

**SPIDER-MAN UNLIMITED #5292-14: "Destiny Unleashed: Part Two"**  
**FINAL DRAFT 10-1-99**

TEASER

FADE IN:

**1] ANNOUNCER (V.O.)**  
**Previously on Spider-Man Unlimited.**

**A SERIES OF SHORT SCENES**

**to be selected during editing, quickly showing the evolution of SPIDEY's arrival on Counter-Earth up to and including his current predicament. Then:**

1 INT. DOME ONE - DAY

Spidey helps a weakened EDDIE BROCK from his cage, the earth shaking violently beneath their feet.

**2] BROCK**  
**Too late... The symbiotes have been released.**

**3] SPIDER-MAN**  
Easy, Brock, let's concentrate on getting out of here.

**A chunk of ceiling crashes down**, smashing one of the cages, and GIT and GOBLIN scramble to avoid getting flattened.

**INCLUDE JAMESON AND BROMLEY**

**They grab KASADY under the arms, lift him to his feet.**

**4] KASADY**  
(laughing)  
Don't waste your energy. Your world's about to end -- and nothing you do can stop it.

**5] SPIDER-MAN**  
Cletus, **anybody ever tell you there's such a thing as too much positive thinking?**

**ANGLE**

He dodges another chunk and guides Brock toward the doors as the others **follow. Just** as they reach them, the doors collapse inward, forcing everyone to jump back -- and

suddenly the entire dome crumbles, lab equipment and cages shattering, a chunk of ceiling heading straight for Jameson, Kasady and Bromley!

6] SPIDER-MAN

**Look out!**

**SPIDER-MAN**

fires a webline, catching the chunk just as it's about to hit home. He swings the chunk aside as --

GOBLIN

lobs a pumpkin bomb at another falling chunk, blowing it into tiny pieces. But it's too little too late as --

WIDE

The rest of the dome collapses, burying them all under a massive pile of rubble! **HOLD ON:**

**DARKNESS**

**No sound but the rumbling earth, then:**

7] SPIDER-MAN

Uh, anybody got a match?

A penlight comes to life, Jameson shining it around **to reveal Spider-Man -- his arms outstretched to each side as he strains to keep chunks of rubble from collapsing on them.** Everyone **else** is on the floor, battered but alive.

8] SPIDER-MAN

**(straining)**

**Now I know the real definition of heavy.**

9] **JAMESON**

**Hang tight, webslinger, we'll be out of here soon.**

**Jameson** jumps to his feet and **hurries to the nearest chunk of debris, pushing against it. A small chunk rolls away, but the larger ones won't budge.**

10] **GOBLIN**

**Move over, Jameson. Let a real man do the work.**

**Goblin pushes on the debris, moving a larger chunk, but then he too is stymied.**

11] **GOBLIN**  
**I always knew reality was overrated. Now what?**

12] **SPIDER-MAN**  
**Let's see if I can do a little fancy footwork.**

**Goblin and Jameson step aside as --**

**SPIDEY**

**Using his outstretched arms as support, Spidey brings his legs up. With a fierce <GRUNT>, he kicks out -- hard -- knocking out a huge chunk of debris and creating a hole.**

13] **SPIDER-MAN**  
**Everybody out -- hurry!**

**They all dash out the hole (Jameson and Bromley grabbing Brock and Kasaday as they go) as Spidey releases his hold on the rubble, then shoots a webline and --**

**2 EXT. YONKERS RACEWAY - CONTINUOUS**

**The rubble collapses behind him as he swings out of the hole and joins the others. The entire raceway has been reduced to mounds of debris -- all but Dome Two, which is still partially intact.**

**ANGLE**

**Before Spidey and the others can move,** something plops down from **above,** landing with a SPLAT on the **ground nearby.** Bromley eyes it curiously.

14] **BROMLEY**  
What the devil...?

HIS POV

A glob of symbiotic spore undulates **near his foot.**

BROMLEY

Eyeing it with fascination, he bends down and reaches for it. Seeming to sense his curiosity, the spore slithers

toward his outstretched hand... **WIDEN TO INCLUDE both Spidey and Brock, their eyes widening --**

15] SPIDEY/BROCK  
Don't touch it!!

Bromley snaps his hand back as **Spidey shoots an impact web, trapping the spore against the ground. Then --**

### **HIGH ANGLE**

**Another spore plops down, followed by another and another -- everyone jumping to avoid them as Spidey hits the symbiotes with impact webs. Shooting out a wide web, he forms a protective canopy over himself and the others, more spores plopping wetly against it.**

16] SPIDER-MAN  
That should hold 'em.

**He looks up. RACK FOCUS on the web canopy as a spore seeps through the mesh, eating away at it like a slow-acting acid.**

17] SPIDER-MAN  
Then again...

### **SPIDER-MAN AND THE OTHERS**

**watch the webbing start to tear as more spores seep through, symbiote goop dripping menacingly toward them. Kasady beams like a True Believer --**

18] KASADY  
Just a little rain, boys. Don't be afraid of your destiny...

**Suddenly the webbing rips wide and symbiote goop flies toward them, as we --**

**FADE**

**OUT.**

**END TEASER**

**ACT ONE**

**FADE IN:**

**3 EXT. YONKERS RACEWAY - CONTINUOUS ACTION**

**The web canopy rips wide, symbiote goo flying toward Spidey and the others. A glob heads straight for Git and Spidey shoves him aside --**

19] **SPIDER-MAN**  
**Heads up!**

**The others scatter as Spidey fires off a quick series impact webs and spider-stingers, enveloping some and knocking others away. More spores rain down, everyone jumping to avoid contact as --**

**SPIDER-MAN**

**spots something O.S., then leaps to a nearby pile of rubble where a slab of metal siding is half-buried beneath it. Wrenching it free, he grabs the sides, raises it over his head, then jams it -- edgeways -- into another pile of rubble, forming a makeshift lean-to.**

**THE OTHERS**

**scramble to safety behind the slab (dragging Brock and Kasady with them) as the spores splat against it. Spidey swings into the huddle, watching the sky grow darker by the minute.**

20] **SPIDER-MAN**  
**What was that I said about positive thinking?**

**And off their looks --**

WIPE TO:

**4 EXT. UPPER WORLD - DAY**

VULTURE streaks through the sky as two MACHINE MEN follow in hot pursuit, firing LASER BLASTS that zing past his head.

