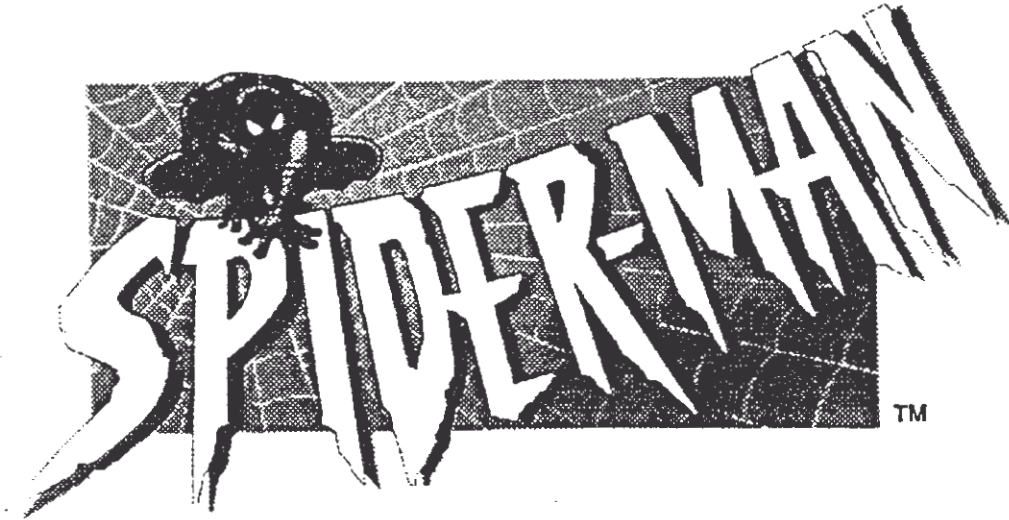


A WRITERS' GUIDE TO



The Animated Series

based on the Spider-Man character

created by

STAN LEE

Revised: 8/18/94

MARVEL FILMS ANIMATION

If you don't know who SPIDER-MAN is or anything about the lead characters in his world, then in all honesty, you probably are not the ideal writer for this series. Since his first appearance in 1962, SPIDER-MAN has been an integral part of American popular culture. The ability to write this character with the kind of attention that he deserves requires a thorough knowledge of his origin and of how he has developed over the past thirty years in the many comic book titles that bear his famous name.

But there are bound to be one or two of you out there who may have missed out on the thrill of following our friendly neighborhood wall-crawler's pulse-pounding adventures. Heck, not everybody gets caught up in an overwhelming cultural phenomenon that rocks the population down to its very toes (for instance, I have to admit I've never, ever seen an episode of "The Waltons," okay?). So, if you need to be brought up to speed in our hero's origin and back-story, then I would suggest that you read the pertinent, well-researched information in the previous Writers' Guide.

Better still, I would urge you to go straight to the original source. All of SPIDER-MAN'S earliest adventures have been compiled in a wonderful set of hard cover books, published by none other than MARVEL, called MARVEL MASTERWORKS. As of this writing, the first fifty issues of AMAZING SPIDER-MAN have been reprinted and are available. These represent the very best of the original STAN LEE creation, and I encourage everybody to read (or re-read as the case may be) these seminal tales. Nothing beats them!

If that isn't enough (even though it should be), the characters in the SPIDER-MAN universe are very clearly described, complete with full biographical information, in a series of books entitled THE OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE, also published by MARVEL. This is a ten volume trade paperback set which describes each and every one of the main MARVEL characters.

There are many additional trade paperbacks published by MARVEL which are compilation reprints of old SPIDER-MAN issues gathered together under one theme, like THE SAGA OF THE ALIEN COSTUME, which is a collection of stories revolving around SPIDER-MAN's brief stint wearing a new black suit. All of the above can be purchased at your nearby Comic Book Specialty Store. You can also find, at most comic book stores, used MARVEL comics which include back issues of AMAZING SPIDER-MAN and the other SPIDER-MAN titles.

Finally, SPIDER-MAN'S adventures continue today in the many brand new comics bearing his name, such as AMAZING SPIDER-MAN, THE SPECTACULAR SPIDER-MAN, SPIDER-MAN, THE WEB OF SPIDER-MAN, THE LETHAL FOES OF SPIDER MAN, THE DIRTY SOCKS OF SPIDER-MAN, etc. These comics are as nearby as your local newsstand. Check them out. They're great (and yes, I did make up that last title, just to see if you were paying attention).

THE SPIDER-MAN SAGA:

You are on the edge of a history-making experience. For the first time ever, SPIDER-MAN, a world-renowned MARVEL character, is about to be brought to the TV screen in a manner which will do him full justice. Although SPIDER-MAN has been brought to television four times before, in four different series (POP QUIZ #1: can you name them all?), he has never been fully realized exactly as he appears in the famous comic books bearing his name. We are going to depict his adventures with the full scope, drama, humor, and quality that has made him one of the most popular super-heroes of the last thirty years. But we are not just going to do a slavish adaptation of his previous adventures in print. Using the comic stories as springboards, we are going to take SPIDER-MAN into an exciting new dimension of dramatic animated entertainment.

As a potential writer for this series, you must first be made privy to the following secret information. As you may have heard, James Cameron, director of *Terminator*, *Terminator 2*, *The Abyss*, and *Aliens*, had planned on filming a big-budget, special effects laden, live-action SPIDER-MAN motion picture sometime in '94. So much for the old news. Here's the secret new stuff. Cameron's big budget plans have changed. Instead of filming one feature film totaling no more than two hours in length, the brilliant director has decided that this won't do SPIDER-MAN full justice. Instead, he now plans to film something called THE SPIDER-MAN SAGA! This incredible motion picture effort will tell an epic tale of the web-slinger's life and will take an unprecedented thirty-plus hours of screen time. Scores of writers will be brought in to plot and script the many sequences telling this incredible saga. All told, this will represent the greatest special effects action-adventure extravaganza ever committed to film. Care to get involved in conceptualizing it?

Guess what? You already are.

Okay, okay, so I made up that "secret new stuff" about Cameron. So I lied. Hey, I told you this Writers' Guide would be full of surprises. Fact is, Cameron still plans on making his two hour, live-action motion picture. But for a split second, in your head, you

were probably thinking, nay, dreaming, of just what that "thirty-plus hour special-effects saga" might look like. You were thinking of how the saga would be able to give great depth to the characters who can normally only do so much in the confines of a thirty page comic book. You might have visualized in your head the dramatic scope that could be brought to the SPIDER-MAN universe, with the added advantage of camera movement, sound and music. Such a saga would be able to develop stories with a subtlety of plotting that can't be given full justice in a comic book. All of that is exactly what we want to do with this series.

If you write for this show, please don't think of yourself as writing the "cartoon" adventures of SPIDER-MAN. Yes, the stories will be animated, but we want you to think of them as big-budget cinema. We want all of the characters to be conceived, written and acted as if they were appearing in a live-action motion picture. We want the SPIDER-MAN world to be fully created, so that every inch of it carries a kind of cinematic "reality" that transcends the traditional animated artwork.

We want to create the SPIDER-MAN that you've always been waiting to see on television, but that you never thought anybody would ever produce. Well, here we are, we're going to produce it, and you're needed to do your part! Or, as Mary Jane Watson once said, "Face it, Tiger, you've just hit the jackpot!"

THE SERIES SPECIFICS:

To begin with, we are going to make thirteen half-hour episodes of our new SPIDER-MAN series. As of this writing there is the possibility that we'll do twenty-five more, and, if the network so desires, we may do twenty-seven more after that. That would bring us to a total of sixty-five half-hours.

Each episode will be self-contained, for subsequent airing out of order. But we will do an occasional two-parter, with a cliff-hanger ending in between. We may also have continuing threads running through all episodes, like KINGPIN being the grand mastermind behind much of the evil in the first thirteen episodes of our series, or the possibility of AUNT MAY having an unexpected, tender friendship with DOC OCK. These will be linking sub-plots that can develop over time, but will still allow some interchangeability in terms of what order the episodes are aired.

THE THEME:

Every good series has to have an overall theme. In the epic "saga" of SPIDER-MAN, we are basically telling a coming-of-age story about a boy who is learning how to assume the responsibilities of being a man. With the death of his UNCLE BEN, PETER PARKER learned that "with great power there must come great responsibility." That is the theme of our entire series. While Parker may have learned the words, he will have a lot more difficulty putting that knowledge into practice. Every villain that he encounters, every crisis that he faces will teach him something new about how to handle his powers and his responsibilities. When we first meet Parker in the comic books, he is confused, troubled and unhappy. That's our same starting point. As we watch him grow, we will see him learn more about himself and the world around him. It's Parker's personal quest to grow up, to be a man, that holds our interest throughout each and every SPIDER-MAN adventure. It's Parker's personal growth that makes the action-adventure, super-hero stuff really believable and significant.

THE STORY STRUCTURE:

Each episode will be broken down into two acts, with an opening teaser. We will go directly from our nifty, cool opening title right into our opening teaser. In general, we want to begin on some note of action, intrigue or suspense. We would like to get to some kind of action with SPIDER-MAN quickly, preferably in the first scene. Also, the villain should be introduced in some form as soon as possible in the tease or in Act One.

As the story unfolds, we will need to see at least one major battle with SPIDER-MAN in Act One and another, bigger battle in Act Two. Watching SPIDER-MAN fight is one of the mainstays of the comic book. It brings out his clever wit and allows us to fully demonstrate his amazing powers. We will want to get him into battle as often as possible to capitalize on these assets. The battles should be well-conceived and cleverly blocked so as to maximize believability and suspense. While there may be minor skirmishes and run-ins throughout the story, we must have not less than two great battles in each half hour episode.

The other mainstay of SPIDER-MAN is the personal drama that he goes through as both the costumed super-hero, and as his alter-ego, PETER PARKER. No less than a third of every story should be devoted in some form or other to the personal trials and tribulations of our very human hero out of costume. Remember, in this series, it's the personal story that gives real value to the super-hero adventure.

To summarize, the following is.....

THE VERY BASIC FORMULA FOR PLOTS:

1. Figure out what Peter Parker's inner problem is going to be. What emotional weakness can you find to exploit that will cause him a great inner conflict and turmoil?
2. Do something in his personal life that touches upon that inner conflict. Use Felicia, Mary Jane, Harry, Flash Thompson, J. Jonah, Aunt May, etc.
3. Pick a villain.
4. Give us some insight into why that villain is bad, evil, troubled, etc. Keep it logical. Have the villain make sense.
5. Have the big challenge that the villain poses also touch upon Parker's inner weakness, with potentially lethal results.
6. Have a big battle in Act One and a bigger battle in Act Two.
7. Have Spidey get the stuffing beaten out of him at least once in the episode.
8. Have Parker learn something about himself in the end. Resolve Parker's inner conflict.
9. Remember, the theme of the show is "With great power there must come great responsibility!"
10. Keep SPIDER-MAN unique. Exploit his spider powers. Don't overuse the interior monologue. Don't mis-use the webbing. Be clever with it.
11. Finally....."Show it, don't say it!"

'Nuff said!

THE CHARACTERS

PETER PARKER:

The rule of thumb to keep in mind with Peter Parker is that we cannot heap enough trouble on this poor soul. The more problems we give him, the more interesting the show will be.

To revise the information in the first Writers' Guide, our Peter Parker is now nineteen and is in his second year of college at Empire State University. He has probably been SPIDER-MAN for more than a year, and, if we ever refer to her at all, GWEN STACY has been dead for about a year (we will probably NOT be referring to her, but I wanted to give you a time frame that included her as well).

In our series we are returning to the "troubled youth" of the early SPIDER-MAN comic books, as depicted in the first one-hundred issues. We are not depicting the Peter Parker of today who is happily married to Mary Jane. Our hero is lonely, unhappy and has only his rapid fire wit and his web-slinging to use as an escape from a life that seems fraught with bad luck. As a hard and fast rule, in our series we will be ignoring EVERYTHING that has happened in Parker's PERSONAL life in print after issue #100.

PARKER'S INTERIOR THOUGHTS:

To the outside world, Peter Parker is normal, polite and more reactive than active. He has a pleasant demeanor and is well-behaved.

In our series, Parker will have an INTERIOR MONOLOGUE that will allow us to hear what Parker is thinking. Remember that when writing that interior monologue you must adhere to the following rules:

1. While he is PETER PARKER, while we are listening to his thoughts, we see that Parker has a funny, acerbic, wry wit with which he is able to insightfully dissect the people and events in his life.

2. But when Parker becomes SPIDER-MAN, things are just the opposite. Once the mask has been dropped down in front of his face, it's SPIDER-MAN who can verbalize that cynical wit out loud. He can be as devastating with his humor as he is with his strength, and he never spares any opportunity to use it.

3. Meanwhile, as SPIDER-MAN, Parker's interior monologue now shifts to become more serious and purposeful. We are allowed to hear his more serious thoughts, the things that he'd never voice while battling a super-villain and trying to keep up his bravado. In the interior monologue, SPIDER-MAN can assess his options, examine his dilemma, and voice his frustrations.

4. As the previous Writers' Guide points out, DO NOT OVERUSE the interior monologue. Use it very sparingly. It is not the television equivalent of thought balloons in a comic book. There is too much interior monologue in most of the comic books. We just don't have enough time for all of that dialogue.

PARKER AND SCIENCE:

Parker is smart in science, but not outrageously so.

OLD PROBLEM: It always bothered me that as a high-school kid, young Peter Parker was able to whip together an advanced chemical concoction called "webbing" that would rival the most incredible scientific achievements known to mankind. How did he do that, and why, if he's so brilliant, hasn't he figured out a way to invent something else to make himself a multi-millionaire?

NEWLY INVENTED BACK-STORY: Here's the back-story that I invented to explain it away. When he was bitten by the radioactive spider that gave him his powers, Parker also inherited the spider's intuitive ability to know what is needed to mix together and in just the right capacity in order to make webbing. So he really isn't an incredible scientific genius. He's smart, well above average, but not abnormally so. He just happens to know how to make this webbing stuff as part of his innate spider abilities.

WRESTLING WITH PETER PARKER'S PSYCHE:

Parker is a complex character and we will have to intelligently delve into that complexity in order to do him justice in our motion-picture-like, realistic approach to bringing him to the screen. In wrestling with this problem, it occurred to me that what writers needed was a "behavior model" around which to base much of Parker's actions and reactions. We needed a pre-existing psychological concept to apply to Peter to give him some kind of validity. We also needed something "quick and dirty," something easy to grasp, so as not to require each and every writer to have a degree in advanced psychoanalysis in order to write for our show. Luckily, I've found one that seems useful.

In the first one hundred issues of the comic, Peter Parker exhibits all of the behavior that we've come to attribute to an "Adult Child of an alcoholic." Since we don't know anything about his parents (we'll ignore the current comic book explanation that

they both are alive and were being kept in a Russian prison all this time) let's, for the moment, make up a convenient back-story about them.

PLEASE NOTE: This isn't a back-story that we'll ever use. It's just something that the writer can keep in the back of his or her own head to guide in motivating this complex character.

Let's assume that one of Parker's parents, probably his father, was an alcoholic. Let's assume that at a very early age, far too early for him to consciously remember, Parker suffered some of the psychological trauma attributed to children of alcoholics. After living with his parents from birth, one day, when he was between age three to six, Parker was told that his parents were killed in a car crash (perhaps drunk-driving was involved). It was then that he came to live with Aunt May and Uncle Ben.

Now, we have an explanation for why, even though Peter grows up with Aunt May and Uncle Ben in a nurturing, loving environment, he still is such a misfit. Because of his early trauma, he still exhibits all of the personality characteristics of an "Adult Child of an alcoholic." He's shy and withdrawn. He's an over-achiever. He has low self-esteem. He keeps secrets. He needs to "perform" (as SPIDER-MAN) to bolster his own self-image. He has trouble forming and keeping relationships. To the outer world, he appears well-mannered and complete, while inside, he's falling apart.

A lot of "Adult Children" turn to humor to deal with the trauma of their early years. The popular comedian Louis Anderson has written a best-selling book about his early childhood trauma and the alcoholism in his family. Peter Parker also uses humor as an important release mechanism for his frustrations.

