SPIDER-MAN: THE NEW AVENGER [EP. 1]

Ву

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Based on:

Marvel Comics' The Amazing Spider-Man Co-Created by Stan Lee

## THE SPECTACULAR SPIDER-MAN

#### EXT. QUEENS, NY (SKY) - DAY

We move along the many towers, skyscrapers, and homes in Queens, New York. We close in on the city's busy streets... as SPIDER-MAN swings by.

He ever so gracefully glides through the air... shooting one web out, after the other.

Leaping on and off structures... performing acrobatic stunts that of the most professional gymanist the world has EVER SEEN. SPIDEY's having fun and you can tell.

He makes a HARD, PAINFUL cut across a building and rockets into...

## MIDTOWN AVE.

An ALARM...

#### INT. MIDTOWN HIGH SCHOOL - DAY

RINGING!

### ON CEILING

SPIDER-MAN rapidly crawls away from RHINO, who RIPS the school apart with each missed SWING.

This is the ultimate version of RHINO. Exo-suit; mechanical.

STUDENTS SCREAM. PANIC. CHAOS.

#### ON FLOOR

They LEAP off... Rhino stops in his tracks and STOMPS on the tiles creating a ripple effect on the floor, he CHARGES onward. Spider-Man FLIPS and lands on Rhino's back, he fires a web from his left wrist, catches it with his right hand, and wraps the strand around Rhino's neck, using it as a LOCK for his CHOKEHOLD... he PULLS, TUGS... Rhino loses his stance and purposely crashes backwards into a wall, PUMMELING Spidey. But the webhead maintains control, until Rhino repeats the action again, and again, and again... Spider-Man loses grip, Rhino extends his arm out, yanks Spidey off his back, and like a rag-doll, propels him through a locker and into a classroom.

### IN CLASSROOM

Rhino RAMS through the wall, destroying it some more and producing a GARGANTUOUS HOLE.

SPIDER-MAN There's a door over there. By the way... A locker? Cliche.

RHINO Come on, Spider!

An ARTILLERY of all kinda weapons POP OUT of Rhino's forearms. IN SLOW-MOTION:

ROUNDS FLY. Spidey does a backbend and hovers just above the floor, hands in a surrender-like position, staying on his legs. He *just* misses the bullets, a stray bullet heads for his knee, but he lifts his leg in the nick of time and the speedy casing all but scrapes the sole of his boot.

END SLOW MOTION: Spider-Man puts his foot down and quickly rises. He darts on - and right off - the edge of a desk... into the air, kicks Rhino in the chest, and backflips back onto the floor. Rhino staggers a bit. Spidey webs up a couple of light sticks and RIPS them off the ceiling. He smacks Rhino with one, it shatters. Then the other, and that one shatters too. Rhino SWINGS, Spidey DUCKS. Out of nowhere, Rhino begins sporadically shooting about the room, hoping a bullet hits the webhead. Spidey sideflips away... in mid-air, he clutches onto a nearby desk and comes down with it, using it to shield himself from the bullets. The sound of the bullets striking metal becomes deafening, as if someone were repeatedly and viciously hitting a gong. Rhino's artillery overheats, Spider-Man throws the desk at Rhino, but he makes sure to draw two legs off of it in the process. Spidey begins karate-chopping and stick-fighting the fuck out of Rhino with the legs, looking like a friggin' ninja as hasty hand-to-hand combat ensues... At one point, Spidey impales Rhino's helmet with one of the legs. He uses the other to impale his chest. Now obviously, it doesn't kill Rhino, but it does help in damaging interior hardware or in other words, things that power Rhino's suit.

> RHINO (removing the legs) Think that can stop me?!

> > SPIDER-MAN

Well, no.

Rhino goes to SQUASH the bug, but Spider-Man catches his arm. They struggle to hold ground until Spidey is eventually able to shove Rhino away, the beast comes right back and swings, Spidey avoids it and answers with an elbow to

#### CONTINUED:

Rhino's face. Rhino recovers and lifts Spidey in the air by his neck and throws him down hard, twice, on either side of the floor. Rhino lifts him again and throws him against the ceiling, the momentum of the throw causes Spider-Man to streak across the ceiling, creating a GASH-LOOKING hole in the process. Just as the kinetic energy comes to a halt and Spidey is about to fall to the floor, he shoots a web at the ceiling and stays on, focused on Rhino. Rhino readies his arsenal and the weapons CHARGE up. TRRRRRR! - Spidey falls to the floor on his back, missing the bullets, Rhino goes to shoot at Spidey some more, but Spidey webs his arm away, making the bullets stray to the right side of the room. Spidey shoots a web on Rhino's foot, trying to trip him over, but Rhino yanks on the strand and PULLS Spidey towards him, lifts the webhead up, and catapults him into the wall behind them, Spidey struggles his way off the floor and runs at Rhino, Rhino SWINGS... Spidey DUCKS just underneath the punch and quickly JABS at Rhino's stomach... Rhino turns, pissed. They run at each other again, this time Rhino LAUNCHES Spidey to the very top of the wall with a SINGLE, ANGERED punch. Spidey falls hard, in pain. Rhino lifts him with 2 fingers, as if he were about to literally "squash him", he smirks, this is too easy for him and he knows it...

