Spiderman III: Drums of the Hunter

By

Kurt Fillmore

Based upon: Spiderman - created by Stan Lee and Steve Ditko Kraven the Hunter - Created by Stan Lee and Steve Ditko

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EXT. NEW YORK CITY - ALLEY WAY - NIGHT

A blur of red and yellow - then the image sharpens, finally resolving to a neon sign advertising a local business.

The steel frame at the base of the sign is crisscrossed with gossamer threads of webbing.

One strand hangs vertically, tiny nodules of adhesive along it's length.

A small spider crawls down the strand of webbing. It travels along, moving easily over bumps and twists.

It crawls lower, finally reaching a pair of red patterned shoes. The spider touches the sole of the shoes, then abruptly reverses course and climbs up and away.

SPIDERMAN hangs upside down, fists between his bowed knees, web strand gripped with feet and hands.

He waits, silently, as sounds of city nightlife come from all around.

A New York City police cruiser is parked in the alley, a CRACKLE of radio traffic coming from the interior.

Spiderman's head hangs just over the roof of the cruiser. His body sways slowly, patiently. And then -

- he gives a loud SNORE. He Snores again, deep in sleep.

INT. POLICE CRUISER - NIGHT

HOLLIS, the driver, folds the empty wrapper of his burger and stuffs it into the bag on the seat.

> HOLLIS Did you hear that?

WILLARD, the partner, slurps loudly on a soda.

WILLARD Hear what?

HOLLIS I thought I heard something.

Willard sniffs. Looks around.

WILLARD Seems quiet.

HOLLIS Yeah I guess so.

The radio comes on.

DISPATCH (on the radio) All units, we have a 10-11C, 763 West 49th. Please respond.

HOLLIS Looks like we're up.

Willard buckles his seat belt, puts the soda into a cup holder.

Hollis starts the engine, hits the lights. He grabs the radio mike and puts the car in gear.

HOLLIS This is Bravo Ten Victor responding to 763 West 49th.

EXT. NEW YORK CITY - ALLEY WAY - NIGHT

The police cruiser pulls out, and SMACKS Spiderman's head solidly with the light bar.

SPIDERMAN Ouch. Jeez what the ...?

The cruiser's light bar flares and sirens come up. The cruiser turns out of the alley and onto West 49th.

Spiderman shoots a web towards the street.

SPIDERMAN Okay. Friendly neighborhood Spiderman, on the job.

He swings after the police cruiser.

EXT. WEST 49TH - NIGHT

Spiderman swings from building to building. He follows the siren's and lights of the squad car.

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Spiderman swings low through an intersection, and pulls up sharply with a YELL, sailing over the trailer of an 18 wheel truck. The truck horn blares.

SPIDERMAN Sorry. Coming through.

Spiderman swings high into the air, somersaults, then shoots another web to a building across the street.

He swings low, lets go of the web, and runs across the roof of a city bus.

INT. THE BUS - NIGHT

The BUS DRIVER looks up as foot steps sound out from the roof. Several PASSENGERS also look up.

EXT. WEST 49TH - NIGHT

Spiderman reaches the end of the bus, fires off another web, and swings away.

SPIDERMAN

Woo hoo!

Spiderman swings through the city, keeping pace with the police cruiser in the street below.

INT. JEWELRY STORE - NIGHT

Glass display cases have been smashed, and there's an Auto Sized, Gaping Hole through the front window. A police cruiser, on the street outside, screeches to a halt, lights shining into the store.

EXT. WEST 49TH - NIGHT

The passenger door of the cruiser opens and Willard steps out. Hollis gets out, draws his pistol and walks towards the store.

INT. JEWELRY STORE - NIGHT

An engine ROARS to life, and car headlights snap on INSIDE the store. A Mustang Hot Rod, tires screaming, guns it through the opening, towards -

EXT. WEST 49TH - NIGHT

- Hollis, who squints from the glare and raises a hand.

Then a Spider Web shoots down, sticks to Hollis's back and yanks him away.

SPIDERMAN Careful bud!

The Mustang careens through the store opening, RIPS the door off the police cruiser, and races away down the street.

Spiderman perches on a nearby lamp post.

SPIDERMAN Oh boy, here we go again.

He leaps, fires a web, and hurries after the Mustang.

Willard races to the police cruiser and finds Hollis, unharmed, laying over the light bar.

Behind them, a SHADOWY FEMALE carrying a sack, slinks out of the opening in the Jewelry store and runs the opposite direction.

INT. THE MUSTANG - NIGHT

Two THIEVES in matching Comedy/Tragedy masks grasp older Sten submachine guns. The driver makes a hard left -

EXT. WEST 49TH - NIGHT

- cuts off oncoming traffic - horns blaring -

and races down a side street.

Spiderman swings down the street - fires a web at a corner - banks hard - body horizontal - and swings around the left turn.

EXT. EIGHTH AVENUE - NIGHT

Spiderman follows the crooks.

Two police vehicles give chase.

The PASSENGER leans out the Mustang's window, fires a burst from the Sten.

One of the police vehicles swerves.

Spiderman lands on the hood of the Mustang.

SPIDERMAN Hey, can anybody ride this taxi? I was headed up town.

INT. THE MUSTANG - NIGHT

DRIVER Shoot him!

EXT. EIGHTH AVENUE - NIGHT

The DRIVER jerks the wheel - the Mustang swerves - the Passenger fires - shatter's the windshield - but Spiderman leaps away.

Spiderman shoots a web to a street lamp, swings in a complete circle - then launches himself after the fleeing Mustang.

Spiderman fires a series of web strands - swings from each and gains on the car.

The Mustang crosses the yellow line to pass another car, then looses control. An oncoming vehicle hits the rear of the Mustang - spins it multiple times.

The Mustang jumps the curb and smashes, tail in, to a brick building.

The Driver jumps out - fires a burst from the Sten towards Spiderman.

Spiderman dodges - fires another web.

The Driver is wrapped, neck to waist. Spiderman lands on the sidewalk, rolls, and comes up in the headlights of the Mustang.

Then the Passenger is leaning over the hood, machine gun aimed. He Squeezes the trigger -

- and Spiderman dodges back - the bullets sail over his shoulder - moving slowly compared to his speed.

Spiderman drops to the pavement - fires a web under the car.

He Yanks - and the Passenger is dragged under the car - the machine gun and his mask bumping along the underside.

Spiderman drags the Passenger out, grabs the machine gun and tosses it aside.

SPIDERMAN

Hi.

EXT. EIGHTH AVENUE - NIGHT - LATER

The two police vehicles catch up - screech to a halt. The Cops get out - advance with weapons drawn.

The two thieves, minus their masks, are hog tied and draped over the Mustang's hood.

PASSENGER

I want my lawyer.

The Cops look at each other, shrug.

EXT. NYU CAMPUS - DAY

Peter Parker, looking harried, rushes over grassy mounds towards the Civics building. He wears an unbuttoned long sleeved shirt over a solid color "t", and has a book bag slung on one shoulder.

Students flock in groups, talking at benches and tables, moving along walkways.

Peter passes a newspaper rack, then darts back to read the headline - "Jewelry Snatch & Grab". Peter digs in his pocket for some change.

INT. CIVICS 101 - DAY

Peter reads quietly.

PETER

Despite last nights arrest, several sets of jewels, including the Trachtenburg Quintet, remain missing. The thieves, identity's pending, claim the store was robbed before they broke in. Weird.

Several students move along the row, taking seats down from Peter, who has to shift to allow them access.

PETER

Hey.

STUDENT 1 (aggressive, macho bonding) Parker!

The Student grabs Peter's upraised hand, gives it a familiar squeeze. Peter shakes the guys hand, looks around uncomfortably.

The class, a multi-leveled auditorium surrounding a stage with lecture podium, fills with students.

The PROFESSOR, a bearded, bald man in his '50's, comes through the door and heads to the stage. He opens a briefcase, removes a lap top and opens it on the podium.

He holds a remote and presses a button, activating a projector at the rear of the room. A beaded screen unrolls, lowering just behind the podium.

The Professor looks at the students.

PROFESSOR Quiet down everyone.

He grins at Peter.

PROFESSOR Mr. Parker.

PETER Professor Farley.

PROFESSOR You'll stay awake for today's lecture?

Groups of students snicker.

PETER

Yes sir. I hung out last night, got some sleep.

PROFESSOR Good. Right then, the development of central government as a natural outgrowth of localized townships.

The room dims and a slide series starts on the screen.

EXT. NEW YORK CITY - BROADWAY - DAY

A long black limousine stops at the intersection. The rear window lowers, but the interior is dark, invisible.

An APPLE sails out through the window -

- and strikes an unlucky male BYSTANDER, who's busy texting, in the head. The man drops to the pavement, unconscious.

INT. THE LIMOUSINE - DAY

A strong, heavy hand pushes the controls on the window, raising the glass.

Gazing out, a look of disgust on his face, is GERARD BUTLER, as Sergei Nikolaevich Kravinoff - a.k.a. Kraven the Hunter.

KRAVEN (with Russian accent) Look at them. Half wit, self absorbed, sheep. The weakest of predators would feast on their carcasses.

Kraven wears an elegant suit, expensive tie, and too many gold rings with large stones. His hair is graying, beard and mustache gone salt and pepper.

TREVOR HALSEY, a thin, balding man in his 40's, also wears a suit. He's reading a financial paper, and not really paying attention.

TREVOR I'm told they do.

KRAVEN

Do what?

Trevor turns the page.

TREVOR Feast on their carcasses. Muggers and the like.

KRAVEN Bah. Carrion eaters.

Trevor gives a quiet laugh.

EXT. NEW YORK CITY - BROADWAY - DAY

The light changes and the limo moves ahead.

Two more limousines follow the lead car, and a small moving van brings up the rear.

EXT. ELEGANT HOTEL - DAY

The Limousines pull into the Hotel's driveway and park at the entrance. Hotel service workers scramble out to meet the caravan.

The rear door of the limo opens and Kraven gets out. He's a big man, 6'2" and thick with muscle. He survey's his surroundings, dark eyes sweeping over the sidewalks, pedestrians, auto traffic. He marches around the rear of the limo, ignores the hotel workers, and heads for the main entrance.

Trevor scrambles to keep up.

The doors on the other two limo's open and various BLACK MEN and WOMEN, all well dressed for business, exit. They also survey the surroundings.

Hotel Workers push baggage carts towards the moving van.

Kraven pauses at the main doors, looks back.

A Beautiful Black Woman, CALYPSO, steps out of the second limousine. She catches Kraven's eye, smiles. Calypso wears an elegant red dress with a fur wrap.

Kraven grins, pushes through the entrance.

INT. HOTEL LOBBY - DAY

Kraven walks through the lobby.

RUSSELL, the hotel manager, approaches, a name badge pinned to his lapel.

RUSSELL Mr. Kravinoff, welcome to the Belmont. If you, or anyone in your party should have need of anything, please call. My staff and I are at your service twenty four hours a day. KRAVEN Thank you, Russell. I will sign in now.

RUSSELL

Of course.

They walk to the front desk and the CLERK slides over the guest register.

INT. HOTEL ELEVATOR VESTIBULE - DAY

Kraven, Trevor, Calypso, and several of Kraven's entourage wait by the elevator.

A PORTER pushes the UP Button.

The numbers over the elevator door light up in sequence; 11, 10, 9,...

Kraven gives a low growl.

The Porter pushes the button again.

PORTER It's a bit slow.

KRAVEN I will take the stairs. (he points at Trevor) Wait for me. You do not take any calls or make any decisions without my approval.

TREVOR

Yes sir.

PORTER Sir, your room's on the twelfth floor.

KRAVEN Have booked entire floor. I know where room is.

Kraven moves to the stairwell doors and pushes through.

PORTER He's kind of intense. TREVOR He's actually having a really good day. For him.

The Elevator dings, and the doors to two separate cars open.

The Porter goes in, followed by Trevor and Calypso. The entourage sorts into the two cars.

INT. HOTEL STAIRWELL - DAY

Kraven moves into the stairwell. He gazes up, grins broadly, and breaks into a full out RUN, leaping two stair treads at a time.

Kraven hits the landing, sprints around the corner, and chugs like a locomotive up the next flight of stairs.

He keeps running, his Italian suit and shoes not slowing him down. He gains another floor, hurries around the concrete landing, puts a hand out to stop himself from crashing, and slingshots up the next set of stairs.

INT. THE ELEVATOR - DAY

Trevor, Calypso, the Porter, and assorted entourage members stand quietly, canned music piped overhead, as the floor numbers light up slowly, 2, 3, 4...

INT. HOTEL STAIRWELL - DAY

Kraven sprints up the stair treads. He turns the corner, and LEAPS over a SHRIEKING Maid and her work cart.

Kraven lands on the Hand Rail, polished shoes on thick steel pipe, and CLIMBS, hands working furiously, up to the next floor.

The Maid gasps and leans over the rail, gazing up as -

Kraven leaps off the hand rail and continues sprinting up the stairs.

Kraven passes the 8th floor landing, keeps sprinting.

INT. THE ELEVATOR - DAY

They reach the 12th floor. The car slows, the doors open -

INT. HOTEL HALLWAY - DAY

- and Kraven is there, waiting.

KRAVEN Welcome to Belmont Hotel.

Kraven waves his hand in a theatrical flourish and bows deeply.

Trevor and the Porter are both startled, eyes wide and mouths gaping.

TREVOR

But.. but..

Calypso and members of the entourage exit the elevator with quiet smiles.

Kraven grins.