One of the biggest characteristics of the "Adult Child" is the need to "take care of" somebody, sometimes to the detriment of their own personal life. There is no animosity involved. In fact, there's usually a lot of love involved. It's called "co-dependency." That is exactly the relationship that Parker has with Aunt May.

See? For our limited purpose as a behavior model, it all seems to work.

In truth, this is merely "pop psychology." One can conjure up many other valid reasons for why Parker behaves as he does. If this "Adult Child" behavior model doesn't work for you, then don't use it. But if you find yourself groping for a way to "get inside" Parker's head quickly and effectively, then this might help.

There are any number of good books out there examining the "Adult Child." The most famous is "Co-dependent No More" by Melanie Beattie, a New York Times bestseller which can be found in any paperback book store. Think of it as a useful tool for trying to come up with good inner, psychological weaknesses for Parker to wrestle with.

Let's carry this analogy a bit further. One of the complications of being an "adult child" of a substance abuser is that you may grow up to abuse substances yourself to escape your inner problems. Let's assume that Parker falls prey to this characteristic. What would the substance be that he abuses? Let's suppose that it's.....web-slinging!

Think about it. He uses web-slinging to escape from the troubles down on the ground. He uses his mask to hide out from being who he really is. He quite literally "gets high" to escape his inescapable problems.

If we let Parker's alter-ego as SPIDER-MAN be used as an analogy for substance abuse, things do get very interesting!

What every substance abuser eventually finds out is that, in their blind rush to easily escape from everything, they have in fact escaped from nothing. As the substance abuse grows to monumental problems, it now becomes their number one problem. Then, once again, the abusers have to face themselves and their own deficiencies, but this time in a life-or-death struggle with substance abuse. Their inherent personality problems haven't gone away. Now, their problems have just become magnified.

This is exactly what Parker always discovers. He tries to escape from being who he is, Peter Parker, the loser. He becomes SPIDER-MAN, the super-hero. But in doing so, he never really can escape himself. And when he does confront real problems as SPIDER-MAN, everything now has been MAGNIFIED to epic proportions. When he

confronts super-villains high up in the skies of New York, Parker still carries his own hang-ups in his head, and now those hang-ups can cause huge problems that are a matter of life or death, not only for Parker, but for all humanity. Just like the substance abuser, in trying to escape everything, Peter Parker has in fact escaped nothing. In the end, Peter Parker always has to face himself, no matter where he turns.

Again, if this "psycho-babble" makes you, the writer, confused or uneasy, then don't use it. But I want to give you some indication of how seriously we want to delve into Parker as a character. We don't want to simply reduce him to "Saturday morning cartoon" characteristics and clichés, i.e., "He's smart. He likes girls. He goes to school. etc." This makes him no different from "Archie." We are not doing "Archie".

An easier analogy for most writers to accept is to make Peter Parker the same as the "Jett Rink" character played by James Dean in the motion picture *Rebel Without a Cause*. This is a great movie, directed by Nicholas Ray. If you haven't seen it, rush out and rent it (in letterbox, of course).

James Dean portrays a young man who has just moved to L.A. He is disaffected, lonely and confused. It is a powerful coming of age story (ironically enough, in the early SPIDER-MAN comics, Peter Parker, as drawn by Steve Ditko, sometimes appears to look a lot like James Dean).

Like Peter Parker, Jett is very reactive throughout the tale. He rarely acts, until the end, when he begins to assert who he is as he takes on the bad kids who are out to kill him. But you always know that deep down inside, even though he isn't showing it, he's really seething with angst, frustration, anger and raw energy. In the end, when Jett Rink explodes, it's fascinating to watch. Just imagine what it would have been like if, in the end, James Dean could have put on his SPIDER-MAN costume and gone web-slinging to eliminate the bad guys. That's the kind of magnetic, charismatic quality that we want to bring to our hero. It's also the kind of widescreen, cinematic treatment that we want to bring to our series.

Peter Parker is not a perfect "everyman" character. He is not a plain vanilla do-gooder. Remember, in his origin story, when he had the opportunity to stop a common criminal, right after he had gotten his powers, his response was, "Forget it. That's for you cops to worry about. I've got money to make with my abilities! Catching crooks is not my problem."

Parker is a young man with many problems and we will get most of our melodrama from his deep-rooted complexities. That is one of the main things that we are bringing to this version of SPIDER-MAN that no other version has explored.

But don't forget the humor. We do not want to do a bleak, angst-ridden film noire piece. Parker uses humor to get through his life and there should be a lot of it in his repartee with villains, and in his wry look at his own life. Peter Parker is very appealing. He is not a downer.

And don't forget that Parker is very young. We don't want Parker to seem like a character in an older-skewing TV soap opera. He's not that far away from being a teenager, and there still should be a fresh, young, teenage quality about him to which our equally-as-young audience will be able to relate.

Again, remember that this is a coming-of-age story. In our saga, a troubled young man will move from confused darkness into the light. We must heap as many problems as we can on poor Peter Parker, which will give us much opportunity to help him sort them out as he grows up. In short, we are giving ourselves, the writers, plenty of material for good, strong stories down the line.

End of pop psychology. Or, as Stan would say, ".....'Nuff said!"

HOW PARKER MOTIVATES THE OVERALL STORY:

No matter who the villain is in a given episode, we should always try to tie in the villainy to some inner weakness in Peter Parker's personality or some emotional problem in Parker's personal life.

For instance, when Mysterio appears and uses bizarre illusions and holographic projections to make SPIDER-MAN think that he's going crazy, this might coincide with Parker's nagging self-doubts about the effects his SPIDER-MAN powers are having on his own sanity.

When DOC OCK turns against the world because he feels that he's been denied proper credit for his scientific achievements, this would cause Parker to reflect on the neglect that he feels he's received by those closest to him because they perceive him to be an "egghead."

If SPIDER-MAN does battle with BARON ZEMO, who hates the world because of the way people shun him as a result of his hideous, acid-burned face, it would cause Parker to think wrestle with the problems of his own lack of self esteem and perceptions of himself as being "weird" or an "outcast."

We are not simply going to be doing stories about a super-hero, SPIDER-MAN, who fights villains. We will be doing stories about internal conflicts and how they complicate external ones. It will make our stories stronger and more interesting.

BRINGING PETER PARKER FROM COMIC BOOK PAGE TO SCREEN:

The key word in bringing Parker to life on screen is "resolution."

In the comics, because of the serialized nature of the medium, poor Peter almost never seems to reach any conclusive moments in his life. If he does, it's only briefly before he's off into another mess of complicated emotions and personal trauma.

In our show, whatever problem or internal conflict that we create in the beginning will have to be resolved in some way in the end. This doesn't mean that we will have happy, neatly tied up endings. On the contrary, sometimes the resolution is that "Parker was wrong," or that "life is hard." Sometimes the resolution is that "loose ends are unavoidable." But Parker has to learn that in the end and be content with the knowledge that he's learned something new.

Remember, our SPIDER-MAN saga is first and foremost about personal growth. If we don't see Parker learning, growing, then we aren't going to be telling the story we set out to tell. So we have to resolve something, anything, by the end of our complete story.

In practice, what this means to the writer is that whatever internal conflict you create in the beginning for Parker, you must resolve in the end in some way or another. We will not leave any internal conflicts open-ended. It's bad story-telling. There must be some kind of resolution.

BRINGING SPIDERMAN FROM COMIC BOOK PAGE TO LIFE:

As you may know, we seldom are allowed to see the great STAN LEE, creator of all that is MARVEL. Having achieved a true state of "comic book perfection" many years ago, he mostly spends his time in hidden chambers built especially for him here on the west coast. There, behind closed doors, draped in priestly robes, he conjures up the spirits of other comic book dimensions and confers with energy sources well beyond our mortal comprehension.

Occasionally, some of us, his unworthy acolytes, press our ears to the thick oaken doors of his sanctum sanctorum in an effort to glean any wisdom that might be overheard. Other than the muttering of a few words like "Dread Dormammu" or "Hoary Hosts of Hoggoth," we hardly ever pick up anything of value, so limited is our ability to fully comprehend that which transpires within.

But recently, I had a truly wondrous stroke of blessed good fortune. I was working very late one night (since starting this show I have given up sleep), and I heard a noise in the corridor. It was the sound of a sacred robe scraping the carpet as its wearer transversed the hallways. I poked my head out, hoping against all hope that I might be right. Lo and behold! There was the great one himself, making a rare sojourn into the world of the material in order to get a quick snack. His long white beard shone in the darkness. Trembling with fear, reverence, and anticipation, I flung myself forward before him, my eyes averted so as not to incur his wrath.

"Mister The Man, sir!" I screamed in a hoarse voice that pierced the holy silence around us. "I'm working on an addendum to the Spider-Man Writers' Guide. What words of wisdom can I bring to potential writers from one so great as yourself?"

His voice started in what can only be described as a god-like tone.

"Just tell 'em, 'show it, don't say it!" he spake. "Now get the hell out of my way, you moron! 'Nuff said!"

I knelt and wept.

Years from now, many true believers will still be writing interpretations of those important words spoken on that fateful encounter. Allow me to be the first to make an unworthy attempt at explaining them.

What Stan meant was that we have to always find ways to visually reinforce SPIDER-MAN'S spider-like abilities. Writers must always keep in mind that we are dealing with a hero who has WALL CRAWLING ABILITY, SPIDER-SENSE, SUPER HUMAN STRENGTH and WEB-SLINGING capabilities.

WALL-CRAWLING should be shown whenever possible. Let's say there's a scenario where SPIDER-MAN is in a crowded building trying to find a villain. There is a panic as a frightened crowd of people race down the hallways away from the villain. SPIDER-MAN needs to get through the crowds. Does he swing above them on his webbing? He could. But webbing is expensive, and he can run out. Why not just climb up the nearby wall and race to the center of action across the ceiling? Much better. It's unique to SPIDER-MAN. That Bat-Guy can't do it. Nor can that Super-Guy. Only SPIDER-MAN can.

Scenario number two: Let's say that SPIDER-MAN is having a conversation with someone. Does he just stand there on the floor talking to them like a regular guy? No way. He attaches himself to a wall while he converses, or he hangs from a web upside down. This visually reminds our audience that we are dealing with a hero with special powers. Remember, SPIDER-MAN is a wall-crawler first and foremost of all his amazing abilities.

SPIDER SENSE is a kind of heightened intuition that SPIDER-MAN feels whenever danger is present. It is not a magic, Saturday-morning cartoon gimmick that prevents SPIDER-MAN from having anything bad happen to him. As is the case with any intuition, sometimes SPIDER-MAN is confused by his spider-sense, or misinterprets it with disastrous results. But writers must remember that he has it and you should use it

whenever possible. We will be coming up with some appropriate visual and audio cues to let our viewers know that the spider-sense is happening.

SUPER-HUMAN STRENGTH is certainly the power most characteristic of super-heroes and I don't think we'll have to encourage writers to remember to use it. However, I would like to encourage writers to write scenes in which we see the limits of that power. Most super-heroes are made heroic not by what they can do, but by how they overcome what they can't do. It's the ability to do the impossible, or to make the extra effort that earns our admiration and truly makes them heroes. So remember, SPIDER-MAN does have great strength, but he also has limitations, and we must show him being confronted with those limitations in each episode.

A general rule of thumb is to have SPIDER-MAN be nearly defeated at least once in each episode, so that we can see the full threat of what he is up against. Then, when he wins in the end, we will appreciate it more.

Do I need to remind anybody that SPIDER-MAN swings from webbing, fired by his wrist web-shooters, to get from place to place? No, I didn't think so. But how we depict that WEB-SLINGING is an important part of the look of our show. In general, the writer should imagine that web-slinging is like the ultimate roller-coaster ride. We will expect to give our audiences VERTIGO from the heights at which we will catapult our hero through the air with dazzling acrobatic skill. There are plans afoot to use actual three-dimensional computer graphics to depict the cityscape through which SPIDER-MAN swings. Therefore, if the writer is thinking of simple panning backgrounds and flat-looking medium shots of our character's profile as he swings, then the writer will not have the proper feeling for how important web-slinging is to our hero or to the distinctive visual look of the show.

We plan to give the viewer nosebleeds at the sight of how far off the ground SPIDER-MAN is as he travels. We want to make our viewers ill with dizziness. Never miss an opportunity to place SPIDER-MAN on a spire, on an antenna perched high atop a

skyscraper, or sitting on the back of a gargoyle high up on the corner of a huge old building.

If web-slinging truly is SPIDER-MAN's version of "getting high," then we must reinforce that incredible height at all times so that we can visually understand the rush that he feels when he's doing it.

It's not enough for Peter Parker to say, "I have to do a little web-slinging to clear my brain!" We have to see how exhilarating it is for him to do it so that we can understand the effect it has on him. That's not only good story-telling. It's good cinema.

Remember what Stan the Man said. Show it, don't say it!

SPIDER-MAN THE HERO:

As the writer, don't forget that our audience will be eagerly awaiting the opportunity to actually see just how SPIDER-MAN'S unique powers, gadgets and devices work. Don't forget to use them and demonstrate physically how they operate.

For instance, let's see SPIDER-MAN replace the webbing cartridges in his wrist shooter just before attacking a supremely powerful foe.

Let's see SPIDER-MAN using his notorious BELT-MOUNTED SPIDER BEACON, the one that shines the SPIDER-MAN logo on his unsuspecting intended victim.

Let's see him put on his mask and his gloves. Let's see him climb from his bedroom window and swing out into the dark night. Let's see him throw his spider-tracer with unerring accuracy, and then let's see him use his electronic receiver to track the villain to whom it's attached. (Note: in the later comics, SPIDER-MAN doesn't need the receiver. He's able to pick up its signals mentally. This is too cerebral and will translate to the screen poorly. Let's go back to using the receiver device.)

We don't want to make this a hardware show, but conversely we don't want to make it seem like SPIDER-MAN does everything by invisible magic. So keep in mind that there is a physical logic behind everything he does and let's show it when appropriate.

THE LIMITATIONS OF WEBBING:

Let's be sure to use SPIDER-MAN'S WEBBING intelligently. He doesn't do the impossible with it. Obviously he uses it to get around. But let's always try to think of what he attaches it to when he is swinging through the city, or, more importantly, doing battle. Let's not just assume that it's shooting off-screen into the ozone. In the old SPIDER-MAN cartoon show of years ago, they used to show him shooting his web up high into the sky, well beyond the tops of the buildings. This, of course, made no sense at all.

SPIDER-MAN can't form webbing into impossible things. He can't form his webbing into a boat, a dish-washer, a jet plane or a fully functioning TV set. Forming webbing into things is a very difficult and imprecise science. SPIDER-MAN is not a sculptor, and in the limited time available, he can't make intricate things out of his webbing. The key word should always be "crude". He forms his webbing into a crude shield, or a crude mask, or a crude blanket.

While webbing can be used as a weapon, it has to be used cleverly. He might shoot his web at a crook's gun, plugging up the barrel. Then he'd say, "Go ahead and shoot. Your gun will blow up in your face!" (Actually, we won't do anything like that because of Broadcast Standards and Practices, but you get the idea.)

Webbing is not the strongest substance known to mankind. Let's not use it to stop cars, slow down trains, carry elephants, or any other heavy-duty tasks. Let's use it for small things only. If SPIDER-MAN wants to stop a car, he'd leap on to the car and then use his webbing to get at the steering wheel to quickly turn it and make the car veer away from the crowd of people on the side-walk. He wouldn't use his webbing to grab on to the rear fender and pull the car to a stop. That's too big, too much like the Super-Guy.

SPIDER-MAN THE ANTI-HERO:

The final and most significant thing about how we're going to handle Peter Parker's super-hero alter-ego is to keep in mind what I call the "X-FACTOR." (No, it's not *that* X-Factor. This is different.) The X-Factor is simple. It's how I define the "attitude" which separates our show from being like THE X-MEN.

In the X-MEN, everybody struts around like a super-hero, talks like a super-hero, fights like a super-hero and acts and reacts like a super-hero.

