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SPIDER-MAN

"Day of the Chameleon"

(SCRIPT)

SHOW #14

Written by

John Semper

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MARVEL FILMS - ANIMATION

SPIDER-MAN

"Day of the Chameleon"

(SHOW #14)

CAST LIST

REGULARS

SPIDER-MAN / PETER
J. JONAH JAMESON
ROBBIE ROBERTSON
MARY JANE WATSON
GLORY GRANT

Jonah's 'right hand' Assistant; an attractive African-American in her mid-twenties with a 'spunky' personality.

GUESTS

NICK FURY

Head of ultra-secret government anti-spy organization called S.H.I.E.L.D. Rugged, gruff, former war hero who wears a patch over one eye.

AGENT #1

Beautiful woman, late 20's, the S.H.I.E.L.D. operative has dark hair w/gray streak. Commando-trained, Fury's second in command, calls her "#1".

THE CHAMELEON

Mysterious villain who has the capability to 'morph' into exact replicas of every person he meets. Hired to assassinate Foreign diplomats. NO LINES/NO VOICE OF HIS OWN.

SUPPORTING CAST

AGENT #4	1 line
AGENT #7	1 line
HEAD CHEF*	1 line
ALPHONSE (ASST. TO HEAD CHEF)	3 lines
HELICOPTER PILOT	1 line
HELICOPTER CO-PILOT	1 line
OFFICE WORKER #1	1 line

SPIDER-MAN "Day of the Chameleon" - Cast List - 7th Draft 8/22/94

BYSTANDER #1	1 line
BYSTANDER #2	1 line
MAINTENANCE MAN	3 lines
WINDOW CLEANERS	Wallas only
KITCHEN STAFF/WORKERS/CROWD	Wallas only
*FEMALE TEENAGER	1 scream

[NOTE: An * designates an addition or revision to this script. The role of the PRESIDENT has been eliminated; the HEAD WAITER is now the HEAD CHEF; The TEENAGER has been designated a female.]

"DAY OF THE CHAMELEON"

FADE IN:

EXT - JFK INTERNATIONAL AIRPORT - MORNING - ESTABLISHING
 Busy airport. An INTERNATIONAL FLIGHT arrives overhead.

INT - JFK INTERNATIONAL - MORNING - ANGLE ON THE GATE

Passengers pour off the plane toward customs.

INT - CUSTOMS - MORNING - ON A CUSTOMS AGENT

A MAN IN A LIGHT GREEN SUIT, carrying TWO SUITCASES, with a CAMERA CASE slung around his shoulder, steps up to the customs counter.

WIDE

Suddenly, THREE MEN AND THREE WOMEN, S.H.I.E.L.D. AGENTS in PLAIN CLOTHES, reveal themselves amongst the crowd by whipping out high-tech weaponry. The CROWD panics.

CROWD
 (Surprised walla)

ON THE CUSTOMS DESK

They aim their weapons at the man in the light green suit. The S.H.I.E.L.D Agents' leader is a gorgeous WOMAN with a streak of gray in her thick, black hair. She's called "AGENT #1."

AGENT #1
 Freeze! Don't even crack a smile.

CLOSE ON THE MAN'S FACE

His eyes look around.

EXTREME CLOSE-UP ON AGENT #1

CAMERA TRUCKS IN on the shield-shaped GOLD PIN on her lapel.

ANGLE ON THE MAN

The man in the green suit, his hand already on a suitcase handle, suddenly hurls THE SUITCASE at the six agents.

NEW ANGLE ON THE AGENTS

The suitcase explodes on impact with a blinding flash and black smoke. Bystanders shriek and run for cover.

CROWD
 (Panicked walla and screaming)

WIDE ON AIRPORT CORRIDOR

The crowd reacts as the man runs past.

CROWD
(reacting with fright)

*

THE SIX AGENTS

*

...choking on the smoke from the explosion, recover.

AGENT #1
(Coughing) After him!

They race o.s.

EXT. - AIRPORT - MORNING - ON A CHOPPER PILOT

...who's walking across the airfield toward a HANGAR. CAMERA PANS *
to...

THE MAN IN THE GREEN SUIT

who appears from behind a fuel truck. He pauses, presses a button
on his belt. A PICTURE of the pilot appears on a SCREEN mounted in
the HIGH-TECH BELT BUCKLE.

C.U. THE BELT BUCKLE

With the push of another button on his belt buckle....

THE MAN IN THE GREEN SUIT

...slowly transforms or 'MORPHS' into an exact likeness of the
chopper pilot. He then reaches into his pocket and pulls out a
SMALL, PEN SHAPED CYLINDER. He steps o.s.

ON AN AREA NEAR THE HANGAR

The real pilot suddenly stops short, surprised.

PILOT
(aghast)
Hey! You look just like---

ON THE REAL PILOT AND THE FAKE PILOT.

The fake pilot raises his gloved hand, and aims the pen-like
cylinder at the real pilot. A jet of KNOCKOUT GAS spews from the
end at an unsuspecting pilot, who falls semi-conscious.

PILOT
Meeeeeeeeeeeeeeeeee.....

*

The impostor runs off.

ON A PASSENGER TRANSPORT HELICOPTER

The impostor approaches a small COMMUTER HELICOPTER.

INT - THE COCKPIT - ON THE CO-PILOT

CO-PILOT

What took you so lo--- Yaahhhh!

The impostor yanks the copilot out of the chopper and flings him o.s. He then takes control, revving up the engine.

WIDE ON THE 'COPTER

The chopper takes off, narrowly missing a LIGHT PLANE.

WIPE TO:

EXT. - MANHATTAN - MORNING - WIDE ON A COMMUTER HELICOPTER

The COMMUTER CHOPPER flies ERATICALLY above downtown skyscrapers.

NEW ANGLE

TWO HIGH-TECH CHOPPERS SUDDENLY ZOOM INTO VIEW, closing in fast from behind.

ON THE CHOPPER PILOT

The PILOT/CHAMELEON glares angrily.

INT - HIGH-TECH CHOPPER #1 - ON AGENTS #1 AND #2,

AGENT #1 is piloting the craft, is speaking into her headset.

AGENT #1

Colonel, we're in pursuit of subject
in stolen helicopter. Over.

CUT TO:

INT - S.H.I.E.L.D. H.Q. - ON FURY

Fury, in shadows, is sitting in a futuristic CHAIR before a giant radar screen, which shows the THREE CHOPPERS over Manhattan.

FURY

Spread out. I don't want an accident.
But stay with him!

EXT - MANHATTAN SKIES - MORNING - WIDE

CAMERA FOLLOWS the three choppers as they bob and weave, the first trying to shake the other two. Suddenly, the commuter helicopter dives down o.s.

ANGLE ON MANHATTAN

CAMERA SPINS UP TO CATCH the three choppers zooming low overhead. CAMERA TURNS TO discover SPIDER-MAN, CLOSE IN THE FOREGROUND clinging "spider-like" to a big radio antenna.

SPIDER-MAN (V.O.)
 Hey, watch it. Any lower and they'll
 be calling me 'Baldy.'

He webs off in the copter's direction.

ON THE COMMUTER CHOPPER, FOLLOWING

as it dives even lower, accidentally knocking its belly into a sharp SPIRE. It starts to spin out of control.