INT. KRAVEN'S SUITE - LIVING ROOM - DAY

Kraven stands at the picture window - gazing out at the New York skyline.

Trevor walks up to a large sectional seating area, fingers working over a tablet computer.

TREVOR The meeting is set for one o'clock, here.

KRAVEN Good. Home turf advantage.

TREVOR It may not be enough.

Kraven turns and walks to the dining table.

KRAVEN How many shares have been purchased?

Again Trevor's fingers graze over the tablet.

TREVOR You've managed 470,000 shares bought back, mostly with credit intended for the Angola expansion.

KRAVEN Expansion will have to wait.

TREVOR Market value will drop. The Angola mines have to hit ore soon.

Kraven scowls.

KRAVEN Lubomir knows Angola is the future. That is why he strikes now. (in Russian) Bastard!

TREVOR And you think talking will stop him?

KRAVEN I would rather kill him.

Trevor's face pales.

Kraven raises a hand.

KRAVEN But this is not old days. Now is attorneys and accountants.

Kraven splays his fingers, looks at his hands.

KRAVEN I never needed rifle or spear. Now, I must use such tools as corporate law requires.

TREVOR And I for one, am glad you do.

Kraven grins, claps Trevor on the shoulder.

KRAVEN Of course. Find more money, buy more shares. TREVOR

We could also talk to Aubrey, get them to vote against the sale.

Kraven walks to a side board, pours himself whiskey, straight.

KRAVEN

Bah. Evania goes for profit as a lion goes for gazelle. They will not side with us against Lubomir.

TREVOR You could at least meet. Aubrey's having drinks at the Pegu Club tonight, in the village.

Kraven drinks.

KRAVEN

Why do you ask for this? Have you worked some other deal? For yourself perhaps?

TREVOR

Sergei, you need better leverage if you're going to hold off Lubomir. The Evania group has nine percent interest in Kravinoff industries. Talk to Aubrey. Convince him you're sitting on a big strike in Angola. Get him to back you.

Kraven grunts, considers.

KRAVEN Send address to my driver. I like drinking. Perhaps I go out this evening.

Trevor nods, then goes to the entry of the suite.

TREVOR I'll let Aubrey know to expect you.

Kraven nods.

Trevor exits the suite, closing the door behind him.

Kraven looks through the amber colored liquid in the glass.

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CONTINUED:

KRAVEN Old days was easier. Now, I don't know who needs killing.

He sighs and drinks.

INT. TENEMENT APARTMENT HALLWAY - DAY

The SUPER unlocks the door, and turns the knob, opens it.

INT. TENEMENT APARTMENT - DAY

Peter leans in the doorway, a folded newspaper in his hand. Several items on the rentals list are circled with marker.

SUPER Newly vacated.

The room is filthy. Wall paper stained, curtains dingy.

Peter sniffs, makes a face.

PETER

Ohhww.

SUPER Disinfectant. After they hauled the body off I cleaned up myself.

INT. ANOTHER APARTMENT - DAY

Peter looks around the small, one room space. It's neat enough.

The JEWISH LANDLADY holds up a five gallon bucket.

LANDLADY Use this when you shower. Don't want to waste the cold water.

PETER Okay. Sounds good.

LANDLADY Then you dump it in the toilet when you want to flush.

PETER You, you dump it? LANDLADY Yeah, I'm having a plumber in next week.

INT. EL TRAIN APARTMENT - DAY

Peter and the APARTMENT MANAGER stand in the living room. Whatever they're saying is drowned out by the rush of a passing train.

Peter nods, looks around.

EXT. UPSCALE CAFE - DAY

Business types and beautiful people sit at the tables. The place is buzzing with activity.

INT. UPSCALE CAFE - DAY

All the tables are full. Conversation and laughter sounds throughout the restaurant.

Peter, in an apron and work clothes, wipes down a table. He grabs a busing tray loaded with dishes and carries it towards the kitchen.

The OWNER, a well dressed guy in his '30's puts a hand on Peter's arm.

OWNER Hey Pete can you stay a couple of hours late? Maybe more? We are so slammed.

PETER Yeah I guess so.

OWNER Nice. I need those hands of yours.

PETER

All the girls say that.

The Owner chuckles and points a chummy forefinger at Peter.

Kraven holds the phone to his ear.

KRAVEN Russell? I need you to do something for me.

INT. HOTEL HALLWAY - NIGHT

The Porter walks down the hall, carrying a silver tray with it's domed lid.

He reaches the door to Kraven's suite and knocks.

The door opens and Kraven, wearing a hotel bath robe, looks out. He scowls at the dome covered tray.

INT. KRAVEN'S SUITE - BATH ROOM - NIGHT

An open box of Men's Hair Color sits next to the sink, the tube and other contents laying beside the instruction sheet.

Kraven reads the instructions, and combs the liquid through his beard. He squints, leans towards the mirror, and combs some more.

Kraven grunts, nods approval.

INT. PEGU CLUB - OUTER BAR - NIGHT

Kraven, his beard much darker, walks through the club doors, Calypso on his arm. Both wear expensive evening attire. Calypso wears a diamond necklace with a large diamond pendant.

Calypso removes a cloth from her handbag, dabs her tongue to moisten it, and scrubs a splotch of Dye from Kraven's neck. She wipes again and smiles; all clean.

Trevor jumps up from the bar area and walks towards them.

TREVOR Sergei. Calypso.

Calypso smirks.

CALYPSO Trevor. Still breathing I see.

Trevor hesitates, then forces a smile.

TREVOR Charming as always. We've got a table in the back.

Trevor turns and heads to the rear of the club.

Kraven and Calypso follow, making their way through the crowd.

FELICIA HARDY, a.k.a. the Black Cat, spies the glitter of Calypso's necklace. She watches the couple walk past.

Felicia's in a booth with three other gals. She rejoins the conversation once Kraven and Calypso have passed.

INT. PEGU CLUB - BACK LOUNGE - NIGHT

The lounge is quieter than the club, with dim, indirect lighting and soft music playing. Various patrons drink at tables and booths.

AUBREY, an athletic man in his '40's, sits at a table, wearing a cream suit. He stands, a whiskey sour in his hand, as Trevor, Kraven, and Calypso approach.

Kraven glances to the two heavily muscled men sitting at a table close by. They're drinking soda water, and they're armed.

AUBREY Kravinoff. (to Calypso) Nice bling.

Calypso looks confused, then touches her necklace.

CALYPSO

Thank you.

AUBREY

Angola?

KRAVEN Zaire. My first dig.

Aubrey nods, gestures to the table. Aubrey sits and the others join him.

AUBREY The way I heard it, you killed a lion with your bare hands, and the spot where it's blood touched the ground ran rich with diamonds. 18.

A waiter stops at their table.

KRAVEN Africa has been good to me. Good for my business.

AUBREY So. What did you kill in Angola?

Kraven scowls, growing impatient.

KRAVEN

What will I kill in New York?

Trevor looks uncomfortable. He gestures to the waiter.

TREVOR Drinks all around. Whiskey for Mr. Kravinoff. I'll have a Martini. Calypso?

Calypso grins.

CALYPSO Dark 'N Stormy.

INT. NEW YORK CITY BUS - NIGHT

Peter sits, his head back on the seat rest, eyes closed, legs splayed out. His head sways as the bus travels.

EXT. PETER'S NEIGHBORHOOD - NIGHT

Peter gets off the bus, trudges towards his Aunt May's house.

INT. AUNT MAY'S HOUSE - KITCHEN - NIGHT

Peter steps quietly into the kitchen. He opens the 'fridge and spies a sandwich on a plate, all wrapped with plastic. The folded note on it reads "No junk food."

Peter chuckles. He hauls the plate out of the 'fridge and unwraps the sandwich.

Peter comes up the stairs, walks carefully down the hall.

A voice comes from one of the bedrooms.

AUNT MAY

Peter?

Peter eases the door open.

PETER You shouldn't wait up for me Aunt May.

INT. AUNT MAY'S BEDROOM - NIGHT

Aunt May smiles from the bed, thin sheets pulled up over her shoulders.

AUNT MAY Don't get paranoid. I watched one of my programs and then couldn't sleep. You think I'm keeping tabs on you?

Peter grins, leaning in the doorway.

PETER Something like that.

AUNT MAY Thanks for calling Peter. I worry when you're going to be late.

PETER Worry? You call in Amber alerts and have the Navy ready to launch air strikes. That's what you call worrying.

Aunt May waves his protests off.

AUNT MAY They didn't work you too hard?

PETER Just a really busy night. Tips were good. AUNT MAY I'm glad. Get some sleep sweetie. Class again in the morning.

Peter groans.

PETER I know, four more years. Good night Aunt May.

AUNT MAY Good night.

Peter turns - and Aunt May catches a glimpse of the paper folded in his back pocket, dark marker circles around some of the listings.

Aunt May purses her lips, frowns.

INT. PEGU CLUB - BACK LOUNGE - NIGHT

Aubrey studies a stack of papers, one sheet held in his hand. Trevor's tablet is propped on its stand, and Aubrey reads something off the screen.

> TREVOR The geologist's reports are very promising. Everything says a vein of ore is nearby. Possibly up strata.

AUBREY Up strata?

KRAVEN Upward inside the mountain.

Aubrey frowns.

AUBREY You've been digging in Angola for five years Sergei. Haven't hit anything yet.

Kraven raises his glass.

KRAVEN

Yet.

AUBREY It might be time to consider, other options. Kraven frowns - sniffs the air - and gives a growl.

KRAVEN

Lubomir.

ANATOLE LUBOMIR, a swarthy, heavy man in his '50's shuffles up behind Kraven. Three bodyguards, a woman and two men, stand with him.

Kraven jumps to his feet, rocking his chair back.

The two Armed Men at the next table stand, hands reaching towards their weapons.

Trevor waves everyone to calm down.

TREVOR Take it easy everybody.

KRAVEN Why are you here?

LUBOMIR

Same as you, you gruff bastard. Looking after my investments.

Kraven raises a firm hand, jabs his finger at Lubomir.

KRAVEN Kravinoff Industries is not for sale. You will not have it.

LUBOMIR

In a week you'll be kissing my shiny round backside. You won't like it, but you'll do it all the same.

Calypso stands, throws her fur around her shoulders. She walks away, heading for the main bar.

Kraven looks from Lubomir to Trevor and Aubrey. Aubrey purses his lips and looks at the papers, avoiding Kraven's gaze.

KRAVEN

Aubrey?

LUBOMIR You haven't told him yet?

Kraven growls.

LUBOMIR I purchased Evania Capital two days ago. So now, I own 17 percent of your little business enterprise. Can you match that?

Kraven's face goes red. He glowers at Trevor and Aubrey.

TREVOR

Sergei, if you'd just see reason. Lubomir is offering a very good price. We can all make a serious killing on this deal.

Kraven growls and knocks several sets of drink glasses across the table. Liquid and glass bits spray over the paperwork and into people's laps.

Various bodyguards draw pistols - level them at Kraven.

Kraven smiles, leans down across the table towards Trevor.

KRAVEN From Aubrey I expect such. But not you. You have made grave error.

One of the bodyguards cocks a pistol.

Kraven hears the sound, turns his head, then smiles again.

KRAVEN

When I decide to kill you, these tin soldiers will not stop me. They won't even slow me down.

LUBOMIR

You're washed up Kraven. The last five years you've been digging your own grave, and I'm here to supply the tombstone.

Kraven storms away, links arms with Calypso, and leaves the lounge.

Lubomir pulls out a chair, gestures to the papers.

LUBOMIR So? What was he planning next?

Aubrey straightens the papers, stands and adjusts his tie.

AUBREY I need to be somewhere else. Preferably on a different continent from that man.

Lubomir chuckles.

LUBOMIR Kravinoff? Let him rattle his rusty saber all he wants. He's nothing.

AUBREY If you say so. I'm catching a

flight out tonight. I suggest you do the same.

Aubrey walks away.

Lubomir twists around, craning his thick neck.

LUBOMIR Pansy. You walk and you're fired.

Lubomir sighs.

LUBOMIR What about you Trevor? You gonna run away from a little fight?

TREVOR No. Not as long as I'm on the winning side.

LUBOMIR That's the spirit.

EXT. WEST HOUSTON STREET - NIGHT

Kraven and Calypso exit the building. Kraven is fuming, barely contained.

They get to the curb where the limousine is parked. The DRIVER, a tall, slender black man, opens the rear door.

Calypso gets in. Kraven fumes, pounds his fist repeatedly on the roof of the limo.

The Driver watches Kraven's mood.

Kraven's scowl fades. He looks to the Driver.

KRAVEN Phone ahead. Tell Maarifa to prepare. Tonight, I hunt.

The Driver smiles.

Kraven gets in, and the Driver closes the door. The Driver slides behind the wheel and pulls the limo away into traffic.

A SHADOWY FEMALE, Felicia Hardy, eases away from her hiding space in a doorway, and walks to the curb. She watches the limo drive away, gives a big grin.

INT. HOTEL HALLWAY - NIGHT

Sounds of ACTIVITY and MOVEMENT can be heard within the various suites of the floor Kraven has booked.

INT. BEARER'S SUITE - NIGHT

Several Black Women haul suit cases down from closets. They CHANT a traditional African Hunting song, for luck and safety in pursuing their prey.

The suit cases are thrown open, revealing native Zulu dress.

Black Men discard their Western business clothes, and various Furs, Feathers, and Cow Tails are wrapped, tied, and laced into place.

