

PAGE ONE

PIC. 1 ESTABLISHING SHOT. DAY. PETER AND MJ ARE IN CENTRAL PARK ENJOYING A PICNIC, SEATED ON A BLANKET WITH OPEN PICNIC BASKET, ETC. THE SCENE IS IDYLIC, ALMOST UNNATURALLY SO (PETER IS SUFFERING THROUGH A DRUG-INDUCED HALLUCINATION). TITLE AND CREDITS.

- 1) MJ; Oh, Peter...this is the **perfect** spot for a picnic.
2) MJ (ct'd); So nice...not having a care in the world.
3) Peter; Not true. I can't decide if I love you because you're **beautiful**...
4) Peter (ct'd); or if you're beautiful because I **love** you.

PIC. 2 CLOSER. PETER LEANS BACK, RESTING HIS HEAD ON HIS ARMS. MJ REACHES FOR A WINE BOTTLE.

- 5) Peter; That kind of problem could take **all day** to work out!
6) MJ; More wine, Pe—

PIC. 3 CLOSE ON MJ'S FACE AS SHE LOOKS DOWN AT THE BLANKET. SHE RECOILS IN REVULSION.

- 7) MJ; oh, God—Peter—

PAGE TWO

PIC. 1 LOOKING DOWN AT THE COUPLE: MJ JUMPS UP, STARTLED. THEIR PICNIC IS DISRUPTED BY THE SUDDEN APPEARANCE OF MANY WORMS.

- 1) MJ; There are **worms** all over the blanket!

PIC. 2 PETER SHAKES OUT THE BLANKET AS MJ GRABS THE BASKET.

- 2) Peter; Yucko! It hurts my **head** just to look at them!
3) Peter; Not to worry, hon—
4) Peter (ct'd); We'll just find a **more** perfect spot!

PIC. 3 THEY WALK THROUGH THE PARK, LOOKING FOR A NEW PLACE TO CONTINUE THEIR PICNIC; MJ FROWNS AND BRUSHES HERSELF OFF. PETER POINTS FORWARD TO SOMETHING OFF-PANEL.

- 5) MJ; I still feel them **crawling** on me...
6) Peter; Don't be upset, MJ...
7) Peter (ct'd); **There's** someone who can help!

PIC. 4 CLOSE WORM'S-EYE TWO-SHOT LOOKING AT PETER PAST A CHICKEN (FOREGROUND) HE'S BENT OVER TO TALK TO. PETER POINTS BACK THE DIRECTION FROM WHICH HE AND MJ HAVE COME.

- 8) Peter; Hey, buddy! Big feast of worms—
9) Peter (ct'd); thaddaway!

PIC. 5 PETER LAUGHS AS THE CHICKEN RUNS OFF, WINGS FLUTTERING.

- 10) Chicken; I just give them what they want!
11) Peter; You can't argue with chicken logic like **that!**

PAGE THREE

PIC. 1 PETER AND MJ WALK ON. PETER IS EXCITED TO SEE SHOCKER (FOREGROUND) SELLING JOY-BUZZERS FROM A HAND-CART (HE SHOULD HAVE 1-2 CUSTOMERS).

- 1) Peter; Oh **wow** babe! That man dressed like an **oven mitt** is selling joy-buzzers!

PIC. 2 PETER IS GIDDY WITH EXCITEMENT. MJ IS TRYING TO HOLD HIM BACK.

- 2) MJ; Peter, that's all over now! **Doc Oc, Electro,** and the **Kingpin** all died in an accident that you couldn't **prevent!**
3) Peter; That **is** a load off—
4) Peter (ct'd); Though I don't know **why!**

PIC. 3 PETER RUNS OFF FROM MJ TOWARDS SHOCKER'S CART.

- 5) Peter; I gotta get one, babe!
6) Peter (ct'd); My palms feel positively **naked!**
7) MJ; Peter, I'll never see you again!

PIC. 4 SEEING PETER APPROACHING, SHOCKER SCURRIES OFF, PUSHING HIS CART. HE APPROACHES A BEND IN THE PATH, OBSCURED BY BUSHES.

8) Peter; Hey! Wait up, buddy!

PIC. 5 PETER APPROACHES THE BEND AROUND WHICH THE SHOCKER HAS
DISAPPEARED.

