

SPIDER-MAN: DON'T CALL THIS SPIDER-MANTLE

by

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INT HIGH SCHOOL CHEMISTRY LAB - DAY

The BELL rings and students pack up their bags, bustling into the halls. PETER PARKER rushes to finish his sentence as students trickle out, paying him no mind. He is about 30. Energetic.

PETER

...And don't forget we have an exam
on covalent bonds this Friday!

ADAM BLAKE, a jock, slams and pins a small FRESHMAN, against a locker. Adam is 18, wearing workout clothes.

ADAM

You're standing in my hallway
again, freshman.

MILES is 15: a dorky, black sophomore. He grabs Adam and tries unsuccessfully to pull him off the freshman.

MILES

Lay off, Adam!

Adam drops the freshman, turns to Miles with a raised fist.

ADAM

You got something to say, Miley?

MILES

It's MILES

Adam fakes a punch, trying to get Miles to flinch. Miles does not react.

FLASH THOMPSON, a 30 year-old gym teacher who is in many ways the older version of Adam, sees this and says

FLASH

Hey!

At the same time, Peter has noticed and is approaching. Flash catches Peter's eye and silently indicates "I've got this one"

Flash drags Adam away from Freshman and starts lecturing him

FLASH

You better not be late to gym
again...

FRESHMAN (STAMMERS TO MILES)

Thank you

Peter watches all of this intently before catching up to
Miles

PETER

That was a brave thing you did.

Miles shrugs.

PETER

It gets better

Peter seems like he's going to say more, but Miles
interrupts.

MILES

Actually, Mr. Parker, I was hoping
to ask you about something.
Chemistry. Can I stop by after
class?

PETER

Of course. Speaking of, do you need
me to write you a late pass?

CUT TO:

INTERIOR: HIGH SCHOOL GYMNASIUM. DODGEBALLS ARE COVERING
THE FLOOR.

Flash blows a WHISTLE:

FLASH

Today is dodgeball day. You know
the rules. Grab a ball and stay
alive.

Kids throw balls. Adam is merciless. He runs in, scooping
up balls and throws them hard at students, often at close
range.

Flash watches this, his face growing concerned.

Flash picks up a ball, bides his time them

Throws it hard, right at Adam. Hits him in the head, creams
him.

Adam collapses to the mat.

Flash blows whistle, pretends he didn't throw the ball.

Flash points to a student.

FLASH

You. Would you take Mr. Blake to
the nurse's office?

Kids keep throwing balls meekly at each other, having much more fun now that Adam is gone.

CUT TO:

INT. SCHOOL HALLWAYS, MOSTLY EMPTY, AFTER CLASS.

A couple students trickle through the halls

PRINCIPAL and Flash are talking in background, fading to a pointed whisper whenever a student gets too close.

In the foreground, Miles collects his books and heads to Chemistry.

PRINCIPLE

I don't care what he did, we can't
have teachers throwing balls at
kids. This isn't the 80's, Flash.
Someone could get hurt. We could
get sued. Not only that, but it
sets a bad precedent!

CUT TO:

SAME CHEMISTRY CLASS AS EARLIER. EMPTY EXCEPT FOR MILES AND PETER. SUN IS STARTING TO SET OUTSIDE.

MILES

I just can't figure out the
bonding.

(The duologue that follows is meant as an example. Peter will reference actual advanced chemistry topics)

PETER (EXCITED)

Oh, yeah you've got introduce a
catalyst in order to manipulate the

allotropic properties to form a fluid bond that's strong enough to actually hold. It was one of the hardest parts of the process...for the scientists who discovered it.

Peter realizes he may be saying too much and pauses, trying to save face

PETER
What's the interest?

MILES
Homework

PETER
I don't remember assigning this.

MILES
I mean, academic. Self-assigned.
Just curiosity, you know?

Peter nods knowingly.

PETER
Be careful, yeah? You're trying to
make web fluid -

Miles' eyes go wide as he starts to deny it, but Peter isn't even looking.

PETER
You've got the right idea, but it
won't work unless you can stimulate
the atoms into forming a bond.

MILES (EAGER)
And how would you do that?

PETER
A small jolt of electricity ought
to do the trick.

MILES
Like a 9-volt battery?

Peter starts to chuckle, then sees how serious Miles is.

PETER
You're a sophomore? Tell you what,
you pass chem 2 with high enough
marks, I'll see if I can get you
into AP chem a year early.

MILES
(starts to ad lib a protest)

Peter looks around the room as Miles is protesting in an exasperated "yeah, I've heard it before" kind of gesture. Then he eyes the clock.

PETER
(ad lib exclamation of surprise)
I've got to go!

CUT TO:

SCHOOL, EXT. THE SUN IS BEGINNING TO SET. WHERE THE SCHOOLYARD ENDS, A SPRAWL OF NEW YORK TRAFFIC AND STREETS PICKS UP.

Peter runs out the doors, dipping between the few students who remain. He runs into traffic, narrowly missing cars.

Peter checks his watch, still sprinting

PETER
Oh no!

Peter runs through a small crowd of people, jostling them aside.

PASSERSBY
(ad lib complaints)

PETER
Sorry, sorry!

Peter stops, slowly looks up, raising his hand

FOLLOW PETE'S HAND AND GAZE, SHOWING THE TALL NEW YORK BUILDINGS IN A SLOW, UPWARD SWEEP.

Peter's arm fully extends, as if to sling out...

Taxi cab pulls up next to him.

Peter scrambles inside.

PETER
Thank you!

CAB DRIVER
Where to?

PETER
Alberto Restaurant in Forest Hills.

CUT TO:

RESTAURANT INT. DIM LIGHTING INDICATES THAT THIS IS A NICE ESTABLISHMENT. EVERYONE INSIDE IS WELL DRESSED, WAITSTAFF ARE IN SUITS. MARY JANE (MJ), A BORED-LOOKING REDHEAD IN HER LATE-TWENTIES SITS ALONE AT A TABLE IN FRONT OF A WINDOW. AN EMPTY WATER GLASS AND EMPTY BREAD BOWL SIT IN FRONT OF HER.

A steward approaches her table.

STEWARD
Would you like some wine, miss?

MJ
No, thank you.

STEWARD
I'm afraid I cannot serve you any more bread unless you order something.

MJ (FLUMMOXED)
Yes, I understand. He'll be here any moment.

STEWARD
Of course.

MJ gazes wistfully out the window at the New York City traffic.

CUT TO:

RESTAURANT EXT. CLASSY PLACE, RELATIVELY FINE DINING. VALET STAND OUT FRONT.

Taxi cab pulls up, Peter bursts out, grabbing his credit card back from the cab driver. He runs inside, sees a mirror and stops to adjust his hair.

TRACK TO:

RESTAURANT INT. , SAME AS BEFORE.

Once satisfied, he walks in at a more leisurely pace,

looking around until he sees MARY JANE,
Peter walks towards Mary Jane, passing the host's table.

HOST
How many today, sir?

Peter waves away the host. He strides to Mary Jane, pulls out the empty chair across from her and plops down.

MJ
You're late.

PETER
I know, I'm sorry.

The steward re-appears as soon as Peter sits down.

STEWARD
(clears throat)

PETER
One minute.

Mary Jane gestures to the steward.

MJ
He's been very patient.

PETER (ABSENTLY)
I'll have the...

Peter scans the menu, picking the first thing he sees.

PETER
...Bruschetta

STEWARD
Very good, sir. And for the lady?

MJ recites her order without looking at the menu:

MJ
Can I get the Pork Milanese with
parmesan breadcrumbs on the side,
substitute mascarpone for parmesan,
drizzle it in fonduta, and...add a
truffle. Add an order of veal
cutlets as an appetizer.

STEWARD
And to drink?

PETER
Water for me.

MJ
If you have Domaine Leflaive, a
glass of that, else the house wine
will suffice.

STEWARD
Very well.

Peter gives MJ a meaningful look

MJ
On second thought, water for me as
well.

STEWARD (GROWING FRUSTRATED)
Very well.

PETER (TAKEN ABACK)
I...don't even know what most of
those words are.

