

## [Night]

It's about 2 A.M. and a thunderstorm has just begun. A man dressed in a business suit with a briefcase in hand, exits a building and walks across a street. Rain pours down heavily and the streets appear barren. The man sees a cab approaching and hails it, but the cab passes, displaying an "Off Duty" sign.

The frustrated man uses his briefcase to shield himself from the rain. The rain begins to ease up. A few feet away, someone is watching the man, through the windshield of a parked car. As the man continues to flag down passing cabs, the parked car's ignition starts and it slowly begins to approach him.

The car pulls up and stops next to the man. The passenger window begins to lower. A man seated in the passenger's seat, asks the man if he needs a ride. The man politely, turns down the offer. The passenger makes the offer again. The man ignores him and begins to walk away.

As the man walks, the car catches up to him and the passenger asks the man if he is the lawyer who is representing for an old woman. The lawyer, walking quickly, tells the passenger he can't discuss those matters. The passenger tells the lawyer he wants to discuss a proposal. The lawyer says that he is not interested. The passenger then points a gun at the lawyer and asks him if he's interested now.

The lawyer stops walking and the passenger orders him to get into the car. The back passenger car door flies open, revealing a 3<sup>rd</sup> person inside. The lawyer panics and takes off running down the street. The gunman yells for the man to stop. Immediately the car follows after the lawyer.

The frantic man doesn't know where to go and winds up running down an empty side street. Tired and desperate to escape, the man sees a closed garbage dumpster and decides to hide inside it. The car pulls up to the side street and two men get out of the car. The driver then speeds off as the two men begin to walk down the darkened street.

The car approaches from the opposite direction, with its headlights blaring. The car stops about nine feet away from the dumpster. The driver proceeds to get out of the car. The gunman asks the driver if he had seen the man, running towards his direction. The driver says no and that he must still be somewhere on this street.

The gunman knows the lawyer is hiding inside the dumpster and decides to play a game. The gunman announces to his friends, that he wants to play a guessing game. He asks the driver if he thinks the lawyer is hiding in the dumpster. The driver responds, "Yeah, I think he's in there." The gunman then asks the other man who sarcastically responds, "Nah, I don't think so."

The gunman agrees with the 2<sup>nd</sup> man's answer and sadistically announces he is going to count to 5 before he fires shots into the dumpster. The gunman starts counting

and before he reaches “3”, the lawyer opens the dumpster’s lid and puts his hands in the air. The gunman then lowers the gun.

The lawyer asks the gunman what does, he want. The gunman tells the lawyer he wants him to not represent, the old woman. The lawyer explains to him, this is his job and he can’t just give it up. The gunman raises the gun and tells the lawyer, that from where he’s standing, it would be very easy to make him disappear. The two other men begin chuckling together.

The gunman asks again that the lawyer abandon his client. Again, he refuses. The gunman then tells the lawyer that he gave him a fair chance. He aims the gun at the man’s chest. The rain begins to pour down heavily. Sounds of thunder can be heard.

A distracting noise is heard a few feet from the dumpster. One of the men looks towards where the sound came and sees a shadowy figure, standing 15 feet away. One of the men yells to the figure to get lost. The figure slowly begins to walk towards the men. The gunman yells at the figure, asking if it’s bulletproof. The figure doesn’t respond and continues its approach.

The gunman then points his gun towards the figure and gives a final warning, but it keeps on coming. The man fires a single shot and the bullet ricochets off the figure. The figure stops moving and begins to give a low growl. The other men become startled and tell the gunman to fire another shot. The gunman fires off two more rounds but the bullets bounce off the figure.

The lawyer ducks down into the garbage dumpster and the lid falls down, closing shut. The figure begins to walk faster towards the men and the gunman continues to fire. The two men begin to slowly walk backwards to the parked car while the shadowy figure confronts the gunman face to face.

Lightning lights up the side street and the figure is revealed to be a 7 foot tall, Lizard creature. The gunman turns to run towards the car, but the Lizard grabs him and throws him into the air. The gunman lands on the car’s windshield. The two men then get into the car and the driver fumbles with the car keys.

Suddenly, a loud thud is heard, followed by the car’s roof caving in. The men panic inside the car. One of the men exits the car and tries to escape. With a swipe of the creature’s tail, the man is sent flying into a wall. The lawyer slowly lifts up the dumpster lid to see what is happening. He witnesses the Lizard creature reaching into the car, trying to pull out the driver.

The driver finally finds the right key and starts up the car, but the Lizard succeeds in pulling him out. The Lizard throws the driver into the air and he lands on the dumpster. The creature, while standing on the car’s roof, gives a loud bellow as the pouring rain and lightning illuminates its body.

## **Opening Credits.**

**[Day]**

**Peter is in his apartment.** He wakes up and glances over at his alarm clock. He realizes he overslept and jumps up from his bed, then rushes into the shower.

Peter gets dressed and grabs for his knapsack. He looks over at his alarm clock and realizes he'll be late for his first class.

**Through narration and visual recaps, Peter talks of what's been happening over the past few months. He mentions he is now, the official photographer for the Daily Bugle. He's able to pay his rent on time. His relationship with Mary Jane has formed back into a friendship. Mary Jane is off doing a photo shoot for a few clothing catalogs. Aunt May is occupying herself by working at a soup kitchen, somewhere in the city.**

**He mentions he has also taken a new found interest in electronics. Peter is inside his apartment and sitting on his bed with his G.P.S. in hand. There are a couple of "How-To" electronic books lying next to him. Near to the bed is a small collapsible table. On the table is a soldering kit, small chip boards, mini transmitters and tiny batteries.**

**Peter decides to test out his newly tooled G.P.S. locator. On the small table are a few various shaped mini transmitters. Some have small magnets attached to them, some with a sticky gum-like substance and a few with Velcro. Peter picks up a transmitter and walks over to his apartment window. With the G.P.S. and transmitter in hand, Peter steps out onto his terrace.**

**Down below is a hotdog vendor servicing a customer. Peter looks out into the street and sees a stopped car. He readies the transmitter and attempts to throw it onto the car's rooftop. As the transmitter flies from Peter's hand, it gets knocked of course by a gust of wind.**

**The wind carries the transmitter, through the air and it lands below, onto the customer's hotdog. Neither the vendor nor the customer notices what has just happened and the man proceeds to pay for his purchase. The man begins to reach deeply into his pockets to find his money.**

**As the man fumbles, Peter accurately shoots a stream of web, landing directly on the tracer. He looks relieved and whips the web back to himself. The**

**man finally finds the money and pays the vendor. The man then takes a bite into an empty bun. The man looks on the ground, then up in the air and asks the vendor where did his hotdog go? The vendor just shrugs his shoulders.**

**Peter is sitting on his terrace with a surprised look on his face. He is holding the hotdog in his hand, with the transmitter still attached to it. Peter removes the transmitter from the hotdog. Gives a shrug with his shoulders and proceeds to take a bite out of the hot dog.**

Peter puts on his costume, grabs his knapsack and exits through his apartment window. Spidey swings through the air on his way to the **University**. After reaching the University's campus, Spidey swings to the rooftop of one of its highest buildings. He changes into his civilian clothes. Peter discreetly lowers himself down the side of the building, via a slender web stream.

After reaching the ground and unseen by anyone, Peter walks across the University's campus. From a distance, he sees Gwen standing around, conversing with two female friends. Gwen looks to be in a cheerful mood, so Peter decides to walk over to her. As he approaches, Gwen's cheerful expression begins to change.

She doesn't look happy to see him. Peter greets her with a humble, "Hi." and then asks if he could talk to her. Gwen ignores him, but Peter humbly asks her please. She reluctantly, tells her friends she will talk with them later. Gwen tells Peter, "Okay...talk!" Unsure of what to say, Peter tries to explain what happened the night of their date.

Peter sincerely says, "Gwen....that night, all the dancing and performing. The person you saw, that wasn't the real me." Gwen quickly replies, "What do you mean that wasn't the REAL you?! I mean, you were there, right???" Peter expresses, "No...no. I mean...I wasn't being the REAL me. It's...it's complicated." Gwen responds, "Yeah, I see!"

Peter says, "Listen. I acted like a jerk. Taking you to that club, knowing that Mary Jane was there, was childish and stupid. I made a mistake and I can't take it back and I'm sorry. I didn't mean to hurt you...and if you hate m-." Gwen interrupts him, "I don't hate you. It's just that...it hurt." she says softly.

Peter replies, "I know... and I'm sorry. I wish I could just start over, but I can't. So I'm just asking...for your forgiveness. I just want us to be friends again." She pauses for about five seconds, then slightly smiles and forgives him. Peter smiles with a look of relief on his face. An awkward moment of silence occurs for a few seconds.

Gwen asks Peter how he is doing. Peter responds he's doing well. Gwen says she heard about the death of his friend Harry. She expresses her sorrow for Peter's loss. Peter says he's been taking it one day at a time. Peter then asks Gwen about herself and how she is doing.

Gwen says she's doing good, going to school and modeling. Peter tells her he's happy to hear that. She tells Peter she's taking part in a fashion charity event sometime this week. Again, Peter expresses he's glad for her.

Suddenly, Gwen asks, "Have you heard from Eddie, lately?" Peter begins to fumble for words. Gwen then interrupts, "I wonder why he hasn't called me?" It's like he just, vanished into thin air or something." she says with a slight chuckle while looking towards the sky. Peter stands looking at her, with a bug-eyed look on his face. He quickly changes his expression before Gwen looks back at him.

Gwen begins to ask about MJ. Peter, feeling a little uncomfortable, tells Gwen that Mary Jane is actually away doing a photo shoot for a popular clothing catalog. He says he's happy her career is starting to take off. He says he hasn't been in contact with her for a few weeks now. Gwen looks surprised and nods.

Peter then looks at his watch and tells Gwen he has to leave. He doesn't want to be late for class. He tells her she knows how Connors hates when his students show up late. Gwen agrees and says Professor Stromm is the total opposite of Connors; you can show up at anytime. Peter tells Gwen he will see her later and she says the same. They part ways.

**[Day]**

**Peter shows up to Connors' class** and sees students leaving. He says to himself, there is no way he could have been that late, so what's going on? Peter decides to ask one of the exiting students. The student tells Peter that Connors' class has been canceled until further notice. Apparently, Connors is very sick and may not be back until next semester.

Peter asks the student who gave him this information. The student points into the classroom and says that it was Connors' assistant. Peter says, "Assistant???" Peter then looks into the room and sees a girl around his age, dressed in a lab coat, talking to a student. Peter walks over to Connors' assistant, just as she finishes talking with the student.

Peter introduces himself to the assistant and then asks about Connors. A surprised look comes across her face. She replies, "So you're Peter Parker!" "Dr. Connors has spoken so highly of you. He says you're his best student." Peter modestly replies, "Well...not lately." "I've been missed classes like crazy, mainly due to...uh...work... and all."

The assistant introduces herself as Drew and says she had been working with Connors before he took the summer off. Peter asks her about Connors. She explains that Connors' wife had called and said he was sick, which has been almost over two weeks now. Drew also mentions that Connors' cell phone seems to be turned off, which she finds strange.

Peter tells Drew he has Connors' home address and may decide to pay him a visit. She agrees that maybe a good idea.

Peter asks Drew how she became Connors' assistant. She explains the position was available and it's helping with her tuition; as well as for her major, which is bio-chemistry. Peter thanks her for the information concerning Connors and tells her, he'll see her around on campus. She responds, "Not if I see you first." with a playful look in her eyes, "Bye." Peter leaves.

### **[Afternoon]**

In the **grasslands of Southern Africa**, a hunting party for a rhino begins. A large white rhino is seen grazing on the grassy terrain. A group of six men begin assembling themselves, two of which, are holding a giant net. Three jeeps are parked near to a large tree. Next to one of the jeeps, a man (named James) appearing to be in his late 50's, holds tightly to a high caliber rifle.