> RHINO Can't stop the Rhino, Spi...

Spider-Man suddenly WEBS his MOUTH SHUT!

SPIDER-MAN (casually, not worried one bit) That's what you're calling yourself? For the love of God, get to the point...

Rhino RIPS the webbing off his trap and ferociously throws Spidey through a window and out into the EXTERIOR SCHOOL HALLWAY...

# EXTERIOR HALLWAY, ON 2ND FLOOR

Spider-Man goes over the railing and BARELY hangs on. After getting back to safety, he web-swings back into the classroom where Rhino awaits...

#### IN CLASSROOM

Spider-Man web-rushes in and mightily KICKS Rhino in the face. He crawls all over his robotic body like an annoying bug should - elusively... Rhino's distraught, what the fuck is this? He swipes at his own body, attempting to flick the pest off of him. Spidey suddenly jumps off of Rhino and back onto the floor... SPIDER-MAN What's the matter, big boy? Can't keep up?

Rhino goes to drop a fist. In a flash - THWIP! Spider-Man fires a web line, which sticks to a desk that he YANKS in front of Rhino, who's metallic hand splits it in fucking half! Rhino readies his shoulder-mounted weapons. Spider-Man fires a web at the wall behind Rhino and uses the strand to slide himself through the brass ogre's open legs. Rhino quickly turns, grabs Spidey by his foot and WHIPS him around vigorously, resembling that of WHIRRING CHOPPER BLADES, he eventually LOBS Spidey through a chalkboard... into another classroom.

### IN CLASSROOM

CLANG, THWACK, CRACK!... as Spider-Man crashes through desks. Rhino rushes in and SHOOTS! Spidey web-swings outta the way of the onslaught of bullets, running in CIRCLES around the room on the walls avoiding the gun-fire! Spidey web-darts towards Rhino and...

IN SLOW MOTION: PUNCHES HIM IN THE FACE...

END SLOW MOTION: In a continuous, slick move, Spider-Man flips onto the floor, Rhino swings, Spidey catches his hand and exerts it away.

Rhino staggers and somewhat loses his stance. Spidey's knuckles connects viciously with Rhino's face. Spidey LEAPS, SPINS, and KICKS Rhino in mid-air. That did it... Spider-Man swings again, but he misses his mark and Rhino grabs him by his arm and throws him onto a...

STEEL/WOODEN, SINGLE-PEDESTAL TEACHER'S DESK

As Rhino WELTS the shit out of Spider-Man... we SMASH CUT TO:

## EXT. MIDTOWN HIGH SCHOOL (CAMPUS) - DAY

POLICE CRUISERS gather outside the school.

STUDENTS scatter the campus and are attended by PARAMEDICS.

A SWAT TEAM rushes into the school...

## INT. MIDTOWN HIGH SCHOOL - CONTINUOUS

UTTER DESTRUCTION. Dim lights FLICKER. The walls are TORN, doors are UNHINGED, papers FLY and FLUTTER about the halls, tiles are TATTERED... whatever happened here was CATASTROPHIC.

The SWAT team race through the corridors with their BIG ASS GUNS in hand.

They dart up staircases, run down beaten up halls, and turn corners...

#### INT. MIDTOWN HIGH SCHOOL (CLASSROOM) - DAY

Spider-Man and Rhino continue to duke it out... They jump at each other and BEARHUG in mid-air, the two whirl towards the wall and CRASH through it... into yet another classroom.

#### IN CLASSROOM

Spidey and Rhino ROLL right off the floor after a violent crash-landing... Rhino runs at Spidey and swings, Spider-Man dodges the punch by hopping onto a nearby desk, Rhino swings again and Spidey quickly hops onto another desk, Rhino continues to run towards him, again and again, patience out the window, swinging and missing as Spidey continues to hop from desk to desk. Rhino swings at a desk Spidey is PERCHED on and it collapses, Rhino SHOOTS - TDDRRRRR! Spidey web-flips the hell out of the way...

## INT. MIDTOWN HIGH SCHOOL (CORRIDORS) - DAY

THE SWAT TEAM CONTINUOUSLY RACE DOWN THE CORRIDORS...

When suddenly - CLANG, THWIP! And a FAINT ROAR... makes them halt in their tracks.

SERGEANT extends his hand out in a fist, signaling his TROOPS to stay quiet. They slowly move through the corridors... focused, petrified, ready.

Unknowingly, the CREW stops by the classroom... and Spider-Man JUMPS OUT to greet them.