MJ
You learn the language after a
while. My family used to take me
here whenever I landed a gig.

PETER
Sometimes I forget I'm married to a
model.

Mary Jane puts a hand to her chest in mock offense.

MJ
And how could you? You mean I'm not
the only thought on your mind at
all times?

PETER
It makes my day whenever I see you.
If I remembered, I'd grow bored.

MJ
You would not.

(beat)

MJ (CONT'D)
Besides, I haven't been a model in
years.

PETER

Sure, but actress isn't nearly as fun to brag about. And for the record, I knew you used to come here. That's why I picked it for our anniversary.

The smile disappears from MJ's face.

MJ

Our anniversary.

PETER (MAKES A SCOFFING NOISE)

Don't tell me you forgot?

MJ (SERIOUS)

If we're serious about this, you need to be present.

PETER

I know, it's just--

MJ

No prancing around town, no saving the day, no *anything* that isn't you and me celebrating our anniversary.

PETER

MJ, it's not that.

MJ

I've spent enough time worrying about you. I need to know - to really know that when you're late, it's because of traffic, and not because... because...

PETER

It's nothing like that. It's just this kid.

BG, out the window: Miles walks by with an unwieldy stack of AP Chemistry textbooks and 9 volt batteries in his arms.

PETER

He's so talented and eager to learn. But I don't want him to get in over his head.

MJ

Sounds a lot like you.

PETER
That's...what I'm afraid of,
actually

Steward returns and pours the water, serving the appetizers.

STEWARD
Your food will be ready shortly.

PETER, MJ
(ad lib thank yous)

Steward leaves

PETER
Did you get any news?

MJ
It's still too early to tell. But
they say a mother knows...

MJ takes a veal cutlet. SIRENS sound out the window, police
cars speed by.

Peter tenses up, his whole attention focused on the passing
cars.

MJ
Peter, are you here?

PETER
Huh? Oh, yes. Of course, of course.

MJ
Good, because --

PETER
It's just... what if one of them
gets hurt?

MJ
It's their job.

PETER
I could do it better.

MJ laughs.

MJ
You'll put the whole force out of
work, tiger.

PETER

MJ...

MJ
You can be *my* here now.

MJ puts a hand on her stomach.

MJ
Or maybe ours.

Peter smiles, pauses for a second, then nods.

MJ
Tell me more about this kid.

DISSOLVE TO:

SAME RESTAURANT, EVENING. PILES OF DIRTY PLATES AND MOSTLY-EATEN FOOD CROWD THE TABLE.

The steward approaches, lays the bill down on the table.

STEWARD
Whenever you are ready.

MJ instinctively reaches for her clutch.

Peter CLICKS his tongue.

PETER
Not today. Today is my day. It's
OUR day. But it's my day to pay, I
mean.

MJ smiles

MJ
Thank you.

PETER
Happy anniversary

Peter hands the steward his credit card.

MJ
Let's get home and try again.

CUT TO:

APARTMENT BEDROOM, INT. MORNING. MARY JANE LIES ASLEEP IN A TANGLE OF SHEETS. THERE IS AN EMPTY SPOT IN THE BED WHERE PETE SHOULD BE.

Peter enters the room holding a tray with toast, eggs, and orange juice. He sets it next to MJ and kisses her forehead.

PETER
Rise and shine.

MJ (GROGGY)
You made us breakfast?

PETER
I already ate. I've got tennis with Reed today, remember?

MJ
(adlibs a groggy yes)

PETER
You sure are eloquent in the mornings. Try not to get too many crumbs in the bed. I just washed them last month.

MJ reaches for the toast, takes a bite.

MJ
I washed them last week!

PETER
All the more reason to keep them clean.

Peter leans in to kiss her again. He reaches for a slice of toast. MJ playfully bats his hand away.

MJ
Good luck!

CUT TO:

ROOFTOP TENNIS COURT, HIGH ABOVE NEW YORK, TOP OF THE BAXTER BUILDING. DAY.

Peter stands ready facing REED RICHARDS, a thin man in his late 50s whose brown hair is streaked with gray. Both are wearing athletic gear and holding tennis racquets.

They serve a couple volleys before the ball goes careening

wildly over the side of the building. It FIZZLES against a force field that appears just for a moment, at the point of impact.

They banter, but it's all friendly -- there's no anger here. As they talk, they lightly volley the ball back and forth, nothing intense.

PETER

You miss it?

REED

I'm sorry?

PETER

The old days. I saw you stretching for that last one.

REED

You did not!

PETER

Don't deny it.

REED

If I was reaching for it, I'd have returned it. And don't pretend like you aren't spidey-sensing where my swing is going.

PETER

That's not exactly something I can turn off.

REED

You think my stretching is? You know how hard it is to look in a mirror and guess how long your arms should be? Or to stop stretching when it would have felt right forty years ago?

PETER

I know a thing or two about not lifting any more than my back could lift twenty years ago. I'm getting old, Reed.

REED (LAUGHS)

Talk to me when you're 50. I haven't been able to crack my back since you were in diapers.

There's a beat as Reed catches the ball rather than returning it.

REED (CONT'D)

To answer your question, no. I don't miss it. Leave that stuff to the youngin's like you. Though, as you say, you're not so young yourself, Pete.

PETER

I hung up my cape, same as you. You want to reminisce, or you want to play?

Reed drops the ball and rears up a serve.

REED

I don't recall either of us wearing capes, but I take your point.

Peter lunges towards the ball, but Reed's aim was true--right in the corner. He scores. Pete tosses him the ball again for another serve.

PETER

No holding back this time.

Reed raises an eyebrow as if to say "You mean it?", and nods. Peter slams to ball to Reed's side of the court, but instead of running for the ball, Reed stretches out, his arm extending several feet. He returns the ball, which lands and bounces high.

Peter launches off the ground, returning it and Reed, stretching now in the other direction, immediately returns it to the opposite corner from where Peter is.

Peter kicks off the force field that appears in the air as he nears the edge of the building, lunging towards the ball, but he's too late: it bounces again, giving Reed the point.

REED

I think that's game.

PETER

This would be easier if I had my web shooters.

REED

This was your idea.

PETER

You're right. Maybe there's a reason to leave the past behind.

Reed pulls in his arms, returning to an almost normal state. He shrinks and grows his arms a few times, looking for the correct lengths.

REED

You aren't just saying that because you lost?

Peter picks up the ball, preparing another server.

PETER

I'm so committed to leaving the past behind, I've already forgotten about that last game. What do you say, one more?

CUT TO:

EXT. BAXTER BUILDING, GROUND FLOOR.

Peter checks his phone and sees a missed call from an unknown number. He calls it back. As he talks, he starts to walk home.

RECEPTIONIST (V.O.)

Thank you for calling Ryker's Island state prison, how may I direct your call.

PETER

Ryker's..? I received a call from this number half an hour ago.

RECEPTIONIST (V.O.)

What is your name?

PETER

Peter Parker.

RECEPTIONIST (V.O.)

Ahh, Mr. Parker. An inmate requested you as their visitor.

PETER

Which inmate?

RECEPTIONIST (V.O)
Eddie Brock.

PETER
When are visiting hours?

RECEPTIONIST (V.O)
They end today at three.

Peter changes course and hails a taxi.

PETER
Ryker's Island ferry please.

CUT TO:

PRISON INT. VISITOR BOOTH. A ROW OF PHONES IS SEPARATED BY A LAYER OF BULLETPROOF GLASS. ALL BUT 3 OF THE BOOTHS ARE EMPTY: 2 PEOPLE SIT ON THE VISITOR'S SIDE, ONE ON THE PRISONER SIDE.

Peter sits across from EDDIE BROCK, a solidly-built man in his late 50s. He has a hard, square face, a nose that's been repeatedly broken, and a gravelly voice.

At the far end from the entrance sits KIRK MORELLO, a middle-aged reporter. Kirk holds a phone to his ear and has a pad of paper in his lap. There is no prisoner across from him. He occasionally makes a few statements in the background, pretending to carry on a conversation, but he is actually eavesdropping on Peter's half of the conversation with Eddie Brock.

Peter picks up his phone, towards the middle of the phone bank.