At first, it appears as if the men are trying to capture the rhino, but their intention is to incite it. The men cautiously approach the rhino, in an attempt to surround it.

A large shadowy figure can be seen, perched in the large tree. The figure opens a small pouch on his utility belt and takes out a small three inch, capped vial. The vial is filled with an amber colored liquid. The figure removes the cap and then drinks the liquid. The six men surround the rhino and begin to shout aloud in an African language, while waving their arms erratically.

The rhino begins to snort and takes a defensive posture, but it's not enough for the men to stop. Two of the men then throw the net, over the rhino. The other four men attempt to secure the net. The shouting continues and the rhino begins to show a sense of anger. It starts to thrash about and the men continue trying to secure the beast. At this point, the rhino has had enough. It begins to viciously throw its head around, attempting to impale one of the men.

Soon, the net begins to rip and the rhino becomes too violent for them to handle. The men release the net and begin to run towards the three parked jeeps. As the scared men flee, the rhino pursues after them. It charges into one of the men and knocks him

aside. Then a second man gets knocked aside, while the four remaining men continue to run.

The last four men split up and begin running in separate directions. With the men separated, the rhino chooses a new target. It is now heading directly at the man who is holding the rifle. As the rhino charges towards him, fear takes hold and the man begins to fumble with the rifle.

The man tries to ready the rifle to shoot, but continues to fumble with it. As the rhino reaches about six feet away, the man shuts his eyes tightly. Suddenly, the figure perched in the tree, leaps down onto the rhino. The shadowy figure has finally revealed itself to be Kraven.

With sheer strength, Kraven grabs hold of the rhino and places it in a choke hold. Kraven averts the rhino from its intended target. Kraven and the rhino begin to have a powerful struggle. The rhino tries to shake Kraven from off its neck, but his grip is too strong. As Kraven and the Rhino struggle, he calls to one of the four men to ready a tranquilizer dart.

One of the men grabs a tranquilizer gun from one of the parked jeeps and aims it at the rhino. Kraven tells the man to shoot the rhino. The man fires the dart, successfully hitting the rhino.

As the struggle continues, the rhino's movement seems to be slowing down. Kraven starts to loosen his grip as the rhino begins to lose consciousness. The rhino begins to stumble and stagger. Kraven then eases the rhino to the ground. With his strength, he then lifts the rhino into the air and presses it over his head. The four uninjured men begin to make their way towards Kraven while cheering in a native African language.

Kraven then sets the rhino down and instructs the four men to go and look after the two injured men. Kraven then looks at the man holding the rifle and gives a smirk. The man looks at Kraven and shakes his head with unease.

**[Day]**

**Peter arrives at the Daily Bugle** and notices that everyone seems busier than usual. Peter sees Betty and asks her what is going on? Surprised that Peter hadn't been keeping up on current events, she tells him the news about a recent Lizard sighting. Peter chuckles and tells her that it's probably just another unfounded rumor.

Betty tells him that this time; the rumor holds some truth to it. She mentions that a lawyer claims to have seen the Lizard creature. She says a group of thugs were attacked while attempting to assault him. The lawyer managed to get away unharmed, but the thugs weren't so lucky. They are currently in a hospital, listed with having severe

injuries. She says the police are still asking the lawyer questions and an investigation is set to take place.

Suddenly, a loud voice calls out, “Parker!!!” Peter turns around and sees Jameson in his office. Peter rushes into the office and sees Jameson looking a bit upset, but it’s just his normal manner. Jameson wants to know why he didn’t come into work sooner, then jumps into discussing his need for the Lizard creature photos. Jameson wants “The Bugle” to be the first to have exclusive photos of the Lizard.

As Jameson begins to speak, Robbie walks in and interrupts. Robbie tells Jameson there’s a young man who claims to have photos of the Lizard. Immediately, Jameson’s full attention shifts to Robbie. He tells Robbie to bring the young man in. The man walks in and explains he has photos of the Lizard creature. The man proudly hands them over to Jameson. Right away, Jameson turns down the photos, claiming they are too dark and out of focus.

He then hands the photos back to the man and tells him to look for another line of work. Robbie escorts the disappointed man out of the office. Jameson then turns to Peter and gives him a randomly quoted price. Peter reminds Jameson he had given him a staff position. He says “Oh...right. Well then, get to work!” Peter smiles as he leaves.

## **[Evening]**

**Kraven’s at his home**, pouring an alcoholic drink into two small glasses. After he finishes, he picks up the two glasses. He then walks over to James, who is sitting in the living room and hands him a glass. Kraven holds up his glass and gives a salute to another successful hunt. James salutes Kraven and takes a sip. He tells James he thinks the Palmyre Zoo will be happy with their new rhino.

James, still a bit shaken from the hunt, asks Kraven if it was necessary for him to instruct the men to incite the rhino. James expresses that someone could have easily ended up severely injured or even killed. He asks Kraven if it would’ve been easier to have used a tranquilizer dart, from the start.

Kraven finishes his drink. He tells James it would have been easier to use the tranquilizer, but there wouldn’t have been any challenge or excitement in doing so. James begins to sip his drink. Kraven tells James that for years, he has hunted the most wild and dangerous creatures in the world and now, he is bored.

He explains that hunting holds no excitement for him anymore. Kraven tells James he only does it to maintain an income and to keep James employed. James immediately thanks Kraven for caring for his well being. Kraven says he feels there aren’t any challenges left for him and he’s been thinking about retiring.

James asks Kraven what he will do with his life, if he retires. Kraven says he doesn't know. Kraven then sets down the glass and slowly leaves the living room. James sits in silence, with a concerned look.

### **[Afternoon]**

**At the Central Park Zoo**, a little girl and her mother are walking around, looking at the animal exhibits. One of the park officers announces the zoo will be closing shortly. The girl tells her mother she wants to see the new alligator exhibit. The mother tells the girl, they don't have time to see it. The girl then pleads with her mother and her mother agrees to take her.

The girl runs over to the alligator exhibit and her mother slowly follows. The girl sees a few alligators resting together on the opposite side of the habitat. The girl asks her mother, why all the alligators seem to be grouped together and are off to one side. The park officer makes a final call for all visitors to leave.

The mother tells the girl they have to leave, but the girl is not listening. The mother then begins to leave and calls for the girl to follow. As the girl watches the alligators, a crested reptilian head partially surfaces. The creature fastens its eyes on the girl. As the creature stares, the girl calls for her mother to come.

The mother expresses they have to leave, but the girl insists that she see this strange looking alligator. The girl turns around and tells her mother this one looks different from the rest. When the girl turns back around, it's gone. The mother then calls for the girl. The puzzled girl walks away from the exhibit, while repeatedly looking back at it.

### **[Late Afternoon]**

**Peter is walking down the street and heading home.** Gwen is riding in a car with her friend, Jane. The car is across the street, heading in the opposite direction of Peter. As the car meets and passes Peter, Gwen sees him and asks Jane to slow down. Jane asks why and then looks over at Gwen. She sees Gwen watching Peter and then pulls the car over.

Jane asks Gwen who she is looking at. Gwen says it's just a guy she had an interest in. Jane asks her what's his name and she replies Peter. Jane then begins to honk the car's horn and calls out to Peter. Gwen grabs Jane's hands and bashfully asks her what is she doing? Jane tells her she was trying to help her by getting his attention.

Gwen tells Jane she doesn't want to get his attention like that. Gwen tells her she wants to invite him to the fashion event, but doesn't know how to do it. Jane asks her if she has the invitations with her and Gwen replies, yes. Jane then asks her, how soon till

she sees Peter again. Gwen says probably on campus, but that wouldn't be until next week. Jane reminds her that the fashion event will be over before then.

Jane advises Gwen to take the opportunity and to invite Peter. Gwen says she can't do it because she doesn't want him to think she's a stalker. Jane asks Gwen if she is still interested in this guy and she replies, yes. Jane then orders Gwen to get out of the car and to go after him. Gwen looks a little hesitant and Jane orders her again.

Watching Peter the whole time, Jane tells Gwen which building he went into. Gwen then gets up the nerve to go after Peter. As Gwen walks away from the car, she looks back at Jane. Jane continues to egg her on. Gwen hurries across the street and heads towards Peter's building.

Gwen goes to Peter's building and enters inside. She looks for his name and apartment number, listed in the lobby. She walks up a stairway and reaches the 2<sup>nd</sup> floor. Ursula is leaving her father's apartment and sees Gwen coming up the stairway. Gwen then sees her and asks if she knows where Peter's apartment is. Ursula tells her and points to it.

Gwen thanks Ursula and heads to Peter's apartment door. Ursula replies and walks down the stairs. Ursula stops for a moment to look back at Gwen. She then continues down the stairway.

### **[Late Afternoon]**

**The zoo is closing** for the night. A night security guard is informed he will be alone tonight, when monitoring the zoo grounds. His co-worker had gone home sick and there was no one available, to fill in.

### **[Night]**

**Peter is inside his apartment**, dressed in his costume. He is listening to his police radio, while tinkering with his G.P.S. There is a knock at the door. He asks who it is and a voice responds, "Peter? It's Gwen!" He replies, "Gwen???" He begins fumbling around, trying to look for something to put on. He nervously asks her to give him a few seconds before he answers the door.

Peter quickly looks for his bath robe and puts it on. He then realizes that his feet and legs are still exposed. He continues to make sorry excuses for his delay in answering the door. Gwen jokingly questions what he is doing inside of the apartment. Peter opens up a few dresser draws, and finds a pair of long tube socks.

Peter asks her how she found out where he lived. She bashfully tells him she was passing through the neighborhood and saw him heading into this building. He quickly puts on the socks.

Gwen tells him she can come back at another time. Peter insists she stays. Finally, he opens the door and quickly secures the top of his robe. Peter then apologizes for the delay and invites her inside. He tells her he wanted to straighten up the room before she came in.

### **[Night]**

**At the Zoo**, the security guard begins his shift. The guard walks the zoo grounds, passing by the various animal exhibits. He reaches the new alligator exhibit and stops to look at it. The guard is carrying a host of snacks in his pockets. He takes one of his snacks out of a pocket and opens it.

He proceeds to eat the snack and seems to be enjoying it, until he is interrupted by a low growling sound. The guard makes a comment to the alligators on how the snack he is eating, is for himself only. He then breaks off a piece of the snack and throws it into the alligator pit.

As the guard proceeds to walk away from the pit, he hears the growling sound again. The guard tells the alligators that the rest of the snack is his and they will have to wait until morning to feed. The guard is leaving and the growl grows louder. He tells the alligators to growl all they want because he's not sharing anymore.

Suddenly, the Lizard creature leaps up from the alligator pit and lands a few feet behind the guard. It then gives off a loud guttural growl. The guard slowly turns around and sees it staring right at him. He immediately drops his snack as the Lizard slowly creeps towards him.

The guard slowly backs up and begins to empty his pockets of the remaining snacks he is carrying and tells the creature it can have them. The scattered snacks grab the Lizard's attention and it begins to tear at their packaging. While the Lizard seems distracted, the guard hurries away and kneels behind an information booth. He then takes out his cell phone and places a call to the police.

### **[Night]**

**At Peter's apartment**, Gwen looks around the room and mentions that it's somewhat cozy. She hears the police radio and asks Peter what he is listening to. He comes up with a lame reason. He then quickly asks Gwen why she is there. She tells him she wants to invite him to the charity fashion event and hands him an invitation. She smiles and tells him maybe he could take a couple of photos of her. Peter smiles.

Gwen mentions the event will be a great opportunity for her. She will meet lots of top fashion designers. While she continues to talk about the event, the police radio catches Peter's ear. He hears a dispatcher alerting a police unit to investigate a call concerning the zoo. The Lizard creature was reported to be on the zoo grounds.