9) Peter; I gotta—

PAGE FOUR

PIC. 1 SUDDENLY NIGHT. MEDIUM SHOT. PETER IS SURPRISED TO FIND
HIMSELF IN A DIRTY TENEMENT ALLEY.

1) Peter; Whoa! Who put **this** here?

2) Peter; This place makes my head feel **funny**.

PIC. 2 PETER SHOWS ALARM AT FINDING A SMALL, BLACK SNAKE COILED
AROUND ONE ARM.

3) Peter; Hey!

4) Snake; The crook of your elbow looks comfortable...

5) Snake (ct'd); Mind if I **stay** awhile?

PIC. 3 EXPRESSING REVULSION, PETER SHAKES THE SNAKE FROM HIS
ARM.

6) Peter; No way!

7) Peter (ct'd); I don't share that kind of intimacy with **strangers!**

PIC. 4 LOOKING PAST PETER IN THE FOREGROUND TO THE PLACE IN THE
ALLEY WHERE THE SNAKE SHOULD HAVE FALLEN.
INSTEAD OF THE SNAKE, A YOUNG, HALF-DEAD,
JUNKIE-LOOKING WOMAN KNEELS ON THE GROUND
LOOKING UP AT PETER.

8) Woman; Don't you remember?

9) Woman (ct'd); We met last night in this very alley.

PIC. 5 CLOSE IN ON PETER, DISCONCERTED.

10) Peter; n—no...

11) Voice (O.O.P.); Hey, kids!

PAGE FIVE

PIC. 1 PETER TURNS TO SEE A TALL, THIN, BLACK TAP DANCER PERFORMING WITH TOP HAT AND CANE. THE DANCER'S TOP HAT IS ADORNED WITH WHITE AND RED FEATHERS. HE WEARS A LARGE, INVERTED CROSS AROUND HIS NECK. PETER IS DELIGHTED AT HIS APPEARANCE.

1) Peter; Wow! Who are **you**?
2) Dancer; Don't you recognize **crack talent** here in New York?
3) Dancer; I might've **come up** from the streets, but soon I'm gonna hit it **big**!

PIC. 2 CLOSE IN ON PETER, AN EXPRESSION OF SCARED SURPRISE AS THE WOMAN PUTS A SICKLY HAND ON HIS SHOULDER FROM BEHIND. THE WOMAN LOOKS WORSE, MORE LIKE A ZOMBIE, A WORM WORKS ITS WAY OUT FROM BEHIND ONE OF HER EYES.

4) Woman; Wanna date, lover?
5) Woman (ct'd); Lovers share secrets: That buzz in your head will tell you something.

PIC. 3 PETER SHAKES LOOSE OF THE WOMAN'S GRASP AND RUNS HURRIEDLY AWAY.

6) Peter; No can do! I've got a girl!
7) Peter (ct'd); She's right over—

PIC. 4 TWILIGHT. PETER BACKPEDALS TO A STOP, SURPRISED BY WHAT HE SEES AT THE SIDE OF THE ROAD: A RE-CREATION OF THE SCENE FROM "THE BIRDS", IN WHICH SCORES OF CROWS PERCH TERRIBLY STILL UPON PLAYGROUND EQUIPMENT (MONKEY BARS, BALANCE BEAM, ETC.).

8) Peter; --here?
9) Peter (ct'd); Hitchcock-a-doodle-do!

PIC. 5 CLOSE ON PETER, A CROW PERCHED ON HIS SHOULDER.

10) Crow; Eerily quiet, huh?
11) Crow (ct'd); A-one-and-a-two-and-a you know what to do!

PAGE SIX

PIC. 1 LOOKING PAST PETER, GRASPING AT THE BARS OF A HIGH, WROUGHT-IRON FENCE. ON THE OTHER SIDE IS THE SAME PLAYGROUND SCENE, NOW PEOPLED WITH YOUNG RAVERS DANCING AND PARTYING (NO CROWS).

1) Peter; Fun!
2) Peter (ct'd); Aw--- There's a fence!

PIC. 2 LOOKING DOWN AT THE GROUND FROM PETER'S P.O.V. THE CROW STANDS ON THE GROUND, ONE WING INVITINGLY EXTENDED TO INDICATE SEVERAL DARKLY-HUED SNAKES WHO WRITHE ON THE GROUND BETWEEN THE BARS OF THE FENCE; THEIR BODIES LAY HALF IN THE PLAYGROUND AND HALF ON THE PAVEMENT OUTSIDE.