In SPIDER-MAN, we will do the exact opposite. SPIDER-MAN never struts around like a super-hero, he rarely talks like one, and much of his behavior goes against super-hero type.

I'm not denigrating the X-MEN. It's a great show. I love it. But if we try to be like the X-MEN, we'll fail, because SPIDER-MAN, the comic book hero, isn't at all like the X-MEN, the comic book heroes. And that's what makes him so distinctively appealing. That's what makes him SPIDER-MAN.

SPIDER-MAN isn't beyond making fun of himself, or making fun of the super-hero life in general. We might, in the end of an adventure, see him sewing up the rips in his costume and asking himself, "I wonder if the Incredible Hulk ever has this problem?"

The X-MEN would never turn to their foe and say, "Look pal, can't we just make this simple. How about if you give up now and save me a bundle on extra webbing!?"

When writing SPIDER-MAN's adventures, it's important to not make Spidey sound too serious about the whole thing. Part of his charm is that he's the non-super-heroic-acting super hero.

Don't misunderstand. The stories should be very credible and SPIDER-MAN has his serious moments. We are not making fun of the super-hero genre, or of our hero. But he occasionally makes fun of himself, something that the X-MEN would never do.

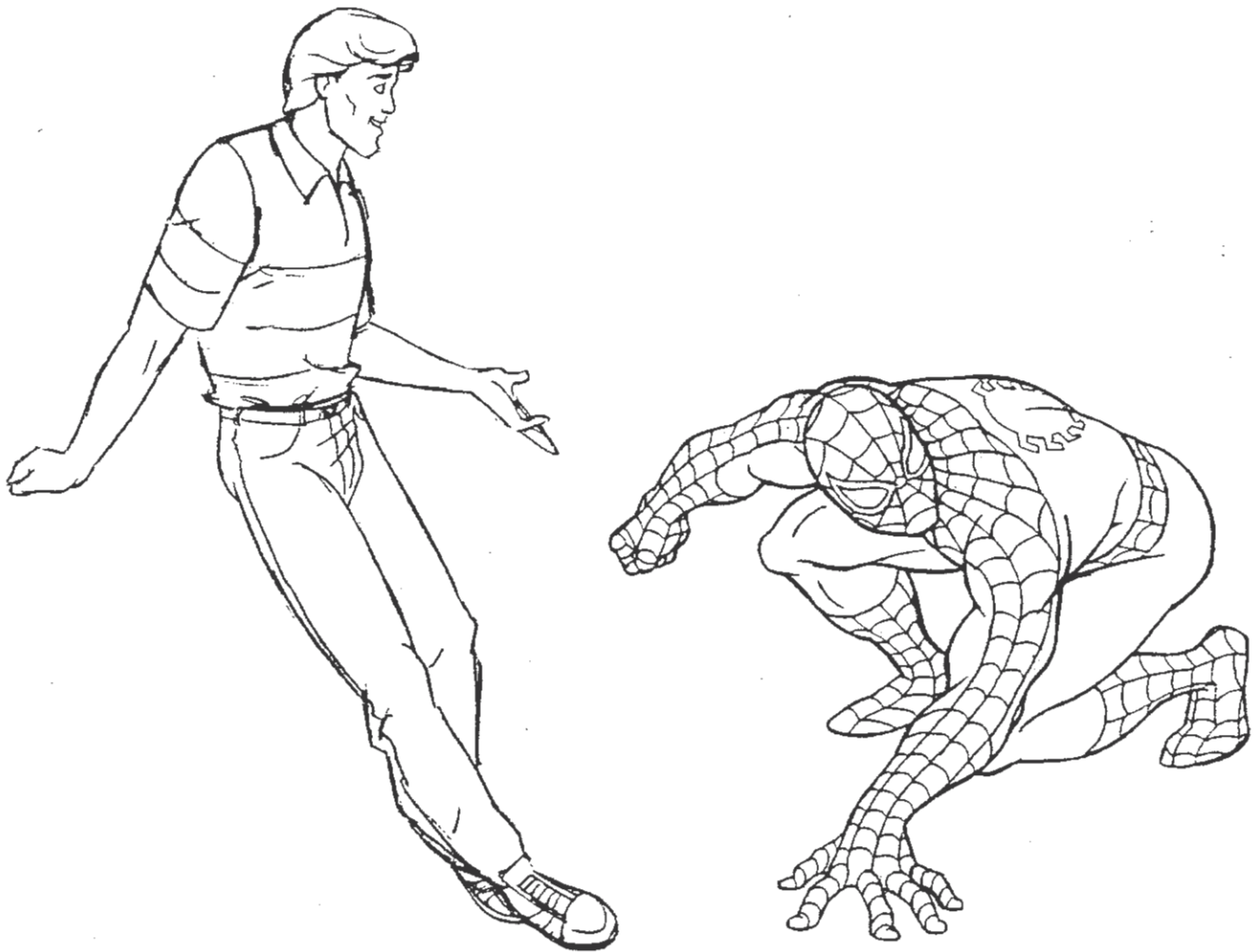
When writing SPIDER-MAN keep my "X-Factor" in mind.

All right. Enough about that wall-crawler guy. Now on to some of the other folks in our show. Again, I will already assume that you know who they are. We're just going to discuss how we want to handle them in this series.



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PETER PARKER / SPIDER-MAN

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J. JONAH JAMESON

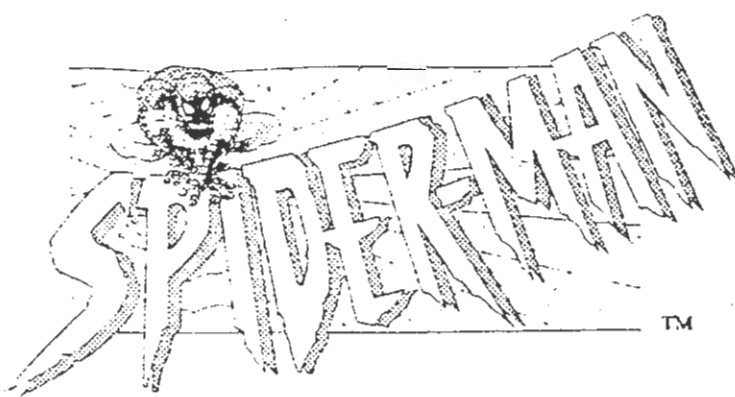
Gruff, short-tempered, emotionally unpredictable Jameson is the 63-year-old CEO of J-3 Communications (for J. Jonah Jameson, naturally), a powerful media conglomerate of which both the *Daily Bugle* and a *Television station* are subsidiaries. He retains the title of publisher of the *Bugle*, which is probably the first thing he'd mention if you asked him what he did for a living.

And he seems to care about little else in his life. Despite a crushing work schedule and duties which take him literally all over the globe, he tries to remain "hands-on" in the management of the paper's day-to-day operations, to the constant annoyance of those who already have that responsibility. Foremost among these is City Editor -- later Editor-In-Chief -- **JOE "ROBBIE" ROBERTSON**.

In a way, it's hard to blame Jameson -- who is the survivor of at least one heart attack already -- for not letting go, despite the pleas of his doctors. Because it wouldn't be an exaggeration to say that the *Bugle* has been Jameson's entire life.

He began that life in journalism as a part-time reporter for the *Bugle* while still in high school and enjoyed a long career as a reporter for the paper in a variety of bureaus and departments, including time spent as a war correspondent. He then worked his way up through the editorial ranks, eventually becoming the *Bugle's* Editor-in-Chief. With his own money -- a combination of his considerable accumulated assets and an unexpected inheritance from his father-in-law -- Jameson purchased the *Bugle* and rescued it from oblivion. Today, the *Bugle* is just one of many companies owned by J-3 Communications.

As you might guess, the man is cheap. As in "tightwad," "skinflint," and "Ebenezer" -- all of which Jameson has been called (behind his back, of course) by his long-suffering administrative assistant **GLORY GRANT**, and Joe Robertson's assistant, **BETTY BRANT-LEEDS**. Jameson possesses not only the first dollar he ever earned, but also the first penny, nickel, dime and quarter. It's always a struggle for Peter to get paid what he's worth and he's never sure if J.J. will buy his photos in the first place.



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J. JONAH JAMESON

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JOE "ROBBIE" ROBERTSON

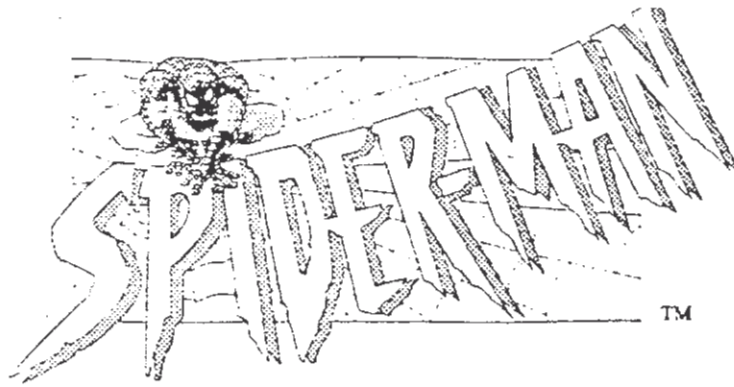
Peter Parker first meets the 46-year-old *Bugle* Editor-In-Chief as his immediate superior -- the guy who actually buys the pictures -- while Joe is still the City Editor. Unlike Jameson, Joe is fully aware of the debt he owes to Peter Parker, whose exclusive photos of Spider-Man are probably as responsible as anything else for the *Bugle's* consistently outselling its chief competitor, the *Daily Globe*. He is unlike Jameson, too, in that he's not above giving credit where credit is due.

Like H. L. Mencken, an old fourth-estater whose writings he admires, Joe often feels vaguely embarrassed by human folly, and his dismay at most people's boundless capacity for becoming their own worst enemy expresses itself in a curmudgeonly demeanor. But his crustiness is often belied by quiet acts of kindness and supportiveness toward other members of the *Bugle* staff -- especially those like Gloria Grant, who bears the brunt of J. Jonah Jameson's myriad cruelties.

Regarding Jameson, Robertson will tell you he believes that Jonah's self-proclaimed tolerance and progressiveness are phony. But there does seem to be some genuine warmth between the men. Indeed, for some inexplicable reason, Robertson insists he "understands" his boss, and will sometimes go out of his way to make excuses for him.

Perhaps it's because of what they have in common: a deep, abiding love of journalism that goes back a long way. Like his boss, "Robbie" began his journalistic career while still a teenager. As a hard-working student at Harlem High School, Joe became the editor of the school newspaper during his senior year.

After high school, Robertson was granted a full scholarship to the School of Journalism at Columbia. Four years after he graduated, he obtained a job as a night desk catcher with a newspaper in Philadelphia. Eventually, Joe moved back to New York, where Joe took a job at the *Daily Bugle*, quickly becoming one of the paper's best reporters. And, like Jameson before him, he quickly moved up the ladder till he landed the position of City Editor.



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JOE "ROBBIE" ROBERTSON

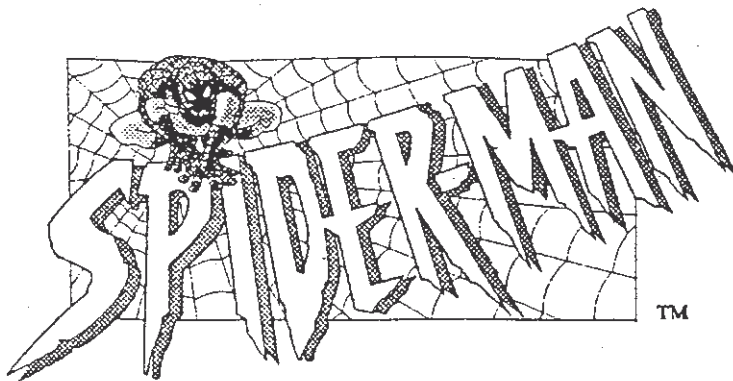
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AUNT MAY

In her late sixties, Peter's paternal aunt is a widow, having lost her husband Ben to an intruder. Although she has a heart condition, and has been portrayed in the comics as weak and in ill-health, in the series we will downplay her physical disabilities. And although she's very sweet, she's no soft-touch and has successfully raised Peter with discipline and love -- especially since the death of her husband, Ben. She's also not dim-witted or senile -- and understands what's going on in the world very well.

She has imbued Peter with a sense of honesty and morality that continue to get him through his days as Spider-Man, though ironically enough, Aunt May does not admire our hero, but agrees with J. Jonah Jameson regarding the wall-crawler. She thinks he's some kind of crook, why else would he wear a mask? And she has no idea that Peter is in fact that same person. In fact, Jameson is her hero...and she watches his television news program religiously.

She tries to help Peter as best she can...whether it's a hot meal on the table when he gets home from class, or a "blind date" with her best friend, Anna Watson's niece, MARY JANE. Or maintaining the house in Queens he calls home.



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AUNT MAY PARKER

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MARY JANE WATSON

"Face it, tiger -- you just hit the jackpot."

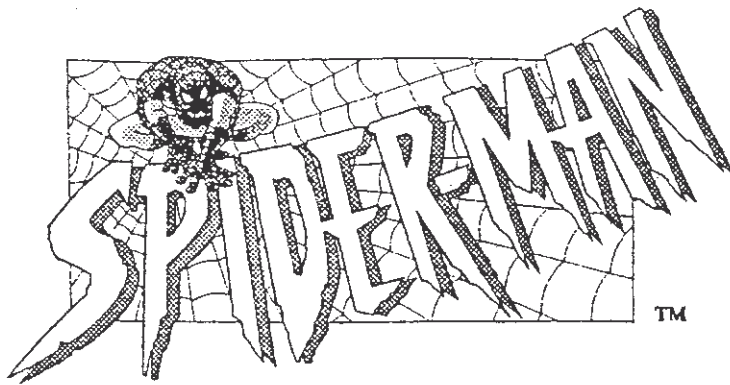
Perhaps the most memorable entrance line in the annals of *The Amazing Spider-Man* (if not the history of comics) came from the mouth of Mary Jane Watson when she walked into Peter Parker's life for the very first time. It seems Peter's Aunt May and MJ's aunt, May's neighbor ANNA WATSON, had been trying to set up a blind date between Peter and Mary Jane for a long, long time. Evidently, Peter had been through the "Have-I-got-a-girl-for-you" bit with his dear old auntie way too many times already. Finally, he'd run out of excuses.

What Peter didn't realize is that he and MJ had actually come close to meeting several times before. Unbeknownst to Peter, May was steadfastly convinced that Mary Jane was perfect for her nephew and had been working hard at getting them together for almost a year.

Mary Jane's troubles -- which are always hidden behind a ready smile and a casual, go-with-the-flow demeanor -- were coming to a head. Mary Jane Watson had been the daughter of college sweethearts, an aspiring writer and would-be actress who gave up her plans for a career to join her husband as he took a teaching position at a small college. The Philip Watsons' marriage was not a happy one and Mary Jane's memories of her home life were not pleasant. As her family moved from college town to college town, Mary Jane began taking on the outgoing, fun-loving personality that enabled her to make new friends so easily...and, not incidentally, gain entry to the endless round of partying through which she escaped the discord in her home life.

After her mother, Madeline died, Mary Jane left home, resolving not to sacrifice her dreams as her mother and sister had done. The day after she came to stay with her aunt Anna, announcing her determination to take the *Big Apple* by storm and make it as an actress.

It should be noted that, for her part, Mary Jane was not exactly thrilled about meeting Peter, either -- at least, not according to her. But, as it turns out, Peter's broad grin and delighted reaction melted whatever reservations she may have had. Thus was set the course by which the passionate, fun-loving, extroverted redhead will eventually become the love of Peter Parker's life. After first meeting Peter, Mary Jane transferred into a theater program at ESU, and she's slowly becoming an important part of Peter's life -- confusing him terribly as he vacillates between his infatuation with the wealthy and beautiful, FELICIA HARDY and his powerful attraction to the glamorous aspiring actress and successful fashion model that Mary Jane is quickly becoming.