21] **VULTURE**  
**First the High Evolutionary throws a force shield around** the Basement -- now *this*.  
Could **things** get any worse?

Ducking another BLAST, he streaks around a monad and suddenly stops in mid-air, staring at:

HIS POV - UP AHEAD

the synoptic volcano spews spores into the sky.

VULTURE

reacts as a spore rockets past him and splatters the nearby monad.

22] VULTURE  
Some questions are better left  
unanswered...

More spores fly in his direction and he dives, narrowly avoiding them. Looking back the way he came, he sees --

### **THE MACHINE MEN**

Spores rain down on them, too, splattering their armor.

23] BEASTIAL BEAR (O.S.)  
Help!

ANGLE DOWNWARD to INCLUDE a BEASTIAL BEAR, hanging from a **mag-level platform. The Machine Men glance at Vulture --**

24] **MACHINE MAN**  
**Priority override -- Beastial in danger --**  
**respond immediately.**

**They turn and head** to the Beastial's rescue as --

**VULTURE**

**watches** them go, ducks another spore. Scowls.

25] VULTURE  
Out with the old, in with the new...

Another earthquake rumbles, causing the monads around him to buckle and sway.

**ANGLE**

**A monad cracks open, its upper half tumbling down through the fog layer toward --**

5 EXT. BASEMENT - CONTINUOUS

**It hits the force field, bounces, then hits again. The force shield**

**CRACKLES weakly and vanishes as humans run** through the streets, trying to avoid getting flattened or splattered **by spores.**

TIGHTEN

A MAN races toward the safety of a doorway, but halfway there, he's hit in the chest by a symbiote. A nearby WOMAN <SCREAMS>, watching in horror as the spore grows in size and starts to cover the man. More spores hit him, taking root in different parts of his body.

ANGLE - WOMAN

**A chunk of the building streaks** toward her, but just as it's about to **hit Vulture swoops INTO FRAME** and grabs the woman's waist, zigging and zagging through the shower of symbiotes. They streak through a doorway to --

6 INT. DONUT SHOP - CONTINUOUS

Which has suffered quake damage but is still intact. Several more HUMANS are huddled together, staring at what's happening outside the window. A spore SPLATS against the glass and they jump back in surprise.

26] HUMAN  
W-What are those things?

Vulture guides the woman into a chair.

27] VULTURE  
I don't know, but I'll bet dollars to donuts **our self-appointed Creator** does.  
(heads for door)  
Time for a face to face.

As he flies out, face set, we --

CUT TO:

7 EXT. YAMADA-JONES' STREET - DAY

More humans flee as the spores rain down even harder here. A MAN (#2) gets hit in the shoulder and falls to the sidewalk. He <SCREAMS> and a broom pops INTO FRAME, whacking the symbiote furiously, **trying to knock it away.**

WIDEN TO INCLUDE NAOKO

Tossing the broom aside, she grabs the man, dragging him into the clinic, **shouting to as she goes --**

28] **NAOKO**  
**Shayne -- start the generator!**

8 INT. YAMADA-JONES CLINIC - CONTINUOUS

**Shayne rushes to a nearby set-up -- an ultra-sound machine and various other pieces of medical equipment hastily cobbled together. He quickly flicks a switch and a HIGH-PITCHED TONE fills the room.**

**WIDEN**

**The spore on the man's shoulder jerks violently and falls to the floor, and Naoko kicks it outside, slamming the door shut. Then suddenly the ultra-sound equipment SPARKS and SPUTTERS and the sound dies. From O.S. comes a BANGING sound, and Shayne stares.**

29] SHAYNE  
Mom -- look!

**WHIP PAN to the window -- a symbiote smacks against it. Then another.** We TIGHTEN ON the symbiotes sticking to the glass and

WIPE TO:

9 EXT. YONKERS RACEWAY - DAY - ON SKY CAR

It arcs skyward with a ROAR, Urula and Vermin inside.

30] **SPIDER-MAN**  
**Don't know how much longer I can keep this up...**

ANGLE TO **the Dome One debris where Jameson, Git and Goblin put the finishing touches on a make-shift canopy -- several sheets of metal siding fastened together with Spidey's webbing. Spider-Man busily drives back spores with stingers and impact webs as the sky car flies by overhead.**

31] **SPIDER-MAN**  
**And there goes our ride.**

**WIDEN TO INCLUDE Brock and Kasady sitting nearby, both barely able**



to move. Bromley watches over them --

32] BROMLEY  
Wouldn't do these blokes much good, anyway  
-- what's wrong with them?

33] SPIDER-MAN  
It's like withdrawal... only worse.  
They've been separated from symbiotes  
that've been joined with them for years.  
Unless they get back together soon --  
they'll die.

(zaps another spore)  
Whatever you do, don't go near **these**  
things - or you'll be **headed down the**  
**same road.**

34] LORD TYGER (O.S.)  
Spider-Man!

INCLUDE LORD TYGER

Zig-zagging across from the remains of Dome Two. Spidey  
and the others stiffen, ready for a fight, but Tyger just  
joins them under the canopy.

35] LORD TYGER  
You're safe.

A symbiote plops against the **ground nearby and slithers toward**  
**Spidey's feet.** Spidey **shoots an impact web, stopping it in its**  
**tracks.**

36] SPIDER-MAN  
That's a matter of opinion. **I see the**  
**ladies flew the coop.**

37] LORD TYGER  
**They went for help. The Master and Sir Ram**  
**are dead.** Buried under the rubble.

38] BROMLEY  
At least one good thing's come out of  
this mess!

ANOTHER ANGLE

Tyger turns to Bromley angrily.

39] LORD TYGER  
Careful, human.

40] GOBLIN  
(stepping forward)  
**Think** we're gonna cry 'cause you lost  
your lord and master? **Guess again.**

A <LOW GROWL> starts in Tyger's throat, and he advances on  
Goblin, who's ready for him.