SPIDER-MAN (jitty, rapidly) No, no, no! Get you and your men out of here, it's too dangerous... those guns, they won't do anything. The SWAT team hesitantly back away, but they don't leave. Spider-Man walks further into the classroom and looks to his right...

### IN CLASSROOM

Rhino pops into view and tackles Spidey outta sight.

The SWAT team just looks on...

Spider-Man swings back into view, Rhino also, who is able to snatch Spider-Man out of the air and TACKLE him through the wall, into another room...

SPIDER-MAN & RHINO CONTINUOUSLY CRASH INTO ROOM, AFTER ROOM, AFTER ROOM...

Until there's no rooms left to crash through and they ROCKET through a window, which SHATTERS...

## EXT. MIDTOWN HIGH SCHOOL (CAMPUS) - CONTINUOUS

Rhino and Spider-Man brutally WRESTLE in mid-air and eventually crash-land on campus.

Students EVACUATE.

Rhino and Spidey roll and tumble on the ground. Rhino gains leverage and stands over Spidey... SWINGS a fist, which Spidey dodges. Spider-Man places his legs on Rhino's belly and catapults him into a wall. Rhino shoots - TRRRRRR! Spidey leaps into the air, twisting and contorting his body, dodging the bullets. He lands on Rhino's head and delivers punches, repeatedly. Rhino grabs Spidey by his hips and LAUNCHES him INTO and ACROSS the ground, the momentum makes Spidey SAVAGELY crash into a NAILED DOWN cafeteria table... RIPPING it straight out of the fucking ground. Spidey is uncontrollably deflected off the ground and into a wall behind him... Rhino strafes towards Spidey, quickly swings and HITS. Rhino swings again, Spidey makes a slight movement, which helps him avoid Rhino's jab just barely. Immediately thereafter, Spidey shoves Rhino. Rhino staggers backwards... Spidey BOLTS towards him, LEAPS into the air, WRAPS his legs around Rhino's neck, and uses his lower body strength to flip him over a 360 and take him down HARD. Spidey and Rhino quickly ROLL off the ground, Rhino shoots, Spidey artistically flips the fuck outta there and behind the maimed cafeteria table, which he uses as a shield... Rhino's weapons overheat, Spidey crashes into him with the end of the table's leg, Rhino catches it and a desperate game of "push, pull, and tug" ensues. Spidey is able to spin Rhino around (towards the direction of the cops) as they both continue gripping onto the table.

SPIDER-MAN (to cops) Go ahead!

The cops OPEN FIRE at Rhino...

Rhino uses all his strength to lift Spidey and the table in the air, he spins towards the crowd of officers and HURLS Spidey - with the table - towards them. Spidey BARBAROUSLY crashes through police cruisers and AMBULANCES, leaving them looking like MANGLED toys... he then kinetically SPILLS onto the traffic-filled streets.

## ON CAMPUS

Rhino LEAPS HIGH as fuck into the air and comes down ferociously onto the street with Spider-Man.

#### ON STREET

Rhino tosses CARS out of his way with ease while INNOCENTS hasten, as he creeps closer to a worn out Spider-Man... His walking turns to sprinting in a second as he pummels through more cars, launching them into the air. He SNATCHES Spidey off the ground and LEAPS onto a building with the webhead in hand...

## ON BUILDING

Like a speeding bullet, Rhino takes off and ruthlessly TOWS Spidey up the building... SMACK! SMACK! SMACK! Making him violently collide with jagged glass and steel. That fucking hurts! As Rhino TEARS ABSOLUTELY EVERYTHING up with his metal paws...

RHINO & A DEFENSELESS SPIDEY CONTINUOUSLY RACE UP THE BUILDING...

Rhino jumps off, he RELEASES Spider-Man. The two WRESTLE on the way down, Rhino gets a PUNCH off as...

#### ON STREET

They do their BEST METEOR IMPRESSION and fucking CRASH-LAND on the street! Spidey completely crushes a taxi cab - the DRIVER spills out, screaming in disarray... and Rhino creates a CRATER on his touchdown.

#### ON CAMPUS

The officers camp behind their cruisers...

POLICE CHIEF (to cops) Report a 24, call on the squadron... (to radio) Hastings, we're definitely going to need backup... Yeah, Midtown High.

## IN SKY

NEWS HELICOPTER POV:

Rhino and Spidey continuously go toe-to-toe... POW, PING, THUMP as they duke it the fuck out!