INT. TRACKER'S SUITE - NIGHT

A huge chest is opened, and half a dozen drums and drumsticks are removed. Different Hunters take up their instruments. They strike a few practice hits, shout out their glee with African hunting calls.

INT. ANOTHER HOTEL ROOM - NIGHT

An OLDER COUPLE look upward from their bed, disturbing sounds coming from the room above.

INT. HOTEL HALLWAY - NIGHT

The Elevator doors open. Kraven and Calypso stalk into the hallway.

CALYPSO This is not Africa. You will be seen.

KRAVEN I should let them live? This is not the cruel woman I know so well.

They stop at Kraven's suite. Calypso smiles.

CALYPSO You should kill them all. You must not show weakness. But there will be consequences.

Kraven nods.

Calypso removes a glass cylinder from her handbag, it's mouth sealed, a murky liquid inside. She holds it out to Kraven.

CALYPSO Drink this.

KRAVEN Bah. I have no need of Voodoo magic.

CALYPSO This is older than Voodoo. From the darkest heart of Africa. It will make you younger, stronger, more of what you are.

KRAVEN No. I am Kraven the Hunter. Save that for when I am old.

INT. KRAVEN'S SUITE - LIVING ROOM - NIGHT

Kraven enters the suite.

MAARIFA, a husky black hunter, stands in native dress, holding a spear and shield. Maarifa steps to one side.

Kraven's Lion Head Vest and Leopard Print Pants rest on a travel chest. Kraven steps forward, runs his fingers through the fur of the vest's mane.

Kraven grins broadly.

EXT. BELMONT HOTEL ROOF - NIGHT

Kraven, now wearing his full hunting regalia, steps out onto the roof. Cruel, curved bladed knives are thrust into his belt. He wears gloves with Lion Claws at the finger tips.

Flaming torches stand in a circle while native tribesman beat out a rhythm on drums.

Kraven gives a shout, takes up a shield and spear, and LEAPS to join a circle of Tribal Dancers.

They dance. Spears thrust at their enemies, shields turn, bodies spin.

Kraven throws his spear into the air, thrusts with his shield, catches the spear, thrusts it forward. He spins around, feet lifting and falling with the dance.

The other dances shout, feet stomping and Cow Tail leggings moving with the steps.

Kraven squats, dances forward, then rises up, jumps. Continues dancing.

The drum beat races to a crescendo.

Kraven throws his spear.

The spear pierces a target made of tied bundles of reeds.

Kraven shouts - GROWLS - his canines like fangs. He is Kraven the Hunter.

Kraven bellows his hunting glee at the other dancers, throws the shield aside, then races to the edge of the roof and leaps into space.

The Tribal Dancers race to the edge of the roof, peer cautiously over.

EXT. BELMONT HOTEL - NIGHT

Kraven moves down the side of the building, hands grasping gaps in the stonework, curved bits of molding.

Kraven pauses, then LEAPS -

EXT. OPPOSITE BUILDING - NIGHT

- and lands hard, rattling the iron work of a fire escape.

Kraven leaps sideways off the fire escape, crawls over various window ledges towards the front of the building.

EXT. BELMONT HOTEL ROOF - NIGHT

The Native Dancers all cheer, spears thrust into the air.

EXT. NEW YORK CITY - ANOTHER BUILDING - NIGHT

Kraven sails through the air, catches a steel support cable, and slides down towards a concrete structure. He flips away at the last instant -

EXT. NEW YORK STREET - NIGHT

- and lands on the sidewalk.

Kraven sniffs the air - marches eagerly forward.

Kraven races along, pausing to check passing cars.

He hurries up to a BLACK HOOKER, who's fur wrap and leopard print outfit almost matches Kraven's.

The Hooker scowls.

HOOKER This is my corner sweetie. Find some other place to strut your stuff.

Kraven ROARS. The Hooker screams and runs away, wobbling on her high heels.

Kraven laughs, then races to a passing Truck - jumps and climbs onto the trailer.

EXT. WEST 83RD - NIGHT

A black B.M.W. drives along, Trevor at the wheel.

INT. THE B.M.W. - NIGHT

Trevor hums to some classical music playing on the radio.

EXT. WEST 83RD - NIGHT

A truck pulls alongside - Kraven runs atop the trailer. He leaps -

INT. THE B.M.W. - NIGHT

- then Kraven is at the driver's side window - shatters the glass - he claws at Trevor's face.

EXT. WEST 83RD - NIGHT

The B.M.W. swerves, all over the road. Horns blare.

Kraven clings to the car through it's gyrations.

The B.M.W. spins hard, skids sideways - Kraven leaps away as the B.M.W. slams into a parked car.

INT. THE B.M.W. - NIGHT

Trevor, blood and panic on his face, guns the engine.

EXT. WEST 83RD - NIGHT

The B.M.W. races against traffic, headed for Central Park.

Then Kraven's running at the B.M.W.'s rear - slashes the tire - the car jolts - shredded rubber and sparks flying.

The B.M.W. drives forward - towards the 'T' junction at the edge of the park.

The Car hits a steel pipe barricade - flips - and rolls several times - skidding over the grass and smacking a tree.

EXT. CENTRAL PARK WEST - NIGHT

The Car rocks on it's roof - then Trevor squirms his head and shoulders through the car's window.

Kraven grabs Trevor - hauls him out - throws him over the grass.

Trevor gets up.

TREVOR Help! Somebody!

KRAVEN Grave error.

Trevor runs into the park.

Kraven grins - then leaps to a tree trunk and climbs up into the branches.

Trevor runs - ducks behind shrubs - runs across an open path.

Kraven creeps silently along the canopy, leaps to another tree branch.

Trevor spots a figure ahead.

TREVOR Call 911! Help me please.

He rushes forward - but the figure is a Brass Statue.

Sirens sound from the edge of the park. Trevor spies flashes of red and blue through the trees.

Trevor circles around, heads back towards the street.

He crouches behind a park bench, peers over the top - then runs.

Trevor reaches a thick shrub - he pauses - his breathing rapid, shallow.

Then Kraven pounces, driving Trevor into the shrub with a ROAR.

The shrub jerks violently as Trevor screams! Then everything goes silent.

INT. NEW YORK CITY BUS - DAY

Peter sits, ear buds in, head bopping to music. He glances through the window and sees -

EXT. WEST 83RD - DAY

- the accident scene. Police squad cars, an ambulance, and fire truck are parked nearby. Yellow tape blocks off the area.

The bus stops at the next corner, and Peter gets off. He pulls his ear buds free and hurries back to the scene.

A Patrolman raises a hand as Peter approaches.

PATROLMAN Sorry Guy. Have to go around.

PETER What happened here?

PATROLMAN Don't know. Can't say. You know the drill. Move it.

Peter nods, walks away.

Peter crosses the street, hurries along the front of a building, and ducks into an alley.

EXT. ALLEYWAY - DAY

Peter takes a quick look around, then scrambles up the side of the building.

EXT. BUILDING LEDGE - DAY

Peter pauses, stashes his backpack on the ledge, unzips it, and takes out his web shooter bracelets. He fastens on the left and the right, then takes out his Spiderman costume.

EXT. CENTRAL PARK WEST - DAY

Spiderman swings across the roadway, drops into the trees of Central Park.

He crawls through the branches - moving closer to the crime scene.

A team of DETECTIVES, some in suit jackets, some in shirt and tie, work the crime scene.

An M.E. kneels over a body resting beside a thick shrub.

Spiderman squats on a tree limb, using his hands for balance.

SPIDERMAN Okay, just a traffic accident. I can still make class.

He crawls along the branch and fires a web to -

- a tall flag pole. He swings in an arc, and drops into the top of another tree.

Dropping leaves are waved away by a Detective who's taking a Witness statement. The Detective looks up into the tree, then smiles at his witness.

DETECTIVE 1 Run it by me again.

WITNESS I told you, some crazy guy in a lion costume. He ran that car off the road.

DETECTIVE 1 A man? Ran a car off the road?

The witness nods.

WITNESS Yeah. All by himself. It freaked me out.

The Detective writes in his notebook.

WITNESS Dude I've been here for hours. Can I go?

DETECTIVE 1 Once you talk to our sketch artist.

WITNESS Well, can I go to the bathroom?

A Spider web shoots from the tree to a building across the street.

The Detective and the Witness watch as Spiderman swings off. The Witness looks at the Detective. WITNESS See? Guy in a costume.

The Detective shakes his head.

EXT. WEST 83RD - DAY

Spiderman, wearing Peter Parker's backpack, swings from building to building. Something catches his eye.

He swings, lets go, and lands - crawls along a concrete building. He stops at a window ledge, runs his fingers over deep gouges in the concrete.

SPIDERMAN

Oh boy.

An Electronic ALARM CLOCK BUZZER sounds from the backpack.

SPIDERMAN

No. No. No.

Spiderman looks to one side.

A Digital Clock on the side of the building reads 8:03.

Spiderman leaps - fires a web - and swings away.

EXT. NYU CAMPUS - ANOTHER BUILDING - DAY

Spiderman swings over the top of the building - drops out of sight behind the ventilators.

A moment later - Peter Parker drops to a crouch on the ground beside the building. He shoulders his backpack and hurries away.

INT. ENGLISH 101 - DAY

Peter pushes into the class room and -

- everybody looks at him.

The INSTRUCTOR, a professional woman, scowls over her glasses.

INSTRUCTOR Mr. Parker. Are we suddenly a priority in your busy day?

PETER Sorry Dr. Halstead. It won't happen again. INSTRUCTOR If it does you and I will be talking to the Dean. Take your seat. Peter hurries to a vacant chair, unslings his backpack and takes out a notebook. EXT. ELEGANT HOTEL - DAY Several police squad cars and a S.W.A.T. team pull up in front of the hotel. INT. KRAVEN'S SUITE - LIVING ROOM - DAY The door swings open - Russell stands with several armed and tactical vest wearing Detectives. RUSSELL I told you already, Mr. Kravinoff and his party left the hotel early this morning. Two Detectives, Uniform Officers, and S.W.A.T. team members enter the suite. There are no personal items - Kraven is gone. DETECTIVE 2 About what time did they leave? RUSSELL Just after six. I learned of their departure shortly after I arrived. The First Detective raises a cell phone. DETECTIVE 1

He's bugged out. Lock down the airlines and train stations. Put out an A.P.B.

Smoke drifts from various stacks, the sun glints off of window glass.

EXT. WEST 39TH - APARTMENT BUILDING - DAY

An elegant, and expensive, apartment high rise. The top suite has a furnished patio with OUTDOOR POOL.

INT. LUBOMIR'S APARTMENT - DAY

Lubomir lives in a Luxury Penthouse with Hardwood floors, high ceilings, a stonework wall with flat screen t.v., a gas fire pit, new age statues - lots of stuff to Smash!

Lubomir, bored and irritated, sits on a plush sofa, lounging in a bath robe. An Attractive WOMAN in skimpy clothing sits next to him.

The First and Second Detectives stand looking down on Lubomir.

DETECTIVE 2 So Kravinoff threatened Mr. Halsey?

LUBOMIR Yeah, I told you already. Everybody there heard it.

Lubomir's Body Guards, the Woman and the two Men, all nod.

Other Police Officers are staggered around the apartment, some by the gas fireplace, some by the bar.

Another Attractive WOMAN in skimpy clothing walks through the apartment - goes into the kitchen.

DETECTIVE 1 Who's everybody?

LUBOMIR

I was there with some muscle. There was Aubrey, that pansy, and Trevor. Kravinoff had some skirt with 'im.

DETECTIVE 2

Who's Aubrey?
LUBOMIR Aubrey Sheridan. Don't worry about him though. He went off to Europe, maybe South America.

DETECTIVE 1 Did Kravinoff threaten you?

LUBOMIR Do I look threatened? Let that freak Kravinoff try something.

DETECTIVE 1 We'd like to post a couple of Officers here, just in case.

LUBOMIR Sure. The more the merrier. Don't expect me to feed 'em though.

EXT. NEW YORK STREET - DUSK

At a News Stand, a passing Truck throws down the Evening Edition of the Daily Bugle. An Artists Sketch of Kraven in his hunting garb sits below the headline "Costumed Killer".

The STAND VENDOR, a mid 20's fellow, holds up the paper.

STAND VENDOR Killer at large. Business man murdered in Central Park.

INT. AUNT MAY'S HOUSE - LIVING ROOM - DUSK

The Television is on, the ANCHOR, a professional man in his 40's, speaks to the camera.

ANCHOR A witness claims that this man, Sergei Kravinoff ...

Kravinoff's photo comes onto the screen.

Aunt May watches, fascinated and terrified.

ANCHOR ...ran down and disabled a moving car. It is believed he then brutally murdered the driver. A massive manhunt is now underway in the tri-state area with check (MORE)

(CONTINUED)

ANCHOR (cont'd) points on all bridges. Airlines are experiencing major delays due to heightened security.

The Phone rings and Aunt May picks up the receiver.

AUNT MAY

Hello?

EXT. NEW YORK CITY ROOFTOP - DUSK

Spiderman sits atop a parapet, cell phone pressed to his ear. The Sun sets in the distance.

SPIDERMAN Hey Aunt May. I just wanted you to know, I'm gonna be late again.

INT. AUNT MAY'S HOUSE - LIVING ROOM - DUSK

AUNT MAY Peter you be careful. There's something awful going on in the news. Some crazy man.

EXT. NEW YORK CITY ROOFTOP - DUSK

SPIDERMAN Yeah. I heard about that. Anyway, I don't want you worry. If I'm not home on time I mean.