Peter knows he has to get Gwen out of the apartment and fast, but doesn't know how. Then, Gwen's cell phone starts to ring. She excuses the phone call and answers it. Jane asks Gwen what is taking so long and if she could cut her visit, short. She tells Jane she'll be right down.

Gwen ends the call and tells Peter she has to go because her friend is waiting for her. Peter tells her he understands. Gwen tells him she hopes he's able to make it to the event. Peter says he can't make any promises. She smiles and then let's herself out of the apartment. Peter closes the door behind her.

Peter quickly runs over to his window. He heroically drops the robe, puts on his mask. Just as he's about to leave, Spidey looks down and sees he's still wearing the tube socks. He quickly begins taking them off.

### **[Night]**

**Back at the zoo**, the guard watches as the Lizard devours the snacks. He then gets an idea to record a video of it on his cell phone. As the guard records the video, the Lizard finishes eating the snacks. It appears to still be hungry and starts to sniff at the air. The guard watches as the Lizard points its head towards his direction.

The guard realizes he has the scent of his snack, still on his fingers. He frantically tries to wipe the scent away on his clothes, but the Lizard has spotted him and starts to make its way towards him. The guard stops and sees the Lizard approaching. He stands up and tries to explain to the Lizard that he doesn't have anything more to offer it.

The Lizard steadily approaches as the man slowly walks backwards. The guard finally realizes his words are having no effect upon the creature and begins to run away. The creature then begins to give chase and the two of them race around the information booth. As the man tries to out smart the creature, the Lizard proves to be smarter and leaps on top of the booth.

As the panicked guard tries to run away, the Lizard leaps from off the booth and soars towards the fleeing man. Just before the Lizard lands on the man, Spidey appears and knocks the Lizard from off its intended target.

As the creature lies on the ground, the man stops running. Spidey instructs the guard to call for the police. The man says the police should be on their way. The creature

then springs up from the ground and Spidey yells to the guard to run to safety. The guard runs off and the creature turns its attention towards Spidey.

Spidey decides to seize the opportunity to take a few photos of the Lizard. As he begins taking pictures of the creature, he starts to say smart remarks about it. The camera flashes begin to anger the Lizard and it charges towards him. Spidey and the Lizard get into a tussle.

They cause a large amount of property damage during their battle. Most of the damage takes place in the area of the alligator exhibit. The Lizard finally gets the upper hand and knocks Spidey into the alligator pit. Spidey avoids being injured by the alligators and gets out of the pit unharmed.

By the time Spidey makes it out of the pit, the Lizard creature seems to have disappeared. Soon, the police show up and are being lead by the zoo security guard. The guard and the police arrive where Spidey is and ask him what happened. Spidey tells them the Lizard had gotten away. The police then start to investigate the zoo grounds for the Lizard.

One of the officers tells Spidey that he wants a witness statement from him. Spidey tells the officer that the security guard can cover it. He expresses he just wants to head home because of a huge headache he has. Spidey then heads off.

**The next morning, Peter goes to have the photos developed.**

**[Day]**

**Peter decides to pay Aunt May** a visit. Peter knocks at her door and Aunt May opens it. She is surprised to see him. She then welcomes him in and asks him what he is doing there. He tells her he was just in the area and decided to stop by. She replies she is doing great and asks him how he is doing, as she races into her kitchen.

Peter closes the door and tells her something smells good and asks what she is cooking. He sees Aunt May seems to be in a jolly mode and asks her if she is alright. Peter then follows her into the kitchen and sees her preparing a lunch for two. Peter asks her if she was expecting him for lunch. Aunt May snaps out of her distracted state and apologies to him for being so preoccupied.

She tells him she is preparing lunch for her and an invited guest. Peter curiously asks her who the invited guest is and if he knows them. She explains to him her guest's name is Nathan Lubensky. Peter asks her who is he? She tells him that Nathan is a very nice man she met, while working at the soup kitchen.

She says they have been talking for quite some time and have become pretty familiar with each other. Peter expresses he's happy she is taking an interest in someone, but asks why she didn't tell him. Aunt May explains that she didn't tell him because she didn't know how he would have reacted.

She didn't know if the idea of her seeing anyone, after Uncle Ben's death, would have been accepted by him. Peter tells her he understands how she felt about Uncle Ben and that he will always be in her heart. Peter expresses that Uncle Ben would have wanted her to move on with her life and not dwell on the past. He would want her to be happy.

Peter says he feels the same way and wants her to be happy, too. Aunt May thanks Peter for his encouraging words and then gives him a hug. She expresses to him she feels relieved, like a weight was taken off her shoulders.

Peter asks her if she really likes Nathan. She says there is something about him that draws her to him. She says he was in the military and that he served in the war. Aunt May explains that Nathan has such a confident manner about him. She says they could go on talking for hours. Nathan has so many stories and experiences to talk about.

Peter then jokingly tells her it sounds like a case of "Puppy Love". She gives him a soft slap to his arm and tells Peter she is too old for "Puppy Love". Aunt May then asks Peter about his personal life and how things are going between him and Mary Jane.

Peter tells her he and MJ remain as good friends. He says they both decided to put their relationship on hold, it got pretty complicated. He mentions that he was invited to a charity event, by a girl at school. He's debating whether he should go or not. Aunt May asks him if the young lady is single and he replies, he thinks so. She tells him if the young lady invited him, he should go.

Aunt May tells Peter it's obvious the girl has an interest in him. Since MJ and he are now friends, it doesn't mean they can't develop an interest for other people. Peter tells Aunt May she's right and that he will attend the event. Peter expresses he has to leave. She asks him if he wants to stay for lunch, Nathan should be there shortly.

Peter tells her he'd really like to but he can't, work related. He again tells her he is happy for her and to enjoy her lunch date with Nathan. He then gives her a hug and lets himself out.

**[Day]**

**Peter goes back to pick up his developed photos.** He gives the clerk his receipt and the clerk looks for his photo envelope. As the clerk hands Peter the envelope, she makes a comment to him that, Halloween must have come early this year and smiles. Peter starts to check his body to see if his costume is showing.

The clerk asks him what he is doing and then tells him she was talking about the photos. Peter gives her a quick smile and turns his back to her. He opens the envelope and begins to sort through the photos. He notices some of the photos didn't come out well, except for three.

In one of the few better photos, the Lizard appears to have a very faint tattoo, on its left shoulder. Peter studies the photo and then places them back into the envelope. With a puzzled look on his face, he leaves the store.

**[Day]**

**Peter heads over to the Daily Bugle** with the photos of the Lizard creature. He appears to be in a good mood. Jameson is sitting in his office, looking at his laptop. Peter strolls into Jameson's office and tells him that he has the photos. He tells Peter he probably won't need the photos because he has something even better.

Jameson then faces his laptop towards Peter and tells him that he has a 37 second video clip of the Lizard. He then plays the video for Peter to watch. After the video finishes, Peter asks Jameson how he got it.

Jameson explains that earlier in the morning, a young man who claimed to work at the zoo said he had recorded the encounter on his cell phone. Apparently, the man was telling the truth when he presented the recording. Jameson then plays the video again and says that he should offer the man a job.

Jameson seems to be enjoying the video, while Peter looks a bit disappointed. Peter then asks him if he still plans to use the photos. Jameson, preoccupied with watching the video, makes Peter an offer of \$150.00 for the photos. Peter then reminds Jameson that he's the Bugle's staff photographer.

Jameson then realizes this and tells Peter he will use the photos, since they will go well together with the zoo guard's interview. Peter leaves the photos on Jameson's desk and then exits his office. Jameson then intercoms Betty and asks her to contact a variety of news stations. He wants to negotiate a few deals for use of the video. He then continues to play the video over and over.

**There is a brief Lizard sighting in the subway.**

**[Afternoon]**

**Peter goes to Connor's home** to speak to his wife. Connor's wife, Martha answers the door. Peter introduces himself and asks if he could speak to Connors. Martha tells him Connors is sick in bed and expressed he didn't want to see any visitors. Peter tells her he has a couple of photos he would like, Connors to see. Martha refuses to allow him to speak with Connors.

As Martha turns Peter away, a little boy can be heard running from behind the door, calling for his daddy. The little boy reaches the door and asks if his daddy is home. Martha immediately instructs the boy to go up to his room. After sending her son Billy away, she tries to downplay her son's reaction. She tells Peter her son likes to play games and that this was one of them.

Peter explains he didn't mean to bother her. He just stopped by out of concern for Connors. She thanks Peter and tells him she has to go and attend to him. Peter asks her to tell Connors he stopped by and then says goodbye to her. She then closes the door, with a slight smile on her face. Peter knows something is wrong.

## **[Night]**

**At Kraven's home**, James is resting in his quarters. He is sitting up on his bed, doing work on his laptop. While he works, his television is on, keeping abreast of the stock market. Once the stock market report ends, he does a little channel surfing. He eventually comes across a program that covers news events from around the globe.

A few events are broadcasted and James doesn't seem too interested. He is about to change the channel. The reporter then speaks of an interesting video that may solve the mystery of a rumored 7 foot, bipedal Lizard terrorizing the city of New York. This news seems to catch James' interest and he starts to increase the television's volume.

The video was exclusively obtained by the Daily Bugle. Although speculated to be a hoax, the 37 second video was recorded on a zoo security guard's cell phone. Apparently, the creature was inside the zoo and tried to attack the guard. Miraculously, Spiderman appeared and rescued the guard from the Lizard.

James gets up and sits on the edge of his bed. He watches the television attentively. While the video begins to play, the reporter explains that it was recorded before Spidey and the Lizard's confrontation. The battle caused a sufficient amount of damage to the new alligator attraction. The zoo will remain opened to visitors, but the alligator exhibit will be closed off, until repairs can be made.

The video segment ends and the reporter talks about other news events. James then reaches for his laptop and goes online. He uses a search engine to find out more information about the Lizard creature. James finds the most reliant source of info on the Daily Bugle website.

James finds an article on the Lizard's sightings and recent attacks. There is also a small interview from the zoo security guard as well as a photo of the Lizard. The video of the creature is also available for view. James smiles and then bookmarks the site.

### [Night]

**At a small African village**, Kraven is seating on the floor of a grass hut. He waits patiently as a middle-aged woman sits before him. An older man and woman are sitting behind the woman. They are positioned off to the left and right of her.

The woman mixes various herbs, roots and dried leaves into a small kettle, over an open fire. While the woman mixes the special brew, she sings a song in a soft African language. The room begins to fill with smoke, emanating from the brew. Kraven closes his eyes and begins to breathe deeply.

The churning stops, but the woman continues to sing. She picks up a small clay jar and places it by the kettle. She picks up a large clay jar with a hollowed bottom. The large jar has a thin mesh covering the hollowed bottom. The woman holds the large jar over the smaller one.

She proceeds to scoop the brew out of the kettle and into the large jar. The brew enters into the large jar and the mesh cover acts as a strainer. An amber colored liquid seeps from the mesh and into the small jar. The woman finishes after the small jar is filled. She then sets down the large jar.

The woman then takes a thin animal skin and covers the top of the small jar. She wraps a string around the small jar and ties it, securing the cover to the jar. The woman then stops singing and Kraven opens his eyes.

The woman presents the small jar to him and he accepts it and slowly nods. He reaches into his shirt pocket and pulls out a large number of African currencies. Kraven presents the money to the woman and she accepts it and slowly nods. He then gets up from the floor and exits the hut.

### [Night]

**Kraven returns home** and enters holding the small clay jar. Upon his arrival, James greets Kraven and tells him he has something to show him. Kraven expresses to him that he feels tired and asks if it could wait until morning. James asks him why put off till morning what could be his greatest hunt ever. Kraven curiously asks James what he is talking about.