### ON STREET

Spider-Man SPINS and COLDCOCKS Rhino. Spidey delivers another brutal punch and proceeds to viciously uppercut the copper GIANT! Spidey KNEES him in the belly and ELBOWS the fuck out of Rhino's jaw in one continuous MARTIAL MOVEMENT. Rhino SWINGS, Spidey flips into the air, and kick Rhino's arm away on his way back down. Rhino then SWINGS towards Spidey's skull with his right hand, but Spidey fends it off with his forearm... Rhino SWINGS his left hand, that one HITS. Spidey is sent on his ass painfully. The webhead rises, Spidey and Rhino sprint towards each other and they suddenly latch onto one another's shoulders. Rhino STRAINS to one direction, Spidey STRAINS towards another. They struggle, scrap, groan in pain... Spidey tightens his grip on Rhino's shoulder SO MUCH that Rhino's grip on Spidey's shoulder loosens, Rhino's arm falls through, Spidey has the advantage, he uses his free left arm to shove Rhino's right arm off his shoulder, Spidey punches Rhino. Rhino recovers. He punches Spidey and the webhead is launched into the concrete... Rhino lifts Spider-Man off the ground, hand completely WRAPPED around Spidey's face. Spider-Man shouts, muffled. Spidey tries WRENCHING Rhino's hand away... but can't. Rhino chucks Spidey into the ground and LAUNCHES immediately LAUNCHES him into the building across from them, Spidey violently comes crashing in, UNCONSCIOUS and covered in remnants of glass and debris...

## ON STREET

3 SWAT teams pop out of their SUVs and move in...

SWAT OFFICER Move in, move in, move in!

A DESTRUCTIVE shoot-out ensues... Rhino fires at the ARMY of LAW ENFORCEMENT with everything he's fucking got... they do the same. THIS MEANS WAR! The CHAOS ultimately reaches an extremely dangerous boiling point...

SWAT OFFICER (to pretty much anyone, shooting out of his rifle) Anybody got eyes on Spider-Man?! Anybody?! We might need him!

When suddenly, an OH-6 flies in from above and an 18-WHEELER drives in from behind Rhino. The rhinoceros turns, pissed. He POPS the truck right on the nose and the sudden shift in momentum causes it to be lifted straight up into the air.

## INSIDE OH-6

The PILOT meddles with complicated controls.

PILOT (to radio) Tell me when you're ready, cap...

### ON STREET

Rhino becomes distracted with the ABSOLUTE MAYHEM that surrounds him, he spots the OH-6, a missile pops out of his forearm and heads for the chopper...

#### INSIDE OH-6

The pilot is now fucked.

PILOT

Oh.

# ON STREET

BOOM! The chopper catches fire, it's blades swirl to a halt, and the OH-6 just goes to PLAIN SHIT as it BRUTISHLY SPLASHES onto Earth... CRASH!!

## ELSEWHERE ON THE STREET

The truck begins tipping all the way over, resembling a car teetering on the edge of a fucking cliff!

Spider-Man comes out of nowhere and sees a chance to SOFTEN the truck's inevitable fall... He rushes underneath the CARGO CONTAINER and catches it with his back as it falls on him, pushing his feet DEEP into the concrete... he slowly places it on the ground, upside down and all, but safely...

> SPIDER-MAN (to truck driver) You alright?!

#### INSIDE TRUCK

The TRUCK DRIVER answers with an "okay" gesture, Spidey SPOTS IT through the rear-view mirror...

### ON STREET

Spider-Man gestures back...

Just as Rhino HURLS a fuckin' TAXI CAB at him, which PROPELS Spidey through the rear end of the cargo container and out the windshield...

### SPIDER-MAN

Ow...

TRUCK DRIVER (playfully) You alright?

Spider-Man does the "okay" gesture, rolls off the ground... and YANKS the truck driver out of his seat onto the street.

### SPIDER-MAN

Get outta here, and I mean that in the most caring way possible.

TRUCK DRIVER (running off) Thanks. Thanks for everything!

Spider-Man leaps onto the container and looks down at Rhino, intently. Rhino DARTS towards him, but Spidey web-swings onto the CAMPUS BUILDING wall...

## ON WALL

Rhino jumps on it as well, he attempts to grab Spidey, but the webhead dances his way outta Rhino's GRASP and onto the roof.

## ON ROOF

Spidey runs, Rhino chases him.

ON CAMPUS

POLICE CHIEF (to other officers and remaining SWAT) Pursue, pursue, pursue!

The OFFICERS hop into their cruisers.

ON ROOF

Spidey jumps into the air, Rhino uses all his strength to - in one bound - catch Spidey. Both land in a PARK. PANICKED CIVILIANS scurry.

## IN PARK

Rhino and Spider-Man come furiously TUMBLING down... They roll off the ground, dart towards each other, and a hand-to-hand fight ensues... Spidey SWINGS - HITS! He SWINGS again, Rhino dodges the speedy fist and tackles Spidey straight across the park into a tree, knocking it down...

Spider-Man kicks Rhino in the face and web-swings away. The robot CATAPULTS himself into the air, in suit of Spider-Man.