FAVOR SPIDEY

as he moves between them.

41] SPIDER-MAN  
Whaddaya say we hold it for the  
playground, kids. Right now, Lord  
Tyger might be able to help us.

42] LORD TYGER  
(eyes still on Goblin)  
What makes you think I want to?

43] SPIDER-MAN  
You strike me as the kinda guy who'd  
like to keep civilization alive.

44] JAMESON  
You know how to stop this?

45] SPIDER-MAN  
No guarantees, but there's a scientist  
at Empire State University who's done  
experiments using thetasonic sound to  
separate symbiotes from their hosts.  
If we can get to his equipment, we  
might have a fighting chance.

(to Tyger)  
All we need is a way to Borovsky's lab.

Tyger nods, gestures and Spidey, Jameson and Goblin follow  
him to the edge of the canopy. Tyger points.

46] TYGER

**The Creator's personal transport. That's** the  
best I can do.

THEIR POV - NEARBY PILE OF RUBBLE

The nose of a large, **armored** skycar sticks up from it. The ground buckles and the rubble buries the car even deeper.

### **SPIDEY, JAMESON AND GOBLIN**

**exchange looks as we --**

WIPE TO:

10 EXT. WUNDAGORE CASTLE - DAY

The earth rumbles and quakes, the castle buckling in response. Beastial guards dodge falling symbiotes and scramble for their vehicles.

11 EXT. SKY - CONTINUOUS

Vulture flies toward Wundagore castle. Below him, Beastial guards **are running off.**

47] VULTURE

The rats are abandoning ship.

Navigating through the falling spores, Vulture picks up speed.

12 INT. CASTLE CHAMBER - CONTINUOUS

A portrait of the High Evolutionary is knocked from the wall, crashing to the floor. WIDEN as it flies past KAREN O'MALLEY, who watches its destruction gleefully from the chair she's shackled to.

48] KAREN

Serves you right, creep!

ANGLE TO her hands, shackled behind her. She's carefully working a bobby pin in the lock. A beat and it clicks open.

NEW ANGLE

With a relieved <SIGH> she jumps to her feet. Another quake hits, nearly knocking her down again.

49] KAREN

Whole place is about to come down.  
Gotta get out of here.

Snatching up a small bust of the H.E., she tosses it toward the open doorway. It hits an invisible force shield with an ELECTRIC ZAP and vaporizes.

KAREN

Stops short. On her frown --

WIPE TO:

13 EXT. YONKERS RACEWAY - DAY

Brock has passed out, <MURMURING > quietly, Kasady wavering in and out of consciousness next to him **as Bromley watches** over them.

50] JAMESON (O.S.)

One, two, *three...*

## ANGLE

**Tyger and Git stand by as, p**rotected by an **extended canopy, Spidey, Jameson and Goblin** vigorously pull on a weblines attached to the buried sky car. Rubble shifts and the car moves, but not much.

KASADY

groggily watches them work. Then something catches his attention and his eyes widen, new life in them --

HIS POV - SKY CAR RUBBLE

**The H.E.'s sky car door is ajar, a** battered SILVER SPHERE **peeking out from inside it.** The sphere is cracked, symbiote goo oozing out. PAN TO another section of the rubble, where a SECOND SYMBIOTE seeps up through it. The symbiotes shift and undulate, turning in Kasady's direction.

51] KASADY (O.S.)

(sotto)

That's it, old friends, over here...

KASADY AND BROMLEY

Bromley glances at him and Kasady quickly closes his eyes and <GROANS>, feigning unconsciousness.

SPIDEY **AND THE OTHERS**

**Tyger joins in and they** tug on the weblines again, giving it one more try. **The rubble finally gives way, the skycar emerging! They let out a triumphant <WALLA>, then --**

52] **SPIDER-MAN**  
**Guess there's something to be said for teamwork after all.**

53] **GOBLIN**  
**Sorry, wallcrawler, but your team's losing a player. You've got your transportation -- and I've got other plans.**

54] **SPIDER-MAN**  
**What? More important than saving the world?**

55] **GOBLIN**  
**Yeah. Saving my family.**

**He takes to the sky, dodging spores as --**

**SPIDEY AND JAMESON**

**watch him go.**

56] **JAMESON**  
**I know how he feels. Karen's out there, too. If I wasn't sure she could take care of herself...**

**He leaves the rest unsaid as --**

ANGLE - KASADY

suddenly rears up, knocking **Bromley aside, and** grabs Brock's arm.

57] KASADY  
Time to **rejoin our team**, Eddie.

Bromley **recovers quickly and grabs for Kasady, but he comes up empty handed as** Kasady drags **Brock toward the two** slithering symbiotes. Brock comes awake, sees his symbiote --

58] BROCK  
What're you doing -- NOOOO!

SPIDEY, **JAMESON, TYGER AND GIT**

Whirl to see --

KASADY AND BROCK

Brock digs in his heels, but Kasady has already dragged him close to their symbiotes. Laughing, Kasady collapses, stretching an arm out as his symbiote engulfs it greedily. He shudders and shakes as --

BROCK

dives back toward cover. Before he can reach it, **a tendril** grabs him by the ankle, dragging him backwards. Brock <SCREAMS> as we WIDEN TO REVEAL -- not Kasady -- but CARNAGE towering over him, pulling Brock closer to his symbiote, which stretches toward him hungrily --

59] BROCK  
Carnage - no - I want to stay --

60] CARNAGE  
Human? Trust us, Eddie, and you'll feel so much better...

Brock tries desperately to bat his symbiote away, but it's too late. It expands and covers him **as --**

**SPIDEY**

**watches in horror --**

61] **SPIDER-MAN**  
**Brock!**

**BROCK**

**shudders and shakes as the symbiote engulf him, transforming him into -- VENOM!** The transformation complete, he rises next to his symbiote counterpart and smiles.

62] VENOM  
Ahh. We *do* feel much better.

They turn their attention to Spider-Man and the others.

63] VENOM  
And so will you. All of you...