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MARY JANE WATSON

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FELICIA HARDY

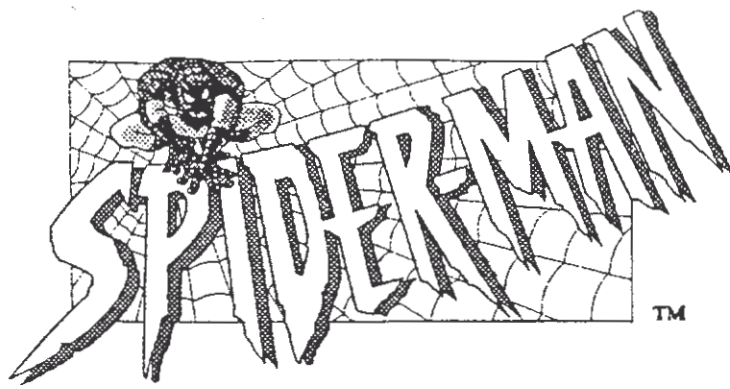
FELICIA HARDY, the new "other woman" in Peter Parker's life. Felicia is nineteen, beautiful and smart. She's the woman that Peter really should marry. Better still, we're not going to let anybody kill her off. Best of all, she actually might make *MS. Magazine's* list of top ten media female role models.

Felicia is clever, assertive, resourceful, athletic and wealthy. And beautiful. Felicia has so much going for her that it's easy to understand why Peter wants to get next to her. What's harder to understand is why she's interested in him. The answer follows.

According to the comics, Felicia is the daughter of a man who turns out to be a cat burglar, not the wealthy industrialist as she and everyone else thought he was. In our series, he has not yet been caught, has not revealed to his family what he does to earn his wealth, and Felicia has no desire to be a cat burglar. She's just a young woman going to college. She's pursuing a degree in economics. She wants to run a huge conglomerate one day. She has been raised wealthy most of her life and appreciates the finer things in life. Think of her as a "Vassar" girl. Beauty and brains with a taste for manipulation.

And just what does Felicia Hardy see in Peter Parker? Well, like her Dad, Parker is intelligent but always seems to be harboring some dark secret. She finds it intriguing. With Peter, there always seems to be more than meets the eye. No doubt Felicia has always wanted to solve the riddle of who her father really is deep down inside. This is the same riddle that Peter poses, because he too is keeping his own secret, his identity as SPIDER-MAN. Felicia is interested in Parker because of the aura of "mystery" surrounding him. But she would never admit it.

Felicia's attitude may seem "stuck up" but in all reality it is a facade to hide her vulnerability -- and her loneliness. In her own way, Felicia Hardy feels just as lonely as Peter Parker and in her quieter moments we see that and maybe Peter feels it.



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FELICIA HARDY

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HARRY OSBORN

HARRY OSBORN is a 17-year-old sophomore at Empire State University, which is where he first meets Peter Parker and eventually becomes his best friend. Harry is one of those intellectually-precocious overachievers whose earliest memory is of being told that he was a genius and had a lot of potential to "live up to" since he comes from a long line of phenomenally successful industrialists. So far he's more or less living up to his overbearing father's punishing expectations: he graduated from his exclusive prep school two years early, at age 15, at the top of his class. He was admitted to ESU on a full scholarship even though his father, **NORMAN OSBORN**, has never been off the *Fortune* magazine list of the world's richest men for as long as Harry can remember.

He may be a rich kid, but we *like* Harry; his heart is always in the right place, even when his mind is on Mars. He tries hard to be a fiercely loyal friend, and later tries to be Peter's confidant. He develops a huge crush on **MARY JANE WATSON** and they "date" when Peter is involved with **FELICIA HARDY**, but Harry is essentially alone.

And he's a very candid guy. There's almost nothing about himself he isn't willing to open up about. In fact, sometimes he'll tell you more about himself than you really want to know...except when it comes to his father. That's one subject he's not too eager to discuss. None of Harry's friends is quite sure what the problem is between Harry and Norman, but it's obvious that, despite all the material comforts of Harry's upbringing, he's not a product of a "Father Knows Best" home life.



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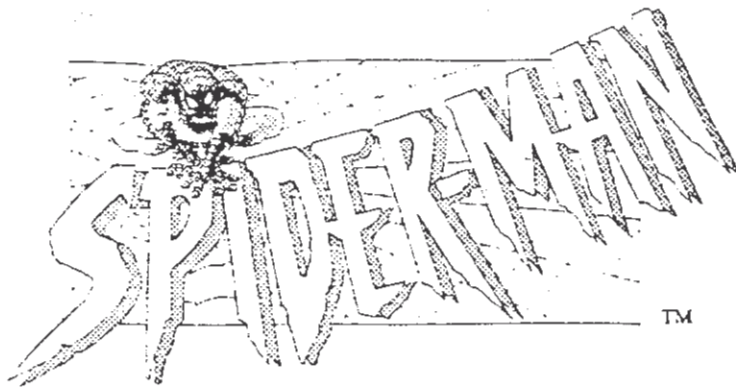


HARRY OSBORN

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EUGENE "FLASH" THOMPSON

FLASH THOMPSON was Peter Parker's "best friend" at Midtown High School. And just that fact alone is indicative of just how hard-up Peter was for friends. Because Flash, who was something of a ladies' man, a quintessential jock, and a living, breathing embodiment of *macho* bull-headedness, was often merciless in ridiculing Peter Parker the shy bookworm. But somehow Peter could never get too mad at him, because of Flash's unadulterated hero-worship of Spider-Man. At the time our series begins, Flash is also a student at Empire State University (on an athletic scholarship, of course) and he's continued his career as "big jock on campus" playing football in the fall and baseball in the spring -- and making fun of Peter Parker the rest of the time. He and Peter vie for the affections of FELICIA HARDY; Flash taking every opportunity to belittle Peter in front of the lovely heiress. But although Flash takes delight in making Parker's life miserable...he's not truly a cruel person. And from time to time, we'll even see some humanity shine through the bravado. Otherwise, he prides himself on his good looks, his way with women and being the leader of his immediate group of friends which also includes HARRY OSBORN and MARY JANE WATSON.



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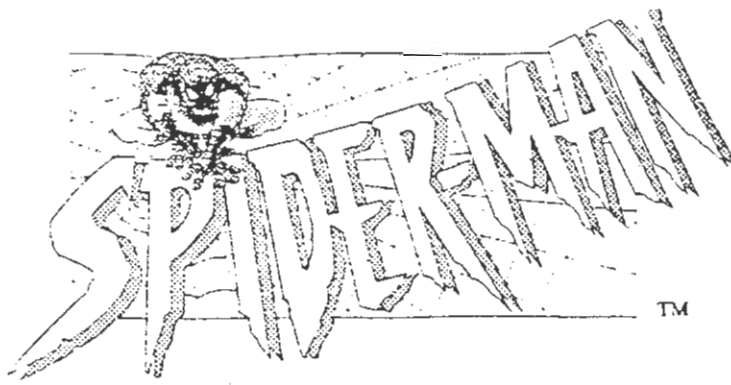
FLASH THOMPSON

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EDDIE BROCK

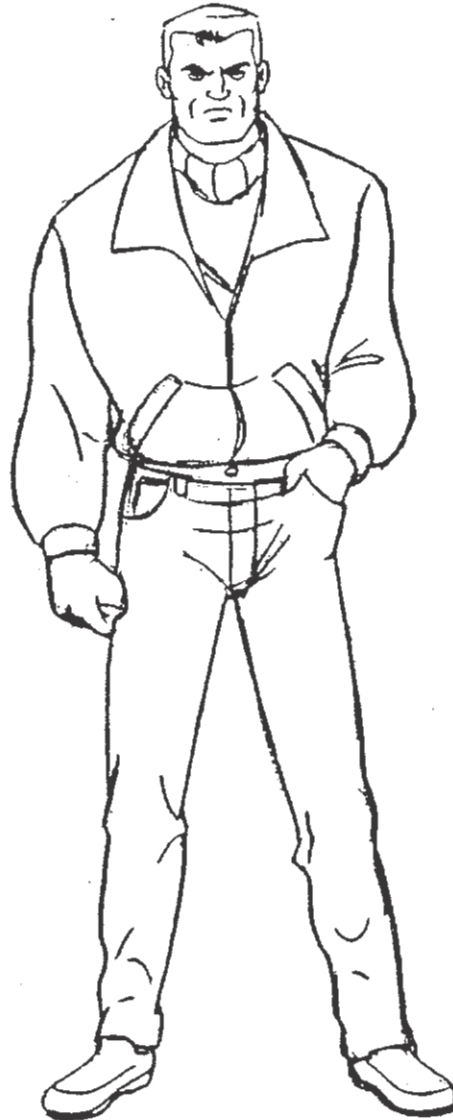
Hard-boiled reporter for the DAILY BUGLE, Eddie Brock has seen better days. Although he is a body-builder with a great physique, he is not the epitome of the healthy athlete. Carrying a huge chip on his shoulder, Brock is angry at the world in general and at Spider-Man in particular. He blames the super-hero for making him look silly on a number of occasions which ultimately becomes the cause of his termination from the Newspaper.

Talk about being at the right place at the right time -- Eddie Brock was never so lucky -- and maybe he isn't this time either. But purely by accident, he becomes the recipient of "the black suit" -- the alien symbiote -- that transforms him into VENOM....arch-enemy of Spider-Man.



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SEMI-RECURRING CHARACTERS

There are several additional characters who can appear in more than one episode, as story needs dictate. Some of those in this category are: **DR. FARLEY STILLWELL**, **DR. CURT CONNORS**, **MRS. CONNORS**, **BILLY CONNORS**, **DEBRA WHITMAN**, **ALISTAIR SMYTHE**, **SPENCER SMYTHE**, **MRS. HARDY** (Felicia's Mother) and **ANNA WATSON** (Mary Jane's Aunt). Villains, of course, may also appear in more than one episode.

DEBRA WHITMAN

...a perky blonde science student at E.S.U., she's the academic equal of Peter Parker and his worthy opponent and competitor for the same scholarships, research projects and assistantships. Clever as well as intelligent, she takes great delight in their constant teasing banter.

BETTY BRANT

...Personal assistant to Robbie Robertson, she's an attractive "older" woman in her mid-twenties. She's especially fond of and kind to young *Bugle* photographer, Peter Parker.

GLORIA "GLORY" GRANT

...Administrative assistant to J. Jonah Jameson, she's African-American, 25 years old and a good friend of Peter Parker's. She's got a snappy personality and J.J. would be lost without her.

Other Semi-recurring Characters:

ANNA WATSON...Mary Jane's Aunt and May Parker's next door neighbor and best friend.

ANASTASIA HARDY...Felicia Hardy's Mother and head of the Hardy Foundation.

DR. FARLEY STILLWELL...brilliant inventor of the Neo-genic Recombinator and unfortunate creator of *The Scorpion*.

DR. CURT CONNORS...former Surgeon now brilliant biologist and guest lecturer at Empire State University who becomes *The Lizard* when he experiments on himself.

MARGARET CONNORS...wife of Curt and mother to a son, Billy.

BILLY CONNORS...eight year old son of Dr. Curt Connors and his wife, Margaret.

LT. TERRY LEE...Attractive, NYPD detective, African-American, late-twenties. Her no-nonsense approach to police work initially makes her suspicious of *Spider-Man*; later she learns to trust him and even assist him on occasion.



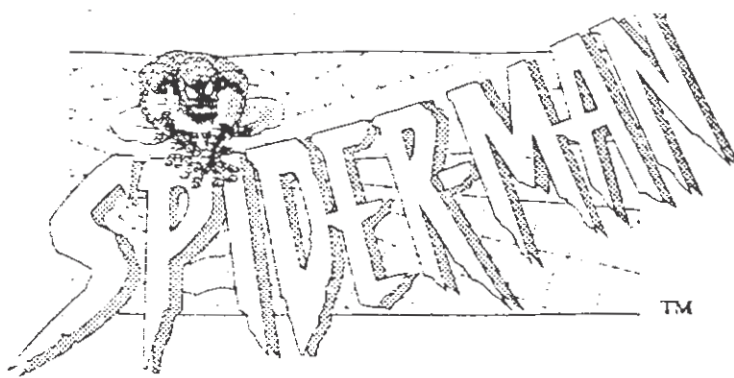
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DR. FARLEY STILLWELL

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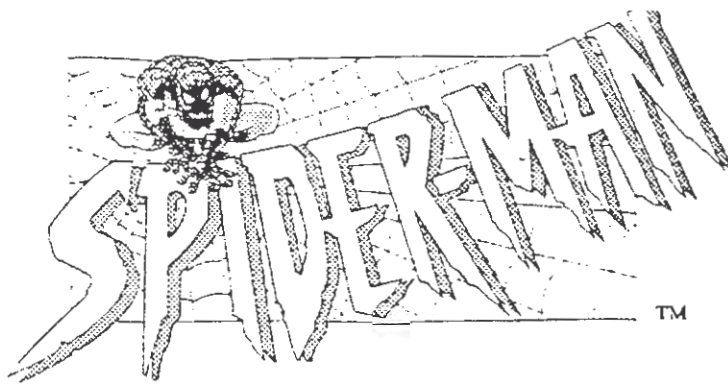
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DR. CURT CONNORS

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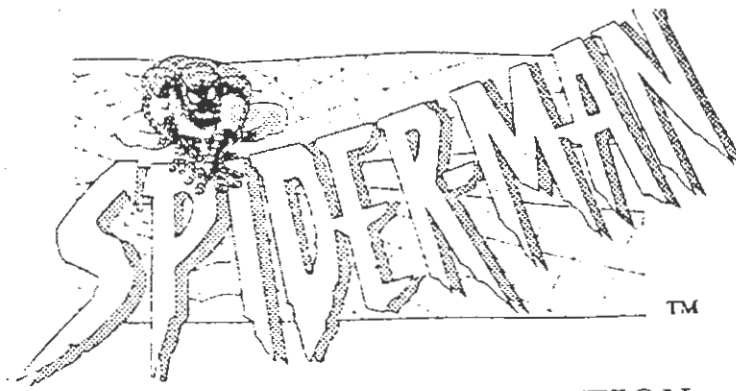
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DEBRA WHITMAN

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BETTY BRANT

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GIRLFRIENDS

Peter Parker is a hunk but doesn't know it. Even though he "works out" high above Manhattan almost every day and wears tight-fitting spandex over that muscular young body...he looks in the mirror and sees a Nerd. Parker suffers from low self-esteem, is a bit shy and unsure of himself around everyone, and especially with young women. That being said, he does seem to be fairly lucky in attracting "interesting" females -- at least we want them to be interesting and intelligent foils for our wall-crawling young hero.

The first girl in his life...**MARY JANE WATSON** is an actress in the making and at the moment, his next door neighbor. But she has her emotional ups and downs, and is often upset with Peter's erratic behavior, so this relationship is never a sure thing. But MJ is bound to be his true love some day.

Then, there's **FELICIA HARDY**...a beautiful, rich and intelligent college classmate who somehow finds Peter attractive. But she's always jetting in and out of town or dating his arch-rival, **FLASH THOMPSON**. And then there's her family secret which may raise its ugly head at some point -- and get in the way of any real relationship that she and Peter might have. And yes, when she grows up, she becomes **THE BLACK CAT**.

DEBRA WHITMAN would never admit she's friends with Peter Parker let alone interested in him romantically, but there's definitely a spark there -- maybe it's just the friction between them as they verbally joust and mock each others efforts in class. Debra is also a Science major and Peter's intellectual equal and rival for all those Student Assistantships, and as rendered in our series, is also an attractive, bespectacled blonde. Besides, as everyone knows, 95% of attraction is in the head anyway...so who knows what will happen.

Finally, there's **BETTY BRANT**, Robbie Robertson's Assistant at *The Daily Bugle*.... The story from the Comics had Peter being attracted to this "older woman" -- who must be all of five years his senior in our series. Well, it hasn't happened yet, and we

don't know if it will. She has not made any appearances in the first thirteen episodes, but will probably be seen in the second season.