3) Crow; Just walk on the snakes' backs—
4) Crow (ct'd); You'll never even know you went across!

PIC. 3 THE PLAYGROUND IS NOW A CEMETERY, BUT THE ACTIVITIES OF THE RAVERS REMAINS UNCHANGED. THE DEAD WOMAN HAS RETURNED; SHE APPROACHES THE FENCE FROM THE CEMETERY SIDE, WARNING PETER AWAY.

5) Woman; No! Can't you see that it's a **cemetery**?

PIC. 4 THE CROW ATTACKS THE WOMAN, PECKING AT HER EYES. PETER IS UPSET AND PROTESTS.

6) Crow; Now **you** can't see anything!
7) Peter; Hey, stop! That's wrong!

PIC. 5 THE CROW FLUTTERS AWAY AS THE WOMAN, EYELESS, APPROACHES PETER.

8) Woman; You don't need your eyes to see. Close them. See **through** the buzz.

PAGE SEVEN

PICS 1 AND 2—SMALL INSETS IN UPPER LEFT OF LARGER PIC 3.

PIC. 1 PETER SHUTS HIS EYES TIGHTLY.

PIC. 2 PETER OPENS HIS EYES WIDE.

PIC. 3 PETER HANGS (ON A WEBLINE) UPSIDE-DOWN FROM THE CEILING, SUSPENDED JUST ABOVE HEAD-LEVEL OF A PULSING THROG OF DANCERS IN A LARGE, INDUSTRIAL SPACE CONVERTED INTO A THRIVING NIGHTCLUB. A LARGE, BLACK SNAKE WITH WHITE WINGS IS COILED TIGHTLY AROUND PETER. THE DEAD WOMAN RACES TOWARDS THEM.

- 1) Snake; I give them what they want. They always want more.
- 2) Snake; Until they want nothing. It's an easy party to join.
- 3) Woman; No! You must see! You must—

PIC. 4 THE WOMAN'S HAND CLAWS AT PETER'S FACE, TEARING PETER'S SKIN AWAY AS HE SCREAMS, REVEALING THE SPIDER-MAN MASK UNDERNEATH.

- 4) Cap (Woman-o.o.p.): See!
- 5) Peter; Aaahh!

PIC. 5 THE RAVERS TURN TOWARDS PETER, REVEALED AS MENACING ZOMBIES.

PIC. 6 THE ZOMBIES ATTACK AND OVERWHELM PETER, PILING ON.

- 6) Peter; No! Get off of me! Get—

PAGE EIGHT

PIC. 1 BIG PIC – SAME DANCE CLUB SPACE. SPIDER-MAN AWAKENS INTO REALITY/NOW, TRUSSED UP IN CHAINS ON THE FLOOR AT THE FEET OF THE BLACK TALON (FEEL FREE TO UPDATE HIS IMAGE). BLACK TALON SITS ON A HIGH-BACK CHAIR: CANDLES MELTING OVER SKULLS ADORN THIS "THRONE". THE RAVERS AND ZOMBIES STAND IN A CIRCLE AROUND SPIDER-MAN AND TALON. THE WOMAN FROM SPIDER-MAN'S HALLUCINATION/TRIP STANDS NEXT TO TALON ON HIS RIGHT, GAZING OUT WITH VACANT STARE.

- 1) Sp. Man; **OUT!**
- 2) Talon; Most impressive, Spider-Man. I gave you triple the lethal dose, yet you survive the Portal.

- 3) Sp. Man; You! You're--! Who the heck **are** you?
- 4) Talon; I am **Black Talon**, fool. I control the dead. My relative anonymity is both undeserved and soon destroyed.
- 5) Talon (ct'd); With my Portal drug, I need no longer wait for my witless thralls To be buried. They die on the dance floor and never miss a step.
- 6) Talon (ct'd); They get a few brief highs, and I get... an army. The men thieve, the women... service... for a brief while.

PIC. 2 CLOSER ON TALON, INDICATING THE WOMAN BY STROKING HER ARM.

- 7) Talon; Unfortunately, zombies lack the basic sense not to proposition a costumed "hero"...
- 8) Talon; as this idiot creature did you last night.

PIC. 3 SPIDER-MAN RAISES HIMSELF UP AND BURSTS HIS BONDS.