### IN MID-AIR

Rhino SNATCHES Spider-Man and they both crash into the side of a building, bricks fly off and barely miss PEDESTRIANS below. The momentum of the crash sends them into another building across from them, they scrap and SCUFFLE, Rhino accidentally fires 3 missiles at the building. BOOM! Spidey and Rhino CRASH through the glass, into an office...

### IN BUILDING, OFFICE

The building implodes and the whole damn thing begins to fucking tip over! Spidey and Rhino duke it as they uncontrollably slide down the floor, gazing at the 100 story drop that awaits them. A SCARED WOMAN comes sliding down...

> SCARED WOMAN No, no, no!! Help -

As she drops straight outta the building. Spidey goes after her... NOSE DIVES.

### IN MID-AIR

Spider-Man approaches closer and is able to wrap his arms around the woman's waist and web-swing away from the falling building. Rhino DARTS into the air, he chases Spider-Man running on walls, leaping from "here" to "there" and from "there" to "here", on all fours and very rhinoceros-like... Spidey swings AROUND behind the falling building and is able to drop the scared woman off safely, atop a roof... Just as Rhino rushes in and TACKLES Spidey out of the air, they come SPEEDING down, brawling in mid-air... CRASH!

### ON STREET

#### CONTINUED:

The building falls, shatters, EXPLODES! It lets out a TREMENDOUS BELLOW like no other, debris and dust clouds fill the air. Pedestrians have shit their perverbial pants as they run off looking for safety. THIS IS CRAZY!

Spidey and Rhino wrestle on the ground, Spidey does a quick SPIN move, kicks Rhino in the chin, and web-swings away. Rhino in hot pursuit... No shit.

## EXT. NEW YORK (MIDTOWN AVE.) - DAY

Police continue their way down multiple streets, roads, and intersections.

#### IN CRUISER

DISPATCH (O.S) (through radio) Where are they headed?

POLICE OFFICER 7th and Broadway, 6th and Broadway, 5th and Broadway, 4th and Broadway, 3rd and Broadway, 2nd and Broadway, 1st and Broadway... Goddammit!

#### IN SKY

We catch up with Spider-Man as he WEB-SWINGS through and in between buildings... Rhino's on the street, leaping into the air every now and then.

## ON STREET

The webhead lands on the street in his signature SPIDER-IFIC pose and confronts the robotic rhinoceros... Who positions himself in a CHARGING stance. SIRENS are on the way.

SPIDER-MAN So, you officially want some of this?

Rhino SLAMS on the concrete beneath him.

RHINO (placing himself into an even more battle-ready position) You're the one running... fight me, spider! Come on!

Cruisers pull up. COPS exit. They take cover behind their issued vehicles, pistols ready.

### SPIDER-MAN No, no, no!

WEAPONS AWAY!

Rhino turns, infuriated by the bullets. The arsenal of weaponry pops out of his forearm and he fucking rains all kinda hell on the cops.

#### SPIDER-MAN

Okay then.

Spider-Man takes off like a speeding bullet, heading towards Rhino.

Rhino, in turn, does the same.

The two are on a vicious-looking collision course. Spidey leaps. Rhino leaps...

BAM!

Rhino sends Spidey flying on his ass with a single, VERY LARGE, fist to the stomach.

Spider-Man is able to get a punch off, but tears his costume due to the sharpness on Rhino's mechanical armory.

Spidey groans and struggles his way off the ground.

SPIDER-MAN Good one. But lucky. Come on...

Rhino charges onward. Spider-Man web-swings out of his way onto a building.

## ON BUILDING

The iron beast pursues, literally rock climbing up the wall, tearing down every fucking piece of rock in his way. He looks up at Spidey, staring. Rhino lunges towards the webhead and manages to wrap his jagged hand around Spider-Man's neck. With ease, Rhino repeatedly CHUCKS him into the wall. How much longer can the arachnid endure Rhino's death-grip?

Spider-Man CLAMPS onto Rhino's horn and with all his might, pulls it towards his face. Surely this can't end well... But Spidey has a plan. Rhino tries to plunge his horn into the bug's skull, but Spider-Man maneuvers out of it's way quicker than you and I can blink. Instead, the horn is thrust into the wall behind them. Rhino is stuck. He attempts to free himself, vigorously shaking his head... Nothing. Try as he may, to no avail.

> SPIDER-MAN That's it? You lose... Because you're stuck in concrete? Boring.

Spider-Man crawls backwards and darts towards a flagpole, which he uses as a kind of swing or spring board, if you may, to pick up enough momentum in the air, helping him free Rhino with a powered kick to the face that disattaches his head from his monstrous horn.

Okay, Rhino is pissed. Spidey knows that.

He lets out an unhuman, PRIMAL ROAR!

SPIDER-MAN (lands back onto the wall; next to Rhino) Just wanted to make this funner. Sometimes it's...