PETER
What'd you call me down for?

EDDIE (OFFENDED)
Can't be just to talk?

PETER
I didn't mean it like that.

EDDIE
Course you did. I don't get a lot of visitors, you know.

PETER
I'm sorry, Eddie. That's not what I--

EDDIE (CONT'D)

Just the occasional journalist. Up and comings trying to cover my case. Every take you can imagine. Did I make it all up? Am I going to snap again? Each one of 'em hoping I'll propel them to fame.

(beat)

EDDIE (CONT'D)

You know, the first twenty minutes of every reporter's call they spend trying to make you feel important? They ask you about your day, about your life, and they listen like they care. Pay for the calls and everything.

(beat)

EDDIE (CONT'D)

Then the questions come and you start to see what they're after. But those first few minutes... they almost make it worth it. Like a glass of water after a long day.

Peter starts to mouth several words, but says nothing.

EDDIE (CONT'D)

Anyway, Pete

, you're right. I didn't call you
down here for nothing.

PETER

I suppose you wouldn't prefer if I
started out asking how you're days
going?

Eddie smiles, but there's no humor in it.

EDDIE

Let's cut to the chase. We're both
better than that. My trial is
tomorrow

PETER

Already?

EDDIE

You said you'd testify, you stand by that?

PETER

OF course. I just thought your trial wasn't for another three months.

EDDIE

That's what happens when you only come to visit once a year, Pete. Time gets away from you. Works a little different on this side of the bars.

(there's a long moment of silence)

EDDIE

I've been good, Pete. Model prisoner, they tell me. I'm eligible for parole this time around. Long as they decide I'm not a threat to society.

PETER

I'm pulling for you. Really, I wish you the best of luck.

EDDIE

Shouldn't need much luck with who I've got testifying for me...

PETER

Not here, Brock. You know that.

(beat)

PETER (CONT'D)

Look, I know it wasn't you in there. I know it better than anyone. But it's a hard sell. I'll do my best, just like I said, but don't get your hopes up too much, okay?

EDDIE

I've got faith in you, Pete. You always come out on top. But for right now, hope's the only thing

I've got. You'll forgive me if I
hold onto it for a couple more
hours.

CUT TO:

INT. PETER AND MJ'S APARTMENT

MJ, dressed to the nines, kisses a sleeping Peter as early morning sunlight streams through the window.

MJ
I started the slow cooker, but I'll
be back late. Big shoot today.

PETER
(mumbles an affirmation)

Peter rolls over and goes back to sleep.

FADE OUT

AND BACK IN, THE SUN HAVING FALLEN IN THE SKY. SEVERAL
HOURS HAVE PASSED.

Peter grumbles and rolls out of bed, going about his daily routine. He brushes his teeth, walks past the spare bedroom where an unbuilt crib lies. He goes to the kitchen, pours a bowl of cereal and turns on TV.

A young, female news anchor is talking about some story or another. Peter watches with mild interest.

He finishes the meal, rinses his bowl and walks into the spare bedroom. The camera follows him, then drifts back to the TV.

The news anchor has been joined by another, older news anchor.

NEWS ANCHOR #1
...The trial of Eddie Brock, where
Spider-Man himself is expected to
make an appearance, testifying on
behalf of the murderer. While it
was Spider-Man himself who led to
Brock's initial arrest, the hero
hasn't been seen in years, leaving
many to assume that that he is
dead.

NEWS ANCHOR #2
If Spider-Man is still alive, he's
done a great job of retirement.

NEWS ANCHOR #1

That may not be true either-- two men robbing a convenience store were found tied to a light post last night with piles of crude webbing laid around them. Could this be the masked webster's return?

NEWS ANCHOR #2

If he is out of retirement, will he even have time to show up at the trial this afternoon?

NEWS ANCHOR #1

All of our questions about Eddie Brock, and maybe about Spider-Man as well, will be answered right here. You'll have to stay tuned.

NEWS ANCHOR #2

This is a whirlwind. This morning I thought he was dead, now he might be coming out of retirement. How do you keep up?

As the news cuts to commercial,

PAN TO DOORWAY, MUSIC SWELLS

As we expect Spider-Man to come barreling out, answering the call to duty...

But instead the music turns into a throbbing, heavy beat as we

PAN INTO THE DOORWAY

Showing Peter, earbuds in, the same heavy beat, something like FRONT BOTTOM'S FLASHLIGHT start pouring in through his tinny speakers.

Music continues to play as we have a series of rapid cuts, each time the room is more and more complete

CUT TO

Pete sitting among pieces of the crib, staring at two ends.

CUT TO

The bottom segment of the crib built, Pete confidently holding the tools

CUT TO

The crib mostly complete now, Pete standing over it.

CUT TO

The room, including the crib, covered in plastic wrap. A step ladder has been set up, a web shooter rests on it. Some of the plastic wrap has been adhered with obvious strings of web fluid.

CUT TO

Swaths of the wall repainted in blue

Cue several more shots, each of the room coming along. All of the shots are identical, each being cut to on a note of the song. The only differences in the room are where Peter (and the step ladder) have moved to, the slowly decreasing natural light, and how much of the room has been painted. In the BG Peter's phone alarm goes off, reminding him to go to the courthouse. He does not see it. Cut as it's 20% blue, then 40%, 60%, 80% then

CUT TO

The room, 20% yellow, 60% blue and 20% unpainted, as Peter has moved the step ladder back to the first swath of the wall and is re-painting over the blue in yellow.

Split: left half of the screen as before, several rapid cuts, faster now, as the room is 20%, 40%, 60%, 80% and then entirely yellow. Peter slumps down, exhausted, as he looks over the baby crib, mobile, and freshly painted room. By this time, the sun has made significant progress dipping down in the sky.

Right half of the screen is Eddie Brock, walking in chains to the sentencing, cameras are flashing, the judge silently saying words, Eddie looks behind him towards the door several times. Close up on Eddie's face as he slowly realizes Pete isn't coming. It's hopeful, then resigned, and finally, just as Peter is collapsing, it settles on anger.

FLASHLIGHT starts to fade out ("IT'LL MEAN NOTHING, AND IT'LL TAKE ALL NIGHT TO FIGURE OUT...") as Peter's side slides down, Eddie's angry face fills the screen before we

FADE TO BLACK

FADE IN:FRONT HALL OF PETER'S APARTMENT.

The front door opens and a weary-looking MJ enters, carrying several bags of groceries.

MJ

Pete?

MJ moves through the apartment, setting down bags and putting away groceries.

MJ (CONT)

You would not believe the day I had. Are you home

Peter sticks his head out of the second bedroom, gesturing MJ to take a look. She looks around, taking in the yellow walls, the new crib, all of the miscellaneous preparations Pete has made.

MJ (INCREDULOUS)

You did this? Today?

PETER

You said I needed to show you I was ready.

Pete holds his arms out to the sides and raises his eyebrows as if to say *I told you so*.

PETER (CONT)

So I've been working on the house all day.

MJ

Is that why you missed Brock's trial?

Instantly, Peter deflates. The bravado, confidence, and smile all leave his face.

PETER (HORRIFIED)

The...trial?

MJ

I tried to call

PETER

No no no no

Peter rummages through the house, scattering papers and tools as he frantically searches for his phone. Finally, he finds it and holds it up, revealing a large number of missed calls, alarms, and other notifications.

PETER (CONT)

Ad-libs more "no"s and mild oaths

MJ

Peter...

PETER

We can fight about this later. Or talk. Or whatever.

Peter runs out the door, grabbing a jacket and putting it on as he runs down the stairs. As soon as he is outside he's hailing a taxi. During the entire taxi ride, Peter is shaking, visibly anxious to go faster.

The taxi driver is an old man who is in no obvious hurry.

TAXI DRIVER

Ad-lib small talk, asks if he's in a hurry

PETER

Adlib very short responses, stressing urgency and speed

Peter is frantically looking out the window for opportunities the taxi has to cut off other cars, adding precious seconds. Each chance is ignored, causing visible agony to Peter.

Finally, after the longest taxi ride of Peter's life, he arrives at the courthouse. It's been over now for hours and even the reporters are starting to leave.