- 9) Sp. Man; You inhuman **monster**!

PAGE NINE

PIC. 1 TALON RETREATS BEHIND HIS MINIONS (HUMAN AND ZOMBIE BOTH), WHO MOVE TO ATTACK SPIDER-MAN. SPIDER-MAN SHOOTS A WEBLINE UP TO THE CEILING.

- 1) Talon; Attack Spider-Man! Kill him!
- 2) Sp. Man; Here's where I usually crack wise—
- 3) Sp. Man; but, mister—you **sicken** me too much for that!

PIC. 2 SPIDER-MAN KICKS FREE OF THE ASSUALT AND SWINGS AWAY.

- 4) Sp. Man; And my dazzling wit might be lost on this crowd.
- 5) Sp. Man; I remember—I was overcome before because I couldn't tell the zombies from the living.

PIC. 3 SPIDER-MAN LANDS AND FINGER-FLICKS A LIVE ATTACKER. "SPIDER-SENSE" LINES HALO HIS HEAD.

- 6) Sp. Man; I have to trust my **spider-sense** to tell me who to handle with care—

PIC. 4 SPIDER-MAN THROWS A STRONG PUNCH AT A ZOMBIE. "SPIDER-SENSE" LINES AGAIN.

- 7) Sp. Man; and who I can let loose on!
8) Sp. Man; Or is that "whom?"

PAGE TEN

PIC. 1 IN THE FOREGROUND, SPIDER-MAN FIGHTS OFF SEVERAL
ASSAILANTS WHILE LOOKING BACK AT TALON, WHO
GOADS ON HIS THRALLS.

- 1) Sp. Man; Still—there might be a better way to work this scuffle.

PIC. 2 SPIDER-MAN LEAPS OVER THE FRAY, TOWARDS TALON.

- 2) Sp. Man; If you want to derail the train—

PIC. 3 SPIDER-MAN LANDS IN FRONT OF A STARTLED TALON.

- 3) Sp. Man; take out the **conductor**!
4) Talon; Protect me! Kill him! Kill—

PIC. 4 SPIDER-MAN KNOCKS OUT TALON WITH A BACKHAND BLOW.

- 5) Sp. Man; Shut up.
6) Sp. Man; That should take the fight out of the zo—

PIC. 5 A ZOMBIE SWINGS A METAL PIPE AT SPIDER-MAN'S HEAD FROM
BEHIND. SPIDER-MAN DUCKS THE ATTEMPT.

- 7) Sp. Man; Yow!
8) Sp. Man; I'm still sensing a lot of **hostility** in the room.

PAGE ELEVEN

PIC. 1 SPIDER-MAN LEAPS HIGH INTO THE AIR AND SHOOTS A WIDE SHOT
OF WEBBING OVER EVERYONE BELOW.

- 1) Sp. Man; Enough shenanigans!
2) Sp. Man; I'll sort out the strange bedfellows later.
3) Sp. Man (ct'd); Right now you kids need tucked in!

PIC. 2 SPIDER-MAN LANDS NEAR THE WOMAN FROM BEFORE. SHE
STARES OUT BLANKLY FROM A GREAT TANGLE OF
WEBBING.

4) Sp. Man; Miss...

PIC. 3 CLOSE IN ON SPIDER-MAN AND THE WOMAN, HE REACHES OUT A HAND AS IF TO TOUCH HER FACE.

5) Sp. Man; I don't know how, but you saved my life.

6) Sp. Man (ctd); I'm sorry I was too late to save yours. I can't put this right ... but I'll do what I can.

PIC. 4 EXTERIOR, NIGHT. SPIDER-MAN HANGS UPSIDE-DOWN FROM A LIGHT-POST, MAKING A CALL ON A PAY-PHONE.

7) sfx (phone); brnng—brnng—klik--

8) Strange (phone-o.o.p.); Spider-Man.

9) Sp. man; Doctor Strange! How'd you know it was me—hocus pocus?

10) Strange (phone-o.o.p.); Only you and Dormammu call this late.

PIC. 5 SAME SHOT, ZOOMING OUT.

11) Sp. Man; Doc, tonight I'm calling on behalf of Super-Folks for the Ethical Disposal of
Zombies.

12) Strange (phone-o.o.p.); SFEDZ?

13) Sp. Man; Gunsundheit!

END.