#### ROAR!

In one motion, Rhino sinks his hand into the wall and drags his fingers through it; lifting gigantic, razor-edged pieces of rock that SMACK Spidey the fuck off the building.

## IN MID-AIR

Spider-Man webs up all the pieces of rock he can and hurls them at Rhino. They hit their target. But, boy... is Rhino irked. He slides down the building and bounces off mid-slide, catching Spidey right out of the air, reminiscent of how the Hulk caught Tony at the end of 2012's 'Avengers'.

#### ON STREET

Spider-Man and Rhino rise. Rhino SWINGS, Spidey DODGES, Rhino CHUCKS Spidey onto the side of a WHITE VAN, Spidey struggles his way up, shoots two web strands, which stick to Rhino's chest, he LEAPS into the air and onto Rhino (feet first)... using the strands, he leaps into the air again, this time taking Rhino with him... Spidey flips and comes down with Rhino... pummeling the big, metal man on his back! That's gotta hurt, you robot bitch! The pair struggle on the ground... Rhino headbutts Spidey - PING! And with a single fist, Rhino punches Spidey off of him and way up into the

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air, Rhino catches our beloved webhead by the leg and launches him onto a near-by car, crushing it. Rhino hammers away at Spidey's very soul, with every punch sounding like two trains crashing into each other.

SPIDER-MAN

I...

Another blow.

SPIDER-MAN

Shouldn't...

And another.

SPIDER-MAN

Have...

Another.

SPIDER-MAN Made this...

Repeat!

SPIDER-MAN

Funner.

Rhino swings again, but Spidey musters up the little strength he has left to catch Rhino's fist before it connects with his face. The combatants arm-wrestle. Spider-Man slowly lifts Rhino's arm farther and farther away, but... He slips and loses control on the tight hold. Rhino's fist comes plummeting down on Spidey once more.

The webhead's been laid the fuck out. When suddenly... A FIGHTER JET SWOOPS in!

Rhino turns and growls. Two large, striped missiles slide out either side of the FIGHTER JET...

INSIDE FIGHTER JET

JET PILOT (to headset) Tell the civilians to move!

## ON STREET

Rhino looks back at the destroyed car, Spider-Man has up and vanished.

Rhino unsparingly fires at the FIGHTER JET...

#### INSIDE FIGHTER JET

JET PILOT Out! Out! Out!... Fire!

JET PILOT clicks a button. The first missile zooms out of it's socket...

#### ON STREET

BOOM! Vehicles fly into the air and fall burnt to a crisp, scattering the wasteland that is Midtown Ave... CHAOS.

Rhino is sent back. Cops shoot at him. Another SWAT team arrives. They hop out of their vehicles and do more of the same, one of the officers even uses a fucking mini-gun! For the first time in this hectic action sequence, Rhino has no idea what to do. His armor is deteriorating. Now... He's REALLY stuck.

The second missile is sent out... and the expected happens... again. MAYHEM. Rhino flies through the glass of an office building...

#### INSIDE OFFICE BUILDING

The arm on Rhino's suit has been severed and internal parts are exposed. His glowing eyes slowly die out... it seems as though Rhino has literally POWERED OFF.

SWAT move in, battle ready. Until they realize there's nothing to be ready to go to battle with. The mischievous Rhino is done for...

# ON NEAR-BY BUILDING ROOF TOP

Spider-Man looks on, lenses fractured, costume burnt and ripped. AMBULANCES arrive. MEDICS rush to injured people.

Spidey swings off...

### CONTINUOUSLY SWINGING

Our human arachnid... Exhausted. He loses grip on his web strand and comes tumbling down onto a building rooftop...

#### ON BUILDING ROOFTOP

Spidey rolls off the edge of the rooftop and free-falls into a puddle of mucky water in an alley...

# IN ALLEY

An ELDER WOMAN is being mugged. The THIEF is startled when Spider-Man literally falls out of the sky.

THIEF (frozen in fear) Spider-Man... You're real? I thought...

SPIDER-MAN (lying on the ground) "You were a myth"? Yeah, I know, I get that a lot.

Spider-Man scraps his way off the ground. His groaning alone has the thief haulin' ass.

SPIDER-MAN

You okay?

The elder woman scampers her way out of the alley, ignoring Spidey.

SPIDER-MAN (quietly, to himself) You're welcome. (louder) Stay safe!

SMASH CUT TO BLACK, TITLE CARD: SPIDER-MAN: THE NEW AVENGER

#### INT. MIDTOWN HIGH SCHOOL - DAY

TITLE CARD: TWO MONTHS LATER

The school is under re-construction... we can tell because plastic wrapping covers floor tiles, walls are half-finished being repainted, and a paint tray SPLATTERED with all types of colors sits atop a ladder.

Still somewhat bruised and scarred from the beating he took at the hands of Rhino... PETER PARKER rushes into school, frantically organizing things in his backpack. The corridors are void of students. Peter is late.