More than a few reporters turn their head to look at the man who bursts out of the taxi. Peter realizes how late he is and covers his face, spinning in place and diving back into the taxi he just left.

TAXI DRIVER?
Back already?

PETER
One minute. You can start the
Meter.

TAXI DRIVER
Way ahead of you on that one.

Peter pulls out his phone and searches for EDDIE BROCK. Dozens of news articles appear, each saying the same thing: Brock's patrol was denied.

PETER (TO HIMSELF)
I've got to make this right.

PETER
Baxter Building please.

TAXI DRIVER
Manhattan? Sure thing. You planning
on staying there, or jumping back
in again?

CUT TO:

BAXTER BUILDING, INT./EXT.

Peter runs inside, rummaging through his wallet for a badge. He waves it past the security guard, hits the elevator button, hits it a second time, then decides to take the stairs when one doesn't immediately come.

He runs up to the lab, scans his badge and enters. He goes through several doors, his badge allowing him in each time. At every door there is increased security, and Pete visibly tenses up as he waits for the light to turn green.

At each stage he is walking past various projects, experiments, weapons, and strange devices.

Finally he gets to the final door, marked "Restricted, Experimental, Dangerous" with a list of mandatory safety equipment, markings for hazardous materials, etc.

Pete scans his badge...and goes in. After brief searching, he finds what he's looking for: A stark steel box kept in a cryo chamber. He enters the proper commands, including marking "yes" at several prompts, and the box opens with a hiss. Inside is the clearly labeled VENOM SERUM in a glass vial. It is black, viscous and bubbling, almost *crawling*

out of the tube.

Pete hesitates for a second, and then grabs a towel to wrap the vial in. He turns to leave, thinks for a second, and then scrawls down a note on a sticky pad:

I know what I'm doing.

He hesitates and then adds:

It's for a friend.

He takes a blank sticky note as he leaves.

CUT TO

EXT. PRISON. HIGH WALLS AND GOTHIC ARCHITECTURE. NIGHT.

Peter climbs up the side of the building, carefully concealing himself in shadows the whole way. His left hand is carrying the towel from earlier, and as he walks, he counts the windows.

PETE

...fourteen, fifteen. Here we go.
Eddie Brock.

Pete peeks into the window, mere bars against the night, and nods, content with what he sees. He tosses the towel inside, where it lands in a pool of moonlight. It unfurls, revealing the recently stolen vial. Stuck to it is a sticky pad reading:

I'm sorry.

Pete hesitates, then calls out:

PETER

Eddie? Eddie, wake up.

Then Pete scrambles down the wall, sticking to the shadows, until he can walk along the street again, a normal citizen.

Pete looks up at the building he just left.

PETE (SOFTLY)

Make the best of it, Brock.

TRACK PETE'S GAZE TO THE BUILDING, THROUGH THE WINDOW INTO
EDDIE'S SMALL CELL

Eddie approaches the package curiously, then picks it up and his face erupts into a wide, fearsome grin. He pops it open with gusto.

Even as he turns the vial on himself, the liquid inside seems to come to life, lunging from the bottle onto him. It expands as it touches him, growing to cover every inch of his face and skin, a bubbling black agony. Eddie cries out, a mix of feral rage and pain.

PULL BACK, OUT OF THE WINDOW LOOKING AT THE EXTERIOR

Bricks fly off the wall as a punch lands, then another. Finally, an entire section of the wall is blown away as Eddie Brock, now VENOM, bursts from the jail cell and into the night, swinging from the roof with thick, black tendrils. His painful cry has turned to a wretched laughter as he claims his freedom.

CUT TO:

SCHOOL GYMNASIUM INT. NIGHT. LIGHTS ARE OFF BUT A COMBINATION OF MOONLIGHT AND SEVERAL LAMPS LIGHT UP THE GYM. CLIMBING ROPES HANG FROM THE CEILING. A PILE OF CHEMISTRY TEXTBOOKS ARE PILED ON THE FLOOR.

MUSIC plays in the background

Miles is jumping from rope to rope, practicing his agility. He keeps falling onto the mats below. Undeterred, he gets back up and continues to try. At one point he jumps across the gym, aiming for a far rope. He misses, and instead of landing on the mat, collides with the pile of chemistry books, sending them scattering. He lies there, visibly in pain for a moment before brushing off and lunging at the ropes again.

Soon, Miles has mastered the ropes and is hopping around, perfecting even the far jump we saw earlier. After several hops like this, the music quiets and he goes to his backpack, pulling out a rudimentary WRIST SPRAYER, 9 volt battery predominately featured. It's bulky, but it works.

Miles climbs halfway up a rope and shoots a stream of web

fluid towards the ceiling. It sticks and he visibly winces as he prepares to launch himself off the rope. He hesitates, lets out a little slack, and scoots a couple feet down the rope. Then, he jumps.

Miles SWINGS across the gym, the fluid holding his weight easily. He lets out a loud victory whoop as he figures out how to switch between multiple ropes. Soon, he is laughing and yelling and flying all around the gym, leaving strands of webbing everywhere. Both his wrists have launchers, and he is flinging himself, grabbing textbooks, flipping in air, and generally having a one man cirque du soleil show.

Finally, he lands with a flourish and a grin, breathing hard and looks around at the unruly mess he's made. His face drops and he starts to clean up after himself.

CUT TO:

ONE WEEK LATER. NEW JERSEY DOCKYARD. NIGHT

Eddie Brock, now with most of a beard, is working among dozens of shipworkers, including welders and FORKLIFT drivers.

A busy shipworker calls out to Eddie before returning his attention to his work.

SHIPWORKER #1 (TO EDDIE)
Hey, Jimmy, bring those I-beams
over here!

Eddie walks over to a pile of I-BEAMS and sizes them up. He squats down and tries to lift one, having marginal success. He sets it down, steels himself, and fingers the black VIAL in his pocket, thumb caressing the corker.

A moment passes where it seems like he'll open it, but no shakes his head, squats and prepares to lift the I-Beam. He groans, but lifts the beam off the ground.

As he lifts, the same shipworker as earlier looks over and notices this feat.

SHIPWORKER #1
Hey! Hey, what the hell are you
doing? You want OSHA breathing down
my neck? I don't care if you just
started Jimmy, we got rules around
here. Get that forklift! Now I
gotta write you up for this.

As Eddie walks to the forklift, dockworkers he passes give him dirty looks and verbal scolds.

DOCKWORKER #2

Idiot

DOCKWORKER #3

You trying to put us all outta work?

DOCKWORKER #4

You some kinda moron? A showoff? Or just a jagoff?

This last worker follows Eddie all the way to the forklift, getting in his face with insults. Eddie ignores him.

DOCKWORKER #4 (CONT)

Huh? Which is it? You think you're better than us? Or you're just too stupid to do things the right way?

CLOSE UP ON EDDIE'S HANDS

One hand balls into a fist, the other reaches into the pocket where the VIAL is. There's visible tension here, which dissolves as Eddie's hand comes out of his pocket... holding the forklift keys. He climbs in without ever responding to the Dockworker.

DOCKWORKER #4

Yeah, you better watch yourself, Jimmy.

CUT TO:

NEXT DAY, SHIPYARD.

People are welding bulkheads onto the frame of an enormous ship. We see Eddie and another Dockworker steadying an I-Beam that is being hoisted into place by a crane. A welder is nearby, everyone is sweating. Eddie takes one hand off the beam to reach into his pocket for the VIAL.

His fellow shipworkers have to yell to be heard over the industrial sounds.

DOCKWORKER #3

You got something in your pocket there? What, you can't wait to stroke it 'till after work? We got

a job to do!

A beat, and as an afterthought the dockworker adds:

DOCKWORKER #3 (CONT)

Pervert.

They get the weld finished and Dockworker #3 "accidentally" bumps into Eddie.

Eddie turns, glaring, but says nothing and continues his work.

FADE TO:

DOCKYARD, NIGHT.

Eddie is packing up and preparing to walk back to the motel where he's staying. Along the twisting streets, he approaches an alley where the sounds of a MUGGING are clearly heard.