INT - AN OFFICE BUILDING - MORNING

OFFICE WORKERS are working in an open office filled with desks and cubicles. A LARGE WINDOW is in the b.g. Through that window, we suddenly see the spinning commuter chopper dive down into view, careening toward the window. The workers see it. They run.

WORKERS
 (Panic)

The copter CRASHES into the window, at an angle.

EXT - THE OFFICE BUILDING - MORNING - WIDE

The chopper's rotor shears as it spins.

ON WINDOW CLEANERS

A piece of the rotor flies in and cuts the cable holding up one end of the WINDOW CLEANERS' platform. The platform collapses and they hang on for dear life, dangling precariously.

WINDOW CLEANERS
 (panic noises)

NEW ANGLE ON THE CHOPPER

which is lodged into the building. SMOKE billows from it. A small FIRE has started. The dizzy pilot dangles from his harness.

CLOSER

Spider-Man webs up to the pilot and grabs him.

SPIDER-MAN
 C'mon pal. Let's beat it before the
 fireworks start.

BS&P NOTE: They exit and we CUT AWAY before the flames get closer.

ON THE DANGLING WINDOW CLEANERS

WINDOW CLEANERS
 (Screaming!)

ON THE GROUND - WIDE

Spider-Man swings the pilot down to the ground and lays him down. He looks up and spots the trouble o.s. He webs off.

ON THE BUILDING

Window cleaner #2 falls. SPIDER-MAN suddenly dives INTO SHOT, clinging to the wall. He scoops up window cleaner #1 with one arm and aims his other arm downward and fires his webbing.

ON WINDOW CLEANER #2, PANNING

Window cleaner #2 falls and abruptly stops just inches before hitting the ground. CAMERA PANS UP to show webbing attached to #2's legs. #2 is lowered to the ground.

ON SPIDEY

He still holds his end of the strand of webbing.

ON THE IMPOSTOR PILOT (CHAMELEON) *

The fake chopper pilot (Chameleon) gets up, as a CROWD begins to form around him. A bystander helps him up.

CROWD
(Walla)

BYSTANDER #1
Buddy, you okay?

PILOT
Get out of my way!

He shoves the bystander over, pushes the crowd to one side and runs off, as SIRENS can be heard in the background.

NEW ANGLE ON SPIDER-MAN

As he webs down with window cleaner #1 in his arms. He sets #1 down amidst BYSTANDERS and then looks o.s.

CROWD
(approval sounds) *

BYSTANDER #2
Way to go, Spider-Man! *

SPIDER-MAN
(calling out)
Hey, you! Stop!

ON HIS POV

of the pilot running across the street, just as SEVERAL FIRE ENGINES arrive and SCREECH TO A HALT, obscuring the view.

SPIDEY

antics jumping off to chase the pilot when suddenly there's a LOUD EXPLOSION. Spidey looks up.

ANGLE ON THE COPTER

as it explodes again and BURNING WRECKAGE drops down, o.s.

WIDE ON SPIDEY

looking up, as a huge shadow creeps over him.

ON SPIDEY'S POV

of burning wreckage dropping down toward him.

ON THE POV OF THE WRECKAGE

as CAMERA gets closer and closer to Spidey. Just before it hits we...

CROWD
(reaction to scene)

*

FADE OUT:

ACT ONE

FADE IN:

ON SPIDEY'S POV

of burning wreckage dropping down toward him.

ON THE POV OF THE WRECKAGE

as CAMERA gets closer and closer to Spidey.

ANGLE ON SPIDEY

He webs o.s.

ON A FEMALE TEENAGER

looking up, screaming.

*

TEENAGER
(screaming)

Spidey swings in and scoops up the teenage girl just in the nick of time before BURNING DEBRIS lands.

*

NEW ANGLE

as Spidey swings up toward CAMERA with the teenager in his arms, the flaming wreckage below him.

O.T.S. - THE PILOT/CHAMELEON

He's hiding in an alleyway. We see him in the f.g., from behind, as he looks off into the b.g., where we can see Spider-Man webbing the young girl to safety on a nearby rooftop, across the street. The pilot/Chameleon turns and slinks off into an alleyway.

WIDE ON THE ALLEY

The pilot/Chameleon stops in the alley and touches his belt buckle.

ON THE CHAMELEON'S FACE

He then 'morphs' into THE CHAMELEON. Then he touches the belt buckle again and MORPHS back into the non-descript man in the light green suit from the opening.

WIDE ON THE ALLEY

As the man/Chameleon turns and dashes off into the shadows.

DISSOLVE TO:

EXT - DAILY BUGLE BUILDING - DAY - ESTABLISHING

INT - THE DAILY BUGLE HEADQUARTERS - DAY - WIDE ON THE BULLPEN

PETER PARKER bursts out of the elevator doors and races down the bullpen, almost colliding with several people.

ON GLORY GRANT

GLORY GRANT'S sitting at her desk as Peter races by.

PETER
(hurriedly)
Hi, Miss Grant....

GLORY GRANT
Peter, you can't go in there! *

Peter races in. She quickly gets up and chases him.

INT - J. JONAH JAMESON'S OFFICE - DAY

J. JONAH JAMESON'S office is a swirl of activity as CATERERS, FLORISTS, REPORTERS etc all clamor for attention. Jameson is standing, bellowing into the phone. Peter races up to him.

JAMESON
No, I don't want escargot! I hate
escargot! I want caviar!

He slams the phone down.

PETER
Mr. Jameson.....?

JAMESON
Parker, can't you see I'm busy
organizing the party of the century?

Jameson shoves him to one side. Glory Grant approaches.

GLORY GRANT
Mr. Jameson, you're late for your
tuxedo fitting. The limo's waiting.

JAMESON
Blasted monkey suits. Hate 'em.

He charges out of the office. Peter follows.

INT - THE CITY ROOM - DAY

Peter chases after Jameson as they enter the elevator.

PETER
I just wanted to ask if I could
photograph the peace treaty signing--

JAMESON
Are you nuts? It isn't gonna be some
web-filled crime scene. It's an
important world event.

INT - THE BUGLE ELEVATOR - DAY

JAMESON
I want a seasoned pro there. A
staffer. You're strictly freelance.

INT - BUGLE LOBBY - WIDE

They exit the elevator, walk through the hallway and out the door.

PETER
But let me at least plead my case.

EXT - THE BUGLE BUILDING - WIDE

SLEEK WHITE LIMO awaits as Parker and Jameson exit the building.
Jameson opens the limo door.

JAMESON
You got from here to the tailor's,
kid. Make it good. Get in.

ANGLE ON PETER AND JAMESON FROM ACROSS THE STREET

A Federal Express-type COURIER watches with great interest as J.
Jonah and Peter stand next to the Jameson limo.

ON THE COURIER'S BELT BUCKLE/CHAMELEON DEVICE

He reaches down and presses the device. We see the IMAGE of Jonah
appear, get scanned in and then fade away.

WIDE ON THE COURIER

Peter and Jameson enter the limo. As the limo pulls away, the courier MORPHS into J. JONAH JAMESON.

ON THE BUGLE BUILDING ENTRANCE

As J.J.J., the Chameleon enters the building.