We are trying to present a fairly contemporary point of view with the young women in our series. This means that most of them will have their own lives with goals and aspirations appropriate for today's world. They will also be wholesome, healthy young people who might make good role models. They will not be mere appendages to our male characters, even Peter Parker. And if you read our character descriptions carefully, you will note that each of the above young women is more than Peter Parker's girlfriend. And that's how he would like it.

'Nuff said!

THE VILLAINS:

Just as Jack Nicholson in BATMAN brought a whole new dimension to the comic book character, the Joker, so too do we want to update, fill out and generally improve all of our comic book villains. Let's give them interesting origins, back-stories and motivations that make them believable as people as well as villains.

The villains represent a big opportunity for Parker to have to face his own inner weaknesses. Let's make sure that they do that. Let's not get too hung up with what their gimmick is, or what their power is. Let's get into the villains' heads and see what makes them tick. And then let's make sure that the villains get into Parker's head and really disturb him on some personal level.

The villains must be motivated correctly. Let's not just rely on revenge, a desire to rule the world, or a desire to be rich. Let's try to think up more clever motivations. Or, if the villains do want to rule the world, let's figure out why that's so important to them. We can do back-stories explaining this. We must be really clever.

Let's not just match super-power against super-power. Let's pit intellect against intellect. Next to SPIDER-MAN, the villains are the most interesting characters we have. Let's make them as well thought out as we can. Let's not just reduce the villain to being the "new costume" of the week. Let's create them (or re-create them) carefully so that we can use them over and over again.

For the moment, all other characters are as depicted in the first writers' guide.

New information will be appended to this addendum as we think it up.

VILLAINS

The following are villains for whom we have no immediate plans. But any of these could appear at any point, as story needs dictate. Writers may be familiar with these characters from the comics:

THE ANSWER, THE ARRANGER, THE BEETLE, BELLADONNA, THE BIG MAN, THE BIG WHEEL, BLIZZARD, BLOOD ROSE, BLOODSHED, THE CADRE, CALYPSO, CARNAGE, CARRION, CHANCE, THE CRIME-MASTER, CYCLONE, THE DISRUPTOR, THE ENFORCERS, EQUINOX, THE FOREIGNER, THE GIBBON, THE GRIZZLY, THE JACKAL, JIGSAW, JUSTIN HAMMER, THE JUGGERNAUT, HAMMERHEAD, THE HUMAN FLY, HYDRO-MAN, THE KANGAROO, THE LIGHTMASTER, CARLOS LOBO, MAGMA, MAN-MOUNTAIN MARKO, THE MAN-WOLF, THE METEOR, THE MINDWORM, MIRAGE, THE MOLTEN MAN, MORBIUS THE LIVING VAMPIRE, POISON, PRINCESS PYTHON, THE PUMA, THE RAPIER, RAZORBACK, THE RINGMASTER and his CIRCUS OF CRIME, ROCKET RACER, THE ROSE, SABRETOOTH, THE SCHEMER, SILVERMANE, SKINHEAD, SLYDE, THE SMASHER, THE SPEED DEMON, STEGRON THE DINOSAUR MAN, STROMM, STYX AND STONE, THE TARANTULA, THE TINKERER, TOMBSTONE, THE TRAPSTER, and VERMIN.

[NOTE: For the foreseeable future, we will not be developing DR. DOOM, ELECTRO, THE SANDMAN, or WILL-O'-THE-WISP.]

These villains have been used in the first thirteen episodes or we have plans to use them in future shows:

THE SHOCKER, VENOM, THE RHINO, KRAVEN THE HUNTER, THE KINGPIN, THE SCORPION, THE VULTURE, THE HOBGOBLIN, ALISTAIR SMYTHE AND THE SPIDER-SLAYERS, DOCTOR OCTOPUS, MYSTERIO, THE LIZARD, THE CHAMELEON, NOCTURNE.

THE LIZARD

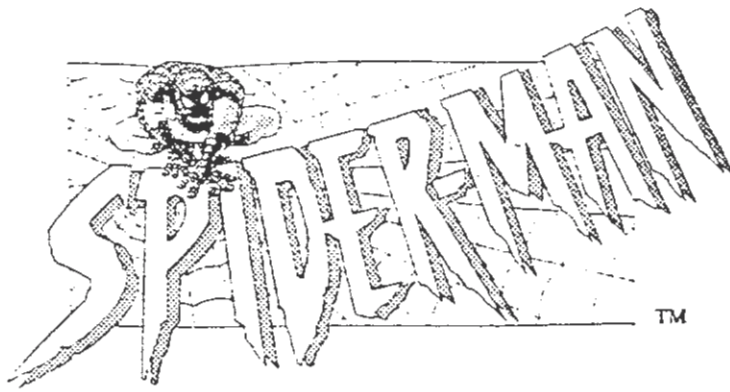
DR. CURTIS CONNORS is a brilliant biologist and biochemist, as well as a leading herpetologist. A former Army surgeon, Connors lost his right arm to a war wound. Unable to remain a surgeon, Connors established a lab and began studying lizards, in the hope of finding a way to harness their ability to regenerate missing limbs.

In the meantime, a position opened at Empire State University where he became associated with Dr. Farley Stillwell. Stillwell had been developing what he called a "Genetic Recombinator" -- a machine that performed genetic manipulation isolating chromosomal characteristics and combining them with genetic codes from other species. This led to the creation of the half-man, half-scorpion known as **THE SCORPION**.

Following this tragic experiment, Stillwell left the university leaving Connors to carry on his research and the good doctor eventually decided to test the machine on himself. He succeeded in regenerating his missing arm, but the mutagenic effects of the recombinator spiraled out of control, creating a reptilian humanoid complete with scaly green skin and a tail...**THE LIZARD!** Now Connors continues to revert to The Lizard from time to time, with the transformation triggered by certain chemical and electromagnetic stimuli over which he has little control.

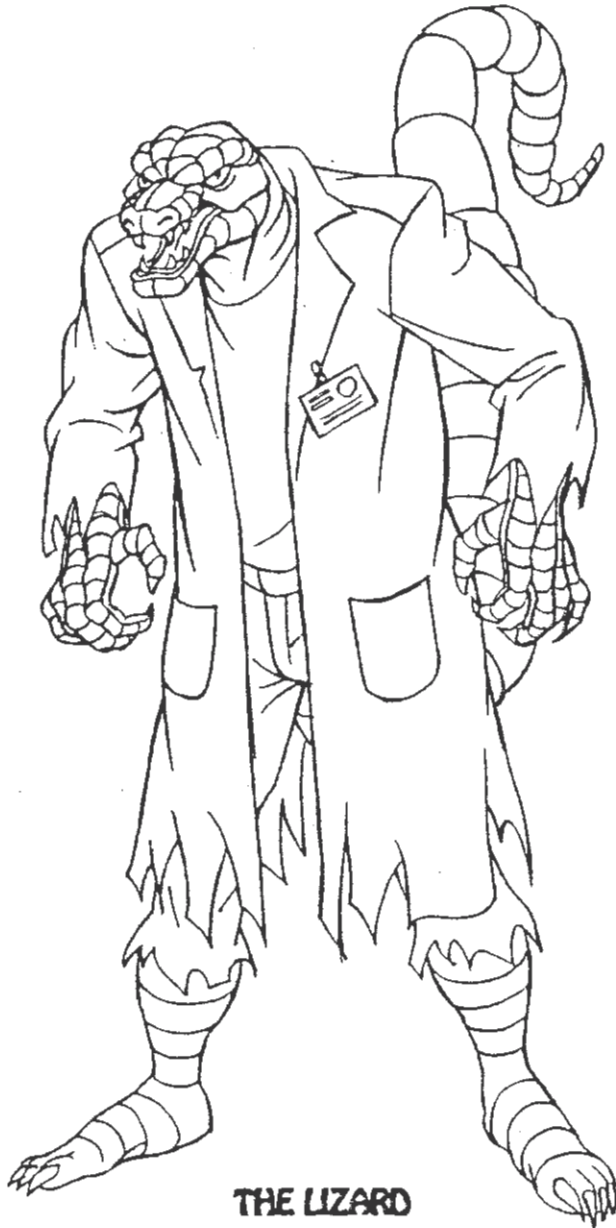
Connors is, in effect, a split personality. While Connors is intellectually gifted, The Lizard is non-sentient; the Lizard possesses superhuman strength, and the speed, stamina, reflexes, and agility commensurate with his size.

Connors has a wife, Margaret, and a son, Billy. The Doctor is a warm, friendly family man who even takes the time to befriend Peter Parker, his Lab Assistant, and on occasion he helps Spider-Man too.



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THE LIZARD

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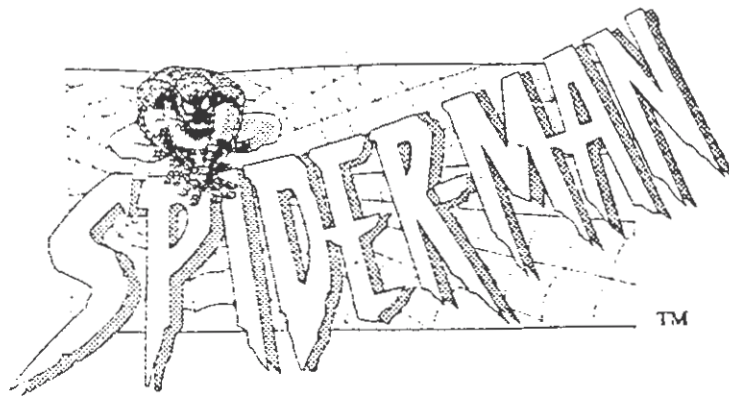
DOCTOR OCTOPUS

45-year-old **DR. OTTO OCTAVIUS** was one of the world's leading authorities on nuclear radiation and its effects on human physiology. He was also a brilliant engineer and inventor and had been an employee of Oscorp, where he designed and constructed quadruple "Waldoes" -- four computerized, tentacle-like, robotic arms ending in pincers. These enabled him to manipulate radioactive substances from behind a lead shielding. Octavius's unique design maximized worker efficiency in handling fissionable materials by allowing the operator to perform four functions at once.

In addition to being highly intelligent, Octavius is an egoist supreme, arrogant and self-righteous. Despite the millions of reputable, intelligent people who have misgivings about the applications of nuclear power, he dismisses them all as fools or technophobes, blithely asserting that... "The atom is our friend."

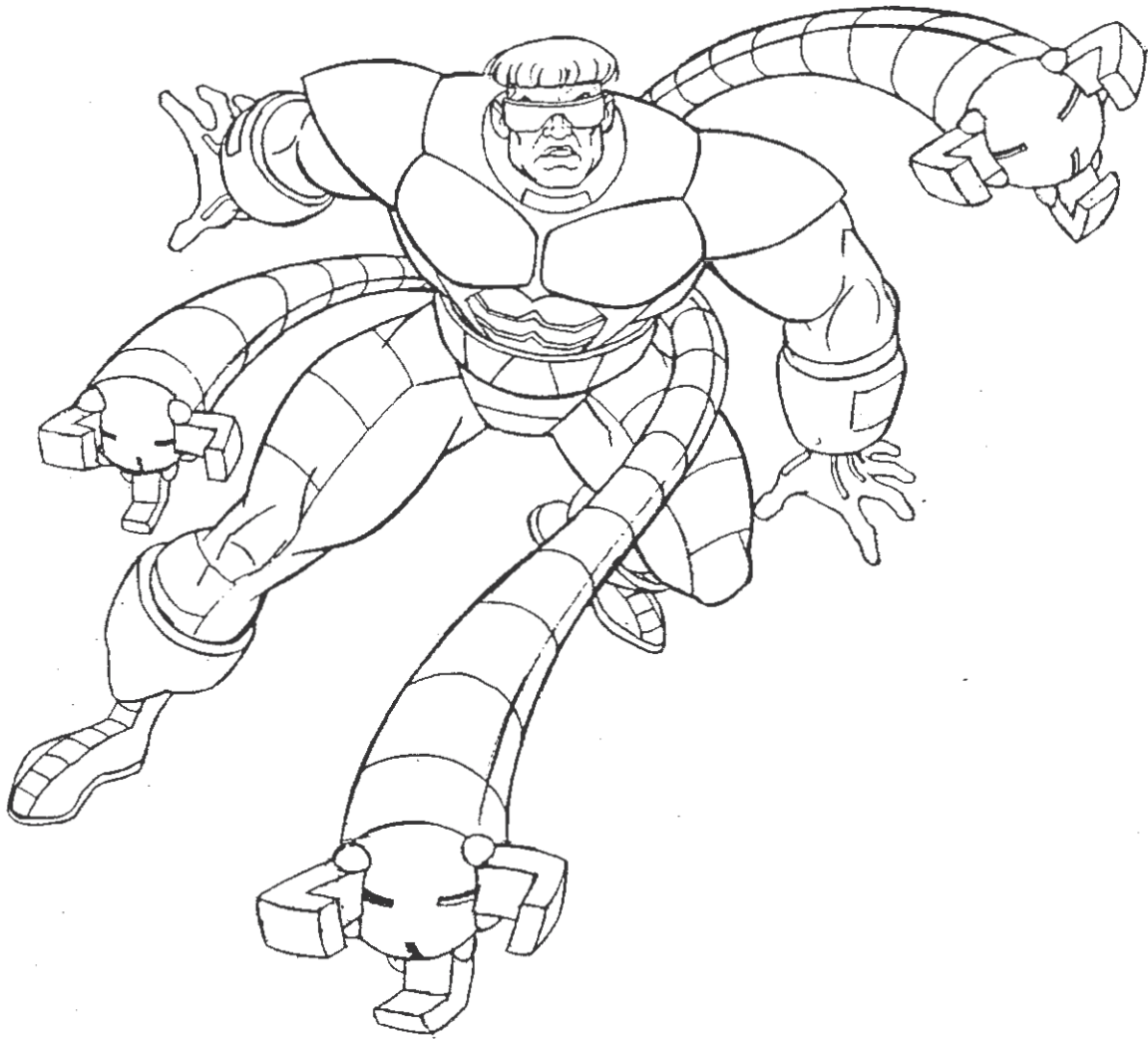
During one session in his lab, he made a careless mistake at his computer control-panel, resulting in a devastating explosion. Although Octavius did not lose his life, the explosion seriously injured him -- causing his four Waldoes to become fused to his spine and responsive to his mental commands. Thus was created a being who came to be called "Dr. Octopus."

Doc Ock is now obsessed with using the power he has gained from his new six-armed body not only for grand larceny, but also to gain revenge against those with too little intelligence to understand his scientific genius. And those who have turned against him because of it. And among those on this list he includes Spider-Man.