INT. AUNT MAY'S HOUSE - LIVING ROOM - DUSK

Aunt May reaches to the side table, picks up Peter's newspaper, the one with the rental ads circled in marker.

AUNT MAY Peter, is there something you want to tell me?

EXT. NEW YORK CITY ROOFTOP - DUSK

SPIDERMAN No I ... I guess a fellow's got to make a living. Right? INT. AUNT MAY'S HOUSE - LIVING ROOM - DUSK

AUNT MAY I suppose so. You're getting older now. Probably want to have some money for things of your own.

EXT. NEW YORK CITY ROOFTOP - DUSK

SPIDERMAN Exactly. So don't wait up, okay? I'll try not to wake you when I get in.

INT. AUNT MAY'S HOUSE - LIVING ROOM - DUSK

AUNT MAY Not too late all right? Your school has to come first. Think of the money you'll make after you graduate.

EXT. NEW YORK CITY ROOFTOP - DUSK

SPIDERMAN You are so right Aunt May. I'll come home as early as I can.

INT. AUNT MAY'S HOUSE - LIVING ROOM - DUSK

AUNT MAY Good. Love you Peter.

EXT. NEW YORK CITY ROOFTOP - DUSK

SPIDERMAN Love you too Aunt May.

He clicks off the cell phone, looks away to the buildings.

SPIDERMAN

Oh boy.

EXT. NEW YORK SKYLINE - NIGHT

Lights sparkle from various buildings.

Spiderman swings from building to building, firing out webs.

He lets go at the top of an arc - drops several stories - then fires off a new strand and swings forward.

EXT. BILLBOARD - NIGHT

Spiderman swings past a giant, looming face.

EXT. ANOTHER PART OF THE CITY - NIGHT

Spiderman patrols the city.

EXT. COMMERCIAL ROOFTOP - NIGHT

Spiderman swings up over the parapet, lands and rolls, then runs to the far side of the rooftop.

He pauses, then climbs over the edge.

EXT. COMMERCIAL BUILDING - NIGHT

Spiderman crawls down the wall, over panes of glass.

He pauses, then turns and crawls sideways, towards the building's edge.

He stops, peering through the glass to where a Janitor is vacuuming an office.

INT. COMMERCIAL OFFICE - NIGHT

The Janitor looks up from his vacuuming, waves at Spiderman.

EXT. COMMERCIAL BUILDING - NIGHT

Spiderman waves back, then hurries to the building's edge.

He leaps into space - sails towards the next, lower building.

EXT. OFFICE BUILDING - NIGHT

Spiderman lands in a crouch on the side of a tower.

He freezes.

SPIDERMAN What the ...?

A SHADOWY FIGURE creeps across the rooftop, seeking cover.

Spiderman leaps - tackles the figure and rolls atop them.

Then he's staring at - the BLACK CAT - long, platinum hair, black eye mask, black cat suit trimmed with white fur.

BLACK CAT Easy there Tiger, you almost gave me whiplash.

Spiderman draws back a fist.

SPIDERMAN Don't call me that.

BLACK CAT Oh big bad spider gonna punch kitty cat's lights out?

Spiderman gets up, steps back.

The Black Cat gets to a crouch, then stands. She's liquid sex, moving gracefully.

SPIDERMAN Who are you?

BLACK CAT Sorry. You first. You show me yours I'll show you mine.

SPIDERMAN

If you're gonna be a cat burglar, you should get a hamster costume. Maybe a rabbit. You don't have to be so flippin' obvious.

BLACK CAT Sure, mister I crawl on walls and dress like a spider. Obvious kind of escapes you.

The Black Cat smiles - they circle each other.

SPIDERMAN No jewelry stores on this side of town. I take it that was you the other night? Diamonds are still missing. The best pieces anyway.

BLACK CAT Oh I might dress funny, but I still have my fifth amendment rights.

SPIDERMAN I ought to arrest you right now.

BLACK CAT Where's your badge officer? Or maybe this is a citizen's arrest?

SPIDERMAN Something like that.

BLACK CAT What's the charge? Sightseeing?

Spiderman points a finger at her.

SPIDERMAN You're a thief.

BLACK CAT Haven't stolen anything. Tonight. Yet.

Spiderman walks towards her. The Black Cat slinks away, hips swaying.

BLACK CAT Come on Tiger, you wanna search me?

SPIDERMAN I told you, don't call me that.

BLACK CAT Sensitive much? Blue butt.

SPIDERMAN

What?

BLACK CAT Web head.

SPIDERMAN Oh now you've gone too far. EXT. WEST 39TH - APARTMENT BUILDING - NIGHT

Gun shots sound from the next building. Flashes of Gun fire light up the windows of Lubomir's apartment.

EXT. OFFICE BUILDING - NIGHT

Spiderman turns and looks towards the gun fire.

SPIDERMAN Looks like we're gonna have to do this later.

He looks back and -

- the Black Cat is gone.

SPIDERMAN

Damn.

Spiderman races to the edge of the roof and leaps.

EXT. WEST 39TH - APARTMENT BUILDING - NIGHT

Guns continue firing - glass shatters - and something fast streaks within Lubomir's apartment.

Spiderman swings over the pool, drops to the back entrance of Lubomir's apartment. He walks towards the sliding glass door -

- when a Uniformed Policeman is thrown - head first - through the pane. Glass explodes out onto the patio - the Policeman sprawls onto the ground.

SPIDERMAN

Whoa!

Spiderman flinches to the side and looks up.

Kraven the Hunter glares through the shattered door. He Growls.

SPIDERMAN

Hey, nice ...

- and Kraven charges back into the apartment.

SPIDERMAN ... pants. What, nobody waits for the taunting anymore?

INT. LUBOMIR'S APARTMENT - NIGHT

Several Policeman fire their revolvers - but Kraven moves too fast.

One of the Attractive Women screams and ducks behind an over turned sofa.

Spiderman springs to the corner of ceiling and wall - avoiding a barrage of bullets.

Kraven leaps the kitchen counter - Slashes at one of Lubomir's Male Bodyguards. The Guard cries out - Machine Pistol sailing - grabs the red slashes on his chest - drops to the floor.

KRAVEN

Lubomir!

Kraven runs towards the back bedroom doorway - dodges aside as gunfire erupts.

A Uniformed Officer kneels by a pony wall, pistol in his hand. He grabs his radio mike.

OFFICER 1 We need back up now. Send a chopper.

Kraven pounces the Officer - rolls with him into the living room - stray gun shots go off.

Kraven picks the Officer up - throws him THROUGH the drywall - punching a hole to the bedroom.

Kraven leaps towards the hole when -

- a Spider web snags him and yanks him back.

Spiderman clings to the wall, tugging the web.

SPIDERMAN I get it, you don't play well with others.

Kraven cuts the web with one of his knives - He Roars.

SPIDERMAN Okay cuddles, have it your way. Spiderman leaps at Kraven - who turns, Judo style, and throws Spiderman into a Display Cabinet. Glass and Wood Splinters spray the room.

Kraven sprints across the room - knife raised to strike - dives towards Spiderman's prone form.

Spiderman throws himself to one side - fires a web and pulls himself away.

Spiderman lands on his feet, then flinches as -

- Lubomir's Female Bodyguard fires a burst from a Machine Pistol.

SPIDERMAN

Hey! Wrong guy!

- and Kraven drives Spiderman into the flat screen t.v. - glass and broken bits fly - the stonework cracks.

Kraven draws back - Grins broadly and Roars.

The Female Bodyguard fires another burst - but Kraven flips backwards - dodges the bullets.

Kraven rushes the Bodyguard, then slides and sweeps her feet out from under her. He Smacks her head on the floor, knocks her unconscious.

Kraven roars and throws a heavy Coffee Table towards the bedroom doorway.

Lubomir and his remaining Male Bodyguard draw back as the coffee table smashes the door frame.

Spiderman pulls himself out of the wall, broken bits of rock and electronics dropping away. His feet hit the floor and he drops to his hands and knees.

SPIDERMAN

Ouch.

He gets up.

INT. LUBOMIR'S APARTMENT - BEDROOM - NIGHT

Kraven comes over the top of the coffee table - through the doorway.

Two Attractive Women scream and cower on the huge bed.

The Male Bodyguard fires - Kraven's hit in the shoulder - he Slaps the gun away. Kraven Slashes and the Bodyguard drops.

Lubomir raises his own pistol.

Kraven draws his knife and leaps - driving Lubomir back. Lubomir sprawls with Kraven on top - his knife holding Lubomir's gun hand back.

> KRAVEN I am apex predator. You should not have challenged me. Grave error.

Kraven plunges the knife into Lubomir's chest.

Kraven stands. He howls his victory, arms upraised.

EXT. WEST 39TH - APARTMENT BUILDING - NIGHT

A Police Helicopter arrives. Several S.W.A.T. Officers in full tactical gear rappel from lines and advance towards the apartment.

INT. LUBOMIR'S APARTMENT - BEDROOM - NIGHT

Spiderman rushes to the doorway - stops in shock.

Kraven whirls - sneers at Spiderman.

INT. LUBOMIR'S APARTMENT - NIGHT

The S.W.A.T. Officers move in, take their positions. One Officer steps sideways, trying to see into the bedroom.

Another kneels, checks a Male Bodyguard for a pulse. He shakes his head 'no'.

INT. LUBOMIR'S APARTMENT - BEDROOM - NIGHT

Kraven Roars at Spiderman - rushes towards him.

INT. LUBOMIR'S APARTMENT - NIGHT

The S.W.A.T. Officers fire -

INT. LUBOMIR'S APARTMENT - BEDROOM - NIGHT

- and rifle bullets tear through the walls.

Moldings get splintered - drywall flies - the Women scream and slide off the bed to the floor.

Kraven rushes Spiderman - but Spiderman spins and back fist punches Kraven in the face.

Kraven Cracks into the door frame, splintering more wood.

SPIDERMAN Not this time.

Kraven rushes from the room.

Spiderman rushes to Lubomir, kneels and checks the man's pulse - but he's gone.

A Light Flashes. Spiderman looks up - one of the Women has taken his picture with a cell phone.

More Gunfire erupts from the apartment.

Spiderman rushes out.

INT. LUBOMIR'S APARTMENT - NIGHT

Kraven slashes at a S.W.A.T. Officer, his claws slicing the man's vest. The Officer butts Kraven in the head with his rifle.

Kraven kicks the Officer in the chest, throwing him backwards. Kraven dives to the side - as another Officer fires with a Shotgun.

Spiderman crawls over the ceiling.

Kraven Roars, his knife raised, and pounces at another S.W.A.T. Officer - a web strand catches him - yanks Kraven aside.

Spiderman grabs Kraven and they tussle on the ground.

A Flash Bang Grenade lands beside them and they both Pause - look at it.

The Grenade detonates - throwing both men back.

Spiderman flips in mid air - lands on the side wall - shakes his head and wipes his hands over the eyes of his mask. Kraven lays on the over turned sofa. He sits up as a S.W.A.T. Officer approaches, his pistol aimed at Kraven's chest.

SWAT 1 Don't move. Hands where I can see 'em.

The Attractive Woman gets up from behind the sofa, her hands in the air.

ATTRACTIVE WOMAN Don't shoot.

The S.W.A.T. Officer shifts his target - and Kraven launches towards him. The Officer fires - hits Kraven in the thigh.

Kraven takes the Officer down - punches at his face.

Another Officer opens up with a shotgun.

Kraven leaps aside - runs for the back patio door -

- and Spiderman tackles him - driving himself and Kraven through the glass.

EXT. WEST 39TH - APARTMENT BUILDING - NIGHT

They roll out in a spray of glass - tumble across the patio.

Spiderman stands up - spreads his arms wide.

SPIDERMAN Now will you give me some fightin' room? What? You didn't see that one?

Kraven stands - glares at Spiderman.

KRAVEN You. Are not sheep.

SPIDERMAN Never on Tuesdays cuddles. I count sheep sometimes.

The Helicopter roars overhead.

The S.W.A.T. Guys approach - rifles up and ready.

Kraven rushes Spiderman - slashes with his claws. Spiderman dodges back, ducks under another strike - punches Kraven in the face.

Spiderman grabs Kraven in a headlock. Kraven grunts, punches at Spiderman's face.

Kraven gets his feet on a cement planter, flips, and spins Spiderman over. Kraven Slams Spiderman into the planter shattering the concrete and spraying debris.

The S.W.A.T. Guys fire.

Kraven crouches - throws a chunk of cement at the Officers.

Spiderman punches Kraven in the face.

Kraven sails through the air - lands on his back yards away.

Spiderman stands - ducks some rifle bullets.

SPIDERMAN (to the Police) Seriously? I thought we had this worked out.

The Helicopter eases to one side - the spotlight shining down on the patio.

INT. HELICOPTER - NIGHT

PILOT (over a loudspeaker) Get on the ground now, or we will open fire.

EXT. WEST 39TH - APARTMENT BUILDING - NIGHT

Spiderman raises a hand to shield his eyes from the light.

A RIFLEMAN leans out the helicopter's side door - takes aim.

Kraven gets up - grabs a smaller concrete pot - and hurls it at the Helicopter.

It strikes the tail rotor - shatters the blades - smoke and flame billow. The helicopter lurches - drops rapidly - crash imminent.

The Rifleman jumps out of the helicopter - plunges into the Pool.

INT. HELICOPTER - NIGHT

The Pilot fights to keep control.

EXT. WEST 39TH - APARTMENT BUILDING - NIGHT

The helicopter crashes into the edge of the roof, collapsing the far side of the pool - rotor blades snap and slice through the air.