He tells Kraven to follow him. He leads Kraven over to his laptop and logs online. While James logs onto the Daily Bugle website, he explains to Kraven he was

watching a news program that brought something to his attention. He tells him this may interest him. Kraven patiently waits as the webpage loads.

The Daily Bugle's webpage loads up and James points to a headline on the website. It reads "Lizard Creature, Fact not Fiction" and Kraven asks James what does it mean. James then plays the video and explains to him that a 7 foot Lizard creature is running loose in New York City.

As Kraven replays the video, James tells him the footage was recorded at a zoo, by a security guard. The guard was attacked by the creature, but managed to escape with the help of someone called "Spiderman". Kraven then responds "Spider –what?"

James mentions that, the guard recorded the video with his cell phone. He tells Kraven this might be the hunt he, has waited for all his life. He tells Kraven, if he truly plans to retire, then maybe he should take on this creature, for his last hunt. Kraven takes a few seconds to think and then plays the video again.

Kraven looks at the photo for the Lizard. He tells James that taking a trip to the U.S., for the sake of hunting this "creature" is a huge gamble, even more so since it's his time and money. Kraven tells James this could all be some kind of hoax or false imagery. Maybe it is a man running around in a costume.

James asks Kraven what would happen if this "gamble" actually turned out to be worthwhile. Could he live with himself, knowing that he missed an opportunity, like this? Kraven takes a few seconds to think about it. He then instructs James to pack their luggage and book the earliest flight to New York.

## **[Night]**

Spidey decides to visit the Connors' home. Hidden in a nearby tree, he watches as Martha exits the home, while briefly talking with a young girl who appears to be a babysitter. He thinks to himself this seems a bit odd, could Connors' be that sick? When the conversation ends, Martha gets into her car and starts it up. Just before she drives away, Spidey successfully throws a transmitter onto Martha's car.

Spidey knows something strange is going on. He leaps from out of the tree and lands near to the house. He cautiously walks around to the side of the house and slowly begins to scale it. He crawls up the side of the house and looks into all the 2<sup>nd</sup> floor windows. Spidey then sees an opened window that leads to a short hallway. He carefully lifts up the window screen and then proceeds to go inside. Voices can be heard coming from the 1<sup>st</sup> floor. He cautiously sneaks about the 2<sup>nd</sup> floor, checking into bedrooms.

The babysitter is downstairs, sitting in the living room. She is watching television while talking to a friend on her cell phone. Billy runs over to her and starts playfully

jumping up and down, asking her to play a game with him. The sitter stops her conversation and asks Billy to give her five more minutes before she plays with him. He agrees and proceeds to go up the stairs and heads to his bedroom.

Spidey has finished his search of the bedrooms and makes his way back to the window in which, he entered. Billy is searching around inside his bedroom, looking for a game. Billy then begins to exit his room. As Spidey is about to lift up the window screen, Billy comes bursting out of his room and into the short hallway. Billy then surprises Spidey as he tries to exit the home. He calls out to Spidey in a loud and excited voice.

Spidey quickly looks at him and makes a “Shhh” gesture. Billy slowly walks over to Spidey and asks him what he is doing there. Spidey tells him he heard his father was sick and was concerned to see if he was okay. Billy tells him his father isn’t sick and that he’s not home. Billy says his father hasn’t been home for quite some time and he’s down in Florida. He says his mother sometimes gets mad at him, when he asks her when his father is coming back.

Spidey finds this information to be puzzling. Spidey tells Billy not to worry and that his father will one day, come home. He then proceeds to exit through the opened window. Before leaving, Spidey asks him not to mention the conversation they had or his uninvited visit to the home, to anyone. Billy agrees not to talk about it.

Spidey then exits the home and tells him goodnight. Billy responds and watches him disappear into the night. Billy secures the window screen and then heads back downstairs.

**[Dawn]**

**Kraven and James are at an airport**, waiting to pass through the baggage and passenger screening. A woman is standing ahead of Kraven and has just finished being screened. After the woman heads on, Kraven is next. He is holding a large metal briefcase, which he places in an item screening bin. He is then searched for any metallic objects or weapons.

While Kraven is being searched, the briefcase is then opened by one of the airport screeners. The screener opens the briefcase and sees a large envelope sitting on top of an array of weapons inside. The screener opens the envelope and it reveals a large amount of African currency inside.

The screener then closes the envelope and removes it from the briefcase and places it in his pocket. He then closes the briefcase and nods to Kraven. The screener tells a worker (in an African language) sitting a few feet away from him, the briefcase is okay to pass through. Kraven then passes the screening process and is handed the briefcase. Kraven confidently heads towards his gate and it is James’ turn to be screened.

**[Night]**

**Back in New York**, Spidey locates Martha's car with his customized G.P.S. After riding on the roofs of a few local delivery trucks and buses, he catches up to her car. Spidey notices that Martha is heading towards an area filled with warehouses. Martha reaches her destination and slowly pulls up and parks in the front of a small abandoned warehouse. She then sits in her car for about one minute, just staring straight ahead.

Martha then takes off her seatbelt and appears as if she is going to exit the vehicle. Suddenly, she stops and starts to breakdown and cry. Completely puzzled, Spidey continues to watch her. After a few minutes, Martha composes herself and puts her seatbelt back on. She starts up the vehicle and begins to drive off. Spidey follows after Martha and they end up back at her home. She then goes inside for the night.

**[Day]**

**The next day**, Peter wakes up to Ursula knocking at his apartment door. She tells him that she has several messages from the Daily Bugle, asking him to come in immediately. Ursula tells Peter that she tried earlier to knock on his door, but he was sound asleep. He thanks her for the messages and then gets dressed.

**[Day]**

**Peter goes to the Daily Bugle** and enters into Jameson's office. Jameson asks him where has he been all morning. He tries to explain, but Jameson cuts him off. Jameson explains to him that last night he received a sleep interrupting, but valuable piece of info on a man named "Sergei Kravinoff", who goes by the name "Kraven the Hunter". Kraven is flying in from South Africa and will be landing at La Guardia airport, some time today.

Jameson wants Peter to accompany a newly hired reporter named Ned Leeds and to take pictures of Kraven. Jameson then intercoms Betty and asks her if she has heard anything from Ned. She says that Ned called and said he's running late but he's on his way. Jameson tells her to send Ned into his office, as soon as he shows up.

Peter expresses to Jameson that he vaguely remembers hearing of Kraven, but he doesn't know much about him or what he looks like. Jameson then opens his desk drawer and pulls out an outdated issue of National Geographic <sup>TM</sup> and hands it to Peter. Peter looks at the cover and reads out loud, "Czar of the Jungle???" While Peter looks through the article on Kraven, Jameson begins to tell his history.

Kraven and his family fled Russia in the mid 1980's. Most of his origin as well as his personal life, he likes to keep secret. He remains a very mysterious man. He is very popular in all of Europe and most of Asia and resides somewhere in southern Africa.

Kraven makes his living from capturing wild animals and selling them to wildlife zoos, throughout the eastern hemisphere. His work also includes guided wild safari hunts, which he regularly partakes in.

Jameson mentions Kraven's freakish strength. According to Kraven, every animal he has ever captured was done through sheer strength. No weapon, such as a gun, was ever used during the captures. He detests the use of guns and feels that hand to hand combat is a more formable challenge. Kraven is like a modern day Samson, although he won't reveal the secret of his strength.

Ned finally arrives at the Daily Bugle and races to Jameson's office. He reaches the office and introduces himself to Betty. She briefly flirts with him and then tells him to go right inside, Jameson is waiting for him. Ned enters the office and begins to apologize profusely to Jameson for his lateness. Jameson abruptly cuts him off and quickly introduces him to Peter. Jameson briefly explains to Ned that, he wants him to secure an interview with Kraven.

Jameson explains that this is Kraven's first visit to the U.S. and that he wants an exclusive. Kraven is somewhat of an unknown, within the States and Jameson wants the "Bugle" to officially introduce him. Ned begins to thank Jameson for the job opportunity but Jameson cuts him off. He tells Ned, that if he's going to become a great reporter, he's got to put his job before himself. Jameson then turns and looks outside of his office window, continuing to talk. Ned looks at his wrist watch and then looks at Peter. Peter looks at Ned and shrugs his shoulders.

Jameson advises Ned to be aggressive and to go head to head with people. He tells him that sometimes a good reporter has to put himself in danger, to get a story. These are the things that make a good reporter. He then turns around and faces towards Peter and Ned. He gives Ned a piece of paper with Kraven's flight number and airline written on it. Jameson tells them they have about 20 minutes before Kraven's flight lands. Peter drops the magazine on Jameson's desk and the two hurry out of the office.

**[Day]**

**Kraven is on the plane**, with James seated next to him. The pilot announces the plane will be landing at La Guardia, within the next 25 minutes. Kraven looks over towards James and tells him they will need to check into a modest, low-rate hotel. Kraven expresses he wants to be as inconspicuous as possible, gained attention will only be a hindrance for them.

James mentions to Kraven he did some research on this "Spiderman". He says Spiderman seems to be credited as a kind of "Hero" to the city. Since it was reported that Spiderman had a run-in with the creature, he may too have an interest in the creature.

He then asks Kraven what he will do, should Spiderman become an obstacle. Kraven tells him if Spiderman presents himself to be a problem, he will then claim for himself two trophies, instead of just one.

**[Day]**

**At the Connors home**, Billy is running and jumping around the house. He extends his arms towards various objects and pretends to shoot out webbing. Martha enters into the living room holding a small basket of dry laundry. Billy turns towards her and extends his arms and makes a “Thwhip” sound. She smiles at him and asks him what he is doing? He tells her he is supposed to be Spiderman and that he is capturing bad guys.

Martha expresses she hopes she’s not one of the bad guys. Billy continues to play and tells her she’s not. Martha says she’s happy to hear that. He stops and asks her when his father is coming home. Her mood then changes. She says she’s already discussed this with him. She explains to him that his father is visiting in Florida.

Billy looks puzzled. He asks her then why would Spiderman come to the house and ask him if his father is doing well. Martha sets down the laundry basket, walks over to him and kneels down to his eye level. She asks him why he would make up such a story. Billy expresses that the story is true. He explains he wasn’t supposed to say anything but, Spiderman did come to the house, looking for his father.

She puts her hands on his shoulders and tells him she understands that he misses his father. She tells him not to worry and that his father will come home. She asks him not to tell anymore stories. Billy tries again to tell her it was true, but she cuts him short and asks him again. He agrees. She then tells him to go and finish playing. Martha stands by herself with a concerned look on her face. She then picks up the laundry basket and proceeds to head upstairs.

**[Day]**

**At the airport**, Peter and Ned are waiting for Kraven to exit the airport. While they wait, Ned asks Peter how long he has been working for the Bugle. Peter tells him five years. He then asks Peter about Betty. With a slightly surprised look, Peter wants to know why Ned is asking him about her.

Ned tells him he was just curious to know if she was a nice girl and if she was dating anybody. Peter looks kind of reluctant to answer Ned’s questions. Suddenly, Peter recognizes Kraven and tells Ned to get ready for that interview. Peter gets some distance away from Ned and begins to take non-flash photos of Kraven.

As Kraven and James draw closer to the airport’s exit, Ned readies himself to ask Kraven for an interview. As soon as Kraven is about 5 feet from him, Ned introduces

himself, while extending his hand. He quickly asks Kraven if he would like to give an exclusive interview to the Daily Bugle. Kraven reaches out and grabs Ned's extended hand and begins to squeeze it.

Peter is still taking photos of Kraven and Ned. He sees Ned's face is starting to wince. Kraven draws his face closer to Ned's and tells him he does not want to be interviewed by anyone. He then releases Ned's hand and pushes him aside. Kraven exits the airport, followed by James and a skycap pushing a luggage cart.