WIPE TO:

14 EXT. ANOTHER BASEMENT STREET - DAY

The ground continues to rumble and humans run for cover as Machine Men, oblivious to the danger, chase after them, grabbing whoever they can get their hands on. PULL BACK to reveal X-51 watching from a rooftop.

64] X-51  
These machines **have gone too far. There's only one way to stop them --**

He jets into the sky and --

WIPE TO:

15 EXT. YONKER'S RACEWAY - DAY - VENOM AND CARNAGE

move toward the canopy, a group of spearlike tendrils shooting out at **Spidey. He** leaps **away**, touching his wrist --

65] SPIDER-MAN (V.O.)  
**Gotta nip this in the bud. Sonics on!**

**SFX: SONICS -- They start to kick in then suddenly SPUTTER and die.**

66] SPIDER-MAN (V.O.)  
**Uh-oh -- all that stinger and web action must've overloaded my suit!**

### VENOM AND CARNAGE

**Venom catches a falling** symbiote and flings it at Spidey. It splats against Spidey's chest, knocking him back. Spidey jerks and <groans> as it seeps over **his costume!**

### LORD TYGER

whips out a blaster and FIRES. The blast scorches the symbiote, knocking it off Spider-Man's chest. Spidey drops to his knees in pain as --

CARNAGE AND VENOM

shoot out a series of tendrils.

67] CARNAGE

Destiny calls you, Spider-Man!

SPIDEY

dives forward, tendrils just missing his feet as --

LORD TYGER

spins, firing a BLAST at Carnage.

CARNAGE

His body expands, a hole opening up in his stomach, and the BLAST streaks straight through it, ricocheting off the rubble behind him.

68] **CARNAGE**

**We always wanted to put the finishing touches  
on the "Knights of Wundagore!"**

He shoots out another tendril and --

LORD TYGER

dives, but the tendril catches his boot, wrapping around it, then jerks him upward, pulling him toward the edge of the canopy. He loses his grip on his blaster, and it skitters across the ground --

WIDER

Jameson snatches up the blaster, firing at the tendril. The blast hits home and Carnage <SHRIEKS>, releasing Tyger. Rushing forward, Bromley grabs Tyger and pulls him back to the safety of the canopy.

VENOM AND CARNAGE

Carnage recovers quickly, <ROARING> in anger. Both he and Venom look around them, and, together:

69] CARNAGE/VENOM

We don't like you, little ones...

Tendrils shoot out from them, wrapping around both Jameson and Git, and flinging them up into the air.

JAMESON AND GIT



fly head over heels, **landing on a pile of rubble**. Symbiotic rain splatters down around them and they scramble for cover under the half-collapsed shell of Dome Two.

ANGLE

Venom and Carnage return their attention to Spider-Man, spores dripping from their bodies.

70] VENOM  
Let the rain cleanse you, Spider-Man.

More tendrils shoot out as --

71] SPIDER-MAN  
No thanks -- I've already had my bath...

He shoots a webline, trying to swing away from Venom, but the tendrils wrap around Spidey's torso. Venom's face stretches close to Spidey's.

72] VENOM  
Return to the fold! We hunger for you.

73] SPIDER-MAN  
In that case, how about a taste of my special recipe?

Spidey arcs his body and kicks out, hitting Venom in his flicking tongue. With an <impact grunt>, Venom's tendrils recoil as Spidey fires both shooters toward Venom's legs, tangling them in webbing.

VENOM

tumbles forward, catching himself with his hands as his legs transform **into knives**, cutting through the webbing like butter.

WIDER

Spidey shoots another webline and, dodging spores, swings back to the protection of the canopy as Carnage shoots a series of tendril spikes --

ANGLE - SPIDEY

The spikes trap him, pinning him to the ground as --

NEW ANGLE

Venom rolls to his feet, then reaches out and grabs the nearest human: Bromley. He tosses him upward, straight into the symbiote rain. TIGHTEN ON BROMLEY as the spores hit him full force!

74]BROMLEY

No -- !

But the spores cover him quickly -

SPIDEY

watches as -

75]SPIDER-MAN

Bromley -- !

BROMLEY

Transforms into a Synoptic mass. The Neo-Symbiote that was once Bromley rises up to join his brothers and we...

FADE OUT.

END ACT ONE

ACT TWO

FADE IN:

16 EXT. YONKER'S RACEWAY - CONTINUOUS ACTION

The Bromley neo-symbiote rises up beside Carnage and Venom and the three slither at Spidey.

76] SPIDEY (V.O.)  
Whoever said when it rains it pours  
wasn't kidding.

From O.S. comes the SOUND of a coughing engine. Spidey looks off, sees:

HIS POV - JAMESON AND TYGER

In the skycar, trying to get it started. The engine COUGHS again.

RESUME SCENE

Dodging an axe-shaped tendril shooting out from Carnage, Spidey backs away, under the canopy.

77] SPIDEY (V.O.)  
Gotta buy some time --

Another axe tendril shoots out. He dives away, then rolls to his feet, facing the symbiotes.

78] SPIDER-MAN  
You sure the Synoptic's so hot? I  
mean, three against one and you still  
can't catch me?

The three symbiotes shoot forward for the kill, but suddenly:

THE SKYCAR

comes ROARING at them, Jameson behind the wheel, Lord Tyger riding shotgun. The three symbiotes ooze out of the way as Jameson calls out --

79] JAMESON  
Wallcrawler! Git! It's now or never!

80]LORD TYGER

And "now" is the operative word!

Tyger FIRES an ENERGY CANNON built into the skycar.

VENOM, CARNAGE AND SYMBIOTE BROMLEY

Slink backward as the energy fire EXPLODES before them.

WIDE

Spidey grabs Git, shooting a webline that sticks to the side of the skycar as it banks into a tight 180-degree turn. The car pulls the two hitchers along as Venom, Carnage and Neo-Symbiote Bromley gather themselves and make one last attack, tendrils flowing and shooting --

SPIDEY'S WEBLINE

It's about to be cut by the oncoming tendrils when:

17 INT. SKYCAR - CONTINUOUS

81]JAMESON

They're not going to make it!