Spiderman leaps one blade - which Thunks into a wall.

The pool Fiberglass shell shatters - Steel support Beams buckle - and a torrent of water cascades over the helicopter as it slides back, tilting over edge.

INT. HELICOPTER - NIGHT

The Pilot is drenched by gushing water - the cabin floods.

EXT. WEST 39TH - APARTMENT BUILDING - NIGHT

The Rifleman struggles - is swept over the edge in a river of water.

Spiderman fires a web strand - swings over the edge of the building - he fires another web - snags the Rifleman - swings him to safety.

Spiderman leaps to the transparent windscreen of the helicopter's cabin - water gushing over his legs.

The Pilot struggles - drowning as the cabin fills.

Spiderman raises both his hands and Smashes the windscreen - rips it out and throws it aside. Spiderman grabs the Pilot - hauls him out and leaps away -

- as the Helicopter drops away over the building's edge.

Spiderman fires a web - swings back towards the apartment and lands on his side - shielding the pilot.

Spiderman gets to his feet - and the S.W.A.T. guys level their rifles at him. Spiderman looks around - too many guys with guns to avoid. And then -

SWAT 1 Stan? You all right? PILOT Yeah, I'll live.

- the S.W.A.T. guys lower their weapons.

SPIDERMAN So are we okay then?

From the edge of the roof - Kraven, bruised, bleeding, but still on his feet - gives a mighty Roar. Then he dives over the edge.

Spiderman raises a hand to the S.W.A.T. guys.

SPIDERMAN I'm gonna go after him. Don't shoot me okay? I just got this suit. Hate to get any holes in it.

He races across the patio and leaps over the building's edge.

SPIDERMAN

Whoo hoo!

EXT. WEST 39TH - LOWER ROOF - NIGHT

Spiderman plummets downward - towards Kraven who's climbing down the side.

They collide - tumble through the air - land hard on a lower level - debris and shrapnel blown everywhere.

They roll over and over - punching and slashing - and go over the next edge.

EXT. NEXT BUILDING - NIGHT

Spiderman fires a web. He swings with Kraven to the next building - drives Kraven hard into the wall.

They drop to the roof top - Kraven staggers. Spiderman punches Kraven twice, then jumps and Kicks Kraven in the chest with both feet. Spiderman somersaults away - and Kraven lands on his back.

Spiderman walks to where Kraven lays.

SPIDERMAN You ready to call it quits? I'm sure they've got a nice jail cell (MORE)

(CONTINUED)

SPIDERMAN (cont'd) for you. Catch up on all those nature magazines.

Kraven looks bad - nose broken, blood on his face.

KRAVEN Kraven the Hunter will not be caged.

SPIDERMAN Kraven the Hunter, hunh? I suppose that's better than Melvin the Taxidermist.

A SPEAR sails at Spiderman's chest. Spidey ducks back - and still gets sliced across the pec's. He cries out - grabs his chest.

Maarifa, Kraven's Driver, and several other Black Men in Native Dress stand at the edge of the building. They throw more spears - knifes.

Spiderman dodges and jumps back, twisting away.

Kraven get's to his feet, rushes to the edge of the building and rolls away over the edge.

Spiderman rushes towards the Black Men, but they Scatter - giving Native Taunts and Jeers.

Maarifa climbs down a fire escape. The others escape through roof access doors - some slide away down ropes.

Spiderman rushes to the edge of the building, peers over the edge, but Kraven is gone.

EXT. WEST 39TH - STREET LEVEL - NIGHT

Spiderman swings in to land on the sidewalk - hurries to a corner storm drain. He kneels down -

- there's blood on the concrete - and some lion fur.

SPIDERMAN

Oh man.

EXT. NEW YORK SKYLINE - NIGHT

Spiderman swings through the city.

EXT. BUS DEPOT ROOF - NIGHT

Spiderman lands on the rooftop - wincing in pain. He goes to a large set of piping, removes his backpack from it's hiding place.

He pulls off his mask, groans, rubs his jaw.

Peter removes his street clothes from the backpack, then peels out of his Spiderman shirt - splotchy purple bruises on his back and ribs.

He examines the cut across his chest. Winces in pain - puts on his shirt.

EXT. BUS DEPOT BUILDING - NIGHT

The bus to Queens pulls away from the depot.

INT. STORM TUNNELS - NIGHT

Maarifa leads a party of Black Men. They carry Kraven on a litter.

Kraven's head sways with their steps - he's unconscious - his breathing weak.

The Men step through a shallow flow of water from a connecting tunnel. They turn left, follow the current.

EXT. STORM DRAIN OUTLET - NIGHT

Maarifa pushes open a door grate - and the Men carefully hoist Kraven up. They march over the concrete spillway towards the shore.

A faint glow of Dawn shows on the horizon, against the silhouette of the New York City skyline.

EXT. PRIVATE DOCK - DAWN

Maarifa leads the Men over a path, past some pier pilings, to where a Yacht is moored. They hurry across the dock.

Calypso stands on the bow of the Yacht, anguish on her face.

Maarifa and the Men mount the gang plank - carry Kraven up to the deck.

EXT. YACHT'S MAIN DECK - DAWN

Calypso meets the Men as they come aboard. She gently touches Kraven's face, his shoulder.

Maarifa leans close.

MAARIFA He is bleeding out, inside. He will be dead before the sun peaks.

CALYPSO Take him below. To the hold, not his cabin.

Maarifa nods, then leads the Men away.

Calypso considers - then hurries away.

INT. THE HOLD - DAWN

Cages for animals and cargo containers line the wall of the hold. An intense light illuminates the stairwell - shining down from the entry hatch.

Kraven lays on a mattress pad atop a row of crates.

Various Black Women kneel in a circle around him, wailing mournful cries of loss.

Calypso comes down the stairs - moves to where Kraven lays.

CALYPSO Out! All of you out!

The Black Women scatter.

Calypso kneels at Kraven's side, clasps his hand in hers.

CALYPSO Sergei? Kraven?

Kraven opens his eyes. He gives a weak cough, then looks towards Calypso. He forces a smile.

KRAVEN I have found a hunter, better than me.

CALYPSO There is no better hunter.

KRAVEN Nyet. This man in red and blue, this man-spider. He is quite good. Now, I die.

Calypso clutches Kraven's hand to her bosom.

CALYPSO Lubomir is dead?

Kraven nods.

CALYPSO Then the mines are safe. No one can take them away from you.

Kraven smiles.

CALYPSO And no man-spider can take you away from me.

Kraven scoffs.

KRAVEN You are not Russian. You do not understand loss, tragedy, as we do. It is in our blood.

CALYPSO You will not die.

Calypso raises the glass cylinder, tilts it to show Kraven the fluid within.

Kraven sighs.

KRAVEN The cost is too high. CALYPSO To receive that which is yours? Never!

Kraven coughs - blood spraying from his lips.

Calypso breaks the seal on the cylinder - moves the vessel to Kraven's mouth.

CALYPSO Sergei, drink. Drink and live.

Kraven looks at her, nods.

Calypso pours the fluid into his mouth - Kraven gulps.

CALYPSO Vengeance on the man-spider.

Kraven, growing stronger, reaches up and takes the cylinder from her. He drains it.

Kraven's eyes glow yellow - cat like - pupils going to vertical slits.

Kraven spasms - back arches hard - shattering the cylinder on the deck.

Kraven shakes - body vibrating. He groans - turning into a wail. Then he Howls.

Calypso covers her ears - backs away.

Kraven's body swells - muscles and hair growing thicker - more lion like.

The Bullet in his shoulder comes out of the skin - drops to the deck. The wound closes up - heals to a faint scar.

His thigh wound also heals.

His fingernails grow longer - thicker - forming claws.

Kraven shakes his head - his hair jet black, wild, shaggy.

Kraven pants - a smile coming to his lips. His Canine teeth are now more pronounced - fangs evident.

Kraven leaps to a crouch - shoulders hunched - arms crossed over his chest with clenched fists.

Then Kraven spreads his arms wide, arches his back, and ROARS.

INT. YACHT'S PILOT HOUSE - DAWN

The roar shakes Coffee cups on saucers.

The Captain, a Black Man in a yachting jacket looks worried. He glances to Maarifa.

Maarifa smiles, then raises his spear with a native shout of Jubilation - victory.

MAARIFA The Hunter lives.

INT. PETER'S BEDROOM - DAY

Peter lays in bed, his face mashed into the pillow. He groans, stirs and shifts. He pushes up, blinks, and glances to his dresser.

The Alarm Clock is blank - no power.

Peter throws back the covers, gets out of bed. He lifts the alarm clock, pulls the cord - and finds that it's unplugged.

He grabs his cell phone, checks the time - 10:47.

INT. AUNT MAY'S HOUSE - LIVING ROOM - DAY

Peter comes down the stairs, in pajama bottoms and a 't' shirt. He carries the alarm clock.

PETER

Aunt May?

AUNT MAY (o.s.) In the kitchen.

INT. AUNT MAY'S HOUSE - KITCHEN - DAY Aunt May puts breakfast on the table. Peter walks in.

> PETER Did you unplug my clock?

AUNT MAY You needed your sleep. Aunt May takes some fried eggs off the stove and puts them onto a plate.

PETER I have class today.

AUNT MAY Not until this afternoon. I don't know when you got in, but it was late, and you needed your sleep.

She puts the skillet down near the sink.

AUNT MAY

Sit down.

Peter puts the clock on the table, sits down.

PETER So you unplugged my clock?

AUNT MAY I couldn't figure out how to turn it off.

PETER It's just a clock.

Aunt May picks up the classifieds with the circled listings from the counter behind her.

Peter begins eating his breakfast.

AUNT MAY Your boss called, the nice man from the restaurant, about an hour after you called me.

Peter almost chokes on his orange juice.

AUNT MAY He wanted to know if you could come in. He was willing to cover your bus and train fare, since it would inconvenience you.

PETER Aunt May I ...

Aunt May puts the paper down on the table.

AUNT MAY I also found this in your waste basket.

Peter stares at the listings.

AUNT MAY Is there maybe something you want to tell me?

Peter stares at his plate.

AUNT MAY You stay out late. You lie to me.

PETER I haven't lied ...

AUNT MAY You told me you were working. Were you?

Peter says nothing.

AUNT MAY

And if you weren't at the restaurant, where were you? Some other job? Looking at apartments? You can't afford those.

Aunt May kneels beside his chair, takes hold of his hand.

AUNT MAY

Peter, you're Uncle did all right by us. We're not going to sail on the Riviera any time soon, but we get by. What I make gives us a little extra.

PETER

Aunt May those apartments, I was just checking to see if there was anything closer to school.

AUNT MAY

You can't afford any of those. And I don't want you quitting school.

PETER Who said anything about quitting school? 58.

AUNT MAY

Let's say you did find another job, something tempting, because of the money. It can be a trap. You quit school, tell yourself you'll go back in a few years. But then time goes by and there's the job, marriage, a family.

PETER

It's not like that.

AUNT MAY

Remember, once you graduate doors open up for you. Doors I never had, doors your Uncle never had. If you keep staying out all hours, your grades will suffer. Please don't throw your life away.

PETER

I won't Aunt May.

She gets up and hugs him tightly - and Peter groans in pain.

Aunt May gives him a shocked look, then yanks his 't' shirt up.

Peter's ribs are still bruised.

AUNT MAY Oh my God! Peter what ...?

She looks at him and Peter pulls his shirt down, looks away. Aunt May frowns.

> AUNT MAY This isn't the first time you've come in bruised or even bleeding. Peter, are you involved in something illegal?

> > PETER

No Aunt May.

AUNT MAY Please tell me the truth. I don't care how good the money is, if you go to prison your future is gone. Over.

PETER Aunt May, I ... (a beat) ... a couple of times a month, I . . . AUNT MAY Yes? Go on. PETER A couple of times a month I go to this boxing gym. They pay good money for sparing partners. Aunt May puts her hand on Peter's neck. AUNT MAY Oh my God Peter. PETER It's not so bad. I'm pretty quick. Usually they don't touch me. He grins. PETER Can't lay a glove on me. But the guy last night ... Aunt May hugs him. AUNT MAY Oh Peter. Peter presses his face into her shoulder. AUNT MAY You need to stop this. Okay? Promise me. PETER Fine. I promise. Aunt May lets him go, stands back and looks at him. AUNT MAY And if you want to spend time alone

with some girl, I suppose I could go to the movies. We'll work something out. 60.

PETER

(he's shocked) Aunt May.

AUNT MAY

There's only a couple of reasons why guy's want their own apartment. I know what you guys think about, and that's okay, it's not a bad thing. You've probably met some girl.

PETER Not really. Just one, and she was playing hard to get.

AUNT MAY I figured it might be a while, after Gwen. But it's bound to happen sometime.

PETER I think it's going to be a little while longer.

AUNT MAY Okay, if you say so. But no more foolishness. School, and a reasonable, part time job. No more apartments, no more fighting. Promise.

Peter nods.

PETER Yes ma'am. I promise.

AUNT MAY And no more late nights. If you stay out late on a school night I swear, grown man or not, I will skin your backside.

Peter raises his hands defensively.

PETER

Okay, okay.

She kisses the top of his head, musses his hair.

EXT. NYU CAMPUS - DAY

Students and Faculty come and go across the open grounds between buildings.

INT. LABORATORY - DAY

Peter, wearing safety goggles, rubber gloves, and an apron, spoons a powder onto a square of waxed paper on a scale.