He zips up his backpack, flings it across his shoulder and speed-walks down the hallways, turns a corner and stops at his classroom...

From outside of the classroom, we can hear the CHEMISTRY TEACHER lecturing her STUDENTS... Spewing the usual, complicated science terms.

#### INT. CLASSROOM - DAY

The chemistry teacher leans against the front of her desk. Some students focus. Some doze off and act like they are.

A door CREAKS, Peter enters. All eyes on him.

CHEMISTRY TEACHER Mister Parker. You're late... Again. Take a seat.

On the way to his desk, students awkwardly stare ...

Peter slumps down in his chair and digs his face into his folded arms, leaving only his eyes in view.

CHEMISTRY TEACHER Class, open up those books... Please.

As soon as those words are uttered, the students' attention is shifted to their schoolwork.

Peter takes a relaxed breath and thankfully nods over at his teacher, who does the same in "you're welcome" fashion.

GIRL'S VOICE

You okay?

Peter turns to see GWEN STACY, the prettiest blond you'll ever meet.

PETER (turns) Yeah, why would I...

GWEN (wide-eyed) Pete?

PETER (off her look) What?

Gwen gestures to his backpack... the Spider-Mask pokes out of it, Peter quickly tucks it in and looks around, searching for anybody who could've caught it. No one.

Exhale...

PETER

Thanks.

Students walk about doing generic, teenage things as CONSTRUCTION WORKERS dump concrete and remodel the school.

# AT TABLE

Peter and Gwen talk. Mid-conversation:

GWEN And that's exactly what happened that day?

PETER Yeah. Why? Is that not a good enough explanation? You've been asking for one, there it is.

GWEN It's a confusing one.

PETER What's confusing about having to protect New York from a twelve foot, terminator, robot Rhino, Gwen?

She smirks.

GWEN A lot. (adorable chuckle) That doesn't happen often.

PETER Loki begs to differ... And so does very other alien slash god who's tried to destroy Earth. Anything's possible, I can crawl on walls for Christ's sake...

This - just as HARRY OSBORN and MARY JANE WATSON join them.

PETER (catching himself) Oh - hey, what's up, Harry?

HARRY (greeting) Pete.

The two fist bump.

PETER MJ. Mary Jane gives him a look. Gwen doesn't like it. GWEN So - are we here to study or...? HARRY What were you talking about? PETER (sly, shaking his head) Nothin'... Homework. Harry grows suspicious as he stares at Peter. FALSE ALARM. HARRY Eh, figures. Finals coming up. PETER Yeah, uh... HARRY You still taking pictures for Jameson? Pete nods. HARRY Pictures of that Spider guy? PETER Spider-Man? Yeah... MARY JANE I think he's cute. HARRY That's weird. MARY JANE He's such a man. Bravery is attractive, Harry. What you should be doing is taking notes. Gwen gives Peter a look. BOY'S VOICE How's it hanging OsBorn?

FLASH THOMPSON shoves Harry off his seat. His ENTOURAGE and pea-brained sidekick KING KONG laugh.

(CONTINUED)

Peter rushes to Harry and helps him up. PETER Come on, Flash. Not now. FLASH Puny Parker? This is a first. PETER It's Peter... But, close. FLASH The little man actually spoke up for his friend. KONG Hilarious. PETER (to Kong) Shut up. KONG (whimpers) Hey... FLASH What is your deal? (looks back at Kong) The kid thinks he's Spider-Man or something. Peter's face turns serious. FLASH (to Harry) Did you get it done like you promised? HARRY What- oh... Harry removes a packet from his backpack, he goes to hand it to Flash just as Peter extends his hand out.

PETER No. Do it yourself.

Peter snatches the packet out of Harry's hands and rips it in half. He drops it on the ground and stomps on it repeatedly.

A crowd of students just stare.

21.

The conceited jock is heated. He chuckles, exasperated. A fist suddenly connects with Pete's face, it's Flash's. Peter falls.

GWEN

Flash!

HARRY

Oh, come on...

Flash does the same to Harry.

PETER

Gwen, don't.

Flash lifts Peter up, only to knee him in the stomach and deliver another punch to his jaw.

KONG I'd give that a ten.

Kong and Flash walk off, laughing.

PETER (air knocked out of him) That's enough bruising for a couple of months.

Peter groans as a bell RINGS.

### INT. MIDTOWN HIGH SCHOOL - DAY

A corsage of students file out of a classroom.

#### INSIDE CLASSROOM

Peter and Gwen are last in line. Their science teacher RAYMOND WARREN calls them back in.

RAYMOND

Pete, Gwen.

PETER

Yeah?

GWEN Mister Warren?

RAYMOND You guys remember the field trip we took last year to Horizon Labs, right? A group of students create a circle around a display. Peter Parker is present. A HOLOGRAPHIC GUIDE speaks about Horizon Labs' studies and experiments on cross-species genetics.

