIDER-MAN
I saw your picture... the subway
worker... *

NEW ANGLE

Spidey grabs at the bars and YANKS them off with a CRUNCH.
Sam falls into his arms.

CLOSER

SAM
He's building...some
electrical...thing! Couldn't do it
himself.... Needed my help....but
I got weak...no food...no sleep....

MARGARET (O.S.)
(SCREAM!)

Spidey sets Sam down and starts to go.

SAM
You'll come back for me, right? *

SPIDER-MAN
Hey, I'm the hero, remember? *

And Spidey runs O.S.

SPIDEY'S POV - HIGH ANGLE

THE LIZARD & MARGARET CONNORS are on a ledge far below, lit by the glow of MOONLIGHT filtering from a storm drain far overhead. The Lizard is oblivious to Spidey's arrival: THE THUNDER OF WATER is so loud, he couldn't have heard the iron grating break loose.

DOWN ON THE LEDGE - THE LIZARD

holds Margaret in one green-clawed hand, and in the other, that covered thing that might be a body. AROUND HIM, pipes and electrical conduits are visible running up and down through the walls. SEVERAL BUNDLES OF COPPER WIRE are exposed in the pipes. *

MARGARET

Why did you bring me here, Curt?
Why?

CLOSER - THE LIZARD & MARGARET

He puts his slimy snout closer to her face, almost lovingly, and she meets his gaze with tormented eyes...

LIZARD

(HIS VOICE IS ALTERED)

So we can be together.

MARGARET

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

CLOSE - THE LIZARD

holds up the covered thing. *

LIZARD

I---love you! I need your love.
And I need your help... with this! *

He whips the cover off. It's not a body, though; it's the Neogenic Recombinator. It shivers with energy. *

CLOSE - SPIDEY

looks over the ledge, as he attaches his AUTOMATIC CAMERA to the wall with a dab of webbing, aiming it below...

LIZARD (O.S.)

I need your hands to operate it
for me... *

THE LIZARD

holds up his outsized claws.

LIZARD

... Mine're too... *

(beat)

The other human, got weak...
scared. *

ANGLE - MARGARET

stares at the energy-pulsing NEOGENIC RECOMBINATOR in FG, horrified.

MARGARET

Wh... What're you going to do with that? *

LIZARD (O.S.)

Don't be afraid, Margaret. It can transform you. You'll be able to heal any wound, replace any limb. *

TILT AND REFRAME TO INCLUDE THE LIZARD, who nods at the BUNDLES OF CABLE with the NEOGENIC RECOMBINATOR. *

LIZARD

First you... then everyone! Once I connect the Neogenic Recombinator to these electrical conduits...

CAMERA PANS UP THE ELECTRICAL CABLES extending up through the cistern walls toward the city above...

INT. STRATA OF CONCRETE - NIGHT

CAMERA CONTINUES PAN UP THE CABLES, through the strata of concrete under the city streets...

LIZARD

... I can reach every home in the city...

CAMERA PANS UP THROUGH THE PAVEMENT, to a LOW ANGLE VIEW of the city streets, traffic passing in the RAIN, pedestrians' crisscrossing the sidewalks...

LIZARD

... every man, woman and child. I can transform all of them. *

INT. CISTERN CAVERN - CLOSE ON LIZARD

as he clenches and flexes his right hand.

LIZARD

No more suffering, no more pain. *

TILT AND REFRAME TO INCLUDE MARGARET, looking horrified. After a beat:

MARGARET

But Curt, after you transform everyone, we'll all look like you.

LIZARD

(beat)

So?

MARGARET

So?! Are you listening to yourself? Do you hear how far gone you are?

LIZARD

I'm the first of a new race. A better race.

MARGARET

If you're so much better, why do you need MY hands to help you?

She holds up her hand and grabs his, comparing the two.

MARGARET

Don't you see? You're not better!

LOW ANGLE - CLOSE ON THE LIZARD

LIZARD

(ENRAGED)

No! You're twisting things. I can make people well again, and I'm not going to stop for anything.

MARGARET

Not anything? Not even for Billy? Your son? Or have you forgotten about him? You want him to look like you, too?

LIZARD

(distant)

My son...

The Lizard holds up the NEOGENIC RECOMBINATOR, hesitates AND WE RAPIDLY PULL BACK AND REFRAME TO REVEAL SPIDEY swinging down toward him on a WEBLINE from above and behind him O.S.

WIDER - SPIDEY & THE LIZARD

Swinging down on his webline, Spidey slams feet first into

the Lizard from behind, knocking the NEOGENIC RECOMBINATOR from his hand.