Peter goes over to Ned and asks him if he's okay. He expresses he's fine while shaking off his hand. He tells Peter that Kraven is a big jerk and yells aloud, that he hopes Kraven has a bad time in New York. Ned tells Peter they should head back over to the Bugle.

Peter asks Ned if he could drop him off at "Photo Hut", to develop the photos. He agrees and expresses to Peter that at least some good came out of the interview, he did get the photos Jameson wanted.

**[Day]**

**Outside the airport**, a cab pulls up in front of Kraven and James. The cab driver opens the trunk and the skycap begins loading it with luggage. Kraven gets into the cab, while James pays the skycap. James then gets into the cab and it drives off. The cabbie asks Kraven what is their destination. While Kraven sits with an annoyed look on his face, James tells the driver to take them to the cheapest hotel in the city. The cab driver complies.

**[Day]**

**At a rented hall located in the city**, Gwen along with a few other girls, rehearse their steps and movements for the fashion event. She walks up and down the assembled runway, while decorations and lighting fixtures are being set up. A man is sitting at the end of the runway and observing the models' movements.

As Gwen walks down the runway, she looks a little nervous and apprehensive. The seated man notices Gwen and calls her over to him. He tells Gwen that she looks too focused and un-relaxed and asks her what's wrong.

She expresses she invited a special friend to the show and that she wants her performance to be perfect. The man expresses to her she shouldn't worry about being perfect and just try to enjoy the moment. He tells her that a true friend wouldn't care if her performance was perfect or not. A true friend would just be there to support her, no matter what. She agrees with him and thanks him for the advice.

**[Day]**

**Kraven and James are inside the cab**, heading to the city. He tells James they must act quickly and he's already starting to detest this country. The driver notices that Kraven has a slight accent and tries to make conversation with his passengers. He asks Kraven if he is from Russia and then says hello in Russian.

Kraven doesn't respond and looks out of his window. James answers the cabbie and tells him they are from South Africa.

The driver asks James if this is their first time in New York. James replies, "Yes... this is actually our first trip to the United States." The cabbie then gives his passengers a grand welcome. The driver then asks, what brought them to New York. Kraven still visibly annoyed by the questions, lets out a long deep sigh. James quickly answers him and says they are sightseeing. The driver tells them they chose the best city for that purpose.

Kraven tells James he can see things getting more insane by the minute. The driver overhears Kraven's comment and tells him he hasn't seen insane yet. The driver pulls out a recent copy of the Daily Bugle newspaper and hands it back to Kraven and tells him to look at it. Kraven refuses and James takes it instead. James looks at the front page of the paper. He notices a B&W photo of the Lizard creature.

James quickly shows the cover page to Kraven. He takes the paper and opens it to a two page spread, filled with an article and two large photos of the creature. Kraven attentively reads the article, while James asks the driver if he believes the sighting to be true. The driver says he's not sure of what to believe these days, whether it's an octopus man or guys made of sand. New York is a crazy place to live in, these days.

While the driver is talking, Kraven notices the photos were taken by someone named, Peter Parker. He mutters the name under his breath. Kraven excitedly asks the driver where the Daily Bugle is located. The driver tells him that it's located just across the bridge. Kraven instructs the driver to take them to the Bugle immediately. The driver agrees. James asks Kraven why they are heading there. He replies he wants to ask someone there, a few questions.

**[Day]**

**Capt. Stacy is holding an outdoor press conference**, in regards to the alleged sightings and attacks of the Lizard creature. He announces that, due to the number of attacks and sightings, as well as the damage to the zoo, the NYPD is organizing a special task force. Their goal will be to capture and identify whether if it is an actual creature or some crazy person running around in a costume.

He expresses that the NYPD will maintain to try and keep the streets safe. The citizens should continue in their daily routines and report any strange sightings or occurrences to the police, immediately. He then ends the conference and leaves a numbers of reporters, asking questions that go unanswered.

### **Pete gets Kraven photos developed.**

**[Day]**

**Kraven's taxi has arrived at the Bugle.** He tells the driver to wait and James to stay in the cab, before entering the building. Robbie is seated at his desk when he receives a phone call from the 1<sup>st</sup> floor receptionist. Kraven is downstairs and asking to speak with Peter Parker. Surprised and curious, Robbie makes the decision to allow him up. He then quickly runs into Jameson's office and tells him Kraven is here and that he's on his way up.

Jameson is also curious as to what Kraven is doing there and whatever happened to Ned getting that interview. Robbie says he really doesn't know, but it seems Kraven is more interested in Peter. Jameson asks Robbie why he is so interested in Peter, he's just a photographer. Jameson begins to figure Kraven may have come directly to the Bugle to discuss arrangements for the interview. He instructs Robbie to show Kraven to his office as soon as he arrives upstairs.

While waiting for Kraven, Jameson pretends to interview him. He asks questions like, "How many animals have you captured?", "What's the secret of your strength?", "Do you have a retirement plan?", "Is there a Mrs. Kraven?", "Is there a Mr. Kraven?" Seeing that he's a bit rusty, He shrugs off the idea to ask Kraven these questions.

Kraven arrives and Robbie shows him into Jameson's office. As Kraven enters the office, Jameson stands up and extends his hand to Kraven, welcoming him to the Daily Bugle, New York's finest paper. Kraven refuses to shake his hand and arrogantly asks to speak to the man who took the photos. A little insulted, Jameson then lowers his hand. Robbie asks Jameson if he wants him to stay. He tells Robbie it's okay and to give them some privacy. Robbie leaves and closes the door to the office.

Jameson asks Kraven, what exactly, does he want to know about the photos. Kraven says he wants to verify the validity of the photos and to know exactly where and how they were taken. Jameson tells him that Peter isn't there. He vouches for Peter to be a pretty reliable photographer and whatever photos he takes for the Bugle; he believes to be 100% authentic. As far as how Peter obtains his photos, remains strictly confidential. Jameson says even he doesn't know how Peter gets his photos.

Jameson then realizes since Kraven seems to have such a high interest in the photos, he must be in New York for the Lizard creature. Jameson asks him if he is there for that purpose and proposes to print a front page headline accompanied by an interview by him. Kraven eludes the question about the creature and angrily tells him he hasn't come all this way to give any interviews.

Kraven sternly warns Jameson not to print anything pertaining to his visit and if he does, he will turn him into his next prey. While Kraven turns to leave out of the office, Jameson angrily stands up from behind his desk. He tells Kraven he should have him arrested for making threats against him. He then tells him to get out of his office, by which Kraven has already exited.

Jameson's voice catches the attention of the workers, located throughout the floor. Robbie hurries into Jameson's office and asks him if he is okay. He tells him he's fine. Robbie then instructs the workers to resume work and closes the office door. Jameson tells him that Kraven is the biggest jerk he's ever met in his life. He explains how Kraven just blew the opportunity of a lifetime, to be featured in the Daily Bugle.

**[Day]**

**Kraven leaves the building and gets into the taxi.** James asks what happened. Kraven tells him that visiting the Bugle was a waste of his time. He then tells the driver to continue taking them to the lowest rented hotel in the city.

As Robbie and Jameson continue to talk, Ned shows up. He slowly walks towards Jameson's office and sees him, talking to Robbie with the door closed. Ned has a disappointed look on his face. Betty sees that he appears let down and decides to ask him what is wrong. He tells her his opportunity to be a good reporter had slipped right by him. He explains he should have followed Jameson's advice on being aggressive and getting face to face with people.

Betty says, "Getting face to face with people?" She tells Ned that Jameson hasn't been a reporter in decades and he's out of touch with today's times. She says that his ideals are great, if you were living in the 1960's. Betty and Ned both get a little laugh. She tells him that she is happy to see his frown turn into a smile. Ned looks up at Jameson's office and sees him still busy talking to Robbie.

Ned decides to ask Betty if she would like to have a cup of coffee with him one day. She agrees to it. He gives a big smile. She tells him she can actually have that cup within the next 5 minutes because she'll be going to lunch very soon. She tells him she will grab her purse.

**[Day]**

**Peter arrives at the Bugle** with the photos of Kraven. As he enters the building he sees Ned and Betty heading out together. Peter has a slightly dazed look on his face, he snaps out of it as soon as they exit the building. With a slight smile on his face, Peter heads to Jameson's office and tells him that he's got the photos of Kraven just as he requested. He tells Jameson that Ned was unable to get the interview with Kraven. Jameson expresses that he understands why.

Puzzled, Peter asks him what does he means. Jameson tells him that Kraven had stopped by there and wanting to speak to him (Peter) about the Lizard creature photos. Peter asks Jameson what Kraven wanted. He says that Kraven was very interested in verifying the authenticity of his photos and that he thinks the Lizard creature is what brought him to New York. Peter asks if that could possibly be the reason for Kraven's trip.

Jameson mentions that although Kraven never admitted to it, he knows that's the reason why he is there. He says that Kraven seems like an obsessive person. He is certain Kraven will try to hunt down the creature and he won't let anything stop him.

He then tells Peter that he's sorry, but he won't be using any of his photos. Jameson tells him that apparently Kraven doesn't want anyone to know he is there and that he strongly expressed it.

**[Day]**

**Inside Kraven's hotel room**, James unlocks the door and enters into the room with a few post dated newspapers as well as a bag full of groceries. Kraven is seating on one of two beds, watching television. He is searching for N.Y. news channels. James hands Kraven the old newspapers, while telling him what foods he picked up. He tells James that he isn't hungry and starts to search through the papers.

James asks Kraven how he plans to track down the creature using the papers. He says that he wants all the locations of the creature's sightings. He is trying to find a pattern of some sort. Kraven then looks for the creature's last sighting and attack which was at the zoo. With the TV still on, a repeated news segment of Capt. Stacy's press conference plays. The segment grabs Kraven's attention and he quickly turns up the TV's volume.

Once the news segment finishes, Kraven tells James that they must act very quickly. He instructs James to search, on his laptop, for the address of the zoo. Kraven then hops off of the bed and pulls out the large briefcase from underneath it. James asks how Kraven will find his way around the city. He tells James that to him, this city is nothing but a mere concrete jungle.

He sets the briefcase on the bed and opens it. In the top portion of the briefcase are numerous small vials filled with amber colored liquid. There is also a large hunting knife, a collapsible spear, (4) bolas and a small tranquilizer gun with darts. The bottom portion of the briefcase displays a customized hunter outfit.

**[Day]**

**Peter is at the public library**, doing a little research on Lizards via the Internet. He is looking at various species, trying to identify something similar to what he encountered at the zoo. During his research, he finds information about how Lizards dislike water, their eating habits, shedding of skin and becoming non-functional in cold climates. He writes down this information onto a small notepad.

He then starts doing research on tattoos. He uses a search engine to find photos and images of various tattoos. So far, nothing that he is looking for seems to appear. Peter then tries a search for military tattoos, with a small description of the one he is looking for.

Soon, he comes across a few tattoos that are worn by some military units. He searches through various images until he finds a tattoo that looks similar to the one that is found on the photo of the Lizard.

He finds out that a certain military unit wore this particular tattoo during the Gulf war. He realizes that the Lizard creature he had encountered may actually be a person, who served in the military. Peter then leaves the library.

**[Day]**

**At the zoo**, work is being done to repair the damage caused by the Spidey/Lizard encounter. People are frequenting the park as normal, but are not allowed near the alligator attraction. The area around the attraction has been bordered off with yellow caution tape.

Kraven shows up at the zoo, wearing a light fabric, tanned raincoat. The coat conceals his hunter's outfit as well as the weapons stored beneath. Kraven decides he is not going to pay the entry fee; after all he is not there to view the animals.