INT- THE LIMO - DAY - ON PETER AND JAMESON

They're sitting in the back seat. We see the back of the DRIVER's head.

PETER

Sir, two world leaders signing a peace treaty after centuries of hostile aggression...

EXT - THE LIMO - WIDE

PETER (O.S.)

This is the kind of photo op that can win a Pulitzer. All I need is one good shot.

INT - THE LIMO - ON JAMESON

JAMESON

Can't. Each newspaper is only allowed one photographer.

PETER AND JAMESON

PETER

What about your party tonight? It's the only time the two leaders will be seen together before the signing.

ON REAR VIEW MIRROR

We see Jameson, Peter and the eyes of the driver, looking at them.

PETER

After all the great Spider-Man photos I've taken for you...?

EXT - JAMESON LIMO - DAY

JAMESON (O.S.)

Oh, all right, all right. Whatever it'll take to shut you up. I'll see if I can get you clearance.

The Jameson limo suddenly pulls into a dark alley.

INT - THE LIMO - ON JAMESON AND DRIVER

Jameson looks around stunned, angry.

JAMESON (CONT'D)
Driver, what are you doing? My tailor
isn't anywhere near this place.

ON THE DRIVER

He reaches forward and presses a BUTTON on the dashboard.

WIDE

Suddenly HIGH-TECH MANACLES protrude from hidden compartments in
the limo and grab Peter and Jameson. They're trapped!

DRIVER
Just be calm, Mister Jameson. No harm
will come to you.

PETER
Maybe you forgot to pay your last
tailor's bill? *

EXT - THE ALLEY - ON THE CAR

WE SEE the limo suddenly transform into a sleeker, more aerodynamic
vehicle - the wheels flipping on their sides to become rocket
boosters. It takes off - straight up (with appropriate SFX).

INT - THE CAR - ON JAMESON AND PARKER

The windows suddenly turn OPAQUE. It's impossible to see outside.
Jameson is dumb-founded.

JAMESON
Who are you? How in Sam Hill can you
do all this? *

EXT - THE SKIES OVER MANHATTAN - WIDE

PETER (V.O.)
I better hang tight and see what's
going down. Unlike Mister Calm, next
to me. *

JAMESON
(B-track/simultaneous
dialogue)
Do you know who you're dealing with? *
I'm J. Jonah Jameson. If you don't *
let me go immediately, you'll wish *
you'd never laid eyes on me. I'll fix
it so that you never ever.....

The flying limo ZIPS across the sky away from Manhattan.

WIPE TO:

INT - A HUGE HANGAR/GARAGE AREA - WIDE

The car zooms into the hangar.

CLOSER

as TWO GIANT MECHANICAL ARMS protrude down from the ceiling. The ROOF of the car folds up and back and the arms reach down, grab Peter and Jameson separately, lift them up and carry them off.

PETER
(reaction)

JAMESON
(reaction)

CAMERA FOLLOWS until Peter and Jameson are carried off in separate directions.

PETER
(calling out)
Maybe they're taking us to the
tuxedo fitting rooms. See you at the
prom. *

INT - THE CONTAINMENT ROOM - DAY

We SEE a high tech containment room. It is long and tall. With the PSSHHT of an air-lock, the door flies open and THE MECHANICAL ARM tosses Peter inside. The door WHOOSHES shut.

ANGLE ON PETER

PETER (V.O.)
I'm here by accident. But why do
they want Jameson? *

WIDER

Peter leaps on to the wall and clings.

PETER (V.O.) (CONT'D)
Only one way to find out....

ON AN AIR VENT JUST UNDER THE CEILING

Peter climbs the high wall to the ceiling and pulls the grating off the vent with great effort. He enters. *

INT - THE MAZE OF AIR VENTS - ON PETER

CAMERA FOLLOWS as Peter inches through a LABYRINTH of LARGE, round aluminum air DUCTS about six feet in diameter. He halts at some THIN light beams that block his way.

NEW ANGLE

Peter has to sneak his way with great spider-agility past the thin LIGHT BEAMS that obviously are meant to trigger an alarm.

NEW ANGLE

He stops to peek through an air vent.

HIS POV OF A SELF CONTAINED, WINDOWLESS WEAPONS ROOM - WIDE

In this room he sees THREE AGENTS wearing ear protectors using LASER RIFLES with devastating results on THREE DUMMY TARGETS.

PETER (V.O.)

What is this place? Looks like a training center for a rock star's bodyguards? *

ON PETER

He works his way to a large hatch. He opens it and is suddenly sucked down a tube, toward DAYLIGHT. *

PETER

Ahhhhhhhhhhhhhhhhhhhh!

EXT - THE SKIES - DAY - WIDE ON A HATCH IN A STEEL WALL

Peter suddenly bursts through the hatch and hangs on to the edges, to avoid being sucked out into the sky.

VERY WIDE, ESTABLISHING SHOT - S.H.I.E.L.D. H.Q. - DAY

The hatch is a small dot at the bottom of a GIGANTIC FLYING FORTRESS the size of CENTURY CITY. It's flying MILES above New York, which is a faint patchwork quilt below wispy clouds. AIRCRAFT buzz all around this fortress, entering and landing. S.H.I.E.L.D. Headquarters is an airborne command center!

PETER (V.O.)

Ho boy! One lousy wrong turn and I wind up at the end of the world!

ON PETER

He strains to pull himself up, back into the tube.

PETER

(Straining noises)

INT - THE NETWORK OF TUBING - ON PETER

He crawls into another set of tubing. Suddenly, with an explosion of turbine power, Peter is yanked away again.

NEW ANGLE - PANNING WITH PETER

He grabs hold of the edge of an opening, and struggling, he manages to crawl into it. He rests, but then reacts as he hears....

JAMESON (O.S.)

What have you done with Parker?

FURY (O.S.)

He's sipping mint juleps in the jacuzzi. You and I have to talk.

Peter maneuvers himself so he can see through a vent.

ON HIS POV

Peter sees Jameson standing before Nick Fury. They're both in a giant CHAMBER that makes the Kingpin's h.q. look like Radio Shack. Fury is sitting on a futuristic chair which is being lifted on a GIANT CRANE ARM that protrudes from the bottom center of the globe shaped chamber. The chair is capable of bringing Fury to any part of the chamber walls, which are filled with blinking CRT displays and control panels. Circular catwalks line the interior of the room. FURY IS IN DARKNESS, HIS FEATURES NOT TOTALLY VISIBLE. *

JAMESON

Just who the blazes are you? *

Fury's chair moves into the light and he can be seen clearly.

FURY

Name's Fury. Colonel Nick Fury. I call the signals around here. *

ON JAMESON

His eyes widen with surprise.

JAMESON

No! It can't be!

INT - THE VENTS - ON PETER

PETER (V.O.)

The war hero.....

INT - THE CHAMBER - ON JAMESON AND FURY

FURY

What's wrong, Jameson? You look like you've seen a ghost.

JAMESON

You're not supposed to be alive.

FURY

That's what Uncle Sam wants the world to believe. *

JAMESON

But I printed your obituary!

FURY

I wouldn't brag about it, mister. *

ON FURY

He turns to a KEYBOARD on a CONSOLE.