#### ON CEILING

A SPIDER - sliding down it's web, onto... Peter's back.

CUT TO:

The spider sinking it's fangs into Pete's wrist. Peter inhales through his gritted teeth and slaps the spider away.

PETER

What the...?

#### INT. MIDTOWN HIGH SCHOOL - DAY

## BACK INSIDE CLASSROOM

Peter stands... Frozen.

RAYMOND

Peter?

PETER

(snaps back into it) Yeah, I remember. That's a field trip I'll never forget.

### RAYMOND

Yes, well... one Curt Connors is looking for interns and I figured that I'd refer him to the two most brilliant minds in my class. What do you think? Perfect opportunity. Might even get a full-time job there.

GWEN I'm not passing that up... And that's a yes by the way.

RAYMOND

Peter?

PETER (smiling) Definitely. ESTABLISHING SHOT

#### JUST OUTSIDE HORIZON

- RED LIGHT... GREEN.
- CROSSING SIGNAL LIGHTS UP.

Peter and Gwen cross the street towards the building's revolving door/entrance.

#### INT. HORIZON LABS (LOBBY) - DAY

EMPLOYEES move about Horizon, one end to the other, working their asses off.

Peter and Gwen walk up to a CLERK who stands at a turnstile.

CLERK May I help you?

PETER (mesmerized at his surroundings) We're looking for Curt Connors.

CLERK Are you here for the internship?

PETER

Yeah.

CLERK I'm gonna need the name-tags.

GWEN We don't...

CLERK You should. They give you them.

GWEN Who's they? You didn't even...

CLERK No name-tag, no internship.

GWEN (annoyed) Can you give Mister Connors a call, maybe? PETER

No. Listen, we were sent here by Raymond Warren, a science teacher in Midtown High, and the brother of Miles Warren, who works with Curt Connors. Unless somebody forgot to give us these name-tags...

CLERK I hate repeating myself. (to security) May you escort these kids out of our building?

PETER (to security) No, no, no... (stares back at clerk) We can escort ourselves out. Thank you.

Gwen gives the clerk a look.

Just as Pete and Gwen begin to walk the opposite way... EDDIE BROCK appears, coming down the fancy, glass staircase.

> EDDIE (to clerk) They can stay.

Peter and Gwen turn, Pete makes out Eddie and smiles.

#### CLERK

Sir, the name...

EDDIE Tags? They can stay... (mockingly, shaking his head) I hate repeating myself.

The clerk has been out-quipped and defeated.

CLERK (to Peter and Gwen, beckons towards the turnstile ) Please.

Peter and Gwen pass through, onto the staircase. Gwen winks at the clerk.

# ON STAIRCASE

Peter greets Eddie with a HUGE grin and a hug... Long overdue.

PETER (re: clerk's line, to Eddie) "Sir"?

EDDIE Hey, buddy! God, I barely remember the last time we spoke.

PETER Years, man. Too many years... We were like ten?

EDDIE Yeah, yeah... Back when our parents died. You were so there for me, Pete.

Our "lovey-dovey" mood goes to shit on a dime with those words. Peter did not expect them.

PETER Yeah, you too, you were too, for me. (beat) But um, when did you- uh, start working here, man? When-(clears throat) did you, I mean what do you...?

EDDIE I'm Connors' assistant, actually. Me and his wife, obviously, are his - you know...

PETER Assistant, yeah... The Curt Connors' assistant. How did I not expect that response from the one, the only, Eddie Brock Junior?

Eddie lets slip an appreciative snicker.

EDDIE Well, look, Pete, there's a lot to talk about. But Connors wants you and...

Eddie points at Gwen, pretty much asking -

"Who the hell is that"?

PETER Gwen. Gwen Stacy. EDDIE (leans close to Peter, whispers) Is that your, uh...?

GWEN I can hear you.

PETER (re: Eddie's question) What? (realizing) Oh- no! No, no, no. She's a friend.

Gwen gives Peter a look, he doesn't see it.

But we do, and audiences know that she CLEARLY does not want to be just "a friend".

EDDIE Alright, follow me.

Eddie turns and jogs up the staircase, Peter and Gwen in suit...

### INT. HORIZON LABS (CURT CONNORS' LABORATORY) - DAY

An ARMLESS MAN wearing magnifying glasses, stares intently into a microscope... surveying the different life forms and microbes that move about.

This is CURT CONNORS: dedicated to his work, understands the importance of life, and observes conflict from all mental viewpoints.

His wife, MARTHA CONNORS, lovingly massages him. Curt turns.

MARTHA You've worked hard enough, Curt, you deserve a break.

CURT (rests magnifying glasses on forehead) Can't afford one, Martha. Our work here can literally change the world.

FADE TO BLACK

(CONTINUED)

END

(cont'd)