Kraven is standing next to one of the zoo's outer fences. He takes out a small vial filled with liquid, from his utility belt and drinks it. He then places the empty vial in one of the coat's pockets. He then casually looks around to see if anyone notices him, then leaps over the fence with great ease.

After landing on the other side, he proceeds to walk around the zoo. While a group of people are gathered together looking at an exhibit, Kraven slips a guide map out of a woman's purse. He then looks at the map and proceeds to the alligator exhibit.

**[Afternoon]**

**Peter is walking down a street in Manhattan**, looking to purchase a new suit for the charity event. He finds a Men's clothing store that advertises it's selling low cost suits and enters inside. The salesman welcomes Peter inside and asks him if he can assist him. He explains that he's interested in purchasing a suit. The salesman tells Peter that he'd be happy to assist him; he just needs to measure him for size.

**Kraven makes his way over to the closed off alligator exhibit** and watches a few landscape workers, go off and take a small break. Using this to his advantage, Kraven hops over the divider and lands inside the alligator exhibit. He starts to search and sniff around the exhibit's landscape.

Upon his search, he finds what appears to be a large scale of skin. He kneels down and picks up the patch and begins to examine it. Kraven smells the scale and takes in its scent with a deep breath. He then places the scale inside his raincoat pocket. Kraven leaves the exhibit and then exits the zoo.

**Peter is trying on a suit and looks pleased.** The salesman asks him if he's buying the suit, for a particular occasion. Peter says that he was invited to a fashion event by a special friend. The salesman tells him that the suit fits him well and that his friend will appreciate how good he looks in it. Peter tells the salesman, he will buy the suit.

**Peter thanks the salesman and exits the store. He walks down the street.**

**[Afternoon]**

**In a nearby subway station**, a large number of people are standing on a subway platform, waiting for a train. Suddenly, four medium sized rats scamper out from the subway tunnel, heading in the opposite direction. A woman and her boyfriend, sees the rats and the woman begins to scream. She frantically points at the rats as they scurry along, which grabs the attention of other subway patrons.

Two men are standing next to each other, a few feet from the couple. One of the men remarks to the other, "What? It's just a bunch of rats! You see them all the time, so what's the big deal???" Immediately after the comment is made, the Lizard creature emerges from the tunnel and leaps onto a rat. The Lizard grabs the rat and proceeds to devour it. The woman and her boyfriend see the Lizard and start to scream hysterically.

The man, who made the remark, turns to the man he's standing next to and says sarcastically, "What? Is she seeing more rats???" He then turns and sees the Lizard creature, which looks in his direction and snarls. The man starts to yell and panics. He and the other man start running, which causes mass hysteria among the patrons.

While the Lizard is busy trying to catch the remaining rats, people are yelling and start to race up the subway staircases to safety. People run out of the subway station and into the streets above. A huge commotion takes place as people begin to flood the streets in panic.

The screams are starting to agitate the Lizard, causing it to leap from the subway tracks and onto the platform. The Lizard begins to snarl and snap. One woman falls onto another patron and injures her ankle. While the rest escape to safety, the injured woman tries to limp away. The Lizard then fixates on her and slowly starts to head towards her direction.

**Peter is walking towards the ruckus** and hears people shouting for someone to get the police or to dial 911. He overhears someone say that, the Lizard creature is down in the subway. Peter realizes that the situation is serious and takes matters into his own hands. He then runs off to change his clothes.

**In the subway**, the woman continues to cower and limp away, while the Lizard steadily stalks her. The more she shrieks and screams, the more the Lizard becomes infuriated. The Lizard creature reaches about two feet away from the woman. Then, it begins to stretch out its arms towards her, while bearing its teeth.

Just before the Lizard harms the woman, two slender streams of web attach themselves to both the creature's arms. Spidey is holding onto the ends of the webbing and trying his best to hold the Lizard at bay. He yells to the woman to leave, but she tells him that her ankle is injured and she can't walk. The Lizard creature rips its arms free from the webs and turns towards Spidey's direction.

Spidey wants to keep the Lizard's attention away from the woman. He begins to shoot webs at its face. The webbing wraps around the Lizard's head and seems to momentarily stop it. The Lizard tears the webbing from off its face and rushes towards Spidey. The creature tackles him down; both entangled, they roll off the platform and onto the subway tracks.

The Lizard gains the upper hand and pins Spidey down to the subway tracks. While holding Spidey down, the Lizard makes several attempts to bite at his head. He moves his head from side to side, dodging the Lizard's vicious attacks. The Lizard creature then smartens up and uses its tail to beat Spidey into submission. The Lizard bares its teeth.

Just as the Lizard is about to attack, a bola comes flying through the air and wraps around the Lizard's mouth, sealing it shut. Spidey still pinned down by the Lizard looks to his side and sees Kraven leap towards the Lizard. The Lizard uses its tail to swat at Kraven knocking him away and into a tiled subway wall. Opening its powerful jaws, the Lizard rips apart the bola.

It then shifts its attention towards Kraven. He immediately recovers from the blow and begins to beckon the Lizard to attack him. The Lizard leaps from the tracks and onto the platform standing face to face with him. He continues trying to incite the Lizard. The Lizard unleashes a barrage of attacks at Kraven, all of which he skillfully evades. Spidey gets up dazed and watches as Kraven battles the Lizard.

Kraven begins his attack and lands a few well placed punches to various parts of the Lizard, which seem to slightly weaken it. The Lizard then hunches down on its four legs and leaps at him. Kraven jumps over the Lizard's attack and grabs it by the tail. He then proceeds to swing the Lizard into the tiled subway wall. The tiles crack and shatter as the Lizard is smashed into them.

Kraven swings the Lizard into the wall two more times before releasing its tail from his grip. The creature falls to the platform and appears to be worn down. As Spidey continues to clear his head, Kraven slowly walks over to the downed Lizard. He then takes a collapsible spear, from his utility belt and quickly assembles it. He stands over the Lizard which is now lying face up on the platform.

Kraven then positions the spear's blade directly beneath the Lizard's lower jaw. It appears he plans to penetrate the Lizard's brain, by piercing through the underside of its jaw. Spidey sees that Kraven intends to kill the creature. He then yells out "No!!!" and shoots out a stream of web at Kraven's spear. Spidey yanks the spear clear out of Kraven's hands.

Kraven stands over the Lizard with an astonished look as the spear flies out of his hands. He then turns towards Spidey's direction and begins to say something. Before Kraven can utter a word, the Lizard opens its eyes and swats him with its tail, sending him flying into Spidey. The Lizard jumps to its feet and starts to run towards the opposite side of the tunnel.

Spidey hears a speeding train coming from behind him. He quickly picks up Kraven and leaps to the subway platform. He sets Kraven down and turns his attention towards the Lizard. As the train pulls into the station, the Lizard races to get ahead of it.

The Lizard jumps onto the subway tracks as the train pulls completely into the station. The train stops and is blocking anyone from entering or exiting the tunnels.

Kraven makes a grunting sound and attempts to get up from the platform. Spidey extends his hand to assist him. Kraven firmly grasps Spidey's hand. He immediately pushes Spidey against a wall and holds a knife to his neck. Kraven angrily

asks him why he interfered and denied him from killing his prey. Spidey tells him he couldn't explain why, he wouldn't believe him.

The subway train, with no passengers getting off begins to leave. Kraven then threatens Spidey and tells him if he should ever get in his way again, he'll have his head as a trophy. Spidey then grabs Kraven's knife and breaks it. He pushes Kraven away from him. He tells Kraven he doesn't care for his threats and that he'll continue protecting the Lizard until he finds out who or what it is.

Kraven takes out a small vial of liquid. Spidey watches as he gulps it down. He then issues Spidey to challenge him. Before Spidey can give an answer, the NYPD's special task force storm into the subway station. Kraven immediately rushes to retrieve his raincoat. He puts it on and casually heads up a flight of subway stairs. Spidey then disappears into the subway tunnel.

**Up above, news vans filled with reporters and cameramen are flooding the streets.** Reporters begin interviewing those who claim to have eye witnessed the creature. The more each eye witness speaks, the more exaggerated the stories become. One person claims that the creature was over 10 feet tall. Another person claims it had 9 inch fangs and four extra arms.

**[Night]**

**Inside Kraven's hotel room,** Kraven talks to James, explaining to him what happened. James tells him that he may have to deal with Spidey, before he can resume the hunt without any further interference. Kraven agrees and sees Spidey as his new target. He mentions to James he has captured Spidey's scent and it should be easy to track him down.

**[Night]**

**Peter is at home,** dressed in his new suit. Before he leaves his apartment, he picks up his G.P.S along with a few transmitters and places them in his jacket pocket. He then leaves out of his apartment.

**[Night]**

**Kraven is walking down a Manhattan side street** searching for Peter. As he walks, he takes in deep breaths. A police car slowly drives pass him. One of the officers notices Kraven and finds his actions to be a bit strange. The officer tells his partner and

the police car pulls over to the side and then stops. As he continues walking, the two officers get out of the car and begin to casually walk towards Kraven.

As Kraven and the officers approach each other, one of the officers asks him if he has any ID on him. He doesn't respond and continues walking. The two officers look at each other, then block Kraven's path and asks again to see his ID. Annoyed, he tells them he is not carrying any ID with him.

The 1<sup>st</sup> Officer then asks Kraven to turn around and to place his hands on top of his head. He expresses that the officers are wasting his time and complies. The 2<sup>nd</sup> Officer then begins to search inside of Kraven's raincoat and finds a host of weapons. The 2<sup>nd</sup> Officer removes a weapon from inside the raincoat.

The 2<sup>nd</sup> Officer holds it up and shows the weapon to his partner and tells Kraven that it's illegal to own. The 2<sup>nd</sup> Officer then tries to remove more weapons but suddenly Kraven seizes his hand and the weapon drops. The 1<sup>st</sup> Officer reacts and draws his gun.

Kraven then turns about and kicks the gun out of the 1<sup>st</sup> Officer's hand. The 1<sup>st</sup> Officer then pulls out his baton and tells Kraven that he is under arrest. As Kraven holds the 2<sup>nd</sup> Officer's arm, the 2<sup>nd</sup> officer then tries to reach for his gun with his left hand. He throws the 2<sup>nd</sup> Officer into the 1<sup>st</sup>. As the two officers collide, Kraven picks his weapon from off the ground.

The two officers are slightly injured and try to stand to their feet, Kraven is walking towards them. As they both stand up, Kraven grabs both officers by their heads and slams them together. The two officers fall down to the pavement unconscious. Kraven then straightens out his raincoat and continues on his way, as if nothing had occurred.

## [Night]

**Peter makes it to the fashion charity event.** He hands over his invitation and heads inside. As he is walks in, Peter looks about his surroundings from ceiling to floor. The event has produced a very large crowd. He then hears someone calling his name and turns to his side. He sees Gwen standing near a makeshift backstage. She waves to him and he does so in return. Gwen then motions for him to come over to her.

Peter walks over to her and she greets him with a very big hug. She tells him she didn't think he would come. He tells her there wasn't anyway he was going to miss it. She expresses to him that she's a little nervous and she didn't expect the crowd to be so large. Peter encourages her to do her best and to have fun. She thanks him for his advice and gives him another big hug. Gwen is then called away because the show is about to begin.

Peter quickly finds a seat facing along the runway. The lights go out and the show begins. An announcer readies the crowd and techno-like music starts to play. The fashion director gives the ladies a little backstage pep talk. The announcer then begins to call out the names of the models as they take to the runway. As the models proceed up and down the runway, Peter keeps an eye out for Gwen.

**[Night]**

**Outside of the fashion event**, Kraven appears and has tracked down Peter. Kraven is asked if he has an invitation to the event. He replies that he doesn't. Kraven is told he can't enter into the event and he'll have to leave. Kraven then grabs the usher by his shirt and lifts him into the air. He tells the usher that, this is his invitation and tosses him aside. Kraven then proceeds to enter into the event.