MUGGER (O.S.)

I just want your money, no need to make this complicated.

Eddie pauses just before the mouth of the alley. He reaches into his pocket, thumbing the VIAL again. But no, he shakes his head and turns to leave.

EDDIE (TO HIMSELF)

Keep your head down, Eddie.

Eddie turns to walk away, head low. Then, suddenly

WOMAN BEING MUGGED

Help! Please, anyone!

There's a sound of gun striking flesh and a body hitting the ground. Eddie flicks the vial open, and again the black mass writhes over his skin. The transformation is instant and horrific.

As Venom, he flies into the alley, intercepting the fleeing mugger. Venom's tongue shoots out of his mouth, long and tendrilly, to whip the GUN out of the mugger's hand. It goes flying down the alley.

MUGGER

(ad lib confused, angry proclamation "What the hell?")

When VENOM speaks, his voice is raspy and ethereal, like a space smoker in an echo chamber.

VENOM

Why did you hurt that woman?

(ALT:)

You picked the wrong alley.

(ALT:)

Unfortunately, we've found another criminal.

Venom shoots two tendrils upwards, one to the left and one to the right, forming a kind of triangle. Once secured, he jumps forward, using his makeshift swing to SLAM himself into the mugger, who goes flying.

MUGGER

(yells)

VENOM (TO THE WOMAN BEING MUGGED)

You can go.

Venom continues, surging forward and using his brute strength to pummel the mugger, who is barely putting up a fight. Finally, the mugger manages to stammer:

MUGGER

I'm...sorry. Need the money.

VENOM

Find another life.

Venom turns to leave the alley, bloodied mugger lying behind.

VENOM (CONT)

Take it from someone who knows.

As venom leaves they alley, he shrinks, turning back into Eddie Brock, though his veins are thick, black, and pronounced. A few tendrils continue to surge over his body.

DISSOLVE TO:

MOTEL INT. NIGHT

Eddie, still with remnants of Venom, is outside the main office of a cheap, rundown motel he's been staying at. He talks himself up.

EDDIE

One more time, then I'm clean.

As Eddie approaches the door, he lets the Venom tendrils wash over his face, a flood of black vines. When they pass, his face is different, morphed into a slightly older man.

He enters. The MANAGER, a graying woman behind the counter watching an old-fashioned TV.

Eddie slides an envelope of CASH across the counter

EDDIE
Another five days.

The manager, without looking up says:

MANAGER
Surprised. Your kind doesn't tend to stick around much.

Eddie tenses up

EDDIE
My kind?

MANAGER
Drifters.

EDDIE
Yeah, well. I'm looking to start over.

MANAGER (BARKS A LAUGH)
This is a shitty place to do it.

EDDIE
Jersey?

The manager looks up for the first time, sizing him up.

MANAGER
My motel.

EDDIE
I assure you it's not permanent.

MANAGER
Only permanent thing about this place is me. Even the maintenance crew come and go.

Eddie turns to leave.

EDDIE
Thanks for the advice.

CUT TO:

CHEAP MOTEL ROOM, EXT. NIGHT.

Eddie lies in bed wearing his own face again, turning, unable to sleep. The alarm clock next to him reads out the time. 1:50. Finally, sighing a heavy sigh, he climbs out of bed, puts on his shoes, and leaves.

CUT TO:

BAR, INT.

Eddie sits at a mostly empty bar. He is a defeated man, nursing a drink with a face that looks like it's carrying the burdens of the world. A handful of 20-somethings mill around in the background.

BARKEEPER

Something troubling you?

EDDIE

Nothing I care to share.

BARKEEPER

Sure, not my job to pry. 'Less it brings in the tips, of course.

Eddie slides a couple dollar bills over the counter.

EDDIE

Here's your tip. That enough to buy some peace?

The barkeeper puts his hands up in a defensive gesture.

BARKEEPER

No problem. Just thought you looked familiar is all.

EDDIE

I've been around.

Eddie finishes his drink quickly, squares his tab and leaves.

As he crosses through the door, he curses himself.

EDDIE

Stupid. You're a fugitive, Eddie.

CUT TO:

PUBLIC PARK, NIGHT. ABANDONED PLAYGROUND EQUIPMENT LITTERS THE PARK, WHILE THE OUTSIDE IS SURROUNDED BY BENCHES, WALKING TRAIL AND RUDIMENTARY EXERCISE EQUIPMENT.

Eddie is doing pull-ups as he swings from the monkey bars, working up a sweat and talking to himself. When he travels one direction, he argues for, then switches direction and argues against.

EDDIE

It's a chance to do some good. Good that only I can do.

He gets to the end of the monkey bars, swings around, and starts climbing back, doing a pull-up after each bar.

EDDIE (CONT)

And if someone sees him in Jersey, they'll come looking for you quick.

Another switch

EDDIE (CONT)

We'll make sure they wont' talk. Only go at night. Strike from the shadows.

Switch

EDDIE (CONT)

You've already shown your face. And Venom's been seen as well. Best to jump town now.

Switch

EDDIE (CONT)

You've paid for the motel. And you've got steady work.

Eddie drops down of the monkey bars, breathing a little heavily. He checks his watch and sees

ON WATCH

2:55

Eddie starts to walk back to his motel, but after a couple of steps finds his hand drifting to his pocket.

EDDIE (TO HIMSELF):
You don't need that.

He removes his hand and continues his walk, but soon enough, finds his hand on the vial again.

Eddie SIGHS resignedly, as if he has no choice in this matter, and pops open the vial. Instantly, the black writing covers his body and he is VENOM again.

VENOM
It's easy, Brock. If they expect us
in New York, we go to New York.

There is a moment of silence and Venom tilts his head to the side, like a dog listening.

VENOM
Why is it so important to you that
we avoid Queens, hmmm?

Another moment of silence.

VENOM
Very well.

Venom launches himself towards the sky, vine-like tendrils finding purchase on skyscrapers as they takes off into the night.

CUT TO:

PETER'S APARTMENT. INT.

Peter and MJ are getting ready for work, combing their hair, peeling oranges and going through their daily routines during the argument.

MJ
Peter, you've got to figure out
this balance. If you can't do your
job and keep your promises, how are
you going to be a parent?

PETER
I was working on being a parent!
That's why I missed the court date.

MJ

And you honestly think you can add on more responsibilities? You can't keep overworking yourself, Peter.

PETER

It's not every day I need to go to the courthouse!

MJ

Which is why you should remember it when it happens!

Peter shoots a look that says *I want to answer that*, but his mouth is full of mouthwash, and he cannot answer.

MJ

And with Eddie escaping that same night, don't expect me to believe you don't know anything about it.

Peter spits

PETER

Are you accusing me of aiding and abetting?

MJ

Theft, too. I got the call from Reed.

PETER

Reed doesn't know what he's talking about.

MJ

He says he's got cameras.

PETER

He...proabbly has cameras.

MJ

You've got to go.

PETER (NODDING)

I've got to go.

They kiss and he heads out the door.

MJ

Wait!

She catches up, hands him a lunch sack and kisses him again.

CUT TO:

PETER'S CLASSROOM, INT. SAME CHEMISTRY LAB AS BEFORE. THE SEATS ARE FULL OF STUDENTS WHO ARE SILENT, LOOKING AHEAD PATIENTLY. SOME ARE LOOKING AROUND, AS IF WAITING FOR SOMETHING.

We hold for an uncomfortable amount of time. MILES in particular is checking his phone, nervously looking at the clock. A student next to him:

STUDENT:

What's the problem, Miles? Got somewhere to be?

MILES

No, just nervous is all.

STUDENT #2:

Speed'll do that to ya, Miles. Maybe try playing fair like the rest of us.

Finally, PETER bursts through the door, arms full of exams. He is frazzled and obviously late. He delves into his monologue, talking extremely rapidly:

PETER

You will have one hour to complete this exam please show all your work no cheating.

Peter passes out the exam and students start furiously scribbling away with their pencils.

Peter has barely finished passing out the exams when Miles runs up to Peter's desk at the front of the room, drops his exams off, and dashes towards the door.

PETER

Already?