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MYSTERIO

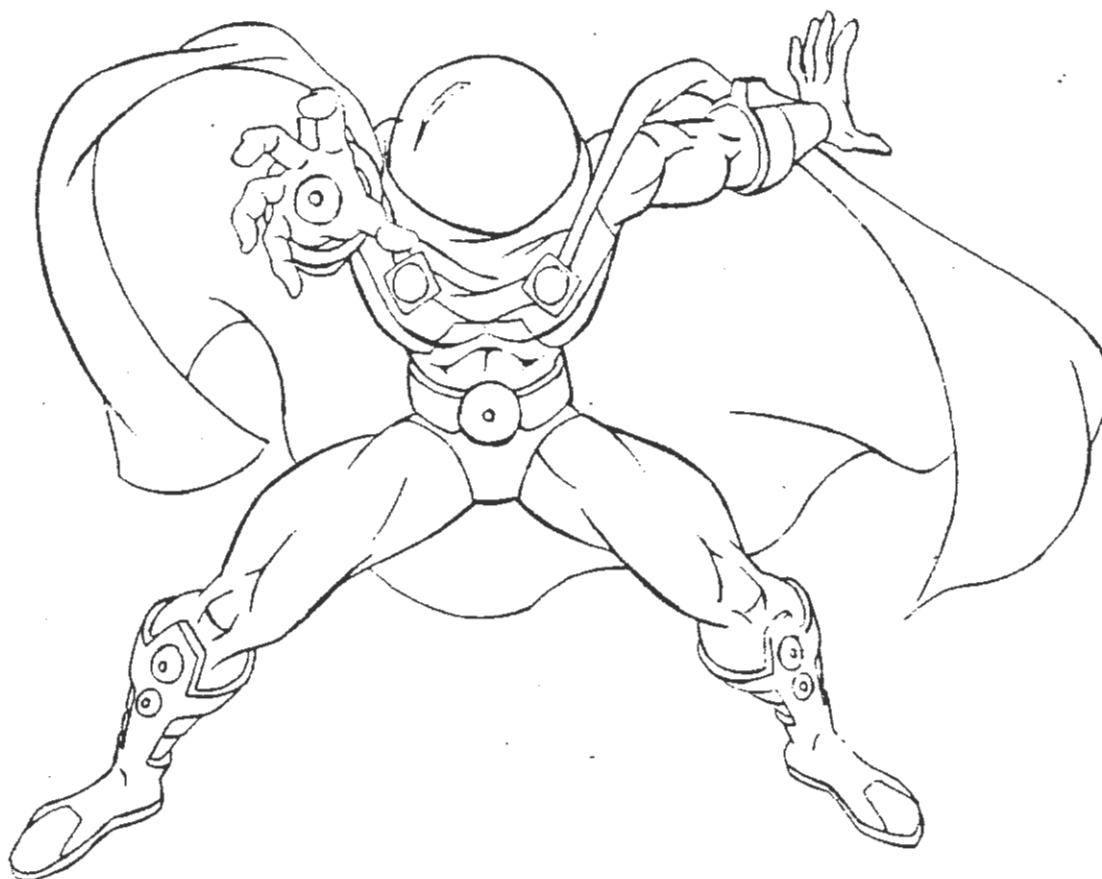
He is **QUENTIN BECK**, a former Hollywood stuntman who, like the Brian Brown character in the *F/X* movies, grew more interested in the field of special effects. In a short time he became the most accomplished effects designer in the New York end of the feature business. Then Beck staged a risky special effects extravaganza for a shoot, but it went horribly wrong and Spider-Man had to save the day. In Beck's mind, Spider-Man had ruined his career and he swore revenge.

To carry this out, Beck created the masked identity of **MYSTERIO**. He planned to commit crimes while disguised as Spider-Man, then gain fame and credibility by switching to his Mysterio guise and capturing the *real* Spider-Man. The attempt failed, of course, and after Spider-Man defeated him, Mysterio was arrested for his crimes.



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MYSTERIO

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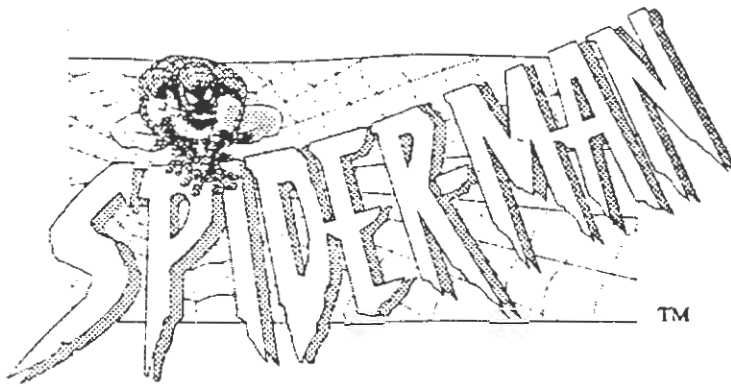
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VENOM

The creature known as **VENOM** is actually a symbiote -- an alien creature that was accidentally brought to Earth by a Space Shuttle crew. It then sought a Human host with whom to merge. Originally joined with **PETER PARKER** (aka **SPIDER-MAN**) following the space shuttle accident, it allowed him to become the black costumed **SPIDER-MAN**. With his own abilities augmented by the alien -- Peter could move faster, seemed stronger and had an unlimited supply of webbing. Our hero was sorely tempted to remain a more powerful being. But realizing that the creature really wanted to take over his life, Peter managed to separate from the parasite with great difficulty. As luck would have it, **EDDIE BROCK**, a down-on-his-luck, one-time star reporter for the *DAILY BUGLE* accidentally came in contact with the "alien costume," and merged with the alien creature to become **VENOM**.

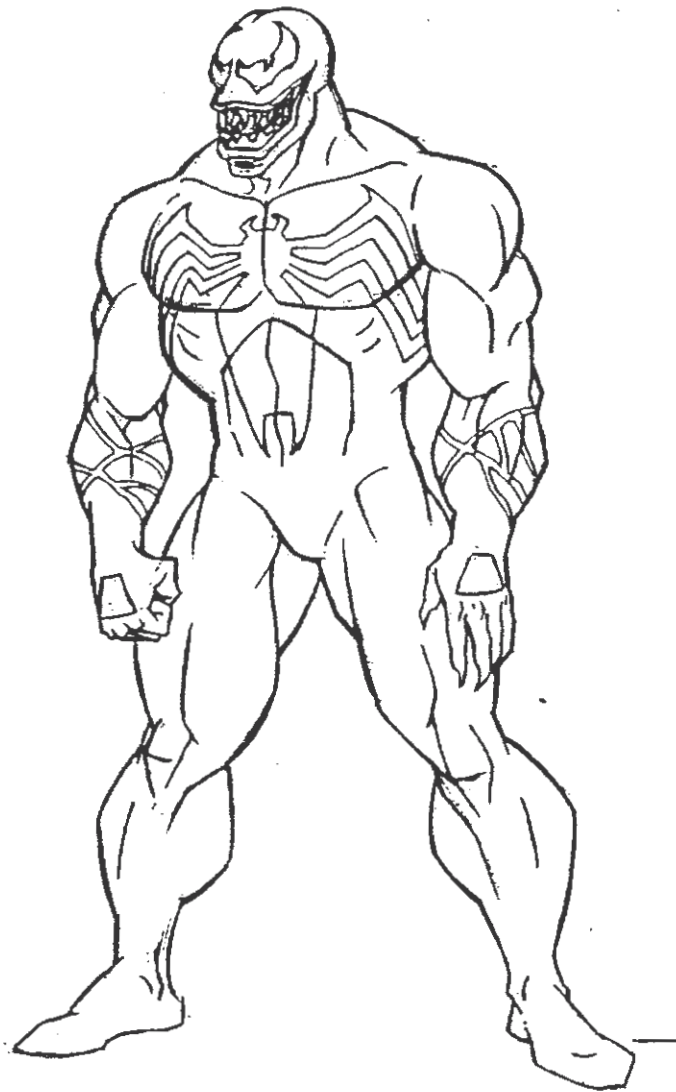
Venom has acquired the skills of Spider-Man, evidently from the Alien's brief pairing with Peter Parker; and combined them with Eddie Brock's weight-lifter's body and greater human strength -- to create a rather formidable opponent. Thus Venom's physical skills are actually superior to Spider-Man's making him more than a match for our hero when they do battle. The alien seems to respond to strong emotions and actually empathizes with whomever it is joined...and thus assumes Eddie Brock's neuroses and feels an intense hatred of Spider-Man who rejected it.

However, the new symbiote creature also possesses a wry sense of humor, even though he seems obsessed with eliminating **SPIDER-MAN**. And although he is Spider-Man's enemy...Venom always seeks to protect the innocent, which includes children and those less fortunate denizens of the street. As such he never commits a crime that will hurt anyone other than Spider-Man. He is often clever and very original with his mischief and stops the fight so he can come back another day. But Venom is dedicated to the destruction of Spider-Man and lives for the day his persistence will pay off.



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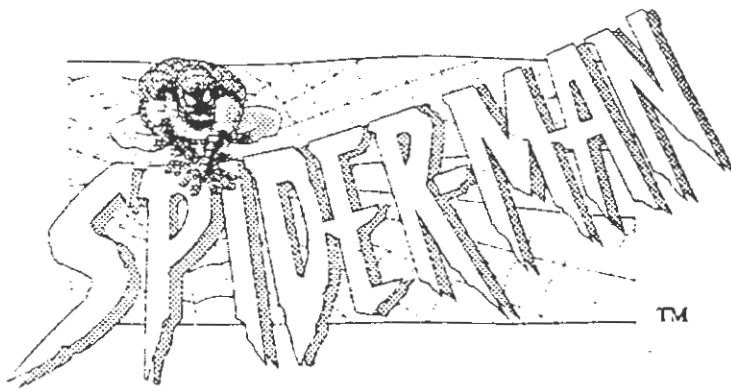
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THE KINGPIN

Huge, bald **WILSON FISK** appears to be tremendously obese, but his fat is actually muscle developed to enormous size, like a sumo wrestler's. Surprisingly, he is unusually agile for a man of his bulk, and an extraordinarily skilled martial artist.

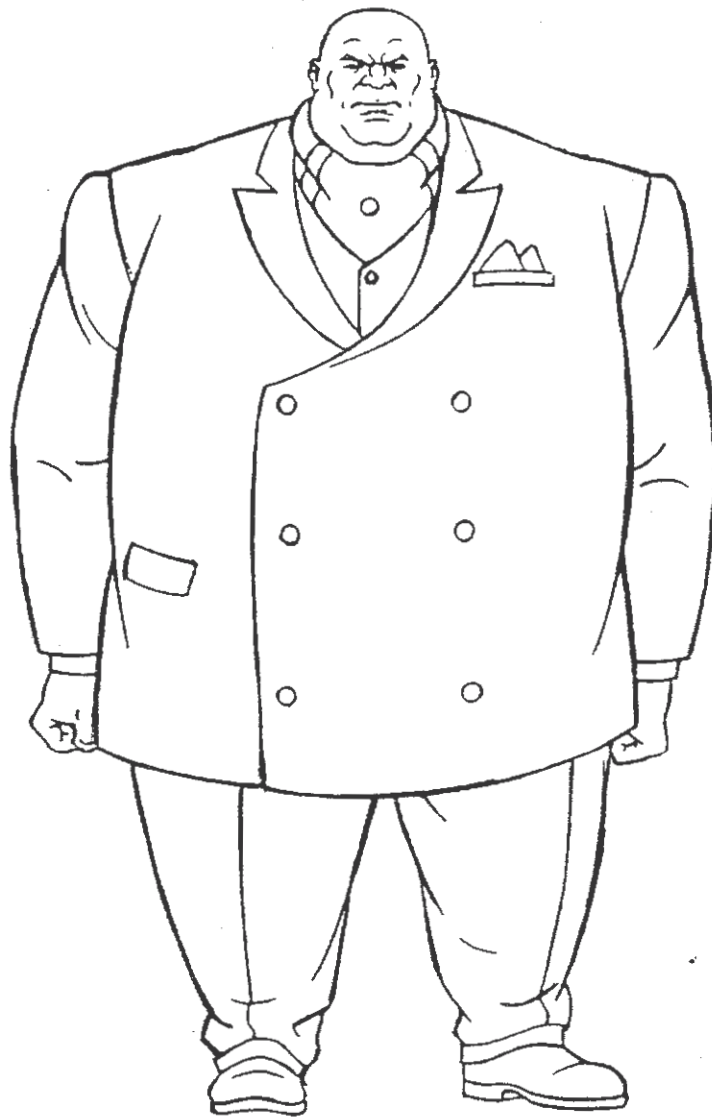
The comic book mythology holds that, from an early age, the intellectually gifted Fisk was determined to be the best in whatever he did and came to believe physical strength was a major factor in building a power base for his criminal endeavors. Hence, he obsessively trained himself, using as many bodybuilding techniques as possible.

Fisk is self-educated, and in the course of his personal quest for knowledge he became fascinated by political science. A highly skilled planner and organizer, he decided that another key to success would lie in using political techniques in organizing and directing groups of subordinates. It was his adoption of these techniques that caused him to be thought of as a political "kingpin," a description which became his *nom de crime*.



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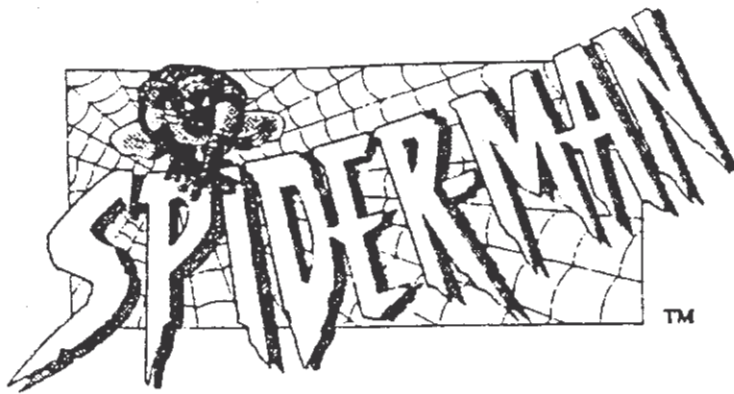
KRAVEN THE HUNTER

Comic book lore holds that Russian émigré **SERGEI KRAVINOFF** was orphaned at an early age and forced to learn how to survive by his wits and cunning. By late adolescence, he had discovered his natural talent for hunting. To hone that ability, he went to live alone in the African veldt. He acquired great tracking and trapping skills by the time he reached adulthood and soon amassed considerable wealth as a game hunter.

It was in the veldt that Kravinoff -- who anglicized his name to Kraven -- acquired his super-human strength, conferred by a special herbal potion. Attacked by a pack of hyenas, Kraven's lady-love, Dr. Mariah Crawford administered a "miracle drug" concocted by her medical research partner that healed his wounds but left him more animal than man. Upon recovery Kraven discovered he possessed *almost* super-human strength and speed, agility and stamina. Now he can sprint for short distances at 60 miles an hour and can perform a standing broad jump of 20 feet; augmented by the drug, his sense of smell allows him to track his prey from great distances and his ability to hear the smallest sounds.

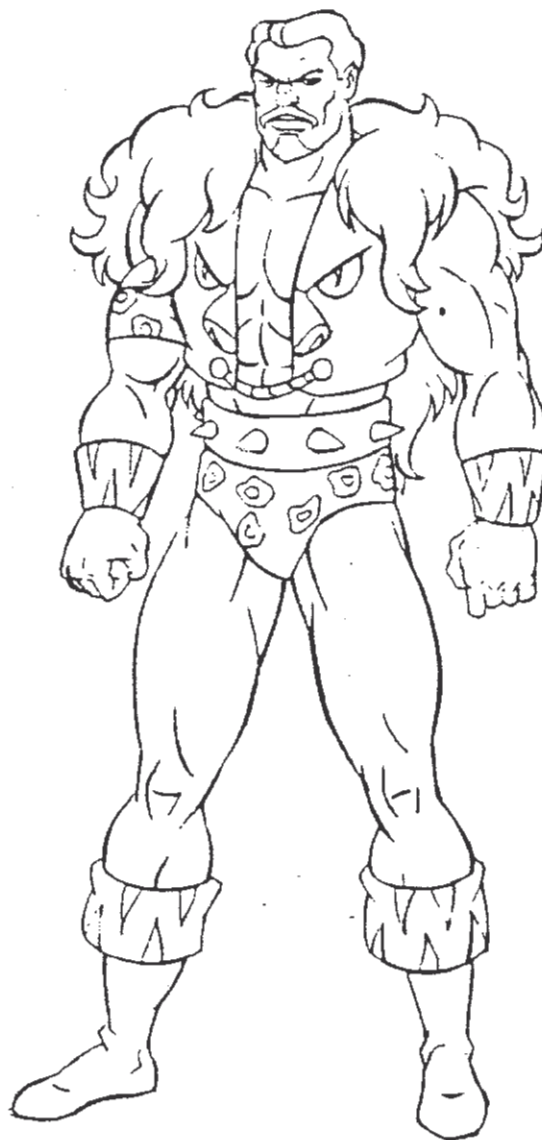
Once Kraven became so powerful, he soon grew bored with conventional game hunting, which had become too easy and was outlawed in many parts of the world. It was almost inevitable that, like the fabled Count Zarkov of fiction, he'd want to turn his talents to the greater challenge of stalking "the most dangerous game" -- man. And so he made himself available as a bounty hunter...

Spider-Man inadvertently became his quarry when he tried to intervene in Kraven's quest to return Dr. Crawford to Africa.