While Peter and the crowd are enjoying the event, Kraven enters and begins his search for him. As Peter watches the models walk down the runway, he catches a glimpse of Kraven. He sees Kraven casually passing amongst the seated crowd and sniffing at the air. Peter notices that Kraven seems to be making his way towards him.

A little hesitant, Peter slowly gets up from his seat and starts to make his way towards the bathroom. As Kraven draws closer to Peter's seat, Gwen starts to make her way down the runway. Kraven is standing next to Peter's seat and is starting to leave, when Gwen passes right behind him. Kraven stops in his tracks and catches Peter's scent on Gwen.

As Gwen begins to make her way back up the runway, Kraven reaches out his hand and grabs her by the wrist. He proceeds to take in a deep breath, while she tells him to let her go. Kraven then begins to call her Spiderman and she begins to panic. She starts yelling for help while trying to shake her arm loose from Kraven.

The announcer goes over to Kraven and puts his hand on his shoulder and tells him he can't touch the models. Kraven reacts to the announcer and tosses him onto the runway. As Gwen tries to get away, she ends up colliding into an approaching model. Both she and the model fall down.

The music stops and the crowd starts to realize this isn't part of the show. Kraven begins to make his way up the runway and towards Gwen. He asks her where Spiderman is. Gwen says she doesn't know and he calls her a liar. Kraven tells Gwen he will force her, to tell him.

As Kraven reaches down to grab Gwen, Spidey appears and hurls an insult at him, grabbing his attention. He turns and sees Spidey, who issues him a challenge. Kraven looks pleased with Spidey's offer and begins to head towards him. Spidey then leaves the event through an exit door, with Kraven hastily following behind.

**[Night]**

Spidey leads Kraven away from the event and onto **a large building rooftop**. He tells Spidey he will turn his mask into a trophy. Spidey dares him to try. Kraven takes out a liquid filled vial and quickly drinks it. He then begins his attack against Spidey.

Soon Spidey and Kraven are battling each other. Kraven is using his best weapons and fighting abilities against Spidey. In return, Spidey is using his abilities to battle Kraven. At some point, Kraven gets the upper hand and uses his tranquilizer gun on Spidey.

Spidey falls from off the rooftop and lands in a garbage dumpster. Kraven makes his way down to him. Kraven then talks a little trash and attempts to remove Spidey's mask. A bit groggy from the dart, Spidey manages to place a transmitter on Kraven's clothing. Just before he removes Spidey's mask, two police cars appear and begin shining spotlights. Kraven leaves immediately. Spidey remains in the dumpster until the effects from the dart wear off.

**[Night]**

**Capt. Stacy and other police officers are at the charity event.** Gwen is talking to him about what took place and gives a description of Kraven. He tells Gwen her description fits the man, who assaulted two of his officers. Capt. Stacy tells her the man will be facing numerous charges. He then gives her a hug and assures her that he will be caught. She begins to wonder what happened to Peter.

**Spidey pulls himself out of the dumpster** and shakes the cobwebs out of his head. He then heads off.

**[Night]**

**At the Connors home**, Martha comes out of the house with a trash bag in her hand. As she opens the garbage can lid, Spidey calls out to her. Startled, she looks around and asks who's calling her. He tells her not to be alarmed and that it's him. He jumps down from a tree and lands a few feet away from her. Martha exclaims "Spiderman?!!" She asks him why he is there.

He tells her he came because of her husband. He knows that Connors is not sick in bed or in Florida, for that matter. She asks Spidey how he knows about this. He tells her there isn't much time to explain, but that a jungle lunatic is running around in N.Y. and seems to be set on killing the Lizard creature. Spidey figures the creature is Connors

and wants to help him. But for that to happen, she has to tell him the truth, about everything.

Martha takes a deep breath and agrees to tell him what she knows. She tells him everything started when Connors began experimenting with animals that had missing limbs. He was convinced he could re-grow missing body parts successfully and without any consequence.

Connors had planned to do his experiments during the summer vacation, because it would allow him to invest as much time as he needed. She tells Spidey that sometimes Connors wouldn't come home for days. He was so invested in his work that he would stay overnight at his lab. He would call her every so often and tell her how things progressed. She was very happy for him.

Martha then describes how one night, Connors came home and appeared to be growing a right arm. He explained to her that with the success of his animal subjects, he decided to experiment on himself. He spoke of all the scientific possibilities that could happen. She expressed to him she didn't think it was safe for him to experiment on himself. He told her he was doing this in the name of science.

She says as the days passed, his arm began to grow, but his behavior started to change. He became more impatient and easily aggravated by the slightest things. He even became upset with the lights inside the home and insisted they either be dimmed down or turned off. When it came to food, he seemed to enjoy eating his meat medium rare and soon after, just rare.

Things took a turn for the worst, when he awoke one night and went into the bathroom. He stayed in there and refused to come out. Martha explains that when she finally got Connors to open the door, to her shock, his skin pigment was of a greenish color. It also had traces of scales on it. She says Connors understood something had gone horribly wrong. He had to go back and find out what happened to him and correct it.

At the lab, his physical condition started becoming worst. He began to outgrow his clothes in height and weight. She explains she bought him a burgundy sweat suit. Connors complained about the color, but Martha explained to him, it was the only one available, in that size.

She says she used to stop by his lab everyday and every time she did, his condition seemed to worsen. Then one day, Connors forbade Martha to come to the lab anymore, not until he found a cure. He told her not to worry about him and to care for Billy as well as things at home, until he returns.

Martha says she would call his cell phone but he wouldn't answer and one day decided to pay him a visit. She describes that when she arrived at Connors' lab, it looked as if someone had destroyed it. She knew something awful had happened to Connors.

Then, the Lizard creature sightings began to surface, on the television and in the newspapers. She says she knew it was Connors but didn't know what to do. She couldn't contact the police, because who would believe her. She started covering for his disappearance by telling the University he was sick at home, just to keep him from losing his job.

She explains she just hoped and prayed that one day he would, come home. She is tired of the lies and just doesn't know what to do anymore. Spidey tells her she did the right thing by telling him. She then gives him the address and begs him to help her husband. Spidey says he'll do his best to bring Connors back home, as well as cured. She watches as Spidey heads off into the night.

### **Kraven makes preparations for his last hunt.**

#### **[Night]**

**Spidey reaches the address**, which is the same locale he followed Martha to before. He searches around and finds the building's address number, which is a warehouse. He decides against using the door, so he makes his way inside through a window.

Inside, the building is dark, but Spidey is able to see a small light source emanating. It appears to be coming from some kind of laboratory equipment. He locates a light switch, turns it on and all is revealed. Spidey sees what remains of a makeshift lab. Lots of damaged equipment, broken test tubes, beakers and countless pages and folders are scattered about. He also sees Connors' cell phone on the floor and picks it up.

The only objects that seemed to remain intact are two large animal cages. One of the cages seems to have a thin cloth covering it, the other has an iguana. While Spidey searches around for clues, he hears a low growling sound coming from the cloth covered cage. He cautiously approaches the cage and slowly lifts the cloth off the cage. Inside of the cage, sits a large white rabbit.

As Spidey moves his head in closer to the rabbit's cage, he says to the rabbit "Hey there little guy?" "What's the matter?" Immediately, the rabbit leaps towards the cage bars, baring razor sharp claws and teeth. Spidey jumps back. The rabbit ferociously begins to bite and claw at the cage. Spidey replies "Whoa!!!" "What's gotten into you?" He then steps away from the cage and continues his search for clues.

Peter removes his mask and starts rummaging through the scattered papers, until he come across what looks to be a journal. He begins to skip through the journal, until he

reaches a page that mentions growth regeneration. Peter begins to read the entry aloud, then soon after, Connors' voice takes over and a visual re-enactment begins.

It turns out that Connors used the DNA of several large sized reptiles for his experiment. The DNA he used came from an alligator, an iguana and a few large snakes. Apparently, he was supplied with the DNA by a reptilian specialist, who resides in Florida. Connors felt that using the DNA of larger sized creatures would be more beneficial, regarding size and mass of human beings.

His first experiments all ended in failure, but he knew of something that could prove successful. He still held in his possession, a small piece of the symbiotic ooze. He understood that it had massive regenerative properties. Even though it was a dangerous organism, Connors decided to introduce a small portion of it into his re-growth serum.

He administered the serum to the rabbit, which re-grew its missing limb, but became very aggressive and primal-like. Connors looked at the rabbit's behavior as being nothing more but, an animalistic reaction. He felt that as a human being, with full control over his emotions, he could regulate those aggressive characteristics. Of course this proved to be wrong.

Connors had started working on an antidote but was unable to complete it. His mind became clouded with rage and primitive thinking. It became impossible for him to finish the antidote and this new persona took hold of him.

After the re-enactment abruptly stops, Peter now understands what happened to Connors. He immediately begins to search through the scattered pages and folders, looking to find Connors' formula for an antidote. He finds the specific pages and begins to try to create the cure. Peter begins mixing chemicals and pouring liquids into beakers, while taking notes of his progress.

Soon, he comes across a problem which he can't seem to solve. There is a certain combination that he doesn't understand and without it, the serum might not work. He begins to worry and tells himself to think. How can he get past this problem? Peter then remembers Connors' assistant, Drew and quickly picks up Connors' cell phone.

Peter opens up the phone and tries to turn it on, it seems to work. He fumbles a little bit and searches through Connors' list of phone contacts. He finds Drew's phone number and selects it. The cell phone rings several times, before a voice message answers. Peter impatiently waits for the voice message to end. After it ends, he instructs Drew to call him immediately and states that it's urgent. Peter then hangs up and waits apprehensively.

Connors' cell phone begins to ring and Peter answers. Drew asks him what is going on, how did he get her number and why is he calling her so late. Peter says he doesn't really have time to explain, but he needs her help. He gives her an example of the problem he can't solve and she responds with a confident answer. They begin to have a

quick conversation about regeneration. He then asks her a question about cellular separation and re-combination.

She responds with an answer, but warns him that it's just a presumption. Peter tells her to hold the line. He tries at the serum again, using her calculations. After a couple of minutes, it appears as if Peter has succeeded. He pours the serum into a feeding bowl and walks over to the rabbit's cage. He then realizes that, if he opens the cage, the rabbit might go berserk.

He looks around and finds a clean syringe with a long needle. He uses the needle to draw the serum from the bowl. Peter walks over to the cage and quickly apologizes to the rabbit, before injecting it with the serum. The rabbit reacts to the injection, snarling and jumping around the cage.

Soon, the serum begins to take effect and the rabbit slowly settles down. Right before his eyes, the rabbit returns to its normalcy. Besides its change, Peter notices the rabbit is missing its right hind paw. The rabbit is calmly resting in its cage. He then opens the cage and slowly removes the rabbit. Holding the rabbit in the air, Peter says "Welcome back, pal."

While holding the rabbit, Peter walks towards the resting cell phone. He picks it up and tells Drew that it worked! She doesn't answer. He calls her name again, but no response. He then hears her snoring, through the speaker. He slowly moves the cell phone away from his ear and ends the phone call.

Peter puts the rabbit back into its cage. He picks up the syringe and smiles, while he looks at it. Suddenly, the smile fades and his face wears a look of worry. He realizes that injecting Connors with the serum would prove impossible. Connors' transformed skin is virtually impenetrable. He has to find a way to administer the serum.

**[Night]**

**Back at the hotel**, Kraven is preparing for his final hunt. James enters the hotel room, carrying a plastic bag filled with packaged raw meats. Kraven asks him if he was able to find what he requested. James tells Kraven that he did and gives the bag to him. As Kraven inspects the contents, James asks him what he has planned. Kraven says that if the Lizard creature is like unto any other wild beast, it could be lured by using bait.