MILES (DISTRACTED)

Yeah. I, uh, studied. Can I go?

PETER

Maybe you want to double check your work?

MILES

I'm confident!

Miles runs out of the room, phone in hand.

Peter takes a step as if to follow, but turns to look at the students, who are already bracing for their teacher to leave in the middle of the exam. He stays, and looks at Mile's exam.

At the top, he writes SLOW DOWN. Then he flips through it, page by page, labeling with his pen. The handwriting is messy, but at the end of the first page, he writes 10/10. The same with the second. And the third. Very quickly we see that Miles has gotten every. Single. Question correct.

He flips to the first page, writes 100% on it, and crosses out his earlier SLOW DOWN.

PETER'S APARTMENT INT./EXT.

Peter opens the door to find MJ angry, arms crossed.

MJ

I'm not going to be a mother
without you. I need you.

PETER (SIGHING)

I know that. I'm here. I've said it
a hundred times.

MJ

I need you to show me. Our child --
our child-- isn't going to grow up
hearing stories about how great her
dad was, our child is going to grow
up knowing how great her dad is.

PETER

...What's this about?

MJ

You can't go around breaking the
law and being him anymore. You're
an adult now. You have a family.

MJ takes Peter's hands in hers.

PETER

I know that. I really feel like
there's something I'm not--

Peter's phone rings. He stops mid-sentence, and ignores it,

about to continue his thoughts. MJ waves her hands dismissively.

MJ

Answer it.

SPLIT SCREEN, PETER ON THE RIGHT, THE REPORTER KIRK MORELLO from the jail on the left.

KIRK

Can I speak to Peter Parker?

PETER

Speaking. Who is this?

KIRK

Peter, my name is Kirk Morello. I'm a reporter with the Daily Bugle.

PETER

I'm really not inter-

KIRK (INTERRUPTING)

Mr. Parker, I know who you are.

Peter freezes, there's a silence that lasts for a long moment.

MJ (MOUTHING)

Who is it?

PETER

...I'm...sorry?

KIRK

Don't play coy, Mr. Parker. You used to work for the Bugle, you know our reputation for investigative journalism. You met with Mr. Brock before his parole hearing. You were supposed to stand trial, to testify on his behalf.

PETER

I'm just a private citizen. You're mistaken.

(B.G) MJ's eyes go wide, her hands to her mouth in a kind of "Oh no" gesture. She looks to Peter for confirmation of her fears, but does not get a reaction from him.

KIRK

Mr. Parker, please.

PETER

...What do you want?

KIRK

It wasn't Peter Parker who was wanted in that courtroom, it was Spider-Man. But outing you doesn't make for a good report. Headlines, sure, but I'm old-fashioned.

(beat)

And I'm not calling to extort you. I have little interest in revealing your identity at the moment. What I do have interest in is this: Why, after all this time, have you decided to come out of retirement?

PETER (SHOCKED)

What?

KIRK

I thought we agreed not to insult each other's intelligence.

PETER

I honestly have no idea what you're talking about.

KIRK

You want me to believe that Spider-Man doesn't know anything about the bank robbers who were secured by your very own web fluid in Brooklyn earlier today?

(beat)

Should I be reporting a *theft* instead?

PETER

What time was this?

KIRK

Mr. Parker, if you're not going to --

PETER

Please, what time.

KIRK

Shortly before noon.

PETER (PANICKED)

Oh yes. That. Uh. Yeah, that was me. Sorry. Thanks for your time.

KIRK
Wait, one more question.

PETER
What is it?

KIRK
Do you have any comments on the return of Venom?

PETER
You mean Eddie Brock.

KIRK
Whatever you want to call him, he's been rampaging. Do you, as Spider-Man, care to comm-

Peter hangs up.

SLIDE PETER'S PANEL IN, FILLING THE ENTIRE SCREEN AGAIN.

MJ
What was that about?

During this discussion, Peter starts rummaging through the house, tearing open closet doors, digging through clothes and suitcases.

PETER
I don't have time to explain. I will tonight, I promise. Right now I need my suit. The, uh, spider-suit.
(beat)
Not the formal one.
(beat)
Though I am always looking for excuses to--

MJ
Dammit Peter you promise change and then you turn around and do this!

PETER
I know. I do. But I made a mistake, and I'm the only one who can make it right. I've got to do this, one last time. And then I'll never do

it again.

MJ

How do I know there won't be another one last time?

PETER

You have to trust me, MJ. If I don't go now, someone will get hurt. I sort of created the perfect storm here.

MJ

Even if I wanted to help you -- which to be very clear, I do not-- I couldn't.

PETER

Where is it?
(beat)
MJ...

MJ

Your suit shrunk in the wash.

PETER

You WASHED it?

MJ

You never did?

PETER

Not in the machine! When did this happen?

MJ

...A couple years ago.

PETER

You never told me?

MJ

I didn't think it would come up!
You were retired!

PETER

I've... I've got to go. I love you.

MJ

Good luck.

Peter runs out of the apartment.

MJ (QUIETLY)

My hero,

CUT TO:

INT. TAXI CAR THE RADIO PLAYS THE SOUND OF A TALK TWO, WITH TWO ANCHORS DISCUSSING THE RECENT EVENTS. THE NEW YORK SKYLINE PASSES BY IN THE BACKGROUND.

PATRICE

Days after Eddie Brock has broken out of prison following his failed parole hearing--

TAYLOR

The one where he insisted that Spider-Man himself would offer testimony

PATRICE

Yes, days after this trial, Venom, Brock's supervillain alias, has been seen rampaging around Manhattan.

TAYLOR

Now we don't know that it's him. It could be anyone in that mask.

PATRICE

Oh come on, Taylor. Venom reappearing the same night Brock breaks out of prison? You can't tell me that's a coincidence.

TAYLOR

Either way, I for one am glad to hear reports of Spider-Man coming out of retirement. No matter what Eddie Brock says, I don't see *him* defending the guy.

PATRICE

Speaking of Spider-Man...

CAB DRIVER

Here you are.

He's dropped him outside of a party store. We follow Peter inside where we see aisles of greeting cards, balloons, and

costumes. Peter heads directly for the costume aisles. As he does, his phone rings. It's Reed.

PETER

Reed Richards, just the man I was hoping to talk to. I need something stretched.

REED

That isn't how it works.

PETER

You sound mad.

As this is happening, Peter is rifling through the costumes, looking for one of Spider-Man. He's finding various super-heroes (Thor, Captain America, Hulk...). At one point he picks up a mask for Ant-Man and holds it up, looking at it with an expression of disbelief.

REED

I think you know why I called.

PETER

To schedule another tennis match?

REED

Peter.

PETER

Didn't think so.

REED

One of your old villains busted out of jail last week and is now rampaging around town.

(beat)

Now this guy can't do what he does unless he gets a very specific substance. A substance that only exists on Earth in exactly one vial. Do you know what I found when I checked the lab where I keep that exact vial?

PETER

A note. That I left. Explaining that I needed it.

Finally, he finds a spider-man suit. It's small, made for some aged 12-14. He walks it over to the cashier.

REED

Everything he does, all of the property damage, the medical bills...any lives that he takes are on you, Pete.

(beat)

PETER
You didn't have to call her.

REED
I'm married. I know how to get results.

PETER
I'm going to make it right, Reed.

REED
By putting on a costume?

PETER
Picking one up right now.

REED
Picking one up?

PETER
Unless you know a place I can get one.

REED
You know Sue made some prototypes back in the day.

PETER
Don't suppose you'd ask her for me?

REED
Why don't you just steal it? The way you did my Venom?

PETER
Point taken.

Peter hangs up, steels himself with a deep breath, and dials Sue as he calls another cab.

SUE
Hello?

PETER
Hi, Sue. Peter Parker here. I need a costume. For... a party. Any

chance you can help me out?

SUE
I talk with my husband, Peter.

PETER
Is he... is he in the same room as you?

SUE
He is.

PETER
Did you hear our entire conversation?

REED (O.S.)
You've been on speakerphone the whole time.

PETER
Okay, let's try again.