FURY
 (begins typing)
 Bugle..Obits...Fury...Nick...

On a NEARBY SCREEN, up comes a PICTURE of Fury and the TEXT of his Daily Bugle obituary. His eye patch is flipped. *

FURY
 You flipped the negative of my picture. My patch is on the wrong eye. You're a real piece of work, Jameson. *

NEW ANGLE, ON BOTH

FURY
 Now listen up, from now on, zero mistakes. Get it? *

His chair elevates out of frame. Jameson's eyes follow him.

JAMESON
 What is this place?

WIDER

Fury rides up high on his chair to a certain control panel. He leaps with great agility out of his seat and presses some buttons.

FURY
 It's no rest home, as you can see on these screens... that's for sure. *
 Welcome to Supreme Headquarters
 International Espionage Law
 Enforcement Division. We call it
 SHIELD.

ON JAMESON

He turns to see a huge S.H.I.E.L.D. SYMBOL appear on a giant screen behind him.

JAMESON
 Never heard of it.

FURY (O.S.)
 Even the F.B.I. and C.I.A. are kept in the dark about us.

ON FURY

He zips back into his chair which lowers him to yet another control panel. He presses another row of switches and buttons. *

WIDE ON A GIANT GLOBAL MAP

AREAS of it light up representing conflicting areas. *

FURY (O.S.)
Shield's job is to secretly try to
keep the world in one piece. No
matter what it takes.

WIDER ANGLE

Fury picks up a small CD-Rom disc and holds it up. He slides it
into a slot. A 3D-HOLOGRAPHIC IMAGE of THE CHAMELEON appears in
the middle of the chamber.

FURY
This is the Chameleon, a deadly,
stop-at-nothin' hit man.

The CHAMELEON presses one of the buttons on his belt and MORPHS
into various likenesses. We see images of bombings outside of 10
DOWNING STREET; THE KREMLIN; DEGAULLE'S PALACE.

FURY
He can transform himself into a
carbon copy of any person whose
image he can grab....

ON THE BELT BUCKLE

being pressed and operated. Pictures of people appear on its
screen. (NOTE: It's the same unobtrusive size as a normal one.)

FURY (O.S.)
...with this.

ON A MAP OF THE ENTIRE GLOBE

VIDEO IMAGES pop up illustrating the various encounters with the
Chameleon described by Fury. Data flashes across the screen.

FURY
I first heard of him in Istanbul
when he blew up an embassy. He
escaped by posing as beggar. In Rome
he attacked a military post and then
gave us the slip by taking on the
appearance of a clergyman. Last I
ran into him was in Sarajevo. He got
away as a red cross nurse.

ON FURY AND JAMESON

FURY
No way he's gonna beat me again.

JAMESON
So? What's this got to do with me?

ON FURY

He punches up a jerky, wobbly BW video display of the Chameleon
talking with a GROUP OF TERRORISTS in a strange looking chamber.

FURY

The Chameleon's been hired by terrorists to total the peace treaty and that could mean war.

ON PETER

looking through the vent.

PETER (V.O.)

So that's it!

ON FURY

The screen image cuts to a STILL PHOTO of the green-suited man at the airport.

FURY

This morning he arrived in New York City.

ON JAMESON

JAMESON

New York! (Gasps) My party!

ON FURY

FURY

And that's where we'll find the Chameleon. In a disguise that's undetectable.

ON JAMESON

JAMESON

But I'm having police, security and F.B.I. there. The place'll be sealed up tighter than....

INT - THE NETWORK OF TUBING - ON PETER

He's listening intently.

FURY (O.S.)

They won't even notice him.

JAMESON (O.S.)

Then why don't we just cancel the party!?

O.T.S. PARKER ON FURY

FURY

No can do. Gotta act like everything's normal. If we shut down every time someone threatened us, the whole world would stop.

INT. CHAMBER - CLOSE ON FURY

CAMERA TRUCKS IN to capture the look on his intense determined face as his chair moves through the chamber....

FURY

Now I need for you to wear this....

...and lowers him to Jameson. Fury pins something on his lapel.

FURY (CONT'D)

Nobody knows your employees better than you do. That's why you're important to me. If you see anything suspicious...

CLOSE ON THE PIN

It's in the form of a small, gold shield.

FURY (CONT'D)

...tap on this pin and undercover S.H.I.E.L.D. agents will respond pronto. The Bugle building is crawling with 'em.

ON PETER

He's still watching carefully.

JAMESON (O.S.)

But what do I---?

FURY (O.S.)

Just keep your eyes open. I'm sending you back now.

PETER (V.O.)

That's my cue....

Peter scrambles up through the tubing.

WIPE TO:

EXT - THE FLYING SHIELD H.Q. FORTRESS - DAY

The flying limo zooms out through one of the fortress' helipads.

INT - THE LIMO - DAY

Jameson is visibly shaken as he sits next to Peter.

PETER

What was that all about?

JAMESON

National security, Parker. Can't discuss it.

EXT - THE LIMO - WIDE

as it zooms toward Manhattan.

INT - THE BUGLE - JJJ'S OFFICE - DAY

We are close on FILE that reads "J3 Communications Executive Personnel". The file is OPEN and a PICTURE of Robbie is visible. The caption reads, "Robertson, Robbie, editor Daily Bugle."

ON THE CHAMELEON'S BELT BUCKLE DEVICE

The belt buckle device "CLICKS" a picture and the image of Robbie is frozen in it, and then analyzed before disappearing.

ON THE FILE

A hand reaches in and removes the picture of Robbie. Underneath is a picture of GLORY GRANT. The caption reads, "Grant, Glory, Executive Secretary to J. Jonah Jameson".

ON THE CHAMELEON'S BELT BUCKLE DEVICE

It "CLICKS" a picture and the image of Glory is recorded.

ON THE FILE

A NEW FILE is dropped down on top on the existing one. That file is labeled "PHOTOGRAPHERS". It is randomly opened to the image labeled, PETER PARKER, FREELANCE. We hear the CLICKS.

ON A FILE DRAWER

a pair of hands puts the first two files away and pulls out another labeled, "J-3 Communications Complex FLOOR PLANS."

GLORY GRANT (O.S.)
Mister Jameson!

WIDE ON GLORY GRANT AND J. JONAH JAMESON

She approaches.

GLORY GRANT
You're back early. Is your tuxedo fitting all done?

ON JAMESON

JAMESON
Yeah. All done. Now I need the security plans for tonight.

NEW ANGLE FAVORING GRANT

GLORY GRANT
I left a copy in your briefcase a half hour ago.

JAMESON
I need them in my hands right now. Do
you have a problem with that?

GLORY GRANT
(stunned, angry)
No, sir! I'll get them --- Again!

She storms off.

INT - OUTSIDE THE OFFICE - WIDE

After Glory heads off angrily, Parker and THE REAL Jameson arrive
in the elevator and move down the corridor to...

INT - THE OFFICE - WIDE

Before they enter, the Chameleon morphs into ROBBIE ROBERTSON.

ROBBIE
Oh, hi there, Jonah.

JAMESON
Robbie I must talk to you in private.
Immediately.

ON PETER

He reacts as his spider-sense goes off.

PETER (V.O.)
Something's not right....

NEW ANGLE

Just then Glory comes back with the file.