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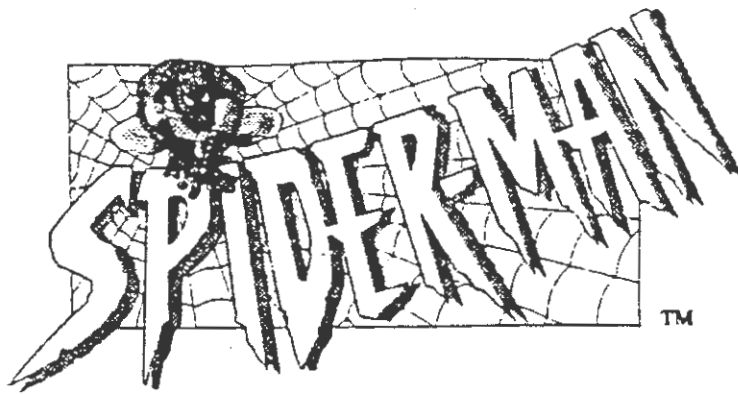
KRAVEN

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THE RHINO

The extremely dull-witted unidentified man who would become **THE RHINO** started out as hired muscle for a variety of small-time professional criminals. According to the comics, he was hired by two foreign-born spies to be the subject of an experiment to develop a super humanly powerful agent. They selected him because of his muscular physique and low intelligence which they believed would insure his loyalty. He was subjected to several months of chemical and radiation treatments which ultimately granted him superhuman strength. A team of scientists working with the spies had in the meantime developed a material of extraordinary toughness and coarseness, like a rhinoceros hide, and made a skin-tight bodysuit out of it. Upon donning the bodysuit, the muscleman was given the code-name Rhino. In our series, he will be the invention of **ALISTAIR SMYTHE**.

This outfit is a thick polymer mat that covers his entire body except for his face. It can resist explosions equivalent to a ton of TNT, the impact of small anti-tank weaponry, and temperature extremes between -50 and 1,000 degrees Fahrenheit without cracking or melting. The two horns atop the headpiece are constructed of the same material as the rest of the suit and are tough enough to dent a three-inch thick steel door when The Rhino rams it at full gallop.



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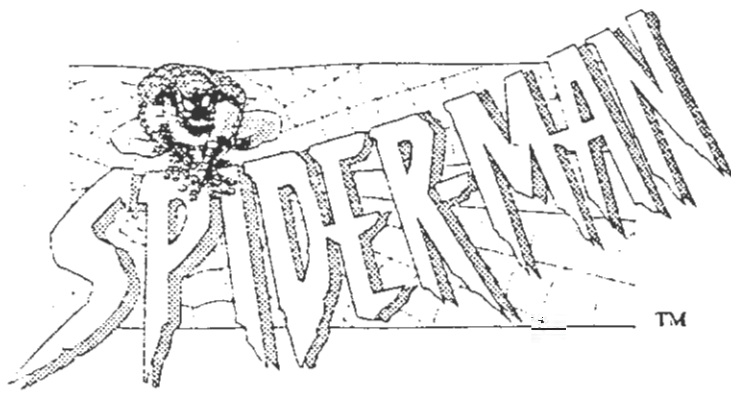
THE RHINO

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THE SHOCKER

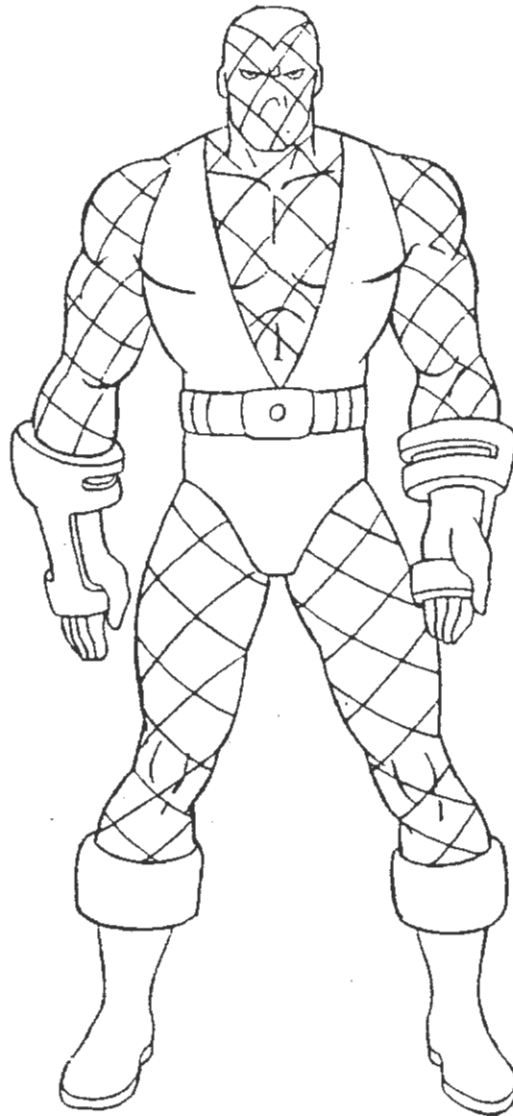
Another street thug who's benefited from Alistair Smythe's technology. He's built like a brick wall, stands about eight feet tall in his stocking feet and possesses VIBRO-SHOCK power -- like an electric charge it will knock out most men and causes solid material to break or fall apart.

Not much is known about this guy, other than the fact that he's tough, follows orders and although not as stupid as The Rhino, is no Albert Einstein either.



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THE SHOCKER

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THE SCORPION

Private investigator **MacDONALD GARGAN** was originally hired by J. Jonah Jameson to follow Peter Parker and find out how 'the kid' managed to get the spectacular shots of Spider-Man that no other freelance photographer was able to capture. Of course, Peter soon became aware of Gargan and the two-bit detective failed to come up with anything to satisfy Jameson.

Meanwhile, Jameson learned about **DR. FARLEY STILLWELL's** genetic experiments which had endowed lab animals with genetic traits from two different animals. Jameson paid Stillwell and Gargan handsomely to develop a way to give Gargan superhuman abilities that could defeat Spider-Man. He would be a new kind of 'super-hero' -- and under Jameson's control.

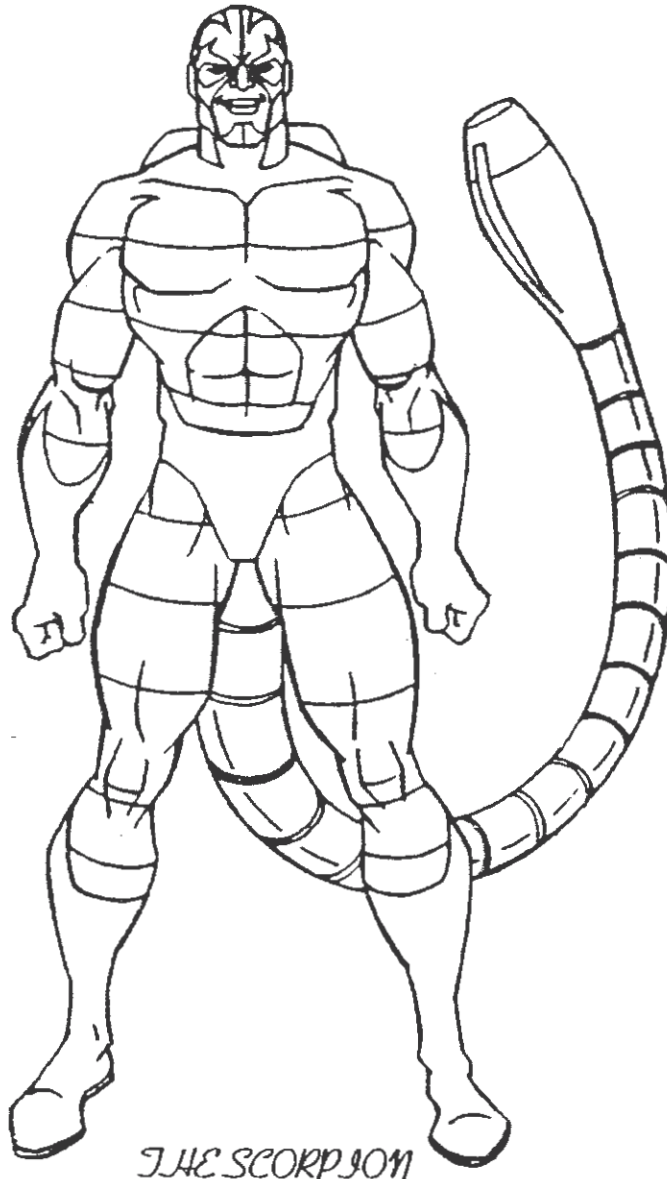
Stillwell selected a natural predator of the spider, a scorpion, to combine with Gargan's DNA. Equipped with a special costume and a cybernetically-controlled mechanical tail, Gargan engaged Spider-Man with super-strength seemingly superior to the wall-crawler's own as... **THE SCORPION**.

But something went wrong and Stillwell's recombinator could not help Gargan's body maintain its new form. To make matters worse, he lost the ability to distinguish right from wrong. Gargan's human persona became subsumed by his new animal nature -- and he became a criminal. However, he was also a victim -- the monster created by Stillwell's Frankenstein -- and paid for by J. Jonah Jameson. And now a constant reminder of how foolish it is to tamper with nature.



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THE HOBGOBLIN and THE GREEN GOBLIN

In our series, The Hobgoblin will precede The Green Goblin...if The Green Goblin ever appears.

In Part One, THE HOBGOBLIN is a hitman in the employ of NORMAN OSBORN, wealthy CEO of OSCORP and slightly mad industrialist with a penchant for crazy inventions. He's been hired to eliminate WILSON FISK aka THE KINGPIN ...which he fails to do, and is dismissed by Osborn. But he is intrigued -- why does Osborn want Fisk out of the way? And so he uses his cat burglar's skill to break into FISK's business HQ in The Chrysler Building and discovers The Kingpin's CRIME CENTRAL. Hobgoblin is trapped and like a true mercenary, sells his services to The Kingpin to retaliate against Osborn. And in order to do that, ALISTAIR SMYTHE will design a new arsenal of weapons for his use...*PUMPKIN-SHAPED BOMBS*, *RAZOR-EDGED BATWING PROJECTILES* and a *GLIDER-MOUNTED BLASTER*. And with his new weapons he succeeds in kidnapping HARRY OSBORN from the new apartment that he shares with PETER PARKER whose visiting AUNT MAY is hurt when Hobgoblin lobbs a pumpkin bomb into the living room.

The Kingpin now has Norman Osborn where he wants him -- continuing to run the legitimate OSCORP to manufacture new weaponry for the U.S. government, giving Fisk as Osborn's silent partner clear access to the plans that he can then sell in the illegal weapons market. But meanwhile, at his Aunt's bedside, Peter has decided there's only one person who would know why all this has happened and sneaks into Oscorp to confront the elusive Norman Osborn. But before he gets there The Hobgoblin makes a surprise entrance and convinces Norman that he's really on his side and the only person who can possibly rescue his son. Knowing he's right, Norman gives him a giant wing *GLIDER* to aid in the rescue. But just as the Hobgoblin takes his test run, Peter arrives and spots the man responsible for hurting his dear Aunt and his anger boils over. The first part ends with SPIDER-MAN in the fight of his life with the new-improved and fully-armed Hobgoblin.

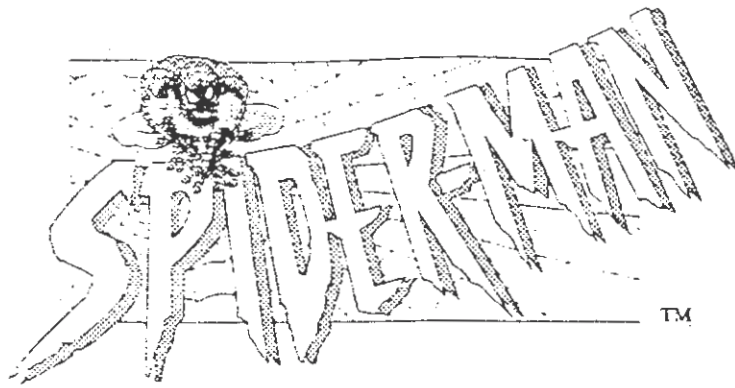
THE HOBGOBLIN

The handsome and debonair JASON PHILIP MACENDALE JR. flies around Manhattan on a jet-propelled glider creating great mischief for SPIDER-MAN as *THE HOBGOBLIN* when he steals loot from the Kingpin's heists. But by day....

He's young, he's witty, the scion of a wealthy family with a Long Island estate. Jason is educated and cultured and definitely a thrill-seeker. He's become a cat burglar -- stealing from the rich -- not because he needs the money, but for the excitement. And everyone knows that WILSON FISK is one of the wealthiest men in Manhattan...and when he breaks into his office at FISK INDUSTRIES one night, Jason accidentally discovers, he is also THE KINGPIN. Jason's obsession immediately becomes the downfall and replacement of the corpulent crime boss.

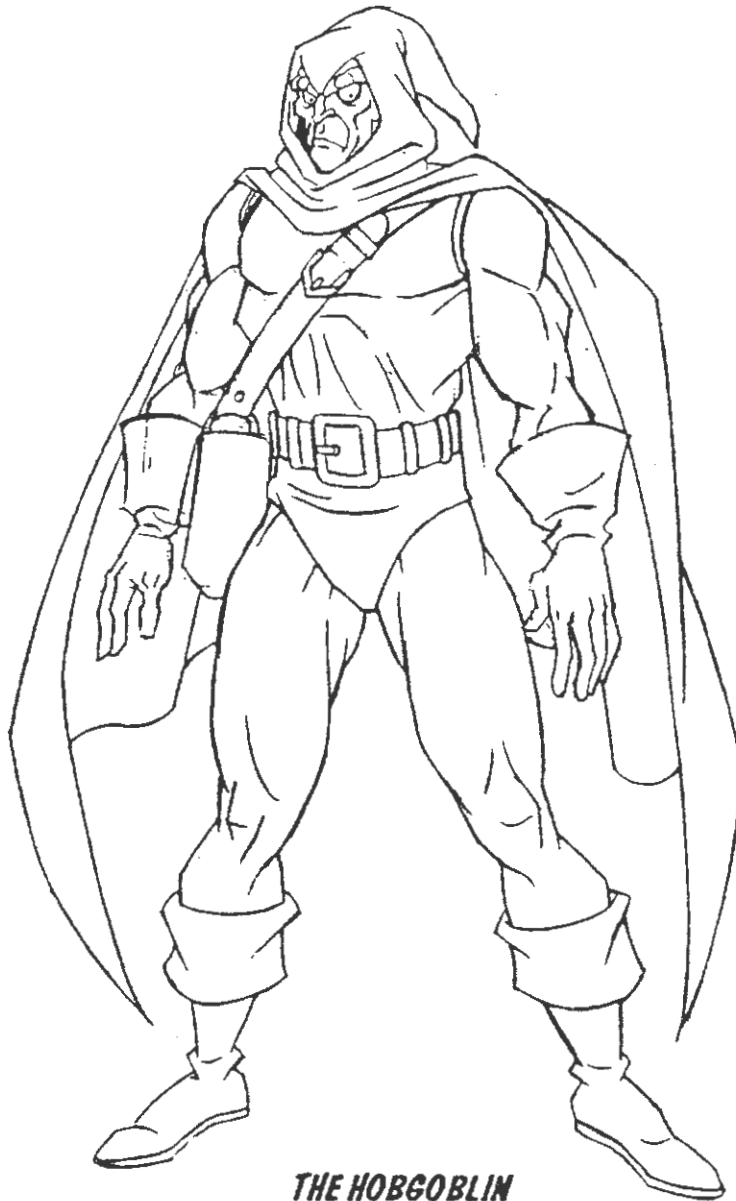
Armed with mechanical bats that explode, bombs that shock when touched or emit knockout gas, The Hobgoblin makes his attempts on the Kingpin. Spider-Man gets caught between the KINGPIN and THE HOBGOBLIN in several battles -- and much to his chagrin, eventually rescues the big crime boss from certain death.