He writes the amount down in a lab notebook.

INT. ENGLISH 101 - DAY

Peter listens to a lecture. On the desk in front of him, a 3 ring binder is open to a print out of the class Essay Style Guide.

The instructor writes on a dry erase board, continues discussing essay structure.

Another Student raises a hand, asks a question. The instructor answers, and Peter writes some notes.

EXT. NYU CAMPUS - CAFETERIA - DAY

Peter sits at an outside table, eating lunch. He grins at a group of students kicking a hacky sack with their feet.

A couple of GIRLS walk by. They know Peter, give him a wave. He waves back, says 'Hello', and they continue on.

Peter suddenly FREEZES. He glances around, but there's nothing in sight to put him on edge. He slowly gets back to his lunch.

EXT. BUS DEPOT BUILDING - DUSK

Peter stands in a line with other bus passengers. The bus pulls up, the doors open. People start getting in.

Several Police Squad cars speed by, their lights and sirens going.

Peter hesitates, considers chasing after the police. The MAN behind him get's impatient, says something to Peter. Peter apologizes, then shoulder's his back pack and gets on the bus.

INT. PETER'S BEDROOM - NIGHT

Peter types at a laptop, working on an essay.

A Daily Bugle Newspaper lays beside him - the headline "More Jewelry Thefts."

Peter saves the file, then prints out a hard copy.

EXT. BUS DEPOT BUILDING - DAY

Peter gets off of the bus, walks down the sidewalk.

INT. CIVICS 101 - DAY

The Professor hands back graded quiz's. Peter receives his and looks to see he got an 'A-'. He smiles.

INT. UPSCALE CAFE - NIGHT

Peter buses tables. He drops the dishes off - waves to the dishwasher - who waves back, and walks towards the front.

Peter suddenly STOPS. He walks towards the front of the cafe, goes outside.

EXT. UPSCALE CAFE - NIGHT

Peter walks out past the sidewalk tables, stands at the curb. He looks left and right, but again, there's nothing to arouse suspicion, just traffic and pedestrians.

The Owner appears at the doorway behind Peter, calls him to come back inside. Peter turns and goes in.

EXT. NEW YORK STREET - NIGHT

Peter walks past the News Stand. He backs up and reads a headline on some Rag Journal - "Murder Man". And there is the Cell Phone photo of Spiderman at Lubomir's body.

Peter looks at the photo and the headline - shakes his head.

Two GIRLS, early 20's, are reading a paper.

GIRL 1 I can't believe Spiderman would kill somebody. GIRL 2 It's got to be a mistake.

Peter grins.

PETER Definitely a mistake.

The Girls look at him, Laugh, and walk away.

Peter smiles, watches them.

One Girl looks back, whispers to her friend. They both laugh and continue walking.

Peter shakes his head and walks on.

INT. PETER'S BEDROOM - NIGHT

Peter closes a Civics text book, rubs his eyes. He gets up, stretches, and walks out the door.

INT. AUNT MAY'S HOUSE - LIVING ROOM - NIGHT

Peter comes down the stairs.

PETER Aunt May? I'm going out.

Aunt May is watching television and working on a Sudoku puzzle book. Peter smiles.

PETER

Sudoku?

AUNT MAY Have to keep the mind sharp as you get older.

PETER Okay. I'm gonna go out for a while. Maybe catch a movie. If you want to have a man over while I'm gone, leave a necktie on the door nob.

She scoffs.

AUNT MAY

Peter.

PETER Just so I know. Wouldn't want to interrupt anything. AUNT MAY Pfff. Not too late. PETER Hey I'm a free man 'til Monday. AUNT MAY Fine. Have fun. Peter hugs her. AUNT MAY Love you sweetie. PETER Love you to Aunt May. Peter heads for the front door. AUNT MAY Thank God that horrid Spiderman mostly stays in Manhattan. PETER What? AUNT MAY He's killing people you know. Peter scoffs. PETER I don't think Spiderman kills people Aunt May. That's just the news, scaring people to get ratings. AUNT MAY This was on C.N.N. Peter, not Fox.

Peter hesitates, his mouth hanging open. He shakes his head, gives a wave.

PETER I've been cooped up too long. Got to go. INT. TRAIN CAR - NIGHT

Peter sits facing the rear of the train, his head moving gently with the rhythm.

The train passes various buildings and structures.

EXT. GRAVEYARD - NIGHT

Peter, carrying a bundle of flowers, walks down the sidewalk beside a tall, masonry wall. He gets to the main gate, but it is chained and locked.

A posted sign tells that the Cemetery closes at Dusk.

Peter rattles the pad lock. He walks down a bit, then looks around. Satisfied he's alone, he jumps and quickly climbs the wall.

EXT. GRAVE SITE - NIGHT

Peter places flowers on Gwen Stacey's grave. He tenderly brushes some leaves from her headstone, then squats down, his head bowed.

PETER

Hi Gwen. I brought some flowers that I hope you'll like. I don't know if you can hear me, or if you check in sometimes to see how it's going down here, but I wanted you to know that I miss you. That I think of you. I think about you a lot.

A tear starts down Peter's cheek.

PETER

I wanted to say again, for the five millionth time that I'm so, so sorry. I screwed up. I broke the promise I made to your Dad, the promise I made to you, to myself.

Peter wipes his face.

PETER

I'm not asking you to forgive me. I don't want that. I don't deserve that. All I know is, I've been a jerk. I've gotten people killed. (MORE) PETER (cont'd) People I love. My Uncle, your Dad, and, well you know.

Peter stands, puts his hands in his pockets.

PETER

I can't keep hurting people. This, whatever this is, if I keep doing it, it has to mean something. It has to help people. If anyone else get's hurt because of me, I think I'd loose my mind, you know?

Peter shrugs.

PETER

Maybe I'll take some time off. Just be Peter Parker for a while. Get through college. I don't really need all the complications. Regular life is hard enough by itself without... you know. And your Dad was right. The Police are there to do their job. They can handle almost everything. Almost.

Peter straightens the flowers.

PETER

So that's it. Oh and now they think I'm a murderer. It's just not fair. All the people I did hurt, and now they're pissed at me for something somebody else did. Life kinda sucks sometimes. Love you Gwen. Miss you.

Peter turns and walks away from the grave.

He stops, looks back.

PETER

I really miss talking to you. Nobody else understands what I'm going through.

He turns and leaves.

EXT. TRAIN DEPOT - NIGHT

Peter rushes to the platform, frustrated, worried.

In the distance, the train he's missed heads down the tracks.

Peter turns in a circle.

PETER No. No. No. Oh man.

Peter checks the kiosk for the next train's departure, but it'll be a long wait.

He looks around, sees the platform is empty.

PETER Never take your work home with you. Well, maybe this once.

Peter leaps to the roof of the Train Depot.

EXT. NEW YORK SKYLINE - NIGHT

Spiderman swings from building to building.

A Piercing SCREAM sounds out.

Spiderman wobbles.

SPIDERMAN

What the...?

He changes direction, swings left, towards another building.

EXT. WEST 45TH STREET - NIGHT

A Woman hangs from a thin cable, swaying precariously. She SCREAMS.

Spiderman catches her, an arm around her waist, and swings to land on the side of the building.

The Woman is stiff, arms and legs made of Plastic. Spiderman looks -

- and it's a Mannequin, a decoy.

CONTINUED:

SPIDERMAN Oh this can't be good.

He FREEZES and -

INT. MANNEQUIN WORKINGS - NIGHT

- gets an image of a battery, cables, some electronics, and a cluster of explosives.

EXT. WEST 45TH STREET - NIGHT

Spiderman flinches in pain as an ear piercing electric WHINE sounds from the mannequin.

He leaps - as the mannequin EXPLODES - fragments thrown into space.

A bird's nest of Cables with Sharp Barbed Tips fly out in every direction.

Spiderman twists - moving his arms and legs to avoid the Barbs.

One of the Cables drives through his Thigh. Spiderman cries out - the cable tosses and throws him.

He swings out - then gets yanked back and swings to slam into the building.

Then he's Dangling - bobbing like a fish on a line.

Spiderman gasps - grabs at the barb. He looks up. The Cable runs to an overhang from the building.

Spiderman grabs the cable, pulls himself up. He gets his other hand on the cable and starts to pull -

- when a Tranquilizer Dart Thunks into his shoulder.

Spiderman looks up -

EXT. WEST 45TH ROOF TOP - NIGHT

- and Maarifa, in his native garb, is standing a top the building, a rifle in his hand.

Maarifa raises a cell phone.

MAARIFA I have him.

EXT. WEST 45TH STREET - NIGHT

Then Spiderman sags and hangs, head down, unconscious.

EXT. WEST 45TH ROOF TOP - NIGHT

Maarifa works the controls on a winch, and begins reeling in Spiderman. Maarifa leans over the edge, watching as Spiderman get's closer and closer.

Maarifa reaches out with a pole and hook, snags the cable, and pulls Spiderman towards the roof of the building.

Maarifa pulls Spiderman in, then hits a button on the winch controls.

The cable releases and Spiderman hits the rooftop.

Maarifa stands, glares at Spiderman.

MAARIFA

So, you are the one who defeated Kraven. It does not seem possible.

He kneels and unlocks the head of the barb. He pulls the cable from Spiderman's leg.

MAARIFA The Hunter is coming, and then you will know fear.

Behind Maarifa, the Black Cat stalks forward, a length of Pipe in her hands. She Swings -

- knocks Maarifa in the head. He drops, unconscious, across Spiderman.

Black Cat pulls Maarifa to one side. She kneels down and slaps gently at Spiderman's face.

BLACK CAT Hey. Wake up. Come on.

The Black Cat lifts Spiderman's arm over her shoulders, struggles, but hauls Spiderman upright.

BLACK CAT Come on Tiger, time to go.

Spiderman's head wobbles, still groggy.

Black Cat shuffles towards the roof access door, half carrying Spiderman along.

BLACK CAT Little farther. Come on that's it.

The roof access door opens - and Kraven's Driver steps out, a spear held in his hand.

The Driver spots Black Cat and Spiderman. He snarls - then hurls the spear.

Black Cat grabs Spiderman's wrist, raises his hand and waves it at the Driver.

BLACK CAT Come on, do the ...thing.

Nothing happens - and Black Cat shrieks, ducks sideways as the spear cuts a lock of her Platinum hair.

Black Cat shoves Spiderman towards the edge of the building, his heels dragging through the gravel on the roof top.

Spiderman moves his arms, his head shifts to the other side.

BLACK CAT Wake up damn you.

SPIDERMAN

Wha...?

They reach the edge of the building. Black Cat looks -

EXT. WEST 45TH STREET - NIGHT

- to a fire escape.

EXT. WEST 45TH ROOF TOP - NIGHT

- but the Driver is approaching fast, knife in his hand.

Black Cat pats down Spiderman's arm, touching his muscle, moving over his wrist. She finds the web shooter bracelet, then traces down to the switch in the palm of his hand.

(CONTINUED)
Black Cat turns his hand over, bends his fingers back, and squeezes the switch.

A Web Strand fires out, sails past the Driver, who ducks and races towards them.

The Driver throws the knife -

- and Black Cat and Spiderman topple backwards over the edge.

EXT. WEST 45TH STREET - NIGHT

Black Cat cries out, then squeezes the switch again.

A Web Strand shoots out, sticks to the masonry of the building.

They keep falling - the end of the web strand fluttering away.

Black Cat grabs Spiderman and Rolls, turning them to face down towards the ground.

She squeezes again - and a web strand fires out to stick to the side of the building.

They fall THROUGH the web strand. Black Cat grimaces as the strand tangles over her chest and arms.

They're yanked as the strand pulls tight, then they swing hard - shatter a glass window.

Black Cat is stunned. She wiggles a bit, swaying. She looks up. Her left arm is wrapped with webbing, pulled taught above her.

Spiderman starts to slip away. She grabs for him, holds him tight.

Black Cat bends and kicks her legs, starts them swinging. She kicks again and they swing away and then towards the building.

She kicks again, hooks her leg through the hole in the window, and hauls them into the building.

INT. WEST 45TH - NIGHT

They topple to the floor in a dark office, with a desk and chair on one side of them, filing cabinets on the far wall.

Black Cat laughs, falls back to lay prone.

Spiderman puts a hand to his head, groans loudly.

Black Cat looks at him, breaks into a grin.

INT. WEST 45TH LOBBY - NIGHT

The Elevator DINGS, and Black Cat exits, still supporting Spiderman, his arm over her shoulder.

They walk through the lobby and exit the building.

EXT. WEST 45TH STREET - CURB - NIGHT

Black Cat raises her hand and flags an approaching taxi.

BLACK CAT

Taxi!

The cab pulls over. Black Cat opens the rear door and pours Spiderman inside. She pushes him over.

The Taxi Driver gives them a puzzled, suspicious look.

BLACK CAT Costume Party. My friend had ...

She mimes raising a glass to her lips.

The Taxi Driver smiles and nods knowingly.

Spiderman looks at the Black Cat.

SPIDERMAN You smell nice.

BLACK CAT Yeah, yeah.

Black Cat climbs in and closes the door.

The Taxi pulls away.

Spiderman groans and puts a hand to his head. He shakes his head vigorously, then looks around.

He's seated propped against a steel structure supporting a billboard. He looks around at some roosting pigeons.

His thigh has been tied with a white, cloth bandage.

Then the Black Cat climbs a fire escape ladder and hops over the roof parapet. She's carrying a paper sack and a Styrofoam cup of coffee. She hands the sack to Spiderman.