GLORY GRANT
Here.

JAMESON
What's this?

GLORY GRANT
The security plans for tonight.

JAMESON
You gave me a copy before I left.

ANGLE FAVORING PETER, WATCHING

GLORY GRANT
I know! That's what I told you!
(sigh of frustration)
Are you trying to drive me crazy?

Glory throws them down on his desk and exits.

ON PETER AND JAMESON

JAMESON
What's wrong with her?

ROBBIE

ROBBIE
Jonah, I've got to make a quick phone call. I'll be right back.

He exits.

ON JAMESON AND PETER

Jameson looks out the window, frowning, depressed. Peter is trying to leave the room.

PETER
Mister Jameson, I've got to run...

Peter starts to leave. Jameson turns and snaps at him.

JAMESON
Hold it, Parker. This little event today. I don't want you to tell--

He suddenly looks on his desk, frowning.

JAMESON
Hey, where'd those security plans go?

PETER
They were right there. Maybe Robbie took them.

JAMESON
But why on earth would he-----?
(with realization)
(Gasp) No.....Robbie?

His eyes widen. He hits his lapel pin. It starts BLINKING.

PETER

...sees Jameson do this and knows what it means - he ducks out to change into Spider-Man.

INT - THE CORRIDORS - DAY - WIDE ON THREE AGENTS

UNDERCOVER S.H.I.E.L.D. AGENTS dressed as WORKADAY MEN AND WOMEN respond to an alarm sounded by Jameson's lapel pin.

INT - THE DAILY BUGLE CORRIDOR - DAY - WIDE

Out in the hall, CAMERA FOLLOWS as the fake Robbie walks briskly, floor plans in hand.

NEW ANGLE

Just then, the real Robbie rounds the corner. The Chameleon/Robbie ducks into an alcove before Robbie sees him. Suddenly THREE S.H.I.E.L.D. AGENTS round the corner.

ON THE REAL ROBBIE

The three agents tackle Robbie.

ROBBIE
What are you---? (Struggling)

ON THE ALCOVE

Robbie/Chameleon ducks out and heads for the stairs.

NEW ANGLE, WIDE ON THE CORRIDOR

Spider-Man crawls across the ceiling toward the melee.

ON SPIDER-MAN

SPIDER-MAN (V.O.)
No spider-sense, no Chameleon.

WIDE

Spidey reaches down, yanks and flings them off Robbie.

SPIDER-MAN
You've got it wrong. Leave him alone.

INT - S.H.I.E.L.D. COMMAND POST - ON FURY

Nick Fury watches the action on a monitor.

FURY
Spider-Man? What's he doing here? Get him!

INT - BUGLE - DAY - WIDE ON THE MELEE, FAVORING AGENT #1

AGENT #1 enters the scene with her BLASTER and fires at Spider-Man who leaps out a nearby window to dodge the blast.

NEW ANGLE ON AGENT #1

Now she aims it at Robbie. She looks down at his belt.

ON HER POV OF ROBBIE'S NORMAL BELT BUCKLE

AGENT #1 (O.S.)
No imaging device

WIDE

AGENT #1
He's not the one. Fan out!

The agents all disperse.

INT - ANOTHER CORRIDOR - DAY - WIDE

Robbie/ Chameleon touches his belt buckle device. He starts to morph into Glory Grant, but before he finishes, AGENT #4 rounds a corner and sees him in mid-morph.

AGENT #4

You! Stop!

NEW ANGLE

The agent races toward Glory/Chameleon. Glory/Chameleon dashes off. The agent talks into a small DEVICE.

AGENT #4

I've got him! Floor 7, west wing.

CAMERA TILTS UP to reveal Spider-Man just rounding a corner, clinging to the ceiling, watching.

AGENT #4

He's in the form of Miss Grant!

INT - SHIELD HEADQUARTERS - ON FURY

He looks at an animated diagram of the bugle building with BLUE ICONS indication agent locations and A RED ICON indicating the Chameleon's last reported position.

FURY

All agents, floor 7! Detain Glory Grant. Cover all exits.

INT- THE CORRIDORS - DAY - WIDE Glory/Chameleon races into a stairwell.

INT - THE STAIRWELL - DAY - PANNING

The Chameleon races downstairs. Suddenly he's yanked up.

ON SPIDER-MAN AND THE CHAMELEON/GLORY

Spider-Man has grabbed the Chameleon/Glory up by the arms while hanging from the underside of the stairway above them.

SPIDER-MAN

Gotcha! Y'know, I don't usually pick up strange women.

ANGLE ON CHAMELEON

He pulls a thin pencil-shaped OBJECT out of his pocket and SHOTS a jet of gas at Spidey.

GLORY GRANT

Funny, but not too smart.

SPIDER-MAN
(Coughing!)

Spidey is forced to drop him, then collapses dazed.

ON THE STAIRWELL

The Chameleon/Glory runs off as he/she presses the belt and begins to MORPH.

ON SPIDEY

Lying on the stairs dazed, recovering.

SPIDER-MAN (V.O.)
Stupid! Should've had him. Talk about
the dangers of second hand smoke.

ANGLE ON THE STAIRS

Agents race through a door and down the stairs toward Spidey.

SPIDEY

leaps up and crawls off.

INT - ANOTHER FLOOR - DAY - ON A STAIRWELL DOOR

As the Chameleon steps out of the stairwell door he finishes his MORPH as none other than....Peter Parker!

WIDE ON ANOTHER CORRIDOR

The Chameleon/Parker calmly walks into an ELEVATOR. No sooner have the DOORS CLOSED, when Spider-Man appears a distance away, looking * back and forth, not sure where to go next. Spider-Man scampers off in the wrong direction.

WIDE ON THE BUGLE BUILDING MAIN LOBBY

There are PEOPLE bustling about. Parker/Chameleon steps into the lobby from the elevator. He heads for the front entrance/exit.

CLOSE ON PARKER/CHAMELEON, PANNING

As he approaches, cautiously. A hand falls on his shoulder.

MARY JANE (O.S.)
Just the man I was looking for!

He whips around.

WIDE

It's MARY JANE WATSON.

MARY JANE

Peter, I'm understudying the lead at the Shakespeare fest tonight and I've saved you a seat. Will you come?

ON PETER/CHAMELEON

He looks back to see...

HIS POV

Agent #5 and #6 are approaching fast, searching.

ON MARY JANE AND PETER

Peter suddenly pulls Mary Jane aside and draws her into a deep, soulful kiss. In doing so, Mary Jane obscures their view of Peter. The agents pass. Peter releases Mary Jane. She responds with a breathless....

MARY JANE

(breathless, shocked)

I'll....take that as a 'yes.'

(a beat)

Peter, why'd you do that?

ON PETER

PETER

I had to.

WIDE ON BOTH

MARY JANE

What made you think I'd let you?

PETER

I took a gamble that Peter Parker was the luckiest man on earth.

As Mary Jane watches, totally perplexed, 'Peter' steps out onto the busy sidewalk and disappears into the crowd.

FADE OUT.

ACT TWO

FADE IN:

EXT - JAMESON'S BUILDING - NIGHT - WIDE

We SEE the CROWDS surrounding the entrance to the base of Jameson's tallest building, watching CELEBS arriving for Jameson's party.