Lord Tyger moves the cannon like a WWII gunner.

82]LORD TYGER

We will see about that --

He punches a button on the cannon and --

18 EXT. YONKERS RACEWAY - CONTINUOUS

AN ENERGY BURST rips from the mouth of the cannon and ROARS past the webline, Spidey, Git, and the three symbiotes. It looks as though it has completely missed its mark, but it hasn't, because instead:

WHAT'S LEFT OF DOME TWO

is hit by energy fire and the dome wall EXPLODES, coming down at the three symbiotes! Just as they're about to be buried, another webline SHOOTS INTO FRAME, pulling the Bromley neo-symbiote out of harm's way. The neo-symbiote leaps to his feet, snapping the line with his hands as Venom and Carnage vanish under a shower of rubble behind him.

THE SKYCAR

Spidey pulls Git and himself to the nearest door. Git gestures frantically back at Bromley.

83] SPIDER-MAN

We can't go back for him, Git. The only chance we have to help your buddy is to get to Dr. Borovsky!

19 INT. SKYCAR - CONTINUOUS

Lord Tyger swings open the door, and Spidey and Git climb inside. The Beastial turns to look at Jameson. Their eyes meet, and on the human's determined nod...

WIPE TO:

20 EXT. BASEMENT STREET - DAY

It's deserted, but the Machine Men are on the march.

84] MACHINE MAN

Attention humans! This is your last warning.

A spore splatters his arm and he flings it aside --

21 INT. YAMADA-JONES CLINIC - DAY

The spore splats against the window, joining its brother already plastered there. WIDEN TO SEE Naoko bandaging the shoulder of the WOUNDED MAN (MAN #2), while Shayne watches the Machine Men march by.

85] MACHINE MAN

Vacate your homes immediately to resume identification processing.

86] WOUNDED MAN

What are they -- nuts?

87] SHAYNE

They must be on automatic pilot. At school they said the Machine Men only do what their central processor tells them.

88] NAOKO

Let's hope someone has a talk with that  
CPU -- soon.

The door bursts open and a MACHINE MAN (#2) -- dripping  
with spores -- stands in the doorway.

89] MACHINE MAN #2

On your feet, humans!

WIPE TO:

22 EXT. MACHINE MAN CENTRAL STORAGE FACILITY - DAY

The massive, high-tech storage facility on the Hudson  
River, quake damage evident by the cracks in the road and  
the building. **Symbiote** goop hangs from the security fence.  
The guards are gone, and the front gate hangs open.

90] COMPUTER VOICE (O.S.)

State your business.

91] X-51 (O.S.)

Processor upgrade.

TIGHTEN AND DISSOLVE THROUGH

TO:

23 INT. COMPUTER ROOM - CONTINUOUS

Lights out, the whole place darkened. A mainframe computer  
dominates it. X-51 stands at a control panel, a metallic  
finger extending into a slot on the panel. Console lights  
flash.

92] COMPUTER VOICE

Request denied. Main processor is  
fully operational.

93] X-51

Override. Uploading authorization code.

More lights flash.

94] COMPUTER VOICE

Authorization accepted.

X-51 moves to a wall panel and slides it open, revealing a  
bank of computer chips -- a big red chip at the center.

X-51 reaches up and inserts a finger into a tiny hole in its neck. With a metallic WHIRR, a door slides open in the side of its head, exposing an identical red chip lodged inside. Removing a data cable from inside its head, X-51 plugs it into the main processor and flicks a switch.

95] X-51  
Commence upgrade.

96] COMPUTER VOICE  
Warning. BIOS scan indicates a unique identity system integrated into source unit X five one. **If you proceed, all such data will be erased and you will cease to function.** Do you wish to continue?

X-51 turns, studying its reflection in a nearby monitor, **then looks at the computer.**

97] X-51  
**The loss of my identity is a small sacrifice compared** to what **will be** accomplished. The binary interface that is **my soul** will live on in the central processor, **and machine men will no longer be a threat to mankind.** Commence upgrade.

And off his look...

WIPE TO:

24 INT. YAMADA-JONES CLINIC - DAY

The Machine Man moves inside.

98] MACHINE MAN #2  
I said, on your feet!

99] WOUNDED MAN  
(staring at spores)  
G-Get those things outta here!

The Machine Man doesn't budge, and the spores start skittering down to the floor and across it.

THE WOUNDED MAN

backs away, but the spores are fast. They leap onto his

leg and he <SCREAMS>, trying desperately to bat them away!

NAOKO AND SHAYNE

Naoko jumps up, starts pulling the spores off the man.

100]NAOKO  
Shayne, stay away!

She flings the spores aside. One spore latches onto Naoko and starts to expand, working its way up her arm. Shayne rushes forward, futilely trying to help. Naoko <SCREAMS> and --

THE WINDOW

CRASHES open as Goblin flies into the room.

101]GOBLIN  
Naoko!

Zooming to her, he grabs the symbiote from Naoko's arm and throws it across the room.

THE SYMBIOTE

lands with a squish in a gloopy pile with its brothers.

GOBLIN

With one fluid motion, he lobbs a pumpkin bomb, then reaches for Naoko and Shayne, covering them protectively as --

THE PUMPKIN BOMB

EXPLODES, frying the symbiotes on the spot, their <HIDEOUS SOUNDS> filling the room.

GOBLIN, NAOKO AND SHAYNE

Shayne looks up at Goblin closely.

102] SHAYNE  
**Your voice! You sound just like...my dad!**

Goblin starts to speak, but is suddenly grabbed from behind. WIDEN as the Machine Man lifts him into the air.



103] MACHINE MAN #2  
Interference will not be tolerated!

Goblin struggles, but the Machine Man's grip tightens, and it raises Goblin higher, about to slam him into the wall.

104]NAOKO  
No -- stop!

The Machine Man points **a glowing finger at her, about to fire, when**  
--

CLOSER ON MACHINE MAN

**It** stops, head jerking as if from a glitch in its works.

105] MACHINE MAN #2  
Interference will not...<GLITCH>.