BLACK CAT

Here.

SPIDERMAN What's this?

BLACK CAT Thought you could use it.

Spiderman pulls a packet of pain killers from the bag.

SPIDERMAN

Thanks.

He tears open the packet, dumps the pills into his palm.

Black Cat drinks the coffee, leaving red lipstick on the cup.

SPIDERMAN

Do you mind?

He holds out his hand. She hands him the cup.

Spiderman pulls his mask up over his mouth, downs the pain killers with a guzzle of coffee. He sighs in pleasure, then drinks another long swallow.

He hands the cup back to her.

SPIDERMAN Wow, that was ... nice. Thanks.

BLACK CAT

Any time.

Spiderman shakes the bag, something heavy rustles inside.

74.

SPIDERMAN Something else?

He reaches in and pulls up a stolen Diamond necklace. As the jewels clear the bag a LIGHT flashes.

Black Cat grins from behind her cell phone.

SPIDERMAN I don't believe you. You go out stealing more diamonds?

BLACK CAT Not me handsome, you're the one holding the goods.

She waves the cell phone at him.

SPIDERMAN Oh that is low.

Spiderman tries to get his feet under him, but he groans with the effort, puts a hand to his head, and slowly rises.

Black Cat steps towards him.

BLACK CAT Think of it as an insurance plan. I can e-mail that photo with the touch of a button. Facebook, Instagram, Tumbler. It wouldn't look so nice Spiderman being a jewel thief now would it?

Spiderman stares at her.

BLACK CAT Especially after that murder incident.

SPIDERMAN I had nothing to do with that.

BLACK CAT

Sure you didn't. I know you're a straight laced, uptight, goody goody. But with enough evidence, people might start to wonder.

SPIDERMAN What do you want? BLACK CAT I saved your bacon tonight.

Spiderman rubs the shoulder where he was shot.

BLACK CAT

So I figured you'd let me slide a little. Look the other way, turn the other cheek, blue butt.

SPIDERMAN You're still a thief.

BLACK CAT Nobody get's hurt when I'm working. I get past the alarms, I take some pricey baubles. Girl has to make a living.

SPIDERMAN Doesn't make it right.

She steps closer to him, a little sway in her hips.

BLACK CAT Naughty's more fun. Can't be goody goody all the time.

Spiderman steps back, but she keeps moving closer.

BLACK CAT What's the matter? Cat got your tongue?

She presses hard against him, kisses him firmly.

They break for air.

SPIDERMAN You smell nice.

BLACK CAT You said that before.

They kiss again, this time Spiderman embraces her, squeezes her tight.

They break again. Spiderman looks around.

SPIDERMAN How did we get up here? BLACK CAT It wasn't easy. You're heavier than you look.

They kiss again. They break and Spiderman presses his face to her neck.

SPIDERMAN You smell really nice.

BLACK CAT I know. You said that...

Spiderman leans away from her, looks around nervously.

SPIDERMAN No. You're wearing perfume. It's the kind of thing...

- And Kraven is squatting on the parapet beside the fire escape. He grins broadly, sniffs the air.

KRAVEN ... a predator will track.

Spiderman pulls his mask back into place.

SPIDERMAN

Kraven.

KRAVEN The spider and his mate.

Black Cat and Spiderman both protest.

SPIDERMAN We are not a couple. She's a thief.

BLACK CAT I barely know this guy. He is not my type. Too uptight.

Kraven Growls.

KRAVEN

Stop. I trust what I see, not what you say. Man-spider, tonight you must die. I am apex predator. You are not better than me. You are not hunter. You are prey. SPIDERMAN We'll see about that fancy pants.

Kraven hops from the parapet to the roof top.

KRAVEN Da. We will see. You will make fine trophy for my wall.

Spiderman turns to Black Cat.

SPIDERMAN Get out of here. Go. I'll take care of this.

Black Cat nods, runs behind some roof top structures and away.

KRAVEN You will take care of nothing.

Kraven launches himself -

- drives FAST at Spiderman.

Spiderman fires two web strands at Kraven -

- who drops and Slides hard, sweeps Spiderman off his feet.

Spiderman lands on his back and Kraven punches him full in the face.

Kraven draws back, punches again. Spiderman catches his fist, kicks Kraven in the side - throwing him to the left.

Spiderman jumps to his feet, takes a weak step favoring his good leg.

Kraven rushes him, claws slashing. Spiderman dodges back, then grabs Kraven and Jumps - Kraven throws some punches and they Land hard, Spiderman driving Kraven into the roof.

Spiderman leaps to a hand stand, then somersaults and stands upright.

Kraven gets to his feet, grinning broadly.

KRAVEN You are worthy prey.

SPIDERMAN And you need to accept it, disco is dead. That '70's outfit doesn't work anymore. 78.

Spiderman fires two more web strands. Kraven ducks - the strands stick to the brick work behind him -

- then Spiderman bungee propels himself at Kraven, feet first. He kicks Kraven across the roof top, smashes him against the brick work.

Kraven rebounds, shakes his head with a Roar and charges.

He Grapples with Spiderman and they SMASH through the parapet, sailing with the debris into space.

EXT. UPSCALE CAFE - NIGHT

Kraven and Spiderman plummet - still punching and slashing.

They hit the sidewalk, Spiderman first - shatter a trash receptacle, throw more debris.

Kraven rolls, comes up on his feet. He ROARS.

Pedestrians scream and scatter, tables are over turned.

Spiderman punches Kraven - who sails through the air -

- drives a dent into the trailer of a passing semi-truck. The trailer rocks sideways - wheels lifting - then slams back down.

Kraven is thrown to the street.

Spiderman leaps and crawls along the side of the building - fires a web at Kraven.

Kraven's snared - Spiderman pulls - SMACKS Kraven against the building.

Kraven slices with his knife, drops away from the web.

He picks up a parked Motorcycle, throws it at Spiderman.

Spiderman leaps aside - the Motorcycle smashes on impact - parts and gasoline spatter the side of the building.

People scream as parts rain down on them.

A candle on a table ignites the gas - flames billow across the tabletop and up the wall.

The Cafe OWNER watches the destruction in horror.

Spiderman watches the people flee.

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SPIDERMAN

Oh my God.

Then Kraven leaps and starts climbing the side of the building.

Spiderman climbs faster - pulls away from Kraven.

KRAVEN You run very well. You are excellent prey.

Spiderman leaps - fires a web strand to another building and swings.

But Kraven also leaps - catches him.

They swing across the street and SMASH through a window -

INT. OFFICE BUILDING - NIGHT

- into Cubicle and File Cabinet hell - a labyrinth of work spaces.

Office Workers, the second shift, scream and flee.

Kraven throws Spiderman - who smashes through several file cabinets, tears out multiple cubical walls.

INT. EXECUTIVE OFFICE - NIGHT

Spiderman crashes through the wall - lands on his back in somebody's office. He groans, looks at the Executive, a man in his '50's, on the phone, seated at his desk.

SPIDERMAN Get out of here. Get your people out.

EXECUTIVE (to his phone) I'll call you later.

The Executive hangs up - flees the office.

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INT. OFFICE BUILDING - NIGHT

Kraven pursues, running on all fours, leaping through the holes in the cube walls.

KRAVEN Man-spider!

INT. EXECUTIVE OFFICE - NIGHT

Kraven leaps the last hurdle - Spiderman punches, a hard upper cut that lifts and flips Kraven -

- slams him through a dark wood grained desk. Broken pieces fly.

Spiderman, fists clenched, stands facing Kraven.

SPIDERMAN That's Spider Man. Not spider sheep, not spider wimp. Spiderman.

Kraven picks up half the desk and heaves it at Spiderman, who leaps, avoiding it, and clings to the ceiling.

Kraven Roars.

Spiderman launches himself, tackles Kraven, and drives them both through the picture window.

EXT. WEST 47TH STREET - NIGHT

Spiderman and Kraven sail through the window in a spray of glass.

Spiderman grabs Kraven in a headlock, he fires a web, and swings them higher.

Kraven punches Spiderman - who let's go of the web. They both drop - then Spiderman fires a web. Kraven grabs Spiderman's ankle and they both swing towards another building.

EXT. WEST 47TH - STREET LEVEL - NIGHT

A Police Cruiser pulls to a halt in the middle of West 47th - Hollis leans out the driver's side window, looks up, radio mike in his hand.

HOLLIS I can confirm. I have a visual on Spiderman and Kravinoff, duking it out on West 47th. Now on West 48th.

Willard, the passenger, also leans out and looks up.

EXT. WEST 48TH STREET - NIGHT

Spiderman - with Kraven on his ankle, swings towards another building.

Kraven let's go - lands and rapidly climbs the side of the building.

Spiderman flips, lands with his back to the building, facing Kraven as he ascends.

SPIDERMAN Give it up cuddles. This isn't the jungle, you're on my turf now.

Kraven Roars and continues charging up the side of the building.

SPIDERMAN

Fine.

Spiderman fires a web blast - hits Kraven in the face.

Kraven peels the webbing away, continues climbing.

Spiderman fires another burst - but Kraven flinches to the side - throws his knife.

The blade slices Spiderman's arm, Thunks into the ledge above him. Spiderman cries out - looses his hold, then turns and climbs away up the building.

Kraven climbs rapidly - pauses to pull his knife from the stonework, tucks it in his belt, and continues climbing.

EXT. NEW YORK SKYLINE - NIGHT

A helicopter circles, searching for the battling pair. A spotlight beam sweeps up the side of the building.

Two more Police Cruisers turn the corner and head down the street.

A Black Limousine also drives along. Calypso, in a black dress and diamond necklace, stands with her upper body through the open moon roof. She gazes up towards the search light beam, her hair blowing in the wind.

EXT. WEST 48TH ROOF TOP - NIGHT

Spiderman leaps over the roof edge, fires a web to a higher structure and swings to land in the middle.

Kraven climbs over the edge, stalks towards Spiderman.

KRAVEN I must thank you. I feel alive. Energized by the thrill of the hunt.

SPIDERMAN Happy to oblige.

Kraven charges - and Spiderman throws him off the roof - into open air.

Spiderman races and leaps after him.

EXT. ST. PATRICK'S CATHEDRAL - NIGHT

Spiderman hurtles after Kraven - catches him just as they SMASH through the Crucifix at the top of the Left Hand Spire - Roof tiles and debris explode into the air.

They drop - hit the steep pitched upper roof level.

Kraven digs wildly with his claws, tearing tiles as he skids downward.

Spiderman bounces, rolls over the window dormers and off the edge - Kraven plummets after.

Spiderman lands on the lower roof - rolls and slides, then fires two web strands and gets to his feet - held between two upright spires.

Kraven hits the roof, bounces, and sails towards Spiderman.

Spiderman kicks Kraven with both feet, throwing him back towards the wall.

CONTINUED:

Kraven digs his claws into the roof - skids to a stop. He scuttles around to face Spiderman - rushes towards him.

Kraven leaps, slices one of the web strands and grabs it. He swings, yanks Spiderman around, and SLICES at Spiderman's ribs with his claws.

Spiderman cries out, clutches his ribs.

Kraven tackles Spiderman - punches his face again and again.

EXT. NEW YORK SKYLINE - NIGHT

Two Helicopters circle, their search lights shining on the roof top.

INT. HELICOPTER - NIGHT

The Pilot watches the fight, adjusts the pedals.

EXT. NEW YORK SKYLINE - NIGHT

The Helicopter shifts right, levels out.

EXT. HIGH TERRACE - NIGHT

Two Black Men in Native dress run along the length of the Terrace, looking down on the roof top of St. Patrick's.

One of the men carries a hunting rifle with scope. He raises it to his shoulder, steadies it on the railing, and takes aim.

The other man pushes the rifle away, says something angry, scolding the rifle bearer in Zulu.

They both watch the fight.

EXT. ST. PATRICK'S CATHEDRAL - NIGHT

Spiderman draws in his arms, blocks Kraven's punches. He slides, between Kraven's legs and away, down the roof.

Spiderman fires a web, gets to his feet, and leaps - swinging away towards another building.

EXT. EAST 51ST STREET - NIGHT

- sails across the broad street -

- and lands on the lower level of a terraced building.

Kraven grins, runs and climbs, then climbs again, mounting each level as if they were giant stairs. He reaches the top and runs across the roof.

Spiderman swings on a web strand to Kraven's left. Kraven runs, keeping pace with Spiderman.

Kraven reaches the end of the roof and leaps -

EXT. EAST 52ND STREET - NIGHT

- sailing to the next roof top - slamming into a chimney - cracking the bricks.

Kraven grabs the chimney stack - snaps it off.

He throws the chimney - which Slams Spiderman - bounces him across the roof.

Kraven grabs Spiderman - they roll, punches and slashes flying. Kraven picks Spiderman up - Slams him down hard on the roof.

Kraven grabs Spidermans neck - grins broadly.

KRAVEN The hunt ends. Now, you die.

Kraven squeezes - Spiderman grabs at Kraven's wrists - struggles to break free.

Spiderman panics - legs jerk and kick.

Kraven bears down - squeezing harder.

Spiderman gets his arms inside Kraven's wrists - he breaks Kraven's grip and strikes his chin with the heel of his hand.

Kraven's head snaps back.

Spiderman jumps up - leaps into space - fires a web strand, and snags the top of a corner roof turret. He swings out over the street, then back - kicks Kraven across the roof.

Spiderman lands - rubs his neck, coughs to clear his throat.

SPIDERMAN

You're insane.

Two Police Helicopter's circle the building - spot lights sweeping.