INT - THE ENTRANCE TO THE PENTHOUSE

Guests pour in and their invitations are taken by SECURITY MEN in tuxedos. Each member clearly wears a unique RED BADGE.

ANGLE ON THE RED BADGE

It reads, "J-3 Security"

EXT - THE HELIPAD ATOP THE BUILDING - NIGHT

A helicopter lands. (This is not Jameson's penthouse building.)

CLOSER

Under heavy security, the TWO PEACE TREATY SIGNERS disembark from the copter.

INT - THE S.H.I.E.L.D. H.Q. - NIGHT - ON FURY

He's watching a SCREEN showing the dignitaries arriving.

FURY

All units, red alert. The V.I.P.'s
are arriving. It's show-time!

WIPE TO:

EXT - THE BUILDING - ON THE CROWDS

CAMERA PANS and ZOOMS IN to discover a DARK FIGURE dressed IN A *
BLACK JUMPSUIT wearing a BACKPACK hanging from ropes on a high-rise
a block away.

CLOSER

The FIGURE reaches into backpack and pulls out a miniature *
high-tech BAZOOKA and aims it. It FIRES a....

GRAPPLING HOOK

which flies through the air and slams into.....

THE SIDE OF JAMESON'S BUILDING

The hook grabs on and holds.

WIDE

It forms a taut line between the two buildings.

THE DARK FIGURE

...hooks a HARNESS attached to his backpack to the line and.... *

WIDE, CAMERA PANNING

...he ZIPS across the sky to the Jameson building.

EXT - THE STREET - NIGHT - HIGH ATOP A SPIRE

Sitting on the shoulders of a grinning GARGOYLE of a neighboring
high-rise, Spider-Man looks down and sees the black jump-suited
figure. *

SPIDER-MAN (V.O.)
 (to the Gargoyle)
 A-ha! Bruce, looks like my waiting
 paid off. Keep smilin' old buddy.

Spider-Man webs o.s.

ON THE SIDE OF THE BUILDING

The Dark Figure arrives with a loud THUMP. Suddenly a HIGH-TECH
 HELICOPTER hovers down into frame behind him. He turns. *

INT - THE COPTER - ON TWO AGENTS, #1 AND #2

AGENT #1
 Intruder alert. Floor 31, sector 5.

EXT - THE BUILDING - ON THE CHAMELEON

The Dark Figure swiftly flips a lever on thin pencil shaped
 device. It now emits a LASER BEAM. He laser-cuts a hole in the
 window, and then climbs inside. *

INT - S.H.I.E.L.D.- H.Q. - NIGHT

A panel is blinking and sounding off an alarm.

FURY
 There's been a breach! Floor 31.

INT - THE BUGLE BUILDING - ON SHIELD AGENTS

They race to the location.

INT - A CORRIDOR, 31ST FLOOR - NIGHT

The Dark Figure MORPHS into the Chameleon. He REACTS to
 Spider-Man, who jumps through the hole in the window. *

NEW ANGLE

The Chameleon hurls a SMOKE BOMB which obscures Spidey's view,
 giving the Chameleon enough time to run off.

SPIDER-MAN
 (Coughing)!

SPIDER-MAN (V.O.)
 This guy's gonna ruin my lungs faster
 than tailgating a Manhattan taxi.

Spidey recovers and races o.s.

ANOTHER CORRIDOR - NIGHT - ON CHAMELEON, PANNING

The Chameleon rounds a corner and stops. FOUR SHIELD AGENTS appear
 at the end of the hall. The Chameleon 'MORPHS' into Spider-Man.
 The agents see him make this transformation.

NEW ANGLE ON CHAMELEON

He hurls another SMOKE BOMB. The Chameleon uses the cover to MORPH into SHIELD AGENT #1.

NEW ANGLE

By the time the smoke clears, the agents are face to face with the real Spider-Man. The Agent/Chameleon points at him.

AGENT #1
It's the Chameleon! Get him!

SPIDER-MAN
No! No-----!

The four S.H.I.E.L.D. agents descend on Spider-Man.

NEW ANGLE

Spider-Man flips two of the agents o.s., gets a head lock on another and manages to web up a third who is about to leap on him.

ON THE AGENT #1/CHAMELEON

The Chameleon/Agent #1 SNEAKS off down the hallway.

INT - SHIELD H.Q. - ON FURY

He examines a screen showing the agents battling Spider-Man.

INT - 31ST FLOOR - NIGHT - WIDE

Spider-Man flips over two agents as they close in on him. He flips up to the ceiling.

ON THE AGENTS

They fire their weapons up and o.s. BS&P NOTE: Guns are not fired at Spider-Man. *

ON SPIDEY

SPIDER-MAN (V.O.)
This is stupid. While we fight, the Chameleon gains the advantage!

He scampers across the ceiling, dodging the blasts.

ON THE WINDOW

Spider-Man webs off through a window.

SPIDER-MAN (V.O.)
Time to cut bait! Besides....

EXT - THE BUILDING - NIGHT - ON SPIDEY

He webs up toward the penthouse.

SPIDER-MAN (V.O.)
 ...I can do more as Peter Parker.

INT - S.H.I.E.L.D HEADQUARTERS - NIGHT - ON FURY

He moves his chair to position himself before a diagram of the building, with lights indicating the agents' locations.

The lights on the display instantly switch to the new positions. *
 They move up higher in the diagram. He hits a switch.

FURY
 Number One!

EXT - THE HELICOPTER - NIGHT - ON NUMBER ONE

She touches her earpiece.

AGENT #1
 Yes, Colonel?

FURY (O.S.)
 Situation's code red. I'm coming
 there in person. I'll rendezvous with
 you at the penthouse in ten minutes.

AGENT #1
 Aye, sir.
 (to the pilot, pointing)
 Penthouse. Code red. I've gotta get
 the V.I.P.'s out. The Colonel thinks
 the Chameleon's moving upstairs.

INT - BASEMENT - ON DOOR TO STAIRWELL

But instead of things happening at the penthouse, the door to the stairwell, labeled "Basement", opens a crack.

POV FROM THE DOOR

From the POV of the door, WE SEE a lone S.H.I.E.L.D. agent guarding the elevator.

ON THE AGENT

A small black disk rolls to a stop at his feet. It BURSTS into A CLOUD OF SLEEPING GAS. He falls semi-conscious, moaning, as the Chameleon quickly runs past him.

AGENT #7
 (Moaning)

ON THE CHAMELEON

He opens up a door and runs into a dark room.

INT - THE DARK ROOM - NIGHT - WIDE

The Chameleon pulls a small POUCH out of his coveralls. He pulls a small LASER DEVICE out of the pouch.

NEW ANGLE, CLOSE ON THE DEVICE AND A METAL WHEEL

Using the small DEVICE, the Chameleon slices a LOCKED CHAIN attached to a large WHEEL labeled "GAS MAIN". Once the chain is removed, he begins turning the wheel off.

INT - PENTHOUSE - NIGHT - WIDE ON THE PARTY

CAMERA PANS inside the Penthouse, the party is in full swing. Heads of state, politicians and dignitaries mingle. A small crowd has gathered around the two peace treaty signers.