The Machine Man's head swivels. It puts Goblin **down, and its** voice **now** has a **familiar ring** to it: The voice of X-51.

106] MACHINE MAN #2  
**Update complete. Greetings, citizens.**

## NEW ANGLE

Everyone exchanges surprised looks, **then Naoko turns to Goblin --**

107]NAOKO  
**Hector...?!**

**Goblin pulls his mask away, revealing his face.**

## NAOKO AND GOBLIN

**She pulls him into a hug and as we TIGHTEN on her tear-filled eyes -- they suddenly go wide, filling with pain!**

## WIDEN

**as a symbiote spore grabs hold of Naoko's leg and starts to spread! She jerks away from Goblin -- who tries to pull the spore off her -- but he's attacked, too! Shayne <SCREAMS> as the symbiotes quickly engulf them both, several more slithering from the open doorway toward Shayne and the Wounded Man as we --**

WIPE TO:

25 INT. COMPUTER ROOM - MACHINE MAN STORAGE FACILITY - DAY

CLOSE ON the red main processor chip. ANGLE DOWNWARD past the data cable to X-51, sitting on the floor, head tilted sideways, eyes blank and lifeless. Then...

WIPE TO:

26 INT. SEWER TUNNEL - DAY

The **H.E.'s armored** sky car screams through the **tunnel**.

**27 INT. SKY CAR**

**Jameson pilots**, Lord Tyger **continuing** to ride shotgun, Spidey and Git in back.

108] SPIDER-MAN  
Smart move, taking the tunnels, John-boy. How's it feel to walk on the wild side, Tyger?

109] LORD TYGER  
An experience I am unlikely to forget.

28 INT. SEWER TUNNEL

Up ahead, a chunk of tunnel tumbles into their path. Jameson rolls the sky car on its side and roars past it, disappearing into darkness as --

WIPE TO:

29 INT. CASTLE CHAMBER - WUNDAGORE CASTLE - DAY

The whole room shakes, furniture rattling. With a Monica Seles-like <GRUNT>, Karen swings a metal lamp into the wall, producing little more than a dent.

110]KAREN  
Come on... Give!!

She draws back for another swing and a shockwave rolls under her, knocking her on her butt.

ANGLE

The wall shudders, a huge crack snaking up, breaking it wide open. Karen ducks flying plaster, then looks up at

the huge gap in the wall, which opens onto a castle hallway.

111] KAREN  
Ask and ye shall receive.

She races forward.

30 INT. MAIN FOYER - WUNDAGORE CASTLE - CONTINUOUS

**The place is really rocking now, walls cracking, art crashing to the floor, which is splitting open in several places.**

VULTURE

swoops in through the front doors, grabs **the last remaining guard.**

112] VULTURE  
The High Evolutionary -- where is he?

113] BEASTIAL GUARD  
Not here, pal, and neither am I -- !

The guard yanks free and races out the doors.

31 INT. UPPER FLOOR HALLWAY - CONTINUOUS

Karen hurries around a corner onto --

A LANDING

Moving past a huge marble statue of the High Evolutionary, Karen starts toward the stairs to the foyer. Another shockwave rolls through the castle and, hearing a NOISE, she spins to see --

HER POV - THE STATUE

toppling toward her.

KAREN

With a <YELP> she dives out of the way, the statue crashing down where she stood.

114] KAREN  
You really *don't* want me to leave, do you?

As if in answer, the landing beneath her cracks open and comes apart!

WIDEN

Karen <SCREAMS>, plummeting toward the foyer below and -- Vulture swoops INTO FRAME, catching her in his arms.

115] KAREN  
Who the heck are you?

116] VULTURE  
Someone who cares.  
(ducking flying debris)  
Let's save the introductions for later.

Vulture streaks through the front doors, carrying Karen out into the sky as **behind them, the castle collapses**, setting off a chain of explosions in the labs below, fireballs mushrooming. **But before Karen and Vulture get too far --**

#### NEW ANGLE

**Symbiote spores splatter them from above and spread rapidly over their bodies. Vulture lands on a mag-level platform, both shuddering and <GROANING> in agony as they try to pull the symbiotes off them -- but it's too late. And as they're completely consumed, we...**

DISSOLVE

TO:

32 EXT. COUNTER-NEW YORK CITY - SERIES OF QUICK SHOTS - DAY

The synoptic rain and earthquakes have stopped, but now there's something more dangerous to contend with: Neo-symbiotes, synoptic creatures who ooze along the streets, absorbing fallen spores. The skycar with Spidey, Jameson, Tyger, and Git skims along just above the streets.

33 INT. SKYCAR - CONTINUOUS

Spidey, Jameson, Tyger and Git look outside.

117] LORD TYGER  
I fear we're too late.

118] SPIDER-MAN  
**That doesn't mean we stop trying!**

119] JAMESON  
The university's just around the  
corner...

He turns the control, winces, clutching just below his  
shoulder.

120] SPIDER-MAN  
You okay, John-boy?

121] JAMESON  
Must've bruised my arm. I'll manage.

He guns the throttle and heads toward --

34 EXT. EMPIRE STATE UNIVERSITY - CONTINUOUS

The sky car swoops down beside the Science Building. As if  
sensing fresh meat, neo-symbiotes emerge from the shadows.  
It's impossible to tell if they once were human or Bestial.

35 INT. SKYCAR - CONTINUOUS

Jameson looks out.

122] JAMESON  
A dozen of them, four of us. Nice odds.

123] SPIDER-MAN  
Almost makes me yearn for Venom and  
Carnage...

36 EXT. SCIENCE BUILDING - CONTINUOUS

The four emerge from the skycar, Spidey swinging as the  
others dart for the doors of the Science Building. Jameson  
FIRES ENERGY BLASTS to push back the neo-symbiotes that  
start to close in.

ONE NEO-SYMBIOTE

flings a spore in Spidey's direction.

WIDER

Spidey does a split in mid-air, and the spore sails between  
his legs without touching him. Jameson FIRES, nailing the  
neo-symbiote in the leg. It <SHRIEKS> and slithers away.