Spidey uses his G.P.S. to locate Kraven's whereabouts. The G.P.S. picks up Kraven's signal, which seems to be heading towards Washington Square Park.

**[Night]**

**Kraven tracks the Lizard to Washington Square Park** and begins to sniff out the area. He begins to remove the portions of raw meat from its packaging. Kraven

begins to create a trail of meat that leads to beneath a large tree. After ending the trail, Kraven quickly scales the tree. He hangs his raincoat on a nearby branch and patiently waits.

Spidey is heading towards Washington Square Park, using his G.P.S. to locate Kraven's position.

**[Night]**

**As Kraven hides in the tree**, he sees the Lizard creature off in the shadows. The creature is cautiously lurking about, checking to see if the area is safe. The Lizard begins to sniff at the air and seems to catch the scent of the raw meat. As it slowly heads towards the first piece of meat, two loud mouthed teens are walking through the park. The teens are heading in the direction of the Lizard.

Kraven notices them and knows they might scare it off so he pulls out his tranquilizer gun and shoots a few darts into the teens. They immediately fall to the ground and Kraven resumes his attention on the Lizard.

The creature continues to follow the meat trail, eating as it goes. Finally, the Lizard is standing directly beneath Kraven, devouring the last piece of meat. Just as Kraven is about to pounce upon the creature, he feels a rushing wind coming towards his side. He turns to look and is greeted by a flying kick to the face.

Kraven falls out of the tree and onto the ground. All of his weapons and vials fall out. The Lizard reacts to Kraven's fall and begins walking towards him, snarling and baring its teeth.

Spidey leaps down from the tree and begins to take photos of the Lizard. The flashes from the camera seem to temporarily blind the Lizard as well as incite it. As Spidey continues to photo the Lizard, he sees one of Kraven's vials and quickly picks it up. He then starts hurling insults at the Lizard, while trying to lead it out of the park.

The Lizard becomes so enraged that it begins to chase after Spidey. He takes off, with the Lizard following him, while occasionally taking snapshots. He leads it out of the park and into the streets. Soon the camera flash gives out and the Lizard stops the chase. Spidey knows he has to keep it following him.

He begins taunting the Lizard with insults, hoping that it would give chase again. He finds a rock and throws it right into the Lizard's face. The Lizard becomes infuriated and begins to chase him again. He leads the Lizard through alleys and across buildings rooftops, until **Spidey reaches a meat packing factory**, which he enters through a roof entrance.

**[Night]**

**Back at the park**, Kraven regains consciousness and gathers together whatever weapons and vials he can find. He then races out of the park, heading towards Spidey and the Lizard.

**[Night]**

**Inside the meat factory**, as Spidey is weaving in and out between slabs of hanging meat, he stumbles upon a few workers working late.

One of the workers sees him and says, “Spiderman?!! What are you doing, here???” Spidey replies, “What are you guys still doing here??? You’re supposed to be closed!!!” The worker replies “We got an extra shipment tonight, so we’re working overtime”. Spidey exclaims sarcastically “Well, that’s great!!”

Spidey then cautions the men, “You have to get out of here, quick!!!” As soon as he finishes, the Lizard makes its presence known. The beast begins knocking aside slabs of meat, left and right, while advancing towards Spidey and the workers. The workers then yell and begin to scatter, catching the creature’s attention.

Spidey sees the fleeing workers are in danger and grabs a couple of slabs of meat, off a near by table. He begins to pelt the Lizard with the meat while hurling insults at it. It worked and the Lizard begins to go after him. Spidey takes off, passing through slabs of meat and just nearly missing the Lizard’s attacks. It misses a few times and lands on the floor.

For a second, Spidey is able to get some distance between him and the Lizard. He looks about the factory a bit confused, as if he’s looking for something. He finds it and heads towards it. He takes out one of Kraven’s vials and looks at it. The Lizard continues to search for Spidey. The Lizard finds him standing inside an open meat locker. Spidey starts to beckon it to charge towards him.

The Lizard cautiously walks towards the locker, but then pauses. It seems the cold temperature is affecting it. The Lizard starts to slightly shiver. Spidey knows the Lizard might try to leave and throws a piece of meat into its face.

Infuriated, the Lizard dismisses the cold, and begins to charge towards the meat locker. Spidey then thinks to himself, “I’ve only got one shot!” “I’ve got to make this count!” As the Lizard charges towards the locker, he quickly readies a syringe in his hand.

As the Lizard enters into the locker, Spidey leaps over it and executes a mid-air double-legged kick, to the back of its head. The Lizard then falls onto the floor. Spidey immediately begins to shoot webbing at the Lizard, aiming for its arms and legs. He then leaps onto the Lizard’s back and uses his legs to help stabilize it.

While the creature struggles to break free, Spidey grabs the Lizard around the neck and forces its head upward. He takes the syringe and shoves it into the underside of its jaw, injecting it with the antidote. After Spidey succeeds, the Lizard starts to break free of the webbing and throws him off.

Spidey is sent flying out of the locker and lands a few feet away. He sees the Lizard getting up and turning towards his direction. Spidey quickly jumps to his feet and slams the locker door shut. The door begins taking an enormous pounding from the trapped beast. He tries his best to keep the door shut, but the door is taking such a beating that it doesn't seem it will hold much longer.

Kraven appears inside the factory and begins heading towards the commotion. He sees Spidey trying to hold the door shut and begins to make his way towards him. Kraven orders him to get out of the way. Spidey tells him that he can't and for a reason he wouldn't understand.

Kraven gets closer to Spidey and gives him a final warning before issuing a barrage of punches. Spidey takes the hits while still attempting to hold the locker door shut. Kraven then ends his attack, with a back-handed blow, sending Spidey flying into a couple of nearby boxes.

Kraven then takes out a large knife. He proceeds to open the locker door (the banging against it has stopped) and much to his surprise there lays an unconscious Connors. Kraven visibly upset over this discovery, mutters something about how Spidey is the cause of this and turns his anger towards him.

Kraven races over to Spidey (who is still lying near the boxes) and stands over him, asking where the Lizard is? He demands that Spidey give him the beast.

Spidey looks up at Kraven and says, "You know pal, I'm a little sick of you". He does a double-legged press kick into Kraven. The kick sends him flying into a few slabs of hanging meat. Spidey then hops to his feet and opens his hand. He is holding the empty vial he had taken earlier from Kraven. Spidey simply casts it aside.

Spidey then rushes over to the meat locker and sees a slightly conscious Connors inside. He looks around and finds a factory coat. He helps Connors to his feet and places the coat around him. Connors, still visibly weak, falls down. Spidey places him over his shoulder and proceeds to find an exit door.

**[Night]**

**Inside the factory**, Kraven pulls himself together and starts to make his way towards the factory's exit. As Kraven exits, he is greeted by a number of police officers, standing with their guns drawn. One of the officers orders Kraven to "Freeze" and to put his hands on top of his head. With a look of disgust, Kraven slowly complies.

**[Night]**

**Somewhere on a building rooftop**, Spidey is in a kneeling position and holding up Connors. Connors begins to regain consciousness. Spidey asks Connors if he is alright. Connors looks up at him and says “Spiderman???” He then asks where they are. Spidey tells him they’re on a rooftop and he thinks Connors is going to be okay.

Spidey tells Connors he was able to finish creating his antidote and that he seems to be cured. Connors then feels for his missing arm. Connors asks Spidey how was he able to finish it. Spidey explains he had to call on a little help.

Spidey asks Connors if he can remember anything that occurred. He says he remembers nothing except for when he was working on the antidote. Connors then expresses he just wants to go home and see his family. He then grabs his forehead and groans. Spidey tells him he’s going to take him to a hospital first.

**[Night]**

**Outside of the factory**, Kraven is handcuffed and sitting in the back of a police car. All of his weapons and vials are now in the possession of the police. Capt. Stacy arrives on the scene and walks over to the car. An officer informs Stacy of the man they have in custody.

He says the suspect fits the description of the man who assaulted the two officers and disrupted the charity event. They are currently charging him with breaking and entering into the meat factory. Capt. Stacy asks the officer to open the car door, to have a word with Kraven. The officer opens the door and Stacy moves in close to Kraven.

Stacy tells Kraven he is facing a huge amount of criminal charges. Kraven begins to protest that he is innocent and he didn’t break into the building, but it was all Spiderman’s doing. Suddenly, one of the officers says he recognizes Kraven and names him as “Kraven the Hunter”, the famous wild animal hunter.

Capt. Stacy says he’s never heard of him. Stacy tells Kraven they will discuss all of these matters down at the precinct. Stacy slams the car door shut. Kraven is left with a look of anger, on his face.

**[Night]**

**Spidey and Connors arrive at a hospital**. Spidey sees an orderly standing outside, taking a cigarette break. Spidey asks the orderly if he wouldn’t mind seeing to his friend. The orderly exclaims “Spiderman!!!”, then puts out his cigarette and grabs a

nearby wheelchair. Spidey tells the orderly that Connors is a good friend of his and he wants him to get the best care.

The orderly agrees to carry out Spidey's request. Spidey helps Connors sit down in the wheelchair and then hands him a cell phone. Spidey tells Connors he had a lot of missed phone calls to return and he should start with home. Connors nods and thanks Spidey for his help. Spidey then responds "You know me. I'm your friendly neighborhood Spiderman."

Spidey then takes off into the night. As the orderly takes Connors into the hospital, he starts to ask him multiple questions about Spidey.

While Spidey leaves, he begins narrating. He says he feels good about helping Connors and making it possible for him to reunite with his family. He then mentions about power and responsibility and blah, blah, blah. He thinks to himself, from here on, things can only get better.

**[Night]**

**At the Oscorp building**, a senior member is there, working late. He is sitting in what used to be Harry's office. The office is dimly lit and the man is looking over a few mechanical blueprints, which he then places in a folder. He stands up and opens a file cabinet draw. He places the folder inside the draw and closes it.

After putting the folder away, the man then turns around and sees a shadowy figure standing in the doorway. The senior member asks the figure who is it and what business do they have being there this late.

The figure starts moving from the doorway and closer towards the man, entering into the light. The man's eyes open wide with surprise and his jaw drops open. The figure is then revealed to be Norman Osborn who replies to the man "What? You don't recognize an old friend?" Norman then gives a big toothy grin.

**Fade to black.**

**Credits roll.**

**[Day]**

**Connors is lying in a hospital bed.** A nurse enters his room with a smile and tells him he has a couple of visitors. Billy then bursts into the room, followed by Martha.

Billy runs over to Connors and gives him a hug. Martha falls onto Connors crying and hugs him. The nurse patiently waits, while the family reunites.

Martha asks Connors how he is doing and he tells her that he's doing well and he feels fine. The nurse tells Connors she needs to draw some blood from him. He extends his arm. As the nurse preps, Martha expresses she deeply missed him and Billy chimes in as well.

Billy asks his father if he enjoyed his trip to Florida. A little puzzled, Connors looks at Martha for a moment, then turns to Billy and tells him he did. The nurse then proceeds to draw blood. As the needle pricks Connors, he expresses how much he now, hates needles.

The nurse finishes and attends to Connors' arm. She puts a label on Connors' blood specimen and puts it into a small clear bag. She places the bag on a wheeled cart with blood samples taken from other patients. Smiling, the nurse tells Connors and his family that she will leave them alone.

The nurse leaves with the cart and pushes it over to the testing lab. She then hands the specimen bags to a lab technician, seated behind a desk. The technician takes the vials over to a refrigeration unit, located in the back. He begins placing the vials in the unit.

Unbeknownst to the lab technician, the blood inside Connors' vial begins to twitch. It moves around as if it's taken on a life of its own. The refrigeration unit door is then closed shut.

**Black Out.**