Peter gets in the cab, covers the phone and whispers:

PETER (CONT)
Baxter Building

Then back to the phone:

PETER(CONT)
I've got a bit of a situation. Due to a mess. That I made. And... is there any way you have a suit laying around?
(beat)
That I could borrow.

SUE
Is this related to the missing Venom?

PETER
I left a note!

SUE
You stole a highly classified, highly dangerous substance and gave it to a KNOWN FUGITIVE!

PETER
He wasn't a fugitive at the time.

SUE

Peter!

PETER

I...

(beat)

It was my fault in the first place.
He should have made parole. I
wanted to make it right and I made
it worse. I'm sorry.

(beat)

SUE

Swing by the Baxter Building. I've
got a suit for you.

PETER

Thank you!

SUE

It's not what you're used to. I get
curious from time to time.

The taxi arrives outside of the Baxter Building, and Peter gets out, leaving the child-sized Spider-Suit behind.

CABBIE

You left your costume!

PETER

Consider it a tip!

Peter runs out of the taxi. The cab driver grumbles and tosses the suit out the window.

Peter notices it, picks it up begrudgingly, scowling at the cab driver, and runs into the Baxter Building, scans his badge as before, and it dings red. Access denied.

A guard comes over to him

GUARD

Sir, I'm going to have to ask you
to leave.

Peter starts to protest as the elevator dings and SUE STORM, tall, blonde, and fierce, steps out into the lobby. She commands the attention of everyone nearby.

She addresses the guard detaining Peter.

SUE

He's fine, thank you Louis.

Peter and Sue enter the elevator and go back up to the lab where Peter stole the Venom. Inside there is a Spider-Man suit, with extremely long legs and arms. It's clearly sized for Reed.

PETER

I really don't want to know
(alt)
PLEASE tell me that his been
washed. Repeatedly.

CUT TO:

THE TOP OF A MANHATTAN SKYSCRAPER, DUSK. PETER SITS ON TOP OF THE SKY SCRAPER, KEEPING VIGIL OVER THE CITY. HIS TOO-LONG SLEEVES ARE ROLLED UP, GIVING HIM LARGE RUFFLES ON HIS WRISTS AND ANKLES, ALMOST A RIDGED PLUMAGE OF SORTS.

Spider-Man waits, pacing around the rooftop, looking for any crime.

LOTS OF FAST CUTS HERE, EACH TIME SHOWING THE SUN DROPPING IN THE SKY.

Peter pulls out a book and is sitting on top, reading it, glancing over the side frequently to check for any signs of Venom rampaging.

PETER

Worst Rampage ever. Where is he?

As if on cue, a series of gunshots ring out and Spider-Man drops the book and leaps to the next building. He takes a second, almost an after-thought, and shoots a small piece of webbing backwards. It lands perfectly in the book, preserving his page.

Spider-Man flies around town, swinging between buildings, staying relatively high. The sun is setting by now, but people are still in the streets, noticing him. Various bystanders ad-lib remarks like "He's back" and "Spider-Man!"

Eventually, we get to the scene of the crime: a trainyard where a massive drug deal is going down. Hundreds of bags filled with WHITE POWDER are piled around. This is no small-scale operation. In the middle is a DRUG LORD and a couple of his lackeys. Across from them is the body of a security guard.

Spider-Man lurks in the shadows, listening as the DRUG LORD issues orders.

DRUG LORD

When I say sweep the area, what does that mean to you? We've got a deal going down here, and I do NOT want to be interrupted. Take care of the body.

One of the lackeys obliges, dragging the body under a nearby abandoned train car. In the distance, a train goes by, cutting off all other sound.

Spider-Man watches and hears MJ's voice in his head.

MJ (V.O., DISTORTED)

Our child is going to grow up knowing how great her dad is.

PETER (TO HIMSELF)

It's just drugs. Not my fight.

Spider-Man prepares to slip away into the shadows when suddenly, from under the abandoned traincar:

BLACK TENDRILS

The lackey hiding the body is grabbed by a cloud of writing black vines and slammed forward, into the metal car. Then Venom himself seeps under the car, appearing with a roaring hiss.

He throws the lackey at the drug lord, who responds with a burst of automatic gunfire. Most of it misses Venom, but the bullets that do strike are absorbed into the black mass of the costume. As they strike, Venom is rocked backwards, puffs of black smoke bursting from the suit. Venom leaps forward, bounding like an animal towards the man, shrugging off any more bullets as they come.

Venom tackles the drug lord, pinning him to the ground and roars in his face, with spit and black smoke covering the drug lord.

The drug lord, for his part, stifles a whimper and manages

to palm a knife. His angle isn't good, but he weakly stabs Venom in the side.

VENOM

That was your last mistake

Venom swipes a meaty claw, rending the man in half before turning his attention to the remaining lackey.

Lackey #2 has been standing here this whole time, frozen. He's had a gun but has not shot it yet. Now, he drops it, putting his hands up.

LACKEY #2

Hey, uh, I surrender.

VENOM

Too late.

Venom pounces towards the man, but stops short, as if hitting an invisible fence.

PAN OUT TO SHOW

A line of WEB FLUID from Spider-Man stuck to the back of Venom, halting him in place.

The lackey takes this opportunity to run.

SPIDER-MAN

Venom, stop!

VENOM

Spider-Man! You betrayed us!

SPIDER-MAN

I did not! I forgot, Brock, I'm sorry. This isn't my life anymore.
(beat)

I got you the vial to make it right. So you could live a normal life. Not so you could do this.

VENOM

I stayed away from Queens for you.

SPIDER-MAN

C'mon Eddie. This whole thing has to stop. Give back the vial.

Venom yanks on the web fluid, still tying him to Spider-Man. Like a yo-yo, Spider-Man comes flying towards Venom,

who swings his massive fist like a baseball bat, sending Spider-Man flying into the traincar.

SPIDER-MAN (GROANING)
Are we really going to do this?

Instead of answering, Venom leaps onto a running train, causing Spider-Man to slingshot behind him. Spider-Man SLAMS against the side of the train, then uses his leverage to pull open a train car and slide inside. He severs the line between him and Venom. And takes a moment to catch his breath.

PAN UP, THROUGH THE ROOF TO THE TOP OF THE TRAIN WHERE VENOM IS PERCHED, ROARING.

In the distance, flying in, we see a shape on the horizon. Could it be...Spider-Man? Of course not. Instead, it's an unmasked MILES MORALES, swinging below a NEWS CHOPPER.

Miles swings down, landing beside Venom and starts spraying him with Web Fluid. Venom is stuck tight, struggling against the fluid.

MILES
Uh.. I got you. So surrender now?

Instead of answering, Venom ROARS, spittle flying, and tears one of his legs free.

MILES
I should have planned for this!

Venom breaks free and starts bounding towards Miles, who starts running. Miles swings down below, out of sight, into a train car.

MILES (TO HIMSELF)
Okay Miles. We've got a rampaging alien beast on a train. What do we do.
(beat)
What would Spider-Man do?

Miles pulls out his PHONE and pulls up YouTube. On phone screen we see him search:

SPIDER-MAN VS VENOM FIGHT

And start scrolling through the results.

Outside, Venom crawls over the train and sees part of the

web fluid attached to Peter trailing out a train car.

VENOM

I've got you now, Spidey

Venom runs towards the car and rips it open, exposing Spider-Man. Peter is ready and kicks Venom as soon as the door is open. Venom flies out, off the train.

Peter swings out after him. And lands in a shipyard, almost identical to the one Brock was at earlier.

PAN TO:

SHIPYARD, NIGHT

The fight is a well-practiced dance, having it set to music, perhaps even some classical music for laughs (not quite Yakety Saks, more Nutcracker)

There are dozens of cranes overhead, and the fight is mostly swinging. Venom tries to pummel Spider-Man, who jumps out of the way, lashing himself to a crane and gaining height.

Venom follows the trick, using his black vines to swing upward, launching himself into the sky.

Meanwhile

CUT TO:

THE TRAIN, STILL SPEEDING AWAY. WE ZOOM TO MILE'S CAR

The door peeks open, just a crack and Miles pokes his head out, looking around. Almost a mile away, he sees Venom flying through the night sky.