37 INT. SCIENCE BUILDING - CONTINUOUS

The four burst through the doors and rush down the hall  
(Spidey swinging, the others running), rounding a corner to:

38 INT. BOROVSKY'S LABORATORY - CONTINUOUS

The door flies open, Spidey and the others rushing in to  
find:

DR. BOROVSKY

on the floor near an overturned cabinet, barely conscious,  
surrounded by shattered equipment. A spore seeps through  
the cracked glass of the window above him, stretching  
toward his head.

WIDEN

Spidey shoots an impact web to knock the spore back, and  
Jameson BLASTS it into oblivion as Lord Tyger rushes to  
Borovsky's side. The scientist <GROANS> as:

124] LORD TYGER  
Dr. Borovsky -- you're hurt.

125] BOROVSKY  
The cabinet fell over - hit me.

39 INT. HALLWAY - CONTINUOUS

A half-dozen neo-sybiotes burst through the doors and head  
down the hall.

40 INT. BOROVSKY'S LABORATORY - CONTINUOUS

Tyger helps Borovsky to his feet.

126] SPIDER-MAN  
We've got to find a way to stop the  
synoptic. You're our only hope.

127] BOROVSKY  
A dim one, I'm afraid.  
(gestures)

Thetasonic waves can destroy the spores, but no matter how much I increase the power of my thetasonic weapons, I lack a delivery system strong enough to cover every area that's been effected...

41 INT. HALLWAY - CONTINUOUS

The neo-symbiotes round the corner --

42 INT. LAB - CONTINUOUS

Spider-Man moves to the nearest worktable, which is cluttered with bits and pieces of equipment and high-tech weaponry (including a fully-functional thetasonic rifle), some of it hastily cobbled together with wire and tape.

128] SPIDER-MAN  
What kind of system are we talking about?

Borovsky hobbles over to him.

129] BOROVSKY  
The news reports said the disaster is worldwide. We'll need something global.

130] LORD TYGER  
Like a satellite system?

131] BOROVSKY  
Why, yes, my Lord, exactly.

43 INT. HALLWAY - CONTINUOUS

The neo-symbiotes close in on Borovsky's door --

44 INT. THE LAB - CONTINUOUS

132] LORD TYGER  
The High Evolutionary has secret spy satellites orbiting the planet. I should be able to program them to receive and transmit the thetasonic waves.

133] JAMESON  
Not without a source transmitter.

134] BOROVSKY

There's a dish on the roof, but it was  
damaged in the quakes.

135] SPIDER-MAN

You get that program started, and I'll  
handle the dish. Wanna cover me, John-  
boy?

But before Jameson can respond, the neo-symbiotes burst  
into the lab, pouncing at Git!

ANGLE

Git stumbles back, shooting out streamers as Jameson pulls  
his blaster.

SPIDEY

scoops up the thetasonic rifle and tosses it --

136] SPIDER-MAN

**Jameson!**

**WIDEN - JAMESON**

snatches it one-handed and pulls the trigger, FIRING a  
HIGH-PITCHED SONIC WAVE. **The neo-symbiotes** recoil as the  
sonic waves ZAP them, separating symbiotes from their  
hosts: collegiate Beastials, both men and women, who  
tumble to the ground, dazed.

ANGLE

Using his blaster, Jameson fries the symbiotes where they  
lay. As Git gets to his feet, Jameson looks down at the  
thetasonic rifle.

137] JAMESON

This is one heckuva weapon, webspinner.

138] SPIDER-MAN

You ain't seen nothin' yet...I hope.

Spidey leaps out the door, Jameson running after --

45 INT. HALLWAY - CONTINUOUS

Spidey swings down the hall, Jameson running behind him.



They reach a nearby stairwell and --

ANGLE

-- another symbiote creature jumps out at them! In a quick one-two motion, Jameson blasts him with the thetasonic rifle, then fries the detached symbiote with his **blaster as Spidey** shoots another weblines and swings up the stairwell.

139] SPIDER-MAN  
We've gotta keep moving!

JAMESON

is about to follow, but hangs back a beat, a look of shock on his face. Bracing himself, he starts after Spidey, then staggers to a stop.

140] JAMESON  
**No... not now...**

46 **INT. BOROVSKY'S LAB - CONTINUOUS**

As Dr. Borovsky and Git frantically re-assemble and re-wire his thetasonic equipment, Lord Tyger moves to a computer keyboard and furiously types in data, watching it flash across a monitor. **PAN TO the window, where more spores seep inside...**

47 EXT. THE ROOF - CONTINUOUS

Spidey emerges, shoots a weblines and swings to the damaged satellite dish, which sits slightly off-kilter, a half-dozen wires exposed.

48 INT. BOROVSKY'S LAB - CONTINUOUS

Borovsky takes a part from Git and screws it into place --

141] BOROVSKY  
The equipment is optimized.

142] LORD TYGER  
And the satellites are almost ready to receive.

Lord Tyger finishes typing, takes a small code keypad from inside his tunic.

143] BOROVSKY

What is that?

144] LORD TYGER

Security override. Without the proper  
clearance code, the hook-up is useless.  
Enter one wrong number and... boom!  
All the satellites will explode.

Lord Tyger punches in a number and --

49 EXT. THE ROOF - CONTINUOUS

Spidey hangs upside-down on the satellite dish, touches the  
wires gingerly, to assess the damage.

145] SPIDER-MAN (V.O.)

Looka like we might really have a  
chance. A few splices and everything  
should be good as gold.

He bends to the task as --

JAMESON

finally makes it to the roof, holding the thetasonic rifle  
limply in his hands. He stumbles forward, dropping the  
weapon. From deep in his throat comes a low <GROWL>.

SPIDEY

Hears the sound and turns --

146] SPIDER-MAN

John?

IN THE LAB

Tyger punches in another number as --

BACK ON THE ROOF

Jameson drops to his knees, body quaking --

147] JAMESON

My implant... It must've shorted out...

His face contorts, Spidey staring in disbelief --

148] SPIDER-MAN  
Aw, please, John, say it ain't so...