SPIDER-MAN
Maybe this'll jog your memory. *

THE LIZARD

quickly recovers and spins, smashing Spidey across the ledge with his huge reptilian tail. SFX: CRASH.

THE NEOGENIC RECOMBINATOR

rolls to Margaret's feet, GLOWING. She looks down at it.

SPIDEY

Holding his side, looks up in time to see

THE LIZARD

leaping for him, claws extended.

SPIDER-MAN (O.S.)
Doc... *

SPIDEY

rolls aside and the Lizard CRASHES into the ledge.

THE LIZARD

SWINGS his tail, smashing the brick wall of the cistern. SFX: SMASH. THE WALL CRASHES DOWN (SFX).

SPIDEY

somersaults out from under a hail of FALLING BRICKS (SFX).

SPIDER-MAN (V.O.\NARR)
His mind's all reptile now... *

THE LIZARD

picks up a large brick and hurls it at

LIZARD
(HISSING SNARL)

SPIDEY

who lands on a wall and CLINGS, ducking as the brick SMASHES above him, pebbles cascading.

SPIDER-MAN
 (looking down)
 Mrs. Connors! The RECOMBINATOR!

He sees:

SPIDEY'S POV - MARGARET

is behind the Lizard, and is bending over the NEOGENIC RECOMBINATOR.

SPIDER-MAN
 Quick! Turn it on! Use it on him.

MARGARET

picks up the NEOGENIC RECOMBINATOR and fumbles with its controls, as the Lizard looks over his shoulder toward her in BG.

SPIDER-MAN (O.S.)
 It's our only chance!

THE LIZARD

spins toward Margaret, WHIPPING his tail --

LIZARD
 (GUTTURAL SNARL)
 NO!

THE LIZARD'S TAIL

accidentally swipes Margaret, sending the NEOGENIC RECOMBINATOR flying...

THE NEOGENIC RECOMBINATOR

bounces onto a SEWER OUTFLOW PIPE overlooking the central cistern. It rolls to the edge of the pipe, totters.

THE LIZARD

sees where the NEOGENIC RECOMBINATOR has landed and is about to jump after it when he hears...

MARGARET
 (GROAN)

CAMERA PULLS BACK AND REFRAMES as he looks down, horrified at Margaret, semi-conscious (but unharmed) by his feet.

CLOSE - THE LIZARD

crouches beside her... looking at her...

LIZARD

Margaret... I'm sorry...

SFX: THUMP O.S. TILT AND REFRAME as Lizard looks up to see Spidey in BG. scrambling along the outflow pipe.

SPIDER-MAN (V.O.\NARR)

Sometimes the medicine doesn't
taste too good... *

SPIDEY

grabs the NEOGENIC RECOMBINATOR, starts to adjust the controls.

SPIDER-MAN

But you've got to swallow it. *

WIDE ANGLE - THE CISTERN

Forgetting his wife, the Lizard lunges in a tremendous, spectacular SLOW-MOTION LEAP (EFX) across the cavern onto the pipe, landing on Spidey's back. The two of them tumble off the pipe and into the brackish water of the cistern.

LIZARD

(GUTTURAL HISS)

SPIDER-MAN (V.O.\NARR)

Strange....so strange...

UNDERWATER - MONTAGE

The water swirls as the two fight. It's like a surreal dream, in slow motion. All colors and light and danger...

SPIDER-MAN (V.O.\NARR)

A week ago, this thing was a
scientist... my teacher... a
human... *

MARGARET

stirs and drags herself to the edge, looks down:

MARGARET

Curt...

She starts to climb down off the ledge.

UNDERWATER - MONTAGE

Spider-Man and the Lizard are wrapped in each other's arms underwater. Spidey has to move quickly to avoid being hit by the Lizard, who can easily maneuver underwater.

SPIDER-MAN (V.O.\NARR)
He cared for people and wanted to help them. Same as me... *

ON MARGARET

She finishes her climb down and looks O.S.

HER POV - THE CISTERN'S BRACKISH WATER

roils and heaves from the intensity of the unseen struggle between Spidey and the Lizard underwater.

SPIDER-MAN (V.O.\NARR)
...And now look at us. *

MARGARET

stares anxiously, until finally:

SPIDER-MAN (V.O.\NARR)
(sigh)
Life would be much simpler if it came with a user's manual.

HER POV - THE CISTERN'S BRACKISH WATER

Suddenly a FLASH OF ENERGY (EFX) ERUPTS from beneath the water: the NEOGENIC RECOMBINATOR has fired! But with what result?

MARGARET

looks on, in awed horror...

MARGARET
(SOFTLY)
Curt...? Spider-Man...?