Sirens sound and multiple Police Cars and S.W.A.T. Vans arrive on the street below.

EXT. 5TH AVENUE - NIGHT

The Black Cat, riding a Vespa scooter, races along, weaving between cars. She banks from side to side, guns the motor as she approaches an intersection.

A Black Limousine comes through the intersection - then brakes hard as Black Cat cuts it off.

The Limo's horn blares and Calypso slaps the roof screaming, frustrated. She leans down and says something harsh to the driver.

Traffic slows to a crawl. Cars are backed up bumper to bumper.

Three Police Cruisers are parked across 57th Street - red and blue lights flashing. Various Uniformed Officers are directing traffic away.

Black Cat pulls the Vespa up onto the sidewalk, drives around the Police blockade.

The Limousine slows to a stop - Calypso sneers, then climbs out of the moon roof and slides down to the street. She removes her heels, and holding them in her hand, runs trying to follow Kraven.

Doors on the Limo open and various Black Men in Native Dress exit. They follow Calypso, carrying spears and knives, running between cars. EXT. EAST 52ND STREET - NIGHT

Kraven looks down at the Police activity. He grins at Spiderman.

KRAVEN I am apex predator. You interfered. You presumed to hunt me. You have made grave error.

Kraven rushes towards him, and Spiderman leaps away - fires a web strand - and swings off.

Kraven throws his knife - then leaps off the roof, following him.

EXT. NEXT BUILDING - NIGHT

Kraven's knife cuts the web - and Spiderman drops - hits the roof hard - bounces - and Kraven is on him - one hand on Spiderman's throat - his other knife swinging down to strike.

Spiderman blocks Kraven's arm.

KRAVEN Die Spider Man! Die!

Spiderman kicks - throws Kraven over onto his back.

Spiderman jumps up - pummels Kraven again and again.

SPIDERMAN (between punches) I was supposed to have this weekend off.

Kraven gets in a punch - knocks Spiderman in ear - rolls him sideways.

Kraven jumps up - roars.

EXT. 5TH AVENUE - NIGHT

Black Cat pulls the Vespa to a stop - gazes skyward. She gets off - sets the kickstand - and grabs a Grappling Gun from the Vespa's saddle bag.

She aims up, pulls the trigger -

- and the grapple lands over the roof parapet, the prongs locking onto the masonry.

EXT. 5TH AVENUE - NIGHT

Black Cat hits a control on the Grapple - winches the cable in - rappels up the side of the building -

Then Calypso jumps up, grabs Black Cat around the shoulders - holds a knife to her throat.

CALYPSO Take me to Kraven.

They continue towards the roof.

The Black Men arrive on the street, begin climbing the building. They leap to fire escapes - climb drain pipes - and maneuver up window ledges and moldings.

EXT. NEXT BUILDING - NIGHT

Calypso and the Black Cat climb over the edge of the parapet. Calypso looks frantically for Kraven.

Kraven punches Spiderman in a sharp upper cut - lifts and THROWS him hard to the roof top.

Kraven punches Spiderman's wounded leg - Spiderman screams in agony.

Kraven grabs Spiderman's ankle and swings him in a circle -SLAMS him into a cluster of Metal Pipes. Kraven keeps swinging and beating Spiderman.

Kraven punches and slashes - beats Spiderman to his knees.

KRAVEN Die! Die! Die!

Spiderman looks bad - costume torn and cut - bleeding from several wounds.

Kraven kicks Spiderman in the ribs - slams him against the pipes.

Kraven rushes forward - Spiderman struggles to stand - get's his feet on the pipes and his hands on Kraven's shoulders.

He grabs Kraven by the neck and jumps - flipping himself over and throwing Kraven to the ground.

Spiderman gets his arm around Kraven's throat - keeps Kraven pinned on his knees.

Calypso gives a shout - throws her knife.

Spiderman ducks back - the knife clips his head - he loses his grip on Kraven.

Black Cat pulls away from Calypso - strikes Calypso in the throat.

Calypso drops.

Kraven's eyes go wide. He throws his knife -

- hits Black Cat square in the chest - she drops away over the edge of the building.

Spiderman watches her fall - and goes BERSERK.

Spiderman punches Kraven - Kraven punches back.

Kraven slashes - Spiderman ducks - Pushes in close to punch Kraven in the ribs again and again.

Spiderman fires a web - hits Kraven in the face. He fires another strand - pulls himself up and away.

Spiderman swings towards the street -

- Kraven rushes after him - running full out.

Spiderman looks up -

- and spots the form of a DANGLING WOMAN, a decoy.

He fires a web strand, then swings in a tight arc, body horizontal.

He swings towards the hanging woman - kicks HARD - driving the mannequin back towards Kraven.

A piercing WHINE sounds as Kraven stares, eyes open wide in shock.

The Mannequin EXPLODES - the force blowing Kraven through the air - shattering masonry of the roof top.

EXT. EAST 54TH STREET - NIGHT

Kraven hits the adjoining building - smashing the stonework - his torso crunching a hollow in the surface - bits of stone, glass, and wood dropping away.

Kraven lays - stunned and bleeding - pressed into the depression in the wall.

EXT. NEXT BUILDING - NIGHT

The air where the Mannequin detonated is full of dust and debris. Coils of cables dangle - some barbs are embedded in the stonework - some hang limply and CLACK against the side of the building.

Spiderman lands on the Parapet - gazes across at Kraven.

He turns and looks over his shoulder.

SPIDERMAN

Oh God.

He fires a web strand - swings to the edge of the building and peers over.

Black Cat dangles - a firm grip on the grapple cable. She sways, then looks at him and smiles.

BLACK CAT Help a girl up?

Spiderman hauls on the cable and reels her in - draws her over onto the roof top.

They embrace - Spiderman squeezes her tight - and the Black Cat winces in pain. Spiderman lets her go, leans away.

Black Cat reaches into the deep cleavage of her bodice - draws out her cell phone, now shattered from where Kraven's knife hit her.

SPIDERMAN You are one lucky kitty.

BLACK CAT One down, eight to go. Lives that is.

Calypso lays to one side on the roof top. She pushes herself up on her hands, coughing and rubbing her throat.

SPIDERMAN Keep an eye on her.

Spiderman leaps - fires a web strand.

EXT. EAST 54TH STREET - NIGHT

Spiderman swings in to land on the wall. He climbs up - pauses when he reaches the unconscious Kraven.

SPIDERMAN No hunting in New York without a license. Grave error.

EXT. NEXT BUILDING - NIGHT

The Black Men reach the roof top. They peer over the edge - spot Calypso with the Black Cat - Kraven with Spiderman.

Maarifa barks a single command in Zulu - and the Black Men slip away - slide down fire escapes - climb down the wall.

Maarifa shakes his head - then lowers from sight.

Black Cat watches him go - then turns to glare down at Calypso - and the brightly glittering Diamond Necklace she wears.

Black Cat smiles.

EXT. EAST 54TH STREET - GROUND LEVEL - NIGHT

Red and blue flashes abound from half a dozen police vehicles.

Spiderman lowers himself on a thin strand of webbing. In one fist he holds more web, a wide swath that wraps and binds Kraven and Calypso.

Calypso struggles - growls out some native language obscenity. Kraven is still groggy.

The Police Officers approach cautiously as Spiderman lowers the captured villains.

SPIDERMAN This man's wanted for murder.

Spiderman lets his bundle go and Kraven and Calypso touch down just in front of the police. They crumple to the pavement.

(CONTINUED)

The two detectives approach.

DETECTIVE 1 Who's the woman?

SPIDERMAN I'm not sure, but she was aiding and abetting Kraven.

DETECTIVE 2 Aiding and abetting? You a cop? Maybe a lawyer?

SPIDERMAN Just a concerned citizen. Haven't picked a major yet.

DETECTIVE 1 A major? How old are you?

SPIDERMAN Use your heaviest restraints, he's super strong. Anyway, got to go.

Spiderman fires off a web strand - swings away.

The Detectives and Police watch him swing away.

DETECTIVE 2 Thanks for the assist.

Spiderman swings away between buildings into the distance.

SPIDERMAN

Whoo hoo!

EXT. NEXT BUILDING - NIGHT

Spiderman swings up over the parapet, flips in a circle and lands on the roof top.

He limps towards the Black Cat.

SPIDERMAN Hey lady, need a lift somewhere?

BLACK CAT You're in no shape for giving piggy back rides.

He reaches her and she puts a hand on his ribs. Then she pokes him and he groans in pain, pulls away.

SPIDERMAN

Maybe not.

Black Cat touches his cut shoulder, runs her hands up over his jaw to the cut on his head. She tugs the cloth of his mask, pulls the edge up over his mouth.

> BLACK CAT You know what they say?

> > SPIDERMAN

What?

BLACK CAT Chicks dig scars.

She kisses Spiderman passionately, presses her face to his neck. She draws back, smiles at him.

BLACK CAT Besides, night hasn't been a total loss.

She holds up Calypso's Diamond necklace.

Spiderman groans.

SPIDERMAN Where did you get those?

EXT. EAST 54TH STREET - GROUND LEVEL - NIGHT

The Police cut the webbing holding Kraven and Calypso.

With her hands free - Calypso coughs, touches her throat. Her eyes widen in surprise, she pats her neck, but her diamonds are gone.

The Police pull her hands behind her back and cuff her.

Kraven is fastened into complex, steel manacles and chains.

Kraven lifts his head, sneers.

KRAVEN Spiderman. I will have my revenge. You will die by my hands. So swears Kraven the Hunter. EXT. NEXT BUILDING - NIGHT

SPIDERMAN Never mind, I don't want to know.

Spiderman embraces the Black Cat again, hugging her gently, tenderly.

SPIDERMAN So what's your name?

BLACK CAT Let's keep it professional. Call me The Black Cat.

SPIDERMAN The Black Cat?

BLACK CAT Or just Black Cat.

SPIDERMAN

Fine.

They kiss again. Then Spiderman looks past her -

- and on the horizon the Sun is starting to rise.

SPIDERMAN Oh boy. I've really got to go. Will I see you again?

BLACK CAT Sure. I'm always hanging around, looking for a good time.

SPIDERMAN Okay. You good from here?

Black Cat waggles the Diamonds.

BLACK CAT Damn good.

Spiderman pulls his mask down, settles it into place.

SPIDERMAN Try not to rob anybody.

BLACK CAT

No promises.

Spiderman sighs. He trots towards the edge of the building, dives over - fires a web strand and swings away.

EXT. PETER'S NEIGHBORHOOD - MORNING

Peter Parker gets down off of the early bus. He walks slowly, with a bit of a limp. But he's smiling.

Peter get's to his Aunt's house, trots up the stairs.

The front door opens and Aunt May steps out. She's wearing her housecoat and slippers, reaching for the paper on the porch.

She looks up and smiles when she sees Peter. Then she frowns.

AUNT MAY Peter have you been out all night?

PETER Sort of. I kind of lost track of time.

Aunt May sighs. She shakes her head, mildly amused.

AUNT MAY Be glad you're young. Once you hit your forties you won't be able to party all night. You might try, but you'll pay for it for next three days.

She frowns, then leans close and turns his head.

Peter has lipstick on his neck.

AUNT MAY Were you with a girl?

Peter grins, hunches his shoulders.

PETER

Yeah. She, sort of bailed me out of a tough spot. We spent the night together, watched the sun come up.

Aunt May taps her foot, squints her eyes at him.

PETER Seriously that's all. I don't even know if I'll ever see her again.

AUNT MAY Well. I suppose you need to let off a little steam and have some fun. (MORE) AUNT MAY (cont'd) Be careful though. I wouldn't want you to get your heart broken over the wrong kind of girl.

Peter grins.

PETER

She is possibly, maybe, the wrong kind. Most possibly, definitely, a bad, bad girl.

AUNT MAY And you like her?

PETER Yeah. Something about her.

Aunt May sighs and leans to give Peter a hug.

AUNT MAY Oh Peter. Come inside.

They head through the front door.

AUNT MAY Do you want to stay up? Or go to bed?

PETER I don't know.

He laughs.

The front door swings closed.

EXT. NEW YORK CITY SKYLINE - ANOTHER DAY

Spiderman swings over the roof tops - patrolling the city.

He swings past various buildings - their windows gleaming in the sun.

Spiderman swings in an upward arc - let's go of the web strand at the top - somersaults - then fires another web and swings away.

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EXT. PARK AVENUE - DAY

Spiderman swings past various buildings.

He swings in - lands on the side of a building looking down on the sidewalk.

EXT. NEWS STAND - DAY

Spiderman lowers himself, head hanging down, web strand held between his feet.

He pauses and reads the headline on a stack of Daily Bugle papers - "Trachtenburg Quintet Returned!"

SPIDERMAN

Son of a gun.

The Vendor leans out the stand window, smiles and waves at Spiderman.

VENDOR Hey Spiderman! How are you web head?

SPIDERMAN Doing great.

VENDOR Hey everybody, it's Spiderman.

A small crowd gathers, cheering and waving.

Spiderman waves at them, then fires a web strand and swings away.

EXT. PARK AVENUE - DAY

Spiderman swings along - when a SIREN sounds out.

He lands on a street lamp post - just as a speeding vehicle passes beneath him.

The Passenger, a man wearing a Comedy/Tragedy Mask, leans out the window and fires a burst from a machine gun.

Three police cars roar by one by one.

Spiderman watches them for a second.

SPIDERMAN Oh boy, here we go again.

He leaps to pursue - fires a web - and swings away.

THE END