CAMERA FOLLOWS A PASSING WAITER who enters the KITCHEN. *

INT - PENTHOUSE KITCHEN - WIDE

The kitchen is huge and the STAFF is cooking food for the party. (NOTE: All staff wear the red security badges.)

PANNING

the STOVES. The flames under the pots suddenly go out.

NEW ANGLE WIDE

The kitchen STAFF reacts.

KITCHEN STAFF
(Reacting!)

ON THE HEAD CHEF AND ALPHONSE, HIS ASSISTANT

The head chef wears the identifying chef's hat.

HEAD CHEF
(speaking French)
Of all times! Alphonse, call
Maintenance. Immediatement!

ON A KITCHEN WALL PHONE

Alphonse races up to it and begins dialing.

INT - THE MAINTENANCE OFFICE - NIGHT

In a small office, a MAINTENANCE MAN answers a phone.

MAINTENANCE MAN
Okay, I'll check out the gas main.

ANGLE FAVORING A RED BADGE

As the maintenance man picks it up and walks out.

INT - PENTHOUSE HALLWAY - NIGHT - ON THE MAINTENANCE MAN

The maintenance man passes SECURITY AGENT #1. He points to his badge and is waved on by.

MAINTENANCE MAN
Gotta check the gas main.

INT - FRONT OF THE PENTHOUSE ELEVATOR - NIGHT - WIDE

Another security checkpoint. SECURITY AGENT #2 stops the man. Again, he shows I.D. and is waved on.

WIPE TO:

EXT - A THEATER - NIGHT - ESTABLISHING

The marquee reads "Midsummer's Night's Dream".

INT - BROOKLYN DINNER THEATER - NIGHT - WIDE ON STAGE

Mary Jane, playing HELENA, is in the midst of Act II, Scene 2. She's onstage with a character playing DEMETRIUS, both dressed in ancient Roman garb and standing in a forest setting.

MARY JANE
Wherefore was I to this keen mockery
born? When at your hands did I
deserve such scorn?

CLOSER ON MARY JANE

She momentarily glances over as she sees...

MARY JANE (O.S.)
But you must flout my insufficiency?
(very sotto to herself)
Where in blazes are you Parker?

HER POV

of the front row seat she saved for Peter. It's empty.

MARY JANE (O.S.)
Good troth, you do me wrong, good
sooth, you do.

ON MARY JANE

She angrily turns away and continues her performance.

MARY JANE
In such disdainful manner me to woo.
But fare you well. Perforce I must
confess...I thought you lord of more
true gentleness.

WIPE TO:

INT - THE BASEMENT - ON THE GAS MAIN

The maintenance man is holding up the severed chain, confused.

MAINTENANCE MAN
(to himself)
How the heck.....?

He turns the gas main back on.

INT - THE KITCHEN - WIDE

The gas flames come back on.

KITCHEN STAFF
(Cheers!)

INT - THE BASEMENT - NIGHT - ON THE MAINTENANCE MAN

As he's finishing turning on the gas, we see the Chameleon silently approaching him. The Chameleon reaches out and grabs him.

MAINTENANCE MAN
(Gaaaaaaaaaaaaah!)

INT - PENTHOUSE BUILDING LOBBY

The doors open on the lobby level. It's the maintenance man/Chameleon. Security Agent #2 waves him up.

INT - PENTHOUSE ELEVATOR

Security waves the maintenance man through the checkpoint. The maintenance man exits the elevator.

INT - THE GALA PARTY - NIGHT - WIDE ON THE ENTRANCE

Peter Parker arrives in his tux (and red badge and camera.) He looks the crowd over.

PETER (V.O.)
Now, if I were a Chameleon, whose
colors would I choose....?

NEW ANGLE

He begins to pass through the crowd. His spider-sense is suddenly activated.

PETER (V.O.)
Spider-sense. He's close!

EXT - THE HELIPAD - WIDE - NIGHT

Agent #1's copter lands and she disembarks, as does her pilot. As she walks across the helipad, an Agent races up to her and wraps a beautiful, cloak-like COAT around her which hides her svelt jumpsuit underneath. She's now dressed for the party.

INT - THE PENTHOUSE - ON PETER

He continues SEARCHING THE CROWD. The maintenance man/CHAMELEON passes right past him. CAMERA FOLLOWS the maintenance man.

O.T.S. MAINTENANCE MAN/CHAMELEON

As he ominously heads toward Jameson and the dignitaries. Suddenly he stops and does a take. He turns toward CAMERA to avoid being seen. AGENT #1 steps up to Jameson, pointing to her pin.

ON JAMESON AND AGENT #1

AGENT #1
The Colonel says it's time to get the
V.I.P.'s out!

JAMESON
(relieved)
Great. They've been here long
enough. *

WIDE ON PETER IN THE F.G.

In the b.g, Jameson, AGENT #1, and the dignitaries depart.

ON A DOORWAY *

Peter races into an adjoining room, shutting the door.

EXT - HELIPAD - NIGHT - WIDE ON JAMESON, SIX SHIELD AGENTS, AGENT #1, AND THE TWO DIGNITARIES

walking to the helicopter.

ANGLE NEAR THE BASE OF THE LONE STRUCTURE ON THE PAD

Remaining in the shadows, Fury, (eye patch over RIGHT-EYE),
emerges. *

FURY
Good job, Agent.

NEW ANGLE, FAVORING AGENT #1

AGENT #1
Colonel. You're early.

FURY
My daddy once told me, it's the early
bird that catches the worm. Follow
me. *

Fury turns, starts walking; Agent #1 is behind him. *

WIDE ON THE ONLY STRUCTURE ON THE HELIPAD

Spidey webs up to it from below.

ANGLE LOOKING DOWN ON SPIDEY

He's clinging to the top of the structure. We see the others down below, walking toward the copter. Fury's back is to Agent #1. *

SPIDER-MAN

What'ya know. Fury's here in the
flesh. I guess he wanted to
personally get them to a safe-----
(he does a take)
Wait a minute! Oh no! *

CLOSE ON PETER'S EYES

QUICK FLASHBACK - MONTAGE

We see Peter peering through the vent at Shield headquarters. We see his POV of Fury. The image FREEZES and intercuts with the view in front of Peter at that moment, of Fury on the helipad. As the image flashes back and forth, we clearly see the eye-patch on Fury's face flipping back and forth from eye to eye.

ON SPIDEY

He swings down.

NEW ANGLE ON FURY, THE AGENTS, THE DIGNITARIES, JAMESON

Spider-Man swoops down from above. CAMERA FOLLOWS as he slams into Fury and knocks him to the ground.

ON THE DIGNITARIES

Security men surround the amazed dignitaries, drop them to the floor and jump on top of them in proper security fashion.

ON JAMESON

JAMESON

I knew it'd happen! Spider-Man's
finally gone berserk!

ON AGENT #1

She grabs a weapon from an agent and fires it at Spidey.

SPIDER-MAN

leaps off of Fury to avoid being fried. He lands a distance away.

THE SIX SHIELD AGENTS

fall on Spider-Man like a ton of bricks. He shoves them off.

SPIDER-MAN

Stop! Look at Fury!

ON FURY

SPIDER-MAN (O.S.)
The eye patch. It's on the wrong
eye! There's your Chameleon!