149] **JAMESON**  
**Can't let this happen now...**

**Thrashing painfully, he races toward the edge of the rooftop, about to hurl himself over --**

150] **SPIDER-MAN**  
**Jameson -- no!**

**Spidey swings from the satellite dish and tackles Jameson, knocking him away from the edge.**

**JAMESON**

**rolls aside, <GROANING>, as his body shutters and shakes transforming into MAN-WOLF! Crouching on all fours, he LEAPS toward Spidey as --**

INSIDE THE LAB - BOROVSKY AND GIT

watch intently as we RACK FOCUS ON Tyger. He's about to punch one more **when Borovsky suddenly <SCREAMS>, a symbiote spore slithering up his leg. Git tries to bat it away, but another spore grabs him and seeps through his bandages!**

**TYGER**

**wheels around to help, but yet another spore shoots toward his chest. He <GRUNTS> and falls back --**

ON THE ROOF - SPIDEY AND MAN-WOLF

slam into an air-conditioning unit, Man-wolf swiping at Spidey. Spidey ducks the swipe, then brings his legs up, pushing Man-Wolf away --

151] **SPIDER-MAN**  
Upsy-daisy, big guy...

MAN-WOLF

The beast tumbles back with an <IMPACT GRUNT>, then rolls to his feet and pounces! WIDEN as Spidey dives, narrowly missing another swipe, but Man-Wolf quickly brings up a second paw and catches Spidey on the butt!

SPIDEY

With an <IMPACT GRUNT> he sails head first into the door of an electrical panel and collapses, half-dazed. Hearing a <GROWL>, he turns to find --

WIDEN

Man-Wolf moving slowly for him, preparing for the kill.

152] SPIDER-MAN  
Easy, wolfie -- we've got more  
important things to think about than  
din-din right now.

Man-wolf moves in closer, <SNARLING>, and Spidey's gaze shifts to --

HIS POV - THE THETASONIC RIFLE

out of reach, several feet away.

SPIDEY AND MAN-WOLF

Man-Wolf moves in closer...

153] SPIDER-MAN  
Come on, John-boy, I know you're in  
there somewhere. Listen to reason.

Man-Wolf tilts his head slightly, looks at him curiously, then <GROWLS> and continues forward as --

ANGLE

Spidey looks around desperately, sees something o.s.

154] SPIDER-MAN  
Okay then, how 'bout listening to *this*?

He shoots a webline, using it to snatch up the thetasonic rifle. Man-Wolf charges at him, but Spidey rolls and, aiming the rifle skyward, fires off a sustained, high-pitched SONIC BLAST!

MAN-WOLF

<HOWLS>, grabbing his ears, then turns on his heels, scrambles to the edge of the roof and leaps over the side,

disappearing from sight. ANGLE TO Spidey as he tosses the thetasonic rifle aside.

155] SPIDER-MAN (V.O.)  
From now on I carry a dog whistle on me  
at all times.

Swinging back onto the dish, he works furiously to reconnect the wires.

156] SPIDER-MAN (V.O.)  
One more to go...

But as he works, his <SFX: SPIDER-SENSE> kicks in and he turns. WIDEN TO REVEAL neo-symbiote creatures of all shapes and sizes slithering over the walls and onto the rooftop, surrounding Spidey, closing in on him and --

157] SPIDER-MAN (V.O.)  
Uh-oh...

FADE OUT.

END ACT TWO

TAG

50 EXT. ROOFTOP - ESU SCIENCE BUILDING - CONTINUOUS ACTION

The slithering neo-symbiote creatures close in as we  
TIGHTEN ON Spidey, working feverishly to splice the last  
wire, glancing at the creatures.

158] SPIDER-MAN

This better work, or Mrs. Parker's only  
child's gonna end up part of one heck  
of an extended family.

IN THE LAB

**The symbiote goo has almost completely consumed Lord Tyger -- only his head and hands untouched. Using every ounce of strength he has left, he raises a finger over the keypad and hits a button just as the symbiote completely consumes him and --**

ON THE ROOF - SPIDEY

gives the wire one last twist and an electrical SPARK  
knocks him back as --

THE SATELLITE DISH

comes to life -- a blue beam shooting out of it, a high-  
pitched, thetasonic sound wave vibrating through the air.

SERIES OF SHOTS - OUTER SPACE

The blue beam shoots up from counter-earth, bouncing from  
one one spy satellite to the next, then --

SERIES OF SHOTS - COUNTER-EARTH

The beams shoot downward, showering the earth with  
thetasonic sound and --

**In the Basement streets, humans are separated from their symbiote captors.**

**In the Upper World, beastials are transformed.**

Near Wundagore Castle, **Vulture and Karen watch with relief as the spores detach from their bodies and start to shrivel.**

**In the clinic, Goblin, Naoko, Shayne and the wounded man turn back to normal and --**

51 INT. BOROVSKY'S LAB - CONTINUOUS

Git, Lord Tyger and Borovsky **transform also**, Git pumping a fist as Tyger and Borovsky <CHEER> joyfully and --

52 EXT. THE ROOF - CONTINUOUS

Spidey sinks to his knees in exhaustion. PULL BACK to reveal he's surrounded by dazed Collegiate Beastials. We can't see his face, but Spidey's voice is filled with joy and wonder as:

159] SPIDER-MAN  
We did it! We saved the world!  
Wait'll I tell Mary Jane -- !

And, as he stops short, realizing what he's saying --

WIPE TO:

53 EXT. YONKERS RACEWAY - DAY

Beside the pile of rubble that was Dome Two a form stirs. TIGHTEN ON Bromley, human once more, pulling himself to his feet and sucking in precious air. Wiping off the dust, he looks around, sees that the place is deserted.

160] BROMLEY  
John? Git? ...Spider-Man? Where'd  
they all go to?

Then he hears a sound behind him -- the RUSTLE OF MOVING RUBBLE. It grows louder and louder and Bromley spins as A MASSIVE SHADOW falls across him, his mouth dropping open at the sight of something truly enormous towering over him.

161] BROMLEY  
<TERRIFIED YELL>

Off his dread, we --

FADE OUT.

END OF SHOW