Characteristically, when Spidey finally nabs him, rich-kid Jason only laughs.



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THE HOBGOBLIN

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SPENCER SMYTHE

A brilliant robotic engineer in his late 60's, SPENCER SMYTHE emigrated from Great Britain to the U.S. during the Post-World War Two science boom. Always a little too-ahead of his times, Spencer went from one scientific institute to another until he wore out his welcome. Now he works for the highest industrial bidder -- this time it's NORMAN OSBORN of Oscorp, a man who is not above the risky experiment or slightly illegal endeavor, especially if it will make him money. Smythe is not immoral, but might be considered amoral in his pursuit of science. He is only guilty of one thing -- the crippling of his own son, ALISTAIR, in a laboratory accident. He continues to develop his technology in the hope that one day he will have the money and the knowledge to make a cybernetic device for his paraplegic son.

ALISTAIR SMYTHE

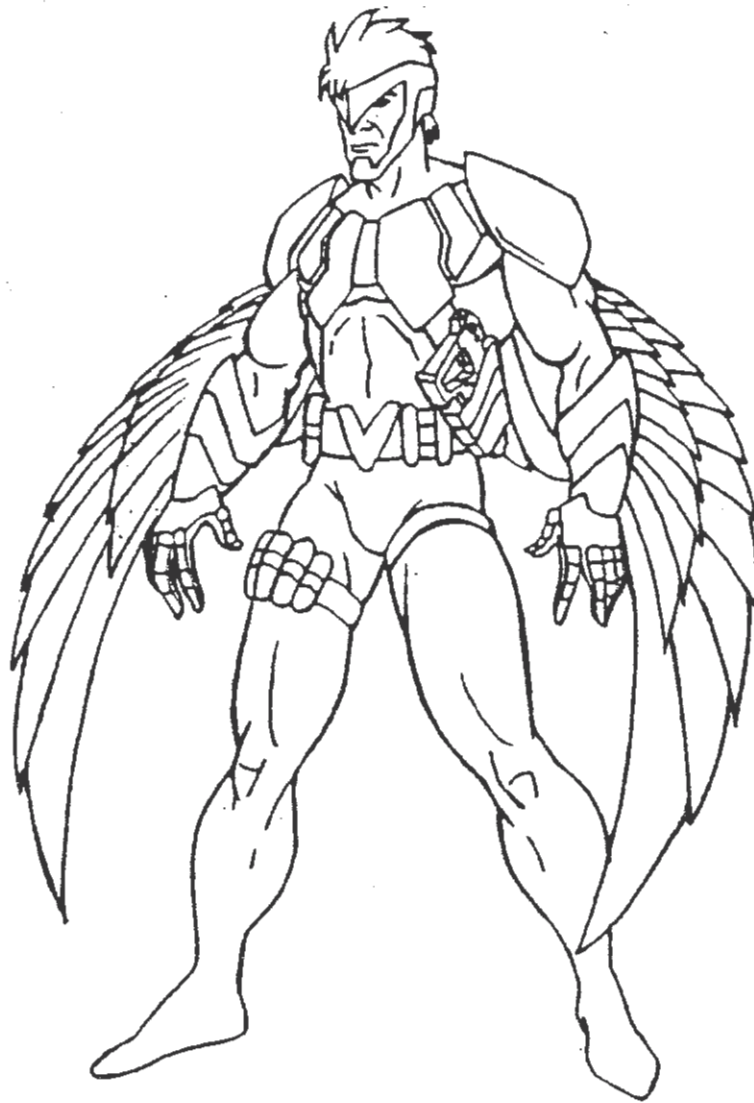
Brilliant cybernetics researcher **ALISTAIR SMYTHE** mistakenly believes that Spider-Man, among others, is responsible for the death of his father, **SPENCER SMYTHE**. An earlier accident in his father's laboratory has left him a quadriplegic. He has since turned his considerable gifts to developing a variety of incredible cybernetic devices intended to compensate for his immobility -- such as a fully automated and computerized "wheelchair" that is actually more like a personal hovercraft. Now, burning for revenge, Smythe has been hired by **THE KINGPIN** to continue his father's work and concentrate on designing and constructing a fantastic array of "**SPIDER-SLAYER**" **ROBOTS** intended to hunt down and eliminate Spider-Man wherever he may be found!

Smythe's compulsive quest for bigger and better extends to himself as well, and will culminate in his most bizarre, fearsome creation. His entire body will be encased in what he calls a "biorganic carapace," which acts as protective body-armor and boosts his strength. It is surgically connected to his spine and enables damaged neurons to function. With the carapace he can walk and move again. And with the weaponry built into it -- such as lethal-looking blades that spring out from his torso -- he is a partially-organic incarnation of one of his own machines...and becomes "The Ultimate Spider-Slayer" -- a cyborg (half-human / half-machine).



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THE VULTURE

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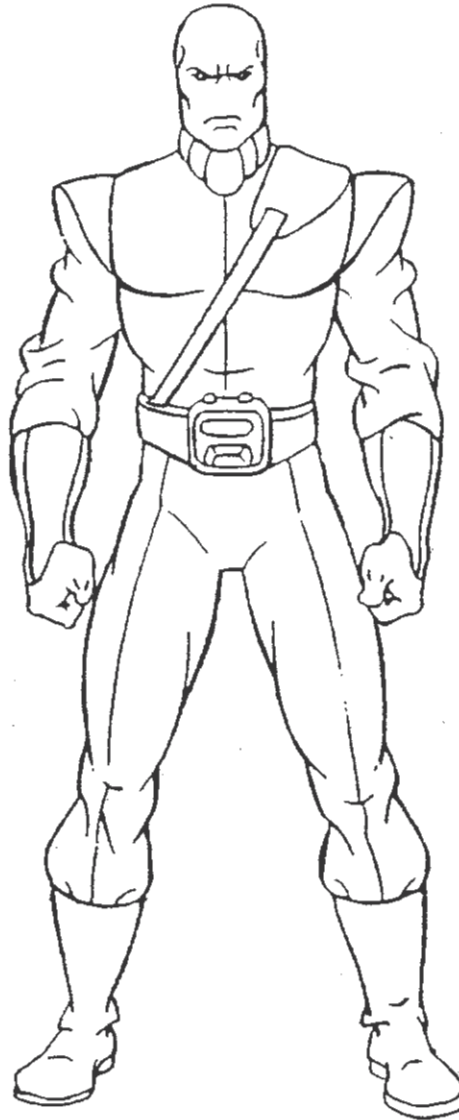
THE CHAMELEON

...can assume the exact appearance of anyone he chooses. His computer belt triggers the change that occurs in his chemically-altered skin and clothing. He normally kidnaps the person whose identity he assumes and utilizes knock-out darts and gas to incapacitate victims while committing his crimes.



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SPIDER-MAN

EPISODE SYNOPSES

First Season

"Night of the Lizard" - (SHOW # 1) - Written by Gerry Conway

PETER PARKER and one of his college science professors DR. CURT CONNORS explore Dr. Stillwell's Neogenics as a method of limb regeneration. While experimenting on himself, Connors accidentally turns himself into THE LIZARD, a half-man, half-reptile monstrosity that terrorizes Manhattan. He subsequently kidnaps his own wife which makes SPIDER-MAN's task doubly difficult because he can't hurt the good friend he knows is trapped inside, in order to stop the inhuman beast who is out of control.

"The Sting of the Scorpion" - (SHOW # 2) - Written by Marty Isenberg & Robert Skir and John Semper

Daily Bugle publisher and media magnate, J. JONAH JAMESON hires DR. FARLEY STILLWELL who's developed a new form of genetic engineering to create a super-hero who will capture and unmask SPIDER-MAN. But THE SCORPION proves an embarrassment when the man-made monster turns on his makers and embarks on a criminal rampage through Manhattan. Spider-Man uses his scientific expertise as well as his web-slinging to save the day.

"The Spider Slayer" (Part One of two episode story) - (SHOW # 3) - Story by John Semper / Teleplay by Stan Berkowitz

In order to pay off his debt to the crime boss known as THE KINGPIN, NORMAN OSBORN the multi-millionaire industrialist chairman of Oscorp hires SPENCER SMYTHE, a brilliant robotics engineer, to design a powerful robot called a *SPIDER-SLAYER* to capture and destroy SPIDER-MAN. But when Peter Parker's campus rival, FLASH THOMPSON, puts on a Spider-Man costume as a party gag, he's the one who gets carried away by the deadly cybernetic device. As Spider-Man he's forced to rescue Flash and J. Jonah Jameson who has come to witness *Daily Bugle* Reporter EDDIE BROCK'S televised revelation of Spider-Man's secret identity.

"The Return of the Spider-Slayers" (Part Two of two episode story) - (SHOW # 4) - Story by John Semper / Teleplay by Mark Hoffmeier

The KINGPIN coerces ALISTAIR SMYTHE, Spencer's brilliant son, to extend the limits of his father's technology and build a new line of robotic *SPIDER-SLAYERS*...to finally capture and destroy the man he considers his chief enemy, SPIDER-MAN. In so doing, Alistair also goes after the people he holds responsible for his father's demise...NORMAN OSBORN, FLASH THOMPSON, EDDIE BROCK and J. JONAH JAMESON. As Spider-Man faces and barely defeats each robot individually, to his surprise and chagrin, they combine

to form one gigantic *TRI-SPIDER-SLAYER* with three times the power from which he must now save himself and rescue the others.

"The Menace of Mysterio" - (SHOW # 5) - Written by Marv Wolfman, Stan Berkowitz, John Semper

Calling himself MYSTERIO, a master of illusion and special effects masquerades as Spider-Man, committing crimes costumed as the wall-crawler to convince J. JONAH JAMESON and the general public that Spidey's gone bad. To prove his innocence, SPIDER-MAN tracks the Villain to a shopping mall, then to the top of the Brooklyn Bridge. Finally, with the help of Police Detective, TERRY LEE, Spider-Man locates the wizard in an old studio and struggles through a deadly special effects maze to capture him and clear his name.

"Doctor Octopus: Armed and Dangerous" - (SHOW # 6) - Story by John Semper and Brooks Wachtel / Teleplay by Brooks Wachtel & Cynthia Harrison

OTTO OCTAVIUS, once a respected scientist and inventor, became known as DOCTOR OCTOPUS when his robotic arm "Waldoes" became fused to his spine in a laboratory accident. Bitter and perhaps a bit insane, he kidnaps heiress, FELICIA HARDY, who was on her way out for a date with PETER PARKER and holds out for a ransom from MRS. HARDY that will make up for the humiliation he's suffered at the hands of the Hardy Foundation. J. JONAH JAMESON becomes an accidental captive and it's up to SPIDER-MAN to free them both.

"The Alien Costume - Part One" - (Three episode story) - (SHOW # 7) - Story by Avi Arad and Stan Lee / Teleplay by Stan Berkowitz, Len Wein, Meg McLaughlin, John Semper

When a space shuttle piloted by J.J.'s son, JOHN JAMESON, crash lands on the Tri-Borough Bridge carrying two strange meteors -- one that could provide a new nuclear fuel and one that contains an alien substance, it's Spidey to the rescue. But the first meteor is stolen from the shuttle by the KINGPIN's henchman, THE RHINO, just as SPIDER-MAN arrives to save Jameson and his co-pilot. When their battle sends the aircraft off the bridge Spider-Man emerges from the water with a dark stain covering his costume. An exhausted Peter heads for home, only to awaken from troubled dreams hanging from a skyscraper, now clothed in a black version of his costume.

Meanwhile, J. JONAH JAMESON has announced a million dollar reward for the wall-crawler blaming him for the meteor's theft -- while EDDIE BROCK uses the *DAILY BUGLE* to continue his own personal assault on Spider-Man. In the meantime, Peter has discovered he likes the new attitude and augmented powers the new suit gives him, especially the chameleon-like ability to 'morph' into any other costume at will. But when Spider-Man catches up with the Rhino, he realizes that along with his new costume has also come a nasty streak that makes him wonder what he's become.

"The Alien Costume - Part Two" - (SHOW # 8) - Story by Brynne Stephens and John Semper / Teleplay by Brynne Stephens

With Bounty Hunters on every corner, SPIDER-MAN angrily goes after the man responsible for the incriminating story, EDDIE BROCK. But it's MARY JANE who points out that Peter is not acting like himself, which confirms his own worst fears...the new suit has changed him. He seeks help from his biology prof, DR. CURT CONNORS, who discovers that the suit is alive!! And Peter is the host organism!

J. JONAH finally fires Brock for his less-than-honest journalism, while THE KINGPIN sends ALISTAIR SMYTHE's latest creation, THE SHOCKER, to snatch the photos that prove the Rhino's involvement in the theft. Spider-Man is apparently defeated in their battle, but shows up later at Smythe's laboratory and steals the *Promethium-X* back from the Kingpin's henchman. Then, in a bell tower battle, Spider-Man finally rids himself of the alien symbiote when the reverberating sound waves aggravate the "costume" into detaching itself from its host. But as luck would have it, Eddie Brock accidentally becomes its next partner.

"Kraven the Hunter" - (SHOW # 9) - Story by John Semper, Jan Strnad, Mark Hoffmeier / Teleplay by Mark Hoffmeier

SPIDER-MAN finds himself caught in a deadly triangle with a doctor from Africa and the man who has stalked her all the way to America...KRAVEN THE HUNTER. While on safari in Africa, DR. MARIAH CRAWFORD saved Sergei Kravenoff's life with a native potion, but the side effect was worse: Kraven developed prodigious powers that made him a menace to any in his path, whether man or beast. The Doctor fled Africa and accepted a research position in New York where he followed. It's there that Kraven misinterprets Spider-Man's intentions when he prevents him from kidnapping the good doctor and vows to begin his "greatest hunt" for the man who has stolen his woman's affections!

"The Hobgoblin, Part One" - (SHOW # 10) - Story by John Semper and Stan Berkowitz / Teleplay by Larry Brody

NORMAN OSBORN hires hitman and thief, THE HOBGOBLIN to take out his "silent" partner, THE KINGPIN. But when the attempt fails, The Hobgoblin trades sides and kidnaps Norman's son, HARRY OSBORN from the new penthouse apartment that he and best friend, PETER PARKER have just occupied.

"The Hobgoblin, Part Two" - (SHOW # 11) - Written by Stan Berkowitz

When AUNT MAY is slightly injured by the Hobgoblin's attack on the apartment during Harry's kidnapping, SPIDER-MAN enters the fray with a vengeance. After several battles, the trail leads Peter back to Oscorp and Harry's own father and then back to Crime Central again. Rescuing his friend is the easy part, explaining how his father is involved is another.

"Day of The Chameleon" - (SHOW # 12) - Written by John Semper

An International spy and hitman known as THE CHAMELEON is going to assassinate two major diplomats about to sign a peace treaty ending centuries of war -- an event that Daily Bugle Publisher and CEO, J. JONAH JAMESON is scheduled to host. S.H.I.E.L.D. Director, NICK FURY, solicits J.J.'s assistance and takes him into his confidence in order to prevent the human shape-changer from accomplishing his dirty deed. But only SPIDER-MAN with his "spider-sense" can discern who is really whom and stop the criminal before it's too late.

"The Alien Costume - Part Three" - (SHOW # 13) - Story by Mark Hoffmeier and John Semper / Teleplay by Mark Hoffmeier

THE KINGPIN is furious he's been bested by the wall-crawler and sends THE SHOCKER and later THE RHINO out to finish Spidey off once and for all with the aid of another new invention from ALISTAIR SMYTHE. Meanwhile, EDDIE BROCK is busy tailing SPIDER-MAN as the symbiote creature, VENOM, playing cat and mouse through Manhattan, intruding on PETER PARKER's life and making it clear he knows his secret identity. It becomes even scarier when Peter realizes that the pumped-up Eddie is stronger as *Venom* than he is as Spider-Man and that his spider-sense doesn't work around him. It's only a matter of time before he kills off Peter or harms his loved ones. Spider-Man finally lures Venom to the site of a rocket launch and sends the symbiote back out of this world on board the missile.