HER POV - THE BRACKISH WATER

grows still, and the ENERGY LIGHT FADES (EFX). A moment of silence. Another... And then...

SPIDEY

breaks the surface, heaving upward toward the ledge...

SPIDER-MAN
(GASPING FOR BREATH)

MARGARET

grabs Spidey, helping him to the ledge.

MARGARET
Curt... is he...?

PULL BACK AND REFRAME as Spidey hauls an unconscious, soggy (and one-armed) Curt Connors onto the ledge beside him. Margaret gathers Curt up.

SPIDER-MAN
(breathless)
He'll be all right now. *

MARGARET
(sigh of relief)
Thank heaven. *

And she hugs him.

ON SPIDER-MAN

watching.

SPIDER-MAN (V.O.\NARR)
It wasn't just heaven... Ahem... *

ON MARGARET AND CURT

Thanking Spider-Man's the last thing on Margaret's mind right now. *

SPIDEY

shrugs, turns from this tableau, and fires his WEBLINE ABOVE O.S. *

SPIDER-MAN (V.O.\NARR)
Oh well, I'll get mine... *

He tugs the webline, and yanks his AUTOMATIC CAMERA down INTO FRAME, catches it.

SPIDER-MAN (V.O.\NARR)
A thousand dollar photo...

CUT TO:

EXT. CONNORS' TOWNHOUSE - DAY (PRE-DAWN)

RAIN SLOWS TO A DRIZZLE in the faint dawn light, as Eddie Brock leads several cops and Jonah Jameson to the Connors' front door. Eddie wipes gray web-gunk off his shoulders.

SPIDER-MAN (V.O.\NARR)
... and Eddie Brock'll get his,
too: an exclusive story nobody's
ever going to believe...

EDDIE
I tell you, J.J., the Lizard is
Curt Connors. I would've had you
out here earlier but Spider-Man
webbed me...

JONAH

scowls as Eddie rings the Connors' front door bell. SFX:
DOORBELL BUZZER.

JONAH
Dr. Connors is a respected
scientist, Brock, and Peter Parker
already brought me photos of the
Lizard early this morning.

EDDIE
But I'll show you the Lizard
himself.

JONAH
You better be right about this.

EDDIE
If I'm wrong, I'll eat today's
issue of the Bugle.

THE DOOR OPENS behind Brock, to reveal Curt Connors, holding
Billy with one arm (the boy's arms around Curt's neck);
Margaret beside him.

CURT
J. Jonah Jameson, what a surprise!
What brings you here this morning?

Eddie reacts, mouth opening, to Curt's voice behind him.

JONAH & EDDIE

Jonah lifts a rolled up newspaper to Eddie's mouth.

JONAH
You want it cooked or raw?

As Eddie unhappily bites a piece off, we...

CUT TO:

EXT. AUNT MAY'S HOUSE - DAY (DAWN)

AUNT MAY (O.S.)
Peter... where did you get this?

INT. - THE HOUSE - DAY

ON PETER AND AUNT MAY. May's holding a wad of Samolians. He happily opens the newspaper he's holding, shows her...

PETER
I sold an exclusive photo to the
Daily Bugle.

AUNT MAY

takes the newspaper, studies it with amazement.

THEIR POV - THE NEWSPAPER

Peter's finger ENTERS FRAME and points up to A LARGE HEADLINE THAT READS: THE LIZARD VS. SPIDER-MAN: EXCLUSIVE PHOTOS! Big photo underneath shows The Lizard in mid-leap onto Spider-Man, from the climactic battle in the cistern cavern.

AUNT MAY (O.S.)
Oh dear. *

WIDER - AUNT MAY & PETER

Very disapproving, she hands the newspaper to Peter.

PETER
What's wrong? *

AUNT MAY
Exactly how did you happen to get
this picture? *

PETER
Well, I uh... *

AUNT MAY
No hemming and hawing. *

PETER
Aunt May, I-- *

AUNT MAY
You followed Spider-Man into the
sewer, didn't you? *

PETER
Uh, yeah, exactly. *

AUNT MAY
Peter, it's cold and damp down
there. You've probably got germs
incubating even as we speak. *

PETER

drops the newspaper in surprise as Aunt May takes his arm,
leads him firmly to his bedroom.

AUNT MAY
You need some hot soup and a good
long rest. *

TILT DOWN FROM THE DOORWAY, to the newspaper lying on the
porch; PUSH IN on the front page, with its image of
SPIDER-MAN BATTLING THE LIZARD...

AUNT MAY (O.S.)
A nice young boy like you... taking
pictures in a sewer! And what if
that horrible Spider-Man had caught
you?

FADE OUT.