Fury\Chameleon gets up and runs toward the waiting helicopter.

ON AGENT #1

She does a startled take as Fury's voice is heard on her ear piece.

FURY (O.S.)
Agent #1....

INT - THE BUILDING ELEVATOR - NIGHT - ON FURY AND AGENTS

The real Fury, patch over the left eye, is riding the elevator.

FURY
....I'm on my way up. Report your
location.

ON AGENT #1

She touches her ear piece.

FURY (O.S.)
Agent #1, report! Do you copy?

AGENT #1
Fury?

WIDE ON THE HELIPAD

Fury/Chameleon leaps into the copter. The helicopter takes off.

ON AGENT #1 IN F.G., THE COPTER RECEDING INTO THE B.G.

She fires at the helicopter overhead. She misses twice but then....

WIDE ON JAMESON, SPIDEY AND THE AGENTS

She fires a third time.

THE COPTER

ROTORS EXPLODE and the copter CRASHES into the water.

ON AGENT #1 AND OTHER AGENTS BEHIND HER

To the other agents.

AGENT #1
Send a crew to check the wreckage. We
have to make sure he didn't bail.

ON JAMESON, ET AL

JAMESON

But how could the Chameleon make
such a stupid mistake? *

SPIDER-MAN (O.S.)

That's simple, pickle-puss.

CAMERA TILTS UP to find Spidey clinging overhead to the sole
structure.

SPIDER-MAN

He probably based his disguise on
Fury's picture from the obituary in
your files. The one that was
accidentally printed flipped. But he
didn't know that.

ON JAMESON

Spidey drops into frame almost knocking him over. *

SPIDER-MAN

I guess it really does pay to
practice shoddy journalism. Keep it
up, J.J.

JAMESON

(angrily)

Why, you.....!

Jameson takes a swipe at him, but Spidey ducks and then webs off.

SPIDER-MAN

Gotta run!

DISSOLVE TO:

EXT - THE U.N. BUILDING - NEXT DAY - ESTABLISHING

INT - U.N. PEACE TREATY SIGNING CEREMONY - DAY - WIDE

ON THE DAIS as dignitaries stand nearby, the TWO PEACE TREATY
SIGNERS enter stage.

ON JAMESON, ROBBIE

Jameson turns to Robbie and whispers.

JAMESON

For a while there, I didn't think we
were gonna get to see this.

ROBBIE

I heard that.

ON THE TREATY SIGNERS

Beginning the signing ceremony. The document is being presented and the signers are getting into position.

ON JAMESON

He looks o.s. and does a take.

JAMESON

Parker, what are you doing here? How in blazes did you get in?

WIDEN TO INCLUDE PETER PARKER

Parker is holding his camera.

PETER

I have my methods, Mr. J.

CLOSE ON PETER

Peter Parker aims and focuses his camera.

PETER

Like any freelancer, when I want to get a shot, nothing gets in my way. *

ON HIS POV THROUGH THE CAMERA

We see the two leaders caught in the Peter's camera's viewfinder, as they stand with pens poised. BS&P NOTE: No cross-hairs are visible in camera viewfinder. *

PETER (O.S.)

All I need is one good clean shot.

WIDE ON THE GATHERING

CAMERA TILTS UP to reveal Spider-Man creeping up and onto, and then clinging to the ceiling above.

ON HIS POV

CAMERA PANS across the faces of dignitaries, photographers, security, Robbie, Jonah, past Parker. Then the POV whips back to Parker.

ON SPIDEY

He does a take.

SPIDER-MAN (V.O.)

Hey! What am I doing down there?

WIDE

Spider-Man swoops down.

ON PETER PARKER

He looks up in shock.

WIDE

Spidey swoops down on Peter Parker, forcing him to shoot prematurely and off kilter. A RAY BLASTS out from the lens.

ON THE TREATY SIGNERS

The signers react as the blast narrowly misses them, blowing a gaping hole in the wall above and behind them instead.

ON THE CROWD

reacting.

ON SPIDER-MAN AND PARKER

Parker breaks free and runs off. Spidey fires his webbing o.s.

ON PARKER, PANNING

The webbing wraps around his legs and stops him. He pulls out his little pencil-shaped cylinder gas jet but Spidey leaps on him and whacks it out of his hand before he can fire it.

SPIDER-MAN

Not this time, buster!

Spidey grabs him by the arms.

ON PARKER'S BELT

It's the Chameleon's familiar belt buckle. Spidey's hand SMASHES the buckle. It SIZZLES and spews SPARKS.

ON SPIDER-MAN AND PARKER

Parker begins to MORPH rapidly from Jameson, Peter, Fury, Alphonse, Glory, etc. as he squirms to get free.

PETER

No! Get your hands off me!

JAMESON

Let go, you fool!

GLORY GRANT

Don't stop me now!

ROBBIE

I'm so close!

FURY

So close.....so close.....!

He finally ends up as....The Chameleon!

WIDE

as SECURITY heads toward them. Spider-Man leaps up and webs off. Security descends on the Chameleon.

ON JAMESON

JAMESON

The Chameleon? Here? Right next to me? (Groan) I need a long vacation.....

*

DISSOLVE TO:

EXT. - MANHATTAN SKYLINE - LATER

Spider-Man webs home. CAMERA FOLLOWS.

SPIDER-MAN

Incredible. He almost got away with it.

ON SPIDER-MAN

as he perches high up, next to the inanimate Gargoyle, "Bruce."

*

SPIDER-MAN (V.O.)

(a beat)

Well, I saved the world again, Bruce. And, as usual, what do I get for it. Zilch. Nada. Nothing! That's what.

Spidey reacts at something approaching o.s. (SFX).

WIDER

We see A HOVERCRAFT appear from far away and zooms up next to him.

CLOSER ON THE SPIDEY AND THE HOVERCRAFT

At the helm is none other than....Nick Fury. These two odd characters stare at each other warily until Fury grins broadly and gives Spidey the 'thumbs up' sign.

FURY

Heck of a job, Spider-Man. Thanks. We oughtta work together again someday.

*

WIDE

The hovercraft blasts away into the distant horizon.

ON SPIDEY

SPIDER-MAN

Did he say 'Thanks?' Someone thanking Spider-Man. That's a first!

He looks down at Bruce in disbelief.....

DISSOLVE TO:

INT.- PETER'S BEDROOM - DAY- WIDE

Peter finishes putting on his clothes. The DOORBELL RINGS.

INT - THE FOYER OF AUNT MAY'S HOUSE - DAY - WIDE

Peter walks downstairs.

PETER
I'll get it Aunt May.

ON THE DOORWAY

He opens the door and smiles to find Mary Jane.

PETER
(happily)
Mary Jane!

She SLAPS him across the face.

MARY JANE
(very angrily)
Thanks!
(a beat)
For not coming to my play as you
promised!

PETER
As I.....promised?

MARY JANE
And don't you ever kiss me that
way again!

She storms off.

ON PETER

PETER
(stunned)
Kiss? What kiss?
(gasps of awareness)
The Chameleon? --- Oh no!

He dashes out after her.

EXT - THE STREET - DAY - WIDE ON THE STREET

Mary Jane angrily storms away from camera. Peter whizzes past camera as he races after her.