MILES

Oh come on!

Miles jumps out of the train car and begins running back towards the ship yard.

CUT BACK TO:

THE SHIPYARD

Spider-Man and Venom stop, panting and catching their breath. They are MEN, not superheroes.

Then they continue, with more singing than brawling. It's more of a chase than anything. One swings to a platform, the other follows. When they do get close, they're holding back.

Finally, eventually, high above the main level, Peter dodges a blow from venom, holds up a hand to take a breath, and, when he sees Venom respecting his reprieve, says:

SPIDER-MAN

Why are we doing this, Eddie?
What's the point? You're not going
to kill me, I don't want you
imprisoned. Hell, I let you out of
jail.

A moment passes, and then Venom's face fades away, showing Eddie Brock again (though the alien body remains).

EDDIE BROCK

You let me down, Pete.

PETER

I'm sorry. Things came up.

EDDIE

Things more important than your
word?

PETER

I'm starting a family now, Eddie.

There's a moment of silence as Eddie looks him up and down, then starts nodding slowly.

EDDIE

We're too old for this, Pete. Both
of us.

Spider-Man starts to smile, but there's a sound of web being slung that has Venom back in control. Eddie's face disappears and venom hisses, jumping down to the main level.

Spider-Man slips behind a shipping crate to watch as MILES swings to the middle of the shipyard.

VENOM

A sidekick?

MILES

I'm no sidekick!

Venom is mad now, feeling betrayed again. Perhaps he ad-libs a line about constant betrayal, which Miles responds to in complete confusion.

Venom slams an attack at Miles, throwing him to the side. He's headed straight for a metal Crane. Spider-Man, seeing this, shoots out a couple lines of web, forming a sort of trampoline for Miles, considerably dampening his fall. Miles is completely oblivious to this.

Spider-Man circles around, still in the shadows, getting a good look at Miles, who is dodging and web-slinging like a pro. Spider-Man nods knowingly.

Miles shoots web to secure Venom's right foot, then shoots two lines behind venom, one on either side, and propels himself forward into an abdominal kick. He sprays a blast at Venom's face, blinding him, then, in a swift motion, flings the 9 volt battery out of his wrist shooter and reloads another. It's fast, one motion, like a cowboy and a shotgun.

The music during this scene is different, this is fast-paced and frantic.

Venom raises a fist, preparing to slam it down on Miles. A soft THWIP and Spider-Man shoots a line to grab the fist from behind, slowing the blow enough for Miles to get out of the way. Miles rolls, taking shelter behind a shipping container, and Spider-Man enters the fray.

VENOM

You!

Spider-Man puts a finger to his lips in a shh gesture, points to the news copter above, and drops the child's spider-man costume from before. The anger in Venom dissipates, as Eddie is once again in control. An understanding passes here.

VENOM (WHISPERED)

I never took you for the sidekick type.

SPIDER-MAN

He's really not my sidekick. I've never seen him before.

They exchange a look, and Venom nods.

Miles comes out swinging again, flying in a frenzy. Venom is slower now, holding back. He's over-projecting his attacks, and over reacting to Miles' blows. After several

seconds, Miles spots the dropped costume, and audibly gasps his surprise. Then he slings the mask up to his face, donning it. It's a perfect fit.

Venom Roars, but his heart is not in it. He's throwing the fight, but that is not clear to Miles at all. Even the news copter gets tired of the story and flies away, off to investigate something more exciting.

They put on a good show, but finally Venom turns to leave. He turns around, delivering a flat:

VENOM

You...have defeated me. Good job.

It's clear Venom has no idea what he should be saying, and that he understands this is all a ruse.

Venom leaps over some shipping containers.

Miles looks around the battlefield, taking special note of all the web he didn't sling.

Eddie comes back around, holding the cursed vial. He throws it towards the water. Miles is stuck, unsure whether to pursue the man or the vial. He chooses the vial, webbing it before it crashes to the ground. Eddie breaks off in a sprint.

Spider-Man too is unsure whether to follow Eddie or Miles. Eventually, he too chooses Miles, letting Eddie disappear in peace.

CUT TO:

INT./EXT. MILES' BEDROOM. A SMALL, COZY ROOM WITH A COMPUTER, BED, AND LOTS OF SCIENCEY TOYS. CIRCUIT BOARDS, TEXTBOOKS, RC VEHICLES, ETC.

It's high up above the city, and perched outside listening in is Spider-Man.

Miles is inside, on the phone.

MILES

...You should have seen it! I jumped out of a train to chase him down and...

He continues telling about the story. After a while, he slides the venom vial into a drawer of his desk, closes it and locks it.

MILES

How'd I beat him? Oh, I, uh.

(beat)

Well it became clear that I had
overpowered him and he surrendered.
Just like that.

Outside, Spider-Man nods and swings away, content to leave things here.

CUT TO:

INT. PETER'S APARTMENT

MJ

...And that's it?

PETER

That's it.

MJ

What about the vial?

PETER

He'll learn. We all do.

MJ

You don't think you'll have to stop
him?

PETER

I think he's wiser than me. And
besides, there are other heroes.

They embrace as we

FADE TO:

INT. CHEMISTRY LAB. DAY

Peter Parker is teaching class and his phone rings. He pauses, silences it, and continues with lecture. It rings again.

PETER

Uh, I have to take this. Family emergency. Miles, can you complete the demo?

Peter takes his still ringing phone, spins into the bathroom and answers it, checking all the stalls for students.

PETER

Hello?

When he answers, split the screen to show a now clean-shaven EDDIE BROCK on a pay phone on the other end.

EDDIE BROCK

Hiya, Pete.

PETER

Eddie? Where are you?

EDDIE

Don't worry about me, Pete.
(beat)
I'm going back to jail.

PETER (WHISPERING)

It wasn't you who killed those people, Eddie. IT was the suit.

EDDIE

I didn't call you to have you change my mind. The vial's gone, and that's for the best. I need some time away from it.

PETER

I can you get you work. Janitorial, maybe. At a lab, maybe the high school. Baxter Building. I've got friends.

EDDIE

No. I don't want to look over my shoulder every moment. And I won't ask you to break the law for me again.

PETER

You didn't ask me the first time. I made my choice.

EDDIE

I almost killed that kid, Pete. I

know what the suit did to me, and I
put it on.

(beat)

Thank you, Peter. For everything.
But I blew my chance. Blown every
chance I've ever had. Goodbye.

PETER

Goodbye, Eddie.

EDDIE

I won't ask you to visit.

PETER

I can't make any promises.

There's a moment of silence as they both wait for the other
to say something. Finally, Eddie hangs up, and we

ZOOM TO HIS SIDE OF THE SCREEN AND FOLLOW HIM

As he walks into the police station, arms up.

CUT BACK TO:

INT. SCHOOL. THE HALLWAYS ARE FULL OF PEOPLE AGAIN.

ADAM BLAKE walks down the hall, looking for a fight. He
sees Miles and the confidence that is exuding off of him.
Adam walks by without saying anything. One of his friends
calls him out.

BULLY

C'mon, Adam, why'd you let him go?

ADAM

Just not feeling it today I guess.

Miles grins as he follows to Gym class. The whole school
seems brighter, happier, even the music is uplifting.

Once we get to the Gym, FLASH calls over the FRESHMAN from
act one, who Adam initially bullied. He whispers something
to the kid, who nods, smiles, and runs away.

The kid darts between students, conveying a message.

Flash blows a WHISTLE, commanding attention.

FLASH

Listen up! Today we'll be playing Dodgeball. You know the rules. I, of course, won't be playing, but I will be reffing so I expect you to play fair.

The whole time he's talking, the freshman is making the rounds, each kid who is talked to nods and smiles. Finally, every kid in the class has been reached. Except for Adam.

FLASH (CONT)

And go.

He blows the WHISTLE again.

Immediately, every single kid in the class turns and throws a ball at Adam, pummeling him. Flash just washes.

An excited Peter Parker runs in, kicking the doors open and yells:

PETER

IT'S GOING TO BE A GIRL!

Before running out. We hear the cry repeated from a classroom down.

Finally, the torrent of balls stops and we

FADE OUT